

Offer Document

Voluntary exchange offer to acquire all issued and outstanding shares of



Atlantic

COD FARMS

Atlantic Cod Farms AS

made by



Consideration:

1 share in Codfarmers ASA for 40.3761 shares in Atlantic Cod Farms AS

Offer Period:

From and including 14 September 2011 to and including
21 September 2011 at 17:30 hours (CET)

This offer document and information memorandum containing equivalent information as a prospectus (the “**Offer Document**”) has been prepared by Codfarmers ASA (the “**Company**” or “**Codfarmers**”, and taken together with its consolidated subsidiaries, the “**Group**”) in connection with (i) its voluntary offer (the “**Offer**”) for the shares of Atlantic Cod Farms AS (“**Atlantic Cod Farms**”) and (ii) the offer of new Codfarmers shares (the “**Consideration Shares**”) to be issued as consideration for the Atlantic Cod Farms shares in the Offer and listing of such shares on Oslo Børs ASA (“**Oslo Børs**”). The Group is after the implementation of the Offer herein referred to as the “**Merged Group**”.

Investing in the Company’s shares (the “**Shares**”) involves certain risks. See Section 1 (Risk Factors) of this Offer Document.

Manager

DnB NOR
Markets

The date of this Offer Document is 14 September 2011

IMPORTANT INFORMATION

For definitions of terms and abbreviations used throughout this Offer Document, including the preceding pages, see Section 13 (Definitions).

This Offer Document has been prepared to comply with the requirements regarding public offers and listing of shares set out in Chapter 7 of the Norwegian Securities Trading Act of 2007 (the "**Norwegian Securities Trading Act**"). The Offer Document has been reviewed by the Financial Supervisory Authority of Norway (the "**NFSA**") as a document containing information which is regarded by the competent authority as being equivalent to that of a prospectus in accordance with Section 7-13, cf. Sections 7-4 no 6 and 7-5 no 7 of the Norwegian Securities Trading Act of 2007. This Offer Document has been published in an English version only, but contains a Norwegian summary set out in Section 12 (Norsk Sammendrag (Norwegian Summary)). Please note that the Norwegian summary is a translation of Section 4 (The Offer). In the event of any discrepancies between the contents of the Norwegian text and the English text, the English text will prevail.

This Offer Document is not a prospectus (as defined in Directive 2003/71/EC). By publishing this Offer Document within the deadline for publishing an information memorandum pursuant to Section 3.5.4 of the Continuing obligations of stock exchange listed companies issued by Oslo Børs (the "**Continuing Obligations**"), the Company invokes the exemption from the requirement to publish an information memorandum in relation to the Offer, cf. Section 3.5.6 of the Continuing Obligations.

The Company has engaged DnB NOR Markets, a part of DnB NOR Bank ASA ("**DnB NOR Markets**" or the "**Manager**") as manager in connection with the Offer.

All inquiries in relation to this Offer Document must be directed to the Company. No other person is authorized to give any information about, or to make any representations on behalf of Codfarmers in connection with the Offer. If any such information is given or representation made, it must not be relied upon as having been authorized by the Company. The information contained herein is valid as of the date hereof and is subject to change, completion and amendment without further notice. The delivery of this Offer Document shall not imply that there has been no change in the Company's affairs or that the information set forth herein is correct as of any date subsequent to the date hereof.

The contents of this Offer Document are not to be construed as legal, financial, business or tax advice. Each reader of this Offer Document should consult with its own legal, financial, business or tax advisor as to legal, financial, business or tax advice. If you are in any doubt about the contents of this Offer Document, you should consult your stockbroker, bank manager, lawyer, accountant or other professional advisor (whoever appropriate).

The distribution of this Offer Document in certain jurisdictions may be restricted by law. The Company requires persons in possession of this Offer Document to inform themselves about, and to observe, any such restrictions. No action has been taken or will be taken in any jurisdiction by the Company that would permit the possession or distribution of any documents relating to the Offer or any amendment or supplement thereto, including but not limited to this Offer Document, in any country or jurisdiction where specific action for that purpose is required.

Investing in the Shares involves risk. See Section 1 (Risk Factors) below.

This Offer Document is subject to Norwegian law. Any dispute arising in respect of this Offer Document is subject to the exclusive jurisdiction of the Norwegian courts, with Oslo District Court as legal venue.

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1 RISK FACTORS

1.1 General

An investment in Codfarmers involves inherent risks. Prospective investors should carefully consider, among other things, the risks outlined in this Section, as well as the information contained elsewhere in the Offer Document, before making an investments decision. If any of the following risks were to materialize, this could have a material adverse effect on the Group and/or its business, financial condition, results of operations, liquidity and/or prospects, the trading value of the Shares could decline, and investors may lose all or part of their investment. The information below does not purport to be exhaustive. The order in which the risks are presented does not necessarily reflect the likelihood of their occurrence or the magnitude of their potential impact on the Group, and additional risks and uncertainties not presently known to the Group or which the Group currently deems immaterial may also have a material adverse effect on the Group and on the trading value of the Shares.

A prospective investor, including any shareholder in Atlantic Cod Farms considering to accept the Offer, should carefully consider the factors set forth below, and elsewhere in the Offer Document, and should consult his or her own expert advisors as to the suitability of an investment in the Shares.

An investment in the Shares is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of the investment. Such information is presented as of the date hereof and is subject to change, completion or amendment without notice.

The risk factors described below address the risks connected with an investment in Codfarmers prior to the acquisition of Atlantic Cod Farms and risks connected to Atlantic Cod Farms wherever stated. In addition, the risks pertaining to Atlantic Cod Farms are connected with an investment in Codfarmers. Accordingly, all references to Codfarmers, the Group or Atlantic Cod Farms in the risk factors below shall be construed also as references to the Merged Group, unless the context otherwise requires.

1.2 Risk Factors Relating to the Offer and the Combination

1.2.1 Transaction Risks

The Offer is subject to several conditions that need to be satisfied or waived by Codfarmers before completion of the Offer. These conditions relate to (i) that the board of directors of Atlantic Cod Farms (the "**ACF Board**") shall not have amended or withdrawn its recommendation of the Offer, (ii) that Codfarmers becomes the owner of more than 90% of the Atlantic Cod Farms shares through the Offer, (iii) termination of warrants issued by Atlantic Cod Farms, (iii) certain third party consents being obtained, and (v) the resolution by the General Meeting of Codfarmers to issue the Consideration Shares. There can be no assurance that the above conditions will be satisfied or waived by Codfarmers. Should any of the above conditions not be satisfied or waived, Codfarmers will not be required to complete the Offer.

If Codfarmers does not acquire more than 90% of the Atlantic Cod Farms shares through the Offer, neither Codfarmers nor the Atlantic Cod Farms shareholders may require compulsory acquisition of the remaining shares. If Codfarmers becomes the owner of 90% or less of the Atlantic Cod Farms shares, the liquidity of the Atlantic Cod Farms shares can be affected as a result of this Offer, and as such leaving the remaining Atlantic Cod Farms shareholders with few exit options.

1.2.2 The Benefits of the Combination

The combination involves the integration of two companies that have previously operated independently. There can be no assurances that the Company will not encounter difficulties in integrating the respective operations of Codfarmers and Atlantic Cod Farms or that the benefits expected from the combination will be realized. If the benefits are not achieved, or only partly achieved, this could adversely affect the Company's business, financial condition, results of operations and prospects.

1.2.3 Risks Relating to Atlantic Cod Farms

There are a number of risks related to the business and operations of Atlantic Cod Farms, and its markets and financing. As the Company and Atlantic Cod Farms operate in the same market, the risk factors set out below in Section 1.3 (Risk Factors–Market Risk), Section 1.4 (Risk Factors–Operational Risk) and Section 1.5 (Risk Factors–Financial Risk) may also apply to Atlantic Cod Farms.

1.3 Market Risk

1.3.1 Prices

The Company's financial position and future development may be adversely affected by the price for farmed cod achieved by the Company. As cod farming is a new industry and the market for farmed cod is developing, it is difficult to predict the size of the market, the Company's future customer base and the supply of farmed cod by other cod farmers. The prices achievable for farmed cod will also be influenced by the supply of wild cod into the market, as well as the entry of other cod farming companies in Norway and other countries such as Iceland and Canada.

1.3.2 Feed Costs

Feed costs account for a significant portion of the Company's total production costs, and fluctuations in feed prices could therefore have a major impact on the Company's profitability. Pressure on marine raw materials have driven the price of fish oils and fishmeal up whilst substitution by cheaper vegetable substitutes contribute to curb price increases. Relative to salmon feed, feed for cod farming should not be more expensive due to the fact that costly coloring agents are not included. Also, there are indications that the feed conversion rate for cod might be more favorable relative to that of salmon.

1.3.3 Transportation Costs

The Company sells a major part of its products on a "DDP" (Delivered Duty Paid) basis. Any material increase in the transportation costs will accordingly adversely affect the profit of the Company.

1.3.4 Perceived Health Concerns and Food Safety Issues

Perceived health concerns or food safety issues may negatively impact the reputation of farmed cod, even if there is no direct risk to human health, and may consequently have a negative impact on the demand for farmed cod. In the past, various perceived health concerns, amongst others in relation to farmed salmon containing high PCB (Polychlorinated Biphenyls) levels, organic contaminants or cancer-causing chemicals, have attracted significant negative attention in the media. Such media attention raised consumer scares in relation to farmed salmon resulted in significant temporary declines in the demand for farmed salmon. Similar issues might also affect the cod demand, which may in turn have an adverse affect on the Company's revenues, profitability, cash flow and financial condition.

1.3.5 Economic Developments

Exports account for a considerable proportion of the Company's total sales. Lower economic growth or a downturn in the Company's export markets could have a negative effect on the Company's business and profitability. This could take the form of reduced demand, losses on receivables resulting from customers' inability to pay their debts, etc. Furthermore, changes in consumer habits and patterns of consumption could affect demand for cod in Codfarmers' main markets. This could have a negative impact on the Company's sales and profitability.

1.3.6 Competition

Although a new industry, cod farming has been a relatively competitive industry thus far. Yet, the biological challenges merged with the 2009 crisis forced several larger cod farmers out of business and more are winding down their activities by harvesting out current stocks without putting new fish in the sea. The Company believes that this development strengthens the market position of the few remaining suppliers in general and Codfarmers in particular due to the significant market investments already made by the Company. However, the Company's market position may still be harmed if its competitors prove more successful than the Company in developing sustainable solutions to the challenges faced by the industry, e.g. related to product and breeding strategy, sales and distribution, as well as management strategies. Furthermore, there is a risk that companies with significantly larger financial resources than the Company, e.g. large salmon farming companies, will enter into the cod farming market. This might place Codfarmers at a competitive disadvantage.

The failure by the Company to maintain competitiveness may have a material adverse effect on the Company's business, operating results and financial condition.

1.4 Operational Risk

1.4.1 New Industry

Cod farming is a new industry and as a consequence, experience with cod farming has been developing rapidly due to publicly funded research and practical implementation of research taking place in many different companies. The Company seeks to benefit from the fish farming knowledge built up from the farming of other fish species than cod, even though realizing that farming of a new species such as cod has its own challenges such as other growth patterns, sexual maturation, consistent production of high quality juveniles, lack of treatments for some diseases and an untapped potential from developing new brood stock, as well as a non-optimized cod feed. As such, there are still major biological challenges to overcome prior to establishing a fully predictable production cycle. Codfarmers is actively taking a lead in this development together with the leading suppliers of juveniles, feed and production equipment. This will impact the success of the Company as well as the development of the whole industry

The Company believes in its sales and distribution strategy as an important factor to strengthen its market position. However, when being a player in a new industry there is a risk that the Company's strategy proves not to be the best market strategy. If the Company should fail to develop a competitive sales and distribution strategy this could have negative impact on the Company's business.

1.4.2 Short History of Operations

The Company's short history of operations implies that the historical results of the Company offer a limited basis for assessing the potential future results of the Company. For Codfarmers, as for the rest of the cod industry, "best operational practices" are yet not defined.

Furthermore, the Company has limited historical relations with its suppliers, its distribution network and customers. Although the Company believes that it has sufficient business relations and knowledge of the industry to strengthen its market position, there is a potential risk that the Company will not succeed in the further development of its business relations.

1.4.3 Diseases and Algae

Fish farming is a developing industry and knowledge of diseases and their treatment is still rapidly developing. Currently farming of cod specifically needs to address the following diseases: Vibriosis (caused by the bacteria *Listonella anguillarum*), francisellosis (caused by the bacteria *Francisella philomiragia ss.noatunensis*), winter sores (caused by *Moritella viscosa*) and, viral nervous necrosis (VNN)/viral encephalopati and retinopati (VER) (caused by a noda virus). Although these diseases have mainly been limited to fish farming in the Southern part of Norway, Codfarmers has had experience with some of them.

The colder temperatures in the North seem however to limit the damaging impact of such diseases at Codfarmers' sites in Nordland, Norway. While the Company to some extent seems sheltered from diseases, it is not fully protected. The development of new generations of vaccines will further reduce the negative impact of disease. Extensive competence and many commercial veterinary products have been developed for salmon, halibut and other species to prevent and treat various diseases. It is expected that the long term risk associated with diseases are less for cod than it was for other farmed fish species at the same development stage, due to the fact that modifications of existing medicines for other species will be available quicker.

Codfarmers is also partner in a project together with the University of Nordland where the County of Nordland, Norway, from 2011 to 2013 contributes with NOK 1 million annually. The aim is to identify and describe the disease status in the salmon and cod industry in Nordland, build competence on disease analyses and management, establish concrete diseases prevention measures and develop a risk management plan for the region.

The most known and common diseases in commercial cod farming are:

Vibriosis: This bacterial disease represents primarily a problem in the early life stages of cod farming. Mortalities can be significant without treatment with antibiotics. Efficient vaccines have been developed. These are based on vaccines used on other fish species. All juveniles in Codfarmers' production are vaccinated against vibriosis.

Winter sores: This bacteria is normally a secondary cause of disease after the fish has been exposed for bad water quality, skin damages or other types of stress at low temperatures. The disease may occur both at the juvenile stage in land based tanks and at the on-growing stage in open net pens. An efficient vaccine for the disease is not developed yet, but by optimizing the holding conditions for the fish, winter sores is normally avoided. The disease can be treated with antibiotics.

VNN/VER (Noda virus): This is a new disease in cod farming, but is well known from other juvenile marine fish production. Several cod farmers in the south of Norway have experienced diseases caused by noda virus (VNN) on their fish. Nodavirus primarily attacks fish in the juvenile stage or in the early stage of on-growing. After some increased mortality, the remaining population tends to recover.

A vaccine has been developed, and it is expected that the vaccine will be approved and proven to be effective on cod juveniles, mainly because reported infections are on large juveniles primarily,

fish that already have developed an immune defense system. Adult fish have shown an increased resistance towards VNN, partly as the horizontal infection potential between fish seems more limited

Francisellosis: This is a bacterial disease well known from other species. The first reported findings on large farmed cod were made in 2004. Codfarmers experienced francisellosis at one location in 2006. It is believed that the disease was 'imported' with juveniles from the southern part of Norway. Most likely due to the lower temperatures in the north, the negative impact was however limited. Knowledge about this disease on cod is based on experiences mainly from disease cases in southern Norway. There are currently two suppliers working on developing commercial vaccines, but this may take some time.

Other diseases: Algae-blooms and jelly-fish have previously resulted in loss in fish farming of other species, but these risks are perceived as being of less significant with current farming locations.

1.4.4 Supply and the Quality of Juveniles

The Company's business is dependent on sufficient supply of quality juveniles. The supply of cod juveniles has dropped significantly the last two years as a response to difficult financing and declining market price for cod and thus less demand for juveniles. Havlandet Marin Yngel AS ("**Havlandet**") is currently the only independent hatchery that is producing cod juveniles of significant amount and high quality.

The Company has entered into a strategic partnership with Havlandet to secure juvenile supply for 2011 and 2012. See Section 5.4.3 (Description of Codfarmers–Business Description–Strategic Alliance with Havlandet Marin Yngel AS) for a further description of the strategic partnership. In the event that the Company's need for supply of juveniles is not covered, or if the juveniles delivered by Havlandet do not meet the applicable quality requirements, the Company's business, revenues, cash flow and financial condition could be adversely affected.

1.4.5 Retention of Key Personnel

The Company's business and prospects depend to a significant extent on the continued services of its key personnel. Financial difficulties and other factors could negatively impact the Company's ability to retain key employees. The loss of any of the members of the Company's senior management (the "**Senior Management**") or other key personnel or the inability to attract a sufficient number of qualified employees could adversely affect the Company's business and results of operations.

1.4.6 Other Operational Risks in Brief

Escapes

Cod has been shown to be more prone to escape from the nest pens than many other marine species. This requires increased attention on farming techniques and on the equipment used. Although the Company has implemented preventive measures such as good husbandry routines and more escape proof nets, there is a risk that the cod will escape, which could have an adverse affect on the Company's financial condition.

Sexual maturation

As do salmon, cod also enters a sexual maturation stage during a normal production cycle. After sexual maturation, the growth is diminished. Based on knowledge on how this problem was solved

with the salmon two decades ago, intensive research on genetic improvement and manipulation with artificial light are therefore carried out in the whole industry to solve this problem.

Access to harvest and packing facilities

Codfarmers is dependent on hiring capacity at third party packing stations. In order to supply the market with premium and innovative products, access to high quality packing stations and filleting facilities is important and the Company's business, profitability and financial condition may be adversely affected if the Company's does not have access to such resources. To mitigate this risk the Company now owns 17% of its packing and filleting partner Nettet Fiskemottak AS.

1.5 Financial Risk

1.5.1 Access to External Capital

The Company's future development and growth may be dependent on access to external capital, in the form of debt and/or equity capital. A lack of access to capital or material changes in the terms and conditions relating to the same, could limit the Company's future growth and strategy, which may in turn have a material adverse affect on the Company's financial condition.

1.5.2 Ability to Satisfy Future Liquidity Requirements and to Finance Future Operations

The Company's farming activities and the operating subsidiaries of the Company are highly capital intensive, and successful operations with higher growth than today will require refinancing or an increase in indebtedness from time to time. The ability of the Company and its subsidiaries to raise or renew necessary debt or equity capital on acceptable terms to sustain operation or to support growth in the future cannot be guaranteed as this is dependent on both the operational development of the Company and its subsidiaries, and the general market conditions in the Norwegian and international capital markets. The Company's cash flow and financial condition may be adversely affected if the Company is not able to satisfy its future liquidity requirements and finance future operations.

Furthermore, the Company will, following completion of the Offer, have an immediate need of liquidity as described in Section 9.9 (Codfarmers Financial Information–Working Capital Statement). The Company will seek to raise new funds through a rights issue with minimum gross proceeds of NOK 54 million. The minimum amount of the rights issue is on certain conditions underwritten by the Company's main shareholder Frode Teigen and certain other financial investors. There can however, be no guarantee that the rights issue will be completed, and if completed, that it will secure the Company sufficient funds to carry out its operations.

1.5.3 Ability to Service Indebtedness at Parent Company Level is Dependent Upon Receipt of Cash From Subsidiaries

The ability of the Company to make required payments of interest and principal on its indebtedness and funding of the Group's operations, as well as its ability to pay dividends to its shareholders, are affected by the ability of its subsidiaries to transfer available cash resources to the parent company.

1.5.4 Covenant Compliance

The Group's credit and borrowing facilities contain financial and other covenants. There can be no assurance that the Company will be able to meet all such covenants relating to current or future indebtedness contained in its funding agreements or that its lenders will extend waivers or amend terms to avoid any actual or anticipated breaches of such covenants. Failure to comply with its financial and other covenants may have an adverse affect on the Company's financial condition,

and also potential increased financial costs, requirements for additional security or cancellation of loans.

1.5.5 Currency and Exchange Risk

The value of the Company's revenue generated in foreign countries is partially a function of the currency exchange rate between the NOK and applicable local currencies. As such, Codfarmers' financial results may be subject to significant variations based solely on fluctuations in currency exchange rates. Codfarmers expects that a major parts of its revenues will be generated in foreign currencies (mainly EUR) for the foreseeable future and that a significant portion of its expenses, including personnel costs as well as capital and operating expenditures, will continue to be denominated in NOK. As a result, Codfarmers' results of operations would be adversely affected by depreciation in the value of those foreign currencies compared to the NOK. Historically, exchange rates between the NOK and EUR have been subject to significant fluctuations, and similar fluctuations could continue in the future. The price of cod has traditionally been strongly correlated to the value of NOK, the Norwegian currency, but there is no guarantee that future prices will follow the same pattern.

In the past, the Company has not hedged against currency exchange rate risks, and it does not currently use derivative financial instruments to hedge its currency exchange risk exposure. As a result, Codfarmers' results of operations may be materially adversely affected solely as a result of currency exchange rate fluctuations.

1.5.6 The Global Financial Crisis

Codfarmers' performance is influenced by the economic conditions in the markets in which it operates. The global financial crisis has led to severe dislocation of financial markets around the world and unanticipated levels of illiquidity, resulting in the development of significant problems at a number of the world's largest companies and financial institutions.

This has produced a severe downward pressure on stock prices and on availability of credit for companies. Continued deterioration in the economies throughout the world, including the state of the economy, equity and bond markets, the availability and cost of credit, the fishing industry generally, business and consumer confidence, employment trends, inflation, the liquidity of global financial markets and market interest rates may significantly impact Codfarmers' earnings and financial position. In addition, disruption, uncertainty or volatility in the stock and credit markets may limit Codfarmers' ability to access the capital necessary to grow its business.

1.6 Risks Relating to the Shares

1.6.1 The Market Value of the Shares May Fluctuate

An investment in the Shares may decrease in market value as well as increase. The market value of the Shares can fluctuate significantly and may not always reflect the underlying asset value. A number of factors outside Codfarmers' control may impact its performance and the price of the Shares. Such factors include, but are not limited to, a change in market sentiment regarding the Shares, the Group, the operating and share price performance of other companies in the industry and markets in which Codfarmers operates. Changes in market sentiment may be due to speculation about Codfarmers' business in the media or investment community, changes to Codfarmers' profit estimates, the publication of research reports by analysts and changes in general market conditions. If any of these factors actually occurs, this may have a material adverse effect on the pricing of the Shares.

The market price of the Shares could decline due to sales of a large number of the Shares in the market or the perception that such sales could occur. Such sales could also make it more difficult for the Company to offer equity securities in the future at a time and at a price that are deemed appropriate.

In recent years, the stock market has experienced extreme price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies, including companies in the same industry as the Company. Those changes may occur without regard to the operating performance of these companies. The price of the Shares may therefore fluctuate based upon factors that have little or nothing to do with the Company, and these fluctuations may materially affect the price of the Shares.

1.6.2 Investment and Trading Risks in General

All securities investments involve the risk of loss of capital. Investment in the Company involves significant economic risks. Although the Company's investment and management strategy is expected to provide some protection from the risk of loss inherent in the ownership of assets, there can be no assurance that these strategies will completely protect against this risk or that the Company's investment objectives will be met.

1.6.3 Codfarmers' Ability to Pay Dividends is Dependent on the Availability of Distributable Reserves

Norwegian law provides that any declaration of dividends must be adopted by Codfarmers' general meeting of shareholders. Dividends may only be declared to the extent that Codfarmers has distributable funds and Codfarmers' board of directors (the "**Board of Directors**") finds such a declaration to be prudent in consideration of the size, nature, scope and risks associated with Codfarmers' operations and the need to strengthen its liquidity and financial position. As Codfarmers' ability to pay dividends is dependent on the availability of distributable reserves, it is, among other things, dependent upon receipt of dividends and other distributions of value from its subsidiaries and the companies in which Codfarmers has invested.

As a general rule, the Company's general meeting of shareholders may not declare higher dividends than the Board of Directors has proposed or approved. If, for any reason, the general meeting of shareholders does not declare dividends in accordance with the above, a shareholder will, as a general rule, have no claim in respect of such non-payment, and Codfarmers will, as a general rule, have no obligation to pay any dividend in respect of the relevant period.

1.6.4 Any future share issues may have a material adverse effect on the market price of the Shares

Codfarmers may decide to offer additional Shares or securities in the future in order to strengthen its capital base or for other reasons. Any additional offering of Shares may be made at a significant discount to the prevailing market price and could have a material adverse effect on the market price of the outstanding Shares.

1.6.5 Shareholders Will be Diluted if They are Unable or Unwilling to Participate in Future Share Issuances

Unless otherwise resolved by the general meeting, shareholders in Norwegian public limited companies, such as Codfarmers, have pre-emptive rights proportionate to the aggregate number of Shares they hold with respect to any new Shares issued against consideration in cash. Due to regulatory requirements under foreign securities laws or other factors, foreign investors may be unable to participate in a new issuance of Shares or other securities. Any investor that is unable or

unwilling to participate in Codfarmers' future share issuances will have their percentage shareholding diluted.

1.6.6 Investors may not be Able to Exercise Their Voting Rights for Shares Registered in a Nominee Account

Beneficial owners of Shares that are registered in a nominee account (e.g. through brokers, dealers or other third parties) will not be able to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to the general meetings. Codfarmers cannot guarantee that beneficial owners of the Shares will receive the notice of a general meeting in time to instruct their nominees to either effect a re-registration of their Shares, or otherwise vote their Shares in the manner desired by such beneficial owners.

1.6.7 Certain Transfer and Selling Restrictions may Limit Shareholders' Ability to Sell or Otherwise Transfer Their Shares

Codfarmers has not registered the Shares under the U.S. Securities Act or securities laws of other jurisdictions, including Canada, Australia and Japan, and it does not expect to do so in the future. The Shares may not be offered or sold in the United States, Canada, Australia, Japan or in any other jurisdiction in which the registration or qualification of the Shares is required but has not taken place, unless an exemption from the applicable registration or qualification requirement is available or the offer or sale of the Shares occurs in connection with a transaction that is not subject to such provisions. In addition, there can be no assurances that shareholders residing or domiciled in the United States or other jurisdictions will be able to participate in future capital increases or subscription rights.

The distribution of this Offer Document and transfer of the Shares may in certain jurisdictions be restricted by law. Shareholders and persons in possession of this Offer Document are required to inform themselves about and to observe any such restrictions. Neither the Company nor the Manager shall be responsible or liable for any violation of such restrictions by shareholders or prospective investors. This Offer Document does not constitute an offer of, or a solicitation of an offer to purchase, any of the Shares in any jurisdiction or in any circumstances in which such offer or solicitation would be unlawful.

1.6.8 The Shares may not be suitable for all investors

Each potential investor in the Shares must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Shares, the merits and risks of investing in the Shares and the information contained in this Offer Document or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Shares and the impact the Shares will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Shares for an indefinite period of time;
- understand thoroughly the terms of the Shares and be familiar with the behaviour of financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic and other factors that may affect its investment and its ability to bear the applicable risks.

1.7 Other Risks

1.7.1 Regulatory Framework

Cod farming is subject to extensive regulation in Norway and abroad, including without limitation as to food safety, hygiene and environmental protection. Changes in the legislative political, governmental and environmental framework in the regions in which the Company operates and sells its products, could result in increased costs for Codfarmers, which would in turn impact the Company's results.

Cod farming requires licenses under the Norwegian Aquaculture Act. In order to increase the level of biomass under Codfarmers' existing licenses above the current limits or establish cod farming operations at new locations, Codfarmers will need to be granted extensions of existing licenses and new licenses respectively. There can be no guarantee that such extensions and licenses will be obtained. A failure in obtaining such licenses would negatively affect Codfarmers' growth strategy and could have a material adverse effect on the Company's revenue.

Codfarmers expects to generate a significant portion of its revenue through sale of cod outside of Norway. Although there are currently no material trading restrictions which affect Codfarmers' ability to sell cod in its intended key markets, there will always be a risk that such restrictions could be introduced. Any introduction of significant trading restrictions in Codfarmers' principal markets could have a material adverse affect on the revenue and the profits of the Company.

1.7.2 Environmental Risk

Fish farming is operated in open net cage systems located in marine environment and is hence exposed to changing weather conditions as well as pollution of open seas.

Coastal waterways are subject to traffic by cargo carriers and sea transportation of oil is frequent along the Norwegian coast and there is a number of oil drilling installations on the Norwegian continental shelf. This represents a defined environmental hazard in form of a potential oil spill. Such spill is by nature extremely difficult to contain and will, in case of contamination of coastal zones and habitat, eliciting long term destruction of pristine areas for farming. Oil or petroleum products will when floating into a farm, severely affect the fish's ability for normal oxygen uptake over the gills and shed an unpleasant taste on surviving fish, which practically makes the fish inedible. The Company's concentrated location of its clusters increases the vulnerability in cases of oil spills. Consequences from such an event are highly unpredictable and could have an adverse affect on the Company's business, revenues and profitability.

An overwhelming majority of scientific experts agree that the diminution of the ozone layer results in climate changes. Among the effects of climate change that impact fish farming are rough weather and altered sea temperature profiles. In particular, metrological registration may indicate more extreme weather conditions than previously recorded. All farms are supplied with mooring systems, which shall stand the test of hurricanes, however, the frequency of storms put the constructions at severe test. Again, the concentration of the clusters may not be to the Company's benefit given an extreme metrological situation. which could imply that the Company's operations and revenues are adversely affected.

1.7.3 Insurance

The Company maintains a level of insurance cover on its production facilities and equipment. Any uninsured loss or unpaid claim could have an adverse affect on the Company's profitability, cash flow and financial condition.

1.7.4 Risks Associated With Legal Proceeding and Disputes

In the course of its activities, the Company may become party to legal proceedings and disputes. The Company makes provisions in such cases to cover the expected outcome of the proceedings and disputes, to the extent that negative outcomes are likely and reliable estimates can be made. However, the final outcome of legal proceedings and disputes is subject to uncertainties, and resulting liabilities may exceed booked provisions.

1.7.5 Enforceability of Civil Liabilities

The Company is a public limited liability company organised under the laws of Norway. The members of the Board of Directors and Senior Management, and certain of the experts named herein, reside in Norway. As a result, it may not be possible for investors to effect service of process in other jurisdictions upon such persons or the Company, to enforce on such persons or the Company judgments obtained in non-Norwegian courts, or to enforce judgments on such persons or the Company in other jurisdictions.

1.7.6 Norwegian Law May Limit the Shareholders' Ability to Bring an Action against the Company

The rights of holders of Shares are governed by Norwegian law and by the Company's Articles of Association. These rights may differ from the rights of shareholders in other jurisdictions. In particular, Norwegian law limits the circumstances under which the shareholders of Norwegian companies may bring derivative actions. For instance, under Norwegian law, any action brought by Codfarmers in respect of wrongful acts committed against Codfarmers will be prioritised over actions brought by shareholders claiming compensation in respect of such acts. In addition, it may be difficult to prevail in a claim against the Company under, or to enforce liabilities predicated upon, securities laws in other jurisdictions.

1.7.7 Risk of Change in Legislation and Tax Laws

The Company has no control in relation to potential future changes to current legislation and tax laws under which the Company operates. Future changes to such legislation and tax laws may have an adverse effect on the Company's operations and financial position.

2 STATEMENT OF RESPONSIBILITY

This Offer Document has been prepared with the voluntary offer made by Codfarmers to acquire all the shares in Atlantic Cod Farms, and the offer and listing of the Consideration Shares to be issued by Codfarmers to the shareholders of Atlantic Cod Farms accepting the Offer.

The Board of Directors of Codfarmers hereby declares that, to the best of its knowledge and after having taken all reasonable care to ensure that such is the case, the information contained in this Offer Document is in accordance with the facts and contains no omission likely to affect its import.

Oslo, 14 September 2011

The Board of Directors of Codfarmers ASA

Marianne E Johnsen
Chair

Benedicte Fossum
Deputy Chair

Thomas Falck

Kristian Nergaard

3 GENERAL INFORMATION

3.1 Presentation of Financial Information

The financial information contained in this Offer Document relating to Codfarmers has been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (“**IFRS**”). The financial information in relation to Atlantic Cod Farms has been prepared in accordance with Norwegian Generally Accepted Accounting Principles (“**NGAAP**”). This Offer Document presents financial information derived from Codfarmers’ audited consolidated financial statements as of, and for the years ended, 31 December 2010, 2009 and 2008 and from Atlantic Cod Farms’ audited consolidated financial statement as of, and for the year ended, 31 December 2010 and audited financial statements as of, and for the years ended, 31 December 2009 and 2008.

This Offer Document also includes unaudited pro forma condensed financial information giving effect to the Offer, as if the Offer had been carried out on 1 January 2010 for the purpose of the pro forma condensed and consolidated income statement for 2010 and as if the combination had been carried out on 30 June 2011 for the purposes of the pro forma condensed and consolidated statement of financial position as of 30 June 2011 and , the six months ended 30 June 2011. The unaudited pro forma condensed financial information has been prepared on a basis consistent with IFRS and has been based on financial information derived from Codfarmers’ audited consolidated financial statement as of, and for the year ended, 31 December 2010, and Atlantic Cod Farms’ consolidated financial statement as of, and for the year ended, 31 December 2010. The unaudited pro forma condensed financial information does not necessarily represent the financial position or results of operations of the Merged Group had completion in fact occurred on such dates or at the beginning of such periods and is not necessarily indicative of the financial position or results of the Combined Group for any future date or period. The unaudited pro forma condensed financial information does not include all the information required for financial statements under IFRS and should be read in conjunction with the audited consolidated financial statements of Codfarmers as of, and for the year ended, 31 December 2010. See Section 9 (Codfarmers Financial Information). Further, the unaudited pro forma condensed financial information should be read in conjunction with the audited consolidated financial statements for Atlantic Cod Farms included in Section 6.6 (Description of Atlantic Cod Farms-Selected Financial Information). See also Section 10 (Unaudited Pro Forma Financial Information).

This Offer Document is subject to Norwegian law. Any dispute arising in respect of this Offer Document is subject to the exclusive jurisdiction of the Norwegian courts, with Oslo District Court as legal venue.

3.2 Currency Presentation

Unless otherwise indicated, all references in this Offer Document to “NOK” are to the lawful currency of Norway; all references to “SEK” are to to the lawful currency of Sweden; and all references to “EUR” are to the lawful common currency of the European Union (the “**EU**”) member states who have adopted EUR as their sole national currency.

3.3 Cautionary Note Regarding Forward-Looking Statements

This Offer Document includes forward-looking statements, including, without limitations, projections and expectations regarding the Company’s future financial position, business strategy, plans and objectives. When used in this document, words such as “anticipates”, “believes”, “expects”, “intends”, “may”, “plans”, “projects”, “seeks”, “should” or “will”, and similar expressions, as they relate to the Company, its subsidiaries or its Senior Management, the

markets in which it operates or the combination/Merged Group, are intended to identify forward-looking statements. No forward-looking statements contained herein should be relied upon as predictions of future events. No assurance can be given that the expectations expressed in these forward-looking statements will prove to be correct. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company and its subsidiaries, or, as the case may be, the industry, to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment and markets in which the Company and its subsidiaries will operate. Factors that could cause the Company's actual results, performance or achievements to materially differ from those in the forward-looking statements include, but are not limited to:

- the competitive nature of the markets in which the Company and its subsidiaries operate;
- global and regional economic conditions;
- technological developments;
- government regulations;
- changes in political events; and
- force majeure events.

Some important factors that could cause actual results to differ materially from those in the forward-looking statements are, in certain instances, included in connection with such forward-looking statements in Section 1 (Risk Factors).

Any forward-looking statements contained in this Offer Document should not be relied upon as predictions of future events.

Readers are cautioned not to place undue reliance on the forward-looking statements contained in this Offer Document, which represent the best judgment of the Senior Management as of the date of this Offer Document. Except as required by applicable law, the Company does not undertake responsibility to update these forward-looking statements, whether as a result of new information, future events or otherwise. Readers are advised, however, to consult any further public disclosures made by the Company, such as filings made with Oslo Børs or the Company's press releases.

4 THE OFFER

4.1 The Voluntary Exchange Offer

On 25 August 2011, Codfarmers and Atlantic Cod Farms entered into a transaction agreement regarding the combination of Codfarmers and Atlantic Cod Farms (the "**Transaction Agreement**"). According to the Transaction Agreement, Codfarmers shall make an offer to acquire all issued and outstanding shares in Atlantic Cod Farms, and Codfarmers has received pre-acceptances for the Offer from shareholders in Atlantic Cod Farms representing around 91% of the total number of the shares in that company. The pre-accepting shareholders have undertaken to irrevocably accept the Offer on the first day of the Offer Period for all their shares in ACF and to accept the termination of the warrants issued by ACF held by them. The board of directors of Atlantic Cod Farms (the ACF Board) supports the Offer, and the recommendation made by the ACF Board to the shareholders of Atlantic Cod Farms is included in Section 4.17 (The Offer–Recommendation from the ACF Board) below.

In accordance with the Transaction Agreement, Codfarmers hereby offers to acquire all issued and outstanding shares in Atlantic Cod Farms in exchange for a Consideration consisting of 1 Share in Codfarmers to be issued to the accepting Atlantic Cod Farms shareholders per 40.3761 shares in Atlantic Cod Farms, on the terms set out in this Offer Document.

If all the Atlantic Cod Farms shareholders accept the Offer, 16,750,325 Consideration Shares will be issued to the Atlantic Cod Farms shareholders.

4.2 The Offeror

The Offer is made by Codfarmers, with registered office at N-8120 Nygårdsjøen, Gildeskål, Norway, while its corporate management is situated in Oslo, Norway. Codfarmers is a public limited liability company incorporated and governed by the laws of Norway and its registration number is 984 186 614.

Codfarmers was incorporated in 2002 and its purpose was to conduct activities within the fish industry, with a main focus on cod farming. In terms of harvesting volumes, standing biomass and juvenile release, Codfarmers is a leader in the industry of cod farming. The Company is listed on Oslo Børs under the ticker code "COD". Further information about the Company and its Shares is provided in Section 5 (Description of Codfarmers) below.

Neither Codfarmers nor its close associates owned shares in Atlantic Cod Farms as of the date of this Offer Document. Further, neither Codfarmers nor its close associates have any options, convertible loans or similar rights to acquire additional shares in Atlantic Cod Farms.

4.3 The Target Company – Atlantic Cod Farms

Atlantic Cod Farms is a private limited liability company registered under the laws of Norway with registration number 985 400 393. The registered office of Atlantic Cod Farms is at Havnegata 11, N-6005 Ålesund, Norway. Atlantic Cod Farms has a share capital of NOK 33,815,640.10, divided into 676,312,802 shares, each with a nominal value of NOK 0.05. The company's shares are registered in the VPS under the International Securities Identification Number ("**ISIN**") NO 0010374796. Further information about Atlantic Cod Farms is provided in Section 6 (Description of Atlantic Cod Farms) below.

4.4 Background and Reasons for the Offer

Codfarmers and Atlantic Cod Farms have both the last five years made substantial investments to establish a vertically integrated value chain within the cod farming industry. Both companies have

the capability to produce cod from the juvenile stage to the final product sold to end customers. The companies have the major production cluster in two different regions; Codfarmers in Nordland, Norway, and Atlantic Cod Farms in Sunnmøre, Norway.

Both Codfarmers and Atlantic Cod Farms see a need for a consolidation in the cod farming industry. The two companies complement each other in the value chain, and in geographical exposure. The combination of the companies is expected to result in substantial cost reduction opportunities in all parts of the operation of the merged entity. The number of employees will be reduced, and there will be an improved utilization of the merged company's infrastructure and assets. Further, because of the geographical spread, the biological risk will be reduced in the merged company.

The combination of the two companies is also expected to improve the merged company's position within sales and product development.

For the shareholders in Atlantic Cod Farms, receiving listed shares as consideration also fulfills the ambition of an eventual listing of the company.

4.5 Offer Price – Consideration

The Consideration in the Offer consists of 1 Share in Codfarmers per 40.3761 shares in Atlantic Cod Farms. The rights of the Consideration Shares will in all respects be equal to those of the existing Shares from the time of issue and registration of the Consideration Shares in the VPS. No interest will be paid on the Consideration to tendering shareholders in the Offer.

The Consideration has been determined through negotiations between representatives of the companies based on an overall evaluation of a number of factors, including the valuation of Codfarmers and Atlantic Cod Farms in the equity market, a careful assessment of the asset values of each company, the organisations of the two companies, possible synergies, and Codfarmers' business goals and strategic gain.

For the purpose of establishing the exchange ratio between the shares and the shares in Codfarmers, the parties agreed on a price of NOK 0.1684 per Atlantic Cod Farms share and a price of NOK 6.80 per Codfarmers Share.

Fractions of Shares will not be issued and the number of Consideration Shares to the accepting shareholders will be rounded down to the nearest whole share. Shares in Atlantic Cod Farms that on this basis do not give right to shares in Codfarmers for the individual shareholder, shall be accumulated and give basis for issuance of Shares in Codfarmers. One such Share will be distributed per accepting shareholder in Atlantic Cod Farms, which have the highest unused fractional part until all such shares have been distributed.

4.6 Financing of the Offer

The consideration offered by Codfarmers is in the form of Shares, and no cash funding will be required with respect thereto. The Consideration Shares in the Offer will be issued through an increase in the share capital by up to NOK 16,750,325 by the issuance of up to 16,750,325 new Shares ranking *pari passu* with the existing Shares of the Company, see Section 4.12 (The Offer–The Consideration Shares) below. The Offer is not subject to any financing condition.

The issuance of the Consideration Shares will require the approval of the general meeting of Codfarmers, and the Offer is made subject to such approval being resolved, see Section 4.10 (The Offer–Conditions for Completion of the Offer) below.

4.7 Contact with Atlantic Cod Farms Prior to Release of the Offer

Prior to the announcement on 1 July 2011 of the joint intention to combine Codfarmers and Atlantic Cod Farms, the parties had discussed the business rationale for a combination of the companies and the main terms of the transaction. Economies of scale, exploitation of market opportunities and diversification of operational risk are some of the key factors supporting a combination of the two companies.

No payments or advantages of any kind have been or will be offered by Codfarmers to the management and/or the board of directors of Atlantic Cod Farms (the ACF Board) or any of its subsidiaries in connection with the Offer (other than payment of the Consideration, if they are shareholders and accept the Offer in their capacity as shareholders in accordance with this Offer Document).

