



THIRD QUARTER REPORT 2009  
NOVEMBER 19TH 2009



# HIGHLIGHTS

- > **Q3/09 sales revenue of 17.2 MNOK compared to 26.4 MNOK in Q3/08.** Total harvest of 514 tons (r.w) of own production and 372 tons (r.w) harvested and sold for external producers.
- > **The average FOB (Oslo) sales price in Q3/09 was 29.5 NOK/kg** compared to 30.5 NOK/kg in Q3/08 and 13% above the average export price for all farmed and wild COD.
- > **Contract sales account for 59% of total sales in Q3/09**, at prices approximately 10% above average spot market prices.
- > **EBIT before write down of –12.5 MNOK in Q3/09** compared to -9.2 MNOK in Q3/08 is mainly explained by the following factors:
  - (1) Administration and sales costs of 4.4 MNOK in Q3/09.
  - (2) Negative contribution of 1.4 MNOK from fish sold in the period.
  - (3) Net operating result of – 6.7 MNOK from subsidiaries.
- > **EBIT after write down of – 52.5 MNOK in Q3/09**, reflecting a write down of biological assets of 40.0 MNOK. Biological assets per Q3/09 have a fair value of MNOK 107.8 with an expected break even price at NOK 28 per kg (before adm/sales) for harvested volumes until fourth quarter 2010.
- > **Cash per Q3/09 of 2.5 MNOK, prior to incorporation of the following liquidity positions:**
  - (1) 30 MNOK in loan from Innovasjon Norge. Expected pay out in Q4/09.
  - (2) Insurance compensation after fire at Halså related to equipment and machinery of 10 MNOK. Expected pay out in Q4/09.
  - (3) Cash credit from DnB NOR of 2 MNOK not drawn.
  - (4) Cash settlement of Cluster Kjerringøy of MNOK 14,0 (after debt deduction).
- > **Extraordinary cost reduction program initiated** to save cash of approx. 50 MNOK in 2010.

# FINANCIALS

KEY FINANCIALS FIGURES NOK (1000`)	Q3 2009	Q3 2008	30 Sep 2009	30 Sep 2008	Year 2008
Revenue	17 236	26 356	66 546	33 626	74 215
EBITDA	-46 500	-39 997	-79 002	-71 142	-121 952
EBIT before write down of biomass	-12 483	-9 164	-30 882	-46 442	-55 809
Write down of biomass	-40 000	-35 300	-65 000	-35 300	-83 000
EBIT after write down of biomass	-52 483	-44 464	-95 882	-81 742	-138 809
Net profit	-54 976	-46 199	-106 016	-89 326	-147 950
Total assets	317 368	384 273	317 368	384 273	334 417
Totalt Equity	199 900	249 628	199 900	249 628	191 095
Equity ratio	63%	65%	63%	65%	57%
Interest bearing debt	87 803	105 429	87 803	105 429	109 366
Cash and cash equivalents	2 452	34 420	2 452	34 420	15 397
Harvest volumes tons (r.w)	514	1 120	2 138	1 344	2 840

- **Q3/09 sales revenue of 17.2 MNOK** compared to 26.4 MNOK in Q3/08. Total harvest of 514 tons (r.w) of own production and 372 tons (r.w) harvested and sold for other producers.
- **EBIT before write-down of -12.5 MNOK in Q3/09** compare to -9.2 MNOK in Q3/08 is mainly explained by the following factors:
  - (1) Administration and sales costs of 4.4 MNOK in Q3/09.
  - (2) Negative contribution of 1.4 MNOK from fish sold in the period.
  - (3) Losses in subsidiaries, reflecting -4.8 MNOK in Cod Juveniles AS, -0.5 MNOK in Cod Processing AS and -1.4 MNOK in Nap Marine AS.
- **EBIT after write-down of biomass of -52.5 MNOK in Q3/09** compared to -44.5 MNOK in Q3/08, reflecting a write down of biomass of 40 MNOK.
  - Write-down of biomass is an effect of a fair value based on a market price for farmed cod of NOK 28 per kg (FOB Oslo) for fish that are above 1kg (r.w) per Q3/09.
  - The write down has no immediate cash balance consequences.
  - Price deviation from NOK 28 per kg or deviation in expected production cost will reflect positive or negative adjustment for future reporting quarters.
- **Total assets of 317.4 MNOK**, reflecting 174.7 MNOK in non-current assets and 142.7 MNOK in current assets. Estimated biomass value of 107.8 MNOK.
- **Total equity of 200,0 MNOK** with an equity ratio of 63% and 87.8 MNOK of interest bearing debt.
- **Cash per Q3/09 of 2.5 MNOK**, prior to incorporation of the following liquidity positions:
  - (1) 30 MNOK in loan from Innovasjon Norge. Expected pay out in Q4/09.
  - (2) Insurance compensation after fire at Halså related to equipment and machinery of 10 MNOK. Expected pay out in Q4/09.
  - (3) Cash credit from DnB NOR of 2 MNOK not drawn.
  - (4) Cash settlement of Cluster Kjerringøy of MNOK 14,0 (after debt deduction).

