

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

The annual general meeting in Tomra Systems ASA was held on 21 April 2010 at 6:00 pm 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, Svein Rennemo opened the annual general meeting in accordance with the Norwegian Public Limited Companies Act section 5-12. The chairman of the board gave an account of the attendance. 51 779 865 shares corresponding to 34,99 % of all issued shares in the company were represented.

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

2. Election of the chairperson of the meeting

Svein Rennemo was elected as chairperson of the meeting. The decision was unanimous.

3. Election of one person to sign the minutes of the general meeting 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, Stefan Ranstrand and Chief Financial Officer, Espen Gundersen gave a presentation of the group's business in 2009. The annual report and accounts for 2009 were reviewed in the presentation.

6. Approval of the annual accounts and the annual report for 2009 for the company and the group, including proposal for declaration of dividend

The net profit for Tomra Systems ASA in 2009 was NOK 297.4 million. The annual report and accounts for 2009 were presented for approval, including the proposal on dividend

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distribution from the board of directors. The company's auditor KPMG, represented by Bjørn Kristiansen, presented by 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 2009 are approved. An ordinary dividend of NOK 0,55 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 2010. The shares will be traded on Oslo Stock Exchange excluding dividend as from 22 April 2010."

The dividend will be paid on or about 4 May, 2010.

The decision was approved. Ref. attached protocol.

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 general meeting endorses the declaration from the board of directors on the fixing of salaries to leading personnel pursuant to § 6-16a."

The decision was approved. Ref. attached protocol.

8. Determination of remunerations 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 2009 to April 2010, the members of the board of directors are remunerated as follows (last year's figures in brackets):

*Chairman of the board: NOK 500,000 (500,000)
External board members: NOK 385,000 (385,000)
Internal board members: NOK 225,000 (225,000)*

In addition, chairpersons and members of the compensation committee, audit committee, corporate responsibility committee and nomination committee are to be given an annual remuneration of NOK 45,000 (NOK 45,000) and NOK 30,000 (NOK 30,000), respectively.

Auditor's fee for 2009 of NOK 1,000,000 for audit of the annual accounts of Tomra Systems ASA is approved."

The decision was approved. Ref. attached protocol.

9. Election of 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 2010/2011:

Chairman:	Svein Rennemo (re-elected)
Deputy chairman:	Bjøn M. Wiggen (re-elected)
Board member:	Hege M. Norheim (re-elected)
Board member:	Aniela G. Gjøs (re-elected)
Board member:	Bernd H. J. Bothe (new)

The general meeting elected the following nomination committee for 2010/2011:

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

The decision was approved. Ref. attached protocol.

10. Amendment to the articles of association - reduction in share capital by cancellation of treasury shares

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 2,000,000 by cancellation of 2,000,000 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 148,020,078 divided into 148,020,078 shares, each having a par value of NOK 1.00”

The decision was approved. Ref. attached protocol.

11. Authorisation regarding acquisition and disposal of treasury shares

In accordance with the proposal of the board of directors, the general meeting passed the 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 higher 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 approved. Ref. attached protocol.

12. 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 approved. Ref. attached protocol.

13. Amendment to the articles of association - notice of meeting and holding of general meetings

In accordance with the proposal of the board of directors, the general meeting resolved to amend § 7 of the company's articles of association to read:

“§ 7

The annual general meeting is to be held each year as early as possible and no later than by the end of June. An extraordinary general meeting may be held when so decided by the board or upon a written request from the company's auditor or one or more of the shareholders, jointly representing at least 1/20 of the share capital.

The general meeting shall be called by the board on at least 21 days written notice to each shareholder.

Notice of a general meeting shall be sent on paper to all shareholders with known address, but may be sent electronically to shareholders who expressly have consented hereto. When documents pertaining to matters that are to be discussed at the general

meeting have been made available for the shareholders on the company's web sites, the statutory requirement that documents shall be submitted to the shareholders no longer apply. The same applies to documents that pursuant to law shall be included in or enclosed to the notice of the general meeting. In such a case, the notice of meeting shall include information on the internet address and further information required for the shareholders' access to the documents on the company's web site, as well as information on whom the shareholders may contact in order to receive the documents pertaining to matters to be dealt with at the general meeting.