4.8 Offer Period

The Atlantic Cod Farms shareholders may accept the Offer in the period from and including 14 September 2011 to 21 September 2011 at 17:30 hours (CET).

The Company may extend the Offer Period. Any such extension will be part of the Offer Period. Any extensions of the Offer Period will be announced no later than 09:00 hours (CET) on the Business Day following the expiration of the previously announced Offer Period, in which case the Offer Period shall be deemed not to have been expired on the preceding Business Day. Such announcement shall be made in accordance with Section 4.14 (The Offer–Announcements) below. If the Offer Period is extended, the other dates referred to herein may be changed accordingly and any received Acceptance Forms will remain binding and irrevocable for the length of the extension.

4.9 Acceptance of the Offer

Acceptance of the Offer is made by completing and signing the Acceptance Form, attached as Appendix 1 hereto, and in the Norwegian language as Appendix 2, and returning it to DnB NOR Markets as set out below. Prior to accepting the Offer, the shareholders in Atlantic Cod Farms should carefully consider the risk factors set out in Section 1 (Risk Factors).

Shareholders who would like to accept the Offer must make sure that the Acceptance Form is received by DnB NOR Markets prior to the expiry of the Offer Period. By accepting the offer, the shareholders irrevocably authorise and instruct DnB NOR Markets to subscribe for the relevant number of Consideration Shares on its behalf.

Acceptance of the Offer is irrevocable from the time the Acceptance Form has been received by DnB NOR Markets, and may not be withdrawn, in whole or in part, neither before nor after the expiration of the Offer Period, including any extension thereof. Acceptances may not be made conditional.

Any shareholder whose Atlantic Cod Farms shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact such person if the shareholder would like to accept the Offer for such Atlantic Cod Farms shares.

Upon acceptance, the Atlantic Cod Farms shares on the accepting shareholder's VPS account will be blocked in favour of DnB NOR Markets. Accordingly, no transactions relating to such Atlantic Cod Farms shares are permitted after acceptance. In the event that parties other than the shareholder hold rights in respect of the relevant Atlantic Cod Farms shares, such rights holder must also sign the Acceptance Form. The acceptance further implies that VPS, on instruction from DnB NOR Markets upon settlement, will transfer the shares in Atlantic Cod Farms to a settlement

account with DnB NOR Markets. The Consideration Shares will be issued to the accepting shareholders as soon as possible following the registration in the Norwegian Register of Business Enterprises of the share capital increase in Codfarmers relating to the issuance of the Consideration Shares.

An acceptance will comprise all of the shareholder's shares in Atlantic Cod Farms on the VPS account covered by the acceptance. If the shareholder holds shares in more than one VPS account, a separate Acceptance Form must be submitted in respect of each VPS account. However, with respect to shares registered on VPS accounts in the name of a broker, dealer, commercial bank, trust company or other nominee, the acceptance will solely comprise the designated shares in Atlantic Cod Farms on such VPS account that the Offer in fact have been accepted for by the shareholder, and not other shares in Atlantic Cod Farms registered on the same VPS account. The acceptance also includes any shares which are acquired or will be acquired and which are credited to the accepting shareholder's VPS account until the shares are debited from that VPS account and transferred to a settlement account in the name of DnB NOR Markets. This does not apply for Atlantic Cod Farms shares on VPS accounts in the name of a broker, dealer, commercial bank, trust company or other nominee owned by a shareholder in Atlantic Cod Farms not accepting the Offer.

An Atlantic Cod Farms shareholder accepting the Offer will continue to be able to manage any other securities owned by such shareholder that are registered on the same VPS account as the Atlantic Cod Farms shares comprised by the acceptance.

Atlantic Cod Farms shareholders who accept the Offer will maintain, to the extent permitted under applicable law, their rights as shareholders, until completion of the Offer.

The Company reserves the right to reject any or all acceptances of the Offer that, in the Company's opinion, are not in the proper form, or which may be unlawful. The Company also reserves the right to treat an acceptance as valid, in whole or in part, even though it is not entirely in order or not accompanied by required document(s) or which is not received at the place stated below. Neither Codfarmers, DnB NOR Markets nor any other person will be under any duty to give notification of any defects or irregularities in the acceptance or incur any liability for failure to give any such information.

The Acceptance Form, duly completed and signed, must be sent by mail or fax or delivered by hand to:

DnB NOR Markets
Registrars Department
Stranden 21
N-0021 Oslo
Norway
Fax: +47 22 48 29 80

4.10 Conditions for Completion of the Offer

The completion of the Offer is subject to the following conditions, each of which may be waived in whole or in part by the Company at its sole discretion:

- (i) ACF Board Recommendation. The ACF Board shall not have amended or withdrawn its recommendation of the Offer (cf. Section 4.17 (The Offer–Recommendation from the ACF Board) below).

- (ii) Minimum acceptance of more than 90%. The Offer shall prior to the expiry of the Offer Period have been accepted by Atlantic Cod Farms shareholders for the number of Atlantic Cod Farms shares required in order for the Company to obtain a shareholding (including any additional Atlantic Cod Farms shares acquired by the Company outside the Offer) of more than 90% of the shares and votes in Atlantic Cod Farms on a fully diluted basis (i.e. acceptances shall have been received for at least 608,681,523 shares in Atlantic Cod Farms).
- (iii) Termination of warrants. The ACF Board shall have recommended the holders of all 83,382,746 warrants issued by Atlantic Cod Farms to accept the termination of such warrants without any separate consideration and all shareholders pre-accepting the Offer shall also have accepted such termination.
- (iv) Third party consents or waivers. That consents to the change of ownership in Atlantic Cod Farms are given by Sparebanken 1 SMN and Innovasjon Norge AS.
- (v) Resolution to issue the Consideration Shares. The General Meeting of Codfarmers to be held on 19 September 2011 shall validly have resolved to issue the Consideration Shares.

The Offer will lapse on 31 October 2011 if the above conditions have not been satisfied or waived by the Company prior to such date. The lapse of the Offer, and any waivers of the conditions to the Offer, will be announced through Oslo Børs' information system on Codfarmers' ticker code "COD" in accordance with the procedure described in Section 4.14 (The Offer–Announcements) below.

4.11 Settlement

The result of the Offer is expected to be published on or about 27 September 2011 in the form of a stock exchange notification in accordance with Section 4.14 (The Offer–Announcements) below.

Transfer of the Atlantic Cod Farms shares to Codfarmers and the delivery of the Consideration Shares as settlement of the Offer will be made as soon as possible after the expiry of the Offer Period and no later than 14 days after the satisfaction or waiver of the conditions to the Offer. Upon settlement, delivery of the Consideration Shares will be transferred to the VPS account of the accepting shareholder. It is expected that the Consideration Shares will be listed on Oslo Børs on or about 3 October 2011.

4.12 The Consideration Shares

The Board of Directors has proposed that the Extraordinary General Meeting in Codfarmers to be held on 19 September 2011 adopts the following resolution in order to issue the Consideration Shares (translated from Norwegian):

- (i) *The share capital is increased by minimum NOK 1 and maximum NOK 16,750,325 by the issuance of minimum 1 and maximum 16,750,325 new shares.*
- (ii) *The nominal value of each share shall be NOK 1.*
- (iii) *The new shares shall be subscribed for by the shareholders of Atlantic Cod Farms AS, reg no 985 400 393 ("ACF"), who accepts the company's offer to acquire all of the shares in ACF against consideration by way of shares in Codfarmers ASA. Consequently, the company's shareholders shall not have preferential right to subscribe for or be allocated the new shares pursuant to Section 10-4 of the Norwegian Public Limited Companies Act.*

- (iv) *The subscription price shall be determined by the general meeting to around the quoted price for the shares on Oslo Børs at the day of the general meeting and within the interval from and including NOK 1 to and to and including NOK 6.80 per new share. The contribution shall take place by way of transfer of 40.3761 shares in ACF for each new share in Codfarmers ASA.*
- (v) *The shares shall be subscribed for in the Minutes of the General Meeting or on a separate subscription form no later than 19 September 2011.*
- (vi) *The completion of the share capital increase is subject to (i) that Codfarmers ASA's offer is accepted by shareholders in ACF representing more than 90% of the ACF shares, (ii) that consents to termination of warrants issued by ACF are given by certain holders of warrants, and (iii) that consents to change of ownership in ACF are given by ACF's lenders. Codfarmers ASA may waive these conditions.*
- (vii) *The transfer of the contribution to a VPS account designated by Codfarmers ASA shall take place within 19 September 2011.*
- (viii) *The new shares will give full shareholder rights in the company, including the right to dividends declared, from the time the share capital increase is registered with the Norwegian Register of Business Enterprises.*
- (ix) *Section 4 of the company's Articles of Association shall be amended to reflect the new share capital and number of shares following the share capital increase.*

The Consideration Shares issued as consideration in the Offer will be new ordinary Shares of Codfarmers having a nominal value of NOK 1 each. The Consideration Shares will be issued in VPS in accordance with the Norwegian Public Limited Companies Act of 1997 (the "**Norwegian Public Limited Companies Act**") under ISIN NO 0010160484.

The Consideration Shares will rank *pari passu* in all respects with the existing Shares of Codfarmers and will carry full shareholder rights in Codfarmers from the time of registration of the share capital increase pertaining to the issuance of the Consideration Shares with the Norwegian Register of Business Enterprises. The Consideration Shares will be eligible for any dividends declared by Codfarmers after said registration. All Shares, including the Consideration Shares, will have voting rights and other rights and obligations pursuant to the Norwegian Public Limited Companies Act, and are governed by Norwegian law. All Shares in the Company are freely transferable.

4.13 Amendments to the Offer

An amendment to the Offer during the Offer Period, which, on the date such amendment is announced, represents an improvement (or no diminution) in value (an "**Amended Offer**"), is binding on Codfarmers from the time it is made public through Oslo Børs' information system. Atlantic Cod Farms shareholders who have accepted the Offer will automatically be given the benefit of such an Amended Offer without any action to be taken or notice to be given by such accepting shareholders. Such shareholders will in case of an Amended Offer continue to be bound by their prior acceptance.

In the event that the Offer is withdrawn or the Offer is lowered by way of launching a revised offer by reason of the Offer conditions not being fulfilled or waived, as set out in Section 4.10 (The Offer–Conditions for Completion of the Offer) above, the Atlantic Cod Farms shareholders who

have accepted the Offer will be released from their acceptances. Any Atlantic Cod Farms shareholder who wishes to accept the revised offer will accordingly have to submit a new acceptance form to DnB NOR Markets at the address set out in Section 4.9 (The Offer–Acceptance of the Offer) within the offer period for such revised offer.

4.14 Announcements

Any amendment of the Offer, if any, will be followed by public announcements thereof by a release through Oslo Børs' information system (www.newsweb.no) on Codfarmers' ticker code "COD" as promptly as practicable and no later than 09:00 (CET) on the Business Day following the day of such amendment (or such later time and/or date as permitted by Norwegian law). Without limiting the manner in which the Company may choose to make any public announcement, and subject to the Company's obligations under applicable law, the Company will have no obligation to publish, advertise or otherwise communicate any such public announcement other than by release through Oslo Børs' information system (www.newsweb.no).

4.15 Expenses

The estimated expenses related to the Offer are NOK 2.4 million (exclusive of VAT). The expenses incurred in connection with the Offer will be borne by Codfarmers.

The Company will pay commissions and transaction costs in the VPS directly attributable to the Offer, i.e. costs that arise in connection with the registration and processing of the acceptances, transfer of the Atlantic Cod Farms shares and costs in connection with the settlement to accepting shareholders. This implies that shareholders who accept the Offer will not be debited with brokers' fees or similar costs directly related to the transfer of shares in the VPS in connection with the Offer. Any other expenses incurred by the individual Atlantic Cod Farms shareholders, e.g. for advisory services and other transaction expenses, will not be covered or reimbursed by the Company.

4.16 Dilution

The existing Codfarmers shareholders will be diluted by 52 percentage points as a consequence of the Offer and issuance of the Consideration Shares to the Atlantic Cod Farms shareholders, assuming that all Atlantic Cod Farms shareholders accept the Offer.

4.17 Recommendation from the ACF Board

The ACF Board supports the Offer and has issued the following recommendation to the shareholders of Atlantic Cod Farms (translated from Norwegian):

"The Board of Directors of Atlantic Cod Farms AS ("ACF") refers to the announcements that have been published in connection with the negotiations regarding the combination of ACF and Codfarmers ASA ("COD"). The companies have now entered into a transaction agreement where the combination will take place by a share exchange, where the ACF shareholders will receive shares in COD as consideration for their shares in ACF. The exchange ratio is determined so that COD will offer one share in COD for 40.3761 shares in ACF.

The Board of Directors is of the opinion that a combination of ACF and COD is the best solution for the shareholders, the company and the employees. There are positive industrial synergies with respect to biology, costs, competence and market between the companies. A combination will strengthen the companies' ability to release more juveniles into sea and maintain hatchery, juveniles and farming production in both regions. The combination will also reduce the biological risk by the geographical spread. A merged entity will have a substantially improved position in its

marketing efforts towards large European customers. Together, these conditions will also better arrange for further capitalisation and financing

Based on this, the Board of Directors has unanimously resolved to recommend that the shareholders accept COD's offer.

Shareholders representing a total of around 91% of the company's shares have given their pre-acceptance for the offer."

4.18 Compulsory Acquisition

Codfarmers intends to make a compulsory acquisition of the remaining shares in Atlantic Cod Farms upon obtaining more than 90% of the shares in Atlantic Cod Farms, pursuant to the provisions of the Norwegian Public Limited Companies Act.

4.19 Interests of Certain Persons in the Offer

No agreements have been, or are expected to be, entered into providing benefits to the members of the board of directors or management of Codfarmers or Atlantic Cod Farms as a result of the Offer.

4.20 Management Options

In connection with the Transaction, the parties have agreed that the share options granted to the management of Atlantic Cod Farms shall be continued in Codfarmers following completion of the transaction, however, then with shares in Codfarmers as the underlying object, and adjusted for the exchange ratio in the transaction.

4.21 Tax

Each Atlantic Cod Farms shareholder is responsible for any taxes it incurs as a consequence of accepting the Offer. Atlantic Cod Farms shareholders are advised to seek advice from their own tax consultants in order to determine the particular tax consequences to them from their acceptance of the Offer and the relevance or effect of any domestic or foreign tax treaties.

4.22 Advisers

The Manager in connection with the Offer is DnB NOR Markets. Advokatfirmaet Thommessen AS is the Company's legal advisor in connection with Offer.

4.23 Choice of Law and Legal Venue

The Offer and all acceptances thereof shall be governed by, and construed in accordance with, Norwegian law.

Any disputes that arise in conjunction with this Offer Document and the Acceptance Form which cannot be amicably resolved are subject to the jurisdiction of Norwegian courts with legal venue in the Oslo District Court.

5 DESCRIPTION OF CODFARMERS

5.1 Corporate Information

Codfarmers ASA is a Norwegian public limited liability company organised under the laws of Norway, including the Norwegian Public Limited Companies Act, with Norway as its home state, and with registration number 984 186 614. The Company was incorporated on 3 January 2002 and registered with the Norwegian Register of Business Enterprises on 27 February 2002. The Shares have been listed on Oslo Børs since 2006 under the ticker code "COD".

The registered business and postal address of Codfarmers is at the Company's production office at N-8120 Nygårdsjøen, Gildeskål, Norway. Codfarmers' administration is situated in Oslo, at Akershusstranda 21, N-0150 Oslo, P.O. Box 1745 Vika, N-0121 Oslo, Norway. The Company's telephone numbers are +47 22 40 33 90 (Oslo) / +47 75 56 06 50 (Bodø) and the fax numbers are +47 22 40 33 99 (Oslo, Norway) / +47 75 56 06 51 (Bodø, Norway) and its website address is www.codfarmers.com.

As of the date of this Offer Document, Codfarmers' registered share capital is NOK 15,406,260, divided into 15,406,260 Shares, each with a nominal value of NOK 1.00, all of which are fully paid. There is only one class of Shares. The Shares are equal in all respect and each Share carries one vote at the general meetings of shareholders in the Company. The Company's Articles of Association do not contain any provisions imposing any limitations on the ownership or the tradability of the Shares.

As of the date of this Offer Document, the Company does not hold any own Shares (treasury shares). No Shares are owned by subsidiaries of the Company.

The Shares have been created under the Norwegian Public Limited Companies Act and is registered in book-entry form in the VPS under ISIN NO 0010160484. The Company's registrar is DnB NOR Bank ASA, Verdipapirservice, N-0021 Oslo, Norway. Telephone: + 47 22 48 35 90, and facsimile: + 47 22 48 11 71.

The table below sets forth the historical development of the Company's share capital and the number of issued and outstanding Shares since 1 January 2008 and until the date of this Offer Document.

Date of registration	Type of change	No of Shares after change	Subscription price per Share (NOK)	Nominal value (NOK)	Change in share capital (NOK)	Share capital after change
07.01.2008	Rights offering	20,394,651	29.00	0.10	1,830.10	2,039,465.10
16.07.2009	Private Placement	30,394,651	4.00	0.10	1,000,000.00	3,039,465.10
17.07.2009	Conversion of convertible loan	39,019,651	4.00	0.10	862,500.00	3,901,965.10
06.08.2009	Consideration Shares to sellers of NAP Marine AS	42,604,316	3.85	0.10	358,466.50	4,260,431.60
27.08.2009	Subsequent rights offering after private placement	42,677,236	4.00	0.10	7,292.00	4,267,723.60
14.07.2010	Private placement	138,218,036	0.50	0.10	9,554,080.00	13,821,803.60
14.07.2010	Private placement	146,918,036	0.50	0.10	870,000.00	14,691,803.60

Date of registration	Type of change	No of Shares after change	Subscription price per Share (NOK)	Nominal value (NOK)	Change in share capital (NOK)	Share capital after change
12.08.2010	Subsequent rights offering after private placement	149,549,775	0.50	0.10	263,173.90	14,954,977.50
09.03.2011	Share consolidation and private placement (adjustment of number of Shares)	14,954,978	1.00	1.00	0.50	14,954,978.00
18.04.2011	Private placement	15,406,260	7.80	1.00	451,282.00	15,406,260.00
	Closing balance per 1 January 2010	42,677,236				4,267,723.60
	Closing balance per 31 December 2010	149,549,775				14,954,977.50
	Closing balance per the date of this Offer Document	15,406,260				15,406,260.00

5.2 Legal Structure

Codfarmers has two wholly-owned subsidiaries, Cod Juveniles AS and Cod Processing AS, and it also owns 99.6% of the shares in NAP Marine AS. Codfarmers is the parent company of the Group, as well as the operating company for the main business of the Group. The Company also holds minor ownership in Nettet Fiskemottak AS (17%) and Marine Breed AS (8%).

The three subsidiaries have been established/acquired for the following purposes:

Cod Juveniles AS is a Norwegian company having its registered address at Mørkvedbukta, N-8028 Bodø, Norway, and the company is registered in Norway with registration number 985 574 979. Cod Juveniles AS has been established to set up and run an integrated broodstock, hatchery and juvenile facility at Codfarmers' hatching facility in Mørkvedbukta outside Bodø.

Cod Processing AS is a Norwegian company having its registered address at N-8178 Halså, Meløy, Norway, and the company is registered in Norway with registration number 991 586 717. Cod Processing AS was incorporated 10 August 2007 as the acquiring company of the packing and processing plant on Halså, which Codfarmers purchased from Marine Harvest in August 2007. The facility was totally destroyed by fire on 30 May 2009. The Company has decided not to rebuild the facility. The remaining building and the land was sold in June 2010, and the remaining processing equipment not damaged in the fire has been moved to Nettet Fiskemottak AS, to be installed, as a part of a strategic partnership agreement on future harvest and processing.

NAP Marine AS is a Norwegian company having its registered address at Karivika, N-8140 Inndyr, Norway, and the company is registered in Norway with registration number 984 909 128. The shares in NAP Marine AS were acquired in August 2010. The company has seven licences for production of farmed cod and is localized in the same fjord area as Codfarmers. Currently the company has no employees and the biomass is moved to locations managed by Codfarmers.

5.3 Business Idea, Goals and Strategy

Codfarmers aims to position itself within the high-end market by producing high margin and high quality products driven by the demand from its customers. This gives Codfarmers the ability to utilize its skills and experience and be in the forefront of this business. Through this strategy, Codfarmers believes in achieving its vision to be the leading cod farming company in the years to come.

5.3.1 Goals and Strategy

The Company is well positioned to further strengthen its leading position in the industry. Through creation of new strategic partnerships in hatching, juveniles and harvest / filleting as well as restructuring of its debt position, the company is once again set for growth. Reverting to growth mode, follows a period of cost cutting and capacity adjustments in 2009 and 2010 following the temporary imbalance in supply and demand in 2009. The challenges in 2009 were brought on by a combination of the global financial crisis coinciding with cod quota increases. At the same time significant advances have been achieved in cod breeding. The latest third generation cod juveniles, contracted and planned to be put to sea this year, have demonstrated at least a 40% growth improvement potential paving the way for a significant reduction of production costs. While this will not solve all remaining challenges related to biology and fish health, the Company's Senior Management and Board of Directors are confident that these advances in combination with continuous improvement of its operations and improved pricing, will provide the long awaited boost to making Atlantic cod the next new large species in fish farming. Codfarmers wants to remain at the forefront of this development by being one of the largest and most profitable producers of Atlantic cod.

Codfarmers strategy includes the following elements:

Production strategy:

- Optimal location
- High quality juveniles
- "Best practice" farming operations
- Partnering within slaughtering and processing

Market strategy:

- High degree of contract sales and order based production as opposed to relying on a highly volatile spot market
- Consumer branding
- Innovative product and packaging development
- Alliances

Human resources:

- Hands-on management
- Continuous development of staff
- Attracting the best competence available
- Goal oriented with great team spirit

Financial strategy:

- Ensure optimal financing of the Company's growth
- Ensure the best possible control of the Company's operations and liquidity

As for any primary sector, location is a very important factor. Once chosen, it is a given constant that cannot be changed. While cod theoretically can be farmed anywhere in the marine environment, it thrives best in water temperatures between 8-12 degrees centigrade (Source: "Oppdrett av torsk- næring med framtid", Norsk Fiskeoppdrett AS, 2005 ISBN 82-7595-024-4). If temperature and other biological parameters deviate too much from the ideal, biological risks and production costs increase. Therefore, Codfarmers is situated in the region regarded by marine biologists to be the most suitable for farming Atlantic cod, in Nordland just inside the archipelago of Lofoten, the area where the world's largest wild cod fisheries take place.

Also in cod farming, the quality of sites within one particular region may vary a lot. Codfarmers is conservative in choosing only the best locations, i.e. those scoring highest in the environmental assessment studies. These are also the sites allowing for the largest biomass (MTB) and consequently the best scale benefits and the lowest biological risk. Based on the experience from salmon farming, the sites are grouped together in clusters large enough to offer synergies and scale benefits and small enough to maintain the need for operational closeness to the fish and to curb and diversify biological and operational risk. The production strategy is to benefit from comparative natural advantages so that production can take place at the lowest possible cost without compromising quality. This also requires continuous improvement of routines, sharing and implementation of ongoing learning about best practice in cod farming, a commitment to only using top quality juveniles as a key to faster growth and bigger more homogeneous harvest sized fish in line with the Company's market strategy.

The market strategy is to supply high quality fresh cod to quality conscious consumers and restaurants every week all year round. Demand for Atlantic cod is stabilizing and the quota increases of recent years are being absorbed in the market through growing demand. Fresh cod is thus rejoining the general trend of increasing demand and prices for fresh high quality seafood. However, today's cod market is still a fluctuating commodity market with prices varying from day to day in line with variations in landings of wild cod and some degree of seasonality in demand. Wild catch quotas currently show some improvement following years of steep decline. In addition, Codfarmers might also face competition from other cod farming operations, although the number of active farming operations putting new fish to sea is now limited to only a couple of companies in Norway. Therefore, to increase the price level on its products, Codfarmers needs to follow a differentiation strategy to break out of the current commodity trading pattern. This strategy will involve increased focus on consumer branding in the premium high quality market segment using our registered trademark "Strøm", combined with innovative product and packaging development as well as strategic market alliances. While we seek strategic alliances on the sales side, Codfarmers intends to retain a small cost-effective sales organization focused on key account management.

Recognizing that Codfarmers primary value is created by biological production of live fish, its human resource strategy is as important as optimizing basic biological and economic parameters. While all key personnel are among the most experienced and merited in the aquaculture industry, dedication and motivation are the main parameters Codfarmers' organization is built around.

5.3.2 The Value Chain

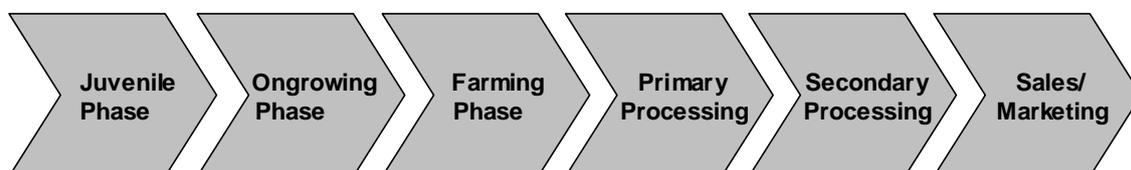
The production and sale of farmed cod products constitute Codfarmers core business. To secure control of the value chain and cut costs, Codfarmers has developed close partnership arrangements in juvenile production as well as packing and processing. These cost effective arrangements allows Codfarmers to operate as a fully vertically integrated company, while sharing investment requirements and operational risks with its partners.

Today Codfarmers buys juveniles from the main juvenile producer and grows them up to a size of approximately 100-200 grams in a land based pre-on growing facilities. From there the juveniles are shipped by well boat to Codfarmers' locations in Nordland. This arrangement is based on a long-term strategic partnership agreement where Cod Juveniles AS at Mørkvedbukta outside Bodø is used for integrated brood-stock, hatchery and juvenile production. The hatchery and juvenile production at Cod Juveniles has been shut down since June 2009, while the brood-stock husbandry and egg production has continued. However, Codfarmers is now again aiming to become self supplied with juveniles. The first step was to start up the pre-ongrowing of juveniles at Mørkvedbukta from June 2011, where 5 g juveniles purchased from Havlandet has been grown to 100 g large juveniles transferred to sea cages. The next step is to start up the hatchery production in a small R&D-scale in the fourth quarter of 2011 to develop the necessary expertise and technology to continue in commercial scale within two years. The two-year project with a budget of NOK 11 million is been entitled to governmental funding through SkatteFUNN and Innovation Norway.

It is also a clear strategy for Codfarmers to continue the partnership with MarineBreed in order to secure a continuous improvement of the genetic quality of farmed cod. This will give a faster growing fish and better quality that will improve profitability for the business.

After 18-20 months in the sea, until the fish has reached a marketable size between 3.5 and 4.0 kg, they are transported to a harvesting and processing plant by well boat.

After harvesting and packing, the fish is transported by trucks and by railway to the market. Currently, the cod is sold primarily as headed and gutted whole fish to importers, wholesalers and distributors in the European market at daily spot prices. So far, only 44% of the volumes produced are sold on contracts deeper into the market directly to retail chains and food service specialists. It is a primary goal to increase this share substantially. Codfarmers has also started to fillet an increasing share of its fish in order to develop its product portfolio in line with consumer trends and to benefit from the value adding. The fresh fish reach most market destinations 1-4 days after harvesting.



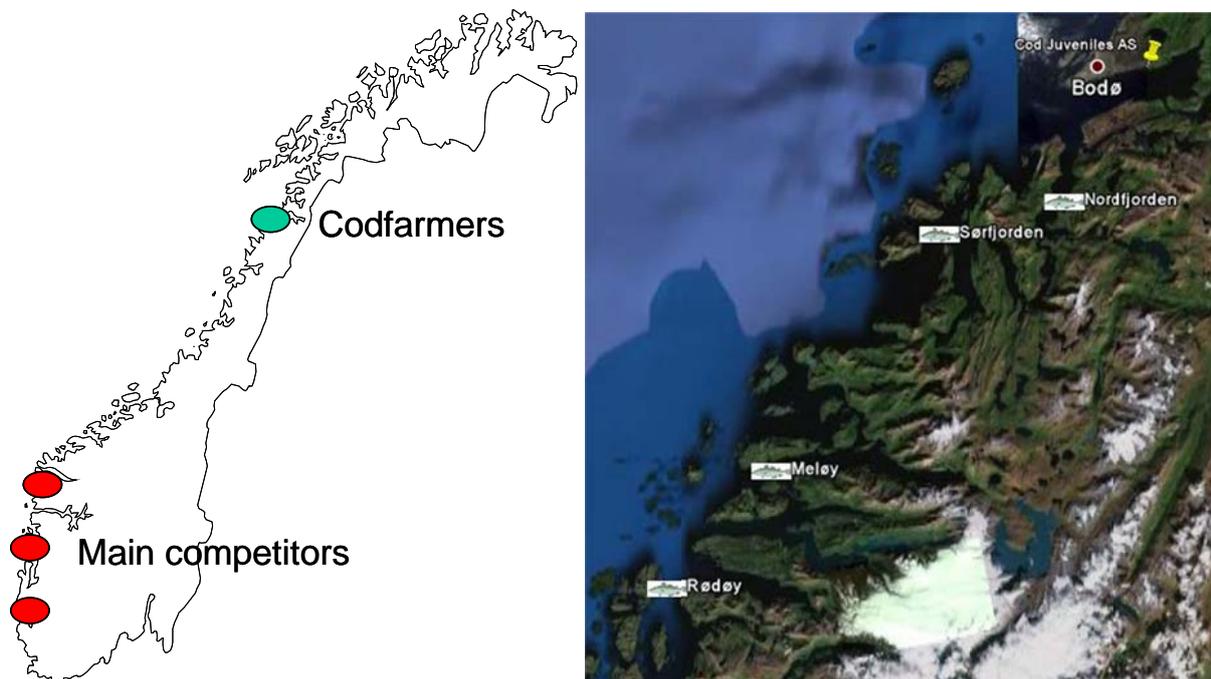
5.4 Business Description

References to Codfarmers market share and position in this Section is based on a comparison of published reports from Kontali Analyse AS ("Monthly Cod Report June 2011", available at www.kontali.no), and Codfarmers' own sales and production data.

In terms of harvesting volumes, standing biomass and juvenile release, Codfarmers is a leader within cod farming. The Company has a proven ability to farm Atlantic cod on an industrial scale. The tenth production cycle of fish is now being harvested. Codfarmers harvested 1,510 tons in 2007, 2,840 tons in 2008, 4,018 tons in 2009 and 6,255 tons in 2010, and estimates to harvest approximately 4,300 tons in 2011. Based on export volumes, the Company had approximately 52% of the farmed cod market in the second quarter of 2011. Current allowed maximum biomass (MTB) total 34,200 tons and is concentrated at four farming clusters in the Arctic region of Nordland.

As of the second quarter of 2011, Codfarmers has approximately 0.9 million fish in the sea at the Company's locations in Northern Norway and 1.2 million juveniles at a pre-ongrowing facility. Of the fish in the sea, 30% are large fish with an average weight above 3.0 kg. The fish in sea per the second quarter reflects a total volume of 1,522 tons.

Since its listing on Oslo Børs in October 2006, Codfarmers has aimed to become vertically integrated into juvenile production and processing in addition to farming and sales. The main objectives are to prevent bottlenecks, cut costs and secure control over the value chain. Codfarmers is now addressing the capital market to facilitate further growth of the Company.



Codfarmers has 13 cod farming licenses organized in four separate clusters; Nordfjorden, Sørfjorden, Meley and Rødøy of which one is presently in operation.

5.4.1 Production Capacity

In agriculture, forestry and other primary sectors, there is a big difference between a productive location with high yield and a poor low capacity location. The same principle holds true for aquaculture. A good, sheltered location with good water exchange, clean water and an ideal temperature window will have superior productivity compared to a location in the bottom of a fjord with less ideal water temperature and salinity. Quality of assets and locations in particular, is of paramount importance for effective sustainable production.

The capacity of a cod-farming permit is based on an environmental assessment study quantifying maximum biomass capacity (MTB: *Nw.: maksimalt tillatt biomasse*) at a sustainable production level. The smallest licenses, and by far the most common in the industry, allows for a total MTB of 720 tons. Most of Codfarmers licenses allows for 2, 3 and 4 times this volume.

An overview of the Company's locations and permits is shown below.

Fish farm location	Municipality	Permit no.	Approved MTB (tons)
1 Skaugvoll	Gildeskål	N-G-40	1,560
2 Hammarvika	Gildeskål	N-G-28	3,120
3 Kjerkvika	Gildeskål	N-G-49	3,120
4 Kjølsvika	Gildeskål	N-G-26	3,120
5 Hellervikodden	Gildeskål	N-G-24	720
6 Femris	Gildeskål	N-G-31	2,700
7 Forstranda	Gildeskål	N-G-29	2,700
8 Skjetneset	Bodø	N-B-28	3,120
9 Meløysjøen	Meløy	N-ME-54	3,120
10 Frosvika	Meløy	N-ME-56	1,560
11 Langnes	Rødøy	N-R-38	3,120
12 Renga N	Rødøy	N-R-43	3,120
13 Telnes	Rødøy	N-R-43	3,120
Total			34,200

5.4.2 Juvenile Supply

The scale of the cod farming industry has dramatically reduced over the past 2-3 years, as has the supply of juveniles. Only two hatcheries are in operation today, Havlandet Marine Yngel AS (Havlandet) and Atlantic Cod Juveniles AS. Atlantic Cod Juveniles AS is mainly producing according to internal demand in Atlantic Cod Farms, while Havlandet is an independent hatchery. Codfarmers' demand for juveniles is secured through a long term contract with Havlandet.

However, Codfarmers' demand for cod juveniles increases together with its growing market share in the cod market. This underlines the importance for Codfarmers to be self-sufficient with juveniles. A strategic alliance has been established between Havlandet and Codfarmers, with Codfarmers having first priority to juveniles from Havlandet over the next two years (see Section 5.4.3 (Description of Codfarmers–Business description–Strategic alliance with Havlandet Marin Yngel AS) below for further information).

At the same time Cod Juveniles AS is partnering together with MarineBreed, a feed company and the University of Nordland to develop know-how for the cod hatchery industry through an R&D-

platform at Cod Juveniles' production facilities in Mørkvedbukta. A test production is planned to start up in the fourth quarter of 2011. The two-year project with a budget of NOK 11 million has been entitled to governmental funding through SkatteFUNN. Additional R&D grants are applied for at Innovation Norway. Codfarmers' goal is to enable a re-start of its own hatchery production when demand for juveniles increases, internal expertise has been developed and biological production control is secured.

The R&D platform will enable Cod Juveniles to undertake production tests and develop the competence of its own work force in an industrial setting. Investments in these facilities total approximately NOK 70 million. The hatchery and brood-stock facility at Mørkvedbukta has a production capacity of 10 million 2 g juveniles a year and a pre-on growing facility for producing 5 million 100 g cod settlings a year.

5.4.3 Strategic Alliance with Havlandet Marin Yngel AS

The strategic alliance is based on a supply agreement entered into between the Company and Havlandet Marin Yngel AS (Havlandet) on 24 February 2010 (amended by agreements dated 23 and 29 June 2010), whereby Havlandet delivered a total of 824,069 juveniles to Codfarmers in July 2010. As consideration under the agreement, Havlandet received both shares in the Company (in a share capital increase carried out in July 2010) and a cash consideration of NOK 4,350,000 for the on-growing part. The first delivery from Havlandet in 2011 was in March with a total of 1,009,000 5 grams juveniles. A share capital increase of NOK 3,520,000 was carried out in April 2011. In June and July 2011 a total of 798,000 5 grams juveniles were delivered to Cod Juveniles for the pre-ongrowing process. A share capital increase of NOK 4,057,000 is planned in September 2011 as settlement for the juveniles. The parties have also agreed that Codfarmers shall have first priority to juveniles from Havlandet over the next two years.

The agreement also offers Codfarmers a three years option to acquire all shares in Havlandet Havbruk AS based on a fair market value of that company at the time of exercise of the option, as determined by three independent valuers. The consideration for the shares may be in the form of cash, or a combination of cash and shares in Codfarmers. The parties also agree that Havlandet Havbruk AS shall transfer fry production know-how to Codfarmers in connection with the start-up of fry production at Codfarmers' facilities in Mørkvedbukta, Norway.

5.4.4 Farming

Dedication to cod and to develop core competencies within cod farming has been strong in the Company since the very beginning. The focus on R&D reflects this. The R&D projects are related to juvenile quality, feed efficiency, light manipulation and sexual maturation, processing, bi-products as well as marketing. Sound operational routines are established and programs have been implemented to preserve and further develop best practice. Written protocols, procedures and routines facilitate an ongoing learning process with the aim of establishing Codfarmers' operations as the state of the art in the industry.

The following chart reflects the main indicators in the farming production locations per the second quarter of 2011:

COD PERFORMANCE INDICATORS PER JUNE 2011

	Meløysjøen Gen.Sept 2008	Kjerkvika Gen.May 2008	Kjerkvika Gen.May 2009	Hammarvika Gen.Jul 2010	*Kjølvika Gen.Jul 2011	*Russenes Gen.Jul 2011
Harvest %	100 %	100 %	55 %	0 %	0 %	0 %
Avg. harvested weight	2.9 kg	2.7 kg	3 kg			
Current avg. weight	-	-	2.9 kg	1.1 kg	0.043 kg	0.063 kg
No. of fish (1000)	0	0	276	652	888	286
Biological feed factor (FCR)	1.23	1.18	1.19	1.02	0.00	0.00
Economic feed factor (EFCR)	1.38	1.31	1.44	1.15	0.00	0.00
Mortality (%) based on start number	18.8 %	10.3 %	14.3 %	16.9 %	0.0 %	0.0 %
Production Cost per kg (r.w.)	NOK 30.7	NOK 25.4	NOK 31.1	NOK 34.6	NOK 208.0	NOK 135.2
Book value (after write down) per kg (r.w.)	NOK 0	NOK 0	NOK 17.5	NOK 34.6	NOK 208.0	NOK 135.2

* Fish was transferred from on-growing facilities to the locations in July 2011

5.4.5 Harvesting and Processing

Harvesting of cod is basically carried out in the same way as salmon. Use of the same well-boats, and similar packing stations that have developed for several decades ensure an efficient and cautious handling of fish and bi-products. The anatomy of the cod is however, different from salmon. Therefore, cost efficient slaughtering and packing requires specialized production lines, machinery and labor trained to handle cod. The need for specialized equipment for processing and packaging also increases in line with an increasing degree of sophistication in product and packaging development.

Codfarmers entered into a strategic partnership with Nettet Fiskemottak AS, at Flatanger in Nord Trøndelag in May 2010. In January 2011, Codfarmers obtained a 17% share of Nettet Fiskemottak AS to further strengthen the relationship. One of the conditions of the partnership was for Nettet Fiskemottak AS to initiate a full upgrade program of its facilities in order to bring the technical standards up to the level required of a modern food manufacturing facility. The program is ongoing and Codfarmers shift in production from whole gutted fish to fillets and consumer packed products generates a need for ongoing development. The aim is for the whole facility to be BRC quality certified during 2011.

5.4.6 Market Strategy

Codfarmers' goal is to supply high quality fresh cod every week all year round. As the only company in the industry, Codfarmers has now been doing so successfully for three consecutive years. By controlling the whole value chain from hatching to final product, Codfarmers also provides full traceability back to brood stock. Codfarmers strives towards sustainable fish farming, balancing attention to fish welfare, the environment, the economic concerns and the society at large. Unbeatable freshness with fish packed maximum 1-4 hours after it was swimming in the ocean and superior fillet thickness characterize Codfarmers' high quality products. A certified harvesting process focusing on strict hygiene and temperature control enhances farmed cod's natural longer shelf life potential over that of wild cod (Source: NOFIMA report: "Hvor ble fiskelukta av? Wilhelm Andreas Solheim, 17 February 2010). This natural advantage forms an important basis for the company's development of pre-packed consumer and food service products. Furthermore, the Norwegian research institute NIFES, is currently conducting a study to document that farmed cod is parasite free and can thus be sold as sashimi grade seafood. Not only

will this be the ultimate and easily communicated differentiation between farmed and wild cod, but it will also open for the development of an entirely new application of farmed cod thus increasing demand for farmed cod specifically.

Codfarmers has made significant progress in communicating the distinct advantages characterizing its products. However, too high a proportion of farmed cod is still sold as commodity products in a highly volatile spot market where prices fluctuate dramatically from day to day and over time. Codfarmers is in the process of changing this by developing and launching more products along its current innovative consumer and food service product line, STRØM®. These products are produced to order and sold on long-term fixed prices thus offering Codfarmers much better control over its income stream than what is possible when operating mainly in the spot market.

Codfarmers successfully launched its consumer packed skin and boneless back loin in an innovative packaging under its own registered brand STRØM® in November 2010. The product has become an instant success with both consumers and retailers and is now distributed in more than 200 stores in Norway. In addition, agreements has been secured to test launch the product in more than 40 stores in Sweden and Switzerland. The product was chosen as a finalist in the prestigious Prix d'Elite competition to become the best new product/concept in 2011 during the world's largest seafood trade fair ESE2011 in May this year. The consumer packed product has also become the preferred cod of such acclaimed chefs as Bocuse d'Or winners Terje Ness (winner 1999) and Geir Skeie (winner 2010) who have both put STRØM® cod on their menus. A new innovative packaging solution aimed at the food service market is currently being launched. This will strengthen the ease of use and further enhance the interest in STRØM® amongst discerning chefs in Norway and abroad. In June 2011 a new skin and boneless consumer packed product was launched in the Norwegian retail group Norgesgruppen under the group's own label. This move will significantly enhance the overall filet economy. The remainder of the fish is currently sold under the Codfarmers brand or third party own brands depending on degree of processing and choice of sales channel. Common for Codfarmers brand strategy is the aim to communicate its natural advantages offered by the exceptional ecological advantages of Nordland. Focusing on trade marketing rather than consumer marketing, Codfarmers uses a mix between innovative packaging, efficient design solutions and product innovation to differentiate, and effectively develop its market position. Codfarmers aims to continuously broaden its product portfolio through its product and brand strategy and have an ongoing product development program.

