



To the shareholders in Marine Harvest ASA

## **NOTICE OF ANNUAL GENERAL MEETING 2015**

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

**Date:** 8 June 2015  
**Time:** 15:00 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 and a person to countersign the minutes together with the chairperson**
- 2. Approval of the notice and the proposed agenda**
- 3. Briefing on the business**

The company's CEO, Alf-Helge Aarskog, will provide a briefing on the business of the Marine Harvest group.

- 4. Approval of the financial statements and the board of director's report for 2014 for Marine Harvest ASA and the Marine Harvest group, including allocation of the result of the year**

The financial statements and the board of director's report for 2014 for Marine Harvest ASA and the Marine Harvest group are included in the annual report for 2014. The annual report is available on the company's website [www.marineharvest.com](http://www.marineharvest.com).

- 5. The board's statement regarding corporate governance**

Pursuant to section 5-6 (4) of the Public Limited Companies Act, the general meeting must discuss the board's report regarding corporate governance. The board's report is included in the annual report for 2014, which is available on the Company's website [www.marineharvest.com](http://www.marineharvest.com).

- 6. The board's statement regarding the remuneration of senior executives**

Pursuant to section 6-16 (a) of the Public Limited Companies Act, the board must prepare a statement regarding the remuneration of senior management (the "**Statement**").

The Statement is included in note 14 of Marine Harvest ASA's annual accounts. The annual accounts are included in the annual report for 2014 which is available on the company's website [www.marineharvest.com](http://www.marineharvest.com).

Pursuant to the Public Limited Companies Act § 5-6 (3), an advisory vote on the Statement will be held and the shareholders will be asked to approve the guidelines for allocation of options included in the Statement.

Consequently, two votes will be held; one advisory vote under this item 6 and one ordinary vote over the guidelines for the allocation of options under item 7 below.

#### **7. Approval of the guidelines for allocation of options**

The board asks that the general meeting approves the guidelines for the allocation of options.

#### **8. Determination of the remuneration of the board members**

The nomination committee's proposal for remuneration to the board members for the period 2014/15 is included in the nomination committee's enclosed recommendation. The nomination committee's recommendation is also available on the company's website [www.marineharvest.com](http://www.marineharvest.com).

#### **9. Determination of the remuneration of the members of the nomination committee**

The nomination committee's proposal for remuneration to the members of the nomination committee for the period 2014/15 is included in the in the nomination committee's enclosed recommendation.

#### **10. Determination of the remuneration of the company's auditor**

The auditor has requested a fee for the audit of Marine Harvest ASA in 2014 of NOK 3,400,000. The board recommends that the fee be set accordingly.

#### **11. Election of a new board of directors**

The election periods for Ole-Eirik Lerøy, Leif Frode Onarheim and Ørjan Svanevik expire at the annual general meeting. Solveig Strand's term does not expire, but she has announced that she wants to retire from the board.

The nomination committee recommends that Ole-Eirik Lerøy and Ørjan Svanevik are re-elected for a period of two years, that Frode Onarheim is re-elected for a period of one year and that Lisbet Nærø is elected as a new board member for a period of two years.

The nomination committee also recommends that Ole-Eirik Lerøy is re-elected chairman of the board and that Leif Frode Onarheim is re-elected deputy chairman.

If the nominees are elected, the board will consist of the following shareholder-elected members:

Ole-Eirik Lerøy (chairman)

Leif Frode Onarheim (deputy chairman)

Ørjan Svanevik

Cecilie Fredriksen

Heléne Vibbleus

Lisbet Nærø

The nomination committee's proposal with an explanatory statement is included in the nomination committee's enclosed recommendation.

## **12. Election of members of the nomination committee**

The election period of Merete Haugli expires at the annual general meeting, Erling Lind and Arne Hjeltnes have announced that they want to retire from the nomination committee.

The nomination committee recommends Merete Haugli is re-elected for a period of two years. The nomination committee further recommends that Robin Bakken and Nils Bastiansen are elected as new members of the nomination committee for a period of two years and that Robin Bakken is elected chairman of the nomination committee.

