1995 saw good results from the long-term objectives set in recent years, with a strong increase in sales and profits. The ability and willingness to establish priorities and work towards long-term objectives is essential to create future growth.

A long-term approach is also perhaps the most important element in our planning up to the end of the century. In recent years TOMRA has devoted considerable resources to:

- R&D, with the development of products for the future, new software solutions and reductions in the cost of existing products.
- Market development, where for example, this year's breakthrough in Michigan is a result of 3 years' preparatory work in a new market.
- Organisational development, with quality as a target at all levels Quality in recruitment processes, in customer relationships and in the development of individual employees.
- Investment, the new premises and the acquisition of businesses in our core area are examples of investments to be viewed in a 20-year perspective.
- Further development of our Corporate Identity. With our new corporate profile and logo, we believe we have created an even better impression of TOMRA in relation to our customers and business environment.

When making investments of a long-term nature, it can often be difficult in the short term to evaluate results. TOMRA, however, is enjoying a very positive trend, with skilled and motivated employees both in Norway and abroad, capable through their professionalism of achieving the targets set. We believe this trend will continue and even be strengthened in the coming years.

After 12 years in TOMRA, of which eight have been as President, the time has now come to hand on the baton, previously passed to me by the Chairman of the Board Jan Chr. Opsahl, to the Executive Vice President Erik Thorsen. TOMRA faces important challenges to secure continued strong growth in the coming years. I am certain, however, that Erik Thorsen and the more than 400 dedicated employees in TOMRA will secure the fulfilment of these demanding goals in the years up to 2000.

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Svein Jacobsen Managing Director

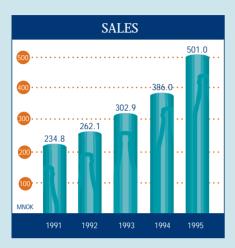


Svein Jacobsen



Erik Thorsen

Highlights



- Operating revenues of NOK 501 million an increase of 30% from 1994.
- Profit after financial items of NOK 80.1 million an increase of 90% from 1994.
- Large orders in the USA doubled the installation volume and brought TOMRA to market leadership with a 55% market share.
- Introduction of deposit on cans in Finland, with start in 1996.
- Launching of two new machines and one software product for handling of beverage containers.
- New facilities in Asker secure space for further growth.
- Private placement raised NOK 130 million in new equity equity ratio 65%
- Total assets of NOK 606 million, an increase of 61%.

| Main figures | | 1995 | 1994 | 1993 | <i>1992</i> | 1991 |
|------------------------------|------|-------|-------|-------|-------------|-------|
| Sales | MNOK | 501.0 | 386.0 | 302.9 | 262.9 | 234.8 |
| Operating Profit | MNOK | 84.3 | 47.1 | 22.4 | 12.6 | 29.9 |
| Profit before tax | MNOK | 80.1 | 42.1 | 22.1 | 10.6 | 29.0 |
| Return on equity | % | 20.7 | 18.5 | 14.2 | 8.3 | 30.2 |
| Return on total assets | % | 17.7 | 17.2 | 12.4 | 9.1 | 22.0 |
| Earnings per share | NOK | 1.85 | 1.00 | 0.65 | 0.31 | 0.98 |
| Total investments | MNOK | 152.5 | 102.6 | 21.0 | 63.3 | 26.5 |
| Total employees as at 31.12. | | 431 | 320 | 273 | 232 | 210 |



REPORT OF THE BOARD OF DIRECTORS 1995

1995 was the best year in TOMRA's history. The profit after financial items was NOK 80.1 million compared with NOK 42.1 million in 1994, an increase of 90%. Sales rose to NOK

501 million, up from NOK 386 million in 1994, an increase of 30%. The operating profit rose to NOK 84.3 million, compared with NOK 47.1 million in 1994. TOMRA's operating revenues outside Norway amounted to 96% of total sales. The profit ratio was 16.0% against 10.9% in 1994.

Jan Chr. Opsahl

The TOMRA group's profit after tax was NOK 62.7 million against NOK 33.1 million in 1994. This corresponds to earnings per share of NOK 1.85 against NOK 1.00 in 1994. The group's taxes amounted to 21.7% in 1995 against 21.4% in 1994. The share price on 01.01. was NOK 15.30, compared with NOK 50.50 on 31.12. The company paid a dividend of NOK 0.20 per share for 1994.

The group's total assets at 31 December 1995 were NOK 606 million (+61%). The increase in the balance sheet is due to higher working capital as a result of further growth, an increased number of leased machines in the USA and investments in TOMRA's new building at Asker. TOMRA's liquidity position is good and the equity ratio stands at 65%.

MARKETS – EUROPE

The TOMRA group achieved very good sales growth in Europe in 1995. Sales totalled NOK 308.0 million against NOK 257.6 million in 1994 (+20%). The strongest growth was in Denmark, where sales increased by 44% to NOK 42.3 million. This growth was due, among other things, to a breakthrough with new Danish retail chains which previously handled bottle reception manually. TOMRA also received a major order from FDB to convert more than 400 machines to UV recognition of wine bottles. This is the first example in Europe of the introduction of a private deposit system, since DANISCO wants to distinguish its own bottles from other standard wine bottles in the market.

TOMRA's largest market in Europe, Germany, experienced weaker growth than planned. Sales totalled NOK 97.1 million, an increase of 17%. Even though German retailers recognize that automation provides gains through personnel efficiency, the elimination of losses, an increase in sales area and better customer service, the German grocery sector is currently in recession and the sector is experiencing reduced demand and low profitability. This, together with a replacement programme for refrigeration equipment in the stores as a result of new rules in the EU, is the reason for the lower market growth.



Ralph Høibakk



Tharald Brøvig



Berit Dahl



Klaus Nærø



Christian H. Thommessen

Growth in Sweden was 22% to NOK 68.7 million in 1995. The order from Returpack AB to upgrade 1,500 can machines to barcode reading has only made a limited contribution to sales growth, since the upgrading work will largely be carried out during 1996. The upgrading also involves all machines being connected on-line to a central computer in TOMRA, which permits programming, fault diagnosis and data collection without it being necessary to travel out to the stores. This represents a new, exciting business area for the future.

In Norway TOMRA received an order from Vinmonopolet AS of NOK 5 million for new machines for 57 outlets. The machines will also be connected on-line to TOMRA which will be responsible for bottle data programming. This is the first order with on-line data communication in Norway. Holland also had a strong year with sales growth of close to 20% to NOK 35.6 million. The most important single event was the order from Albert Heijn for 50 machines for delivery in 1996.

We are securing our position in other markets. The 150th machine has been installed in Argentina, and our first machine in Uruguay was installed in 1995. We are now also represented in several countries in Eastern Europe through our distributor in Austria, and in the Baltic States through our subsidiary in Finland. Development in all these countries will take time and sales have been concentrated in the first instance on western chains which have established there. TOMRA's market share in Europe exceeded 70% in 1995, i.e. slightly higher than the previous year. The cumulative market share in Europe continues to be 80%.

MARKETS – AMERICA

1995 confirms the trend seen in recent years for TOMRA in America, with strong sales and profit growth. Turnover rose from NOK 128.4 million to NOK 193.0 million in 1995, an increase of 50%. The number of machines which TOMRA installed more than doubled to 1,963 against 920 machines in 1994. The year started with a major order from Meijer in Michigan for more than 400 machines. In June we signed a similar large order for 380 machines for Kroger, the USA's



largest grocery chain. Both orders were won after extensive evaluation and testing of different suppliers, with TOMRA being selected as sole supplier.

Sales growth in the USA has been lower than the growth in the number of installed machines in 1995, because 1,031 of the total of 1,963 machines



installed are leased to the stores. The lease contracts are normally over 5 years and booked to income over the lease period. NEROC, which we acquired 100% from the second half of 1994, has met the expectations and plans which formed the background to the takeover. Sales ended at NOK 94.3 million, but this figure excludes the activities in Michigan and New York which have been established as separate offices. The company has changed its name from 1.1.96 to TOMRA Metro.

In November TOMRA signed a new major order in New York. The order involves the delivery of more than 500 machines in 168 stores during the coming 18 months to A&P (The Great Atlantic Pacific Tea Company, Inc.). The order is expected to generate sales of USD 17,500,000 over a

5-year period, divided between leasing and service.

TOMRA is now well established with its own offices in 5 of 10 states which operate deposit schemes. In 1995 TOMRA

Cot a Date.

obtained a market share in excess of 80% in the USA on new installations, and the cumulative market share ended at 55%, with an American manufacturer as the main competitor.

PRODUCTS, R&D, LOGISTICS

TOMRA again maintained a high level of activity in product development in 1995 and expenditure totalled NOK 30.2 million against NOK 25.4 million in 1994. At the beginning of the year TOMRA launched two new machines:

TOMRA 62 CANS & PLASTIC

A machine which handles cans, one-way and refillable plastic bottles. The machine is delivered in a number of versions suited to local market needs. It is delivered, among other things, with a compactor for volume reduction or grinder for shredding plastic



containers. The main markets for T-62 will be Sweden, Finland and the USA.

TOMRA 32 GLASS

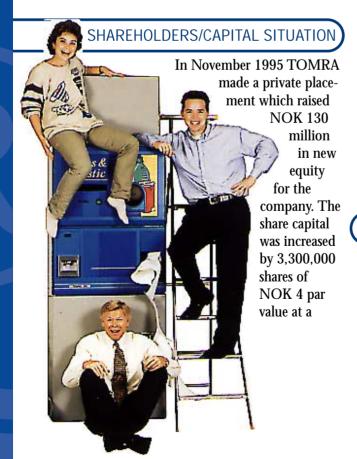
A machine for handling one-way glass. The machine sorts and crushes glass in 3 different containers based on the colours green, brown and clear.

Both these machines belong to a new generation of TOMRA machines, which are very often linked by modem to a central computer. This permits monitoring, programming and data collection without it being necessary to travel to the stores.

TOMRA has launched a new generation of software, for its machines. With this product, both the machines' registration accuracy and speed increases. The product is not only being installed on new machines manufactured, but is also sold as an upgrade for existing machines.

In August 1994 TOMRA inaugurated its new production facilities in Asker. This investment has provided the company with a suitable location to continue its rapid expansion. Production volume was more than 30% higher than in 1994. Good gains have been achieved during the first full year of operation. It was possible to increase production without a correspondingly strong increase in direct production costs.

TOMRA works, in addition to the "Just In Time" production philosophy, with direct deliveries to the assembly line (ship to line). This involves less intermediate storage and working capital requirements. Working capital in raw materials and goods in progress in Asker only increased by 14% to NOK 27.7 million.





OCTOBER 1994 APRIL JULY OCTOBER 1995 APRIL JULY OCTOBER 1996

subscription price of NOK 39.80 per share, which was the average market price on the subscription date. The increase in capital was carried out in order to strengthen the company's capital base to finance the expected strong growth in the American market.

TOMRA had 4,891 shareholders at the end of 1995. The share price at the beginning of the year was NOK 15.30, while this rose to NOK 50.50 at 31.12., an increase of 230%. TOMRA's foreign ownership amounted to 62% at the end of the year, against 51% at 01.01.95. TOMRA has, in common with some other Norwegian listed companies, an ADR programme in the USA which makes it possible for a broader base of American investors to invest in TOMRA shares.

Christian H. Thommessen was elected a new Board member and all other shareholderelected Board members were re-elected at the company's Annual General Meeting on 14 April 1995.

ORGANISATION

The number of employees in the TOMRA group at the end of the year was 431, of whom 172 worked in Norway. At the beginning of the year the figures were 320 and 130, respectively. The increase of 111 employees was split between USA with 59, Norway with 42 and remaining Europe with 10.



TOMRA's Total Quality programme (TTQ), which has as its main purpose continuous quality improvements, was maintained in 1995. The most important single

activity in the TTQ work has been customer relation studies, which provide us with valuable information from all our most important markets on how our products and our organisation are perceived. The result from surveys in the autumn of 1995 shows that the positive development from recent years continues. The repurchase index, which shows how many of our customers are either very likely or quite likely to repurchase a TOMRA machine, stands at 93.3%. (See page 40)

TOMRA is a "green" company and the group's products and production processes have therefore all been based on an environmentally-friendly profile. The company does not pollute the external environment more than what is normal for our type of activity. Environmental measures are within the guidelines established by the International Chamber of Commerce and are presented further on page 26. In 1995 TOMRA's organisation in Norway was grouped under one roof. In total the company now occupies 10,500 m² of offices and production premises, which provides the organisation with the necessary space and production capacity for further growth.

The building, which cost NOK 5,000 per m2, was opened in October 1995.

