

Chapela, 8 September 2015

PESCANOVA, S.A. (“**Pescanova**” or the “**Company**”), in accordance with the provisions of Article 82 of the Securities Market Act (*Ley de Mercado de Valores*), hereby announces the following

### **RELEVANT EVENT**

Further to relevant event 227905 published on 1 September 2015, and in view of the presentation by shareholders with more than 3% of the share capital of a justified proposal for a resolution (the “**Shareholder Proposal**”) in relation to the third item on the agenda regarding a capital increase in Nueva Pescanova, S.L. (the “**Capital Increase**”), proposing to amend certain aspects of the proposal on the same items prepared by the Board of Directors (the “**Board Proposal**”), at the next extraordinary general meeting of shareholders, which has been convened at the registered address (Rúa de José Fernández López, s/n, Chapela-Redondela (Pontevedra)) for 28 September 2015 at 12:00 o'clock noon, at first call, or the following day, at the same time and place, at second call, the Board of Directors of Pescanova, S.A., with the essential aim of minimising any possible risk of the Company being wound up and guaranteeing the same treatment for the Board Proposal and the Shareholder Proposal, has established the following rules on how the two proposals are to be voted on at the meeting:

1. The shareholders will issue their vote in the manner they deem appropriate, being able to issue their vote in relation to both the Board Proposal and the Shareholder Proposal.
2. The two proposals will be voted on one after the other and the one that obtains the legally required majority (more votes of the capital present or represented in favour than against) will be considered passed.
3. In the event that both proposals are passed, the Capital Increase will be carried out in the terms envisaged in the Shareholder Proposal, insofar as it is presented as a partial modification of the Board Proposal.

It is also announced that the meeting will be held at second call on 29 September at 12:00 o'clock noon.

Attached as an annex is the new attendance card which replaces the previous one and that will also be available on the Company's web site ([www.pescanova.com](http://www.pescanova.com)).

The Board of Directors of PESCANOVA, S.A.

FORMS FOR DELEGATION AND VOTING REMOTELY

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

28 SEPTEMBER 2015 (FIRST CALL)  
29 SEPTEMBER 2015 (SECOND CALL)



Group

**ATTENDANCE, PROXY AND REMOTE VOTING CARD**

Securities Account Code:

**Number of Shares:**

**Name of Shareholder:**

This attendance, proxy and remote voting card, is issued in relation to the Extraordinary General Shareholders' Meeting which will be held at Rúa de José Fernández López s/n, at 12:00 o'clock noon on **28 September 2015, at first call** or, at second call, the following day, **29 September 2015**, at the same time and place, according to the agenda attached hereto which also appears in the meeting announcement published on the company's web site, [www.pescanova.com](http://www.pescanova.com).

This card authorises its named holder to either: a) attend the General Shareholders' Meeting in person; b) exercise voting rights remotely, or c) appoint a proxy.

The provisions contained in the meeting announcement published on the company's web site, [www.pescanova.com](http://www.pescanova.com), will apply to the instructions contained in this card.

In order to be valid, both the proxy delegations and any votes cast by post must be received by the company at its registered address no later than 12:00 o'clock midnight on the day immediately prior to the Meeting date.

IF THE SHAREHOLDER NAMED ON THIS CARD ATTENDS THE GENERAL SHAREHOLDERS' MEETING IN PERSON, HE/SHE MUST HAND OVER THIS CARD ON THE DATE OF THE MEETING AT THE ACCESS DOORS TO THE MEETING VENUE.

IF THE SHAREHOLDER NAMED ON THIS CARD DOES NOT ATTEND THE GENERAL SHAREHOLDERS' MEETING IN PERSON, HE/SHE MUST COMPLETE ONLY ONE OF THE FOLLOWING TWO SECTIONS: REMOTE VOTING OR PROXY

IF THE SHAREHOLDER NAMED ON THIS CARD WISHES TO EXERCISE HIS/HER RIGHT TO VOTE REMOTELY (i.e. NOT IN PERSON, HE/SHE MUST SEND IT, DULY COMPLETED, TO: PESCANOVA, S.A., rúa de José Fernández López s/n, 36.320 Chapela, Redondela, Pontevedra, together with a photocopy of the shareholder's National Identity Document or passport. If the shareholder is a legal entity, a photocopy of a sufficient power of attorney confirming the powers of the person issuing the vote must also be attached.

IF THE OPTION TO APPOINT A PROXY IS CHOSEN, THE SHAREHOLDER WILL DELIVER THE CARD TO: PESCANOVA, S.A., rúa de José Fernández López s/n, 36.320 Chapela, Redondela, Pontevedra, if the delegation is made in favour of any member of the Board of Directors or, otherwise, to the proxy designated. In this latter case, the proxy must go in person, with the personal attendance card and his/her National Identity Document or passport, to the Meeting venue, prior to the time the Meeting is to begin.

**REMOTE VOTING**

The cardholder exercises the right to vote **in favour of all the proposed resolutions prepared by the Board of Directors** in relation to the items on the attached agenda published by the Company (with the exception of item 1 which is purely for information purposes and will not be voted on by the General Meeting), except in those cases where the cardholder wishes to vote differently as stated below. *Mark the relevant boxes with a cross:*

Item on the agenda	1	2	3 5% PROPOSAL	4
In favour	-----			
Against	-----			
Abstention	-----			
Blank	-----			

The cardholder exercises the right to vote **in favour of the alternative proposal to item 3 of the agenda, presented by shareholders representing more than 3% of the share capital, and that will be voted in addition to the one presented by the Board**, except in those cases where the cardholder wishes to vote differently as stated below. *Mark the relevant box with a cross:*

Item on the agenda	3 20% PROPOSAL
In favour	
Against	
Abstention	
Blank	

**Signature of the shareholder**

In ....., on ..... 2015



**PROXY**

The shareholder appoints as proxy:

1. .... member of the Board of Directors of Pescanova, S.A.
2. .... National Identity Document no.....

The proxy **votes in favour of all the proposed resolutions prepared by the Board of Directors** in relation to the items on the attached agenda published by the Company (with the exception of item 1 which is purely for information purposes and will not be voted on by the General Meeting), except in those cases where the cardholder wishes to vote differently as stated below. *Mark the relevant boxes with a cross:*

Item on the agenda	1	2	3 5% PROPOSAL	4
In favour	-----			
Against	-----			
Abstention	-----			
Blank	-----			

The representative **votes in favour of the alternative proposal to item 3 on the agenda, presented by shareholders representing more than 3% of the share capital, and that will be voted in addition to the one presented by the Board**, except in those cases where the cardholder wishes to vote differently as stated below. *Mark the relevant box with a cross:*

Item on the agenda	3 20% PROPOSAL
In favour	
Against	
Abstention	
Blank	

It is hereby established, in accordance with Article 523 of the Spanish Companies Act, that if the proxy is a member of the Board of Directors, a potential conflict of interest could arise.

The delegation will cover all those items that, even if not included on the agenda, may be addressed at the General Meeting, as this is permitted by law, in which case the proxy will exercise the vote in the manner he/she deems most favourable for the interests of his/her principal, in the context of the company's best interests.

Unless otherwise instructed by the principal, should the proxy be affected by a conflict of interest in relation to any item included or not on the agenda, and he/she has not received specific voting instructions, the proxy will be understood as entitled to sub-delegate the voting right in favour of any other person who is not in such a situation and who will exercise the vote in accordance with the provisions of the foregoing paragraph.

**Signature of the proxy**

**Signature of the shareholder**

In ..... on..... 2015

In ..... on..... 2015