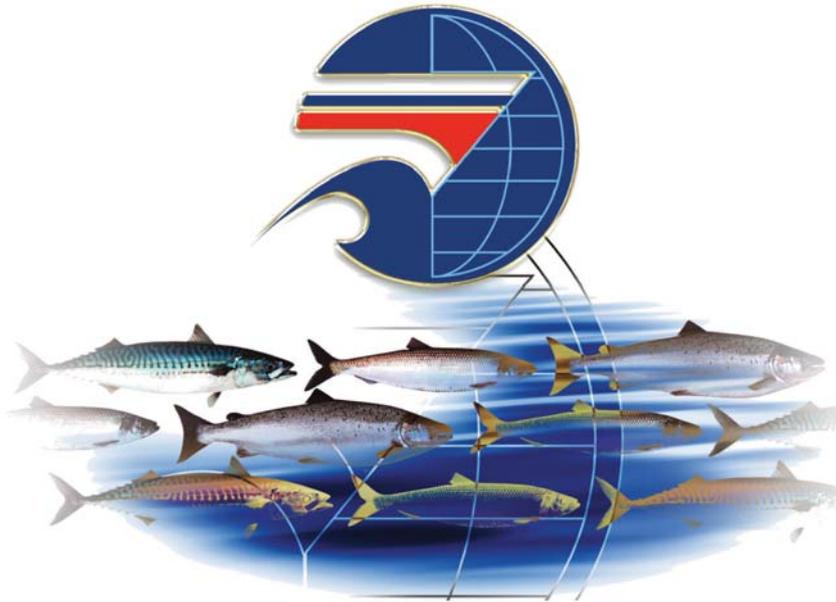


Information Memorandum



Austevoll Seafood ASA

(a public limited liability company organized under the laws of the Kingdom of Norway)
Business Registration number 929 975 200.

**In connection with the acquisition of 41.59% of the shares in
Lerøy Seafood Group ASA**

Manager

Pareto Securities AS

15 December 2008

**This Information Memorandum does not constitute an offer to buy, subscribe or
sell the securities described herein.**

Important Notice

This information memorandum (“**Information Memorandum**”) has been prepared in connection with Austevoll Seafood ASA’s (“**Austevoll Seafood**” or the “**Company**”, and together with its subsidiaries the “**Austevoll Seafood Group**”) acquisition of 22,283,981 shares or 41.59% of all the issued and outstanding shares of Lerøy Seafood Group ASA (“**Lerøy**”, and together with its subsidiaries; the “**Lerøy Group**”) in three separate transactions completed in the period 25 September 2008 to 1 December 2008 (the “**Transaction**”). Following the Transaction Austevoll Seafood holds a total of 40,144,281 shares or 74.93% of the shares in Lerøy. The Austevoll Seafood Group, taken together with the Lerøy Group will be referred to herein as the “**Enlarged Group**”.

Capitalized terms used in this Section and not defined herein shall have the meaning ascribed to them in the Section headed “Definitions and Glossary”.

This Information Memorandum has been submitted to Oslo Børs for inspection and approval before it was published. This Information Memorandum is not a prospectus and has neither been inspected nor approved by Oslo Børs in accordance with the rules that apply to a prospectus.

All inquiries relating to this Information Memorandum must be directed to Austevoll Seafood. No other person is authorised to give any information about, or to make any representations on behalf of, Austevoll Seafood in connection with the Transaction. If any such information is given or made, it must not be relied upon as having been authorised by Austevoll Seafood. The information contained herein is as at the date hereof and is subject to change, completion and amendment without further notice. The delivery of this Information Memorandum shall not imply that there has been no change in Austevoll Seafood’s or Lerøy’s affairs or that the information set forth herein is correct as of any date subsequent to the date hereof.

The contents of this Information Memorandum are not to be construed as legal, business or tax advice. Each reader of this Information Memorandum should consult with its own legal, business or tax advisor as to legal, business or tax advice. If you are in any doubt about the contents of this Information Memorandum you should consult your stockbroker, bank manager, lawyer, accountant or other professional adviser.

The distribution of this Information Memorandum in certain jurisdictions may be restricted by law. Austevoll Seafood requires persons in possession of this Information Memorandum to inform themselves about, and to observe, any such restrictions.

This Information Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Shares or any other securities issued by the Company.

This Information Memorandum and the information contained herein do not constitute an offer of securities for sale in the United States and are not for publication or distribution to U.S. persons (within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The securities issued by the Company have not been and will not be registered under the Securities Act and may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from the registration requirements of the Securities Act.

This Information Memorandum is subject to Norwegian law, unless otherwise indicated herein. Any dispute arising in respect of this Information Memorandum is subject to the exclusive jurisdiction of the Norwegian courts.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Information Memorandum contains forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements.

In some cases, forward-looking statements can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially. In evaluating these statements, prospective investors should specifically consider various factors, including the risks outlined in the Risk Factors Section above. These factors may cause our actual results to differ materially from any forward-looking statement. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievement.

Except as required by law, the Company undertakes no obligation to update publicly any forward-looking statements for any reason after the date of this Information Memorandum to conform these statements to actual results or to changes in our expectations or publicly release the result of any revisions to these forward-looking statements which the Company may make to reflect events or circumstances after the date of this Information Memorandum or to reflect the occurrence of unanticipated events. Investors are advised, however, to consult any further public disclosures made by the Company, such as filings made with Oslo Børs or press releases.

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Appendix 1: Auditor’s Independent Assurance Report on pro forma financial information A 1

1 RISK FACTORS

In addition to the other information set out in this Information Memorandum, the following risk factors should be carefully considered when deciding what action to take in relation to the Transaction. Any of the risks described below could have a material adverse impact on the Austevoll Seafood Group's or, following the Transaction, the Enlarged Group's business, (and, accordingly, all references to the Austevoll Seafood Group in this Section shall also be construed as references to the Enlarged Group, unless the context otherwise requires) financial condition and results of operations and could therefore have a negative effect on the trading price of the shares in the Austevoll Seafood Group and affect a prospective investor's investment. The information below does not purport to be exhaustive. Additional risks and uncertainties not presently known to Austevoll Seafood or that Austevoll Seafood currently deems immaterial may also have a material adverse effect on the Austevoll Seafood Group's or, following the Transaction, the Enlarged Group's business, financial condition and operating results.

1.1 Market risks

1.1.1 Prices

The Enlarged Group's financial position and future development depends to a considerable extent on the prices of fish meal- and oil, pelagic fish for human consumption and salmon prices, which have historically been subject to substantial fluctuations. Most of the products sold are commodities, and it is therefore reasonable to assume that the market prices will continue to follow a cyclical pattern.

1.1.2 Feed costs and prices

Feed costs account for a significant proportion of total production costs within the salmon farming sector (more than 50% of total production cost in the sea), and fluctuations in feed prices could therefore have a major impact on profitability within the industry. Feed prices are affected both by the global market for fishmeal and marine/animal/vegetable oils, and the fact that the feed industry is dominated by a small number of large, global producers. Natural limitations in the marine resource base could lead to global shortages of fishmeal and oil for fish feed production. The feed producers have, however, come a long way in their efforts to replace some of the marine-based input factors with vegetable raw materials. Hence, the industry sensitivity to shortage of marine feed stuff is significantly reduced since 2001.

1.1.3 Perceived health concerns and food safety issues

Perceived health concerns or food safety issues may negatively impact the reputation of farmed salmon, even if there is no direct risk to human health, and may consequently have a negative impact on the demand for farmed salmon. In the past, various perceived health concerns, amongst others in relation to farmed salmon containing organic contaminants or cancer-causing PCB levels, have attracted negative attention in the media. Such media attention raised consumer scares in relation to farmed salmon, which resulted in temporary declines in the demand for farmed salmon. Although these scares have diminished, new perceived health concerns or food safety issues relating to both farmed salmon and other farmed livestock may arise in the future that could affect our ability to market and distribute our products.

Some of the Austevoll Seafood Group's end products are for direct human consumption. It is therefore of critical importance that attention and resources are dedicated to food safety. Product quality is subject to internal control, food authority monitoring program and testing carried out by our customers. Increased demands from customers and legislators in the future may adversely affect the Austevoll Seafood Group's financial results.

Guidelines and legislation with tougher requirements are expected; hence, higher costs for the food industry (e.g. traceability, level of documentation, testing variables, etc.) are expected. This might impact the Austevoll Seafood Group's activities. The ability to trace products through all stages of production is becoming a major component of food safety requirements. The Austevoll Seafood Group's quality assurance scheme includes traceability systems and these systems are maintained in line with legislative and customer requirement on continuous basis.

1.1.4 General market risk

Participants in the fish farming industry operate in highly regulated markets in which price levels and production volumes are closely monitored and at times significantly restricted. Since important production locations of the Company, in particular, are located outside its principle markets, for example the US, the European Union and Japan, the Company is subject to the effect of international trade regulations and disputes. Specifically, for example, the European Commission has, since 1996, had in place a series of provisional anti-dumping measures on farmed salmon originating in Norway in order to reduce the volume of Norwegian farmed salmon for sale on the European market and thus protect the Scottish and Irish salmon farming industries. Following an extensive investigation, the European Commission announced on 17 February 2006 that it has adopted definitive anti-dumping measures in the form of a minimum import price for Norwegian Salmon at EUR 2.80 per kilo for whole fish (fresh, chilled or

frozen). During the summer in 2008, the minimum import price regulations were abolished. However, this example illustrates the fact that when trading across international borders, a company is always subject to political risk factors outside the company's control.

In addition, in 1991, the U.S. imposed a special tax on gutted salmon from Norway, which was reviewed and upheld in 1999. Additionally, ongoing disputes between Norway and Russia over imports of Norwegian salmon into Russia may also have an adverse impact on the value of the Company's exports of Norwegian salmon to Russia. Such monetary trade barriers and other non-monetary barriers, including extensive public health requirements, imposed in the future on sales of salmon originating from Norway or other production locations by countries into which the Company sells its products, could have a material adverse effect on the Company's business, results of operations and financial condition.

1.2 Operational risks

1.2.1 Catching

The operation of fishing vessels always involves elements of risk with respect to weather conditions, migration patterns of the fish, available fish stock, and the functioning of vessels and equipment. Hence, there is uncertainty as to the size of total catch volume. In Chile, the company has a fixed quota, and catching volumes are fairly predictable once the total quota is established. In Peru, where Olympic fishing is practised, total catch is a function of the company's ability to catch within the periods the fishery is open, i.e. there is competition among the fishing companies to maximise catch until the total quota for Peru is filled.

1.2.2 Diseases related to fish farming

Fish farming operations involves a considerable risk with regard to disease. In the case of an outbreak of disease, the farmer will, in addition to the direct loss of fish, incur substantial costs in the form of lost growth on biomass, accelerated harvesting, loss of quality of harvested fish and subsequent periodic reduced production capacity. Salmon farming, as any other intensive animal production, has historically been through several periods with extensive disease problems. The Lerøy Group has put a lot of focus in improving smolt quality and thus reducing mortality in sea phase. However, in case of an outbreak of one or more of the diseases described below, this could have a material adverse impact on the Enlarged Group's business, financial condition and results of operations.

ISA (infectious salmon anaemia)

ISA is the disease which has the largest potential "downside" for the aquaculture industry in Norway, in absolute terms and in relation to other diseases up to 2006. In 2006 ISA was listed and is currently not a significant problem for the Norwegian industry. There have been few outbreaks during the past few years and none of these have occurred in the Lerøy Group.

The virus, which is widespread in a number of wild marine fish species, led to substantial losses of fish in and around 1990. The virus is also prevalent in Scotland, Ireland, the Faroes, the east coast of Canada and the US, and Chile.

The risk of an outbreak increases strongly with proximity to the source of infection, suboptimal operation, not allowing the facilities to lie fallow for an adequate length of time and poor quality smolt. The disease is subject to government control measures, with harvesting, control of contact point to the infected farm, and fallow periods as the most important methods. The fish itself represents no health risk for humans and is sold on the open market.

In Norway it is now possible to insure against the disease, with an insurance excess of 30%. Furthermore, effective vaccines have been developed. However, just as important as vaccination are bio-security measures which the industry itself can implement and those imposed by law.

Heart and skeletal muscle inflammation (HSMI)

HSMI is a viral disease which has occurred sporadically in southern Norway in recent years. Since 2005 the disease has expanded in Norway and is also diagnosed incidental in Scotland. The disease affects fish in the first half of the marine phase, with reduced growth and moderate mortality rates being the most important loss factors. It is assumed that the disease is infectious and therefore may be combated through vaccination.

Pancreas disease (PD)

PD is another viral disease that is frequently diagnosed in Norway, Scotland, and Ireland. The disease has expanded its occurrence in Norway through 2005. PD virus can hit in spring or autumn at any size of fish. It attacks heart and skeletal muscle and pancreatic tissue. Mortality may vary from 0-15 %, but more important is chronic damage done to the survivors in terms of reduced growth capacity and scars in skeletal muscle. These scars appear as patches of de-pigmentation and make the product unsuitable for smokehouses. A PD vaccine is available but the protection is low. The disease is tackled in the same manner as HSMI above.

Production-related disorders

As the aquaculture industry has intensified production, the biological limits for how fast fish can grow have also been challenged. As with all other forms of intensive food production, a number of production-related disorders arise, i.e. disorders caused by intensive farming methods. As a rule, such disorders appear infrequently, are multi-factorial, and with variable severity. The most important production-related disorders relate to physical deformities and cataracts. These lead to financial loss in the form of reduced growth and health, reduced quality on harvesting, and damage the industry's reputation. Research has shown that deformities can be caused by:

- a) Excessively high temperatures during the fish's early life
- b) Too little phosphorous in the diet
- c) Light management to speed up the rate of growth, particularly in combination with b)
- d) Acidic water, as well as too much carbon dioxide in the water during the freshwater phase

Too rapid growth in the freshwater phase is unnatural for the salmon. In the marine phase salmon have evolved to grow rapidly. However, growth should ideally be steadily incremental, allowing all tissue types to develop in parallel.

Algae

Of the approximately 4,000 described types of algae in the world, approximately 75 have been identified as harmful for living marine organisms. Algae represent a risk in fish farming because the fish in the cages cannot swim away as they would normally do in the wild.

Blooms of noxious algae are largely dependent on local marine and weather conditions. Algae have from time to time led to losses at individual sites, and represent a general threat to any open net cage facility.

No uniform response is suitable for all types of algae. The Lerøy Group has therefore devoted considerable resources to raising the skills of those employees responsible for first-line defensive action. New measures, in addition to those already implemented, are evaluated on a yearly basis.

1.2.3 Processing

The production of fish oil, fish meal and canned products follow established methods with automated and controlled processes. However, any production is vulnerable to down-time and possible insufficient supply of raw material input.

1.2.4 Retention of key personnel

The Austevoll Seafood Group's business and prospects depend to a significant extent on the continued services of its key personnel in its various business areas. Financial difficulties and other factors could negatively impact the Austevoll Seafood Group's ability to retain key employees. The loss of any of the members of its senior management or other key personnel or the inability to attract a sufficient number of qualified employees could adversely affect its business and results of operations.

1.2.5 Other operational risks

The rate at which farmed salmon grows depends, among other things, on weather conditions. Unexpected warm or cold temperatures resulting from annual variations can have a significant negative impact on growth rates and feed consumption.

The Lerøy Group's facilities are located in areas where the weather conditions are well known and the facilities well secured, though other weather conditions, such as storms or floods, could also lead to unexpected losses at facilities.

The Lerøy Group does not tolerate any escape of farmed salmon. In Norway, where the problem has been most widespread, the Enlarged Group has completed an internal security project. This has had positive results. Procedures and new technological solutions are, moreover, constantly being looked at.

There exist environmental organisations, both in Europe and North America, whose aim is to eradicate salmon farming. The degree of fundamentalism varies from group to group, and the majority limit themselves to spreading disinformation and untruths about fish farming in general. However, a certain risk of bioterrorism (i.e. damage to production facilities with the intention of hurting the Lerøy Group financially and/or exposing it to negative media coverage) cannot be ruled out.

1.3 Financial risk factors

1.3.1 Financing of the Transaction

Financing of the Transaction is described under Section 7.9.1.

1.3.2 Foreign currency risk

The Enlarged Group is exposed to fluctuations in various foreign currencies through operations in its subsidiaries in Norway, Chile and Peru. The most important foreign currencies to the Enlarged Group are USD, EUR, Pesos and New Soles. The Company expects that in the future, a significant proportion of revenues and costs will continue to be denominated in currencies other than NOK. Consequently the Enlarged Group will be exposed to movements in foreign exchange rates. Hedging of transaction risk is generally limited to offsetting exposures in the same currencies. In addition, subsidiaries are allowed to make limited use of forward contracts on shorter time periods when this is regarded as necessary from an operational point of view. Translation risk arises from the translation of balance sheets and income statements in foreign currencies Pesos, Soles and USD to NOK; the Company's financial reporting currency. Mainly all products exported from the Enlarged Group's subsidiaries in Chile and Peru are sold in USD, and most of the financing for the companies are in the same currency. In Chile, there is in addition some financing in local currency to match volumes of domestic sales. The Enlarged Group's foreign exchange exposure related to the equity of its foreign subsidiaries has generally not been hedged and translation gains or losses have been included in other equity.

1.3.3 Fluctuation in some group companies' earnings

The Austevoll Seafood Group's profitability can vary from quarter to quarter. For the Lerøy Group, trends in business volumes are closely correlated with salmon prices and general economic conditions. Moreover, the Lerøy Group is exposed to seasonal fluctuations, primarily related to holidays and work constraints during the winter season.

1.3.4 Interest rate risk

The Austevoll Seafood Group's interest exposure relates primarily to NOK, USD, EUR, New Soles and Pesos. Austevoll Seafood believes the Austevoll Seafood Group's level of equity and prospective earnings are sufficient to withstand an increase in floating interest rates. However, changes in the rate of interest charged on the Austevoll Seafood Group's loans will have an impact on the Company's finance costs.

1.3.5 Financial leverage and access to financial funding

The Enlarged Group's future development and growth may be dependent on access to external capital, in the form of debt and/or equity capital, e.g. due to unforeseen liabilities or in order for it to take advantage of opportunities for acquisitions, joint ventures or other business opportunities that may be presented to it. Further, a negative development in sales or gross margins, may lead to a strained liquidity position and the potential need for additional funding through equity financing, debt financing or other means. A lack of access to such capital or material changes in the terms and conditions relating to the same, could limit the Enlarged Group's future growth and strategy.

There can be no assurance that the Enlarged Group will be able to obtain necessary funding in a timely manner and on acceptable terms. Should the contemplated financing of the Enlarged Group not be sufficient to meet the Enlarged Group's financing needs, the Enlarged Group may be forced to reduce or delay capital expenditures or research and development expenditures or sell assets or businesses at unanticipated times and/or at unfavourable prices or other terms, or to seek additional equity capital or to restructure or refinance its debt. There can be no assurance that such measures would be successful or would be adequate to meet debt and other obligations as they come due, or would not result in the Company being placed in a less competitive position.

The financial leverage of the Enlarged Group may have several adverse consequences, including the need to manage the Enlarged Group's businesses in a way to service its debt and other financial obligations.

1.3.6 Refinancing of loans and covenant compliance

The Austevoll Seafood Group has as of 30 September 2009 a satisfactory financing. The Austevoll Seafood Group's financial strategy is based on the importance of entering into financing agreements which are adequate and adjusted to its operational activities, including the covenants. Refinancing of the Austevoll Seafood Group's loan portfolio takes only place if and when it is suitable to strengthen the Austevoll Seafood Group's financing conditions further. The Lerøy Group will be fully consolidated into the Austevoll Seafood Group at the day of completion of the Transaction. Consequently, the total balance of the Enlarged Group will increase significantly, meaning that the equity ratio will decrease compared to the situation before the Transaction.

1.3.7 Defaults and insolvency of subsidiaries may present additional risks

In the event of insolvency, liquidation or a similar event relating to one of the Austevoll Seafood Group's subsidiaries, all creditors of such subsidiary would be entitled to payment in full out of the assets of such subsidiary before the Company, as a shareholder, would be entitled to any payments. Defaults by, or the insolvency of, certain subsidiaries of the Austevoll Seafood Group could result in the obligation of the Company to make payments under parent financial or performance guarantees in respect of such subsidiaries or the occurrence of cross defaults on certain borrowings of the Company or other group companies. Additionally, the Company or its assets may become

directly subject to a bankruptcy or similar proceeding initiated against a subsidiary. There can be no assurance that the Company and its assets would be protected from any actions by the creditors of any subsidiary of the Company, whether under bankruptcy law, by contract or otherwise.

