



**MINUTES
OF
ORDINARY GENERAL MEETING 2015
MARINE HARVEST ASA**

On 8 June, 2015 at 15:00 CET, the ordinary general meeting of Marine Harvest ASA was held in Sandviksbodene 77 A/B, 5035 Bergen, Norway.

Shareholders representing 2 770 477 shares as well as shareholder representatives representing 209 634 933 shares, attended. Thus, a total of 212 405 410 shares were represented at the general meeting. This represented approximately 47,19% of the company's outstanding shares. A record of shareholders represented at the meeting is attached to these minutes.

Present were also chairman of the board, Ole-Eirik Lerøy, CEO Alf-Helge Aarskog, CFO Ivan Vindheim and Finn Espen Sellæg as representative from the company's auditor.

The general meeting was opened by chairman of the board, Ole-Eirik Lerøy. He stated that the general meeting would be conducted in Norwegian.

The meeting had the following agenda:

1. Election of a chairperson and a person to sign the minutes together with the chairperson

Ole-Eirik Lerøy was elected chairperson, and Bjørn Ove Nymark was elected to sign the minutes together with the chairperson.

2. Approval of the notice and proposed agenda

The notice of the general meeting distributed on 18 May 2015 containing a proposed agenda for the general meeting, was approved.

The chairperson then declared the general meeting lawfully convened.

3. Briefing on the business

CEO Alf-Helge Aarskog provided a briefing on the business of the Marine Harvest group.

4. Approval of the annual accounts and the board's annual report for 2014 for Marine Harvest ASA and the Marine Harvest group, including allocation of the result of the year

CFO Ivan Vindheim provided a review of the main points in the board's proposed annual accounts for the company and group for 2014. Reference was made to the board's and the auditor's statements included in the company's annual report for 2014. The board's proposal for the allocation of the result for the financial year 2014 was referred.

The general meeting then passed the following resolution:

"The board's proposed annual accounts for Marine Harvest ASA and the Marine Harvest group, including allocation of this year's net profit and the board's report for 2014 are approved."

A detailed list of the voting results is attached to the minutes.

5. The board's statement regarding corporate governance

The chairperson referred to the statement regarding principles for corporate governance which is included in the annual report. There were no comments to the statement.

6. The board's statement regarding the remuneration of senior executives

The chairperson referred to the board of directors' guidelines for remuneration of senior executives which is included in the annual report. The chairperson further informed that the guidelines for allocation of options must be approved by the general meeting and that the rest of the guidelines are subject to an advisory vote.

The general meeting then passed the following resolution, relating to the part of the guidelines which do not apply to the allocation of the options:

"The general meeting takes the board of directors' view regarding the guidelines for remuneration of senior executives under advisement and endorses them".

A detailed list of the voting results is attached to the minutes.

7. Approval of the guidelines for allocation of options

The chairperson referred to the board's proposal regarding allocation of options included in the guidelines for remuneration of senior executives.

The general meeting then passed the following resolution:

"The general meeting approves the board of directors' guidelines for allocation of options as described in the board of directors' guidelines for remuneration of senior executives."

A detailed list of the voting results is attached to the minutes.

8. Determination of remuneration to the members of the board of directors

The nomination committee's proposal was referred by the chairperson.

The general meeting then passed the following resolution:

"The directors shall receive the following remuneration for their work in the period 2014/2015:

<i>The chairman of the board:</i>	<i>NOK 950,000</i>
<i>The deputy chairman of the board:</i>	<i>NOK 500,000</i>
<i>Directors:</i>	<i>NOK 350,000</i>

Members of the audit committee will receive an additional fee of NOK 150,000 (chairman) and NOK 100,000 (members) for their work".

A detailed list of the voting results is attached to the minutes.

9. Determination of remuneration to the members of the nomination committee

The nomination committee's proposal was referred by the chairperson. The general meeting then passed the following resolution:

"The members of the nomination committee shall be remunerated as follows for their work in the period 2014/2015:

The chairman of the committee: NOK 85,000
Members of the committee: NOK 25,000"

A detailed list of the voting results is attached to the minutes.

10. Determination of the remuneration of the company's auditor

The chairperson referred to the board's proposal. The general meeting then passed the following resolution:

"The remuneration to the company's auditor for work in 2014 shall be NOK 3,400,000".

A detailed list of the voting results is attached to the minutes.