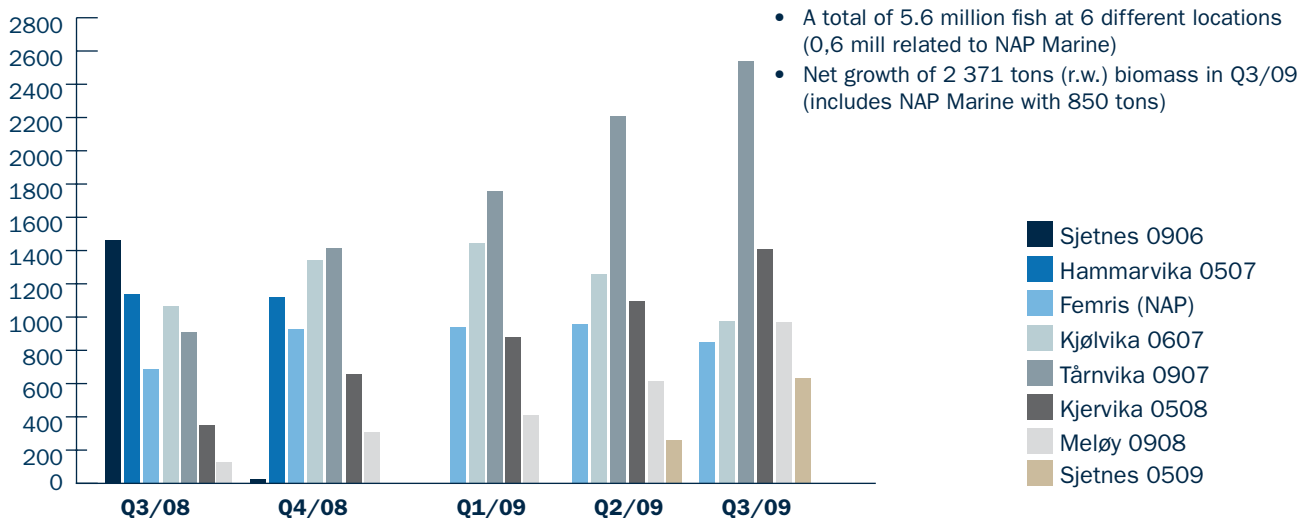
# COD PRODUCTION

## COD PERFORMANCE INDICATORS PER SEPTEMBER 2009

	Kjølvika Gen.June 2007	Femris Gen. 2007-2008	Tårnvika Gen.Sept 2007	Kjerkvika Gen.May 2008	Meløysjøen Gen.Sept 2008	Sjetnes Gen.May 2009
<b>Harvest %</b>	<b>27%</b>	<b>12%</b>	<b>0%</b>	<b>4%</b>	<b>0%</b>	<b>0%</b>
Growth from 100g to 1,5kg	15 months	16 months	16 months	15 months	-	-
Growth from 100g to harvested weight	22 months	23 months	-	20 months	-	-
Avg. harvested weight	2,5 kg	2,8 kg	-	3,0 kg	-	-
Current avg. weight	2,1 kg	1,3 kg	2,0 kg	1,5 kg	1,1 kg	0,4 kg
No. of fish (1000)	464	632	1 249	951	849	1 463
<b>Biological feed factor (FCR)</b>	<b>1,28</b>	<b>1,29</b>	<b>1,23</b>	<b>1,11</b>	<b>1,03</b>	<b>0,89</b>
Economic feed factor (EFCR)	1,46	1,57	1,34	1,16	1,10	0,94
<b>Mortality (%) based on start number</b>	<b>19,5 %</b>	<b>23,4 %</b>	<b>17,3 %</b>	<b>6,5 %</b>	<b>10,5 %</b>	<b>5,9 %</b>
<b>Production cost per kg (r.w.)</b>	<b>NOK 30.6</b>	<b>-</b>	<b>NOK 28.3</b>	<b>NOK 26,9</b>	<b>NOK 32,4</b>	<b>NOK 37,7</b>
<b>Book value (after write down) per kg (r.w.)</b>	<b>NOK 12.0</b>	<b>NOK 9,0</b>	<b>NOK 14.2</b>	<b>NOK 11,6</b>	<b>NOK 37,1</b>	<b>NOK 37,7</b>

- Total harvest of 514 tons (r.w) in Q3/09 from Kjølvika, Kjerkvika and Femris location.
- High rate of mortality in the locations Tårnvika and Kjølvika due to maturity. There have been technical challenges with power supply and lightning at both locations.
- Grading and sorting of fish at Kjerkvika and Meløysjøen have resulted in a reduced estimated biomass per Q3/09 of approximately 270 tons (r.w.).
- The results of the above have increased production cost of 1.4 NOK/kg (r.w.). Potential loss is taken in Q3/09 in connection with the write-down of biological assets.

