

**Appendix to the Notice of the Annual General Meeting of TANDBERG asa
to be held on 15 April 2004, at 6.30 pm.**

Re. Item 5 Approval of Annual Accounts 2003, including Approval of dividend.

The Board proposes for the Annual General Meeting payment of dividend NOK 0.40 per share for 2003. Dividend will be paid to those shareholders who are registered as TANDBERG shareholders in the Norwegian Registry of Securities at the date of the Annual General Meeting. The shares will be quoted ex dividend on the Oslo Stock Exchange from 16 April 2004.

Re. Item 6 Fees of the Board of Directors, Nominating Committee and Auditors.

The following Directors' fees are proposed: (previous year)

Chairman of the Board	NOK	450,000	(400,000)
Non-executive Directors	NOK	250,000	(200,000)
Executive Directors	NOK	150,000	(120,000)

It is the policy of TANDBERG that Executive Directors should receive a fee in respect of the responsibility they assume by being a Member of the Board, but that no additional fees be paid in respect of the duties involved since these are considered to be covered by the salary paid to such Executive Directors.

It is proposed that the Nominating Committee receive a fee of NOK 20,000 per member.

It is proposed that the fees of the Auditors are paid in accordance with their invoice, ref. Annual Report 2003.

Re. Item 7 Election of the Board of Directors and Nominating Committee.

The following Members of the Board elected by the shareholders run for election:

- Jan Chr Opsahl, Chairman of the Board
- Amund Skarholt, Vice Chairman of the Board
- Andrew Miller
- Grace Reksten Skaugen

The Nominating Committee propose Jørgen-Ole Haslestad as a new Member of the Board. Jørgen-Ole Haslestad (53) is M.Sc. Mechanical Engineer from NTNU (Norwegian University of Science and Technology). He started his professional career in Kongsberg Offshore (formerly Kongsberg Vapenfabrikk) in 1986, from 1989 as Managing Director. He started at Siemens AG in 1994, and is today part of the corporate management and Managing Director of Siemens Industrial Solutions and Services Group with 29,000 employees.

It is proposed the Nominating Committee be elected to comprise Halvor Løken, Chairman, Åge Korsvold and Jan Penne.

Re. Item 8 Mandates to the Board to increase the share capital.

8A Mandate to the Board of Directors to increase the share capital by up to NOK 13,000,000.

It is proposed that the Board of Directors be granted a mandate to increase the share capital by up to NOK 13,000,000 by the issue of up to 13,000,000 shares of nominal value NOK 1 with the authority to waive the pre-emption rights of existing shareholders and to determine the consideration for shares issued in terms other than cash. Where consideration does take the form of cash payment, the issue price is expected to be close to the then current market price. This authority is to be valid until the date of the next Annual General Meeting. The Board of Directors does not have any specific plans to exercise this authority.

8B Mandate to the Board of Directors to increase the share capital by up to NOK 3,500,000 by private placement of shares with employees of the TANDBERG Group.

The Board of Directors considers it desirable that employees be more closely connected with the company through an active interest as shareholders, and considers that such an ownership interest has represented and will represent an important contributory factor to the success of the company.

The Board of Directors ask for a mandate to increase the share capital by up to NOK 3,500,000 by the issue of up to 3,500,000 shares (approx. 2.6 %) of nominal value NOK 1, through a private placement of shares with employees of the TANDBERG Group. This mandate covers a two-year share option program for employees of the TANDBERG Group. The strike price for 2004 for new employees will be set on the date that they start to earn shares in the share option program, however not less than NOK 49, whereas the strike price for 2005 will be set at market rate, defined as the average of the closing share price the first five trading days of January 2005. The pre-emption rights of existing shareholders as provided by § 10-4 and 10-5 of the Norwegian Public Limited Companies Act are to be waived. The mandate shall be valid until 15 April 2006.

8C Mandate to the Board of Directors to increase the share capital by up to NOK 250,000 by private placement of shares with Andrew M. Miller, CEO, for 2005.

At the General Meeting on 10 April 2003 the Board received a mandate to issue a share option program consisting of up to 500,000 options for the CEO Andrew M. Miller for the period 2003-2004. The Board proposes that this program is

extended one year until 15 April 2006. In addition the Board proposes to issue 250,000 shares for 2005 at strike price equal to market rate, defined as the average of the closing share price the first five trading days of January 2005.