11. Election of new board of directors

The nomination committee's proposal was referred by the chairperson. The general meeting then passed the following resolution:

"The following persons were elected to the board with the stated election periods:

Ole-Eirik Lerøy, re-election for 2 years
Ørjan Svanevik, re-election for 2 years
Leif Frode Onarheim, re-election for 1 year
Lisbet Nærø, elected for 2 years"

Ole-Eirik Lerøy is re-elected as chairman for 2 years and Leif Frode Onarheim is re-elected as deputy chairman for 1 year."

A detailed list of the voting results is attached to the minutes.

The board will thereafter consist of the following composition:

Ole-Eirik Lerøy (chairman)

Leif Frode Onarheim (deputy chairman)

Ørjan Svanevik

Cecilie Fredriksen

Heléne Vibbleus

Lisbet Nærø

12. Election of members to the nomination committee

The nomination committee's proposal was referred by the chairperson. The general meeting the passed the following resolution:

"The following persons are elected as members of the nomination committee with the stated election periods:

Robin Bakken, elected for 2 years
Nils Bastiansen, elected for 2 years
Merete Haugli, re-election for 2 years

Robin Bakken is elected chairman of the nomination committee"

A detailed list of the voting results is attached to the minutes.

The nomination committee will thereafter consist of the following composition:

Robin Bakken (chairman)

Nils Bastiansen

Merete Haugli

13. Authorisation to the board to distribute dividends

The board's proposal was presented and substantiated by the chairperson. The general meeting then passed the following resolution:

"The board of directors is authorised under section 8-2 (2) of the Public Limited Companies Act to resolve the distribution of dividends based on the company's annual accounts for 2014. The authorisation includes distribution in the form of repayment of paid-in capital.

The authorisation may be used to approve the distribution of dividend up to an aggregate amount that may not exceed NOK 5,000,000,000.

The authority is valid until the ordinary general meeting in 2016, however no longer than 30 June 2016."

A detailed list of the voting results is attached to the minutes.

14. Authorisation to the board to purchase the company's own shares

The board's proposal was presented and substantiated by the chairperson. The general meeting then passed the following resolution:

"The board of directors is authorised under section 9-4 of the Public Limited Companies Act to acquire shares in the company ("own shares") on behalf of the company with a total nominal value of up to NOK 337,564,239. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.

When acquiring own shares, the consideration per share may not exceed NOK 140 and may not be less than the shares' nominal value of NOK 7.50.

The authorisation covers all forms of acquisitions of shares in the company and the encumbering of these per agreement. Shares purchased in accordance with this authorisation may be divested in any way, including sales in the open market and as consideration in transactions.

The general principles of equal treatment must always be observed in relation to transactions with shareholders based on the authorisation granted.

If the par value of the company's shares changes during the term of this authority, the scope of the authority will change accordingly.

The authority is valid until the ordinary general meeting in 2016, however no longer than 30 June 2016."

A detailed list of the voting results is attached to the minutes.

15. Authorisation to the board to increase the share capital

The board's proposal was presented and substantiated by the chairperson. The general meeting then passed the following resolution:

"The board of directors is authorised under section 10-14 (1) of the Public Limited Companies Act to increase the company's share capital by up to NOK 337,564,239.

Subject to this total amount limitation, the authorisation may be used on more than one occasion.

The pre-emptive rights of the shareholders under the Public Limited Companies Act section 10-4 may be set aside.

The authorisation covers capital increases against cash and non-cash contributions. The authorisation covers the right to impose special obligations on the company as provided in section 10-2 of the Public Limited Companies Act. The authorisation covers resolutions on mergers as provided in section 13-5 of the Public Limited Companies Act. If the contribution is to be made by a transfer of non-cash assets to the company, the board may decide that such assets are transferred to a subsidiary subject to a corresponding settlement taking place between the subsidiary and the company.

The authorisation is valid until the ordinary general meeting in 2016, however, no longer than 30 June 2016."

A detailed list of the voting results is attached to the minutes.

16. Authority to the board to take up convertible loans

The board's proposal was referred to and substantiated by the chairperson. The general meeting then passed the following resolution:

"The board of directors is authorised under section 11-8 of the Public Limited Companies Act to take up convertible loans with a total principal amount of up to NOK 3,200,000,000. Subject to this total amount limitation, the authorisation may be used on more than one occasion.

Upon conversion of loans taken up pursuant to this authorisation, the company's share capital may be increased by up to NOK 480,000,000 (subject to adjustments of the conversion terms resulting from changes to the company's capital).

The pre-emptive rights of the shareholders under section 11-4 cf. section 10-4 of the Public Limited Companies Act may be set aside.

The authorisation is valid until the ordinary general meeting in 2016, however, no longer than 30 June 2016."

