

To the shareholders of
Ementor ASA

Oslo, April 25 2007

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting will be held Thursday May 10th 2007 at 16:30 at the company's offices in 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. Election of a chairperson for the meeting.
2. Election of one individual to sign the minutes together with the chairperson.
3. Approval of notice of meeting and agenda.
4. Report from the CEO.
5. Approval of the financial statements and annual report for 2006 for the parent company and group, including year end allocations. The Board of Directors proposes that no dividend be paid for 2006.
6. Approval of the auditor's fees.
7. Remuneration of the members of the board.

The election committee proposes the following, unaltered, remuneration:

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|-----------------------------------|---------------|
| Chairman of the Board | NOK 300 000,- |
| Shareholder elected board members | NOK 150 000,- |
| Employee elected board members | NOK 75 000,- |

8. The Board of Director's declaration and guidelines according to Section 6-16a of the Norwegian Public Limited Companies Act.

In accordance with the Section 5-6 of the Norwegian Public Limited Companies Act, the General Meeting must consider the Board of Directors' declaration regarding salaries and remuneration of executive employees. The General Meeting will give a consultative vote concerning the Board of Director's proposal for guidelines for salaries and remuneration of executive management. The guidelines for benefits as mentioned in Section 6-16a of the Norwegian Public Limited Companies Act first paragraph, item 3 shall be approved by the General Meeting.

The Board of Directors has given the following declaration:

1. Salary and remuneration of executive management 2007

In line with the guidelines set by the company's Board of Directors, salary and other remuneration of the President/CEO has been decided by the Board of Directors, while salary and remuneration of other executive management (the Group's top management) is decided by the President/CEO and the Chairman of the Board. .

To ensure a management that is satisfactory to the Board of Directors, the salary and remuneration level is based on the principle that the total compensation package for each individual shall be competitive and reflect existing market conditions. In setting the terms, country specific variations together with the size and complexity of the business, have been taken into consideration.

Compensation of executive management is mainly based on fixed salaries. In addition to fixed salary, leading employees receive certain fringe benefits, including company car, phone/internet and publications/newspapers. The pension schemes for executive management vary. Some are signed up for the pension scheme of their respective companies, while others receive an individual compensation. The leading employees have different terms with regard to payment after termination of employment. All executive personnel have previously received share options.

Total salary for executive management for 2007 is estimated at MNOK 16,5, while the total value of fringe benefits, pension payments and the like is estimated at MNOK 2. A more detailed account of the remuneration paid in 2006 is provided in Notes 13 and 19 of the Ementor Group annual financial accounts.

2. Guidelines for salary and remuneration of employees for the fiscal year 2008

Salary and remuneration of the President /CEO shall be decided by meeting of the Board of Directors.

Salary and remuneration of other executive management is decided by the President/CEO together with the Chairman of the Board. The total compensation of the individual shall be competitive and reflect existing market conditions.

In addition to salary (including ordinary fringe benefits such as company car, telephony/IT, publications, etc.) and pension schemes, which are to be in line with previous years' payments, there shall be access to allocate bonuses and share options. Share options are to be allocated according to the following principles:

- i) *Share options can be awarded until 31.12. 2008. The share options may be allocated in connection with recruitment and to retain key management and key employees.*
- ii) *The allocation of share options is done by the President/CEO together with the Chairman of the Board.*

- iii) *Unless the Chairman of the Board, under special circumstances, agrees to make exceptions, share options must be earned over a given period of time. As a main rule, the total number of share options awarded to the individual employee shall be earned over a period of 3 years, with 1/3 of the share options earned per year.*
- iv) *The strike price shall not be lower than the market value of the share at the time of the allocation.*

9. Election of members to the Board of Directors' election committee

According to the articles of association the election committee shall consist of the Chairman of the Board and two members elected by the General Meeting. As members elected by the General Meeting it is proposed that Bente Rathe and Jan-Fredrik Wilhelmsen are re-elected.

10. Authorisation to the Board of Directors to increase the share capital in connection with the implementation of the company's share option program

The General Meeting April 27th 2006 decided to authorise the Board of Directors to raise share capital by up to NOK 20 000 000 through issuing up to 20 000 000 shares in Ementor ASA, of par value NOK 1 per share, through one or more capital increases directed at employees as part of a stock option / incentives scheme.

The Board of Directors considers it important for the company to offer competitive conditions for managers and key personnel, and to offer ownership in the company, both to attract and retain experienced and highly qualified employees to the company. Following the changes in the company in 2006, where the company's revenue and number of employees have tripled, the Board of Directors requests authorisation to increase the share capital by up to NOK 50 000 000 by issuing up to 5 000 000 shares, of par value NOK 10 per share, through one or more private placings directed at employees.

The Board of Directors proposes the following resolution:

"The authorisation given to the Board of Directors by the Annual General Meeting on 27 April 2006 to increase the share capital by up to NOK 20 000 000 by issuing up to 20 000 000 shares in Ementor ASA, of par value NOK 1 per share, by one or more capital increases directed at employees as part of a stock option/incentive scheme, is withdrawn.

The Board of Directors is authorised to increase the share capital by up to NOK 50 000 000 pursuant to Section 10-14 of the Norwegian Public Limited Companies Act by issuing up to 5 000 000 shares in Ementor ASA, of par value NOK 10 per share, by one or more capital increases directed at employees as part of a stock option/incentive scheme.