Provided that adequate systems for authentication of the sender are established, the shareholders shall be able to cast their vote in writing or by use of electronic communication for a period prior to the general meeting. The board of directors shall establish further regulations as to how voting shall take place, including the period shareholder may vote in advance."

The decision was approved. Ref. attached protocol.

14. Amendment to the articles of association - exercise of shareholders' rights

In accordance with the proposal of board of directors, the general meeting resolved to amend §5 of the company's articles of association to read:

“§ 5

The right to participate and vote at the general meeting may only be exercised when the acquisition has been recorded in the shareholder register on the fifth day prior to the day of the general meeting (the date of registration).”

The decision was approved. Ref. attached protocol.

15. Deadline for calling an extraordinary general meeting until the next annual general meeting

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

“Until the annual general meeting the board may decide to send a notice for an extraordinary general meeting no later than 14 days prior to the meeting being held, provided the board in accordance with the provisions of § 5-8a of the Public Limited Liability Companies Act has decided that the shareholders may participate at the general meeting by use of electronic equipment and electronically exercise their rights as shareholders.”

The decision was approved. Ref. attached protocol.

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

Asker, 21 April 2010

Svein Rennemo
Sign.

Ragnhild Ringheim
Sign.

Totalt representert

ISIN:	<u>NO0005668905 TOMRA SYSTEMS ASA</u>
Generalforsamlingsdato:	21.04.2010 18.00
Dagens dato:	21.04.2010

Antall stemmeberettigede personer representert/oppmøtt : 28

	Stemmeberettiget	% kapital
Total aksjer	150 020 078	
- selskapets egne aksjer	2 032 883	
Totalt stemmeberettiget aksjer	147 987 195	
Representert ved egne aksjer	12 633 095	8,54 %
Sum Egne aksjer	12 633 095	8,54 %
Representert ved fullmakt	24 188 027	16,35 %
Representert ved stemmeinstruks	14 958 743	10,11 %
Sum fullmakter	39 146 770	26,45 %
Totalt representert	51 779 865	34,99 %

Kontofører for selskapet:

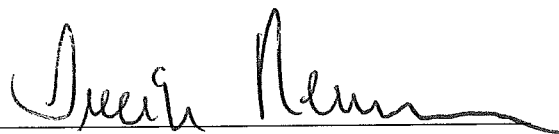
DNB NOR BANK ASA

DnB NOR Bank ASA
Verdipapirservice


GRETHE NES

For selskapet:

TOMRA SYSTEMS ASA



Protokoll for generalforsamling TOMRA SYSTEMS ASA

ISIN:	NO0005668905 TOMRA SYSTEMS ASA
Generalforsamlingsdato:	21.04.2010 18.00
Dagens dato:	21.04.2010

