

MINUTES OF GENERAL MEETING OF SHAREHOLDERS

The ordinary General Meeting of the shareholders of AUSTEVOLL SEAFOOD ASA was held at 09:30 hrs. on 22 May, 2015, in the company's facilities at Storebø in the municipality of Austevoll.

The following business was transacted:

1 Opening of the General Meeting.

The general meeting was opened by the Chairman of the Board, Helge Singelstad.

The Chairman informed the meeting that 105 shareholders were present, 100 of which by proxy. A total of 138,442,352 shares were present, which constitutes 68.29 per cent of the Company's shares and votes.

2 Election of chair for the meeting.

Helge Singelstad was unanimously elected to chair the meeting.

3 Election of two attending shareholders to co-sign the minutes of the general meeting.

Oddvar Skjegstad and June Drønen Møgster were elected to co-sign the minutes along with the Chair.

4 Approval of the notice of the meeting and the agenda.

The Chair asked whether there were any comments regarding the notice of the meeting or the agenda. Since no objections were forthcoming, the notice and agenda were thus unanimously approved.

5 Annual accounts 2014. Auditor's report. Proposal of dividend payment to the shareholders.

The Chair reported on the Company's annual accounts for 2014 and informed the meeting in brief about the company's financial performance and position.

The Chair reviewed the Board of Directors' Report for 2014.

The Auditor's report was read aloud.

On that basis, the Board of Directors proposed that the Annual Accounts and Directors' Report for 2014 be adopted by the General Meeting.

The general meeting unanimously adopted the Board's proposal.

The Board of Directors has decided to propose a dividend payment to the shareholders totalling NOK 405,434,748, which represents NOK 2.00 per share in the Company, and therefore presented the following proposal to the General Meeting:

The Company shall pay dividends to its shareholders in the total amount of NOK 405,434,748. The distribution shall take place by paying equal amounts per share to those registered as shareholders in the company on the date of the General Meeting. The shares of the Company shall be traded ex dividend from and including 26 May, 2015. The dividends shall be paid out to the shareholders on 5 June, 2015.

The proposal was unanimously adopted.

6 Report regarding corporate governance.

The Chair made reference to the provisions of section 5-6, fourth paragraph of the Public Limited Companies Act which states that in companies which are obliged to make statement on corporate governance in accordance with section 3-3b of the Norwegian Accounting Act, the ordinary annual general meeting shall include this statement in its deliberations. In the annual report for 2014, the company has described its principles and practice for corporate governance, and reference was therefore made to the statement in the annual report. It is not foreseen that the annual General Meeting shall vote on the report, and consequently it is submitted for information.

The General Meeting took note of the report.

7 Remuneration to Board members, Nomination Committee, Audit Committee and the Company's Auditor for 2014.

The Chair told the General Meeting that the Nomination Committee has proposed to award and approve NOK 300,000 to the Chairman of the Board and NOK 175,000 to each member of the Board as remuneration for 2014. The proposal was unanimously adopted.

A proposal was tabled for remuneration of NOK 25,000 to each member of the Company's Nomination Committee for 2014. The proposal was adopted with 138,442,342 against 10 votes.

A proposal was tabled for remuneration of NOK 50,000 to each member of the Company's Audit Committee for 2014. The proposal was adopted with 138,442,342 against 10 votes.

The Chair tabled the Board's proposal that the Auditor's fees be paid as invoiced. The general meeting adopted the Board's proposal with 136,920,752 against 1,521,600 votes.

8 Elections.

8.1 Board Elections.

The Chair reported that three of the Board members are up for election this year, and they have all agreed to be re-elected. These are:

Oddvar Skjegstad, Deputy Chairman/Board member.
Inga Lise L. Moldestad, Board member.
Siren M. Grønhaug, Board member

The Nomination Committee has recommended to re-elect these Board Members

The Nomination Committee has also recommended to re-elect Oddvar Skjegstad to the post of Deputy Chairman of the Board of Directors.

