



In house translation: In case of discrepancy between the Norwegian language original text and the English language translation, the Norwegian text shall prevail.

To the shareholders of Kitron ASA

NOTICE OF ANNUAL GENERAL MEETING ON 28 APRIL 2011 AT 15:30

The Annual General Meeting of Kitron ASA ("Kitron") will be held on Thursday 28 April 2011 at 15:30 at Kitron ASA's head office, Olav Brunborgs vei 4, Billingstad. Please note that the interim report for first quarter 2011 will be presented on the same day and place at 14:30.

The general meeting will be opened by Asa-Matti Lyytinen, the chairman of the board of directors.

The board proposes the following agenda:

1 ELECTION OF CHAIRMAN OF THE MEETING

The board of directors proposes that the company's legal counsel, Nils Kristian Einstabland of the law firm Selmer, is elected to chair the general meeting.

2 APPROVAL OF THE NOTICE AND THE AGENDA

3 ELECTION OF ONE PERSON TO CO-SIGN THE MINUTES

The board of directors proposes that one shareholder who is attending the general meeting is elected to co-sign the minutes.

4 APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND THE ANNUAL REPORT OF KITRON ASA AND THE KITRON GROUP FOR 2010

The annual financial statements, the annual report and the auditor's report for 2010 are available at the company's website www.kitron.com, and are also available upon request at the company's office.

5 THE BOARD OF DIRECTORS' DECLARATION ON EXECUTIVE REMUNERATION

The board of directors' declaration on salaries and other remuneration to the senior executive management is included in the annual financial statements in note 29. The board of directors proposes that the Annual General Meeting deals with the board of director's declaration in accordance with the Norwegian Public Limited Liability Companies act (the "Act") section 5-6 subsection 3, and makes the following resolution:

"The general meeting approves the board of director's statement on salaries and other remuneration to the senior executive management."

6 REMUNERATION TO THE BOARD OF DIRECTORS

The nomination committee proposes that the members of the board of directors receives remuneration for their services during the period since the annual general meeting 2010, from and including May 2010, to and including April 2011 as set out below.



Chairman of the board	NOK	300,000 per year
Other board members	NOK	100,000 per year
Chairman of the audit committee	NOK	6,000 per meeting*
Other audit committee members	NOK	5,000 per meeting*
Remuneration committee members	NOK	3,000 per meeting*

* Subject to attendance

In addition the foreign domiciled board members shall receive a remuneration of NOK 10,000 for each board meeting in which they have participated.

7 REMUNERATION TO THE NOMINATION COMMITTEE

The board of directors proposes that the members of the nomination committee shall not be remunerated for their services during the period since the annual general meeting 2010. The nomination committee has not been remunerated in earlier periods.

8 REMUNERATION TO THE AUDITOR

The board of directors proposes that the auditor, PricewaterhouseCoopers AS, shall be remunerated according to the invoice for the audit of the 2010 financial statements. Accrued fees to the auditor make a total of NOK 1,011,000 for Kitron, whereof NOK 674,000 is related to auditing and NOK 337,000 to other services.

9 AUTHORIZATION TO THE BOARD TO ISSUE SHARES

The board of directors proposes that the Annual General Meeting grants the board of directors an authorization to increase the share capital. The board of directors proposes that such authorization may only be used for purposes as further specified in the proposed resolution below.

The board of directors is of the opinion that it will be practical that the board of directors has such authorization in order to have the necessary flexibility and ability to act promptly, for purposes within the company's interest.

The Annual General Meeting shall deal with the annual accounts for 2010, and it is referred to this, in addition to the company's stock exchange releases made public on Oslo Børs and Kitron's internet web site, for a review of events that are of significant importance for the company and information about the company and the company's activities.

To be able to attend to the stated purpose of the authorization the board of directors proposes that the shareholders pre-emptive rights in accordance with the Act section 10-4 may be set aside.

