

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

The annual general meeting in Tomra Systems ASA was held on 28 April 2011 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. 58,925,987 shares corresponding to 39.85% 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**

Helena Vatnebryn 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 2010. The annual report and accounts for 2010 were reviewed in the presentation.

6. Approval of the annual accounts and the annual report for 2010 for the company and the group, including proposal for declaration of dividend

The net profit for Tomra Systems ASA in 2010 was minus NOK 94.9 million. The annual report and accounts for 2010 were presented for approval, including the proposal on dividend 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 2010 are approved. An ordinary dividend of NOK 0.60 per share shall be distributed. Eligible for dividend for a share is the one being owner of the share by the end of 28 April 2011. The shares will be traded on Oslo Stock Exchange excluding dividend as from 29 April 2011."

The dividend will be paid on or about 11 May, 2011.

The decision was approved. The decision was unanimous. 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 2010 to April 2011, the members of the board of directors are remunerated as follows (last year's figures in brackets):

Chairman of the board: NOK 540,000 (500,000)

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

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

In addition, chairpersons and external members of the compensation committee, audit committee and corporate responsibility committee are to be given an annual

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remuneration of NOK 45,000 (NOK 45,000) and NOK 30,000 (NOK 30,000), respectively.

The chairperson and members of the nomination committee are to be given an annual compensation of NOK 60,000 (NOK 45,000) and NOK 40,000 (NOK 30,000) respectively.

Auditor's fee for 2010 of NOK 1,030,000 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 2011/2012:

| | |
|------------------|------------------------------|
| Chairman: | Svein Rennemo (re-elected) |
| Deputy chairman: | Per Arthur Sørliie (new) |
| 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 2011/2012:

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

The decision was approved. The decision was unanimous. Ref. attached protocol.

10. Approval of the nomination committee's charter

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

"The nomination committee's charter, as proposed by the board of directors and made available on the company's website, is approved by the general meeting."

The decision was approved. The decision was unanimous. 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:

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“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 for the group’s employees, and in connection with mergers and acquisitions of companies and businesses. Up to 500,000 of the shares may be used to fulfil the company’s share saving program.

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 14,802,008 – equivalent to up to 10% of the current share capital - 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 disappplied. 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. 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

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general meeting by use of electronic equipment and electronically exercise their rights as shareholders.”

The decision was approved. Ref. attached protocol.

* * *

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

Asker, 28 April 2011

Svein Rennemo
Sign.

Helena Vatnebryn
Sign.

Totalt representert

ISIN: NO0005668905 TOMRA SYSTEMS ASA
 Generalforsamlingsdato: 28.04.2011 18.00
 Dagens dato: 28.04.2011

Antall stemmeberettigede personer representert/oppmøtt : 18

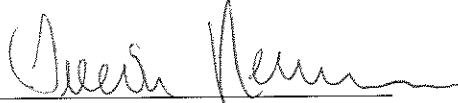
| | Stemmeberettiget | % kapital |
|---------------------------------|-------------------|----------------|
| Total aksjer | 148 020 078 | |
| - selskapets egne aksjer | 133 309 | |
| Totalt stemmeberettiget aksjer | 147 886 769 | |
| Representert ved egne aksjer | 37 499 982 | 25,36 % |
| Representert ved forhåndsstemme | 1 172 | 0,00 % |
| Sum Egne aksjer | 37 501 154 | 25,36 % |
| Representert ved fullmakt | 1 361 436 | 0,92 % |
| Representert ved stemmeinstruks | 20 063 397 | 13,57 % |
| Sum fullmakter | 21 424 833 | 14,49 % |
| Totalt representert | 58 925 987 | 39,85 % |

Kontofører for selskapet
DnB NOR Bank ASA
 DNB NOR BANK ASA
 verdipapirbank



For selskapet:

TOMRA SYSTEMS ASA



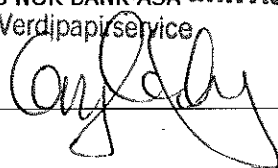
Protokoll for generalforsamling TOMRA SYSTEMS ASA

ISIN: NO0005668905 TOMRA SYSTEMS ASA
 Generalforsamlingsdato: 28.04.2011 18.00
 Dagens dato: 28.04.2011

