



INNKALLING TIL ORDINÆR GENERALFORSAMLING I MARINE FARMS ASA

Det innkalles herved til ordinær generalforsamling i Marine Farms ASA ("Selskapet"). Møtet vil bli avholdt på Hotell Neptun, Valkendorfs gt. 8, 5012 Bergen, Norge den

27. mai 2008 kl 14:00 norsk tid

Selskapets styre har bestemt å innkalle til ordinær generalforsamling for å stemme over følgende saker beskrevet nedenfor:

**1 ÅPNING AV MØTET VED STYRETS LEDER OG OPPTAK AV FORTEGNELSE
OVER MØTENDE AKSJEEIERE**

Generalforsamlingen vil bli åpnet av styreleder Trygve Bruvik.

**2 VALG AV MØTELEDER OG EN PERSON TIL Å MEDUNDERTEGNE
PROTOKOLLEN**

Det foreslås at styreleder Trygve Bruvik leder møtet. Det foreslås videre at det velges én person blant de tilstedeværende på den ordinære generalforsamlingen til å medundertegne protokollen.

3 GODKJENNELSE AV INNKALLING OG FORSLAG TIL DAGSORDEN

Det foreslås at generalforsamlingen godkjenner innkalling og forslag til dagsorden.

4 GODKJENNELSE AV ÅRSREGNSKAPET OG ÅRSBERETNINGEN FOR 2007

Det foreslås at årsberetning og årsregnskap for Marine Farms ASA for 2007, utarbeidet i overensstemmelse med IFRS og inntatt i Vedlegg I, godkjennes.

Konsolidert regnskap for Marine Farms ASA for 2007, utarbeidet i overensstemmelse med IFRS, er tilgjengelig på Selskapets hjemmeside www.marinefarms.no. Alternativt kan en kopi rekvireres ved å kontakte Selskapet på telefon: + 47 55 90 44 70, eller ved å sende en forespørsel pr e-post til firmapost@marinefarms.no.

Forslag til vedtak:

"Marine Farms ASA's årsberetning og årsregnskap for 2007 utarbeidet i overensstemmelse med IFRS, godkjennes av generalforsamlingen."

5 VALG AV STYREMEDLEMMER

Anne Sofie Bjørkholt har bedt om å fratre som styremedlem. I tillegg er styreleder Trygve Bruvik, styremedlem André Aarøen og styremedlem Jan Egil Moe på gjenvalg ettersom styremedlemmenes tjenesteperiode er 2 år eller frem til ordinær generalforsamling det andre året. Styrets leder skal velges av generalforsamlingen. Følgende kandidater foreslås til valg/nyvalg som medlemmer av Selskapets styre:

SAK 5.1 Trygve Bruvik

Forslag til vedtak:

"Trygve Bruvik blir gjenvalgt som styremedlem for en tjeneste periode fra og med denne dato. Trygve Bruvik blir i tillegg valgt som styreleder for ett år fra og med denne dato."

SAK 5.2 André Aarøen

Forslag til vedtak:

"André Aarøen blir gjenvalgt som styremedlem for en tjeneste periode fra og med denne dato."

SAK 5.3 Jan Egil Moe

Forslag til vedtak:

"Jan Egil Moe blir gjenvalgt som styremedlem for en tjeneste periode fra og med denne dato."

SAK 5.4 Inger Hygen Flostrand

Forslag til vedtak:

"Inger Hygen Flostrand blir valgt som styremedlem for en tjeneste periode fra og med denne dato."

6 GODKJENNELSE AV STYRETS GODTGJØRELSE

Honorarene for styremedlemmene er beregnet på basis av prinsippene vedtatt av den ordinære generalforsamlingen i 2007. Prinsippene slik de er vedtatt er inntatt som Vedlegg II.

Forslag til vedtak:

”Generalforsamlingen godkjenner honorarene til styrets medlemmer som følger:

Styrets leder: NOK 290.000,-

Styrets medlemmer: NOK 585.000,-

7 GODKJENNELSE AV REVISORS GODTGJØRELSE FOR 2007

Det foreslås at det årlige revisjonshonoraret for Marine Farms ASA for 2007 på NOK 1.219.000,-, godkjennes. Beløpet representerer honorarene morselskapet Marine Farms ASA har for den årlige revisjonen for 2007 i overensstemmelse med IFRS, og inkluderer ikke honorar i tilknytning til revisjon av noen av Selskapets datterselskaper eller revisjon av Selskapets konsoliderte regnskaper for 2007.

Note 6 i det vedlagte regnskapet for Marine Farms ASA for 2007, utarbeidet i overensstemmelse med IFRS, redegjør for honorarene betalt til Selskapets revisor for profesjonelle tjenester, inklusiv revisjon av Selskapets datter selskaper, samt honorar i tilknytning til revisjon av Selskapets konsoliderte regnskaper for 2007.

Forslag til vedtak:

”Generalforsamlingen godkjenner revisjonshonoraret på NOK 1.219.00,- og honorar for andre tjenester på NOK 496.000,-.”

8 STYRETS ERKLÆRING OM FASTSETTELSE AV LØNN OG ANNEN GODTGJØRELSE TIL LEDENDE ANSATTE OG GENERALFORSAMLINGS RÅDGIVENDE AVSTEMMING

I samsvar med Allmennaksjelovens § 6-16a har styret avgitt en erklæring om prinsippene for fastsettelse av lønn og annen godtgjørelse til ledende ansatte i Selskapet. Erklæringen er vedlagt som Vedlegg III.

Som rådgivende vedtak foreslås:

”Styrets erklæring i samsvar med allmennaksjelovens § 6-16a godkjennes.”

Videre foreslås:

”Styrets forslag til bonusprogram for ansatte godkjennes.”

9 SAKER TIL BEHANDLING ETTER ØNSKE FRA NIREUS AQUACULTURE S.A.

Nireus Aquaculture S.A. har sendt to (2) brev til Styret i Marine Farms ASA, datert henholdsvis 18. april 2008 og 9. mai 2008. Styret i Marine Farms ASA har sendt ett (1) svarbrev til Nireus Aquaculture S.A. datert 29. april 2008. Se vedlegg IV for kopi av disse tre (3) brevene.

