

## Minutes Annual General Meeting 2015

Meeting location: Company's premises at Bakkavegur 9, Glyvur

Time: **Saturday 11 April 2015 at 10:00 GMT**

Present were 25 shareholders representing 19,662,072 shares equating to 40.24 % of the outstanding shares.

The following also attended: The Chairman of the Board of Directors, Rúni M. Hansen, 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. Andreassen and the company's auditor P/f Januar, lóggilt 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	<b>Election of chairman of the meeting lead the meeting and to sign the minutes of the meeting together with the elected chairman</b>	<b>Decision</b>
1.	The Board of Directors proposed to elect Mr. Christian F. Andreassen to chair the meeting.	<p>Re. 1 Christian F. Andreassen was elected chairman.</p> <p>The chairman of the meeting put to approval the notice and proposed agenda submitted 13 March 2015, and it was unanimously approved.</p> <p>The chairman then declared the general meeting legally convened.</p>

2.	<b>Briefing on the activities of the Company in the previous Financial Year</b>	<b>Decision</b>
	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 company's activities in 2014.</p> <p>Relevant questions from the shareholders regarding this were then answered.</p> <p>The presentation was approved.</p>

3.	<b>Presentation of the audited Annual Accounts for approval</b>	<b>Decision</b>
	<p>The Board of Directors' proposed profit and loss for 2014, balance sheet as of 31 December 2014 and notes thereto for P/F Bakkafrost and the Bakkafrost Group as well as the Board of Directors' and auditor's reports for 2014 are included in the Annual Report for 2014, which was presented to the meeting.</p> <p><b>Proposal from the Board of Directors:</b> 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 2014 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 2014.</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 2014 are approved."</i></p> <p>The resolution was passed unanimous.</p>

4.	Decision on how to use profit or cover loss according to the approved accounts and annual report	Decision
	<p><b>The Board of Directors proposes the following resolution to be passed:</b></p> <p><i>“Dividends of DKK 6.00 per share are paid to the shareholders, in total DKK 293.1 million. Dividends are paid to shareholders, registered in VPS as of close on 10 April 2015. After payment of dividends, the distributable equity totals DKK 1,713.9 million.</i></p> <p><i>The company’s shares will be listed exclusive of dividend from 13 April 2015.”</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 at the time when the dividend is paid out.</p>	<p>Re. 4 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 6.00 per share are paid to the shareholders, in total DKK 293.1 million. Dividends are paid to shareholders, registered in VPS as of close on 10 April 2015. After payment of dividends, the distributable equity totals DKK 1,713.9 million.</i></p> <p><i>The company’s shares will be listed exclusive of dividend from 13 April 2015.”</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 at the time when the dividend is paid out.</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"> <li>- Annika Frederiksberg and</li> <li>- Øystein Sandvik.</li> </ul> <p>Members of the Board of Directors 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>The election committee recommends reelection of:</p> <ul style="list-style-type: none"> <li>- Annika Frederiksberg and</li> <li>- Øystein Sandvik</li> </ul> <p>for a period of 2 years.</p>	<p>Re. 5</p> <p>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 2 years:</p> <ul style="list-style-type: none"> <li>- Annika Frederiksberg</li> <li>- Øystein Sandvik</li> </ul> <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>The election committee of the company proposes re-election of Rúni M. Hansen as Chairman of the Board of Directors.</p>	<p>Re. 6</p> <p>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>

<b>7.</b>	<b>Decision with regard to Remuneration for the Board of Directors and the Accounting Committee</b>	<b>Decision</b>
	<p>The election committee of the company proposes that the remuneration for the Board of Directors for 2015 is as follows:</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 2015/2016. 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.	<b>Election of Members to the Election Committee, hereunder election of Chairman of the Election Committee</b>	<b>Decision</b>
	<p>For this general meeting, Eyðun Rasmussen and Ola Wessel-Aas are up for election.</p> <p>The Election Committee proposes re-election of Eyðun Rasmussen and Ola Wessel-Aas.</p> <p>The Election Committee proposes re-election of Gunnar í Liða as chairman of the Election Committee.</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> <p>Eyðun Rasmussen and Ola Wessel-Aas.</p> <p>Gunnar í Liða was elected as chairman of the Election Committee.</p> <p>The resolution was approved without voting as there was only one proposal.</p>

