

**On 10 May 2007 at 17.00, an ordinary General Meeting was held in Ekornes ASA (org. no. 964 976 430) at Ekornes-bua, Brunholmgt. 8, Ålesund, Norway.**

The ordinary General Meeting had been convened by written notice sent on 25 April 2007 to all shareholders with a known address. The annual report and accounts for 2006 with the auditors' report were enclosed with the notice convening the General Meeting. Notice of the General Meeting was also inserted in three Norwegian daily papers, Sunnmørsposten, Aftenposten and Dagens Næringsliv, on 26 April 2007.

## **1. Registration of Participants at the General Meeting.**

The General Meeting was opened by Olav Kjell Holtan, the Chairman of the Board of Directors.

The participants attending the General Meeting were registered. A list was prepared of attending shareholders and representatives of shareholders with a statement of the number of shares and votes that each represented. The list is enclosed with the minutes of the General Meeting.

A total of 12,684,223 shares out of the company's 36,826,753 shares were represented, with 11,089,607 of the shares being represented by proxy. The represented shares constitute 34.44% of the total shares.

8 personal shareholders with voting right attended the General Meeting.  
45 shareholders were represented by proxy.

In addition, the following members of the Board of Directors participated in the General Meeting:

Carl Graff-Wang, Torger Reve, Arnstein Johannessen, Tone Helen Hanken, Ragna Skarshaug and observer Jan Ness.

The company's Chief Executive Officer Nils-Fredrik Drabløs, Chief Financial Officer Robert Svendsen and State-Authorised Public Accountant Rune Grøvdal from KPMG AS, Ålesund, also attended the General Meeting.

The proxies were reviewed and approved.

There were no comments on the notice convening the General Meeting or on the agenda.

## **2. Election of a Chairman of the Meeting.**

Olav Kjell Holtan was elected unanimously as the chairman of the meeting.

Jostein Ekornes was elected unanimously to sign the minutes together with the chairman of the meeting.

The chairman of the meeting declared that the General Meeting had been lawfully convened.

### 3. The Annual Report and Accounts for 2006.

The Directors' Annual Report, the audited profit and loss account for 2006 and the balance sheet as at 31 December 2006 for Ekornes ASA with the recommendation for allocation of the profit for the year were reviewed.

The chairman of the meeting referred to the auditors' report, which had been sent to the shareholders in advance. The General Meeting adopted the auditors' report.

The profit and loss account and balance sheet presented for Ekornes ASA, including the recommended allocation of the profit for the year for Ekornes ASA were subsequently put to the vote, and the following unanimous resolution was adopted:

**Resolution:** The profit and loss account and balance sheet presented for Ekornes ASA, including the recommendation for allocation of the profit for the year for Ekornes ASA, were approved as the company's profit and loss account for 2006 and its balance sheet as at 31 December 2006.

The Board of Directors' recommendation for distribution of a dividend of NOK 7.50 per share was put to the vote.

**Resolution:** A dividend of NOK 7.50 per share will be distributed to shareholders registered as at 10 May 2007.

The consolidated annual report and accounts presented for the Group with the consolidated profit and loss account for 2006 and the consolidated balance sheet as at 31 December 2006 were subsequently put to the vote, and the following unanimous resolution was adopted:

**Resolution:** The consolidated profit and loss account and balance sheet presented for the Group were approved as the company's consolidated profit and loss account for 2006 and its consolidated balance sheet as at 31 December 2006.

### 4. The Board of Directors' Declaration on Remuneration to Senior Executives.

The Board of Directors in Ekornes ASA presented to the ordinary General Meeting for 2007 the following declaration on the determination of salary and other remuneration to senior executives pursuant to Section 6-16a. of the Norwegian Act relating to Public Limited Companies:

**"Declaration on the determination of salary and other remuneration to the Chief Executive Officer and other senior executives.**

The principal element of the executive pay policy for Ekornes ASA and its subsidiaries is that the executives must be offered competitive terms, based on the pay level for corresponding positions in the countries in which the position is located.

The company has established performance-linked annual bonus schemes. The bonus scheme for the Chief Executive Officer and for parts of the Group Management is based on the Group's annual return on total assets. This constitutes a significant part of the annual remuneration paid to executives in

charge of profit centres. Adjustments of salary and remuneration to all executives at Group Management level generally follow the development in prices, wages and salaries in the countries in which the position is located.

Salary and other remuneration paid to the Chief Executive Officer in Ekornes ASA, as well as any adjustment hereof, are discussed and determined once a year by the company's Board of Directors.