I sitt brev datert 9. mai 2008 oppgir Nireus Aquaculture S.A. at de ønsker følgende 3 saker lagt til agendaen for generalforsamlingen i Marine Farms ASA:

- A. Selskapets dividende policy for 2007 og kommende år.
- B. Restrukturering av selskapsstruktur i MAFA gruppen.
- C. Lånepolicy og valuta risiko.

I sitt brev datert 9. mai 2008 fremhever Nireus Aquaculture S.A. i tillegg noen områder de ønsker å få ytterligere belyst. Styret i Marine Farms ASA vil senest på generalforsamlingen i Marine Farms ASA gi mer utfyllende kommentarer til disse.

* * * * *

Årsregnskapet, årsberetningen og revisjonsberetningen for 2007 er vedlagt (vedlegg I). Videre er vedlagt vedlegg til SAK 6, SAK 8 og SAK 9.

Totalt antall aksjer i selskapet er 36.618.628 aksjer hvorav 36.610.628 er stemmeberettiget. En aksje gir rett til en stemme. Aksjeeier har rett til å fremme forslag til endring av vedtak som er oppført på dagsordenen. En aksjeeier har rett til å få behandlet spørsmål på generalforsamling som meldes skriftlig til styret i så god tid at det kan tas med i innkallingen, eller i en ny innkalling dersom lovens frist for å sende ut innkallingen fremdeles ikke har gått ut. En aksjonær med aksjer registrert gjennom en forvalter har stemmerett tilsvarende det antall aksjer som er omfattet av forvaltningsoppdraget, forutsatt at eierne av aksjen innen 2 virkedager før den ordinære generalforsamlingen oppgir til Wikborg, Rein & Co, P.B. 1233 Sentrum, N-5811 Bergen, Norge eventuelt pr telefaks på nummer + 47 55 21 52 01, sitt navn og adresse sammen med en bekreftelse fra forvalteren om at han er den reelle eier av aksjene som avholdes i forvaltning.

Aksjonærer som ønsker å ta del i den ordinære generalforsamlingen må fylle ut vedlagte møteseddel og sende den til advokatkontoret Wikborg, Rein & Co, P.B. 1233 Sentrum, N-5811 Bergen, Norge. Møteseddelen må være Wikborg, Rein & Co. i hende senest den **23. mai kl 14:00 (norsk tid)**. Varsel kan også gis til Wikborg, Rein & Co på telefax +47 55 21 52 01 eller pr. e-post til Cathrine Lemme CLE@wr.no.

Aksjeeiere som ikke møter kan fylle ut vedlagte fullmaktsskjema og sende det til Wikborg, Rein & Co, P.B. 1233 Sentrum, N-5811 Bergen, Norge eventuelt pr telefaks på nummer + 47 55 21 52 01 eller pr. e-post til Cathrine Lemme CLE@wr.no. Fullmaktsskjemaet må være Wikborg, Rein & Co i hende senest den **23. mai 2008 kl. 14.00 (norsk tid)**.

Denne innkallingen er sendt de aksjeeierne som var registrert i VPS pr 06.05.2008.

Velkommen til generalforsamling.

Bergen, 13. mai 2008

Med vennlig hilsen
for styret i Marine Farms ASA

(Sign)

Trygve Bruvik
Styrets leder

VEDRØRENDE BRUK AV MØTESEDDEL OG FULLMAKTSSKJEMA

Vi henstiller til aksjeeiere som vil møte på generalforsamlingen om å fylle ut og undertegne vedlagte møteseddel.

Vi henstiller til aksjeeiere som ønsker å bemyndige andre til å møte og avgi stemme for seg om å fylle ut og undertegne vedlagte fullmaktsskjema.

Dersom fullmaktsskjemaet undertegnes uten angivelse av navnet til fullmektigen, vil selskapet påføre navnet til daglig leder eller et av styremedlemmene. Aksjeeieren anses i så fall å ha gitt vedkommende fullmakt til å møte og å avgi stemme for seg.

Utfylt og undertegnet fullmaktsskjema og/eller fullmaktsskjema bes returnert innen **23. mai 2008 kl. 14.00** til:

Wikborg, Rein & Co
P.B. 1233 Sentrum
N-5811 Bergen
Norge

Telefaks: + 47 55 21 52 01

Fullmaktsskjemaet må medbringes i original på generalforsamlingen.

MØTESEDDEL

Navn/firma:
Kontaktperson:
Adresse/postboks:
Postnummer og sted:

Undertegnede vil møte i ordinær generalforsamling i Marine Farms ASA **27. mai 2008** og avgi stemme for:

..... egne aksjer
antall

..... andres aksjer i henhold til *vedlagte* fullmakt(er)
antall

I alt for Aksjer
antall

Sted og dato

underskrift (gjentas med blokkbokstaver)

Eventuelle fullmakter til å møte og avgi stemme for andre
vedlegges og tas med i original på generalforsamlingen

FULLMAKTSSKJEMA

Navn/firma:
Kontaktperson:
Adresse/postboks:
Postnummer og sted:

Undertegnede gir fullmakt til å møte og avgi stemme ordinære generalforsamling i Marine Farms ASA **27. mai 2007** til

navnet til fullmektig med blokkbokstaver og fødselsdato

for mine/våre aksjer.
antall

Sted og dato

underskrift (gjentas med blokkbokstaver)

Dersom fullmakten gis i henhold til signatur vedlegges firmaattest

VEDLEGG II – SAK 6:**HONORAR TIL STYRETS MEDLEMMER 2007 / 2008**

Tabellen nedenfor viser foreslått honorar til hvert enkelt medlem av styret i Marine Farms ASA i 2007 / 2008:

Styremøter 2007 / 2008	Tove					Sum
	Trygve Bruvik	Pedersen Berge	Anne Sofie Bjørkholt	Andre Aarøen	Jan Egil Moe	
29. mai 2007	1	1	1	1	1	1
21. august 2007	1	1			1	1
12. november 2007	1	1	1		1	1
3. desember 2007	1	1			1	1
26. februar 2008	1	1	1		1	1
14. mars 2008	1	1	1		1	1
28. mars 2008	1	1			1	1
28. april 2008	1				1	1
15. mai 2008	1	1	1		1	1
Totalt antall styremøter	9	8	5	9	9	
Fast honorar, opp til 7 møter	280 000	140 000	140 000	140 000	140 000	840 000
Honorar > 7 møter @ NOK 5.000,-	10 000	5 000	0	10 000	10 000	35 000
Sum	290 000	145 000	140 000	150 000	150 000	875 000

VEDLEGG III – SAK 8:

**STYRETS ERKLÆRING OM FASTSETTELSE AV LØNN OG ANNEN
GODTGJØRELSE TIL LEDENDE ANSATTE OG GENERALFORSAMLINGENS
RÅDGIVENDE AVSTEMMING**

Formålet med denne erklæringen er å angi de overordnede retningslinjer for selskapets fastsettelse av lønn og annen godtgjørelse til ledende ansatte jfr. Allmennaksjeloven §6-16 a.