TOMRA'S FUTURE PROSPECTS

1995 was clearly a better year than expected in last year's annual report, when we commented on the operating parameters for the coming year. We referred to analyses from booking firms with regard to specific growth targets which appears to be the most common practice among listed companies. Market growth in Europe is expected to continue at the level seen in 1995. There have been positive changes in deposit



legislation in recent years. Sweden introduced deposits on one-way plastic bottles in 1994, while Finland has decided to introduce deposits on cans from 1.3.96. Otherwise reference is made to page 34 of the annual report relating to BU Europe, which deals with deposit legislation in the EU. In the USA no change is expected in 1996 regarding the number of deposit states – a total of 10 states. We are optimistic, however, with regard to an evaluation of future market prospects and expect the strong growth to continue. The high penetration of machines in Michigan opens up new business opportunities in the coming years. TOMRA is therefore considering expanding the business concept in Michigan to also include material handling and deposit settlement in line with what we offer in Connecticut and New York.

In December 1995 TOMRA signed a letter of intent to take over Mobile Redemption, our distributor in northern Connecticut and parts of Massachusetts. The acquisition will take effect from 1 January and enable more rapid expansion of TOMRA's operations in Massachusetts. The purchase price is based on the company's 1995 earnings and totals USD 8 million, equivalent to 6 times pre-tax earnings. The final purchase agreement is expected to be signed at the end of February 1996. on paid in Tomra Systems ASA to the Managing Director amounted to NOK 755,120 in salary and NOK 157,006 in taxable benefits represented by a free car and loan of NOK 950,000. The number of shares owned by the company's officers is set out in note 5. Audit fees paid to KPMG as for Tomra Systems ASA amount to NOK 230,000. In addition, NOK 114,735 has been paid for advisory services. Total audit fees of the group amount to NOK 1,034,447.

APPLICATION OF THE RESULT

The profit for the year of Tomra Systems ASA was NOK 36,173,365. The Board recommends the following allocation, including a proposal to pay a dividend of NOK 0.25 per share, which is an increase of 25% from 1994:

| To dividend | NOK | 9,320,063 |
|------------------|-----|------------|
| To free reserves | NOK | 26,853,302 |
| Total allocated | NOK | 36,173,365 |

SALARY AND REMUNERATION

In 1995 the Board received Directors fees of NOK 295,000. Salary and other remunerati-

Asker, 14 February 1996

LL (ULC) DEA an Chr. Opsahl Chairman

Tharald Brøvig

Klaus Nærø *Employee*

Jørgen Randers

Christian H. Thommessen

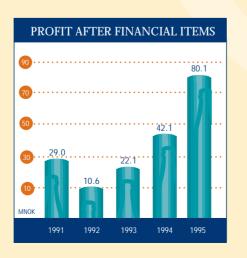
Ralph Høibakk

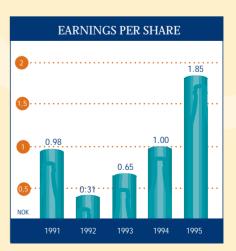
Berit Dahl *Employee*

Profit and Loss Statement

01.01.-31.12.

| TOMRA SYS | TEMS ASA | | | | | | ТОТ | MRA GROUP |
|-----------|----------|-------------|------------------|--------------------------|--------|---------------------|-----------------------|---------------------|
| 1995 | 1994 | <i>1993</i> | Figures in NOR | K 1,000 | Notes | 1995 | 1994 | <i>1993</i> |
| 273,397 | 195,607 | 137,938 | Operating reve | nues | 1 | 501,026 | 386,015 | 302,936 |
| | | | OPERATING EXP | ENSES | | | | |
| 179,667 | 123,022 | 87,647 | Cost of materia | als | 2 | 217,815 | 188,383 | 156,561 |
| 36,995 | 31,593 | 26,671 | Labour costs ar | nd social ex | penses | 107,068 | 81,344 | 68,064 |
| 20,171 | 13,280 | 6,315 | Other operatin | g expenses | 3 | 60,131 | 52,343 | 42,494 |
| 4,982 | 4,032 | 4,189 | Ordinary depre | eciation | 6 | 31,706 | 16,822 | 13,395 |
| 241,815 | 171,927 | 124,822 | Total operating | <mark>g expense</mark> s | | 416,720 | 338,892 | 280,514 |
| 31,582 | 23,680 | 13,116 | Operating prof | ìt | | 84,306 | 47,123 | 22,422 |
| | | | FINANCIAL INCO | ME AND EX | PENSES | | | |
| 2,182 | 6,248 | 6,148 | Financial incon | ne | | 5,316 | 6,438 | 5,761 |
| 4,839 | 9,705 | 4,469 | Financial exper | ıses | | <mark>9,57</mark> 2 | 11, <mark>498</mark> | <mark>6,12</mark> 0 |
| 14,355 | - | - | Dividend from | . subsidiary | | - | - | - |
| 11,698 | (3,457) | 1,679 | Net financial it | e <mark>ms</mark> | 4 | (4,256) | (5,0 <mark>60)</mark> | (359) |
| 43,280 | 20,223 | 14,795 | Profit before ta | X | | 80,050 | 42, <mark>063</mark> | 22,063 |
| 7,107 | 2,174 | - | Taxes | | 9 | 17,362 | 8, <mark>992</mark> | 2,815 |
| 36,173 | 18,049 | 14,795 | Net profit | | | <mark>62,688</mark> | 33, <mark>071</mark> | 19,248 |
| | | | ALLOCATED AS F | OLLOWS: | | | | |
| - | - | (1,132) | Adjustment of | pension pr | emium | reserves | | |
| 9,320 | 6,616 | 4,962 | Dividend (| | | | | |
| - | 3,037 | - | Group transfer | | | | | |
| - | 7,237 | - | Legal reserve | | | | | |
| 26,853 | 1,159 | 10,965 | Free reserves | | | | | |
| 36,173 | 18,049 | 14,795 | Total allocated | | | | | |





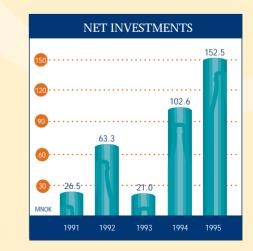
Balance Sheet

| TOMRA SYS | TEMS ASA | | | | | тс | MRA GROUP |
|-----------------------|-----------------------|--------------------------------|---|----------|-----------------------|-----------------------|-----------------------|
| 1995 | 1994 | 1993 | Figures in NOK 1,000 | Notes | 1995 | 1994 | <i>1993</i> |
| ASSETS | | | CURRENT ASSETS: | | | | |
| 37.311 | 2,111 | 2,259 | Cash and bank deposits | 8 | 60,288 | 22,618 | <mark>19,11</mark> 3 |
| 3,315 | 1,507 | 22,543 | Accounts receivable | 3 | 97,097 | 65,877 | <mark>60,24</mark> 5 |
| 93,647 | 34,003 | 87,705 | Intercompany receivables | | - | - | - |
| 9,635 | 9,458 | 5,940 | Other short-term receival | oles | 26,134 | 13,030 | <mark>11,7</mark> 87 |
| 37,448 | 31,246 | 25,505 | Inventory | 2 | <mark>10</mark> 9,156 | 85,917 | <mark>55,2</mark> 17 |
| 181,356 | 78,325 | <i>143,952</i> | Total current assets | | 292,675 | 187,442 | <u>146,</u> 362 |
| | | | FIXED ASSETS: | | | | |
| 164,854 | 78,750 | 15,766 | Shares | 10 | <mark>4,</mark> 437 | 5,190 | 1,757 |
| 4,962 | 47,032 | 13,783 | Intergroup loans | | - | - | - |
| - | - | 126 | Long-term receivables | | <mark>22,54</mark> 3 | 3,965 | 2,776 |
| 3,552 | - | - | Pension funds | 12 | <mark>3,55</mark> 2 | - | - |
| 995 | - | - | Deferred tax allowances | 9 | 3,624 | 3,916 | 75 <mark>5</mark> |
| - | - | - | Intangibles | 6 | 90,599 | 7 <mark>6,343</mark> | 41,171 |
| 71,344 | 42,340 | 26,874 | Real property, fixed assets | 6 | 92,831 | 5 <mark>4,407</mark> | 34,2 <mark>5</mark> 1 |
| - | - | - | Leasing equipment | 6 | 95,633 | 4 <mark>5,303</mark> | 19,4 <mark>80</mark> |
| 245,707 | 168,122 | 56,549 | Total fixed assets | | 313,219 | 189 <mark>,124</mark> | 100,1 <mark>90</mark> |
| 427,063 | 246,447 | 200,501 | Total assets | | 605,894 | 37 <mark>6,566</mark> | 246,552 |
| | | | | | · | | ŕ |
| | | | Y CURRENT LIABILITIES: | | | | |
| 7,644 | 15,911 | 30,826 | Bank overdraft | 8 | 3,741 | 12,556 | 31,276 |
| 17,554 | 11,453 | 8,519 | Accounts payable, trade | | 43,591 | 31,428 | 18,9 <mark>61</mark> |
| 27,790 | 23,261 | 19,914 | Intercompany payables | | - | - | - |
| 6,786 | 2,174 | - | Taxes payable | 9 | 9,575 | 2,868 | 2,941 |
| 32,681 | 18,611 | 17,483 | Other current liabilites | 11 | 66,147 | 50,700 | 37,739 |
| <i>92,455</i> | 71,410 | 76,742 | Total current liabilities | | 123,054 | 97,552 | 90,917 |
| | | | LONG-TERM LIABILITIES: | | | | |
| - | 6,930 | 6,930 | Long-term loans | 8 | 83,863 | | 12,749 |
| 995 | - | - | Deferred taxes | 9 | 3,624 | 3,916 | 755 |
| - | 705 | 3,514 | Pension liabilities | 12 | - | 705 | 3,514 |
| <u>995</u> | 7,635 | 10,444 | Total long-term liabilities | | 87,487 | 69,638 | 17,018 |
| | | | EQUITY: | | | | |
| <mark>149</mark> ,121 | 132,321 | <mark>88,214</mark> | Share c <mark>apital (37,280,250 o</mark> | f NOK 4) | 149,121 | 132,321 | 88,214 |
| <mark>14</mark> 9,022 | 26,4 <mark>64</mark> | <mark>17,</mark> 643 | Legal r <mark>eserve</mark> | | 149,022 | 26,464 | 17,643 |
| 35,470 | 8, <mark>617</mark> | 7,458 | Free re <mark>serves</mark> | | 105,577 | 52,209 | 32,991 |
| - | - | - | Transl <mark>ation difference</mark> | | (8,367) | (1,618) | (231) |
| 333,613 | <mark>167,40</mark> 2 | 113,315 | Total s <mark>hareholders' equity</mark> | 13 | 395,353 | 209,376 | 138,617 |
| 427,063 | <mark>246,</mark> 447 | 200,501 | Liabilities and equity | | 605, 894 | 376,566 | 246,552 |
| 115,000 | 115,000 | 35,4 <mark>01</mark> | Mortgages | 14 | 131,587 | 137,235 | 47,245 |
| 47,491 | 62,751 | 35,401 24 <mark>,984</mark> | Guarantee liabilities | 14 15 | 131,587 | 137,233 | 47,245 8,158 |
| 47,491 | 02,751 | 24,904 | Guarantee naphilities | 15 | 12,038 | - | 0,100 |

Cashflow Analysis

As at 31.12.

