



MINUTES

OF

EXTRAORDINARY GENERAL MEETING 20 JANUARY 2014

MARINE HARVEST ASA

On 20 January, 2014 at 14:00 CET, an extraordinary general meeting of Marine Harvest ASA was held in Sandviksbodene 77 A/B, 5035 Bergen, Norway.

Shareholders representing 27,393,377 shares as well as shareholder representatives representing 1,884,196,399 shares, attended. Thus, a total of 1,911,589,776 shares were represented at the general meeting. This represented approximately 46.58% of the company's outstanding shares. A record of shareholders represented at the meeting is attached to these minutes.

Present were also chairman of the board, Ole-Eirik Lerøy, CEO Alf-Helge Aarskog, CFO Ivan Vindheim and Finn Espen Sellæg as representative from the company's auditor.

The general meeting was opened by chairman of the board, Ole-Eirik Lerøy. He stated that the meeting would be conducted in Norwegian.

The meeting had the following agenda:

1. ELECTION OF A CHAIRPERSON AND A PERSON TO SIGN THE MINUTES TOGETHER WITH THE CHAIRPERSON

Ole-Eirik Lerøy was elected chairperson, and Magne Rødland was elected to sign the minutes together with the chairperson.

The elections were unanimous.

2. APPROVAL OF THE NOTICE AND PROPOSED AGENDA

The notice of the general meeting distributed on 30 December 2013 containing a proposed agenda for the general meeting, was approved.

The resolution was passed by 1,911,568,776 votes in favour. 21,000 shares voted against.

The chairperson then declared the general meeting lawfully convened.

3. SHARE CAPITAL INCREASE TO FACILITATE CONSOLIDATION OF SHARES

The chairperson referred to the notice to the general meeting and the rationale behind the proposed capital increase. The general meeting then passed the following resolution:

- (i) *The share capital of the Company shall be increased by NOK 6.75 through the issuance of 9 new shares, each with a nominal value of NOK 0.75.*
- (ii) *The new shares are issued at a subscription price of NOK 0.75 per share.*
- (iii) *The new shares are issued to Geveran Trading Co. Ltd, address Deana Beach Apartments, Block 1, 4th Floor, Promachon Eleftherias Street, Ayios Athanasios, CY-4103 Limassol, Cyprus. The pre-emptive rights of the*

existing shareholders under § 10-4 of the Public Limited Companies Act are set aside.

- (iv) *Subscription for the new shares shall be made no later than 20 January 2014 on a separate subscription form.*
- (v) *Payment of the subscription amount shall be made no later than 20 January 2014 to a special share issue account.*
- (vi) *The new shares shall carry rights to dividends from the date on which the capital increase is registered with the Register of Business Enterprises.*
- (vii) *The Company's estimated costs in connection with the capital increase are NOK 1,000.*

The resolution was passed by 1,911,556,476 votes in favour. 23,300 shares voted against. 10,000 shares abstained from voting.

4. CONSOLIDATION OF THE COMPANY'S SHARES

The chairperson referred the board's proposal for a consolidation of the Company's shares and explained the rationale behind the proposal. The general meeting then passed the following resolution:

- (i) *A consolidation of the Company's shares shall be carried out whereby 10 existing shares with nominal value NOK 0.75 each shall be replaced by one new share with nominal value NOK 7.5 each.*
- (ii) *The right of each shareholder to receive new shares shall be rounded up to the nearest number of whole shares. The Company shall enter into agreements with one or more shareholders under which these will consent to a reduction in the number of new shares they will receive corresponding to what is necessary to effect the rounding-up described in the preceding sentence.*
- (iii) *Section 4 of the articles of association shall be amended to read as follows:*
"The share capital is NOK 3 077 833 192.5 divided into 410 377 759 shares at an nominal value of NOK 7.5 each.

The resolution was passed by 1,911,558,776 votes in favour. 10,000 shares voted against. 21,000 shares abstained from voting.

There was no further agenda.