1.3.8 Risk for a long-term global recession

The last half year of 2008 there has been a financial and economic turbulence in the global markets. The downturn is accelerating as financial panic still grips the economy. The outlook has darkened as the unemployment rate world-wide is rising rapidly, housing prices are evaporating and household wealth is declining. This in turn impacts the world-wide industry as GDP growth slows and businesses stop expanding, despite for monetary authorities world-wide pumping into the financial markets in order to save banks and lending institutions and interest rate cuts made. It is difficult to predict the full impact of the financial crisis, but the Company's results and financial stability may be affected if the recession turns out to be of a long-term nature.

1.4 Other risks

1.4.1 Political risk

The Austevoll Seafood Group has extensive operations in Norway, Chile and Peru, and political events in these countries could change the business climate and fishing quota regulation in a way that has a negative impact on the value of the Company's operations.

1.4.2 Economic developments

Exports account for a considerable proportion of the Austevoll Seafood Group's total sales. Lower economic growth or a downturn in the Austevoll Seafood Group's export markets could have a negative effect on the Austevoll Seafood Group's business and profitability. This could take the form of reduced demand, losses on receivables resulting from customers' inability to pay their debts, etc. Furthermore, changes in consumer habits and patterns of consumption could affect demand for fish in the Austevoll Seafood Group's main markets. This could have a negative impact on the Austevoll Seafood Group's sales and profitability.

1.4.3 Insurance

The Austevoll Seafood Group maintains a level of insurance cover on its fixed assets, property, production facilities and fish stocks that is in line with industry standards. The structure of such cover and the premiums payable are different for fry facilities and marine farming facilities. Insurance will primarily act as catastrophe coverage. All such coverage involves a significant deductible in the form of an insurance excess or requirements regarding mortality per net cage or site. There will always be a risk that certain events may occur for which only partial or no indemnity is payable. Coverage may, moreover, be dependent on the insurance value of the fish, which may be at positive or negative variance with their book value. Situations may arise in which it is difficult, for longer or shorter periods of time, to obtain insurance coverage for known and unknown fish diseases at premiums which are considered commercially viable. In such situations the Austevoll Seafood Group may have to self-insure.

1.4.4 The impact on the environment from operations

The operation impact on the environment is linked to discharge of organic material (feces from fish and over-feeding), the fish population potential shedding of sealice, and the risk of fish escape. The tangible risk associated with discharge of organic material is thoroughly assessed during consent application of sites to governmental bodies. The recipient capacity must adhere to the planned biological assets on site. Secondly, benthic samplings are undertaken on a yearly basis to ensure compliance with recipient capacity and tolerance. Between each production cycle following of the sites is mandatory. Sealice is closely monitored, reported, and treated in line with national contingency plans. Under the provision that the Austevoll Seafood Group adhere to legislation, there is no risk to become liable for shedding sealice from fish farms.

The Austevoll Seafood Group aims at minimizing escapes and has implemented procedures equivalently to comply with this policy. However, coastal waterways represent a risk of boats accidentally harming farm constructions and thus make escapes unavoidable. Such event will inevitably damage the reputation of the company, but not cause liability as long as set regulations of signs and lighting are adhered to. The Austevoll Seafood Group will be held responsible if gross negligence leads to escapes. In such event police investigation as well as fines will follow.

1.4.5 Tangible environmental risk

Fish farming is operated in open net cage systems located in marine environment and is hence exposed to changing weather conditions as well as pollution of open seas.

Coastal waterways are subject to traffic by large cargo carriers. In areas attractive to the petroleum industry, sea transportation of oil is frequent. This represents a defined environmental hazard in form of a potential oil spill. Such spill is by nature extremely difficult to contain and will, in case of contamination of coastal zones and habitat,

eliciting long term destruction of pristine areas for farming. Oil or petroleum products will when floating into a farm, severely affect the fish's ability for normal oxygen uptake over the gills and shed an unpleasant taste on surviving fish, which practically makes the fish inedible. Consequences from such an event are highly unpredictable. The Austevoll Seafood Group's concentrated location of farms increases the vulnerability in case of oil spills.

An overwhelming majority of scientific experts agree that the diminution of the ozone layer results in climate changes. Among the effects of climate change which impact fish farming are rough weather and altered sea temperature profiles.

In particular, metrological registration may indicate more extreme weather conditions than previously recorded. All farms are supplied with mooring systems which shall stand the test of hurricanes. However, the frequency of storms put the constructions at severe test, and weather conditions are beyond the Austevoll Seafood Group's control. Again, the concentration of farms may not be to the Austevoll Seafood Group's benefit given an extreme metrological situation. Temperature profile changes are extremely slow which over time may make some farming areas less attractive and others more suitable. It will hardly have a definite affect to operations within the scope covered by this Information Memorandum.

1.4.6 El Niño

The climate of the South American west coast undergoes temperature changes each five to seven years. This phenomenon is known as El Niño. Since 2000 more than 50% of the world's total fish meal production comes from this region.

The dominating fish species is the herbivorous anchovy (*Engraulis ringens*). The anchovy feeds on the enormous production of planctonic algae growing in the nutritious stream of up-welling cold Pacific water. During El Niño the surface water heats up and blocks the up-welling for a year. As the anchovy completes its life cycle in approximately one year, this leads to a sudden break down of the fish stocks and the fisheries will not re-establish until the former climatic balance is resumed.

The last time a distinct El Niño was experienced (1997); the world production of fish meal was reduced by approximately 30%. Chances are that the next El Niño will occur within a three to five year period.

1.5 Risk related to the Shares

1.5.1 General

All share investments are connected with risks. The Company is exposed to fluctuations in the general economy, changes in e.g. interest rates and foreign exchange ratios will influence the financial situation of the Company.

1.5.2 Price volatility of publicly traded securities

The trading price of the Shares could fluctuate significantly in response to, amongst other factors, quarterly variations in operating results, adverse business developments, interest rate, changes in financial estimates by securities analysts, matters announced in respect of major customers or competitors, or changes to the regulatory environment in which the Company operates.

The market price of the Shares could decline due to sales of a large number of the Shares in the market or the perception that such sales could occur. Such sales could also make it more difficult for the Company to offer equity securities in the future at a time and at a price that is deemed appropriate.

1.5.3 Control by major shareholders

Laco AS is the main shareholder of Austevoll Seafood, and future sales of shares by the major existing shareholder could impact the market price of the Company's shares.

1.5.4 Exercise of voting rights for nominee shareholders

Beneficial owners of the Company's Shares that are registered in a nominee account (e.g., through brokers, dealers or other third parties) may not be able to vote such Shares unless their ownership is re-registered in their names with the Norwegian Central Securities Depository (VPS) prior to the Company's general meetings. The Company cannot guarantee that beneficial owners of the Company's Shares will receive the notice for a general meeting in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote their Shares in the manner desired by such beneficial owners.

1.5.5 Enforceability of civil liabilities

The Company is a public limited liability company organised under the laws of Norway. The majority of the directors of the Company and executives reside in Norway. As a result, it may not be possible for investors to effect service of process in other jurisdictions upon such persons or the Company, to enforce against such persons or the

Company judgements obtained in non-Norwegian courts, or to enforce judgements on such persons or the Company in other jurisdictions.

1.5.6 Transfer restrictions

The Company has not registered the Shares under the Securities Act or the securities laws of other jurisdictions other than the Kingdom of Norway and the Company does not expect to do so in the future. The Shares may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the Securities Act) nor may they be offered or sold in any other jurisdiction in which the registration of the shares is required but has not taken place, unless an exemption from the applicable registration requirement is available or the offer or sale of the shares occurs in connection with a transaction that is not subject to these provisions. In addition, there can be no assurances that shareholders residing or domiciled in the United States will be able to participate in future capital increases or subscription rights.

1.5.7 Foreign shareholders may be diluted if they are unable to participate in future offerings

Foreign shareholders may be diluted if they are unable to participate in future offerings

Because non-Norwegian investors may be unable to participate in future offerings, their percentage shareholding, if they have been allotted Shares in the offering, may be diluted. Unless otherwise resolved by the general meeting, shareholders in Norwegian limited liability companies such as the Company, have pre-emptive rights proportionate to the aggregate amount of the Shares they hold with respect to new Shares issued by the Company. For reasons relating to foreign securities laws or other factors, foreign investors may not be able to participate in a new issuance of Shares or other securities and may face dilution as a result.

U.S. holders of the Shares may not be able to receive trade or exercise pre-emptive rights for new Shares unless a registration statement under the Securities Act is effective with respect to such rights or an exemption from the registration requirements of the Securities Act is available. The Company is not a registrant under the U.S. securities laws. If U.S. holders of the Shares are not able to receive trade or exercise pre-emptive rights granted in respect of their Shares in any rights offering by the Company, then they may not receive the economic benefit of such rights. In addition, their proportional ownership interests in the Company will be diluted. Inability to receive trade or exercise pre-emptive rights for new Shares due to local restrictions may also apply in other jurisdictions.

1.5.8 Norwegian law may limit the shareholders' ability to bring an action against the Company

The Company is a public limited company incorporated under the laws of Norway. The rights of holders of Shares are governed by Norwegian law and by the Articles of Association. These rights differ from the rights of shareholders in other jurisdictions. In particular, Norwegian law limits the circumstances under which shareholders of Norwegian companies may bring derivative actions. Under Norwegian law, any action brought by a company in respect of wrongful acts committed against the company takes priority over actions brought by shareholders in respect of such acts. In addition, it may be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions.

2 RESPONSIBILITY STATEMENT

Statement from the Board of Directors of Austevoll Seafood

This Information Memorandum has been prepared by the Company to provide information to its shareholders and prospective investors in connection with the Transaction.

The Board of Directors of the Company confirms that, having taken all reasonable care to ensure that such is the case, the information contained in the Information Memorandum is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

Storebø, 15 December 2008

The Board of Directors of Austevoll Seafood

Ole Rasmus Møgster
Chairman

Helge Singelstad

Oddvar Skjegstad

Hilde Waage

Inga Lise L. Moldestad

3 THE ACQUISITION OF LERØY

3.1 The Transaction

Lerøy has a share capital of NOK 53,577,368 divided into 53,577,368 shares with a nominal value of NOK 1 (the “**Lerøy Shares**”). Prior to the Transaction Austevoll Seafood held 17,860,300 Lerøy Shares. Under the Transaction Austevoll Seafood acquired an additional 22,283,981 or 41.59% of the Lerøy Shares, bringing Austevoll Seafood’s total ownership in Lerøy up to 40,144,281 shares or 74.93%.

The Transaction comprises three separate transactions completed by Austevoll Seafood in the period 25 September 2008 to 1 December 2008:

3.1.1 Acquisition of 4,500 shares in Lerøy on 25 September 2008

On 25 September 2008 Austevoll Seafood announced that it had increased its shareholding by acquiring an additional 4,500 Lerøy Shares at a price of NOK 59 per share. Upon completion of this acquisition Austevoll Seafood held 17,864,800 shares in Lerøy, representing 33.34% of the issued and outstanding share capital of the company, and thereby passed the mandatory offer threshold in the Norwegian Securities Trading Act of 1/3 of the shares.

3.1.2 Acquisition of 5,398,842 shares in Lerøy on 14 October 2008

On 14 October 2008 Austevoll Seafood announced that it had increased its shareholding by acquiring an additional 5,398,842 Lerøy Shares at a price of NOK 59 per share. Upon completion of this acquisition Austevoll Seafood held 23,259,142 of the issued and outstanding share capital of the company.

3.1.3 The Mandatory Offer

As a result of the acquisition of the 4,500 Lerøy Shares completed on 25 September 2008, the Company on 17 October 2008 put forward a mandatory offer for the remaining Lerøy Shares not already owned by Austevoll Seafood at an offer price of NOK 59 per share (the “**Mandatory Offer**”), in accordance with Section 6-1 of the Norwegian Securities Trading Act.

The acceptance period under the Mandatory Offer was from 20 October 2008 to 17 November 2008. Upon expiration of the acceptance period Austevoll Seafood had received acceptances for 16,880,639 shares, representing 31.51% of the Lerøy Shares. Payment to the shareholders of Lerøy who accepted the offer was made on 1 December 2008. The Lerøy Shares which Austevoll Seafood had received acceptances for were transferred to Austevoll Seafood on 1 December 2008.

Hence, upon completion of the Mandatory Offer on 1 December 2008 and as of the date of this Information Memorandum, Austevoll Seafood holds 40,144,281 shares in Lerøy, representing 74.93% of the total number of issued and outstanding shares and votes in Lerøy. In addition Lerøy holds 229,776 Lerøy Shares (treasury shares). Consequently, Lerøy is fully consolidated into the Austevoll Seafood Group from the date of which control was transferred to Austevoll Seafood.

3.2 Background and reason for the Transaction

The acquisition is in essence based on Austevoll Seafood’s confidence in the future seafood market. Austevoll Seafood believes that the seafood industry in particular has a great growth potential and represents a good base for investments and future solidity.

The purpose of the Mandatory Offer was to satisfy the requirement in the Norwegian Securities Trading Act to put forward an unconditional offer to acquire the remaining outstanding and issued shares of Lerøy not already owned by Austevoll Seafood, a requirement Austevoll Seafood triggered by acquiring the total number of Lerøy Shares bringing its total shareholding in Lerøy to exceed the 1/3 threshold of the Norwegian Securities Trading Act.

It is Austevoll Seafood’s clear aim and intention to contribute to the development of Lerøy through further consolidation in the industry. Austevoll Seafood believes that Lerøy with its local presence and unique global sales distribution is well positioned to participate in the development of the salmon industry. Austevoll Seafood intends to build on the existing management and local presence of Lerøy to further develop the company as a leading participant in this industry.

3.3 Financing of the Transaction

Austevoll Seafood financed the Transaction with NOK 1 billion by utilizing an already existing long-term facility with DnB NOR Bank ASA and a new long term loan of NOK 320 million from Laco AS, the main shareholder of the Company.

As required by the Norwegian Securities Trading Act, Austevoll Seafood established a bank guarantee covering its obligation to pay for the Lerøy Shares to be acquired pursuant acceptances received under the Mandatory Offer. The security for rightful payment was provided in the form of a guarantee from DnB NOR Bank ASA. The original guarantee was deposited with Oslo Børs.

3.4 Information about the Austevoll Group after the Acquisition

3.4.1 Legal structure after the Transaction

Austevoll Seafood is the ultimate parent company of the Austevoll Seafood Group. Austevoll Seafood has the following wholly owned subsidiaries: Laco IV AS, Austevoll Fisk AS, Epax Holding AS, A-Fish AS, Austevoll Eiendom AS, Inv. Pacfish Ltd., Aumur AS and Lerøy.

In addition Austevoll Seafood has a large shareholding in Brødrene Birkeland AS (40.02%), North Capelin Honningsvåg AS (40%) and Shetland Catch Ltd (25%).

3.4.2 The significant operating group companies after the Transaction

The significant operating group companies within the Austevoll Seafood Group (as described in the table below) are as follows:

Norway:

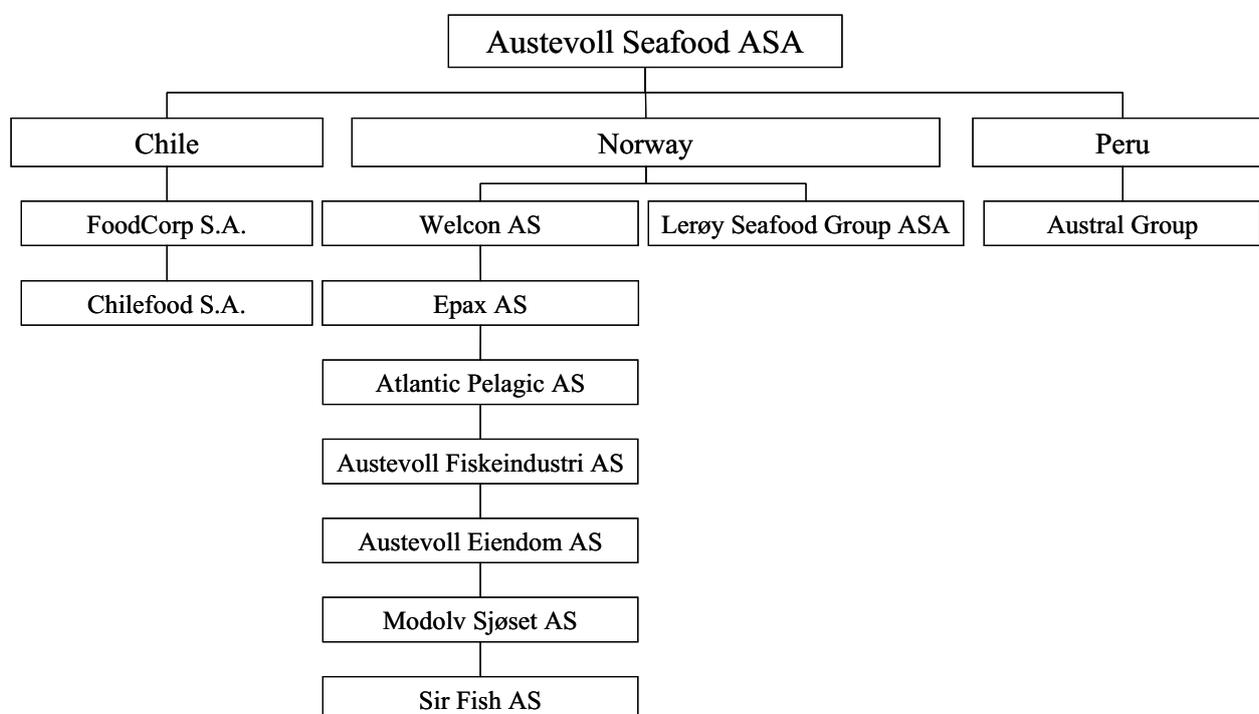
Welcon group (100%), Epax AS (100%), Atlantic Pelagic AS (100%), Austevoll Fiskeindustri AS (100%), Sir Fish AS (60%), Modolv Sjøset AS (66%) Austevoll Eiendom AS (100%) and the Lerøy Group (74.93%).

Chile:

FoodCorp S.A. (100%) and Chilefood S.A. (100%).

Peru:

Austral Group (89%).



3.4.3 The Austevoll Seafood's position in its markets after the Acquisition

See Section 5.5 for further information regarding the Enlarged Group's position within its markets.

Within the fish meal and -oil segment the Austevoll Seafood Group had a production of approximately 328,000 tons (2007). The industry is fragmented and the on going consolidation is likely to continue.

In the Norwegian fish meal and –oil industry Austevoll Seafood is the leading player, controlling more than 50% of the total production. <http://www.auss.no/Welcon%20AS-177.aspx>.

In the salmon farming industry Lerøy Seafood is among the largest producers in the world, and is expected to account for approximately 13% of the total Norwegian production. (Source: Pareto Research “Supply growth could be negative in 2008E 11.03.2008)

3.4.4 The Transaction’s significance for the earnings, assets and liabilities of the Austevoll Seafood Group

As of the date of this Information Memorandum, Austevoll Seafood owns 74.93% of the issued and outstanding shares in Lerøy, and Lerøy will therefore be fully consolidated from the date of which control was transferred to Austevoll Seafood. A full consolidation means that the Lerøy Group’s assets and liabilities will be incorporated in Austevoll Seafood’s consolidated balance sheet and that the Lerøy Group’s revenue, operating profit and net profit will be incorporated in Austevoll Seafood’s consolidated profit and loss statement. The purchase method of accounting has been used to account the acquisition of a subsidiary. Inter company transactions, balances and unrealised gains on transactions between group companies are eliminated. See Section 8 for further information regarding pro forma financial information to reflect the impact of the Transaction on Austevoll Seafood.

