

**PROTOCOL
ANNUAL MEETING OF SHAREHOLDERS
TOMRA SYSTEMS ASA - 29 APRIL 2003**

The annual meeting of shareholders of Tomra Systems ASA was carried out 29 April 2003 under the direction of the board's chairman, Jan Chr. Opsahl. The meeting was held in the company's office at Drengsrudhagen 2 in Asker, Norway.

79 representatives entitled to vote attended the meeting. When including shares registered by proxy, 23,312,388 out of a total of 178,486,559 shares were represented at the meeting. This represents 13.06% of the total amount of shares. A stock register is available which presents the participated shareholders.

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

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 legal by law.

2. SIGNING OF THE PROTOCOL

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

3. REPORT BY 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 2002.

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

The Directors' Report 2002

RESOLUTION: The Directors' Report 2002 was unanimously approved.

Annual report 2002

The profit for Tomra System ASA in 2002 was NOK 30 millions. The board of directors' recommendation for the allocation of profit, including the distribution of dividend of NOK 0.25 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 2002 annual accounts and the board of directors proposal for the allocation of profit, including the distribution of dividend of NOK 0.25 per share, was unanimously approved by the meeting of shareholders according to the following distribution:

Dividend:	NOK	44,600,000
Free reserves:	NOK -	14,600,000
Total allocated:	NOK	30,000,000

5. AUTHORIZATIONS 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 17,800,000 shares (9.9%) with a par value of NOK 1 at a price close to market value 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 2004. This implies that shareholders must waive their right of priority according to Allmennaksjeloven (general law on stock companies) § 10-4. If the authorization is used, the board of directors may change the by-laws §4 accordingly.

B. Authorization to buy back own shares

RESOLUTION: The board of directors withdraw the proposal of authorization to buy back own shares at the meeting of shareholders.

C. Authorization to the board of directors to issue shares to employees in the TOMRA-group

RESOLUTION: The meeting of shareholders made a resolution to give the board of directors authorization to increase the share capital by up to 1,310,000 shares (0.9%) with a par value of NOK 1.00 at a price of NOK 86.00, 2,000,000 shares (1.1%) with a par value of NOK 1.00 at a price of NOK 45.10 and 2,000,000 shares (1.1%) with a par value of NOK 1.00 at price equal to the share price at the end of 2003. All of these issues are to be completed through directed issues to employees within the Tomra group. Shareholders must waive their right of priority according to Allmennaksjeloven § 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 shareholders' meeting in the spring of 2005.

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

RESOLUTION: The fees for the board of directors in 2002 were unanimously approved by the meeting of shareholders as follows:

Chairman of the board	NOK	360,000
External board members	NOK	180,000
Internal board members	NOK	130,000

In addition the meeting of shareholders unanimously approved the auditor fees for Tomra Systems ASA in 2002 to be paid according to bill of NOK 686,000.

7. ELECTION OF THE BOARD OF DIRECTORS AND SELECTION OF INDEPENDENT AUDITORS

RESOLUTION: The meeting of shareholders unanimously approved the following board of directors and auditor for 2003/2004:

Chairman of the board	Jan Chr. Opsahl
Board member	Svein Jacobsen
Board member	Hanne de Mora
Board member	Jørgen Randers

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

Board member	Klaus Nærø	(election period 2003-2005)
Board member	Solveig Steinmo	(election period 2003-2005)
Auditor:	Henning Aass	(KPMG)

The meeting of shareholders was concluded at 8:20 pm.

Asker, 29. April 2003

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Jan Chr. Opsahl

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Dag Thorkildsen

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Fredrik Witte