| TOMRA SYS | STEMS ASA | | | | TO | MRA GROUP |
|-----------|---------------|-------------|---|------------------------|---------------------------|---------------------|
| 1995 | 1994 | <i>1993</i> | Figures in NOK 1,000 | 1995 | 1994 | 1993 |
| 43,280 | 20,223 | 14,795 | Profit before tax | 80,050 | 42,063 | 22,063 |
| 4,982 | 4,032 | 4,189 | Ordinary depreciation | 31,706 | 16,822 | 13,395 |
| (7,107) | (2,174) | - | Taxes | (17,362) | (8,992) | (2,815) |
| (9,320) | (6,616) | (4,962) | Dividend accruals | (9,320) | (6,616) | (4,962) |
| (4,257) | (2,809) | 1,132 | Change in pension liabilities/reserves | (4,257) | (2,809) | 1,132 |
| - | (3,037) | - | Group transfer | - | - | - |
| 27,578 | 9,619 | 15,154 | Cashflow from operation | 80,817 | 40,468 | 28,813 |
| | | | Alterations in inventories, debtors | | | |
| (43,269) | 80,550 | (48,863) | creditors, other accruals | (<mark>39,373)</mark> | (18,565) | (23,324) |
| (15,691) | <i>90,169</i> | (33,709) | Net cashflow from operations | 41,444 | 21,903 | 5,489 |
| | | | CASHFLOW FROM INVESTMENTS | | | |
| (33,986) | (31,756) | (5,174) | Investments in fixed assets ¹⁾ | (137,885) | (124,447) | (34,058) |
| - | 12,258 | - | Sales of fixed assets | 3,169 | 26,474 | 13,713 |
| (44,034) | (96,107) | (1,673) | Net financial investments | (17,825) | (4, <mark>622)</mark> | (694) |
| (78,020) | (115,605) | (6,847) | Net cashflow from investments | (152,541) | (102,5 <mark>95)</mark> | <i>(21,039</i>) |
| | | | CASHFLOW FROM FINANCING | | | |
| (3,517) | (20,403) | 29,542 | Short-term borrowing | <mark>(2,688)</mark> | (12, <mark>375)</mark> | 20,607 |
| (6,930) | - | (2,759) | Long-term borrowing | <mark>18,846</mark> | 52, <mark>268</mark> | (7,152) |
| | | | EQUITY | | | |
| 139,358 | 45,691 | - | New share capital incl, share premium | 139,358 | 45, <mark>691</mark> | - |
| - | - | - | Change in translation differences | (6,749) | (1,387) | (1,849) |
| 128,911 | 25,288 | 26,783 | Net cashflow from financing | 148,767 | 84,197 | 11,606 |
| | | | Total net change in cash | | | |
| 35,200 | . , | (13,773) | and bank deposit | <i>37,670</i> | <i>3,<mark>505</mark></i> | (3,944) |
| 2,111 | 2,259 | 16,032 | Liquid assets 01.01. | 22,618 | 19, <mark>113</mark> | 23,057 |
| 37,311 | 2,111 | 2,259 | Liquid assets 31.12. ²⁾ | 60,288 | 22, <mark>618</mark> | 19,113 |
| | | | WORKING CAPITAL | | | |
| 181,356 | 78,325 | 143,952 | Current assets | <mark>292,67</mark> 5 | 187,4 <mark>4</mark> 2 | 146,362 |
| 92,455 | 71,410 | 76,742 | Current liabilities | 123,054 | 97,552 | <mark>90,917</mark> |
| 88,901 | 6,915 | 67,210 | Working capital 31.12. | 169,621 | 89,890 | 55,445 |



- ¹⁾ "Investments in fixed assets" also include subsidiaries purchased and consolidated for the first time in the fiscal year.
- ²⁾ Includes restricted bank deposits totalling NOK 2,309,438 in Tomra Systems ASA.

Consolidation and Accounting Principles

CONSOLIDATION PRINCIPLES

CONSOLIDATED COMPANIES

The consolidated accounts include the parent company Tomra Systems ASA and companies in which the parent company owns directly or indirectly more than 50% of the shares and/or has a controlling influence. Subsidiaries acquired/sold during the course of the year are included in the profit and loss statement from and including the date of purchase/up to and including the date of sale.

ASSOCIATED COMPANIES

Associated companies, in which the group has an ownership interest of 20-50% and significant influence over operational and financial decisions, are included in the consolidated accounts based on the equity method. The group's share of the profit after tax and goodwill depreciation of associated companies is shown on a separate line in the profit and loss statement. In the balance sheet the shares are valued at cost price adjusted for the share of profits and dividends received.

ELIMINATION OF SHARES IN SUBSIDIARIES

Shares in subsidiaries are eliminated on the basis of the past equity method. The difference between the book value of shares in subsidiaries and book value of the subsidiaries' equity at the time such shares were acquired is analysed and posted to the balance sheet items to which the excess amounts relate. Goodwill is entered as the cash value paid on acquisition and depreciated on the basis of expected earnings (see note 6).

INTERNAL TRANSACTIONS/INTER-COMPANY ITEMS

All purchases and sales between group companies as well as receivables and liabilities have been eliminated.

CONVERSION OF FOREIGN SUBSIDIARIES

The profit and loss statements for foreign subsidiaries prepared in foreign currencies are converted on the basis of average exchange rates for the year. The balance sheet is converted on the basis of exchange rates at 31.12. Conversion adjustments are shown as a separate item and charged directly to the group's equity.

ACCOUNTING PRINCIPLES

RECEIVABLES AND LIABILITIES IN FOREIGN CURRENCIES Short-term receivables and liabilities are booked at the exchange rate at the date of the balance sheet. Long-term receivables and liabilities in foreign currencies are converted at the lower/higher of the exchange rate at the date of the transaction and the date of the balance sheet. Receivables and liabilities hedged by forward foreign exchange contracts are converted at the forward contract rate. Net unrealised gains are not booked as income.

INVENTORY VALUATION

Inventories of raw materials are valued at the lower of cost of acquisition and actual value. Work in progress and finished products are valued at the lower of full cost of manufacture and actual value. Spare parts and parts held by service agents are valued at cost. A deduction is made for obsolescence.

SHARES

Shares intended for long-term ownership are entered in the balance sheet under long-term receivables and investments. These are valued at acquisition cost, unless circumstances, which cannot be regarded as of a temporary natur, exist which necessitate a lower valuation.

ASSETS AND DEPRECIATION

Long-term operating assets are entered in the balance sheet at acquisition cost adjusted for ordinary depreciation. Ordinary depreciation is carried out on a straight-line basis over the asset's expected economic life. The depreciation rates for goodwill vary and are based on the expected earnings of the company acquired after the date of acquisition.

START-UP AND DEVELOPMENT COSTS

Start-up costs, as well as research and development costs, are charged to income as they are incurred.

PENSION OBLIGATIONS

Pension obligations related to insured pensions, as well as the pension premium reserve, are included in the balance sheet using the net principle. Net pension obligations at 01.01.1994 were included in the balance sheet directly against free reserves in the parent company, which is the only company in the group with a pension scheme or benefit plan. See further note 12 for details of the pension obligations.

GUARANTEE ALLOCATIONS

A general provision has been made for future guarantee costs based on the previous year's turnover of all group companies.

TAXES

The tax charge in the profit and loss account includes both taxes payable for the period and the change in deferred tax. The change in deferred tax reflects future tax payable as a result of the year's activities. Deferred tax is the tax levied on the accumulated result which falls due for payment in subsequent periods. Deferred tax is calculated on net positive timing differences between accounting and tax balance sheet values, after setting off negative timing differences and the loss carried forward under the liability method in accordance with the rules set out in the Norwegian Accounting Standard. (See note 9).



Segmental Information

| Figures in NOK 1,000 | 1995 | 1994 | 1993 | <i>1992</i> | 1991 |
|---------------------------------|-----------------|-----------|----------------------|-----------------------|------------------------|
| OPERATING REVENUES | | | | | |
| Tomra, Norway | 21,639 | 19,807 | 16,593 | 13,193 | <mark>21,9</mark> 21 |
| Tomra, Sweden | 68,670 | 56,432 | 42,293 | 53,248 | <mark>71,33</mark> 1 |
| Tomra, Finland | 13,911 | 12,730 | 10,815 | 16,045 | <mark>13,74</mark> 7 |
| Tomra, Denmark | 42,241 | 29,298 | <mark>22,051</mark> | 15,625 | <mark>14,2</mark> 59 |
| Tomra, Holland | 35,553 | 30,156 | <mark>2</mark> 9,307 | 26,555 | <mark>36,</mark> 286 |
| Tomra, Germany | 97,045 | 82,628 | <mark>57</mark> ,543 | 35,964 | <mark>22</mark> ,633 |
| Tomra, Canada | 10,981 | 8,078 | <mark>6,</mark> 960 | 7,018 | <mark>6</mark> ,230 |
| Tomra, USA * | 67,085 | 20,716 | <mark>10,0</mark> 80 | - | - |
| Tomra Metro, USA * | 94,306 | 79,707 | <mark>64,5</mark> 89 | 46,820 | - |
| Distributors USA | 20,642 | 19,928 | <mark>23,18</mark> 7 | <mark>18,940</mark> | 26,036 |
| Other distributors | 28,953 | 26,535 | <mark>19,518</mark> | <mark>28,721</mark> | 22,351 |
| Total operating revenues | 501,026 | 386,015 | <u>302,936</u> | 2 <mark>62,129</mark> | 234,79 <mark>4</mark> |
| B.U. Europe | 308,012 | 257,586 | 198,120 | 18 <mark>9,351</mark> | 202,5 <mark>28</mark> |
| B.U. America | 193,014 | 128,429 | 104,816 | 7 <mark>2,778</mark> | 32,2 <mark>66</mark> |
| Total operating revenues | 501,026 | 386,015 | <i>302,936</i> | 26 <mark>2,129</mark> | 234,7 <mark>94</mark> |
| TOTAL ASSETS 31.12. | | | | | |
| Tomra Systems ASA | 427,063 | 246,447 | 200,501 | 13 <mark>8,727</mark> | 109,4 <mark>4</mark> 2 |
| Tomra, Norway | 5,410 | 4,158 | 7,600 | 7,129 | - |
| Tomra, Sweden | 41,870 | 27,086 | 19,769 | 19,219 | 26, <mark>424</mark> |
| Tomra, Finland | 6,008 | 6,158 | 4,477 | 4,223 | 4,544 |
| Tomra, Denmark | 15,897 | 13,617 | 7,223 | 7,410 | 6,011 |
| Tomra, Holland | 45,934 | 38,647 | 32,316 | 26,328 | 29,427 |
| Tomra, Germany | 23,032 | 21,182 | 19,362 | 10,032 | 12,541 |
| Tomra, Canada | 9,339 | 3,699 | 6,670 | 6,913 | 4,758 |
| Tomra, USA | 212,192 | 170,939 | - | - | - |
| Tomra Metro, USA | 118,112 | 101,780 | 48,033 | 26,059 | - |
| Unallocated items / elemination | (298,963) | (257,147) | (99,399) | (36,481) | (35,741) |
| Total assets | 60 <u>5,894</u> | 376,566 | 246,552 | 209,559 | 157,406 |

* In 1992 TOMRA purchased 51% of the distribution company NEROC in the USA. The remaining 49% was acquired 01.07.1994. The company changed name to Tomra Metro with effect from 01.01.1996. As of 01.01.1995 the activities in Michigan and New York Upstate were separated from the Tomra Metro business and transferred to Tomra North America, Inc,. The figures for Tomra Metro and Tomra USA are changed for the years 1993-1994 based on the separated business activities.

Cost of Materials/Inventory

| PARENT COMP | ANY | | | | | GROUP |
|-------------|---------|-------------|-------------------------|----------------------|----------------|-------------|
| 1995 | 1994 | <i>1993</i> | Figures in NOK 1,000 | 1995 | 1994 | <i>1993</i> |
| | | | COST OF METERIAL | | | |
| 165,875 | 115,011 | 80,677 | Cost of raw materials | 208,122 | 197,578 | 151,552 |
| 17,189 | 11,990 | 8,273 | Direct wages production | 17,189 | 11,990 | 13,118 |
| 183,064 | 127,001 | 88,950 | Cost of materials gross | 225,311 | 209,568 | 164,670 |
| (3,397) | (3,979) | (1,303) | Change of inventory | (7,496) | (21,185) | (8,109) |
| 179,667 | 123,022 | 87,647 | Cost of materials | 217,815 | <i>188,383</i> | 156,561 |
| | | | INVENTORY | | | |
| 15,887 | 14,702 | 19,423 | Raw materials | 15,887 | 15,503 | 19,592 |
| 11,810 | 9,575 | 5,161 | Work in progress | 11, <mark>810</mark> | 9,793 | 5,218 |
| 1,195 | 33 | 468 | Manufactured products | 36,078 | 30,599 | 13,989 |
| 8,556 | 6,936 | 453 | Spare parts | 45,381 | 30,022 | 16,418 |
| 37,448 | 31,246 | 25,505 | Total inventory | 109,156 | 85,917 | 55,217 |

Other Operating Expenses

THE GROUP

The bad debt reserve amounts to NOK 1.2 million on a group basis and is included in the balance sheet item customer receivables. At 01.01.95 the bad debt reserve was NOK 1.5 million. Total loss on accounts receivable was NOK 1.1 million.

PARENT COMPANY

Tomra Systems ASA has not incurred losses on outstanding receivables in 1995. The bad debt reserve amounts to NOK 0.1 million, and is included in the balance sheet item customer receivables.

Financial Items

FINANCIAL ITEMS FOR THE GROUP CONSISTS OF:

| Figures in NOK 1,000 | 1995 | 1994 | <i>1993</i> |
|--------------------------------------|--------------------|---------------|-------------|
| Interest income | 1,255 | 2,925 | 2,104 |
| Yield on pension premium reserve | - | - | 43 |
| Foreign exchange gains | 1,237 | 2,241 | 3,309 |
| Gain on bondholdings | - | - | 305 |
| Share of result associated companies | <mark>2,824</mark> | 1,272 | - |
| Total financial income | <i>5,316</i> | <i>6,438</i> | 5,761 |
| Interest expenses | 8,457 | 3,634 | 3,666 |
| Loss on bondholdings | - | 1,110 | - |
| Foreign exchange losses | 1,115 | 6,754 | 1,477 |
| Share of result associated companies | - | - | 977 |
| Total financial expenses | <i>9,572</i> | <i>11,498</i> | 6,120 |
| Net financial items | (4,256) | (5,060) | (359) |

The share of the result of associated companies for 1995 consists of gains in ARS, in which Tomra North Ameirica, Inc. has 50% ownership.

