

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

Notice is hereby given by the board of directors for an annual general meeting in Tomra Systems ASA on

3 May 2006 at 18.00 at the offices of the company at Drengsrudhagen 2, Asker, Norway.

Registration of attendees takes place from 17.30.

The following matters shall be 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
2. Election of the chairman of the meeting
3. Election of one person to sign the minutes together with the chairman of the meeting
4. Approval of the notice of the meeting and the agenda
5. Report by the management on the status of the company and the group
6. Approval of the annual accounts and annual report for 2005 for the company and the group, including proposal for dividend distribution
7. Determination of remuneration for the board of directors, board committees and auditor
8. Election of board of directors and nomination committee
9. Revocation of unused authorisations for share issues. New authorisation regarding directed share issues to effect acquisitions or mergers
10. Reduction of the share capital by amortisation of treasury shares – amendment of by-laws
11. Authorisation to acquire treasury shares

The board of directors and the management welcome all shareholders to attend the general meeting.

Asker, 7 April 2006

TOMRA SYSTEMS ASA
The board of directors

**ENCLOSURE TO NOTICE OF ORDINARY GENERAL MEETING IN
TOMRA SYSTEMS ASA**

Matter 6. Approval of the annual accounts and annual report for 2005 for the company and the group, including proposal for dividend distribution

The board of directors proposes that the general meeting pass the following resolution:

“The annual report and accounts for 2005 are approved. An ordinary dividend of NOK 0.35 per share shall be distributed. The dividend is to be paid to those who are the company’s shareholders on expire of the day of the annual general meeting 3 May 2006. The shares will be traded on the Oslo Stock Exchange excluding dividend as of 4 May 2006”

Matter 7. Determination of remuneration for the board of directors, board committees and auditor

The board of director proposes that the general meeting pass the following resolution:

“For 2005 the board of directors is remunerated as follows:

*Chairman of the board: NOK 650,000
External board members: NOK 350,000
Internal board members: NOK 200,000*

In addition, a remuneration of NOK 25,000 per annum is to be paid out to members for the work done in the compensation committee, audit committee and nomination committee.

If a board member is engaged in extraordinary work beyond ordinary board and committee work, such board member will be remunerated with NOK 10,000 per day limited to a total of NOK 150,000 per annum. There has not in 2005 been performed work by any board member that qualifies for additional compensation.

The auditor’s fees for audit of Tomra Systems ASA for 2005 in accordance with bill of NOK 656,000 is approved.”

The board member fee for internal board members is assumed to cover board responsibilities and time for preparation. Time spent in board meetings is assumed to be covered by employees’ normal wages.

Matter 8. Election of board of directors and nomination committee

The nomination committee consists of Halvor Løken (chairman), Tom Knoff and Jan Chr. Opsahl. They are all willing to be re-elected.

The committee has nominated the following persons to be re-elected as board members of Tomra Systems ASA: Jan Chr. Opsahl (chairman), Jørgen Randers, Hanne de Mora, Rune Bjerke and Grethe Aasved.

Matter 9. Revocation of unused authorisations for share issues. New authorisation regarding directed share issues to effect acquisitions or mergers

The board of directors has throughout the past few years been authorized to increase the share capital to perform option agreements with the group's employees and in connection with acquisitions or mergers. The board of directors proposes that the authorisations to increase the share capital to perform option agreements be revoked to the extent they are unused. In the future, the existing option agreements will instead be performed by treasury shares. The present authorisation to increase the share capital in connection with acquisitions or mergers lapses on this year's annual general meeting. The board of directors proposes that this be replaced by a new authorisation such that the board of directors remains authorised to carry out such transactions. The board of directors proposes that the general meeting pass the following resolution:

“All existing authorisations to the board of directors to increase the share capital by new issue of shares are revoked to the extent they are unused. The board of directors is given authorisation to increase the share capital by new issue of shares by up to NOK 17,300,000 (9.96 % of the share capital after the amortisation resolution proposed in matter 10). The authorisation can only be utilized in connection with mergers with or acquisitions of companies or businesses. The shareholders' preferential right to subscribe according to allmennaksjeloven (Public Limited Companies Act)§ 10-4 may be set aside. The authorisation encompasses non-cash contributions and the right to assume special obligations as well as a decision on a merger. The authorisation shall be valid until the annual general meeting in the spring of 2007. If the authorisation is utilised, the board may change § 4 of the by-laws accordingly.”

Matter 10. Reduction of the share capital by amortisation of treasury shares - amendment to company by-laws

On the extraordinary general meeting 14 October 2005, the general meeting passed a resolution authorising the board of directors to acquire up to 10,000,000 treasury shares for use in performing its obligations under options agreements with employees of the group. The company has in accordance therewith acquired 4,913,000 shares and disposed of 68,305 shares. The board of directors proposes that the share capital be reduced by amortisation of these shares so that the possibility of acquisitions of further treasury shares is increased. The board of directors also proposes in matter 11 that it is given a new authorisation to acquire treasury shares.

The auditor has confirmed that after the reduction there is coverage for the company's restricted equity, cf. allmennaksjeloven (Public Limited Companies Act) 12-2. The confirmation is attached.

The board therefore proposes that the general meeting passes the following resolution:

“The share capital of the company is to be reduced by NOK 4,844,695 by amortisation of the 4,844,695 treasury shares.”

Following amortisation of the abovementioned shares, the share capital of the company will be NOK 173,641,864 divided into 173,641,864 shares, each with a par value of NOK 1.00. The board of directors proposes that the general meeting passes a resolution to amend §4 of the by-laws of the company accordingly, to read as follows:

“§ 4

The share capital is NOK 173,641,864 divided into 173,641,864 shares, each with a par value of NOK 1.00. The shares of the company shall be registered in Verdipapirsentralen.”

Matter 11. Authorisation to acquire treasury shares

On the extraordinary general meeting 14 October 2005, the general meeting passed a resolution authorising the board of directors to acquire treasury shares for performance of employees' options. It was limited in such a way that the highest nominal value of the shares the company could acquire was NOK 10,000,000. The authorisation has been used to acquire 4,913,000 shares, of which 4,844,695 are proposed to be amortised, cf. matter 10. The authorisation is proposed renewed in the original size.

The board of directors therefore proposes that the general meeting passes the following resolution:

“The authorisation to the board of directors to acquire treasury shares given on extraordinary general meeting 14 October 2005 is revoked to the extent not used. The revocation only becomes effective upon registration of the new authorisation to acquire treasury shares, cf. the following.

The board of directors is authorised to acquire treasury shares. The authorisation is valid until the next annual general meeting. The highest nominal value of the shares that the company may altogether acquire is NOK 10,000,000.

Acquisition of treasury shares shall be executed over the stock exchange within a normal spread. The board of directors may in addition determine that acquisitions shall take place through an offer to shareholders who own not more than 1,000 shares at a price close to the price at which the shares have been traded in a period preceding the time of the offer. The company shall on acquisition of treasury shares pay a consideration of minimum NOK 20 and maximum NOK 200 for each share. Disposal of treasury shares may only be carried out to fulfil stock option programmes for the employees of the group.”