

Minutes Annual General Meeting 2017

Meeting location: Company's premises at Bakkavegur 8, Glyvrar, Faroe Islands

Time: **Friday 7 April 2017 at 15:00 GMT**

Present were 37 shareholders representing 23,591,111 shares equating to 48.28% of the outstanding shares.

The following also attended: The Chairman of the Board of Directors, Rúni M. Hansen, the Deputy Chairman of the Board, Johannes Jensen, members of the Board of Directors, Annika Frederiksberg and Virgar Dahl, the company's CEO, Regin Jacobsen, Manager Odd Eliassen, the company's CFO, Gunnar Nielsen, the company's lawyer Christian F. Andreasen and the company's auditor P/F Januar, løggilt grannskoðaravirki, Heini Thomsen.

The general meeting was opened by the Chairman of the Board of Directors, Rúni M. Hansen.

After having recorded the list of shareholders present and presented it to the general meeting, the following agenda was discussed:

AGENDA:

1.	Election of Chairman of the Meeting	Decision
	<p>The Board of Directors proposed to elect Mr. Christian F. Andreasen to chair the meeting and to sign the minutes of the meeting together with the elected chairman.</p>	<p>Re. 1 Christian F. Andreasen was elected chairman.</p> <p>The chairman of the meeting put to approval the notice and proposed agenda submitted 13 March 2017, and it was unanimously approved.</p> <p>The chairman then declared the general meeting legally convened.</p>

2.	Briefing from the Board of Directors on the Activities of the Company in the Previous Financial Year	Decision
	CEO, Regin Jacobsen gave a briefing on the activities of the Bakkafrost Group in the previous year.	<p>Re. 2 CEO Regin Jacobsen gave a presentation of the Bakkafrost Group's activities in 2016.</p> <p>Relevant questions from the shareholders regarding this were then answered.</p> <p>The presentation was approved.</p>

3.	Presentation of the Audited Annual Accounts for Approval	Decision
	<p>The Board of Directors' proposed profit and loss for 2016, balance sheet as of 31 December 2016, and notes thereto for P/F Bakkafrost and the Bakkafrost Group as well as the Board of Directors' and auditor's reports for 2016 are included in the Annual Report for 2016, which was presented to the meeting.</p> <p>Proposal from the Board of Directors: The Board of Directors proposes the following resolution to be passed:</p> <p><i>"The Board of Directors' proposal for Annual and Consolidated Report and Accounts for P/F Bakkafrost and the Bakkafrost Group as well as the Board of Directors' report for 2016 are approved."</i></p>	<p>Re. 3 CFO Gunnar Nielsen reviewed the main accounts of the Board of Directors' proposed profit and loss account for the company and the Group for 2016.</p> <p>Relevant questions from the shareholders regarding this were then answered.</p> <p>Subsequently, the general meeting passed the following resolution:</p> <p><i>"The Board of Directors' proposal for Annual and Consolidated Report and Accounts for P/F Bakkafrost and the Bakkafrost Group as well as the Board of Directors' report for 2016 are approved."</i></p> <p>The resolution was passed unanimously.</p>

4.	Decision on How to Use Profit or Cover Loss According to the Approved Accounts and Annual Report	Decision
	<p>The Board of Directors proposes the following resolution to be passed:</p> <p><i>“Dividends of DKK 8.70 per share are paid to the shareholders, in total DKK 425 million. Dividends are paid to shareholders, registered in VPS as of close on 7 April 2017. After payment of dividends, the distributable equity totals DKK 2,392 million.</i></p> <p><i>The company’s shares will be listed exclusive of dividend from 10 April 2017, and record date is 11 April 2017.</i></p> <p><i>Dividend is expected to be paid on 21 April 2017.”</i></p> <p>Dividend will be paid out in NOK. Therefore, the dividend per share in NOK will depend on the exchange rate between DKK and NOK. The exchange rate will be settled and announced on 10 April 2017.</p>	<p>Re. 4</p> <p>The Board of Directors’ proposed resolution was presented by the Chairman of the Board of Directors.</p> <p>Subsequently, the general meeting passed the following resolution:</p> <p><i>“Dividends of DKK 8.70 per share are paid to the shareholders, in total DKK 425 million. Dividends are paid to shareholders, registered in VPS as of close on 7 April 2017. After payment of dividends, the distributable equity totals DKK 2,392 million.</i></p> <p><i>The company’s shares will be listed exclusive of dividend from 10 April 2017, and record date is 11 April 2017.</i></p> <p><i>Dividend is expected to be paid on 21 April 2017.”</i></p> <p>Dividend will be paid out in NOK. Therefore, the dividend per share in NOK will depend on the exchange rate between DKK and NOK. The exchange rate will be settled and announced on 10 April 2017.</p> <p>The resolution was passed unanimous.</p>