Note 3

Note 4

Shares owned by Officers, Final Compensation

SHARES OWNED BY THE COMPANY'S OFFICERS AT 31.12.95:

| BOARD | | |
|----------------------------------|-----------------------|---|
| Jan Chr. Opsahl, chairman | 103,724 | ł |
| Tharald Brøvig | 86,911 | L |
| Jørgen Randers | 9,016 | ; |
| Ralph Høibakk | C |) |
| Christian H. Thommessen | C |) |
| Klaus Nærø (employee) | C |) |
| Berit Dahl (employee) | C |) |
| Managing Director Svein Jacobsen | <mark>13</mark> 3,423 | } |
| Auditors, KPMG as | 0 |) |
| | | |

Managing Director would in case of dismissal from his position receive full compensation for twelve months.

Note 6

Fixed Assets

| | BUILDINGS/ MA SITES | SHINERY/EDP/ FIXTURES ³⁾ | VEHICLES | TOTAL | INTA <mark>NGIBLES</mark> | LEASI <mark>NG-</mark> EQUIPMENT ³⁾ |
|--------------------------------------|------------------------|--|----------|----------|---------------------------|---|
| Figures in NOK 1,000 | | | | | | |
| THE GROUP ¹⁾ | | | | | | |
| Historical cost 01.01. ²⁾ | 35,077 | 45,010 | 12,102 | 92,189 | 84,177 | 48, <mark>618</mark> |
| Additions this year | 26,701 | 12,711 | 8,742 | 48,154 | 25,905 | <mark>63,723</mark> |
| Disposals this year | - | (1,289) | (1,658) | (2,947) | - | (221) |
| Accum. ord. depreciation | (1,445) | (36,029) | (7,091) | (44,566) | (19,483) | (16,487) |
| Book value on 31.12. | 60,333 | 20,403 | 12,095 | 92,831 | 90,599 | 95,633 |
| Ord. depreciation this ye | ar 1,200 | 8,035 | 2,582 | 11,817 | 6,716 | 13,173 |
| Depreciation rates | 3% | 10-33% | 15-33% | 5-20% | 5% | 14,3% |
| PARENT COMPANY | | | | | | |
| Historical cost 01.01. ²⁾ | 35,078 | 25,899 | 883 | 61,860 | | |
| Additions this year | 26,701 | 7,136 | 149 | 33,986 | | |
| Disposals this year | - | - | - | - | | |
| Accum. ord. depreciation | . (1,437) | (22,523) | (542) | (24,502) | | |
| Book value on 31.12. | 60,342 | 10,512 | 490 | 71,344 | | |
| Ord. depreciation this ye | ar 1,200 | 3,682 | 100 | 4,982 | | |
| Depreciation rates | 2-4% | 15-25% | 20% | | | |

¹⁾ Exchange rates as at 31.12.1995 are used in calculating fixed assets in foreign subsidiaries.

²⁾ Including sites NOK 8,021,199.

³⁾ Leasing equipment has in 1995 been sorted out from "Machinery/EDP/Fixtures" and is now being presented on a separate line in the balance sheet. Figures for preceeding years have been adjusted correspondingly.

| Figures in NOK 1,000 | | 1995 | 1994 | 1993 | <i>1992</i> | 1991 |
|------------------------|-----------|---------------------|----------------------|---------------------|----------------------|--------------|
| GROUP | | | | | | |
| Vehicles | Purchased | 8,742 | 5,413 | 2,975 | 2,086 | 1,535 |
| | Sold | (1,658) | (2,293) | (675) | (1,018) | (494) |
| Machinery/EDP/Fixtures | Purchased | 12,711 | 15,079 | 12,537 | 956 | 5,768 |
| | Sold | (1,289) | (3,878) | (3,404) | (394) | (31) |
| Buildings/Sites | Purchased | 26,701 | 28,345 | 3,176 | 715 | 490 |
| | Sold | - | (16,954) | (6,494) | - | - |
| Total | Purchased | 48,154 | <mark>48,83</mark> 7 | 18,688 | 3,757 | 7,793 |
| | Sold | (2,947) | (23,125) | (10,573) | (1,412) | (525) |
| Intangible | Purchased | 25,905 | 43,1 <mark>66</mark> | 5,294 | 35,589 | - |
| | Sold | - | - | | - | - |
| Leasing Equipment | Purchased | 63,723 | <mark>32,444</mark> | <u>10,0</u> 76 | 11, <mark>404</mark> | - |
| | Sold | <mark>(22</mark> 1) | (1,578) | (3,140) | <mark>(588)</mark> | - |
| PARENT COMPANY | | | | | | |
| Vehicles | Purchased | 149 | 441 | - | 666 | 385 |
| | Sold | - | (1,050) | - | <mark>(662)</mark> | (69) |
| Machinery/EDP/Fixtures | Purchased | 7,136 | 2,970 | <mark>2,00</mark> 0 | <mark>6,085</mark> | 3,364 |
| | Sold | - | (48) | - | <mark>(267)</mark> | (14) |
| Buildings/Sites | Purchased | 26,701 | 28,345 | <mark>3,17</mark> 4 | 413 | - |
| | Sold | - | (16,954) | - | - | - |
| Total | Purchased | <i>33,986</i> | 31,756 | <u>5,17</u> 4 | 7 <mark>,164</mark> | <i>3,749</i> |
| | Sold | - | (18,052) | - | (929) | (83) |

PURCHASES/SALES OF FIXED ASSETS OVER THE PAST 5 YEARS

Items not included in the Balance Sheet

Forward foreign exchange contracts are used to hedge future foreign currency income. In cases where the company has firm orders in foreign currency, any gains/losses related to the forward contracts are not booked to the results. In respect of forward contracts where the future foreign currency income is not secured by order/contracts, a calculation of the gain/loss is made at the balance sheet date.

Note 7

Outstanding forward contracts at 31.12.1995Total amount sold:Average rateUSD/NOK8.0 mill.USDDKK/NOK9.0 mill.DKKSEK/NOK21.0 mill.SEK

Interest-bearing Balance Sheet Items for the Group

| Figures in NOK 1,000 | Average interest rate | 1995 | 1994 | <i>1993</i> |
|-----------------------------------|-----------------------|--------|----------------------|----------------------|
| INTEREST-BEARING INVESTMENTS | | | | |
| Restricted bank deposit | 3.50% | 2,480 | 2,248 | <mark>2,24</mark> 6 |
| Bank deposits, overdraft facility | 4.00% | 22,808 | <mark>20,370</mark> | <mark>16,86</mark> 7 |
| Short-term investments | 5.30% | 25,000 | - | - |
| Money market funds | 4.80% | 10,000 | - | - |
| Total bank/investments | - | 60,288 | 2 <mark>2,618</mark> | <u>19,1</u> 13 |
| INTEREST-BEARING DEBT | | | | |
| Overdraft facility | 7.00% | 3,741 | 12, <mark>556</mark> | <mark>31</mark> ,276 |
| Other short-term loans | - | - | - | <mark>2,409</mark> |
| Mortgage loan, short term | - | - | - | 401 |
| Convertible loan | - | - | 6,93 <mark>0</mark> | 6,930 |
| Other long-term loans | 6.70% | 83,863 | 58,08 <mark>7</mark> | 5,819 |
| Total interest-bearing debt | - | 87,604 | 77,573 | 46,83 <mark>5</mark> |

Note 9

Taxes

Deferred tax/tax allowances are calculated on the basis of timing differences which exists at the end of the year between accounting and tax values and the tax loss carried forward. On the following page are details of the timing differences and loss carried forward, together with a calculation of deferred tax/tax allowances at the end of the accounting period.

Negative and positive timing differences which reverses or may reverse in the same period are set off. Deferred tax is calculated on the basis of timing differences and losses carried forward which are set off. Timing differences between different subsidiaries are not been set off.

Realisable tax allowances related to negative timing differences and losses carried forward which cannot be set off are classified as deferred tax allowances in the balance sheet, subject to the rule as to the upper limit. In the group accounts, the upper limit is increased due to the subsidiaries' deferred tax. The corresponding share of unutilized negative timing differences is entered on a group basis. On a group basis there is thus no deferred tax in the profit and loss account and the deferred tax allowance and deferred tax entered in the balance sheet are the same.

During the period that these differences reverse the company will have a taxable net income which is sufficient to realise the deferred tax allowance. Taxes payable in the balanse sheet and in the tax note are not equal because some subsidiaries are paying taxes through the year of income.

| 1007 | APANY | 1000 | | 1007 | 1001 | GROUP |
|--------------------|---------------------------|--------------------|-------------------------------------|-------------------------|------------------------|--------------------|
| 1995 | 1994 | 1993 | Figures in NOK 1,000 | 1995 | 1994 | 1993 |
| 1,334 | 932 | (1,985) | DEFERRED TAXES Current assets | (3,147) | (7,117) | (5,795) |
| (109) | (1,352) | (3,577) | Fixed assets | 16,921 | 3,602 | (7,444) |
| (3,746) | (1,346) | (2,799) | Current liabilities | (9,839) | 6,047 | (1,828) |
| (3,740) (2,521) | (1,340) <i>(1,766)</i> | (2,133) (8,361) | Total timing differences | (3,033) <i>3,935</i> | <i>2,531</i> | (1,020) |
| (2,021) | (1,700) | (0,001) | Appreciation/ | 0,000 | 2,001 | (10,007) |
| (9,396) | (9,396) | (9,396) | depreciation of fixed assets | _ | _ | _ |
| (<i>9,396</i>) | (9,396) <i>(9,396)</i> | (9,396) (9,396) | Total other temporary differences- | _ | _ | |
| (11,917) | (11,162) | (17,757) | Total temporary P/L differences | 3,935 | 2,531 | (15,067) |
| (11,017) | (11,10%) | (17,757) | Loss carried forward | (20,011) | (16,094) | (28,344) |
| _ | _ | (221) | Balanced negative differences/loss | (20,011) | (3,066) | (480) |
| (11,917) | (11,162) | (17,978) | Net temporary differences | (16,076) | (16,629) | (43,891) |
| 3,552 | (705) | (3,514) | Pension obligations/reserves | 3,552 | (705) | (3,514) |
| 8,365 | 11,867 | (3,314) 21,492 | Limitation of tax advantage | 12,524 | 18 <mark>,009</mark> | 47,403 |
| (3,552) | - 11,007 | - 21,452 | Basis deferred tax advantage | (12,710) | (10,982) | (3,725) |
| 3,552 | _ | _ | Basis deferred tax | 12,710) | (10,302) 11,019 | 2,697 |
| 995 | _ | _ | Deferred tax advantage | 3,624 | 3,916 | 2,057 |
| 995 | | | Deferred tax | 3,624 3,624 | 3,910 3,916 | 755 |
| 000 | | | TAXES PAYABLE | 5,024 | 5,510 | 100 |
| 43,280 | 20,223 | 14,795 | Profit before tax | 80,050 | 42,063 | 22,063 |
| (1,189) | 20,220 | 1,429 | Permanent differences | (13,638) | 10,923 | 9,402 |
| (1,100) | (3,037) | - | Group transfer | (10,000) | - | |
| (3,502) | (9,404) | 2,034 | Change in temporary differences | (5,662) | (20, <mark>407)</mark> | <mark>3,608</mark> |
| - (0,002) | (221) | (18,258) | Application of loss carried forward | | (12,250) | (27,514) |
| 38,589 | 7,765 | - (10,200) | Basis taxes payable | <u>64,667</u> | 20,329 | 7,558 |
| 28% | 28% | 28% | Tax rate | 25-34% | 19- <mark>54%</mark> | 19-54% |
| 20/0 | 2070 | 2070 | TAXES | 20 01/0 | 10 0 1/0 | 10 0 1/0 |
| 10,805 | 2,174 | - | This year's taxes payable | 16,794 | 8,994 | 3,318 |
| (4,019) | - | - | Deduction of foreign paid tax | - | - | - |
| 321 | - | - | Property tax/changes previous year | rs 566 | 26 | 18 |
| - | - | - | Deferred taxes net changes | - | (28) | (521) |
| 7,107 | 2,174 | - | Taxes | 17,362 | <i>8,992</i> | 2,815 |
| , | , | | Foreign share of taxes | 10,036 | 6,813 | 2,815 |