STRØM® consumer products are sold through selected supermarkets preferably with a strong focus on fresh products and situated in cities and concentrated population centers. For the remainder of the fish, Codfarmers has for some years pursued a selective distribution strategy aimed at developing client relationships directly with the similar type of retailers also for its whole fish. Close to half of Codfarmers' volume is sold on this type of contract basis directly to retailers, specialized food service wholesalers and a few other select distributors. The share of revenue from contract sales will continue to grow, particularly as STRØM® and similar products will absorb an ever larger share of the total production volume. The high share of contracts impacts positively on the average price. At the same time the strategy is positively received by the clients as illustrated in this interview with a seafood buyer from Carrefour, Spain in IntraFish, 16 February 2010 "...the prices of wild cod are cheaper at the minute, but we prefer farmed cod. It has a stable price, quality and is available for delivery all year round...".

Geographically, Spain, Switzerland and France have been the biggest markets, but Germany, North America and particularly Scandinavia are seen as important growth markets for Codfarmers. With the introduction of STRØM® in Norway, it has become possible for Codfarmers to form direct supplier relations with some of the key Norwegian retailers and thus avoid the strong distributors

who have traditionally controlled the delivery of fresh fish and diluted supplier margins. The aim is to considerably strengthen its position on the Norwegian market. Codfarmers' sales and distribution strategy is founded on a belief in the importance of establishing and safeguarding strong client relationships as close to the end consumer as practically and economically feasible. In line with this strategy, Codfarmers aims to strengthen its presence in its target markets through a combination of focused market activities managed from Norway and local sales offices, where necessary. So far, Codfarmers has local cost effective representation in France and Spain.

Relative to salmon and trout, bi-products from cod represents substantial market value. So far, the main focus has been on utilization of the liver, which is sold to the East European canning industry. As the use of cod liver from Baltic cod has been banned in the all-important Russian market due to high dioxin levels, the liver from farmed cod has become a much sought after raw material with prices five-doubling over the past five year. Bi-products such as roe, heads, tongues and stomachs are only utilized to a limited extent. It is a priority to improve the degree of overall bi-product utilization.

5.5 Dependency on Contracts etc

Other than the licences mentioned in Section 5.4 (Description of Codfarmers–Business Description) and Section 5.4.1 (Description of Codfarmers–Business Description–Production Capacity), the strategic alliance between the Company and Havlandet mentioned in Section 5.4.3 (Description of Codfarmers–Business Description–Strategic Alliance with Havlandet Marin Yngel AS) and the financing arrangements mentioned in Section 9.6.2 (Codfarmers Financial Information–Capital Resources–Funding Structure and Restrictions on Use of Capital) it is the opinion of the Company that Group's business is not materially dependant on patents or licenses, industrial, commercial or financial contracts.

5.6 Employees

As of the date of this Offer Document, Codfarmers has 28 full-time employees. The table below illustrates the development in number of employees over the last three years, as per the end of each calendar year for 2008 to 2010, and as of the date of this Offer Document for 2011.

	2008	2009	2010	2011 YTD
COD Production (Bodø) (including NAP)	30	40	21	14
Oslo	6	6	7	7
Mørkvedbukta	8	7	2	7
Halsa.....	28	33	0	0
Total	72	86	30	28

5.7 Board of Directors and Senior Management

5.7.1 Board of Directors

The Articles of Association provide that the Company's Board of Directors shall consist of three to seven members. Currently, the Board of Directors consists of four members.

In accordance with Norwegian law, the Board of Directors is responsible for administering the Company's affairs and for ensuring that the Company's operations are organized in a satisfactory matter.

The table below sets out the name, position, number of Shares and options held in the Company as of the date of this Offer Document, followed by additional biographical information, for each of the members of the Board of Directors:

Name	Position in the Company	Shares held	Options held
Marianne E. Johnsen.....	Chair	53,000	0
Benedicte Fossum	Deputy Chair	30,000	0
Thomas Falck.....	Board member	20,000	0
Kristian Nergaard	Board member	798,781*	0

*As Mr. Nergaard is controlling shareholder, or affiliated with such shareholder, of Banan AS and Halfdan Holme AS, the shareholdings of these companies have also been included in the above number of shares.

The business address of the members of the Board of Directors is c/o Codfarmers ASA, Akershusstranda 21, N-0150 Oslo, Norway.

Marianne E. Johnsen (born 1963), Chair

Ms. Johnsen is the founder and managing partner of X-lence Group AS, a management consulting and investment company. Ms. Johnsen is an experienced leader, having inter alia acquired operational management experience both in the public and private sector. At Ullevaal University Hospital she was a member of the top management group and in the industrial company, Elkem ASA, she was director of strategy and business development. Ms. Johnsen today works as a professional board member and investor. Ms. Johnsen graduated as a lawyer from the University of Oslo before obtaining an MBA (with honors) from Solvay Business School in Brussels.

Ms. Johnsen has gained extensive board experience during the last ten years both as director and chairperson of the board in different companies within the areas of technology, shipping, offshore, health, finance, and aquaculture, and in oil and gas. Ms. Johnsen also has extensive experience within the Humanitarian sector as previous chairperson of the board of the Norwegian Refugee Council. Ms. Johnsen has been a member of the Board of Directors since 10 May 2007, and has held the position as Chair since the Annual General Meeting in 2010.

Benedicte Fossum (born 1962), Deputy Chair

Ms. Fossum works as a consultant within aquaculture and biotech and as a professional board member. She graduated as a veterinarian from the Norwegian School of Veterinary Science. Ms. Fossum has been a member of the Board of Directors since 10 July 2009.

Thomas Falck (born 1966), Board member

Mr. Falck works as a professional board member, consultant and investor. Mr. Falck has been a member of the Board of Directors since 25 June 2010.

Kristian Nergaard (born 1962), Board member

Mr. Nergaard is the manager of strategy and development in Bama Gruppen AS, where he has had various positions since 1993. Mr. Nergaard has a Master in BSBA Marketing and General Business Administration from the University of Rhode Island, USA. Mr. Nergaard has been a member of the Board of Directors since 25 June 2010.

Benefits upon termination of employment

There are no benefits upon termination for the members of the Board of Directors.

5.7.2 Senior Management

The current Senior Management is responsible for the daily management and the operations of the Company.

The table below sets out the name and position held, in addition to number of Shares and options held, followed by additional biographical information, for each of the members of the Company's Senior Management as of the date of this Offer Document.

Name	Position in the Company	Shares held	Options held	Warrants held
Harald Dahl	CEO	698,839	45,000	1,200,000
Nicolaj Weiergang	CFO	20,000	15,000	40,000
Tore Laugsand	Director Production	1,000	15,000	0
Thor Magne Jonassen.....	Director Juveniles	1,500	15,000	0

Harald Dahl (born 1966), Chief Executive Officer

Harald Dahl was one of the founders of Codfarmers ASA, and is the fifteenth largest shareholder through his company Futurum Capital AS and his direct holding. Until 1996 Harald Dahl was involved in investment banking working for Saga Securities. He left investment banking in 1996 and has since then been a financial consultant and an investor in the former companies Ørn Unoterte AS and Ørn Rådgivning AS. He was one of the founders of Infostream ASA in 1989, and was Chairman when Infostream was listed on Oslo Børs in 1999. He has been actively engaged in Voss of Norway ASA since 1998. Harald Dahl resides in Oslo in Norway. His business address is c/o Codfarmers ASA, Akershusstranda 21, N-0150 Oslo, Norway.

Mr. Dahl has been a member of the Board of Directors since the incorporation of the Company, and held the position as Chairman since 2004 until he was appointed CEO for Codfarmers as of 30 April 2010.

Nicolaj Weiergang (born 1974), Chief Financial Officer

Nicolaj Weiergang joined Codfarmers on 1 September 2009. Mr. Weiergang has a Master of Business and Economics degree from the Norwegian School of Management in Sandvika, specialising in Accounting, Tax planning and Control. He also earned a MSc-degree in Finance and Investment from the University of Durham. In the period from 1999 to 2003 he was employed by PricewaterhouseCoopers DA, from 1999 to 2001 as an associate in the Audit department and from 2001 to 2003 as a consultant in the Business Advisory department. Mr. Weiergang has been in the Media group Egmont in the period from 2003 to 2009. From 2003 to 2006 he had the role as Group Controller in Egmont AS and Business Controller in Egmont Serieforlaget AS. In the period from 2006 to 2009 he held the position as Finance Manager in Egmont Serieforlaget AS. Nicolaj Weiergang resided in Bærum, Norway. His business address is c/o Codfarmers ASA, Akershusstranda 21, N-0150 Oslo, Norway.

Tore Laugsand (born 1963), Director Production

Tore Laugsand joined Codfarmers as Director Production on 1 August 2006. After having studied economics at the Bodø Business School (Handelsskolen i Bodø) and the Fauske Business School (Handelsskolen på Fauske), Mr. Laugsand studied aquaculture for two years at the regional college in Bodø (Distriktshøgskolen i Bodø) from 1984 to 1986. Mr. Laugsand has more than 13 years of experience from management positions in the fish farming industry. In the period from 1993 to 2001 he was employed as foreman for Stolt Sea Farm A/S Norge. From 2001 to 2003 he was

employed as manager for Stolt Sea Farm A/S Canada. In the period from 2004 to 2006 he was employed as operations manager for Marine Harvest AS. Tore Laugsand resides in Gildeskål, Norway. His business address is c/o Codfarmers ASA, Prinsens gate 113 A, N-8005 Bodø, Norway.

Thor Magne Jonassen (born 1967), Director Juveniles

Thor Magne Jonassen joined Codfarmers as Director Juveniles on 1 August 2007. He earned his Master of Science in aquaculture at the University of Bergen in 1995 and his PhD in aquaculture in 2000 at the same university. He has more than 30 scientific publications on different aquaculture topics, and has worked commercially with different aquaculture species like tilapia, sea bream, sea bass, salmon, cod, halibut, wolffish, eel and turbot since 1987. From 1999 to 2002 Jonassen worked as a consultant in aquaculture in Akvaplan-niva. From 2002 until 2005 worked as project leader for a cod farming project at Stolt Sea Farm, Norway. After Stolt Sea Farm merge with Marine Harvest in 2005 Jonassen worked as Technical Manager for marine fish in Marine Harvest until 2007. Thor Magne Jonassen resides in Oslo, Norway. His business address is c/o Codfarmers ASA, Akershusstranda 21, N-0150 Oslo, Norway.

Benefits upon termination of employment

The CEO, Harald Dahl, is entitled to severance payment equal to 12 months salary in the event that his employment is terminated by the Company.

Other than as stated above, no members of the administrative, management or supervisory bodies' service contracts with the Company or any of its subsidiaries provide for benefits upon termination of employment.

5.8 Corporate Governance

The Company's corporate governance policy is based on, and (except as set out below) complies with, the Norwegian Code of Practice for Corporate Governance (the "**Code**") issued by the Norwegian Corporate Governance Board on 21 October 2010. The Company gives an annually updated presentation of its corporate governance principles in its annual reports.

General Meetings

The complete Board of Directors as such is normally not present at the Company's General Meetings. Pursuant to the Code, the Board of Directors should participate in the Company's General Meetings. The Company has made this exception from its Corporate Governance policy because the Board is, with rare exceptions, always represented by the Chairman of the Board of Directors, and normally also by several other representatives, and it has thus not deemed it necessary to ensure full presence.

The Chairman of the Board of Directors has usually been the chairman of the General Meetings in the Company. Although the chairman of the General Meeting is elected by the General Meeting, the Board of Directors has not facilitated the election of an independent chairman. Pursuant to the Code, the Board of Directors is responsible for implementing guidelines and routines to ensure an independent chairman of the General Meeting. Based on previous experience from former General Meetings, and due to the Company's composition of shareholders, the Board of Directors has made an exception from the Code in this respect.

Risk management and internal control

The Company's system for internal control and risk management does not encompass the Company's corporate values and ethical guidelines. Pursuant to the Code, the Company's ethical guidelines and corporate values should be part of the Board of Directors' system for risk

management and internal control. Due to the Company's limited number of employees, it has not been deemed necessary with specific guidelines and systems to follow up on the corporate values and ethical guidelines. Thus, the Company has made an exception from its Corporate Governance policy in this respect.

5.9 Statutory Auditor

The Company's auditor is PricewaterhouseCoopers AS, registration number 987 009 713, with registered address at Dronning Eufemias gate 8, N-0191 Oslo, Norway. The auditor is a member of The Norwegian Institute of Public Accountants (DnR).

5.10 Major Shareholders

As of 5 September 2011, the Company had a total of 1,197 shareholders, of which approximately 92.6% were Norwegian and 7.4% were foreign. The table below shows the 20 largest shareholders in Codfarmers as of 5 September 2011:

Shareholder	Number of shares	Percentage
TEIGEN FRODE	3,700,000	24.02%
ODIN NORGE	1,342,221	8.71%
HAVLANDET MARIN YNGEL AS	870,000	5.65%
SKAGEN VEKST	697,000	4.52%
DAHL HARALD	612,939	3.98%
DUKAT AS	594,982	3.86%
STATOIL PENSJON.....	573,074	3.72%
BANAN AS	545,061	3.54%
INC INVEST AS	451,282	2.93%
HALFDAN HOLME AS.....	253,720	1.65%
NOMINEE ACCOUNT SAXO.....	250,000	1.62%
KRAG INVEST AS	240,200	1.56%
BURCH ROBERT LOUIS.....	215,169	1.40%
MP PENSJON PK	212,126	1.38%
MORTEN WERRINGS REDE	198,139	1.29%
DNB NOR BANK ASA EGE	163,877	1.06%
IN COD WE TRUST LLC	153,225	0.99%
SINMAX INVESTMENT AS	149,710	0.97%
STATOIL FORSIKRING A.....	146,752	0.95%
PEBA AS.....	146,400	0.95%
Top 20	11,515,877	74.75%
Other	3,890,383	25.25%
Total.....	15,406,260	100.00%

There are no differences in voting rights between the shareholders.

Shareholders owning 5% or more of the Shares have an interest in the Company's share capital which is notifiable pursuant to the Norwegian Securities Trading Act. As of 5 September 2011, Frode Teigen, Verdipapirfond Odin Norge and Havlandet owned 24.02%, 8.71% and 5.65%,

respectively, of the Shares. The Company is not aware of any other persons or entities who, directly or indirectly, have an interest in 5% or more of the Shares.

5.11 Material Contracts

Other than the Transaction Agreement with Atlantic Cod Farms described in Section 4.1 (The Offer–The Voluntary Exchange Offer) and the agreement with Havlandet described in Section 5.4.3 (Presentation of Codfarmers–Business Description–Strategic Alliance with Havlandet Marin Yngel AS), the Company is not aware of any contracts entered into outside the ordinary course of business to which the Company or any member of the Company is a party.

5.12 Legal Proceedings

The Company and the Group is not involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) which may have significant effects on the Company's and/or the Group's financial position or profitability, nor has the Company or the Group been involved in any such proceedings during the previous 12 months.

6 DESCRIPTION OF ATLANTIC COD FARMS

The Company disclaims any responsibility and liability for the accuracy and completeness of the Offer Document in respect of the information relating to Atlantic Cod Farms presented herein, all of which has been extracted from publicly available sources and information made available to Codfarmers in connection with the Offer. Please see www.atlanticcodfarms.no for further information.

6.1 Overview

The legal and commercial name of Atlantic Cod Farms is Atlantic Cod Farms AS. Atlantic Cod Farms is a Norwegian private limited company organised under the laws of Norway, including the Norwegian Private Limited Companies Act, with Norway as home state, and registration number 985 400 393. The Company was incorporated in Norway on 6 February 2003 and registered with the Norwegian Register of Business Enterprises on 17 February 2003.

Atlantic Cod Farms' registered office and principal place of business is located at Havnegata 11, N-6005 Ålesund, Norway, its telephone number is +47 70 10 25 25.

The table below sets out the companies of the Atlantic Cod Farms group as of the date of this Offer Document.

Name of subsidiary	Country of incorporation	Percentage of shares owned by Atlantic Cod Farms
Atlantic Cod Juveniles AS	Norway	100%
Fjord Gadus AS	Norway	100%
Festøy Eiendom AS	Norway	100%
Vi-Marin AS	Norway	100%
Fjordtorsk AS	Norway	75%

6.2 Share Capital and Shareholders

6.2.1 Share capital

Atlantic Cod Farms share capital is NOK 33,815,640.10, divided into 676,312,802 shares, each with a nominal value of NOK 0.05.

6.2.2 Shareholders

As of 12 September 2011, Atlantic Cod Farms had a total of 190 shareholders. The table below shows the 20 largest shareholders in Atlantic Cod Farms as of 12 September 2011:

Shareholder	Number of shares	Percentage
Dolphin Management AS	199,628,493	29.5%
Kontrari AS	80,000,000	11.8%
Frode Teigen	64,000,000	9.5%
Jøkul AS.....	60,000,000	8.9%
Pareto Growth AS.....	28,679,347	4.2%
Bjåstadbakken AS	24,775,476	3.7%
Møre og Romsdal Sårkornfond AS.....	21,187,406	3.2%
Niki AS	14,659,188	2.2%
Institusjonen Fritt Ord	14,649,084	2.1%
Jeasimo AS.....	14,194,065	2.1%

Shareholder	Number of shares	Percentage
Borgenhaug Gruppen AS	14,191,000	2.1%
Ulmar AS	12,007,943	1.8%
Åsen Industrier AS	11,357,811	1.7%
Apco AS	8,000,000	1.2%
Janitz Jakobsen AS	6,866,338	1.0%
AS Flømann	6,157,927	0.9%
Naustneset AS	5,961,545	0.9%
Sydvestor AS	5,802,905	0.9%
Duk Invest AS	4,279,586	0.6%
Bølgen Invest AS	4,200,305	0.6%
Top 20	600,598,419	88.8%
Other	75,714,383	11.2%
Total	676,312,802	100.00%

6.3 Board of Directors, Management and Employees

6.3.1 Board of Directors

As of the date of this Offer Document, the board of directors of Atlantic Cod Farms (the ACF Board) consists of Helge Hellebust (Chairman), Frede Klinkby Uldbæk, Øivind Tidemandsen, Ulf Henning Sjørdal and Jan Erik Sivertsen.

6.3.2 Management

As of the date of this Offer Document, the management of Atlantic Cod Farms consists of Ivar Kvangardsnes (CEO), Tommy Nørve (CFO), Finn Christian Skjennum (COO Farming), Claus Opshaug (COO Sales and Processing), Bent Ulleland (Administration Manager) and Høgne Bleie (Chief Quality Manager).

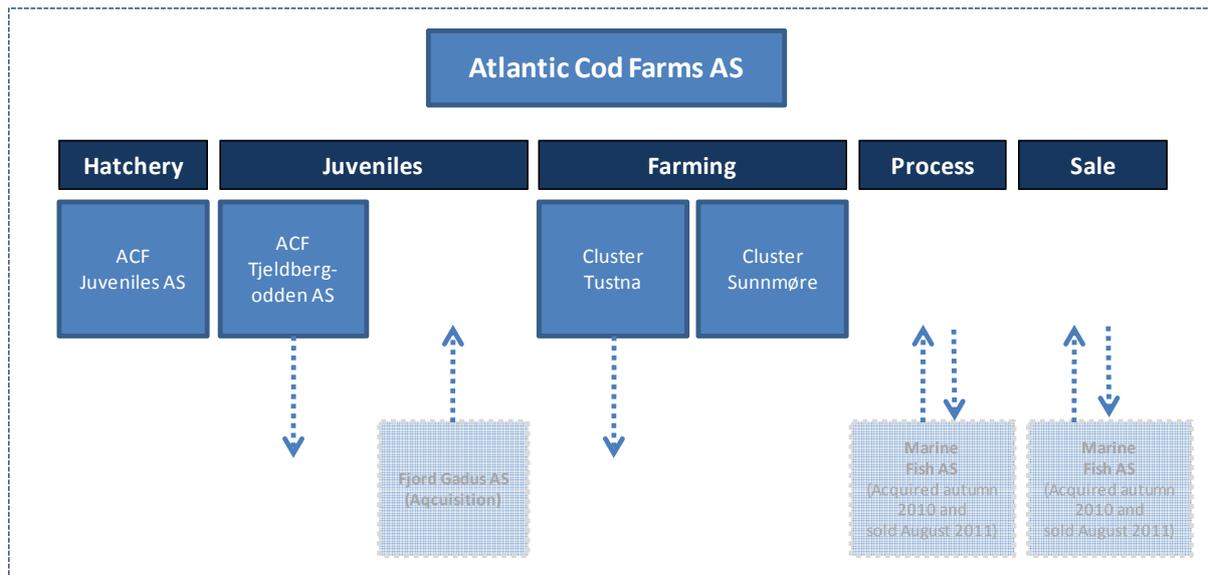
6.3.3 Employees

As of the date of this Offer Document, Atlantic Cod Farms had with its consolidated subsidiaries 40 employees.

6.4 Business Overview

6.4.1 General

Atlantic Cod Farms' strategy up to now has been to establish a vertical integrated value chain, to be self-sufficient and have full control over the value chain from ova to processed product. Through acquisitions in the industry, a total integration was in place in the fourth quarter of 2010. However, in 2011 it turned out that the demand in parts of the value chain was lower than the supply and the capacities have therefore been adjusted through structural adjustments.



6.4.2 Hatchery and Fry

Atlantic Cod Juveniles AS is situated in Rissa, Fosen in Trøndelag. This is one of two operating cod hatcheries in Norway today with an annual capacity of approximately 9 million. The initial investments into the hatchery of NOK 25 million were made up to 2007 and further NOK 11 million invested thereafter. All the infrastructural investments have been done and a further expansion will not require significant investments.

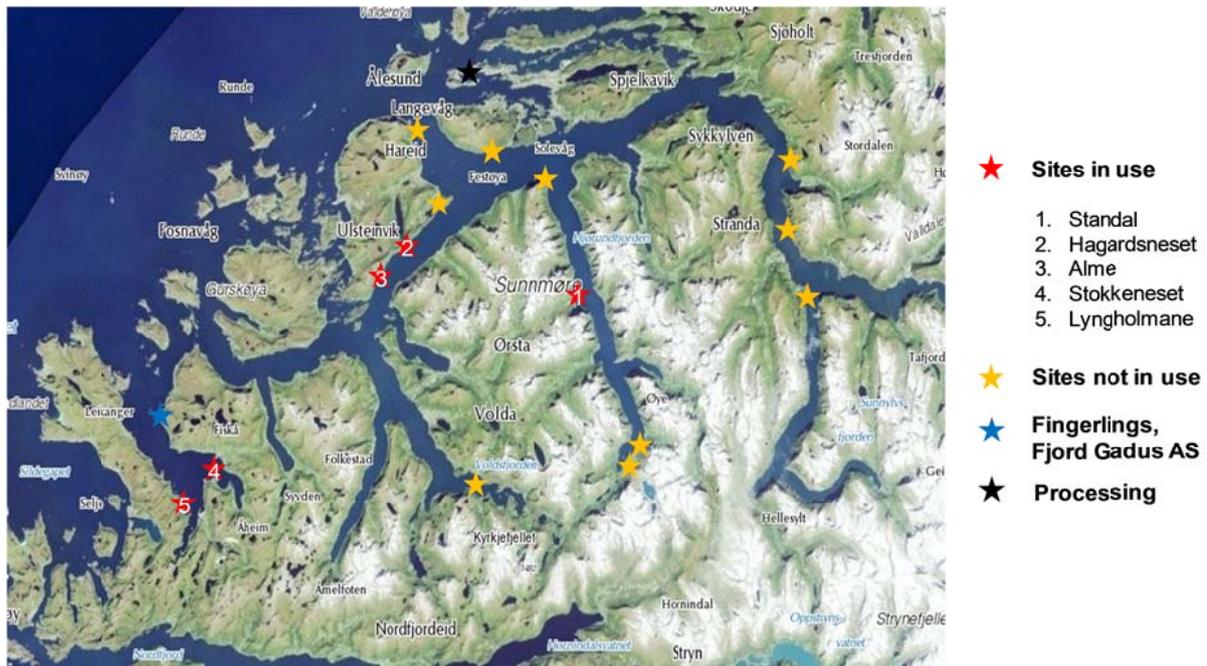
The operational adjustments that have been done since Atlantic Cod Farms acquired the hatchery in 2007 have been giving stable production, high quality fingerlings and competitive cost of production.

6.4.3 Fingerlings

Fjord Gadus AS is situated in Vanylven in Møre og Romsdal, Norway. The company was acquired in the end of 2010. This is one of two operating production facilities for cod fingerlings in Norway today with a annual production capacity of 2.5 million, which is equal to the production license. The company is in these days finalizing an extension increasing the production capacity to 5.0 million. The extension is based on utilizing equipment already owned by the company, so the cash requirement will be limited.

6.4.4 On growing

Atlantic Cod Farms' on growing activity is situated in and around the Sunnmøre region in the county of Møre og Romsdal, Norway.



As per today Atlantic Cod Farms have 5 sites in the region with on growing activity.

All together the company has 28 licenses for cod farming, and there is a considerable growth potential in the region. The on growing activity is organized in clusters and all sea sites have a very short distance to the processing facility in Ålesund, no longer than 1 hour by well boat.

6.4.5 Processing/sales

On 25 August 2011, Atlantic Cod Farms sold 100% of the shares in Atlantic Cod Processing AS to Enghav AS. In connection with the sale, Atlantic Cod Farms entered into an agreement with Enghav AS regarding slaughter and processing agreement for a period of two years. The agreement secures Atlantic Cod Farms slaughter and processing services at competitive prices.

6.5 Material Contracts

Other than the Transaction Agreement and the matters mentioned below, neither Atlantic Cod Farms nor any member of Atlantic Cod Farms has entered into any material contracts outside the ordinary course of business for the two years immediately preceding the date of this Offer Document, and no member of Atlantic Cod Farms has entered into any contracts containing obligations or entitlements that are, or may be, material to the Atlantic Cod Farms as of the date of this Offer Document.

- On 16 February 2011, Atlantic Cod Farms sold 100% of the shares in Atlantic Cod Tjeldbergodden AS to Holstad Marine AS. Atlantic Cod Tjeldbergodden AS holds a licence for farming of hatchery-produced cod at Tjeldbergodden AS in the municipality of Aure, Norway.
- On 29 November 2010, Atlantic Cod Farms acquired 100% of the shares in Atlantic Cod Processing AS (previously Marine Fish AS) from Apco AS. Atlantic Cod Processing AS is engaged in pre rigor processing of white fish in Ålesund, Norway.

- On 29 November 2010, Atlantic Cod Farms acquired 60% of the shares in Fjord Gadus AS from Jøkul AS, and on 18 February 2011, Atlantic Cod Farms acquired the remaining 40% of the shares in Fjord Gadus AS from Jøkul AS. Fjord Gadus AS is engaged in farming of hatchery-produced cod in the municipality of Vanylven, Norway.
- On 25 August 2011, Atlantic Cod Farms sold 100% of the shares in Atlantic Cod Processing AS (previously Marine Fish AS) to Enghav AS.

6.6 Selected Financial Information

The financial information contained in this Offer Document relating to Atlantic Cod Farms has been derived from Atlantic Cod Farms' audited consolidated financial statements as of, and for the years ended, 31 December 2010 and 2009, and Atlantic Cod Farms' unaudited consolidated financial statements as of, and for the year ended, 31 December 2008, which have been prepared on a basis consistent with NGAAP. Atlantic Cod Farms' audited consolidated financial statements as of, and for the year ended, 31 December 2010 is attached to this Offer Document as Appendix 4. In addition, Atlantic Cod Farms AS' audited financial statements as of, and for the years ended, 31 December 2009 and 2008 are attached to this Offer Document as Appendix 4.

The following tables present selected financial information for Atlantic Cod Farms as of, and for the years ended, 31 December 2010, 2009 and 2008.

Condensed Consolidated Income Statement

NOK 1,000	2010	2009	2008
	Audited	Audited	Unaudited
Operating income	65,732	19,782	15,064
Operating expenses.....	209,828	84,538	33,489
EBITDA	-144,096	-64,756	-18,425
Depreciation and amortization	11,144	7,844	2,468
Operating profit	-155,240	-72,600	-20,893
Net interest expenses	6,926	5,807	663
Net other financial items	-10,653	197	1,688
Profit before tax	-172,819	-78,210	-19,868
Income tax expenses.....	-8,144	-2,888	-6,505
Net profit	-164,675	-75,321	-13,364

Condensed Consolidated Statement of Financial Position

NOK 1,000	2010	2009	2008
	Audited	Audited	Unaudited
Intangible assets.....	11,421	7,703	9,871
Fixed assets	90,256	77,280	36,243
Financial assets.....	9,407	5,875	8,890
Inventories.....	42,897	112,632	57,330
Receivables	12,028	5,957	5,588
Bank balance.....	9,839	25,724	5,425
Total Assets	177,848	235,171	123,347

NOK 1,000	2010	2009	2008
	Audited	Audited	Unaudited
Total equity	55,092	85,820	109,681
Provisions for commitments.....	-	-	-
Other long term liabilities	43,814	21,329	3,300
Current liabilities	78,942	128,022	10,366
Total Equity and Liabilities	177,848	325,171	123,347
Equity ratio	31.0%	36.5%	88.9%
Net interest bearing debt (NIBD).....	68,775	51,217	-2,125

6.7 Capital Resources

6.7.1 Funding Structure and Restrictions on Use of Capital

Atlantic Cod Farms funds its investments and operations from several capital sources. Business activities are primarily financed over the balance sheet. In addition, investments and operations are also funded through the commercial bank loan market and through loans from Innovation Norway. Except for the sources of funding described in this Section, the Atlantic Cod Farms group has no other used or unused sources of funding.

The following table sets out the maturity profile for the Atlantic Cod Farms' loans.

Debt per Q2 2011				
<i>In NOK thousand</i>	Amount	Date of Payment	Installment	Interest rate
Innovation Norway	10,000	2017	Semi-annual, NOK 1.67 million each year.	5.75% floating interest rate based on the key policy rate from Norway's central bank.
Innovation Norway	9,444	2017	Quarterly, NOK 1.67 million each year.	5.75% floating interest rate based on the key policy rate from Norway's central bank.
Innovation Norway	4,000	2013	Semi-annual, NOK 1.6 million each year.	5.75% floating interest rate based on the key policy rate from Norway's central bank.
Innovation Norway	4,984	2017	Quarterly, NOK 0.75 million each year.	5.75% floating interest rate based on the key policy rate from Norway's central bank.
Sparebank 1 Søre Sunnmøre	1,424	2023	Annual, NOK 0.1 million each year.	Floating interest rate based on 3 months NIBOR + 1.5%.
Leasing SG Finans	25,959	2014	Monthly, NOK 4.6 million each year. Depends on sale of equipment.	Various contracts with floating interest rate based on 3 months NIBOR + margin%.
Leasing Nordea Finans	330	2015	Monthly, NOK 0.08 million each year.	Floating interest rate based on 3 months NIBOR + 1.5%.
Sparebank 1 SMN	16,700	N/A	Montly, revolving credit facility	Floating interest rate based on 3 months NIBOR + 5.0%.
Sparebank 1 SMN	2,000	N/A	Montly, revolving credit facility	Floating interest rate based on 3 months NIBOR + 5.0%.

A total of NOK 10,000,000 of the loans from Innovation Norway is currently held at a blocked bank account.

The following table sets out the installments to be paid under Atlantic Cod Farms group's loans per year:

In NOK thousand	Installments due in										
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Total installments.....	3,643	10,508	10,508	8,908	8,878	8,828	4,196	112	112	112	112

The company's financing arrangements provide for customary financial and non-financial covenants and restrictions, such as limitation on the ability to pledge assets, restrictions on sale assets, minimum liquidity and minimum ratios relating to current assets/current liabilities, net interest bearing debt/EBITDA. Atlantic Cod Farms is not, on the date of this Offer Document, in breach of any covenants.

6.7.2 Borrowing and Use of Financial Instruments

The net interest-bearing debt amounted to NOK 47.3 million by June 2011, compared to NOK 68.8 million at the end of 2010, NOK 92.6 million in 2009 and NOK 37.8 million in 2008.

The company currently has four loans from governmental financial institutions, one loan from Sparebank 1 Søre Sunnmøre and two loans from Sparebank 1 SMN and financed lease agreements of NOK 26.3 million per the second quarter of 2011. All loans are at floating rates.

The table below shows debt ratios for the Atlantic Cod Farms group as of 30 June 2011 and as of 31 December 2010, 2009 and 2008:

Debt ratios	As of 30 June	As of 31 December		
	2011	2010	2009	2008
Total debt/Total capital ratio	0.57	0.69	0.69	0.32
Total debt/Total equity ratio.....	1,36	2,23	2,22	0.47

Atlantic Cod Farms has not entered into any other agreements giving rise to financial instruments. The senior management and the board of directors of Atlantic Cod Farms are however consecutively assessing the company's situation and future plans and will use financial instruments if deemed necessary and to the best for Atlantic Cod Farms.

6.8 Significant Changes After 31 December 2010

To Codfarmers' knowledge, and other than described below, no significant changes have occurred in the financial and/or trading position of Atlantic Cod Farms or its subsidiaries since 31 December 2010 and to the date of this Offer Document.

- Atlantic Cod Farms has entered into the Transaction Agreement with Codfarmers (as described in this Offer Document).
- Atlantic Cod Farms' sale of 100% of the shares in Atlantic Cod Tjeldbergodden AS to Holstad Marine AS (see Section 6.5 (Description of Atlantic Cod Farms–Material Contracts) above).

- Atlantic Cod Farms' acquisition of the remaining 40% of the shares in Fjord Gadus AS from Jøkul AS (see Section 6.5 (Description of Atlantic Cod Farms—Material Contracts) above).
- Atlantic Cod Farms' sale of 100% of the shares in Atlantic Cod Processing AS to Enghav AS (see Section 6.4.5 (Description of Atlantic Cod Farms—Business Overview—Processing/sales) above).

6.9 Trend Information

As Atlantic Cod Farms operates in similar markets to those in which Codfarmers operates, to the Company's knowledge, Atlantic Cod Farms is affected by the same significant trends which affect Codfarmers' business. To the Company's knowledge Atlantic Cod Farms has , other than the trends described in Section 7.7 (The Market For Farmed Cod—Market and Production Trends Last Six Months) and Section 9.8 (Codfarmers Financial Information—Capital Resources—Trend Information), not experienced any significant trends since 31 December 2010 and to the date of this Offer Document, which are likely to have a material effect on Atlantic Cod Farms' prospects in 2011.

6.10 Legal Proceedings

To Codfarmers' knowledge, Atlantic Cod Farms and its subsidiaries have not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Atlantic Cod Farms is aware), during the last twelve months which may have, or have had in the recent past, significant effect on the financial position or profitability of Atlantic Cod Farms or its subsidiaries.

7 THE MARKET FOR FARMED COD

A number of statistics and its sources are referred to in this Section. The sources may be accessed at the following internet sites:

FAO (The United Nations' Food and Agriculture Organization): www.fao.org

Kontali Analyse: www.kontali.no

Groundfish Forum: www.groundfishforum.com

Norwegian Seafood Export Council: www.godfisk.no

Directorate of Fisheries: www.fiskeridir.no

The information sourced from these third parties has been accurately reproduced and as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

7.1 General

Codfarmers is a leading participant in the development of the cod farming industry. Fish farming has a number of advantages over capture fisheries, as management of the entire production process allows fish farmers to control more effectively the quality, traceability and continuity of supply of the product. This enables development of modern consumer products relying on these characteristics specifically. Cod farming has been a rapidly growing segment within the fish farming industry although currently experiencing a downward trend in global production volumes. In 2011 only three companies are expected to release new juveniles to sea as opposed to 33 companies in 2008. This offers significantly improved opportunities for the few remaining farmers.

7.2 The Global Seafood Market

7.2.1 Seafood Consumption Overview and Trends

According to the Food and Agriculture Organisation of the United Nations ("**FAO**"), the demand for seafood has been growing and is expected to continue to grow, at a faster rate than most other main food categories ("The State of World Fisheries and Agriculture", FAO Fisheries and Aquaculture Department FOOD AND AGRICULTURE ORGANIZATION OF THE UNITED NATIONS, Rome, 2009). The following factors have been identified as the main drivers of such continuing growth:

- Increased per capita consumption: The global annual per capita consumption of fish has been predicted to increase from about 16 kilograms in 2003 to 19-21 kilograms by 2030. In particular, the FAO expected per capita consumption in North America and Europe, the main regions where farmed fish currently are eaten regularly, to increase rapidly over the next 10 years and then slow to more moderate growth.
- Increased standard of living: Economic growth in Asia, Europe, the United States and parts of Eastern Europe has led to increased standard of living and this has increased the demand for premium seafood products such as salmon.
- Growth in world population: As world population continues to grow, with current projections of an increase from six billion people in the year 2000 to around nine billion by 2050, farmed fish is expected to be one of the many food groups that will experience an increase due to larger demand for animal protein.

- Fish farming is considered a more efficient source of protein production for human consumption relative to other sources of animal protein: Fish farming has been shown to have a more efficient conversion rate of feed into protein. For example, farmed salmon requires less than 50% of the weight of feed required to produce an equivalent weight of other animal protein products.

7.2.2 Consumer Trends

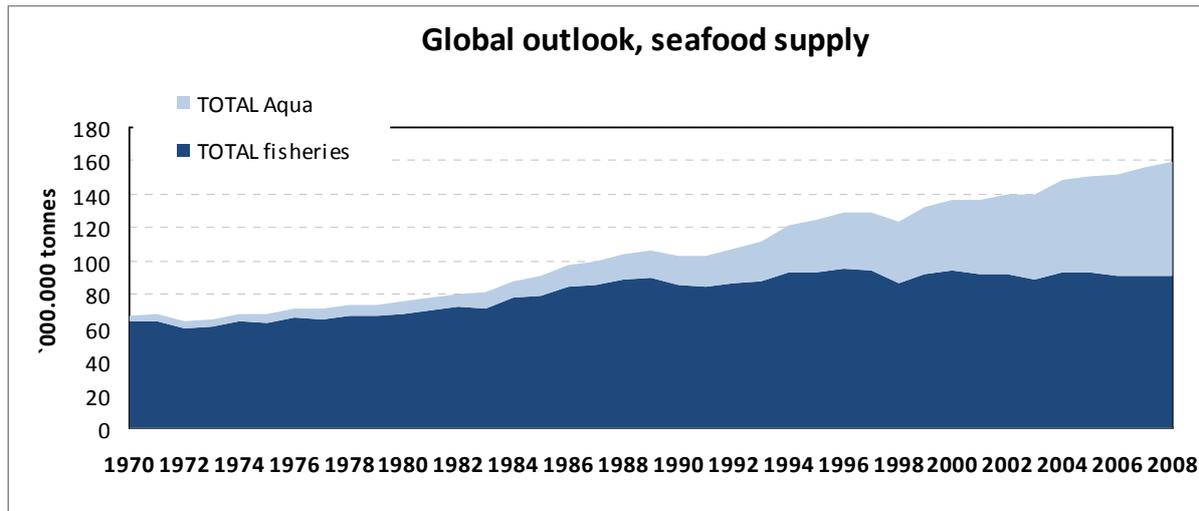
Health, convenience, indulgence and environment, listed in falling order of importance, are four mega trends influencing the way consumers buy and consume food according to M. Kristiansen, Market Director, Norwegian Seafood Export Council (2/5/2011). In the same presentation she goes on to say: " *If you manage to develop products which satisfies more than one of these you are close to a success.* "

- Seafood is considered to be a healthy and nutritious alternative to meat products, yet on average seafood still only makes up 1/3 of the EU protein consumption (source: *Kontali Analyse, produced for DnB NOR Markets, November 2007*). Cod contains a high protein level while being a very lean fish. Regular intake of lean fish in addition to fatty fish forms part of all official dietary recommendations concerning increased consumption of seafood. More significantly, new research suggests a direct connection between weight loss and the intake of fish protein (www.dagbladet.no/2011/06/06/tema/helse/klikk/16813460/).
- Convenience is of essence for families with an increasing share of both parents working. In addition to work, various parttime activities compete for available time, hence less time is left for cooking. Traditionally the seafood industry offering fresh seafood in particular, has put little effort into offering conveniently packed ready to cook seafood.
- The growing search for indulgence emerges almost as a counter balance to the daily time squeeze emphasising the quick and easy. Indulgence appeals not only to the growing, but still small segment of genuine foodies amongst consumers, but is also sought by wider audiences although defined and driven more by occasion than burning passion.
- Environmental pressure groups have succeeded in forcing many major grocery retailers (e.g. ASDA/Wal-Mart, Marks & Spencer, Tesco, Sainsbury etc.) as well as processors (e.g. Young's Bluecrest) to issue public statements underlining their commitment to purchasing only sustainably sourced seafood. In relation to farmed cod, consumers (and therefore retailers) are influenced by (a) sustainability of feed (b) good environmental stewardship. Animal welfare is also a growing concern among consumers. This is demonstrated by the fact that retailers such as Marks & Spencer publish an animal welfare standard.

7.2.3 Global Production of Seafood

The global production of seafood doubled from a level, to around 65 million tons per annum in 1970 to around 140 million tons in 2006. In this period global wild caught seafood landings increased by approximately 50%, while the aquaculture based seafood production increased from three million tons in 1970 to 65 million tons in 2006. The majority of this increase occurred from 1990 and onwards.

Total production (Aquaculture + Fisheries 1970-2006)



Source : FAO: "The State of World Fisheries and Agriculture", FAO Fisheries and Aquaculture Department FOOD AND AGRICULTURE ORGANIZATION OF THE UNITED NATIONS, Rome, 2009, 2006 – 2008 figures added by Kontali Analyse AS by request of Codfarmers, June 2010 (FAO Fishstat 2010).

