

[Office translation]

To the shareholders of Kitron ASA

NOTICE OF ANNUAL GENERAL MEETING ON 29 APRIL 2008 AT 09:30

The Annual General Meeting of Kitron ASA ("Kitron") will be held on Tuesday 29 April 2008 at 09:30 at Hotel Continental, Stortingsgaten 24/26, Oslo, Norway. Please note that the interim report for first quarter 2008 will be presented on the same day and place at 08:30.

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, Mr. Nils Kristian Einstabland of 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 APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND THE ANNUAL REPORT OF KITRON ASA AND THE KITRON GROUP FOR 2007

The annual financial statements, the annual report and the auditor's report for 2007 have been sent to all shareholders with a known address and is available upon request at the company's office. The annual report in Norwegian and English is also available at the company's website www.kitron.com.

5 RESOLUTIONS REGARDING EXECUTIVE REMUNERATION

With reference to the Norwegian public limited companies act ("Plca.") section 6-16a, the board proposes the following resolutions:

a. Recommended executive remuneration policy

The general meeting acknowledges the statement on executive remuneration, conf. Plca. section 6-16a, as presented by the board of directors in note 20 to the group financial statements for 2007. In case the board in any new agreement departs from the guidelines, the reason shall be stated in the minutes of the board meeting.

b. Mandatory executive remuneration policy

The general meeting acknowledges that the board does not now want to prepare new share-based incentive programmes for the group management or other employees for 2009, conf. Plca. section 6-16a paragraph (1) list item 3 and paragraph (2). Any such programmes must be presented for consideration at a general meeting.

6 REMUNERATION TO THE BOARD OF DIRECTORS

The nomination committee proposes that the chairman of the board shall receive an annual pro rata remuneration of NOK 300,000 for his service and the board members shall receive a remuneration of NOK 90,000 for their services since the annual general meeting 2007. The annual remuneration is unchanged from the year before. For the avoidance of doubt, the foregoing means that Mr. Espen Wollebekk shall receive NOK 125,000 for his service from May 2007 to October 2007, Mr. Nerijus Dagilis shall receive NOK 150,000 for his service from October 2007 through April 2008, Ms. Lisbeth Gustafsson NOK 30,000 for her service from December 2007 through April 2008 and all other board members shall receive NOK 90,000 each for their service from May 2007 through April 2008. In addition the foreign domiciled board members shall receive a remuneration of NOK 10,000 for each board meeting in which they have participated.

7 REMUNERATION TO THE NOMINATION COMMITTEE

The board proposes that the members of the nomination committee shall not be remunerated for their service since the annual general meeting 2007. The nomination committee has not been remunerated in earlier periods.

8 REMUNERATION TO THE AUDITOR

The board proposes that the auditor, PricewaterhouseCoopers AS, shall be remunerated according to invoice for the audit of the 2007 financial statements.

9 AUTHORITY TO THE BOARD TO ISSUE SHARES

The board proposes the following resolution:

1. *The board of directors of Kitron ASA ("Kitron") is authorised to execute one or more share capital increases by issuing a number of shares maximized to 10 per cent of Kitron's registered share capital at the time of this authorisation. The total amount by which the share capital may be increased is NOK 17,296,162.50. Any and all previous authorisations given to the board to issue shares shall be, and hereby are, withdrawn with effect from the date this authority is registered with the Norwegian Register of Business Enterprises.*
2. *The instant authorisation may be used in connection with the following:*
 - a. *Acquisition of (i) other companies with activities within the scope of Kitron's business as stated in the articles of association (a "Target Company"), or (ii) a business and/or assets suitable for inclusion in Kitron's business as stated in the articles of association (a "Target Business") by issuance of shares in Kitron as consideration to the selling shareholders of the Target Company or the seller of the Target Business.*
 - b. *Joint ventures or other joint business operations with companies with a similar activity within the scope of Kitron's business as stated in the articles of association by issuance of shares in Kitron as consideration to the shareholders of the other party or parties in the joint venture or the other joint business operation.*
 - c. *Private placement and share issue to suitable investors (may be existing shareholders or new shareholders) in order to (i) obtain additional liquidity or working capital for Kitron, (ii) strengthen Kitron's balance sheet or (iii) enable Kitron to make investments or enter into other transactions which will expand Kitron's operation within the scope of Kitron's business as stated in the articles of association.*
3. *For the avoidance of doubt, it is resolved that the authorisation is not intended for use to facilitate or obstruct the success of a take-over bid where Kitron is the target company.*