5.	Election of Board of Directors	Decision
	<p>For this general meeting, two members of the Board of Directors are up for election. They are:</p> <ul style="list-style-type: none"> - Annika Frederiksberg and - Øystein Sandvik <p>Members of the board are elected for a period of 2 years. Board members may be re-elected. According to the articles of association of the company, the election committee shall make a recommendation to the general meeting regarding election of members of the board of directors.</p> <p>It is the recommendation of the election committee that Annika Frederiksberg and Øystein Sandvik are re-elected for a period of 2 years.</p>	<p>Re. 5 The chairman of the meeting presented the election committee's proposal.</p> <p>Subsequently, the general meeting passed the following resolution:</p> <p>Following members are elected for a period of two years:</p> <ul style="list-style-type: none"> - Annika Frederiksberg and - Øystein Sandvik <p>The resolution was approved without voting, as there was only one proposal.</p>

6.	Election of Chairman of the Board of Directors	Decision
	<p>For this general meeting, Rúni M. Hansen, chairman of the Board of Directors, is up for election.</p> <p>The election committee of the company proposes re-election of Rúni M. Hansen as chairman of the Board of Directors for 2 more years.</p>	<p>Re. 6 The chairman of the meeting presented the election committee's proposal.</p> <p>Subsequently, the general meeting passed the following resolution:</p> <p>Rúni M. Hansen was elected as chairman of the Board of Directors.</p> <p>The resolution was approved without voting, as there was only one proposal.</p>

7.	Decision with regard to Remuneration for the Board of Directors and the Accounting Committee	Decision
	<p>The election committee of the company proposes that the remuneration for the Board of Directors for 2017 is unchanged:</p> <p>Board members receive DKK 200,000 per year, the Deputy Chairman receives DKK 250,000 per year and the Chairman receives DKK 400,000 per year.</p> <p>The election committee proposes that the remuneration for the accounting committee is set to DKK 40,000 per year.</p>	<p>Re. 7</p> <p>The chairman of the meeting presented the election committee's proposal in respect of the director fees for the election period 2017/2018. The proposal was sustained and the following was passed unanimously:</p> <p><i>Board members are granted a fee of DKK 200,000 per year. The Deputy Chairman is granted a fee of DKK 250,000 per year. The Chairman of the board is granted a fee of DKK 400,000 per year.</i></p> <p><i>In addition, the members of the accounting committee are granted a fee of DKK 40,000 per year.</i></p> <p>The resolution was passed unanimous.</p>

8.	<p>Election of Members to the Election Committee, hereunder election of Chairman of the Election Committee</p>	<p style="text-align: center;">Decision</p>
	<p>For this general meeting, Leif Eriksrød and Eyðun Rasmussen are up for election.</p> <p>The election committee proposes re-election of Leif Eriksrød and Eyðun Rasmussen for two more years.</p> <p>The election committee proposes re-election of Gunnar í Liða as chairman for the election committee for two more years.</p>	<p>Re. 8</p> <p>The chairman of the meeting presented the election committee's proposal in respect of the election of members to the election committee as follows:</p> <p>The following members were elected:</p> <ul style="list-style-type: none"> - Leif Eriksrød and - Eyðun Rasmussen <p>for a period of two years.</p> <p>Gunnar í Liða was elected as chairman of the election committee for two more years.</p> <p>The resolution was approved without voting as there was only one proposal.</p>

9.	<p>Decision with regard to Remuneration for the Election Committee</p>	<p style="text-align: center;">Decision</p>
	<p>The election committee of the company proposes that the remuneration for the election committee for 2017 remains unchanged, as follows:</p> <p><i>The chairman DKK 24,000 per year, other members DKK 12,000 per year.</i></p>	<p>Re. 9</p> <p>The chairman of the meeting presented the election committee's proposal in respect of the remuneration of the members of the election committee.</p> <p>The resolution was passed unanimous.</p>