## BIOMASS DEVELOPMENT (TONS)



- 7 374 tons (r.w.) of standing biomass (including NAP Marine). Estimated value of 107.8 MNOK.
- A total of 5.6 million fish at 6 different locations (0,6 mill related to NAP Marine)
- Net growth of 2 371 tons (r.w.) biomass in Q3/09 (includes NAP Marine with 850 tons)

# COD JUVENILES

## **Brood stock**

- The brood stock group (F1) is replaced with the new brood stock (F2), representing a further improvement of breeding material. This selected top group is set under light manipulation to induce spawning from August 2010.

## **Hatchery**

- A full scale cod larvae production was set in production in Q3, for planned delivery of spring juveniles at 100 gram in 2010.
- Unsuccessful commercial production with low survival of juveniles at end of September due to technical limitations in the hatchery and problems during weaning to dry feed.
- Juveniles that are in production today will be used for R&D, testing procedures and technical arrangements in later larvae- and nursery stage.

## **Juvenile production**

- After last juvenile delivery in June the facility has been shut down and undergoing cleaning, disinfection and maintenance.

# COD PROCESSING

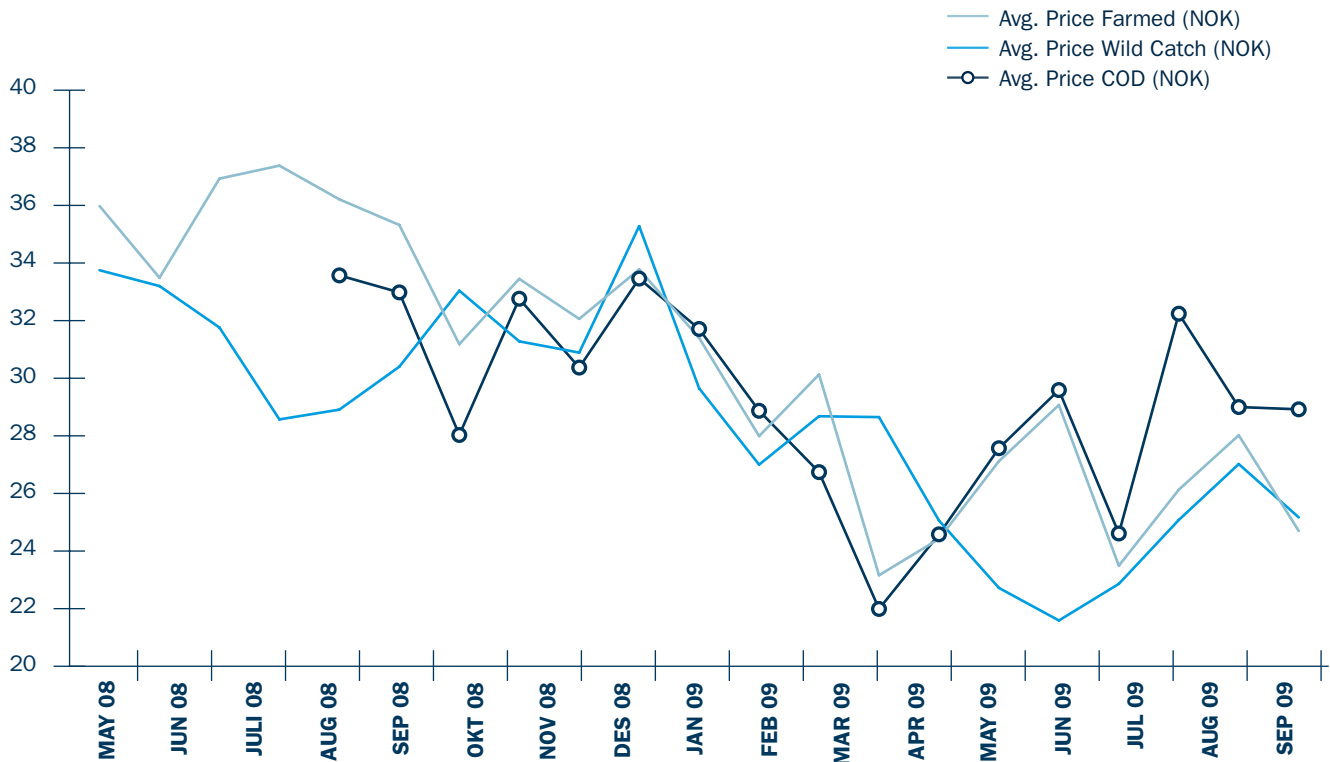
- Harvesting re-commenced in September using three alternative harvesting plants for medium term whole fish packing.
- Evaluating all options for future harvesting based on cost effectiveness, investment requirements, logistical and timing aspect.
- Clearing of fire damaged site at Halså initiated and completion expected in Q4/09.