| TOTAL SHARE CAPITALSHARES OWNEDNOM. VALUEBOOK VALUEOUR EQUITY GROUPGROUP COMPANIESTomra Systems B.V.HFL300,000300HFL1,000100%OY Tomra ABFIM1,000,0001,000FIM1,000-5,823100%Tomra Holding A/SNOK100,000100NOK1,000-100100%Tomra Butikksyst. A/SNOK3,000,0001,200NOK2,500100%Tomra Systems GmbHDEM750,000750DEM1,000-2,200100%SystemTomra A/SDKK500,000500DKK1,000-499100%Tomra Systems Inc.CAD500,000500CAD1,000-7,067100%Tomra Systems ABSEK1,000,0001,000SEK1,000-1,070100% |
|---|
| GROUP COMPANIES GROUP COMPANIES Interfactor Interfact |
| Tomra Systems B.V.HFL300,000300HFL1,000100%OY Tomra ABFIM1,000,0001,000FIM1,000-5,823100%Tomra Holding A/SNOK100,000100NOK1,000-100100%Tomra Butikksyst. A/SNOK3,000,0001,200NOK2,500100%Tomra Systems GmbHDEM750,000750DEM1,000-2,200100%SystemTomra A/SDKK500,000500DKK1,000-499100%Tomra Systems Inc.CAD500,000500CAD1,000-7,067100% |
| Tomra Holding A/SNOK100,000100NOK1,000-100100%Tomra Butikksyst. A/SNOK3,000,0001,200NOK2,500100%Tomra Systems GmbHDEM750,000750DEM1,000-2,200100%SystemTomra A/SDKK500,000500DKK1,000-499100%Tomra Systems Inc.CAD500,000500CAD1,000-7,067100% |
| Tomra Butikksyst. A/S NOK 3,000,000 1,200 NOK 2,500 - - 100% Tomra Systems GmbH DEM 750,000 750 DEM 1,000 - 2,200 100% SystemTomra A/S DKK 500,000 500 DKK 1,000 - 499 100% Tomra Systems Inc. CAD 500,000 500 CAD 1,000 - 7,067 100% |
| Tomra Systems GmbH DEM 750,000 750 DEM 1,000 - 2,200 100% SystemTomra A/S DKK 500,000 500 DKK 1,000 - 499 100% Tomra Systems Inc. CAD 500,000 500 CAD 1,000 - 7,067 100% |
| SystemTomra A/S DKK 500,000 500 DKK 1,000 - 499 100% Tomra Systems Inc. CAD 500,000 500 CAD 1,000 - 7,067 100% |
| Tomra Systems Inc. CAD 500,000 500 CAD 1,000 - 7,067 100% |
| |
| Tomra Systems AB SEK 1,000,000 1,000 SEK 1,000 - 1,070 100% |
| |
| Tomra North America Inc.USD 23,000,000 23,000 USD 1,000 - 156,368 100% |
| Value adjustments - (10,193) |
| Total shares subsidiaries - 162,933 |
| OTHER SHARES PARENT COMPANY |
| Cargoscan A/S 18,115,010 107,084 NOK 10 1,572 1,572 5.9% |
| Cargoscan Holding A/S 510,000 65 NOK 1,000 65 65 12.8% |
| ETS A/S 1,498,100 1,000 NOK 50 3.3% |
| Mekatronikk A/S 400,000 1,000 NOK 100 284 284 25.0% |
| OWNED BY SUBSIDIARIES |
| Minor items 56 |
| Automated |
| Redemption Systems USD 100,000 50 USD 1,000 2,460 - 50% |
| Total 4,437 164,854 |

Note 11

Other Short-term Liabilities

| PARENT CO | MPANY | | | | | GROUP |
|---------------------|----------------------|--------------------|---|--------|--------|-------------|
| 1995 | 1994 | <i>1993</i> | Figures in NOK 1,000 | 1995 | 1994 | <i>1993</i> |
| | | | Tax deduction, social security | | | |
| 11,120 | 10,756 | <mark>4,911</mark> | hol <mark>iday pay and accrued tax</mark> | 20,825 | 17,025 | 11,297 |
| - | - | - | Ad <mark>vances from customers</mark> | 5,955 | 4,350 | 4,747 |
| | | | Ot <mark>her short-term</mark> | | | |
| <mark>12,241</mark> | 1,2 <mark>3</mark> 9 | 7,610 | no <mark>n-interest bearing debt</mark> | 30,047 | 22,709 | 16,733 |
| 9,320 | <mark>6,616</mark> | 4,962 | Di <mark>vidend set apart</mark> | 9,320 | 6,616 | 4,962 |
| 32,681 | <mark>18,611</mark> | 17,483 | To <mark>tal</mark> | 66,147 | 50,700 | 37,739 |
| | | | | | | |

Pension and Pension Obligations

Insured pension schemes include all employees in Norway in permanent positions with at least 50% working hours. The age of retirement is 67 for all employees. The pension scheme is structured as a net agreement in that it guarantees a supplement to the State benefits of 20% of that part of the pension base which exceeds 1.5 times the base amount (currently NOK 39,320) and 30% of the pension base which exceed 8 times the base amount. There are no other compensation agreements for a reduction in State benefits. The premium calculation structure has not been changed in the years 1993-95. Apart from the pension scheme described above, there are no pension obligations.

The pension schemes have been treated for accounting purposes in accordance with the N GAAP on pension costs. Only the parent company Tomra Systems ASA has pension schemes based on benefit principles in the TOMRA group. The parent company's scheme also covers employees in Tomra Butikksystemer A/S, and includes in total 172 people, including 3 pensioners, at the end of 1995. The scheme provides the right to defined future benefits. These are mainly dependent on the number of years of service, the salary level at retirement and the amount of State benefits. The obligations are covered through the insurance company Gjensidige Liv.

For demographic and resignation factors normal insurance assumptions have been used. This year's payment to the pension premium fund was NOK 6.471 million.

| PARENT COMPANY/GROUP | | | |
|---|-------------------|----------|--------------|
| Figures in NOK 1,000 | 1995 | 1994 | 1993 |
| Present value of this years' pension earnings | 1,937 | 1,534 | - |
| Interest cost of pension obligations | 858 | 759 | - |
| Yield of pension funds | (942) | (678) | - |
| Net pension cost | 361 | 230 | - |
| Social security | 2,214 | 1,845 | - |
| FINANCIAL STATUS AT 31.12.: | | | |
| Calculated pension obligations | (14,887) | (12,718) | (11,297) |
| Pension funds (market value) | 18,000 | 12,013 | 7,783 |
| Advanced payment of social security | 439 | - | - |
| Pension fund/(-obligation) | 3,552 | (705) | (3.514) |
| BASIS FOR CALCULATION: | | | |
| Discount rate | 7.0% | 7.0% | 7.0% |
| Expected wage increase | <mark>3.3%</mark> | 3.3% | 3.3% |
| Regulation of social security base amount | 3.3% | 3.3% | 3.3% |
| Expected yield of funds | 8.0% | 8.0% | 8.0 % |
| | | | |

THIS PERIODS PENSION COST:

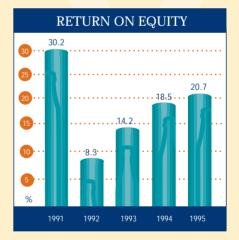
PARENT COMPANY/GROUP

Changes in Group Equity

| | SHARE CAPITAL | LEGAL RESERVE | FREE RESERVES | TRANSLATION DIFFERENCE | TOTAL EQUITY |
|-----------------------------------|------------------|------------------|----------------------|---------------------------|-----------------------|
| Figures in NOK 1,000 | | | | | |
| Balance 31.12.94 | 132,321 | 26,464 | <mark>52</mark> ,209 | (1,618) | <mark>209,3</mark> 76 |
| Profit 1995 | - | - | <mark>62</mark> ,688 | - | <mark>62,6</mark> 88 |
| Employee placing May 1995 | 1,620 | 1,120 | - | - | <mark>2,7</mark> 40 |
| Loan conversion issue July 1995 | 370 | 925 | - | - | <mark>1,2</mark> 95 |
| Private placing Nov. 1995 | 13,200 | 116,488 | - | - | <mark>129,6</mark> 88 |
| Loan conversion issue Dec. 1995 | 1,610 | 4,025 | - | - | <mark>5,</mark> 635 |
| Changes consolidation differrence | - | - | - | (6,749) | <mark>(6</mark> ,749) |
| Dividend accrual | - | - | (9,320) | - | <mark>(9</mark> ,320) |
| Total at 31.12.1995 | 149,121 | 149,022 | 105,577 | <mark>(8,367)</mark> | <mark>3</mark> 95,353 |

The Board has an authorization from the General Meeting valid to the end of 1996 to issue up to 400,000 shares at par value NOK 4.00 related to an option agreement with the management of the US subsidiary. In addition the board has an authorization to issue further 200,000 shares to the management of the US subsidiary with a 20% discount of the share's market price at the time of issue. This authorization is valid through June 30, 1998.







| PARENT COM | IPANY | | DEPT SECURED BY MORTGAGES | | | GROUP | |
|------------|------------|-------------|------------------------------------|---------------|---------|-------------|--|
| 1995 | 1994 | <i>1993</i> | Figures in NOK 1,000 | 1995 | 1994 | <i>1993</i> | |
| 90,000 | 90,000 | 35,000 | DnB, overdraft facility, guarantee | 90,000 | 90,000 | 35,000 | |
| - | - | 401 | Tomra Systems ASA, mortgage | - | - | 401 | |
| - | - | - | Tomra Systems B.V. overdraft faci | lity - | 1,949 | 1,934 | |
| - | - | - | Tomra Metro, mortgage | 16,587 | 20,286 | 9,910 | |
| 25,000 | 25,000 | - | Tomra North America, guarantee | 25,000 | 25,000 | - | |
| 115,000 | 115,000 | 35,401 | Total mortgages | 131,587 | 137,235 | 47,245 | |
| THE BOOK V | ALUE OF MO | RTGAGED AS | SETS INCLUDE: | | | | |
| 34,028 | 34,840 | 11,321 | Building and sites | 34,028 | 34,840 | 11,321 | |
| - | - | - | Leasing equipment | 95,321 | 45,303 | 19,480 | |
| 37,448 | 31,246 | 25,505 | Inventories | 37,448 | 31,246 | 34,614 | |
| 96,964 | 35,510 | 22,543 | Accounts receivable | 55,627 | 44,464 | 43,448 | |
| 168,440 | 101,596 | 59,369 | Total securities | 222,424 | 155,853 | 108,863 | |

With effect from spring 1996 TOMRA has agreed with the creditors to change the mortgage security to a negative pledge. This will comprise all securities in this note.

Guarantee Liabilities

PARENT COMPANY GROUP 1994 1993 Figures in NOK 1,000 1995 1994 1995 1993 Guarantee of loans 47,491 62,751 16,826 to subsidiaries 889 Guarantee of loan to Bimora S.r.l. <mark>88</mark>9 Guarantee of loan to Neroc 7,269 7,269 _ Guarantee relating to ARS, 12,638 _ _ 24,984 47,491 62,751 Total 12,638 8,158 -

Note 15

Audit Report for 1995

TO THE ANNUAL SHAREHOLDERS' MEETING OF TOMRA SYSTEMS ASA

We have audited the annual report and accounts of Tomra Systems ASA for 1995, showing a profit for the year of NOK 36,173,365 for the parent company and a consolidated profit for the year of NOK 62,688,000. The annual report and accounts, which comprise the annual report proper, profit and loss account, balance sheet, cash flow statement, notes to the accounts and consolidated accounts are presented by the company's Board of Directors and its Managing Director.

Our responsibility is to examine the company's annual report and accounts, its accounting records and other related matters.

We have conducted our audit in accordance with relevant laws, regulations and generally accepted auditing standards. We have performed those audit procedures which we consider necessary to confirm that the annual report and accounts are free of material misstatements. We have examined selected parts of the evidence supporting the accounts and assessed the accounting principles applied, the estimates made by management, and the content and presentation of the annual report and accounts. To the extent required by generally accepted auditing standards we have reviewed the company's internal control and the management of its financial affairs.

The Board of Directors' proposal for the application of the profit is in accordance with the requirements of the Joint-Stock Companies Act.

In our opinion, the annual report and accounts have been prepared in accordance with the requirements of the Joint-Stock Companies Act and present fairly the financial position of the company and the group as of 31 December 1995 and the result of its operations for the financial year, in accordance with generally accepted accounting principles.