Formålet med godtgjørelsen til Administrerende Direktør, topp ledelsen samt nøkkelpersonell er å fremme en resultatbasert bedriftskultur basert på selskapets verdier som bidrar til en god finansiell utvikling samt skaper verdier for eierne av Marine Farms ASA.

Ledende ansatte skal tilbys konkurransedyktige betingelser slik at selskapet sikres kontinuitet i ledelsen og gis mulighet for å rekruttere kvalifisert personell til ledende stillinger. Hvert medlem av topp ledelsen blir betalt en basislønn. I tillegg mottar han eller henne en variabel lønn som reflekterer oppnåelse av finansielle og personlige målsetninger og/eller utviklingen i selskapets aksjekurs.

Det er foreslått et nytt bonusprogram som nevnt i Allmenaksjeloven § 6-16 a, 1. ledd nr. 3 med følgende innhold:

Styret i Marine Farms ASA har vedtatt et nytt bonusprogram for nøkkelansatte i Marine Farms Gruppen som baserer seg på utviklingen i aksjekursen til Marine Farms ASA. Bonusprogrammet startet når generalforsamlingen i Marine Farms ASA har godkjent den og varer til 31.desember 2010, en periode på ca. 31 måneder. Nøkkelpersonell som er ansatt i selskapet pr 31.12.2010 vil få utbetalt en bonus dersom markedsprisen for aksjen er høyere enn NOK 28,79 per aksje. Beregning av bonusen er basert på totalt 1.200.000 "syntetiske" aksjer. Bonusutbetalingen til hver enkelt nøkkelperson er begrenset til maksimalt to (2) årslønner. Bonusen vil komme til utbetaling 30. juni 2011.

Det gjelder ingen øvrige særskilte rammer for de forskjellige kategorier ytelser eller det samlede nivået for godtgjørelse til ledende ansatte.

VEDLEGG IV – SAK 9:

SAKER TIL BEHANDLING ETTER ØNSKE FRA NIREUS AQUACULTURE S.A.

Se vedlagt kopi av følgende tre (3) brev:

- a. Brev fra Nireus Aquaculture S.A. adressert til Styret og adm.dir i Marine Farms ASA, datert 18. april 2008.
- b. Svarbrev fra Styret og adm.dir i Marine Farms ASA adressert til Nireus Aquaculture S.A., datert 29. april 2008.
- c. Brev fra Nireus Aquaculture S.A. adressert til Styret i Marine Farms ASA, datert 9. mai 2008.



NIREUS AQUACULTURE S.A.

TO: MARINE FARMS A.S.A.

To the Attention of:

The Members of the Board of Directors

Mr Trygve Bruvik, Chairman

Mr Andre Aaroen, Vice Chairman

Mrs Anne Sofie Bjorkholt, Board Member

Mr Tove Pedersen Berge, Board Member

Mr Jan Egil Moe, Board Member

The C.E.O. : Mr Bjorn Myrseth

DATE: 18/04/08

Dear Sirs,

In view of the forthcoming Annual Shareholders Meeting of MARINE FARMS A.S.A. we would like to request from the company's Board of Directors and the company's CEO to provide adequate explanations on the following queries, which emerge from the company's financial results and Annual Report for the year 2007:

1) Basic terms of the new NOK 510 mil corporate lending facility with DnB NOR.

(Page 5)

Analysis on the use of funds

Payment terms

Securities

Current balance

Interest rate





NIREUS AQUACULTURE S.A.

2) Justification of the significant deterioration of the EBIT/SALES ratio, given the fact that SALES increased in 2007. (Page 7)

3) Break down of investments per Company, within MARINE FARMS Group.
(Page 10)

4) Analysis of the implementation of the I.F.R.S. accounting principals on share-based payment transactions to the financial accounts of the years 2005, 2006 and 2007 with regard to the bonus scheme for key employees which started July 2005 and expired 31/12/2007. (Page 14 and page 20)

Clarification about the financial impact of the payment of the bonus being concluded up to 31/12/2007 or not. If not, is the payment of the bonus going to have a negative impact on the financial results of 2008?

5) In NOTE 4 (Geographical segments, page 20 of the Annual Report) the tables on 2007 and 2006 are identical.

Please clarify if the information is accurate or there is an error in the printing process.

6) Justification of the loss of market share of salmon for Lakeland in the U.K. from 59% to 37% and Spain from 41% to 33%. (Page 20)

7) What is the reason of preserving a group of numerous legal entities which implies a complicated and costly corporate structure, imposing considerable operating expenses for monitoring and executing intragroup transactions etc

For example, a very high audit fee.

(Page 21)

8) The average cost for salmon biomass stock for 2007 is calculated to 82,29 NOK / kgr, while for 2006 it is calculated to 53,05 NOK/kgr. (Pages 24-25)





NIREUS AQUACULTURE S.A.

Please justify the significant increase.

9) Please provide a breakdown of Lakeland revenues for 2007, to ova/brood fish, juveniles and fully-grown salmon. (Page 25)

10) Basic terms of the long-term agreements and contracting parties for fish feed and well boat, referred to in NOTE 21. (Page 27)

Please justify the high price of the well boat rental, instead of acquiring the same asset.

11) What is the volume and the value of the fish feed that MARINE FARMS A.S.A., Lakeland Group, Culmarex Group, Marine Farms Vietnam and Marine Farms Belize have bought from EWOS during 2007, separately per company and as a total? (Page 27)

What is the forecast / relevant agreements for 2008?

12) Clarifications on the sale of Machihanish Marine Farms Ltd. (Page 28)

Is it qualified as an asset for sale?

If not, has the company's value been re-evaluated?

What is the book value of this company?

What investments have been made from Marine Farms Group in this Company?

What about the grants that the company had received for its investments?

