


P/F BAKKAFROST HOLDING

MEETING DATE	Fri, 05 Apr 2019 15:00	TYPE	AGM	ISSUE DATE	Fri, 22 Mar 2019
MEETING LOCATION	Bakkavegur 9, FO-625 Glyvrrar, Faroe Islands, Denmark				
CURRENT INDICES	PIRC Global				
SECTOR	Animal aquaculture				

PROPOSALS		ADVICE
1	Elect Chair of Meeting Standard resolution.	For
2	Receive the Directors Report Disclosure is considered adequate and the report was made available sufficiently before the meeting. Triodos supports this resolution.	For
3	Approve Financial Statements Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. No serious governance concerns have been identified.	For
4	Approve the Dividend The Board proposes a dividend of DKK 8.25 per share. The dividend is covered by earnings. Acceptable proposal.	For
5	Elect Øystein Sandvik and Annika Frederiksberg as Directors It is proposed to re-elect Øystein Sandvik and Annika Frederiksberg as Directors to the Board. While Øystein Sandvik is considered independent, Annika Frederiksber is not considered to be independent as she has been an executive of the Company. After the election, board independence would be 20%, which is not considered to be sufficient. Triodos opposes this resolution.	Oppose
6	Elect Rúni M. Hansen as Chairman Non-Executive Chairman. Not considered independent owing to a tenure of over nine years. It is considered that the Chair should be an independent Non-Executive Director. There is insufficient independent representation on the Board. He is chair of the Audit committee which is not fully independent which Triodos does not support.	Oppose
7	Approve Fees Payable to the Board of Directors It is proposed to approve the fixed salary for the Board of Directors. No increase has been proposed. Triodos supports this resolution.	For
8	Elect Nomination Committee Members Leif Eriksrød and Eyðun Rasmussen are proposed as candidates to the Nomination Committee on this resolution. It is considered that the Nomination Committee should consist exclusively of independent members. The independence of Leif Eriksrød and Eyðun Rasmussen cannot be determined due to a lack of biographical disclosure. Triodos opposes this resolution.	Oppose
9	Approve Fees Payable to the Nomination Committee It is proposed to approve the fixed salary for the Nomination Committee. No increase has been proposed. Triodos supports this resolution.	For
10	Appoint the Auditors P/F Januar proposed. Non-audit fees represented 20.38% of audit fees during the year under review and 23.50% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.	For

11 Approve Remuneration Policy

For

It is proposed to approve the remuneration policy. No changes to the existing policy are proposed. In the 2018 FY the variable component of the remuneration policy was a relatively minor part of the overall remuneration structure and the CEO's bonus amounted to 10.5% of his base salary.

Triodos supports this resolution.

PIRC Issue: It is not disclosed as to whether variable remuneration is consistently capped and as such there are excessiveness concerns as the total potential variable remuneration may exceed 200% of the salary. The Company has not disclosed quantified targets for the performance criteria for its variable remuneration component, which as a consequence may lead to overpayment against underperformance. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration if unfairly paid out.

12* Amend Articles: Director Term Length

For

The Board proposes to amend the Articles. The amendment changes the term length of Directors on the Board from two years to one year, meaning all Directors will be up for election at the next general meeting. The proposed amendments do not have any adverse effect on shareholder rights and it is in line with applicable regulation.

Triodos supports this resolution.

*** = Special resolution**

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