

TOMRA SYSTEMS A/S AGM Date: 2013-04-22

1 Opening of the general meeting by the chairman of the board of directors. Registration of attending shareholders, including shareholders represented by proxy For

2 Election of the chairperson of the meeting. For

3 Election of one person to sign the minutes of the general meeting together with the chairperson of the meeting. For

4 Approval of the notice of the meeting and the agenda For

5 Report by the management on the status of the company and the group For

6 Shareholders' proposal on sales of tobacco sorting machines Abstain

Australian Ethical Investment Limited proposed that TOMRA, within 6 months of the date of this AGM, will not: (1) sell tobacco sorting machines to the tobacco industry; or (2) renew or enter into any new service contracts for tobacco sorting machines; however, existing contractual arrangements to service machines that have already been sold can be honored.

The proponent argues that this involvement not only presents reputational risks for TOMRA and its shareholders, it is in conflict with the sustainable strategy of the organisation, a concept that has underpinned the company's core activities. While the tobacco industry is in decline in developed countries, it is expanding its reach in emerging economies. Technologies that facilitate tobacco manufacture are therefore contributing to the devastating health and social impacts associated with tobacco consumption. A company like TOMRA that has grown significantly through its state-of-the-art recycling solutions has little to gain from its association with tobacco companies. The company argues that it is the view of the Board of Directors that decisions concerning TOMRA Systems' business portfolio and related activities lie with the Board.

7 Approve the annual accounts and the annual report for 2012 for the company and the group, including proposal for declaration of dividend For

8 Advisory vote regarding declaration from the Board of directors on the fixing of salaries and other remunerations to leading personnel and binding vote regarding remuneration in shares to all employees Oppose

The company is seeking shareholders' approval of its guidelines for executive remuneration and also of the continuation of the all-employee share purchase programme. It is regrettable that these two resolutions have been bundled, as it is considered best practice to allow shareholders a vote on each proposal. Shareholders are asked to approve the principles for remuneration to the executives. Total executive remuneration consists of: fixed salary; short-term remuneration; long-term remuneration; pension and other benefits. The short-term remuneration is paid out in cash and capped to a maximum level of 50% of fixed salary. The long-term variable remuneration is capped at one time fixed salary. The company has not disclosed any performance targets for the short-term variable remuneration, neither for the long term incentive plan. In this proposal, the Board of Directors is also seeking shareholder approval to sell shares to employees under a share saving programme at up to 16.67% discount on the market price, subject to retaining the shares for a minimum of one year. The total distribution of shares is limited to 500,000 per year and will be sold from the company's treasury shares. Whilst the authority sought by the company to sell shares under the share save programme meets guidelines, there are concerns regarding

the lack of disclosure regarding the variable components of executive remuneration. In light of these concerns, and the presentation of advisory and binding approvals within a single resolution. Triodos opposes.

9 Determination of remuneration for the board of directors **For**

10 Determination of remuneration for the nomination committee **For**

11 Determination of remuneration for the auditor **Abstain**
KPMG proposed. Non-audit fees were approximately 52% of audit and audit related fees during the year under review. This level of non-audit fees may create a potential for conflict of interest on the part of the independent auditor.

12 Elect members of the board of directors **For**
There is sufficient independent representation on the Board.

13 Election of members of the nomination committee **Oppose**
According to the Norwegian Corporate Governance Code, a listed company should have a nomination committee elected by the general meeting, to propose candidates to the corporate assembly and the board of directors. The company recommends that the following nominees are re-appointed: Tom Knoff (chairman), Eric Douglas (member) and Hild Kinder (member). Insufficient biographical information has been disclosed.

14 Authorise the acquisition and disposal of treasury shares **For**

15 Authorisation regarding private placements of newly issued shares in connection with mergers and acquisitions **For**

16 Deadline for calling an extraordinary general meeting until the next annual general meeting **For**