TOMRA

REF. NO: XXXXXX PIN CODE: XXXX

ORDINARY GENERAL MEETING IN TOMRA Systems ASA will be held on 23 April 2015 at 13:30 CET at TOMRA, Drengsrudhagen 2, 1372 Asker, Norway. Record date is 16 April 2015

If the shareholder is a legal entity, please name the person who will represent the entity: ____________________

Name of person representing the entity
(To grant proxy, use the proxy form below)

NOTICE OF ATTENDANCE/Voting prior to the meeting

The undersigned will attend the Ordinary General Meeting on 23 April 2015 and vote for:

[XX] own shares
other shares in accordance with enclosed Power of Attorney
A total of ____________________ shares

This notice of attendance must be received by DNB Bank ASA no later than 16:00 CET on 21 April 2015.
Notice of attendance may be sent electronically through TOMRA's website www.tomra.com or through Investor Services. Advance votes may only be cast electronically through www.tomra.com or through Investor Services.
To access the electronic system for notification of attendance through TOMRA's website, the reference number and PIN code must be stated. The Notice of attendance may also be sent by e-mail: genf@dnb.no. Post: DNB Bank ASA, Registrar's Department, POB 1600 Sentrum, 0021 Oslo, Norway.

____

Place/Date Shareholder's signature. (To be signed only by the shareholder who will attend the AGM in person. To grant proxy, use the form below)

Do not cut

PROXY (without voting instructions)

REF. NO: XXXXXX PIN CODE: XXXX

This proxy form is to be used for a proxy without voting instructions. To grant proxy with voting instructions, see page 2.

If you are unable to attend the Ordinary General meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming a proxy holder. In such case, the proxy will be deemed to be given to the Chair of the Board of Directors or a person authorized by him. The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 16:00 CET on 21 April 2015. The proxy may be sent electronically through TOMRA's website www.tomra.com or through Investor Services. It may also be sent by e-mail: genf@dnb.no. Post: DNB Bank ASA, Registrar's Department, POB 1600 Sentrum, 0021 Oslo, Norway.

The undersigned: XX hereby grants (tick one of the two):

☐ The Chairman of the Board of Directors (or a person authorised by him), or

☐ ____________________________________
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Ordinary General Meeting in TOMRA Systems ASA on 23 April 2015.

____

Place/Date Shareholder's signature (Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

PROXY (with voting instructions) **REF. NO:** XXXXXX **PIN CODE:** XXXX

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the Ordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chair of the Board of Directors or a person authorised by him. The proxy must be dated and signed. The proxy form must be received by DNB Bank ASA, Registrar's Department no later than 16:00 CET on 21 April 2015. It may be sent by e-mail: genf@dnb.no. Post: DNB Bank ASA, Registrar's Department, POB 1600 Sentrum, 0021 Oslo, Norway.

The undersigned: XX hereby grants (tick one of the two):

☐ The Chairman of the Board of Directors (or a person authorised by him), or

☐ ______________________________
Name of proxy holder (in capital letters)

a proxy to attend and vote for my/our shares at the Ordinary General Meeting in TOMRA System ASA on 23 April 2015.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off), this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

	AGENDA ORDINARY GENERAL MEETING 2015	For	Against	Abstention
1	Opening of the general meeting by the chairman of the board of directors. Registration of attending shareholders, including shareholders represented by proxy	☐	☐	☐
2	Election of the chairperson of the meeting	☐	☐	☐
3	Election of one person to sign the minutes of the general meeting together with the chairperson of the meeting	☐	☐	☐
4	Approval of the notice of the meeting and the agenda	☐	☐	☐
5	Report by the management on the status of the company and the group	☐	☐	☐
6	Approval of the annual accounts and the annual report for 2014 for the company and the group, including proposal for declaration of dividend	☐	☐	☐
7	Advisory vote regarding declaration from the board of directors on the fixing of salaries and other remunerations to senior executives	☐	☐	☐
8	Binding vote regarding remuneration in shares to senior executives	☐	☐	☐
9	Determination of remuneration for the board of directors	☐	☐	☐
10	Determination of remuneration for the nomination committee	☐	☐	☐
11	Approval of remuneration for the auditor	☐	☐	☐
12	Election of the shareholder elected members of the board of directors	☐	☐	☐
13	Election of members of the nomination committee	☐	☐	☐
14	Power of attorney regarding acquisition and disposal of treasury shares	☐	☐	☐
15	Power of attorney regarding private placements of newly issued shares in connection with mergers and acquisitions	☐	☐	☐
16	Deadline for calling an extraordinary general meeting until the next annual general meeting	☐	☐	☐

____

Place/Date Shareholder's signature (Only when granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

OFFICE TRANSLATION

Notice of annual general meeting in

Tomra Systems ASA

Notice is hereby given by the board of directors for the annual general meeting in Tomra Systems ASA on 23 April 2015 at 13.30 CET at the offices of the company in Drengsrudhagen 2, Asker, Norway. Registration of attendees will take place from 13.00 CET.

<u>The following matters shall be dealt with:</u>

1. Opening of the general meeting by the chairman of the board of directors. Registration of attending shareholders, including shareholders represented by proxy.
2. Election of the chairperson of the meeting.
3. Election of one person to sign the minutes of the general meeting together with the chairperson of the meeting.
4. Approval of the notice of the meeting and the agenda.
5. Report by the management on the status of the company and the group.
6. Approval of the annual accounts and the annual report for 2014 for the company and the group, including proposal for declaration of dividend.
7. Advisory vote regarding declaration from the board of directors on the fixing of salaries and other remunerations to senior executives.
8. Binding vote regarding remuneration in shares to senior executives.
9. Determination of remuneration for the board of directors.
10. Determination of remuneration for the nomination committee.
11. Approval of remuneration for the auditor.
12. Election of the shareholder elected members of the board of directors.
13. Election of members of the nomination committee.
14. Power of attorney regarding acquisition and disposal of treasury shares.
15. Power of attorney regarding private placements of newly issued shares in connection with mergers and acquisitions.
16. Deadline for calling an extraordinary general meeting until the next annual general meeting.