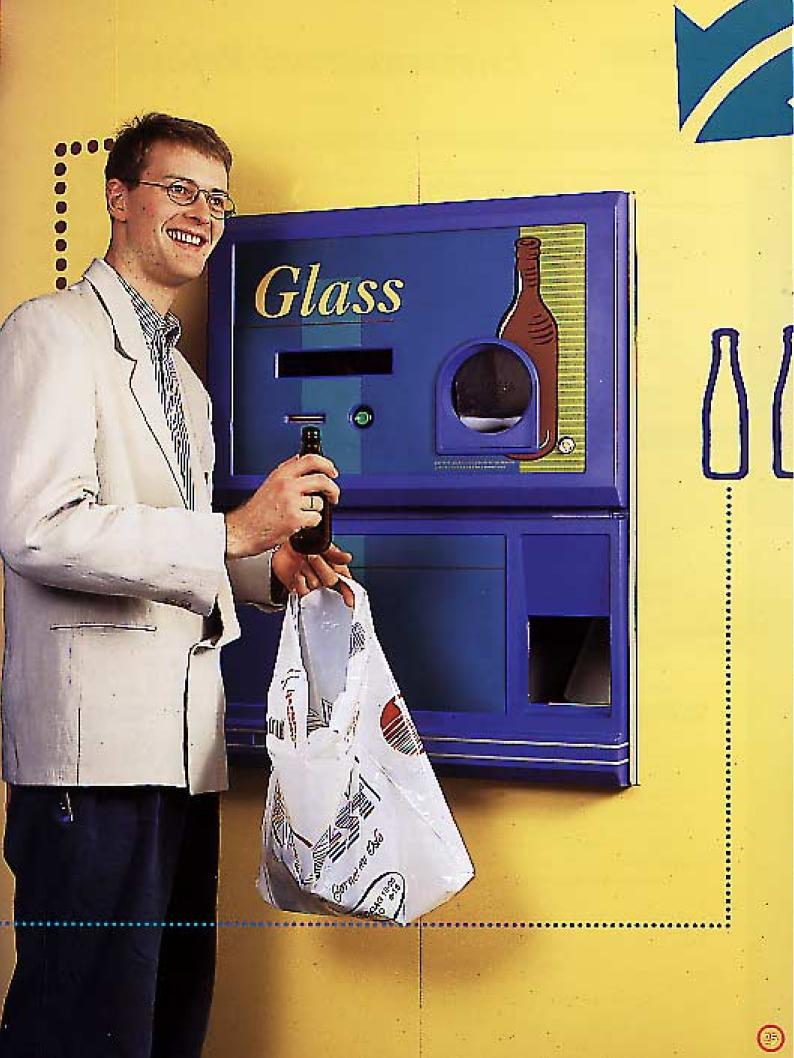
Oslo, 14 February 1996

KPMG as

have

Henning Aass State Authorised Public Accountant (Norway)





Environmental Report

EFFORTS FOR THE ENVIRONMENT

TOMRA's strategy in environmental work is based on the "Principles for Environmentallyconscious Management" prepared by The International Chamber of Commerce. TOMRA feels a special responsibility for the environment and places emphasis on environmentallyfriendly solutions in production, distribution and administration.

INTERNAL MEASURES IN THE ORGANISATION

Each year TOMRA identifies, evaluates and follows up environmental aspects related to the group's activities. As stated in the report of the Board of Directors, TOMRA's production process does not pollute the external environment. In addition, the aim in internal environmental work in line organisation is to focus on further measures to reduce consumption of non-renewable resources.

As part of the TOMRA Total Quality (TTQ) programme, employees are encouraged to make proposals on improvements related to internal or external environmental conditions which the company can influence. Sorting of waste at source has been undertaken on the office side for several years and steps are being taken to develop this with further measures for the production and sales units in the organisation. Work in the relevant sales companies abroad is affected, however, to a considerable extent by external operating parameters through the arrangements and focus of local authorities.

During product development all components are evaluated in relation to various safety and environmental standards. Plastic components should not give off poisonous gases even if burnt and should be marked with the material used in order to be capable of subsequent recycling.

With a large number of sub-suppliers in Norway and abroad, TOMRA has also directed

attention to following up environmental measures by reviewing the suppliers' internal routines and standards. Through this work the company hopes to be able to encourage greater environmental awareness in business in general.

EXTERNAL ENVIRONMENTAL FACTORS

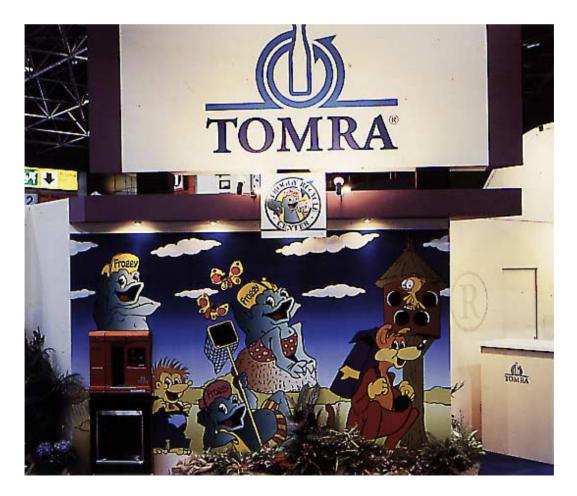
TOMRA only uses renewable resources through hydroelectric power as its production energy source. The production processes do not create any noticeable noise for their surroundings. The company's activities also do not involve any measurable emissions to water, the atmosphere or the soil beyond those normal in relation to transport activities.

Transport is considered to be the weakest area among the group's activities in relation to the environment. However, increased attention is given to logistics using joint distribution of parts and machines where this is possible. In addition, efforts are made to arrange for transportation directly to the end customer without unnecessary intermediate storage and associated transportation in the respective sales and distribution companies. The Norwegian Minister of Environment, Thorbjørn Berntsen officially opened TOMRA's new facilities in October 1995. During work on building the new head office energy conservation measures have been given particular emphasis through, among other things, investments in heat recovery.

During the spring of 1996 TOMRA will also make further investments in measures to increase automatic management and utilisation of energy consumption. In its choice of materials attention has been given to finding solutions which involve the least possible maintenance.

The lifetime of products is important in an evaluation of the overall environmental impact of our business. Through proper maintenance the products' lifetime can be significantly increased. As a consequence of this TOMRA has developed special cleaning kits with appropriate instructions for ongoing maintenance. Using advantageous part exchange prices, we also endeavour to ensure that products are recycled in the best possible manner.

TOMRA recognises that there is still a long way to go before it can be fully satisfied with the environmental profile at all levels of the organisation. Environmental work has, however, in recent years gradually obtained increased focus and is now regarded as an important part of the company's strategy for the future. The basis for this work is considered to be very good, but there are still a number of areas which could be further improved.



During 1996 TOMRA will test new ideas for further development of the recycling concept to increase store traffic.

Shares and Shareholders

TOMRA's shareholder policy has as its main objective to maximise the return to shareholders over time, which means, among other things, that we wish to provide shareholders and the finance markets in general with as good and frequent information as possible. This contributes, in our opinion, to the level of know-ledge of the company being improved, so that pricing reflects as far as possible the underlying values and future growth opportunities.

In its Articles of Association TOMRA has no limitations on voting rights or the transferability of shares. Each share carries one vote at the company's general meetings. There are also no restrictions with regard to foreign ownership, which stood at 61.8% at the end of 1995, up from 50.8% in 1994.

The shares in TOMRA are currently listed on the Oslo Stock Exchange and also through an ADR (American Depositary Receipt, Level 1) programme in the USA. The rules related to listing on the Oslo Stock Exchange include, among other things, an obligation on major shareholders to give notice of their holdings when these exceed certain levels. Based on experience in 1995 we would ask shareholders to comply with these rules.

The TOMRA share price at the end of 1995 was NOK 50.50, up from NOK 15.30 at the start of the year. During the same period the Oslo Stock Exchange All Share Index rose by 11.6%. The highest price listed in 1995 was NOK 52.00 in December, while the lowest price was NOK 15.00 in January.

TOMRA's market capitalisation at the end of 1995 was NOK 1,883 million against NOK 506 million at the start of the year. During 1995 66.6 million shares in TOMRA were traded, close to double the total number of shares in the company. Tomra Systems ASA and its subsidiaries do not own any of its own shares. The Board proposes a dividend of NOK 0.25 per share for 1995, up from NOK 0.20 in 1994 (+25%). The proposed dividend represents a payout ratio of 14%.

| 1.Chase Manhattan Bank4,635,5632.Caisse des Depots et Consignations1,782,5003.Gjensidige Livsforsikring1,424,9174.Bank of Scotland Plc S/A - Clients account981,0005.Royal Bank of Scotland - General Clients976,0006.Fleming & Co. Ltd.868,2807.Clydesdale Bank. Fidelity Europe824,2508.Morgan Guaranty Trust815,1069.Financial Strategic Portfolio691,39810.Gregory S. Garvey556,240 | 12.43% 4.78% 3.82% 2.63% 2.61% 2.32% 2.21% 2.21% 2.18% 1.85% 1.49% |
|---|--|
| 3.Gjensidige Livsforsikring1,424,9174.Bank of Scotland Plc S/A - Clients account981,0005.Royal Bank of Scotland - General Clients976,0006.Fleming & Co. Ltd.868,2807.Clydesdale Bank. Fidelity Europe824,2508.Morgan Guaranty Trust815,1069.Financial Strategic Portfolio691,39810.Gregory S. Garvey556,240 | 3.82% 2.63% 2.61% 2.32% 2.21% 2.18% 1.85% 1.49% |
| 4.Bank of Scotland Plc S/A - Clients account981,0005.Royal Bank of Scotland - General Clients976,0006.Fleming & Co. Ltd.868,2807.Clydesdale Bank. Fidelity Europe824,2508.Morgan Guaranty Trust815,1069.Financial Strategic Portfolio691,39810.Gregory S. Garvey556,240 | 2.63% 2.61% 2.32% 2.21% 2.18% 1.85% 1.49% |
| 5.Royal Bank of Scotland - General Clients976,0006.Fleming & Co. Ltd.868,2807.Clydesdale Bank. Fidelity Europe824,2508.Morgan Guaranty Trust815,1069.Financial Strategic Portfolio691,39810.Gregory S. Garvey556,240 | 2.61% 2.32% 2.21% 2.18% 1.85% 1.49% |
| 6.Fleming & Co. Ltd.868,2807.Clydesdale Bank. Fidelity Europe824,2508.Morgan Guaranty Trust815,1069.Financial Strategic Portfolio691,39810.Gregory S. Garvey556,240 | 2.32% 2.21% 2.18% 1.85% 1.49% |
| 7.Clydesdale Bank. Fidelity Europe824,2508.Morgan Guaranty Trust815,1069.Financial Strategic Portfolio691,39810.Gregory S. Garvey556,240 | 2.21% 2.18% 1.85% 1.49% |
| 8.Morgan Guaranty Trust815,1069.Financial Strategic Portfolio691,39810.Gregory S. Garvey556,240 | 2.18% 1.85% 1.49% |
| 9.Financial Strategic Portfolio691,39810.Gregory S. Garvey556,240 | 1.85% 1.49% |
| 10. Gregory S. Garvey 556,240 | 1.49% |
| | |
| | |
| 11.Skandinaviska Enskilda Foreign Securities537,675 | 1.44% |
| 12. DnB Invest 500,000 | 1.34% |
| 13.Deutsche Bank AG Kundendepot471,000 | 1.26% |
| 14.DG Bank Luxembours - Customers account428,000 | 1.14% |
| 15. The Northern Trust 426,381 | 1.14% |
| 16.Fidelity Funds - Europe406,084 | 1.08% |
| 17. Global Grønt Norge 372,120 | 0.99% |
| 18.Sig. Bergesen d.y. og almennyttige stiftelse300,000 | 0.80% |
| 18. BSDT-Mass Teachers / Sparebanken NOR 300,000 | 0.80% |
| 20. Vital Forsikring 274,693 | 0.73% |
| Total 17,571,207 | 47.13% |
| Other shareholders 19,709,043 | 52.87% |
| Total (4,891 shareholders) 37,280,250 | 100.00% |
| Shares owned by Norwegian shareholders 14,254,468 | 38.24% |
| Shares owned by foreign shareholders 23,025,782 | 61.76% |
| Total 37,280,250 | 100.00% |

THE COMPANY'S LARGEST SHAREHOLDERS

Share Price Development



Vice President Finance Helge Nerland is responsible for TOMRAs Investor Relation activities.

