



To the shareholders of I.M. Skaugen SE

## NOTICE OF ORDINARY ANNUAL GENERAL MEETING

Notice is hereby given to the shareholders of I.M. Skaugen SE that an Ordinary Annual General Meeting of the shareholders is to be convened on Monday 3 March 2008, at 16:00 hrs. The Ordinary Annual General Meeting will be held at the Company's offices at Karenslyst Allé 8B, Skøyen, 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, including allocation of the profit for I.M. Skaugen SE, and payment of dividend of NOK 1.75 per share**
- 7. Guidelines for determining the remuneration for employees in leading positions in I.M. Skaugen SE (see attachment)**
- 8. Approval of the directors' remuneration and auditor fees**
- 9. Election of the Board of Directors**  
Erik Eik, Jon-Aksel Torgersen, Karen Helene Ulltveit-Moe, Bertel O. Steen jr, Liselott Kilaas, Ingelise Arntsen and Christian Wessel are board members today.

***Proposed resolution:***

Erik Eik, Jon-Aksel Torgersen, Bertel O. Steen jr. and Liselott Kilaas are re-elected as members of the Board of Directors for two years, and Morits Skaugen is re-elected as deputy member of the Board of Directors for two years.

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

<i>Erik Eik</i>	<i>(for election in 2010)</i>
<i>Jon-Aksel Torgersen</i>	<i>(for election in 2010)</i>
<i>Bertel O Steen jr.</i>	<i>(for election in 2010)</i>
<i>Karen Helene Ulltveit-Moe</i>	<i>(for election in 2009)</i>
<i>Liselott Kilaas</i>	<i>(for election in 2010)</i>

*Morits Skaugen, deputy*

*(for election in 2010)*

**10. Authorisation to acquire the Company's treasury shares**

On 1 March 2007, 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 SE is hereby granted authorisation to acquire on behalf of the Company up to 2,727,588 of the Company's treasury shares with a total nominal value of NOK 40,913,820 corresponding to 10 per cent 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 3 March 2008.
- e) The authorisation for acquiring treasury shares dated 1 March 2007 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 Thursday 28 February 2008, at 16:00 hrs.

Oslo, 5 February 2008  
**The Board of Directors**  
**I.M. Skaugen SE**

## **Guidelines for determining the remuneration for employees in leading positions in I.M. Skaugen SE**

In accordance with the regulations in Paragraph 6-16a in the Norwegian Joint Stock Public Company Laws, the Board of Directors hereby provide the following statement regarding the company's guidelines for determining remuneration for employees in leading positions.

A survey of the actual compensations paid certain leading employees during 2007 is given in note 4 in the parent company's annual report. This note also includes a description of pensions and post employment benefits for leading employees.

The actual compensation for the leading employees for 2007 has been in accordance with the principles outlined to the shareholders' meeting on 1 March 2007. The Board of Directors is satisfied with the way leading employees are compensated and does not see any reasons for changing the principles on how leading employees are compensated.

### ***General principles***

The Board of Directors wants the compensation package for leading employees to consist of a fixed salary and a bonus element, which is dependent on the results achieved, with the fixed component normally lower than the bonus element. The total compensation shall be competitive in order to attract and keep the best managers. The bonus for leading employees is determined yearly after the annual accounts for the preceding year have been approved.

The bonus for the Chief Executive Officer is determined by the Board of Directors based on a subjective evaluation of the efforts exerted, in relation to achievements of goals, developments of the company's results, cash flow, and the creation of values for the shareholders.

The bonus for other leading employees is determined by the Chief Executive Officer according to the same criteria as those used to determine the bonus for the Chief Executive Officer.

The company does not have a stock option plan or other compensation plans which are directly related to the company's share price. The board of Directors does not, for the time being, want to offer leading employees a stock option plan or other compensation plans which are directly related to the company's share price.

The Board of Directors does not, as a general guideline, want any leading employees to have significant benefits in kind.

### ***Post employment benefits and pensions***

A post employment benefit scheme is established for the Chief Executive Officer and the Chief Operating Officer. This is done in order to have clear policies and guidelines in case the Board of Directors should want to terminate the employments.

The company has established a collective pension plan for all employees. This is a Defined Benefit plan which secures the employees 70% of the salary at the time of retirement, limited to 12 times the base in the Public Pension Scheme (12G).

For the Chief Executive Officer, there are two additional pension arrangements. One is an option for the Chief Executive Officer to retire at the age of 60 keeping 66% of his salary until the age of 67. In this period, the Board of Directors may also require the Chief Executive Officer to retire. In addition, the company is committed to pay a yearly amount into a private pension plan so long as the Chief Executive Officer is employed by the company.



**I.M. SKAUGEN**

**Shareholder's full name and address**

**NOTICE OF ORDINARY  
GENERAL MEETING  
3 March 2008**

**Ordinary General Meeting in I.M. Skaugen SE to be held on Monday 3 March 2008 at 16:00 hrs. at the Company's offices at Karenslyst Allè 8B, Skøyen, in Oslo**

**ATTENDANCE SLIP – I.M. Skaugen SE – Ordinary General Meeting**

The Attendance slip must be returned to Nordea Bank Norge ASA no later than 16:00 hrs. on Thursday 28 February 2008. Address: Nordea Bank Norge ASA, Securities Services, P.O.Box 1166 Sentrum, 0107 Oslo, Norway. Telefax +47 22 48 63 49.

The undersigned will attend I.M. Skaugen SE's Ordinary General Meeting on Monday 3 March 2008 and

**Shareholder's personal number/reference number/full name and address**

vote for my/our shares

Number of shares as per 03 March 2008:

Vote for shares in accordance with proxy(ies) enclosed

\_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature

When signed by a power of attorney, this shall be documented either by a company certificate or a power of attorney

**PROXY – I.M. Skaugen SE – Ordinary General Meeting**

Shareholders who are unable to attend the Ordinary General Meeting, may execute a proxy in the name of any other person attending the meeting.

The proxy must be returned to Nordea Bank Norge ASA no later than 16:00 hrs. on Thursday 28 February 2008. Address: Nordea Bank Norge ASA, Securities Services, P.O. Box 1166 Sentrum, 0107 Oslo, Norway. Telefax +47 22 48 63 49.

The undersigned shareholder in I.M. Skaugen SE hereby authorises:

**Shareholder's personal number/reference number/full name and address**

Chairman of the Board

President and Chief Executive Officer

Other person (name) .....

to attend and vote on my/our behalf at I.M. Skaugen SE's Ordinary General Meeting on Monday 3 March 2008

Number of shares/votes as per 03 March 2008:

\_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature

When signed by a power of attorney, this shall be documented either by a company certificate or a power of attorney