4 SHORT DESCRIPTION OF LERØY

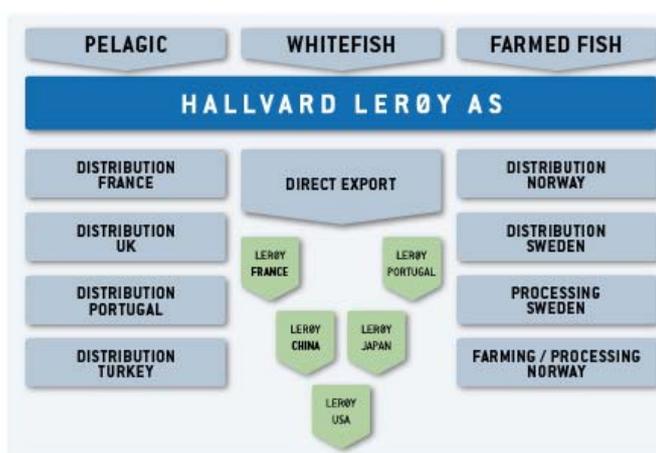
4.1 Company information

Lerøy is a public limited company (Nw: “allmennaksjeselskap”) incorporated under the laws of the Kingdom of Norway and the Norwegian Public Limited Liabilities Act with business registration number 975 350 940. Lerøy’s registered office is Bontelabo 2, P. O. Box 7600, 5020 Bergen, Norway, telephone number: +47 55 21 36 50, telefax number: +47 55 21 36 34, web-site: www.leroy.no.

4.1.1 Business description

The Lerøy Group’s core activities are distribution, sale and marketing of seafood, processing of seafood, production of salmon, trout and other species, as well as product development. The Lerøy Group operates through subsidiaries in Norway, Sweden, France and Portugal and through a network of sales offices that ensure its presence in the most important markets.

The Lerøy Group divides its products into the main sectors of salmon products, whitefish, pelagic fish and shellfish. The distinction between farmed species and wild fish is significant and requires different logistic solutions and work methods. These products are distributed on the Norwegian market and more than 40 other markets worldwide.



4.2 Board of Directors and Management

Lerøy’s Board of Directors comprises of the following directors: Svein Milford (Chairman), Fons Brusselmans, Britt Kathrine Drivenes, Ole Rasmus Møgster, Hege Charlotte Bakken and Hans Petter Vestre.

The Lerøy Group’s Executive Management comprises of the following: Helge Singelstad, Alf-Helge Aarskog and Ivan Vindheim.

4.3 Share capital and shareholder information

The registered share capital in Lerøy is NOK 53,577,368 divided into 53,577,368 shares, each with a par value of NOK 1.

According to transcript from the VPS on 15 December 2008, Lerøy had a total of 1,025 shareholders; of which 959 were Norwegian and 66 were non-Norwegian shareholders.

To the knowledge of the Company, the following shareholders as appeared in the VPS on 15 December 2008 each have shareholdings which are notifiable, as the Company is aware of:

	Shareholder	Number of Shares	%
1	Austevoll Seafood ASA.....	40,144,281	74.93%
2	Pareto Aksje Norge.....	2,151,400	4.02%
3	Pareto Aktiv.....	1,280,200	2.39%
4	Pareto Verdi.....	126,600	0.24%

4.4 Material contracts

Other than the Transaction, Lerøy has not, or any other company within the Lerøy Group, entered into any material contracts other than in the ordinary course of business for the two years preceding publication of this Information Memorandum of which the Company is aware of.

4.5 Legal and arbitration proceedings

The Lerøy Group is not involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) which may have or have had in the recent past significant effects on the Company and/or the Lerøy Group's financial position or profitability, nor has Lerøy been involved in any such proceedings during the past 12 months.

4.6 Selected financial information

Below is a summary of the financial statements for the Lerøy Group which has been derived from the audited financial statements for the financial years ended 31 December 2005, 2006 and 2007, for the unaudited third quarters ended 30 September 2007 and 2008, and for the nine months ended 30 September 2007 and 2008.

4.6.1 Condensed consolidated income statements

Operating Income	31.12.2007	31.12.2006	31.12.2005	Q3 2008	Q3 2007	30.09.2008	30.09.2007
All figures in NOK 1,000	Audited	Audited	Audited	Unaudited	Unaudited	Unaudited	Unaudited
Sales revenues	6,290,898	5,616,592	4,014,454	1,522,083	1,617,066	4,353,631	4,699,699
Operating profit before biological assets adjustments	387,215	683,757	274,110	116,544	105,148	236,909	321,548
Value adjustments of biological assets	15,838	85,938	78,290				
Operating profit	403,053	769,695	352,400	133,002	137,534	52,213	148,843
Profit before tax	368,826	858,383	412,362	98,278	113,670	-43,097	118,638
Taxation	-89,262	-205,938	-92,505	-24,135	-38,579	19,178	-32,344
Profit for the year	279,564	652,445	319,857	74,143	75,091	-23,919	86,294

4.6.2 Condensed consolidated balance sheets as of:

Balance sheet	31.12.2007	31.12.2006	31.12.2005	30.09.2008	30.09.2007
All figures in NOK 1,000	Audited	Audited	Audited	Unaudited	Unaudited
<i>ASSETS</i>					
Total fixed assets	4,298,546	2,932,343	1,054,088	4,597,004	4,298,546
Total current assets	3,207,564	2,673,732	1 507,950	2,863,954	3,207,564
TOTAL ASSETS	7,506,110	5,606,075	2,577,315	7,460,958	7,506,110
<i>EQUITY</i>					
Total equity	3,778,843	2,340,719	1,275,946	3,636,970	3,778,843
<i>LIABILITIES</i>					
Total long-term liabilities	2,380,240	2,038,038	616,973	2,343,383	2,380,240
Total short-term liabilities	1,347,027	1,227,318	654,414	1,480,605	1,347,027
TOTAL EQUITY AND LIABILITIES	7,506,110	5,606,075	2,577,315	7,460,958	7,506,110

4.6.3 Condensed consolidated cash flow

Cash flow	31.12.2007	31.12.2006	31.12.2005	Q3 2008	Q3 2007	30.09.2008	30.09.2007
All figures in NOK 1,000	Audited	Audited	Audited	Unaudited	Unaudited	Unaudited	Unaudited
Net cash flows from operating activities	97,781	546,874	152,439	172,556	120,593	216,071	150,083
Net cash flows from investing activities	-56,936	-1,148,401	-149,518	-81,231	-123,782	-436,536	-69,833
Net cash flows from financing activities	-12,979	920,242	-72,000	17,086	13,459	61,631	18,061
Net cash flow in the accounting period	27,866	318,715	-69,079	108,411	10,270	-158,834	98,311
Cash position at beginning of period	509,872	191,157	260,236	270,493	597,913	537,738	509,872
Cash position at end of period	537,738	509,872	191,157	378,904	608,183	378,904	608,183

There have been no significant changes in the financial or trading position of Lerøy subsequent to Q3 2008, which Austevoll Seafood is aware of, other than those described in Section 3 "The Acquisition of Lerøy".

4.6.4 Comments to the historical financial information

The price of farmed salmon has historically been subject to substantial fluctuations. Average price in 2007 was NOK 25.87 (4/5 kg sup. FCA Oslo). During 2008 prices have varied between NOK 23.63 and NOK 32.14 (4/5 kg sup. FCA Oslo). By end September 2008 the average price was approximately NOK NOK 26.95. (4/5 kg sup. FCA Oslo).

Feed costs account for a significant portion of the total production cost within the salmon farming sector, and fluctuations in feed prices will therefore have a major impact on the total production cost. Fishmeal and -oil prices have increased during 2008 and due to this we have seen an increase in fish feed prices compared with 2007.

5 INFORMATION ABOUT AUSTEVOLL SEAFOOD

5.1 Incorporation, registered office and registration number

Austevoll Seafood is a Norwegian public limited liability company (Nw: “allmennaksjeselskap”) organised under the laws of the Kingdom of Norway and the Norwegian Public Limited Liabilities Act. The Company was incorporated as a private limited liability company (Nw: “aksjeselskap”) on 14 April 1981 under the name Austevoll Havfiske AS, and transformed into a public limited liability company with the name Austevoll Seafood ASA in May 2006. The Company’s business registration number with the Norwegian Register of Business Enterprises is 929 975 200.

According to the Articles of Association, the Company’s registered office and principal place of business is at Alfabygget, N-5392 Storebø, Norway. The Company’s telephone number is +47 56 18 10 00, telefax number +47 56 18 10 03. The Company’s web site is www.auss.no. The Austevoll Seafood Group also has offices in Oslo, Santiago (Chile), Coronel (Chile) and Lima (Peru).

5.1.1 Share capital

The Company’s share capital as of the date of this Information Memorandum is NOK 92,158,687, divided into 184,317,374 Shares, with a par value of NOK 0.50 per Share. There is one class of shares. The Shares are equal in all respects, and each Share carries one vote at the Company’s general meeting.

5.1.2 Historical development of share capital

The table below shows the historical development of the Company’s share capital and the number of issued and outstanding shares in the Company for the period 1 January 2005 and to the date of this Information Memorandum:

Date	Type of change	Change in issued share capital (NOK)	Par value per Share (NOK)	Total issued share capital (NOK)	Number of Shares
01.01.2005	Share capital in the beginning of the period	-	2.00	56,097,780	28,048,890
15.05.2006	Share capital increase by contribution in kind	9,704,184	2.00	65,801,964	32,900,982
15.05.2006	Share split (1:4)	0	0.50	65,801,964	131,603,928
15.05.2006	Share capital increase by cash contribution	446,969	0.50	66,248,933	132,497,866
09.06.2006	Share capital increase by cash contribution	21,885,715	0.50	88,134,648	176,269,296
26.07.2006	Reduction of share capital (demerger)	-9,022,836	0.50	79,111,812	158,223,624
9.10.2006	Share capital increase by cash contribution	10,000,000	0.50	89,111,812	178,223,624
23.02.2007	Share capital increase by contribution in kind	3,046,875	0.50	92,158,687	184,317,374

5.2 History and development

The history of Austevoll Seafood can be summarised as follows:

- 1981: Company established by Alf Møgster, Helge Møgster and Ole Rasmus Møgster, as pelagic fishery company and fish farming company
- 1991: Started Pacific Fisheries in Chile
- Austevoll Havfiske AS has since been developed into Norway’s leading pelagic fishery company
- 2000: Merged with Laco II AS, which was the holding company for salmon farming activities
- Acquisitions and divestments:
 - 2000: Br Birkeland AS, 35.77%
 - 2003: FoodCorp S.A., Chile, 100%
 - 2005/2006: Rong Laks, Norway, 100%

- 2006: Austral Group S.A.A., Peru, 88.14%
- 2006: Welcon AS, Norway, 98.38% (through the acquisition of 100% of Welcon Invest AS)
- 2006: Increase in ownership Br Birkeland AS by approx 4%
- 2006: Demerger of Austevoll Seafood by transfer of the shares in two Norwegian fishing vessel companies, Møgsterfjord I AS and Møgsterhav AS to Møgster Havfiske AS (a wholly owned subsidiary of Laco AS)
- 2006: Eidane Smolt AS, Norway, 100%
- 2006: Fiordo Austral S.A., Chile, 100%
- 2007: Epax Holding AS, 100%
- 2007: Sold 100% of the salmon operation Vest Star Holding AS
- 2007: Acquired 33,34% of the shares in Lerøy
- 2007: Acquisition of 46,2% of the shares in Sir Fish AS, on completion of the acquisition the group owns 60% of the shares in Sir Fish AS
- 2007: Acquisition of 25% of the shares in Shetland Catch Ltd.
- 2007: Acquisition of 50% of Corporacion del Mar S.A., Peru
- 2008: Acquisition of 40% in Bodø Sildoljefabrikk AS
- 2008: Acquisition of 40% in North Capelin Honningsvåg AS
- 2008: Increased the ownership in Modolv Sjøset AS from 49.98% to 66%.
- 2008: Increased the ownership in Lerøy to 74.93 %.
- 2006: 11 October, the Company was listed on the Oslo Børs with the ticker code "AUSS"

5.3 Legal structure and related parties

Austevoll Seafood is the ultimate parent company of the Austevoll Seafood Group. Austevoll Seafood has the following wholly owned subsidiaries: Laco IV AS, Austevoll Fisk AS, Epax Holding AS, A-Fish AS, Austevoll Eiendom AS, Inv. Pacfish Ltd and Aumur AS. In addition Austevoll Seafood has a large shareholding in Brødrene Birkeland AS (40.02%), North Capelin Honningsvåg AS (40%) and Shetland Catch Ltd (25%).

The significant operating group companies within the Austevoll Seafood Group (as described in the table below) are as follows:

Norway:

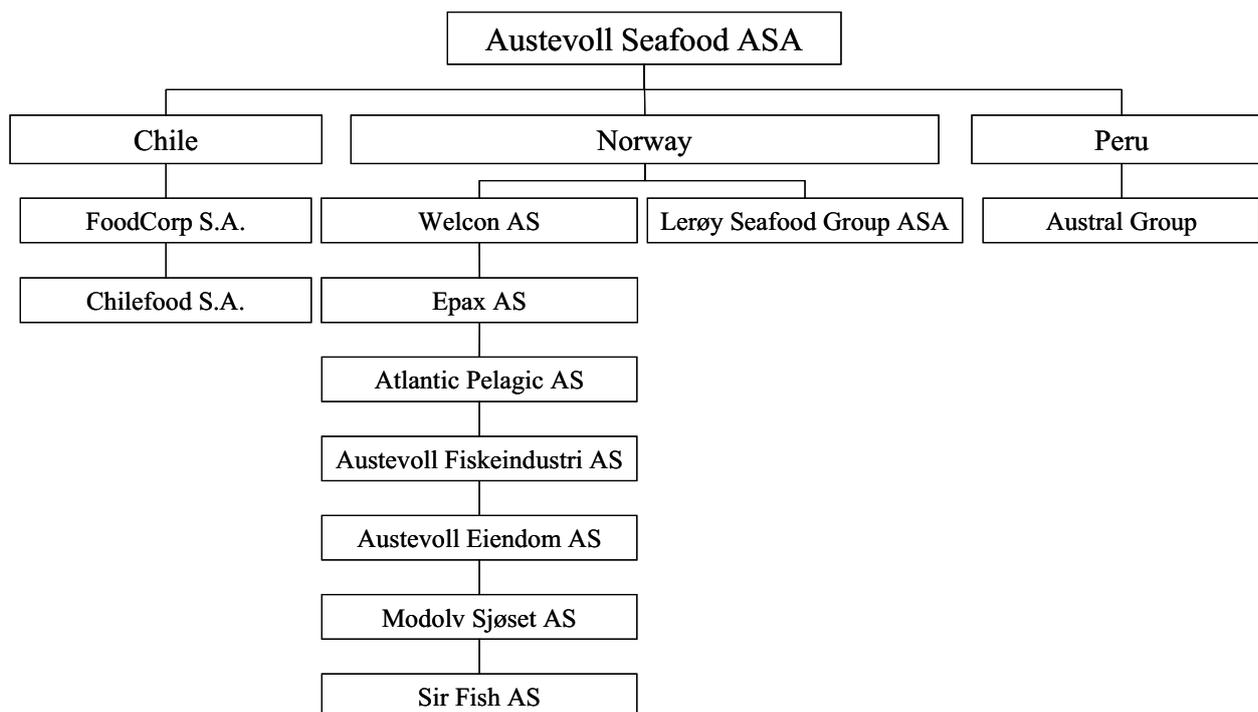
Welcon group (100%), Epax AS (100%), Atlantic Pelagic AS (100%), Austevoll Fiskeindustri AS (100%), Sir Fish AS (60%), Modolv Sjøset AS (66%) Austevoll Eiendom AS (100%) and the Lerøy Group (74.93%).

Chile:

FoodCorp S.A. (100%) and Chilefood S.A. (100%).

Peru:

Austral Group (89%).



5.4 Business overview

The Austevoll Seafood Group is a significant player in pelagic fishery, fish meal/oil production, processing of fish for human consumption and sale of fish products. Upon completion of the Transaction, the Company also became a significant player within the salmon fish farming industry. The activities of the Enlarged Group are mainly located in Norway and South-America.

Overview of the Enlarged Group

	 Peru	 Chile	 Norway	Austevoll Seafood (Group)
Activities				
Harvesting capacity	15.794m ³ of anchovy hold capacity - 38 vessels	9.1% of pelagic fishing quota - 5 vessels	• 2 fishing vessels with 2 fishing licenses (thru' Br Birkeland AS)	• 650-700,000 tons of pelagic fish (45 vessels)
Salmon operation			• 105 salmon licenses (Lerøy) • 7 salmon licenses (thru' Br Birkeland AS)	
Primary Processing	9 meal & oil plants 2 canning plants 2 freezing plants	2 meal & oil plants 2 canning plants 1 freezing plant	5 meal & oil plants 1 storage/blending 1 meal and oil plant (associated) 3 freezing plants 1 freezing plant (associated)	28 processing plants Handling over 1.45 mill tons of pelagic fish annually
Secondary Processing			High Concentrate Omega-3 Fish Oil Plant	6500mt of crude fish oil = 1650mt Of HCO3
Sales & Distribution	Own sales organisation	Own sales organisation	Own sales organisation	Wholesale with global distribution

5.5 Goals and strategy

The Company has structured its fishing vessels, fish meal/oil production, human consumption seafood (frozen and canned fish), and sales and distribution network into an integrated value chain. The businesses are located in the most important fishing and aquaculture regions in the world (Peru, Chile and Norway). This is considered important

to diversify risk. The Company is constantly working on optimizing the operational income. It employs experienced and highly motivated personnel and it possesses good quality assets in fishing vessels, processing plants and aquaculture equipment. This results in a cost efficient operation that produces high quality products. The Company has financial strength and will grow in areas where profitable long term seafood business can be developed. Lerøy aims to satisfy the demand for food and culinary experiences, both nationally and internationally, by offering seafood products through selected distributors to manufacturers, institutional households and consumers. The Lerøy Group’s vision is to be the leading and most profitable Norwegian supplier of quality seafood. To attain this goal it is important that the Enlarged Group works to achieve profitability in all its activities. Lerøy will particularly emphasize the supply of high quality products and develop a profitable, efficient, binding and long-term cooperation on the supplier and marketing side. Together with the Company's management, the Board of Directors of the Enlarged Group will continue its work of developing and adjusting the Enlarged Group's business systems to the requirements of national and global conditions. There has been a strong focus in recent years on the structural changes occurring in the industry in Norway. These domestic changes can be seen as a result of developments in the world food market. Lerøy wishes to participate actively in the processes that will be introduced in coming years. The Board of Austevoll Seafood emphasizes the need for the Enlarged Group to seek strategic, forward-looking models for its activities. These may include takeovers, mergers and similar measures. The Board's work will also encompass securing the necessary financial and organizational conditions for the Enlarged Group's long-term profit goals.

5.6 Austevoll Seafood’s business operations

The operations are located in Europe, Peru, Chile and include pelagic capture, processing of canned and frozen pelagic products for human consumption, production of fish meal/oil and salmon farming. The head office is located in Austevoll, Norway.

In Norway, the fish catching business is operated by Br. Birkeland AS, the processing business is operated by Welcon AS (through its subsidiaries), Austevoll Fiskeindustri AS, Sir Fish AS, Modolv Sjøset AS, the Lerøy Group and Epax AS), the sales business is operated by Atlantic Pelagic AS, the Lerøy Group and Welcon Protein AS (a subsidiary of Welcon AS).

In Chile, fish catching, processing and sales are operated by FoodCorp S.A.

In Peru, fish catching, processing and sales are operated by Austral Group.

The following table shows the different business operations and their locations.

	Chile	Norway	Peru
Fishing	x	x	X
Fish meal	x	x	X
Fish oil	x	x	X
Canned fish	x		X
Frozen fish-processing	x	x	X
HC Omega-3 oils		x	
Salmon processing		x	
Salmon farming		x	

5.6.1 Pelagic fish catching

The fish catching business is operated through the associated company Br. Birkeland AS in Norway and the group companies Austral Group S.A.A. in Peru and FoodCorp S.A. in Chile.

Norway

Austevoll Seafood owns 40% of Br. Birkeland AS. Br. Birkeland AS owns the two large and modern purse seiners Talbor and Birkeland, each with the maximum Norwegian quota of 650 “basis tons”. This accounts for about 3% of the total Norwegian pelagic quota.

The two vessels were built in 2001 and 2004, which means that they have new and efficient equipment, securing good quality and high prices for the catch and low maintenance costs.

Chile

FoodCorp S.A. is wholly owned (100%) by Austevoll Seafood through foreign subsidiaries. It owns 5 catching vessels and controls 9.1% of the total Chilean pelagic quota in the South for horse mackerel. The vessels were built between 1992 and 1997, which means that they have relatively new and efficient equipment, securing good quality on the catch and low maintenance costs.

