MenaQ7™
Natural Vitamin K2

To the Shareholders of NattoPharma ASA

Lysaker, October 14th 2009

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Shareholders of NattoPharma ASA (organization number 987 774 339) is hereby summoned to extraordinary general meeting to be held on November 5th 2009 at 10.00 hours CET. The meeting will take place at the company's office address, Lysaker Torg 5, 1366 Lysaker.

The following issues will be dealt with:

Agenda

1 ***Opening of the meeting by the Chairman of the Board of Directors Mr. Ola Røthe, and register of shareholders present in the meeting***

2 ***Election of person to chair the meeting and one person to co-sign the minutes***

3 ***Approval of the summoning and the proposed agenda***

4. ***Resolution regarding share capital increase through a private placement***

The board of directors propose to the general meeting to approve a share issue through a private placement towards named investors. The basis for the proposal is to strengthen the company's equity and working capital, in order to enable the company to reach its strategic and commercial goals by being sufficiently capitalised. It is proposed to deviate from the shareholders right of preference to subscribe new shares due to the time pressure and need to limit the share issue costs.

No event has taken place as per last balance day of any significance for the company except for what has been reported to Oslo Stock Exchange. For further information, please see the company's web site www.nattopharma.com.

The board of directors proposes the following resolution to be adopted:

"The company's share capital is increased in accordance with the Norwegian Limited Companies Act § 10-1 based on the following conditions":

1. The share capital in NattoPharma ASA is increased with NOK 318.423,50 by issuance of 3.184.235 new shares.

2. The face value of each share is NOK 0.10.

3. The prescription price is NOK 3.14 per share, of which NOK 3.04 per share is share premium. Share premium, after deduction of share issue costs will be allocated to the share premium fund.

4. The shares are subscribed by named investors in accordance with enclosure 1 herewith. The shareholders right of preference to subscribe new shares is thus deviated.

5. The subscription of shares shall take place on a special subscription form. The subscription period is determined by the board of directors, and the limit is November 5th 2009 at the latest. Further criteria for the subscription are to be determined by the board of directors.

6. The share deposit is made by no other assets than money. The share deposit is to be executed by payment to Orion Securities AS (Tel. 21 00 29 00, Fax. 21 00 29 31, Rådhusgaten 25, 0158 Oslo) share issue account no. 1503.13.08191 by November 10th 2009. The funds are not disposable for the company prior to the share capital increase is registered at the Register of Business Enterprises.

7. As the share issue is allocated to named investors, oversubscription is not possible.

8. The new shares are entitled to dividends and other rights in the company as from the date of the registry of the new share increase in the Registry of Business Enterprises.

9. The share issue is guaranteed by a guaranty consortium with a minimum amount of NOK 5.000.000. The guaranty only applies for the subscription of the minimum amount and not the lack of payment for shares subscribed. A guaranty commission equal to 5 % will be due to the guarantors.

The board of directors has no knowledge of matters of any significance which needs to be considered with respect to the subscription of new shares in the company.

4. Amendment of the Articles of Association

As a consequence of the above decision of carrying out a share capital increase, the board of directors propose the following amendment of the articles of association for the approval of the general meeting:

§ 4 of the Articles of Association to be amended as follows:

"The Company's share capital is NOK 2,562,950.30. The total number of shares issued is equal to 2,629,503 shares, each with a face value of NOK 0.10".

Shareholder's rights, participation and proxy

In accordance with the Norwegian Limited Public Companies Act § 5-12, the opening of the general meeting will be declared by the Chairman of the Board. Shareholders have the right to participate in the general meeting by their own presence or by a proxy. As per today, the company has issued 22,445,268 shares. Each share has one vote in the general meeting. However, own shares owned by the company cannot participate. The company holds no own shares. The shareholder has the right to vote for the number of shares he or she holds, and which is registered in the Norwegian Registry of Securities (VPS) at the date of the general meeting. If the shareholder has acquired shares short time prior to the general meeting taking place, voting rights for these shares can only be executed if the shares are registered in the VPS, or if the ownership of the shares are reported to VPS and that this can be properly verified at the general meeting. The shareholder can bring along an advisor and give the advisor the right to speak.

If the shareholder's shares are registered to an investment fund manager, according to the Norwegian Public Limited Companies Act § 4-10, and the shareholder wishes to participate and vote for these shares, the shareholder must bring a written proxy from the investment fund manager stating that the shareholder is the rightful owner of the shares.

If the shareholder is not able to meet personally, he or she can be represented in the general meeting by a proxy. The proxy can be sent to NattoPharma ASA, within November 4th at 16.00 hours. The proxy can also be delivered at the general meeting. Alternatively, such proxy can be given to the Chairman of the board, Mr. Ola Røthe and/or CFO Mr. Erik Tjørstad. Issued proxies which lack proper name specification will be regarded as given to the Chairman or to a person the Chairman appoints as his proxy. A proxy given to the Chairman later than November 4th at 16.00 hours can be considered void. Identification papers for the proxy and the principal, and alternatively a company certificate if the shareholder is a business entity, must accompany the proxy.
A proxy form is enclosed.