If the nominees are elected, the nomination committee will consist of the following members:

Robin Bakken (chairman)

Nils Bastiansen

Merete Haugli

The nomination committee's proposal is included in the nomination committee's enclosed recommendation.

## **13. Authorisation to the board to distribute dividends**

Reference is made to the company's strategy on quarterly distribution of dividends, if deemed appropriate based on the company's financial situation. To facilitate distribution of dividends throughout the year, the board proposes the following resolution:

*"The board of directors is authorised under section 8-2 (2) of the Public Limited Companies ACT to approve the distribution of dividends based on the company's annual accounts for 2014. The authorisation includes distribution in the form of repayment of paid-in capital.*

*The authorisation may be used to approve the distribution of dividend up to an aggregate amount that may not exceed NOK 5,000,000,000.*

*The authority is valid until the ordinary general meeting in 2016, however no longer than 30 June 2016."*

## **14. Authorisation to the board to purchase the company's own shares**

At the ordinary general meeting in 2014, the board was authorised to purchase the company's own shares with a nominal value of up to NOK 307,783,312.50. The authorisation is valid until the ordinary general meeting in 2015.

The board has used its authorisation to purchase a total of 81,396 shares in the market at an average price of NOK 99.256 per share. The purchase was made in connection with the company's share purchase program for employees within the scope of section 5-14 of the Norwegian Tax Act.

The board wishes to continue to be able to purchase the company's shares in situations where this is considered beneficial to the shareholders. The board proposes that the limit is set to 10% of the company's issued share capital.

The board thus proposes the following resolution:

*"The board of directors is authorised under section 9-4 of the Public Limited Companies Act to acquire shares in the company ("own shares") on behalf of the company with a total nominal value of up to NOK 337,564,239. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*

*When acquiring own shares, the consideration per share may not exceed NOK 140 and may not be less than the shares' nominal value of NOK 7.50.*

*The authorisation covers all forms of acquisitions of shares in the company and the encumbering of these per agreement. Shares purchased in accordance with this authorisation may be divested in any way, including sales in the open market and as consideration in transactions.*

*The general principles of equal treatment must always be observed in relation to transactions with shareholders based on the authorisation granted.*

*If the par value of the company's shares changes during the term of this authority, the scope of the authority will change accordingly.*

*The authority is valid until the ordinary general meeting in 2016, however no longer than 30 June 2016."*

As of this date, Marine Harvest ASA holds 40,970 own shares.

## **15. Authorisation to the board to increase the share capital**

At the ordinary general meeting in 2014, the board was authorised to increase the company's share capital by up to NOK 307,783,312.50. The authorisation is valid until the annual general meeting in 2015.

The board proposes that the general meeting grant a new authorisation to increase the company's share capital. The board proposes that the limit is set to 10% of the company's share capital.

To obtain flexibility, the board proposes that the authorisation includes the right to set aside the shareholders' preemptive rights.

The purpose of the proposal is to simplify the procedure in connection with capital increases to fulfil the company's obligations under its share option scheme for senior executives, to finance further growth and/or the offering of shares as consideration in acquisitions where this is deemed a favourable form of settlement to the company.

The board thus proposes the following resolution:

*"The board of directors is authorised under section 10-14 (1) of the Public Limited Companies Act to increase the company's share capital by up to NOK 337,564,239. Subject to this total amount limitation, the authorisation may be used on more than one occasion.*

*The preemptive rights of the shareholders under the Public Limited Companies Act section 10-4 may be set aside.*

*The authorisation covers capital increases against cash and non-cash contributions. The authorisation covers the right to impose special obligations on the company as provided in section 10-2 of the Public Limited Companies Act. The authorisation covers resolutions on mergers as provided in section 13-5 of the Public Limited Companies Act. If the contribution is to be made by a transfer of non-cash assets to the company, the board may decide that such assets are transferred to a subsidiary subject to a corresponding settlement taking place between the subsidiary and the company.*

*The authorisation is valid until the ordinary general meeting in 2016, however, no longer than 30 June 2016."*

## **16. Authorisation to the board to take up convertible loans**

At the ordinary general meeting in 2014, the board was authorised to take up convertible loans with an aggregate principal loan amount of up to NOK 3,200,000,000. The share capital increase following from conversion of such loans may not exceed NOK 480,000,000. The authorisation is valid until the annual general meeting in 2015.

