

**On 15 May 2008 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 24 April 2008 to all shareholders with a known address. The annual report and accounts for 2007 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 24 April 2008.

## **1. Registration of Participants at the General Meeting, resolution of notice and agenda.**

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 18,664,523 shares out of the company's 36,826,753 shares were represented, with 16,890,468 of the shares being represented by proxy. The represented shares constitute 50,68% of the total shares.

9 personal shareholders with voting right attended the General Meeting. 75 shareholders were represented by proxy.

In addition, the following members of the Board of Directors participated in the General Meeting:  
Gry Hege Sølsnes, Kjersti Kleven, Tone Helen Hanken, Arnstein Johannessen and Atle Berntzen.

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.

The notice convening the General Meeting and the agenda were resolved by 17,567,014 votes. 1,097,509 votes abstained from voting.

## **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 2007.

The Directors' Annual Report, the audited profit and loss account for 2007 and the balance sheet as at 31 December 2007 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 2007 and its balance sheet as at 31 December 2007.

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 15 May 2008.

19,711 votes abstained from voting.

The consolidated annual report and accounts presented for the Group with the consolidated profit and loss account for 2007 and the consolidated balance sheet as at 31 December 2007 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 2007 and its consolidated balance sheet as at 31 December 2007.

### 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 2008 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 main element of the management pay policy that has been established at Ekornes ASA and its subsidiaries is to offer members of the management competitive terms, based on the salary levels of equivalent positions in the countries where the position is placed.

The company has established schemes whereby the annual bonus is tied in with Ordinary General Meeting in Ekornes ASA, 15.05.08

achieved results. The bonus scheme for the CEO and parts of the group management is based on the group's annual return on total assets. This is a significant proportion of the annual compensation package for managers of profit centres. Adjustments to salaries and compensation packages at all levels of the group management largely follow the price and salary developments in the countries where the position is placed.

Salary and other remuneration, and any adjustments to these, payable to the CEO in Ekornes ASA are considered and determined once a year by the Company's board of directors. The compensation package consists of a fixed element plus an annual bonus based on the Company's rate of return on assets (ROA). The board of directors has, with effect from 2007, adopted an adjustment to the CEO's bonus scheme involving a 50 per cent reduction in the bonus, whereas the fixed monthly compensation is increased accordingly with NOK 65,000, totalling NOK 190,703 per month.

The CEO determines salaries immediately below CEO level and establishes bonus schemes for these positions consistent with the above guidelines. At lower levels salary scales are determined by the relevant members of management in consultation with the CEO.

The Company offers a defined-contribution pension scheme to all its employees in Norway, including the management. Employees whose salary level exceeds 12 times the National Insurance Scheme's basic amount will, as of 2007, receive an additional salary compensation as a substitute for previous pension coverage exceeding 12G, when this was removed due to changes in the tax rules. This change will not substantially affect the company or its shareholders.

The Company and the CEO have agreed that he will vacate his position at the age of 65, at the end of 2009. The agreement comprises salary conditions up to the age of 67, or 2011. From the age of 67 and for a further 10 years, the CEO will receive NOK 214,000 per annum in addition to the benefits paid under the group pension scheme. The amount is to be regulated in line with the consumer price index, effective from 1998.

The CEO is obliged to give 6 months notice if he terminates his employment and is entitled to 12 months severance pay if his employment is terminated by the Company.

#### **Long-term bonus and option schemes**

On 11 May 2005 the company's board of directors resolved to introduce a long-term bonus scheme, which is convertible to options for the group management and marketing managers.

The bonus is earned during the years 2005, 2006 and 2007 and is contingent on the group's pre-tax profit margin. It will be calculated as a percentage of the involved employees' annual salary, and the percentage will depend on the group's achieved operating profit margin.

The bonus will be disbursed when the average price of the Ekornes share remains at NOK 170 per share over a period of 20 consecutive trading days at the stock exchange between 2005 and the end of 2008 inclusive. So far, this condition has not been met.

As of December 31 2007, NOK 21,5 million, including social costs, have been allocated to cover payment of any bonus to the group management and marketing managers. The CEO has accrued a bonus of NOK 2,1 million in relation to this scheme as of the same date, provided that the conditions have been met.

The bonus may be converted to an option if the recipient so desires. The number of

shares that may be bought is 0.044 share for each earned bonus krone (1 NOK). The purchase price is NOK 140 per share.

The company has introduced a similar scheme which applies to the remainder of the company's employees.

The company's website contains further information about the schemes, and a description of the schemes has been included in the 2005, 2006 and 2007 Annual Reports.

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 1,171,000.00 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 1,171,000.00 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. Regulation change

§ 9 in the Company's Articles of association reads:

An election committee shall make recommendations to the general meeting regarding selection in the event of the election of shareholders' members to the board of directors.

The election committee shall consist of 4 – four – members elected by the general meeting. The members shall be shareholders or shareholders' representatives.

In the event that one or more members retire from the committee, new members shall be elected at the next general meeting. The instructions for the election committee's work shall be adopted by the general meeting.

If a corporate assembly is established in the company, the election committee's function ceases to exist and it will be wound up from the point in time the general meeting determines.

A motion exists to omit the following point:

"When one or more election committee members resign from the committee, new members are chosen at the next General Meeting."

And be replaced with:

"The members are chosen for an operational period of 2 – two – years."

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

**Resolution:** Paragraph 3 in § 9 in the Company's Articles of association which reads "When one or more election committee members resign from the committee, new members are chosen at the next General Meeting" is to be replaced with "The members are chosen for an operational period of 2 – two – years."

1,302,947 votes voted against the motion.

## 7. 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 Olav Kjell Holtan for re-election as member of the Board of Directors for a new term of two years. The Nomination Committee also unanimously nominates Stian Ekornes as member of the Board of Directors for a term of two years and Nora Førisdal Larssen as regularly attending deputy member of the Board of Directors for a term of two years.

The following resolution was adopted:

**Resolution:** Olav Kjell Holtan will be elected as a member of the company's Board of Directors for a term of 2 years.

Stian Ekornes will be elected as a member of the company's Board of Directors for a term of 2 years  
Nora Førisdal Larssen will be elected as regularly attending deputy member of the company's Board of Directors for a term of 2 years.

1,075,040 votes abstained from voting.

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