

## ORDINARY GENERAL MEETING

Held on 11 April 2002 at the premises of TANDBERG asa in Philip Pedersens vei 22, 1366 Lysaker.

The general meeting was summoned by letter of 22 March 2002. No objections against the legality of the general meeting were made.

25,267,042 shares of a total of 128,371,334 shares were represented. This amounts to 19.68 % of the shares in the company.

**The agenda was as follows:**

1. Election of chairman of the general meeting and two persons to countersign the minutes
2. Approval of the summons and agenda
3. The management's Status Report
4. Approval of the annual accounts of 2001
5. Authorities to the board to increase the company's share capital
6. Mandate to the board to amend the Articles of Association as a required consequence of amendments pursuant to item 5
7. Determine fees payable to the board and the auditor
8. Election of board members and auditor
9. Decrease the share premium reserve in accordance with the rules regulating decrease of the share capital

The board member Tharald Brøvig was elected as chairman of the meeting. Robert Berntsen and Anette Krogh were elected to countersign the protocol.

The summons and the agenda were reviewed and approved.

The management presented their Status Report.

The annual accounts for 2001 were examined, commented upon and unanimously approved.

It was agreed to grant the board proxy to increase the share capital by up to NOK 12,000,000,- by issuing up to 12,000,000 shares, each share with a nominal value of NOK 1,- with the right to waive the re-emption rights of existing shareholders and determine the consideration for shares issued in terms other than cash where consideration takes the form of cash payment and subscriptions are equal to the market rate. The proxy shall be valid until the date of the next ordinary general meeting. The board has presently no specific plans to exercise the proxy.

It was agreed to grant the board proxy to increase the share capital by up to NOK 1,500,000,- by issuing up to 1,500,000 shares, each with a nominal value of NOK 1,- at market price by a

private placement of shares to foreign employees at the TANDBERG Group. The existing shareholders' pre-emption right under Section 10-4 and 10-5 of the Public Limited Companies Act are waived. The proxy shall be valid until 11 April 2004.

Based on the board's proposal it was unanimously agreed to pay the following fees to the members of the board:

The chairman of the board	NOK	360,000,-
Non-executive directors	NOK	180,000,-
Executive directors	NOK	110,000,-

Further, based on the board's proposal it was unanimously agreed to pay the auditor as invoiced.

As new members of the board the following persons were elected:

Jan Chr. Opsahl (chairman of the board)  
 Andrew M. Miller (vice-chairman)  
 Tharald Brøvig  
 Greg S. Garvey  
 Ralph Høibakk

Mette Espedal is the employees' representative of the board.

KPMG was re-elected as auditor for TANDBERG asa and its subsidiaries.

During spring 2001 TANDBERG was in a position to acquire a leading participant in the industry. In order to appear as a trustworthy potential acquirer, TANDBERG carried out share issue of MNOK 600. The acquisition plans were aborted and it was decided that TANDBERG should focus on organic growth over the next years. Accordingly, the reason for having a capital increase lapsed. The board proposes that the capital that was supplied from the shareholders for the acquisition project should be paid back to the shareholders. The board is confident that if the company at a later stage needs more capital, the shareholders will not hesitate to contribute.

Based on the board's proposal it was approved to reduce the premium reserve with NOK 5,- per share for payment to the shareholders in accordance with the rules on decrease of share capital. The money are credited to all legal and physical persons who were shareholders of the company at the expiration of the legal period of notice to creditors, expected to be primo July, and the payment will take place approximately 8 days after the expiration of the period of creditor's notice. Proxies granted to the board are adjusted with NOK 5,- in accordance with this decrease in the capital.

There were no further issues on the agenda.

The protocol was read and approved.

Lysaker, 11 April 2002.

Tharald Brøvig

Robert Berntsen

Anette Krogh