

**PROXY AND DISTANCE VOTING FORM**  
**ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**30 JUNE 2014 (FIRST CALLING)**  
**1 JULY 2014 (SECOND CALLING)**

**ATTENDANCE, PROXY AND DISTANCE VOTING FORM**



Securities Account Code:  
Number of shares:

This attendance, proxy and distance voting form relates to the Annual and Extraordinary General Meeting of Shareholders to be held at Rúa de José Fernández López s/n, at 12:30, on **30 June 2011, in first calling** or, in second calling, at the same place and time on the following day, 1 July, pursuant to the agenda attached which has also been published in the corporate website [www.pescanova.com](http://www.pescanova.com).

This form entitles its holder: a) to attend in person the General Meeting of Shareholders; b) to exercise his/her distance voting right; or c) to be represented by proxy.

Instructions contained in this form must adhere to the rules included in the notice of the meeting as published in the corporate website [www.pescanova.com](http://www.pescanova.com).

To be valid, proxy and postal voting forms must be received at the registered office before 24.00 of the day before the holding of the meeting.

IN CASE OF PERSONAL ATTENDANCE, THE SHAREHOLDER MUST HAND THIS ATTENDANCE FORM BEFORE ENTERING THE ROOM WHERE THE GENERAL MEETING IS TO BE HELD.

IN CASE OF NOT ATTENDING THE MEETING IN PERSON, THE SHAREHOLDER MUST FILL IN ONLY ONE OF THE TWO SECTIONS BELOW: DISTANCE VOTING OR PROXY

SHOULD THE SHAREHOLDER INDICATED IN THIS FORM WISH TO EXERCISE HIS/HER DISTANCE VOTING RIGHT, THIS FORM IS TO BE SENT, DULY FILLED IN, TO PESCANOVA, S.A. rúa de José Fernández López s/n, 36.320 Chapela, Redondela, Pontevedra, together with a copy of his/her identity card or passport. In case the shareholder is a legal entity, it must also attach a copy of a power of attorney authorising the person casting the vote.

SHOULD THE SHAREHOLDER INDICATED IN THIS FORM WISH TO BE REPRESENTED BY PROXY, HE/SHE MUST SEND THIS FORM TO PESCANOVA, S.A. rúa de José Fernández López s/n, 36.320 Chapela, Redondela, Pontevedra, in case he/she grants the shareholder's proxy in favour of any member of the Board, otherwise this form must be sent to the person whom the proxy is granted.



**DISTANCE VOTING**

The shareholder holder of this form exercises his/her right to vote in favour of all the proposals for resolution formulated by the Board of Directors regarding all the items either included or not in the attached agenda published by the Company, unless otherwise specified as indicated below (*Please check the corresponding box with an "x" in the table below*):

<b>Item of the Agenda</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>
For								
Against								
Abstain								
Blank								

The shareholder holder of this form exercises his/her right to vote against of all the proposals for resolution formulated by Silicon Metals Holding LLC regarding the items in the supplement to the notice calling the agenda published by the Company, unless otherwise specified as indicated below (*Please check the corresponding box with an "x" in the table below*):

<b>Item of the Agenda</b>	<b>9</b>	<b>10</b>
For		
Against		
Abstain		
Blank		

**Signature of Shareholder**

In ..... on ..... of ..... 2014

- \* Regarding the proposals presented by Silicon Metals Holding LLC, voting instructions shall be valid whether the same are put to the vote as items 9 and 10 of the agenda or as alternative to the proposals of the Board of Directors under numbers 4 and 5 in the agenda. Please note that these proposals may be not put to the vote in case the proposals presented by the Board of Directors are ratified as they are incompatible with them.



**PROXY** The shareholder in whose favour this form has been issued grants the shareholder's proxy for this Meeting to:

1. .... member of the Board of Directors of Pescanova, S.A.
2. .... DNI Number .....

The proxy will vote in favour of all the proposals for resolution formulated by the Board of Directors regarding all the items in the attached agenda published by the Company, unless otherwise specified as indicated below (*Please check the corresponding box with an "x" in the table below*):

Item of the Agenda	1	2	3	4	5	6	7	8
For								
Against								
Abstain								
Blank								

The proxy holder will vote against of all the proposals for resolution formulated by Silicon Metals Holding LLC regarding the items in the supplement to the notice calling the agenda published by the Company, unless otherwise specified as indicated below (Please check the corresponding box with an "x" in the table below):

Item of the Agenda	9	10
For		
Against		
Abstain		
Blank		

Please note that pursuant to article 523 of the Companies Law, if the proxy holder is a member of the Board of Directors there could be a potential conflict of interest.