# COD MARKET

- Average FOB export price in Q3/09 was NOK 29.5 per kg, approximately 13% above the average export price for all farmed and wild cod. The export volume of whole gutted fish ended 300 tons below Q3/08 while the average price dropped 4%.
- Almost 42% of the volume sold in Q3/09 was external fish sold for other farmers. Most of this sale was based on the low margin sales and harvest agreements agreed prior to the fire at Cod Processing.
- Contract sales accounted for 59% of total sales during Q3/09 and 53% YTD. The relatively high share is a reflection of the positive sales development with existing contract customers combined with the relatively lower sales volumes.
- During Q3, significant effort to reduce the operational challenges caused by the fire at Cod Processing has been spent on developing cost-effective quality solutions to Codfarmers harvest and processing requirements in the short- and medium-term.

## SALES PRICE BENCHMARK 2008-2009

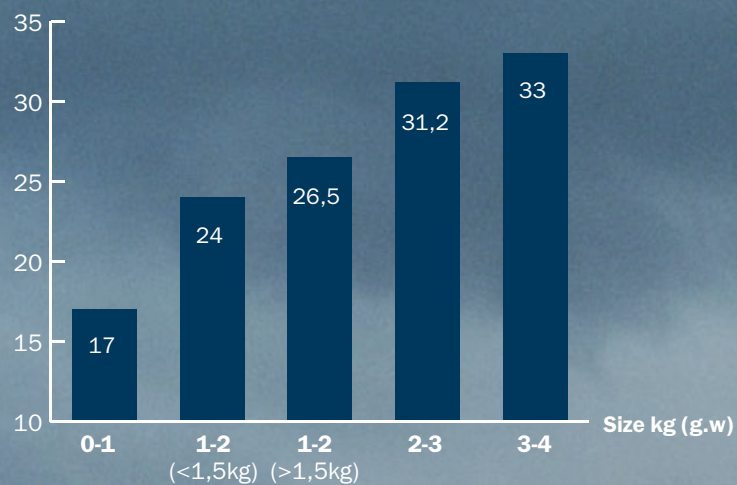
Price FOB Oslo (NOK/kg)



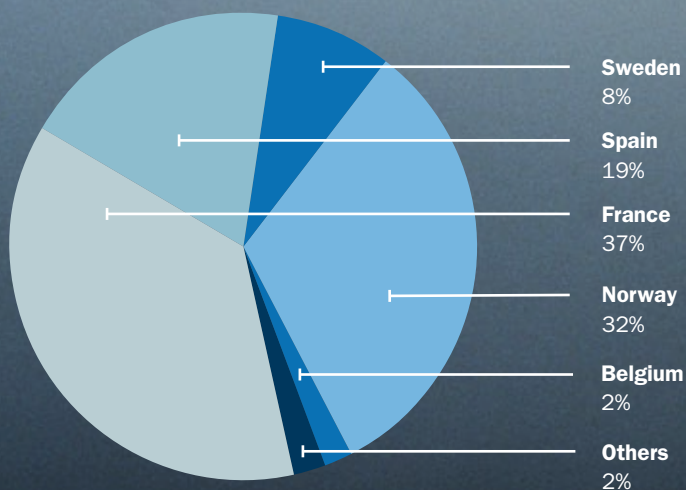


## PRICE BENCHMARK SIZE DISTRIBUTION

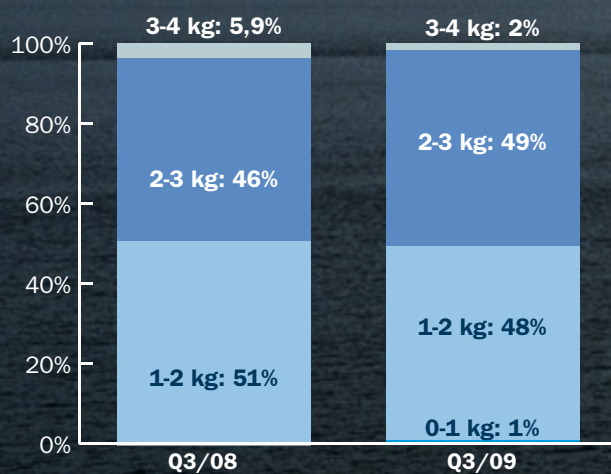
FOB OSLO. NOK/KG



## SALES VALUE BY GEOGRAPHICAL MARKETS Q3 2009



## SIZE DISTRIBUTION Q3 2009



# FINANCIAL REPORT

## INCOME STATEMENT

The Group achieved a total revenue of 17.2 MNOK in third quarter 2009 compared with 26.4 MNOK for the same period in 2008.