* * *

OFFICE TRANSLATION

INFORMATION ON SHAREHOLDERS' RIGHTS, INCLUDING HOW SHAREHOLDERS MAY PARTICIPATE AND VOTE AT THE GENERAL MEETING

Shares in the company and the right to vote for shares

On the date of this notice there are 148 020 078 issued shares in the company. The company's articles of association do not contain any restrictions on voting rights. Each share gives the right to one vote at the general meeting, cf. the Securities Trading Act section 5-9, second paragraph, nevertheless voting rights may not be used for shares held by the company itself or its subsidiaries. Shareholders are entitled to attend the general meeting and exercise voting rights by attending in person or by proxy.

A shareholder has the right to cast votes for the number of shares owned which are registered in the Norwegian Registry of Securities (VPS) five working days prior to the general meeting (the company's articles of association section 5) – 16 April 2015.

Shareholders' rights

The shareholders' right to add items to the agenda of the general meeting expires 26 March 2015, cf. the Public Limited Liability Act section 5-11 second sentence.

A shareholder may put forward proposals for resolutions relating to matters that are due to be covered at the general meeting.

A shareholder may require board members and the general manager to give available information concerning circumstances that may affect the judgment of:

1. approval of the annual accounts and the annual report;
2. matters submitted to the shareholders for resolution/approval; and
3. the company's financial position, including business activities in other companies of which the company has an involvement in, and other matters to be dealt with by the general meeting, apart from information that cannot be disclosed without causing disproportionate damage to the company.

In the event that it is necessary to collect information and therefore said request for information cannot be met at the general meeting, a written reply shall be drafted within two weeks after the general meeting. The reply shall be made available to the shareholders at the business premises of the company and shall be sent to every shareholder that has requested such information. If the reply is regarded as essential to the judgement and consideration of the matters listed in paragraph 1-3 above, the reply shall be sent to every shareholder with a known address.

Registration to the general meeting and voting by proxy

Shareholders wishing to attend the general meeting, in person or by proxy, may notify the company by using the attached registration form or proxy with the procedures and within the deadlines specified therein. Registration and submitting of the proxy may also be done electronically as described in the attached registration form and proxy.

OFFICE TRANSLATION

* * *

The board of directors' proposal to the annual accounts and annual report for 2014 and the auditor's statement are – in accordance with the company's articles of association section 7 – only available at the company's website **www.tomra.com**. Shareholders who wish to receive the aforementioned documentation by ordinary mail, may contact the company at telephone number +47 66 79 91 00 or **ir@tomra.com.** This notice and attached forms for registration and proxy are also available at the company's website.

The board of directors and the administration welcome all shareholders to attend the ordinary general meeting.

25 March 2015

TOMRA SYSTEMS ASA

The board of directors

OFFICE TRANSLATION

DETAILED ACCOUNTS ON AND PROPOSAL FOR RESOLUTIONS IN CERTAIN MATTERS ON THE ANNUAL GENERAL MEETING IN TOMRA SYSTEMS ASA 23 APRIL 2015

Matter 6: Approval of the annual accounts and the annual report for 2014 for the company and the group, including proposal for declaration of dividend

The annual report with the annual accounts, director's report and auditor's report for 2014 are made available on the company's website.

The board of directors proposes that the general meeting passes the following resolution:

> *"The annual report and annual accounts for 2014 are approved. An ordinary dividend of NOK 1.45 per share shall be distributed. Eligible for dividend for a share is the one being owner of the share by the end of 23 April 2015. The shares will be traded on Oslo Stock Exchange excluding dividend as from 24 April 2015."*

The dividend shall be paid on or about 5 May 2015.

Matter 7: Advisory vote regarding declaration from the board of directors on the fixing of salaries and other remunerations to senior executives

The board of directors has prepared a declaration with guidelines on the fixing of salaries and remunerations to senior executives, cf. the Public Limited Liability Companies Act section 6-16a. The declaration is included in the annual report on page 22 and as a separate annex to the notice (Annex 1). The declaration is only available in English.

The general meeting's approval of the guidelines for the fixing of salaries and remunerations of senior executives is of an advisory nature to the board of directors. However, the approval of the guidelines regarding remuneration in the form of shares, subscription rights, options, and other forms of remuneration linked to shares or the development of the share price in the company or in other companies within the group, are binding for the board of directors, cf. the Public Limited Liability Companies Act section 5-6, subsection 3, third sentence, cf. section 6-16a, subsection 2, fourth sentence.

In accordance with the resolution passed on the annual general meeting in 2008, the company established a share saving program under which employees in the group may purchase shares at a 16.67% discount to market value. The discount is subject to, inter alia, that the employee retains ownership of the shares for at least one year. The program is limited to 500 000 shares per year. The shares will be sold to the employees from the company's holding of treasury shares. Thus, a continuation of the program depends on the general meeting passing a resolution authorising the company to purchase and dispose of treasury shares.

The advisory and binding guidelines are subject to separate votes. The board of directors proposes that the general meeting passes the following resolution with respect to the advisory guidelines:

> *"The general meeting endorses the advisory guidelines in the declaration from the board of directors on the fixing of salaries to senior executives pursuant to the Public Limited Liability Companies Act section 6-16a."*

Matter 8: Binding vote regarding remuneration in shares to senior executives.

Reference is made to matter 7. The advisory and binding guidelines are subject to separate votes. The board of directors proposes that the general meeting passes the following resolution with respect to the binding guidelines:

> *"The general meeting endorses the binding guidelines in the declaration from the board of directors on the fixing of salaries to senior executives pursuant to the Public Limited Liability Companies Act section 6-16a."*

Matter 9: Determination of remuneration for the board of directors

The nomination committee proposes that the general meeting passes the following resolution:

> *"For the period April 2014 to April 2015, the members of the board of directors are remunerated as follows (last year's figures in brackets):*
>
> *Chairman of the board: NOK 575 000 (NOK 560 000)*
>
> *External board members: NOK 410 000 (NOK 400 000)*
>
> *Internal board members: NOK 225 000 (NOK 225 000)*
>
> *In addition, chair persons and external members of the compensation committee, audit committee and corporate responsibility committee are to be given an annual remuneration of NOK 46 000 (NOK 45 000) and NOK 31 000 (NOK 30 000), respectively."*

The nomination committee proposes therefore an increase in the remunerations of approx. 3% which is in line with the expected salary increases in Norway.

