

**MINUTES OF**  
**ANNUAL GENERAL MEETING IN**  
**TOMRA SYSTEMS ASA**

The annual general meeting in Tomra Systems ASA was held on 23 April 2008 at 18.30 at the offices of the company at Drengsrudhagen 2 in Asker, Norway.

The following matters were dealt with:

**1. Opening of the general meeting by the chairman of the board of directors. Registration of attending shareholders, including shareholders represented by proxy.**

The chairman of the board of directors, Jan Chr. Opsahl opened the annual general meeting in accordance with the Norwegian Public Limited Companies Act section 5-12 (1). The chairman of the board gave an account for the attendance.

A list of the attending shareholders and proxies is set out in appendix 1.

**2. Election of the chairperson of the meeting**

Einar J. Greve was elected as chairperson of the meeting. The decision was unanimous.

**3. Election of one person to sign the minutes together with the chairperson of the meeting.**

Sigurd Humerfelt was elected to sign the minutes together with the chairperson of the meeting. The decision was unanimous.

**4. Approval of the notice of the meeting and the agenda**

There were no objections to the notice of the meeting or the agenda.

The notice and the agenda were approved. The decision was unanimous, save for 92 blank votes.

**5. Report by the management on the status of the company and the group**

The group's Chief Executive Officer, Amund Skarholt, gave a presentation of the group's business in 2007. The annual report and accounts 2007 were reviewed in the presentation.

**6. Approval of the annual accounts and annual report for 2007 for the company and the group, including proposal for dividend distribution**

The financial result for Tomra Systems ASA in 2007 was NOK 269,200,000. The annual report and accounts for 2007 were presented for approval, including the proposal on dividend distribution from the board of directors. The company's auditor KPMG, represented by

Henning Aass, presented the auditor's report.

In accordance with the proposal of the board of directors the general meeting passed the following resolution:

*“The annual report and accounts for 2007 are approved. An ordinary dividend of NOK 0.45 per share shall be distributed. The dividend for each share shall be paid out to the owner of that share by the expiration of 23 April 2008. The shares will be traded on the Oslo Stock Exchange excluding dividend as of 24 April 2008.”*

The decision was unanimous, save for 851,142 blank votes.

Dividend will be distributed around 7 May 2008.

**7. Advisory vote regarding declaration from the board of directors regarding establishment of salary and other remuneration to executive employees and binding vote regarding salary in the form of shares etc.**

In accordance with the proposal of the board of directors the general meeting passed the following resolution:

*“The board of directors' declaration regarding salary and other remuneration to executive employees is duly noted by the general meeting.*

*The board of directors' declaration with respect to remuneration in the form of shares etc. is approved and binding for the board of directors, cf. the Norwegian Public Limited Companies Act 6-16a second paragraph fourth sentence.”*

The decision was made against 22,000 shares, and save for 92 blank votes.

**8. Determination of remuneration for the board of directors, board committees and auditor**

In accordance with the proposal of the board of directors the general meeting passed the following resolution:

*“For 2007 the board of directors is remunerated as follows (2006 figures in brackets):*

*Chairman of the board: NOK 720,000 (NOK 680,000)*

*External board members: NOK 385,000 (NOK 365,000)*

*Internal board members: NOK 225,000 (NOK 210,000)*

*In addition, a remuneration of NOK 45,000 per annum to leaders, and NOK 30,000 per annum to members, of the compensation committee, audit committee and nomination committee will be paid. If a board member is engaged in extraordinary work beyond ordinary board and committee work, such board member will be remunerated with NOK 10,000 per day limited to a total of NOK 150,000 per annum.*

*The auditor's fees for audit of Tomra Systems ASA for 2007 in accordance with*

*bill of NOK 1,000,000 are approved.”*

The decision was made against 2,200 shares, and save for 92 blank votes.

**9. Election of the shareholders' members of the board of directors, board leader and nomination committee**

The general meeting elected the following persons as members of the board of directors for 2008/2009:

Chairman: Jo Lunder (re-elected)  
Deputy chairman: Bjørn M. Wiggen (new)  
Member: Jørgen Randers (re-elected)  
Member: Hege M. Norheim (re-elected)  
Member: Anielia Gjøs (new)

The general meeting elected the following nomination committee for 2008/2009:

Chairman: Tom Knoff  
Member: Ole Dahl  
Member: Hild Kinder

The decision was made against 9,603 shares, and save for 686 blank votes.