In the event of any changes to the company's share capital or the number of outstanding shares as a result of a share split, bonus issue, new issue with pre-emptive rights for the existing shareholders, reduction of the share capital by repayment to the shareholders, de-merger, merger, etc., the authorisation shall be adjusted correspondingly with regard to the number of shares that may be issued, the total share capital increase and subscription

price, in accordance with general and recognised principles for such adjustments. Such an adjustment may, however, not be in violation of the framework of the Norwegian Public Limited Companies Act with regard to the total number of shares that may be issued pursuant to board authorisations, or the Act's restrictions with regard to subscribing for shares at prices below the par value.

The existing shareholders' pre-emptive right to subscribe for and be allotted shares are waived. The authorisation is valid until the Annual General Meeting in 2008, however no later than 30 June 2008.

The Board of Directors determines the subscription terms and other conditions. The Board of Directors is hereby authorised to amend Article 4 of the Articles of Association as the authorisation is utilised.”

11 Authorisation for the Board of Directors to increase share capital pursuant to Section 10-14 of the Norwegian Public Limited Companies Act

It is proposed that the Board of Directors is authorised to approve an increase in the share capital up to 10 000 000 shares, of par value NOK 10 per share. The authorisation may be used to strengthen the company's capital reserves, issuance of shares in connection with convertible loans, acquisition of complementary business and associated obligations, issuance of shares as consideration in connection with mergers and in connection with entering into industrial and strategic partnerships. This will allow the company flexibility to achieve its strategic goals.

Furthermore, the Board of Directors seeks authorisation to establish conditions for subscription, including subscription price, and proposes that pre-emptive rights of the shareholders are waived. It is proposed that the authorisation is made valid until the Annual General Meeting in 2008, however no later than June 30th 2008. The authorisation shall replace the Board's authorisation to increase share capital by up to 76 000 000 shares, of par value NOK 1, granted at the General Meeting March 3rd 2006.

The Board of Directors proposes the following resolution:

“The Board of Ementor ASA is granted authorisation to issue up to 10 000 000 new shares of par value NOK 10, by up to NOK 100 000 000. The authorisation includes capital increases against contributions other than in cash.

The increase may be used to strengthen the company's capital reserves, issuance of shares in connection with convertible loans, acquisition of complementary business and associated obligations, issuance of shares as consideration in connection with mergers and in connection with entering into industrial or strategic partnerships.

In the event of any changes to the company's share capital or the number of outstanding shares as a result of a share split, bonus issue, new issue with pre-emptive rights for the existing shareholders, decrease of the share capital by repayment to the shareholders, demerger, merger, etc., the authorisation shall be adjusted correspondingly with regard to the number of shares that may be issued, the total share capital increase and subscription

price, in accordance with general and recognised principles for such adjustments. Such an adjustment may, however, not be in violation of the framework of the Norwegian Public Limited Companies Act with regard to the total number of shares that may be issued pursuant to board authorisations, or the Act's restrictions with regard to subscribing for shares at prices below the par value.

The authorisation is valid until the Annual General Meeting in 2008, however no later than 30 June 2008. The existing shareholders' waive their pre-emptive rights to subscribe for and be allotted shares pursuant to article 10-4 of the Norwegian Public Limited Companies Act. The Board of Directors establishes the conditions for subscription, including the subscription price.

The Board of Directors is authorised to amend Article 4 of the Articles of Association to reflect the exercise of the authorisation. The authorisation to increase the share capital by up to 76 000 000 shares of par value NOK 1, granted at the General meeting March 3rd 2006, is hereby withdrawn."

12. Authorisation to the Board of Directors to buy back Ementor shares pursuant to Section 9-4 of the Norwegian Public Limited Companies Act.

The Board of Directors proposes that the authorisation granted by the Annual General Meeting on the 27th of April 2006 be replaced by a new proxy authorising the Board of Directors to buy or sell Ementor shares. The company's shareholding may be used in connection with acquisitions, incentive schemes for employees etc. The authorisation is proposed to cover up to 2 000 000 shares, at NOK 10 par value per share, and shall be valid until the Annual General Meeting in 2008, but expire no later than 30 June 2008. The Board of Directors shall be free to select the methods to be used for acquisition or sale of Ementor shares.

The Board of Directors proposes the following resolution:

"The Board of Directors of Ementor ASA is hereby authorised to allow Ementor ASA and/or its subsidiaries to acquire shares in Ementor ASA at a nominal value of up to NOK 20 000 000. The minimum and maximum price that may be paid for each share is NOK 10 (par value) and NOK 200, respectively. The Board of Directors shall be free to select the methods to be used for the acquisition and sale of Ementor shares. The authorisation is valid until the Annual General Meeting in 2008, but expires no later than 30 June 2008.

In the event of any changes to the company's share capital or the number of outstanding shares as a result of a share split, reverse split, bonus issue, new issue with pre-emptive rights for the existing shareholders, reduction of the share capital by repayment to the shareholders, demerger, merger, etc., the authorisation shall be adjusted proportionately in accordance with general and recognised principles for such adjustments."

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This notice, the annual report, financial statements and auditor's report for 2006, in addition to the registration and proxy form have been sent to all shareholders with a known address.

The documents 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 may give notice to:

DnB NOR Bank ASA
Verdipapirservice
0021 Oslo
Norway

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

By Monday May 7th 2006 at 4:00 p.m.

For registration, please log on to Ementor ASA's website, (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
(sign.)

Note: This document is based on a translation of our Norwegian "Notice of annual general meeting" (Innkalling til ordinær generalforsamling). In case of doubt as to the contents of this document, or conflict between the wording in this document and the Norwegian version, the Norwegian version and wording shall prevail.