The remuneration for internal members of the board is assumed to cover board responsibilities and time for preparation. Time spent in board meetings is assumed to be covered by the employees' normal wages.

Matter 10: Determination of remuneration for the nomination committee

The nomination committee proposes that the general meeting passes the following resolution:

> *"The chairperson and members of the nomination committee are to be given an annual compensation of NOK 62 000 (NOK 60 000) and NOK 41 000 (NOK 40 000), respectively."*

Matter 11: Approval of remuneration for the auditor

The Board proposes that the general meeting passes the following resolution:

> *"The auditor's fee of NOK 1 105 000 for audit of the annual accounts for 2014 of Tomra Systems ASA is approved."*

OFFICE TRANSLATION

Matter 12: Election of shareholder elected members of the board of directors

The nomination committee has recommended the following people as board members in Tomra Systems ASA for the next period:

Chairperson: Jan Svensson (re-election as board member, new election as chairperson)

Board member: Aniela Gabriela Gjøs (re-election)

Board member: Bodil Sonesson (re-election)

Board member: Pierre Couderc (re-election)

Board member: Linda Bell (new election)

CV Linda Bell

2013 -	PhosphonicS Ltd., CEO
2012 – 2013	DS Smith Plastics Ltd., Managing Director, Liquid Packaging & Dispensing
2009 – 2012	Inca Digital Printers Ltd., CEO
2008	Hadham Associates Ltd.; Managing Director
2001 – 2007	Servomex Group Ltd., Managing Director
2000 – 2001	Hadham Associates Ltd., Managing Director
1983 – 2000	Imperial Chemical Industries Plc.
	Member Corporate Divestment team
	Business Director Industrial Surfactants
	Commercial Director PET Films
	Sales Manager, Eastern Europe, Middle East & India, Plastic Films
	Various positions within international sales, research etc.
Education	University of Oxford, Ph.D, Physical Science

Matter 13: Election of members of the nomination committee

The nomination committee has recommended the following people as members of the nomination committee of Tomra Systems ASA for the next period:

Chairperson: Tom Knoff (re-election)

Member: Eric Douglas (re-election)

Member: Hild Kinder (re-election)

Matter 14: Power of attorney regarding acquisition and disposal of treasury shares

The current power of attorney, given to the board on last year's general meeting, to acquire up to 500 000 treasury shares, expires at the general meeting.

The board of directors suggests a new power of attorney to acquire and dispose up to 500 000 treasury shares.

The board of directors requests that shares bought may be utilised for the share saving program described in matter 7 of this notice.

The board of directors proposes that the general meeting passes the following resolution:

> *"In accordance with the Public Limited Liabilities Act section 9-4 the board of directors is hereby granted authority to acquire and dispose of treasury shares. The power of attorney remains in force until the next annual general meeting."*
>
> *The company may acquire shares up to a total par value of NOK 500 000. The price paid for each share may not be less than NOK 10 or higher than NOK 100.*
>
> *The acquisitions shall be made on the stock exchange within a normal spread.*
>
> *Treasury shares may only be disposed of in order to carry out the share saving program for the group's employees.*
>
> *The power of attorney will enter into force once it is registered by the Norwegian Register of Business Enterprises."*

Matter 15: Power of attorney regarding private placements of newly issued shares in connection with mergers and acquisitions

The board of directors has in the last years been authorised to effect share capital increases by private placements of newly issued shares and as compensation for mergers and acquisitions. The current power of attorney expires at this general meeting. The board of directors proposes that a new power of attorney is granted so as to enable the board of directors to effect such actions in the future as well.

The board of directors proposes that the general meeting passes the following resolution:

> *"The board of directors is hereby authorised to increase the share capital by up to NOK 14 802 008 – equivalent to up to 10% of the current share capital – by subscription of new shares. The power of attorney may only be employed in connection with mergers and acquisitions of companies or businesses. The shareholder's pre-emptive rights pursuant to the Public Limited Liability Companies Act section 10-4 may be disapplied. The power of attorney encompasses non-cash share contributions and the right to assume special obligations on the company, as well as a decision on a merger. The power of attorney shall*

> *be valid until the next annual general meeting in the company. If the power of attorney is utilised, the board of directors may amend section 4 of the articles of association accordingly."*

Matter 16: Deadline for calling an extraordinary general meeting until the next annual general meeting

Section 5-11b No. 1 of the Public Limited Liability Companies Act allows the company's general meeting with majority as for amendments of the articles of association and with effect until the next annual general meeting to resolve that notice for an extraordinary general meeting shall be submitted no later than two weeks prior to the meeting, if the board in accordance with section 5-8a of the Public Limited Liability Companies Act has decided that shareholders may participate at the general meeting by use of electronic means and exercise their rights electronically. Out of consideration for the shareholders, the board finds that the general meeting as a main rule shall be called on 21 days notice. Depending on circumstances, it may be necessary to call an extraordinary general meeting on a shorter notice. Hence, the board proposes that the general meeting pass the following resolution:

> *"Until the next annual general meeting the board may decide to send a notice for an extraordinary general meeting no later than 14 days prior to the meeting being held, provided the board in accordance with the provisions of section 5-8a of the Public Limited Liability Companies Act has decided that the shareholders may participate at the general meeting by use of electronic means and electronically exercise their rights as shareholders."*

OFFICE TRANSLATION

Annex 1

PRINCIPLES FOR REMUNERATION OF SENIOR EXECUTIVES 2014-2015

The term “senior executives” applies to the CEO and other members of Group management.

Salary and other employment terms for senior executives shall be competitive to ensure that TOMRA can attract and retain skilled leaders. Salary should include both fixed and variable elements. The fixed salary should reflect the individual’s area of responsibility and performance over time. Principles for remuneration shall be allowed to vary in accordance with local conditions. The remuneration structure shall be based on such factors as position, expertise, experience, conduct and performance. The variable salary shall not exceed 50% of the fixed annual salary and be based on the achievement of specific performance targets by TOMRA Group and/or the respective manager’s unit.

