



To the shareholders of Grieg Seafood ASA

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of

GRIEG SEAFOOD ASA

will be held in the company's offices at C. Sundts gt. 17/19 in Bergen, Norway:

on Wednesday, 12 June 2013 at 1:30 pm

The Annual General Meeting will be opened by the chairman of the Board of Directors, Per Grieg jr.

A list of the shareholders and proxies in attendance will then be presented, also stating the number of shares represented.

It is proposed that the matters for consideration by the Annual General Meeting be based on the following agenda:

- 1. Election of chair and a representative to sign the Minutes along with the chair.**
- 2. Approval of the Notice of Meeting and Agenda.**
- 3. Adoption of the annual report and the consolidated annual report of Grieg Seafood ASA and the Group for the year ended 31 December 2012, including approval of the Directors' Report for 2012.**

The accounts for the year ended 31 December 2012 and the related notes to the accounts, as proposed by the Board, as well as the related notes to the accounts for Grieg Seafood ASA and the Grieg Seafood Group, are incorporated in the Company's Annual Report for 2012 which can be accessed on the Company's website: www.griegseafood.com.

The Board proposes that the loss for the year, NOK 53m, be covered through a transfer from other equity. The Board proposes that none dividend be paid for 2012.

The Board proposes that the following resolution be adopted by the Annual general Meeting:
THAT

"The annual report for Grieg Seafood ASA and the consolidated annual report for the Grieg Seafood Group, as well as the Directors' Report for 2012, are approved."

4. Auditor's fee

The auditor's fee for audit work done in 2012 appears in note 11 to the Company accounts (note 9 to the Group accounts). The Board recommends that the auditor's fee be approved by the Annual General Meeting.



5. Remuneration to the Board of Directors for 2013

The remuneration to the Board of Directors for 2013, as proposed by the Nomination Committee, can be accessed on the company's website.

6. Election of new Board members

The Nomination Committee's recommendation can be accessed on the company's website.

7. Election of members of the Nomination Committee and remuneration to members of the Nomination Committee

The Nomination Committee's recommendation can be accessed on the company's website.

8. Approval of Board declaration on the determination of salaries etc. to senior management, in accordance with section 6-16a of the Norwegian Public Limited Companies Act. Continuation of the synthetic options scheme

Pursuant to section 6-16 of the Norwegian Public Limited Companies Act, the Board shall draw up a declaration on the determination of salaries and other remuneration to the chief executive officer and other senior employees. The declaration shall contain guidelines on the determination of salaries and other remuneration for 2012, and for financial year 2013. The guidelines shall state whether it is permitted to pay remuneration in addition to the basic salary, whether any such conditions or limits are to apply to such remuneration, and what, in the event, these conditions and limits are.

The declaration can be accessed in note 8 to the Company accounts, which is available on the company's website. The declaration will be submitted for consideration by the Annual General Meeting.

The Board proposes that the following resolution be adopted by the Annual general Meeting:

THAT

"The Annual General Meeting makes due note of the declaration on senior management remuneration within the Grieg Seafood Group for 2012 and approves the guidelines drawn up for the determination of remuneration to senior employees which the Board intends to use in 2013, including the Board to grant synthetic options, restricted to a maximum of 3 million synthetic options over the next two-year period."

9. 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 with a nominal value of NOK 4, in accordance with section 10-14 of the Norwegian Public Limited Companies Act.

On 18 June 2012 the Annual General Meeting adopted a resolution authorising the Board to increase the company's share capital by an amount not exceeding NOK 44 664 800. This authorisation has not been used. The Board proposes that the previous authorisation be replaced with a new authorisation in conformity with the enclosed proposal from the Board, and where due account has been taken of viewpoints expressed by shareholders, as mentioned.

The Board believes that there is a need for it to be authorised to increase the company's share capital. The Board's justification for this is that the authorisation can be used in connection with acquisitions, or in order to meet the company's obligations in accordance with the adopted principles of the options

programmed for the company's administrative management, or in the event of capital increases in favour of employees.

The Board recommends that Board be authorised by the Annual General meeting to increase the company's share capital, as follows:

1. *The Board is authorised 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.*
2. *This authorisation is valid until 30 June 2014 and replaces the authorisation given to the Board by the Annual General Meeting on 18 June 2012.*
3. *The Board is authorised to determine that the shareholders preferential subscription rights shall be set aside, in accordance with section 10-4 of the Norwegian Public Limited Companies Act.*
4. *The Board is authorised to determine who may subscribe for shares and the deadline for share subscription.*
5. *This authorisation entitles the Board to increase the share capital for a non-cash consideration, including the issue of consideration shares to the shareholders of companies which merge with a wholly owned subsidiary of the company, cf. Norwegian Public Limited Companies Act, section 13-2, second paragraph.*

The authorisation also entitles the Board to increase the company's share capital against the right to impose certain obligations on the company, cf. Norwegian Public Limited Companies Act, section 10-2.

