

**MINUTES OF  
EXTRAORDINARY GENERAL MEETING**

**IN**

**TANDBERG asa**

(org. no.928 661 970)

On 10 November 2004 at 14:00 CET an extraordinary general meeting was held at the premises of the company in Philip Pedersens vei 20, Lysaker.

**Agenda**

1. *Opening of the meeting by the chairman of the board. Registration of shareholders present at the meeting.*
2. *Election of chairman of the meeting and two persons to co-sign the minutes.*
3. *Approval of the notice and the agenda.*
4. *Authorization to acquire own shares.*

**1 OPENING OF THE MEETING AND REGISTRATION OF SHAREHOLDERS PRESENT.**

Mr. Jan Chr. Opsahl opened the meeting.

The chairman informed that a total of 42 988 541 shares were registered as represented at the extraordinary general meeting, which amount to 32,01 % of the total shares of the company.

**2 ELECTION OF CHAIRMAN OF THE MEETING AND ONE PERSON TO COUNTERSIGN THE MINUTES.**

Jan Chr. Opsahl was unanimously elected as chairman of the meeting.  
Svein Stoknes and Anne Sofie Horve were unanimously elected to co-sign the protocol.

**3 APPROVAL OF THE NOTICE AND AGENDA**

Summons of meeting and agenda for the extraordinary general meeting were unanimously approved and the extraordinary general meeting was declared legally convened.

#### 4 AUTHORIZATION TO ACQUIRE OWN SHARES

*“The board of directors are hereby authorized to, on behalf of the company, acquire its own shares with an aggregate par value of up to NOK 13,428,460, which equals 10 % of the share capital. The price per share acquired shall be minimum NOK 1 and maximum NOK 100. The board of directors may resolve at its own discretion how the shares be acquired.*

*The authorization can be used for one or more acquisitions and shall be in force until the annual shareholders meeting in 2006, but in no event longer than to 10<sup>th</sup> May 2006.”*

The resolution was unanimously approved.

There were no further issues on the agenda and the meeting was adjourned at 14:10.

\* \* \* \* \*

Lysaker, 10 November 2004

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Jan Chr Opsahl

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Svein Stoknes

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Anne Sofie Horve