The total catch for the last three years was as follows:

	FoodCorp fleet total unloading (tons)		
	2006	2007	until 30.09.2008
Horsemackerel/Mackerel/ Anchoveta	126,365	139,083	85,948
Coastal vessel (purchase)	107,224	58,578	63,656

Peru

Austral Group S.A.A., which is listed on the stock exchange in Lima, Peru, is owned approximately 89% by Austevoll Seafood through its foreign subsidiaries. The company owns 38 purse seiners with a total of 15,794 m3 anchovy license and 5,474 m3 of human consumption license. The fleet participate in the Olympic fisheries for anchoveta. By end June 2008 the Peruvian Authorities have resolved a new legislation which will regulate the anchovy fishing industry through the application of maximum boat catch limits (individual quotas) following a similar path laid by other leading fishing nations in the world, however this legislation has not yet been implemented. This is a major contribution to bringing order to the industry and will generate important economic, environmental and social benefits. The vessels are built between 1994 and 1999, which means that they are relatively new.

The table below shows Austral Group S.A.A.'s catches for the last three years.

	Austral fleet total unloading (tons)			
	2005	2006	2007	30.09. 2008
	473,643	412,730	414,563	297,032

5.6.2 Salmon farming

Salmon farming and processing are operated by the Lerøy Group, see Section 5.7 below for further description.

The associated company Br. Birkeland AS is involved in salmon farming. Br. Birkeland AS, has 7 licenses and one R&D license, and an annual salmon production capacity of approximately 6,000 tons gw.

5.6.3 Processing

The processing business is mainly operated through the Austevoll Seafood Group companies Welcon AS and its subsidiaries, Austevoll Fiskeindustri AS, Sir Fish AS, Modolv Sjøet AS and Epax AS in Norway, FoodCorp S.A. in Chile and Austral Group S.A.A. in Peru.

Chile

FoodCorp S.A. operates 2 fish meal plants, 1 canning plant and 1 freezing plant, which are located in the city of Coronel and 1 canning plant located in Puerto Montt. These factories have a capacity to produce the Austevoll Seafood Group's (FoodCorp) own quota annually and a substantial volume of external catch. FoodCorp's own catch is mainly mackerel and horse mackerel. The external raw material is mainly anchoveta. Production is normally carried out 12 months a year.

The gross margin per kg of input used to make products for human consumption is significantly higher than when used to produce fish meal and fish oil. There has been a change in product mix where more of the raw materials have been utilised for human consumption, which increase profit margins.

Figure: Operation in Chile

5 vessels
9.1% of Chilean total Horse Mackerel quota (South)

6,100 tons of hold capacity

+30 coastal vessel contracts

Two Fishmeal & fishoil plants
2.000 tons of raw material capacity per day

Canning plant
Over 2 million cases (48 million cans) yearly production capacity

Canned tuna, mussels and seafood.
Presence in all major supermarket chains and wholesale distributors. Excellent brand awareness

Freezing plant
Fish freezing plant, 550 ton/day capacity

Peru

Austral Group S.A.A. operates 9 fish meal plants, 2 canning plants and 2 freezing plants. These factories have sufficient production capacity for the Austevoll Seafood Group's (Austral group) own catch and a substantial quantity of external catch. Production is carried out through the olympic fishing seasons for anchovy and in the fishing season for human consumption fisheries.

The portion of products for human consumption is smaller for Austral Group S.A.A. than for FoodCorp S.A. Since the gross margin per kg input to products for human consumption is much higher than that of fish meal and fish oil, the Company believes Austral Group S.A.A. has a huge potential in copying the development of FoodCorp S.A. and thereby increasing the portion of products for human consumption.

Figure: Operation in Peru

Austral S.A.A.
Corporacion Del Mar S.A.
(CORMAR)

- Head office – Lima

Fishing

- 38 fishing vessels
- 15,794 m3 of anchovy (7.18% real capacity)
- 5,474 m3 license capacity for human consumption.

Production

- 9 fishmeal and oil plants
- 2 canning plants
- 2 freezing plants

Norway

Figure: Operation in Norway

<p>Austevoll Seafood ASA</p> <ul style="list-style-type: none">• Head office – Austevoll <p>Consolidated companies</p> <ul style="list-style-type: none">• Welcon AS –Oslo• Epax AS –Aalesund• Atlantic Pelagic AS –Austevoll• Austevoll Fiskeindustri AS – Austevoll• Sir Fish AS – Sirevåg• Modolv Sjøset AS – Træna (Consolidated from Q4) <p>Production</p> <ul style="list-style-type: none">• 5 fishmeal and oil plants• 3 freezing plants• 1 Omega-3 refinery	
--	--

Welcon AS is the largest fish meal producer in Norway. The company operates 5 fish meal plants with a capacity of 8,500 tons per day and 1 large storage, blending and refining plant. Austevoll Seafood controls 100 percent of Welcon AS through its wholly owned subsidiary Welcon Invest AS. Austevoll Fiskeindustri AS is fully owned by Austevoll Fisk AS, a 100% owned subsidiary of Austevoll Seafood. It operates a modern processing plant for salmon and pelagic fish, and has extensive cold storage and freezing capacity. The facilities are located in Austevoll with their own deep-water pier and excellent infrastructure for shipment. The current production capacity of Austevoll Fiskeindustri AS is approximately 45,000 tonnes pelagic fish, and approximately 20,000 tonnes of salmon. Production of salmon is carried out 12 months a year, and the pelagic production is seasonal.

Sir Fish AS is located at Sirevåg in Rogaland and operates a modern processing plant for pelagic fish. The current production capacity is approximately 320 tonnes per day, and an annual raw material intake of approximately 20,000 tonnes fish. The pelagic production is seasonal and the main raw materials for Sir Fish AS are mackerel and herring.

Modolv Sjøset AS is located at Træna in Nordland and operates a modern processing plant for pelagic fish. The current production capacity is approx 700 tonnes per day and an annual raw material intake of 60,000 – 70,000 tonnes. The pelagic production is seasonal and the main raw materials for Modolv Sjøset are herring and capelin.

Epax AS is a leading producer of high-concentrate Omega-3 oils that are increasingly used as an ingredient in pharmaceutical products, as additives to make food healthier, and as dietary supplements. Omega-3 contains essential poly-unsaturated fatty acids that the human body cannot synthesize, and therefore must be included in the diet, naturally or added. A high numbers of studies give support to several positive health effects from inclusion of sufficient Omega-3 in the human diet.

Epax AS has currently a production capacity of 2,000 tons of high concentrate Omega-3 oils.

5.6.4 Sales

Sales are mainly operated through the Austevoll Seafood Group companies Atlantic Pelagic AS, the Lerøy Group and Welcon Protein AS in Norway, FoodCorp S.A. in Chile and Austral Group S.A.A. in Peru.

Products

Fish meal

Fish meal is the core component for production of fish feed and other animal feed. This product is priced on the level of protein content and quality. Given the growth in aquaculture worldwide, the demand for this product is believed to remain high.

Fish oil

Fish oil is mainly used for the industrial production of fish feed and other animal feed, as well as other products needing fish oil as a component.

Canned pelagic fish

The shelf life of canned fish is up to 5 years, and the logistics are very simple since it does not require refrigeration. Canned fish is a tasty and affordable source of protein.

Frozen pelagic fish

The fish is packed in 20 kg cartons and then blast-frozen to minus 20 degrees core temperature. Freezing food prevents bacterial growth by turning water to ice. Frozen fish has a shelf life of up to 12 months, and can easily be transported around the globe.

Frozen fish is a value added product to serve a higher level in the market, and is a good source of proteins. A lot of the products are exported to different markets and their usage varies from industrial value adding to wholesale markets. Austevoll Seafood provides frozen fish as whole round frozen, head-off gutted or fillets.

High concentrate Omega-3 oils

High concentrate Omega-3 oils are used as an ingredient' in pharmaceutical products as additives in food and dietary supplements.

5.7 Lerøy's business operations

Lerøy's core activities are distribution, sale and marketing of seafood, processing of seafood, production of salmon, trout and other species, as well as product development. The Lerøy Group operates through subsidiaries in Norway, Sweden, France and Portugal and through a network of sales offices that ensure its presence in the most important markets. The Lerøy Group's task is to satisfy the customer's requirements for cost-effective and continuous supplies of a wide range of high-quality seafood products. The Lerøy Group's global sales network allows it to act as an efficient supplier with good product range dispersal, thus reducing risks for the Lerøy Group and its partners.

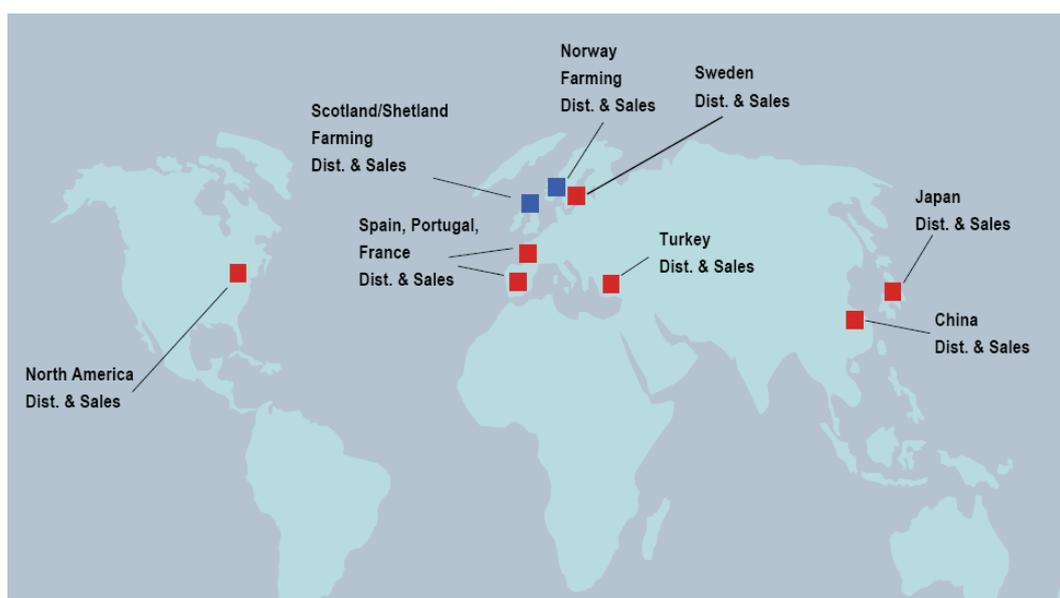
Developments on the world's food markets demonstrate that the marketing work is becoming increasingly demanding and requires differentiated approaches, depending on the respective market area and on the products being marketed. It is vital that the interaction between businesses in the value chain comprising this network, takes its point of departure in the requirements and wishes of the end user. Lerøy and its collaborators form a commercial network, which must strive to ensure the mutual exchange of expertise between performers. Businesses within the network, regardless of ownership, must be given ample opportunities to focus on their own core activities and to capitalise on scale advantages and reduced risks.

As illustrated in the figure below Lerøy divides its business into the two main business areas:

- 1) Sale & Distribution (S&D); and
- 2) Production (Prod.).

In addition to these two main business areas, the Lerøy Group also has ownership in some minor companies.

Figure 5.7-1: Geographical locations worldwide



Source: Lerøy Group

The Lerøy Group is one of Norway's largest seafood exporters, with an export share of approximately 12% of the total Norwegian export value. Lerøy Group's core activities include production of salmon, trout and other species, as well as processing, product development, distribution, sale and marketing of seafood. The Lerøy Group heads its global distribution from its head office in Bergen. The Lerøy Group is a major employer in several of these municipalities and experiences good support from both local and central public authorities. In countries outside Norway the Lerøy Group has most activities in Sweden and is well established in Stockholm, Gothenburg, Malmö and Smøgen on the west coast. In other countries the Lerøy Group is established with activities in France, Portugal and Turkey. Finally, the Lerøy Group has sales offices in several important seafood markets such as Japan, USA and China.

5.8 Quality, health, safety and environment (QHSE)

The Company places great emphasis on managing and developing all elements which can contribute to raising competence within and awareness of health, safety and the environment. High levels of financial and technical resources are invested in ensuring that the Austevoll Seafood Group's activities are operated in accordance with guidelines which promote the interests of the company and the environment. The planning and implementation of new technical measures makes vessels and shore based industry more efficient, simpler to operate and more environmentally friendly. The health and safety risks which employees are exposed to are through this reduced. The Norwegian processing industry has implemented a quality control system which complies with The Directorate of Fisheries' regulations. The Austevoll Seafood Group's production of fishmeal and oil in Norway requires a licence and is subject to the Norwegian Pollution Control Authority's (SFT) regulations. All of the Austevoll Seafood Group's Peruvian factories, which are owned by Austral Group S.A.A, are ISO 14001 certified.

Austevoll Seafood is focussed on the sustainable development of fishery resources and actively follows up employee and management compliance with regulations and quota conditions to ensure that resources are preserved for future generations. The Austevoll Seafood Group's vessels are not considered to pollute the external environment beyond small releases of exhaust gases. The Austevoll Seafood Group's shore based facilities have cleaning systems linked to the production process and the company is regulated within the requirements set for this type of activity. The Austevoll Seafood Group focuses on the reduction of energy and water consumption and it is the board's opinion that the Austevoll Seafood Group's processing activities do not result in significant releases to the external environment and do not harm the external environment to any significant extent.

5.9 Board, Management and Employees

5.9.1 Description of the Board

The table below sets forth the Company's current Board:

Name	Position	Has served since	Current Term expires ¹
Ole Rasmus Møgster	Chairman of the Board	1997	2010
Helge Singelstad	Deputy Chairman of the Board	23 May 2008	2010
Oddvar Skjegstad	Member of the Board	2 June 2006	2010
Hilde Waage	Member of the Board	2 June 2006	2010
Inga Lise L. Moldestad	Member of the Board	2 June 2006	2010

The Board is responsible for the Company's affairs and for ensuring that the Company's operations are organized in a satisfactory manner.

The Company's registered business address and postal address is, Alfabygget, 5392 Storebø, Norway, serve as the c/o address for the members of the Company's Board in relation to their directorship of the Company.

Ole Rasmus Møgster (born 1958), Chairman of the Board

Mr. Møgster was CEO of the Company (formerly Austevoll Havfiske AS) until June 2006, and is one of the main shareholders of Laco AS (through his personal investment company), which is the main shareholder of DOF ASA and Austevoll Seafood. Mr Møgster has a long experience from fish harvesting, fish processing and salmon farming. Mr. Møgster is a member of various other boards, among them the Oslo Børs listed company DOF ASA and Norwegian and foreign subsidiaries of Austevoll Seafood. Mr. Møgster is a Norwegian citizen with residence in Storebø, Austevoll, Norway. Mr. Møgster has been on the board of Austevoll Seafood (formerly Austevoll Havfiske AS) since 1997.

Helge Singelstad (born 1963), Deputy Chairman of the Board

Mr. Singelstad is educated in engineering from Bergen Ingeniørskole and he holds a business school graduate from NHH and, a degree from the first year of law school at UIB. Mr. Singelstad has experience from different types of businesses, including oil companies, ship equipment and from the seafood sector. He is now employed as CEO in the Lerøy Group. Mr. Singelstad is a former CEO of Laco AS. Mr. Singelstad is a Norwegian citizen with residence in Fana, Bergen, Norway.

Oddvar Skjegstad (born 1951), Board member

Mr. Skjegstad has a Master of Business and Administration. Mr. Skjegstad is self employed and has a wide experience from executive positions in public administration, bank and industrial activity. Mr Skjegstad is engaged in board activities within several different business sectors. Mr. Skjegstad is a Norwegian citizen with residence in Vestnes, Norway.

Hilde Waage (born 1965), Board member

Mrs. Waage holds a Master in CEMS. Mrs. Waage works as Senior Management Consultant in Mercuri Urval AS. Mrs. Waage has a wide experience from the bank, fishing and industry sectors, and has worked in Chile for 4 years. Mrs. Waage is a Norwegian citizen with residence in Fana, Bergen, Norway.

Inga Lise L. Moldestad (born 1966), Board member

Mrs. Moldestad holds a MSc from NHH (Norwegian School of Economics). Mrs. Moldestad is Executive Vice President and partner in Holberg Fondsforvaltning, a Bergen based (asset) mutual fund management company. Mrs. Moldestad has extensive experience from Unibank Asset Management, Skandia Asset Management, and Arthur Andersen. Mrs. Moldestad is a Norwegian citizen with residence in Bergen, Norway.

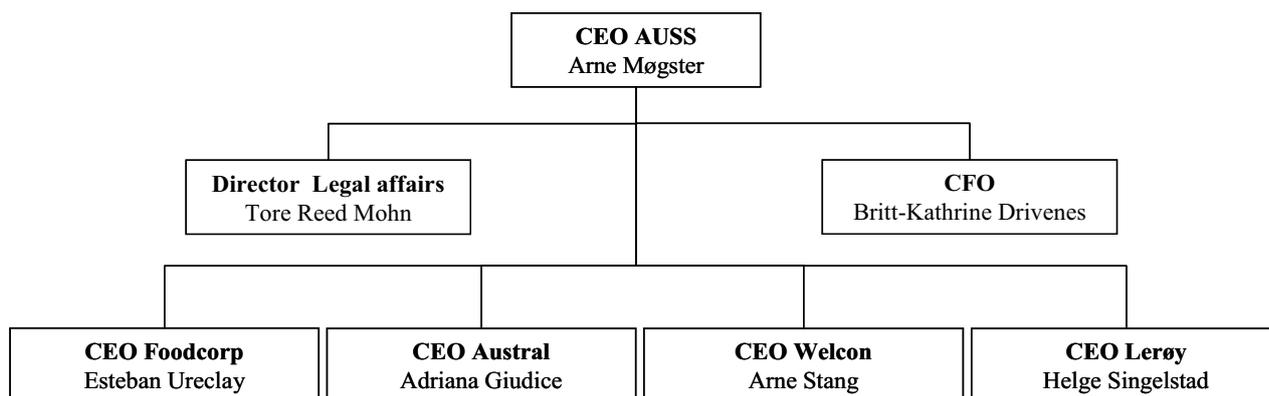
5.9.2 Description of the Enlarged Group executive management

The Company's executive management is also the Enlarged Group's executive management, and is responsible for the daily management and the operations of the Austevoll Seafood Group.

¹ In accordance with Section 6-6 of the Norwegian Public Companies Act and related secondary legislation the term in office of the Company's shareholder elected board members expires at the conclusion of the ordinary general meeting in the year of which the period of office expires.

The Company's registered business address and postal address is: Alfabygget, 5392 Storebø, Norway, serve as c/o address in relation to the senior managements' employment in the Company.

The figure below is an overview of the organizational structure of Austevoll Seafood's senior management.



Arne Møgster, (born 1975), CEO

Mr. Møgster holds a Bachelor of Business and Administration and a MSc in International Shipping. Mr. Møgster has been working in subsidiaries of Laco AS since 1997 and has experience from the fishing, shipbuilding and offshore supply market. He has been working one year in Brazil and has held the position as Managing Director of Norskan AS since 2003. Mr. Møgster is a Norwegian citizen with residence in Storebø, Austevoll, Norway.

Britt Kathrine Drivenes, (born 1963), CFO

Mrs. Drivenes holds a Bachelor of Business administration. Mrs Drivenes has been with the Company since 1991 and has held the position as CFO since 1996. Mrs. Drivenes has a wide experience in the fish harvesting, fish processing and fish farming market. Mrs. Drivenes is a Norwegian citizen with residence in Bekkjarkvik, Austevoll, Norway.

Tore R. Mohn, (born 1950), Director of legal affairs

Mr. Mohn holds a law degree from the University of Bergen and is an Attorney-at-Law. Mr. Mohn has worked in Austevoll Seafood since 1997 and has since 2000 held the position as Director of Legal Affairs for the Møgster Group of companies (Laco AS subsidiaries), including the Austevoll Seafood Group, DOF ASA and GEO ASA. He has former experience from Finansbanken (the legal department.) and Nordbanken. Mr. Mohn is a Norwegian citizen with residence in Fana, Bergen, Norway.

Esteban Urcelay, (born 1953), CEO of FoodCorp S.A. (Chile)

Mr Urcelay has been the CEO of FoodCorp S.A. since it was founded in 1984. Mr Urcelay is a member of the board of the Industrial Fishing Association in Chile, and he is also a member of the Executive Committee of Austral Group S.A.A. Mr. Urcelay is a Chilean citizen with residence in Santiago, Chile.

