



In house translation: In case of discrepancy between the Norwegian language original text and the English language translation, the Norwegian text shall prevail.

To the shareholders of Kitron ASA

NOTICE OF EXTRAORDINARY GENERAL MEETING ON MONDAY 8 NOVEMBER 2010 AT 15:00

An Extraordinary General Meeting of Kitron ASA ("Kitron") will be held on Monday 8 November 2010 at 15:00 at Kitron ASA's head office, Olav Brunborgs vei 4, 2nd floor, Billingstad. The general meeting will be opened by the chairman of the board of directors, Mr. Nerijus Dagilis.

The board proposes the following agenda:

1 ELECTION OF CHAIRMAN OF THE MEETING

The board of directors proposes that the company's legal counsel, Nils Kristian Einstabland of the law firm Selmer, is elected to chair the general meeting.

2 APPROVAL OF THE NOTICE AND THE AGENDA

3 ELECTION OF ONE PERSON TO CO-SIGN THE MINUTES

The board of directors proposes that one shareholder who is attending the general meeting is elected to co-sign the minutes.

4 ELECTION OF BOARD MEMBERS

Pursuant to the Articles of Association the nomination committee shall propose candidates for election as members of the board of directors. Further, in accordance with the mandate of the nomination committee and section 7 of the Norwegian Code of Practice for Corporate Governance ("the Code"), the nomination committee shall monitor the need for any changes in composition of the board of directors. In accordance with section 8 of the Code, the composition of the board of directors should ensure that the criteria of independence of the board of directors is met, that the board can attend to the common interest of all shareholders and meets the company's need for expertise, capacity and diversity and that the board can function effectively as a collegial body.

Pursuant to the Articles of Association, Kitron's board shall have from seven to eleven board members as resolved by the general meeting. Since the annual general meeting 2007 the board of directors consists of eight members, i.e. five shareholder-elected board members and three board members elected by and among the employees.

The nomination committee proposes that Nerijus Dagilis and Tomas Kucinskis shall be replaced by Asa-Matti Lyytinen and Harri Tapio Takanen who shall be elected to board members until the annual general meeting of 2012.

Asa-Matti Lyytinen

Born in 1950. Finnish citizen. Master of Sciences, Economics. From 2002 Chairman of numerous Finnish companies. 20 years of experience from management consulting in PriceWaterhouseCoopers. Held positions as Director of Management Consulting, Strategy and Organisation, CEO and Managing partner, Member of Northern Board.

Mr Lyytinen is independent of Scanfil Oyj and its major shareholders.

Mr Lyytinen has extensive experience in business management and through his financial and consultation background, expert and analytic viewpoint on business development within a wide area of international business playground. During the last 15 years he has focused on global business only. We trust that Mr Lyytinen's international experience is a good supply to the



expertise of the Board in Kitron ASA and therefore is a good candidate to the board of Kitron ASA.

Harri Tapio Takanen

Born in 1968. Finnish citizen. Master of Science in Technology. From 2007 President of Scanfil Oyj and Scanfil EMS Oy. Has since 1992 held a number of positions in Scanfil Oy; Project Engineer, Plant Manager, Key Account Manager, Director Customer Relations, Director of Technology, Vice President Technology. From 2005 to 2007 Mr Takanen was Sourcing Director and later General Manager of Scanfil in Hangzhou, China.

Mr Takanen has good and allround experience in demanding international contract manufacturing business from different positions. We trust that Mr Takanen's experience in the key business and deep knowledge of Asian markets will bring relevant support to the Board of Kitron ASA.

In case Asa-Matti Lyytinen and Harri Tapio Takanen is elected to board members, the board will consist of three members elected by and among the employees and the following five shareholder elected members: Elena Anfimova, Lisbeth Gustafsson, Asa-Matti Lyytinen, Arne Solberg, Harri Tapio Takanen.

5 ELECTION OF NOMINATION COMMITTEE MEMBER

In accordance with section 7 of the Norwegian Code of Practice for Corporate Governance ("the Code"), the nomination committee shall put forward candidates for election to the nomination committee. When putting forward the candidates for election to the nomination committee, the committee shall take into account the interests of all shareholders, that the majority of the nomination committee should be independent of the board and the executive management, that maximum one member of the nomination committee should be a board member and that executive managers in the company can not be members of the nomination committee.

According to Kitron's Articles of Association the members of the nomination committee shall be elected for a term of office of two years. To secure continuity, no more than two of the members of the nomination committee shall stand for election at the same time.

Nomination committee members Arne Solberg and Kustaa Aima is elected until the annual general meeting 2011 and 2012 respectively.

The nomination committee proposes that Darius Janulevicius is replaced by Tuomo Lähdesmäki who shall be elected until the annual general meeting 2012.

Mr Tuomo Lähdesmäki

Born in 1957. Finnish citizen. Master of Business Administration and Master of Science in Engineering. From 2002 Founding Partner of Boardman Oy, a Finnish company specialising in the development of good Corporate Governance practise. Currently serving in the boards of eight Finnish companies. Earlier experience from companies like Nokia Data, Mobira Oy, Swatch Group, Leiras Oy and Elcoteq Network Oyj.

Mr Lähdesmäki is independent of Scanfil Oyj and its major shareholders.

We trust that Mr Lähdesmäki's extensive experience in international business as well as knowledge of good governance serves well the work of the Nomination Committee of Kitron ASA.



