



NOTICE OF EXTRAORDINARY
GENERAL MEETING
IN SIMRAD OPTRONICS ASA

Thursday 17 November 2005 at 10:00
at Simrad Optronics, Kabelgaten 4B,
Økern Næringspark, Oslo, Norway

The agenda is as follows, items 1 - 5:

Registration form attached to this notice

Item 1:

Registration of the shareholders attending and approval of the notice and the agenda.

Item 2:

Election of Chairperson and of the person to co-sign the minutes.

Item 3:

Election of new Board Member

Pursuant to §5 and §7 of the Articles of Association, **the Board proposes the following resolution:**

- Terje Eidsmo is elected member of the board.

Mr Eidsmo holds the position as managing director of Rune Runestad Holding AS, which as per 28 October 2005 owns 5,64% of the shares in Simrad Optronics ASA.

Item 4:

Authorization from the General Meeting to the Board for acquisition of own shares

Authorization to buy back up to 10% of outstanding shares ref. section 9-4 of the Public Limited Companies Act. The motivation for asking the General Meeting for such authorization is to allow the Board the use of financial instruments and mechanisms allowed for in the Public Limited Companies Act. **The Board proposes the following resolution:**

- The General Meeting of shareholders in Simrad Optronics ASA hereby authorizes the Board to acquire up to 3,722,250 Simrad Optronics ASA shares with a total nominal value of NOK 2,456,685 in the open market. In the case of the company increasing the share capital during the period of authorization, this proxy should encompass 10% of the company's shares after the increase.
- Such purchases shall be at such times and at such prices as the Board determines from time to time, provided however, that the purchase price per share shall neither be less than NOK 2.00 nor more than NOK 6.00.
- The Board of Directors may decide for which purposes shares acquired pursuant to this proxy are used.
- The Board of Directors may decide to sell the shares in the open market. Further the shareholders can be offered to buy the shares at a different price, provided all shareholders receive the same type of offer. Finally the Board of Directors may decide a reduction of capital by redemption of the company's own shares.
- This authorization is valid from 17 November 2005 until 17 May 2007.

Item 5:

Authorization for the Board to increase share capital through new share subscription

The Board asks the General Meeting for authorization to increase share capital through new share capital subscription ref. sections 10-14 to 10-19 of the Public Limited Companies Act. The motivation for asking the General Meeting for such authorization is to facilitate the process, if it should be appropriate, to further develop the Company's core business by acquiring companies in return for remuneration in the form of new share subscription or otherwise increase share capital through private placements. **The Board proposes the following resolution:**

- The Board is authorized to increase share capital through new share subscription with an aggregate nominal value of up to NOK 4,945,800, divided between a maximum of 7,444,500 shares, each with a nominal value of NOK 0.66. This authorization may apply for one or more issues. The Board shall decide upon the subscription price and other relevant subscription conditions.
- The Board may decide to deviate from the pre-emptive right of shareholders to subscribe for shares pursuant to section 10-4 of the Public Limited Companies Act.
- The Board may decide whether the subscription for the shares shall be effected in assets other than cash, or the right to subject the company to special obligations pursuant to section 10-2 of the Public limited Companies Act. If payment is made in assets other than cash, the Board may decide that such assets shall be transferred to a subsidiary in return for a corresponding settlement between the subsidiary and Simrad Optronics ASA.
- The authorization shall also apply for capital increases by merger with other entities, ref Public Limited Companies Act, chapter 13.
- The authorization shall apply from 17 November 2005 until 30 June 2007.

Please return form to Simrad Optronics ASA, att. CFO Eli Longva, Pb 174, Økern, N-0509 Oslo, Norway, fax no. +47 22 66 60 01:

REGISTRATION FORM

The undersigned will attend the Extraordinary General Meeting of Simrad Optronics ASA on Thursday 17 November 2005 and vote for my/our shares.

Number of shares as of 28 October 2005: _____

Date: _____ Shareholder's signature _____

PROXY FORM

The undersigned shareholder hereby declares

Proxy's name or no name (in blanco): _____

as Proxy with the authority to attend and vote at Simrad Optronics' Extraordinary General Meeting on Thursday 17 November 2005.

Number of shares as of 28 October 2005: _____

Date: _____ Shareholder's signature _____
