



To the shareholders of Lerøy Seafood Group ASA

**GENERAL SHAREHOLDERS' MEETING 22 MAY 2014 AT 09.00**

Please find the following documents attached:

- *Notice and agenda*
- *Notice of attendance and power of attorney*

Bergen, 30 April 2014

Yours sincerely  
for THE BOARD OF DIRECTORS IN LERØY SEAFOOD GROUP ASA

Helge Singelstad  
Chairman

Sign.

ATTACHMENTS

## GENERAL SHAREHOLDERS' MEETING

Please be advised that the General Shareholders' Meeting of Lerøy Seafood Group ASA will be held on Thursday 22nd May 2014 at 09.00.  
Location: The Company's offices at Bontelabo 2, 5003 Bergen.

### The Agenda:

- 1 *Opening of the meeting by the Chairman of the Board, Helge Singelstad, and registration of shareholders present*
- 2 *Election of chairperson for the meeting and one person to co-sign the minutes*
- 3 *Approval of notice and proposed agenda*
- 4 *Approval of the Board of Directors' statement regarding salaries and other remuneration of senior executives. With reference to the chapter regarding the Board of Directors' statement in the annual report 2013*
- 5 *Approval of the annual report and accounts of the parent company and the consolidated report and accounts for 2013, including distribution of dividend and remuneration of the auditor, the Board of Directors and the Nomination Committee*
- 6 *Report regarding corporate governance*
- 7 *Election of Board of Directors and members of the Nomination Committee*

*Directors for election are Helge Singelstad (Chairman of the Board, re-election), Arne Møgster (board member, re-election), and Marianne Møgster (board member, re-election).*

*Members of the Nomination Committee Helge Møgster (Chairman of the Nomination Committee, re-election), Benedicte Schilbred Fasmer (re-election) and Aksel Linchausen (re-election).*

- 8 *The Board's proposal regarding renewal of the Board's authorisation to purchase the Company's own shares*
- 9 *The Board's proposal regarding renewal of the Board's authorisation to increase the share capital by issuing new shares through private placements*

In accordance with the company's Articles of Association, article 6 second paragraph, the Board of Directors has decided that documents to be reviewed during the General Shareholders' Meeting shall be made available on the company's web site. The same applies to documents which legally are to be included in or enclosed with the notice of the General Shareholders' Meeting. These documents have now been published on the company's web site: [www.lsg.no](http://www.lsg.no). The documents published relate to item 5 and 6 on the agenda – annual accounts, Board of Director's report, auditor's report and report regarding corporate governance – in addition to the Board of Director's proposed resolutions, including grounds for the proposals, for items 4 and 7 to 9 on the agenda.

Shareholders have the right to demand delivery by post of documents relating to issues to be discussed during the General Shareholders' Meeting. Shareholders who require delivery of documents by post, are requested to contact Annichen Edvardsen, P.O. Box 7600 N-5020 Bergen, Norway or aed@leroy.no. The Group's share capital totals 54,577,368 shares, each with a nominal value of NOK 1. Each share carries one vote at the Shareholders' meeting. The company has, per the date of this notice, a holding of 329,776 own shares for which voting rights cannot be exercised.

Shareholders who wish to attend the Annual General Meeting of Shareholders are kindly requested to inform Lerøy Seafood Group ASA, attention Annichen Edvardsen, P.O. box 7600, 5020 Bergen, fax + 47 55 31 00 76, by Wednesday 21 May 2014. Forms for Attendance and Proxy are attached.

Any shareholder has the right to propose alternative resolutions to the proposals from the Board of Directors. Furthermore, the shareholders may also propose that additional items shall be considered by the General Meeting, provided that the shareholders notify the company of such additional items at least four weeks prior to the General Meeting. Pursuant to section 5-14 (1) of the Public Limited Companies Act (allmennaksjeloven), the General Meeting may only consider the items listed on the agenda. Items of which the company has been notified after the said deadline will usually not be considered at the meeting. The following items may nevertheless be considered at the meeting pursuant to section 5-14 (2) of the Public Limited Companies Act (allmennaksjeloven): (i) items that pursuant to the Public Limited Companies Act (allmennaksjeloven) or the Articles of Association shall be considered by the meeting; (ii) proposal for investigation of the company (gransking); and (iii) proposal to call a new Extraordinary General Meeting to consider proposals set forth during the General Meeting.

Furthermore, the shareholders have the right to request information from the Board of Directors and the CEO pursuant to the provisions of section 5-15 of the Public Limited Companies Act (allmennaksjeloven).

This notice and attachments are also available on the Company's web site at [www.lsg.no](http://www.lsg.no)

Yours sincerely  
for THE BOARD OF DIRECTORS IN LERØY SEAFOOD GROUP ASA

Helge Singelstad  
Chairman

Sign.

APPENDIX

**THE ARTICLES OF ASSOCIATION (LAST AMENDED 23 MAY 2012)**

**§ 1**

The Company's name is Lerøy Seafood Group ASA. The Company is a public limited liability company.

**§ 2**

The Company's registered office is in the city of Bergen, Norway.

**§ 3**

The objects of the Company are the acquisition and management of shares, as well as any other business connected therewith.

**§ 4**

The Company's share capital totals NOK 54,577,368 divided into 54,577,368 shares, each with a nominal value of NOK 1 fully paid up and registered.

**§ 5**

The Company's Board shall have three to seven members as determined by the General Meeting of Shareholders. The right to sign for the Company shall be vested in one Board Member and the Managing Director, acting in concert, or two Board Members acting in concert.

The Company shall have a Nomination Committee of three members elected by the General Meeting for a period of two years. The Nomination Committee shall propose the members of the Board of Directors who are elected by the shareholders and recommend to the General Meeting of Shareholders the election of the Board of Directors. The Nomination Committee shall, if possible, distribute the proposal to the shareholders together with the notice of the General Meeting of Shareholders.

**§ 6**

The Ordinary General Meeting of Shareholders shall consider:

1. Approval of the profit and loss account and balance sheet.
2. Allocation of the profit or coverage of the loss in accordance with the approved balance sheet and the distribution of dividends.
3. Election of the Board of Directors.
4. Any other business that by law is to be transacted at the General Meeting of Shareholders.

Documents that shall be considered at the General Meeting of Shareholders may be made available by publishing the documents on the Company's web site. This shall also apply for documents that pursuant to law or regulations shall be included in, or attached to the notice for the General Meeting of Shareholders. If these documents are made available on the web site, the legal requirements regarding physical distribution of the documents shall not apply. A shareholder may nevertheless request postal delivery of the documents that shall be considered at the General Meeting.

**§ 7**

The Company's shares shall be registered in the Norwegian Central Securities Depository.

**§ 8**

Reference is otherwise made to company legislation in force at any given time.