



## IMAREX NOS ASA

### Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of IMAREX NOS ASA will be held at the company's offices in Hieronymus Heyerdahls gate 1, 0160 Oslo, Norway on Thursday 5 October 2006 at 13:00 hours for the following purposes:

- 1 Opening of the Meeting and Registration of Shareholders Attending**
- 2 Approval of the Notice and the Agenda**
- 3 Election of Chairman of the Meeting and at least one Person to co-sign the Minutes**
- 4 Merger of the Company's Listed Share Classes**

The Merger Plan between International Maritime Exchange ASA and NOS ASA dated 19 May 2006, cf. General Meeting Resolution of 26 June 2006, states that the consideration shares that were issued to the shareholders of NOS ASA on the closing of the merger should be entitled to dividend as from the fiscal year 2006.

This means that until 31 December 2006 the shares that were issued in connection with the merger and the shares that existed before this have different rights to dividends, as the previously existing shares also have the right to dividends from the fiscal year 2005. Based on this, the shares of IMAREX NOS ASA have been listed on Oslo Børs in two different classes, but so that these listing classes will be merged to one from 1 January 2007.

The Board of Directors has resolved that it will not propose any dividends based on the fiscal year 2005.

To avoid having two listed share classes until the end of the year, which could be confusing to the market, the following resolution is proposed to the General Meeting:

*The 4,437,582 shares that were issued on 1 September 2006 to the shareholders of NOS ASA in connection with the merger of International Maritime Exchange ASA and NOS ASA shall have the right to receive dividends from the fiscal year 2005. All the shares in the company are thereby given equal rights and can be listed in the same share class on Oslo Børs.*

### **5 Authorisation for Issuance of New Shares**

The Board of Directors was authorised by the Annual General Meeting on 25 April 2006 to increase the share capital by up to NOK 1,400,000 by issuing new shares. Following the merger of International Maritime Exchange ASA and NOS ASA the company's share capital has been increased to NOK 10,322,366. To support the merged company's growth strategy, the Board of Directors proposes that the Extraordinary General Meeting passes the following resolution:

*The Extraordinary General Meeting of International Maritime Exchange ASA hereby authorises the Board of Directors to increase the company's share capital by up to NOK 5,000,000 by one or more share issues. The lowest subscription price which may be*



*paid per share is 20 times the nominal value and the highest subscription price which may be paid per share is 200 times the nominal value. The shareholders right of first refusal to new shares according to the Norwegian Public Limited Liability Companies Act §10-14 is waived. The authorisation can be used for funding purposes, strategic partnerships, organisational compensation schemes, or other purposes to further the company's strategy. The authorisation includes share capital increases with payment in the form of other assets than money, cf. the Norwegian Public Limited Liability Companies Act § 10-2. The authorisation does not cover share capital increases in connection with mergers according to the Norwegian Public Limited Liability Companies Act § 13-5. The authorisation can be used also in a takeover situation cf. the Stock Exchange Act section 5-15 and the Securities Trading Act section 4-17. The authorisation is valid until the Ordinary General Meeting in 2007. The unused portion of the existing authorisation shall be recalled.*

\* \* \* \* \*

Shareholders listed in the Norwegian Central Securities Depository (*Verdipapirsentralen*) are entitled to be present and vote at the Extraordinary General Meeting. Such shareholders are requested to give notification of their attendance as soon as possible and at the latest by 16:00 hours on Wednesday 4 October 2006 to IMAREX NOS ASA, Hieronymus Heyerdahls gate 1, 0160 Oslo, Norway, telefax +47 23 89 42 21, telephone +47 23 89 42 00.

Any shareholder may appoint a proxy with written authority to attend the meeting and to vote on his or her behalf.

Oslo, 20 September 2006

The Board of Directors