

To the shareholders of  
Ementor ASA

Oslo, 19<sup>th</sup> June 2006

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

The extraordinary General Meeting will be held on the 4<sup>th</sup> of July 2006 at 4.30 p.m. at the company's offices at Brynsalléen 2, Oslo. The Annual General Meeting will be opened by the Chairman of the Board, Mr. Ib Kunøe.

The following items are on the agenda:

1. Recordation of the attending shareholders.
2. Election of a chairperson for the meeting.
3. Election of one individual to sign the minutes jointly with the chairperson.
4. Approval of notice of meeting and agenda.
5. Authorisation to the board to increase the Company's share capital.

In connection with the planned acquisition of Atea Holding AB (please see separate notice to Oslo Børs), Ementor intends to increase its share capital in order to raise an amount in the size of NOK 350 – 450 million. The share capital increase is planned to be arranged either as a private placement or as a right issue, or as a combination of these two alternatives. As a result of this, the board proposes to the General Meeting that it be authorised to increase the Company's share capital. For the same reason, the board needs the authorisation to set aside the existing shareholders' preferential rights to subscribe for new shares.

The merger between Ementor and TopNordic A/S was completed in March 2006. The merger took place as a private placing directed towards the shareholders of TopNordic A/S and a contribution in kind of all the shares in TopNordic A/S. Furthermore, Ementor Norge AS has completed its sale of the Avenir business consulting activities to EDB. Further details of these transactions can be found in separate press releases and notices to Oslo Børs issued by Ementor. No other events have occurred since 31 December 2005 which are of material importance to Ementor.

On this basis, the board proposes that the following resolution is adopted by the General Meeting:

- (i) *The board is authorised to increase the Company's share capital with up to NOK 250 million by the issue of up to 25 million shares, each with a nominal value of NOK 10,-. Within this limit the authorisation may be used several times.*

- (ii) *The authorisation shall be in force until the 2007 Ordinary General Meeting, but in no instance after 30 June 2007.*
- (iii) *The existing shareholders' preferential rights under the Norwegian Public Limited Companies Act § 10-5 cf. § 10-4 may be set aside.*
- (iv) *The board is authorised to amend the Company's Articles of Associations § 4 as the authorisation is utilised*

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This notice and the registration and proxy form, have been sent to all shareholders with a known address. The documents together with the annual report, annual account and auditor's report for 2005, will also be available at the company's offices for review. The documents in question will be sent to any shareholders who contact the company.

Shareholders who wish to participate at the Annual General Meeting shall give notice to:

DnB NOR Bank ASA  
Verdipapirservice  
0021 Oslo  
Norway

Fax (+47) 22 48 11 71  
Tel (+47) 22 94 93 10

by Friday 30<sup>th</sup> June 2006 at 4:00 p.m.

For registration, please log on to Ementor ASA's website, ([www.ementor.com/gm](http://www.ementor.com/gm)) or register by fax. For further information, please see the enclosed registration form.

Shareholders who wish to appear by proxy may use the enclosed proxy form. The Chairman of the Board Ib Kunøe and President and CEO Jo Lunder are willing to accept such proxies.

Yours sincerely,  
for the Board of Directors of Ementor ASA

Ib Kunøe  
Chairman of the Board



REF. N0:

**NOTICE OF EXTRAORDINARY GENERAL MEETING 2006**

The Extraordinary General Meeting in EMENTOR ASA will be held on Monday 4. July 2006 at 4.30 p.m. at Brynsallèen 2 in Oslo, Norway

**ATTENDANCE FORM**

Must be received by DnB NOR Bank ASA on Friday 30. June 2006 at 4.00 p.m. at the latest. Postal address: DnB NOR Bank ASA, Verdipapirservice, N-0021 Oslo, Norway, alternatively on telefax +47 22 48 11 71. Registration may also be made via the company's homepage [www.ementor.com/gm](http://www.ementor.com/gm) (This may, however, not be used for proxies).

The undersigned will attend **EMENTOR ASA's** Extraordinary General Meeting 2006 on Monday 4. July 2006 and vote for: \_\_\_\_\_ own shares and ..... other shares in accordance with the enclosed Power of Attorney.

A total of ..... shares.

		2006	Signature <sup>x)</sup> <b>To be signed only when reporting own attendance. To grant proxy use the form below</b>
Place	Date:		



**POWER OF ATTORNEY**

REF. NO:

If you cannot personally attend the Extraordinary General Meeting, you may appoint a proxy to use this power of attorney, or you can return a blank power of attorney. In this case, the company will appoint the Chairman of the Board or the CEO as your proxy before the Annual General Meeting takes place. DnB NOR Bank ASA must receive this power of attorney on Friday 30. June 2006 at 4.00 p.m. at the latest. Postal address: DnB NOR Bank ASA, Verdipapirservice, N-0021 Oslo, Norway, alternatively on telefax +47 22 48 11 71.

The undersigned :  
hereby appoints : **Ib Kunøe/Jo Lunder**  
or :

\_\_\_\_\_  
(The name of your proxy in block letters)

as my proxy with the authority to attend and vote at EMENTOR ASA's Extraordinary General Meeting 2006 on Monday 4. July 2006 for my/our shares.

		2006	Signature <sup>x)</sup> <b>To be signed only if granting a proxy</b>
Place	Date:		