10.	Election of Auditor	Decision
	<p>The board proposes re-election of P/F Januar, læggilt grannskoðaravirki, Óðinshædd 13, 100 Tórshavn for the period until the next Annual General Meeting.</p>	<p>Re. 9 The Chairman of the Board of Directors presented the Board of Directors' proposal in respect of the election of auditor until the next Annual General Meeting. The Board of Directors proposes re-election of P/f Januar, læggilt grannskoðaravirki, Óðinshædd 13, 110 Tórshavn as the company's auditor.</p> <p>The resolution was approved without voting as there was only one proposal.</p>

11.	Proposal to change the Articles of Association	Decision
	<p>The existing Article of Association stipulates in § 4a that the board of directors of the company is granted authority to increase the share capital of the company. The authorization is in force until the annual general meeting is held in 2017.</p> <p>The existing Article of Association also stipulates in § 4 b that the board of directors of the company may buy own shares. The authorization is in force until the annual general meeting is held in 2017.</p> <p>The board of directors proposes that the authorizations to increase the share capital of the company and to buy own shares are extended, and proposes the following amendments to the article of association § 4a and 4b:</p>	<p>Re. 11 The chairman of the meeting presented the Board of Directors proposal.</p> <p>The proposal was sustained and the following changed to the company's articles of association was passed:</p> <p>Following amendments to the article of association § 4a and 4b:</p> <p style="text-align: center;"><i>§4a</i></p> <p><i>"The Board of directors of the company is authorized to increase the share capital of the company in one or several rounds with up to a nominal amount of DKK 4,800,000. The new shares shall be registered by name and comply with the rules in § 4 of the articles of association. The board of directors is authorised to set aside the pre-emptive right of the existing shareholders to subscribe the new share capital. The new shares shall have a nominal value of</i></p>

<p style="text-align: center;">§4a</p> <p><i>“The Board of directors of the company is authorized to increase the share capital of the company in one or several rounds with up to a nominal amount of DKK 4,800,000. The new shares shall be registered by name and comply with the rules in § 4 of the articles of association. The board of directors is authorised to set aside the pre-emptive right of the existing shareholders to subscribe the new share capital. The new shares shall have a nominal value of DKK 1. New shares may be subscribed against cash payment. The authorization of the board of directors to increase the share capital is in force until the ordinary annual general meeting of the company in 2022.”</i></p> <p style="text-align: center;">§4b</p> <p><i>“In the period from 7 April 2017 until the ordinary annual general meeting of the company, which will be held in 2022, the board of directors is authorized to buy own shares on behalf of the company. Purchasing of own shares shall be conducted to the official rate of the shares, but the board of directors may in special circumstances deviate from the official price with up to 10%. The company may not own more than 10% of the entire share capital of the company.”</i></p>	<p><i>DKK 1. New shares may be subscribed against cash payment. The authorization of the board of directors to increase the share capital is in force until the ordinary annual general meeting of the company in 2022.”</i></p> <p style="text-align: center;">§4b</p> <p><i>“In the period from 7 April 2017 until the ordinary annual general meeting of the company, which will be held in 2022, the board of directors is authorized to buy own shares on behalf of the company. Purchasing of own shares shall be conducted to the official rate of the shares, but the board of directors may in special circumstances deviate from the official price with up to 10%. The company may not own more than 10% of the entire share capital of the company.”</i></p>
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12.	Remuneration Policy	Decision
	<p>With reference to article 10, subsection 4, of the Articles of Association, the board of directors proposes the following guidelines for remuneration policy for the senior management of the company, which were approved at the company's general meeting in 2016, be unamended for the financial year 2017.</p>	<p>Re. 12 The chairman of the meeting presented the Board of Directors' proposal in respect of the guidelines for remuneration of the senior management of the company.</p> <p>The resolution was approved.</p>

13.	Miscellaneous	Decision
		<p>Re. 13 No proposal was on the agenda.</p>

Glyvvar 7/14/17 Time: 16:30

Approved by the chairman of the Annual General Meeting:


