

FRONTLINE LTD
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
SEPTEMBER 23, 2016

NOTICE IS HEREBY given that the Annual General Meeting of Shareholders of Frontline Ltd. (the “**Company**”) will be held on September 23, 2016 at 10:30 a.m. at the Rosewood Tucker’s Point Hotel, 60 Tucker’s Point Drive, Hamilton Parish HS02, Bermuda for the following purposes, all of which are more completely set forth in the accompanying information statement:

To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2015.

To consider the following Company proposals:

1. To re-elect John Fredriksen as a Director of the Company.
2. To re-elect Kate Blankenship as a Director of the Company.
3. To re-elect Georgina E. Sousa as a Director of the Company.
4. To re-elect Ola Lorentzon as a Director of the Company.
5. To re-elect Robert Hvide Macleod as a Director of the Company.
6. To amend the Company’s Bye-laws in order to ensure conformity with revisions to the Bermuda Companies Act 1981, as amended and to update the bye-laws governing General meetings, Delegation of the Board’s powers and Proceedings of the Board.
7. To re-appoint PricewaterhouseCoopers AS of Oslo, Norway as auditors and to authorise the Directors to determine their remuneration.
8. To approve the remuneration of the Company’s Board of Directors of a total amount of fees not to exceed US\$600,000.00 for the year ended December 31, 2016.

By Order of the Board of Directors

Georgina Sousa
Secretary

Dated: August 10, 2016

Notes:

1. *The Board of Directors has fixed the close of business on July 25, 2016, as the record date for the determination of the shareholders entitled to attend and vote at the Annual General Meeting or any adjournment thereof.*
2. *No Shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy of that power of attorney, is sent to the Company Secretary, to reach the Registered Office by not later than 48 hours before the time for holding the meeting.*
3. *Each of the resolutions set out above is an Ordinary Resolution, approval of which will require the affirmative vote of a majority of the votes cast.*

4. *A Form of Proxy is enclosed for use by holders of shares held through the United Kingdom and Norway registers in connection with the business set out above.*
5. *Shareholders whose shares are held on the United Kingdom and Norwegian VPS share registers may view the Company's audited financial statements included in its Annual Report on Form 20-F on its website, www.frontline.bm*

The following information is applicable to holders of shares registered in the United States only:

We are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their shareholders via the internet. We believe that this e-proxy process will expedite shareholders' receipt of proxy materials and lower the costs and reduce the environmental impact of our Annual General Meeting. Accordingly, we have mailed to our shareholders of record and beneficial owners a Notice of Internet Availability of Proxy Materials containing instructions on how to access the attached proxy statement and our Annual Report on Form 20-F via the Internet and how to vote online

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY. TO VOTE YOUR SHARES, YOU CAN USE THE INTERNET AS DESCRIBED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS, IN THE ATTACHED PROXY STATEMENT AND ON YOUR PROXY CARD; OR COMPLETE, SIGN AND DATE YOUR PROXY CARD AND RETURN YOUR PROXY CARD BY MAIL.

INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (THE “MEETING”) OF FRONTLINE LTD. TO BE HELD ON SEPTEMBER 23, 2016

PRESENTATION OF FINANCIAL STATEMENTS

In accordance with Section 84 of the Bermuda Companies Act 1981, the audited consolidated financial statements of the Company for the year ended December 31, 2015 will be presented at the Meeting. These statements have been approved by the Directors of the Company. There is no requirement under Bermuda law that such statements be approved by shareholders, and no such approval will be sought at the Meeting.

The Company’s audited consolidated financial statements contained in its Annual Report on Form 20-F are available on our website at www.frontline.bm. Shareholders can request a hard copy free of charge upon request by writing to us at: P.O. Box HM 1593, Par-la-Ville Place, 14 Par-la-Ville Road, Hamilton HM 08, Bermuda, or send an e-mail to: ir@frontmgt.no. The audited consolidated financial statements of the Company for the year ended December 31, 2015 have been provided to shareholders whose shares are registered in the United States online as described above in the Notice.

COMPANY PROPOSALS

PROPOSALS 1, 2, 3, 4 and 5 - ELECTION OF DIRECTORS

The Board has nominated the five persons listed below for selection as Directors of the Company. All nominees are presently members of the Board of Directors. Mrs. Blankenship and Mr. Lorentzon meet the independence standard for directors established by the New York Stock Exchange and the United States Securities and Exchange Commission.

As provided in the Company's Bye-laws, each Director is elected at each Annual General Meeting of Shareholders and shall hold office until the next Annual General Meeting following his or her election or until his or her successor is elected.

Nominees For Election To The Company's Board Of Directors

Information concerning the nominees for Directors of the Company is set forth below:

<u>Name</u>	<u>Age</u>	<u>Director Since</u>	<u>Current Position with the Company</u>
John Fredriksen	72	1997	Director, Chairman, President
Kate Blankenship	51	2003	Director and Chairperson of the Audit Committee
Georgina E. Sousa	66	2013	Director and Secretary
Ola Lorentzon	67	2015	Director
Robert Hvide Macleod	37	2015	Director

John Fredriksen has served as Chairman of the Board, President and a director of the Company since November 3, 1997. Mr. Fredriksen has established trusts for the benefit of his immediate family which hold the shares of Hemen Holding Ltd. (“Hemen”), our largest shareholder. Mr. Fredriksen is Chairman of the Board, President and a director of a related party, Seadrill Limited (“Seadrill”), a Bermuda company listed on the New York and Oslo Stock Exchanges. From 2001 until September 2014, Mr. Fredriksen served as Chairman, President and a director of Golar LNG Limited. He has also served as a director of a related party Golden Ocean Group Limited (formerly “Knightsbridge Shipping Limited”), a Bermuda company listed on the New York and Oslo Stock Exchange since March 2015 (“Golden Ocean”). Mr. Fredriksen previously served as a director, President and CEO of Golden Ocean’s predecessor from November 2004 to March 2015. He also served as a director of a related party, Frontline 2012 Ltd., from December 2011 until November 2015 and as a

director of a related party, North Atlantic Drilling Ltd, a Bermuda company listed on the New York Stock Exchange, from June 2013 until September, 2015.