| Aksjeklasse | For | Mot | Avstår | Avgitte | Ikke avgitt | Stemmeberettigede representerte aksjer |
|--|-------------------|------------------|--------------|-------------------|-------------|--|
| Sak 4 Godkjenning av innkalling og dagsorden | | | | | | |
| Ordinær | 58 924 615 | 0 | 1 372 | 58 925 987 | 0 | 58 925 987 |
| % avgitte stemmer | 100,00 % | 0,00 % | 0,00 % | | 0,00 % | |
| % representert AK | 100,00 % | 0,00 % | 0,00 % | 100,00 % | | |
| Totalt | 58 924 615 | 0 | 1 372 | 58 925 987 | 0 | 58 925 987 |
| Sak 6 Godkjenning av årsregnskapet og årsberetningen for 2010 for selskapet | | | | | | |
| Ordinær | 58 924 615 | 0 | 1 372 | 58 925 987 | 0 | 58 925 987 |
| % avgitte stemmer | 100,00 % | 0,00 % | 0,00 % | | 0,00 % | |
| % representert AK | 100,00 % | 0,00 % | 0,00 % | 100,00 % | | |
| Totalt | 58 924 615 | 0 | 1 372 | 58 925 987 | 0 | 58 925 987 |
| Sak 7 Rådgivende vedtak om styrets erklæring om fastsettelse av lønn og annen | | | | | | |
| Ordinær | 55 605 642 | 3 318 905 | 1 440 | 58 925 987 | 0 | 58 925 987 |
| % avgitte stemmer | 94,37 % | 5,63 % | 0,00 % | | 0,00 % | |
| % representert AK | 94,37 % | 5,63 % | 0,00 % | 100,00 % | | |
| Totalt | 55 605 642 | 3 318 905 | 1 440 | 58 925 987 | 0 | 58 925 987 |
| Sak 8 Fastsettelse av honorar til styret, utvalg og revisor | | | | | | |
| Ordinær | 58 799 082 | 125 465 | 1 440 | 58 925 987 | 0 | 58 925 987 |
| % avgitte stemmer | 99,79 % | 0,21 % | 0,00 % | | 0,00 % | |
| % representert AK | 99,79 % | 0,21 % | 0,00 % | 100,00 % | | |
| Totalt | 58 799 082 | 125 465 | 1 440 | 58 925 987 | 0 | 58 925 987 |
| Sak 9 Valg av aksjeeiervalgte medlemmer av styret, styreleder samt nominasjon | | | | | | |
| Ordinær | 58 924 547 | 0 | 1 440 | 58 925 987 | 0 | 58 925 987 |
| % avgitte stemmer | 100,00 % | 0,00 % | 0,00 % | | 0,00 % | |
| % representert AK | 100,00 % | 0,00 % | 0,00 % | 100,00 % | | |
| Totalt | 58 924 547 | 0 | 1 440 | 58 925 987 | 0 | 58 925 987 |
| Sak 10 Godkjenning av nominasjonsutvalgets mandat | | | | | | |
| Ordinær | 58 924 547 | 0 | 1 440 | 58 925 987 | 0 | 58 925 987 |
| % avgitte stemmer | 100,00 % | 0,00 % | 0,00 % | | 0,00 % | |
| % representert AK | 100,00 % | 0,00 % | 0,00 % | 100,00 % | | |
| Totalt | 58 924 547 | 0 | 1 440 | 58 925 987 | 0 | 58 925 987 |
| Sak 11 Fullmakt til å foreta erverv og avhendelse av egne aksjer | | | | | | |
| Ordinær | 58 847 350 | 77 265 | 1 372 | 58 925 987 | 0 | 58 925 987 |
| % avgitte stemmer | 99,87 % | 0,13 % | 0,00 % | | 0,00 % | |
| % representert AK | 99,87 % | 0,13 % | 0,00 % | 100,00 % | | |
| Totalt | 58 847 350 | 77 265 | 1 372 | 58 925 987 | 0 | 58 925 987 |
| Sak 12 Fullmakt til å foreta rettede aksjekapitalforhøyelser for oppkjøp og f | | | | | | |
| Ordinær | 58 852 615 | 72 000 | 1 372 | 58 925 987 | 0 | 58 925 987 |
| % avgitte stemmer | 99,88 % | 0,12 % | 0,00 % | | 0,00 % | |
| % representert AK | 99,88 % | 0,12 % | 0,00 % | 100,00 % | | |
| Totalt | 58 852 615 | 72 000 | 1 372 | 58 925 987 | 0 | 58 925 987 |

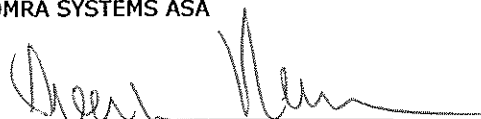
| Aksjeklasse | For | Mot | Avstår | Avgitte | Ikke avgitt | Stemmeberettigede representerte aksjer |
|--|-------------------|------------------|--------------|-------------------|-------------|--|
| Sak 13 Frist for innkalling til ekstraordinær generalforsamling frem til nest | | | | | | |
| Ordinær | 51 075 291 | 7 849 324 | 1 372 | 58 925 987 | 0 | 58 925 987 |
| % avgitte stemmer | 86,68 % | 13,32 % | 0,00 % | | 0,00 % | |
| % representert AK | 86,68 % | 13,32 % | 0,00 % | 100,00 % | | |
| Totalt | 51 075 291 | 7 849 324 | 1 372 | 58 925 987 | 0 | 58 925 987 |

Kontofører for selskapet:

DNE NOR Bank ASA
DNE NOR BANK ASA
Verdipapirservice


For selskapet:

TOMRA SYSTEMS ASA


Aksjeinformasjon

| Navn | Totalt antall aksjer | Pålydende | Aksjekapital | Stemmerett |
|-------------|----------------------|-----------|----------------|------------|
| Ordinær | 148 020 078 | 1,00 | 148 020 078,00 | Ja |
| Sum: | | | | |

§ 5-17 Alminnelig flertallskrav

krever flertall av de avgitte stemmer

§ 5-18 Vedtektsendring

krever tilslutning fra minst to tredeler så vel av de avgitte stemmer som av den aksjekapital som er representert på generalforsamlingen