

To shareholders of Comrod Communication ASA

INVITATION TO ATTEND EXTRAORDINARY GENERAL MEETING

You are hereby invited to attend an extraordinary general meeting of Comrod Communication ASA on Monday, 18 January 2010, at 11.00 am at the Company's offices at Fiskavegen 1, 4120 Tau, Norway.

Registration of shareholders attending the meeting will take place from 10.30 am.

The following items are on the agenda:

1. Opening of the general meeting by the Chair of the Board
2. Election of person to chair the meeting
3. Election of one person to co sign the minutes of the general meeting in addition to the Chair of the meeting
4. Approval of the Invitation and Agenda
5. Election of new Board of Directors

The Election Committee moves that a Board of Directors, comprising four Members, should be established. The Election Committee nominates Sturla Sand as the new Chair of the Board; Morten Bjørnsen as the new Deputy Chair; Merete Alnes Mostue as a Board Member and Randi Hognestad as a Board Member. All candidates will be elected for 2 years. For further details, please refer to the enclosed nomination for the Election Committee.

The existing Board of Directors is of the opinion that it would be unreasonable if one shareholder, who controls in excess of 20% of the company's shares, should control the majority of the Board of Directors (including the Chairman of the Board's double vote). The existing Board of Directors therefore recommend the General Meeting to maintain a minimum of 5 members on the Board of Directors and not 4 as proposed by the Election Committee. The fifth Board Member should be independent of the largest shareholder out of consideration to the other shareholders.

6. Election of a new Member for the Election Committee

It is moved that any new Chair of the Election Committee should not have a significant shareholding in the Company. The Election Committee nominates Gunnar Espeland as the new Chair of the Election Committee and Sturla Sand as a new Member of the Election Committee. The three Members of the Election Committee would then be Gunnar Espeland, Sturla Sand and Bjørn Dable.

7. Approval of amendment to Regulations

The Board proposes adding a new paragraph no 6 to § 10 General Meeting, reading as follows:

"When documents applying to matters to be taken up at the General Meeting are made available to shareholders on the Company's website, the legal requirement for the documents to be sent out to shareholders will no longer apply. This also

applies to documents which, by law, must be taken up or enclosed in the invitation to the General Meeting. A Shareholder can still request that documents applying to matters that are to be covered at the General Meeting should be sent out to him/her. The Company cannot request any form of payment for sending out such documents to shareholders."

All shareholders wishing to attend the meeting are requested to send their Notification of Attendance to Comrod Communication ASA, ensuring that it is in the possession of the Company by Friday 15 January 2010 at 16.00 pm, at the latest.

Shareholders who are unable to attend in person can nominate a Proxy to attend on their behalf. Enclosed with this invitation is a Proxy Authorisation Form for use in the case of representation by a Proxy. Proxy Authorisation Forms ought to be in the possession of Comrod Communication ASA by Friday 15 January 2010 at 4 pm, at the latest.

There are a total of 19,547,345 voting shares in Comrod Communication ASA.

This Invitation to attend the Extraordinary General Meeting is being sent to all shareholders whose address is known and is also being made available at www.comrod.com.

22 December 2009

For the Board of Directors of Comrod Communication ASA by authority



Knut Flakk
Chair of the Board

Enclosures:

1. Nomination from the Election Committee concerning a new Board of Directors of Comrod Communication ASA
2. Forms for Notification of Attendance and Proxy Authorisation



EXTRAORDINARY SHAREHOLDERS' MEETING IN COMROD COMMUNICATION ASA

An extraordinary shareholders' meeting in Comrod Communication ASA will be held on 18th January 2010 at 11:00 at the company's office in Fiskåveien 2, NO-4120 Tau.

All shareholders intending to attend the shareholders' meeting are requested to send this form to the following address: Comrod Communication ASA, Fiskåvegen 1, NO-4120 Tau, alternatively by fax to fax number: +47 51 74 05 01 in time to be received by the company no later than 15th January 2010 at 16:00.

Notice of extraordinary shareholders' meeting attendance	
The undersigned will attend the shareholders' meeting on 18.01.2010 and vote on behalf of the following shares:	
Number of own shares:	_____
Other shares pursuant to proxy:	_____
Total number of shares:	_____
Place, date:	_____
Signature:	_____
Shareholders name:	_____ (BLOCK CAPITALS)

If you do not intend to attend the shareholders' meeting yourself, the proxy form below may be used by a person you authorize.

If you agree with the Board of Directors' comments regarding the Election Committee's recommendation and want to maintain a Board of Directors that consists of a minimum of five members, you may authorize the Chairman of the Board Knut Flakk to act as your proxy.