13) Please justify the fish farming consultants costs, which are considered to be quite high given the fact that the Group is well known for its aquaculture expertise. (Page 34)

14) Analysis of the outstanding towards group companies. (Page 34)

Breakdown to loan agreements or commercial transactions.

Basic terms of the loan agreements (interest rate etc)





NIREUS AQUACULTURE S.A.

What is the reasoning of the mother company borrowing almost all of the necessary funds for the subsidiaries? Analysis of the tax consequences as well as of the Exchange rates differences impact to Group financials.

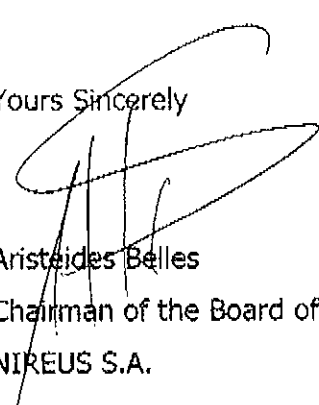
15) What will be the impact of salmon market crisis as well as of salmon diseases in Chile, to the revenues of Lakeland?

Dear Sirs,

We would like to receive your reply in writing on the above queries as soon as possible and at any case at reasonable time before the intended date of the release of the notice to convene the general meeting from your part.

It is obvious that your reply shall materially influence our considerations and moreover, we hereby state that would like to have issues discussed at the general meeting, for which we shall inform you in writing before the intended date of the release, in order for them to be included in the notice of the AGM.

Yours Sincerely



Aristeides Belles
Chairman of the Board of Directors
NIREUS S.A.



15 QUESTIONS FROM NIREUS

To: Nireus Aquaculture SA

From: The Board of Directors and the CEO of Marine Farms ASA

Date: 29.04.2008

Background

On Friday 18th of April 2008, Nireus Aquaculture SA (Nireus), the single largest shareholder in Marine Farms ASA controlling 33,34% of the shares in the company, sent a fax to Marine Farms ASA (the Company). The fax was addressed to The Members of the Board of Directors and the CEO of Marine Farms ASA. On Monday 21st of April 2008, the same letter was delivered to Marine Farms ASA's office by courier. The letter contains 15 questions which emerge from the Company's financial results and Annual report for the year 2007.

The Board of Directors has adopted guidelines for the Company's reporting of financial and other information based on openness, equal treatment of all shareholders and participants in the securities market, and restrictions imposed by law (ref. Corporate Governance guidelines section 13 Information and communication). Equal treatment is achieved by ensuring that investors are given equal access to the same information at the same time.

When asked to provide information to one specific shareholder, it is important that only information available in the market is discussed and explained. Any information considered to be new will have to be distributed to all shareholders at the same time, through a press release as well as on the Company's homepage.

The Board of Directors and the CEO of Marine Farms ASA has in this document tried to accommodate Nireus, without being in conflict with the principle of equal treatment of all shareholders. Some of the details asked for are considered sensitive to Marine Farms business. Other information is considered sensitive to third parties. As a result, we have not been able to provide all the details requested. We still hope that the answers provided are adequate and to your satisfaction.

Question 1

"Basic Terms of the new NOK 510 mill corporate facility with DnB NOR (reference is made to page 5 in the Annual report 2007)"

Reference is made to Note 18 in Annual Report 2007 (page 26).

i) Analysis of funds

The facility is split into (i) a NOK 250 mill term loan, (ii) a NOK 150 mill revolving credit facility and (iii) a NOK 110 mill overdraft facility. In general, the new NOK 510 mill 5-year facility will be used to fund significant organic growth over the next few years, especially in seabream/seabass and in cobia.

ii) Payment terms

The NOK 250 mill term loan has 19 quarterly instalments of NOK 6.25 mill and a balloon of NOK 131.25 mill payable on the final maturity date (in December 2012).

15 QUESTIONS FROM NIREUS

iii) Securities

The new facility is secured by a relatively standard security package for corporate facilities like this one, including fixed and floating charge where relevant, share pledges, on-demand guarantees and a negative pledge (with some exceptions).

iv) Current balance

At 31.12.2007, Marine Farms Group had approximately NOK 275 mill in free cash and available credit facilities, of which NOK 48 mill was in cash. Available under the credit agreement was therefore approximately NOK 227 mill, i.e. NOK 283 mill was drawn under the new facility.

v) Interest rate

The applicable margin is tied to the Group's consolidated book equity ratio. Details of the agreed margin grid is not available, however, the new facility was established at improved terms. The new facility has one financial covenant and that is a minimum equity ratio of 32.5%.

Question 2

“Justification of the significant deterioration of the EBIT/Sales ratio, given the fact that sales increased in 2007 (reference is made to page 7 in the Annual report 2007).”

The difference can best be explained by making the following adjustments to EBIT:

<i>NOK mill</i>	2006	2007
Revenue	593.8	735.4
EBIT	129.0	79.9
<i>EBIT margin</i>	<i>21.7 %</i>	<i>10.9 %</i>
<u>Adjustments of EBIT:</u>		
- Fair value acquired companies	6.6	3.8
- Fair value adj. on biomass	-36.6	10.9
- Provision for bonus	9.5	21.2
Adjusted EBIT	108.5	115.8
<i>Adjusted EBIT margin</i>	<i>18.3 %</i>	<i>15.8 %</i>
EBIT/kg Lakeland	10.1	9.0
EBIT/kg Culmarex	11.3	9.1

As can be seen from this table, the difference in the adjusted EBIT margin is -2,5%. This can be explained by (i) acquisition of Sea Products of Scotland Ltd (SPoS) in September 2006, increasing revenue in 2007 but with no equivalent increase in EBIT (SPoS is a low margin sales company), (ii) drop in EBIT/kg for both Lakeland and Culmarex (see table above) and (iii) increased losses from cobia business, as planned, as we are building up new operations from scratch.

15 QUESTIONS FROM NIREUS

Question 3

“Break down of investments per Company, within Marine Farms Group (reference is made to page 10 in the Annual report 2007).”

Reference is made to Note 4, Segment information (page 19) in the Annual Report 2007. In the table (se below), investments for each of Lakeland group, Culmarex Group, Cobia and MF ASA are stated (NB – this is an updated table).

