



**Invitation to the Shareholders Annual Meeting in NutriTech International A/S.**

*You are hereby invited to the shareholders annual meeting, at premises rented by the company at Radisson SAS Airport Hotel, PO BOX 163, HOTELVEGEN, GARDERMOEN, N-2060, +47 63933000, Norway. The meeting will take place on May 23<sup>rd</sup>, 2005, at 10:00hrs.*

*Shareholders that wish to participate should be registered as shareholders no later than May 1<sup>st</sup>, 2005.*

*The registration authority is the Norwegian VPS, Oslo, Norway.*

Those shareholders that wish to participate should also register their participation with the company no later than May 5<sup>th</sup>, 2005. This registration should cover; Name of the shareholder, address as well as number of shares that this registration covers.

As for the meeting agenda the board proposes:

1. Acceptance of this invitation and proposed power of attorneys.
2. Election of the Chairman for the meeting, election of a secretary for the meeting and election of two persons to amend and sign the proposed protocol of this meeting.
3. Approval of the board of director's annual report.
4. Approval of the company accounts and results.
5. Decision on any dividend.
  - *The company suggests that there be no dividend from the company to the shareholders.*
6. Decision upon any fees for the board of directors.
  - *The company suggests for 2005 that if the company is profitable (after any remuneration, a fee of 100.000 NOK (gross) per director should be the approved fee.*
7. Election of the board of directors and auditors.
  - *As board of directors for 2005 the company hereby suggests:*
    - *Gerth Eriksson*
    - *David Gaiman*
    - *Ruzdi Ekenheim*
  - *As for auditors the board suggests that the current auditors will get a continued approval and that their fee is as running.*

8. The meeting requests that the board examine the possibilities to move the holding from Norway to Sweden in order to lower the companies administrative cost, and if the board deem it to be an advantage to also execute and facilitate such as move.
  - *The company suggests that this should be approved.*
  
9. The board suggests that changes in the company by-laws are to be made: The annual shareholders meeting can be convened at any place, as long as the announcing period remains as already given.
  - *The company suggests that this should be approved.*
  
10. The Board requests that it will have the power of attorney to, when it deem so necessary, to do another share issue as either a directed share issue or a public share issue. The terms of this share issue are to be determined by the board, but with the limitation of not more then a 50% dilution of the current share holding. This power of attorney is to be valid for 24 months from today's date.
  - *The company suggests that this should be approved.*
  
11. The Shareholders annual meeting to be concluded.

Malmö 2005-04-20



Gerth Eriksson  
Chairman of the Board

The following relevant reports can be requested from the company:

- Annual report for 2004 (in English)
- Audit report for 2004 (in English)
- Financial Statement, 2004 (in Norwegian)