



*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 4 FEBRUARY 2010 AT 15:00**

An Extraordinary General Meeting of Kitron ASA ("Kitron") will be held on Thursday 4 February 2010 at 15:00 at Kitron ASA's head office, Olav Brunborgs vei 4, 2nd floor, Billingstad, Norway. Please note that the interim report for fourth quarter 2009 will be presented on the same day and place at 14:00.

The extraordinary 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 extraordinary general meeting is elected to co-sign the minutes.

### **4 AMENDMENT OF THE ARTICLES OF ASSOCIATION CONCERNING ELECTRONIC DISTRIBUTION OF ANNUAL REPORT AND OTHER DOCUMENTS FOR THE GENERAL MEETING**

Section 5-11a of the Norwegian Public Limited Liability Companies Act allows companies to stipulate in their articles of association that when documents relating to matters to be considered by a general meeting are made available to shareholders by publication on the Company's website, there is no requirement to send the documents to the shareholders.

A shareholder can require that the Company sends the documents that relate to matters the general meeting shall consider. The Public Limited Liability Companies Act stipulates that in such a case the documents can only be sent electronically if the shareholder has expressly approved the use of electronic means. The Company shall in any case send the notice calling the meeting to shareholders by mail.

The board of directors considers such electronic distribution as appropriate for carrying out the general meeting, and proposes that the general meeting adopts the following resolution:

"The following provision is included as new section 9 in the articles of association:

*"Documents concerning matters to be considered at the general meeting are not required to be sent to the shareholders if the documents are made available for the shareholders at the company's websites. This also applies for documents which pursuant to law shall be included in or*

*attached to the notice of the general meeting. A shareholder may nonetheless require that documents concerning matters to be considered at the general meeting are sent to him/her.”*

**5 AMENDMENT OF THE ARTICLES OF ASSOCIATION CONCERNING RECORD DATE IN THE SHAREHOLDER REGISTER AS CONDITION FOR THE RIGHT TO PARTICIPATE AND VOTE AT GENERAL MEETING**

Section 4-2 (3) of the Norwegian Public Limited Liability Companies Act allows companies to stipulate in their articles of association that that the right to participate in and vote at a general meeting can only be exercised if the acquisition of the shares in question has been recorded in VPS (the Norwegian Central Securities Depository) no later than the fifth business day before the date of the general meeting (the “record date”).

Following the expiry of this deadline, the Company can rely on the shareholder listings received from VPS prior to the general meeting as the basis for deciding who is entitled to participate in and vote at the general meeting.

In order to simplify the organizing of the general meeting and the control of participating shareholders, the board of directors proposes that the general meeting adopts the following resolution:

“The following provision is included as new section 10 in the articles of association:

*“The right to participate in and vote at a general meeting can only be exercised if the acquisition of the shares in question has been recorded in the company’s share register no later than the fifth business day before the date of the general meeting (the “record date”).”*

**6 AMENDMENT OF THE ARTICLES OF ASSOCIATION CONCERNING PERMISSION FOR VOTING IN ADVANCE AT GENERAL MEETING**

Section 5-8b of the Norwegian Public Limited Liability Companies Act allows companies to stipulate in their articles of association that the shareholders are allowed to vote in advance of a general meeting, either in writing or by electronic means. Further details on voting in advance can be stipulated in the article of association. The board of directors finds such voting in advance as appropriate and that it will simplify the admission for shareholders to exercise their right to vote.

The act does not give details on how a voting in advance virtually shall be carried out, but provides a general demand of a satisfactory method of authentication of the sender.

The board of directors proposes that the general meeting adopts the following resolution:

“The following provision is included as new section 11 in the articles of association:

*“Shareholders may vote in advance, either in writing or by electronic means, up to 2 days prior to the general meeting. The board of directors determines further in the notice to general meeting how such voting shall be carried out.”*

## 7 **AMENDMENT OF THE ARTICLES OF ASSOCIATION CONCERNING NOTICE PERIOD FOR GENERAL MEETINGS**

The minimum notice period for calling a general meeting and distributing documents for the meeting to shareholders has been extended for Norwegian Public Limited Liability companies with shares listed on a regulated market from two weeks to 21 days, ref. Public Limited Liability Companies Act section 5-11b.