The remuneration consists of a fixed salary part as well as an annual bonus based on the company's return on total assets. With effect as from 2007, the Board of Directors has decided to make a change to the Chief Executive Officer's bonus scheme, so that the bonus will be halved, whereas the fixed monthly remuneration will be increased correspondingly by NOK 65,000.00 a month to NOK 185,868.00 a month.

The pay terms for executives below the level of Chief Executive Officer and the bonus conditions for these executives are fixed by the Chief Executive Officer in accordance with the above guidelines. At lower levels, the conditions are fixed by the managers in charge in consultation with the Chief Executive Officer.

The company offers a contribution-based pension scheme for all employees in Norway, including the management. Employees with a salary level above 12G are also offered a supplementary pension scheme that reflects the salary level. The company is concurrently considering whether to continue this scheme, which will depend on a political decision about the tax rules attached to schemes of this type.

The company has an agreement with the Chief Executive Officer that he will retire from his position when he attains 65 years of age at the end of 2009. The agreement includes pay conditions until the Chief Executive Officer attains 67 years of age at the end of 2011. In addition, the Chief Executive Officer has an agreement with the company under which it will pay a supplementary pension of NOK 214,000.00 per annum to the Chief Executive Officer from when he has attained 67 years of age and for a period of 10 years. The amount will be indexed from and including 1998.

The Chief Executive Officer has a period of notice of 6 months if he himself gives notice to quit his position and a period of notice of 12 months if the company gives notice of dismissal of the Chief Executive Officer.

#### Long-term bonus/options scheme.

On 11 May 2005, the company's Board of Directors decided to establish a long-term bonus scheme, which can be converted into options and which covers the Group Management and the Market Managers.

The bonus will be earned over the years 2005, 2006 and 2007, and it will depend on the Group's pre-tax profit margin. The bonus will be calculated as a percentage of the annual salary for the individual executive, and the percentage will depend on the operating margin realised by the Group.

Payment of the bonus will be triggered if the price of the Ekornes share stays above NOK 170.00 on average over a period of 20 consecutive trading days in the period from and including 2005 to the end of 2008. Any payment of bonus will only be made after the Board of Directors has reviewed the annual accounts for 2007.

As at 31.12.2006, NOK 14.9 million has been allocated to cover any bonus payable to the Group Management and to the Market Managers. The Chief Executive Officer will have earned a bonus of NOK 1.75 million as at the same date, provided that the conditions have been met.

The bonus may be converted into an option at the beneficiary's choice. The number of shares that may be acquired is 0.044 share per NOK 1.0 bonus earned. The purchase price is NOK 140.00 per share.

The company has established a corresponding scheme for the rest of its employees.

Details about the schemes are found at the company's website and have also been included in the annual reports for 2005 and 2006."

The Board of Directors recommends that the General Meeting adopt the following

**Resolution:** By a consultative ballot, the General Meeting approves the Board of Directors' declaration on the determination of salary and other remuneration to senior executives.

#### 5. Fees to the Board Members, Accountants and Nomination Committee.

A motion was submitted on payment of a fee of NOK 200,000.00 to the Chairman of the Board of Directors and NOK 120,000.00 to the ordinary members of the Board of Directors as well as NOK 60,000.00 to the observer. Externally elected members of the Board of Directors will receive a fee of NOK 10,000.00 per meeting day.

**Resolution:** The fees to the members of the Board of Directors will be fixed at NOK 200,000.00 for the Chairman of the Board of Directors and NOK 120,000.00 for ordinary members of the Board of Directors as well as NOK 60,000.00 for the observer. Furthermore, externally elected members of the Board of Directors will receive a fee of NOK 10,000.00 per meeting day except for the Chairman of the Board of Directors, who will receive an hourly fee of NOK 1,400.00.

It was moved that the fee for the company's accountants, KPMG AS, Molde, be fixed at NOK 1,023,000.00 for ordinary auditing.

As remuneration for the company's Nomination Committee, it was moved that a fee of NOK 30,000.00 be paid to the Chairman of the Nomination Committee and that a fee of NOK 20,000.00 be paid to ordinary members of the Nomination Committee.

The motion was subsequently put to the vote, and the following unanimous resolution was adopted:

**Resolution:** The fee for the company's accountants, KPMG AS, Molde, was fixed at NOK 1,023,000.00 for ordinary auditing.

Remuneration for the company's Nomination Committee was fixed at a fee of NOK 30,000.00 for the Chairman of the Nomination Committee and a fee of NOK 20,000.00 for ordinary members of the Nomination Committee.

