



To the shareholders of Lerøy Seafood Group ASA

GENERAL SHAREHOLDERS' MEETING 23 MAY 2019 AT 09.00

Please find the following documents attached:

- Notice and agenda
- Notice of attendance and power of attorney

Bergen, 2 May 2019

Yours sincerely
for THE BOARD OF DIRECTORS IN LERØY SEAFOOD GROUP ASA

Helge Singelstad
Chairman

Sign.

ATTACHMENTS



NOTICE OF GENERAL SHAREHOLDERS' MEETING

Please be advised that the General Shareholders' Meeting of Lerøy Seafood Group ASA will be held on Thursday 23rd May 2019 at 09.00.

Location: The Company's offices at Lanternen, Thormøhlens gate 51 b, 5006 Bergen.

The Agenda:

- 1 *Opening of the meeting by the Chairman of the Board, Helge Singelstad, and registration of shareholders present*
- 2 *Election of chairperson for the meeting and one person to co-sign the minutes*
- 3 *Approval of notice and proposed agenda*
- 4 *Approval of the Board of Directors' statement regarding salaries and other remuneration of senior executives*
- 5 *Approval of the annual report and financial statements of the parent company and the consolidated report and financial statements for 2018, including distribution of dividend*
- 6 *Remuneration to the members of the Board of Directors, the Nomination Committee, the Audit Committee and the Company's Auditor*
- 7 *Report regarding corporate governance*
- 8 *Election of Board of Directors*

Directors for election are Britt Kathrine Drivenes (board member, re-election), Didrik Munch (board member, re-election) and Karoline Møgster (board member, re-election)
- 9 *The Board's proposal regarding renewal of the Board's mandate to purchase the Company's own shares*
- 10 *The Board's proposal regarding renewal of the Board's mandate to increase the share capital by issuing new shares through private placements directed at external investors, employees and certain shareholders of Lerøy Seafood Group ASA*

In accordance with the company's Articles of Association, article 6 second paragraph, documents to be reviewed during the General Shareholders' Meeting are published on the company's web site www.leroyseafood.com. The same applies to documents which legally are to be included in or enclosed with the notice of the General Shareholders' Meeting.

Shareholders have the right to demand delivery by post of documents relating to issues to be discussed during the General Shareholders' Meeting. Shareholders who require delivery of documents by post are requested to contact Annichen Edvardsen (aed@leroy.no).

The Group's share capital totals 595,773,680 shares, each with a nominal value of NOK 0.1. Each share carries one vote at the Shareholders' meeting. The company has, per the date of this notice, a holding of 297,760 own shares for which voting rights cannot be exercised.

Shareholders are entitled to attend the General Shareholders' Meeting either in person or by proxy. Shareholders who wish to attend the General Shareholders' Meeting, either in person or by proxy, are kindly requested to inform by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

Notice of attendance should be registered electronically through the Company's website www.leroyseafood.com or via VPS Investor Services.

The notice of attendance must be received no later than 22 May 2019 at 4:00 p.m.

Any shareholder has the right to propose alternative resolutions to the proposals from the Board of Directors. Furthermore, the shareholders may also propose that additional items shall be considered by the General Shareholders' Meeting, provided that the shareholders notify the company of such additional items at least four weeks prior to the General Shareholders' Meeting. Pursuant to section 5-14 (1) of the Public Limited Companies Act (*allmennaksjeloven*), the General Shareholders' Meeting may only consider the items listed on the agenda. Items of which the company has been notified after the said deadline will usually not be considered at the meeting. The following items may nevertheless be considered at the meeting pursuant to section 5-14 (2) of the Public Limited Companies Act (*allmennaksjeloven*): (i) items that pursuant to the Public Limited Companies Act (*allmennaksjeloven*) or the Articles of Association shall be considered by the meeting; (ii) proposal for investigation of the company (*gransking*); and (iii) proposal to call a new Extraordinary General Shareholders' Meeting to consider proposals set forth during the General Shareholders' Meeting.

Furthermore, the shareholders have the right to request information from the Board of Directors and the CEO pursuant to the provisions of section 5-15 of the Public Limited Companies Act (*allmennaksjeloven*).

This notice and attachments are also available on the Company's web site at www.leroyseafood.com.

Yours sincerely
for THE BOARD OF DIRECTORS IN LERØY SEAFOOD GROUP ASA

Helge Singelstad
Chairman

Sign.

APPENDIX

THE ARTICLES OF ASSOCIATION

(Of 23 May 2018)

§ 1

The Company's name is Lerøy Seafood Group ASA. The Company is a public limited liability company.

§ 2

The Company's registered office is in the city of Bergen, Norway.

§ 3

The objects of the Company are fisheries, fish farming, processing, sale and distribution within the seafood industry and related industries and operations. Such activities may be performed either directly or via participation in other companies with similar or equivalent objectives, and all activities related thereto.

§ 4

The Company's share capital totals NOK 59,577,368 divided into 595,773,680 shares, each with a nominal value of NOK 0.1 fully paid up and registered.

§ 5

The Company's Board shall have three to seven members as determined by the General Meeting of Shareholders. The right to sign for the Company shall be vested in the Chairman of the Board and the CEO jointly, or two Board Members jointly.