The board of directors proposes that the Annual General Meeting pass the following resolution:

"The board of directors of Kitron ASA is hereby authorized to increase the share capital in accordance with the Norwegian Public Limited Liability Companies Act section 10-14 on the following conditions:

- 1. The share capital may, in one or more rounds, in total be increased with up to NOK 17 296 162.50.*

2. *The authorization shall be valid until the Annual General Meeting in 2012, but no later than 30 June 2012.*
3. *The shareholders' pre-emptive rights according to the Norwegian Public Limited Liability Companies Act section 10-4 may be set aside.*
4. *The authorization is not intended for use to facilitate or obstruct the success of a take-over bid where Kitron is the target company.*
5. *The authorization encompasses share capital increase by non-cash payment and the right to incur Kitron ASA with special obligations according to the Norwegian Public Limited Liability Companies Act section 10-2.*
6. *The authorization encompasses resolutions on merger according to the Norwegian Public Limited Liability Companies Act section 13-5.*
7. *The authorization is limited to encompass capital requirements or issuance of consideration shares in relation to strengthening of Kitron ASA's equity, acquisition of other companies or businesses, joint ventures or joint business operations, incentive programs for employees, and acquisition of property and business within Kitron ASA's purpose.*
8. *The board of directors decides on the other terms and conditions and is authorized to amend the articles of association as implied by the use of this authorization.*
9. *This authorization replaces any previously granted authorizations for the board of directors to increase the share capital."*

10 AUTHORIZATION TO THE BOARD TO BUY OWN SHARES

The board of directors proposes that the Annual General Meeting grants the board of directors with an authorization to acquire Kitron's own shares.

Such authorization would give the board of directors the opportunity to take advantage of the financial instruments and mechanisms provided by the Act. Buy-back of the company's shares, with subsequent cancellation, would be an important aid for optimizing Kitron's financial structure. Further on, Kitron would be able to use own shares for incentive schemes and, in full or as part, as consideration in connection with acquisition of businesses. The board of directors proposes that the authorization may only be used for purposes as further specified in the proposed resolution below.

The Board proposes that the Annual General Meeting gives the Board authorization to acquire shares in the company, with a total nominal value corresponding to 10 % of Kitron's registered share capital. Shares acquired by Kitron can be used in later reductions of the registered share capital with the General Meeting's approval, remuneration to the members of the board, for incentive schemes or as consideration in connection with acquisition of businesses.

The board proposes the following resolution:



"The board of directors of Kitron ASA is hereby authorized to acquire Kitron ASA's own shares, for the purpose of ownership or charge, in accordance with the Norwegian Public Limited Liability Companies Act sections 9-4 and 9-5 on the following conditions:

- 1. The board of directors may acquire shares in Kitron ASA, on one or several occasions, up to a total par value of NOK 17,296,162.50. The authorization also includes contract liens in the shares of Kitron ASA.*
- 2. The board of directors decides on the manner of acquisition, disposition, transfer and sale of own shares.*
- 3. The authorization is not intended for use to facilitate or obstruct the success of a take-over bid where Kitron is the target company.*
- 4. Under this authorization the board of directors may pay minimum NOK 1 per share and maximum the prevailing market price per share on the day the offer is made, provided, however, that the maximum amount does not exceed NOK 25 per share.*
- 5. Any and all previous authorizations given to the board of directors to acquire own shares shall be, and hereby are, withdrawn with effect from the date this authorization is registered with the Norwegian Register of Business Enterprises.*
- 6. Shares acquired according to the authorization shall either be cancelled, used as remuneration to the members of the board of directors of Kitron ASA, used in incentive schemes or be used as consideration in connection with acquisition of other companies or businesses, joint ventures or joint business operations, and acquisition of property and business within Kitron ASA's purpose.*
- 7. This authorization shall be valid until the 2012 annual general meeting, but not longer than 30 June 2012."*

11 ELECTION OF BOARD MEMBERS

Pursuant to the Articles of Association the nomination committee shall propose candidates for election as members of the board of directors. Further, in accordance with the mandate of the nomination committee and section 7 of the Norwegian Code of Practice for Corporate Governance ("the Code"), the nomination committee shall monitor the need for any changes in composition of the board of directors. In accordance with section 8 of the Code, the composition of the board of directors should ensure that the criteria of independence of the board of directors is met, that the board can attend to the common interest of all shareholders and meets the company's need for expertise, capacity and diversity and that the board can function effectively as a collegial body.

Pursuant to the Articles of Association, Kitron's board shall have from seven to eleven board members as resolved by the general meeting. Since the annual general meeting 2007 the board of directors consists of eight members, i.e. five shareholder-elected board members and three board members elected by and among the employees.

The election period for three out of five shareholder elected board members expires at the general meeting:

Arne Solberg, deputy chairman
Elena Anfimova, board member

Lisbeth Gustafsson, board member

The nomination committee proposes that Arne Solberg, Elena Anfimova and Lisbeth Gustafsson are re-elected as board members until the annual general meeting of 2013.

12 ELECTION OF NOMINATION COMMITTEE MEMBER(S)

In accordance with section 7 of the Norwegian Code of Practice for Corporate Governance (“the Code”), the nomination committee shall put forward candidates for election to the nomination committee. When putting forward the candidates for election to the nomination committee, the committee shall take into account the interests of all shareholders, that the majority of the nomination committee should be independent of the board and the executive management, that maximum one member of the nomination committee should be a board member and that executive managers in the company can not be members of the nomination committee.

According to Kitron’s Articles of Association the members of the nomination committee shall be elected for a term of office of two years. To secure continuity, no more than two of the members of the nomination committee shall stand for election at the same time.

Nomination committee members Kustaa Aima and Tuomo Lähdesmäki are elected until the annual general meeting 2012, while the service period of Arne Solberg expires at the annual general meeting in 2011.

The nomination committee proposes that Arne Solberg is re-elected until the annual general meeting 2013.

Shareholders wishing to attend the Annual General Meeting, in person or by proxy, are encouraged to give notice of attendance to the company’s registrar, DnB NOR Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, alternatively on telefax +47 22 48 11 71 by submitting the enclosed form or electronically on Kitron’s website www.kitron.com, under Investors, AGM 28 April or through “Investortjenester”, a service provided by most Norwegian registrars. Shareholders who cannot attend the Annual General Meeting in person may authorize the chairman of the board of directors or any person to attend and vote in the Annual General Meeting on his/hers behalf by filling in and sending the attached proxy form. Any proxy for voting at the Annual General Meeting must be in writing, dated and signed. In order to ensure that the notice of attendance and proxies are taken into consideration they should be received by the company’s registrar no later than Tuesday 26 April 2011 at 12:00.

Shareholders have the possibility to vote in advance. Such advance votes must be made electronically through Kitron’s website www.kitron.com, under Investors, AGM 28 April, and must be received no later than Tuesday 26 April 2011 at 12:00.

Kitron has introduced regulations on a record date in the company’s articles of association, which for the purposes of this Annual General Meeting, implies that only shareholders registered in the company’s share register at 18 April are allowed to participate and vote in the general meeting. If a shareholder holds his shares through a nominee in the VPS register, and the beneficial shareholder wants to attend the general meeting and vote for his shares, the beneficial shareholder must have his shares transferred to an interim voting account in the VPS at the record date.



Shareholders have the right to suggest resolutions in matters that are presented to be dealt with by the general meeting. Shareholders have the right to be assisted by an advisor, and may give one advisor the right to speak.

A shareholder may demand that board members and the chief executive officer provide available information at the general meeting about matters that may affect the assessment of items that have been presented to the shareholders for decision. The same applies to information regarding Kitron's financial position and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to Kitron.

