

**SUMMONS TO  
EXTRAORDINARY GENERAL MEETING  
DOLPHIN INTERCONNECT SOLUTIONS ASA**  
*(comp. no. 984 861 060)*

15 August 2008 at 6.00 pm

The Board of Directors hereby summons to an extraordinary shareholders meeting in Dolphin Interconnect Solutions ASA (“The Company”). The meeting will be held on August 15<sup>th</sup> at 7 pm at the company’s premises at Skullerud, Oslo.

Chairman of the Board, Ole Henrik Eide, will open the meeting.

Shareholders have the right to be represented by an attorney. The attorney must present a written and dated power of attorney. The enclosed power of attorney may be used. Powers of attorney may be sent to the company by fax: +47 23 16 71 80 or e-mail: [info@dolphinics.com](mailto:info@dolphinics.com) or by mail to the Company as soon as possible.

The following issues are on the agenda:

- 1. Election of a chairman of the meeting and a person to co-sign the minutes**
- 2. Approval of the notice and the agenda**
- 3. Resolution on stock issue, subscription period July 23-August 15.**
- 4. Changes to employee incentive program, hereunder specific proxy to increase share capital**
- 5. Proxy to the board of directors to increase share capital.**

Following the formal meeting there will be short presentation, for those interested, on Dolphin’s Numascale subsidiary and its share offering.

**Further to the items III-V on the agenda**

**Item III – Resolution on stock issue**

On June 5, Dolphin conducted a private placement of shares. Following the issue, the board of directors resolved to offer shareholders that were not given the opportunity to take part in this issue to subscribe for shares in a repair issue in order to maintain their relative share of ownership prior to the private placement. The subscription period for this issue was July 23 to August 15. Subscription material and a prospectus have been mailed to all shareholders. The final suggestion from the Board for the issue of shares will be based on the final result of the subscription period, which will not be known until after the close of the subscription period on August 15. The final suggestion from the Board will therefore be presented at the meeting.

On this background the Board resolved to propose that the general meeting makes the following resolution:

- 1 The company's share capital is increased by minimum NOK 1,000 and maximum NOK 580,000 by issuing minimum 5,000 and maximum 2,900,000 new shares, each with a nominal value of NOK 0.20.
- 2 The shares are subscribed for at a price of NOK 2.30 per share, in total minimum NOK 11,500 and maximum NOK 6,670,000 The share premium of NOK 2.10 per share, in total minimum NOK 10,500 and maximum NOK 6,090,000 shall be distributed to the company's premium fund.
- 3 The new shares are subscribed for by the investors that have subscribed for shares in the repair issue within the subscription period from 23 July to 15 August 2008. The existing shareholders' pre-emption rights are set aside, cf. the public limited companies act § 10-5 cf. § 10-4.
- 4 Subscription for the new shares shall be made in the minutes of the general meeting. Subscription may take place by proxy.
- 5 The new shares shall carry rights to dividends as of the financial year 2008.
- 6 Article 4 of the Articles of Association shall be amended to reflect the capital increase and number of shares after the capital increase.

#### **Item IV Changes to employee incentive program, hereunder specific proxy to increase share capital**

Reference is made to the approval of the employee incentive program at the annual shareholder meeting held on 28 May 2008. In the opinion of the board of directors it is appropriate to maintain the 5% employee incentive allocation and adjustments should be made for the additional shares issued as part of the private placement of shares on 5 June 2008 and those issued as part of the repair issue. The terms of the additional options should be the same as the approved employee incentive program.

The board suggests that the changes to the incentive program are implemented by issuance of a specific proxy to the board to increase share capital, and that the meeting therefore resolves:

- 1 The board is given proxy to increase the company's share capital by minimum NOK 58,000 and maximum NOK 87,000 by issuing minimum 290,000 and maximum 435,000 new shares, each with a nominal value of NOK 0.20.
- 2 The proxy is valid until an ordinary general meeting is held in 2009
- 3 The existing shareholder's pre-emption rights may be set aside pursuant to Section 10-5, cf. Section 10-4, of the Limited Liability Companies Act.
- 4 The proxy comprises capital increases in return for non-cash contributions and a right to assume special obligations on behalf of the Company.

**Item V Proxy to the board of directors to increase share capital.**

The board suggests that the board is given proxy to increase the company's share capital. Such proxy will make it easier for the Company to increase the liquidity reserve in the company if this should be deemed necessary. The board suggests that the proxy shall be up to NOK 1,400,000 corresponding to 7,000,000 shares or 31% of the outstanding number of shares prior to the herein suggested stock issue.

Based on this, the board suggests that the meeting makes the following resolution:

- 1 The board is given proxy to increase the company's share capital with up to NOK 1,400,000 corresponding to 7,000,000 shares each with a nominal value of NOK 0.20. Within this frame the proxy may be utilized several times.
- 2 The proxy is valid until an ordinary general meeting is held in 2009.
- 3 The existing shareholders' pre-emption rights may be set aside pursuant to Section 10-5, cf. Section 10-4, of the Limited Liability Companies Act.
- 4 The proxy comprises capital increases in return for non-cash contributions and a right to assume special obligations on behalf of the Company.
- 5 The proxy covers a resolution on a merger in accordance with section 13-5 of the Limited Liability Companies Act.

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Oslo, July 25<sup>th</sup> 2008

For the board of director in  
Dolphin Interconnect Solutions ASA

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Ole Henrik Eide  
Chairman of the board of directors

Attachment: Power of attorney.

## Power of Attorney

As a shareholder in Dolphin Interconnect Solutions ASA, business registration no. 984 861 060, I/we hereby authorize

the chairman of the board, Ole Henrik Eide/\_\_\_\_\_ (insert name)

to represent and cast votes for my/our shares at the extraordinary general meeting of Dolphin Interconnect Solutions ASA on August 15<sup>th</sup> 2008.

\_\_\_\_\_ Number of shares in **Dolphin Interconnect Solutions ASA:**

Signature: \_\_\_\_\_

Name: \_\_\_\_\_ (capital letters)

Place/date: \_\_\_\_\_

Valid power of attorney must at the latest be presented at prior to the start of the meeting. Please fax to number **00 47 23 16 71 80**, or e-mail to : [info@dolphinics.com](mailto:info@dolphinics.com) or send by mail to the Company as soon as possible.

**Dolphin Interconnect Solutions AS**

Olaf Helsets vei 6  
0694 Oslo