Third quarter revenues reflect harvesting of 514 tons (r.w.) from three different locations and account for 8.2 MNOK of the groups revenue. Revenues from sale of external fish in third quarter amounts to 8.3 MNOK (372 tons r.w.).

EBIT of – 52.5 MNOK in Q3/09 compared to -44.5 MNOK in Q3/08.

Negative result in Q3/09 is mainly explained by the following factors:

- (1) Extraordinary write down of generations of Kjølsvika with additional MNOK 6.0, Tårnvika with MNOK 9.0, Kjerkvika with 10.0 MNOK and Meløysjøen with 15.0 MNOK. Write down of the biomass is an effect of a fair value test based on expected market price for farmed COD of NOK 28 per kg (FOB Oslo) for the generations to be harvested until fourth quarter 2010.
- (2) Negative contribution of 1.4 MNOK from fish sold in the period.
- (3) Normal admin/sales cost of MNOK 4.4.
- (4) Negative contribution from subsidiaries with MNOK 6.7.

## CASH FLOW AND LIQUIDITY

Net cash flow from operational activities per third quarter in 2009 was -72.6 MNOK compared with -100.4 MNOK for the same period in 2008. Net cash flow is mainly explained by the YTD profit and the effect of acquisition of NAP Marine AS. As a result of the insurance amount presented as other receivables in the balance sheet, the operational cash flow is reduced by 10.0 MNOK.

The net cash flow from investment activities per third quarter 2009 amounted to -14.7 MNOK compared with -90.9 MNOK for the same period in 2008. Net cash flow is mainly explained by the consolidating effect of investments in NAP Marine AS of 23.6 MNOK, government grants of 11.8 MNOK related to investments in juveniles and processing facilities in 2008, and insurance of equipment at Halså of 10.0 MNOK. Investments in new equipment of 13.5 MNOK relate to financial leasing of one boat in production, a new hatchery facility and investments in implementation of a filet line. The Group also had 0.7 MNOK in interests per third quarter compared to 5.6 MNOK for the same period in 2008.

The company's financial activities for the third quarter of 2009 show a positive net cash flow of 74.3 MNOK compared to 10.2 MNOK for the same period in 2008. The positive cash flow is mainly explained by issue of new shares amounting to 36.5 MNOK, new borrowings from Innovation Norway of 17.8 MNOK, leasing and debt in NAP Marine by 12.8 MNOK and a credit facility with DnB Nor of 7.8 MNOK.

As per 30.09.2009 the company has 2.5 MNOK cash and cash equivalents compared with 34.4 MNOK in 2008.

## BALANCE SHEET

By end of third quarter 2009 the Group's assets carried a book value of 317.4 MNOK compared with 384.3 MNOK for 2008. Fixed assets amounted to 174.7 MNOK and current assets amounted to 142.7 MNOK. The company has 2.5 MNOK in cash and a biomass value in the sea of 107.9 MNOK as of 30.09.09. The company's biological assets have decreased by 36.2 MNOK from 2008.

The Groups equity per third quarter of 2009 is 200.0 MNOK compared with 249.6 MNOK for 2008. The company has no distributable equity. Long term-debt in the company is 75.6 MNOK of which 35.9 MNOK reflects the convertible bonds issue. The company has short-term debt of 41.9 MNOK compared with 29.2 for the same period in 2008.





# INCOME STATEMENT

Unaudited (NOK 1000)		Q3	Q3	30 Sep	30 Sep	Year
	Note	2009	2008	2009	2008	2008
Revenue		17 236	26 356	66 546	33 626	74 215
Consumables used		36 423	48 708	92 894	100 298	115 462
Inventory change		9 416	-9 664	-1 341	-63 205	-6 636
Salaries		9 000	11 935	27 862	26 878	38 622
Depreciation, amortisation and impairment charges		5 983	4 466	16 880	10 600	16 857
Other expenses	15	8 897	15 374	26 131	40 797	48 718
<b>Operating profit before biomass adj.</b>		<b>-52 483</b>	<b>-44 464</b>	<b>-95 882</b>	<b>-81 742</b>	<b>-138 809</b>
Biomass adjustment		0	0	0	0	0
<b>Operating profit</b>		<b>-52 483</b>	<b>-44 464</b>	<b>-95 882</b>	<b>-81 742</b>	<b>-138 809</b>
Financial income		176	1 148	727	5 654	8 252
Financial cost	16	-2 668	-2 883	-10 862	-13 238	-17 393
<b>Net finance</b>		<b>-2 493</b>	<b>-1 735</b>	<b>-10 134</b>	<b>-7 584</b>	<b>-9 141</b>
Profit before income tax		-54 976	-46 199	-106 016	-89 326	-147 950
Income tax (expense) / income		0	0	0	0	0
<b>Profit for the period</b>		<b>-54 976</b>	<b>-46 199</b>	<b>-106 016</b>	<b>-89 326</b>	<b>-147 950</b>
<b>Attributable to:</b>						
Equity holders of the company		-54 976	-46 199	-106 016	-89 326	-147 950
Earnings per share						
– basic	11	-1,29	-2,27	-3,04	-4,38	-7,25
– diluted	11	-1,29	-2,27	-3,04	-4,38	-7,25