| DEVELOPEMENT | IN THE | SHARE | CAPITA |
|--------------|--------|-------|--------|
|--------------|--------|-------|--------|

| | NOK 1,000 | | Share capit | tal increa <u>se</u> | | | Nominal sh | are capital |
|-----------------|-------------------------|------------|---------------|----------------------|------------------|-------------|----------------------|-------------|
| | | | PAID IN | SHARE | тота | PAR | NUMBER A | DJUSTMENT |
| YEAR | TYPE OF ISSUE | | CAPITAL | CAPITAL 2 400 | TOTAL | VALVE 50 | OF SHARES | FACTOR |
| 1985/Jan | Private placing | - 5:1 | 28,850 | 2,400 | 36,700 26,700 | 50 10 | 734,000 3,670,000 | 0.200 |
| Jan 1986/Jun | Split Bighta issue | 5:1 1:3 | - 12,233 | - 12,233 | 36,700 48,933 | 10 | | 0.200 |
| | Rights issue | | | · · | | | 4,893,330 | - |
| - | 60%n write down of p | 5:2 | | (29,360) | 19,573 | 4 | 4,893,330 | - |
| | Rights issue | 5:2 | 51,992 334 | 48,933 334 | 68,506 68,840 | 4 | 17,126,655 | 0.633 |
| | Loan conversion issue | | | | 68,840 | 4 | 17,210,000 | - |
| | Loan conversion issue | | 840 | 840 | 69,680 70,650 | 4 | 17,420,000 | - |
| v | Employee placing | a ɗ | 970 | 970 1 150 | 70,650 | 4 | 17,662,500 | - |
| | Loan conversion placing | ıg | 1,150 | 1,150 | 71,800 | 4 | 17,950,000 | - |
| | Employee placing | | 673 | 673 | 72,473 | 4 | 18,118,345 | - |
| | Loan conversion issue. | | 1,167 | 1,167 | 73,640 | 4 | 18,410,000 | - |
| - | Employee placing | | 480 | 480 | 74,120 | 4 | 18,530,000 | - |
| | Loan conversion issue | | 325 | 130 | 74,250 | 4 | 18,562,500 | - |
| Ũ | Employee placing | | 440 | 440 | 74,690 | 4 | 18,672,500 | - |
| | Loan conversion issue | | 2,675 | 1,070 | 75,760 | 4 | 18,940,000 | - |
| - | Employee placing | | 580 | 580 | 76,340 | 4 | 19,085,000 | - |
| | Loan conversion issue | 1.10 | 1,500 | 600 | 76,940 | 4 | 19,235,000 | - |
| - | Bonus issue | 1:10 | - | 7,694 | 84,634 | 4 | 21,158,500 | 0.909 |
| - | Employee placing | | 580 | 580 | 85,214 | 4 | 21,303,500 | - |
| 0 | Private placing | 1.0 | 21,375 | 3,000 | 88,214 | 4 | 22,053,500 | - |
| | Rights issue | 1:2 | 45,691 | 44,107 | 132,321 | 4 | 33,080,250 | 0.746 |
| Ũ | Employee placing | | 1,220 | 1,220 | 133,541 | 4 | 33,385,250 | - |
| 5 | Rights issue | | 1,520 | 400 | 133,941 | 4 | 33,485,250 | - |
| | Loan conversion issue | | 1,295 | 370 | 134,311 | 4 | 33,577,750 | - |
| | Private placing | | 129,688 | 13,200 | 147,511 | 4 | 36,877,750 | - |
| Dec | Loan conversion issue | | 5,635 | 1,610 | 149,121 | 4 | 37,280,250 | - |

Key Figures for the Group 1991-1995

| Figures in NOK 1,000 | 1995 | 1994 | 1993 | <i>1992</i> | 1991 |
|-------------------------------------|----------|---------|----------------|----------------|---------|
| PROFIT AND LOSS STATEMENT | | | | | |
| Sales | 501,026 | 386,015 | 302,936 | 262,129 | 234,794 |
| Production costs | 217,815 | 188,383 | 156,561 | 127,544 | 97,863 |
| Gross contribution | 283,211 | 197,632 | 146,375 | 134,585 | 136,931 |
| Operating expenses | 136,963 | 108,317 | 88,777 | 86,922 | 80,089 |
| Development projects ¹) | 30,236 | 25,370 | 21,781 | 24,557 | 21,144 |
| Ordinary depreciation | 31,706 | 16,822 | 13,395 | 10,496 | 5,777 |
| Operating profit | 84,306 | 47,123 | 22,422 | 12,610 | 29,921 |
| Net financial items | 4,256 | 5,060 | 359 | 2,023 | 918 |
| Profit before taxes | 80,050 | 42,063 | 22,063 | 10,587 | 29,003 |
| Taxes | 17,362 | 8,992 | 2,815 | 832 | 1,444 |
| Profit after tax | 62,688 | 33,071 | 19,248 | <i>9,755</i> | 27,559 |
| ASSETS | | | | | |
| CURRENT ASSETS | | | | | |
| Liquid assets | 60,288 | 22,618 | 19,113 | 23,057 | 14,003 |
| Accounts receivable | 97,097 | 65,877 | 60,245 | 42,309 | 40,688 |
| Inventory | 109,156 | 85,917 | 55,217 | 42,701 | 43,223 |
| Other current assets | 26,134 | 13,030 | 11,787 | 8,640 | 8,421 |
| Total current assets | 292,675 | 187,442 | <i>146,362</i> | <i>116,707</i> | 106,335 |
| Fixed assets ²) | 313,219 | 189,124 | 100,190 | 92,852 | 47,758 |
| Total assets | 605,894 | 376,566 | 246,552 | 209,559 | 154,093 |
| LIABILITIES AND SHAREHOLDERS | S EQUITY | | | | |
| CURRENT LIABILITIES | | | | | |
| Bank overdraft | 3,741 | 12,556 | 31,276 | 1,918 | 7,436 |
| Accounts payable | 43,591 | 31,428 | 18,961 | 15,822 | 14,763 |
| Other current liabilities | 75,722 | 53,568 | 40,680 | 42,295 | 23,581 |
| Total current liabilities | 123,054 | 97,552 | 90,917 | 60,035 | 45,780 |
| Long-term liabilities | 83,863 | 65,722 | 16,263 | 19,901 | 1,772 |
| Deferred tax | 3,624 | 3,916 | 755 | 1,061 | 3,313 |
| SHAREHOLDERS' EQUITY | | | | | |
| Share capital | 149,121 | 132,321 | 88,214 | 88,214 | 76,940 |
| Reserves | 246,232 | 77,055 | 50,403 | 40,348 | 26,568 |
| Total shareholders' equity | 395,353 | 209,376 | 138,617 | 128,562 | 103,508 |
| Liabilities and equity | 605,894 | 376,566 | 246,552 | 209,559 | 154,093 |
| | | | | | |

| | 1995 | 1994 | 1993 | <i>1992</i> | 1991 |
|---|---------|---------|---------|-------------|---------|
| PROFITABILITY | | | | | |
| Operating margin ³⁾ | 16.8% | 12.2% | 7.4% | 4.8% | 12.7% |
| Profit ratio ⁴⁾ | 16.0% | 10.9% | 7.3% | 4.0% | 12.4% |
| Return on equity ⁵⁾ | 20.7% | 18.5% | 14.2% | 8.3% | 30.2% |
| Return on total assets ⁶⁾ | 17.7% | 17.2% | 12.4% | 9.1% | 22.0% |
| CAPITAL AT 31.12. | | | | | |
| Shareholders' equity 7) | 395,353 | 209,376 | 138,617 | 128,562 | 106,541 |
| Equity ratio ⁸⁾ | 65.3% | 55.6% | 56.2% | 61.3% | 67.7% |
| Current ratio I (Bankers ratio) ⁹⁾ | 2.4 | 1.9 | 1.6 | 1.9 | 2.3 |
| Current ratio II (Acid test) ¹⁰⁾ | 1.5 | 1.0 | 1.0 | 1.2 | 1.4 |
| Debt service ratio ¹¹⁾ | 0.7 | 2.5 | 5.1 | 0.1 | ÷ 0.2 |
| Working capital ¹²⁾ | 169,621 | 89,890 | 55,445 | 56,672 | 60,555 |
| SHARES | | | | | |
| Share capital at 31.12. | 149,121 | 132,321 | 88,214 | 88,214 | 76,940 |
| Earnings per share ¹³⁾ | 1.85 | 1.00 | 0.65 | 0.31 | 0.98 |
| Dividend per share | 0.25 | 0.20 | 0.15 | 0.14 | - |
| Share price at 31.12. (adjusted) | 50.50 | 15.30 | 15. 50 | 10.82 | 17.97 |
| Marked capitalisation (MNOK) | 1,883 | 506 | 513 | 320 | 510 |
| Price/earnings ratio (P/E) ¹⁴⁾ | 27.4 | 15.3 | 23.9 | 31.0 | 18.3 |
| Cashflow per share ¹⁵⁾ | 2.38 | 1.22 | 0.97 | 0.57 | 1.21 |
| Price/cashflow ratio (P/CF) ¹⁶⁾ | 21.2 | 12.5 | 16.0 | 17.0 | 14.9 |
| EMPLOYEES | | | | | |
| Total employees (average) | 404 | 295 | 238 | 228 | 192 |
| Sales per employee | 1,240 | 1,309 | 1,273 | 1,150 | 1,223 |
| | | | | | |

Definition of key figures

- ¹⁾ Development projects include direct product development costs and a share of administrative expenses and depreciation.
- ²⁾ Fixed assets include operating assets, goodwill and long-term financial investments.
- ³⁾ Operating profit as a % of sales.
- ⁴⁾ Profit before tax as a % of sales.
- ⁵⁾ Profit after tax as a % of average equity (as defined in point 7).
- ⁶⁾ Profit before interest expenses as a % of average total assets.
- ⁷ Share capital and reserves.
- ⁸ Equity as defined in point 7 as a % of total assets.
- ⁹ Current assets divided by short-term liabilities.
- ¹⁰⁾ Current assets excluding inventories divided by short-term liabilities.
- ¹¹⁾ Interest-bearing debt less liquid assets divided by net cashflow from operations.
- ¹²⁾ Current assets less short-term liabilities.
- ¹³⁾ Profit after tax divided by average total shares. Average shares outstanding in 1995 have been calculated at 33,972,333.
- ¹⁴⁾ Stock price at 31.12. devided by earnings per share (see point 13).
- ¹⁵⁾ Cashflow from operations divided by average total shares.
- ¹⁶⁾ Share price at 31.12. divided by cashflow per share (see point 15).

US GAAP Reconciliation

DIFFERENCES AGAINST US ACCOUNTING PRINCIPLES

In connection with TOMRA's significant growth in the USA in recent years, we have noted steadily increasing interest from our foreign investors as to how the differences between Norwegian and American accounting principles affect our accounts. In order to respond to this, we have reviewed the accounts for the period 1993-95 and present below a summary of the differences between generally accepted Norwegian accounting principles (N GAAP) and American accounting principles (US GAAP) in the consolidated annual result and the group equity, respectively.

The presentation has not been subject to a full audit, but we believe that it gives a proper view of the main existing differences. The notes in this year's report have also been reviewed and expanded in certain areas in order to satisfy the information requirements under US GAAP in a better manner.

UNREALISED CURRENCY GAINS

The company follows N GAAP with regard to foreign currencies as described under accounting principles. Under US GAAP (SFAS NO. 52, Foreign Currency Translation) assets and liabilities in foreign currencies should be booked at year-end rates. Unrealised losses or gains are included in the profit and loss account. There are no significant differences in this area in TOMRA's accounts since in recent years we have only had long-term receivables or liabilities in foreign currencies through our subsidiaries.

CAPITAL INVESTMENTS

There are no significant differences affecting TOMRA in this area.

CAPITALISED EXPENSES

As a main principle TOMRA does not capitalise development or interest expenses. Under US GAAP capitalised interest relating to the new building in Norway has been calculated at NOK 3.5 million which is allocated over the construction period (1992-95). Depreciation of capitalised interest costs amount to NOK 0.1 million in the same period.

DEPRECIATION

There are no significant differences for TOMRA in this area. We have not taken account in this area of possibilities under US GAAP to extend the depreciation period for goodwill to 40 years. TOMRA depreciates goodwill over 20 years. The total effect if this change had been made would be a reduction in costs of NOK 3.4 million in 1995.

PENSIONS

In 1994 TOMRA changed the method for recording pension costs. The implementation effect was charged directly against equity under N GAAP. Under US GAAP (SFAS No. 87), the implementation effect is to be amortised over the average remaining period. The total effect in 1995 was NOK (0.2) million.

DEFERRED TAX

N GAAP and US GAAP are both based on the liability method in calculating deferred tax. The differences arise in that individual items in the accounts involve different principles. This affects the calculation of deferred tax in addition to limitations in N GAAP related to recording deferred tax advantages. The total effect on the year's tax charge in 1995 was NOK (0.3) million.

DIVIDEND

Under US GAAP dividends are booked as a reduction in equity in the year they are paid, while under N GAAP they reduce equity in the year they are accrued.

BASIS FOR CALCULATING EARNINGS PER SHARE

US GAAP provides that, in calculating earnings per share, the total number of shares is to be used, should be presented fully dilluted.

