

**MAREL HF.
ANNUAL GENERAL MEETING 2014**

5 MARCH 2014

AGENDA

1. The report of the Board of Directors on the activities of the Company during the preceding year of operation.
2. CEO's operational report.
3. Submission of the annual accounts of the Company for the preceding year for confirmation and decision on how to address the profit or loss from the Company's operations for the year.
4. Decision in respect of dividends for the year 2013.
5. Decision on remuneration to the members of the Board of Directors for the next year of operation and of the Auditor for the preceding year of operation.
6. Proposal on the Company's remuneration policy.
7. Amendments of the Company's Articles of Association
 - a) Amendment of Article 4.20 regarding proposals from shareholders to shareholders meetings.
 - b) Amendment of Article 5.1 regarding the number of Directors elected to sit on the Board of Directors.
 - c) Amendment of Article 11.1 regarding own shares.
 - d) Amendment of Article 15.1 regarding the authorization of the Board of Directors to issue new shares in relation to fulfilment of share option agreements.
 - e) Amendment of Article 15.2 regarding the authorization of the Board of Directors to issue new shares.
8. Elections to the Board of Directors.
9. Election of an auditor or auditing firm.
10. Proposal on a renewed authorisation for the Company to buy shares in itself.
11. Any other business, lawfully presented.