The Board has appointed a Compensation Committee, headed by the Chairman of the Board, to monitor decisions on matters regarding remuneration and terms and conditions for senior executives. The performance goals for the CEO are proposed by the Chairman of the Board and approved by the Board. Goals for the other senior executives are determined by the CEO and reviewed by the Compensation Committee. The goals are operational related to financial targets, such as profit from operating activities, return on capital employed and market related performance objectives.

The CEO’s remuneration package, and any adjustments thereof, are agreed between the CEO and the Chairman and approved by the Board. The remuneration packages for the other senior executives, including adjustments of these, are agreed between the CEO and the respective manager. The terms of these agreements are reviewed first by the Compensation Committee and finally by the Board of TOMRA.

In addition to regular fixed and variable salary, TOMRA has had a cash-based Long Term Incentive Plan (LTIP) since 2010, where managers could receive a bonus based upon the return the company generates for its shareholders measured against NASDAQ. For 2014, the dividend adjusted performance of the TOMRA share needed to exceed NASDAQ by at least 2.5 percent in the period 31 December 2011 to 31 December 2014 to generate earnings under the plan. Full earnings would have been achieved if the over-performance exceeded 20 percent. The TOMRA share increased by 52% in the period, dividend adjusted, while NASDAQ increased 82% during the same period. Consequently no earnings were generated under this plan during 2014.

As communicated in last year’s annual report, the Board has decided to establish a new LTIP-plan, replacing the prior. The new plan is based upon improvements in the Group’s reported EPS. The rationale for changing the plan has been to make the performance metric more relevant for management by measuring success based upon improvements in profit (which management can influence), instead of share price development (which is less influenced by individual performance, particularly when measured against NASDAQ).

Under the new system, the Board has established EPS targets for 2015, 2016 and 2017. The targets are established as intervals, where the participants can earn from 30% (if the minimum target is meet) and up to 100% (if the maximum target is meet) of one year’s salary.
The plan is consequently capped at one year’s salary. 50% of the earnings after tax has to be invested in Tomra shares and must be kept for at least three years. If sold before, all proceeds from the sale belong to TOMRA.

First measurement day will be in February 2016, when actual performance for 2015 is measured against the targets. A detailed calculation of the 2015 performance will be included in the 2015 annual report.

OFFICE TRANSLATION

In addition to fixed and variable salary, other benefits such as company car, health insurance, interest- and installment free loans, newspaper and telephone might be provided. The total value of these benefits should be modest and only account for a limited part of the total remuneration package.

Senior Executives participate in the same pension plans as other employees within the unit in which they are employed. No special pension plans are established for senior executives. The notification period for senior executives shall be three to six months, with the exception of members employed in the US, where fixed length contracts may be utilized.

The CEO is entitled to 12 months' severance pay due to termination by the company. No agreements shall be established that provide members of senior executives any automatic right to more than 24 months of severance pay. A detailed account of the remuneration of each member of senior executives, including the LTIP, is available in note 14 in the financial statements.

Except for the launch of the new LTIP-plan, the principles and guidelines for management remuneration for 2015 have not changed materially from those approved in 2014, which were presented to the general assembly in April 2014. The policies concerning remuneration of senior executives and the setting of salaries have been in line with the established guidelines throughout 2014.

***

REF. NR: XXXXXX PIN KODE: XXXX

ORDINÆR GENERALFORSAMLING
i TOMRA Systems ASA avholdes 23. april 2015
kl. 13:30 hos TOMRA, Drengsrudhagen 2, 1372 Asker.
Registreringsdato er 16. april 2015

Dersom ovennevnte aksjeeier er et foretak, oppgi navnet på personen som representerer foretaket: ______________________________

Navn på person som representerer foretaket
(Ved fullmakt benyttes blanketten under)

MØTESEDDEL/FORHÅNDSSTEMME

Undertegnede vil delta på den ordinære generalforsamling den 23. april 2015 og avgi stemme for:

	[XX]	antall egne aksjer
		andre aksjer i henhold til vedlagte fullmakt(er)
I alt for	____________________	aksjer

Denne påmelding må være DNB Bank ASA i hende senest 21. april 2015 kl. 16:00.
Påmelding foretas elektronisk via TOMRAs hjemmeside www.tomra.com eller via Investortjenester. Forhåndsstemme kan kun foretas elektronisk via www.tomra.com eller via Investortjenester. For å få tilgang til elektronisk påmelding og forhåndsstemming via TOMRAs hjemmeside, må ovennevnte pin kode og referansenummer oppgis.
Alternativt: e-post: genf@dnb.no. Postadresse: DNB Bank ASA, Verdipapirservice, pb. 1600 Sentrum, 0021 Oslo.

____

Sted/Dato Aksjeeiers underskrift
(Undertegnes kun ved eget oppmøte. Ved fullmakt benyttes delen nedenfor)

Ikke klipp av

FULLMAKT UTEN STEMMEINSTRUKS

REF. NR: XXXXXX PIN KODE: XXXX

Denne fullmaktseddel gjelder fullmakt uten stemmeinstruks. Dersom De ønsker å avgi stemmeinstrukser, se side 2.

Dersom De selv ikke kan møte på ordinær generalforsamling, kan denne fullmakt benyttes av den De bemyndiger, eller De kan sende fullmakten uten å påføre fullmektigens navn. I så fall vil fullmakten anses gitt styrets leder eller den han bemyndiger. Fullmakten må være DNB Bank ASA i hende senest 21. april 2015 kl. 16:00.
Elektronisk innsendelse av fullmakt via TOMRAs hjemmeside www.tomra.com eller via Investortjenester.
Alternativt: e-post: genf@dnb.no. Postadresse: DNB Bank ASA, Verdipapirservice, pb. 1600 Sentrum, 0021 Oslo.

