

PESCANOVA, S.A.

The Board of Directors of the Company has resolved to call an Extraordinary General Meeting of Shareholders to be held at the Registered Office of the Company, Rúa José Fernández López, s/n, Chapela-Redondela (Pontevedra), on 12th September 2013, at 12h30, on first calling, or if necessary, on the following day 13th September 2013, at the same place and time, on second calling, with the following:

AGENDA

1. Cessation of all the members of the Board of Directors of the Company, to be reinstated at the Extraordinary General Meeting of Shareholders.
2. Appointment of Directors and determination of the number of members of the Board of Directors.
3. Report on the status of the Company.

A) Proposal for consideration at the Extraordinary General meeting of Shareholders regarding item number two in the Agenda:

The Board of Directors of the Company has not prepared a proposal for consideration at the Extraordinary General Meeting of Shareholders regarding item number 2 in the Agenda, and therefore, pursuant to article 518 of the Companies Law, has prepared a report on the said item. This report shall be uninterruptedly available for review as of the date of publishing of this notice on the website of the Company, www.pescanova.com, until the holding of the Extraordinary General Meeting.

Also, any proposal received from Shareholders, as received and until the holding of the General Meeting, shall also be uninterruptedly available for review on the website of the Company, www.pescanova.com. In this respect it is noted that pursuant to article 519.2 of the Companies Law, shareholders representing at least five per cent of the share capital, are entitled to present by reliable notice to be received at the registered office of the Company within the five days following the publication of this notice, any proposal for consideration regarding the items in the agenda. The above is to be understood without prejudice to the entitlement that any shareholder has to put forward, at the time of holding the Extraordinary General Meeting of Shareholders, alternative proposals or proposals regarding issues that do not require to be included in the agenda pursuant to the provisions in the Companies Law.

B) Attendance of a Notary at the Extraordinary General Meeting of Shareholders:

The Board of Directors has resolved to request the attendance of a public Notary to draw the minutes of the Extraordinary General Meeting of Shareholders, pursuant to article 2013 of the Companies Law, regarding article 101 of the Regulations of the Companies Registration Office.

C) Entitlement to information:

As from the date of this Notice calling the Extraordinary General Meeting of Shareholders, shareholders are entitled to examine at the registered office of the Company the entire wording of the proposed resolutions regarding item number 1 in the Agenda and the report prepared by the Directors regarding item number 2 in the Agenda, and to request the delivery or forwarding free of charge of the same, by contacting with the investor relations department, either at Rúa José Fernández López, s/n, 36230 Chapela, Redondela, Pontevedra, by phone 986 818 126, or by e-mail accionistas@pescanova.es. The said documents, as well as this notice will also be uninterruptedly available at the website of the company www.pescanova.com, as of the date of this notice until the holding of the meeting.

As regards to item number 3 in the Agenda, the Insolvency Administrators of Pescanova, S.A., Deloitte Advisory, S.L., shall report, verbally, on the status of the Company at the Extraordinary General Meeting of Shareholders.

Shareholders are entitled to request any information or explanation they consider appropriate up to the seventh day prior to the date scheduled for the holding of the annual general meeting or at the time of the same, in case it is not possible to satisfy the right of the shareholder at the time of the General Meeting, the Directors shall provide such information in writing within the next seven days from the date of the General Meeting, all the above pursuant to articles 197 and 520 of the Companies Law. Detailed information on the exercise of this right can be found at the website of the Company www.pescanova.com.

Pursuant to article 539 of the Companies Law, the company has arranged for an Electronic Shareholders Forum at its website www.pescanova.com that may be securely accessed by both, individual shareholders and any voluntary association of shareholders that may be constituted. The contents of the procedure rules of such Electronic Shareholders Forum can be obtained from the website of the Company www.pescanova.com.

B) Right to attend:

Shareholders are reminded that for attending General Meetings it is necessary to hold one hundred shares or more, in agreement with the provisions in Article 25 of the Articles of Association of the Company concerning the right to attend General Meetings of Shareholders.

Nevertheless, for being entitled to attend and vote it is necessary to comply with the requirements provided by the legislation in force, and to have the shares registered in the corresponding registry in book-entry form five (5) natural days prior to the day scheduled for the holding of the Annual General Meeting of Shareholders in first call.

C) Right to be represented by a proxy:

Shareholders not attending the General Meeting of Shareholders may appoint a proxy complying with all requirements as provided by Law, the Articles of Association, the Regulations of the Board of Directors and this Notice.

C.1 Notification of appointment of a proxy:

Shareholders not attending the Annual General Meeting are entitled to appoint a proxy to represent them, the proxy form may be transmitted by remote means of communication provided that the procedure and identification requirements in this section, the requirements regarding shareholdership, as provided in section E of this Notice, and other legal requirements are complied with.

Proxy forms may be transmitted by:

C.1.1 Electronic means of communication:

- a) Procedure: those shareholders who wish to appoint a proxy and notify such appointment by electronic means of communication must send an e-mail to junta2013@pescanova.com in compliance with all requirements provided by Law, the Articles of Association and this Notice.
- b) Shareholders identification: Shareholders must accredit their identity by means of an electronic certificate validated by a duly recognized Spanish certifying firm, as provided in the Electronic Signature Law 59/2003. Therefore, shareholders, when sending the abovementioned e-mail message, must identify themselves by using such electronic certificate.
- c) Validity of the appointment: The Company shall only consider valid any such appointment if notice is received within the term provided and the person so appointed certifies his/her shareholder status as provided in section E in this Notice.

Other provisions: appointments notified by electronic means of communication shall be accepted by the proxy, otherwise may not be used. It is understood that a proxy accepts the appointment as such if he/she appears at the venue where the General Meeting of Shareholders is to be held and, by showing his identity card or passport, indicates the person in charge of recording attendance that he/she attends the meeting as a representative of a shareholders and provides proof of his/her entitlement to attend.

C.1.2 Postal Service:

1. Procedure: shareholders willing to appoint a representative and notify such appointment by postal service must fill in the corresponding sections in the attendance form which can be downloaded from the website of the Company www.pescanova.com, sign it and mail it to (a) the registered address if the representative appointed is either the Chairman of the Board of Directors or any other member of the Board of Directors; or (b) to the representative so appointed. If the latter, the representative must show up and hand the attendance form by which he/she has been appointed and his/her National Identity Card or Passport at the venue where the General Meeting is to be held prior to the starting time of the same.
2. Validity of the appointment: The Company shall only consider valid any such appointment if received within the term provided and the person so appointed certifies his/her shareholder status as provided in section E in this Notice.

D) Voting by remote means of communication:

Shareholders not attending the General Meeting may also cast their vote by remote means of communication, provided that the requirements regarding procedure and identification in this section, the accreditation of their shareholdership as provided in Section E in this Notice and other legal requirements and formalities are complied with.

Voting by remote means of communication may be done by:

D.1 Electronic means of communication:

- a) Procedure: those shareholders who wish to vote by electronic means of communication must send an e-mail to junta2013@pescanova.com in compliance with all requirements provided by Law, the Articles of Association and this Notice.
- b) Shareholders identification: Shareholders must accredit their identity by means of an electronic certificate validated by a duly accredited Spanish certifying firm, as provided in the Electronic Signature Law 59/2003. Therefore, and for identification purposes, the shareholders when sending the abovementioned e-mail message must use the electronic certificate.
- c) Validity of the vote: The Company shall only consider valid any such vote if received within the term provided and the shareholdership is accredited as provided in section E in this Notice.

D.2 Postal Service:

1. Procedure: Shareholders wishing to vote by postal service must fill in the sections regarding vote in the attendance form which can be downloaded from the website of the Company www.pescanova.com, sign it and mail it to the registered address within the term provided for this purpose, together with a copy of the national identity card or passport. If the shareholder is a legal entity, it must also send a copy of a power of attorney showing the authorities conferred on the person casting the vote.
2. Validity of the vote: The Company shall only consider valid any such vote if received within the term provided and the shareholdership is accredited as provided in section E in this Notice.

E) Common rules regarding representation and voting rights using remote means of communication:

E.1 Deadlines/shareholdership:

The deadline to receive proxy forms or votes either at the registered office or at the e-mail address, junta2013@pescanova.com, shall be not later than midnight of the day immediately before the holding of the General Meeting of Shareholders.

The Company shall verify that the identity and number of shares held by each of the persons who send proxy forms or cast their vote by remote means of communication are correct. For this purpose, the company shall check the data provided with the “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima (IBERCLEAR).

E.2 Precedence Rules:

If a shareholder, who has appointed a proxy or has voted by remote means of communication, attends the General Meeting of Shareholders in person, the appointment of proxy or vote cast earlier shall have no effect.

If a shareholder appoints more than one proxy or votes more than once (either by electronic means of communication or by postal service) the prevailing action (appointment of proxy or vote) shall be the one received last prior to the holding to the General Meeting of Shareholders. In case there is no certainty as to the time when the shareholder appointed a proxy or cast a vote; the vote, regardless the manner in which it was cast, shall prevail over the appointment of a proxy. If a shareholder has cast his/her vote more than once and differently, either by electronic means of communication or postal service, the vote cast last prior to the holding of the General Meeting of Shareholder shall be the valid one.

E.3 Suspension of electronic systems/connection failure.

The Company reserves the right to modify, suspend, cancel or restrict the electronic mechanisms for voting or appointing proxies if so required for technical or security reasons. If this is so, such extent shall be reported at the website of the Company.

Chapela, Redondela, Pontevedra
6 August 2013
César Mata Moretón
Secretary of the Board of Directors