Aksjeklasse	For	Mot	Avstår	Avgitte	Ikke avgitt	Stemmeberettigede representerte aksjer
Sak 4 Godkjenning av innkalling og dagsorden						
Ordinær	51 779 865	0	0	51 779 865	0	51 779 865
% avgitte stemmer	100,00 %	0,00 %	0,00 %		0,00 %	
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %		
Totalt	51 779 865	0	0	51 779 865	0	51 779 865
Sak 6 Godkjenning av årsregnskap og årsberetning for 2009 for selskapet og						
Ordinær	51 779 865	0	0	51 779 865	0	51 779 865
% avgitte stemmer	100,00 %	0,00 %	0,00 %		0,00 %	
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %		
Totalt	51 779 865	0	0	51 779 865	0	51 779 865
Sak 7 Rådgivende vedtak om styrets erklæring om fastsettelse av lønn og annen						
Ordinær	43 408 519	8 367 046	4 300	51 779 865	0	51 779 865
% avgitte stemmer	83,83 %	16,16 %	0,01 %		0,00 %	
% representert AK	83,83 %	16,16 %	0,01 %	100,00 %		
Totalt	43 408 519	8 367 046	4 300	51 779 865	0	51 779 865
Sak 8 Fastsettelse av honorar til styret, utvalg og revisor						
Ordinær	51 735 865	44 000	0	51 779 865	0	51 779 865
% avgitte stemmer	99,92 %	0,09 %	0,00 %		0,00 %	
% representert AK	99,92 %	0,09 %	0,00 %	100,00 %		
Totalt	51 735 865	44 000	0	51 779 865	0	51 779 865
Sak 9 Valg av aksjeeiervalgte medlemmer av styret, styreleder samt nominasjon						
Ordinær	51 617 418	0	162 447	51 779 865	0	51 779 865
% avgitte stemmer	99,69 %	0,00 %	0,31 %		0,00 %	
% representert AK	99,69 %	0,00 %	0,31 %	100,00 %		
Totalt	51 617 418	0	162 447	51 779 865	0	51 779 865
Sak 10 Vedtektsendring – nedsettelse av aksjekapitalen ved sletting av egne aksjer						
Ordinær	51 779 865	0	0	51 779 865	0	51 779 865
% avgitte stemmer	100,00 %	0,00 %	0,00 %		0,00 %	
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %		
Totalt	51 779 865	0	0	51 779 865	0	51 779 865
Sak 11 Fullmakt til å foreta erverv og avhendelse av egne aksjer						
Ordinær	49 044 938	2 734 927	0	51 779 865	0	51 779 865
% avgitte stemmer	94,72 %	5,28 %	0,00 %		0,00 %	
% representert AK	94,72 %	5,28 %	0,00 %	100,00 %		
Totalt	49 044 938	2 734 927	0	51 779 865	0	51 779 865
Sak 12 Fullmakt til å foreta rettede aksjekapitalforhøyelser for oppkjøp og f						
Ordinær	48 993 638	2 781 927	4 300	51 779 865	0	51 779 865
% avgitte stemmer	94,62 %	5,37 %	0,01 %		0,00 %	

% representert AK	94,62 %	5,37 %	0,01 %	100,00 %		
Totalt	48 993 638	2 781 927	4 300	51 779 865	0	51 779 865
Sak 13 Vedtektsendring – innkalling og avholdelse av generalforsamling						
Ordinær	51 779 865	0	0	51 779 865	0	51 779 865
% avgitte stemmer	100,00 %	0,00 %	0,00 %		0,00 %	
% representert AK	100,00 %	0,00 %	0,00 %	100,00 %		
Totalt	51 779 865	0	0	51 779 865	0	51 779 865
Sak 14 Vedtektsendring – utøvelse av aksjerettigheter						
Ordinær	51 732 865	47 000	0	51 779 865	0	51 779 865
% avgitte stemmer	99,91 %	0,09 %	0,00 %		0,00 %	
% representert AK	99,91 %	0,09 %	0,00 %	100,00 %		
Totalt	51 732 865	47 000	0	51 779 865	0	51 779 865
Sak 15 Frist for innkalling til ekstraordinær generalforsamling frem til nest						
Ordinær	39 740 289	12 039 576	0	51 779 865	0	51 779 865
% avgitte stemmer	76,75 %	23,25 %	0,00 %		0,00 %	
% representert AK	76,75 %	23,25 %	0,00 %	100,00 %		
Totalt	39 740 289	12 039 576	0	51 779 865	0	51 779 865

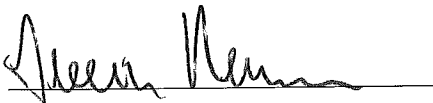
Kontofører for selskapet:

DNB NOR Bank ASA
Verdipapirservice


GRETHE NES

For selskapet:

TOMRA SYSTEMS ASA


Aksjeinformasjon

Navn	Totalt antall aksjer	Pålydende	Aksjekapital	Stemmerett
Ordinær	150 020 078	1,00	150 020 078,00	Ja
Sum:				

§ 5-17 Alminnelig flertallskrav
krever flertall av de avgitte stemmer

§ 5-18 Vedtektsendring
krever tilslutning fra minst to tredeler s
som av den aksjekapital som er represe