2007	Operating revenue	Of which internal revenue	Operating profit	Net financial items	Income taxes	Net profit (loss)	Investments	Non-current assets	Inventories	Total assets	Total liabilities
Figures in NOK mill.											
Salmon UK	453,9	-0,3	84,7	-10,7	-24,1	49,9	36,2	136,7	188,0	416,8	275,6
Seabass/bream Spain	279,5	0,0	25,3	0,3	-5,8	19,8	81,9	191,2	259,5	556,2	361,4
Other i.e. Cobia+ MF Ltd	3,9	-0,1	-10,5	-0,1	0,0	-10,6	33,3	57,0	20,0	87,0	106,8
Parent company Norway	3,9	-0,8	-19,5	-15,1	-0,4	-35,0	0,1	257,2	0,1	261,1	49,4
Eliminations/Group adjustments	-5,8	1,2	-0,1	6,6	0,0	6,5	-0,4	-255,6		-259,2	-206,1
Total continued operations	735,4	0,0	79,9	-19,0	-30,3	30,6	151,1	386,5	467,6	1061,9	587,1
Discontinued operations/ assets held for sale	0,0	0,0	0,0	0,0	0,0	1,9	0,0	0,0	0,0	0,0	0,0
Total	735,4	0,0	79,9	-19,0	-30,3	32,5	151,1	386,5	467,6	1061,9	587,1

Question 4

“Analysis of the implementation of the IFRS accounting principles on share-based payment transactions to the financial accounts of the year 2005, 2006 and 2007 with regard to the bonus scheme for key employees which stated by July 2005 and expired 31.12.2007 (reference is made to page 14 and page 20 in the Annual report 2007).”

Clarification about the financial impact of the payment of the bonus being concluded up to 31.12.2007 or not. If not, is the payment of the bonus going to have a negative impact on financial results of 2008?”

Reference is made to Note 6 in the 4th quarter Report 2007 (page 13), where the situation with regard to the bonus is explained in more detail. All in all, the bonus scheme has costed NOK 32.5 mill, of which NOK 21.2 mill was accounted for in 2007, NOK 9.5 mill in 2006 and NOK 1.8 mill in 2005. There will be no effect on the P&L of the bonus scheme in 2008. However, the bonus is payable end of June 2008, so there will be a cash effect in 2008.

NOTE 6: EQUITY BASED REMUNERATION (SYNTHETIC OPTIONS)

In 2005, the company started a bonus scheme for key employees based on the development of the share price in the parent company. The scheme started July 2005 and expired 31.12.07, with a total period of 30 month. Key employees would receive a cash bonus if the weighted average market price of share was higher than NOK 4 per share in 4th quarter of 2007. Bonus calculation was based on “synthetic” shares given to each key employee. Total number of synthetic shares initially amounted to 1.225 million shares. However, as per 31.12.2007 the number had been reduced to 1.075.000, as one key employee has left the company.

The value of the bonus scheme ended at NOK 29.5 mill for the Group including social security tax. This calculation is based on a market price of NOK 28.79 per share, which was the weighted average share price during the period 30.09.2007-31.12.2007. As of 30.09.07, provision in the amount of NOK 31.0 mill had been taken in the consolidated accounts including social security tax. For 4th quarter 2007, NOK -1.5 mill of this provision was therefore reversed. All in all, the bonus scheme has costed NOK 32.5 mill (NOK 21.2 mill in 2007).

15 QUESTIONS FROM NIREUS

Question 5

“In note 4 (geographical segments, page 20 in the Annual Report) the tables on 2007 and 2006 are identical.

Please clarify if the information is accurate or there is an error in the printing process.”

There is an error in the printing process. This has been corrected in the new printed report (see new tables below), which has been published on the company’s homepage and will be distributed to each shareholder in connection with papers for the Ordinary General Meeting, to be held on Tuesday the 27th of May 2008 in Bergen, Norway.

2007

Figures in NOK mill.	Operating revenue	Of which internal revenue	Operating profit	Net financial items	Income taxes	Net profit (loss)	Investments	Non-current assets	Inventories	Total assets	Total liabilities
Salmon UK	453,9	-0,3	84,7	-10,7	-24,1	49,9	36,2	136,7	188,0	416,8	275,6
Seabass/bream Spain	279,5	0,0	25,3	0,3	-5,8	19,8	81,9	191,2	259,5	556,2	361,4
Other i.e. Cobia+ MFT Ltd	3,9	-0,1	-10,5	-0,1	0,0	-10,6	33,3	57,0	20,0	87,0	106,8
Parent company Norway	3,9	-0,8	-19,5	-15,1	-0,4	-35,0	0,1	257,2	0,1	261,1	49,4
Eliminations/Group adjustments	-5,8	1,2	-0,1	6,6	0,0	6,5	-0,4	-255,6		-259,2	-206,1
Total continued operations	735,4	0,0	79,9	-19,0	-30,3	30,6	151,1	386,5	467,6	1061,9	587,1
Discontinued operations/ assets held for sale	0,0	0,0	0,0	0,0	0,0	1,9	0,0	0,0	0,0	0,0	0,0
Total	735,4	0,0	79,9	-19,0	-30,3	32,5	151,1	386,5	467,6	1061,9	587,1

2006

Figures in NOK mill.	Operating revenue	Of which internal revenue	Operating profit	Net financial items	Income taxes	Net profit (loss)	Investments	Non-current assets	Inventories	Total assets	Total liabilities
Salmon UK	345,0	7,2	85,8	-18,3	-18,6	48,9	38,3	134,3	174,8	383,4	276,2
Seabass/bream Spain	246,9	0,0	57,7	-5,3	-15,5	36,9	52,6	129,7	202,5	402,5	223,0
Other i.e. Cobia+ MFT Ltd	8,2	0,0	-0,8	0,0	0,6	-0,2	14,9	35,6	7,9	47,7	55,2
Parent company Norway	3,9	3,0	-13,8	8,3	0,0	-5,5	0,1	164,2	0,3	199,8	10,7
Eliminations/Group adjustments	-10,2	-10,2	0,1	2,7	0,0	2,8	0,0	-166,7	0,0	-178,2	-115,2
Total continued operations	593,8	0,0	129,0	-12,6	-33,5	82,9	105,9	297,1	385,5	855,2	449,9
Discontinued operations/ assets held for sale	0,0	0,0	0,0	0,0	0,0	-5,3	0,0				
Total	593,8	0,0	129,0	-12,6	-33,5	77,6	105,9	297,1	385,5	855,2	449,9

Question 6

“Justification of the loss of market share of salmon for Lakeland in the UK from 59% to 37% and in Spain from 41% to 33% (reference is made to page 20 in the Annual report 2007).”