The Company shall have a Nomination Committee of three members elected by the General Meeting for a period of two years. The Nomination Committee shall propose the members of the Board of Directors who are elected by the shareholders and recommend to the General Meeting of Shareholders the election of the Board of Directors. The Nomination Committee shall, if possible, distribute the proposal to the shareholders together with the notice of the General Meeting of Shareholders.

§ 6

The Ordinary General Meeting of Shareholders shall consider:

1. Approval of the profit and loss account and balance sheet.
2. Allocation of the profit or coverage of the loss in accordance with the approved balance sheet and the distribution of dividends.
3. Election of the Board of Directors.
4. Any other business that by law is to be transacted at the General Meeting of Shareholders.

Documents that shall be considered at the General Meeting of Shareholders may be made available by publishing the documents on the Company's web site. This shall also apply for documents that pursuant to law or regulations shall be included in, or attached to the notice for the General Meeting of Shareholders. If these documents are made available on the web site, the legal requirements regarding physical distribution of the documents shall not apply. A shareholder may nevertheless request postal delivery of the documents that shall be considered at the General Meeting.

§ 7

The Company's shares shall be registered in the Norwegian Central Securities Depository.

§ 8

Reference is otherwise made to company legislation in force at any given time.



Ref no:

PIN code:

Notice of Ordinary General Shareholders' Meeting
General Shareholders' Meeting in Lerøy Seafood Group ASA
will be held on Thursday 23 May 2019 at 09.00. Location:
Lanternen, Thormøhlens gate 51 b, 5006 Bergen, Norway

Notice of attendance

The Undersigned will attend the General Shareholders' Meeting on the 23 May 2019 and cast votes for:

"Beholding" own shares.

Notice of attendance should be registered electronically through the Company's website www.leroyseafood.com or via VPS Investor Services.

For notification of attendance through the Company's website, the above mentioned pin code and reference number must be stated.

Alternatively through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The notice of attendance must be received no later than 22 May 2019 at 4 p.m.

If the shareholder is a Company, please state the name of the individual who will be representing the Company:

Place	Date	Shareholder's signature
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Proxy without voting instructions for General Shareholders' Meeting of Lerøy Seafood Group ASA

If you are unable to attend the meeting, you may grant proxy to another individual.

Ref no:

PIN code:

Proxy should be submitted electronically through the Company's website www.leroyseafood.com or via VPS Investor Services

For granting proxy through the Company's website, the above mentioned pin code and reference number must be stated.

Alternatively through VPS Investor service where pin code and reference number is not needed.

If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The notice of attendance must be received no later than 22 May 2019 at 4 p.m.

If you send the proxy without naming the proxy holder, the proxy will be given to the Chairman of the Board or one of the Board Members. The shareholder shall thus be deemed to have given authorisation to the Board Member to meet and vote on his or her behalf.

The undersigned _____

hereby grants (tick one of the two)

the Chairman of the Board of Directors (or a person authorised by him), or

(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the General Shareholders' Meeting of Lerøy Seafood Group ASA on 23 May 2019.

Place	Date	Shareholder's signature (Only for granting proxy)
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With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.

Proxy with voting instructions

If you are unable to attend the General Shareholders' Meeting in person, you may use this proxy form to give voting instructions.

Proxies with voting instructions can only be registered by DNB, and must be sent to genf@dnb.no (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

The form must be received by DNB Bank ASA, Registrars' Department no later than 22 May 2019 at 4:00 p.m.

Proxies with voting instructions must be dated and signed in order to be valid.

If you leave the "Name of the proxy holder" blank, the proxy will be given to the Chairman of the Board or one of the Board Members. The shareholder shall thus be deemed to have given authorisation to the Board Member to meet and vote on his or her behalf.

THE UNDERSIGNED: _____

REF NO: _____

hereby grants (tick one of the two)

the Chairman of the Board (or a person authorised by him), or

Name of proxy holder (in capital letters)

proxy to attend and vote for my/our shares at the General Shareholders' Meeting of Lerøy Seafood Group ASA on 23 May 2019.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for General Shareholders' Meeting 2019		For	Against	Waiver
3	Approval of notice and proposed agenda			
4	Approval of the Board of Directors' statement regarding salaries and other remuneration of senior executives.			
5	Approval of the annual report and financial statements of the parent company and the consolidated report and financial statements for 2018, including distribution of dividend			
6	Stipulation of remuneration			
6 a)	Remuneration to the members of the Board of Directors			
6 b)	Remuneration to the Nomination Committee			
6 c)	Remuneration to the Audit Committee			
6 d)	Remuneration to the Auditor			
8	Election of Board of Directors:			
8 a)	Board member Britt Kathrine Drivenes (re-election)			
8 b)	Board member Didrik Munch (re-election)			
8 c)	Board member Karoline Møgster (re-election)			
9	The Board's proposal regarding renewal of the Board's mandate to purchase the Company's own shares			
10	The Board's proposal regarding renewal of the Board's mandate to increase the share capital by issuing new shares through private placements			

Place

Date

Shareholder's signature (Only for granting proxy with voting instructions)

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.