**10. Reduction of share premium fond by transferral to distributable share capital**

In accordance with the proposal of the board of directors and on basis of the presented confirmation from the auditor, the general meeting passed the following resolution:

*”The company's share premium fond is reduced with NOK 500,000,000, from NOK 1,418,300,000 to NOK 918,300,000. The amount is transferred to distributable share capital pursuant to the Norwegian Public Limited Companies Act § 3-2 second paragraph number 4, cf. chapter 12.*

*The abovementioned changes will be in force at the time the reduction of the share premium fond is registered as completed in the Norwegian Register of Business Enterprises.”*

The decision was unanimous, save for 92 blank votes.

**11. Reduction of the share capital by amortisation of treasury shares - amendment to company by-laws**

In accordance with the proposal of the board of directors and on basis of the presented confirmation from the auditor, the general meeting passed the following resolution:

*”The company's share capital is reduced with NOK 9,670,139 by amortisation of 9,670,139 treasury shares.*

*The abovementioned changes will be in force at the time the reduction of the share capital is registered as completed in the Norwegian Register of Business Enterprises.”*

*As of the changes being effective the company's by-laws is amended to the following:*

*§4*

*The share capital is NOK 155,020,078 divided into 155,020,078 shares, each with a face value of NOK 1.00.”*

The decision was unanimous, save for 92 blank votes.

## **12. Authorisation regarding sale and acquisition of treasury shares**

In accordance with the proposal of the board of directors the general meeting passed the following resolution:

*“Pursuant to the Norwegian Public Limited Companies Act section 9-4 the board of directors is hereby granted authority to acquire and sell treasury shares. The authority remains in force until the next annual general meeting.*

*The highest face value of the shares the company in total can acquire is NOK 15,000,000. Acquisition of treasury shares shall be made via the stock exchange and within normal spread against compensation of minimum NOK 20 and maximum NOK 200 per share. Sale of treasury shares shall only occur in order to fulfil the company's share saving program or share option program for the group's employees, and also in connection with mergers or acquisition of companies or businesses.*

*The abovementioned authority will be in force as of the date the authority is registered in the in the Norwegian Register of Business Enterprises.”*

The decision was unanimous.

## **13. Authorisation regarding private placements of newly issued shares to effect acquisitions or mergers**

In accordance with the proposal of the board of directors the general meeting passed the following resolution:

*“The board of directors is given authorisation to increase the share capital by new issuance of shares by up to NOK 15,000,000 (9.7 % of the share capital) by issuance of new shares. The authority can only be employed in connection with mergers or acquisition of companies or businesses. The shareholders' pre-emption right pursuant to the Public Limited Companies Act section 10-4 can be deviated from. The authorisation encompasses non-cash contributions and the right to assume special obligations as well as a decision on a merger. The authorisation shall be valid until the next annual general meeting in the company. If the authorisation is utilised, the board of directors may change § 4 of the by-laws accordingly.”*

Office translation

The decision was unanimous.

\* \* \*

There were no further matters to be dealt with, and the meeting was adjourned.

Asker, 23 April 2008

(sign.)  
Einar J. Greve

(sign.)  
Sigurd Humerfelt

TOMRA SYSTEMS ASA  
Representert på ORDINÆR GENERALFORSAMLING

Utskriftsdato 23.04.2008  
Generalforsamlingsdato 23.04.2008

Stemmeberettigede personer representert: **AT OS**

Aksjeklasse:	Rep. ved egne:	Rep. ved fullmakt:	Totalt representert:	Totalt repr. i %:
	37.348.576	17.173.182	54.521.758	33,11
<b>Totalt</b>	<b>37.348.576</b>	<b>17.173.182</b>	<b>54.521.758</b>	<b>33,11</b>

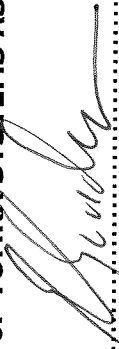
Spesifisering av fremmøtt:	Antall:	Antall aksjer:
Kun egne aksjer:	31	37.338.276
Kun fullmektiger:	14	17.141.582
Egne og fullmektig aksjer:	2	41.900
<b>Totalt:</b>	<b>47</b>	<b>54.521.758</b>

Aksjeklasse:	Antall aksjer:	Aksje kapital:
	164.690.217	164.690.217
<b>Totalt:</b>	<b>164.690.217</b>	<b>164.690.217</b>

Kontofører for selskapet **DNB NOR Bank ASA**  
DNB NOR BANK ASA

Verdipapirservise  
  
.....GRETHE.NES

For TOMRA SYSTEMS ASA

  
ESPEN GIJUNDERVSEN