Adriana Giudice, (born 1963), CEO of Austral Group S.A.A. (Peru)

Mrs. Giudice is an Attorney at Law. Mrs. Giudice joined the Austral Group S.A.A. as legal advisor in 2000. Mrs. Giudice is a member of the Board of the National Fisheries Society of Peru. Previously, Mrs. Giudice has held the position as chief of legal advisors of the Peruvian Fishing Ministry, Vice president of the Consumer Protection Commission and she was a partner in a leading Peruvian law firm. Mrs. Giudice is a Peruvian citizen with residence in Lima, Peru.

Arne Stang, (born 1948), CEO of Welcon Invest AS /Welcon AS

Mr. Stang worked as a shipping engineer and established his own company in the late 1970s within electronics and real estate. Mr. Stang acquired Stang Måløy Fish Oil Plant in 1994, a company which later was sold to Pan Fish were Mr. Stang was in charge of Pan Fish' operations within fish meal and –oil. Mr. Stang has been the CEO of Welcon Invest AS/Welcon AS since 1994. Mr. Stang is a Norwegian citizen with residence in Oslo, Norway.

Helge Singelstad (born 1963), CEO of Lerøy Seafood Group ASA

Mr. Singelstad is educated in engineering from Bergen Ingeniørskole and he holds a business school graduate from NHH, and a degree from the first year of law school at UIB. Singelstad has experience from different types of businesses, including oil companies, ship equipment and from the seafood sector. He is now employed as CEO of the Lerøy Group. Mr. Singelstad is former CEO of Laco AS. Mr. Singelstad is a Norwegian citizen with residence in Fana, Bergen, Norway.

5.9.3 Shareholdings, stock options, service contracts with the Enlarged Group and benefits upon termination of employment

The following table sets forth, as of the date of this Information Memorandum, the number of Shares owned directly or indirectly by each of the Company's directors and group executive management, and the number of options held by such persons (when the Shares are owned through a holding company, the ownership in such holding company is stated):

Name	Position	Holding Company	Shares	Options
Directors				
Ole Rasmus Møgster	Chairman of the Board	Laco AS, Br. Birkeland AS and Vesterfjord AS	114,371,862*	0
Helge Singelstad	Deputy Chairman of the Board		0	0
Oddvar Skjegstad	Member of the Board	Rehua AS (100 %)	55,000	0
Hilde Waage	Member of the Board		0	0
Inga Lise L. Moldestad	Member of the Board		0	0
Group executive management				
Arne Møgster	CEO	Laco AS (5%)	114,328,099 *	0
Britt Kathrine Drivenes	CFO	Lerkehaug AS (100 %)	125,367	0
Tore R. Mohn	Director of legal affairs		0	0
Esteban Urcelay	CEO of FoodCorp S.A. (Chile)		83,578	0
Adriana Giudice	CEO of Austral Group S.A.A. (Peru)		0	0
Helge Singelstad	CEO Lerøy Seafood Group ASA		0	0
Arne Stang	CEO Welcon Invest AS /Welcon AS		0	0

*Shares controlled directly and indirectly through Laco AS, Vesterfjord AS and Br. Birkeland AS. Laco AS is owned by Ole Ramsus Møgster and Helge Møgster, with their respective families, including Arne Møgster. Laco is owned indirectly 40% by Ole Rasmus Møgster and 5% indirectly by Arne Møgster. Vesterfjord is owned indirectly 20.9% by Ole Møgster.

None of the members of the administrative, management or supervisory bodies' have entered into any service contracts with the Company or any of its subsidiaries providing for benefits upon termination of their employment.

5.9.4 Employees

As of the date of this Information Memorandum, the Austevoll Seafood Group employees approximately 4,600 man-labour years of which approximately 4,300 man-labour years being utilized outside Norway. As of the same date the Lerøy Group has approximately 1,400 headcounts, of which approximately 200 are outside Norway.

5.10 Corporate Governance

The Company's principles for corporate governance complies with the Norwegian Code of Practice of 4 December 2007.

5.11 Major shareholders

As of the date of this Information memorandum, the Company's major shareholder Laco AS (61.09 %), a company owned by Ole Ramsus Møgster (Chairman of the Board of Directors) and Helge Møgster, with their respective families, including Arne Møgster (CEO), and Verdipapirfondet Odin which are notifiable according to the Norwegian Securities Trading Act.

Other than stated above, and in so far as is known to the Company, no other person than a member of the Company's administrative, management or supervisory bodies' has an interest in the Company's capital or voting rights which is notifiable under the Norwegian Securities Trading Act.

5.12 Legal matters and arbitration proceedings, related party and material contracts

5.12.1 Legal matters and arbitration proceedings

The Company and its subsidiaries may from time to time be involved in disputes in the ordinary course of its business activities. However, at the time of this Information Memorandum the Company is not involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) which may have or have had in the recent past significant effects on the Company and/or the Austevoll Seafood Group's financial position or profitability, nor has the Company been involved in any such proceedings during the past 12 months

5.12.2 Related party transactions

All transactions with close associates have been carried out at arms-length prices and are settled on a regular basis and according to the Norwegian Public Limited Liability Companies Act.

There are no other agreements or transactions between the Company and its officers and key employees, except for ordinary employment agreements and consultancy agreements.

The following list below provides an overview of material agreements which the Company have been entered into with related parties since 1 January 2006 and to the date of this Information Memorandum:

Transfer of shareholdings from Laco AS to Austevoll Seafood in 2006

In May 2006 Austevoll Seafood acquired shares in several companies from Laco AS. The transfer of shares was executed through an increase of share capital in Austevoll Seafood, approved in a general meeting held on 11 May 2006. Laco AS transferred the shares as a contribution in kind, and received payment in form of a total of 4,821,359 new shares in Austevoll Seafood, each having a nominal value of NOK 2 (i.e prior to the share split 1:4 resolved in the same general meeting). The following assets were transferred to Austevoll Seafood as part of this transaction:

- 100% of the shares in Laco IV AS (1,000 shares at par value NOK 100), a wholly owned subsidiary of Laco AS. At the time of the transfer, Laco IV AS owned – directly and indirectly – 33.33% of the shares in Welcon Invest AS and 28.66% of the shares in Austral Group S.A.A.
- 42% of the shares in Austevoll Invest AS (42,000 shares at par value NOK 1). After this transfer, Austevoll Invest AS became a wholly owned subsidiary of Austevoll Seafood and was merged into Austevoll Seafood.
- 13.05% of the shares in Veststar Holding AS (272,543 shares at par value NOK 1) After this transfer, Austevoll Seafood owns 99.73% of this company. This company holds 100% of the shares in Veststar AS and has been renamed Veststar Holding AS.
- 100% of the shares in Alfabygget AS (later merged with Austevoll Eiendom - 1,264 shares at par value NOK 350)

The issuance of shares was based on the fair value of the assets. For accounting purposes the contribution in kind was recognized at predecessor values.

Transfer of shareholding from Møgster II AS to Austevoll Seafood 2006

In May 2006 Austevoll Seafood acquired 76% of the shares in Storebø Kai AS (later merged with Austevoll Eiendom AS) from Møgster II AS (a subsidiary of Laco AS). The transfer of shares was executed through an increase of share capital in Austevoll Seafood, approved in a general meeting held on 11 May 2006. The shares in Storebø Kai AS were transferred as a contribution in kind, and Møgster II AS received payment in form of 30,733 new shares in Austevoll Seafood with par value NOK 2 (i.e. 122,932 shares following the share split resolved in the same general meeting). The issuance of shares was based on the fair value of the assets. For accounting purposes the contribution in kind was recognized at predecessor values.

De-merger of Austevoll Seafood 2006

In May 2006 the general meeting in Austevoll Seafood approved a demerger of the Company, whereby the Company's shareholdings in Møgsterfjord I AS and Møgsterhav AS together with financial assets and liabilities were transferred to a company incorporated through the demerger, Møgster Havfiske AS (a wholly owned subsidiary of Laco AS). Based on the estimates of the fair values of the transferred and remaining assets, the demerger entailed an allocation of net fair values by 13.7% to Møgster Havfiske AS and 86.3% remaining in Austevoll Seafood. The

share capital of Austevoll Seafood was allocated in the same ratio by a reduction of share capital of NOK 9,022,836, from NOK 65,801,964 to NOK 56,779,128.

The Transaction December 2008

The Transaction is partly financed by a long term loan of NOK 320 mill from Laco AS. The loan has been carried out at arm-length prices and is secured by mortgage in Lerøy shares. See Section 7.9.1 for further information.

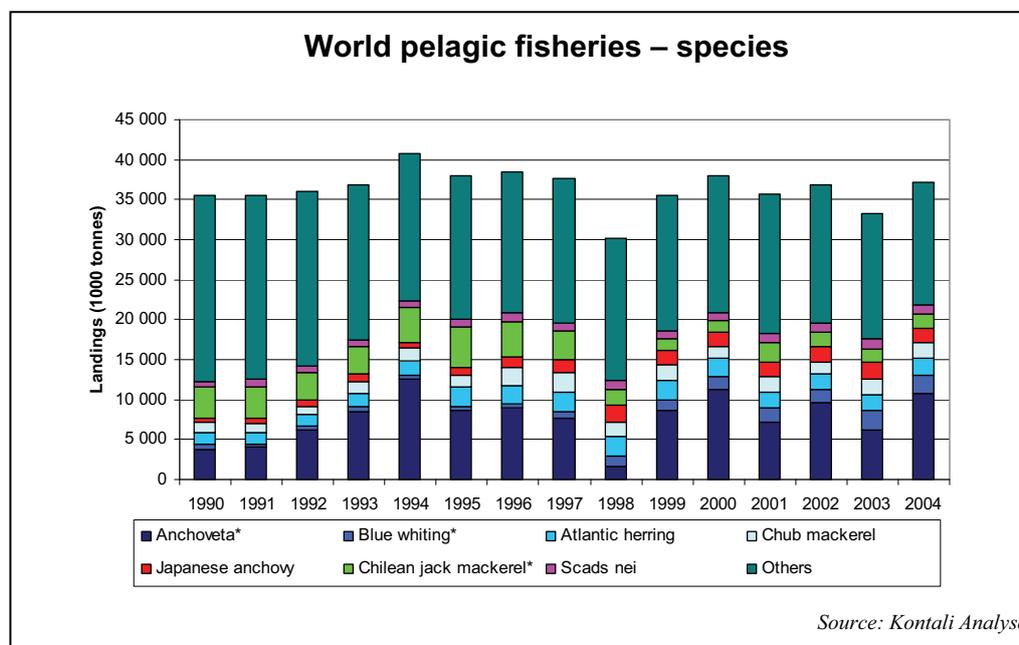
5.12.3 Material contracts

Other than the Transaction, has not Austevoll Seafood, or any other company within the Austevoll Seafood Group, entered into any material contracts other than in the ordinary course of business for the two years preceding publication of this Information Memorandum.

6 MARKET OVERVIEW

6.1 Pelagic fish catching

Pelagic species represent the largest share in marine capture in terms of volume. The anchoveta, the jack mackerel and the South American sardine are the main pelagic species. The below graph shows that supplied volumes are stable, except for the years when a strong El Niño effect occurs. El Niño may reduce the catch volumes, especially for the anchoveta and sardine in Peru and Chile.

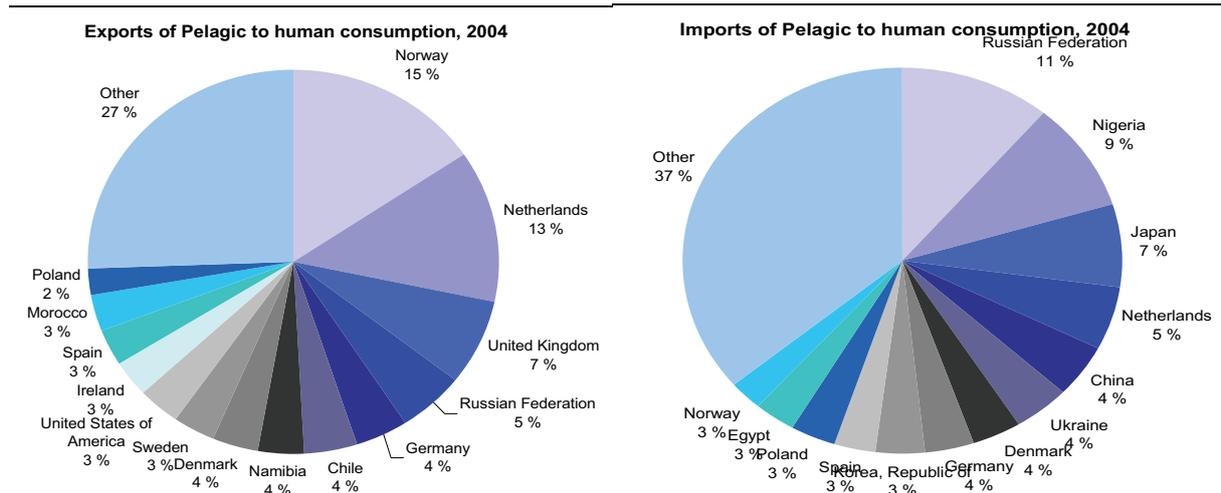


Quotas have been reduced during the last years, and according to FAO no significant growth in supplied volumes is expected over the medium term. Therefore, given that the trend of increasing demand from the human consumption market and from the feed industry continues, the value of the existing fishing fields should increase.

6.2 Demand for pelagic fish

Pelagic species are used both for human consumption and for the production of fish meal and fish oil. In 2004 approximately 35 million tons of pelagic fish was caught. Of this about 5 million tons were traded internationally for human consumption. Local human consumption is estimated to represent around 1 million tons. The remaining 29 million tons were mainly used as input in the production of fish meal and fish oil. This underlines the importance of pelagic fish as input for the feed industry.

Markets



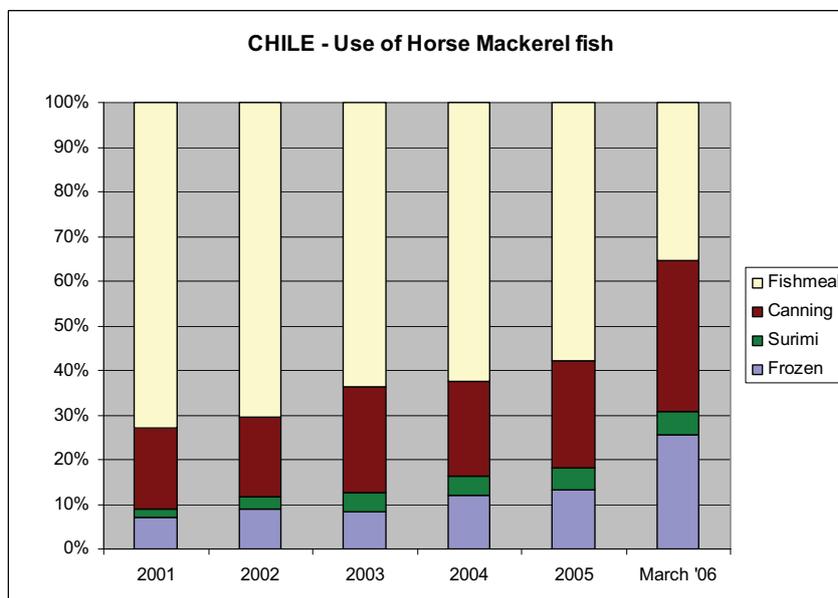
Source: KontaliAnalyse / IFFO

In the western world there is a strong focus on health, and seafood is perceived as healthy food. Pelagic fish is particularly rich on omega 3 fatty acids, which are considered to have a positive health effect on human beings.

The poorer regions in the world may also show growing demand for pelagic fish for human consumption. This is because pelagic fish is the cheapest source of animal protein, and wealth increase in poor regions will allow for an increase in protein intake.

6.2.1 Pelagic to fish meal and fish oil

About 80% of the total pelagic capture is used as input to the fish meal and fish oil industry. However, there is a trend that fish previously used in the fish meal industry is being used for human consumption instead, since it is a cheap source of protein. Figure below demonstrate how the proportion of Chilean horse mackerel utilised for human consumption has been increasing at the expense of the fish meal and fish oil industry.

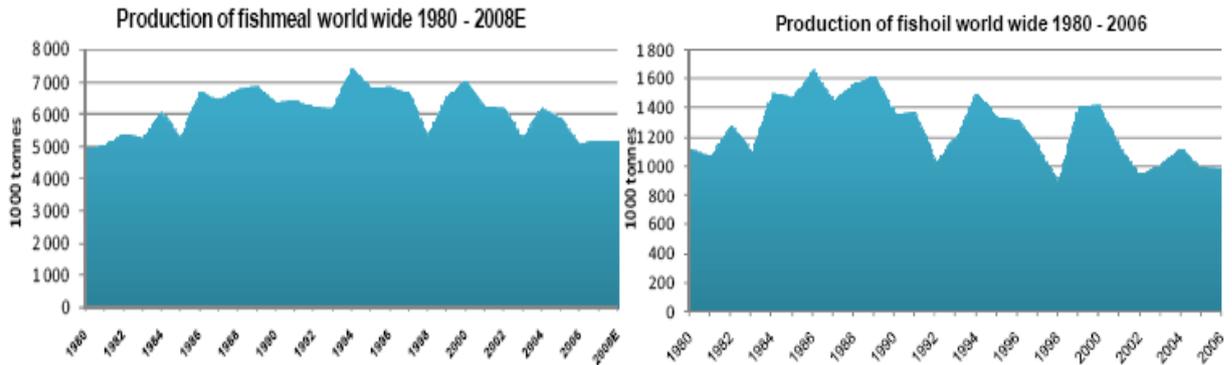


Source: Kontali/IFFO

The main suppliers of pelagic fish to the production of fish meal and fish oil are Peru, Chile, Denmark, Iceland and Norway.

6.2.2 Supply

The average production of fish meal and fish oil for the last decade is about 6.2 million tons and 1.1 million tons respectively. According to Kontali the production in 2008 is estimated to be 5.2 million tons of fish meal. The production from the IFFO-6 countries was 2,770,000 metric tonnes in 2007 and is expected to be at the same level in 2008 (Source: Kontali Analyse).



Source: Kontali Analyse "Monthly pelagic report No. 11 2008"

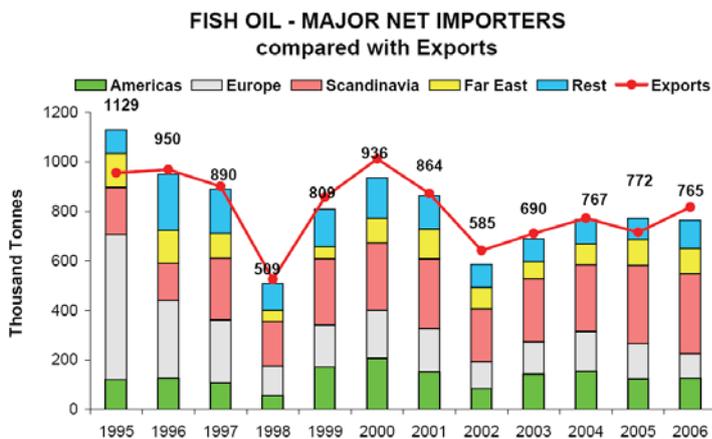
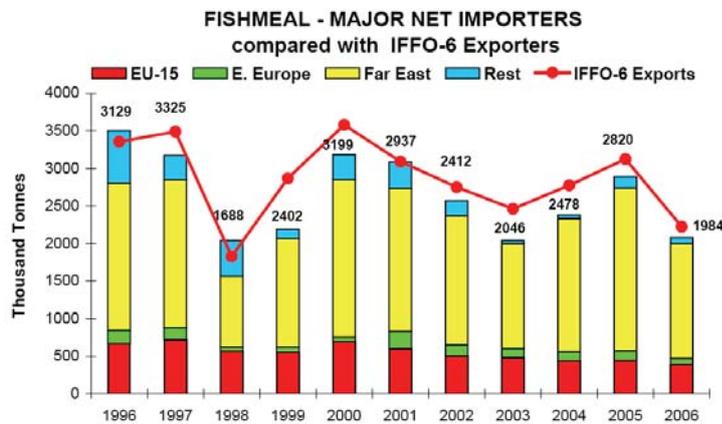
The production of fish meal and fish oil is limited by the supply of its raw materials.