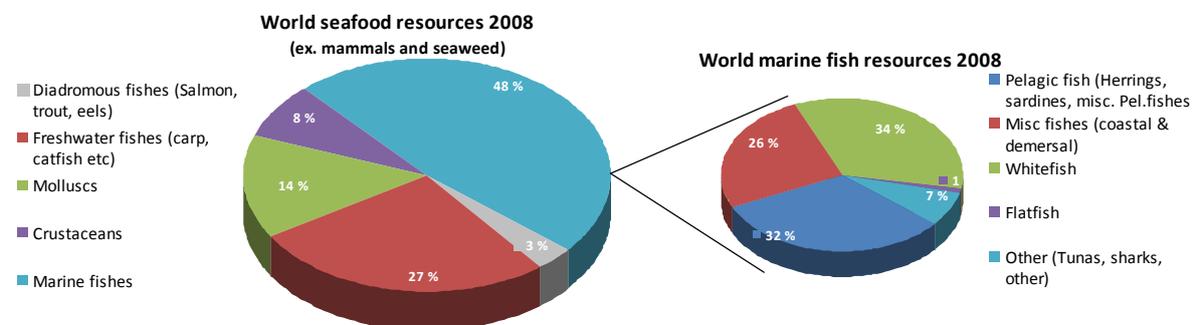
The growing demand for seafood has put wild fish stocks under pressure. According to FAO, 70% of the world's natural resources of fish are over-exploited, and the supply from wild fish stocks is therefore limited. Consequently, the growing global seafood demand can only be satisfied by the aquaculture industry. FAO has estimated that the growth rate within aquaculture probably will be in the 5-7% range, at least until 2015.

The fish farming industry has been one of the world's fastest growing segments within food production, with an average growth rate of approximately 9% per year between 1986 and 2006.

7.2.4 Main Categories of Seafood

Within the "Seafood" segment, marine fish accounts for approximately 50% of total available resources. Whitefish and other demersal fish account for 25 to 30% hereof. This equals approximately 20 million tons of which cod represents only slightly more than one million tons.

Total resources – Marine types of fish



Source: FAO, arranged by Kontali Analyse AS, July 2010 (FAO Fishstat 2010).

Other important whitefish/demersal species are pollock, saithe, haddock, hoki and hake. Although similar in some aspects, and to some degree potential substitutes these other species tend to

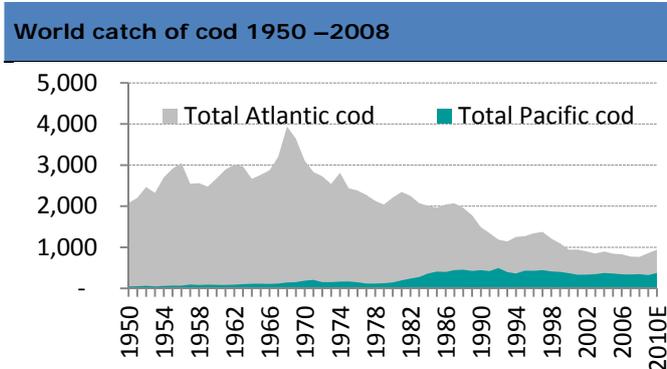
compete mainly in the frozen fillet and frozen block segments. Traditionally they play a much minor role in the fresh fish segments compared to the Atlantic cod.

7.3 Cod – Codfish

7.3.1 History – Cod Fisheries

The world catch of cod has declined since the historical record landings of Atlantic cod in 1968. Today, the world catch of cod have stabilized at a level of about 1.1 million tons per year.

Several stocks of cod have been dramatically reduced i.e. the stock in Newfoundland, Canada collapsed in the – 1990's, and several stocks in the northern waters like North Sea and Skagerrak are also considered under threat according to the "International Council for the Exploration of the Seas" (ICES).



Source: FAO/Fishstat 2010/Kontali Analyse AS, produced for Codfarmers, June 2010.

- a) The catch of Pacific cod has, in contrast to the Atlantic cod, increased since the beginning of the –1980's up to a level of 444 thousand tons in 1998. Since then catches have dropped back and plateaued at levels around 330 – 350 tons. Catch from these stocks are increasingly imported frozen into both Norway and other countries in Europe for further industrial processing.

7.3.2 Quota Outlook and Distribution of Atlantic Cod

The Atlantic cod quotas have been reduced in the latest years, from 900,000 tons (EU, Iceland, Russia, Canada, Norway and other countries) in 2004 to 702,000 tons in 2008 (Source: Kontali Monthly Cod Report, Kontali Analyse AS February 2009). Since 2009, however, the Russian / Norwegian Barents Sea cod quota in particular has increased and the total quota for 2011 (EU, Norway, Russia and Iceland) has increased to 985,000 tons. Of the total harvest volume, Norway constitute 327,000 tons, Iceland 177,000 tons and Russia 325,000 tons including research quotas for Norway and Russia. (Source: Kontali Monthly Cod Report, Kontali Analyse AS, July 2011).

EU

The EU cod quota for 2011 will increase to a total of 155,600 tons, a total increase of 14,500 tons compared to 2010. The EU's cod quota granted by Norway in the Barents Sea is estimated to be reduced by 8,000 tons in 2011. At the same time the cod quotas in the Baltic Sea are increased by nearly 9,000 tons (Source: Kontali Monthly Cod Report, Kontali Analyse AS, July 2011).

Norway

Total Allowed Catch ("TAC") for North East Arctic Cod in the Barents Sea for 2011 was set at 710,000 tons for the stock in the Barents Sea up 16% on 2010. The quota was distributed between Norway, Russia and third countries. Norwegian cod quota constituted 327,300 tons including research quota.

The positive development of the Barents Sea stock of cod appears to continue also into 2012. Quota for the North Sea cod is down by approximately 270 tons, while cod in Skagerrak is on the

same level as in 2010. The estimated total cod quotas for Norwegian fisheries in 2010 are approximately 377,000 tons, up by approximately 16%.

Russia

The Russian quota for cod in the Barents Sea is set at 325,000 tons in 2011 including an 11,000 tons research quota. This is 18% up on 2010. In addition to the Barents Sea, the Russian fleet is expected to increase its cod quota in the Baltic Sea from 5,600 tons to 6,500 in 2011, while the Pacific cod quota remains at 90,000 tons.

Iceland

Following years of quota reductions from more than 500,000 tons in 1955 to 130,000 tons in 2007/2008 Iceland increased the 2008/2009 quota by 30,000 tons. The 2009/2010 quota was again cut by 10,000 tons, but is expected to revert back to 177,000 for the 2010/2011 season.

In addition to the quotas in Icelandic waters, Icelandic vessels have negotiated quotas in agreements with other nations like Norway, Russia, Greenland and EU. For 2010 these quotas were approximately 10,000 tons, but are expected to increase in 2011 due to the increase in the Barents Sea quota.

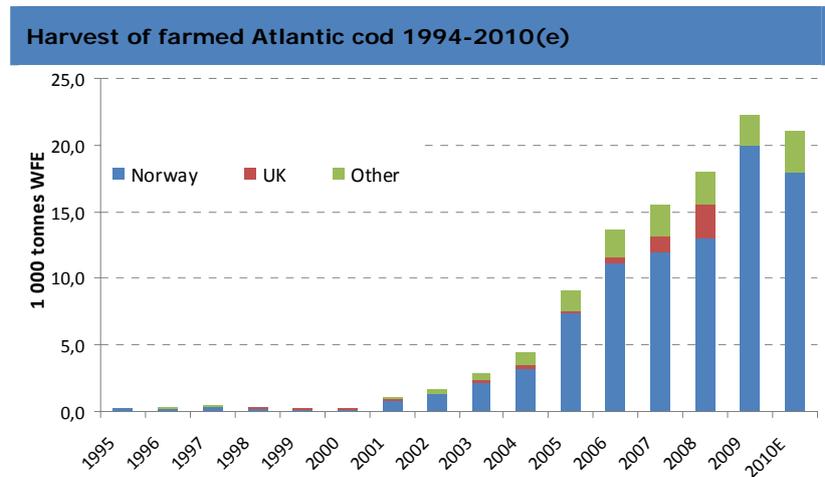
The Faroe Islands

The effort in the Faroe Islands cod fishery is regulated by allocation of number of days a single vessel in different groups of gear is allowed to fish.

7.3.3 Cod in Aquaculture

The reduction of the global cod landings, has spurred on considerable research effort as well as commercial ventures in cod farming. Norwegian authorities and private participants have invested significantly in such undertakings. Other nations with cod farming initiatives are especially Iceland and Canada.

Although experimental farming of cod started for the first time in the late 19th century, the first commercial experiments began in the 1970's.



Source: Kontali Analyse AS, produced for Codfarmers, June 2010.

The decrease in the farmed cod prices following the financial crisis, combined with biological hurdles and lack of capital are likely to result in a slower volume growth in the coming years.

7.3.4 Production of Juveniles

Sexually mature cod spawn naturally in land based holding tanks, which makes production of fertilized eggs much easier than for salmon where the fish are stripped for egg and sperm and fertilized artificially. The spawning season in nature is limited to 2 months in the winter, but in cod farming a year-round-supply of eggs can be obtained by manipulating spawning season by

applying artificial light regimes (photoperiod). Fertilized eggs are collected from spawning tanks and transferred into incubator tanks for further development. Hatching will then normally occur after approximately 14 days. The first 3-4 weeks after hatching the larvae are too small to be fed a commercial formulated diet, and live animal plankton like rotifers are used as food. The juveniles are introduced to a commercial feed approximately 25 to 30 days after hatching. In this intensive production, eggs, fry and juveniles are held in tanks with control of temperature, light, feed and other important environmental parameters.

Approximately 8 to 10 months after hatching, depending on temperature, the cod will reach a size suitable for transfer to sea cages and the on-growing production.

A stable and predictable production of juveniles used to be the bottleneck in the development of the commercial cod farming due to technical and biological challenges. Today, the process and technology for intensive production of cod juveniles is under much more control. But there is still a great scope for improvements. And together with the significant reduction in the number of cod hatcheries (only two in operation today), the availability of quality juveniles may yet again pose a bottleneck to the development of industry.

7.3.5 On-growing

In 2002 there was a break-through for the production of juveniles in Norway and in 2005 new heights of harvested farmed cod were reached, with an increase in harvested quantity of about 100%. In 2006 to 2008 growth continued further. Then from 2009, the on-growing industry suffered due to a market collapse for cod, and the number of hatcheries and on-growing companies declined dramatically. However, the outlook today for the remaining companies is good. In addition to the improved market situation, this is due to the improved quality of juveniles and genetic selection for growth that has reduced production cost for the on-growing industry of cod farming.

The technology used in the on-growing part of the industry, is based on the know-how from the salmon industry. The small fingerlings are put into sea cages for grow-out to market size, which will normally be reached after approximately 18-24 months in sea. The cod have then reached a gutted weight of about 3.5 kg.

Temperatures of about 8° to 12°C are considered to be optimal for the production and the northern part of Norway is due to its water temperature believed to have better natural conditions for cod farming than the southern part of the country.

The feed used for cod is adapted to this species, and two suppliers of fish feed in Norway offer feed for cod. The main difference between feed for cod and feed for salmon is that the feed for cod does not contain astaxanthin or other pigmentation. Another important difference is the lower fat content in cod feed.

The most important biological challenges in the on-growing stage of cod farming are reduced growth due to early sexual maturation and spawning, diseases and escapes.

Farmed cod experience higher growth rates compared to wild cod, and due to this farmed cod also reach sexual maturity earlier. This may occur already two years after the fish is transferred to sea cages and before reaching the market size of 3.5 kg. When the fish reach full sexual maturity they stop eating and start to spawn, and as a consequence they reduce weight and filet quality. It is therefore important to find ways to prevent sexual maturation, and use of artificial light in cages is

one way commonly used by the industry. Another way not applied commercially yet may be to produce sterile cod. Codfarmers is involved in research programs aiming for this.

The problem with cod escaping from the cages is higher than in the salmon industry. A lot of effort is done to control the problem. This includes the developing of stronger cages and nets. In the future, use of sterile cod may reduce the environmental impact of escaped farmed cod.

The most frequent disease problem in cod farming is vibriosis. To minimize the use of antibiotics, efficient vaccines have been developed to control the disease. Parasites may also occur on farmed cod like in wild, e.g. sea lice (*Caligus spp*) which can efficiently be treated in a similar way as salmon is treated for salmon lice. However, Codfarmers has not been exposed for this problem. When it comes to more serious parasite problems like roundworms or tapeworms, which may be a quality problem in wild cod, this has not been found in farmed fish. As soon as this is scientifically documented this brings up the potential of using fresh un-frozen cod in raw products like sashimi.

Finally, a sustainable and profitable cod farming industry, like any other food producing industry, depends on continuous genetic adaptations and improvements. A genetic breeding program for cod was established already in 2002 by MarineBreed AS at Sunndalsøra, where Codfarmers became the main strategic partner in 2007. Since the start of the breeding program in 2002 the cod population in the breeding program has been selected for three generations, resulting in a 35% improvement in growth rate and 16% better disease resistance. Furthermore there have been significant improvements in filet yield and juvenile quality (fewer deformities). In addition to working with Marine Breed, Codfarmers has formed a strategic alliance with Havlandet to further secure priority access to top quality genetic material in response to the contracting hatchery industry.

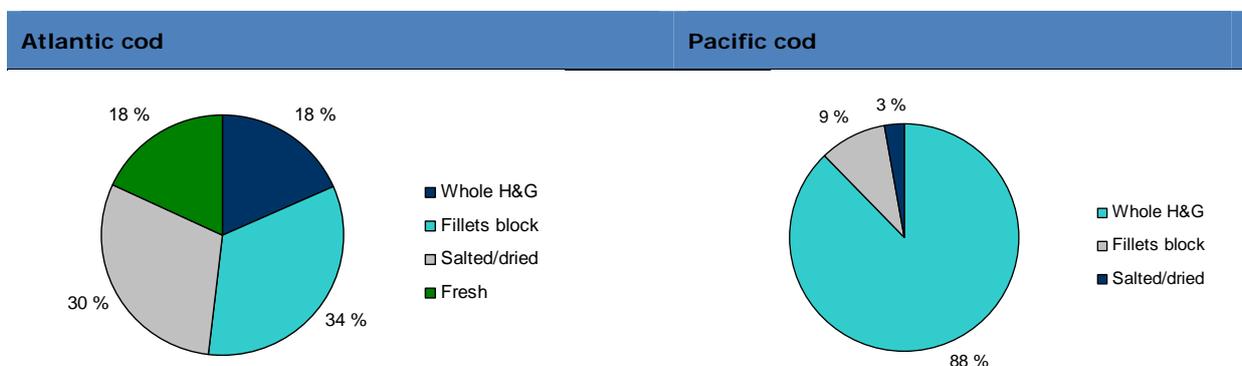
7.3.6 Supply Outlook

- Production of farmed cod in Norway is expected to decrease by 2,700 tons to approximately 17,000 tons in 2011.
- According to Kontali Analyse the total biomass in the Norwegian cod farming industry is in sharp decline with estimated stocks down 41% on May 2010 (Kontali monthly cod report, Kontali Analyse AS, July 2011).

7.4 Markets for Cod

7.4.1 Cod Market Segments – Utilizations

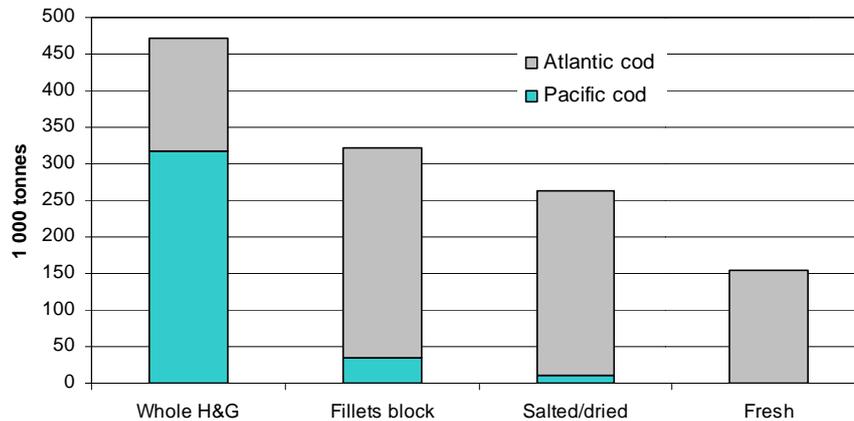
Traditionally, the supply of cod to the market is based on products either frozen, head off cod and gutted (H&G), fillets or salted/dried cod. Only a small share of the total catch is sold fresh.



Source: Groundfish Forum, Kontali Analyse AS, produced for DnB NOR Markets, November 2007 (Groundfisk Forum 2007).

The main part of Atlantic cod is caught in the Barents Sea. The majority of the catch is either frozen on board or used for salting and drying when landed fresh. Only a relatively small share of the fish caught qualifies for being sold in the fresh market. Despite the recent increase in the Russian / Norwegian Barents Sea quota, the majority of fish is still caught during the traditional winter fisheries (February – April) and little has changed in the utilization pattern.

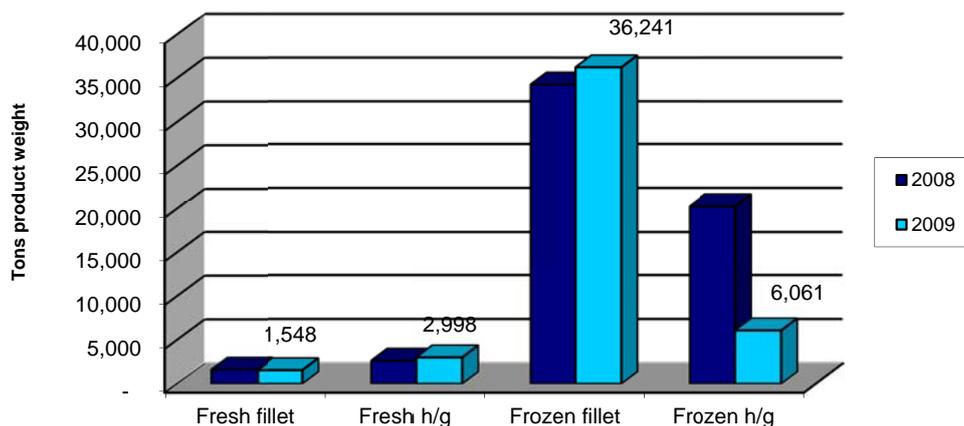
Atlantic & Pacific cod utilization, 2004



Source: Groundfish Forum, Kontali Analyse AS produced for DnB NOR Markets, November 2007 (Groundfish forum 2007).

Developing the supply of fresh cod requires increased quotas for coastal fisheries (nearer to the market), significant technical upgrades of the trawler fleet along with land based facilities or it can be achieved through aquaculture.

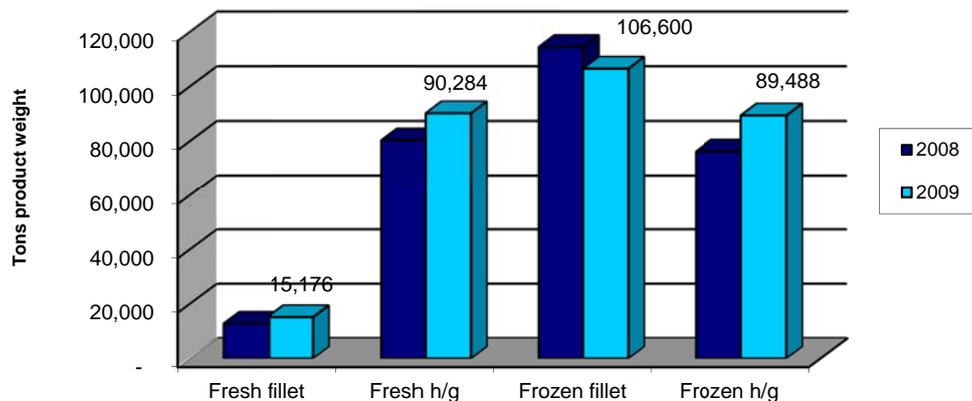
US consumption estimates of fresh and frozen cod 2008-2009



Source: Kontali Analyse AS, Produced for Codfarmers, March 2010 (US Stat. Bureau 2010).

7.4.2 The European Cod Market

Europe is by far the largest market for cod, regardless of utilization, or product form. It is also the only market where the fresh cod segment is of any notable size. The fresh cod segment in Europe, including both fresh whole cod and fresh cod fillets, is estimated to account for more than 100,000 tons annually (product weight).



Source: Kontali Analyse AS Produced for Codfarmers, March 2010 (EUROSTAT 2010).

It is in this segment, that farmed cod is finding its niche, with unbeatable freshness, consistency in quality, stable deliveries and a unique opportunity to comply with today's requirements towards traceability and ingredient control.

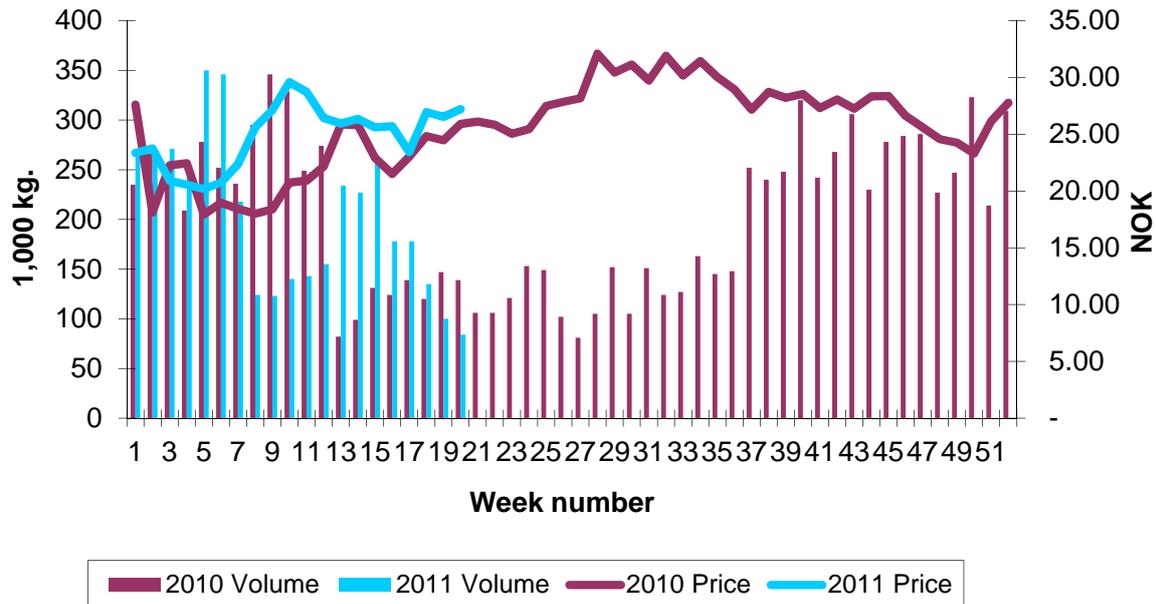
In Europe, the increased availability of stable and consistent supplies of farmed salmon is one of the main reasons behind the very existence of the large demand for fresh farmed salmon.

The strong seasonal variations in landing patterns of wild cod do not allow for the same consistent supply and thus constitute a hindrance to a similar market adoption for wild cod. Achieving "critical mass" through increased production and by enabling efficient flexible processing such markets for fresh cod products can develop faster.

7.4.3 Market Price Development

The average price for fresh farmed Atlantic cod has increased from NOK 23.76 in the first quarter of 2011 to NOK 29.55 in June 2011 and is expected to continue strengthening during the remainder of the year. Prices are steadily recovering from their low point of NOK 20.62 in the first quarter of 2010. This should be seen in contrast to an all time high average price of NOK 38.47 in 2007 (Source: Norwegian Seafood Export Council, Monthly Export Statistics, December 2007, March 2011 and June 2011). During the second half of 2008 and into the beginning of the first quarter of 2010, prices for fresh cod dropped by 30-35%. Many factors contributed to this development including the arrival of the global financial crisis leading to a temporary reduction in consumer demand, while at the same time quota created a temporary imbalance in the supply and demand. European retailers have since then taken a renewed interest in fresh cod leading to significant demand increase. At the same time demand for traditional products like stock fish and salted fish is strengthening and adding to the positive development in spot prices. The strong seasonality in landings of wild cod is expected to continue and combined with the sharp drop in availability of farmed cod as the overall biomass diminishes, it is likely to add further to the upward price trend and interest in long-term contracts in the years to come. This development will clearly favor the few remaining cod farmers.

Norwegian weekly export of fresh gutted farmed cod



Source: Norwegian Seafood Export Council, weekly Cod Export Statistics, 2010 – 2011.

7.5 Cost Structure and Key Drivers

The development of a more intensive and industrialized hatchery production has improved the access of good quality juveniles at a lower price. These technologically advanced intensive production facilities for juveniles typically have a high production capacity, and require a high degree of capacity utilization in order to keep the production costs low. Marked price for small juveniles of 5-10 grams is today NOK 4 to NOK 5. The price of large vaccinated juveniles ready to transfer to on-growing in sea-cages (70 – 150 grams) vary with season and fish size, typically from NOK 10 to NOK 12. Generally, the demand for larger juveniles is highest in early spring, since this gives the fish the best growing conditions (temperature- and light conditions) until harvesting and hence the lowest production cost. Fewer cod farming companies remaining after a period with difficult marked- and financial conditions for the industry has led to a reduced demand for juveniles. This makes it easier to establish long-term contracts with juvenile suppliers at better prices and higher quality criteria.

All feed suppliers in Norway are able to supply the cod farmers with feed designed for cod. Research has shown that the BFCR (Biological Feed Conversion Rate) has a potential to come below 1.0. In general, experience from commercial production has shown that the achieved EFCR (Economic feed conversion rate) for cod on average is higher than realised for salmon. The higher EFCR is driven by high rates of mortality and escapes. However, the EFCR is expected to come down as the experience with cod farming increases, and there are significant variances between the producers. The best producers refer to EFCR lower than the average for salmon producers.

The price for the feed is almost the same as for the price for feed to salmon. An important difference between feed for cod vs. feed for salmon, is that the cod feed do not contain astaxanthin, which is a high-priced raw material. On the other hand feed for cod contain a higher amount of marine fishmeal.

So far, the farming industry of cod has experienced a high level of losses, where escape/escapement is a challenge. This is however expected to constantly improve as the industry matures.

Cod has in general lower fillet-yield than i.e. salmon. On the other hand, utilization of the by-products as roe, liver and head is more profitable than for salmon. For fillet products in particular, the yield is higher for farmed cod, compared with wild cod.

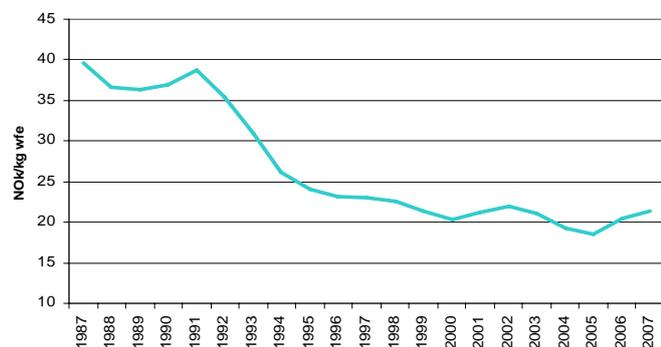
Cod farming is different from farming of salmon, thus a new know-how needs to be built for this specific industry.

In the salmon farming industry, the cost of production in the late -` 1980s, more than a decade after the commercial breakthrough in Norway started, was substantially higher than today's level.

Better vaccines, improved technologies, and enhancement in productivity and economics of scale, has led to a notable decline in the cost of producing a kilo salmon. With the current cost of production for farmed cod estimated to be between NOK 20 and 25 per kilo wfe ex cage, a similar pattern as for the salmon can be expected, once sufficient control of losses is gained and as the scale of the industry increases.

Cost development

Cost Development Farmed Salmon 1987 - 2008E

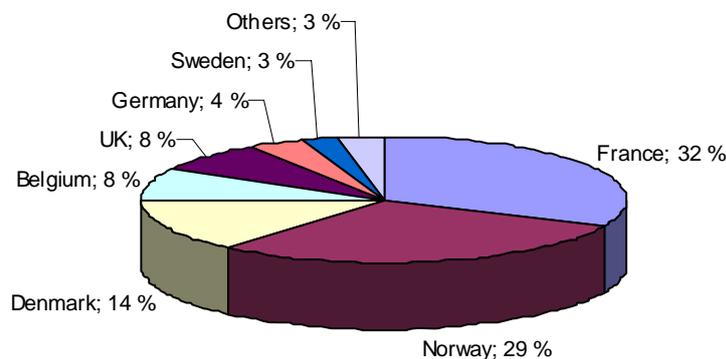


Source: Directorate of Fisheries, "Lønnsomhetsundersøkelse for matfiskproduksjon", November 2008.

7.6 Principal Markets

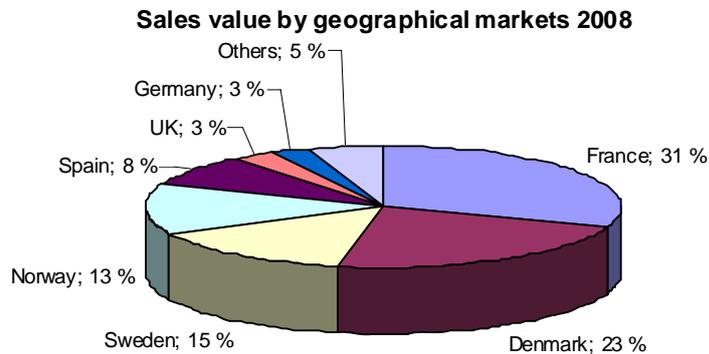
Codfarmers targets a limited number of defined accounts in each market. The aim is to sell as closely to the end consumer as possible in order to avoid margin erosion in the supply chain.

Sales value by geographical markets 2007



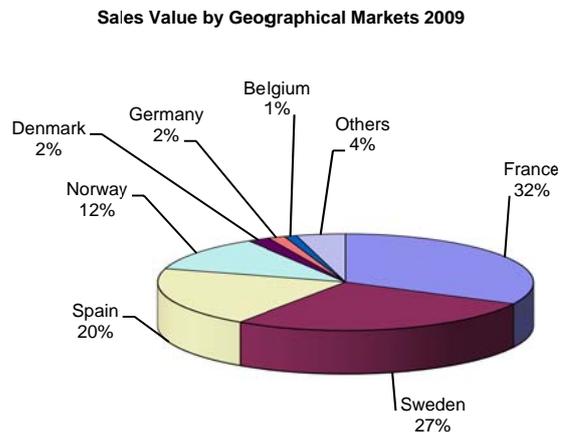
Source: Codfarmers ASA, market information.

A number of new geographical markets and accounts were added in 2007 with Germany and the UK emerging as new important markets. New accounts began to include direct relationships with select European retailers and the dependency on Norwegian and Danish traders was reduced.



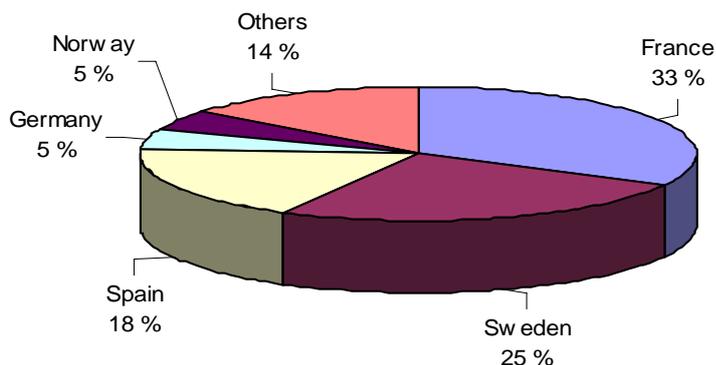
Source: Codfarmers ASA, market information.

In 2008 Codfarmers established a stronger presence in the Spanish market and laid the foundation for its long-term direct relationships with a majority of the Spanish retail chains. Spain has now developed into the third biggest market for Codfarmers, but still holds significant growth potential. The strong growth in the Swedish market mainly reflects a partnership with a Swedish secondary processor, where the Company produced and resold fillets and loins – an important initial phase of Codfarmers product development strategy. The positive development in Spain and Sweden partly made up for the unfortunate development in the UK market. Here the Company lost market share particularly to Iceland, who enjoyed significant competitive advantage due to a weakening in the Icelandic Kroner against the British Pound while the Norwegian Kroner strengthened its value against the British Pound.



Source: Codfarmers ASA, market information.

Sales value by geographical markets 2010



Source: Codfarmers ASA, market information.

Until now the Company has sold mainly whole gutted fish, head on or off. Consequently, it does not add any value to break down the geographical markets by product category. Following the introduction of fillets, however, (branded and non branded) in November 2010 there has been a noticeable change in the revenue generation by product in the second quarter of 2011, where filleted products accounted for 7% of the revenue. Filleted products were sold mainly in the Norwegian market.

7.7 Market and Production Trends Last Six Months

Demand for the branded consumer product STRØM® has developed very positively, a development expected to continue. Despite record high landings of wild cod, sales of whole fish have also developed positively. In addition to a general improvement in spot market prices also for wild cod, the positive development is a consequence of reduced volumes sold into the spot market. The average price for fresh farmed Atlantic cod has thus increased from NOK 23.76 in the first quarter of 2011 to NOK 29.55 in June 2011. Historically, there has been a strong seasonality in catching wild cod. The trend continues in 2011 and per June 2011 72% of the quota in Norway of Atlantic cod has been landed. In Iceland, 98% of the quota has been landed (Source: Kontali Monthly Cod Report, Kontali Analyse AS, July 2011). Due to lower volumes of wild cod the prices are expected to improve and continue strengthening during the remainder of the year. See Section 7.4.3 (The Market for Farmed Cod—Markets for cod—Market price development) for further information regarding the market price development.

The revenue share of filleted products is expected to continue to grow as more emphasis is put on value adding and the conversion of spot market sales to order based production at fixed prices. In addition to growing sales of the company's own brands, production of bulk fillets, previously produced by a third party contractor in France, has now been moved to Norway and will be invoiced by Codfarmers directly to the end customer as fillets. Until recently, this volume was invoiced as whole fish to a French processor.

7.8 Industry Structure

In terms of production the cod farming industry is still in an early phase. In Norway it has been easy to get licences for cod farming and by the end of 2008, 533 licences have been issued by the authorities (Source: Directorate of Fisheries). Many of the licenses are run by companies with only one license, and most of these have not yet commenced production.

The industry experienced significant growth in 2006 – 2008 as a result of access to capital, good supply of juveniles and availability of research results and experience. More than 33 license holders were active. The decrease in cod prices following the financial crisis in 2008/2009, combined with biological hurdles and lack of capital has reduced the number of active license holders to a handful. In 2010 only three farmers released new juveniles to sea. This will result in a continuous drop in volumes over the next two years and slower volume growth in the years to come. Development of the industry still requires risk capital, both for market investments, processing facilities and for further building of biomass.

The largest remaining farmers are:

Codfarmers

Production established in the region around Bodø in the county Nordland, Norway. The Company has a total of 1.3 million fish at two different locations. An additional 1.3 million juveniles at COD Juveniles bring the total volume to 2.6 million fish per the first quarter of 2011.

Atlantic Cod Farms

Atlantic Cod Farms was established in 2002 and started their farming operations in 2005. The company is located from Vik in Sogn to Fosen in Trøndelag, Norway. The company have in-house hatchery production and have invested in own production of juveniles (on-growing).

Skei MarinFisk

The company runs its production with concessions in Trøndelag, Norway.

Nordlaks

Having taken over SponFish in December 2009 with its licenses for production both in Troms and Finnmark, Norway.

8 INFORMATION REGARDING CODFARMERS AFTER THE OFFER

8.1 Organisation and Legal Structure

The Merged Group will after the completion of the Offer have the following legal structure:

Company Name	Country of Incorporation	Owned by	Ownership
Cod Juveniles AS	Norway	Codfarmers	100%
Cod Processing AS	Norway	Codfarmers	100%
Atlantic Cod Farms	Norway	Codfarmers	100%
NAP Marine AS	Norway	Codfarmers	99.6%
Nesset Fiskemottak AS	Norway	Codfarmers	17%
Marine Breed AS	Norway	Codfarmers	8%
Atlantic Cod Juveniles AS	Norway	Atlantic Cod Farms	100%
Fjord Gadus AS	Norway	Atlantic Cod Farms	100%
Vi-Marin AS	Norway	Atlantic Cod Farms	100%
Festøy Eiendom AS	Norway	Atlantic Cod Farms	100%
Fjordtorsk AS	Norway	Atlantic Cod Farms	75%

8.2 Board of Directors and Management

A new Board of Directors in Codfarmers will be proposed elected with effect from completion of the Transaction reflecting the new shareholder structure. Harald Dahl will be the CEO of the merged company.

8.3 Business Overview

The business of the Merged Group subsequent completion of the Offer will be a continuation of the existing business in Codfarmers in addition to the business of Atlantic Cod Farms contributed through the Offer. See Section 5.4 (Description of Codfarmers–Business Description) and Section 6.4 (Description of Atlantic Cod Farms–Business Overview). Further, Section 7 (The Market For Farmed Cod) provides an overview of the market for the Merged Group.

8.4 The Offer's Significance for the Earnings, Assets and Liabilities of the Merged Group

Completion of the Offer will have a significant effect on the key figures of the Merged Group compared to Codfarmers prior to the Offer. With reference to the pro forma financial information in Section 10 (Unaudited Pro Forma Financial Information), the Merged Group would have had total revenues of NOK 205 million in 2010 and a Loss before taxes of NOK 234 million. Total assets for the Merged Group would have amounted to NOK 382 million as of 30 June 2011.

Please see Section 10 (Unaudited Pro Forma Financial Information) below for a further description of the Offer's significance for the earnings, assets and liabilities of the Merged Group. The pro forma financial information in Section 10 (Unaudited Pro Forma Financial Information) addresses a hypothetical situation and does not represent the actual financial statements of the Merged Group. The pro forma financial information is based on judgments and assumptions made by the Senior Management of Codfarmers that might not necessarily have occurred had the Offer been made at an earlier time.

For additional information regarding the Offer's significance, including strategic effects, reference is made to Section 4.4 (The Offer-Background and Reason for the Offer).

9 CODFARMERS FINANCIAL INFORMATION

9.1 Historical Financial Information

The selected consolidated financial data for the Company set forth in this Section has been derived from the Company's audited consolidated financial statements for the financial years 2010, 2009 and 2008 and the unaudited interim financial statements for the three and six months ended 30 June 2011 and 2010. The Company's annual reports for the years 2010, 2009 and 2008, including the auditor's reports, as well as the interim financial statements for the three and six months ended 30 June 2011 and 2010, are incorporated by reference into this Offer Document, cf. Section 11.3 (Additional Information–Incorporation by Reference). The Company's financial statements may also be inspected at the Company's website www.codfarmers.com or be obtained, free of charge, at the offices of the Company at Akershusstranda 21, N-0150 Oslo, Norway.

The Company's audited consolidated financial statements for the financial years 2010, 2009 and 2008 and unaudited interim financial statements for the three and six months ended 30 June 2011 and 2010 have been prepared in accordance with IFRS.

The selected consolidated financial data set forth below may not contain all of the information that is important to a potential purchaser of Shares in the Company, and the data should be read in conjunction with the relevant consolidated financial statements and the notes to those statements.

Certain financial data in the tables below have been rounded. As a result of this rounding, the totals of data presented in the tables below may vary slightly from the actual arithmetic totals of such data.

9.2 Significant Changes After 30 June 2011

Other than the Transaction Agreement (as described in this Offer Document), no significant changes have occurred in the Group's financial and/or trading positions since 30 June 2011 and to the date of this Offer Document.

9.3 Accounting Policies

Please see the annual report for 2010 as incorporated by reference to this Offer Document (cf. Section 11.3 (Additional Information–Incorporation by Reference)) for a full summary of the Company's accounting policies.

9.4 Matters in the Report of the Auditor

PricewaterhouseCoopers AS has for the year 2008 issued an unqualified audit opinion.

The auditor's report for the year 2009 included the following statement concerning the Company's difficult liquidity situation and the uncertainty as to the Company's ability to continue operations the next 12 months (translated from Norwegian):

"Without qualifying our opinion above, we emphasise that there is significant uncertainty as to the company's ability to continue operations. We refer to further remarks in the financial statements and the Annual Report where it is stated that the group is dependent on new equity capital or new external financing to carry out planned and committed activities the next 12 months. To the extent that the group is forced to sell some of its assets there is a risk that the assets will be realized at substantially lower value than the book value."

The auditor's report for the year 2010 also included a statement concerning the Company's difficult liquidity situation and the uncertainty as to the Company's ability to continue operations the next 12 months (translated from Norwegian):

"We draw attention to the Board of Directors' report and in note 29 in the financial statements which indicates that the company needs to be supplied with liquidity. A possible forced sale of assets may result in losses from realization of assets at substantial lower values than the carrying amounts. These conditions, along with other matters as set forth in the Board of Directors' report in note 29 in the financial statements, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter."

Previous forecasts prepared by Codfarmers showed that the Company needed supply of liquidity by the end of November 2011 and thus did not meet the requirement of 12 months' liquidity to ensure continued operations. In 2011, the Board of Directors and Senior Management have worked actively with possible funding opportunities for Codfarmers. In connection with the announced acquisition of Atlantic Cod Farms (letter of intent signed on 1 July 2011), the Company announced a share capital increase during the third quarter of 2011. The Company will conduct a rights issue in the range between NOK 54 million and NOK 90 million to strengthen the Company's working capital. The minimum amount of NOK 54 million in the rights issue has been underwritten by existing shareholders in Codfarmers and Atlantic Cod Farms and completion of the rights issue will provide Codfarmers necessary liquidity to ensure the ongoing operations.

For further information, please see the description of the Group's working capital situation and the actions to be carried out to improve its working capital situation in Section 9.9 (Codfarmers Financial Information–Working Capital Statement) below.

