



## SHAREHOLDERS OF

## NORWAY ROYAL SALMON ASA

Your ref.:

Our ref.:

Date:

Trondheim, 26 August 2013

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

In accordance with section 5-7 of the Norwegian Public Limited Companies Act , notice is hereby given of extraordinary general meeting in Norway Royal Salmon ASA (the “Company”)

**Thursday 19 September 2013 – at 1.00 p.m.  
Olav Tryggvasons gate 40, 5<sup>th</sup> floor, 7014 Trondheim**

The Annual General Meeting will be opened by the Chairman, cf. Public Limited Companies Act § 5-12 (1).

Agenda:

- Item 1** Election of a chairperson of the meeting.
- Item 2** Approval of the notice and proposed agenda.
- Item 3** Election of one representative to sign the minutes together with the chairperson.
- Item 4** Distribution of dividend under section 8-1 of the Norwegian Public Limited Companies Act.

Reference is made to the company's stock exchange notice on 15 August 2013 regarding distribution of extraordinary dividend.

The board proposes that a dividend of NOK 1.00 per share is distributed. The dividend will be transferred from the Company's other equity in accordance with the balance sheet at 31 December 2012.

If the proposal is resolved, the dividend will be distributed 3. October 2013.

The board proposes that the general meeting passes the following resolution:

*“A dividend of NOK 1.00 per share is distributed to all shareholders registered on record in the Company's shareholder register on 19 September 2013. The dividend will be transferred from the Company's other equity in accordance with the balance sheet at 31 December 2012.*

*The dividend will be distributed on 3 October 2013.*

*The Company's shares will be listed exclusive of dividend from 20 September 2013. This means, applied on trades subject to normal settlement in the VPS, that the first day of trading of the share exclusive of the right to receive the dividend is 20 September 2013.”*



Norway Royal Salmon ASA has a share capital of NOK 43,572,191 divided on 43,572,191 shares, each with a nominal value of NOK 1.00. Each share entitles its holder to cast one vote at the general meetings of the Company. Shareholders are entitled to cast votes for the number of shares of which the person in question is the registered owner according to the Norwegian Central Securities Depository (VPS) as of the date of the general meeting. If a shareholder has acquired shares shortly before the general meeting, voting rights for such shares can only be exercised if the acquisition has been registered in VPS, or if the acquisition has been reported to VPS and if proof of such acquisition is presented at the general meeting in a way that is satisfactory for the Company. Norway Royal Salmon ASA owns today 30,085 treasury shares, corresponding to 0.07 per cent of the share capital in the company.

The shareholders have the following rights in connection with the Company's general meeting:

- The right to attend the general meeting, either personally or by proxy
- The right to speak at the general meeting
- The right to bring an advisor and give one advisor the right to speak
- The right to require information from the members of the board and the CEO on matters that might affect the assessment of (i) the approval of the annual accounts and annual report, (ii) matters to be decided upon by the shareholders and (iii) the financial state of the Company, including the business of other companies in which the Company participates, and other matters to be discussed by the general meeting, unless the information required cannot be disclosed without such disclosure causing disproportionate damage to the Company.
- The right to discuss matters at the general meeting that the relevant shareholder has reported to the board of directors in writing no later than seven days before the time limit for giving notice together with a proposed resolution or a reason for putting the matter on the agenda. If the notice of general meeting has already been sent, a new notice must be sent if the time limit for giving notice of general meeting has not been exceeded.
- The right to present alternatives to the board of directors' proposals in the matters that the general meeting shall discuss.

Shareholders wanting to attend the general meeting are requested to submit the attached attendance slip (Attachment 2) to the address and within the time limit stated therein.

If the shares have been registered in VPS in the name of a manager, cf. section 4-10 of the Public Limited Companies Act, and the actual shareholder wants to attend the general meeting, either personally or by proxy, the actual shareholder must present a written confirmation from the manager that the person in question is the actual shareholder, as well as a statement from the shareholder himself that the person in question is the actual owner.

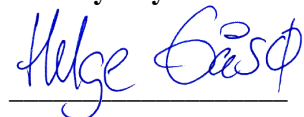
Shareholders have the right to attend and vote by proxy. In that case, a written and dated form of proxy must be presented at the general meeting. The attached form of proxy (Attachment 1) may be used.

Please note that authority granted without voting instructions may trigger flagging/disclosure requirements under Norwegian law. Pursuant to section 4-2, third paragraph, of the Securities Trading Act, having authority to vote without any voting instructions having been given is treated in the same manner as ownership of shares or rights to shares. This implies that the proxy will be obliged to flag/disclose the granted authorities if they relate to a number of shares that (together with the proxy's own shares, if any, or rights to shares) reaches or exceeds the thresholds under section 4-2, second paragraph, of the Securities Trading Act.

