

**PROTOCOL  
ANNUAL MEETING OF SHAREHOLDERS  
TOMRA SYSTEMS ASA - 17 APRIL 2002**

The annual meeting of shareholders of Tomra Systems ASA was carried out 17 April under the direction of the board's chairman, Jan Chr. Opsahl. The meeting was held in the company's office at Drengsrudhagan 2 in Asker, Norway.

88 representatives entitled to vote attended the meeting. When including shares registered by proxy, 8,132,779 out of the company's 178,486,559 shares were represented. This represents 5% of the total amount of shares. A stock register is available which presents the participated shareholders.

The company's auditor, KPMS as, was represented by chartered accountant Henning Aass at the annual meeting of shareholders.

The following items were discussed:

**1. APPROVAL OF THE NOTICE AND THE AGENDA**

The annual meeting of shareholders was legally summoned according to the by-laws, and no comments were made to the summons. The annual meeting of shareholders was consequently pronounced legally by law.

**2. SIGNING OF THE PROTOCOL**

Fredrik Witte and Pål Bråthen were chosen to co-sign the protocol jointly with the chairman, Jan Chr. Opsahl.

**3. REPORT BY THE MANAGEMENT ON THE STATUS OF THE COMPANY**

The group's Chief Executive Officer Erik Thorsen went through the main items for the last year including the board of directors' report and the financial statement for 2001.

**4. APPROVAL OF THE ANNUAL ACCOUNTS OF THE COMPANY AND THE GROUP**

**The Directors' report 2001**

**RESOLUTION:** The Directors' report 2001 was unanimously approved.

**Annual report 2001**

The profit for Tomra Systems ASA in 2001 was NOK 138,200,000. The board of directors' recommendation for the allocation of profit, including distribution of a dividend of NOK 0.20 per share, was presented.

The company's auditor, KPMG as, represented by chartered accountant Henning Aass, presented the auditor's report.

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**RESOLUTION:** The 2001 annual accounts and the board of directors' proposal for the allocation the profit, including distribution of dividend of NOK 0.20 per share, were unanimously approved by the meeting of shareholders according to the following distribution:

Dividend:	NOK 35,600,000
Free reserves:	NOK 102,600,000
Total allocated:	NOK 138,200,000

### 5. AUTHORIZATION TO THE BOARD OF DIRECTORS

#### A. Authorization on directed issues regarding acquisitions or mergers

**RESOLUTION:** The meeting of shareholders made a resolution to grant the board of directors authorization to conduct directed issues up to a maximum of 16,000,000 shares (9.0%) with a par value of NOK 1 at a price close to market price at the time of issue. The issue can also be utilized as payment connected to mergers or acquisitions of companies. The authorization shall be valid until the ordinary meeting of shareholders in the spring of 2003. This implies that shareholders must waive their right of priority according to Allmennaksjelovens §10-4. If the authorization is used, the board of directors may change the by-laws §4 accordingly.

#### B. Authorization on bonus program for the employees

**RESOLUTION:** The meeting of shareholders unanimously approved the option rights issued in 2001 related to the bonus program for the employees to be cancelled and to give the board of directors authorization to issue up to 232,589 shares in Tomra Systems ASA with a par value of NOK 1.00 at a price of NOK 68.00. In addition, the board of directors was given authorization to issue up to 210,000 shares in Tomra Systems ASA with a par value of NOK 1.00 at price of NOK 171.00. This implies that the shareholders must wave their right of priority according to the Allmennaksjelovens §10-4. If the authorization is used, the board of directors may change the by-laws §4 accordingly. The authorization shall be valid until the ordinary meeting of shareholders in the spring of 2004. The board of directors will try to prolong this authorization for another 2 years at the ordinary meeting of shareholders in the spring of 2004.

#### C. Authorization to the board of directors to issue shares to the employees in the Tomra group

**RESOLUTION:** The meeting of shareholders granted the board of directors the authority to increase the share capital by up to 1,800,000 shares (1.0 %) with a par value of NOK 1.00 at price equal the price at the end of 2002 by a directed issue to the employees in the Tomra-group. This implies that the shareholders must wave their right of priority according to the Allmennaksjelovens §10-4. If the authorization is used, the board of directors may change the by-laws §4 accordingly.

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The authorization shall be valid until the ordinary meeting of shareholders in the spring of 2003.

### **D. Authorization to the board of directors to issue shares to personnel in leading positions**

**RESOLUTION:** The meeting of shareholders granted the board of directors the authority to increase the share capital by up to 6,350,000 shares at par value 1.00, as basis for the three option plans to personnel in leading positions at market price at the time the options have been issued or are issued. This implies that shareholders must waive their right of priority according to Allmennaksjelovens §10-4. If the authorization is used, the board of directors may change the by-laws §4 accordingly. The authorization shall be valid until the ordinary meeting of shareholders in the spring of 2004.

### **E. Authorization to the board of directors to buy back own shares**

**RESOLUTION:** The meeting of shareholders made a resolution to give the board of directors authorization to buy back own shares according to the law 13. June 1997 no. 45 (Allmennaksjeloven) § 9-2 with the following conditions:

The authorization includes purchase of shares up to 16,000,000 (9.0%) of the company's share capital, at par value NOK 1.00, in total NOK 16,000,000 of the company's share capital, and the sale of purchased shares. The cost for each share must not be lower than NOK 30.00 or exceed NOK 150.00. Within the frame of Norwegian law (Allmenaksjeloven §6-28, first paragraph), the board of directors may stipulate the method of acquisition of shares and how the acquired shares may be disposed of. The authority shall remain in force until the company's shareholders' meeting in 2003.

## **6. APPOINTMENT OF FEES TO THE BOARD OF DIRECTORS AND THE AUDITOR**

**RESOLUTION:** The fees for the board of directors in 2001 were unanimously resolved by the meeting of shareholders as follows:

Chairman of the board	NOK	340,000
External board members	NOK	170,000
Internal board members	NOK	120,000

In addition the meeting of shareholders unanimously approved the auditor fees for Tomra Systems ASA in 2001 to be paid according to bill of NOK 250,000.

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**7. ELECTION OF BOARD OF DIRECTORS AND SELECTION OF AUDITORS**

**RESOLUTION:** The meeting of shareholders unanimously approved the following board of directors and auditor for 2002/2003:

Chairman of the board: Jan Chr. Opsahl  
Board member: Svein Jacobsen  
Board member: Tharald Brøvig  
Board member: Jørgen Randers

To represent the employees in the board of directors, following persons were elected:

Board member: Klaus Nærø (election period 2001-2003)  
Board member: Helge Kroghrud (election period 2001-2003)  
Auditor: Henning Aass (KPMG)

The meeting of shareholders was concluded at 8:10 pm.

Asker, 17 April 2002

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Jan Chr. Opsahl

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Fredrik Witte

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Pål Bråthen