Undertegnede: XX gir herved (sett kryss):

☐ Styrets leder (eller den han bemyndiger), eller

☐ ____
Fullmektigens navn (med blokkbokstaver)

fullmakt til å møte og avgi stemme på den ordinære generalforsamling i TOMRA Systems ASA den 23. april 2015 for mine/våre aksjer.

____

Sted/Dato Aksjeeiers underskrift (Undertegnes kun ved fullmakt)

Angående møte- og stemmerett vises til allmennaksjeloven, især lovens kapittel 5. Det gjøres spesielt oppmerksom på at ved avgivelse av fullmakt skal det legges frem skriftlig og datert fullmakt fra aksjepostens reelle eier. Dersom aksjeeier er et selskap, skal firmaattest vedlegges fullmakten.

TOMRA

FULLMAKT MED STEMMEINSTRUKS **REF. NR:** XXXXXX **PIN KODE:** XXXX

Denne fullmaktseddel gjelder fullmakt med stemmeinstruks. Dersom De selv ikke kan møte på den ordinære generalforsamling, kan De benytte dette fullmaktsskjema for å gi stemmeinstruks til en fullmektig. De kan gi fullmakt med stemmeinstruks til den De bemyndiger, eller De kan sende fullmakten uten å påføre navn på fullmektigen. I så fall vil fullmakten anses gitt styrets leder eller den han bemyndiger. Fullmakten må være datert og signert.
Fullmakten må være DNB Bank ASA, Verdipapirservice i hende senest 21. april 2015 kl. 16.00.
E-post: genf@dnb.no (skannet blankett). Postadresse: DNB Bank ASA, Verdipapirservice, pb. 1600 Sentrum, 0021 Oslo.

Undertegnede: XX gir herved (sett kryss):

☐ Styrets leder (eller den han bemyndiger), eller

☐ ____________________________________
Fullmektigens navn (med blokkbokstaver)

fullmakt til å møte og avgi stemme på den ordinære generalforsamling i TOMRA Systems ASA den 23. april 2015 for mine/våre aksjer.

Stemmegivningen skal skje i henhold til instruksjonene nedenfor. Dersom det ikke krysses av i rubrikken nedenfor, vil dette anses som en instruks om å stemme "for" styrets og valgkomiteens forslag. Dersom det blir fremmet forslag i tillegg til, eller som erstatning for forslaget i innkallingen, avgjør fullmektigen stemmegivningen. Fullmektigen vil i så fall legge en for fullmektigen rimelig forståelse til grunn. Det samme gjelder dersom det er tvil om forståelsen av instruksen. Dersom en slik tolkning ikke er mulig, vil fullmektigen kunne avstå fra å stemme.

	AGENDA ORDINÆR GENERALFORSAMLING 2015	For	Mot	Avstå
1	Åpning av generalforsamlingen ved styrets leder. Fortegnelse over fremmøtte aksjeeiere, herunder aksjeeiere representert ved fullmakt	☐	☐	☐
2	Valg av møteleder	☐	☐	☐
3	Valg av én person til å undertegne protokollen sammen med møteleder	☐	☐	☐
4	Godkjennelse av innkalling og dagsorden	☐	☐	☐
5	Redegjørelse fra administrasjonen om status i selskapet og konsernet	☐	☐	☐
6	Godkjennelse av årsregnskapet og årsberetningen for 2014 for selskapet og konsernet, herunder forslag om utdeling av utbytte	☐	☐	☐
7	Rådgivende vedtak om styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte	☐	☐	☐
8	Bindende vedtak om aksjebasert avlønning til ledende ansatte	☐	☐	☐
9	Fastsettelse av honorar til styret	☐	☐	☐
10	Fastsettelse av honorar til nominasjonsutvalget	☐	☐	☐
11	Godkjennelse av honorar til revisor	☐	☐	☐
12	Valg av aksjeeiervalgte medlemmer av styret	☐	☐	☐
13	Valg av medlemmer av nominasjonsutvalget	☐	☐	☐
14	Fullmakt til å foreta erverv og avhendelse av egne aksjer	☐	☐	☐
15	Fullmakt til å foreta rettede aksjekapitalforhøyelser for oppkjøp og fusjoner	☐	☐	☐
16	Frist for innkalling til ekstraordinær generalforsamling frem til neste ordinære generalforsamling	☐	☐	☐

____
Sted/Dato Aksjeeiers underskrift (Undertegnes kun ved fullmakt)

Angående møte- og stemmerett vises til allmennaksjeloven, især lovens kapittel 5. Dersom aksjeeier er et selskap, skal firmaattest vedlegges fullmakt.

Innkalling

til ordinær generalforsamling i

Tomra Systems ASA

Styret innkaller herved til ordinær generalforsamling i Tomra Systems ASA 23. april 2015 kl. 13:30 i selskapets lokaler i Drengsrudhagen 2 i Asker. Registrering av fremmøtte aksjeeiere vil finne sted fra kl. 13:00.

<u>Følgende saker foreligger til behandling:</u>

1. Åpning av generalforsamlingen ved styrets leder. Fortegnelse over fremmøtte aksjeeiere, herunder aksjeeiere representert ved fullmakt.

2. Valg av møteleder.

3. Valg av én person til å undertegne protokollen sammen med møteleder.

4. Godkjennelse av innkalling og dagsorden.

5. Redegjørelse fra administrasjonen om status i selskapet og konsernet.

6. Godkjennelse av årsregnskapet og årsberetningen for 2014 for selskapet og konsernet, herunder forslag om utdeling av utbytte.