# BALANCE SHEET

Unaudited (NOK 1000)

	Note	30 Sep 2009	30 Sep 2008	Year 2008
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	5	170 518	165 882	174 490
Intangible assets	5	3 925	2 466	2 466
Financial assets		215	3	3
<b>Total non-current assets</b>		<b>174 658</b>	<b>168 350</b>	<b>176 958</b>
<b>Current assets</b>				
Inventories		4 755	4 077	4 808
Biomass		107 839	144 039	103 683
Trade receivables		12 599	14 994	19 342
Other receivables		15 065	18 392	14 229
Cash and cash equivalents		2 452	34 420	15 397
<b>Total current assets</b>		<b>142 709</b>	<b>215 922</b>	<b>157 459</b>
<b>Total assets</b>		<b>317 368</b>	<b>384 273</b>	<b>334 417</b>
<b>EQUITY</b>				
<b>Capital and reserves attributable to equity holders of the company</b>				
Share capital	6	471 515	386 669	386 669
Other equity	6	44 345	13 930	14 370
Retained earnings	6	-315 960	-150 971	-209 945
<b>Total equity</b>		<b>199 900</b>	<b>249 628</b>	<b>191 095</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Pension liabilities	8	1 482	1 482	1 482
Borrowings	7	38 200	11 544	12 157
Convertible loan	13	35 887	92 402	95 083
<b>Total non-current liabilities</b>		<b>75 569</b>	<b>105 428</b>	<b>108 722</b>
<b>Current liabilities</b>				
Trade payables		15 258	22 294	22 019
Indirect taxes and excises		633	1 002	1 556
Borrowings	7	13 715	1 483	2 126
Other current liabilities		12 292	4 438	8 899
<b>Total current liabilities</b>		<b>41 899</b>	<b>29 217</b>	<b>34 600</b>
<b>Total liabilities</b>		<b>117 468</b>	<b>134 645</b>	<b>143 322</b>
<b>Total equity and liabilities</b>		<b>317 368</b>	<b>384 273</b>	<b>334 417</b>



# CASH FLOW

Unaudited (NOK 1000)			30 Sep 2009	30 Sep 2008
	Note			
<b>Cash generated from operating activities</b>				
Profit for the period			-95 882	-81 742
Interest paid			-3 928	-5 639
Depreciation and amortisation			16 880	15 600
Change in inventories			-4 103	-48 081
Change in trade receivables			6 743	-6 313
Change in trade payables			-6 761	4 967
Change in other			14 459	20 847
<b>Net cash generated from operating activities</b>			<b>-72 592</b>	<b>-100 361</b>
<b>Cash flow from investing activities</b>				
Purchase of property, plant and equipment (PPE)			-36 117	-96 562
Governments grants related to investments			11 750	0
Proceeds from sale of PPE	5		10 000	0
Acquisition of subsidiaries, net of cash acquired			-800	0
Purchase of financial assets			-212	0
Interest received			727	5 654
<b>Net cash used in investing activities</b>			<b>-14 652</b>	<b>-90 907</b>
<b>Cash flow from financing activities</b>				
Repayments of borrowings			-1 595	-504
Proceeds from new borrowings			39 227	10 389
Proceeds from share issue	14		36 540	0
Share option costs			127	349
<b>Net cash used in financing activities</b>			<b>74 300</b>	<b>10 234</b>
<b>Net increase (decrease) in cash and cash equivalents</b>			<b>-12 944</b>	<b>-181 034</b>
Cash and cash equivalents at beginning of the period			15 397	215 454
<b>Cash and cash equivalents at end of the period</b>			<b>2 452</b>	<b>34 420</b>
Restricted cash as of 30 September			442	1 462
<b>Cash and cash equivalents at end of the period adjusted for restricted cash</b>			<b>2 010</b>	<b>32 958</b>

## CHANGE IN EQUITY

Unaudited (NOK 1000)	Notes	Share capital/ share Premium	Other equity	Retained earnings	Total
<b>Balance at 1 January 2009</b>		<b>386 669</b>	<b>14 370</b>	<b>-209 945</b>	<b>191 095</b>
Market value of awarded options			127		127
Proceeds from share capital issue		88 306			88 306
Restructured convertible loan (debt release)			16 161		16 161
Equity share of convertible loan			13 687		13 687
Private placement expenses	14	-3460			-3 460
Profit for the period				-106 016	-106 016
<b>Balance at 30 September 2009</b>		<b>471 515</b>	<b>44 345</b>	<b>-315 961</b>	<b>199 900</b>



## 1 GENERAL INFORMATION

Codfarmers ASA ("the Company") and its subsidiaries ("the Group") is a group incorporated and domiciled in Norway.

