

**PROTOCOL
ANNUAL MEETING OF SHAREHOLDERS OF
TOMRA SYSTEMS ASA – 19 APRIL 2005**

The annual meeting of shareholders of Tomra Systems ASA was carried out 19 April 2005 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.

98 representatives entitled to vote attended the meeting. When including shares registered by proxy, 31 052 726 out of the company's 178,486,559 shares were represented. This represents 17,40 % of the total amount of shares. A stock register listing the participating shareholders is available.

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

The following items were discussed:

1. SIGNING OF THE PROTOCOL

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

2. 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 summon. The annual meeting of shareholders was consequently pronounced legal by law.

3. REPORT BY MANAGEMENT ON THE STATUS OF THE COMPANY

The group's Chief Executive Officer, Amund Skarholt, went through the main items for the last year including the board of directors' report and the financial statement for 2004.

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

The Directors' report 2004

RESOLUTION: Against 5,797 nay votes and 213,953 blank votes, the Directors' report 2004 was approved.

Annual report 2004

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The profit for Tomra Systems ASA in 2004 was NOK 94.0 millions. The board of directors' recommendation for the allocation of profit, including distribution of an ordinary dividend NOK 0.30 per share and extraordinary dividend of NOK 1.50 per share, was presented.

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

RESOLUTION: The annual accounts for 2004 are approved. Pay-out of an ordinary dividend of NOK 0.30 and an extraordinary dividend of NOK 1.50 is also approved. In total, this equals NOK 1.80 per share. The dividend is to be paid out to those who are shareholders on 19 April 2005. TOMRA shares will be traded on the Oslo Stock Exchange excluding dividend (exclusion-date) as of 20 April 2005.

5. CHANGES TO ARTICLES OF ASSOCIATION

RESOLUTION: The Shareholders' Meeting unanimously approved the following changes to the Articles of Association.

§ 6 (added text): A nomination committee of two to four members shall be elected for one year at a time.

§ 7 (deleted text): ~~The Chairman of the Board of Directors shall chair the general meeting.~~

§ 8 (added/deleted text):
Point 3: elect members of the Board of Directors, the nomination committee and ~~if necessary~~ an auditor, who shall be a Certified Public Accountant.

§ 8 (added text): Point 4: set the remuneration of members of the Board of Directors, Board Committees and approve the auditor's remuneration.

6. APPOINTMENT OF FEES TO THE BOARD, BOARD COMMITTEES AND AUDITOR

RESOLUTION: The following board member fees are to be paid out:

Chairman of the Board	NOK 450,000 (unchanged from 2003)
External board members	NOK 250,000 (unchanged from 2003)
Internal board members	NOK 150,000 (unchanged from 2003)

In addition, a remuneration of NOK 20,000 per annum (unchanged from 2003) is to be paid to board members and other members for the work

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completed in the compensation committee, audit committee and nomination committee.

If a board member engages in extraordinary work beyond ordinary board and committee work, such board member will be remunerated with NOK 10,000 per day, limited to NOK 150,000 per annum.

Based on the proposal from the nomination committee, an additional remuneration of NOK 100,000 is granted to the Board's Chairman as compensation for significant workload throughout the year.

Auditor fees are proposed paid according to bill of NOK 522,000 for Tomra Systems ASA in 2004.

7. ELECTION OF BOARD MEMBERS AND NOMINATION COMMITTEE

RESOLUTION: Against 578,940 nay votes, the meeting of shareholders elected following board of directors and auditor for 2005/2006:

Chairman of board:	Jan Chr. Opsahl (re-elected)
Board member:	Hanne de Mora (re-elected)
Board member:	Jørgen Randers (re-elected)
Board member:	Rune Bjerke (re-elected)

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

Board member:	Klaus Nærø	(election period 2005-2007)
Board member:	Karen Michelet	(election period 2005-2007)

The meeting of shareholders elected the following nomination committee for 2005/2006:

Halvor Løken (committee chairman), Tom Knoff and Jan Chr. Opsahl

8. AUTHORIZATIONS TO THE BOARD OF DIRECTORS

A. Authorization on directed issues regarding acquisitions or mergers

RESOLUTION: Against 12,400 nay votes and 5,797 blank votes, the Board is given authorization to conduct directed issues of up to a maximum of 17,800,000 shares (9.9%) with a par value of NOK 1 at a price close to the market value at the time of issue. The issue can only be utilized as payment connected to mergers with or acquisitions of companies. The authorization shall be valid until the ordinary shareholders' meeting in the spring of 2006. This implies that shareholders must waive their right of priority according to

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Allmennaksjeloven (General Law on Stock Companies) § 10-4. If the authorization is used, the Board may change the by-laws §4 accordingly.

B. Authorization for option program for the employees in the Tomra Group

RESOLUTION: Against 804,611 nay votes and 5,797 blank votes, the Board has authority to increase the share capital as follows:

- a) for the option program for employees for the period 2002-07, up to 1,310,000 shares (0.7%) with a par value of NOK 1 at a price of NOK 86.00;
- b) for the option program for employees for the period 2003-08, up to 900,000 shares (0.5%) with a par value of NOK 1 at a price of NOK 45.10;
- c) for the option program for employees for the period 2004-09, up to 550,000 shares (0.3%) with a par value of NOK 1 at a price of NOK 40,10.

All of the above issues are towards employees of the TOMRA group. Existing shareholders must waive their right of priority according to Allmennaksjeloven § 10-4. If the authorization is used, the Board may change the by-laws §4 accordingly. The authorization shall be valid until the shareholders' meeting in the Spring of 2007.

The meeting of shareholders was concluded at 8.00 pm.

Asker, 19. April 2005

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Jan Chr. Opsahl

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Helge Nerland

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Dag Thorkildsen