

Proxy form with voting instructions – Annual General Meeting in Grieg Seafood ASA 28 May 2015

If you wish to give voting instructions to your proxy, you must use this form. The agenda in the proxy voting instructions below is the same as the agenda for the Annual General Meeting. A proxy form with voting instructions may be given to a person appointed by you. Alternatively, you may submit the form of proxy without naming a proxy, in which case Per Grieg Jr or his appointed representative will be deemed to be your proxy.

The form of proxy should be submitted by letter post to: Grieg Seafood ASA, P.O. Box 234 Sentrum, 5804 Bergen, Norway, or by fax to fax no. +47 55 57 69 70. Proxies with voting instructions may not be submitted electronically.

The proxy must be registered with Grieg Seafood ASA by 09.00 CEST on 26 May 2015.

I, the undersigned, hereby authorise (place a cross in the applicable box):

Per Grieg Jr (or his authorised representative)

(name of appointed proxy, in block capitals)

to attend and to vote for my/our shares at the Annual General Meeting of Grieg Seafood ASA on Thursday 28 May 2015.

Votes shall be cast in accordance with the instructions below. Please note that **items for which no box is crossed off in the agenda will be deemed as an instruction to vote in favour of the proposals as stated in the Notice of Meeting**, though with the proviso that the proxy shall decide how to vote in the case of resolutions that are proposed to supplement or to replace the resolutions proposed in the Notice of Meeting. If the voting instructions are unclear, the proxy will exercise his/her authority based on a reasonable interpretation of the instructions. If such interpretation is impossible, the proxy may abstain from voting.

Agenda for Annual General Meeting 2015		For	Against	Abstain
1.	Election of chair and one representative to co-sign the Minutes along with the chair.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the Notice of Meeting and Agenda.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Adoption of the annual financial statements, including the consolidated annual financial statements, of Grieg Seafood ASA and the group for the year ended 31 December 2014, including approval of the Annual Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Allocation of the profit for financial 2014 and payment of a dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Dividend authorisation to the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Board account of corporate governance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Remuneration to the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Remuneration to the Board of Directors for 2015/2016 in accordance with the recommendation of the Nomination Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Election of board members in accordance with the recommendation of the Nomination Committee a) Per Grieg Jr, chair b) Asbjørn Reinkind, vice-chair c) Karin Bing Orgland, board member	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
10.	Election of members of the Nomination Committee and remuneration to the Nomination Committee. a) Marianne Johnsen, leader of the Nomination Committee b) Remuneration to the members of the Nomination Committee	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
11.	a) Approval of the Board declaration on determination of salaries etc. to the company's administrative management in accordance with the Norwegian Public Limited Companies Act, Section 6-16a. b) Continuation of the synthetic options programme.	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>

12.	Proposal to authorise the Board to increase the company's share capital by an amount not exceeding NOK 44,664,800 through the issue of up to 11,166,200 new shares, each with a nominal value of NOK 4; cf. the Norwegian Public Limited Companies Act, Section 10-14.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Proposal to authorise the Board to let the company acquire its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The abovementioned proxy is authorised to attend and to vote for my/our shares at the Annual General Meeting of Grieg Seafood ASA on 28 May 2015.

Place

Date

Shareholder's signature
(to be signed only when assigning a proxy)

If the shareholder is a company, the shareholder's certificate of registration must be enclosed.