Kate Blankenship has served as a director of the Company since August 2003. Mrs. Blankenship joined the Company in 1994 and served as the Company's Chief Accounting Officer and Company Secretary until October 2005. Mrs. Blankenship has served as a director of Ship Finance International Limited since October 2003, Golden Ocean (formerly "Knightsbridge Shipping Limited") since March 2015, Seadrill since May 2005, Archer Limited since August 2007, Independent Tankers Corporation Limited since February 2008, North Atlantic Drilling Ltd., since February 2011, Frontline 2012 Ltd., since December 2011, Seadrill Partners LLC since June 2012 and Avance Gas Holdings Limited since October 2013. Mrs. Blankenship previously served as a director of Golden Ocean's predecessor from 2003 to 2015. She also served as a director of Golar LNG Limited from 2002 until 2015 and as a director of Golar LNG Partners LP from 2011 until 2015. She is a member of the Institute of Chartered Accountants in England and Wales.

Georgina E. Sousa has served as a director of the Company since April 2013 and has been employed by the Company since February 2007. Ms. Sousa is also a director of North Atlantic Drilling Ltd., Ship Finance International Limited, Frontline 2012 Ltd., and Seadrill and has served as Secretary of Golden Ocean (formerly "Knightsbridge Shipping Limited") since March 2007. Ms. Sousa served as a director of Golden Ocean's predecessor from April 2013 to March 2015 and as a director of Golar LNG Limited from 2005 to 2015. Prior to joining the Company, Mrs. Sousa was Vice-President – Corporate Services of Consolidated Services Limited, a Bermuda Management Company, having joined the firm in 1993 as Manager, Corporate Administration. From 1976 to 1982 she was employed by the Bermuda law firm of Appleby, Spurling & Kempe (now Appleby) as a Company Secretary and from 1982 to 1993 she was employed by the Bermuda law firm of Cox & Wilkinson (now Cox, Hallett & Wilkinson) as Senior Company Secretary.

Ola Lorentzon was appointed as a director of the Company on May 27, 2015. Mr. Lorentzon has been a director of Golden Ocean (formerly "Knightsbridge Shipping Limited") since May 26, 2000, Chairman of the Board since September 1996 and Chief Executive Officer from May 2010 until March 2015. Mr. Lorentzon is also a director of Erik Thun AB. Mr. Lorentzon was the Managing Director of Frontline Management AS, a subsidiary of Frontline Ltd., from April 2000 until September 2003.

Robert Hvide Macleod was appointed as a director of the Company on May 27, 2015. Mr. Macleod has served as Chief Executive Officer of Frontline Management AS since November 2014. Mr. Macleod was employed by the A.P. Moller Group from 2002 to 2004 and Glencore-ST Shipping from 2004 to 2011. He is the founder of Highlander Tankers AS. Mr. Macleod holds a Maritime Business (Hons) degree from Plymouth University.

PROPOSAL 6 - AMENDMENTS TO THE BYE-LAWS

At the Meeting, the Board will ask the shareholders to approve various amendments to the Company's Bye-laws to ensure their conformity with changes to the Bermuda Companies Act 1981, as amended (the "Act") and to update the bye-laws governing General meetings, Delegation of the Board's powers and Proceedings of the Board. In addition, it is proposed to delete certain obsolete definitions. The numbering in the Bye-laws will also be changed to reflect the proposed amendments.

The complete text of the bye-laws of the Company as adopted on September 28, 2007, have been incorporated by reference into the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2015 filed with the Securities and Exchange Commission on March 21, 2016 and is also available on our website at www.frontline.bm. For full texts of the proposed changes please see Appendix A to this Proxy Statement. Present text that is proposed to be deleted is shown in strikethrough and new proposed text is shown underlined and in bold.

PROPOSAL 7 - APPOINTMENT OF INDEPENDENT AUDITORS

At the Meeting, the Board will ask the shareholders to approve the re-appointment of PricewaterhouseCoopers AS of Oslo, Norway as the Company's independent auditors and to authorise the Board of Directors to determine the auditors' remuneration.

Audit services provided by PricewaterhouseCoopers AS, Oslo, Norway in fiscal year 2015 included the examination of the consolidated financial statements of the Company and its subsidiaries.

All services rendered by the independent auditors are subject to pre-approval and review by the Audit Committee.

PROPOSAL 8 – TO APPROVE DIRECTORS' FEES

At the Meeting, the Board will ask that shareholders to approve the remuneration of the Company's Board of Directors of a total amount of fees not to exceed US\$600,000 for the year ended December 31, 2016.

OTHER BUSINESS

Management knows of no business that will be presented for consideration at the Annual General Meeting other than that stated in the Notice of Annual General Meeting.

By Order of the Board of Directors

Georgina Sousa
Secretary

August 10, 2016
Hamilton, Bermuda