9.5 Codfarmers Selected Financial Information

The following tables present selected financial information for Codfarmers as of, and for the years ended, 31 December 2010, 2009 and 2008, which has been derived from the Company's audited consolidated financial statements as of, and for the years ended, 31 December 2010, 2009 and 2008, and as of, and for the six months ended 30 June 2011 and 2010, which has been derived from the Company's unaudited interim financial statements as of, and for the six months ended, 30 June 2011 and 2010.

This Codfarmers selected financial information should be read together with the Sections entitled "Presentation of financial information", the Company's consolidated financial statements and the related notes thereto, and other financial information included elsewhere in this Offer Document.

9.5.1 Codfarmers Consolidated Statement of Income

	Years ended 31 December		
	2010	2009	2008
(NOK thousands)	Audited	Audited	Audited
Revenue	139,733	101,996	74,215
Inventory used	122,160	124,716	115,462
Change in inventories of finished goods and work in progress ...	-124	44,381	-6,636
Employee compensation and benefit expense	24,725	38,239	38,622
Depreciation, amortisation and impairment charges	19,723	26,747	16,857
Other expenses.....	21,243	35,685	48,718

<i>(NOK thousands)</i>	Years ended 31 December		
	2010	2009	2008
	Audited	Audited	Audited
Profit from operations before biomass adj.	-47,994	-167,773	-138,809
Biomass adjustment	0	0	0
Operating profit	-47,994	-167,773	-138,809
Financial income	1,444	29,608	8,252
Financial costs	-15,146	-15,970	-17,393
Net financials	-13,702	13,638	-9,141
Profit before income tax	-61,696	-154,135	-147,950
Income tax (expense) / income	0	0	0
Profit for the period	-61,696	-154,135	-147,950
Majority interest.....	-61,696	-154,135	-147,950
Earnings per share	-0.71	-5.19	-7.25
Earnings per share fully diluted	-0.71	-5.19	-7.25

<i>(NOK thousand)</i>	Six months ended 30 June		Second quarter	
	2011	2010	2011	2010
	Unaudited	Unaudited	Unaudited	Unaudited
Revenue	76,943	72,979	36,852	29,506
Inventory used	66,624	53,476	33,645	23,798
Change in inventories of finished goods and work in progress	12,033	7,115	8,840	3,821
Employee compensation and benefit expense	7,399	12,342	2,953	4,576
Depreciation, amortisation and impairment charges.....	8,367	10,733	4,171	5,195
Other expenses.....	8,780	11,765	4,919	5,591
Profit from operations before biomass adj.	-26,260	-22,452	-17,677	-13,474
Biomass adjustment.....	0	0	0	0
Operating profit	-26,260	-22,452	-17,677	-13,474
Financial income	8,485	418	5,997	231
Financial costs	-7,487	-7,424	-2,796	-4,301
Net financials	998	-7,007	3,200	-4,070
Profit before income tax	-25,262	-29,459	-14,477	-17,543
Income tax (expense) / income	0	0	0	0
Profit for the period	-25,262	-29,459	-14,477	-17,543
Majority interest.....	-25,262	-29,459	-14,477	-17,543
Earnings per share	-1.68	0.69	-0.94	-0.41
Earnings per share fully diluted	-1.68	0.69	-0.94	-0.41

9.5.2 Codfarmers Consolidated Statement of Financial Position

(NOK thousands)	Years ended 31 December		
	2010 Audited	2009 Audited	2008 Audited
Assets			
Property, plant and equipment.....	101,960	151,404	174,490
Intangible Assets	3,301	3,525	2,466
Available for sale financial assets	102	215	3
Total non-current assets	105,363	155,144	176,658
Inventory	1,698	3,288	4,808
Biological assets.....	61,575	62,188	103,683
Trade receivables	20,592	17,880	19,342
Other receivables	4,983	23,278	14,229
Cash and cash equivalents	26,432	6,718	15,397
Total current assets	115,280	113,353	157,459
Total assets	220,644	268,497	334,417
Liabilities and shareholders' equity			
Share capital and share premium	522,934	472,510	386,669
Other reserves	20,532	16,922	14,370
Retained earnings	-425,775	-364,079	-209,945
Total shareholders' equity.....	117,691	125,353	191,095
Pension liabilities.....	134	482	1,482
Borrowings	31,987	36,756	12,157
Convertible loan.....	47,361	36,366	95,083
Total long-term liabilities	79,482	73,603	108,722
Trade payables	115,285	17,121	22,019
Tax and excise liabilities.....	667	1,132	1,556
Interest-bearing short-term debt	3,473	31,611	2,126
Provisions	0	0	0
Other liabilities	4,046	19,676	8,899
Total short-term liabilities.....	23,472	69,540	34,600
Total liabilities	102,953	143,143	143,322
Total shareholders' equity and liabilities.....	220,644	268,497	334,417

(NOK thousand)	Six months ended 30 June 2011		Year ended 31 December
	2011 Unaudited	2010 Unaudited	2010 Audited
Assets			
Property, plant and equipment.....	93,427	120,311	101,960
Intangible Assets	3,301	3,301	3,301
Financial assets.....	952	215	102

<i>(NOK thousand)</i>	Six months ended 30 June 2011		Year ended 31 December
	2011	2010	2010
	Unaudited	Unaudited	Audited
Total non-current assets	97,680	123,827	105,363
Inventory	863	1,566	1,698
Biomass	49,543	55,073	61,575
Trade receivables	15,610	11,744	20,592
Other receivables	6,874	13,190	4,983
Cash and cash equivalents	18,732	7838	26,432
Total current assets	91,622	89,411	115,280
Total assets	189,302	213,237	220,644
Liabilities and shareholders' equity			
Share capital and share premium	526,387	472,510	522,934
Other equity	20,507	16,922	20,532
Retained earnings	-451,039	-393,121	-425,775
Total shareholders' equity	95,856	96,311	117,691
Pension liabilities	134	482	134
Borrowings	28,965	32,801	31,987
Convertible loan	26,516	40,868	47,361
Total long-term liabilities	55,615	74,152	79,482
Trade payables	14,066	14,193	15,285
Tax and excise liabilities	888	1324	667
Interest-bearing short-term debt	4,729	21,233	3,473
Provisions	0	0	0
Other liabilities	18,148	6,024	4,046
Total short-term liabilities	37,831	42,774	23,472
Total liabilities	93,447	116,926	102,953
Total shareholders' equity and liabilities	189,302	213,237	220,644

9.5.3 Codfarmers Consolidated Statement of Cash Flow

<i>(NOK thousands)</i>	Years ended 31 December		
	2010	2009	2008
	Audited	Audited	Audited
Cash Flow from Operations			
Profit for the period	-47,994	-167,773	-137,330
Interest paid	-5,515	-6,688	-1,212
Share option costs	3,610	333	0
Gain on sale of assets	-2,275	-944	0
Depreciation	19,835	26,747	16,857
Change in inventories	2,203	43,015	-8,455
Change in trade receivables	-2,712	1,462	-10,661
Change in trade payables	-1,836	-4,898	4,692
Change in other balances	2,201	13,974	30,025

<i>(NOK thousands)</i>	Years ended 31 December		
	2010	2009	2008
	Audited	Audited	Audited
Net cash flow from operations	-32,483	-94,773	-106,084
Cash Flow from investment activities			
Purchase of property, plant and equipment (PPE)	-915	-11,576	-111,427
Investments Grants	1,108	11,765	0
Proceeds from sale of PPE and financial assets	31,678	5,200	0
Costs of Business Combinations	0	-800	0
Purchase of financial assets	0	-212	0
Interest received	1,444	1,039	5,973
Net cash flow from investment activities	33,315	5,416	-105,454
Cash Flow from financing activities			
Proceeds from borrowings	0	46,487	11,643
Proceeds from new convertible loan	0	0	0
Convertible bond – allocated costs	0	0	0
Repayments of borrowings	-31,543	-3,346	-602
Equity part of convertible bond	0	0	0
Proceeds from share issue	50,424	37,537	0
Share option costs	0	0	440
Net Cash Flow from financing activities	18,881	80,678	11,481
Net change in cash and cash equivalents	19,713	-8,678	-200,057
Cash and cash equivalents as at 1 January	6,718	15,397	215,454
Cash and cash equivalents as at 31 December	26,432	6,718	15,397
Restricted cash as at 31 December	-539	-923	-1,022
Cash and cash equivalents adjusted for restricted cash ...	25,893	5,795	14,375

<i>(NOK thousands)</i>	Six months ended 30 June 2011	
	2011	2010
	Unaudited	Unaudited
Cash Flow from Operations		
Profit for the period	-26,260	-22,452
Interest paid	-3,008	-2,858
Depreciation	8,367	10,733
Share option costs	-26	418
Gain on sale of assets	0	-231
Change in inventories	16,387	8,838
Change in trade receivables	4,982	6136
Change in trade payables	-1,219	-2,928
Change in other balances	12,708	-3,437
Net cash flow from operations	11,932	-5,782
Cash Flow from investment activities		

	Six months ended 30 June 2011	
	2011 Unaudited	2010 Unaudited
<i>(NOK thousands)</i>		
Purchase of property, plant and equipment (PPE)	-527	0
Government grants related to investments	0	0
Proceeds from sale of PPE	350	20,815
Purchase of financial assets	-850	
Interest received	1027	418
Net cash flow from investment activities	-0	21,233
Cash Flow from financing activities		
Repayments of borrowings	-19,631	-14,332
Proceeds from borrowings	0	0
Proceeds from share issue	0	0
Share option costs	0	0
Interest on convertible bond	0	0
Net Cash Flow from financing activities	-19,631	-14,332
Net change in cash and cash equivalents	-7,700	1119
Cash and cash equivalents as at 1 January	26,432	6,718
Cash and cash equivalents as at 31 March	18,732	7838
Restricted cash as of 31 March	917	1,278
Cash and cash equivalents adjusted for restricted cash	17,815	6,560

9.5.4 Changes in equity

Changes in equity	Unaudited			
	Share capital /share premium	Other reserves	Retained earnings	Total
<i>(NOK thousand)</i>				
Balance at 1 January 2008	386,669	13,930	-61,995	338,605
Share capital issue				0
Expenses related to increase of share capital				0
Awarded options – amount recognized in P&L		440		440
Equity portion of convertible loan				0
Profit for the period			-147,950	-147,950
Total changes for the period				
Balance at 31 December 2008	386,669	14,370	-209,945	191,095

Changes in equity	Unaudited			
	Share capital /share premium	Other reserves	Retained earnings	Total
<i>(NOK thousand)</i>				
Balance at 1 January 2009	386,669	14,370	-209,945	191,095
Share capital issue	88,598			88,598
Expenses related to increase of share capital	-2,757			-2,757

Changes in equity	Unaudited			
	Share capital /share premium	Other reserves	Retained earnings	Total
<i>(NOK thousand)</i>				
Awarded options - amount recognized in P&L.....		333		333
Equity portion of convertible loan		2,219		2,219
Profit for the period			-154,135	-154,135
Total changes for the period	85,841	2,552	-154,135	-65,742
Balance at 31 December 2009	472,510	16,922	-364,079	125,353

Changes in equity	Unaudited			
	Share capital /share premium	Other reserves	Retained earnings	Total
<i>(NOK thousand)</i>				
Balance at 1 January 2010	472,510	16,922	-364,079	125,353
Share capital issue	53,431			53,431
Expenses related to increase of share capital	-3,007			-3,007
Awarded options - amount recognized in P&L.....		3,610		3,610
Equity portion of convertible loan				0
Profit for the period			-61,696	-61,696
Total changes for the period	50,424	3,610	-61,696	-7,662
Balance at 31 December 2010	522,934	20,532	-425,775	117,691

Changes in equity	Unaudited			
	Share capital /share premium	Other reserves	Retained earnings	Total
<i>(NOK thousand)</i>				
Balance at 1 January 2011	522,934	20,532	-425,775	117,691
Share capital issue	3,520			3,520
Expenses related to increase of share capital	-67			-67
Awarded options - amount recognized in P&L.....		-26		-26
Profit for the period			-25,262	-25,262
Balance at 30 June 2011	526,387	20,506	-451,037	95,856

9.5.5 Segmentation

The following table shows the total revenues (in NOK) by geographical areas for the second quarter of 2011 and for the financial years 2010, 2009 and 2008.

NOK	2008	2009	2010	Q2 2011
				Unaudited
France.....	20,516,618	32,912,739	37,173,231	6,789,831
Sweden.....	9,659,926	27,444,425	31,011,853	3,309,478
Spain.....	6,420,534	20,282,897	22,626,794	17,542,124
Norway	8,543,708	12,011,634	5,244,123	2,833,305
Denmark	14,808,386	1,970,171	2,437,584	102,861
Germany	1,826,474	1,486,541	6,720,236	1,045,443

NOK	2008	2009	2010	Q2 2011 Unaudited
Belgium.....	1,766,048	1,076,650	307,438	527,735
UAE	615,164	1,001,599	583,347	
Austria	6,976	933,865	69,711	104,126
Latvia	3,495,391	588,489		1,652,687
Italy		472,838	5,655,179	1,158,225
Japan.....	84,271	384,554		
UK.....	2,212,320	333,922	51,229	108,221
Poland.....		242,951	620,032	435,531
Netherlands	859,905	175,108	258,908	53,193
USA		138,507		
Switzerland.....	236,558			1,764,236
Total	71,052,279	101,456,891	112,759,666	37,426,997

9.6 Capital Resources

9.6.1 Capitalization and Indebtedness

The capitalization and indebtedness statement for Codfarmers is based on the Group's unaudited interim accounts as at 30 June 2011 and the capitalization and indebtedness for the Atlantic Cod Farms group as of the date of this Offer Document):

Amounts in NOK thousands	30 June 2011 Unaudited	Figures for Atlantic Cod Farms as of the date of the Offer Document Unaudited	Merged figures Unaudited
Share capital	-15,406	-48,238	-63,644
Share premium reserve	-510,981	-82,770	-593,751
Own shares	0	0	0
Retained earnings	430,531	56,439	486,970
Minority interests	0	0	0
Total equity	-95,856	-74,569	-170,425
Long-term borrowings (guaranteed)			
Long-term borrowings (secured)	-28,965	-38,542	-67,507
Long-term borrowings (unsecured/unguaranteed)	-26,516	0	-26,516
Total long term borrowing	-55,481	-38,542	-94,023
Current debt (guaranteed)			
Current debt (secured)	-4,729	-24,049	28,778
Current debt (unsecured/unguaranteed)	0	0	0
Total current debt	-4,729	-101,133	-105,862
Total capitalisation.....	-156,066	-175,702	-331,768

Amounts in NOK thousands	30 June 2011 Unaudited	Figures for Atlantic Cod Farms as of the date of the Offer Document Unaudited	Merged figures Unaudited
A. Cash.....	17,815	5,500	23,315
B. Cash equivalent	0	0	0
C. Trading securities.....	0	0	0
D. Liquidity (A + B + C)	17,815	5,500	23,315
E. Current financial receivable.....	0	0	0
F. Current bank debt	0	-15,400	-15,400
G. Current portion of non current debt.....	-4,729	-8,649	-13,378
H. Other current financial debt *	0	0	0
I. Current financial debt (F + G + H)	-4,729	-24,049	28,778
J. Net current financial indebtedness (I - E - D)	13,086	-29,549	-16,463
K. Non current bank loans.....	0	0	0
L. Bond issued	-26,516	0	-26,516
M. Other non current loans.....	-28,965	-38,542	-67,507
N. Non current financial indebtedness (K + L + M)	-55,481	-38,542	-94,023
O. Net financial indebtedness (J + N)	-42,395	-68,091	-110,486

*No debt has been categorized as "Other current financial debt". All current portion of non current financial debt is included in line "G. Current portion of non current debt".

There have been no significant changes in capitalization and indebtedness for the Group since 30 June 2011 and to the date of this Offer Document, see also Section 9.2 (Selected Financial Information–Significant Changes After 30 June 2011).

As of 30 June 2011, the Company has an equity ratio of 51%.

The indebtedness amounts have been extracted from Codfarmers' unaudited interim accounts which have been prepared using policies which are consistent with those used in preparing the financial information relating to the Codfarmers Group.

9.6.2 Funding Structure and Restrictions on Use of Capital

The Company funds its investments and operations from several capital sources. Business activities are primarily financed over the balance sheet. In addition, investments and operations are also funded through the commercial bank loan market and through loans from Innovation Norway. Except for the sources of funding described in this Section, the Group has no other used or unused sources of funding.

The following table sets out the maturity profile for the Company's loans.

Debt per Q2 2011				
<i>In NOK thousand</i>	Amount	Date of Payment	Installment	Interest rate
Innovation Norway	10,833	2021	Semi-annual, NOK 1.1 million each year.	5.15% floating interest rate based on the key policy rate from Norway's central bank.
Innovation Norway	698	2014	Semi-annual, NOK 0.2 million each year.	5.15% floating interest rate based on the key policy rate from Norway's central bank.
Innovation Norway	16,992	2016	Semi-annual installments in 2012-2017, NOK 3.4 million each year. Depends on sale of equipment.	5.15% floating interest rate based on the key policy rate from Norway's central bank.
Convertible bond issue.....	31,062*	2013	NOK 23.0 million repurchased in April 2011. NOK 12.5 million in 2012 and NOK 18.5 million in 2013.	15% per annum coupon rate from 30 November 2009, and 10% from 30 November 2011 until its maturity on 30 November 2013. If the Company chooses Payment-In-Kind for the period 30 November 2011 to 30 November 2013, the interest increases from 10 to 15% in the period.
Gildeskål	1,085	2018	Annual, NOK 0.2 million each year.	8.22 floating interest rate.
Christensen	400	2011	Annual, NOK 0.4 million each year.	Interest free loan.
Leasing SG Finans	1,866	2016	Monthly, NOK 0.5 million each year. Depends on sale of equipment.	Five contracts with floating interest rate based on 3 months NIBOR + 1.8%, one contract with floating interest rate of 8.56%, and one contract with floating interest rate of 8.35%.
Leasing DnB NOR	2,196	2015	Monthly, NOK 0.6 million each year. Depends on sale of equipment.	Floating interest rate based on 3 months NIBOR + 1.5%.

* Book value according to IFRS valuation is TNOK 26,516.

The following table sets out the installments to be paid under the Company's loans per year:

<i>In NOK thousand</i>	Instalments due in										
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Total instalments	31,184	18,606	24,575	5,726	5,067	4,525	1,183	1,181	1,083	1,083	545

The Company's financing arrangements provide for customary financial and non-financial covenants and restrictions, such as limitation on the ability to pledge assets, restrictions on sale assets, minimum liquidity and minimum ratios relating to current assets/current liabilities, net interest bearing debt/EBITDA. The Company is not, on the date of this Offer Document, in breach of any covenants.

9.6.3 Borrowing and Use of Financial Instruments

The net interest-bearing debt amounted to NOK 60.2 million by June 2011, compared to NOK 82.8 million at the end of 2010, NOK 104.7 million in 2009 and NOK 109.4 million in 2008.

The Company currently has three loans from governmental financial institutions (Innovation Norway, a total of NOK 28.5 million per the second quarter of 2011), two loans from Gildeskål Sparebank (total of NOK 1.1 million per the second quarter of 2011) and financed lease agreements of NOK 4.1 million per the second quarter of 2011. All loans are at floating rates.

The Company issued a NOK 50 million convertible bond loan in 2009. The nominal value of the convertible bond has increased as a result of interest payments made as payment-in-kind. In March and April 2011 the Company repurchased 50% of the convertible bond, and holds bonds with a nominal value of NOK 31.1 million per the second quarter of 2011.

The procedures for conversion of the loan into shares are as follows:

- Each bondholder may convert its bond to Shares during the term of the loan until 20 November 2013 at a conversion price of NOK 14 per share.
- The conversion price shall be adjusted for any new issues of Shares or other financial instruments in which the shareholders of Codfarmers have preferential rights to subscribe for the new shares, capital write-downs in Codfarmers, bonus issues (not included bonus issues writing up the par value of the Shares), split or consolidation of Shares. Should Codfarmers decide on a merger in which Codfarmers is the acquired company, the bondholders may require the bonds redeemed at par plus accrued interests. In the event of a de-merger, split-up, spin-off or other event which in the opinion of the loan trustee has the same effect as a de-merger, Codfarmers and the loan trustee shall agree on appropriate adjustments to the conversion right and the conversion price.
- Should Codfarmers decide on a merger in which Codfarmers is the acquiring company, and shareholders of the acquired company receive settlement in the form of Shares only, no adjustment will be made to the conversion price. In the event shareholders of the acquired company receive settlement in any other form, in full or partly, Codfarmers and the loan trustee shall agree on appropriate adjustments to the conversion price.

The table below shows debt ratios for the Group as of 30 June 2011 and as of 31 December 2010, 2009 and 2008:

Debt ratios	As of 30 June	As of 31 December		
	2011	2010	2009	2008
Total debt/Total capital ratio	0.49	0.47	0.53	0.43
Total debt/Total equity ratio.....	0.98	0.87	1.14	0.75

The Company has not entered into any other agreements giving rise to financial instruments. The Senior Management and the Board of Directors are however consecutively assessing the

Company's situation and future plans and will use financial instruments if deemed necessary and to the best for the Company.

9.7 Financial Risk Management

The Group's activities expose it to a variety of financial risks; market risk (including currency risk and fair value interest rate risk), credit risk, liquidity risk and cash flow interest rate risk. The management seeks to minimise potential adverse effects on the Group's financial performance, but due to the limited degree of financial risk factors, no formal risk management program has been issued.

(a) Foreign exchange risk

The Group makes sales to the European market. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities mainly in Euro and Swedish kroner. The Group is thus exposed to currency risk. The Group has not entered into any contracts to reduce the foreign exchange risk. The operating income of the Company for 2010 would have been changed by NOK 6.2 million in case of an appreciation of the Norwegian kroner of 5% compared to Euro and Swedish kroner. All cash and cash equivalents are held in NOK bank accounts.

(b) Credit risk

The Group has no significant concentrations of credit risk. The Group has had limited loss on trade debtors during the recent years. Procedures are established to secure that sales are made to customers with satisfactory credit rating, and a substantial part of the receivables are covered by a credit insurance with DnB NOR Finans.

(c) Floating rate - and fixed rate risk

The risk exposure of the group is related to long term debt. Loans with floating interest involve interest risk for the Group's cash flow.

The effect on the consolidated result from a change in the interest rate level is calculated to NOK 360,000.

(d) Liquidity risk

The Company has focus on maintaining a prudent and sufficient cash situation. See Section 9.5.3 (Codfarmers Financial Information–Codfarmers Selected Financial Information–Codfarmers Consolidated Statement of Cash Flow) for further information on the Group's cash situation and Section 9.6 (Codfarmers Financial Information–Capital Resources).

9.8 Trend Information

The cod farming industry has been through a difficult period with falling cod prices and higher production costs than foreseen. As a result, most cod farming companies experienced severe losses in 2009 and 2010. Currently, prices are above the bottom levels experienced during the first quarter of 2010, but there is uncertainty as to the future development. The production cost has remained higher than the expected market price for cod.

Several companies in the industry are struggling with unmet financing needs and poor liquidity. There is anticipation that the situation will lead to further consolidation in the industry.

9.9 Working Capital Statement

The Group, and the Merged Group after the implementation of the Offer, does not have sufficient working capital for its present requirements. Although steps have been taken to increase run rate

of income and further cost reduction, there will be a need for additional funding. The Group, and the Merged Group, estimates that it will run out of working capital during November 2011. The Group, and the Merged Group, needs additional funding in the amount of approximately NOK 60 – 70 million to cover the 12 months working capital requirement. The Group, and the Merged Group, believes that it will be able to cover the shortfall in working capital through a new share issue. The Company is planning to carry out a new share issue in the third quarter of 2011. However, the Company is unsuccessful in raising funds through a share issuance, it will explore other means and consider and pursue alternative actions to improve its working capital situation, such as cash flow and cost savings, sale of assets or obtaining a new loan facility. Should none of the Company's actions towards improving its working capital be successful, the Company may be forced to seek public debt settlement proceedings.

10 UNAUDITED PRO FORMA FINANCIAL INFORMATION

10.1 Basis for Presentation

The consolidated pro forma financial information presented below shows Codfarmers and Atlantic Cod Farms as if the Offer had been carried out on 1 January 2010 for the purpose of the pro forma condensed and consolidated income statement for 2010, and as if the combination had been carried out on 30 June 2011 for the purposes of the pro forma condensed and consolidated statement of financial position as of 30 June 2011 and as if the Offer had been carried out 1 January 2011 for the six months ended 30 June 2011.

The pro forma condensed and consolidated income statement and the pro forma consolidated statement of financial position are prepared using the audited consolidated financial statements for 2010 and the unaudited consolidated internal financial reporting for the first six months of 2011 for Atlantic Cod Farms (included in appendix 4 to this Offer Document) and the audited consolidated financial statements for 2010 and the unaudited consolidated financials for the first six months of 2011 for Codfarmers (incorporated by reference to this Offer Document, see Section 11.3 (Additional Information–Incorporation by Reference)). The unaudited consolidated internal financial reporting for the first six months of 2011 for Atlantic Cod Farms and the audited consolidated financial statements for 2010 and the unaudited consolidated financials for the first six months of 2011 for Codfarmers are prepared in accordance to IFRS. For Atlantic Cod Farms the consolidated financial statements for 2010 are prepared in accordance to NGAAP and included in appendix 4 to this Offer Document.

The unaudited pro forma financial information is provided for illustrative purposes only and does not represent what the statements of income or statements of financial position would actually have been if the transactions had in fact occurred on those dates and is not representative of the results of operations for any future periods.

All figures in this Section 10 are in NOK thousands if not otherwise stated.

The pro forma financial information is based on certain assumptions that would not necessarily have been applicable if Codfarmers and Atlantic Cod Farms were one company from the beginning of or as of the period presented in the pro forma financial information, i.e. from 1 January 2011. The pro forma consolidated financial information does not include all of the information required for financial statements under IFRS, and should be read in conjunction with the consolidated financial statements of each of Codfarmers and Atlantic Cod Farms as of, and for the year ended, 31 December 2010 and the unaudited condensed consolidated interim financial information for the interim period ended 30 June 2011. On a general basis, it is emphasized that there is a high uncertainty related to pro forma consolidated financial information. The pro forma consolidated financial information is not deemed to represent the actual combination of the financial statements of Codfarmers and Atlantic Cod Farms in accordance with IFRS, since certain simplifications and highly uncertain estimates and assumptions have been made as set out in the subsequent paragraphs. Because of its nature the pro forma financial information addresses a hypothetical situation.

An independent assurance report on the pro forma financial information prepared by PricewaterhouseCoopers AS is attached as Appendix 3 to this Offer Document.

The assumptions underlying the pro forma adjustments applied to the historical audited financial statements included elsewhere in this Offer Document, for purposes of deriving the pro forma financial information are described in the notes to these unaudited pro forma financial statements.

Neither these adjustments nor the resulting pro forma financial statements have been audited in accordance with Norwegian generally accepted auditing standards. In evaluating the pro forma financial information, you should carefully consider the audited historical financial statements and the notes thereto and the notes to the unaudited pro forma financial statements.

10.2 Purchase Accounting

The combination of Codfarmers and Atlantic Cod Farms will legally take place as an acquisition by Codfarmers of the shares in Atlantic Cod Farms, whereby Codfarmers will compensate the shareholders of Atlantic Cod Farms with by issuing 1 Share in Codfarmers per 40.3761 shares in Atlantic Cod Farms. Both Codfarmers and Atlantic Cod Farms are assumed to continue as separate legal entities and Atlantic Cod Farms will be deemed a subsidiary of Codfarmers.

IFRS 3 para 17 requires an acquirer to be identified for all business combinations. Codfarmers is the company that acquires Atlantic Cod Farms for legal purposes and is assumed to be the acquirer also for accounting purposes. The pro forma financial information has been prepared under this assumption. The acquirees' assets and debt will be stated at fair value as of date of acquisition. The acquirer's assets and debt remain at book value.

According to IFRS 3, the acquisition date is the date on which Codfarmers obtains control of Atlantic Cod Farms. The fair value of the acquiree will be assessed at the same date. This is the assumed basis of preparation for the pro forma financial consolidated information. The pro forma consolidated financial information presented below reflects fair value as of 25 August 2011 (in which the share price of Codfarmers was NOK 4.67). However, the fair value will be adjusted due to fluctuation of the value of the Consideration until fulfillment. This may have a material effect on the cost of the business combination for accounting purposes. The effects of a change in fair value of the Codfarmers share price are presented in Section 10.4 (Unaudited Pro Forma Financial Information–Preliminary Purchase Price Allocation) below.

10.3 Uniform Accounting Principles

When preparing the pro forma consolidated financial information, it has been taken into account that Codfarmers' historical financial information is prepared for 2010 and the second quarter of 2011 in accordance with IFRS. Atlantic Cod Farms, however, have presented their historical financial information in accordance with the Norwegian Generally Accepted Accounting Principles (NGAAP) for 2010 and in accordance with IFRS for second quarter of 2011. The historical financial information for Atlantic Cod Farms has been adjusted in Section 10.6 (Unaudited Pro Forma Financial Information–Pro Forma Condensed and Consolidated Income Statements and Statements of Financial Position (Unaudited)) to be consistent with accounting principles used for Codfarmers.

The consolidated financial statements of Atlantic Cod Farms include information about the accounting principles applied by this company. However, adjustments have been made due to differences between methods for valuation under IFRS and NGAAP:

Leasing

The group leases certain property, plant and equipment. Leases of property, plant and equipment where the group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost

is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

10.4 Preliminary Purchase Price Allocation

As of the date of this Offer Document, Codfarmers does not have full access to Atlantic Cod Farms' accounting records, which will only be available after the completion of the transaction. As a result, a final purchase price allocation has not been prepared at this time. However, a preliminary purchase price allocation has been prepared identifying Atlantic Cod Farms' assets, liabilities and contingent liabilities. The purchase price allocation in the unaudited pro forma condensed financial information is based on the 30 June 2011 statement of financial position of Atlantic Cod Farms. The final purchase price allocation may vary from the preliminary purchase price allocation which is presented in the unaudited pro forma condensed consolidated financial information.

The identified fair value adjustments in the preliminary purchase price allocation are:

		Notes
Fair value	78.2	1
Book value equity ex goodwill and intangibles	78.6	
Excess value	-0.4	
Allocation of excess value:		
Farming equipment	-0.4	2, 3

Notes

1. Fair value of the transaction is calculated by adding the Consideration in the Offer to the fair value adjusted book value of Codfarmers' investment in Atlantic Cod Farms (the book value of these shares is adjusted using the same value of Atlantic Cod Farms shares as in the Offer). An assumption has been taken in respect to 100% acceptance from the shareholders in Atlantic Cod Farms.
2. No intangible assets are identified in the preliminary purchase price allocation. However, one or more intangible assets may be identified during the final purchase price allocation, and that such assets will be recorded in the statement of financial position of the merged entity.
3. In the preliminary purchase price allocation, the book value of farming equipment has been reduced by NOK 0.4 million. No other adjustments have been made to the book value of the assets and debts of Atlantic Cod Farms.

The pro forma consolidated income statements and statement of financial position set out in this Offer Document have been prepared under the assumption that Codfarmers' acquisition of Atlantic Cod Farms will be settled by issuing new Shares in Codfarmers. The completion of the Offer is subject to, among others, a condition in which shareholders representing a minimum of 90% of the issued share capital of Atlantic Cod Farms accepting the Offer. In addition it is assumed that the remaining maximum 10% of the issued share capital of Atlantic Cod Farms will be acquired by Codfarmers, resulting in Atlantic Cod Farms being a 100% owned subsidiary of Codfarmers. As such, no minority interest is incorporated in the pro forma consolidated income statements and balance sheets.

The fair value of the transaction is based on a Codfarmers share price of NOK 4.67. The table below presents the financial effects on the preliminary purchase price allocation if changes to the fair value of the Codfarmers share price occur:

	Price of Codfarmers Share			
	NOK 4.67	NOK 5.0	NOK 6.0	NOK 7.0
Fair value	78.2	83.8	100.5	117.3
Book value ex intangible assets	78.6	78.6	78.6	78.6
Preliminary allocation of excess value:				
Goodwill (residual)	-0.4	5.2	21.9	38.7

10.5 Limitations

The unaudited pro forma financial information is provided for illustrative purposes only and does not represent what the statements of income or statements of financial position would actually have been if the transactions had in fact occurred on those dates and is not representative of the results of operations for any future periods. Investors are cautioned not to place undue reliance on this unaudited preliminary pro forma financial information.

10.6 Pro Forma Condensed and Consolidated Income Statements and Statement of Financial Position (Unaudited)

10.6.1 Pro Forma Condensed and Consolidated Income Statements and Statement of Financial Position

Pro forma condensed and consolidated income statement for the year ended 31 December 2010

(NOK thousands)	Historical financial information				Pro forma adjustments	
	Codfarmers (Audited IFRS)	Atlantic Cod Farms (Audited NGAAP)	1 IFRS adjustments	Atlantic Cod Farms (Unaudited IFRS)	2 transaction costs	Pro forma condensed and consolidated (Unaudited)
Revenue	139,733	65,732		65,732		205,465
Consumables used	122,160	64,835		64,835		186,995
Inventory change	-124	71,216		71,216		71,092
Salaries	24,725	23,174		23,174		47,899
Depreciation, amort. and impairment changes	19,723	11,144	7,297	18,441		38,164
Other expenses	21,243	50,602	-9,497	41,105	2,400	64,748
Operating profit	-47,994	-155,239	2,200	-153,039	-2,400	-203,433
Gain on sale of subsidiaries						
Financial income	1,444	91		91		1,535
Financial cost	-15,146	-17,670	-2,200	-19,870		-34,834

(NOK thousands)	Historical financial information				Pro forma adjustments	
	Codfarmers (Audited IFRS)	Atlantic Cod Farms (Audited NGAAP)	1 IFRS adjustments	Atlantic Cod Farms (Unaudited IFRS)	2 transaction costs	Pro forma condensed and consolidated (Unaudited)
Net finance	-13,702	-17,579	-2,200	-19,779		-33,299
Loss before taxes	-61,696	-172,819		-172,819	-2,400	-236,732
Taxes	0	-8,144		-8,144		-8,143
Net loss	-61,696	-164,675		-164,675	-2,400	-228,589

Pro forma condensed and consolidated income statement for the six months ended 30 June 2011

(NOK thousands)	Historical financial information		Pro forma adjustments	2 transaction costs	Pro forma condensed and consolidated (Unaudited)
	Codfarmers (Unaudited IFRS)	Atlantic Cod Farms (Unaudited IFRS)	3 Intercompany transactions		
Revenue	76,943	34,237	-8,641		102,539
Consumables used	66,624	31,453	-8,641		89,437
Inventory change	12,033	-5,988			6,044
Salaries	7,399	16,839			24,237
Depreciation, amort. and impairment changes	8,367	8,250			16,617
Other expenses	8,780	18,563		2,400	29,743
Operating profit	-26,260	-34,880		-2,400	-63,540
Gain on sale of subsidiaries		12,796			12,796
Financial income	8,485	606			9,091
Financial cost	-7,487	-4,783			-12,270
Net finance	998	8,620			9,617
Profit before taxes	-25,262	-26,260		-2,400	-53,923
Taxes	0	0			0
Net profit/loss	-25,262	-26,260		-2,400	-53,923

Pro forma condensed and consolidated balance sheet 30 June 2011

(NOK thousands)	Historical financial information		Pro forma condensed and consolidated		
	Codfarmers (Unaudited)	Atlantic Cod Farms (Unaudited)	4 Share issue and elimination of share capital in Atlantic Cod Farms	5 Preliminary purchase price allocation	Pro forma condensed and consolidated (Unaudited)
Assets					
Non-current assets					
Goodwill				-	
Property, plant and equipment	93,427	76,181		-345	169,263
Intangible assets	3,301	0			3,301
Financial assets	952	5			957
Total non-current assets	97,680	76,186		-345	173,521
Current assets					
Inventories	863	1,515			2,378
Biomass	49,543	44,007			93,550
Trade receivables	15,610	2,807			18,417
Other receivables	6,874	8,074			14,948
Assets available for sale		27,951			27,951
Cash and cash equivalents	18,732	18,545			37,278
Total current assets	91,622	102,899			194,521
Total assets	189,302	179,085		-345	368,042
Share capital and share premium	526,387	131,008	-52,439	-	602,211
Other equity	20,507	0		2,400	20,507
Retained earnings	-451,039	-52,439	52,439		-451,039
Total equity	95,856	78,569		-	171,679
				2,400	
Pension liabilities	134	0			134

(NOK thousands)	Historical financial information		Pro forma condensed and consolidated		
	Codfarmers (Unaudited)	Atlantic Cod Farms (Unaudited)	4 Share issue and elimination of share capital in Atlantic Cod Farms	5 Preliminary purchase price allocation	Pro forma condensed and consolidated (Unaudited)
Borrowings	28,965	40,441			69,406
Convertible loan	26,516	0			26,516
Total non-current liabilities	55,615	40,441			96,057
Current liabilities					
Trade payables	14,066	11,659			25,725
Indirect taxes and excises	888	1,676			2,564
Borrowings	4,729	25,451			30,180
Debt (assets avail. for sale)	0	17,525			17,525
Other current liabilities	18,148	3,764	2,400		24,312
Total current liabilities	37,831	60,075	2,400		100,306
Total equity and liabilities	189,302	179,085		-345	368,042

10.6.2 Notes to the Pro Forma Financial Information

The following explanatory notes relate to the pro forma adjustments included in Section 10.6 (Unaudited Pro Forma Financial Information–Pro Forma Condensed and Consolidated Income Statements and Statement of Financial Position (Unaudited)):

1. IFRS Adjustments. Atlantic Cod Farms consolidated financial statements for 2010 has been prepared in accordance with NGAAP. For the purpose of the pro forma financial information the financial information have been converted to IFRS. The only material adjustment relates to accounting for financial lease which has been adjusted in column 1. The financial information for the six months period ending 30 June 2011 has been prepared in accordance with IFRS and as such there are no adjustments for this period or for the financial position as at 30 June 2011.

2. Transaction costs. The pro forma financial information have been adjusted for estimated transactions costs of NOK 2.4 million.

3. Intercompany transactions. Transactions between Codfarmers and Atlantic Cod Farms have been eliminated as if the transaction had been carried out on 1 January 2010.

4. Share issue. Codfarmers expects to finance the acquisition of Atlantic Cod Farms, by issuing Consideration Shares at a value of around NOK 78 million. The table below presents the calculation of these amounts:

Number of shares to be acquired.....	676,312,802
--------------------------------------	-------------

Number of shares in Atlantic Cod Farms for each share in Codfarmers	40.3761
Number of shares in Codfarmers to be issued	16,750,325
Value per share (NOK) in Codfarmers on 16 August 2011	4.67
Total value of share consideration (NOK)	78,224,018

Transactions cost is a one-off adjustment arising from the transaction, and is as such only included as a pro forma adjustment to the condensed consolidated statement of financial position. No pro forma adjustments to the condensed and consolidated income statements have been incorporated in this respect.

5. Preliminary Purchase Price Allocation. The fair values identified in Section 10.4 (Unaudited Pro Forma financial Information–Preliminary Purchase Price Allocation), is included in the consolidated statements of financial position. Negative value related to farming equipment of NOK 0.4 million. The adjustment of the book value of farming equipment does not have a material impact on depreciation charge, and is as such only included as a pro forma adjustment to the condensed consolidated statement of financial position. No pro forma adjustments to the condensed and consolidated income statements have been incorporated in this respect.

10.7 Auditor’s Assurance Report on the Unaudited Pro Forma Condensed Financial Information

PricewaterhouseCoopers AS assurance report on the unaudited pro forma condensed financial information provided in this Section is attached as Appendix 3 to this Offer Document.

11 ADDITIONAL INFORMATION

11.1 Documents on Display

Copies of the following documents will be available for inspection at Company's office at Akershusstranda 21, N-0121 Oslo, Norway, during normal business hours from Monday to Friday each week (except public holidays) for a period of 12 months from the date of this Offer Document:

- the memorandum and Articles of Association of the Company;
- all reports, letters, and other documents, historical financial information, valuations and statements prepared by any expert at the Company's request any part of which is included or referred to in this Offer Document;
- the audited consolidated financial statements for the Company as of, and for the years ended, 31 December 2010, 2009 and 2008 and the Company's unaudited consolidated financial statements as of, and for the three and six months ended, 30 June 2011 and 2010;
- historical financial information for the Company's subsidiaries; and
- this Offer Document.

11.2 Confirmation Regarding Sources

This Offer Document contains certain industry and market data, including data relating to markets, market size and market share, relevant to the markets in which Codfarmers operates. Information in this Offer Document that has been sourced from third parties has been accurately reproduced and, as far as the Company is aware and able to ascertain, from information published by the relevant third party. The Company has not omitted any facts which would render the reproduced information inaccurate or misleading. The source of the third party information is identified where used.

Where the Company has not indicated the source of the industry or market data included in this Offer Document, the information is based on the Company's knowledge and internal surveys as well as the Company's own estimates based on reports and studies, market research, publicly available information and industry publications.

11.3 Incorporation by Reference

The information incorporated by reference in this Offer Document shall be read in connection with the cross-reference list as set out in the table below. Except as provided in this Section, no other information is incorporated by reference into this Offer Document.

The Company incorporates by reference the Company's annual reports for the financial years ended 31 December 2010, 2009 and 2008, and the Company's interim financial reports for the three and six months ended 30 June 2010 and 2009.