The company will fill in the name of the Chairman of the Board on any authorized proxy forms that do not name a proxy.

The proxy must be sent by mail to: Comrod Communication ASA, Attn. Chairman of the Board Knut Flakk, Fiskåvegen 1, NO-4120 Tau or by fax to fax number: +47 51 74 05 01, and must be received by the company no later than 15th January 2010 at 16:00.

Proxy	
The undersigned (principal) hereby authorizes _____ (the name of the authorized person in BLOCK CAPITALS) to represent and vote at the extraordinary shareholders' meeting in Comrod Communication ASA on 18.01.2010 for the undersigned _____ shares.	
Place, date:	_____
Signature:	_____
Shareholder's name:	_____ (BLOCK CAPITALS)

Recommendation from the Nomination Committee in Comrod Communication ASA

1. *The composition of the Nomination Committee*

The Nomination Committee consists of Knut Flakk (Chairman), Bjørn Dahle and Gunnar Espeland.

2. *Background and mandate*

Flakk Holding AS and Hexagon Composites ASA have sold all their shares in Comrod Communication ASA. Based on these circumstances, the Chairman of the Board wishes to resign from his positions as Chairman in the Board of Directors and Nomination Committee.

From several shareholders it has been signaled that it would be of interest to consider changes in of the Board of Directors, beyond the replacement of the Chairman, and also the size of the Board of Directors.

According to the articles of associations § 9 the Nomination Committee shall inter alia propose chairman, vice chairman and members to the Board of Directors, and also candidates to the Nomination Committee.

The chairman of the Nomination Committee has decided desist from the committee's work and recommendation of a new Board of Directors.

3. *The Nomination Committee's reasons and recommendation*

The Nomination Committee emphasizes that the election of new Board of Directors reflects the new ownership in the company. The Nomination Committee proposes Sturla Sand, resident in Stavanger, as new Chairman of the Board of Directors. Sturla Sand is graduated engineer and possesses comprehensive industrial experience nationally and internationally. Reference is made to the enclosed CV. The Nomination Committee proposes as Morten Bjørnsen, resident in Sandnes, as new Vice Chairman of the Board of Directors. Morten Bjørnsen is presently working chairman in Proserv Group AS. He possesses comprehensive experience within banking and industry, nationally and internationally. Reference is made to the enclosed CV.

The Nomination Committee proposes a Board of Directors consisting of four members, as follows: Sturla Sand (Chairman), Morten Bjørnsen (Vice Chairman), Merete Alnes Mostue (Director) and Randi Hognestad (Director).

The Nomination Committee proposes that new chairman of the committee shall not have any significant share interest in the company. The Nomination Committee proposes Gunnar Espeland as chairman of the Nomination Committee and Sturla Sand as new member of the Nomination Committee.

Tananger, 2 December 2009

Bjørn Dahle
(sign.)

Gunnar Espeland
(sign.)

- 1975-1988** Various positions in **Shell Group** both in Norway and internationally.
- The key positions are as follows :
- 1986-1988** **Norske Shell Exploration & Production**
Contract and Commercial services Manager.
- 1983-1986** **Norske Shell - Sola Refinery**
Operations Manager.
- 1980-1983** **Shell Eastern Petroleum, Singapore**
Department Manager - project development.
- 1977-1979** **Shell International, The Hague, Netherlands** - *Project Manager.*

CURRICULUM VITAE

Personal details

Name: Morten Bjørnsen
Born: February 25, 1960 in Stavanger
Civil Status: Married – 4 children
Address: Gravarstunet 41, 4327 Sandnes – Norway
Contact details: + 47516879(home)/+4795177282(cell)/mobj47@gmail.com

Educational details

Haugesund Higher School of Commerce 1979
Bsc/MBA Norwegian School of Management 1984
Various management and financial courses, i.e. from IMD, Lausanne 2005 and 2007

Professional background

Chairman Proserv Group AS 2009 –

Since March this year I have been engaged on full time basis as Executive Chairman of Proserv Group AS. Proserv is an oilfield service company, headquartered in Stavanger. The company has extensive operations in the Middle East (Dubai), The Far East (Indonesia), the US (Houston) and in The North Sea area (Aberdeen and Stavanger). Following a rapid expansion through a number of acquisitions, the company found itself in financial distress in the beginning of 2009. The company has recently gone through a financial restructuring. The largest shareholder is currently Intervale Capital, a US-based PE equity fund.