A detailed list of the voting results is attached to the minutes.

17. Amendment of the articles of association

The board's proposal was referred to and substantiated by the chairperson. The general meeting then passed the following resolution:

"The following shall be included as a new last paragraph in article 8 of the articles of association:

"Shareholders may cast their votes in writing prior to the company's general meetings. Such votes can also be cast by use of electronic communication. The permission to cast an advance vote requires the presence of an adequate method for authenticating the sender. The board determines whether an adequate method is present prior to each general meeting. The board may adopt more detailed guidelines for advance voting. It must be stated in the notice of each general meeting whether advance voting is permitted and which guidelines, if any, apply for such voting."

A detailed list of the voting results is attached to the minutes.

There was no further agenda.

Ole-Eirik Lerøy
Chairperson

Bjørn Ove Nymark

Totalt representert

ISIN: NO0003054108 MARINE HARVEST ASA
Generalforsamlingsdato: 08.06.2015 15.00
Dagens dato: 08.06.2015

Antall stemmeberettigede personer representert/oppmøtt : 9

	Antall aksjer	% kapital
Total aksjer	450 085 652	
- selskapets egne aksjer	40 970	
Totalt stemmeberettiget aksjer	450 044 682	
Representert ved egne aksjer	2 770 477	0,62 %
Sum Egne aksjer	2 770 477	0,62 %
Representert ved fullmakt	1 353 002	0,30 %
Representert ved stemmeinstruks	208 281 931	46,28 %
Sum fullmakter	209 634 933	46,58 %
Totalt representert stemmeberettiget	212 405 410	47,20 %
Totalt representert av AK	212 405 410	47,19 %

Kontofører for selskapet:

DNB Bank ASA



DNB Bank ASA
Verdipapirservice

For selskapet:

MARINE HARVEST ASA



Protokoll for generalforsamling MARINE HARVEST ASA

ISIN:	<u>NO0003054108 MARINE HARVEST ASA</u>
Generalforsamlingsdato:	08.06.2015 15.00
Dagens dato:	08.06.2015

Aksjeklasse	For	Mot	Avgitte	Avstår	Ikke avgitt	Stemmeberettigede representerte aksjer
Sak 1 Valg av møteleder og person til å undertegne protokollen sammen med møteleder						
Ordinær	212 403 960	0	212 403 960	1 450	0	212 405 410
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	47,19 %	0,00 %	47,19 %	0,00 %	0,00 %	
Totalt	212 403 960	0	212 403 960	1 450	0	212 405 410
Sak 2 Godkjenning av innkalling og forslag til dagsorden						
Ordinær	212 403 244	0	212 403 244	2 166	0	212 405 410
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	47,19 %	0,00 %	47,19 %	0,00 %	0,00 %	
Totalt	212 403 244	0	212 403 244	2 166	0	212 405 410
Sak 4 Godkjenning av årsregnskap og styrets årsberetning for 2014 for Marine Harvest ASA og Marine Harvestkonsernet, herunder disponering av året						
Ordinær	207 196 918	0	207 196 918	5 208 492	0	212 405 410
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	97,55 %	0,00 %	97,55 %	2,45 %	0,00 %	
% total AK	46,04 %	0,00 %	46,04 %	1,16 %	0,00 %	
Totalt	207 196 918	0	207 196 918	5 208 492	0	212 405 410
Sak 6 Rådgivende avstemning over erklæring om fastsettelse av lønn og annen godtgjørelse til ledende ansatt						
Ordinær	206 301 206	5 823 644	212 124 850	280 560	0	212 405 410
% avgitte stemmer	97,26 %	2,75 %		0,00 %		
% representert AK	97,13 %	2,74 %	99,87 %	0,13 %	0,00 %	
% total AK	45,84 %	1,29 %	47,13 %	0,06 %	0,00 %	
Totalt	206 301 206	5 823 644	212 124 850	280 560	0	212 405 410
Sak 7 Godkjenning av retningslinjer for opsjonstildeling						
Ordinær	202 144 536	5 039 590	207 184 126	5 221 284	0	212 405 410
% avgitte stemmer	97,57 %	2,43 %		0,00 %		
% representert AK	95,17 %	2,37 %	97,54 %	2,46 %	0,00 %	
% total AK	44,91 %	1,12 %	46,03 %	1,16 %	0,00 %	
Totalt	202 144 536	5 039 590	207 184 126	5 221 284	0	212 405 410
Sak 8 Fastsettelse av honorar til styrets medlemmer						
Ordinær	212 327 864	71 365	212 399 229	6 181	0	212 405 410
% avgitte stemmer	99,97 %	0,03 %		0,00 %		
% representert AK	99,96 %	0,03 %	100,00 %	0,00 %	0,00 %	
% total AK	47,18 %	0,02 %	47,19 %	0,00 %	0,00 %	
Totalt	212 327 864	71 365	212 399 229	6 181	0	212 405 410
Sak 9 Fastsettelse av honorar til medlemmer av valgkomiteen						
Ordinær	211 815 260	548 273	212 363 533	41 877	0	212 405 410
% avgitte stemmer	99,74 %	0,26 %		0,00 %		
% representert AK	99,72 %	0,26 %	99,98 %	0,02 %	0,00 %	
% total AK	47,06 %	0,12 %	47,18 %	0,01 %	0,00 %	
Totalt	211 815 260	548 273	212 363 533	41 877	0	212 405 410
Sak 10 Godkjenning av honorar til selskapets revisor						
Ordinær	212 007 237	357 378	212 364 615	40 795	0	212 405 410
% avgitte stemmer	99,83 %	0,17 %		0,00 %		
% representert AK	99,81 %	0,17 %	99,98 %	0,02 %	0,00 %	