Section in the Offer Document	Disclosure requirement of the Offer Document	Reference document and link	Page (P) in reference document
Section 8	Audited financial and historical information (Annex I, section	COD – Annual Report 2010: http://www.codfarmers.com/content/reinv_cod_news/docs/00045_0061860910_Annual_report_COD_2010.PDF	P11 – P34

Section in the Offer Document	Disclosure requirement of the Offer Document	Reference document and link	Page (P) in reference document
	20.1)	COD – Annual Report 2009: http://www.codfarmers.com//content/fin_rep_annual_docs/docs/00021_1199088774_Annual_report_2009.pdf	P11 – P30
		COD – Annual Report 2008: http://www.codfarmers.com//content/fin_rep_annual_docs/docs/00020_1303617860_Annual_report_2008.pdf	P14 – P34
Section 8	Audit report (Annex I, Section 20.4.1)	COD – Annual Report 2010: http://www.codfarmers.com/content/reinv_cod_news/docs/00045_0061860910_Annual_report_COD_2010.PDF	P44 – 45
		COD – Annual Report 2009: http://www.codfarmers.com//content/fin_rep_annual_docs/docs/00021_1199088774_Annual_report_2009.pdf	P 40
		COD – Annual Report 2008: http://www.codfarmers.com//content/fin_rep_annual_docs/docs/00020_1303617860_Annual_report_2008.pdf	P 44
Section 8	Accounting policies (Annex I, Section 20.1)	COD – Annual Report 2010: http://www.codfarmers.com/content/reinv_cod_news/docs/00045_0061860910_Annual_report_COD_2010.PDF	P15 – P20
Section 8	Interim financial information (Annex I, section 20.6.1)	COD – Second quarter report 2011 (for the three and six months ended 30 June 2011): http://www.codfarmers.com/content/reinv_cod_news/docs/00052_0615389605_Report_Q2_2011_COD.pdf	P8 – P17
		COD – Second quarter report 2010 (for the three and six months ended 30 June 2010): http://www.codfarmers.com/content/reinv_cod_news/docs/00037_0760184667_Q2_Report_2010.PDF	P8 – P18

12 NORSK SAMMENDRAG (NORWEGIAN SUMMARY)

Dette norske sammendraget er en oversettelse av utvalgte deler av det engelske tilbudsdokumentet og er kvalifisert i sin helhet av den engelske teksten. Ved eventuelle uoverensstemmelser mellom den engelske og den norske teksten, skal den engelske teksten være gjeldende.

This Norwegian summary comprises a translation of certain parts of the English language Offer Document, and is qualified in its entirety by the English text. In the event of any inconsistencies between the English and the Norwegian text, the English version shall prevail.

12.1 Tilbudet

Den 25. august 2011 inngikk Codfarmers ASA ("**Codfarmers**" eller "**Selskapet**") og Atlantic Cod Farms AS ("**Atlantic Cod Farms**") en transaksjonsavtale angående en sammenslåing av Codfarmers og Atlantic Cod Farms ("**Transaksjonsavtalen**"). I henhold til Transaksjonsavtalen skal Codfarmers tilby å kjøpe samtlige utstedte og utestående aksjer i Atlantic Cod Farms ("**Tilbudet**"), og Codfarmers har mottatt forhåndsaksept på Tilbudet fra aksjonærer i Atlantic Cod Farms som utgjør omtrent 9 % av den totale aksjebeholdningen i selskapet. Aksjonærene som har forhåndsakseptert Tilbudet har forpliktet seg til å akseptere Tilbudet i første dag av Tilbudsperioden for samtlige av sine aksjer i Atlantic Cod Farms og til å akseptere opphøret av sine tegningsrettigheter utstedt av Atlantic Cod Farms. Styret i Atlantic Cod Farms ("**ACF-styret**") støtter Tilbudet, og ACF-styrets anbefaling til aksjonærene i Atlantic Cod Farms er gjengitt i Kapittel 12.17 (Tilbudet–Anbefaling fra ACF-styret) nedenfor.

I henhold til Transaksjonsavtalen tilbyr Codfarmers herved å kjøpe samtlige utstedte og utestående aksjer i Atlantic Cod Farms mot et vederlag bestående av 1 aksje i Codfarmers som skal utstedes til de aksepterende aksjonærene i Atlantic Cod Farms per 40,3761 aksjer i Atlantic Cod Farms, på de vilkår og betingelser som fremgår av dette tilbudsdokumentet ("**Tilbudsdokumentet**").

Dersom alle aksjonærene i Atlantic Cod Farms aksepterer Tilbudet, vil det bli utstedt 16.750.325 vederlagsaksjer ("**Vederlagsaksjene**") til aksjonærene i Atlantic Cod Farms.

12.2 Tilbyder

Tilbudet er fremsatt av Codfarmers ASA, med registrert adresse N-8120 Nygårdsjøen, Gildeskål, Norge, mens konsernledelsen er i Oslo, Norge. Codfarmers er et allmennaksjeselskap stiftet under og regulert i henhold til norsk lov og dets organisasjonsnummer er 984 186 614.

Codfarmers ble stiftet i 2002 og selskapets formål er å drive virksomhet innen fiskeindustrien med hovedfokus på oppdrett av torsk. Codfarmers er en av markedslederne innen torskeoppdrett når det gjelder oppdrettsvolum, biomasse og utslipp av yngel. Selskapet er notert på Oslo Børs under ticker "COD". Ytterligere informasjon om Selskapet og dets aksjer fremgår av Kapittel 5 (Description of Codfarmers).

Verken Codfarmers eller noen av dets nærstående eier ved tidspunktet for dette Tilbudsdokumentet aksjer i Atlantic Cod Farms. Videre har verken Codfarmers eller noen av dets nærstående opsjoner, konvertible lån eller tilsvarende rettigheter til å erverve ytterligere aksjer i Atlantic Cod Farms.

12.3 Målselskapet – Atlantic Cod Farms

Atlantic Cod Farms er et aksjeselskap registrert under norsk lov med organisasjonsnummer 985 400 393. Atlantic Cod Farms' registrerte adresse er Havnegata 11, 6005 Ålesund, Norge. Atlantic Cod Farmers har en aksjekapital på NOK 33.815.640,10, fordelt på 676.312.802 aksjer, hver pålydende NOK 0,05. Selskapets aksjer er registrert i VPS med ISIN nummer NO 0010374796. Ytterligere informasjon om Atlantic Cod Farms fremgår av Kapittel 6 (Description of Atlantic Cod Farms).

12.4 Bakgrunn for Tilbudet

Både Codfarmers og Atlantic Cod Farms har de siste fem årene gjort betydelige investeringer i en vertikalintegreert verdikjede innen torskoppdrettsnæringen. Begge selskapene har evnen til å produsere torsk hele veien fra yngelstadiet til sluttkunden. Selskapene har store produksjonsanlegg i to ulike regioner; Codfarmers i Nordland, Norge, og Atlantic Cod Farms på Sunnmøre, Norge.

Både Codfarmers og Atlantic Cod Farms ser behovet for sammenslåinger innen torskoppdrettsnæringen. De to selskapene utfyller hverandre i verdikjeden og i geografisk eksponering. Det forventes at sammenslåingen av selskapene gir betydelige muligheter for kostnadsreduksjon i alle ledd av driften til det sammenslåtte selskapet. Antall ansatte vil bli redusert, og det sammenslåtte selskapet vil bedre utnytte selskapets infrastruktur og eiendeler. Sammenslåingen vil også redusere den biologiske risikoen grunnet den geografiske spredningen av fasiliteter.

Det forventes også at sammenslåingen vil forbedre posisjonen til det sammenslåtte selskapet innen salg og produktutvikling.

I tillegg vil det å motta aksjer i et børsnotert selskap som vederlag også oppfylle ambisjonen om en eventuell børsnotering av selskapet for aksjonærene i Atlantic Cod Farms.

12.5 Tilbudsprisen – Vederlaget

Vederlaget i Tilbudet består av 1 aksje i Codfarmers per 40,3761 aksjer i Atlantic Cod Farms. Rettighetene til Vederlagsaksjene vil fra utstedelsestidspunktet og registreringen av disse aksjene i VPS i alle henseendene være like de som knytter seg til de eksisterende Aksjene. Det blir ikke betalt renter på Vederlaget til de aksjeeierne som aksepterer Tilbudet.

Vederlaget er blitt fastsatt gjennom forhandlinger mellom representanter fra selskapene basert på en helhetsvurdering av rekke faktorer, herunder verdsettelsen av Codfarmers og Atlantic Cod Farms i aksjemarkedet, en grundig verdsettelse av aktiva i begge selskaper, organiseringen til de to selskapene, mulige synergier og Codfarmers' forretningsmål og strategi.

For å komme frem til bytteforholdet mellom aksjene i Codfarmers og aksjene i Atlantic Cod Farms, har partene blitt enige om en pris pr Atlantic Cod Farms aksje på NOK 0,1684 og en pris per Codfarmers aksje på NOK 6,80.

12.6 Finansieringen av Tilbudet

Vederlaget som tilbys av Codfarmers består av aksjer, og ingen kontant finansiering er nødvendig. Vederlagsaksjene i Tilbudet vil bli utstedt gjennom en forhøyelse av aksjekapitalen med inntil NOK 16.750.325 ved utstedelsen av inntil 16.750.325 aksjer som er *pari passu* med eksisterende Aksjer i Selskapet, se Kapittel 12.12 (Norsk Sammendrag (Norwegian Summary)– Vederlagsaksjene) nedenfor. Tilbudet er ikke betinget av finansiering.

Utstedelse av Vederlagsaksjene krever godkjenning av generalforsamlingen i Codfarmers, og Tilbudet forutsetter at slik godkjenning blir vedtatt, se Kapittel 12.10 (Norsk Sammendrag (Norwegian Summary)–Vilkår for Gjennomføring av Tilbudet).

12.7 Kontakt med Atlantic Cod Farms før Fremsettelsen av Tilbudet

Før kunngjøringen av den felles intensjonen om sammenslåingen av Codfarmers og Atlantic Cod Farms den 1. juli 2011, har partene diskutert den forretningsmessige begrunnelsen for sammenslåingen og de viktigste vilkårene for transaksjonen. Stordriftsfordeler, utvidende markedsmuligheter og diversifisering av operasjonell risiko er noen av de viktigste faktorene som støtter en sammenslåing av de to selskapene.

Ingen betalinger eller fordeler av noe slag har vært eller vil bli tilbudt fra Codfarmers til ledelsen og/eller styret i Atlantic Cod Farms (ACF-styret) eller noen av dets datterselskaper i forbindelse med Tilbudet (annet enn betaling i henhold til dette Tilbudsdokumentet av Vederlaget dersom slike selv er aksjonærer og aksepterer Tilbudet i sin egenskap av å være aksjonærer).

12.8 Tilbudsperioden

Aksjonærene i Atlantic Cod Farms kan akseptere Tilbudet i perioden fra og inkludert 14. september 2011 til 21. september 2011 klokken 17.30 (norsk tid) ("**Tilbudsperioden**").

Selskapet kan forlenge Tilbudsperioden. Enhver slik forlengelse vil være del av Tilbudsperioden. Enhver forlengelse av Tilbudsperioden vil bli offentliggjort senest innen klokken 09.00 (norsk tid) første virkedag etter utløpet av den tidligere offentliggjorte Tilbudsperioden, i så tilfelle vil Tilbudsperioden ikke ansees for å ha utløpt den etterfølgende hverdag. Slik offentliggjøring skal gjøres i henhold til Kapittel 12.14 (Norsk Sammendrag (Norwegian Summary)–Offentliggjøringer) nedenfor. Dersom Tilbudsperioden forlenges, vil andre datoer angitt i dette Tilbudsdokumentet også kunne endres tilsvarende og ethvert mottatt akseptformular vil fortsatt være bindende og ugjenkallelig i den forlengede perioden.

12.9 Aksept av Tilbudet

Tilbudet aksepteres ved å fylle ut og signere akseptformularet vedlagt som "Appendix 1", og i norsk versjon som "Appendix 2", til dette Tilbudsdokumentet ("**Akseptformularet**") og returnere dette til DnB NOR Markets som angitt nedenfor. Forut for akseptering av Tilbudet bør aksjonærene i Atlantic Cod Farms vurdere grundig de risikofaktorer som er angitt i Kapittel 1 (Risk Factors).

Aksjonærer som ønsker å akseptere Tilbudet må sørge for at Akseptformularet er mottatt av DnB Nor Markets før utløpet av Tilbudsperioden. Ved å akseptere Tilbudet gir aksjonærene en ugjenkallelig fullmakt og instruks til DnB NOR Markets til å tegne seg for det relevante antall Vederlagsaksjer på sine vegne.

Aksept av Tilbudet er ugjenkallelig fra det tidspunktet Akseptformularet er mottatt av DnB Nor Markets og kan ikke trekkes tilbake, verken helt eller delvis, og verken før eller etter utløpet av Tilbudsperioden, inkludert eventuelle forlengelser av denne. Aksept kan ikke gjøres betingede.

Enhver aksjonær som har Atlantic Cod Farms-aksjer registrert i navnet til en megler, bank, forvaltningsselskap eller annen forvalter må kontakte slik person dersom aksjonæren ønsker å akseptere et salg av slike Atlantic Cod Farms-aksjer til Codfarmers.

Ved mottakelse av aksepten vil de tilbudte Atlantic Cod Farms-aksjene på den aksepterende aksjonærens VPS-konto bli sperret til fordel for DnB NOR Markets. Følgelig er ingen transaksjoner knyttet til slike Atlantic Cod Farms-aksjer tillatt etter at aksepten mottas av DnB NOR Markets. For

det tilfellet at andre enn aksjonæren har rettigheter knyttet til de relevante Atlantic Cod Farms-aksjene, må også slike rettighetshavere signere Akseptformularet. Aksepten innebærer videre at VPS, etter instruks fra DnB NOR Markets ved oppgjøret, vil overføre aksjene i Atlantic Cod Farms til en oppgjørskonto i DnB NOR Markets. Vederlagsaksjene vil bli utstedt til aksjonærene som har akseptert Tilbudet så snart som mulig etter at kapitalforhøyelsen i Codfarmers i forbindelse med utstedelsen av Vederlagsaksjene er registrert i Foretaksregisteret.

En aksept vil omfatte alle Atlantic Cod Farms-aksjer som aksjonæren har på den VPS-konto som er dekket av aksepten. Dersom aksjonæren eier aksjer på mer enn en VPS-konto, må det avgis separat Akseptformular for hver enkelt VPS-konto. For aksjer registrert i VPS-konti i navnet til en megler, bank, forvaltningsselskap eller annen forvalter, vil aksepten derimot kun omfatte de angitte Atlantic Cod Farms-aksjene på slik VPS-konto som Tilbudet faktisk er akseptert for av aksjonæren og ikke for andre Atlantic Cod Farms-aksjer som måtte være registrert på samme VPS-konto og som ikke er dekket av en aksept. Aksepten dekker også alle aksjer som er ervervet eller vil bli ervervet til nevnte VPS-konto frem til aksjene er debitert fra akseptantens VPS-konto og overført til en sperret konto i DnB NOR Markets navn, men unntak for Atlantic Cod Farms-aksjer på VPS-konti i navnet til en megler, bank, forvaltningsselskap eller annen forvalter og som eies av en aksjonær i Atlantic Cod Farms som ikke har akseptert Tilbudet.

En aksjonær i Atlantic Cod Farms som aksepterer Tilbudet vil fritt kunne råde over alle andre verdipapirer eid av aksjonæren og registrert på samme VPS-konto som de Atlantic Cod Farms-aksjene som er omfattet av aksepten.

Aksjonærer i Atlantic Cod Farms som aksepterer Tilbudet vil beholde sine rettigheter som aksjonærer, herunder stemmerettigheter frem til gjennomføringen av Tilbudet, så langt dette er tillatt under gjeldende lovgivning.

Tilbyder forbeholder seg retten til å forkaste aksepter av Tilbudet som etter Tilbyders oppfatning ikke er formiktig eller vil kunne være ulovlig. Tilbyder forbeholder seg retten til å behandle aksepter som gyldig helt eller delvis, selv om slike ikke er fullt ut formiktige eller mangler vedlagte dokument(er) eller ikke er mottatt på adressen angitt nedenfor. Verken Codfarmers, DnB Nor Markets eller andre personer vil være underlagt noen plikt til å underrette om noen form for feil eller uregelmessigheter i akseptene eller påta seg noen form for ansvar for unnlåtelsen av å gi enhver form for informasjon.

Akseptformularet må sendes pr brev eller telefaks eller leveres i korrekt utfylt og undertegnet stand til:

DnB NOR Markets
Verdipapirservice
Stranden 21
0021 Oslo
Norge
www.dnbnor.no/emisjoner
Faks: +47 22 48 29 80

12.10 Vilkår for Gjennomføringen av Tilbudet

Gjennomføringen av Tilbudet er underlagt følgende betingelser, som Selskapet helt eller delvis kan frafalle etter Selskapets eget skjønn:

- (i) Anbefaling fra ACF-styret. Styret i ACF skal ikke forut for utløpet av Tilbudsperioden ha endret eller trukket tilbake sin anbefaling av Tilbudet (jf. Kapittel 12.17 (Norsk Sammendrag (Norwegian Summary)–Anbefaling fra ACF-styret) nedenfor).
- (ii) Minimumsaksept for mer enn 90 %. Tilbudet skal forut for utløpet av Tilbudsperioden ha blitt akseptert av aksjonærene i Atlantic Cod Farms for det antall Atlantic Cod Farms-aksjer som kreves for at Selskapet oppnår en aksjebeholdning (inkludert Atlantic Cod Farms-aksjer ervervet av Selskapet utenfor Tilbudet) på mer enn 90 % av aksjene og stemmerettighetene i Atlantic Cod Farms på fullt utvannet basis (dvs. aksept skal ha blitt mottatt for mer enn 608.681.523 aksjer i Atlantic Cod Farms).
- (iii) Bortfall av tegningsrettigheter. ACF-styret skal ha anbefalt samtlige innehavere av de 83.382.746 tegningsrettighetene utstedt av Atlantic Cod Farms å akseptere at disse tegningsrettighetene opphører uten noen ytterligere vederlag og alle aksjonærer som har forhåndsakseptert skal også ha akseptert et slikt opphør.
- (iv) Samtykke eller avkall fra tredjeparter. Samtykke til eierskiftet i Atlantic Cod Farms skal ha blitt gitt av Sparebanken 1 SMN i tilknytning til kassekredittavtalen med bank, og av Innovasjon Norge AS i henhold til låneavtaler med dem.
- (v) Beslutning om utstedelse av Vederlagsaksjene. Generalforsamlingen i Codfarmers som skal avholdes 19. september 2011 skal gyldig ha besluttet å utstede Vederlagsaksjene.

Tilbudet vil bortfalle 31. oktober 2011 dersom de overnevnte betingelsene ikke er oppfylt eller frafalt av Selskapet innen denne dato. Bortfalle av tilbudet og ethvert avkall på noen av betingelsene for Tilbudet, vil bli offentliggjort gjennom Oslo Børs' informasjonssystem på Codfarmers' ticker "COD" i tråd med de prosedyrer som er beskrevet i Kapittel 12.14 (Norsk Sammendrag (Norwegian Summary)–Offentliggjøringer) nedenfor.

12.11 Oppgjør

Resultatet av Tilbudet er forventet offentliggjort på eller omkring 27. september 2011 i form av en børsmelding fremsatt i tråd med Kapittel 12.14 (Norsk Sammendrag (Norwegian Summary)–Offentliggjøringer) nedenfor.

Overføring av Atlantic Cod Farms-aksjene til Codfarmers og leveringen av Vederlagsaksjene som oppgjør for Tilbudet vil foretas så snart som mulig etter utløpet av Tilbudsperioden og ikke senere enn 14 dager etter at betingelsene for Tilbudet er oppfylt eller frafalt. Ved oppgjøret vil levering av Vederlagsaksjene bli foretatt til den aksepterende aksjonærs VPS-konto. Det er forventet at Vederlagsaksjene vil bli notert på Oslo Børs på eller omkring 3. oktober 2011.

12.12 Vederlagsaksjene

Styret har foreslått at den ekstraordinære generalforsamling i Codfarmers som skal avholdes 19. september 2011 vedtar følgende beslutning for å kunne utstede Vederlagsaksjene:

- (i) *Aksjekapitalen forhøyes med minimum NOK 1 og maksimum NOK 16.750.325 ved utstedelse av minimum 1 og maksimum 16.750.325 nye aksjer.*
- (ii) *Pålydende pr aksje skal være NOK 1.*
- (iii) *De nye aksjene skal tegnes av de aksjonærer i Atlantic Cod Farms AS, org nr 985 400 393 ("ACF"), som aksepterer selskapets tilbud om erverv av samtlige aksjer i ACF mot oppgjør i form av aksjer i Codfarmers ASA. Selskapets aksjonærer skal således ikke ha fortrinnsrett til tegning eller tildeling av de nye aksjene etter allmennaksjeloven § 10-4.*

- (iv) *Tegningskursen skal fastsettes av generalforsamlingen til omlag børskurs på generalforsamlingsdagen og innenfor et intervall fra og med NOK 1 til og med NOK 6,80 pr nye aksje. Innskuddet ytes i form av 40,3761 aksjer i ACF for hver ny aksje i Codfarmers ASA.*
- (v) *Aksjene tegnes i protokollen fra generalforsamlingen eller på særskilt tegningsdokument innen 19. september 2011.*
- (vi) *Gjennomføring av kapitalforhøyelsen er betinget av at (i) Codfarmers ASAs tilbud aksepteres av ACF-aksjonærer som representerer mer enn 90 % av ACF-aksjene, (ii) samtykke til annullering av warrants utstedt av ACF blir gitt av nærmere angitte warrants-eiere, og (iii) samtykke til eierskifte i ACF gis av långivere til ACF. Codfarmers ASA kan frafalle disse betingelsene.*
- (vii) *Frist for overføring av innskudd til VPS-konto utpekt av Codfarmers ASA er 19. september 2011.*
- (viii) *De nye aksjene gir fulle aksjonærrettigheter i selskapet, herunder rett til utbytte, fra tidspunktet for registrering av kapitalforhøyelsen i Foretaksregisteret.*
- (ix) *§ 4 i selskapets vedtekter skal endres slik at bestemmelsen angir ny aksjekapital og antall aksjer etter kapitalforhøyelsen.*

Vederlagsaksjene utstedt som vederlag i Tilbudet vil være ordinære Aksjer i Codfarmers, hver med pålydende NOK 1. Vederlagsaksjene vil bli registrert i VPS i samsvar med Allmennaksjeloven med ISIN NO 0010160484.

Vederlagsaksjene vil være *pari passu* med de eksisterende Aksjene i Codfarmers og vil ha fulle aksjonærrettigheter i Codfarmers fra tidspunktet for registrering av kapitalforhøyelsen vedrørende utstedelsen av Vederlagsaksjene i Foretaksregisteret. Vederlagsaksjene vil være kvalifisert for ethvert utbytte annonsert av Codfarmers etter den nevnte registrering. Alle aksjer, inkludert Vederlagsaksjene, vil ha stemmerett og andre rettigheter og forpliktelser under Allmennaksjeloven, og er underlagt norsk rett. Alle aksjer i Selskapet er fritt omsettelige.

12.13 Endringer av Tilbudet

En endring av Tilbudet i Tilbudsperioden som på dato for offentliggjøringen representerer en forbedring (eller ingen reduksjon) av verdien (et "**Endringstilbud**") er bindende for Codfarmers fra det tidspunkt det offentliggjøres gjennom Oslo Børs' informasjonssystem. Aksjonærer i Atlantic Cod Farms som har akseptert Tilbudet vil automatisk bli gitt de fordeler som følger av Endringstilbudet uten at det fordrer noen handlinger eller notiser fra slike aksepterende aksjonærer. Slike aksjonærer vil i tilfelle av et slikt Endringstilbud forbli bundet av deres tidligere avgitte aksept.

For det tilfelle at Tilbudet trekkes eller Tilbudet reduseres gjennom fremsettelsen av et revidert tilbud på grunnlag av at betingelsene for Tilbudet ikke er oppfylt eller frafalt, som angitt i Kapittel 12.10 (Norsk Sammendrag (Norwegian Summary)–Vilkår for gjennomføringen av Tilbudet) ovenfor, vil aksjonærene i Atlantic Cod Farms som har akseptert Tilbudet bli frigitt fra sine aksepter. Enhver aksjonær i Atlantic Cod Farms som ønsker å akseptere det reviderte tilbudet må dermed inngi et nytt akseptformular til DnB NOR Markets til adressen angitt i Kapittel 12.9 (Norsk Sammendrag (Norwegian Summary)–Aksept av Tilbudet) innen tilbudsperioden for slikt revidert tilbud.

12.14 Offentliggjøring

Enhver endring av Tilbudet, hvis noen, vil bli fulgt opp av en offentliggjøring gjennom Oslo Børs' informasjonssystem (www.newsweb.no) på Codfarmers' ticker "COD" så snart som praktisk mulig og ikke senere enn kl. 09.00 (norsk tid) på virkedagen etter slik endring (eller slik senere tidspunkt og/eller dato som er tillatt under norsk lov). Uten å begrense måten Selskapet måtte velge å foreta offentliggjøring, og med forbehold om Selskapets forpliktelser under gjeldende lovgivning, vil Selskapet ikke ha noen plikt til å publisere, kunngjøre eller på annen måte kommunisere noen slike offentliggjøring på annen måte enn gjennom Oslo Børs' informasjonssystem (www.newsweb.no).

12.15 Kostnader

De estimerte kostnadene knyttet til Tilbudet er NOK 2,4 millioner (eksklusiv MVA). Kostnader pådratt i forbindelse med Tilbudet vil bli båret av Codfarmers.

Selskapet betaler de provisjoner og transaksjonskostnader i VPS som har direkte tilknytning til Tilbudet, dvs. kostnader som oppstår i forbindelse med registrering og behandling av akseptene, overføring av Atlantic Cod Farms-aksjene og kostnader i forbindelse med oppgjør til aksepterende aksjonærer. Dette innebærer at aksjonærer som aksepterer Tilbudet ikke vil bli belastet med kurtasje eller lignende kostnader som direkte relaterer seg til overføring av aksjer i VPS i forbindelse med Tilbudet. Alle andre eventuelle utgifter som den enkelte aksjonær i Atlantic Cod Farms pådrar seg, for eksempel rådgivningstjenester og andre transaksjonskostnader, dekkes ikke av Selskapet.

12.16 Utvanning

De eksisterende aksjonærene i Codfarmers vil bli utvannet med 52 % som en konsekvens av Tilbudet og utstedelsen av Vederlagsaksjene til aksjonærene i Atlantic Cod Farms, forutsatt at alle aksjonærene i Atlantic Cod Farms aksepterer Tilbudet.

12.17 Anbefaling fra ACF-styret

ACF-styret støtter Tilbudet og har kommet med følgende anbefaling til aksjonærene i Atlantic Cod Farms:

"Styret i Atlantic Cod Farms AS ("ACF") viser til de meldinger som er publisert vedrørende forhandlinger om sammenslåing av ACF og Codfarmers ASA ("COD"). Selskapene har nå inngått en transaksjonsavtale som går ut på at sammenslåingen vil skje i form av et aksjebytte, der ACF-aksjonærene som vederlag for sine aksjer vil motta aksjer i COD. Bytteforholdet er fastsatt slik at COD vil tilby én aksje i COD for 40,3761 aksjer i ACF

Styret mener en sammenslåing av ACF og COD er den beste løsningen for både aksjonærene, selskapet og de ansatte. Det er gode industrielle synergier mellom selskapene både på biologi-, kostnads-, kompetanse- og markedssiden. En sammenslåing vil styrke begge selskapenes evne til å satse sterkere, ved å kunne sette ut mer fisk og opprettholde yngel-, settefisk- og matfiskproduksjonen i begge regionene. Videre vil den biologiske risikoen reduseres som følge av økt geografiske spredningen. Et sammenslått selskap vil også ha vesentlig større tyngde i markedsarbeidet mot store europeiske kunder. Samlet vil disse forholdene også legge bedre til rette for videre kapitalisering og finansiering.

På denne bakgrunn har et enstemmig styre besluttet å anbefale aksjonærene å takke ja til CODs tilbud.

Aksjonærer som eier til sammen ca 91 % av selskapets aksjer har gitt sin forhåndsaksept til tilbudet.”

12.18 Tvungen Overføring av Aksjer

Dersom Codfarmers blir innehaver av mer enn 90 % av aksjene i Atlantic Cod Farms har Codfarmers til hensikt å utøve retten til å kreve tvungen overføring av de resterende aksjene i Atlantic Cod Farms i henhold til bestemmelsene i Allmennaksjeloven.

12.19 Nærstående Personers Interesser i Tilbudet

Det er ikke inngått, eller forventet å bli inngått, avtaler til fordel for medlemmene av styret eller ledelsen i Codfarmers eller Atlantic Cod Farms som et resultat av Tilbudet.

12.20 Skatt

Hver enkelt aksjonær i Atlantic Cod Farms er ansvarlig for eventuell skatt som pådras som følge av aksept av Tilbudet. Aksjonærer i Atlantic Cod Farms rådes til å søke råd fra deres egne skatterådgivere for å avklare den enkeltes skattekonsekvenser ved en aksept av Tilbudet samt relevansen og gyldigheten av eventuelle innenlandske eller internasjonale skatteavtaler.

12.21 Rådgivere

DnB NOR Markets er tilrettelegger for Tilbudet, og Advokatfirmaet Thommessen AS er Selskapets juridiske rådgiver i tilknytning til Tilbudet.

12.22 Lovvalg og Vernetting

Tilbudet og enhver aksept av dette skal være underlagt, og tolket i samsvar med, norsk rett.

Enhver tvist som måtte oppstå i tilknytning til Tilbudsdokumentet eller Akseptformularet som ikke kan løses i minnelighet, skal løses av norske domstoler med Oslo tingrett som eksklusivt vernetting.

13 DEFINITIONS

The following definitions and glossary apply in this Offer Document unless otherwise dictated by the context, including the foregoing pages of this Offer Document.

Acceptance Form.....	The form for acceptance to be distributed and used by Atlantic Cod Farms shareholders when accepting the Offer. The acceptance Form is enclosed as Appendix 1 to this Offer Document, and in the Norwegian language in Appendix 2.
ACF Board	The board of directors of Atlantic Cod Farms.
Amended Offer.....	An amendment to the Offer during the Offer Period, further described in Section 4.13 (The Offer–Amendments to the Offer) of this Offer Document.
Atlantic Cod Farms	Atlantic Cod Farms AS.
Board of Directors	The board of directors of the Company.
CET	Central European Time.
Code.....	Norwegian Code of Practice for Corporate Governance dated 21 October 2010.
Codfarmers	Codfarmers ASA.
Company.....	Codfarmers ASA.
Consideration Shares	The new Codfarmers shares to be issued as consideration of the Atlantic Cod Farms shares in the Offer.
Continuing Obligations	The Continuing obligations of stock exchanged listed companies issue by Oslo Børs.
DnB NOR Markets.....	A division of DnB NOR Bank ASA.
EU.....	The European Union.
Euro or EUR.....	The lawful currency of the EU member states who have adopted the Euro as their sole national currency (the Euro area).
FAO	The Food and Agriculture Organisation of the United Nations.
Group	Codfarmers ASA and its consolidated subsidiaries.
Gutted weight	Weight of round fish after removal of heart, guts, stomach and kidneys (gw).
Havlandet.....	Havlandet Marin Yngel AS.
ICES	International Council for Exploration of the Sea.
IFRS	International Financial Reporting Standards as adopted by the EU.
ISIN	International Securities Identification Number.
Kontali Analyse	Kontali Analyse AS.
Manager.....	DnB NOR Markets.
Merged Group.....	The Group after the implementation of the Offer.
MTB.....	Maximum allowed Biomass (<i>Nw.: Maksimalt Tillatt Biomasse</i>).
NFSA	The Norwegian Financial Supervisory Authority (<i>Nw.: Finanstilsynet</i>).
NGAAP	Norwegian Generally Accepted Accounting Principles.
Norwegian kroner or NOK.....	Norwegian kroner, the lawful currency of Norway.

Norwegian Public Limited Companies Act	The Norwegian Public Limited Companies Act of 19 June 1997 no. 45 (<i>Nw.: allmennaksjeloven</i>).
Norwegian Securities Trading Act ...	The Norwegian Securities Trading Act of 29 June 2007 no. 75 (<i>Nw.: verdipapirhandelloven</i>).
Offer	The voluntary offer made by Codfarmers to acquire all the issued and outstanding shares in Atlantic Cod Farms, as set forth in Section 4 (The Offer) of this Offer Document.
Offer Document	This offer document and information memorandum containing equivalent information as a prospectus dated 14 September 2011.
Oslo Børs	Oslo Børs ASA.
Primary processing	The slaughter and initial processing of farmed fish, e.g. bled and gutted fish.
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003.
R&D.....	Research & Development.
Senior Management.....	The senior management of the Company.
Share(s).....	"Shares" means the shares in the capital of Codfarmers, each having a nominal value of NOK 1.00 and "Share" means any of them.
Swedish kroner or SEK.....	Swedish kroner, the lawful currency of Sweden.
Transaction Agreement	The transaction agreement entered into on 25 August 2011 between Codfarmers and Atlantic Cod Farms regarding the combination of Codfarmers and Atlantic Cod Farms.
TAC	Total Allowed Catch.
VPS	The Norwegian Central Securities Depository (<i>Nw.: Verdipapirsentralen</i>).

Appendix 2: Acceptance form in Norwegian language

AKSEPTFORMULAR

ATLANTIC COD FARMS AS

Dette akseptformularet ("Akseptformularet") benyttes for aksept av det frivillige tilbudet ("Tilbudet") fra Codfarmers ASA ("Codfarmers") om kjøp av samtlige utestående aksjer i Atlantic Cod Farms AS ("Atlantic Cod Farms") på de vilkår og betingelser som fremgår av tilbudsdokumentet datert 14. september 2011 ("Tilbudsdokumentet"), som dette Akseptformularet er et vedlegg til.

Aksjonær:

Korrekt utfyllt og signert akseptformular returneres per telefaks, post eller leveres til:

DnB NOR Markets
Verdipapirservice
Stranden 21
0021 Oslo, Norge
Fax: +47 22 48 29 80

Aksjonærregister for Atlantic Cod Farms pr 14. september 2011 viser:

VPS-konto:	Antall aksjer:	Rettighetshaver registrert:

AKSEPTFRIST

Dette Akseptformularet må være mottatt av DnB NOR Markets, Verdipapirservice innen kl 17:30 (norsk tid) den 21. september 2011. Aksjonærer med Atlantic Cod Farms-aksjer registrert på flere VPS-konti vil motta ett Akseptformular for hver konto. Aksepterende aksjonærer ("Akseptanter") må returnere samtlige mottatte Akseptformulærer korrekt og fullstendig utfyllt og signert innen akseptfristens utløp. Codfarmers forbeholder seg retten til å forkaste enhver eller alle uriktige, forsinkede eller ulovlige aksepterte og til å behandle enhver uriktig eller forsinket aksept som gyldig.

Til Codfarmers og DnB NOR Markets:

- Jeg/vi bekrefter at jeg/vi har mottatt og gjennomgått Tilbudsdokumentet og aksepterer herved Tilbudet for alle mine/våre aksjer i Atlantic Cod Farms til Codfarmers på de vilkår som følger Tilbudsdokumentet. Min/vår aksept omfatter også eventuelle aksjer som jeg/vi har ervervet eller vil erverve før utløpet av akseptfristen og som vil bli registrert på min/vår VPS konto.
- Jeg/vi aksepterer at enhver tegningsrett utstedt av Atlantic Cod Farms og som innehas av meg/oss ("ACF Tegningsrettigheter") vil falle bort med virkning fra gjennomføringen av Tilbudet.
- Jeg/vi aksepterer at jeg/vi ikke kan selge eller på annen måte avhende, debitere eller overføre til annen VPS-konto de aksjer i Atlantic Cod Farms og ACF Tegningsrettigheter som er omfattet av denne aksepten. Jeg/vi autoriserer herved DnB NOR Markets til å båndlegge aksjene på ovennevnte VPS-konto til fordel for DnB NOR Markets på vegne av Codfarmers.
- Jeg/vi gir DnB NOR Markets ugjenkallelig fullmakt og instruks til (i) tegne på mine/våre vegne det antall nye aksjer i Codfarmers som skal utstedes til meg/oss som oppgjør for mine/våre aksjer i Atlantic Cod Farms, og (ii) å belaste min/vår VPS-konto, og til å overdra aksjene omfattet av aksepten til Codfarmers mot betaling på oppgjørstidspunkt for Tilbudet.
- Jeg/vi aksepterer at oppgjøret gjennomføres ved overføring av Codfarmers-aksjer til min/vår VPS-konto. Codfarmers-aksjene vil bli utstedt til de aksepterende aksjonærer i Atlantic Cod Farms så raskt som mulig etter registreringen i Foretaksregisteret av kapitalforhøyelsen i Codfarmers i forbindelse med Tilbudet.
- Mine/våre aksjer i Atlantic Cod Farms overdras fri for heftelser og enhver annen tredjepartsrett og med alle tilhørende aksjonærrettigheter. Aksepten vil bare anses som gyldig dersom alle tredjeparter med registrerte heftelser eller andre tredjepartsretter over mine/våre Atlantic Cod Farms-aksjer og/eller min/vår VPS-konto, har signert dette Akseptformularet og dermed frafalt deres rettigheter og samtykket til overføringen av Atlantic Cod Farms-aksjene til Codfarmers fri for heftelser og enhver annen tredjepartsrett.
- Codfarmers vil dekke mine/våre kostnader direkte relatert til VPS-transaksjonene i forbindelse med min/vår aksept av Tilbudet.
- Jeg/vi aksepterer at Codfarmers har rett til å forlenge tilbudperioden.
- Jeg/vi erkjenner at Tilbudet bare vil gjennomføres dersom vilkårene angitt i Tilbudsdokumentet oppfylles eller frafalles.
- Jeg/vi erkjenner at min/vår aksept er ugjenkallelig, men at jeg/vi skal bli fritatt fra vår aksept dersom Codfarmers ikke innen 31. oktober 2011 har offentliggjort at vilkårene for Tilbudet angitt i Tilbudsdokumentet er oppfylt eller frafalt.
- Tilbudet og denne aksept er regulert av norsk rett. Eventuelle tvister vil være underlagt norske domstoler, med Oslo tingrett som eksklusivt vernetting.
- Jeg/vi bekrefter at jeg/vi er tillatt under all relevant lovgivning til å akseptere Tilbudet og har overholdt alle lovbestemte krav slik at Tilbudet kan fremsettes til og aksepteres av meg/oss i henhold til lovgivningen i alle relevante jurisdiksjoner.

Sted _____ Dato _____ Tlf. dagtid _____ Signatur *)

*) Dersom akseptformularet undertegnes i henhold til fullmakt, skal fullmakten og firmaattest vedlegges

Rettighetshaver(e):

Dersom det er registrert rettighetshaver(e) på VPS-kontoen, vil dette fremgå som et "Ja" i boksen øverst til høyre i dette Akseptformularet. Som rettighetshaver(e) gir jeg/vi vårt samtykke til at transaksjonen gjennomføres på de ovennevnte betingelser.

Sted _____ Dato _____ Tlf. dagtid _____ Rettighetshavers signatur *)

*) Dersom akseptformularet undertegnes i henhold til fullmakt, skal fullmakten og firmaattest vedlegges

Appendix 3: Independent assurance report by PricewaterhouseCoopers AS regarding the unaudited pro forma financial information



PricewaterhouseCoopers AS

Postboks 748 Sentrum
NO-0106 Oslo
Telefon 02316

To the Directors and Shareholders of Codfarmers ASA

Independent assurance report on pro forma financial information

We have examined the Pro Forma Financial Information in section 10 of the Information Memorandum (Offer Document), comprising the pro forma consolidated balance sheet of Codfarmers ASA (the "Company") as of 30.06.2011, the related pro forma consolidated statement of income for the 6 months then ended and the pro forma consolidated statement of income for the year ended 31 December 2010. This Pro Forma Financial Information has been prepared for illustrative purposes solely to show what the significant effects on the consolidated accounts of Codfarmers ASA might have been had the transactions described in section 10 of the Offer Document occurred at an earlier date. This Pro Forma Financial Information is the responsibility of the Board of Directors. It is our responsibility to provide the opinion required by 'Continuing Obligations of Stock Exchange Listed Companies' issued by Oslo Børs and in the Norwegian Securities Trading Act section 7-4(6). We are not responsible for expressing any other opinion on the pro forma financial information or on any of its constituent elements.

We conducted our examination in accordance with the Norwegian Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information". Our work consisted primarily of comparing the unadjusted financial information with the source documents, obtaining evidence supporting the adjustments and discussing the pro forma financial information with the directors of the Company.

Based on our examination, in our opinion:

- a) the pro forma financial information has been properly compiled on the basis stated;
- b) such basis is consistent with the accounting policies of the issuer.

This report is issued for the sole purpose of the Offer Document required by 'Continuing Obligations of Stock Exchange Listed Companies' issued by Oslo Børs and in the Norwegian Securities Trading Act section 7-4(6) as set out in the Offer Document. This report is not appropriate for other jurisdictions than Norway and should not be used or relied upon for any purpose other than to comply with item 7 of Annex II to the EU Regulation No 809/2004.

Oslo, 14. September

PricewaterhouseCoopers AS

A handwritten signature in blue ink, appearing to read 'Per Erik Pedersen', is written over a faint, light blue circular stamp or watermark.

Per Erik Pedersen
State Authorised Public Accountant (Norway)

Appendix 4: Atlantic Cod Farms' audited consolidated financial statements as of, and for the years ended, 31 December 2010 and 2009, and Atlantic Cod Farms' unaudited consolidated financial statements as of, and for the year ended, 31 December 2008



Atlantic Cod Farms AS
Havneggt 11
NO-6005 ÅLESUND, NORWAY
T +47 70 10 25 25
F +47 70 10 25 26
W www.atlanticcodfarms.no
E post@atlanticcodfarms.no
O NO 985 400 393 MVA

ÅRSBERETNING 2010 ATLANTIC COD FARMS AS

Årsregnskap

2010

Atlantic Cod Farms AS

Org.nr. 985 400 393

Morselskap
Konsern

Virksomhetens art og tilholdssted

Atlantic Cod Farms AS er morselskap i et konsern som driver oppdrett og prosessering av torsk. Konsernet har virksomheter i hele verdikjeden fra produksjon av yngel (på Fosen i Trøndelag), settefisk (på Tjeldberodden på Nordmøre samt Fiskå i Vanylven), matfisk (Sumnmøre og Tustna), prosessering (Ålesund) og salg (Ålesund).