This notice including attachments is available on the Company's web page [www.norwayroyalsalmon.com](http://www.norwayroyalsalmon.com).

Best regards

**Norway Royal Salmon ASA**

A handwritten signature in blue ink, reading "Helge Gåsø", is written over a horizontal line.

**Helge Gåsø**  
Chair of the board



## FORM OF PROXY

Name of shareholder: \_\_\_\_\_

As the owner of \_\_\_\_\_ shares in Norway Royal Salmon ASA, I/we hereby grant

- the chairman of the board
- \_\_\_\_\_ (insert name)

authority to represent and cast votes for my/our shares at the extraordinary general meeting in Norway Royal Salmon ASA to be held on 19 September 2013.

If none of the alternatives above has been selected, authority will be deemed to have been granted to the chairman of the board. If authority has been granted to the chairman of the board, the chairman of the board is entitled to give another member of the board or management the right to represent, and cast votes for, the shares to which the authority relates.

If the shareholder so requires, and the chairman of the board has been selected as proxy, the voting instructions below may be completed and sent to the company. Votes will then be cast for the shares according to the instructions.

### Voting instructions:

Item	Resolution	Vote in favour	Vote against	Refrain from voting
Item 1	Election of chairperson			
Item 2	Approval of the notice and proposed agenda			
Item 3	Election of representative to sign the minutes			
Item 4	Distribution of dividend			

If voting instructions have been given, the following applies:

- If "Vote in favour" has been selected, this implies that the proxy is instructed to vote in favour of the proposal in the notice, including any changes that the board, the chairman of the board or the chairman of the meeting might suggest. In the event of any changes to the proposals stated in the notice, the proxy may, upon his or her own discretion, refrain from voting for the shares.
- If "Vote against" has been selected, this implies that the proxy is instructed to vote against the proposal in the notice, including any changes that the board, the chairman of the board or the chairman of the meeting might suggest. In the event of any changes to the proposals stated in the notice, the proxy may, upon his or her own discretion, refrain from voting for the shares.
- If "Refrain from voting" has been selected, this implies that the proxy is instructed not to cast votes for the shares.

- If none of the alternatives has been selected, this implies that the proxy is free to decide how to vote for the shares.
- In elections, the instructions are limited to the voting on candidates listed in the form of proxy.
- When voting on items which are not listed in the notice, but which are lawfully to be decided upon at the general meeting, the proxy is free to decide how to vote for the shares. The same applies to votes on formalities, such as election of a chairman of the meeting, the order of voting or the form of voting.
- If the shareholder has appointed a different proxy than the chairman of the board and wants to give this person voting instructions, this is a matter between the shareholder and the proxy that is irrelevant to the company. The company undertakes no responsibility for verifying if the proxy votes according to his or her instructions.

Name of shareholder: \_\_\_\_\_ \*

Signature: \_\_\_\_\_ \*

Name: \_\_\_\_\_ (block letters)

Place/date: \_\_\_\_\_

**Please send the form of proxy to:** Norway Royal Salmon ASA , P.O. Box 2608 Sentrum, 7414 Trondheim, Norway or by fax no. (+47) 73 92 43 01.

The attendance slip may also be sent by e-mail to: [ruth-merete.wang@salmon.no](mailto:ruth-merete.wang@salmon.no)

\*If authority has been granted on behalf of a company or another legal entity, a certificate of registration and/or form of proxy must be enclosed demonstrating that the person signing is authorised to grant the authority.



## To the shareholders of Norway Royal Salmon ASA

The extraordinary general meeting of Norway Royal Salmon ASA

**is to be held on 19 September 2013 at 1.00 p.m. at the company's office in Trondheim.**

### ATTENDANCE SLIP

The undersigned will attend the extraordinary general meeting of Norway Royal Salmon ASA on 19 September 2013 and cast votes for:

\_\_\_\_\_ name of share holder

\_\_\_\_\_ own shares

\_\_\_\_\_ other shares according to attached forms of proxy

In total \_\_\_\_\_ shares

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Place/date

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Shareholder's signature

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Shareholder's name in block letters

Please send the attendance slip to Norway Royal Salmon ASA , P.O. Box 2608 Sentrum, 7414 Trondheim, Norway, or alternatively by fax no. (+47) 73 92 43 01.

The attendance slip may also be sent by e-mail to: [ruth-merete.wang@salmon.no](mailto:ruth-merete.wang@salmon.no)

The attendance slip must be received by Norway Royal Salmon ASA **no later than 18.9.2013.**