At the time of the notice there are 172,961,625 outstanding shares in Kitron ASA. Each share gives right to one vote in the General Meeting, however, no votes may be cast for shares held by Kitron. At the date of this notice, Kitron owns no own shares.

Billingstad, 7 April 2011

On behalf of the board of directors in Kitron ASA

Asa-Matti Lytinen
chairman

PIN code: **Ref no:**

Notice of Annual General Meeting

An Annual General Meeting in Kitron ASA will be held 28 April 2011 at 15:30 CET at Kitron ASA's head office, Olav Brunborgs vei 4, Billingstad, Norway

In the event the shareholder is a legal entity it will be represented by: _____

Name of representative
(To grant proxy, use the proxy form below)

Attendance form

Must be received by DnB NOR Bank ASA no later than **26 April 12:00 CET**.
Postal address: DnB NOR Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, alternatively on telefax +47 22 48 11 71. Registration may also be made via Kitron's web site <http://www.kitron.com>, Investors, AGM 28 April or through "Investortjenester", a service provided by most Norwegian registrars.

The undersigned will attend at **Kitron ASA's** Annual General Meeting on 28 April 2011 and vote for

_____ own shares
_____ other shares in accordance with enclosed proxy
In total _____ shares

_____ Place _____ Date _____ Shareholder's signature
(If attending personally. To grant proxy, use the form below)



Proxy (without voting instructions)

PIN code: **Ref no:**

If you are not able to attend the General Meeting, a nominated proxy holder can be granted your voting authority. Any proxy not naming proxy holder will be deemed given to the Chairman of the board or a person designated by him. The present proxy form relates to proxies without instructions. To grant proxy with voting instructions, please go to page 2 of this form.

We kindly ask you to send the proxy form to Kitron ASA c/o DNB NOR Bank ASA, Verdipapirservice, NO-0021 Oslo, Norway, or fax to +47 22 48 11 71. Web-based registration of the proxy is available through Kitron's web site <http://www.kitron.com>, Investors, AGM 28 April or through "Investortjenester", a service provided by most Norwegian registrars. The pin code and the reference number are required for registration.

The proxy must reach DnB NOR Bank Verdipapirservice no later than **26 April 12:00 CET**.

The undersigned :
hereby grants : the Chairman of the Board (or a person designated by him)
or :

_____ Name of nominated proxy holder (Please use capital letters)

proxy to attend and vote at the General Meeting of Kitron ASA on 28 April 2011 for my/our shares

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

With regard to rights of attendance and voting we refer you to The Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.

Proxy (with voting instructions)

PIN code:

Ref no:

If you are not able to attend the General Meeting 28 April 2011, you may be represented by way of proxy, in which case this proxy form may be used.

The undersigned shareholder in Kitron ASA:
hereby grants (check-off):

The Chairman of the Board of Directors, or the person he appoints

Name of proxy (*please use capital letters*)

proxy to meet and vote for my/your shares at the General Meeting of Kitron ASA 28 April 2011. If the proxy form is submitted without stating the name of the proxy, the proxy will be deemed to have been given to the Chairman of the Board of Directors or the person he authorizes.

The votes shall be cast in accordance with the instructions below. Please note that **if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice**, provided, however, that the proxy determines the voting to the extent proposals are put forward in addition to, or instead of, the proposals in the notice.

	In favour	Against	Abstention
01. Election of the chairman for the General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02. Approval of the notice and the agenda for the General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03. Election of one person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04. Approval of the annual financial statements and the annual report of Kitron ASA and the group for 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05. The board of directors' declaration on executive remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06. Remuneration to the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07. Remuneration to the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08. Remuneration to the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
09. Authorization to the board to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Authorization to the board to buy own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of members to the board of directors			
Election of Arne Solberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Elena Anfimova	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Election of Lisbeth Gustafsson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Election of members to nomination committee			
Election of Arne Solberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature*)

*) Only for granting proxy

If the shareholder is a company, please attach the shareholders certificate of registration to the proxy.