



I.M. SKAUGEN

To the shareholders of I.M. Skaugen ASA

NOTICE OF ORDINARY ANNUAL GENERAL MEETING

Notice is hereby given to the shareholders of I.M. Skaugen ASA that an Ordinary Annual General Meeting of the shareholders is to be convened on Wednesday 1 March 2006, at 16:00 p.m. The Ordinary Annual General Meeting will be held at the Company's offices at Karenslyst Allé 8B, Skoyen, in Oslo.

The Board of Directors proposes the following agenda:

- 1) **Opening of the meeting**
- 2) **Election of the chairperson for the meeting**
- 3) **Election of a shareholder to sign the minutes jointly with the chairperson**
- 4) **Approval of the meeting notice and the agenda of the meeting**
- 5) **Update on the activities of the group**
- 6) **Approval of the annual report and accounts**
- 7) **Approval of the directors' remuneration and auditor fees**
- 8) **Election of the Board of Directors**
Erik Eik, Jon-Aksel Torgersen and Bertel O. Steen are up for re-election.

Proposed resolution:

Erik Eik, Jon-Aksel Torgersen and Bertel O. Steen are re-elected to two years.

The members of the Board of Directors are thus the following:

Erik Eik	(for election in 2008)
Jon-Aksel Torgersen	(for election in 2008)
Bertel O Steen	(for election in 2008)
Karen Helene Ulltveit-Moe	(for election in 2007)
Morits Skaugen	(for election in 2007)
Nils Gregusson	(for election in 2007)
Christian Wessel	(for election in 2007)

- 9) **Split of the company's shares**
To increase the liquidity of the company's shares the Board of Directors proposes to split the IMSK share so that 1 old share yields 4 new shares with a face value of NOK 15.00 per share. The share split will be carried out based on the company's number of shares registered as of the day the resolution is approved by the shareholders meeting.

The last day for trading IMSK shares with face value NOK 60.00 per share will be 1st March 2006 and the first day for trading IMSK shares with face value 15.00 per share will be 2nd March 2006.

The Board of Directors is given the authorisation to amend Article 4 of the Articles of Association accordingly.

10) Authorisation to acquire the Company's treasury shares

On 1 March 2005, the company's Ordinary Annual General Meeting granted the Board the authority to acquire treasury shares. The Board of Directors believes that the acquisition of the Company's treasury shares may be right for the Company with a view, inter alia, to improving the shareholders' return. The Board of Directors proposes that this authorisation be renewed. This also assures the company greater financial flexibility. The acquisition of the Company's own shares can for example be relevant in a situation where the Company's equity- and liquidity situation is good, while at the same time there is a limited supply of attractive investment opportunities.

The Board of Directors proposes therefore that the Annual General Meeting passes the following resolution:

- a) The Board of Directors of I.M. Skaugen ASA is hereby granted authorisation to acquire on behalf of the Company up to 2.660.920 of the Company's treasury shares (adjusted for share split in accordance with item 9 on the agenda for today's annual general meeting) with a total nominal value of NOK 39,913,800, corresponding to 10% of the Company's current share capital.
- b) The highest price that may be paid per share is NOK 200, and the lowest price is NOK 1.
- c) The acquisition and disposal of the Company's treasury shares may be carried out as deemed appropriate by the Board of Directors not, however, by subscription for the Company's treasury shares.
- d) The authorisation shall remain in effect for 18 months from 1 March 2006.
- e) The authorisation for acquiring treasury shares dated 1 March 2005 is suspended.

The authorisation is registered in the Register of Business Enterprises.

Pursuant to Section 6 of the Articles of Association, shareholders who wish to participate at the Ordinary General Meeting themselves or by proxy must use the enclosed form (enclosure 1). A proxy may also be submitted to the Board Chairman, Mr. Erik Eik.

Reply coupon must be registered with Nordea Bank Norge ASA, Securities Services, P.O.Box 1166 Sentrum, 0107 Oslo, Norway, telefax 22 48 63 49, no later than Monday 27 February 2006, at 1600 hours.

Oslo, 7 February 2006
The Board of Directors
I.M. Skaugen ASA