## 6. Election of Members of the Board of Directors.

The chairman of the meeting presented the Nomination Committee's unanimous nominations.

The Nomination Committee unanimously nominates Torger Reve for re-election as member of the Board of Directors for a new term of two years. The Nomination Committee also unanimously nominates Gry Hege Sølsnes as member of the Board of Directors for a term of two years and Kjersti Kleven as regularly attending deputy member of the Board of Directors for a term of two years.

The following unanimous resolution was adopted:

**Resolution:** Torger Reve will be elected as a member of the company's Board of Directors for a term of 2 years.  
Gry Hege Sølsnes will be elected as a member of the company's Board of Directors for a term of 2 years  
Kjersti Kleven will be elected as regularly attending deputy member of the company's Board of Directors for a term of 2 years.

522,862 votes abstained from voting.

## 7. Power of Attorney for Capital Increase and Acquisition of Own Shares

Based on the company's obligations in accordance with the adopted long-term bonus/options schemes, the Board of Directors moves that the General Meeting grant the Board of Directors a power of attorney to increase the company's capital and acquire own shares.

The Board of Directors finds that the power of attorney to acquire own shares is necessary if the company is to be able to finance the adopted incentive schemes. It is proposed that the shareholders' right of pre-emption should be derogated from to meet the purpose of the power of attorney, which is to increase the company's capital.

### Power for Attorney for Capital Increase through Subscription for New Shares

The Board of Directors moves that the General Meeting adopt the following

**Resolution:** *"The company's Board of Directors will be granted a power of attorney to increase the company's capital by subscription for new shares pursuant to Section 10-14 of the Norwegian Act relating to Public Limited Companies on the following terms:*

- a) *The share capital may be increased by a total of up to NOK 1,600,000 in one or several rounds by the issue of maximum 1,600,000 shares at NOK 1. However, the power of attorney shall be limited, so that the Board of Directors' total acquisition and issue of shares in accordance with the resolution adopted at the General Meeting held on 10 May 2007 cannot exceed a maximum total of 1,600,000 shares.*

- b) *The power of attorney shall remain in force until the holding of the ordinary General Meeting in 2008, however, not beyond 30 June 2008.*
- c) *The shareholders' right of pre-emption pursuant to Section 10-4 of the Norwegian Act relating to Public Limited Companies may be derogated from.*
- d) *The power of attorney comprises a capital increase in the form of non-cash contributions or a right to incur special obligations for the company pursuant to Section 10-2 of the Norwegian Act relating to Public Limited Companies.*
- e) *The power of attorney does not comprise a resolution on a merger pursuant Section 13-5 of the Norwegian Act relating to Public Limited Companies.*
- f) *The power of attorney must have been registered with the Norwegian Register of Business Enterprises before shares may be acquired in accordance with the power of attorney, cf. Section 10-16 of the Norwegian Act relating to Public Limited Companies.*

397,662 votes abstained from voting.  
125,200 votes voted against the motion.

### **Power of Attorney to Acquire Own Shares**

The Board of Directors moves that the General Meeting adopt the following

**Resolution:** *"The company's Board of Directors will be granted a power of attorney to acquire the company's own shares pursuant to Section 9-4 of the Norwegian Act relating to Public Limited Companies on the following terms:*

- a) *The maximum nominal value of the total number of shares that the company may acquire shall be NOK 1,600,000. However, the power of attorney shall be limited, as the Board of Directors' total acquisition and issue of shares in accordance with the resolution adopted at the General Meeting held on 10 May 2007 cannot exceed a total of 1,600,000 shares.*
- b) *The power of attorney shall remain in force until the ordinary General Meeting is held in 2008, however, not beyond 30 June 2008.*
- c) *The minimum and maximum amounts payable for the individual share shall be NOK 30.00 and NOK 200.00 respectively.*
- d) *The power of attorney shall apply to acquisitions directly from shareholders, to compulsory sales and to gift transfers. The Board of Directors will decide if and, if so, in what ways own shares are to be acquired and sold. Own shares may not be acquired by subscription.*
- e) *New own shares may be acquired in replacement of own shares that are sold, cf., however, the limitation to the power of attorney in point a).*
- f) *The power of attorney must have been registered with the Norwegian Register of Business Enterprises before shares may be acquired in accordance with the power of attorney, cf. Sub-section 9-4 (4) of the Norwegian Act relating to Public Limited Companies.*

397,662 votes abstained from voting.  
125,200 votes voted against the motion.

There was no other business to be transacted, and the chairman of the meeting declared that the General Meeting was closed.

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Olav Kjell Holtan

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Jostein Ekornes