The board proposes that a new authorisation to take up convertible loans is granted to enable the company to use such financial instruments as part of its overall financing on short notice.

The board thus proposes the following resolution:

*"The board of directors is authorised under section 11-8 of the Public Limited Companies Act to take up convertible loans with a total principal amount of up to NOK 3,200,000,000. Subject to this total amount limitation, the authorisation may be used on more than one occasion.*

*Upon conversion of loans taken up pursuant to this authorisation, the company's share capital may be increased by up to NOK 480,000,000 (subject to adjustments in the conversion terms resulting from changes to the company's capital).*

*The preemptive rights of the shareholders under section 11-4 cf. section 10-4 of the Public Limited Companies Act may be set aside.*

*The authorisation is valid until the ordinary general meeting in 2016, however, no longer than 30 June 2016."*

## **17. Amendment of the articles of association**

It may be stated in the articles of association that shareholders may cast their votes in writing, including by use of electronic communication, for a period prior to the general meeting. The board wishes to introduce such a voting system and proposes that the general meeting passes the following resolution:

*"The following is included as a new last paragraph in article 8 of the articles of association:*

*"Shareholders may cast their votes in writing prior to the company's general meetings. Such votes can also be cast by use of electronic communication. The permission to cast an advance vote requires the presence of an adequate method for authenticating the sender. The board determines whether an adequate method is present prior to each general meeting. The board may adopt more detailed guidelines for advance voting. It must be stated in the notice of each general meeting whether advance voting is permitted and which guidelines, if any, are resolved for such voting.""*

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## 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 5 June 2015 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 5 June 2015 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 send 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 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 450,085,652 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 has 40,970 own shares that carry no voting rights.

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 28 days prior to the general meeting.

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

A shareholder may require that board members and the managing director provide available information which may influence the assessment of (i) the financial statements and the annual report, (ii) the items submitted for the shareholders' voting, (iii) the company's financial situation, including any business activities the company conducts in other companies, and (iv) other matters to be discussed by the general meeting, unless the required information cannot be provided without causing undue harm to the company

This notice and the documents referred to herein are available on the company's website [www.marineharvest.com](http://www.marineharvest.com).

The nomination committee's proposal is enclosed to the notice which will be sent to the shareholders by ordinary mail. Other documents referred to in the notice 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 [stefania.lombardi@marineharvest.com](mailto:stefania.lombardi@marineharvest.com).

Bergen, 18 May 2015

for the board of directors in Marine Harvest ASA

Ole-Eirik Lerøy  
Chairman

## MARINE HARVEST ASA

### PROPOSAL FROM THE NOMINATION COMMITTEE

#### TO THE ORDINARY GENERAL MEETING

2015

During the election period 2014/2015, Marine Harvest ASA's Nomination Committee has consisted of:

Erling Lind, chairman  
Merete Haugli  
Arne Hjeltnes

Information on the Nomination Committee's mandate is available on the company's homepage.

The Nomination Committee has, in preparing its proposal to this year's annual general meeting, consulted with the company's largest shareholders and the chairman of the company's board.

The committee's proposals are as follows:

#### **Election of Directors**

Following last year's ordinary general meeting, the board in Marine Harvest ASA consisted of the following directors elected by the shareholders:

Ole Eirik Lerøy, chairman  
Leif Frode Onarheim, vice chairman  
Tor Olav Trøim  
Cecilie Fredriksen  
Michael Parker  
Solveig Strand  
Heléne Vibbleus

Tor Olav Trøim notified the company, during the autumn of 2014, that he wanted to resign from the board. Consequentially, an extraordinary general meeting was convened on 16 October 2014 electing Ørjan Svanevik as a new director in Mr. Trøim's place. Ørjan Svanevik's election period was set to expire at the ordinary general meeting in 2015.

