



To the shareholders of Lerøy Seafood Group ASA

GENERAL SHAREHOLDERS' MEETING 24 MAY 2016 AT 09.00

Please find the following documents attached:

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

Bergen, 3 May 2016

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

Helge Singelstad
Chairman

Sign.

ATTACHMENTS

NOTICE OF GENERAL SHAREHOLDERS' MEETING

Please be advised that the General Shareholders' Meeting of Lerøy Seafood Group ASA will be held on Tuesday 24th May 2016 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 salary and other remuneration of executive personnel*
- 5 *Approval of the annual report and financial statements of the parent company and the consolidated report and financial statements for 2015, 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), Benedicte Schilbred Fasmer, and Aksel Linchausen, all are recommended re-elected
- 8 *The Board's proposal regarding renewal of the Board's mandate to purchase the Company's own shares*
- 9 *The Board's proposal regarding renewal of the Board's mandate 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, documents to be reviewed during the General Shareholders' Meeting are published on the company's web site www.lsg.no. The same applies to documents which legally are to be included in or enclosed with the notice of the General Shareholders' Meeting.

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 are entitled to attend the General Shareholders' Meeting either in person or by proxy. Shareholders who wish to attend the General Shareholders' Meeting, either in person or by proxy, are kindly requested to inform Lerøy Seafood Group ASA, attention Annichen Edvardsen, P.O. box 7600, 5020 Bergen, fax + 47 55 36 32 , or aed@leroy.no, by Monday 23rd May 2016. 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 Shareholders' Meeting, provided that the shareholders notify the company of such additional items at least four weeks prior to the General Shareholders' Meeting. Pursuant to section 5-14 (1) of the Public Limited Companies Act (allmennaksjeloven), the General Shareholders' 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 Shareholders' Meeting to consider proposals set forth during the General Shareholders' 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

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

Helge Singelstad
Chairman

Sign.

APPENDIX

THE ARTICLES OF ASSOCIATION (INCLUDING THE PROPOSED AMENDMENTS) (OF 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.

ATTENDANCE FORM FOR GENERAL SHAREHOLDERS' MEETING

Shareholders wishing to attend the General Shareholders' Meeting are requested to complete and sign the attendance form below.

Completed and signed forms for attendance and /or proxy must be returned before Monday 23 May 2016 to:

Lerøy Seafood Group ASA
Attn. Annichen Edvardsen
P.O. Box 7600
N-5020 Bergen, Norway
Fax: +47 55 31 36 32
aed@leroy.no

ATTENDANCE FORM

Name/Company: _____

Contact person: _____

Address/P.O. Box: _____

Postal code and town/city: _____

Country: _____

The undersigned will attend the General Shareholders' Meeting in Lerøy Seafood Group ASA on Tuesday 24 May 2016 at 09.00 a.m. and vote for:

_____ own shares _____ other's shares according to proxy or proxies

For a total of _____ shares

Place and date

Signature (and print)

POWER OF ATTORNEY WITH INSTRUCTIONS FOR VOTING

Shareholders who wish to authorise a representative to act as their proxy at the General Shareholders' Meeting are requested to complete and sign the form below. If a signed form does not contain the name of the authorised representative, the company will enter the name of one of the Board Members. The shareholder shall thus be deemed to have given authorisation to the Board Member to meet and vote on his or her behalf.

Completed and signed forms for attendance and /or proxy must be returned before Monday 23 May 2016 to:

Lerøy Seafood Group ASA
Attn. Annichen Edvardsen
P.O. Box 7600
N-5020 Bergen, Norway, Fax: +47 55 31 36 32, aed@leroy.no

Proxies for attending and voting on behalf of others must be enclosed and the original copies must also be brought to the General Shareholders' Meeting.

Name/Company: _____
Contact person: _____
Address/P.O. Box: _____
Postal code and town/city: _____
Country: _____

The undersigned has granted a proxy to attend and vote on his/her behalf at the General Shareholders' Meeting in Lerøy Seafood Group ASA on Tuesday 24 May 2016 at 09.00 a.m. to:

_____ for my/our _____ shares
The name and date of birth of the authorised person, in print

At the same time the authorised person is instructed to vote as follows on the individual items on the agenda:

AGENDA GENERAL MEETING 2016		FOR	AGAINST	WAIVER
3	Approval of notice and proposed agenda			
4	Approval of the Board of Directors' statement regarding salary and other remuneration of executive personnel			
	Items for "Options" and "Other benefits" in the statement			
	Remaining items in the statement			
5	Approval of the annual report and financial statements of the parent company and the consolidated report and financial statements for 2015, including distribution of dividend and remuneration of the auditor, the Board of Directors and the Nomination Committee			
7	Election of Board of Directors			
	Chairman of the Board Helge Singelstad (re-election)			
	Board member Arne Møgster (re-election)			
	Board member Marianne Møgster (re-election)			
	Chairman of the Nomination Committee Helge Møgster (re-election)			
	Member of the Nomination Committee Benedicte Schilbred Fasmer (re-election)			
	Member of the Nomination Committee Aksel Linchausen (re-election)			
8	The Board's proposal regarding renewal of the Board's mandate to purchase the Company's own shares			
9	The Board's proposal regarding renewal of the Board's mandate to increase the share capital by issuing new shares through private placements			

Place and date

Signature (and print)

If the proxy is granted by a signatory for a company, a Certificate of Registration for the company must be enclosed.