7. Rådgivende vedtak om styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte.

8. Bindende vedtak om aksjebasert avlønning til ledende ansatte

9. Fastsettelse av honorar til styret.

10. Fastsettelse av honorar til nominasjonsutvalget.

11. Godkjennelse av honorar til revisor.

12. Valg av aksjeeiervalgte medlemmer av styret.

13. Valg av medlemmer av nominasjonsutvalget.

14. Fullmakt til å foreta erverv og avhendelse av egne aksjer.

15. Fullmakt til å foreta rettede aksjekapitalforhøyelser for oppkjøp og fusjoner.

16. Frist for innkalling til ekstraordinær generalforsamling frem til neste ordinære generalforsamling.

* * *

Informasjon om aksjeeieres rettigheter, herunder hvordan aksjeeiere kan delta og stemme på generalforsamlingen

Aksjene i selskapet og retten til å stemme for dem

På datoen for innkallingen er det utstedt 148 020 078 aksjer i selskapet. Det foreligger ingen vedtektsfestede stemmerettsbegrensninger. Hver aksje gir én stemme på generalforsamlingen, jf. verdipapirhandelloven § 5-9 andre ledd, likevel slik at det ikke kan utøves stemmerett for aksjer som tilhører selskapet selv eller et datterselskap. Aksjeeiere kan møte og utøve stemmerettigheter personlig eller ved fullmektig.

En aksjeeier har rett til å avgi stemme for det antall aksjer som vedkommende eier, og som er registrert på en konto i verdipapirsentralen (VPS) som tilhører aksjeeieren den femte virkedagen før generalforsamlingen (selskapets vedtekter § 5) – 16. april 2015.

Aksjeeiernes rettigheter

Fristen for aksjeeiernes rett til å kreve å få nye saker behandlet på generalforsamlingen utløper 26. mars 2015 jf. allmennaksjeloven § 5-11 annet punktum.

En aksjeeier har rett til å fremsette forslag til vedtak i de saker som generalforsamlingen skal behandle.

En aksjeeier kan kreve at styremedlemmer og daglig leder på generalforsamlingen gir tilgjengelige opplysninger om forhold som kan innvirke på bedømmelsen av følgende:

1. Godkjennelsen av årsregnskapet og årsberetningen.

2. Saker som er forelagt aksjeeierne til avgjørelse.

3. Selskapets økonomiske stilling, herunder om virksomheten i andre selskaper som selskapet deltar i, og andre saker som generalforsamlingen skal behandle, med mindre de opplysninger som kreves, ikke kan gis uten uforholdsmessig skade for selskapet.

Dersom det må innhentes opplysninger, slik at svar ikke kan gis på generalforsamlingen, skal det utarbeides skriftlig svar innen to uker etter møtet. Svaret skal holdes tilgjengelig for aksjeeierne på selskapets kontor og sendes alle aksjeeiere som har bedt om opplysningen. Dersom svaret må anses å være av vesentlig betydning for bedømmelsen av forhold som nevnt i forrige avsnitt, skal svaret sendes alle aksjeeiere med kjent adresse.

Påmelding til generalforsamlingen og stemmegivning ved fullmakt

Aksjeeiere som ønsker å møte på generalforsamlingen eller avgi fullmakt, bes benytte vedlagte møteseddel eller fullmaktsblankett med den fremgangsmåte og innenfor de frister som der beskrevet. Påmelding og innsendelse av fullmakt kan også skje elektronisk som nærmere beskrevet i vedlagte møteseddel og fullmaktsblankett.

* * *

Styrets forslag til årsregnskap og årsberetning for 2014, samt revisors beretning er i samsvar med selskapets vedtekter § 7 kun tilgjengelig på selskapets internettsider **www.tomra.com.** Aksjeeiere som ønsker det, kan få tilsendt nevnte dokumentasjonen pr. post ved henvendelse til selskapet, på telefonnummer +47 66 79 91 00 eller **ir@tomra.com**. Denne innkallingen og vedlagte skjemaer for påmelding og tildeling av fullmakt er også tilgjengelig å selskapets internettsider.

Styret og ledelsen ønsker alle aksjeeiere velkommen til å delta på den ordinære generalforsamlingen.

25. mars 2015

TOMRA SYSTEMS ASA

Styret

NÆRMERE REDEGJØRELSE FOR OG FORSLAG TIL VEDTAK I ENKELTE SAKER TIL BEHANDLING PÅ ORDINÆR GENERALFORSAMLING I TOMRA SYSTEMS ASA 23. APRIL 2015

Sak 6: Godkjennelse av årsregnskapet og årsberetningen for 2014 for selskapet og konsernet, herunder forslag om utdeling av utbytte

Årsrapport som inneholder årsregnskapet, årsberetningen og revisjonsberetningen for 2014 er utlagt på selskapets internettsider.

Styret foreslår at generalforsamlingen treffer følgende vedtak:

> *"Årsregnskapet og årsberetningen for 2014 godkjennes. Det utbetales et ordinært utbytte på NOK 1,45 per aksje. Utbyttet på hver aksje utbetales til den som er eier av aksjen ved utløpet av 23. april 2015. Aksjene vil bli notert på Oslo Børs eksklusive utbytte fra og med 24. april 2015."*

Utbetalingen vil finne sted ca. 5. mai 2015.

Sak 7: Rådgivende vedtak om styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte

Styret har avgitt erklæring som inneholder retningslinjer for fastsettelse av lønn og annen godtgjørelse for ledende ansatte, jf. allmennaksjeloven § 6-16a. Erklæringen er inntatt i årsrapporten på side 22 og som et særskilt vedlegg til innkallingen (Vedlegg/Annex 1). Erklæringen er kun tilgjengelig på engelsk.

Generalforsamlingens avstemning over retningslinjene som fremgår av styrets erklæring, er kun veiledende for styret, bortsett fra retningslinjene for godtgjørelser i form av: tildeling av aksjer, tegningsretter, opsjoner og andre former for godtgjørelse som er knyttet til aksjer eller utviklingen av aksjekursen i selskapet eller i andre selskaper innenfor det samme konsernet, som generalforsamlingen skal godkjenne med bindende virkning for styret, jf. allmennaksjeloven § 5-6 tredje ledd, tredje punktum, jf. § 16-6a annet ledd, fjerde punktum.

I henhold til vedtak på ordinær generalforsamling i 2008 ble det etablert et aksjespareprogram hvoretter konsernets ansatte kan kjøpe aksjer til 16,67% rabatt i forhold til markedsverdi. Rabatten er blant annet avhengig av at den ansatte beholder aksjene i minst ett år. Programmet er begrenset til 500 000 aksjer per år. Aksjene blir solgt til de ansatte fra selskapets beholdning av egne aksjer. En videreføring av programmet er følgelig avhengig av at det vedtas ny fullmakt for selskapet til å erverve egne aksjer.

