

INSTRUCTIONS FOR THE CHIEF EXECUTIVE OFFICER OF KONGSBERG AUTOMOTIVE HOLDING ASA

1. Purpose

- 1.1 These instructions have been resolved and adopted by the Board of Directors of Kongsberg Automotive Holding ASA (“KAH”) (the “Company”) 6 June 2005 pursuant to section 6-13 (2) of the Norwegian Public Limited Companies Act. The purpose of these instructions is to clarify the powers and responsibilities of the Chief Executive Officer of the Company.

2. Powers and responsibilities of the chief executive officer

- 2.1 The Chief Executive Officer shall follow the guidelines and instructions issued by the Board of Directors.
- 2.2 The Chief Executive Officer is responsible for the day-to-day management of the Company.
- 2.3 The Chief Executive Officer represents the Company externally in matters which form part of the day-to-day management.
- 2.4 The day-to-day management does not cover matters of extraordinary nature or major importance.
- 2.5 The Chief Executive Officer is authorised to decide on matters of extraordinary nature or major importance in cases where the decisions of the Board of Directors cannot be awaited without this being of serious detriment to the Company. The Board of Directors must be notified of the decision as soon as possible. The Chief Executive Officer should always, if possible, contact the Chairman of the Board before making such decisions.
- 2.6 The Chief Executive Officer shall ensure that the operations of the Company are carried out in accordance with all applicable laws and high ethical standards.
- 2.7 The Chief Executive Officer shall ensure that the Company’s accounts are in accordance with existing Norwegian legislation and regulations and other relevant laws, and that the assets of the Company are soundly managed.
- 2.8 The Chief Executive Officer may not receive remuneration from any other party in connection with his work for the Company.

3. Duties towards the board of directors

- 3.1 The Chief Executive Officer shall carry out his work in accordance with the guidelines and instructions issued by the Board of Directors.
- 3.2 The Chief Executive Officer shall ensure that the resolutions of the Board of Directors are carried out.
- 3.3 The Chief Executive Officer is responsible for, in co-operation with the Chairman of the Board of Directors, the preparation of matters which are to be considered by the Board of Directors. Such matters shall be prepared and presented in such a way that the Board of Directors has satisfactory grounds on which to base its discussion.
- 3.4 The Chief Executive Officer shall make a statement on the Company's activities, positions and profit/loss development to the Board of Directors at least every month.
- 3.5 The Board of Directors may at any time require the Chief Executive Officer to report to the Board of Directors on specific matters.
- 3.6 The Chief Executive Officer shall have a right and an obligation to participate in meetings of the Board of Directors, and to make comments, unless otherwise decided by the Board of Directors on a case-by-case basis.

4. Disqualification

- 4.1 The Chief Executive Officer may not participate in the discussion or decision of issues which are of such special importance to the Chief Executive Officer or to any related person (as defined in section 1-5 of the Norwegian Public Limited Companies Act) of the Chief Executive Officer that he/she must be regarded as having a major personal or financial special interest in the matter.
- 4.2 The Chief Executive Officer may not participate in the discussion of a matter concerning a loan or other credit or the furnishing of security for his/her debt or any related person (as defined in section 1-5 of the Norwegian Public Limited Companies Act).

5. Duty of confidentiality

- 5.1 The Chief Executive Officer shall treat as confidential all information regarding contractual relations, economical matters, technical appliances and production methods, corporate analyses and calculations, as well as other non-public affairs of the Company.