4. *In the event that Kitron's share capital is changed by way of a capitalisation issue, stock split, stock consolidation, etc., the nominal value of the shares that may be issued under this authorisation shall be adjusted accordingly.*
5. *Existing shareholders are waiving their preemptive right to subscribe for shares according to the Norwegian Public limited companies act (Plca.) in the event of a share capital extension as authorised herein.*
6. *The board is authorised to decide upon the subscription terms, including issue price, date of payment and the right to sell shares to others.*
In case of capital increases pursuant to clauses 2 (a) and (b) above, the issue price shall appropriately reflect the fair market value of Kitron's shares at the time of the agreement for acquisition (clause 2 (a)) or agreement for Joint Venture or other Joint Business Operation (clause 2 (b)). In connection with share capital increases in accordance with clause 2 (c), the appropriate issue price shall be determined by the board in consultation with Kitron's financial advisors.
7. *Payment of share capital in connection with a share capital increase authorised in clauses 2 (a) and 2 (b) herein may be made by way of non-cash contributions and other special subscription terms, in accordance with Plca. section 10-2.*
8. *Shares that are not fully paid, can not be transferred or sold.*
9. *The new shares which may be subscribed for according to this authorisation, shall have right to dividends declared subsequent to the subscriber having paid the subscription price and the associated share capital increase having been registered in the Register of Business Enterprises. In other respects, the shares shall have shareholder rights from the time of subscription, unless the board determines otherwise.*
10. *The general meeting authorises the board to amend Kitron's Articles of Association concerning the size of the share capital when the instant authorisation is used.*
11. *This authorisation shall be valid until the 2009 annual general meeting, but not longer than 30 June 2009.*

10 AUTHORITY TO THE BOARD TO BUY OWN SHARES

The board proposes the following resolution:

1. *In accordance with the Norwegian Public limited companies act sections 9-4 and 9-5, the board is authorised to acquire Kitron ASA's own shares, for the purpose of ownership or charge, for a total nominal value of up to NOK 17,296,162.50, which is equal to 10 per cent of Kitron's registered share capital at the time of this authorisation.*
2. *The board decides on the manner of acquisition, disposition, transfer and sale of own shares.*
3. *For the avoidance of doubt, it is resolved that the authorisation is not intended for use to facilitate or obstruct the success of a take-over bid where Kitron is the target company.*
4. *Under this authorisation the board shall pay minimum NOK 1 per share and maximum the prevailing market price per share on the day the offer is made, provided, however, that the amount does not exceed NOK 25 per share.*
5. *If the Company's share capital is changed by way of a capitalisation issue, stock split, stock consolidation, etc., the nominal value of the shares that may be acquired, the minimum price per share and maximum price per share shall be adjusted accordingly.*
6. *This authority shall be registered with the Norwegian Register of Business Enterprises. Any and all previous authorisations given to the board to purchase own shares shall be, and hereby are, withdrawn with effect from the date this authority is registered with the Norwegian Register of Business Enterprises.*
7. *This authorisation shall be valid until the 2009 annual general meeting, but not longer than 30 June 2009.*

11 MANDATE FOR THE NOMINATION COMMITTEE

The annual general meeting 2007 resolved a mandate for the nomination committee. Following the Norwegian Code of Corporate Governance as issued on 4 December 2007 ("the Code"), the board proposes amendments to the mandate to maintain consistency with the latest revision of the Code.

The changes expand the description of the working methods and reporting requirements to the nomination committee. The proposed mandate is enclosed with this notice.

12 ELECTION OF BOARD MEMBER

In accordance with 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 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.

As per 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 Mr. Titas Sereika shall leave the board and be replaced by Mr. Tomas Kučinskis who shall be elected to board member until annual general meeting 2009. Mr. Kučinskis is independent of the company's major shareholders, customers and suppliers.

Mr. Tomas Kučinskis

Born in 1967. President and chairman for three companies in BBH Baltic (Baltic Beverages Holding), accountable for EUR 400 million revenue and more than 2,000 employees in four countries. Diverse experience in general management in the beverage industry. Master of Business Administration. Master's degree in Physics. Mr. Kučinskis is a Lithuanian citizen.

In case Mr. Kučinskis is elected to board member, the board will consist of three members elected by and among the employees and the following five shareholder elected members: Nerijus Dagilis (chairman since October 2007), Elena Anfimova, Lisbeth Gustafsson, Tomas Kučinskis, Arne Solberg.

13 ELECTION OF NOMINATION COMMITTEE MEMBER(S)

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. A board member who is member of the nomination committee should not stand for reelection.

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.

Election committee members Messrs. Darius Janulevicius and Arne Solberg are elected until the annual general meeting 2009, while the service period of Mr. Kustaa Aima expires at the instant annual general meeting.