This proxy shall be extended to all the items, even those not included in the agenda that could be dealt with at the General Meeting of Shareholders, as permitted by Law, and if so the proxy holders shall vote as he/she thinks more favourable to the interests of the shareholder being represented and the interests of the Company.

Unless otherwise expressly stated, in case the proxy holder is in a conflict of interest regarding any item either included or not in the agenda and does not have precise voting instructions, the proxy holders shall be considered entitled to transfer his/her right to vote to another person not in such position, the latter shall vote pursuant to the above paragraph.

**Signature of attending proxy-holder**

**Signature of Shareholder**

In ..... on .... of ..... 2014

In ..... on .... of ..... 2014

- \* Regarding the proposals presented by Silicon Metals Holding LLC, voting instructions shall be valid whether the same are put to the vote as items 9 and 10 of the agenda or as alternative to the proposals of the Board of Directors under numbers 4 and 5 in the agenda. Please note that these proposals may be not put to the vote in case the proposals presented by the Board of Directors are ratified as they are incompatible with them.

## ***PESCANOVA, S.A.***

The Board of Directors of the Company has resolved to call an Annual and 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 30th June 2014, at 12h30, on first calling, or if necessary on the following day 1st July 2014, at the same place and time, on second calling, with the following:

### ***AGENDA***

1. Study and ratification, if deem fit, of the Financial Statements and Management Report of PESCANOVA, S.A. and the Consolidated Financial Statements and Management Report of the Pescanova Group of Companies, all the above in respect of the financial years 2011 (restated accounts), 2012 and 2013.
2. Profit Distribution.
3. Annual statement on remuneration to directors.
4. Reduction of the number of members of the Board of Directors to four.
5. Ratification of Directors' appointments made by co-option.
6. Report on insolvency proceedings and on the approved proposal for Company Arrangement of Pescanova, S.A.
7. Report on the status of the Company and its business performance.
8. Delegation of powers for the execution of resolutions adopted.

### **SUPPLEMENT TO THIS NOTICE**

Shareholders representing, at least, five per cent of the share capital may ask for the publishing of a supplement to this notice, including one or more items in the agenda. To exercise this right a reliable notice has to be received at the registered address of the Company within five days from the publication of this notice, indicating the identity of the shareholders exercising such right, the number of shares held as well as the items to be included in the agenda, together with supporting documents or substantiated proposals for resolution regarding those items, and if appropriate, and if appropriate, any other relevant document

These same shareholders, holding at least five per cent of the share capital, are entitled to give, by reliable notice to be received at the registered office of the Company within five days from the publication of this notice, substantiated proposals for resolution regarding items already included or items that should be included in the agenda pursuant to the terms provided in article 519.2 of the Companies Law. The above is to be understood without prejudice to the right that any shareholder has to present alternative proposals or proposals regarding items that need not be included in the agenda as provided in the Companies Law.

### **B) Presence of a Notary at the General Meeting of Shareholders**

The Board of Directors of the Company has resolved to require the presence of a Public Notary to draw the minutes of the meeting, pursuant to article 203 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, shareholders are entitled to obtain from the Company, immediately and free of charge, the documents to be submitted to ratification at the same, the Management Reports and the Auditors' Reports regarding item number 1 in the Agenda.

As from the date of this Notice calling the General Meeting of Shareholders, shareholders are entitled to examine at the registered office of the Company the documents, the entire wording of the proposed resolutions as well as the reports prepared by the Directors regarding the items 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](mailto:accionistas@pescanova.es). The said documents, as well as this notice and any other reports to which they are lawfully entitled will also be uninterruptedly available at the website of the company [www.pescanova.com](http://www.pescanova.com) from the date of publication of this notice until the holding of the General Meeting of Shareholders.

Shareholders are entitled to request information or explanations they require necessary until seven days prior to the holding of the General Meeting of Shareholders, or at the same, and in case this entitlement cannot be honoured during the General Meeting of Shareholders, the Directors will provide such information in writing within the next seven days from the time of termination of the General Meeting of Shareholders, all the above pursuant to the terms provided in articles 197 and 520 of the Companies Law. For further details on this right please refer to the Company's website [www.pescanova.com](http://www.pescanova.com).