2010 har vært et meget krevende år for ACF med store utfordringer både biologisk og markedsmessig. Konsernet har hatt fokus på å tilpasse aktivitets- og kostnadsnivå til situasjonen ACF har befundet seg i. Dette har medført en nedskalering av aktiviteten kombinert med nødvendige strukturelle grep. Den samlede aktiviteten er etter disse tiltakene mer kostnadseffektiv samtidig som at ACF er den eneste fullintegreerte torskeoppdretteren fra yngel til salg.

Markedet for oppdrettsorsk har vært svært svakt, og særlig de første 6 månedene av året. Svakere biologisk prestasjon enn forventet på F0 og F1 generasjonene våre som ble slaktet ut i 2010, og så langt i 2011, har i tillegg påvirket resultatet for 2010 negativt i betydelig grad.

ACF har gjennomført tre emisjoner i 2010 hvor det har blitt hentet inn til sammen MNOK 137, noe som har bidratt til å bedre konsernets finansielle stilling. Konsernet har fra 2010 valgt å unnlate balanseføring av utsatt skattefordel, noe som har redusert konsernets bokførte egenkapital pr 31.12.2010 med i størrelsesorden MNOK 68.

Totalt ble det slaktet 3.892 tonn rund vekt, en økning på 2.334 tonn fra 2009.

I forbindelse med oppkjøpet av prosesseringsanlegget Marine Fish AS i Ålesund (nå Atlantic Cod Processing AS) endret selskapet nylig forretningskontor til Ålesund. Konsernet har til sammen 28 matfiskkonsesjoner.

I samsvar med regnskapsloven § 3-3a bekreftes det at forutsetningene om fortsatt drift er til stede. Til grunn for dette ligger selskapets finansielle stilling og fremtidsutsikter.

Redegjørelse for årsregnskapet

Morselskapet hadde i 2010 et underskudd på MNOK 146,4 mot et underskudd på MNOK 65,5 i 2009. Resultatet er preget av generelt svake oppnådde salgspriser på solgte varer i perioden, samt at det er foretatt en betydelig regnskapsmessig nedskrivning av stående biomasse ved årsskiftet. Morselskapet hadde ved utgangen av 2010 en total kapital på MNOK 149,7. Egenkapitalen var på MNOK 81,3 noe

som tilsvarer en egenkapitalprosent på 54 %. Selskapet har ikke fri egenkapital ved utgangen av regnskapsåret.

Konsernet hadde i 2010 et underskudd på MNOK 164,7 mot et underskudd på MNOK 75,3 i 2009. Driftsresultatet i konsernet var negativt med MNOK 155,2 mot MNOK 72,6 i 2009. Totalkapitalen var på MNOK 177,8. Egenkapitalen var på MNOK 55,1 noe som tilvarer en egenkapitalprosent på 31 %. Konsernet hadde ved utgangen av 2010 likvider og ubenyttet kassakreditt på totalt MNOK 10.

Egenkapitalsituasjonen

Konsernets egenkapital var pr. 31.12.2010 bokført til MNOK 55,1 etter nedskrivning av utsatt skattefordel på MNOK 68. Etter årsskiftet er der gjennomført en emisjon på MNOK 24,5 og salget av Atlantic Cod Tjeldbergodden AS har gitt en ytterligere økning av konsernets bokførte egenkapital på ca MNOK 15. Pr. 31.03.2011 utgjør konsernets bokførte egenkapital ca MNOK 71.

Konsernets risikoforhold

En forutsetning for langsiktig verdiskaping er å redusere og kontrollere risiko i alle deler av virksomheten. Konsernets målsetting er å balansere og om nødvendige sikre kreditt, valuta og markedsrisiko. Finansielle sikringsinstrumenter brukes der det er hensiktsmessig.

Konsernet er utsatt for generell markedsrisiko da prisene i markedet og etterspørselen etter torsk påvirkes av den generelle utviklingen i verdensøkonomien samt konkurranse fra laks og andre substitutter.

Konsernet er eksponert for endringer i rentenivået, da konsernets gjeld har flytende rente.

Konsernets policy er at fordringer skal være kredittforsikret. Alternativet er kontant betaling. Det er bokført et beskjedent tap på kundefordringer i 2010. Risiko for øvrig utestående er etter konsernets vurdering lav.

Konsernet driver biologisk produksjon noe som betyr at det alltid er en risiko for sykdom og andre uforutsette hendelser som kan medføre økt dødelighet og redusert tilvekst. Den biologiske situasjonen har ikke vært tilfredsstillende gjennom året, da vi har fått påvist francicella på deler av vår biomasse. Dette har medført økt dødelighet og redusert tilvekst på denne biomassen, og dermed påvirket årets resultat i vesentlig grad negativt.

Konsernets systemer for internkontroll og risikostyring benyttes for å avdekke og kontrollere risiko. Disse systemene er under kontinuerlig forbedring.

Organisasjon, arbeidsmiljø og personale

Konsernet arbeider målrettet med HMS. Det har ikke vært uhell av betydning som har forårsaket alvorlige skader på mennesker eller materiell. Arbeidet med HMS vil bli videreført i 2011.

Sykefraværet i løpet av 2010 har vært 1,5 %. Til sammen er det 44 ansatte i konsernet. Styret anser arbeidsmiljøet som godt, og det er god dialog mellom ledelse og de ansatte i konsernet.

Samarbeidet med de ansatte har vært konstruktivt og bidratt positivt til driften. I forbindelse med oppkjøpet av Marine Fish AS i november 2010 ble det iverksatt tiltak for å effektivisere styringen av konsernet. Det ble i den forbindelse foretatt en omorganisering av ledergruppen, og konsernet har nå fått tydeligere ansvars- og myndighetsforhold.

Likestilling og diskriminering

Konsernet har en policy om at det ikke skal forekomme diskriminering i henhold til diskriminering og likestillingsloven. I dette ligger det bl.a. at konsernet skal jobbe for at det på arbeidsplass råder full likestilling mellom kvinner og menn. Det skal derfor ikke forekomme forskjellsbehandling grunnet kjønn, etnisk tilhørighet eller religion i saker som for eksempel lønn, avansement og rekruttering. Det er konsernets målsetting å øke rekruttering av kvinner i leder- og mellomleder posisjoner.

Ledergruppen utgjør 7 personer hvorav ingen er kvinner. I styret i konsernet er det 7 menn.

Ytre miljø

Konsernet driver sin produksjon i nært samspill med naturen. Konsernets virksomhet drives i henhold til gjeldende lover og forskrifter. Påvirkning av det Ytre miljø, det være seg i forhold til utslipp, innvirkning på andre levende dyr og organismer skjer på en skånsom måte.

Alle matfiskanlegg er godkjent i forhold til gjeldende krav og forskrifter for akvakulturanlegg. All død fisk blir samlet opp, ensilert og levert til godkjente anlegg.

All slo og avskjær fra produksjonsanlegg samles i egne tanker og leveres i ensilert form til godkjente mottaksanlegg. Plastemballasje og papp samt annet tilsvarende avfall leveres til godkjent renovasjonsselskap. Desinfeksjons- og konserveringsmidler oppbevares i tråd med gjeldende forskrifter.

Konsernet har god dokumentasjon for at konsernets drift skjer på en bærekraftig måte.

Fremtidig utvikling

Det er styrets vurdering at utsiktene for markedet for oppdrettsorsk nå har bedret seg etter den meget vanskelige starten på 2010. Den samme positive trenden ser vi også så langt i 2011. Konsernet har i det siste merket en markert økt etterspørsel etter pre rigor, høykvalitets foredlede produkter av oppdrettsorsk. Styret har positivt syn på markedsbildet for oppdrettsorsk de kommende årene.

Den biologiske situasjonen synes å være i bedring. 2010 generasjonen har vesentlig bedre tilvekstresultater enn tidligere års generasjoner. 2011 generasjonen presterer så langt også meget godt. Disse to generasjonene er andre generasjons oppdrettsorsk (F2). Settefisk som skal settes i sjøen i 2011 er tredje generasjons oppdrettsorsk (F3). Denne fisken går nå i settefiskanlegget og vi har forventninger til at denne vil prestere enda bedre enn F2 i sjøen.

Tegningsretter utstedt i desember 2010 ble utøvd i februar 2011 for et samlet beløp tilsvarende MNOK 24,5. Videre er datterselskapet Atlantic Cod Tjeldbergodden AS solgt med et betydelig netto cash proveny. Konsernets settefiskaktivitet er i forbindelse med dette flyttet til Fjord Gadus AS.

Administrerende direktør Kenneth Brandal forlot selskapet etter eget ønske i 01.02.2011. Fra samme tidspunkt ble CFO Ivar Kvangardsnes utnevnt til administrerende direktør.

Utover dette har det ikke forekommet vesentlige hendelser etter årsskiftet.

Styret vil fokusere på forbedringstiltak i driften samt ytterligere strategiske tiltak som sammen forventes å kunne gi en positiv utvikling for konsernet.

Årsresultat og disponeringer
Styret foreslår at underskuddet på kr 146 379 501 i Atlantic Cod Farms AS disponeres som følger:

Overført fra overkursfond	Kr -77 264 326
Dekket ved kapitalnedsettelse	Kr -69 115 175
Sum disponert	Kr -146 379 501

Ålesund 20. mai 2011


Helge Hellebust
Styreleder


Asgeir Standal
Styremedlem


Frede Ulbæk
Styremedlem


Ulf Sjørdal
Styremedlem


André Aarøen
Styremedlem


Øyvind Tidemandsen
Styremedlem


Willy Wiik
Styremedlem


Ivar Kvangardshes
Administrerende direktør

Resultatregnskap - mor/konsern

Atlantic Cod Farms AS

Morselskap		Konsern			
2010	2009	Driftsinntekter og driftskostnader	Note	2010	2009
58 972 340	16 740 921	Driftsinntekter		64 758 193	16 771 296
113 636	2 564 150	Andre driftsinntekter		973 747	3 010 762
59 085 976	19 305 071	Sum driftsinntekter		65 731 940	19 782 058
63 036 335	78 817 633	Varekostnader		64 835 362	71 063 148
60 430 781	-46 179 542	Beholdningsendring tilvirkede varer		71 216 781	-43 665 142
16 473 128	14 878 107	Personalkostnader	3	23 173 649	20 586 539
6 433 541	5 596 492	Ordinære avskrivninger	7	11 144 442	7 843 943
45 097 732	28 554 313	Andre driftskostnader	8	50 601 883	36 553 265
191 471 517	81 667 003	Sum driftskostnader		220 972 117	92 381 733
-132 385 541	-62 361 932	Driftsresultat		-155 240 177	-72 599 695
Finansinntekter og finanskostnader					
2 672 737	1 392 494	Renteinntekt fra selvkjøp i samme konsern		0	0
72 024	193 429	Renteinntekter		90 831	197 071
0	19	Andre finansinntekter		0	0
11 978 998	0	Nedskrivning av finansielle anleggsmidler	9	10 744 000	0
4 759 723	4 696 866	Rentekostnader		6 925 594	5 806 940
-13 993 960	-3 110 924	Resultat av finansposter		-17 578 763	-5 609 869
-146 379 501	-65 472 856	Ordinært resultat før skattekostnad		-172 818 940	-78 209 564
0	0	Skattekostnad på ordinært resultat	13	-8 143 870	-2 888 245
-146 379 501	-65 472 856	Årets resultat		-164 675 071	-75 321 319
Disponering av årsoverskudd					
0	0	Overført fra annen egenkapital		18 295 570	75 321 319
77 264 326	65 472 856	Overført fra overkursfond		77 264 326	0
69 115 175	0	Dekket ved kapitalnedsettelse		69 115 175	0
-146 379 501	-65 472 856	Sum disponert		-164 675 071	-75 321 319

Balanse - mor/konsern

Atlantic Cod Farms AS

Morselskap	2009	Eieandeler	Note	Konsern	2010	2009
2010						
0	4 425 000	Konsesjoner, patenter o.l.		0	4 425 000	
0	0	Utsatt skattefordel	13	11 421 454	3 277 584	
444 999	500 751	Bygninger og faste anlegg	7, 12	19 078 540	18 991 228	
1 833 627	2 284 299	Skip og flytende installasjoner	7, 12	1 833 627	2 284 299	
19 888 536	28 864 669	Driftsløsøre, inventar o.a. utstyr	7, 12	69 343 343	56 005 753	
8 470 002	1 455 000	Finanstelle anleggsmidler		0	0	
9 000 000	0	Investeringer i datterselskap	9, 12	0	0	
9 407 273	5 874 507	Lån til foretak i samme konsern	4, 12	0	0	
48 744 437	43 404 226	Andre langsiktige fordringer	5	9 407 273	5 874 507	
		Sum anleggsmidler		111 084 237	90 858 371	

38 283 762	98 648 531	Varelager	6, 12	42 896 783	112 631 531	
5 632 959	1 248 503	Kundefordringer	4, 12	7 078 856	1 350 894	
46 440 434	40 210 019	Fordringer på å konsernselskap	4, 12	0	0	
1 955 283	4 112 709	Andre kortsiktige fordringer		5 349 158	4 606 796	
1 600 000	0	Investeringer		0	0	
7 117 422	23 853 321	Bankinnskudd, kontanter o.l.	11, 12	9 838 780	25 723 628	
101 029 860	168 073 084	Sum omløpsmidler		66 763 577	144 312 849	
149 774 297	211 477 309	Sum eiendeler		177 847 814	235 171 220	

Atlantic Cod Farms AS

Side 1

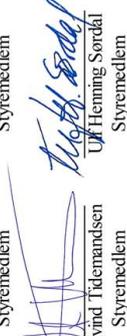
Balanse - mor/konsern

Atlantic Cod Farms AS

2010	2009	Egenkapital og gjeld	Note	2010	2009
18 090 413	36 566 566	Egenkapital		18 090 413	36 566 566
63 180 103	57 136 960	Innskutt egenkapital		63 180 103	57 136 960
0	0	Aksjekapital 361.808,260 á kr.0,05	15		
0	0	Overkursfond			
0	0	Oppløst egenkapital			
0	0	Udekket tap		-26 189 007	-7 893 436
0	0	Mjoriteitsinteresser		10 062	10 062
81 270 516	93 703 525	Sum egenkapital	14	55 091 571	85 820 152
10 592 602	850 000	Gjeld		10 062	
0	0	Annen langsiktig gjeld		35 212 940	21 328 973
0	0	Pantelån	12	8 601 032	0
0	0	Øvrig langsiktig gjeld		0	0
10 592 602	850 000	Sum annen langsiktig gjeld		43 813 972	21 328 973
27 800 000	49 700 000	Kortsiktig gjeld		34 800 000	55 612 000
17 096 975	16 722 305	Kassakreditt	12	27 647 116	19 765 063
1 054 160	1 218 008	Leverandørgjeld		1 957 443	1 999 422
11 960 044	49 283 470	Skyldig offentlige avgifter		14 537 712	50 645 610
57 911 179	116 923 784	Annen kortsiktig gjeld		78 942 271	128 022 095
68 503 781	117 773 784	Sum kortsiktig gjeld		122 756 243	149 351 068
149 774 297	211 477 309	Sum gjeld		177 847 814	235 171 220
		Sum egenkapital og gjeld			

Alesund, 20.05.2011

For styret i Atlantic Cod Farms AS

 Helge Hellebust
Styrets leder
  Asger Standal
Styremedlem
  André Aaroen
Styremedlem
  Fredrik Klubbby Uldbæk
Styremedlem
  Ivar Kvangardsnes
Daglig leder
  Ulf Hemming Sordal
Styremedlem
  Øvind Tidemannsen
Styremedlem
  Willy-Eugen Wiik
Styremedlem

Atlantic Cod Farms AS

Side 2

Noter til årsregnskapet 2010

Atlantic Cod Farms AS mor og konsern

NOTE 1 REGNSKAPSPRINSIPPER

Regnskapene er satt opp i samsvar med regnskapsloven og God regnskapskikk for små foretak. For 2010 er besluttet å utarbeide konsernregnskap med sammenlignbare tall for 2009. Dei viktigste regnskapsprinsippene er beskrevet nedenfor:

Ledelsen har brukt estimater og forutsetninger som har påvirket resultatregnskapet og verdsettelsen av eiendeler og gjeld, samt usikre eiendeler og forpliktelser på balansen ved utarbeidelsen av årsregnskapet i henhold til god regnskapskikk.

Inntektsføring ved salg av varer skjer på leveringstidspunktet. Tjenester inntektsføres i takt med utførelsen. Inntektsføring av leteinntekter skjer i takt med oppfølging.

Anleggsmidler omfatter eiendeler bestemt til varig eie og bruk. Anleggsmidler er vurdert til anskaffelseskost. Varige driftsmidler balanseføres og avskrives over driftsmidlets økonomiske levetid. Varige driftsmidler nedskrives til gjenvinnbart beløp ved vertifall som forventes ikke å være forbigående. Gjenvinnbart beløp er det høyeste av nettosalgsverdi og verdi i bruk. Verdi i bruk er nåverdi av fremtidige kontantstrømmer knyttet til eiendelen. Nedskrivningen reverseres når grunnlaget for nedskrivningen ikke lenger er tilstede.

Omløpsmidler og kortsiktig gjeld omfatter poster som forfaller til betaling innen ett år etter anskaffelsestidspunktet, samt poster som er knyttet til varekretsløpet. Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt beløp på opplysningspunktet.

Kundefordringer og andre fordringer oppføres til pålydende etter fradrag for avsetning til forventet tap. Avsetning til tap gjøres på grunnlag av en individuell vurdering av de enkelte fordringene.

Datterselskap vurderes etter kostmetoden i selskapsregnskapet. Investeringen er vurdert til anskaffelseskost for aksjene med mindre nedskrivning har vært nødvendig. Det er foretatt nedskrivning til virkelig verdi når vertifall skyldes årsaker som ikke kan antas å være forbigående og det må anses nødvendig etter god regnskapskikk. Nedskrivninger er reversert når grunnlaget for nedskrivning ikke lenger er til stede.

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt er beregnet med 28 % på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt skattemessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet. Netto utsatt skattefordel balanseføres i den grad det er sannsynlig at denne kan bli nyttegjort.

Regnskapsprinsippene er for øvrig nærmere omtalt i de tilhørende noter til de enkelte regnskapspostene.

Noter til årsregnskapet 2010

Atlantic Cod Farms AS mor og konsern

NOTE 2 GENERELLE FORHOLD OM KONSERNET

Følgende selskaper er med i konsernet:

Selskap	Kontor-kommune	Aksje-kapital	Eierandel
Atlantic Cod Farms AS	Alesund	18 090 413	Morselskap
Atlantic Cod Tjeldbergodden AS	Selje	100 000	100 %
Atlantic Cod Juveniles AS	Rissa	1 000 000	100 %
Atlantic Cod Processing AS	Alesund	7 500 000	100 %
Festoy Eiendom AS	Ørsta	100 000	100 %
Fjordforsk AS	Høyanger	300 000	75 %

Atlantic Cod Processing AS ble kjøpt i desember 2010. Beregnet goodwill kr 483 923 er nedskrevet til kr 0. Holstad Marine AS med 100% eiet datterselskap Vi Marin AS ble kjøpt våren 2010 med oppgjør i aksjer.

Holstad Marine AS med datterselskap er solgt ved avtale 18.02.2011 og er derfor ikke konsolidert inn i konsernregnskapet. Aksjene er nedskrevet med kr 10 744 000,- til salgspris kr 1 600 000,-, og er omklassifisert til omløpsaksjer 31.12.2010.

NOTE 3 LØNSKOSTNADER, ANTALL ÅRSVERK, GODTGJØRELSER M.M.

Morselskap	Konsern	
	2010	2009
14 240 661	12 726 977	19 222 262
1 888 687	1 832 454	2 436 719
3 18 309	185 269	433 226
		922 901
25 470	133 407	158 541
16 473 128	14 878 107	23 173 649
		20 586 539
30	30	44
		42

Det er betalt ut lønn og annen godtgjørelse til daglig leder med NOK 1.184.088. Utbetalt honorar til styret utgjør NOK 130.000.

Pensjonskostnader

Selskapet er forpliktet til å ha pensjonsordning etter lov om obligatorisk tjenestepensjon. Selskapets pensjonsordninger tilfredsstiller kravene i denne lov.

Selskapets pensjonsavtale er en innskuddsordning.

Noter til årsregnskapet 2010

Atlantic Cod Farms AS mor og konsern

NOTE 3 LØNSKOSTNADER, ANTALL ÅRSVERK, GODTGJØRELSE M.M. FORS.

Morselskap	Godtgjørelse til revisor fordelt på følgende måte:	Konsern
101 300	Lovpålagt revisjon	192 650
156 000	Andre tjenester utenfor revisjonen	156 000
257 300	Sum (ekskl. mva)	348 650

NOTE 4 MELLOMVERENDE MED FORETAK I SAMME KONSERN

Morselskap	2010	2009
Langsiktige fordringer	9 000 000	-
Kundefordringer	5 161 152	-
Kortsiktige fordringer	46 440 434	40 210 019
Sum	60 601 586	40 210 019

Det vil bli tatt stilling til oppgjør av gjeld til morselskapet i forbindelse med vurdering av konsernstruktur, finansiering og eventuell oppkapitalisering av datterselskaper i 2011.

NOTE 5 FORDRINGER MED FORFALL SENERE ENN ETT ÅR

Morselskap	2010	2009	Konsern	2010	2009
9 000 000	-	-	-	-	-
5 000 000	-	-	Lån til konsernselskap	5 000 000	-
14 000 000	-	-	Langsiktige fordringer	5 000 000	-

NOTE 6 VARER

Morselskap	2010	2009	Konsern	2010	2009
2 125 151	1 681 989	1 959 989	Lager av før	2 565 151	1 959 989
36 158 611	96 966 542	110 670 542	Fisk under oppdrett	39 077 611	110 670 542
-	-	-	Ferdigvarer	304 021	-
-	-	-	Reserveleder	950 000	-
38 283 762	98 648 531	112 630 531		42 896 783	112 630 531

Før og ferdigvarer er vurdert til laveste verdi av anskaffelseskost og virkelig verdi. Fisk under oppdrett er verdsett til laveste av tilvirkningskost og virkelig verdi.

Noter til årsregnskapet 2010

Atlantic Cod Farms AS mor og konsern

NOTE 7 VARIGE DRIFTSMIDLER

Morselskap	Bygninger	Driftsløsøre	Båter	Sum
Anskaffelseskost 1.1	573 688	36 288 409	2 923 671	39 785 768
Tilgang i året	-	567 099	-	567 099
Avgang i året	-	-5 772 584	-	-5 772 584
Anskaffelseskost 31.12	573 688	31 082 924	2 923 671	34 580 283
Samlede avsk. per 31.12.	-128 689	-11 494 387	-1 090 044	-12 713 120
Bokført verdi pr. 31.12.	444 999	19 588 537	1 833 627	21 867 163
Årets avskrivninger	55 748	6 070 655	307 138	6 433 541
Økonomisk levetid	Inntil 15 år	Inntil 8 år	Inntil 10 år	
Avskrivningsplan	Lineær	Lineær	Lineær	

Konsern

	Goodwill	Bygninger	Driftsløsøre	Båter	Sum
Anskaffelseskost 1.1	19 968 309	65 584 474	2 923 671	88 476 454	
Tilgang i året	483 923	1 084 996	1 123 650	2 692 569	
Tilgang datterselskap	-	25 342 220	-	25 342 220	
Avgang i året	-	-	-5 772 584	-5 772 584	
Anskaffelseskost 31.12	483 923	21 053 305	86 277 761	110 738 659	
Samlede avsk. per 31.12.	-483 923	-1 974 765	-16 934 418	-20 483 150	
Samlede nedskr. per 31.12.	-	-	-	-	
Rev. nedskr. per 31.12.	-	-	-	-	
Bokført verdi pr. 31.12.	-	19 078 540	69 343 343	90 255 509	
Årets avskrivninger	483 923	982 208	9 371 173	307 138	
Økonomisk levetid	1 år	Inntil 15 år	Inntil 8 år	Inntil 10 år	
Avskrivningsplan	Lineær	Lineær	Lineær	Lineær	

Noter til årsregnskapet 2010

Atlantic Cod Farms AS mor og konsern

NOTE 8 LEASINGKONTRAKTER

Konsernet har i årene 2007-2009 gjennomført investeringer som er leasingfinansierte. Eitersoms selskapet følger reglene som gjelder for små foretak, blir kostnader tilknyttet leasing bokført som leie. En balansefører ikke driftsmidlene, og kapitalisert verdi av betalingsforpliktelsen.

Totalt er det investert for ca. MNOK 26,8 som er finansiert ved leasing. Amortisering (forrentning og nedbetaling) av kontraktene skjer over 3- 8 år.

Forskuddsleie kostnadsføres over kontraktens løpetid.

Atlantic Cod Processing AS ble kjøpt i desember 2010. Selskapet har i 2010 balanseført leasingforpliktelser og tilhørende driftsmidler. Dette er konsolidert inn i konsernregnskapet og inkludert i tilgang driftsløse datterselskap kr 25 342 220 jf note 7.

NOTE 9 AKSJER I DATTERSELSKAP

MORSELSKAP

Investeringer i datterselskap er bokført etter kostmetoden, med mindre nedskrivning har vært nødvendig. I 2010 er datterselskap nedskrevet med kr 1 234 998. Mottatte utbytter inntektsføres som driftsinntekt i avsetningsåret. Konsernbidrag vises under disponeringer.

Selskap	Forretnings- kontor	Eierandel	Bokført verdi
Atlantic Cod Tjeldbergodden	Stadlandet	100 %	110 000
Atlantic Cod Juveniles AS	Stadsbygd	100 %	1
Atlantic Cod Processing AS	Ålesund	100 %	8 250 000
Festøy Eiendom AS	Festøy	100 %	110 000
Fjordtorsk AS	Høyanger	75 %	1
Sum			8 470 002

Holstad Marine AS med 100% etet datterselskap Vi Marin AS ble kjøpt våren 2010 med oppgjør i aksjer. Da dette er å anse som midlertidig eie, er investeringen klassifisert som omløpsaksjer jf note 2. Aksjene er nedskrevet med kr 10 744 000,- til salgspris kr 1 600 000,-.

Noter til årsregnskapet 2010

Atlantic Cod Farms AS mor og konsern

NOTE 10 LANGSIKTIG GJELD

Gjeld som forfaller mer enn 5 år etter regnskapsårets slutt :

Morselskap 2010	Konsern 2010
-	1 789 076
-	1 789 076
Sum	1 789 076

NOTE 11 BUNDNE MIDLER

Av bankinnskudd vedrører følgende innskudd på skatetrekkkonto.

	2010	2009
MOR	216 061	275 373
KONSERN	320 606	654 228

Atlantic Cod Farms AS har stilt sikkerhet for lån pålydende MNOK 15 med sperret bankinnskudd på MINOK 5. Bankinnskuddet er nettoført mot pantgjeld.

NOTE 12 PANTSTILLELSER

MOR 2010	KONSERN 2010
38 450 000	78 671 370
Bokført gjeld sikret ved pant	78 671 370

Bokført verdi pantsatte eiendeler:

23 439 746	90 255 512
Driftsmidler	42 896 783
38 283 762	7 078 857
Varer	8 470 002
61 073 393	9 465 026
Fordringer	158 166 180
8 470 002	
Aksjer	
6 901 361	
Bankinnskudd	
138 168 264	

Morselskapet har stilt sikkerhet for gjeld i Atlantic Cod Juveniles AS, Atlantic Cod Tjeldbergodden AS og Atlantic Cod Processing AS.

Tilsvarende har Atlantic Cod Juveniles AS, Atlantic Cod Tjeldbergodden AS og Atlantic Cod Processing AS stilt sikkerhet for gjeld i morselskapet.

Noter til årsregnskapet 2010

Atlantic Cod Farms AS mor og konsern

NOTE 13 SKATTER

Skatter kostnadsføres når de påløper, det vil si at kostnaden er knyttet til det regnskapsmessige resultat før skatt. Skattekostnaden består av betalbar skatt (skatt på årets skattepliktige inntekt) og endring i netto utsatt skatt. Skattekostnaden fordeles på ordinært resultat og resultat av ekstraordinære poster i henhold til skattegrunnlaget.

Oversikt over midlertidige forskjeller:

	MORSELSKAP		KONSERN	
	2010	2009	2010	2009
400 173	5 713 663	6 475 145	9 649 215	
26 772 166	96 976 813	32 874 088	110 721 730	
27 172 339	102 690 476	39 349 233	120 370 945	
-261 297 377	-199 034 049	-324 683 984	-227 317 541	
-234 125 038	-96 343 573	-285 334 751	-106 946 596	
-65 555 011	-26 976 200	-79 893 730	-29 945 047	
-	-	11 421 454	3 277 584	
28 %	28 %	28 %	28 %	

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I konsernregnskapet er utsatt skattefordel for datterselskapet Atlantic Cod Tjeldbergodden AS balanseført. Selskapet er solgt i 2011, og salgssummen forsvarer balanseføring av skattefordelen. Øvrig utsatt skattefordel er ikke balanseført.

Nedenfor er det gitt en spesifikkasjon over forskjellen mellom det regnskapsmessige resultat før skattekostnad og årets skattegrunnlag.

	2010	2009	2010	2009
-146 379 501	-65 472 856	-172 818 940	-78 209 564	
8 598 037	-1 464 850	7 802 315	-4 686 250	
75 518 136	-49 148 603	97 366 443	-59 918 071	
-62 263 328	-116 086 309	-67 650 182	-142 813 885	

Skattekostnaden i regnskapet består av følgende poster:

	2010	2009	2010	2009
-	-	-	-	
-	-	-8 143 870	-2 888 245	
-	-	-8 143 870	-2 888 245	

Noter til årsregnskapet 2010

Atlantic Cod Farms AS mor og konsern

NOTE 14 EGENKAPITAL

MORSELSKAP

	Aksje-kapital	Overkurs-fond	Annen EK	Sum
Egenkapital 31.12.2009	36 566 566	84 113 160	-	120 679 726
Tilbakeført utsatt skattefordel	-	-26 976 201	-	-26 976 201
Egenkapital 1.1.2010	36 566 566	57 136 959	-	93 703 525
<i>Årets endring i egenkapital</i>				
Emisjoner 2010	50 639 022	86 697 368	-	137 336 390
Emisjonskostnader	-	-3 389 899	-	-3 389 899
Kapitalnedsettning	-69 115 175	-	69 115 175	-
Resultat 2010	-	-77 264 326	-69 115 175	-146 379 501
Egenkapital 31.12.	18 090 413	63 180 102	-	81 270 515

KONSERN

	Aksje-kapital	Overkurs-fond	Annen EK	Minoritets-interesser	Sum
Egenkapital 31.12.2009	36 566 566	84 113 160	-7 343 496	10 062	113 346 292
Tilbakef. utsatt skattefordel	-	-26 976 201	-549 940	-	-27 526 141
Egenkapital 1.1.2010	36 566 566	57 136 959	-7 893 436	10 062	85 820 151
<i>Årets endring i egenkapital</i>					
Emisjoner 2010	50 639 022	86 697 368	-	-	137 336 390
Emisjonskostnader	-	-3 389 899	-	-	-3 389 899
Kapitalnedsettning	-69 115 175	-	69 115 175	-	-
Resultat 2010	-	-77 264 326	-87 410 745	-	-164 675 071
Egenkapital 31.12.2010	18 090 413	63 180 102	-26 189 006	10 062	55 091 571

Noter til årsregnskapet 2010

Atlantic Cod Farms AS mor og konsern

NOTE 15 AKSJEKAPITAL OG AKSJEJEEIER INFORMASJON

Aksjekapitalen på kr. 18.090.413 består av 361.808.260 aksjer à kr 0,05.

Aksjoner:	Antall	Prosent
Dolphin Management AS	83 628 493	23 %
Frode Teigen	40 000 000	11 %
Pareto Growth AS	28 679 347	8 %
Jokul AS	20 000 000	6 %
Borgenhaug Gruppen AS	14 191 000	4 %
Bjåstadbakken AS	14 016 791	4 %
Institusjonen Fritt Ord	11 849 084	3 %
Åsen Industrier AS	10 107 811	3 %
Møre Og Romsdal Sjøkornfond AS	9 450 158	3 %
Jasimo AS	8 030 076	2 %
Apco AS	8 000 000	2 %
Nikt A/S	7 659 188	2 %
Ullnar AS	6 562 512	2 %
As Flømann	6 157 927	2 %
Nausneset AS	5 961 545	2 %
Pareto Securities ASA	5 756 000	2 %
Sydvestor AS	4 812 258	1 %
Duk Invest AS	4 279 586	1 %
Standal Invest AS	3 866 041	1 %
Sparebanken Vest	3 842 924	1 %
Havila AS	3 634 711	1 %
Andre	61 322 808	17 %
Totalt antall aksjer	361 808 260	100 %

Morselskapets generalforsamling den 03.12.2010 utstedte 176.424.194 frittstående tegningsretter.

Tegningsrettene tegnes til pålydende NOK 0,05 og til kurs NOK 0,25. Siste frist for å utøve tegningsrettene er 03.12.2011.

BDO AS
Nesevegen 3
Postboks 93
6067 Usteinvik

Tel: 70 01 81 81
Fax: 70 01 81 91
www.bdo.no
Org. nr. 993 606 650



Til generalforsamlingen i
Atlantic Cod Farms AS

REVISORS BERETNING

Uttalelse om årsregnskapet

Vi har revidert årsregnskapet for Atlantic Cod Farms AS som består av selskapsregnskap, som viser underskudd på kr 146.379.501,- og konsernregnskap, som viser underskudd på kr 164.675.071,-. Selskapsregnskapet og konsernregnskapet består av balanse per 31. desember 2010, resultatregnskap for regnskapsåret avsluttet per denne datoen, og en beskrivelse av vesentlige anvendte regnskapsprinsipper og andre noteopplysninger.

Styret og daglig leders ansvar for årsregnskapet

Styret og daglig leder er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapspraksis i Norge, og for slik intern kontroll som styret og daglig leder finner nødvendig for å muliggjøre utarbeidelsen av et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller feil.

Revisors oppgaver og plikter

Vår oppgave er å gi uttrykk for en mening om dette årsregnskapet på bakgrunn av vår revisjon. Vi har gjennomført revisjonen i samsvar med lov, forskrift og god regnskapspraksis i Norge, herunder International Standards on Auditing. Revisjonsstandardene krever at vi etterlever etiske krav og planlegger og gjennomfører revisjonen for å oppnå betryggende sikkerhet for at årsregnskapet ikke inneholder vesentlig feilinformasjon.

En revisjon innebærer utøvelse av handlinger for å innhente revisjonsbevis for beløpene og opplysningene i årsregnskapet. De valgte handlingene avhenger av revisors skjønn, herunder vurderingen av risikoene for at årsregnskapet inneholder vesentlig feilinformasjon, enten det skyldes misligheter eller feil. Ved en slik risikovurdering tar revisor hensyn til den interne kontrollen som er relevant for selskapets utarbeidelse av et årsregnskap som gir et rettviseende bilde. Formålet er å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll. En revisjon omfatter også en vurdering av om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimaterne utarbeidet av ledelsen er rimelige, samt en vurdering av den samlede presentasjonen av årsregnskapet.

Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Konklusjon

Etter vår mening er årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapet og konsernet Atlantic Cod Farms AS finansielle stilling per 31. desember 2010 og av deres resultater for regnskapsåret som ble avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapspraksis i Norge.



Presisering

Selskapet opplyser i årsberetningen at konsernet har vært gjennom vanskelige perioder med mye tap fra driften og store omorganiseringer. Tilpasningene i konsernet for å skape lønnsom drift fortsetter inn i år 2011. Konsernet må tilføres likviditet fra eierne for å sikre fortsatt drift. Dette forholdet har ingen betydning for vår konklusjon om regnskapet.

Uttalelse om øvrige forhold

Konklusjon om årsberetningen

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, mener vi at opplysningene i årsberetningen om årsregnskapet, forutsetningen om fortsatt drift og forslaget til dekning av tap er konsistente med årsregnskapet og er i samsvar med lov og forskrifter.

Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller begrenset revisjon av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringskikk i Norge.

Ulsteinvik, 01.06.2011

BDO AS

Thor Martin Eidem
Statsautorisert revisor

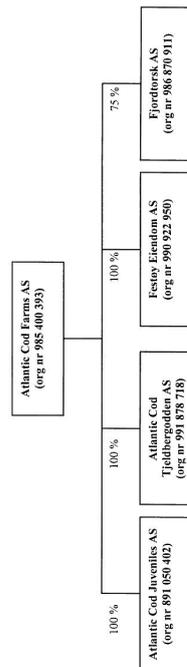
ATLANTIC COD FARMS AS

Årsberetning for 2009

1. Opplysninger om virksomheten

Atlantic Cod Farms AS ("Atlantic") formål er å drive oppdrett avorsk. Selskapet er helintegret i verdikjeden fra produksjon av yngel til matfisk. Det kan være aktuelt med en ytterligere integrering i verdikjeden senere. Selskapet ledes fra Stadlandet i Sejeje kommune.

Pr 31.12.2009 er selskapsstrukturen i Atlantic Cod Farms AS som følger:



Samtlige datterselskaper med unntak av Fjordsk AS er eid 100 % av selskapet. Fjordsk AS er eid 75 % av selskapet.

2. Bekreftelse for fortsatt drift

Forutsetningen for fortsatt drift er lagt til grunn ved utarbeidelse av årsregnskapet. Styret bekrefter at denne forutsetningen er til stede.

Etter styrets oppfølging viser regnskapet et rettviseende bilde av selskapets drift og økonomiske stilling pr 31.12.2009.

3. Resultat, utvikling og stilling

Torskeoppdrettsindustrien generelt har i 2009 opplevd meget lave priser på sluttproduktet kombinert med helsemessige utfordringer, og dette påvirker også i stor grad 2009-resultatet for Atlantic Cod Farms AS.

Styret har forventninger til at markedsituasjonen vil bedre seg i løpet av 2010 og at dette, kombinert med stadig mer effektiv drift på sjølokalitetene, vil medføre en bedring i resultatet i 2010.

Selskapet har slaktet 1460 tonn matfisk i 2009.

Selskapets yngelproduksjon skjer i Atlantic Cod Juveniles AS på Røberg i Fosen kommune i Sør-Trøndelag. Virksomheten ble tatt over i mars 2007 og etter en større ombygging i 2008 fremstår anlegget i dag med betydelig utvidet produksjonskapasitet. Etter noen mindre endringer i driftsprosedyrer, har virksomheten lyktes med å levere gjenntatte vellykkede produksjonsyklusser av torskeyngel.

Selskapets settefiskproduksjon er lagt til Tjeldbergodden i Møre og Romsdal. Gjennom sitt heleide datterselskap Atlantic Cod Tjeldbergodden AS åpnet selskapet i juni 2009 et større landanlegg for påvekst av liten yngel til stor settefisk. Innsatsfaktoren vil være yngel fra selskapets egen virksomhet på Fosen, mens stor settefisk ut av anlegget vil gå til selskapets matfisklokaliteter.

Atlantic Cod Farms AS gjennomførte i 2009 to innledende forskningsprosjekter hvor målene har vært effektivisering av slakteprosess, unytteøkning på produkt, samt kvalitetsheving og bedre holdbarhet på fileproduktet.

Egenkapitalen har i løpet av 2009 blitt styrket gjennom emisjoner mot eksisterende og nye aksjonærer. Gjennom 2009 er selskapet til sammen tilført NOK 59.594.789,- i ny egenkapital i form av kontantinskudd og tingsinnskudd.

Ved utgangen av 2009 var det fra eksisterende og nye aksjonærer innbetalt NOK 45.112.500,-. Beløpet er ført som kortsiktig gjeld inntil selskapets generalforsamling godkjenner at innbetalingen benyttes til aksjekapitalutvidelse i selskapet. Hensyntatt samlet kommitté, men ikke innbetalt emisjonsbeløp pr 31.12.2009 på totalt 51.828.500 gir dette en egenkapitalprosent på 71 %. I mars 2010 ble siste del av emisjonen sluttført og samlet emisjonsbeløp ble 72.752.816. Dette hadde gitt en egenkapitalprosent på 73 % pr 31.12.2009.

Selskapet har i årsregnskapet balanseført utsatt skattefordel med kr 26.976.201 som en immateriell eiendel. Dette utgjør ca 22 % av selskapets bokførte egenkapital ved utgangen av året. Styret er oppmerksomme på de restriksjoner som er i god regnskapskikk knyttet til balanseføring av utsatt skattefordel, men er av den oppfatning at det er sannsynlig at selskapet vil kunne nyttegjøres seg utsatt skattefordel av denne størrelse gjennom fremtidige positive resultater/skattegrunnlag.

4. Opplysninger om arbeidsmiljø og likestilling

Selskapet hadde ved regnskapsårets slutt 27 ansatte. Arbeidsmiljøet vurderes som godt. Det har vært et sykefravær på 134 dagsverk, som utgjør 1,3 % av samlet årsverk for selskapet i 2009.

Selskapets styre består av seks mannlige medlemmer. Selskapet er i denne sammenheng klar over samfunnets forventninger med hensyn til likestilling.

5. Opplysninger om det ytre miljø

Selskapet forurenser ikke det ytre miljø utover det som er forutsatt og tillatt i gjeldende utslippstillatelser.