Ole-Eirik Lerøy
Chairperson

Magne Rødland

Totalt representert

ISIN:	<u>NO0003054108 MARINE HARVEST ASA</u>
Generalforsamlingsdato:	20.01.2014 14.00
Dagens dato:	20.01.2014

Antall stemmeberettigede personer representert/oppmøtt : 7

	Antall aksjer	% kapital
Total aksjer	4 103 777 581	
- selskapets egne aksjer	409 698	
Totalt stemmeberettiget aksjer	4 103 367 883	
Representert ved egne aksjer	27 393 377	0,67 %
Sum Egne aksjer	27 393 377	0,67 %
Representert ved fullmakt	60 723 200	1,48 %
Representert ved stemmeinstruks	1 823 473 199	44,44 %
Sum fullmakter	1 884 196 399	45,92 %
Totalt representert stemmeberettiget	1 911 589 776	46,59 %
Totalt representert av AK	1 911 589 776	46,58 %

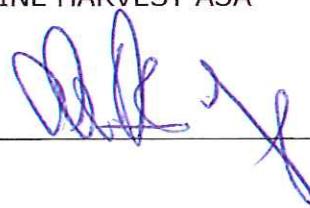
DNB Bank ASA

Verdipapirservice
DNB Bank ASA



For selskapet:

MARINE HARVEST ASA



Protokoll for generalforsamling MARINE HARVEST ASA

ISIN: NO0003054108 MARINE HARVEST ASA

Generalforsamlingsdato: 20.01.2014 14.00

Dagens dato: 20.01.2014

Aksjeklasse	For	Mot	Avgitte	Avstår	Ikke avgitt	Stemmeberettigede representerte aksjer
Sak 1 Valg av møteleder og person til å undertegne protokollen sammen med møteleder						
Ordinær	1 911 589 776	0	1 911 589 776	0	0	1 911 589 776
% avgitte stemmer	100,00 %	0,00 %		0,00 %	0,00 %	
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %		
Totalt	1 911 589 776	0	1 911 589 776	0	0	1 911 589 776
Sak 2 Godkjennelse av innkalling og forslag til dagsorden						
Ordinær	1 911 568 776	21 000	1 911 589 776	0	0	1 911 589 776
% avgitte stemmer	100,00 %	0,00 %		0,00 %	0,00 %	
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %		
Totalt	1 911 568 776	21 000	1 911 589 776	0	0	1 911 589 776
Sak 3 Kapitalforhøyelse for å tilrettelegge for aksjespleis						
Ordinær	1 911 556 476	23 300	1 911 579 776	10 000	0	1 911 589 776
% avgitte stemmer	100,00 %	0,00 %		0,00 %	0,00 %	
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %		
Totalt	1 911 556 476	23 300	1 911 579 776	10 000	0	1 911 589 776
Sak 4 Aksjespleis						
Ordinær	1 911 558 776	10 000	1 911 568 776	21 000	0	1 911 589 776
% avgitte stemmer	100,00 %	0,00 %		0,00 %	0,00 %	
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %		
Totalt	1 911 558 776	10 000	1 911 568 776	21 000	0	1 911 589 776

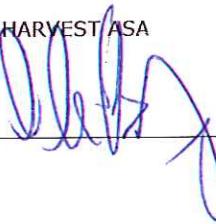
DNB Bank ASA

Kontorer for selskapet:
Verdipapirservice
DNB Bank ASA



For selskapet:

MARINE HARVEST ASA



Aksjeinformasjon

Navn	Totalt antall aksjer	Pålydende	Aksjekapital	Stemmerett
Ordinær	4 103 777 581	0,75	3 077 833 185,75	Ja
Sum:				

§ 5-17 Alminnelig flertallskrav
krever flertall av de avgitte stemmer

§ 5-18 Vedtektsenring
krever tilslutning fra minst to tredeler så vel av de avgitte stemmer
som av den aksjekapital som er representert på generalforsamlingen