Shareholders wishing to attend the Extraordinary General Meeting, in person or by proxy, are encouraged to give notice of attendance to the company's registrar, DnB NOR Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, alternatively on telefax +47 22 48 11 71 by submitting the enclosed form or electronically on Kitron's website www.kitron.com, under Investors, EGM 8 November or through "Investortjenester", a service provided by most Norwegian registrars. Shareholders who cannot attend the Extraordinary General Meeting in person may authorize the Chairman of the board of directors or any person to attend and vote in the Extraordinary General Meeting on his/hers behalf by filling in and sending the attached proxy form. Any proxy for voting at the Extraordinary General Meeting must be in writing, dated and signed. In order to ensure that the notice of attendance and proxies are taken into consideration they should be received by the company's registrar no later than Thursday 4 November 2010 at 16:00.

Shareholders have the possibility to vote in advance. Such advance votes must be made electronically through Kitron's website www.kitron.com, under Investors, EGM 8 November, and must be received no later than Thursday 4 November 2010 at 16:00.

Kitron has introduced regulations on a record date in the company's articles of association, which for the purposes of this Annual General Meeting, implies that only shareholders registered in the company's share register at 1 November 2010 are allowed to participate and vote in the general meeting. If a shareholder holds his shares through a nominee in the VPS register, and the beneficial shareholder wants to attend the general meeting and vote for his shares, the beneficial shareholder must have his shares transferred to an interim voting account in the VPS at the record date.

Shareholders have the right to suggest resolutions in matters that are presented to be dealt with before by the general meeting. Shareholders have the right to be assisted by an advisor, and may give one advisor the right to speak.

A shareholder may demand that board members and the chief executive officer provide available information at the general meeting about matters that may affect the assessment of items that have been presented to the shareholders for decision. The same applies to information regarding Kitron's financial position and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to Kitron.

At the time of the notice there are 172,961,625 outstanding shares in Kitron ASA. Each share gives right to one vote in the General Meeting, however, no votes may be cast for shares held by Kitron. At the date of this notice, Kitron owns no own shares.

Billingsstad, 18 October 2010
On behalf of the board of directors in Kitron ASA

Nerijus Dagilis
Chairman

PIN code: **Ref no:**

Notice of Extraordinary General Meeting

An Extraordinary General Meeting in Kitron ASA will be held 8 November 2010 at 15:00 CET at Kitron ASA's head office, Olav Brunborgs vei 4, 2nd floor, Billingstad, Norway

In the event the shareholder is a legal entity it will be represented by: _____

Name of representative
(To grant proxy, use the proxy form below)

Attendance form

Must be received by DnB NOR Bank ASA no later than **4 November 12:00 CET**.

Postal address: DnB NOR Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, alternatively on telefax +47 22 48 11 71. Registration may also be made via Kitron's web site <http://www.kitron.com>, Investors, EGM 8 November or through "Investortjenester", a service provided by most Norwegian registrars.

The undersigned will attend at **Kitron ASA's** Extraordinary General Meeting on 8 November 2010 and vote for

_____ own shares

_____ other shares in accordance with enclosed proxy

In total _____ shares

_____ Place

_____ Date

_____ Shareholder's signature
(If attending personally. To grant proxy, use the form below)



Proxy (without voting instructions)

PIN code: **Ref no:**

If you are not able to attend the General Meeting, a nominated proxy holder can be granted your voting authority. Any proxy not naming proxy holder will be deemed given to the Chairman of the board or a person designated by him. The present proxy form relates to proxies without instructions. To grant proxy with voting instructions, please go to page 2 of this form.

We kindly ask you to send the proxy form to Kitron ASA c/o DNB NOR Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, or fax to +47 22 48 11 71. Web-based registration of the proxy is available through Kitron's web site <http://www.kitron.com>, Investors, EGM 8 November or through "Investortjenester", a service provided by most Norwegian registrars. The pin code and the reference number are required for registration.

The proxy must reach DnB NOR Bank Verdipapirservice no later than **4 November 12:00 CET**.

The undersigned :

hereby grants : the Chairman of the Board (or a person designated by him)

or :

_____ Name of nominated proxy holder (Please use capital letters)

proxy to attend and vote at the General Meeting of Kitron ASA on 8 November 2010 for my/our shares

_____ Place

_____ Date

_____ Shareholder's signature
(Signature only when granting proxy)

With regard to rights of attendance and voting we refer you to The Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.

Proxy (with voting instructions)

PIN code: Ref no:

If you are not able to attend the General Meeting 8 November 2010, you may be represented by way of proxy, in which case this proxy form may be used.

The undersigned shareholder in Kitron ASA:
hereby grants (check-off):

The Chairman of the Board of Directors, or the person he appoints

Name of proxy (*please use capital letters*)

proxy to meet and vote for my/your shares at the General Meeting of Kitron ASA 8 November 2010. If the proxy form is submitted without stating the name of the proxy, the proxy will be deemed to have been given to the Chairman of the Board of Directors or the person he authorizes.

The votes shall be cast in accordance with the instructions below. Please note that **if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice**, provided, however, that the proxy determines the voting to the extent proposals are put forward in addition to, or instead of, the proposals in the notice.

	In favour	Against	Abstention
1. Election of the chairman for the General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and the agenda for the General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a person to sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of members to the board of directors			
Election of Asa-Matti Lyytinen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Harri Tapio Takanen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of members to nomination committee			
Election of Tuomo Lähdesmäki	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature*)

*) **Only for granting proxy**

If the shareholder is a company, please attach the shareholders certificate of registration to the proxy.