



To the shareholders in Marine Harvest ASA

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given of Marine Harvest ASA's extraordinary general meeting:

**Date:** 15 January 2018  
**Time:** 13:00 CET  
**Venue:** Sandviksbodene 77A/B, 5035 Bergen, Norway

The general meeting will be opened by the chairman of the board, Ole-Eirik Lerøy.

After the opening of the meeting there will be a registration of shareholders attending in person or by proxy.

#### **AGENDA:**

- 1. Election of a chairperson**
- 2. Election of a person to countersign the minutes together with the chairperson**
- 3. Approval of the notice and the proposed agenda**
- 4. Election of a new member of the board of directors**

The nomination committee has been informed that the board member Ørjan Svanevik wants to step down. It is the nomination committee's recommendation to the extraordinary general meeting that Mr. Kristian Melhuus is elected as a new board member to the Company's board of directors to replace Mr Ørjan Svanevik, with a term until the annual general meeting in 2019.

The board of directors will consist of the following shareholder elected board members if the proposal is adopted:

- Ole-Eirik Lerøy, chairman of the board
- Lisbet K. Nærø, deputy chairman
- Cecilie Fredriksen
- Kristian Melhuus
- Paul Mulligan
- Jean-Pierre Bienfait
- Birgitte Ringstad Vartdal

The recommendation from the nomination committee is enclosed to this notice and is also available on the company's website [www.marineharvest.com](http://www.marineharvest.com).

## Registration

Shareholders wishing to attend the general meeting are asked to inform the company thereof. Registration must be received by DNB Bank ASA Securities Services, no later than 12 January 2018 at 08:00 (CET). A registration form has been distributed to the shareholders.

Shareholders who do not wish to attend the general meeting in person have the right to be represented by proxy. If so, a written and dated proxy form must be received by DNB Bank ASA Securities Service no later than 12 January 2018 at 08:00 (CET). A proxy form, with instructions on how to use it, has been distributed to the shareholders. Identity papers of both the proxy and the shareholder, and a company certificate if the shareholder is a legal entity, must be enclosed to the proxy form.

Both the registration form and the proxy form may be sent electronically through the company's website [www.marineharvest.com](http://www.marineharvest.com) or through VPS Investor Services. To get access to electronic registration or to submit a proxy form through the company's website, a pin code and a reference number must be stated. Alternatively, the forms may be sent by email to [genf@dnb.no](mailto:genf@dnb.no) or by ordinary mail to DNB Bank ASA Securities Services, P.O. Box 1600 Sentrum, 0021 Oslo.

A shareholder who cannot attend the general meeting may prior to the general meeting cast a vote on each agenda item via [www.marineharvest.com](http://www.marineharvest.com) and VPS Investor Services. The deadline for prior voting is 12 January 2018 at 16:00 hours (CET). Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn if the shareholder attends the general meeting in person or by proxy.

A shareholder is entitled to vote in proportion to the number of shares the shareholder owns. The number of shares registered in the name of the shareholder in the company's shareholders' register in the Central Securities Depository (VPS) at the time of the general meeting is adequate documentation for the shareholding. If the shareholder has acquired shares shortly before the general meeting, the voting right cannot be exercised unless the acquisition has been registered in VPS or the acquisition has been reported to VPS and is duly documented at the general meeting.

Neither the beneficial shareholder nor a nominee is entitled to vote for shares that are registered at a VPS account belonging to a nominee, cf. section 4-10 of the Public Limited Companies Act. In order to vote for shares held through a nominee, such shares must be re-registered from the nominee to the beneficial shareholder before the date of the general meeting. Shares that are still registered on a nominee's account at the date of the general meeting will not carry any voting rights.

Marine Harvest ASA is a Norwegian public limited liability company governed by Norwegian law, including the Public Limited Companies Act and the Securities Trading Act. As of the date of this notice, the company has issued 490,167,777 shares, each of which carries one vote. The shares also carry equal rights in all other respects. As of the date of this notice, the company does not hold any own shares.

A shareholder may have items included on the agenda of the general meeting, provided that each such item is forwarded in writing to the board of directors, together with a draft resolution or arguments why the item should be included, no later than 7 days prior to the deadline for submitting a notice to the general meeting expire.

A shareholder may bring an advisor to the general meeting and let one advisor speak on its behalf.

This notice and the documents referred to herein are available on the company's website [www.marineharvest.com](http://www.marineharvest.com) and will be sent free of charge by ordinary mail to the shareholders who so request. If a shareholder wishes to receive the documents, the company can be contacted by telephone on +47 21 56 20 07, or by email to [ingrid.jaeger@marineharvest.com](mailto:ingrid.jaeger@marineharvest.com).

The nomination committee's proposal is also enclosed to the notice which will be sent to the shareholders by ordinary mail.

Bergen, 13 December 2017

for the board of directors in Marine Harvest ASA

Ole-Eirik Lerøy  
Chairman

**MARINE HARVEST ASA**  
**RECCOMENDATION FROM THE NOMINATION COMMITTEE**  
**TO THE EXTRAORDINARY GENERAL MEETING**

The nomination committee (the "Nomination Committee") of Marine Harvest ASA (the "Company") consists of Robin Bakken (chair), Merete Haugli and Nils Bastiansen. Information on the Nomination Committee's mandate is available on the Company's website.