Michael Parker notified the company, ultimo March 2015, that he resigned from the board with immediate effect.

The employee in the Marine Harvest Group has, in the period from last year's annual general meeting, been represented in the board with 3 directors elected by them.

At the ordinary general meeting in 2015, the election periods for Ole Eirik Lerøy, Leif Frode Onarheim and Ørjan Svanevik expire. All of these have offered themselves for re-election.

Solveig Strand has notified the Election Committee that she wants to retire from the board at this year's general meeting even though her election period expires at the ordinary general meeting in 2016.

Following discussions on the composition of the company's board with the company's largest shareholders, and on the basis of the committee's review of the board's composition and competence compared to the company's requirements, the committee proposes to this year's general meeting that Messrs. Ole Eirik Lerøy and Ørjan Svanevik are re-elected for a period of 2 years. Further, the committee proposes that Mr. Leif Frode Onarheim is re-elected for a period of 1 year.

The committee furthermore proposes that Lisbet K. Nærø is elected as a new board member for a period of 2 years.

Lisbet Nærø is the CEO of Fana Sparebank. She has previous been the CEO of Tide ASA, the CFO in Sparebank 1 SR-Bank and had various other positions within the Norwegian banking industry.

Lisbet Nærø's experience within the financial industries, her background as a CEO in several companies combined with her general knowledge of Norwegian politics will, in the committee's opinion, strengthen the total competence of the board in the company.

The committee's proposal will, if the general meeting supports it, lead to a reduction in the number of directors elected by the shareholders from 7 to 6. The board will have 9 members going forward.

The committee is of the opinion that a slight reduction in the number of directors will contribute to an increased efficiency in the board's activities. The proposal otherwise complies with all requirements set forth in the Public Limited Companies' Act and the Company's Articles of Association as to the number of directors and gender balance in the board as a whole.

### **Election of chairman and vice chairman**

The committee proposes that Mr. Ole Eirik Lerøy is re-elected as the chairman of the board and that Mr. Leif Frode Onarheim is re-elected as the vice chairman of the board for the period expiring at next year's annual general meeting.

### **Director fees**

The committee sees no reason to change the fee level for the directors compared to what has applied during the current election period. Accordingly, the committee proposes the following director fees for the period 2014/2015:

The chairman of the board	NOK	950,000
The vice chairman of the board	NOK	500,000
Directors	NOK	350,000

The committee further proposes that the position as member of the Audit Committee is compensated by:

NOK 150,000 for the chairman  
NOK 100,000 for each member

### **Election of members to the Nomination Committee**

The election period of Merete Haugli expires at this year's general meeting. She has informed the committee that she is available for re-election. Erling Lind and Arne Hjeltnes have furthermore notified the committee that they wish to withdraw from the committee at this year's annual general meeting.

Following consultations with the largest shareholders of the company, the committee proposes that Merete Haugli is re-elected for a period of two years and that the two following persons are elected as new members of the committee for a period of 2 years:

Robin Bakken  
Nils Bastiansen

The committee further proposes that Mr. Robin Bakken is elected chairman of the committee.

Robin Bakken is a partner of Advokatfirmaet BÅHR. He has wide experience as adviser to Norwegian public companies.

Nils Bastiansen represents Folketrygdfondet, the company's second largest shareholder.

The Election Committee proposes the following fees for its members for the period 2014/2015:

The chairman of the board	NOK	85,000
Each member	NOK	25,000

Oslo, 4 May 2015

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Erling Lind

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Merete Haugli

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Arne Hjeltnes



**PIN CODE:**

**REF. NO:**

**Notice of ordinary general meeting**

Ordinary general meeting of Marine Harvest ASA will be held on 8 June 2015 at 15:00 CET in Sandviksbodene 77A/B, 5035 Bergen, Norway

the shareholder is a legal entity,  
please name the person who will represent the entity:

\_\_\_\_\_  
Name of person representing the entity  
(To grant proxy, use the proxy form below)

**OPTION A**

**ATTENDANCE FORM**

Notice of attendance may be sent 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 or to submit your proxy, through the company's website, the above-mentioned reference number and PIN code must be stated. It may also be sent by e-mail 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, Norway.