Pursuant to article 539 of the Companies Law, the Company, at its website [www.pescanova.com](http://www.pescanova.com), has made available an Electronic Shareholder Forum, which can be accessed to under proper guarantees either by individual shareholders or voluntary associations of shareholders that may be formed. The operational rules of the Electronic Shareholders' Forum can be checked at the Company's website [www.pescanova.com](http://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 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 [junta2014@pescanova.com](mailto:junta2014@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.

- d) 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](http://www.pescanova.com), sign it and mail it to (a) the registered address if the representative appointed is any 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 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 [junta2014@pescanova.com](mailto:junta2014@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, the shareholders when sending the abovementioned e-mail message must identify himself/herself by using 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](http://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, [junta2014@pescanova.com](mailto:junta2014@pescanova.com), shall be not later than midnight of the day immediately before to 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.

Vigo 29 May 2014  
César Mata Moretón  
Secretary of the Board of Directors

## SUPPLEMENT TO THE NOTICE CALLING THE GENERAL MEETING OF SHAREHOLDERS OF PESCANOVA, S.A.

The Board of Directors of Pescanova, S.A. ("**Pescanova**" or the "**Company**") has received a "request for publication of a supplement to the Notice calling the General Meeting of Shareholders" related to the Annual and 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 30th June 2014, at 12h30, on first calling, or if necessary on the following day 1st July 2014, at the same place and time, on second calling (the "General Meeting of Shareholders"); the notice calling this General Meeting of Shareholders was published in the newspaper Expansión, the website of the Company and was also sent to Comisión Nacional del Mercado de Valores (Spanish Securities and Exchange Commission) as a Notice of Relevant Event, on 30 May 2014.

This request has been presented, by means of a reliable notice which was received at the registered office of the Company, by JEFFERIES LLC as holder and custodian on behalf of Silicon Metals Holding LLC of 1,417,647 shares, and by JEFFERIES INTERNATIONAL LIMITED, as holder and custodian on behalf of Silicon Metals Holding LLC of 19,239 shares, and therefore joint holders of 1,436,886 Pescanova shares, that represent 5% of its share capital.

The items whose inclusion in the agenda has been requested by the said shareholders, to be added to those included in the notice calling the General Meeting of Shareholders already published are the following:

1. Reduction of the number of members of the Board of Directors to five.
2. Appointment of a member of the Board of Directors to represent the interests of minority shareholders.

The Board of Directors of the Company understands that the mentioned request is not, strictly speaking, a supplement to the notice calling the meeting, as provided in article 519, paragraph 1, of the Companies Law ("**CL**") ruling this right, since the matters referred to are already included under items numbers 4 and 5 of the agenda for the General Meeting of Shareholders, and that the request is limited to the presentation of proposals for resolutions alternative to those presented by the Board of Directors regarding these same items, which is a right ruled pursuant to article 519, paragraph 2, of the CL. Nevertheless, and without detriment that these proposal may be discussed at the General Meeting of Shareholders under the mentioned items in the agenda, the Board of Directors has resolved to publish this supplement to the notice calling the General Meeting of Shareholders, in order to allow the exercise of the shareholders requesting it and guarantee the publicity and transparency of the General Meeting of Shareholders.

Consequently, these items will be added to those already included in the notice calling the General Meeting of Shareholders already published under items number 9 ("*Reduction of the number of members of the Board of Directors to five*") and number 10 ("*Appointment of a member of the Board of Directors to represent the interests of minority shareholders*").

In addition, the Board of Directors of Pescanova wishes to place on record that it reserves the right to, until the date scheduled for the holding the General Meeting of Shareholders, request any additional document necessary to prove the identity, lawfulness and representation of the applicants for the exercise of this right, any such document shall be handed to the Notary drawing up the minutes of the meeting.

As from the time of publication of this supplement to the notice calling the General Meeting of Shareholders, shareholders are entitled to examine at the registered office of the Company the documents, the entire wording of the proposed resolutions as well as the corresponding justification presented by the said shareholders, as well as the 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](mailto:accionistas@pescanova.es). These documents will also be uninterruptedly available at the website of the Company, [www.pescanova.com](http://www.pescanova.com), until the holding of the General Meeting of Shareholders.

Chapela (Pontevedra), 9 June 2014

César Mata Moretón  
Secretary of the Board of Directors