



For immediate release

EMERSON ANNOUNCES OFFER TO ACQUIRE ROXAR ASA

Acquisition to Strengthen Emerson's Process Management Business

ST. LOUIS, MO and STAVANGER, NORWAY; MARCH 2, 2009 – Emerson (NYSE: EMR) today announced that its wholly owned subsidiary Aegir Norge Holding AS has reached an agreement with Roxar ASA (OSE: ROX) to launch a voluntary offer for 100 percent of Roxar's shares. Emerson will offer NOK 5.20 (approximately \$ 0.735) per share in cash, which represents approximately NOK 1,266 million (approximately \$ 179 million), for the total share capital of Roxar. Upon successful completion of the acquisition, Emerson expects to redeem approximately NOK 1.5 billion (approximately \$212 million) of Roxar debt.

Roxar's board has unanimously resolved to recommend the offer. Shareholders representing approximately 41% percent of Roxar's outstanding shares, including the members of the board and the management who hold shares in the company, have agreed to accept the offer. The acquisition will be financed by Emerson through existing cash balances and is not subject to any financing condition. The voluntary offer is expected to close in April 2009, assuming satisfaction of all conditions. (See Additional Information, below)

Roxar is a leading global supplier of measurement technologies and software solutions for upstream oil and gas and other process industries. The company, which is based in Stavanger, Norway, had revenues of NOK 1,365 million (approximately \$193 million) in 2008 (unaudited Q4 financials). Upon successful completion of the acquisition, Roxar will become part of Emerson Process Management.

"With its solid positions and respected name in offshore metering and monitoring equipment and well optimization software, Roxar is a strong complement to Emerson," said Steven Sonnenberg, executive vice president and business leader of Emerson Process Management. "Like Emerson, Roxar is respected for its technology innovation and leadership. Our oil and gas customers will benefit from the more complete product and service offering that will result from this strategic combination."

Roxar Chairman Mr. Hans Olav Torsen, said: "The Roxar Board has looked at all strategic alternatives for the company and taken considerable time for this process. The Board considers Emerson as an attractive partner to Roxar, with a similar technology and customer focused business culture and complementing market segments."

About Emerson

Emerson (NYSE: EMR), based in St. Louis, Missouri (USA), is a global leader in bringing technology and engineering together to create innovative solutions for customers through its network power, process management, industrial automation, climate technologies, and appliance and tools businesses. Sales in fiscal 2008 were \$24.8 billion. For more information, visit www.Emerson.com.

About Roxar

Roxar is a leading international provider of products and associated services for reservoir management and production optimization. It has two main divisions; Roxar Software Solutions (RSS) and Roxar Flow Measurement (RFM). Roxar offers software for reservoir interpretation, modeling and simulation, as well as instrumentation for well planning, monitoring and metering. It is headquartered in Stavanger, Norway, with 28 offices in 19 countries and approximately 820 employees worldwide. The Roxar Shares are listed on Oslo Børs under the ticker ROX and are registered in the VPS under the International Securities Identification Number ("ISIN") NO0003073801. For more information visit www.roxar.com.

Additional Information

The offer will be made by Aegir Norge Holding AS (the "Offeror"), a Norwegian limited liability company 100 per cent owned by Emerson.

The offer represents a premium of 49 percent over the closing price of Roxar shares on 27 February 2009, the last trading day prior to Emerson's public announcement of its intention to make the offer. It represents a premium of 44 percent, 54 percent, 34 percent, respectively, to the volume weighted average daily closing prices for the three-month, six-month and twelve-month periods ending 27 February 2009.

The complete details of the offer, including all terms and conditions, will be contained in an offer document to be sent to Roxar shareholders following review and approval by the Oslo Stock Exchange pursuant to Chapter 6 of the Norwegian Securities Trading Act. As further detailed and specified in the offer document, the offer will be subject to conditions being satisfied or waived including: (a) receipt of valid acceptances in respect of a number of shares of Roxar which exceeds 90 per cent of the shares and votes in Roxar on a fully diluted basis; (b) Roxar's board not having amended or withdrawn its recommendation of the offer; (c) receipt of all necessary material permits, consents, and approvals from competent governmental and regulatory authorities for the completion of the offer; (d) no court or other authority having taken any legal action that restrains or prohibits the consummation of the offer or imposed conditions which are not acceptable to the Offeror; (e) no changes to the share capital (other than in respect of the convertible bond); (f) Roxar having conducted its business in the ordinary course and in accordance with applicable laws and regulation; and (g) no occurrence of a material adverse change with respect to the financial condition, business, assets, or results of operations of Roxar, taken as a whole. The offer is expected to close in April 2009 subject to the conditions of the offer being met or waived. All conditions to the offer will have to be satisfied or waived no later than 30 June 2009.

Roxar's board has the right to withdraw its recommendation of the offer in the event a superior competing offer emerges, provided such offer is not matched by Emerson within 72 hours. A break-fee of \$2 million will be payable by Roxar to Emerson if the Roxar's board's recommendation, subject to certain terms and conditions, is withdrawn or amended.

If the Offeror, as a result of the offer or otherwise, acquires shares representing more than 1/3 of the voting rights of all shares in Roxar, the Offeror must proceed with a mandatory offer for the remaining shares in Roxar, pursuant to the provisions in the Norwegian Securities Trading Act. The Offeror intends to make a compulsory acquisition of the remaining shares in Roxar pursuant to the Norwegian Public Companies Act upon obtaining more than 90 percent of the total outstanding share capital and voting power of Roxar, and then intends to propose to the general meeting of Roxar that an application is filed with Oslo Stock Exchange to de-list the shares of Roxar.

The offer document is expected to be sent to Roxar shareholders on 4 March 2009. The offer period is from 4 March 2009 until 17:30 (Norwegian time) on 1 April 2009 (both days inclusive). The shareholders who have agreed to pre-accept the offer have the right to accept any competing offer on more favorable terms unless Emerson matches such offer within 72 hours of its announcement. The offer will not be made in any jurisdiction in which the making of the offer would not be in compliance with the laws of such jurisdiction. This notification does not in itself constitute an offer.

The offer will only be made on the basis of the offer document, which will have been approved by Oslo Børs, and can only be accepted pursuant to the terms of such document.

J.P. Morgan Securities Inc. and its affiliates is acting as sole financial advisor and broker to the Offeror and Emerson in connection with the Offer, and Wiersholm in Norway and Bryan Cave LLP, in the U.S., are acting as legal advisors to Emerson.

Arctic Securities ASA and Astrup and Partners AS are acting as financial advisors to Roxar and Advokatfirmaet Schjødt DA is acting as legal advisor to Roxar.

Media Contacts:

For Emerson

Mr. Mark Polzin
Tel. +1 314.982.1758

For Roxar

Mr. Hans Olav Torsen
Tel. +47 73 54 50 04
Mob. +47 90 19 06 78
Fax. +47 73 54 50 59
Email. hans.olav.torsen@roxar.com

Important Notices:

Rules of the U.S. Securities and Exchange Commission require public disclosure in the United States of certain information filed by Roxar with the Oslo Stock Exchange related to purchases of Roxar shares made by Aegir outside of the offer. Emerson will comply with this requirement by posting such information on the Emerson website at www.emerson.com under the Investor Relations tab. It is important that U.S. holders understand that the voluntary offer is subject to disclosure and takeover laws and regulations in Norway that may be different from those in the United States.

This information is subject to the disclosure requirements according to section 5-12, cf 6-19 of the Norwegian Securities Trading Act.

Note: Exchange rate - NOK 1 = USD 7.08 (as of 27 Feb 2009)

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