



Proxy form with voting instructions – Annual General Meeting in Grieg Seafood ASA 11 June 214

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, postboks 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 13.00 CET on 10 June 2014.

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 Wednesday 11 June 2014.

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 2014		For	Against	Abstain
1.	Election of the chair and a representative to 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 financial statement and the consolidated financial statement for Grieg Seafood ASA and the Group for 2013, including approval of the directors' report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Board authorisation to issue dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Auditor's fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Remuneration to the Board of Directors for 2014 in accordance with the recommendation of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Election of board members in accordance with the recommendation of the Nomination Committee a) Wenche Kjølås (board member), re-election b) Ola Braanaas (new board member)	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
8.	Election of and remuneration to the members to the Nomination Committee in accordance with the recommendation of the Nomination Committee. a) Tone Østensen (new member of the Nomination Committee) b) Helge Nielsen (member of the Nomination Committee), re-election c) 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"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
9.	Approval of the Board's Declaration on determination of salary and other remuneration to senior employees, in accordance with section 6-16a of the Public Limited Liability Companies Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Proposed resolution to authorise the Board to increase the company's share capital by up to NOK 44,664,800 through the issue of up to 11,166,200 new shares, each worth NOK 4; see section 10-14 of the Public Limited Liability Companies Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Proposed resolution to authorise the Board to acquire 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 11 June 2014.

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.