

Lysaker, 23 March 2005

Notice of Annual General Meeting of TANDBERG asa

Notice is hereby given that the Annual General Meeting of TANDBERG asa will be held at the Company's offices, Philip Pedersens vei 20 (corner of Prof. Kohts vei), Lysaker.

THURSDAY 14 APRIL 2005 AT 6 PM CET

AGENDA:

1. Opening of Meeting by the Chairman of the Board and summary of Shareholders present.
2. Election of a Chairman for the meeting and two individuals to countersign the minutes.
3. Approval of Notice and Agenda.
4. Management's Status Report.
5. Approval of Annual Accounts 2004, including proposal of dividend payment (see attachment)
6. Proposed changes to the Articles of Association (see attachment).
7. Determination of fees payable to the Board of Directors, Nominating Committee and Auditors (see attachment).
8. Election of Board and Nominating Committee (see attachment).
9. Proposal to give the Board authority to increase the share capital (see attachment).

If you wish to participate in the Annual General Meeting, please register with information about numbers of shares and name of shareholder:

E-mail: anne.horve@tandberg.net

Fax: + 47 67 58 36 81

Kind regards
TANDBERG asa

Jan Chr. Opsahl (sign.)
Chairman

TANDBERG

Appendix to the Notice of the Annual General Meeting of TANDBERG asa to be held on 14 April 2005, at 6 PM CET

Re. Item 5 Approval of Annual Accounts 2004, including Approval of dividend

The Board proposes for the Annual General Meeting a payment of dividend NOK 0.55 per share for 2004. Dividend will be paid to 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 15 April 2005.

Re. Item 6 Proposed changes to the Articles of Association

The Board proposes for the Annual General Meeting that the amendment made in the enclosed Articles of Association be approved.

Re. Item 7 Fees of the Board of Directors, Nominating Committee and Auditors

The following Directors' fees are proposed (no change from last year):

Chairman	NOK	450,000
Vice Chairman	NOK	300,000
Non-executive Directors	NOK	250,000
Internal Board members	NOK	150,000

It is TANDBERG's policy that Internal Board members 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 Internal Board members.

It is proposed an additional fee of NOK 200,000 to the Chairman of the Board due the heavy workload during the year.

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 according to invoice, ref. Annual Report 2004.

Re. Item 8 Election of the Board of Directors and Nomination Committee

The Nomination Committee announces that the following Members of the Board elected by the shareholders run for election:

- Jan Chr Opsahl, Chairman
- Amund Skarholt, Vice Chairman
- Grace Reksten Skaugen
- Jørgen Ole Haslestad
- Andrew Miller

The Nomination Committee to be elected is proposed as follows:

- Halvor Løken, Committee Chairman
- Åge Korsvold
- Jan Penne
- Jan Chr Opsahl

Re. Item 9 Mandate to the Board 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 through 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.

**APPENDIX TO THE NOTICE OF THE ANNUAL GENERAL MEETING OF
TANDBERG asa, ITEM 6**

**ARTICLES OF ASSOCIATION
of
TANDBERG asa**

§ 1

The business name of the Company is TANDBERG asa. TANDBERG asa is a public limited company.

§ 2

The Company's objectives are to generate profitability, satisfaction and value through the development, production and sale of products and services based on electronics and computer technology, and engagement in other similar business activities.

§ 3

The Company's registered office is located in Bærum, Norway.

§ 4

The share capital is NOK 134.324.806 divided into 134.324.806 shares, each with a par value of NOK 1. The Company's shares shall be registered in the Norwegian Central Securities Depository (VPS).

§ 5

The Board shall comprise no fewer than 6 and no more than 9 members, as decided by the shareholders at the Annual General Meeting.

Two members of the Board shall be elected by and from the employees of the Company. The other Board members shall be elected by the Annual General Meeting and the Board shall constitute itself. The Board shall be elected for terms of one year.

The Nomination Committee shall comprise no fewer than 2 and no more than 4 members, as decided by the Annual General Meeting. The Committee shall be elected for terms of one year at the Annual General Meeting.

Authority to sign on behalf of the Company shall be vested in the Chief Executive Officer or the Chairman of the Board along with one board member, or two board members jointly.

§ 6

At the Annual General Meeting, the following matters shall be dealt with:

1. Adoption of the profit and loss account and balance sheet.
2. Application of profit or coverage of loss according to the adopted balance sheet, and payment of dividend.
3. Adoption of the consolidated profit and loss account and balance sheet.
4. Other matters to be dealt with by the Annual General Meeting according to legislation or pursuant to the articles of association.