Aksjeklasse	For	Mot	Avgitte	Avstår	Ikke avgitt	Stemmeberettigede representerte aksjer
% total AK	47,10 %	0,08 %	47,18 %	0,01 %	0,00 %	
Totalt	212 007 237	357 378	212 364 615	40 795	0	212 405 410
Sak 11 Valg av styremedlemmer						
Ordinær	199 151 174	13 234 636	212 385 810	19 600	0	212 405 410
% avgitte stemmer	93,77 %	6,23 %		0,00 %		
% representert AK	93,76 %	6,23 %	99,99 %	0,01 %	0,00 %	
% total AK	44,25 %	2,94 %	47,19 %	0,00 %	0,00 %	
Totalt	199 151 174	13 234 636	212 385 810	19 600	0	212 405 410
Sak 11.1 Ole Eirik Lerøy (styreleder)						
Ordinær	201 288 861	11 096 249	212 385 110	20 300	0	212 405 410
% avgitte stemmer	94,78 %	5,23 %		0,00 %		
% representert AK	94,77 %	5,22 %	99,99 %	0,01 %	0,00 %	
% total AK	44,72 %	2,47 %	47,19 %	0,01 %	0,00 %	
Totalt	201 288 861	11 096 249	212 385 110	20 300	0	212 405 410
Sak 11.2 Leif Frode Onarheim (nestleder)						
Ordinær	202 121 790	10 263 320	212 385 110	20 300	0	212 405 410
% avgitte stemmer	95,17 %	4,83 %		0,00 %		
% representert AK	95,16 %	4,83 %	99,99 %	0,01 %	0,00 %	
% total AK	44,91 %	2,28 %	47,19 %	0,01 %	0,00 %	
Totalt	202 121 790	10 263 320	212 385 110	20 300	0	212 405 410
Sak 11.3 Ørjan Svanevik						
Ordinær	203 165 458	9 219 452	212 384 910	20 500	0	212 405 410
% avgitte stemmer	95,66 %	4,34 %		0,00 %		
% representert AK	95,65 %	4,34 %	99,99 %	0,01 %	0,00 %	
% total AK	45,14 %	2,05 %	47,19 %	0,01 %	0,00 %	
Totalt	203 165 458	9 219 452	212 384 910	20 500	0	212 405 410
Sak 11.4 Lisbet Nærø						
Ordinær	203 166 313	9 218 597	212 384 910	20 500	0	212 405 410
% avgitte stemmer	95,66 %	4,34 %		0,00 %		
% representert AK	95,65 %	4,34 %	99,99 %	0,01 %	0,00 %	
% total AK	45,14 %	2,05 %	47,19 %	0,01 %	0,00 %	
Totalt	203 166 313	9 218 597	212 384 910	20 500	0	212 405 410
Sak 12 Valg av medlemmer til valgkomitéen						
Ordinær	212 123 130	281 680	212 404 810	600	0	212 405 410
% avgitte stemmer	99,87 %	0,13 %		0,00 %		
% representert AK	99,87 %	0,13 %	100,00 %	0,00 %	0,00 %	
% total AK	47,13 %	0,06 %	47,19 %	0,00 %	0,00 %	
Totalt	212 123 130	281 680	212 404 810	600	0	212 405 410
Sak 12.1 Robin Bakken (leder)						
Ordinær	212 123 791	241 024	212 364 815	40 595	0	212 405 410
% avgitte stemmer	99,89 %	0,11 %		0,00 %		
% representert AK	99,87 %	0,11 %	99,98 %	0,02 %	0,00 %	
% total AK	47,13 %	0,05 %	47,18 %	0,01 %	0,00 %	
Totalt	212 123 791	241 024	212 364 815	40 595	0	212 405 410
Sak 12.2 Nils Bastiansen						
Ordinær	212 123 436	241 379	212 364 815	40 595	0	212 405 410
% avgitte stemmer	99,89 %	0,11 %		0,00 %		
% representert AK	99,87 %	0,11 %	99,98 %	0,02 %	0,00 %	
% total AK	47,13 %	0,05 %	47,18 %	0,01 %	0,00 %	
Totalt	212 123 436	241 379	212 364 815	40 595	0	212 405 410
Sak 12.3 Merete Haugli						
Ordinær	212 163 392	240 718	212 404 110	1 300	0	212 405 410
% avgitte stemmer	99,89 %	0,11 %		0,00 %		
% representert AK	99,89 %	0,11 %	100,00 %	0,00 %	0,00 %	