The address of the registered office of Codfarmers ASA is:  
8120 Nygårdsjøen  
Gildeskål

The group produces and sells farmed cod. It has its main base in Gildeskål in Nordland county. At present the group has 3 of 6 active licenses in Gildeskål, 1 out of 2 active licenses in Bodø, 1 active license in Meløy, and two idle licenses in Rødøy. In addition, the purchase of Nap Marine AS contributes with three licenses where one is active.

The condensed consolidated interim financial statements for the period from January - September 2009, consists of Codfarmers ASA and its subsidiaries Cod Processing AS, Cod Juveniles AS and NAP Marine AS. The latter company is included from 3rd quarter.

## 2 BASIS OF PREPARATION

This condensed interim financial information has been prepared in accordance with IAS 34, "Interim financial reporting".

## 3 ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the IFRS annual financial statements for the year ended 31 December 2008.

## 4 SEGMENT INFORMATION

The group operates in one segment, being the production and sale of farmed cod within Europe.

# NOTES

## 5 CAPITAL EXPENDITURE

<b>30 Sept 2008</b>	Tangible and intangible assets
<b>Opening net book amount 1 January 2008</b>	<b>82 386</b>
Additions	96 562
Disposals	0
Depreciation, amortisation, impairment and other movements	10 600
<b>Closing net book amount 30 Sept 2008</b>	<b>168 348</b>

<b>30 Sept 2008</b>	
<b>Opening net book amount at 1 January 2009</b>	<b>176 956</b>
Additions	36 117
Government grants *)	-11 750
Disposals **)	-10 000
Depreciation/amortisation, impairment and other movements	-16 880
<b>Closing net book amount at 30 Sept 2009</b>	<b>174 443</b>

\*) The group has received government grants related to investments carried out in 2007 and 2008. The amount has been recorded in the balance sheet as a reduction of the acquisition cost of the fixed assets to which the grants relate.

\*\*) The fire at the Halså processing plant has been considered a disposal of the net book value of Property, plant and equipment. The amount of indemnification has not yet been settled with the insurance company. The total insured amount of the building and equipment is MNOK 60. No profit or loss has been recognised in the company's income statement as of 30 Sept 2009. The preliminary estimated insurance amount is presented in the balance sheet as Other receivables.

# NOTES

## 6 CAPITAL

Capital	Number of shares ('000)	Ordinary shares	Share premium	Other equity	Total
<b>Opening balance 1 January 2008</b>	<b>20 395</b>	<b>2 039</b>	<b>384 630</b>	<b>-48 064</b>	<b>338 605</b>
Market value on awarded options				349	349
Result				-89 326	-89 326
<b>At 30 Sept 2008</b>	<b>20 395</b>	<b>2 039</b>	<b>384 630</b>	<b>-137 041</b>	<b>249 628</b>
<b>Opening balance 1 January 2009</b>	<b>20 395</b>	<b>2 039</b>	<b>384 630</b>	<b>-195 574</b>	<b>191 095</b>
Market value on awarded options				127	127
Proceeds from share capital issue	22 283	2 228	86 078		88 306
Expenses related to share capital issue			-3 460		-3 460
Restructured convertible loan (debt release)				16 161	16 161
Equity share of convertible loan (Nominal value MNOK 50)				13 687	13 687
Results				-106 016	-106 016
<b>At 30 Sept 2009</b>	<b>42 677</b>	<b>4 267</b>	<b>467 248</b>	<b>-271 615</b>	<b>199 900</b>

The Group has a share option program for some of its leading employees. During the period from 2010-2013 these employees can subscribe 1.500.000 shares in Codfarmers ASA.

# NOTES

<b>7 BORROWINGS</b>	<b>30 Sept 2009</b>	<b>30 Sept 2008</b>
Non-current	38 200	11 544
Current	13 715	1 483
<b>Total</b>	<b>51 915</b>	<b>13 027</b>

Movements in borrowings is analysed as follows:

## 2008

Opening amount as at 1 January 2008	3 142
New borrowings	10 389
Repayments of borrowings	-504
<b>Closing amount as at 30 Sept 2008</b>	<b>13 027</b>

## 2009

Opening amount 1 January 2008	14 283
Repayments of borrowings	-1 595
New borrowings	39 227
<b>Closing amount as at 30 Sept 2009</b>	<b>51 915</b>

## 8 PENSIONPLANS

Due to legislation which came into force 1 January 2006, the Group has implemented a pension arrangement for its employees.