The Board of Directors would like to draw attention to new flag rules regarding disclosure of voting rights by proxy. Title to a proxy without voting instructions are considered equal to the voting privilege of the shares which the proxy is based upon, in accordance with the Securities Trading Act § 4-2 third paragraph. This means that the proxy holder will be obliged to flag their shares and voting rights, if the proportion of shares through open proxies and own shares on an aggregated basis reaches the thresholds for flag duty in accordance with the Securities Trading Act § 4-2 second paragraph.

It is assumed by the Financial Supervisory Authority of Norway in a circular letter dated January 28th 2008, that proxies in general must be considered given "without instructions" in a legal sense, unless instructions for all the issues to be dealt with by the general meeting are given.

The shareholder has the right to have questions or subjects considered at the general meeting which is reported in writing to the Board of Directors prior to the summoning for the general meeting by good margin so that it may be taken in as a part of the summoning. A new summoning may be issued if there is a minimum of two weeks left to the general meeting taking place. As a principal rule, the general meeting cannot handle issues that are not mentioned in the summoning.

The company's Annual accounts and report 2008 including the auditor's report is enclosed in Norwegian, and can be found on the company's web site www.nattopharma.com. For further information regarding participation and voting rights it is referred to the Norwegian Public Limited Companies Act, and with special attention to chapter 5.

If the shareholders wish to make use of a proxy, the shareholders are recommended to fill out and return the enclosed proxy form to NattoPharma ASA Lysaker Torg 5, P.O. Box 397, NO-1326 Lysaker, Norway, fax (+47) 67 20 02 51, within November 4th 2009 16.00 hours, or bring this proxy in original to the general meeting.

Best regards
On behalf of the Board of Directors of NattoPharma ASA
Ola Røthe
Chairman of the board
(Sign.)

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REGISTRATION FORM

To:
NattoPharma ASA
Lysaker Torg 5,
P.O. Box 397,
NO-1326 Lysaker,
Norway,
Fax (+47) 22 55 36 31,

The undersigned, being a shareholder of NattoPharma ASA hereby give power of attorney to the Chairman of the Board of Directors of NattoPharma ASA, or such authorized person by him in writing, to represent and vote for all of our shares at the extraordinary general meeting of NattoPharma ASA on November 5th 2009.

_____
Name of proxy

Number of shares ……..

Name of shareholder: _____

Organisation no. of shareholder: _____

_____ _____
Place and date Signature
(to be repeated in block letters)

A company certificate is required if the proxy is given by a business entity

NattoPharma ASA

Share subscription 13. October 2009

Shareholder/Subscriber	No. of shares	Price	Amount
Byblos	150 000	3,14	471 000,00
Easy2Connect	191 000	3,14	599 740,00
Katedralen	150 000	3,14	471 000,00
Haadem	135 000	3,14	423 900,00
Grensen Invest	135 000	3,14	423 900,00
Hurricane	159 000	3,14	499 260,00
MP Pensjon	280 000	3,14	879 200,00
Finneid Sveis	135 000	3,14	423 900,00
Leif Bjørnerud	135 000	3,14	423 900,00
Walldorf Technologies	220 000	3,14	690 800,00
Argo Sec	77 000	3,14	241 780,00
Pharmavie A/S (v/Christel Piron) DK	94 000	3,14	295 160,00
Sobona AS (Ola Røthe)	100 000	3,14	314 000,00
Jo Torsmyr	50 000	3,14	157 000,00
Johan R Sunde AS	32 000	3,14	100 480,00
Ebiko	100 000	3,14	314 000,00
Fiberinvest	17 000	3,14	53 380,00
Leif Petter Litsheim	18 000	3,14	56 520,00
Kjetil Reidar Flateby	10 000	3,14	31 400,00
Geir Emil Carlsen	159 235	3,14	499 997,90
Ragnar Tysland	10 000	3,14	31 400,00
Tom Tungland	10 000	3,14	31 400,00
Hilde Norli	100 000	3,14	314 000,00
Inge Kristoffersen	40 000	3,14	125 600,00
Andreas Dimmen	10 000	3,14	31 400,00
Finn Brenno	4 000	3,14	12 560,00
Brøvig Holding	40 000	3,14	125 600,00
Per Ivar Skinstad	100 000	3,14	314 000,00
Heidi M Bache-Wiig	10 000	3,14	31 400,00
Dag Håkon Olsen	10 000	3,14	31 400,00
Ole Marius Mo	8 000	3,14	25 120,00
Ulf Foldvik	10 000	3,14	31 400,00
Toce Invest	5 000	3,14	15 700,00
Asbjørn Innstø	100 000	3,14	314 000,00
Hallvard Rustad Halvorsen	5 000	3,14	15 700,00
Anders Udden	100 000	3,14	314 000,00
Wilbekk AS (Odd Anders Wilhelmsen)	130 000	3,14	408 200,00
Bernt Ove Grandalen	15 000	3,14	47 100,00
Tangenes Forvaltning	60 000	3,14	188 400,00
Roald Mobekk	20 000	3,14	62 800,00
Appendix Holding	15 000	3,14	47 100,00
Korka Invest	20 000	3,14	62 800,00
Nina Marie Wiland	15 000	3,14	47 100,00
SUM	**3 184 235**		**9 998 498**