Oslo, 17.03.2010


Helge Hellebust
Styremedlem


Fredrik Luthæk
Styremedlem


Willy Wiik
Styremedlem


Asger Standal
Styremedlem


André Aarøen
Styremedlem


Harald Hellebust
Styremedlem


Kenneth Brandal
Administrerende direktør

Resultatregnskap

Atlantic Cod Farms AS

Driftsinntekter og driftskostnader	Note	2009	2008
Salgsinntekter		16 740 921	3 599 212
Annen driftsinntekt		2 564 150	203 034
Sum driftsinntekter		<u>19 305 071</u>	<u>3 802 246</u>
Varekostnader		78 817 633	43 711 590
End. beh. varer under tilvirkning		-46 179 542	-43 341 086
Lønnskostnader m.m.	3	14 878 107	9 808 507
Avskrivning på driftsmidler	5	5 596 492	1 810 059
Annen driftskostnad	3, 7	28 554 313	12 880 209
Sum driftskostnader		<u>81 667 003</u>	<u>24 869 279</u>
Driftsresultat		<u>-62 361 932</u>	<u>-21 067 033</u>
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern		1 392 494	672 991
Annen renteinntekt		193 429	1 683 020
Annen finansinntekt		19	0
Annen rentekostnad		4 487 641	504 253
Annen finanskostnad		209 225	0
Resultat av finansposter		<u>-3 110 924</u>	<u>1 851 758</u>
Resultat før skattekostnad		-65 472 856	-19 215 275
Skattekostnad på ordinært resultat	9	-18 742 558	-6 283 755
Ordinært resultat		<u>-46 730 298</u>	<u>-12 931 520</u>
Årsunderskudd		<u>-46 730 298</u>	<u>-12 931 520</u>
Overføringer			
Overført til udekket tap		0	-4 985 574
Overført fra overkursfond til dekning av tidligere tap		0	4 985 574
Overført fra overkursfond		46 730 298	12 931 520
Sum overføringer		<u>-46 730 298</u>	<u>-12 931 520</u>

Balanse pr 31.12.

Atlantic Cod Farms AS

Eiendeler	Note	2009	2008
Anleggsmidler			
Konsejjoner, patenter o.l.	5	4 425 000	1 925 000
Utsatt skattefordel	9	26 976 201	8 233 643
Sum immaterielle eiendeler		<u>31 401 201</u>	<u>10 158 643</u>
Varige driftsmidler			
Tomter, bygninger o.a. fast eiendom	5	500 751	556 505
Maskiner og anlegg	5	2 206 184	1 778 043
Skip og flytende installasjoner	5	2 284 299	2 422 737
Driftsløsøre, inventar o.a. utstyr	5	26 658 485	14 742 538
Sum varige driftsmidler		<u>31 649 719</u>	<u>19 499 823</u>
Finansielle driftsmidler			
Investeringer i datterselskap	2, 12	1 455 000	1 455 000
Forskuddsbetalt leasingleie	7	5 874 507	8 889 590
Sum finansielle anleggsmidler		<u>7 329 507</u>	<u>10 344 590</u>
Sum anleggsmidler		<u>70 380 427</u>	<u>40 003 056</u>
Omløpsmidler			
Lager av varer og annen beholdning	4	98 648 531	51 704 175
Fordringer			
Kundefordringer	8	1 248 503	0
Andre fordringer	8	4 112 709	3 379 096
Fordringer på konsernselskaper	8	40 210 019	18 044 956
Sum fordringer		<u>45 571 232</u>	<u>21 424 052</u>
Bankinnskudd	10	23 853 321	4 928 798
Sum omløpsmidler		<u>168 073 084</u>	<u>78 057 025</u>
Sum eiendeler		<u>238 453 510</u>	<u>118 060 081</u>

Atlantic Cod Farms AS

Side 1

Balanse pr 31.12.

Atlantic Cod Farms AS

Eigenkapital og gjeld	Note	2009	2008
Innskutt egenkapital			
Aksjekapital	6	36 566 566	26 962 960
Overkursfond		84 113 161	82 501 480
Sum innskutt egenkapital		<u>120 679 727</u>	<u>109 464 440</u>
Oppkjøpt egenkapital			
Sum egenkapital	13	<u>120 679 726</u>	<u>109 464 440</u>
Gjeld			
Annem langsiktig gjeld			
Gjeld til kredittinstitusjoner	11	850 000	1 769 696
Sum annen langsiktig gjeld		<u>850 000</u>	<u>1 769 696</u>
Kortsiktig gjeld			
Kassekreditt	11	49 700 000	0
Leverandørgjeld		16 722 305	4 250 874
Skatteuttak og andre trekk		1 218 008	1 096 726
Annem kortsiktig gjeld	8	49 283 470	1 478 345
Sum kortsiktig gjeld		<u>116 923 784</u>	<u>6 825 945</u>
Sum gjeld		<u>117 773 784</u>	<u>8 595 641</u>
Sum egenkapital og gjeld		<u>238 453 510</u>	<u>118 060 081</u>

Oslo, den 17.3.2010

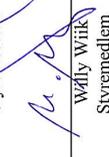

Helge Hellebust
Styreleder


Asgeir Standal
Styremedlem


Harald Hellebust
Styremedlem


André Aarøen
Styremedlem


Wally Wiik
Styremedlem


Kenneth Brandal
Daglig leder

Atlantic Cod Farms AS

Side 2

Atlantic Cod Farms AS

Noter for 2009

Note 1 - Revisjonsprinsipper

Årsregnskapet er satt opp i samsvar med Regnskapsloven og god regnskapspraksis. Selskapet følger reglene som er fastsat for små foretak.

Salgsmønstre
Innskaffelse ved salg av tjenester og varer skjer på leveringsstidspunktet.

Klassifisering og vurdering av balanseposter

Omlopsmidler og kortsiktig gjeld omfatter poster som forfaller til betaling innen ett år etter balanse dagen, samt poster som krevter seg til vækretesløpet. Øvrige poster er klassifisert som anleggsmidler/langsiktig gjeld.

Omlopsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt beløp på etableringsstidspunktet.

Anleggsmidler vurderes til anskaffelseskost, men nedskrives til virkelig verdi dersom verdifallet ikke forventes å være forbigående. Langsiktig gjeld balanseføres til nominelt beløp på etableringsstidspunktet.

Fordringer

Kundefordringer og andre fordringer er oppført i balansen til pålydende. Avsetning til tap gjøres - når dette anses påkrevet - på grunnlag av individuelle vurderinger av de enkelte fordringene.

Varige driftsmidler

Varige driftsmidler balanseføres og avskrives over driftsmidlets levetid dersom de har levetid over 3 år og har en kostpris som overstiger kr 15.000. Direkte vedlikehold av driftsmidler kostnadsføres løpende under driftskostnader, mens påkostninger eller forbedringer tillegges driftsmidlets kostpris og avskrives i takt med driftsmiddelet.

Skatt

Skattekostnaden i resultatregnskapet omfatter både periodens betalebare skatt og endring i utsatt skatt. Utsatt skatt er beregnet med 28% på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skattekende og skatteinberende midlertidige forskjeller som reverserer eller kan reversere i samme periode, er utlignet og nettoført.

Note 2 - Konsernforhold

Selskapet eier samtlige aksjer i Atlantic Cod Juveniles AS, Atlantic Cod Tjeldbergodden AS og Festøy Eiendom AS. I tillegg eier en 75% av aksjene i Fjordorsk AS.

Atlantic Cod Farms AS er ikke forpliktet til å utarbeide konsernregnskap ettersom en kan følge Regnskapslovens regler for små foretak.

Atlantic Cod Farms AS

Noter for 2009

Note 3 - Lønnskostnader

Lønnskostnader mm.

	2009	2008
Lønninger	12 856 195	8 359 509
Folketrygdavgift	1 832 454	1 202 800
Pensjonskostnader	186 269	126 919
Rettsjoner	-129 218	
Andre ytelser	133 406	119 279
Lønnskostnader	14 878 107	9 808 507

Selskapet sysseletst i 2009 30 årsværk.

Det er beach av lønn og annen godtgjørelses til daglig leder med NOK 1.015.803.
Honorar kostnadsført og utbetalt til styret utgjør NOK 100.000.

Rettsor

Honorar til revisor er kostnadsført med NOK 46.800 eks. mva. Av dette gjelder kr 3.100 konsulentbistand.

Obligatorisk helsepensjon

Selskapet har etablert løypelag pensjons sparing for ansatte i samsvar med gjeldende regelverk.

Note 4 - Varer

	31.12.2009	31.12.2008
Lager av for	1 681 989	917 175
Fisk under oppdrett	96 966 542	50 287 000
Sum	98 648 531	51 204 175

Note 5 - Vårlige driftsmidler

	Konsernsjønner	Bygge	Produksjons- utstyr	Båter	Kontor- utstyr	Sum
Anskaffelseskost 01.01	1 925 000	573 688	18 229 584	2 764 386	471 720	23 964 378
Tilgang kjøpte driftsmidler	2 500 000		17 494 614	159 285	140 490	20 294 389
Avgang			-48 000			-48 000
Anskaffelseskost 31.12	4 425 000	573 688	35 676 198	2 923 671	612 211	44 210 767
Akkumulerte avskrivninger 31.12		-72 937	-7 186 091	-639 372	-237 648	-9 136 048
Bokført verdi pr. 31.12	4 425 000	500 751	28 490 106	2 284 299	374 563	36 074 719

	Årets avskrivninger	Økonomisk levetid	Avskrivningsplan
	55 748	5 103 507	298 393
	Avskrives	Inntil 15 år	Inntil 10 år
	ikke	Lineær	Lineær
		4 år	Lineær

Atlantic Cod Farms AS
Noter for 2009

Note 6 - Aksjekapital, egenkapital

Aksjekapitalen er på NOK 36.566.566, fordelt på 36.566.566 aksjer. Alle aksjene er pålydende kr 1,- og en aksje gir en stemme på generalforsamlingen. Aksjene er fordelt slik som framgår i tabellen nedenfor:

Aksjonær:	Antall	Prosent
PARETO GROWTH AS	5 227 130	14,3 %
ÅSEN INDUSTRIER AS	3 776 592	10,3 %
MARIN VEKST II AS	4 315 217	11,8 %
BORGENHAUG GRUPPEN AS	2 791 000	7,6 %
GRIEG COD FARMING AS	2 613 523	7,1 %
STANDAL INVEST AS	2 562 565	7,0 %
MYRANE EIENDOM AS	2 547 100	7,0 %
MØRE OG ROMSDAL SÅKORNFOND AS	1 771 739	4,8 %
NAUSTNESSET AS	1 771 739	4,8 %
CIGA AS	860 810	2,4 %
KEBRA INVEST AS	575 435	1,6 %
ASPEHAUG HOLDING AS	805 180	2,2 %
GRIEG HOLDING AS	442 857	1,2 %
BØLGEN INVEST AS	434 000	1,2 %
DUK INVEST AS	354 348	1,0 %
INGER M KRISTENSEN AS	354 348	1,0 %
SOLTUN INVEST AS	354 348	1,0 %
ANDRE	5 008 635	13,7 %
	36 566 566	100,0 %

Note 7 - Leasingkontrakter:

Selskapet har i årene 2007-2009 gjennomført investeringer som er leasingfinansierte. Ettersom selskapet følger reglene som gjelder for små foretak, blir kostnader tilknyttet leasing bokført som leie. En balansefører ikke driftsmidlene, og kapitalisert verdi av betalingsforpliktelsen.

Totalt er det investert for ca. MNOK 41,4 som er finansiert ved leasing. Amortisering (forrentning og nedbetaling) av kontraktene skjer over 3- 8 år.

Forskuddsleie kostnadsføres over kontraktens løpetid.

Note 8 - Fordringer og gjeld

Selskapet har ikke balanseførte fordringer som forfaller til betaling senere enn ett år fra utgangen av regnskapsåret. Finansieringsforhold og eventuell oppkøpskapitalisering av datterselskap i 2010.

All gjeld forfaller innen 5 år etter utløpet av regnskapsåret.

Ved utgangen av 2009 var det fra eksisterende og nye aksjonær innbetalt NOK 45.112.500,-.

Beløpet er ført som kortsiktige gjeld inn til selskapets generalforsamling godkjentes at innbetalingen benyttes til aksjekapitalutvidelse i selskapet. Hensyntatt samlet kommittert, men ikke innbetalt emisjonsbeløp pr 31.12.2009 på totalt 51.828.500 gir dette en egenkapitalprosent på 71 %. I mars 2010 ble siste del av emisjonen sluttført og samlet emisjonsbeløp ble 72.752.816 som selskapets generalforsamling godkjente benyttes til kapitalutvidelse. Dette hadde gitt en egenkapitalprosent på 73 % pr 31.12.2009

Atlantic Cod Farms AS
Noter for 2009

Note 9 - Skatt

	2009	2008
Betalbar skatt fremkommer slik:		
Ordinært resultat før skattekostnad	-65 472 856	-19 215 275
Permanente forskjeller	-1 464 850	-2 493 701
Endring midlertidige forskjeller	-49 148 603	-45 562 973
Grunnlag betalbar skatt	-116 086 309	-67 271 949
Skatt 28%	0	0
Årets skattekostnad fremkommer slik:		
Betalbar skatt på årets resultat	0	0
Brutto ending utsatt skatt	-18 742 558	-6 283 756
Årets totale skattekostnad	-18 742 558	-6 283 756
	31.12.2009	31.12.2008
Spesifikasjon av grunnlag for utsatt skatt/utsatt skattefordel:		
Forskjeller som utlignes:	5 713 663	2 754 872
Anleggsmidler	96 976 813	50 787 000
Omleggsmidler	-199 034 049	-82 947 741
Underskudd til fremføring		
Sum	-96 343 573	-29 405 869
Utsatt skatt/utsatt skattefordel	-26 976 201	-8 233 643

hovden & vatne

statsautoriserte revisorar as

Medlemmer i Den norske Revisorforening
Org.nr. 987 832 916 MVA
E-post: firmapost@h-v.no
www.h-v.no

Atlantic Cod Farms AS

Noter for 2009

Note 10 - Bundne midler

Deponert sikkerhet for skatteelek

31.12.2009	31.12.2008
275 373	280 341

Note 11 - Pantstillelser og garantiansvar

Bokført gjeld som er sikret ved pant ol.

31.12.2009	31.12.2008
50 550 000	1 769 696
50 550 000	1 769 696

Bokført verdi av eiendeler stilt som sikkerhet for pantsikret gjeld:

Driftsmidler	31 649 719	19 499 823
Varer	98 648 531	108 648 531
Ferdinger	41 458 522	18 607 564
Aksjer	1 455 000	1 455 000
Sum	173 211 772	148 210 918

Note 12 - Aksjer

Selskap	Selskapets kontor-kommune	Eierandel	Selskapets årsresultat 2009	Selskapets egenkapital 31.12.09	Kostpris	Balansført verdi
Atlantic Cod Tjeldbergønden AS	Selje	100 %	-5 091 572	-5 982 730	110 000	110 000
Festoy Elendom AS	Ørsta	100 %	-159 868	-369 313	110 000	110 000
Fjordforsk AS	Høyanger	75 %			225 000	225 000
Atlantic Cod Juveniles AS	Rissa	100 %	-3 908 659	-404 130	1 010 000	1 010 000
					1 455 000	1 455 000

Note 13 - Endring i selskapets egenkapital

Selskap	Aksje kapital	Overkurs fond	Ammen egenkapital	Totalt
Egenkapital 31.12.08	26 962 960	82 301 480	0	109 464 440
Emisjon 2009	9 603 606	49 991 183		59 594 789
Emisjonskostnader		-1 649 205		-1 649 205
Resultat 2009		-46 730 298		-46 730 298
Egenkapital 31.12.09	36 566 566	84 113 160	0	120 679 726

Til Generalforsamlinga i

Atlantic Cod Farms AS

REVISJONSMELDING FOR 2009

Vi har revidert årsrekneskapen for Atlantic Cod Farms AS for regnskapsåret 2009, som syner eit årsunderskot på kr.46.730.298. Vi har også revidert opplysningane i årsmeldinga om årsrekneskapen og føresnaden om at drifta skal halde fram. Reglane i rekneskapslova og god rekneskapskikk i Noreg er nytta ved utarbeiding av rekneskapen. Årsrekneskapen er samansett av resultatrekneskap, balanse og opplysningar i notar. Årsrekneskapen og årsmeldinga er lagde fram av styret og dagleg leiar i selskapet. Vår oppgåve er å uttale oss om årsrekneskapen og andre tilhøve slik revisorlova krev.

Vi har utført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Noreg, medrekna revisjonsstandardar vedtatte av Den norske Revisorforening. Revisjonsstandardane krev at vi planlegg og utfører revisjonen slik at han gir oss den tryggleiken vi treng for at årsrekneskapen ikkje inneheld vesentleg feilinformasjon. Revisjon omfatta kontroll av utvalde delar av materialet som ligg til grunn for informasjonen i årsrekneskapen, vurdering av dei rekneskapsprinsippa som er nytta og av vesentlege rekneskapspostar og desutan vurdering av innhaldet i og presentasjonen av årsrekneskapen. Så langt det følgjer av god revisjonsskikk, omfatta revisjon også ein gjennomgang av forvaltninga av formua og rekneskaps- og intern kontroll-systema i selskapet. Vi meiner at revisjonen vår gir oss eit forsvarleg grunnlag for konklusjonane.

Vi meiner at

- årsrekneskapen er lagt fram i samsvar med lov og forskrifter og gir eit rettvisande bilete av selskapet si økonomiske stilling 31. desember 2009 og for resultatet i rekneskapsåret i samsvar med god rekneskapskikk i Noreg
- leinga har oppfylt plikta si til å syte for ordentleg og oversiktleg registrering og dokumentasjon av rekneskapsopplysningar i samsvar med lov og god bokføringskikk i Noreg
- opplysningane i årsmeldinga om årsrekneskapen og føresnaden om at drifta skal halde fram, er konsistente med årsrekneskapen og er i samsvar med lov og forskrifter.

Utan at det endrar konklusjonen i avsnittet over, presiserer vi at balanseført verdi av utsett skattefordel er avhengig av at denne kan utnytast gjennom inntening i framtidige år. Vi viser til nærare omtale i årsmeldinga.

Ørsta, den 9. april 2010
Hovden & Vatne

Arvid Hovden
Arvid Hovden

statsautorisert revisor

HOVDKONTOR: Ørsta, Stranda, 7 Postb. 203, 6151 Ørsta Tlf.: 70 04 59 00 • Faks: 70 04 59 01	AVD. KONTOR Volda, Storgt. 8 Postb. 345, 6101 Volda Tlf.: 70 07 69 33
	Eid, Lotevegen 21 Postb. 315, 6772 Nordfjordleid Tlf.: 57 88 64 16

ATLANTIC COD FARMS AS

Årsberetning for 2008

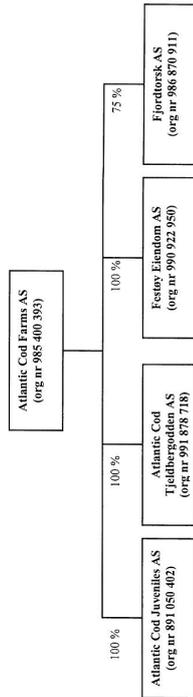
1. Selskapets formål og struktur

Atlantic Cod Farms AS ("Atlantic") ledes fra Stadlandet i Selje kommune.

Selskapets formål er å drive oppdrett av torsk. Selskapet ønsker å være helintegrert i verdikjeden fra produksjon av yngel til matfisk. Det kan være aktuelt med en ytterligere integrering i verdikjeden senere.

Produksjonen av matfisk skjer i Atlantic. Produksjonen av yngel skjer i selskapets heleide datterselskap Atlantic Cod Juveniles AS. Produksjonen av settefisk skal skje i et annet heleid datterselskap, Atlantic Cod Tjeldbergodden AS.

Pr dags dato er selskapsstrukturen som følger:



Samtlige datterselskaper med unntak av Fjortorsk AS er eid 100 % av Atlantic. Fjortorsk AS er eid 75% av selskapet.

2. Nærmere opplysninger om virksomheten

2.1 Produksjon av matfisk

Atlantic hadde ved utgangen av 2008 fisk på fem sjølokaliteter for produksjon av matfisk; Skarboen og Festøy (begge i Østria kommune), Høydalen (Volda kommune) samt Lyngholmene og Stokkeneset (begge i Vanylven kommune). Det ble samlet satt i sjø 2,45 mill settefisk i 2008.

I februar 2009 ble lokaliteten Teineberget (Hareid kommune) tatt i bruk. Ytterligere lokaliteter vil bli utstyrt og tatt i bruk gjennom 2009.

Som følge av moderate utsett av settefisk i sjø i tidligere år, er slaktevolumene som forventet moderate i 2008. Selskapet slaktet ca 282 tonn fisk i 2008. I siste halvdel av 2009 er imidlertid større volum slakteklar. Atlantic vil gjennom 2009 gjøre nødvendige forberedelser for å legge til rette for kostnadseffektive prosessingsløsninger nedstrøms merdantken. Atlantic vil også i 2009 gjøre

nødvendige forberedelser sammen med partnere på salg/marked for å sikre kanaler for omsetning av Atlantics produksjon til best mulig priser.

Biomassen i sjø utgjør en vesentlig del av selskapets balanse. Ved balanseføringen av denne har selskapet benyttet det laveste av tilvirkningskostnader og virkelig verdi. Administrasjonskostnader er ikke en del av tilvirkningskostnader. I 2008 har selskapet foretatt samlede nedskrivninger av selskapets biomasse med NOK 7.754.000. Denne nedskrivningen er gjort på lokalitet Festøy.

2.2 Produksjon av yngel

Yngelproduksjonen er lokalisert på Røberg i Fosen kommune i Sør-Trøndelag. Denne virksomheten ble tatt over i mars 2007. Eiter noen mindre modifikasjoner av anlegget og endringer i driftsprosedyrer, har virksomheten levert solide resultater i form av vellykkede produksjonsnykluser av torskeyngel.

Anlegget på Fosen har vært gjennom en større ombygging i første kvartal 2008 og fremstår i dag med betydelig utvidet produksjonskapasitet. Samtidig har det blitt etablert et nytt vammntak for å sikre og stabilisere vannkvaliteten.

2.3 Produksjon av settefisk

Settefiskproduksjonen er lagt til Tjeldbergodden i Møre og Romsdal. Atlantic Cod Tjeldbergodden AS har under ferdigstillelse et større landanlegg for påvekst av liten yngel til stor settefisk. Selskapet har pr i dag en konsepsjon på produksjon av inntil 12 million settefisk i året og anlegget vil være det største anlegget i sitt slag.

Anlegget på Tjeldbergodden muliggjør en industriell og kostnadseffektiv produksjon av settefisk. Anlegget kan produsere vesentlig større settefisk enn hva som pr i dag er tilgjengelig i markedet.

Innsatsfaktoren vil være yngel fra selskapets egen virksomhet på Fosen. Ferdig produsert settefisk vil i stor grad gå til selskapets egne matfisklokaliteter.

3. Resultat, utvikling og stilling

Selskapets resultat for 2008 gjenspeiler at selskapet har brukt betydelige ressurser på å bygge organisasjon og ledelse. Nytt administrasjonskontor for konsernet er etablert på Stadlandet i Selje kommune.

Egenkapitalen har i løpet av 2008 blitt styrket gjennom emisjoner mot eksisterende og nye aksjonærer. Gjennom 2008 er selskapet til sammen tilført NOK 116.000.000.

4. Opplysninger om arbeidsmiljø og likestilling

Selskapet hadde ved regnskapsårets slutt 19 ansatte. Arbeidsmiljøet vurderes som godt. Det var ikke sykefravær i 2008.

Selskapets styre består av syv mannlige medlemmer. Selskapet er i denne sammenheng klar over samfunnets forventninger med hensyn til likestilling.

5. Opplysninger om det ytre miljø

Selskapet forutsetter ikke det ytre miljø utøver det som er forutsatt og tillatt i gjeldende utslippstillatelser.

6. Bekreftelse for fortsatt drift

Forutsetningen for fortsatt drift er lagt til grunn ved utarbeidelse av årsregnskapet. Styret bekrefter at denne forutsetningen er til stede.

Efter styrets oppfølging viser regnskapet et rettviseende bilde av selskaps drift og økonomiske stilling pr 31. desember 2008.

Oslo, 12. mars 2009


Helge Hellebust
Styreleder


Arde Vidbæk
Styremedlem


André Kærøen
Styremedlem


Arne Barmen
Styremedlem


Asgeir Standal
Styremedlem


Harald Hellebust
Styremedlem


Øyvind Fylling-Jensen
Styremedlem


Kenneth Brandal
Administrerende direktør

Resultatregnskap

Atlantic Cod Farms AS

Driftsinntekter og driftskostnader	Note	2008	2007
Salgsinntekter		3 599 212	2 345 669
Ammen driftsinntekt		203 034	70 000
Sum driftsinntekter		3 802 246	2 415 669
Varekostnader		43 711 590	6 516 446
End. beh. varer under tilvirkning		-43 341 086	-3 766 694
Lønnskostnader m.m.	3	9 808 507	2 274 020
Avskrivning på driftsmidler	5	1 810 059	570 840
Ammen driftskostnad	3, 7	12 880 209	3 295 066
Sum driftskostnader		24 869 279	8 889 678
Driftsresultat		-21 067 033	-6 474 009
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern		672 991	0
Ammen renteinntekt		1 683 020	382 541
Ammen rentekostnad		504 253	684 326
Resultat av finansposter		1 851 758	-301 785
Resultat før skattekostnad		-19 215 275	-6 775 794
Skattekostnad på ordinært resultat	9	-6 283 755	-1 949 888
Ordinært resultat		-12 931 520	-4 825 906
Arsunderskudd		-12 931 520	-4 825 906
Overføringer			
Overført til udekket tap		-4 985 574	4 825 906
Overført fra overkursfond til dekning av tidligere tap		4 985 574	0
Overført fra overkursfond		12 931 520	0
Sum overføringer		-12 931 520	-4 825 906

Balanse pr 31.12.

Atlantic Cod Farms AS

Eiendeler	Note	2008	2007
Anleggsmidler			
Konsejser, patenter o.l.	5	1 925 000	325 000
Utsatt skattefordel	9	8 233 643	1 949 888
Sum immaterielle eiendeler		<u>10 158 643</u>	<u>2 274 888</u>
Værgedriftsmidler			
Tonner, bygninger o.a. fast eiendom	5	556 505	73 987
Maskiner og anlegg	5	1 778 043	208 877
Skip og flyvende installasjoner	5	2 422 737	1 388 335
Driftsløsøre, inventar o.a. utstyr	5	14 742 538	3 848 501
Sum værgedriftsmidler		<u>19 499 823</u>	<u>5 519 700</u>
Finansielle driftsmidler			
Investeringer i datterselskap	2, 12	1 455 000	1 576 000
Forskuddsbeholdt leasinggjeld	7	8 889 590	2 255 366
Sum finansielle anleggsmidler		<u>10 344 590</u>	<u>3 831 366</u>
Sum anleggsmidler		<u>40 003 056</u>	<u>11 625 954</u>
Omløpsmidler			
Lager av varer og annen beholdning	4	51 704 175	7 623 914
Fordringer			
Kundefordringer		0	87 500
Andre fordringer		3 379 096	2 242 914
Fordringer på konsernselskaper	8	18 044 956	7 282 207
Sum fordringer		<u>21 424 052</u>	<u>9 612 621</u>
Bankinnskudd	10	4 928 798	58 087
Sum omløpsmidler		<u>78 057 025</u>	<u>17 294 622</u>
Sum eiendeler		<u>118 060 081</u>	<u>28 920 576</u>

Atlantic Cod Farms AS

Side 1

Balanse pr 31.12.

Atlantic Cod Farms AS

Eigenkapital og gjeld	Note	2008	2007
Innskutt egenkapital			
Aksjekapital	6	26 962 960	11 730 960
Overkursfond		82 501 480	5 211 290
Sum innskutt egenkapital		<u>109 464 440</u>	<u>16 942 250</u>
Opplyst egenkapital			
Udekket tap		0	-4 985 574
Sum opplyst egenkapital		<u>0</u>	<u>-4 985 574</u>
Sum egenkapital	13	<u>109 464 440</u>	<u>11 956 676</u>
Gjeld			
Amnen langsiktig gjeld			
Gjeld til kredittinstitusjoner	11	1 769 696	1 996 280
Sum annen langsiktig gjeld		<u>1 769 696</u>	<u>1 996 280</u>
Kortsiktig gjeld			
Kassekredit	11	0	11 791 548
Leverandørgjeld		4 250 874	2 453 894
Skatteuttak og andre trekk		1 096 726	304 401
Amnen kortsiktig gjeld		1 478 345	417 777
Sum kortsiktig gjeld		<u>6 825 945</u>	<u>14 967 620</u>
Sum gjeld		<u>8 595 641</u>	<u>16 963 900</u>
Sum egenkapital og gjeld		<u>118 060 081</u>	<u>28 920 576</u>

Stadlandet, den 18. mars 2009

Harald Hellebust
Harald Hellebust
Styreleder

Asger Standa
Asger Standa
Styremedlem

Per Eide Ulbæk
Per Eide Ulbæk
Styremedlem

Arne Barne
Arne Barne
Styremedlem

Kenneth Brandal
Kenneth Brandal
Daglig leder

Harald Hellebust
Harald Hellebust
Styremedlem

Øyvind Fylling Jensen
Øyvind Fylling Jensen
Styremedlem

Atlantic Cod Farms AS

Side 2

Atlantic Cod Farms AS

Noter for 2008

Atlantic Cod Farms AS

Noter for 2008

Note 1 - Regnskapsprinsippet

Årsregnskapet er satt opp i samsvar med Regnskapsloven og god regnskapspraksis. Selskapet følger reglene som er basert for små foretak.

Salgsmøter

Inntektsføring ved salg av tjenester og varer skjer på leveringsstidspunktet.

Klassifisering og vurdering av balanseposter

Omlopsmidler og kortsiktig gjeld omfattes av poster som forfaller til betaling innen ett år etter balansedagen, samt poster som knytter seg til varekretslopet. Øvrige poster er klassifisert som anleggsmiddel/langsiktig gjeld.

Omlopsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt beløp på etableringsstidspunktet.

Anleggsmidler vurderes til anskaffelseskost, men nedskrives til virkelig verdi dersom verdifallet ikke forventes å være forbigående. Langsiktig gjeld balanseføres til nominelt beløp på etableringsstidspunktet.

Fordringer

Kundefordringer og andre fordringer er oppført i balansen til pålydende. Avsetning til tap gjøres - når dette anses påkrevet - på grunnlag av individuelle vurderinger av de enkelte fordringene.

Varige driftsmidler

Varige driftsmidler balanseføres og avskrives over driftsmidlets levetid dersom de har levetid over 3 år og har en kostpris som overstiger kr 15.000. Direkte vedlikehold av driftsmidler kostnadsføres løpende under driftskostnader, mens påkostninger eller forbedringer tillegges driftsmidlets kostpris og avskrives i takt med driftsmiddelet.

Skatt

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt er beregnet med 28% på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skattekomnde og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet og nettolført.

Note 2 - Konsernforhold - konsernfusjoner

Selskapet eier samtlige aksjer i Atlantic Cod Juveniles AS, Atlantic Cod Tjeldbergødden AS og Festøy Etendom AS. I tillegg eier en 75% av aksjene i Fjordforsk AS.

Det utarbeides konsernregnskap for konsernets samlede virksomhet.

Bacilao AS og Loydøl Marin Fisk AS ble fusjonert med morselskapet med virkning fra 1. januar 2008. Fusjonen er gjennomført med skatte- og regnskapsmessig kontinuitet.

Note 3 - Lønnskostnader

Lønnskostnader mm.	2008	2007
Lønnninger	8 359 509	1 909 310
Folketrygdavgift	1 202 800	278 910
Pensjonskostnader	126 919	29 740
Andre ytelser	119 279	19 760
Lønnskostnader	9 808 507	2 237 720

Selskapet sysselsatte i 2008 18 årsverk.

Det er betalt ut lønn og annen godtgjørelse til daglig leder med kr 1.120.272.

Honorar til styret tanger kr 105.000.

Revisor

Honorar til revisor er kostnadsført med kr 58.400 eks. mva. Av dette gjelder kr 15.600 konsulentbistand.

Obligatorisk tjenestepensjon

Selskapet har etablert lovpålagt pensjonssparing for ansatte i samsvar med gjeldende regelverk.

Note 4 - Varer

	31.12.2008	31.12.2007
Lager av fisk	917 175	178 000
Fisk under oppdrett	50 787 000	7 658 000
Sum	51 704 175	7 836 000

Note 5 - Varige driftsmidler

	Konsesjoner	Bygge	Produksjons- utstyr	Båter	Kontor- utstyr	Sum
Anskaffelseskost 01.01	325 000	77 818	4 572 917	1 513 838	84 723	6 574 296
Tilgang kjøpte driftsmidler	1 600 000	495 870	13 656 667	1 250 548	386 997	17 590 082
Avgang						0
Anskaffelseskost 31.12	1 925 000	573 688	18 229 584	2 764 386	471 720	23 964 378
Akkumulerte avskrivninger 31.12		-17 183	-2 081 919	-341 649	-98 804	-2 539 555
Bokført verdi pr. 31.12	1 925 000	556 505	16 147 665	2 422 737	372 916	21 424 823

Årets avskrivninger	13 351	1 489 137	212 777	94 794	1 810 059
Økonomisk levetid	Avskrives ikke	Inntil 15 år	Inntil 8 år	Inntil 10 år	4 år
Avskrivningsplan		Linear	Linear	Linear	Linear

Atlantic Cod Farms AS
Noter for 2008

Note 6 - Aksjekapital, egenkapital

Aksjekapitalen er på kr 26.962.960, fordelt på 26.962.960 aksjer. Alle aksjene er pålydende kr 1,- og en aksje gir en stemme på generalforsamlingen. Aksjene er fordelt slik som framgår i tabellen nedenfor:

Aksjonær:	Antall	Prosent
Pareto Growth AS	3 488 000	12,9 %
Åsen Industrier AS	3 411 375	12,7 %
Borgenhaug Gruppen AS	2 791 000	10,4 %
Marin Vekst II AS	2 750 000	10,2 %
Sanddal Invest AS	2 493 000	9,2 %
Myrane Eiendom AS	2 458 000	9,1 %
Møre og Romsdal SRKornfond	1 250 000	4,6 %
Nausneset AS	1 250 000	4,6 %
Ciga AS	860 810	3,2 %
Aspehaug Holding AS	805 180	3,0 %
Kebra Invest AS	565 000	2,1 %
Andre (< 2%)	4 840 595	18,0 %
	26 962 960	100,0 %

Note 7 - Leasingkontrakter

Seiskapet har i 2007 og 2008 gjennomført investeringer som er leasingfinansierte. Ettersom seiskapet følger reglene som gjelder for små foretak, blir kostnader tilknyttet leasing bokført som leie. En balansefører ikke driftsmidlene, og kapitalisert verdi av betalingsforpliktelsen.

Totalt er det investert for ca. kr 37,8 mill. som er finansiert ved leasing. Amortisering (foretning og eidebaling) av kontraktene skjer over 3- 8 år.

Forskuddleie kostnadsføres over kontraktens løpetid

Note 8 - Fordringer og gjeld

Seiskapet har ikke balanseførte fordringer som forfaller til betaling senere enn ett år fra utgangen av regnskapsåret. En vil til stilling oppgjør av fordringer på konsernselskaper i forbindelse med videring av konsernstruktur, finansieringsforhold og eventuell oppkapitalisering av datterselskap i 2009. Av balanseført gjeld den 31.12.08 forfaller kr 638k til betaling mer enn 5 år etter utløpet av regnskapsåret.

Note 9 - Skatt

	01.01 - 31.12	2007
Betalbar skatt fremkommer slik:		
Ordinært resultat før skattekostnad	-19 215 275	-6 775 794
Permanente forskjeller	-2 493 701	-22 123
Endring midlertidige forskjeller	-45 562 973	-7 037 610
Grunnlag betalbar skatt	-67 271 949	-13 835 527
Skatt 28%	0	0

Årets skattekostnad fremkommer slik:

Betalbar skatt på årets resultat

Atlantic Cod Farms AS
Noter for 2008

Brutto endring utsatt skatt	-6 283 756	-1 949 888
Årets totale skattekostnad	-6 283 756	-1 949 888
	31.12.2008	31.12.2007

Spesifikasjon av grunnlag for utsatt skatt/utsatt skattefordel:

Forskjeller som utlignes:		
Anleggsmidler 1)	2 754 872	721 463
Omløpsmidler	50 787 000	8 658 000
Underskudd til fremføring 1)	-82 947 741	-16 343 348
Sum	-29 405 869	-6 963 885
	-8 233 643	-1 949 888

1) *Ped implisjoner av de datterselskaper er det overtatt skattepostjoner i form av saldsgrunnlag og underskudd til fremføring*

Note 10 - Bundne midler

Deponert sikkerhet for skatetrekk

	31.12.2008	31.12.2007
	280 341	57 475

Atlantic Cod Farms AS

Noter for 2008

Note 11 - Pantstillelser og garantiansvar

	31.12.2008	31.12.2007
Bokført gjeld som er sikret ved pant ol. Gjeld til kredittinstitusjoner	1 769 696	13 787 828
Sum	1 769 696	13 787 828

Bokført verdi av eiendeler stilt som sikkerhet for pantstret gjeld:

Varer	51 704 175	7 623 914
Fordringer	18 607 564	7 369 707
Aksjer	1 455 000	1 586 000
Sum	91 266 562	67 437 054

Note 12 - Aksjer

Selskap	Eierandel	Selskaps egenkapital 31.12.08	Kostpris	Balansført verdi
Atlantic Cod Tjeldbergodden AS	100 %	-891 158	110 000	110 000
Fesøy Eiendom AS	100 %	-209 445	110 000	110 000
Fjordøsk AS	75 %	225 000	225 000	225 000
Atlantic Cod Juveniles AS	100 %	4 069 726	1 010 000	1 010 000
			1 455 000	1 455 000

Note 13 - Endring i selskaps egenkapital

Selskap	Aksje kapital	Overkurs fond	Annen egenkapital	Totalt
Egenkapital 31.12.07	11 730 960	5 211 290	-4 985 574	11 956 676
Emissions 2008	15 232 000	98 397 400		113 629 400
Emissionskostnader		-2 508 262		-2 508 262
Fusjonstap		-681 854		-681 854
Resultat 2008		-12 931 520		-12 931 520
Dekning av tidligere tap		-4 985 574	4 985 574	0
Egenkapital 31.12.08	26 962 960	82 201 480	0	109 464 440

Til Generalforsamlinga i

Atlantic Cod Farms AS

REVISJONSMELDING FOR 2008

Vi har revidert årsregnskapet for Atlantic Cod Farms AS for regnskapsåret 2008, som syner eit årsunderskot på kr.12.931.520. Vi har også revidert opplysningane i årsmeldinga om årsregnskapet og føresetnadene om at drifta skal halde fram. Reglane i regnskapslova og god rekneskapskikk i Noreg er nytta ved utarbeiding av regnskapet. Årsregnskapet er sammansett av resultatregnskap, balanse og opplysningar i notar. Årsregnskapet og årsmeldinga er lagde fram av styret og dagleg leiar i selskapet. Vår oppgåve er å uttale oss om årsregnskapet og andre tilhøve slik regisorlova krev.

Vi har utført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Noreg, medrekna revisjonsstandardar vedtekne av Den norske Revisorforening. Revisjonsstandardane krev at vi planlegg og utfører revisjonen slik at han gir oss den tryggleiken vi treng for at årsregnskapet ikkje inneheld vesentleg feilinformasjon. Revisjon omfattar kontroll av utvalde delar av materialet som ligg til grunn for informasjonen i årsregnskapet, vurdering av dei rekneskapsprinsippa som er nytta og av vesentlege rekneskapsestimatar og desstutan vurdering av innhaldet i og presentasjonen av årsregnskapet. Så langt det følger av god revisjonsskikk, omfattar revisjon også ein gjennomgang av forvaltninga av formua og rekneskaps- og intern kontroll-systema i selskapet. Vi meiner at revisjonen vår gir oss eit forsvarleg grunnlag for konklusjonane.

Vi meiner at

- årsregnskapet er lagt fram i samsvar med lov og forskrifter og gir eit rettvissende bilete av selskapet si økonomiske stilling 31. desember 2008 og for resultatet i regnskapsåret i samsvar med god rekneskapskikk i Noreg
- leinga har oppfylt plikta si til å syte for ordentleg og oversiktleleg registrering og dokumentasjon av rekneskapsopplysningar i samsvar med lov og god bokføringskikk i Noreg
- opplysningane i årsmeldinga om årsregnskapet og føresetnadene om at drifta skal halde fram, er konsistente med årsregnskapet og er i samsvar med lov og forskrifter.

Ørsta, den 12. mars 2009
Hovden & Vatne


Arvid Hovden
statsautorisert revisor

HOVUDKONTOR:		AVD. KONTOR	
Ørsta, Vikveg 5 Postb. 203, 6131 Ørsta Tlf.: 70 04 59 00 • Faks: 70 04 59 01	Veidun, Heltjøttveg 1 Postb. 314, 6772 Veidun Tlf.: 70 07 69 33	Eid, Løvevegen 21 Postb. 314, 6772 Veidun Tlf.: 57 88 04 16	

Atlantic Cod Farms' unaudited condensed consolidated statement of
income and financial position as of, and for the six months ended, 30
June 2011

Atlantic Group	30-Jun-11
All numbers in NOK 1 000'	
Revenue	34,237
Consumables used	31,453
Inventory change	-5,988
Salaries	16,839
Depreciation, amortisation and impairment charges	8,250
Other expenses	18,563
Operating profit before biomass adj.	-34,880
Biomass adjustment	0
Operating profit	-34,880
Gain on sale of subsidiaries	12,796
Financial income	606
Financial cost	-4,783
Net finance	8,620
Profit before income tax	-26,260
Income tax (expense) / income	0
Profit for the period	-26,260
ASSETS	
Non-current assets	
Property, plant and equipment	76,181
Assets available for sale	0
Financial assets	5
Total non-current assets	76,186
Current assets	
Inventories	1,515
Biomass	44,007
Trade receivables	2,807
Other receivables	8,074
Assets available for sale	27,951
Cash and cash equivalents	18,545
Total current assets	102,899
Total assets	179,085
EQUITY	
Capital and reserves attributable to equity holders of the company	
Share capital	131,008
Retained earnings	-52,439
Total equity	78,569
LIABILITIES	
Non-current liabilities	
Borrowings	40,441
Total non-current liabilities	40,441
Current liabilities	
Trade payables	11,659
Indirect taxes and excises	1,676
Borrowings	25,451
Debt related to assets available for sale	17,525
Other current liabilities	3,764
Total current liabilities	60,074
Total liabilities	100,516
Total equity and liabilities	179,085

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