Peru is the dominating producers and accounted for about 28% of the total production of fish meal and fish oil in 2007. Chile is the second largest producer, and accounted for about 15% of the total production. Denmark, Iceland, Norway and UK/Ireland are also important suppliers. These six countries are commonly referred to as the IFFO-6.

6.2.3 Demand

Fish meal and fish oil is mainly used in the production of feed for farmed fish and farmed animals, and there has been a steady increase in the demand from these industries. Fish oil is also used for industrial, edible and pharmaceutical purposes. The reason that Asian countries top the imports of fish meal, but not the import of fish oil, is that fish meal is used in the feed for all aquaculture, while fish oil is primarily used in feed for salmonids.

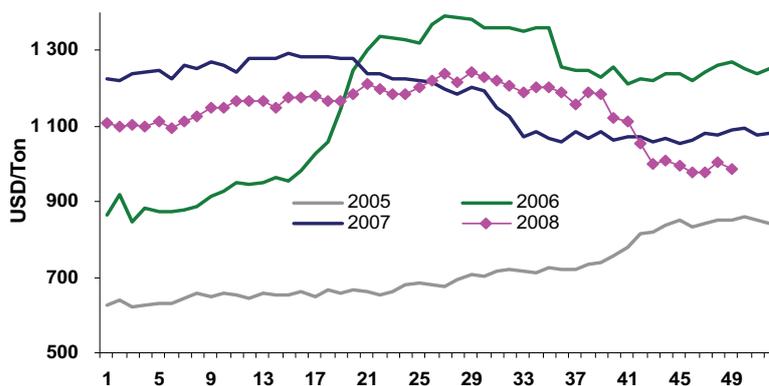
Asia (especially China, Japan and Taiwan), Europe (especially Norway, UK, Germany and Denmark) and the Americas (especially US, Canada and Chile) are the main demand regions for fish meal and fish oil. In 2007 China (970k MT) was the main importer of fish meal



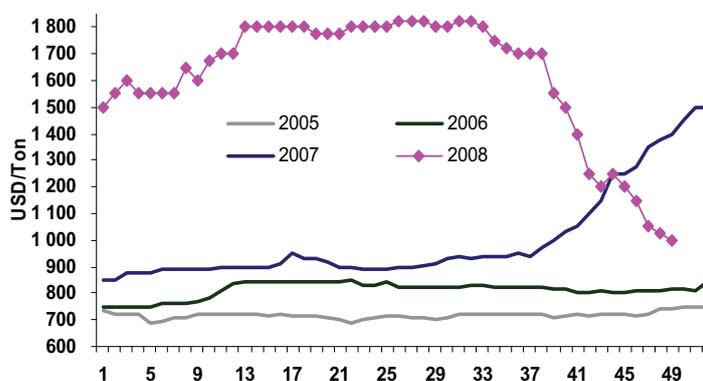
Source: IFFO (Fishmeal & Fish oil Statistical Yearbook 2008 Annual Conference San Diego, California, USA)

6.2.4 Prices

Fish meal price (USD)(64/65% c&f Hamburg)



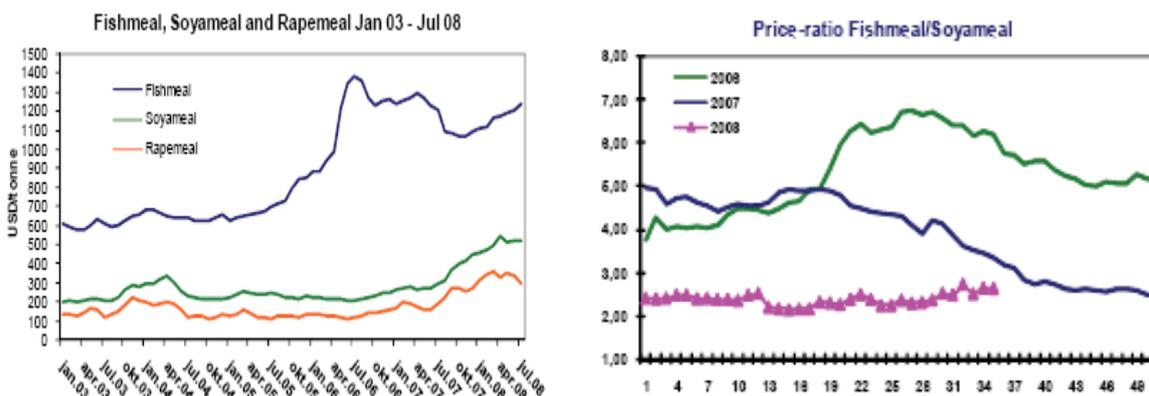
Fishoil-price (USD) (Any origin N.W. Europe, c&f Hamburg)



Source: Source: Weekly Newsletter OIL WORLD, ISTA, Hamburg, Germany

Fish meal is priced according to its level of protein and quality.

As the world’s aquaculture production has grown, the demand for fish meal and –oil has increased, and the prices have risen. However, the meal prices took a hit when the Chinese demand plummeted due to a disease outbreak within the pig industry and flood problems in the shrimp industry. Also, both fish meal and –oil have not been unaffected by the general fall in market prices for commodities.



Source: Kontali Analyse “Monthly pelagic report No. 11 2008”

Traditionally the fish meal and soyameal prices have been moving together. This relationship has concluded to exist. According to IFFO this is due rapidly increased demand from the aquaculture industry which can not so easily substitute fish meal with vegetable meals and has a higher willingness to pay compared to the land based farm industry.

6.3 Salmon farming

Farmed salmonids count for just 3% of the total aquaculture harvest, but according to FAO the share of value is much higher, 8%.

In the 1990's, the quantities supplied of wild salmon were higher than the quantities of farmed salmon. 1999 was the first year that the production of farmed salmon exceeded wild caught salmon. The total quantity farmed and wild caught salmonids supplied in 2007 was about 2.5 million tonnes (wfe). This was approximately 11% more than in 2006.

6.3.1 Cost of production

Even though production costs for salmon farming varies from region to region, the composition of the costs is quite similar. Feed is by far the biggest cost component when farming salmon, and other major input factors include smolt, labor and harvesting/packing/wellboat costs.

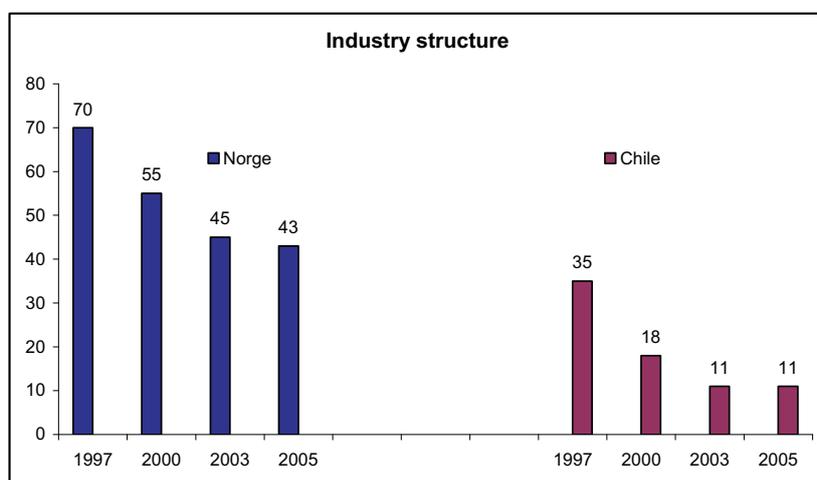
Estimated share of total costs in Norway	
Feed	52%
Harvest, Packing, wellboat	13%
Misc. operating costs	13%
Smolt	11%
Labour cost	4%
Interest/depreciations	7%
FOB gutted packed fish	100%

Source: Analyst estimates

6.3.2 Industry structure

The salmon farming industry has become more and more globalised over the last years and today the multinational companies have operations in almost all of the important production regions.

The salmon farming industry has undergone major structural changes both in Chile and Norway over the last years. In 1997, about 70 companies accounted for 80% of total production, while in 2005 it was about 43 companies. The consolidation of the industry has happened even faster in Chile. In 1997, 35 companies accounted for 80% of production, while it was about 11 in 2005.



Source: Kontali/IFFO

6.3.3 Market development – salmon & trout

Regional market differences

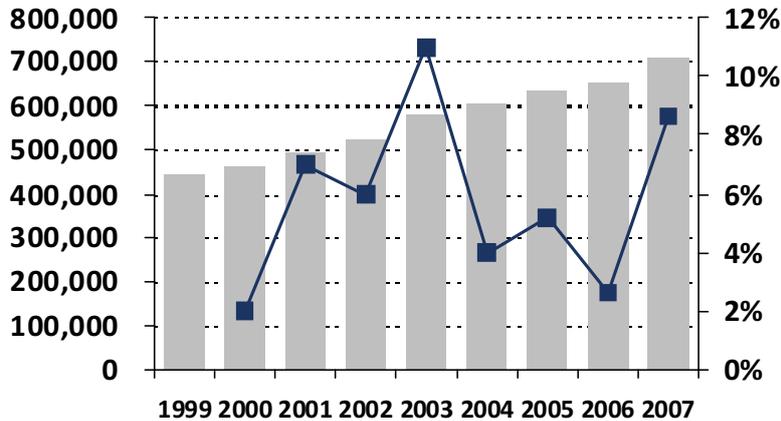
In comparison to meat, vegetables and also compared to demersal fish, farmed salmon is a relatively new source of protein in many markets. It is only during the last decade or so, that farmed salmon has really become a globally traded commodity. During the first years of the salmon farming industry reaching notable volumes in a commercial context, market efforts were directed towards markets with an already established consumption of salmon based on wild salmon, and to markets where geographical closeness, and already established logistic channels in place. Such markets, primarily represented by Japan, Western Europe and the US, are thus today of the largest, most important – but also the more traditional and perhaps mature markets for farmed salmon & trout.

The traditional markets for farmed salmon & trout

EU market

The supply of Atlantic salmon was in 2007 707,700 tonnes wfe. This is a growth of 8.7% from 2006. Since 1999 the supply into the EU has increased every year. The main supplying countries to the EU market are Norway and Scotland.

Market development EU-25

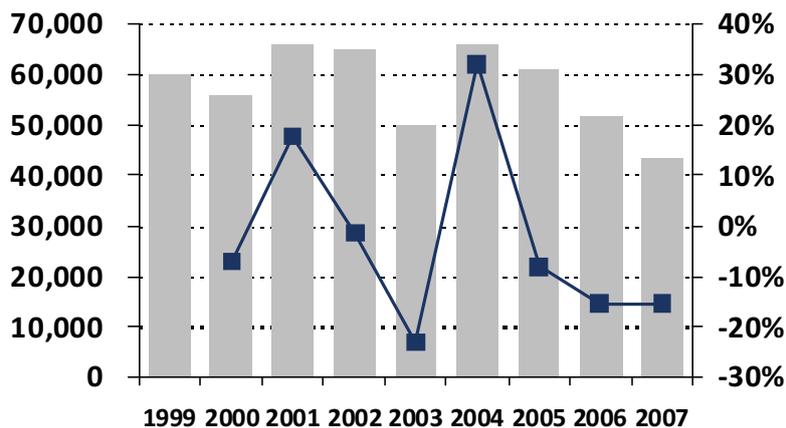


Source: Kontali Analyse AS "Kontali Aquaculture Bullitin", Pareto research "Sector update 15.01.2008"

Japanese market

Japan, one of the most sophisticated markets for salmon, is one of the countries with the highest per capita consumption of salmon in the world. In total – for both farmed and wild caught salmon, this represents a consumption of more than 500,000 tonnes wfe per year. While Japan is the dominant market for farmed Coho and large trout, the market for farmed Atlantic salmon has fluctuated between only 40 and 65,000 tonnes wfe over the past eight years.

Market development Japan

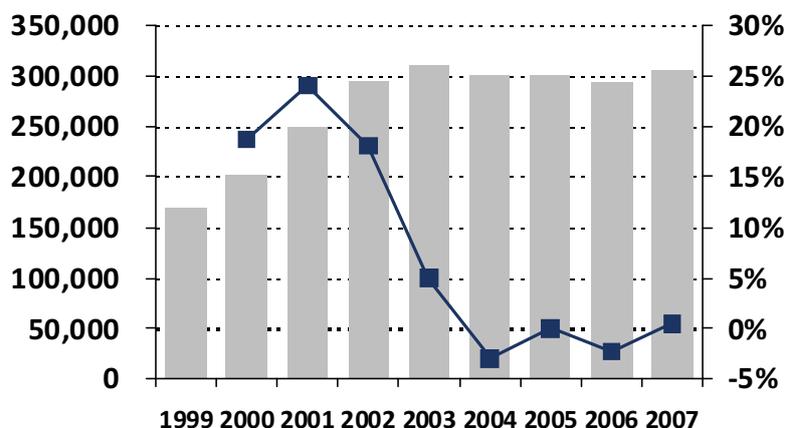


Source: KontaliAnalyse AS "Kontali Aquaculture Bullitin", Pareto research "Sector update 15.01.2008"

USA market

So far in 2008, the supply of Atlantic salmon has been reduced compared to 2007. This is due to the difficult biological situation in Chile. Chile is the main supplier to the US markets with a share of almost 60%. Canada accounts for almost 30% of the volume of Atlantic salmon in the US market. Also, due to the situation in Chile, there has been a shift from fresh to frozen products in the imports from Chile.

Market development USA



Source: Kontali Analyse AS "Kontali Aquaculture Bullitin", Pareto research "Sector update 15.01.2008"

Price development

With the production of farmed salmon being a biologic production with each individual going through a life cycle of two - two and a half year, shorter periods oversupply or shortage of salmon are inevitable. Thus, prices have also followed cyclical trends.

6.4 Competitive position

The below is based on the Company's perception of its position in the industry and the Managers industrial analysis. In such analysis the Company and the Managers have sought information and support from third parties who attempt to make neutral and unbiased industrial analyses on the seafood and fisheries industry, such as FAO (Food and Agriculture Organization of the United Nations), IFFO (International Fishmeal and Fishoil Organization) and Kontali Analyse.

Fish meal and oil

The global fish meal and fish oil industry is quite fragmented. Total production is in excess of 6 million tons, and Austevoll Seafood's production was in 2007 328,000 tons in comparison. The fish meal and fish oil industry in Peru and Chile is likely to consolidate further, thus creating interesting opportunities for players like Austevoll. In Chile Austevoll is adding value to its raw material by turning the production towards canned and frozen products for human consumption.

Through Welcon, Austevoll Seafood controls more than 50% of the Norwegian fish meal and fish oil production. Welcon's produces around 100,000 tons of output per year, using roughly 400,000 tons of input, mainly blue whiting and trimmings. The main competitor in Norway is Norsildmel, a cooperation of two member companies (Egersund Fisk and Vedde) controlling the rest of the market. It is fair to say that Welcon enjoys a strong competitive position.

Salmon

The Lerøy Group is the world's second largest producers of salmon, with a volume guiding of approximately 107,000 tons in Norway in 2009.

In spite of a recent wave of consolidation of the industry with Pan Fish acquiring Marine Harvest and Fjord Seafood, the industry is still fragmented. Marine Harvest controls 25% of the production capacity, which is at the maximum in accordance with Norwegian law. The Lerøy Group's expected 2009 production will account for about 14% of total Norwegian production, and the company is well positioned with its own sales company and own smolt production.

6.5 Trend information

The Company has not experienced any changes or trends outside the ordinary course of business that are significant to the Company after 30 September 2008 and to the date of this Information Memorandum, other than those described above. The Company does not know of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for the current financial year other than those described elsewhere in the Information Memorandum.

Austevoll Seafood's main contributors for revenues are sale of fish meal and –oil. The demand for these products is expected to stay strong in the future due to growth in the aquaculture and pig feed sector. The prices are also expected to stay relatively high due to the fact that there are limited amounts of raw materials available, and more of this raw material is used in products made for human consumption. The prices for fish meal and –oil have fallen from record high levels, but are in a historical perspective high.

Lerøy's main earning contributor is the production of farmed salmon. The supply drop of salmon from Chile is estimated by different companies and analysts to be in the range of 25 – 60%. This may contribute to a negative supply growth of farmed Atlantic salmon for the first time in decades, thus increasing the possibilities for raising prices.

7 FINANCIAL INFORMATION

7.1 Historical financial information on Austevoll Seafood and summary of the Company's accounting policies

The historical consolidated financial information for the Company is prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU.

The Company's audited annual reports for 2007, 2006 and 2005, including an overview of the Company's accounting policies, explanatory notes and auditor's reports are incorporated by reference hereto (see Section 9.3 below).

7.2 Auditing of historical annual information and the Company's Auditor

PricewaterhouseCoopers AS has audited the annual financial statements for the Company for the years ended 31 December, 2005, 2006 and 2007 in accordance with the Norwegian Standards of Auditing.

There is no other information in the Information Memorandum which has been audited by the auditors, except for the financial statements for the years ended 31 December, 2005, 2006 and 2007 for Lerøy have also been audited by PricewaterhouseCoopers AS.

PricewaterhouseCoopers AS has been the Company's auditor since its incorporation. Their address is Dronning Eufemiasgate 8, 0191 Oslo, Norway. Telephone number: +47 23 16 00 00, telefax number: +47 24 06 27 79, web site: www.pwc.no. The audit partners of PricewaterhouseCoopers are members of the Norwegian Institute of Public Accountants.

7.3 Interim financial information

The Company has released financial information for the three and nine months financial periods ended 30 September 2008, with comparative statements for the three and nine months financial periods ended 30 September 2007. The interim financial information has been prepared according to IAS 34 and has not been audited. The Company's financial statements for the three and nine months financial periods ended 30 September 2008 are incorporated by reference hereto (see Section 9.3 below).

7.4 Historical financial information

7.4.1 Condensed Consolidated income statements for the Company

Set out below are the condensed consolidated income statements for the Company for the years ended 31 December 2007, 2006 and 2005 and the three and nine months periods ended 30 September 2008 and 2007:

	For the year ended 31.12.2007	For the year ended 31.12.2006	For the year ended 31.12.2005	For the three months ended Q3 2008	For the three months ended Q3 2007	For the nine months ended 30.09.2008	For the nine months ended 30.09.2007
All figures in NOK 1,000	Audited	Audited	Audited	Unaudited	Unaudited	Unaudited	Unaudited
Operating revenues	3,468,957	2,732,629	1,700,386	933,854	1,014,638	2,536,247	2,748,979
Operating profit	278,471	225,363	222,863	136,698	8,516	329,139	309,024
Profit before tax	215,616	193,748	222,075	83,547	-12,751	120,071	222,549
Taxation	-32,343	-35,421	2,373	-36,451	11,765	-59,794	-82,870
Net profit before discontinued operations	183,273	158,327	224,448	47,097	-986	60,277	139,679
Net profit from discontinued operation	324,273	108,338	26,160	0	0	0	313,650
Profit for the year	507,546	266,665	250,608	47,097	-986	60,277	453,329

The audited figures are derived from the Company's annual financial statement for 2007. The unaudited figures are derived from with the Company's interim financial report for Q3 2008.

7.4.2 Condensed Consolidated balance sheets for the Company

Set out below is the condensed consolidated balance sheet for the Company as of 31 December 2007, 2006 and 2005 and as of 30 September 2008 and 2007:

Balance sheet	31.12.2007	31.12.2006	31.12.2005	30.09.2008	30.09.2007
All figures in NOK 1,000	Audited	Audited	Audited	Unaudited	Unaudited
<i>ASSETS</i>					
Total fixed assets	6,651,863	4,147,303	2,204,301	6,900,572	5,768,964
Total current assets	2,161,167	2,699,003	895,009	1,971,852	2,690,850
TOTAL ASSETS	8,813,030	6,846,306	3,099,310	8,872,424	8,459,814
<i>EQUITY</i>					
Total equity	4,228,611	3,637,000	982,045	4,442,840	4,178,551
<i>LIABILITIES</i>					
Total long-term liabilities	2,933,904	2,022,676	1,408,177	3,344,210	2,930,564
Total short-term liabilities	1,650,515	1,186,630	709,088	1,085,374	1,350,699
TOTAL EQUITY AND LIABILITIES	8,813,030	6,846,306	3,099,310	8,872,424	8,459,814

The audited figures are derived from with the Company's annual financial statement for 2007. The unaudited figures are derived from the Company's interim financial report for Q3 2008

7.4.3 Condensed consolidated cash-flow statement for the Company

Set out below is the condensed consolidated cash flow statement for the Company for the years ended 31 December 2007, 2006 and 2005 and the three and nine months periods ended 30 September 2008 and 2007:

Cash flow	31.12.2007	31.12.2006	31.12.2005	Q3 2008	Q3 2007	30.09.2008	30.09.2007
All figures in NOK 1,000	Audited	Audited	Audited	Unaudited	Unaudited	Unaudited	Unaudited
Net cash flows from operating activities	277,166	935,647	133,797	286,314	558,222	211,043	243,751
Net cash flows from investing activities	-2,195,459	-861,821	-162,829	-65,044	-324,480	-219,299	-1,526,833
Net cash flows from financing activities	1,551,789	1,354,816	131,643	-245,491	-263,293	-489,895	1,288,138
Net cash from purchase of minority interest		-135,056					
Net cash flow in the accounting period	-366,504	1,293,586	102,611	-24,221	-29,551	-498,151	5,056
Currency exchange gains/losses on opening balance of cash	-4,079	-8,586	1,250				
Cash position at beginning of period	1,411,493	126,493	22,640	566,981	1,446,100	1,040,910	1,411,493
Cash position at end of period	1,040,910	1,411,493	126,501	542,760	1,416,549	542,759	1,416,549

The audited figures are derived from the Company's annual financial statement for 2007. The unaudited figures are derived from the Company's interim financial report for Q3 2008.