My prime responsibilities have included leading the financial restructuring and reviewing organizational and operational issues, with the view to restructure and streamline the company for future growth. Anticipated turnover for 2009 is NOK 1,3 billion with a projected EBITDA of NOK 140- 150 million.

CEO Glitnir Bank ASA (BN Bank) & EVP and Head of Nordic Banking Glitnir hf 2007-2009

CEO of the Norwegian Bank (subsidiary), in addition to having the overall responsibility for Glitnir's operations in Norway, Sweden, Finland and Russia. Reporting to the Group CEO.

The Norwegian Bank had an asset base of approximately NOK 50 billion, making it Norway's 8th largest bank. Number of employees in the bank about 200, including subsidiaries some 400. Total staff in the Nordic region, in the low 800 range.

Initially the objective was to merge certain activities, sell off ancillary businesses and further develop and professionalize Glitnir in the Nordics. Merger of Kredittbanken and BN Bank was completed in March 2008. The global financial crisis and the Icelandic turmoil soon caused my focus to shift to more defensive measures and subsequently sale of assets and businesses, as funding became scarce and almost impossible to obtain. I successfully

completed the rescue operation of the Norwegian Bank, and later sale of same bank and subsidiaries to new owners. I left the bank following completion of this transaction in mid January 2009. Other Nordic operations were sold during the fall of 2008 and prior to completion of the sale of the bank in Norway.

Other experience included board positions, including chairman of the asset management company FIM in Helsinki. Further board positions included Glitnir Securities/ RS Platou Markets, Glitnir AB, Glitnir Property Holding and Glitnir Privatøkonomi. Member and/or Chairman of both the Norwegian and the Nordic Credit Committees.

During my time in this position I had the privilege of being part of a number of investor and rating agency presentations, road shows and capital markets days, both in Scandinavia and in London, Reykjavik, and on the Continent. The media attention and coverage, was at time extensive. This focus gave me the opportunity to engage with TV stations, radio and newspapers, both of a local, national and international level.

I am consequently familiar with delivering speeches and presentations in both English and Norwegian, domestically and abroad.

During my years in banking I have on a regular basis been involved with The Financial Supervisory Authority of Norway (Kredittilsynet), The Central Bank and The Norwegian Financial Services Association (FNH).

Executive Vice President Fokus Bank 1999 – 2007

Following Danske Bank's acquisition of Fokus Bank in Norway in the spring of 1999, I was approached to join the new management team, first as Regional Director of their business in Rogaland/West Coast of Norway, later as Head of the Commercial, Corporate and Institutional Banking Division and following the banks return to a regional organisation, as Head of Eastern Norway. This position, in addition to Retail and Commercial Banking, also included the responsibility for the banks Structured Finance, Shipping, Merchant Banking and Large Corporate units.

Both under my regime as Head of Corporate and Institutional Banking and as Head of Eastern Norway (the specialized Industries included) my area was the biggest net profit contributor to the banks bottom line and the largest in size. Normally about 200 employees would be working in these areas.

When we started out to rebuild and rebrand Fokus Bank in Norway, we were targeting a market share of 10 % in predefined sectors(2-4 % at the time) and Danske Bank set out to growth the bank to NOK 100 billion in assets, up from NOK 32 billion in year 2000.

It was both a very interesting and enjoyable journey to develop this banking franchise in Norway. In 2006 we passed NOK 120 billion in assets and NOK 1 billion in profits. We were at or close to all our market share objectives.

I served in the top management group, reporting to the CEO for the entire 8 years, and was member of the 3 person executive credit committee for almost the same duration.

Some European projects on behalf of the Danske Bank group.

Senior Vice President & Manager, Den norske Bank, Houston 1996 – 1999

Returned to Houston in 1996 as head of the office. Focus was still primarily on US independents, offshore/service industry, and some petrochemicals and refinery business.

We developed quite a few deals ourselves, but also participated in club deals and larger syndicated facilities. Business volume approximately USD 1 – 1,5 billion.

Senior Vice President Den norske Bank, Large Corporate Division, 1994 – 1996

Head of a department in Den norske Bank's Large Corporate Division concentrating on Retail Merchants, Department stores and Distribution outlets. Primarily within food, everyday commodities, furniture, electronics, fashion, and clothing.

First Vice President, Den norske Bank, Rogaland 1991 – 1994

Department Head within the domestic banking organisation. Interacting with larger to medium sized companies in the Stavanger region, primarily within the oilfield service sector and international subsidiaries, but also with a fairly broad spectre of local businesses.

