



Remuneration Guidelines

The Board's report on Remuneration Guidelines for senior management at Simrad Optronics AS

I. Introduction

Pursuant to the requirement under §6-16a, of the Norwegian Public Limited Companies Act, the Board in public limited companies shall produce a report containing guidelines for setting the remuneration of the CEO and other senior management (Senior management). The Remuneration Guidelines were approved by the Board of Simrad Optronics ASA 19 March 2009. The Guidelines will be proposed to Annual General Assembly on 07 May 2009.

The guidelines are recommendations and valid for the accounting year 2009. Deviations from the guidelines shall be approved by the Board, and be included in the minutes of the Board meeting with a justification. Regarding share based remuneration the Board considers the guidelines to be mandatory.

II. Decision making authority

The Board shall approve the remuneration of the CEO. The CEO shall set the remuneration of other senior managers. The Board shall supervise the remuneration of other senior managers, and can stipulate additional clarifications to the Guidelines. If the CEO wishes to offer remuneration to senior managers that exceed the Guidelines, then this has to be approved by the Board.

III. Remuneration Guidelines for senior management for 2009

Remuneration of senior managers in the Company shall be based on the following principles:

Base Salary

The Base salary shall be determined based on the position, responsibility, competence, and seniority. The salary shall be competitive. The CEO has, on his own initiative, temporary reduced his salary with 5% for year 2009, and the board of directors has approved that.

Yearly Bonus

As of today, there is no bonus system in Simrad Optronics ASA, and the board has no plans to initiate one in 2009.

Fringe benefits

The Company shall not offer fringe benefits except for the following:

- Free mobile phone
- Paid memberships in associations related to the position
- Finance of further education

Fringe benefits that pertains all employees are also valid for senior managers.

Share base remuneration

The Company does not, as of today, offer remuneration to senior managers in the form of shares, subscription rights or options. Other forms of remuneration based on shares or the

development of the share price are not offered either. Senior managers will be offered the same share purchase programs as other employees when and if these are programs are offered.

Pension plans

Senior employees have the same contribution based pension plan of 4% (base: salary below 12 times the basic amount for the National Social Insurance Scheme, "G") as all other employees in Norwegian entities of the Group.

Resignation period and compensation

Senior managers shall have a maximum of six months resignation period. The CEO has possibility of maximum 12 months salary after termination. Apart from this, in individual cases and depending on the position, up to six months salary after termination of employment can be given.

Other variable elements of remuneration

The Company shall not, in addition to what is mentioned above, offer additional variable remuneration, or additional elements on the basic salary

IV. Remuneration guidelines for senior management for 2008

The Company's policy for remuneration of senior managers for the accounting year 2008 has been in line with the main principles mentioned under point 3, and has only deviated from the guidelines by offering the CEO who was employed in 2007 the possibility of 12 months salary after termination.