First, it is important to clarify that these percentages do not represent Marine Farms’ market shares in the respective geographical regions. They represent percentages of the total revenue of Marine Farms group. The drop in percentage revenue in UK and in Spain is due to (i) the acquisition of Sea Products of Scotland (SPoS) in September 2006, which has sales into France and into the US (previously all salmon sales where to SPoS, which was recorded as sales to the UK), (ii) increased ova sales to Chile, (iii) increased export of seabass/seabream to France/Portugal and (iv) sale of cobia into the US market. So comparing apples with apples, the drop is not dramatic; rather it just shows that Marine Farms has started to export more of its production to markets that are willing to pay for good quality products.

15 QUESTIONS FROM NIREUS

Operating revenue	2007		2006		2005	
	NOK mill.	Share	NOK mill.	Share	NOK mill.	Share
UK	273,6	37%	351,7	59%	240,9	58%
Spain	243,4	33%	246,8	42%	179,8	44%
France	124,9	17%				0%
United States	53,4	7%				0%
Norway	0,1	0%	2,5	0%	3,8	1%
Other/Elimination	40,0	5%	-7,2	-1%	-12,2	-3%
Total operating revenue continued operations	735,4	100%	593,8	100%	412,3	100%
Discontinued	0,0		0,0		28,4	
Total operating revenue	735,4		593,8		440,7	

Question 7

“What is the reason of preserving a group of numerous legal entities which implies a complicated and costly corporate structure, imposing considerable operating expense for monitoring and executing intragroup transactions etc. For example, a very high audit fee (reference is made to page 21 in the Annual report 2007)”

This is a valid point, which has in the past been discussed by the Board of Directors of Marine Farms. Although there are some good reasons for merging legal entities, as rightly pointed out by Nireus, there are some good reasons for not doing so as well. These are mainly:

- Concessions can be difficult to move from one legal entity to another (permission from governmental bodies needed, both in Spain and in the UK).
- If we in the future are to split a group and sell off companies, then the legal structure we have today give us more flexibility (ref point above).
- It is easier to add new acquired companies to the present group structure.
- It is easier to close down operations by closing down a legal entity (ref. sale/close down of Machrihanish Marine Farms Ltd); in theory can reduce negative financial effect for the group if can declare bankruptcy.

These advantages will have to be seen against the extra costs mentioned by Nireus. It might be that we in the future decide to merge some of our legal entities in the UK and in Spain.

Question 8

“The average cost for salmon biomass stock for 2007 is calculated to NOK 82.29/kg, while for 2006 it is calculated to NOK 53.05/kg (reference is made to pages 24-25 in the Annual report 2007). Please justify the significant increase.”

The way these figures have been calculated (as far as we can tell) are by dividing the biological assets at cost (salmon) and divide these by the number of tonnes of salmon stated at cost for each year (see the two tables below). It is important to note that salmon at cost according to IFRS means salmon less than 1 kg in size. This includes all salmon in the sea below 1 kg as well as all fish in the freshwater production (ova, parr, smolt).

15 QUESTIONS FROM NIREUS

Tonnes	2007	2006
Biological assets at cost, of which *	3 839	2 543
- Salmon	709	958
- Seabass/Seabream	2 412	1 501
- Cobia	710	83
- Other (among other cod juveniles)	8	1
Biological assets at fair value, of which	11 488	9 253
- Salmon	7 499	5 864
- Seabass/Seabream	3 989	3 389
Total	15 327	11 796

Amount in NOK 1000	2007	2006
Biological assets at cost, of which *	139 145	104 613
- Salmon	58 347	50 827
- Seabass/seabream	62 506	46 621
- Cobia	17 570	4 489
- Other (among other cod juveniles)	721	2 676
Biological assets at fair value, of which	310 624	265 765
- Salmon	121 169	119 162
- Seabass/seabream	189 455	146 603
Total	449 768	370 377

Historically most smolt were put to sea in the spring, but over the past many years more and more smolt are put into sea in the autumn (September – October), hence reducing the average size of salmon less than 1 kg at year end.

By the end of 2007 we had record number of salmon less than 1 kg in the sea, at an average weight which was lower than the year before. The average price for a 70 gram smolt is about GBP 0.9, hence the cost is more than £12/kg, ie. the smaller the fish is the higher the average cost will be. Analysis of data shows that when adjusting for the difference in average size, then the cost of salmon less than 1kg has not increased significantly in 2007. At year end 2007 we had record numbers of ova in our freshwater operations, hence further increasing the average cost of salmon less than 1 kg at year end 2007.

If we look at fish bigger than 1 kg, which is more relevant as to finding out if productions costs are going up or down, then we find that by the end of 2007 the average production cost of salmon was NOK 15.9/kg compared to NOK 17.1/kg at year end 2006, which is an improvement. The reason for this improvement is the significant lower NOK/GBP exchange rate at year end 2007 vs. year end 2006 (a 12% drop). In fact, in the Annual Report 2007, page 3, it is stated that "... Production costs for salmon increased during 2007, mainly due to higher feed prices".

15 QUESTIONS FROM NIREUS

Question 9

“Please provide a breakdown of Lakeland revenue for 2007, to ova/brood fish, juveniles and fully-grown salmon (reference is made to pages 25 in the Annual report 2007).”

The external revenue generated by the freshwater business (ova, parr, smolts) in the UK represented approximately 20% of total revenue in the UK. A more detailed breakdown of revenue and profits is not available.

Question 10

“Basic terms of the long-term agreements and contracting parties for fish feed and well boat, referred to Note 21 (reference is made to pages 27 in the Annual report 2007). Please justify the high price of the wellboat rental, instead of acquiring the same assets.”

The terms for our fish feed contracts are confidential. However, they have been negotiated locally (Lakeland Group, Culmarex Group, MF Belize and MF Vietnam) with no restrictions/instructions from Marine Farms ASA. Experience have taught us that we should have at least 2 suppliers, as this give us info which we can used to benchmark prices and compare quality of service and feed. The contracts vary from 1 to 2 years in length. The producer quoting the lowest price/best quality of feed and service has been granted the largest volume proportion of the total feed requirement.