The form must be received by DnB Bank Securities Services no later than 5 June 2015 08:00 (CET).

**The undersigned:**

will attend the annual general meeting on 8 June 2015 and vote for:

A total of \_\_\_\_\_  
own shares  
other shares in accordance with enclosed authorisation(s)  
Shares

\_\_\_\_\_  
Place:            Date:            2015            Shareholder's signature  
(To be signed only by a shareholder who will attend the general meeting in person. To grant proxy, use the form below)

**OPTION B (NOT APPLICABLE IF OPTION A HAS BEEN SELECTED)**

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.

**POWER OF ATTORNEY WITHOUT VOTING INSTRUCTIONS:**

**PIN CODE:**

**REF. NO:**

**ANNUAL GENERAL MEETING OF MARINE HARVEST ASA 8 JUNE 2015**

If you are unable to attend the annual general meeting in person, this proxy form may be used by a person authorised by you, or you may send the proxy form without naming the proxy holder. In such case, the proxy will be deemed to be given to the chairman of the board or a person authorised by him.

The proxy form must be received by DNB Bank ASA Securities Services no later than on 5 June 2015 08:00 (CET).

The proxy form may be sent electronically through the Company'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) or 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 chairman of the board (or a person authorised by him), or

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

the right to attend and vote my/our shares at the annual general meeting of Marine Harvest ASA on 8 June 2015.

\_\_\_\_\_  
Place:            Date:            2015            Shareholder's signature  
(Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Companies Act, in particular Chapter 5. If the shareholder is a legal entity, a certificate of registration must be enclosed to the proxy form.



**OPTION C (NOT APPLICABLE IF OPTION A OR B HAS BEEN SELECTED)**

This proxy form is to be used for a proxy with voting instructions.

**POWER OF ATTORNEY WITH VOTING INSTRUCTIONS:**

**PIN CODE:**

**REF. NO:**

**ANNUAL GENERAL MEETING OF MARINE HARVEST ASA ON 8 JUNE 2015**

If you are unable to attend the annual 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 chairman of the board or a person authorised by him. The proxy form must be received by DNB Bank ASA Securities Services no later than 5 June 2015 08:00 (CET). It may be sent by e-mail 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, Norway.

**The undersigned:**

hereby grants (tick one of the two):

the chairman of the board (or a person authorised by him), or

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

the right to attend and vote my/our shares at the annual general meeting of Marine Harvest ASA on 8 June 2015.

The votes must be cast 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 proposals are made from the floor in addition to or 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 proposal. 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.

Voting instructions for annual general meeting 2015	For	Against	Abstention
1. Election of a chairperson and a person to sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and proposed agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Briefing on the business	No voting	No voting	No voting
4. Approval of the financial statements and the board of director's report for 2014 for Marine Harvest ASA and the Marine Harvest group, including allocation of the result of the year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. The board's statement regarding corporate governance	No voting	No voting	No voting
6. Advisory vote on determination of the remuneration of senior executive	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of guidelines for allocation of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Remuneration of the board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Remuneration of the members of the nomination committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Remuneration of the company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Election of board members			
- Ole Eirik Lerøy (chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Leif Frode Onarheim (deputy chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Ørjan Svanevik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Lisbet Nærø	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Election of members to the nomination committee			
- Robin Bakken (chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Nils Bastiansen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Merete Haugli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Authorisation to the board to approve distribution of dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorisation to the board to Board to acquire the company's own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authorisation to the board to increase the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authorisation to the board to take up a convertible loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Amendment of the company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place: \_\_\_\_\_ Date: 2015 Shareholder's signature  
(Signature only when granting a proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Companies Act, in particular Chapter 5. If the shareholder is a legal entity, a certificate of registration must be enclosed to the proxy.