The Chair quoted the nominations from the Nomination Committee:

- 8.1 a) Oddvar Skjegstad, for re-election, 2 years.
- 8.1 b) Inga Lise L. Moldestad, for re-election, 2 years.
- 8.1 c) Siren M. Grønhaug, for re-election, 2 years.
- 8.1 d) Oddvar Skjegstad, as Deputy Chairman, 2 years.

8.1 a) Oddvar Skjegstad was proposed for re-election. No other proposals came forth. Oddvar Skjegstad was re-elected for 2 years with 138,383,305 against 59,047 votes.

8.1 b) Inga Lise L. Moldestad was proposed for re-election. No other proposals came forth. Inga Lise L. Moldestad was re-elected for 2 years with 138,383,305 against 59,047 votes.

8.1 c) Siren M. Grønhaug was proposed for re-election. No other proposals came forth. Siren M. Grønhaug was re-elected for 2 years with 138,383,305 against 59,047 votes.

8.1 d) Oddvar Skjegstad was proposed for re-election as Deputy Chairman of the Board of Directors. No other proposals were set forth. Oddvar Skjegstad was re-elected as Deputy Chairman with 138,383,305 against 59,047 votes.

The members of the Nomination Committee are not up for election this year.

9 Authorisation to the Board of Directors for the Company to increase its share capital.

The Board put forward the following proposal for power of attorney:

1. The Board of Directors is granted authorisation to increase the company's share capital by up to NOK 10,135,868 by the subscription and issue of up to 20,271,737 shares each with a nominal value of NOK 0.50.
2. This authorisation shall be valid until the date of the company's Ordinary General Meeting in 2016, but not later than 30 June, 2016.

3. The authorisation comprises the right to depart from the shareholders' right of priority with regards the subscription of new shares.
4. The authorisation covers the right to increase the company's share capital via capital inflow in instruments other than money.
5. The authorisation does not comprise resolution regarding mergers, according to the Public Limited Companies Act Section 13-5.

This proposal has been made on the grounds that the Board of Directors requires necessary freedom of action, under appropriate circumstances, to quickly access new capital for the financing of new purchases, acquisitions etc., or to issue new shares as a form of payment for potential acquisitions.

The Board's proposal was thereafter unanimously adopted.

10 Authorisation to the Board of Directors for the Company to purchase own shares.

The Board of Directors presented the following proposal to the General Meeting regarding authorisation for purchase of the company's own shares:

1. *The Board of Directors is granted authorisation to acquire up to 10% of the company's shares, in accordance with the regulations in the Public Limited Companies Act chapter 9 II.*
2. *The highest nominal value of the shares which the Board of Directors is authorised to acquire is NOK 10,135,868. The lowest price which can be paid per share is NOK 20, and the highest price is NOK 150 per share.*
3. *Within the framework of the Public Limited Companies Act, the Board of Directors is granted the authorisation to decide upon how to acquire and apply own shares, paying due consideration to the equal rights principle, according to which no one person shall have particular or special benefit of such acquisitions.*
4. *This authorisation shall be valid until the date of the company's Ordinary General Meeting in 2016, but not later than 30 June, 2016.*

This proposal has in main been made on the grounds that own shares can, based on requirement, be used as a form of payment for potential acquisitions of other companies and similar.

The Board's proposal was adopted with 137,341,928 votes. 1,100,424 abstained.

11 Declaration from the Board on salaries and other remuneration to leading personnel, ref. the Public Limited Companies Act Section 6-16 a, ref. Section 5-6.

The Chair read the declaration from the Board of Directors. The declaration was submitted for an advisory vote. The Chair reported that the Company does not have share value based remuneration arrangements for leading personnel, and that the

declaration shall be submitted for voting as a whole.

The declaration was approved with 134,726,127 against 3,716,225 votes.

Conclusion.

The Chair informed the meeting that there was no further business to transact, and thanked those present for their attendance.

The general meeting was thereafter declared concluded.

Storebø, 22 May, 2015

Helge Singelstad (s)

June Drønen Møgster (s)

Oddvar Skjegstad (s)