There are no legal requirements that the articles of association shall contain the minimum notice period for general meetings. To simplify the articles of association, the board of directors proposes that the notice period for calling a general meeting is deleted.

The board of directors proposes that the general meeting adopts the following resolution:

“Second period of section 6, first paragraph in the articles of association shall be deleted. New section 6 in the articles of association shall read as follows:

*“The ordinary general meeting is held each year before the end of the month of June. The ordinary general meeting shall:*

- 1. Consider and approve the annual report, the profit and loss statement and the balance sheet for the preceding year*
- 2. Consider and approve the application of profit or coverage of deficit according to the adopted balance sheet, as well as payment of dividend*
- 3. Consider and resolve other matters that pertain to the general meeting according to Norwegian law.*

*“The company may hold its general meeting in the municipality of Oslo.””*

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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 by submitting the enclosed form or on Kitron’s website [www.kitron.com](http://www.kitron.com), under Investors, EGM 4 February. Any proxy for voting on the Extraordinary General Meeting must be in writing, dated and signed. The company’s registrar should receive the notice of attendance and proxies no later than Tuesday 2 February 2010 at 16:00.

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. The company owns at the time of the notice no own shares.

Billingstad, 14 January 2010

On behalf of the board of directors in Kitron ASA

*Nerijus Dagilis*  
chairman



**Name and address of shareholder:**

Notice of attendance by 2 February 2010 at 16:00.  
If you wish to attend the extraordinary general meeting in person, please fill in this notice of attendance and send it to DnB NOR Bank ASA, Verdipapirservice, NO-0021, Oslo, Norway (fax +47 2248 1171).  
Attendance can also be registered at [www.kitron.com](http://www.kitron.com) menu item Investors, EGM 4 February

**Notice of attendance at the extraordinary general meeting of Kitron ASA on 4 February 2010 at 15:00**

The extraordinary general meeting takes place at Kitron ASA's head office, Olav Brunborgs vei 4, 2nd floor, Billingstad, Norway.

Please note that the interim report for fourth quarter 2009 will be presented on the same day and place at 14:00.

**1. As owner of \_\_\_\_\_ own shares**

**2. As proxy for the following (Kindly enclose power of attorney):**

Name of shareholder	Name of shareholder

Place	Date	<sup>x)</sup> Signature and name in block letters of person attending
		<sup>x)</sup> To be signed only when notifying own attendance. To grant proxy use the form overleaf

If you wish to attend by proxy, please fill in and submit the form overleaf instead.



**Name and address of shareholder:**

Power of attorney by 5 May 2009 at 16:00.  
If you wish to attend the extraordinary general meeting by proxy, please fill in this power of attorney and send it to DnB NOR Bank ASA, Verdipapirservice, NO-0021, Oslo, Norway (fax +47 2248 1171).

If you so desire, the chairman of the board of directors is willing to represent you as proxy.

**Power of attorney at the annual general meeting of Kitron ASA on 4 February 2010 at 15:00**

The undersigned owner of shares in Kitron ASA hereby authorises:

**\_\_\_\_\_ or a person designated by him/her**

(Name in block letters)

*If the name has not been filled in, the Chairman of the board of directors or a person designated by him will represent you.*

**to attend and represent me as well as to vote for my shares at the extraordinary general meeting on 4 February 2010.**

**Voting instructions**

You may provide voting instructions to the proxy. Please state any such voting instructions in the table below. In case voting instructions are absent or ambiguous, your proxy will vote in accordance with the proxy's own judgment.

Proposed resolutions in the notice of the meeting:	For	Against
1. Election of chairman of the meeting		
2. Approval of the notice and the agenda		
4. Amendment of the articles of association concerning electronic distribution of annual report and other documents for the general meetings		
5. Amendment of the articles of association concerning record date in the shareholder register as condition for the right to participate and vote at general meetings		
6. Amendment of the articles of association concerning permission for voting in advance at general meetings		
7. Amendment of the articles of association concerning notice period for general meetings		

Place \_\_\_\_\_ Date \_\_\_\_\_  
Signature and name in block letters \_\_\_\_\_  
\*) Only for granting proxy

With regard to rights of attendance and voting reference is made to the Norwegian public limited companies act, in particular chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented.

If you wish to attend in person, please fill in and submit the form overleaf instead.