The total number of shares in TOMRA for the years 1993-95 consists of the following elements:

CALCULATED NUMBER OF SHARES

| Figures in NOK 1,000 | 1995 | 1994 | <i>1993</i> |
|---|--------|--------|-------------|
| Number of shares calculated according to N GAAP | 33,972 | 33,080 | 22,053 |
| Shares according to agreement on convertible loan | 423 | 495 | 495 |
| Shares according to agreement on options | 400 | 400 | 33 |
| Shares with 20% discount | 133 | - | - |
| Total number of shares according to US GAAP | 34,928 | 33,975 | 22,581 |
| | | | |

RECONCILATION OF THE PROFIT FOR THE YEAR

| 1995 | 1994 | 1993 |
|--------|--|---|
| 62,688 | 33,071 | 19,248 |
| | | |
| 841 | 1,495 | 902 |
| (170) | (170) | - |
| (283) | (1,307) | (252) |
| 63,076 | 33,089 | <i>19,898</i> |
| 1.81 | 0.97 | 0.67* |
| 1.85 | 1.00 | 0.65* |
| | 62,688 841 (170) (283) <i>63,076</i> 1.81 | 62,688 33,071 841 1,495 (170) (170) (283) (1,307) 63,076 33,089 1.81 0.97 |

EQUITY DIFFERENCES

| Amounts in NOK 1,000 | | 1995 | 1994 | 1993 |
|---|------|---------|---------|---------|
| Equity according to N GAAP | | 395,353 | 209,376 | 138,617 |
| ADJUSTMENTS FOR US GAAP | | | | |
| Capitalised interest | | 3,413 | 2,572 | 1,076 |
| Pensions | | 3,174 | 3,344 | - |
| Deferred tax | | (1,892) | (1,609) | (301) |
| Dividend | | 9,320 | 6,616 | 4,962 |
| Equivalent equity according to US GAAP | | 409,368 | 220,299 | 144,354 |
| Equivalent equity per share according to US | GAAP | 11.72 | 6.48 | 4.77* |
| Equity per share according to N GAAP | | 11.64 | 6.33 | 4.68* |
| | | | | |

* Earnings and equity per share have been adjusted by a factor of 0.746 in relation to the increase in capital in 1994.

Europe

NEW MARKET OPPORTUNITIES

1995 has been an exciting year for BU Europe. The increase in sales was 20%, and 2,000 machines were installed. TOMRA has a total of 20,000 machines located in Europe and our position as market leader has been strengthened, with increased market shares in several countries and a market share of more than 70% in total for the year.

The development of products and systems we have undertaken for the American market in recent years is now having positive effects in Europe. Deposits on cans and other oneway containers is making progress in new markets and among legislators. Cross-border trade requires bar code reading in order to be able to identify the correct deposit. On-line control of machines by telephone lines direct to TOMRA's office provides new perspectives with regard to updating of new bar codes, monitoring and the collection of reporting data.

SCANDINAVIA

In Sweden Returpack AB has decided to introduce bar code reading on cans in order to avoid the payment of deposits on increasing imports of foreign cans. As a result of this, TOMRA is converting the machines to bar code reading. The order is worth NOK 30 million and deliveries will be completed in the first half of 1996. This also means that more than 1,500 machines will be connected on-line during the spring of 1996. Further replacement of older machines will begin towards the end of 1996.

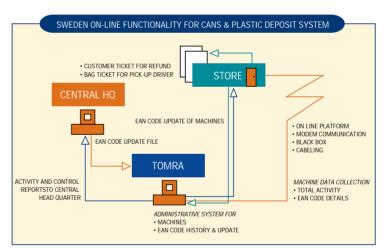
Finland decided to introduce a deposit on cans from 1 March 1996. The system which

is being brought into use is similar to that in Sweden. 2-300 can machines will be installed for the start of the deposit scheme on 1 March 1996.

In Norway the SFT (National Pollution Control Authority) has approved a deposit and return system for cans and one-way bottles. The industry is now free to introduce such a system, but appears to be waiting for the discriminatory base tax of NOK 0.70 per unit to be abolished by the government. On any start-up of a deposit scheme, it is assumed that collection will be through machines in the stores.



Executive Vice President Erik Thorsen has been responsible for TOMRA's European business activities since 1990. From 18 April 1996, he will take position as President of the TOMRA Group.







THE REST OF EUROPE

On 14 December 1994 the EU Parliament approved a packaging directive (94/62/EC), in which the member countries are required to recover a minimum of 50% and maximum of 65% of all packaging by the middle of the year 2001. The countries which currently have a

higher recovery level or which can handle a higher volume will be exempt from the maximum limit. Each member country is obliged to publish the legislative measures which will be implemented to achieve these goals by the summer of 1996.



TOMRA participates on several national and international fairs every year. In 1995 TOMRA won the award for best stand on "Dagens Butik" in Sweden.



TOMRA – MARKET LEADER

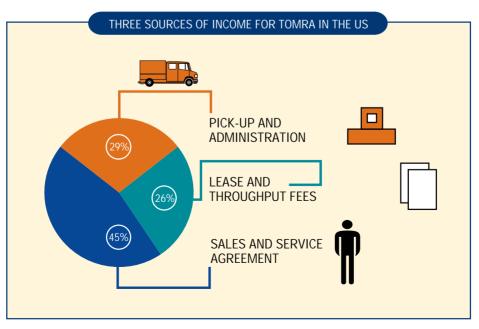
1995 was a very good year for BU America with a substantial increase in sales and installation of new machines. Sales increased by more than 50% and the number of installations more than doubled.

TOMRA has approximately 4,500 machines installed and, with a total market share of 55%, we are now the market leader in the American market as well. Growth in the number of machines installed has been higher than sales growth because a large proportion of machines are now leased, normally on 5-year contracts. We expect to see an increase in leasing activities in the future and regard this as a positive trend. The American business has three income streams:

America

- Sales revenues and service agreements represent income from the sale of machines and agreements on regular maintenance.
- Leasing and throughput fees provide revenue for both the use of the machine and maintenance services. The leases are generally for a period of five years.
- Pick-up and administration are additional services we provide to beverage distributors in connection with the handling of empty containers, i.e. transportation and processing to saleable form. Administration involves the collection and handling of data from machines for further settlement of deposit payments, handling fees and scrap value.

Gregory S. Garvey, President and CEO of Tomra North America Inc. has since 1993 been responsible for TOMRA's strong expanding American business.



THE FUTURE IS LEASING RATHER THAN OWNERSHIP

Sales and service agreements represent a business area where we expect moderate growth. It is likely that revenues generated through leases and fees will grow more rapidly, since an increasing number of new customers are expected to select this form of operation.

Pick-up and administration is an access with considerable growth potential in the USA. Today these services cover less than 15% of all beverage containers which pass through our machines.

WELCOME 1996!

At the start of 1996 we can expect continued strong growth for BU America. Annual



installation of new machines is not expected to increase, but revenue will increase considerably as we see the impact of previously leased machines and also over all higher container volume.

Pick-up and administration services will also contribute to the general growth as we expand these services to a greater proportion of our installation base.



Due to increased complexity in the deposit container structure, we normally experience more machines in US supermarkets.



New Profile

THE START OF A NEW SUCCESS

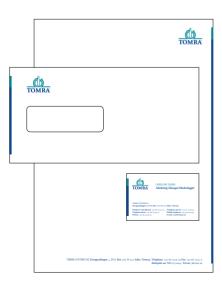
In most sectors there are few companies which can point to specific advantages over their competitors. Competition has gradually come to focus on personality and the promotion of the right values.

As a pioneer and driving force in the area of reverse vending machines, TOMRA has obtained a unique opportunity to differentiate itself with real advantages. In a number of markets we have achieved every marketer's dream. TOMRA has become synonymous with the term reverse vending machine itself. A stronger profile is almost impossible to obtain.

If we should point to one main reason for TOMRA's success, it must be our ability to change - also things which appear to work well. Dynamics is simply part of TOMRA's world. The profile, however, has remained unchanged for more than 15 years. In 1995 we felt the time was right for some modernisation.

SAME BASIC IDEA - NEW REPRESENTATION

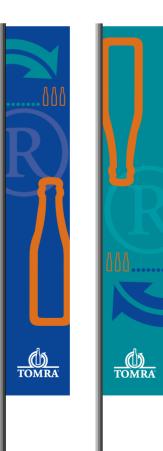
At first glance our new logo is very like its predecessor, at the same time as it feels different. If you look more closely at our new logo, it is possible to identify the actual



changes. With regard to the graphic aspects, the arrows have fewer lines. We are distancing ourselves from the multiplicity of products which carry the green "recycling arrows", partly through the shape of the arrow itself, partly through the bottle's dominant position.

One of the greatest practical benefits from the new design is that TOMRA is more dominant and is now linked indivisibly to the symbol.

Examples on these pages demonstrate that the profile is much more than a logo. Through use of exciting colour combinations and graphic elements, we are aiming to give everything from business stationery to products a fresh and modern look.



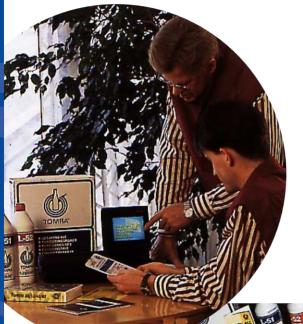




Customers Relations

THE GOAL IS 100% SATISFIED CUSTOMERS

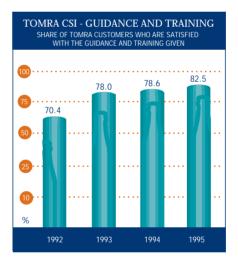
ISO, TQM, TTQ, CSI, CE - behind these abbreviations can be found precisely defined systems to ensure that TOMRA's quality is maintained and reinforced.

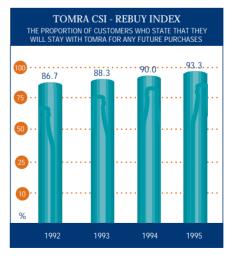


Keep All TOMRA Customers Happy ALL the time (KATCH ALL). A training and preventive maintenance programme has been operated throughout Europe in 1995. 82.5% of customers welcomed TOMRA's initiative.



Our customer relations programme was expanded in 1995 for the fourth year running and during this year's customer satisfaction survey (CSI), we asked some 3,000 customers from 8 countries for their frank opinions on TOMRA in the most important areas. The result, which shows that 93.3% wish to purchase our products again, is one that we can be proud of. We are choosing, however, to continue to work further towards 100% satisfied customers - even though we know in practice this is difficult to achieve.





The CSI survey is our most important instrument for quality assurance. The development since 1992 points in one direction - the right one.

TOMRA'S HEADQUARTER

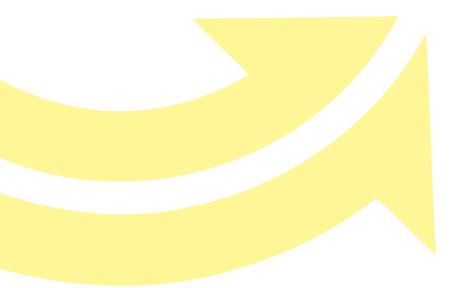
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| | Tomra Massachusetts, Suite # 306, 10 Tower Office Park, Woburn, MA 01801, Tel.: (617) 938 0541 |
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| | Tomra New York, Suite 401, Atlantic Industrial Park, 410 Atlantic Ave.Rochester, NY 14607, Tel.: (716) 288 4930 |
| | Tomra Oregon, 1610 N.W. Couch Street, Portland, OR 97209, Tel.: (503) 226 7015 |
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| | Les Systemes Tomra Inc., 300 St. Francois-Xavier, Local 201 Delson Quebec, JOL IGO, Tel.: (514) 364 1980 |

DISTRIBUTORS

| ARGENTINA | SOCSE srl, Pte. Roca 1649/51, 2000 Rosario, Santa Fe, Tel.: (041) 260002 |
|---------------|--|
| AUSTRALIA | Brice Australia Pty. Ltd., P.O. Box 228, Burwood, Victoria 3125, Tel.: (03) 888 7125 |
| AUSTRIA | Tomra Leergutsysteme Ges.mbH, Laxenburger Strasse 226, A-1232 Vienna, Tel.: (01) 61066767 |
| BELGIUM | Tomra N.V., Delften 23, B-2390 Malle, Tel.: (03) 309 2145 |
| CHILE | Ditempo Ltda., P.O. Box 217-T, Dr. Carlos Charlin 1540, Santiago, Tel.: (2) 235 2636 |
| FRANCE | SMS Groupe SA, B.P. 47, F-78193 Trappes Cedex, Tel.: (01) 301 37000 |
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| ITALY | Bimora S.r.l., Via A. Nobel/22, I-20035 Lissone/MI, Tel.: (039) 245 7805 |
| SPAIN | SuperMarket Sistemas SA, C/Canillas, 18-bajo, ES-Madrid 28002, Tel.: (1) 411 5445 |
| SWITZERLAND | Ondoco S.A., Route de Taillepied 1, CH-1095 Lutry/VD, Tel.: (021) 792 1005 |
| USA | ARS / Tomra Upstate, 440 Broadway, P.O. Box 4053, Menands, N.Y. 12204-0053, Tel.: (518) 436 4333 |
| | Mobile Redemption Inc., 694 Nutmeg Road North, South Windsor, CT 06074, Tel.: (203) 289 8301 |



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