The Nomination Committee has been informed that board member Ørjan Svanevik wants to step down, and that the Company will call for an extraordinary general meeting where it will be proposed to elect a new director to replace Mr. Svanevik.

It has been proposed that Mr. Kristian Melhuus is elected as new board member. Mr. Melhuus is employed as Director of Seatankers Management Norway AS, a company affiliated with the Company's largest shareholder Geveran Trading Co. Ltd. Curriculum vitae for Mr. Melhuus is attached to this recommendation.

The Company's board of directors should have a diversified composition covering all relevant areas of competence, including in-depth business knowledge, finance, accounting, industry, engineering, branding, sales, marketing and international experience. Mr. Melhuus has significant financial competence and experience, and holds a MSc in Industrial Economics and Technology Management from the Norwegian University of Science and Technology (NTNU). It is the Nomination Committee's view that he will bring to the Company's board a financial competence similar to that Mr. Svanevik has brought in. Accordingly, it is the Committee's view that Mr. Melhuus is a well-qualified replacement.

It is the Nomination Committee's recommendation to the extraordinary general meeting that Mr. Kristian Melhuus is elected as new member to the Company's board of directors to replace Mr. Ørjan Svanevik, with a term until the 2019 general meeting. The other shareholder elected members of the Company's board will continue in their positions in accordance with previous elections.

Oslo, 11 December 2017

On behalf of the Nomination Committee of Marine Harvest ASA

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Robin Bakken (sign.)

**Kristian Melhuus**

Kristian Melhuus is a Director of Seatankers Management Norway AS. He holds a MSc in Industrial Economics and Technology Management from the Norwegian University of Science and Technology (NTNU), and has also studied Finance, Derivatives and Econometrics at the University of Karlsruhe. Before working in Seatankers he has among other things held the position as Investment Director in HitecVision (2013 – 2016), CFO/COO of Liquid Barcodes (2008 – 2013) and analyst at ABG Sundal Collier (2006 – 2008).



Ref no:

PIN code:

**Notice of extraordinary general meeting**

An extraordinary general meeting of Marine Harvest ASA will be held on 15 January 2018 at 13:00 CET at Sandviksbodene 77A/B, 5035 Bergen, Norway

If the above-mentioned shareholder is an enterprise, it will be represented by:

\_\_\_\_\_  
Name of enterprise's representative  
(To grant a proxy, use the proxy form below)

**Notice of attendance/voting prior to the meeting**

The undersigned will attend the **extraordinary** general meeting on 15 January 2018 and vote for:

Own shares

Other shares in accordance with enclosed Power of Attorney

A total of \_\_\_\_\_ Shares

This notice of attendance must be received by DNB Bank ASA no later than 12 January 2018 at 08:00 (CET).

**Notice of attendance may be sent electronically through the Company's website [www.marineharvest.com](http://www.marineharvest.com) or through VPS Investor Services. Advance votes may only be cast electronically, through the Company's website [www.marineharvest.com](http://www.marineharvest.com) or through VPS Investor Services.** To access the electronic system for notification of attendance and advance voting through the Company's website, the above-mentioned reference number and PIN code must be stated. Notice of attendance may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no), or by regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

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Place	Date	Shareholder's signature (If attending personally. To grant a proxy, use the form below)
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**Proxy (without voting instructions)**

Ref no:

PIN code:

**Extraordinary general meeting of Marine Harvest ASA**

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2. If you are unable to attend the extraordinary general meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chair of the Board of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 12 January 2018 at 08:00 (CET).

**The proxy may be sent electronically through Marine Harvest ASA's website [www.marineharvest.com](http://www.marineharvest.com), or through VPS Investor Services.** It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no) Post to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

**The undersigned** \_\_\_\_\_

hereby grants (tick one of the two):

the Chair of the Board of Directors (or a person authorised by him), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the extraordinary general meeting of Marine Harvest ASA on 15 January 2018 at 13:00 (CET).

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Place	Date	Shareholder's signature (Signature only when granting a proxy)
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With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.



**Proxy (with voting instructions)**

**Ref no:**

**PIN code:**

**(Advance votes may be cast electronically, through the Company's website [www.marineharvest.com](http://www.marineharvest.com))**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the extraordinary general meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chair of the Board of Directors or a person authorised by him.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 12 January 2018 at 08:00 (CET). It may be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no) /regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned \_\_\_\_\_  
hereby grants (tick one of the two):

- the Chair of the Board of Directors (or a person authorised by him), or
- \_\_\_\_\_  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the extraordinary general meeting of Marine Harvest ASA on 15 January 2018.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

Agenda extraordinary general meeting 15 January 2018	For	Against	Abstention
1. Election of a chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of a person to countersign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the notice and the proposed agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of a new member of the board of directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature  
**(Only for granting proxy with voting instructions)**

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.