Det skal stemmes separat over de veiledende og de bindende retningslinjene i erklæringen om lederlønn. For de veiledende retningslinjene foreslår styret at generalforsamlingen fatter følgende vedtak:

> *"Generalforsamlingen gir sin tilslutning til de veiledende retningslinjene inntatt i styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte etter allmennaksjeloven § 6-16a."*

Sak 8: Bindende vedtak om aksjebasert avlønning til ledende ansatte

Det vises til sak 7. Det skal stemmes separat over de veiledende og de bindende retningslinjene i erklæringen om lederlønn. For de bindende retningslinjene foreslår styret at generalforsamlingen fatter følgende vedtak:

> *"Generalforsamlingen gir sin tilslutning til de bindende retningslinjene inntatt i styrets erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatte etter allmennaksjeloven § 6-16a."*

Sak 9: Fastsettelse av honorar til styret

Nominasjonsutvalget foreslår at generalforsamlingen treffer følgende vedtak:

> *"For perioden april 2014 til april 2015 utbetales følgende honorarer til styret (fjorårstallene i parentes):*
>
> *Styrets leder: NOK 575 000 (NOK 560 000)*
>
> *Eksterne styremedlemmer: NOK 410 000 (NOK 400 000)*
>
> *Interne styremedlemmer: NOK 225 000 (NOK 225 000)*
>
> *I tillegg utbetales en godtgjørelse på NOK 46 000 (NOK 45 000) per år for ledere av, og NOK 31 000 (NOK 30 000) per år for aksjeeiervalgte deltagere i kompensasjons-, revisjons- og samfunnsansvarsutvalget."*

Nominasjonsutvalget foreslår således en økning i honorarene på rundt 3% med bakgrunn i den generelle lønnsøkning i samfunnet.

Tomra betaler interne styremedlemmer et styrehonorar som er ment å dekke styreansvaret og tid til forberedelse, mens møtetiden forutsettes dekket av medarbeiderens lønn.

Sak 10: Fastsettelse av honorar til nominasjonsutvalget

Nominasjonsutvalget foreslår at generalforsamlingen treffer følgende vedtak:

> *"Det utbetales en godtgjørelse på NOK 62 000 (NOK 60 000) per år for lederen av og NOK 41 000 (NOK 40 000) for medlemmer av nominasjonsutvalget."*

Sak 11: Godkjennelse av honorar til revisor

Styret foreslår at generalforsamlingen treffer følgende vedtak:

> *"Revisors godtgjørelse på NOK 1 105 000 for revisjon av årsregnskapet for Tomra Systems ASA for 2014 godkjennes."*

Sak 12: **Valg av aksjeeiervalgte medlemmer av styret**

Nominasjonsutvalget har innstilt følgende personer til vervet som styremedlemmer i Tomra Systems ASA for neste periode:

Leder:	Jan Svensson (gjenvalg til styret, nyvalg som leder)
Medlem:	Aniela Gabriela Gjøs (gjenvalg)
Medlem:	Bodil Sonesson (gjenvalg)
Medlem:	Pierre Couderc (gjenvalg)
Medlem:	Linda Bell (nyvalg)

CV Linda Bell

2013 -	PhosphonicS Ltd., CEO
2012 – 2013	DS Smith Plastics Ltd., Managing Director, Liquid Packaging & Dispensing
2009 – 2012	Inca Digital Printers Ltd., CEO
2008	Hadham Associates Ltd.; Managing Director
2001 – 2007	Servomex Group Ltd., Managing Director
2000 – 2001	Hadham Associates Ltd., Managing Director
1983 – 2000	Imperial Chemical Industries Plc.
	Member Corporate Divestment team
	Business Director Industrial Surfactants
	Commercial Director PET Films
	Sales Manager, Eastern Europe, Middle East & India, Plastic Films
	Various positions within international sales, research etc.
Education	University of Oxford, Ph.D, Physical Science

Sak 13: **Valg av medlemmer av nominasjonsutvalget**

Nominasjonsutvalget har innstilt følgende personer til vervet som medlemmer av nominasjonsutvalget i Tomra Systems ASA for neste periode:

Leder:	Tom Knoff (gjenvalg)
Medlem:	Eric Douglas (gjenvalg)
Medlem:	Hild Kinder (gjenvalg)

Sak 14: Fullmakt til å foreta erverv og avhendelse av egne aksjer

Fullmakten som ble gitt styret på foregående års ordinære generalforsamling til å foreta erverv av egne aksjer til totalt pålydende NOK 500 000 utløper på generalforsamlingen.

Styret foreslår at denne fullmakten fornyes ved at det gis ny fullmakt til å foreta erverv og avhendelse av ytterligere 500 000 egne aksjer.

Styret ønsker at tilbakekjøpte aksjer skal kunne benyttes i forbindelse med aksjespareprogrammet beskrevet i sak 7 i denne innkallingen.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

> *"I medhold av allmennaksjeloven § 9-4 gis styret fullmakt til å erverve og avhende egne aksjer. Fullmakten skal gjelde frem til neste ordinære generalforsamling.*
>
> *Selskapet kan i alt høyst erverve aksjer til samlet pålydende verdi NOK 500 000.*
>
> *Vederlag per aksje skal minst utgjøre NOK 10 og høyst NOK 100.*
>
> *Erverv av egne aksjer skal foretas over børs innenfor normal spread.*
>
> *Avhendelse av egne aksjer kan bare skje for å oppfylle selskapets aksjespareprogram for konsernets ansatte.*
>
> *Fullmakten trer i kraft når fullmakten er registrert i Foretaksregisteret."*

Sak 15: Fullmakt til å foreta rettede aksjekapitalforhøyelser for oppkjøp og fusjoner

Styret har de siste årene hatt fullmakt til å utvide aksjekapitalen gjennom rettede aksjekapitalforhøyelser og som vederlag for oppkjøp eller fusjoner. Eksisterende fullmakt utløper på generalforsamlingen. Styret foreslår derfor at denne erstattes av en ny fullmakt, slik at det fortsatt er mulig for styret å foreta slike disposisjoner.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