A limited number of the employees are entitled to retirement at the age of 62, with some compensation from the Group. The estimated obligation related to this arrangement is expensed and presented in the balance sheet as debt.

## 9 INCOME TAXES

The current income tax rate is 28%. None of the Group companies are currently in a position to pay income tax.



## 10 EARNINGS PER SHARE

Earnings per share attributable to equity holders of the company are as follows:

Earnings per share for profit from continuing operations attributable to the equity holders of the company (expressed in cents per share)

	2009	2008
– basic	-3,04	-2,11
– diluted	-3,04	-2,11

## 11 DIVIDENDS

No dividends have been paid in the period.

## 12 RELATED - PARTY TRANSACTIONS

The following transactions have occurred with related parties during 2009.

Type of transaction	Related party	Salary in TNOK
Consultancy services	Harald Dahl (Chairman of the Board)	900

## 13 CONVERTIBLE LOAN

The company issued on 20 July 2009 - as a part of a refinancing of a MNOK 100 convertible loan granted in November 2007 - a senior unsecured convertible loan of MNOK 50. The bonds will have a 51 months tenor. The convertible loan carries a 15 % per annum coupon rate from 30 November 2009, and 10% from 30 November 2011 to its maturity on 30 November 2013. Interest payments shall be made in semi annual arrears on 30 May and 30 November each years, the first interest payment date being 30 May 2010. However, the loan agreement gives Codfarmers the right to choose Payment-in-Kind. In that case the interest will step up from 10 per cent to 15 per cent in the period 30 November 2011 to 30 November 2013. Amortization of interest expenses in the period totalled TNOK 1.337.

## 14 PRIVATE PLACEMENT EXPENSES

During the 3rd quarter the company issued 22.283.586 new shares. On 10 July 10.000' shares were issued at total price of MNOK 40 (cash payment). On 13 July Codfarmers ASA issued 8.625.000 shares at a total price of MNOK 34,5 - settled by a conversion of a convertible loan. In August it was issued 3.657.586 shares at a total value of MNOK 13,8 - settled by a contribution in kind (shares in NAP Marine AS). Total expenses paid in relation the the share issues were TNOK 3.460.

## 15 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

Codfarmers ASA entered into an agreement with Marine Harvest Norway AS regarding sale of the company's business cluster in Kjerringøy. The sale comprises transfer of assets, rights and obligations related to the locations Vindvika, Movika and Tårnvika, including moorings, barges, boats and other equipment. Marine Harvest Norway AS pays a cash consideration of a total of NOK 17.5 million for the locations, of which leasing debt of NOK 3.6 million shall be deducted at the time of settlement. The cash consideration shall be paid out in two transactions, of which 30% is to be paid out in October 2009 and the remaining amount upon the transfer of the location Tårnvika in August 2010.







# SHAREHOLDERS

## SHAREHOLDERS PER 14.11.2009

Shareholders	Citizen	Shares	Ownership
ODIN NORGE	NOR	4 001 436	9,4 %
SKAGEN VEKST	NOR	2 220 000	5,2 %
JPMORGAN BANK LUXEMBOURG	UK	2 132 300	5,0 %
CHEYNE GLOBAL CATALYST	UK	1 808 060	4,2 %
INSTITUSJONEN FRITT ORD	NOR	1 767 000	4,1 %
ORKLA ASA	NOR	1 733 200	4,1 %
DNB NOR MARKETS, AKSJEHAND/ANALYSE	NOR	1 638 750	3,8 %
IN COD WE TRUST LLC	NOR	1 532 243	3,6 %
BANAN AS	NOR	1 450 605	3,4 %
ROI INVEST AS	NOR	1 419 088	3,3 %
REMA 1000 AS	NOR	1 377 252	3,2 %
CHEYNE SPECIAL SITUATIONS FUND LP	UK	1 218 175	2,9 %
HALFDAN HOLME AS	NOR	1 037 193	2,4 %
MORTEN WERRINGS REDERI AS	NOR	1 011 082	2,4 %
TEIGEN FRODE	NOR	1 000 000	2,3 %
FUTURUM CAPITAL AS	NOR	858 995	2,0 %
PEBA AS	NOR	720 000	1,7 %
SIX SIS AG	CHE	696 832	1,6 %
WAHLSTRØM	NOR	694 605	1,6 %
PENSJONSKASSEN STATOILHYDRO	NOR	669 425	1,6 %
BURCH ROBERT LOUIS	USA	526 684	1,2 %
SPAR INVESTOR NORGE	NOR	500 000	1,2 %
WIKBORG TROND	NOR	461 000	1,1 %
OTHERS		12 203 311	28,6 %
<b>TOTALT</b>		<b>42 677 236</b>	<b>100%</b>

**Number of shareholders: 812**

**Ownership Norwegian citizen: 77%**

**Ownership Foreign citizen: 23%**

**CODFARMERS ASA**

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