As to acquiring our own wellboat, this has been looked at. We have an option to buy the wellboat we rent in Spain, the option running out in autumn 2009. As for wellboat in the UK, we have looked into what it costs to buy a new boat and that is very expensive, in the range of NOK 100 mill +. With the current setup in UK, we will not utilise the wellboat year round; hence the financial benefit of owning the boat our selves are reduced. This coupled with the funding requirements of the significant organics growth going forward, we have decided that rental is our best option at the moment.

Question 11

“What is the volume and the value of the fish feed that Marine farms ASA, Lakeland Group, Culmarex Group, Marine Farms Vietnam and Marine Farms Belize have bought from EWOS during 2007, separately per company and as a total?(reference is made to pages 27 in the Annual report 2007).”

What is the forecast/relevant agreements for 2008?

As mentioned in the Annual Report 2007, Culmarex Group and Marine Farms Belize did not buy feed from EWOS in 2007. Lakeland Group as well as Marine Farms Vietnam bought feed representing approximately 28% of total group feed in 2007, which is similar to EWOS's global market share for fishfeed. Other large suppliers of fishfeed in 2007 were Skretting and Biomar.

For 2008 EWOS share is expected to remain at around 30% of group tonnage.

15 QUESTIONS FROM NIREUS

Question 12

“Clarifications on the sale of Machrihanish Marine farms Ltd (reference is made to pages 28 in the Annual report 2007).

- Is it qualified as assets for sale?
- If not, has the company’s value been re-evaluated?
- What is the book value of this company?
- What investments have been made from Marine Farms Group in this company?
- What about the grants that the company had received for its investments?”

According to our auditor, our shares in Machrihanish Marine Farms Ltd is qualified as assets held for sale. In our accounts, we have made provisions based on a “close down” scenario, ie. there should be no downside risk in our P&L.

Over the years, Lakeland has invested approximately GBP 1.35 mill in Machrihanish Marine Farms Ltd. As to the grants that the company has received, if we sell our shares in the company, then this will have no effect on the Lakeland Group. If we close down the company, then there might be a risk that we have to repay the grants. However, we then will have the alternative to bankruptcy the company.

Question 13

“Please justify the fish farming consultants costs, which are considered to be quite high given the fact that the Group is well known for its aquaculture expertise (reference is made to pages 34 in the Annual report 2007).

NOTE 9 OTHER OPERATING COSTS

	2007	2006
Auditing and accounting	1 219 000	1 689 679
Fishfarming consultants costs	1 280 261	1 120 753
Lawyer fees	1 045 703	505 779
Travelling costs	1 268 551	1 202 381
Other administration costs	1 693 016	1 160 667
Total other costs	6 506 531	5 679 259

Most of this fishfarming consultants costs (NOK 1.038’) is Sintef (Norway). Our general manager for Marine Farms Vietnam is from this company. In a start-up phase, hiring rather than employing people gives us flexibility. We are, however, currently considering a more permanent solution in Vietnam.

15 QUESTIONS FROM NIREUS

Question 14

“Analysis of the outstanding towards group companies (reference is made to pages 34 in the Annual report 2007).

- *Breakdown to loan agreements or commercial transactions.*

Loans to subsidiaries	Pr 31.12.2007 (NOK mill)	Currency
<u>Long term</u>		
Lakeland Smolt Ltd	72.6	GBP
Culmarex SA	53.5	EUR
Marine Farms Belize Ltd	57.2	USD
Marine Farms Technology Ltd	1.1	GBP
Marine Farms Vietnam Ltd	7.6	USD
Total long term	192.0	
<u>Short term</u>		
Lakeland Smolt Ltd	0.3	
Culmarex SA	0.3	
Total short term	0.6	
Total loans to subsidiaries	192.6	

- *Basic terms of the loan agreements (interest rates, etc.).*
Most internal loans have normal commercial terms.
- *What is the reasoning for the mother company borrowing almost all of the necessary funds for the subsidiaries?*
It is important to note that it is Marine Farms ASA together with its major subsidiaries that borrow under the new corporate borrowing facility, not just Marine Farms ASA.

In the UK it has been difficult to get financing from local banks and so has been the case in Vietnam and in Belize. In Spain the banks are not used to take biomass as security (not possible to do so).

In Norway it is common to use borrowing base when financing fishfarming. In addition, corporate loan facilities provide reduced risk to Lender. Marine Farms as a group managed therefore to increase its borrowing capability when negotiating the new corporate borrowing facility, at improved terms; hence allowing us to start expansions in Spain, Belize and in Vietnam without first having to go to our shareholders and ask for new equity. As we all know, equity is the most expensive funding we can get, so increased bank debt is preferred if and when possible.

- *Analysis of the tax consequences as well as of the Exchange rate differences impact to the Group financials.*
Because a strong NOK, the parent company had to take a currency loss of about NOK 15.4 mill in 2007. As to tax, the parent company will not pay tax in the coming years as it has accumulated big losses carried forward (NOK 146 mill).

15 QUESTIONS FROM NIREUS

Question 15

“What will be the impact of salmon market crisis as well as of salmon diseases in Chile, to revenues of Lakeland?”

Salmon diseases normally means higher mortality which again means less fish to the market, ie. less supply. Basic economic theory will then suggest that given the same demand, then prices should be higher. However, Chile normally sells its fish into the US market, while Lakeland sells most of its fish to the European market. It is not given that changes in prices in the US will result in similar changes in the prices in Europe.

So, it is difficult to give a strait answer to this question, however, most likely the crisis in Chile should not have a negative effect on Lakeland’s revenue.



TO: MARINE FARMS A.S.A.

**To the Attention of:
The Members of the Board of Directors**

DATE: 09/05/08

Dear Sirs,

On Friday , 18th of April 2008 we have sent a letter to the attention of Marine Farms Board of Directors and CEO, which contained 15 questions on the Company's financial results and Annual Report for the year 2007.

Being the single largest shareholder in Marine Farms and having invested 290.000.000 NOK for this acquisition , we believe that we are entitled to receive all information that is required for us to be able to decide about the approval of the Financial Statements and the Annual Report for 2007 and the effectiveness of the Board of Directors.

The exercise of this right, which is common for all shareholders, and its respective satisfaction on behalf of the company's BoD and CEO, become even more imperative given the fact that we also have to report to our shareholders and financial associates about the status and the prospects of our investment, which represents an interest of 1/3 in Marine Farms business.