> *"Styret får fullmakt til å forhøye aksjekapitalen med inntil NOK 14 802 008 - tilsvarende inntil 10% av nåværende aksjekapital - ved nytegning av aksjer. Fullmakten kan bare benyttes i forbindelse med fusjon og ved oppkjøp av selskaper eller virksomheter. Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 10-4 skal kunne fravikes. Fullmakten omfatter kapitalforhøyelse mot innskudd i andre eiendeler enn penger og rett til å pådra selskapet særlige plikter, samt beslutning om fusjon. Fullmakten skal gjelde frem til neste ordinære generalforsamling. I den grad fullmakten utøves, kan styret endre vedtektenes § 4 tilsvarende."*

Sak 16: Frist for innkalling til ekstraordinær generalforsamling frem til neste ordinære generalforsamling

Allmennaksjeloven § 5-11b nr. 1 åpner for at selskapets generalforsamling med flertall som for vedtektsendring og med virkning frem til den neste ordinære generalforsamlingen kan beslutte at innkalling til ekstraordinær generalforsamling skal være sendt senest to uker før møtet skal holdes, dersom styret i samsvar med allmennaksjeloven § 5-8a har besluttet at aksjeeiere skal kunne delta på generalforsamlingen ved bruk av elektroniske hjelpemidler og utøve sine rettigheter elektronisk. Hensynet til aksjeeierne tilsier etter styrets oppfatning at generalforsamlingen som hovedregel innkalles med en frist på 21 dager. Etter omstendighetene kan det oppstå behov for å innkalle til ekstraordinær generalforsamling med kortere frist. Derfor foreslår styret at generalforsamlingen fatter følgende vedtak:

> *"Frem til neste ordinære generalforsamling kan styret beslutte å sende innkalling til ekstraordinær generalforsamling senest 14 dager før møtet skal holdes dersom styret i samsvar med allmennaksjeloven § 5-8a har besluttet at aksjeeiere skal kunne delta på generalforsamlingen ved bruk av elektroniske hjelpemidler og utøve sine rettigheter som aksjeeiere elektronisk."*

Annex 1

PRINCIPLES FOR REMUNERATION OF SENIOR EXECUTIVES 2014-2015

The term “senior executives” applies to the CEO and other members of Group management.

Salary and other employment terms for senior executives shall be competitive to ensure that TOMRA can attract and retain skilled leaders. Salary should include both fixed and variable elements. The fixed salary should reflect the individual’s area of responsibility and performance over time. Principles for remuneration shall be allowed to vary in accordance with local conditions. The remuneration structure shall be based on such factors as position, expertise, experience, conduct and performance. The variable salary shall not exceed 50% of the fixed annual salary and be based on the achievement of specific performance targets by TOMRA Group and/or the respective manager’s unit.

The Board has appointed a Compensation Committee, headed by the Chairman of the Board, to monitor decisions on matters regarding remuneration and terms and conditions for senior executives. The performance goals for the CEO are proposed by the Chairman of the Board and approved by the Board. Goals for the other senior executives are determined by the CEO and reviewed by the Compensation Committee. The goals are operational related to financial targets, such as profit from operating activities, return on capital employed and market related performance objectives.

The CEO’s remuneration package, and any adjustments thereof, are agreed between the CEO and the Chairman and approved by the Board. The remuneration packages for the other senior executives, including adjustments of these, are agreed between the CEO and the respective manager. The terms of these agreements are reviewed first by the Compensation Committee and finally by the Board of TOMRA.

In addition to regular fixed and variable salary, TOMRA has had a cash-based Long Term Incentive Plan (LTIP) since 2010, where managers could receive a bonus based upon the return the company generates for its shareholders measured against NASDAQ. For 2014, the dividend adjusted performance of the TOMRA share needed to exceed NASDAQ by at least 2.5 percent in the period 31 December 2011 to 31 December 2014 to generate earnings under the plan. Full earnings would have been achieved if the over-performance exceeded 20 percent. The TOMRA share increased by 52% in the period, dividend adjusted, while NASDAQ increased 82% during the same period. Consequently no earnings were generated under this plan during 2014.

As communicated in last year’s annual report, the Board has decided to establish a new LTIP-plan, replacing the prior. The new plan is based upon improvements in the Group’s reported EPS. The rationale for changing the plan has been to make the performance metric more relevant for management by measuring success based upon improvements in profit (which management can influence), instead of share price development (which is less influenced by individual performance, particularly when measured against NASDAQ).

Under the new system, the Board has established EPS targets for 2015, 2016 and 2017. The targets are established as intervals, where the participants can earn from 30% (if the minimum target is meet) and up to 100% (if the maximum target is meet) of one year’s salary.
The plan is consequently capped at one year’s salary. 50% of the earnings after tax has to be invested in Tomra shares and must be kept for at least three years. If sold before, all proceeds from the sale belong to TOMRA.

First measurement day will be in February 2016, when actual performance for 2015 is measured against the targets. A detailed calculation of the 2015 performance will be included in the 2015 annual report.

In addition to fixed and variable salary, other benefits such as company car, health insurance, interest- and installment free loans, newspaper and telephone might be provided. The total value of these benefits should be modest and only account for a limited part of the total remuneration package.

Senior Executives participate in the same pension plans as other employees within the unit in which they are employed. No special pension plans are established for senior executives. The notification period for senior executives shall be three to six months, with the exception of members employed in the US, where fixed length contracts may be utilized.

The CEO is entitled to 12 months' severance pay due to termination by the company. No agreements shall be established that provide members of senior executives any automatic right to more than 24 months of severance pay. A detailed account of the remuneration of each member of senior executives, including the LTIP, is available in note 14 in the financial statements.

Except for the launch of the new LTIP-plan, the principles and guidelines for management remuneration for 2015 have not changed materially from those approved in 2014, which were presented to the general assembly in April 2014. The policies concerning remuneration of senior executives and the setting of salaries have been in line with the established guidelines throughout 2014.

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