At the date of issue of this notice, there were no proposals on this subject.

* * *

Shareholders wishing to attend the annual general meeting, in person or by proxy, must give notice of attendance on the enclosed form to the company's registrar or on Kitron's website www.kitron.com after 15 April 2008, under Investor Relations, AGM Registry. The attendance must be received no later than Friday 25 April 2008 at 16:00.

Billingstad, 8 April 2008

On behalf of the board of directors in Kitron ASA

Nerijus Dagilis
chairman

APPENDIX X: PROPOSED CHANGED MANDATE FOR THE NOMINATION COMMITTEE

Proposal from the board of directors to the Annual General Meeting of Kitron ASA on 29 April 2008.

Duties

According to Kitron's articles of association the nomination committee shall prepare and present proposals to the annual general meeting in respect of the following matters:

- Propose candidates for election to the board of directors
- Propose the fees to be paid to the members of the board of directors

When nominating candidates for election to the board and the fees to be paid to the members of the board, the nomination committee should endeavour to comply with the relevant sections in the Norwegian Code of Practice for Corporate Governance in force.

When proposing the composition of the board, the nomination committee should ensure that the board is able to serve the common good of all shareholders, meet the company's need for expertise, that the board members have sufficient capacity for the tasks and that the board represent diversity

The nomination committee's proposal for composition of the board shall also take into consideration that the board shall work well as a joint team. The composition of the board shall ensure that the board can act independently of any special interests. The majority of the shareholder elected members should be independent of the company's executive management and important business relations, and minimum two of the shareholder elected members should be independent of the company's main shareholders. Executive managers shall not be board members.

The nomination committee should give an account of how it has carried out its work and shall justify its recommendation. The committee's recommendation shall include relevant information on the candidates to the board as well as candidates to the nomination committee. The information should cover expertise, capacity and independence. The information about candidates to the board shall also include age, education, professional experience, whether and how long the person has been a member of Kitron's board, any other assignments for Kitron and any significant appointments or assignments with other companies or organisations. The nomination committee may refer to the information in the annual report about candidates who stand for reelection.

The nomination committee's justified recommendations shall be included in the notice to the general meeting or distributed to shareholders no later than two weeks before the relevant elections are to take place. When reporting its recommendations to the general meeting, the nomination committee should also provide an account of how it has carried out its work.

The work of the nomination committee

The chairman of the nomination committee is responsible for organising the work of the committee. According to Kitron's articles of association the chairman of the nomination committee shall be elected by the general meeting.

The nomination committee should ensure that it has access to the expertise required in relation to the duties for which the committee is responsible. The nomination committee may make use of resources available in the company or may seek advice and recommendations from sources outside of the company.

The nomination committee is expected to monitor the need for any changes in the composition of the board of directors and to maintain contacts with various shareholder groups, members of the board and with the company's executive management. The board's report on its self-evaluation should be considered carefully by the nomination committee.

In carrying out its work, the nomination committee should actively seek to represent the views of shareholders in general, and should ensure that its recommendations are endorsed by the largest shareholders.

Kitron provides information on its web site about the composition of the nomination committee and any deadlines for submitting proposals to the committee.

Composition of the nomination committee

The candidates for election to the nomination committee shall be put forward by the nomination committee itself. 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. A board member who is member of the nomination committee should not stand for reelection.

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.



Name and address of shareholder:

*Notice of attendance by 25 April 2008 at 16:00.
If you wish to attend the annual 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 menu item Investor Relations, Register AGM*

Notice of attendance at the annual general meeting of Kitron ASA on 29 April 2008 at 09:30

The annual general meeting takes place at the conference center, Hotel Continental, Stortingsgaten 24/26, Oslo.

Please note that the interim report for first quarter 2008 will be presented on the same day and place at 08:30.

- 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	^{x)} Signature and name in block letters of person attending
^{x)} <i>To be signed only when notifying own attendance. To grant proxy use the form overleaf</i>		

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 25 April 2008 at 16:00.
If you wish to attend the annual 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 29 April 2008 at 09:30

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 annual general meeting on 29 April 2008.

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. Approval of the annual financial statements and the annual report for 2007		
5a. Recommended executive remuneration policy		
5b. Mandatory executive remuneration policy		
6. Remuneration to the board of directors		
7. Remuneration to the nomination committee		
8. Remuneration to the auditor		
9. Authority to the board to issue shares		
10. Authority to the board to buy own shares		
11. Mandate for the nomination committee		
12. Election of board member		

_____	_____	x)
Place	Date	Signature and name in block letters
		x) 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.