Vice President, DnC Houston 1989 – 1991

Account officer for US and Norwegian companies and projects based in the US. Concentrating on US independent oil companies and shipping/offshore.

Assistant Vice President, Petroleum Department DnC 1986 – 1989

Assisting account officers and being junior account officer for Norwegian and European energy companies.

Assistant Manager, Statoil Gas Sales Department, 1984 – 1986

Assistant and junior team-member in gas negotiating teams relating to Troll, Statfjord, Gullfaks and Frigg.

CV

MERETE ALNES MOSTUE

PERSONALIA

Adresse Furmyrvegen 8B
6018 Ålesund

Telefon Jobb 70 17 23 81, privat 70 14 83 95, mobil 95 87 32 62

E-post merete.mostue@ship-equip.com

Fødselsdato 29. februar 1964

Sivilstatus Gift, 2 barn

UTDANNELSE

Våren 1995 NFFs Renteanalytikerkurs

1983 – 1987 Norges Handelshøyskole i Bergen,
Siviløkonomstudiet

1980 – 1983 Fagerlia Videregående Skole i Ålesund,
Studieretning for allmenne fag, samfunnsfaglig linje

JOBBERFARING

Aug 07 - **Ship Equip AS, Ålesund**
HR Direktør

Sept 04 – jun 07 **Coop Møre BA, Ålesund**
Personal- og organisasjonssjef

Jan 02 – sept 04 **Firmenich Bjørge Biomarin AS, Ålesund**
Finance and HR Manager

Mars 99 – des 01 **Telenor ASA, Oslo**
Assisterende direktør, Investor Relations

Sept 97 – mars 99 **Telenor (UK) Ltd., London**
Financial Controller (40 % stilling)

Juli 93 – sept 97 **Norsk Telekom /Telenor ASA, Oslo**
Finanskonsulent og finanssjef fra jan 95

Aug 89 – mai 93 **Dai-Ichi Kangyo Bank S.A., Luxembourg**
Treasury Officer

Juni 87 – juni 89 **Bergen Bank AS**
Trainee i Bergen, Oslo og Luxembourg

ANNEN ERFARING

- Apr 09 - Coop Orkla Møre BA**
Varaordfører i representantskapet
- Jan 07 - Comrod Communications ASA**
Styremedlem
- Mai 99 – des 01 Norsk Investor Relations Forening (NIRF)**
Styremedlem i perioden 1999–2000 og styreformann i 2000 – 2001 og 2001 – 2002 (sa opp styrevervet da jeg flyttet til Ålesund i des 01)
- Feb 98 – feb 99 Norsk KFUK, London (Charity)**
Styremedlem / Honorary Treasurer

CURRICULUM VITAE

Randi E. Hognestad

Født 22.08.1966

Vikedalsgata 10, 4012 Stavanger

Utdannelse

- 1999 Kurs i journalistikk, Institutt for journalistikk, Fredrikstad
- 1990-1996 Cand. Jur, Universitetet i Oslo

Arbeidserfaring

- 03.2009-> **Selvstendig konsulent/freelancejournalist**
- 01.2007 -02.2009 **HitecVision AS** (Stavanger), Direktør for Investor Relations
Investorkontakt, rapportering, presentasjoner, pressekontakt
- 03.2005-12.2006 **Advokattfirmaet Schjødt** (Stavanger), advokat
Arbeidsrett, avtalerett, generell forretningsjus
- 09.2001-03.2005 **Selvstendig næringsdrivende og advokat**
Konsulent hos Lyse
Freelancejournalist for Dagens Næringsliv
Advokat hos Rekve Mitsen
- 10.2000-09.2001 **Global IP Sound** (San Francisco), Direktør for Investor Relations
Investorkontakt, rapportering, presentasjoner, pressekontakt
- 10.1998-10.2000 **Dagens Næringsliv** (Oslo), journalist i finansredaksjonen
Løpende nyhetsdekning, børskommentarer, kommentarer, feature
- 06.1996-09.1998 **Advokattfirmaet BA-HR** (Oslo), advokatfullmektig
Arbeidsrett, immaterialrett, avtalerett, generell forretningsjus
- 03.1987-06.1996 **McKinsey** (Oslo, London, København), sjefsekretær/teamassistent
- 08.1986-02.1987 **Gunnar Stenberg** (Oslo), regnskapssekretær

Verv

Nestleder i styret i Comrod Communication ASA siden 2007

Styremedlem i diverse investeringsselskaper eid av Stensrud-familien

Tidligere medlem i årboksredaksjonen og kommunikasjonsutvalget til Norsk Venturekapitalforening (NVCA)