7.4.4 Condensed consolidated statement of Change in equity

Set out below are the condensed consolidated statements of changes in equity for the Company for the nine months periods ended 30 September 2008:

Change in equity	Unaudited
Equity, 31.12.2007 period start	4,228,611
Profit for the period	60,277
Dividends	-55,295
Currency translation differences	175,683
Other gains and losses charged directly to equity	
Minority interests arising from business combinations	30,272
Revaluation of existing interests related to business combinations	3,292
New equity from cash contribution	-
Expenses related to share issues (net of tax)	-
Total changes of equity in the period	214,229
Equity at 30.09.2008	4,442,840

The unaudited figures are derived from the Company's interim financial report for Q3 2008.

7.4.5 Comments to the historical financial information

Fishmeal- and oil

Fishmeal-prices (64/65% c&f Hamburg) were marginally below USD 1,000 per metric ton by the end of December 2007. We have since seen a steady increase until the end of September 2008; however in the fourth quarter prices have decreased again and by end of week 49 the price is approx. USD 1.000 per metric ton (64/65% c&f Hamburg). Traditionally the fish meal prices and Soya meal prices have been moving in unison. Fishmeal is priced according to its level of protein and quality.

Fish oil prices (c&f Hamburg) were marginally below USD 1,500 per metric ton by the end of December 2007. There has been a strong increase in fish oil prices until the end of September when prices reached historically high levels. Increased demand from the growing Omega-3 business and from the aquaculture feed industry and increased prices for other substitute oil resulted in a substantial increase in fish oil prices. In the fourth quarter, however, we have seen a decrease in fish oil and other substitute oil prices, and the price by week 49 is approximately USD 1.000 per metric ton (c&f Hamburg).

Human consumption products

Sales prices for canned products have increased substantially during 2008, caused by increased demand and shortage of supply. Cost of production has increased during the year as prices of input factors such as raw material, tin boxes, oil and tomato paste have increased. However, increased prices compensate for the increased input cost.

Frozen products

Sales price for frozen products out of South America have increased substantially during 2008, caused by increased demand and shortage of supply. The volumes of catches of Horse Mackerel have been lower in 2008 compared to earlier years. Raw material cost has increased, especially in Chile as the fishing vessels have experienced longer sailing time to and from the fishing fields.

High concentrate Omega-3 oils

Prices have been quite stable during 2008, at approx. the same level as for 2007. Crude fish oil is the main component in the high concentrate Omega-3 production, and operating margins has been under pressure in 2008 due to sharp increase in crude fish oil prices.

7.5 Segment information

Set out below are the condensed segment information for the Company for the financial years ended 31 December 2007, 2006 and 2005 and the three and nine months financial periods ended 30 September 2008 and 2007:

Segment information	Period ended 2007 (audited)	Period ended 2006 (audited)	Period ended 2005 (unaudited)	Period ended Q3 08 (unaudited)	Period ended Q3 07 (unaudited)	Period ended 30.09.2008 (unaudited)	Period ended 30.09.2007 (unaudited)
Fishmeal and oil							
Operating revenue	2,085,111	1,367,064	206,029	644,131	693,527	1,583,230	1,757,100
EBITDA	407,874	397,629	40,894	153,893	47,179	387,455	371,677
EBIT	280,957	185,051	37,485	122,130	16,420	283,939	279,613
Volumes sold fishmeal (tons)	242,593	234,619	43,198	84,313	81,151	209,629	196,009
Volumes sold fishoil (tons)	57,436	52,959	7,072	14,264	25,770	44,725	54,464
Human Consumption							
Operating revenue	751,215	456,378	273,177	215,244	175,311	573,813	620,601
EBITDA	116,398	64,661	33,035	41,406	26,454	116,003	122,191
EBIT	57,083	27,872	563	22,062	12,259	67,909	76,446
Volumes sold; Canning (cases)	4,022,570	4,096,761	1,945,076	838,824	804,697	2,456,527	3,133,314
Frozen fish (tons)	28,223	11,020		8,170	6,109	19,184	23,313
HC and LC Omega 3 products (tons)	1,413			510	312	1,327	1,052
Trading							
Operating revenue	710,287	950,880	1,009,933	124,942	115,755	468,842	449,310
EBITDA	-24,572	3,553	17,353	-1,466	-7,921	-212	-18,362
EBIT	-39,773	-4,625	9,170	-4,984	-13,320	-10,717	-28,456
Not allocated/elimination							
Operating revenue	-77,656	-41,693	211,246	-50,465	30,044	-89,638	-78,032
EBITDA	-16,290	16,521	203,934	-1,859	-6,472	-10,237	-14,724
EBIT	-19,797	17,065	175,645	-2,510	-6,843	-11,992	-18,580
Total Group							
Operating revenue	3,468,957	2,732,629	1,700,385	933,852	1,014,637	2,536,247	2,748,979
EBITDA	483,410	482,364	295,216	191,974	59,240	493,009	460,782
EBIT	278,470	225,363	222,863	136,698	8,516	329,139	309,023
Geographical segments - operating income							
North Europe	1,911,932	1,517,428	1,009,933	405,350	517,565	1,209,002	1,421,275
South America	1,680,075	1,175,803	479,206	576,460	469,524	1,415,263	1,498,502
Other/eliminations	-123,050	39,398	211,246	-47,958	27,548	-88,019	-170,798
Group	3,468,957	2,732,629	1,700,385	933,852	1,014,637	2,536,246	2,748,979

7.6 Capital resources

Austevoll Seafood has sufficient access to capital resources through a combination of operating revenues and external short and long term bank financing.

7.6.1 Sources and amounts of and a narrative description of the issuer's cash-flows

General description of the issue's cash flow

The Austevoll Seafood Group's cash flow is influenced by significant fluctuations in the underlying market price developments, primarily for pelagic fish products and the development in production and catch/harvest volumes.

The Austevoll Seafood Group's primary source of liquidity on a daily basis is the operational cash flow. This is again dependent upon the development in the underlying market prices for pelagic fish products as described in the foregoing paragraph.

Key factors in analysing the operational sources as basis for revenue and cash flow are product pricing, production volumes and market access. In recent years the available volumes of marine sources (pelagic catches and farmed products) have been stable and to some extent increasing, especially so for Norwegian salmon. Climatic factors, such as the recurring El Niño in South America, will exert a certain impact on catch and production volumes for pelagic species. In general product pricing will always be a function of underlying issues; production costs, available volumes and the balance between market demand and supply.

Over time there has been a positive development in prices for pelagic products, which must be seen in conjunction with an increasing demand for such products in general. Although the market in principle is cyclical, recent statistics show signs of good market developments for marine products as a whole, as the focus on healthy food products and thereby demand, increases.

The development in the production cost for the various products is, as mentioned, important for basic product pricing, and subsequently the analysis of cash flow development.

In the pelagic industry, the operational cost of primary production (catch and delivery to shore) depends to a large extent on the level of investments in new and more effective vessels. Given the development in prices over the last decades, the equipment investment rate has increased dramatically, and with very sustainable results for the vessel owners.

In respect of the shore based pelagic industry processing and production costs, an increase in production facility investments over the last 10 years in particular has been seen. Such investments have mainly focused on automation and rationalization of production machinery and facilities, with lesser human resource costs as a result.

Description of cash-flows 2005

2005 was a good year for Austevoll Seafood. Both prices for pelagic fish and salmon stayed at a relatively high level throughout the year. The Company achieved a more efficient production both within pelagic processing and salmon farming. Net cash cash-flow from operating activities was NOK 53.7 million.

In 2005 Austevoll Seafood acquired 12 salmon licenses. The Company sold one vessel in Chile in 2005 and by the end of the year the Company sold their shares in Lafjord Fiskebåtrederi AS. Net cash cash-flow from investing activities was NOK -162.8 million.

In July 2005 the Company negotiated a refinancing of its salmon business at more favourable terms. Net cash cash-flow from financing activities was NOK 213.0 million.

The Company's financial position as of 31.12.2005 improved considerably compared to the year before and the liquidity was good. Total increase in cash and cash equivalents in 2005 was NOK 103.9 million.

Description of cash-flows 2006

The Company experienced significant growth in 2006 as a result of the acquisition of companies in Norway and South America within the Company's core activity areas. The Company achieved good prices on all its products in 2006 and the Company had an efficient production both within pelagic processing and salmon farming. The Company started up a new freezing plant in Chile by end of March and this added more value to the Austevoll Seafood groups own raw material. Cash-flow from operating activities amounted to NOK 935.6 million in 2006. Cash-flow Net cash-flow from investing activities was NOK -861.8 million in 2006. Most of the investments are related to the acquisitions of Welcon AS, Austral Group S.A.A and Karmsund Fiskemel AS.

In June 2006 the Company successfully raised ca. NOK 1.5 billion in new equity through cash contribution, and in September the Company raised approximately NOK 780 million in new equity through cash contribution. Net cash cash-flow from financing activities in 2006 was NOK 1.355 billion.

The Company's financial position as of 31.12.2006 improved considerably compared to 31.12.2005 and the liquidity was good. Total increase in cash and cash equivalents in 2006 was NOK 1.3 billion.

Description of cash-flows 2007

The Company once again in 2007 completed acquisitions of companies in Europe and South America within the Company's core activity area. The Company furthermore sold its fish farming activities to Lerøy. Especially prices for fishmeal were high in the first half of 2007 and then dropped in the second half of 2007 which negatively impacted the net cash flow from operating activities. There were a sharp increase in price for fishoil during second half of 2007; however, the effect of this did not come into full effect before 2008. Cash flow from operating activities amounted to NOK 277 million in 2007.

Net cash flow from investing activities was NOK -2.2 billion in 2007. Most of the investments are related to acquisition of Epax Holding AS, Corporacion del Mar (Peru) and acquisition of shares in Lerøy. The Company sold its fish farming business in March 2007 to Lerøy and the settlement were shares in Lerøy.

In March a bond issue of NOK 1 billion was carried out, and net cash flow from financing activities in 2007 was NOK 1.5 billion.

The Company's financial position as of 31 December 2007 was NOK 1 billion.

Description of cash-flows for the nine months ended 30.09.2008

In 2008 the Company has experienced a positive price development for canned and frozen products and fish oil. There has been a better balance between purchase price for raw materials and the market price for fishmeal compared to 2007.

Net cash flow from operating activities by end September 2008 was 211 million. Cash flow from investment activities by end September 2008 was NOK -219 million and represents investment in Bodø Sildoljefabrikk AS and investment in increased processing capacity in Epax AS and normal replacement capital expenditures. Net cash flow from financing activities by end September 2008 was -490 million. The Company's financial position by end September 2008 was NOK 543 million.

Funding structure and restrictions of use of capital resources

The long term funding of the Company consists of both equity and interest bearing debt, which is further described in Section 7.9 in this Information Memorandum shows a statement of the Austevoll Seafood Group's capitalisation and indebtedness, which includes a split between short- and long-term funding.

Book value of equity per 30 September 2007 was NOK 4,443 million and net interest bearing debt per 30 September 2008 was NOK 2,777 million. Consequently, the net debt to equity ratio per 30 September 2008 was 50%.

The funding of Austevoll Seafood is considered sufficient to fund the further development of the Company in line with the production targets communicated by the Company. The financing is considered sufficient to cover the seasonality of the operations and corresponding borrowing requirements.

The Company is not aware of any material legal or economic restrictions that influence the ability of the subsidiaries to transfer funds to the Company in the form of cash dividends, repayment of inter-company loans, new loans or advances. The Company is per 30 September 2008 in compliance with all its financial covenants.

7.7 Significant change in the Company's financial or trading position

The Company is not aware of any significant changes in the financial or trading position of the Company acquisition which has occurred since 30 September 2008, other than the acquisition of Lerøy as described in Section 3. However see Section 1 for risk factors regarding the environment where the Company operate.

7.8 Working capital statement

As of the date of this Information Memorandum, it is Austevoll Seafood's opinion that the working capital is sufficient to support its current operations.

7.9 Capitalisation and indebtedness

Below is an overview of the Company's capitalisation and indebtedness as of 30 September 2008. (The Company has no monetary guarantees).

7.9.1 Capitalisation

Amounts in NOK 1,000	30 September 2008
	Unaudited
Shareholder equity (A)	3,176,077
Current debt	
Guaranteed	-
Secured	592,155
Unguaranteed/unsecured	-
Total current debt	592,155
Non-current debt	
Guaranteed	
Secured	1,781,929
Unguaranteed/unsecured	1,000,000
Total non-current debt	2,781,929
Total indebtedness (B)	3,374,084
Total capitalisation (A+B)	6,550,161
Cash	542,760
Cash equivalents	-
Trading securities	-
Liquidity (C)	542,760
Current financial receivables (D)	-
Current bank debt	327,304
Current portion of non-current debt	264,851
Other current financial debt	-
Current financial debt (E)	592,155
Net current financial indebtedness (C+D-E) (F)	(49,395)
Non-current bank loans	1,781,929
Bonds issued	1,000,000
Other non-current loans	19,301
Non-current financial debt (G)	2,801,230
Non-current financial debt (H)	73,747
Net financial indebtedness (F-G+H)	(2,776,878)

7.9.2 Indebtedness

The Norwegian part of the Austevoll Seafood Group is mainly financed by a multicurrency group account system which regulates both short and long-term debt. These agreements are divided in a long term debt portion and an overdraft facility covering the Austevoll Seafood Group's fish meal, trading and human consumption businesses.

Margin of expenditure on the overdraft facility depends of the book value of accounts receivable and book value of inventory ("borrowing base"). The overdraft facility in Norway, has a total limit of NOK 540 million, and is divided between the Welcon Invest Group, Epax Holding group and Austevoll Seafood. The members in each agreement are jointly and severally liable for any amount due to the Bank under the Agreement.

The facilities are secured by factoring mortgage, mortgage in inventory and mortgage in the tangible assets financed through the facilities.

The Company has an unsecured bond of NOK 1 billion and the covenants requirements are an equity ratio of minimum 25% and that the Company shall maintain at any time a value of equity of minimum NOK 2 billion.

Property and production activities in Norway are financed by loans from DnB NOR Bank ASA, Nordea Bank ASA, Handelsbanken ASA and Innovasjon Norge. The loans consist of mortgage loans and risk loans. Loan agreements are within normal terms and secured by mortgage in assets.

Austral Group S.A.A. has their main long term financing with DnB NOR Bank ASA, Norway and Scotiabank, Peru. The loans are secured by mortgage in vessels and production facilities. In addition the company has an overdraft facility based on inventory and debtors with Peruvian banks.

FoodCorp S.A. has their long term financing with Banco de Chile, DnB NOR Bank ASA and Eksportfinans. The loans are secured by mortgage in vessels and production facilities. In addition the company has overdraft facility with Banco de Chile.

Covenants requirements for the Company are as follows;

- Equity ratio of minimum 30%
- Debt service ratio not less than 1.05

Austevoll Seafood has financed the Transaction by utilizing one of the existing long term facilities with DnB NOR Bank ASA with NOK 1 billion and by a new loan from the Company's major shareholder, Laco AS, of NOK 320 million.

Leasing

The Austevoll Seafood Group's leasing arrangements are primarily treated as financial leasing. The leased equipment consists mainly of production equipment and represents a minor part of the Austevoll Seafood Group's financial commitments, in a total volume of approximately NOK 100 million.

8 PRO FORMA FINANCIAL INFORMATION

8.1 Description of acquisitions implying preparation of pro forma financial information

Pro forma figures are required to be prepared if an acquisition/disposal is considered significant for the Austevoll Seafood Group. In this respect, significant is defined by the Committee of European Securities Regulators (CESR) as 25% of total assets, revenue or operating profit, cf. the CESR's advice to the European Commission on a possible amendment to Regulation (EC) 809/2004 regarding the historical financial information which must be included in a prospectus of October 2005, and recital (9) of the European Commission Regulation (EC) 809/2004. The Transaction described in this Information Memorandum is considered significant in relation to CESR's definition.

Prior to the Transaction, as described under Section 3.1 above, Austevoll Seafood held 17,860,300 Lerøy Shares. Under the Transaction, Austevoll Seafood acquired an additional 22,283,981 or 41.59% of the Lerøy Shares, bringing Austevoll Seafood's total ownership in Lerøy up to 40,144,281 shares or 74.93%. The pro forma financial information is based on a share ownership of 74.93%, and full consolidation of the Lerøy Group into Austevoll Seafood.

8.2 Sources of pro forma information

The historical income statement information Austevoll Seafood and Lerøy, for the financial year ended 31 December 2007 on which the pro forma adjustments were based, has been derived from audited financial information and are incorporated by reference to this Information Memorandum, see Section 9.3 below. The income statement information for the nine month period ended 30 September 2008 and the balance sheet information at 30 September 2008 have been derived from Austevoll Seafood and Lerøy's unaudited interim financial report for Q3 2008 and are incorporated by reference hereto (see Section 9.3 below).

8.3 Basis for preparation of the pro forma figures

The unaudited pro forma financial information related to the acquisition of Lerøy, has been prepared to illustrate the main effects that the acquisition of Lerøy would have had on the consolidated profit and loss statement for 2007, the nine months ended 30 September 2008 and as of 30 September 2008 for Austevoll Seafood. At 31 December 2007, Austevoll Seafood owned an interest of 33.34% of Lerøy.

The unaudited pro forma condensed profit and loss statement for the nine months period ended 30 September 2008 and the twelve months period ended 31 December 2007 give effect to the acquisition of additional shares of Lerøy as if it had occurred on 1 January 2007. The unaudited pro forma condensed balance sheet as of 30 September 2008 gives effect to the acquisition of Lerøy as if it had occurred on 30 September 2008.

The unaudited pro forma financial information has been prepared in accordance with EU Regulation No 809/2004, as included in the Norwegian Securities Trading Act section 5-13 and the CESR's Level 3 guidance.

Because of its nature, pro forma financial information addresses a hypothetical situation and therefore does not represent the Company's actual financial position or results. The pro forma financial information is prepared for illustrative purposes only.

8.4 Pro forma accounting principles

The unaudited pro forma financial information has been compiled using accounting principles that are consistent with the accounting principles used in the historical financial statements of Austevoll Seafood. See Section 7.1 above.

The accompanying Pro Forma Financial Information is not intended to, and does not; provide all the information and disclosures necessary to present a true and fair view in accordance with International Financial Reporting Standards (IFRS) as adopted by EU.

8.5 Pro forma consolidated income statement 2007

8.5.1 Unaudited pro forma condensed consolidated profit and loss information for 2007

The tables below set out pro forma financial information for the Enlarged Group for the financial year ended 31 December 2007. The pro forma condensed income statement is prepared on a basis consistent with principles described above. The tables below show actual figures for the Austevoll Seafood Group and Lerøy, and eliminations and adjustments. The sum of these columns represents the pro forma income statements for the Enlarged Group to reflect the Transaction. Please see Section 9.3 for the annual report for 2007 for Lerøy.

All figures in NOK 1.000	Austevoll Seafood		Pro forma				Enlarged Group
	2007	Lerøy 2007	Eliminations 2007	Notes	Pro forma adjustment	Pro forma 2007	
Operating income	3,468,957	6,290,898	1	-60,025,	1	25,348	9,725,178
Operating expenses	2,985,547	5,749,837	1	-60,025,	1	14,542	8,689,901
Operating profit before depreciation (EBITDA)	483,410	541,061		-		10,806	1,035,277
Depreciation and amortisation	200,615	153,846		-	1	6,696	361,157
Depreciation of excess value inventory	4,325	-		-		-	4,325
Operating profit before adj.biol. assets	278,470	387,215		-		4,110	669,795
Fair value adjustment biological assets	-	15,838		-		-	15,838
Operating profit	278,470	403,053		-		4,110	685,633
Income from associated companies	65,758	35,509		-	2	-64,627	36,640
Net financial items	-128,613	-69,736		-	1,3	-101,370	-299,719
Profit before tax	215,615	368,826		-		-161,887	422,554
Income tax expenses	-32,343	-89,262		-	1,4	26,922	-94,683
Net profit	183,272	279,564		-		-134,965	327,871
Net profit from discontinued operations	324,273			-	1	-324,273	
Net profit including discontinued operations	507,545	279,564		-		-459,238	327,871
Profit to minority interests	8,563	2,550		-	5	69,447	80,560
Profit attributable to equity holder of parent	498,982	277,014		-		-528,686	247,310

Comments to the tables above:

Eliminations

Note 1 – Eliminations:

Intercompany transactions between Austevoll Seafood and Lerøy are eliminated. In 2007, a subsidiary of Austevoll Seafood performed harvesting services for Lerøy. Consequently, revenues from these transactions are eliminated from the Austevoll Seafood income statement and the corresponding amounts of expenses are eliminated from the Lerøy income statement.

Pro forma adjustments

Note 1 – Pro forma adjustments

In first quarter 2007, Austevoll Seafood sold their fish farming business to Lerøy. The consideration received was shares in Lerøy. As a consequence of this transaction, fish farming was no longer a part of Austevoll Seafoods operations. According to IFRS 5, the gain from the sale, income and expenses related to the fish farming business up until the sale to Lerøy were presented on a single line on the face of the income statement in 2007, called net profit from discontinued operations. Consequently, the acquisition of a controlling share of Lerøy implies that income and expenses related to the fish farming business shall be reclassified to continuing operations. Further, the gain from the sale, NOK 324 million, would not have been recognized if Lerøy was acquired at the beginning of 2007, meaning that the gain is removed from the pro forma income statement.

Note 2 – Pro forma adjustments

Lerøy was considered to be an associated company of Austevoll Seafood during 2007, and accounted for using the equity method to account for its interest. The Company's share of income from Lerøy in 2007, NOK 64.6 million is therefore removed from the pro forma income statement.

Note 3 – Pro forma adjustments

An adjustment of NOK 97.7 million is related to the assumed interest expenses on share purchases financed with loans or cash payments, assuming that the Transaction took place 1 January 2007. The interest rate used to calculate

the pro forma adjustment on interest expenses is calculated based on cash consideration of NOK 1,314.5 million and an interest rate as of 2007 of 5.6%.

Note 4 – Pro forma adjustments

A pro forma adjustment of income tax expenses (tax income) of NOK 27.4 is done to reflect the tax effect of the increased interests expenses described in Note 3.

Note 5 – Pro forma adjustments

25.07% of profit attributable to equity holder of Lerøy (NOK 277 million) is adjusted in the pro forma statement to reflect the transaction.

8.6 Pro forma consolidated income statement Q3 2008

8.6.1 Unaudited pro forma condensed profit and loss information for Q3 2008

The tables below set out the pro forma financial information for the Enlarged Group for the nine months period ended 30 September 2008. The pro forma condensed income statement is developed in line with principles described above. The tables below show actual figures for the Austevoll Seafood Group and Lerøy, and eliminations and adjustments. The sum of the columns represents the pro forma income statements for the Enlarged Group after the Transaction.

	Austevoll Seafood	Lerøy	Notes	Eliminations 2008	Notes	Pro forma adjustment	Enlarged Group Pro forma 30.09.08
All figures in NOK 1,000	30.09.08	30.09.08					
Operating income	2,536,247,	4,353,631	1	-55,445			6,834,433
Operating expenses	2,043,238,	3,968,480	1	-55,445			5,956,273
Operating profit before depreciation (EBITDA)	493,009,	385,151		-		-	878,160
Depreciation and amortisation	163,869,	148,242				-	312,111
Depreciation of excess value inventory	-	-				-	-
Operating profit before adj. biol. assets	329,140	236,909		-		-	566,049
Fair value adjustment biological assets	-	-184,696				-	-184,696
Operating profit	329,140	52,213		-		-	381,353
Income from associated companies	-21,106	,13,028			1	7,975	,-103
Net financial items	-187,963	-108,338			2	-69,761	-366,062
Profit before tax	120,071	-43,097		-		-61,786	15,188
Income tax expenses	-59,794	19,178			3	19,533	-21,083
Net profit	60,277	-23,919		-		-42,253	-5,895
Net profit from discontinued operations							
Net profit including discontinued operations	60,277	-23,919		-		-42,253	-5,895
Profit to minority interests	7,370	-2,165			4	-5,454	-249
Profit attributable to equity holder of parent	52,907	-21,754				-36,799	-5,646

Comments to the tables above:

Eliminations:

Note 1 – Eliminations:

Intercompany transactions between Austevoll Seafood and Lerøy are eliminated. In the nine month period of 2008, a subsidiary of Austevoll Seafood has performed harvesting services for Lerøy. Consequently, revenues from these transactions are eliminated from the Austevoll Seafood income statement and the corresponding amounts of expenses are eliminated from the Lerøy income statement.

Pro forma adjustments:

Note 1 – Pro forma adjustments

Lerøy was considered to be an associated company to Austevoll Seafood in the nine month period in 2008, using the equity method to account for their interests. The Company's share of income from Lerøy in this period, NOK 8.0 million is therefore removed from the pro forma income statement.

Note 2 – Pro forma adjustments

An adjustment of NOK 69.8 million is related to the assumed interest expenses on share purchases financed with loans or cash payments, assuming that all transactions where the consideration were cash payments took place 1 January 2007. The interest rate used to calculate the pro forma adjustment on interest rate for 2007 is approximately 7%.

Note 3 – Pro forma adjustments

A pro forma adjustment of income tax expenses (tax income) of NOK 19.5 is done to reflect the tax effect of the increased interests expenses described in Note 2.

Note 4 – Pro forma adjustments

25.07% of profit attributable to equity holder of Lerøy (NOK - 22 million) is adjusted in the pro forma statement to reflect the transaction.

8.7 Pro forma consolidated balance sheet as of 30.09.2008

8.7.1 Unaudited pro forma condensed balance sheet information as of 30 September 2008

The tables below set out the pro forma condensed balance sheet information for the Enlarged Group as of 30 September 2008. The pro forma condensed balance sheet is developed in line with principles described above. The tables below show actual figures for the Austevoll Seafood Group and Lerøy, and the eliminations and adjustments. Summing up these columns constitute the pro forma condensed balance sheet for the Enlarged Group after the Transaction as of 30 September 2008.

All figures in NOK 1,000	Austevoll Seafood 30.09.08	Lerøy 30.09.08	Notes	Elimination	Notes	Pro forma adjustment	Pro forma 30.09.08
Intangible assets	1,714,401	2,964,604			1	797,320	5,476,325
Fixed assets	2,714,309	1,300,515					4,014,824
Financial assets	2,471,861	331,885	1	-3,457,001	2	1,314,489	661,235
Inventories	649,086	1,697,120					2,346,206
Receivables	780,007	787,930					1,567,937
Bank balance	542,760	378,904					921,664
Total Assets	8,872,424	7,460,958		-3,457,001		2,115,095	14,988,190
Total equity	4,442,841	3,636,970	1	-3,457,001	4	517,320	5,140,130
Provisions for commitments	542,979	581,273			3	280,000	1,404,252
Other long term liabilities	2,801,230	1,762,110			2	1,314,489	5,877,829
Current liabilities	1,085,374	1,480,605					2,565,979
Total Equity and Liabilities	8,872,424	7,460,958		-3,457,001		2,115,095	14,988,190

Comments to the tables above:

The purchase method of accounting is used to account for the acquisition of subsidiaries of the Group. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at the fair value at the acquisition date, irrespective of the extent of any minority interest. The final valuation and purchase price allocation related to the acquisition of Lerøy will be carried out during 2008 or the beginning of 2009 and excess values and the goodwill will have to be adjusted after this final exercise.

Eliminations:**Note 1 – Eliminations**

The accumulated cost of Austevoll Seafood's purchase of shares in Lerøy is eliminated as a consequence of the consolidation of Lerøy. Accumulated cost includes Austevoll Seafood's investment in Lerøy where the investment was accounted for using the equity method.

Pro forma adjustments:**Note 1 – Pro forma adjustments**

Adjustments in intangible assets are related to the preliminary purchase price analysis of Lerøy. The adjustments reflect excess values on identifiable intangible assets (fish farming licenses and trademarks) of NOK 1,000 million. Difference between purchase price and fair value of net identifiable assets is recognised as goodwill. Since the acquisition of Lerøy has been achieved in stages, goodwill has been measured at each step. Total goodwill related to acquisition of Lerøy amounts to NOK 1,458 million.

In relation the preliminary purchase price allocation, goodwill amounting to NOK 1,661 million in the consolidated accounts of Lerøy has been reversed.

Note 2 – Pro forma adjustments

Adjustment in financial assets and other long term liabilities relates to Austevoll Seafood's purchase of shares after 30 September 2008. The purchases of shares have been financed with long term loans. See Section 3.3 for further information about financing of the Transaction. As a result of the Transaction, Austevoll Seafood has borrowed NOK 1.3 million.

Note 3 – Pro forma adjustments

The adjustment relates to deferred tax on excess values allocated to identifiable intangible assets. Deferred tax has been calculated with a nominal tax rate of 28%.

Note 4 – Pro forma adjustments

The adjustment of equity is the net of pro forma adjustment 1 and 3. The increase in equity equals the minorities' share of net identifiable assets, adjusted for change in fair value of net identifiable assets for the shares acquired before Austevoll Seafood achieved control over Lerøy.

8.8 Auditor's statement to the pro forma financial figures

The Company's auditor PricewaterhouseCoopers AS has issued a report to the pro forma financial information of Austevoll Seafood. The report is included in Appendix 1 to this Information Memorandum.

9 ADDITIONAL INFORMATION

9.1 Third party information

Market and industry data used throughout this Information Memorandum was obtained from various publicly available or independent third party sources. Although the Company believes that these independent sources are generally reliable, the accuracy and completeness of such information are not guaranteed and have not been verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and the limitations and uncertainties inherent in any statistical survey of market size or consumer demand. References in this Information Memorandum to research reports or articles should not be construed as depicting the complete findings of the entire referenced report or article. The information in each report or article is not incorporated by reference into this Information Memorandum.

The information in this Information Memorandum that has been sourced from third parties has been accurately reproduced and, as far as the Company is aware and able to ascertain from the information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading.

9.2 Documents on display

For the life of this Information Memorandum following documents (or copies thereof) may be inspected at www.auss.no or at the Company's business address:

- i. the Memorandum of Association and Articles of Association of the Company;
- ii. audited historical financial information for the Company's annual accounts for 2005, 2006 and 2007 and unaudited interim report for third quarter ended 30 September 2008; and
- iii. stock exchange notices, including quarterly reports, distributed by the Company through Oslo Børs' information system after the submission of the application for listing.

9.3 Incorporation by reference

The information incorporated by reference in this Information Memorandum shall be read in connection with the cross-reference list as set out in the table below. Except as provided in this Section, no other information is incorporated by reference into this Information Memorandum.

The Company incorporates its interim financial reports for the three and nine months ended 30 September 2008 and 2007 and the consolidated annual reports for the financial years ended 31 December 2007, 2006 and 2005.

In addition the Company incorporates Lerøy's interim financial report for the three and nine months ended 30 September 2008 and Lerøy's consolidated annual report for the financial year ended 31 December 2007.

Section in this Information Memorandum	Disclosure requirements of the Information Memorandum	Reference document and link	Page (P) in reference document
Section 7.1, 7.4, 8.2 and 8.5	Audited historical financial information (Annex I, Section 20.1)	Austevoll Seafood – Consolidated Annual Report 2007: http://www.newsweb.no/newsweb/atmnt/Annual_report_eng.pdf?id=54480	P31-P68
		Austevoll Seafood – Consolidated Annual Report 2006: http://www.newsweb.no/newsweb/atmnt/Annual_report_2006.pdf?id=42670	P23-P64
		Austevoll Seafood – Consolidated Annual Report 2005 (attached as appendix 2 to the Company's Listing Prospectus approved by Oslo Børs 10 October 2006): http://www.auss.no/Publications-252.aspx	P131-P151 (A2-A22)

Section in this Information Memorandum	Disclosure requirements of the Information Memorandum	Reference document and link	Page (P) in reference document
		<p>Lerøy – Consolidated Annual Report 2007: http://www.newsweb.no/newsweb/atmnt/ANNUAL+REPORT+2007+FOR+LEROeY+SEAFOOD+GROUP+ASA.pdf?id=53282</p>	P41-P68
Section 7.1 and 7.2	Audit report (Annex I, Section 20.4.1)	<p>Austevoll Seafood – Consolidated Annual Report 2007: http://www.newsweb.no/newsweb/atmnt/Annual_report_eng.pdf?id=54480</p> <p>Austevoll Seafood – Consolidated Annual Report 2006: http://www.newsweb.no/newsweb/atmnt/Annual_report_2006.pdf?id=42670</p> <p>Austevoll Seafood – Consolidated Annual Report 2005 (attached as appendix 2 to the Company’s Listing Prospectus approved by Oslo Børs 10 October 2006): http://www.auss.no/Publications-252.aspx</p> <p>Lerøy – Consolidated Annual Report 2007: http://www.newsweb.no/newsweb/atmnt/ANNUAL+REPORT+2007+FOR+LEROeY+SEAFOOD+GROUP+ASA.pdf?id=53282</p>	<p>P90</p> <p>P85</p> <p>P152 (A23)</p> <p>P82</p>
Section 7.1 and 8.4	Accounting policies (Annex I, Section 20.1)	<p>Austevoll Seafood – Consolidated Annual Report 2007: http://www.newsweb.no/newsweb/atmnt/Annual_report_eng.pdf?id=54480</p>	P36-P41
Section 7.3, 8.2 and 8.6	Interim financial information (Annex I, Section 20.6.1)	<p>Austevoll Seafood – Third quarter report 2008 (covering the three and nine months financial periods ended 30 September 2008): http://www.newsweb.no/newsweb/atmnt/AUSS+Q3+2008+ENG.pdf?id=60684</p> <p>Austevoll Seafood – Third quarter report 2007 (covering the three and nine months financial periods ended 30 September 2007): http://www.newsweb.no/newsweb/atmnt/AUSS3Q2007_engelsk.pdf?id=48388</p> <p>Lerøy – Third quarter report 2008 (covering the</p>	<p>P1-P11</p> <p>P1-P10</p> <p>P4-P10</p>

Section in this Information Memorandum	Disclosure requirements of the Information Memorandum	Reference document and link	Page (P) in reference document
		three and nine months financial periods ended 30 September 2008): http://www.newsweb.no/newsweb/atmnt/REPORT+3Q+2008.pdf?id=60182	

10 DEFINITIONS AND GLOSSARY

The following definitions and glossary apply in this Information Memorandum unless dictated otherwise by the context, including the foregoing pages of this Information Memorandum.

10.1 Definitions

Articles of Association:.....	The Articles of Association of the Company.
Austevoll Seafood Group:.....	Austevoll Seafood together with its subsidiaries.
Austevoll Seafood or the Company:.....	Austevoll Seafood ASA.
AUSS:.....	Austevoll Seafood.
Board:.....	The Board of Directors of Austevoll Seafood.
Enlarged Group:.....	The Austevoll Seafood Group taken together with the Lerøy Group.
IFRS:.....	International Financial Reporting Standards, issued by the IASB.
Lerøy:.....	Lerøy Seafood Group ASA.
Lerøy Group:.....	Lerøy together with its subsidiaries.
Manager:	Pareto Securities AS.
Mandatory Offer	The mandatory offer put forward by Austevoll Seafood as described in the offer document dated 17 October 2008.
NOK:.....	Norwegian Kroner, the lawful currency of the Kingdom of Norway.
NGAAP:.....	Norwegian generally accepted accounting standards.
Norwegian Public Limited Companies Act:.....	The Norwegian Public Limited Companies Act of 13 June 1997 no. 45 (“Allmennaksjeloven”).
Norwegian Securities Trading Act:.....	The Securities Trading Act of 29 June 2007 no. 75 (“Verdipapirhandeloven”).
Oslo Børs:	Oslo Børs ASA (translated “the Oslo Stock Exchange”).
Information Memorandum:	This Information Memorandum dated 15 December 2008 prepared in connection with the Transaction.
Share(s):.....	“Shares” means common shares in the capital of Austevoll Seafood and “Share” means any one of them.
Transaction:.....	The acquisition of 41.59% of the shares in Lerøy by Austevoll Seafood as described in Section 3.1 of this Information Memorandum.
USD:	United States Dollars.
VPS account:.....	An account with VPS for the registration of holdings of securities.
VPS:	Verdipapirsentralen (Norwegian Central Securities Depository), which organizes the Norwegian paperless securities registration system.

10.2 Glossary of Terms

Terms and expressions used in the oil and gas industry and technical terms used in the description of the Company is set out below.

Bcf:.....	Billion cubic feet.
CEO:	Chief Executive Officer.
CFO:.....	Chief Financial Officer.
EBITDA:	Earnings, before interest, tax, depreciation and amortization.
EBIT:	Earnings, before interest, tax.
IEA:	International Energy Agency-
HSE:.....	Health, security and environment.
QHSE:.....	Quality, health, security and environment.
km:	Kilometres.
EFF:	The Norwegian Seafood Expert Council, (Nw. “Ekportutvalget for Fisk”).
FAO:	Food and Agriculture Organization of the United Nations.

FHL:	The Norwegian Seafood Federation, (Nw. “Fiskeri og Havbruksnæringens Landsforening”).
Gw:.....	Gross weight.
ICES:.....	The International Council for the Exploration of the Sea.
IFFO:.....	International Fishmeal and Fish Oil Organisation.
Kontali:	Kontali Analyse AS
Mt:.....	Metric tonnes.
SERNAPESCA:.....	Servicio Nacional de Pesca = Chile’s Fishing Agency.
SSB:	Central Bureau of Statistics.
Wfe:	Whole fish equivalents.
Tcf:.....	Thousand cubic feet.
Q3:	Third quarter.

Appendix 1: Auditor's Independent Assurance Report on pro forma financial information



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To the Directors and Shareholders of Austevoll Seafood ASA

Independent assurance report on pro forma financial information

We have examined the Pro Forma Financial Information in section 8.5, 8.6 and 8.7 of the Information Memorandum, comprising the Pro Forma Consolidated Balance Sheet of Austevoll Seafood ASA as of 30 September 2008, the related Pro Forma Consolidated Statement of Income for the nine months then ended and the Pro Forma Consolidated Statement of Income for the year ended 31 December 2007. This Pro Forma Financial Information has been prepared solely to show what the significant effects on the Austevoll Seafood ASA ("the Company") might have been had the transactions described in section 8.1 occurred at an earlier date. This Pro Forma Financial Information is the responsibility of the Board of Directors. It is our responsibility to provide the opinion required by section 3.5.2.6 of the continuing obligations for companies listed on the Oslo Børs. We are not responsible for expressing any other opinion on the pro forma financial information or on any of its constituent elements.

We conducted our examination in accordance with the Norwegian Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information". Our work consisted primarily of comparing the unadjusted financial information with the source documents, obtaining evidence supporting the adjustments and discussing the Pro Forma Financial Information with the Directors of the Company.

Based on our examination, in our opinion:

- a) the pro forma financial information has been properly compiled on the basis stated;
- b) such basis is consistent with the accounting policies of the issuer

This report is issued for the sole purpose of the Information Memorandum required by Oslo Børs' "Continuing Obligations of Stock Exchange Listed Companies" section 3.5 as set out in the Information Memorandum. This report is not appropriate for jurisdictions other than Norway and should not be used or relied upon for any purpose other than to comply with Item 20.2 of Annex I to the Prospective Directive Regulation.

Bergen, 15 December 2008

PricewaterhouseCoopers AS

Hallvard Aarø

State Authorized Public Accountant (Norway)

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