However, your reply to our questions, as of April 29th, was very disappointing, since it is obvious that you are still not willing to respond to us under our capacity as the Company's main shareholder. Your answer did not provide any additional information than the contents of the Annual Report.

Your argument about shareholders equal treatment is considered to be quite "weak" since the company's potential compliance to rules and regulations should not hinder the exercise of the shareholders fundamental rights. In any case we never asked that





NIREUS AQUACULTURE S.A.

any information provided to us be kept secret from the other shareholders. We consider it obvious that any information provided to us would be communicated to all Shareholders. In fact we would insist on this. So your answers seem more like a polite pretext for your considering our Company purely as a threatening competitor.

You seem to have failed to understand that NIREUS is interested in MAFA achieving sustainable growth and generating profits for the benefit of all company's stakeholders.

Given the above, we will have to proceed to all actions that we deem necessary in order for this unacceptable situation to be changed.

Therefore, you are requested to include the following matters to the agenda in the final notice that you shall distribute to the shareholders :

- A) Company's dividend policy for 2007 and the forthcoming financial years
- B) Restructuring of MAFA Group of Companies
- C) Loans policy and currency risk

Our company announces also the potential proposal of candidates for election as members of the Company's Board of Directors.

Finally, you are requested to include to the final notice that is to be released to all shareholders in view of the AGM, the letter that you shall find attached hereby as Appendix .

Sincerely

Aristeides Belles

Chairman and Managing Director





NIREUS AQUACULTURE S.A.

Appendix





FROM : NIREUS AQUACULTURE S.A.
TO : Marine Farms Shareholders
C.C.: Marine Farms Board of Directors
C.E.O.
DATE : 09/05/2008

In view of the forthcoming Annual Shareholders Meeting of MARINE FARMS A.S.A. and in relation to the notice that has already been released on Tuesday, May 6th 2008, we would like to notify the company's shareholders of our views and considerations on certain matters of the agenda as follows:

A. CONSIDERATIONS ON CORPORATE MATTERS

1) Financial Statements and Annual Report.

Our company requested justification and analysis on various company matters which are referred to in the Annual Report for 2007, in order to have a deeper view in MAFA's results and to be able to judge upon the approval of the Financial Accounts and consequently, to express its confidence to the way that the Board of Directors and Management are conducting the Company's business.

The information was required in writing on April 18th 2008.

The company's BoD responded on April 29th , in a manner that we consider as non satisfactory , mainly due to the withholding of information but also due to some explanations which were not satisfactory to us businesswise .

Issues like the complicated and costly corporate structure of MAFA Group, the financial cost of the Company's bank financing as well as well as the significant currency loss of 15,4 million NOK due to exchange rate differences from intra-group transfer of funds, are of a major importance and shall be raised from us again for discussion in the frame of the BoD proposal on the Approval of the Financial Statements and the Annual Report for 2007.





Our company shall not approve the respective proposal of the Board of Directors , if adequate and satisfactory explanations are not given either before or during the Shareholders Meeting.

2) Authority to the Board of Directors to increase the share capital.

With reference of the proposed granting of authorization to the Board of Directors to increase the share capital, we would like to state that we cannot approve such a proposal, for the following inter alia reasons:

- a) According to the Annual Report , the company has substantial loan facilities available (approximately 227 mill NOK) , which could be used for the purchase of assets, enterprises or shares etc. especially if an urgent need for a profitable investment is presented.
- b) Moreover, we were not informed on the terms of these loans (interest rate, repayment period, securities in detail, etc.), as to be able to identify the best financial tool for the implementation of any such potential investments.
- c) In any case we cannot agree to a blank authorization to deprive the existing shareholders of their status to any preferential rights as the Board requests.
- d) Most importantly , having knowledge of the Strategic Plan for which the particular capital increase may be needed, is a material condition for adopting relevant proposals . If and when such Strategic Plan is presented by the Board we will be in better position to evaluate the need for a capital increase as compared with the utilization of the existing bank loans for any foreseen investments.
- e) Finally, we believe that resolutions on capital increase should remain under the authority of the Shareholders.





3) The Report of the Board of Directors regarding determination of payment and other remuneration to leading personnel and the advisory vote of the general meeting.

Our Company's view on the general policy of having employees remunerated on the basis of a **results**-oriented corporate culture has always been positive.

On the contrary, establishing a link between the above remuneration and the company's share market price, which is being proposed again by the Board of Directors, is unacceptable to us for the following reasons:

a) Share market price is influenced by various factors, which are not necessarily associated with the actual business performance of the Company.

This may "falsify" the essence of the purpose to reward employees for their personal achievements and contribution to the growth and profitability of the Company.

In addition to that, we consider the share market price of MAFA to be very "sensitive" to any undertaking or development that may not be linked to the performance of its business, therefore such remuneration schemes should be avoided.

b) The potential cost of this new bonus program for the Company could amount to 34.548.000 NOK minimum , while the bonus program that has expired on 31/12/2007 amounted to 32,5 mill NOK, and had been allocated to few individuals only (the leading personnel). We submit that the above amounts are extremely high in view of the size profitability and should not be repeated.

In our opinion, the Board of Directors should have focused on keeping all stakeholders (shareholders and employees) satisfied by rewarding them according the Company's growth and profitability.

Applying a non-dividend policy is a practice which is detrimental to long-term shareholders interests, since the only way for their investment to become profitable





is through disinvestment of their stake in the company.

On the other hand, a non-dividend policy combined to high bonuses for top management, is hardly consistent with international corporate governance principles.

4) Election of Board Members

Having analysed the above considerations , our company announces the potential proposal of candidates for election as members of the Company's Board of Directors.

B. PROPOSAL ON ADDITIONAL MATTERS FOR THE AGM AGENDA

In addition to the above, we would like to announce that we have asked the Board of Directors to include in the final notice of the AGM agenda the following matters:

- A) Company's dividend policy for 2007 and the forthcoming financial years
- B) Restructuring of MAFA Group of Companies
- C) Loans policy and currency risk

C. CLOSING STATEMENT

NIREUS has invested in MAFA aiming to a strategic alliance and cooperation, and not to competition, while we are always interested in MAFA achieving sustainable growth and generating profits for the benefit of all company's stakeholders.

Aristeides Belles

Chairman of the Board of Directors