6. *This authorisation covers merger decisions as provided for in the Norwegian Public Limited Companies Act, section 13-5.*
7. *When exercising this authorisation, the subscription price shall be determined by the Board.*
8. *The Board determines the point from which newly subscribed shares in accordance with the authorisation shall be entitled to dividends.*
9. *Within the scope of this authorisation, the Board is entitled to increase the share capital several times. The Board itself determines the amount of the share capital increase in each case.*
10. *The Board is authorised to amend Article 4 of the Articles of Association in connection with share capital increases under this authorisation.*

10. Proposed resolution to authorise the Board to let the company acquire its own shares

The Board wishes the company to have scope to acquire its own shares in situations where this is deemed to be attractive for the shareholder community. The Board therefore submits the following resolution:

1. *The Board is authorised to let the company acquire its own shares pursuant to the provisions of chapter 9 of the Norwegian Public Limited Companies Act for an aggregate nominal value of up to NOK 44 664 800.*
2. *The company shall pay not less than NOK 4 per share and not more than NOK 40 per share when acquiring its own shares.*



3. *The Board may exercise its discretion in deciding on the method of acquisition and the sale of the shares. General principles of equal treatment shall be observed in relation to the transactions with the shareholders on the basis of the authorisation.*
4. *If the nominal value of the shares is changed during the period of the authorisation, the scope of the authorisation shall be changed correspondingly.*
5. *The authorisation shall apply until the next Annual General Meeting, but not later than 30 June 2014.*

* * *

Grieg Seafood ASA has 111 662 000 shares, each with a nominal value of NOK 4. Grieg Seafood ASA owns 1 250 000 of its own shares. The company thus has 110 412 000 voting shares. Each share in the company has one vote at the Annual General Meeting.

Each shareholder is entitled to vote for the number of shares which the party in question owns, and which are registered in the Norwegian Central Securities Depository on the date of the Annual General Meeting. If a shareholder has acquired shares and they are not registered in the Norwegian Central Securities Depository on the date of the Annual General Meeting, the voting rights for the assigned shares may only be exercised if the shareholder's intention to attend the Annual General Meeting has been recorded within the stated deadline and the share acquisition has been reported to the Norwegian Central Securities Depository and proof of this is presented at the Annual General Meeting.

Shareholders are entitled to attend the company's Annual General Meeting in person or be represented by a proxy. Shareholders are entitled to address the Annual General Meeting and to be accompanied by an advisor whom they may authorised to address the Annual General Meeting. Shareholders are also entitled to request information from the Board of Directors and the Group Managing Director, as provided for in the Norwegian Public Limited Companies Act. Shareholders are also entitled to have matters considered by the Annual General Meeting provided that due written notification hereof has been given to the Board of Directors not later than seven days prior to the deadline for issuing the Notice convening the Annual General Meeting, along with a proposed resolution, or grounds for putting the matter on the agenda. Shareholders are also entitled to submit alternatives to the proposals presented by the Board and the Nomination Committee in the matters which these shareholders have put before the Annual general Meeting as proposed resolutions.

Shareholders who wish to attend the Annual General Meeting are requested to inform the company by sending the enclosed attendance slip to the address provided and within the deadline stated in the attendance slip. Shareholders who are unable to attend the Annual General Meeting may be represented by a proxy, who in such case are required to submit written authorisation. Enclosed please find the authorisation forms and attendance slip for use in connection with participation in the Annual General Meeting. The enclosed authorisation forms also include alternatives related to authorisation containing voting instructions.



This Notice of Meeting and the enclosures to which reference is made can be accessed at the company's website: www.griegseafood.com.

Bergen, 22 May 2013

GRIEG SEAFOOD ASA

Per Grieg jr.
Chairman of the Board of Directors



Authorisation with voting instructions

If you wish to give authorisation with voting instructions, this form must be used. The agenda in the authorisation instructions below is the same as the agenda for the Annual General Meeting. Authorisation with voting instructions may be given to a person authorised by you. Alternatively, you can send the authorisation without stating the name of the person authorised. In such case, the authorisation will be regarded as having been given to Per Grieg jr. or a person authorised by him.

The authorisation should be sent by mail to Grieg Seafood ASA, P.O.B. 234 Sentrum, NO-5804 Bergen, or by fax to +47 55 57 69 70. Electronic submission of the authorisation with voting instructions is not possible.

The authorisation must be registered with Grieg Seafood ASA by 12 noon on 7 June 2013.

The undersigned:
hereby authorises (cross off):

Per Grieg jr. (or a person authorised by him)

(Name of authorised person in block capitals)

to attend and vote for my/our shares at the Annual General Meeting on 12 June 2013.

Votes shall be cast in accordance with the instructions below. In particular, it should be noted that **where a box is not crossed off in the agenda below, this will be regarded as an instruction to vote "for" the proposals in the Notice of Meeting**, but with the proviso that the authorised person shall decide how to vote where resolutions are proposed in addition to or as a replacement for the resolutions proposed in the Notice of Meeting. If the voting instructions are unclear, the person authorised shall exercise his/her authority based on a sensible interpretation of the instruction. If a sensible interpretation is not possible, the person authorised may abstain from voting.

Agenda for Annual General Meeting 2013		For	Against	Abstain
1	Election of chair and a representative to sign the Minutes along with the chair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of Notice of Meeting and Agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Adoption of the annual report and the consolidated annual report of Grieg Seafood ASA and the Group for the year ended 31 December 2012, including approval of the Directors' Report for 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Auditor's fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Remuneration to the Board of Directors for 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Election of new Board members: a) Per Grieg jr. (chair), re-election b) Asbjørn Reinkind (vice chair), re-election c) Karin Bing Orgland (new 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"/>

Agenda for Annual General Meeting 2013		For	Against	Abstain
7	Election of members of the Nomination Committee and remuneration to members of the Nomination Committee: a) Frode Teigen (member of nomination committee), re-election b) Marianne Johnsen (new chair of nomination committee)	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
8	a) Approval of Board declaration on the determination of salaries etc. to senior management, in accordance with section 6-16a of the Norwegian Public Limited Companies Act b) Continuation of the synthetic options scheme	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
9	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 with a nominal value of NOK 4, in accordance with section 10-14 of the Norwegian Public Limited Companies Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Proposed resolution to authorise the Board to let the company acquire its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The above-mentioned person is authorised to attend and vote for my/our shares at the Annual General Meeting of Grieg Seafood ASA on 12 June 2013.

Place

Date

Shareholder's signature
(Only when authorisation is given)

If the shareholder is a company, a certificate of incorporation shall be enclosed.