9.	<b>Decision with regard to Remuneration for the Election Committee</b>	<b>Decision</b>
	<p>The election committee of the company proposes that the remuneration for the Election Committee for 2015 remains the same as in 2014 and be as follows:</p> <p><i>The chairman DKK 16,000 per year, other members DKK 8,000 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 to the Election Committee.</p> <p>The resolution was passed unanimous.</p>

10.	<b>Election of Auditor, who will sit until the next Annual General Meeting is held</b>	<b>Decision</b>
	<p>The board proposes re-election of P/F Januar, lóggilt grannskoðaravirki, Hoyvíksvegur 5, 100 Tórshavn for the period until the next annual general meeting.</p>	<p>Re. 10 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, lóggilt grannskoðaravirki, Hoyvíksvegur 5, 110 Tórshavn as the companies auditor.</p> <p>The resolution was approved without voting as there was only one proposal.</p>

11.	<b>Remuneration policy for Senior Management</b>	<b>Decision</b>
	<p>The Board of Directors proposes guidelines for remuneration policy for the senior management of the company.</p> <p><b><i>"P/F Bakkafrost's remuneration policy for Senior Management"</i></b></p> <p><i>The purpose of Bakkafrost's remuneration policy is to fulfil the established recommendations on corporate governance and to create the framework for long-term values.</i></p> <p><i>Remuneration to members of Senior Management is detailed in the Annual Report and will also be published on the Company's Investor Relations website.</i></p>	<p>Re. 11 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>

### **Board of Directors' remuneration**

*Remuneration to the Board of Directors of P/F Bakka Frost is decided by the General Meeting.*

*The Election Committee of the Company makes a recommendation to the General Meeting with regard to the size of the remuneration to be paid to the Members of the Board of Directors of the Company. The Board of Directors may not deviate from the decision of the General Meeting.*

### **Senior Management's remuneration**

*Senior Management is contractually employed. There is an annual assessment of the remuneration. All changes of the contract shall be in writing and confirmed by the Board of Directors.*

*Decisive to the remuneration to Senior Management is the objective to ensure the Company's continued possibilities to attract and maintain the best qualified members of Senior Management.*

*The details in the total remuneration to the Senior Management are comprised in consideration of market practice and the Company's specific needs.*

*Remuneration of Senior Management may comprise fixed pay, bonus in cash, bonus in the shape of shares, hereunder shares in the Company, and pension.*

*The total level of the non-variable elements in the remuneration is established in consideration of market level, as e.g. the Company's size, and course of development.*



<p><i>Members of Senior Management receive pension as a fixed portion of the non-variable remuneration. A part of the pension may be paid as shares, hereunder as shares in the Company.</i></p> <p><i>The variable remuneration to members of Senior Management is in general fixed with consideration to their goal achievement.</i></p> <p><i>Share based bonus is based on market value according to recognized guidelines.</i></p> <p><i>The variable remuneration may not exceed the fixed remuneration in a financial year.</i></p> <p><i>The Board of Directors decides within the framework of this policy all aspects of the remuneration to the Senior Management, including severance terms.</i></p> <p><b>Possible deviations</b></p> <p><i>The Board of Directors may not deviate from the guidelines regarding the maximum amount of the variable remuneration for the Management of the Company.</i></p> <p><b>Liability</b></p> <p><i>This remuneration policy is adopted by the Board of Directors of P/F Bakka Frost and by the annual general meeting in April 2015.</i></p> <p><i>The Board of Directors is responsible for performing any necessary adjustments and resubmitting any changes to the general meeting for approval."</i></p>	
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<b>12.</b>	<b>Miscellaneous</b>	No proposal was on the agenda
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Glyvvar 11 / 4 / 2015 Time: 12.00

Approved by the chairman of the Annual General Meeting:

