

**PROPOSAL OF THE BOARD OF DIRECTORS OF PESCANOVA, S.A., REGARDING
ITEM NUMBER 1 IN THE AGENDA FOR THE EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS TO BE HELD ON 12 SEPTEMBER 2013 (ON
FIRST CALLING) OR ON 13 SEPTEMBER 2013 (ON SECOND CALLING)**

The Board of Directors of Pescanova, S.A., at the meeting held on 17 July 2013, has resolve to call an Extraordinary General Meeting of Shareholders, to be held on 12 September 2013, on first calling, and if appropriate, on the following day, 13 September 2013, 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.*

Taking into account the extraordinary situation of the Company, insolvency proceedings, the Board of Directors of Pescanova, S.A. has expressed its will to have this corporate body reconfigured by the Extraordinary General Meeting of Shareholders and therefore, without prejudice to the possibility to renounce to such appointment, the wording of this proposal is as follows:

“Cessation of all the members of the Board of Directors of the Company, to be reinstated at the Extraordinary General Meeting of Shareholders.”