Aksjeklasse	For	Mot	Avgitte	Avstår	Ikke avgitt	Stemmeberettigede representerte aksjer
% total AK	47,14 %	0,05 %	47,19 %	0,00 %	0,00 %	
Totalt	212 163 392	240 718	212 404 110	1 300	0	212 405 410
Sak 13 Fullmakt til styret til å beslutte utdeling av utbytte						
Ordinær	212 392 464	0	212 392 464	12 946	0	212 405 410
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	99,99 %	0,00 %	99,99 %	0,01 %	0,00 %	
% total AK	47,19 %	0,00 %	47,19 %	0,00 %	0,00 %	
Totalt	212 392 464	0	212 392 464	12 946	0	212 405 410
Sak 14 Fullmakt til styret til erverv av egne aksjer						
Ordinær	210 531 052	1 854 158	212 385 210	20 200	0	212 405 410
% avgitte stemmer	99,13 %	0,87 %		0,00 %		
% representert AK	99,12 %	0,87 %	99,99 %	0,01 %	0,00 %	
% total AK	46,78 %	0,41 %	47,19 %	0,00 %	0,00 %	
Totalt	210 531 052	1 854 158	212 385 210	20 200	0	212 405 410
Sak 15 Fullmakt til styret til å forhøye aksjekapitalen						
Ordinær	209 129 981	3 273 618	212 403 599	1 811	0	212 405 410
% avgitte stemmer	98,46 %	1,54 %		0,00 %		
% representert AK	98,46 %	1,54 %	100,00 %	0,00 %	0,00 %	
% total AK	46,46 %	0,73 %	47,19 %	0,00 %	0,00 %	
Totalt	209 129 981	3 273 618	212 403 599	1 811	0	212 405 410
Sak 16 Fullmakt til styret til å ta opp konvertibelt lån						
Ordinær	186 899 502	25 504 508	212 404 010	1 400	0	212 405 410
% avgitte stemmer	87,99 %	12,01 %		0,00 %		
% representert AK	87,99 %	12,01 %	100,00 %	0,00 %	0,00 %	
% total AK	41,53 %	5,67 %	47,19 %	0,00 %	0,00 %	
Totalt	186 899 502	25 504 508	212 404 010	1 400	0	212 405 410
Sak 17 Vedtektsendring						
Ordinær	212 399 164	4 846	212 404 010	1 400	0	212 405 410
% avgitte stemmer	100,00 %	0,00 %		0,00 %		
% representert AK	100,00 %	0,00 %	100,00 %	0,00 %	0,00 %	
% total AK	47,19 %	0,00 %	47,19 %	0,00 %	0,00 %	
Totalt	212 399 164	4 846	212 404 010	1 400	0	212 405 410

Kontofører for selskapet:

DNB Bank ASA



DNB Bank ASA
Verdipapirservice

For selskapet:

MARINE HARVEST ASA


Aksjeinformasjon

Navn	Totalt antall aksjer	Pålydende	Aksjekapital	Stemmerett
Ordinær	450 085 652	7,50	3 375 642 390,00	Ja
Sum:				

§ 5-17 Alminnelig flertallskrav

krever flertall av de avgitte stemmer

§ 5-18 Vedtektsendring

krever tilslutning fra minst to tredeler så vel av de avgitte stemmer som av den aksjekapital som er representert på generalforsamlingen