

**MINUTES OF
EXTRAORDINARY GENERAL MEETING**

Held on 18 January 2002 at the premises of TANDBERG asa in Philip Pedersens vei 22, 1325 Lysaker.

The General Meeting was summoned by letter dated 3 January 2002. No objections against the legality of the general meeting were made.

8,327,425 shares of a total of 62,639,197 shares were represented.

The agenda was as follows:

1. Election of chairman of the meeting and two persons to countersign the minutes
2. Approval of the summons of the meeting and the agenda
3. Management's status update
4. New member to the Board of Directors
5. Authorisation to increase the share capital by up to NOK 1,000,000,-
6. Bonus issue by increasing the nominal value of the shares
7. Share split by issuance of one new share for each old share in the company

Chairman of the board, Mr. Jan Chr. Opsahl was elected chairman of the meeting. Kristin Minsås and Robert Berntsen were elected to co-sign the protocol.

The summons of the meeting and agenda were reviewed and approved.

The management informed about the status of the company.

Andrew Miller was elected new vice-chairman of the board. Tharald Brøvig continues as a board member.

The board was given a proxy to issue 1,000,000 new shares, each with a nominal value of NOK 1,- by a private placement to Andrew Miller, the price of the shares being equal to the final exchange rate on 3 January 2002, i.e. NOK 216 per share. The new shares shall in all respects be equal to the old shares. The granting of the proxy implies that the shareholders waive their preferential rights to subscribe according to Section 10-4 of the Public Limited Companies Act of 1997. The proxy shall be in force until 31 December 2003. The board will attempt to prolong the duration of the proxy until 2005 at a later general meeting.

It was agreed to increase the share capital by a bonus issue of NOK 62,639,197 from NOK 62,639,197 to NOK 125,278,394. The nominal value of each share is increased by NOK 1,- to NOK 2,- by transfer from the premium fund.

Power of attorneys to increase the share capital given to the board are amended accordingly.

As a consequence of the increase of the share capital a new wording in § 4 of the Articles of Association is proposed: "The share capital is NOK 125,278,394 divided on 62,639,197 shares, each with a nominal value of NOK 2,-. The shares in the company shall be registered in VPS (the Norwegian Registry of Financial Instruments).

A split of shares by issuance of one new share for each old share by splitting the nominal value of the shares from NOK 2,- to NOK 1,- was approved. The split is performed on shares owned on 18 January 2001, after the closing of Oslo Børs (the Oslo Stock Exchange) at 16:00.

The proxies to amend the company's share capital granted is changed accordingly.

As a consequence of the share split a new wording in §4 of the Articles of Association is proposed: "The share capital is NOK 125,278,394 divided on 125,278,394 shares, each with a nominal value of NOK 1,-. The shares of the company shall be registered in VPS (the Norwegian Registry of Financial Instruments)".

There were no further issues on the agenda.

The protocol was read out loud and approved.

Lysaker, 18 January 2002

Jan Chr. Opsahl

Kristin Minsås

Robert Berntsen