

MINUTES OF
ANNUAL GENERAL MEETING IN
TOMRA SYSTEMS ASA

The annual general meeting in Tomra Systems ASA was held on 21 April 2009 at 19.30 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, Jo Lunder 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

Jo Lunder 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.

Ragnhild Ringheim 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.

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 2008. The annual report and accounts 2008 were reviewed in the presentation.

6. Approval of the annual accounts and annual report for 2008 for the company and the group, including proposal for dividend distribution

The financial result for Tomra Systems ASA in 2008 was NOK 192,200,000. The annual report and accounts for 2008 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 annual accounts for 2008 are approved. An ordinary dividend of NOK 0.50 per share shall be distributed. Eligible for dividend for a share is the one being owner of the share by the end of 21 April 2009. The shares will be traded on Oslo Stock Exchange excluding dividend as from 22 April 2009.”

The decision was unanimous.

7. Advisory vote regarding declaration from the board of directors on the fixing of salaries and other remunerations to leading personnel and binding vote regarding remuneration in shares to all employees

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

“The declaration from the board of directors on the fixing of salaries and other remunerations to leading personnel is duly noted.

The declaration regarding remuneration in the form of shares etc. is approved as binding for the board of directors.”

The decision was made against 4.300 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 the period April 2008 to April 2009, the members of the board of directors are remunerated as follows (last year’s figures in brackets):

<i>Chairman of the board:</i>	<i>NOK 500,000 (720,000)</i>
<i>External board members:</i>	<i>NOK 385,000 (385,000)</i>
<i>Internal board members:</i>	<i>NOK 225,000 (225,000)</i>

Chairpersons and members of the compensation committee, audit committee, corporate responsibility committee and nomination committee are to be given a remuneration of NOK 45,000 (45,000) and NOK 30,000 (30,000), respectively.

Auditor’s fee for 2008 of NOK 1,000,000 for audit of Tomra Systems ASA per invoice is approved.”

The decision was made against 26.500 votes.

9. Election of the shareholder elected members of the board of directors, chairperson of the board and the nominating committee

The general meeting elected the following persons as members of the board of directors for 2009/2010:

Chairman: Svein Rennemo (new)
Deputy chairman: Bjørn M. Wiggen (re-elected)
Member: Jørgen Randers (re-elected)
Member: Hege M. Norheim (re-elected)
Member: Aniel Gjøes (re-elected)

The general meeting elected the following nomination committee for 2009/2010:

Chairman: Tom Knoff (re-elected)
Member: Ole Dahl (re-elected)
Member: Hild Kinder (re-elected)

The decision was made against 4.106.892 votes.

10. Election of auditor

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

”KPMG AS is elected as auditor for Tomra Systems ASA.”

The decision was made against 126.500 votes.

11. Reduction in share capital by cancellation of treasury shares – amendment to the articles of association

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 share capital of the company is reduced by NOK 5,000,000 by cancellation of 5,000,000 treasury shares.

The reduction will come into force when it is registered by the Norwegian Register of Business Enterprises.

As of the entry into force the articles of association is amended as follows:

§ 4

The share capital is NOK 150,020,078 divided into 150,020,078 shares, each having a par value of NOK 1.00”

The decision was made against 4.300 votes.

12. Authorisation regarding acquisition and disposal of treasury shares

In accordance with the proposal of the board of directors the general meeting passed the

Office translation

following resolution:

“In accordance with the Norwegian Public Limited Liabilities Act § 9-4 the board of directors is hereby granted authority to acquire and dispose of treasury shares. The authority remains in force until the next annual general meeting.

The company may acquire shares up to a total par value of NOK 10,000,000. The price paid for the share may not be less than NOK 10 or greater than NOK 100.

The acquisitions shall be made on the stock exchange within a normal spread.

Treasury shares may only be disposed of in order to carry out the share saving program and share option program for the group’s employees, and in connection with mergers and acquisitions of companies and businesses.

The authority will enter into force once it is registered by the Norwegian Register of Business Enterprises.”

The decision was made against 2.359.789 votes.

13. Authorisation regarding private placements of newly issued shares in connection with mergers and acquisitions

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

“The board of directors is hereby authorised to increase the share capital by up to NOK 15,000,000 by subscription of new shares. The authority may only be employed in connection with mergers and acquisitions of companies or businesses. The shareholder’s pre-emptive rights pursuant to the Norwegian Public Limited Liability Companies Act § 10-4 may be disapplied. The authorisation encompasses non-cash share contributions and the right to assume special obligations on the company, 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 employed, the board of directors may amend § 4 of the articles of association accordingly.”

The decision was made against 3.035.793 votes.

* * *

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

Asker, 21 April 2009

(sign.)
Jo Lunder

(sign.)
Ragnhild Ringheim

TOMRA SYSTEMS ASA
Representert på ORDINÆR GENERALFORSAMLING

Utskriftsdato 21.04.2009
Generalforsamlingsdato 21.04.2009

Stemmeberettigede personer representert: 42

Aksjeklasse:	Rep. ved egne:	Rep. ved fullmakt:	Totalt representert:	Totalt repr. i %:
	41.060.757	30.105.277	71.166.034	45,91
Totalt	41.060.757	30.105.277	71.166.034	45,91

Spesifisering av fremmøtt:	Antall:	Antall aksjer:
Kun egne aksjer:	29	41.045.757
Kun fullmektiger:	12	30.096.777
Egne og fullmektig aksjer:	1	23.500
Totalt:	42	71.166.034

Aksjeklasse:	Antall aksjer:	Aksje kapital:
	155.020.078	155.020.078
Totalt:	155.020.078	155.020.078

Kontofører for selskapet:
DNB NOR BANK ASA

Mona Johannessen.....

DnB NOR Bank ASA
Verdipapirservise

For TOMRA SYSTEMS ASA

Espen Grunderen
ESPEN GRUNDEREN