NOTICE OF ANNUAL GENERAL MEETING

Sea Harvest Group Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2008/001066/06)
JSE share code: SHG
ISIN number: ZAE000240198
(**"Sea Harvest"** or **"the Company"**)

We have pleasure in enclosing the notice of Annual General Meeting and Form of Proxy for the Sea Harvest Group Limited's Annual General Meeting of shareholders to be held at 10h00 on Monday, 27 May 2019, at the Vineyard Hotel, Colinton Road, Newlands, Cape Town.

The Integrated Report and the Audited Annual Financial Statements for the year ended 31 December 2018 are available for viewing and downloading on Sea Harvest's website: www.seaharvest.co.za.

Yours faithfully

Nana Aston
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**AGM**") of the shareholders of Sea Harvest Group Limited ("**shareholders**") for the year ended 31 December 2018 will be held at the Vineyard Hotel, Colinton Road, Newlands, Cape Town, on Monday, 27 May 2019, at 10h00.

The Board of Directors of the Company (the "**Board**" or "**directors**") has determined that the record date, for purposes of determining which shareholders are entitled to participate in and vote at this AGM is Friday, 17 May 2019. The last date to trade in the shares of the Company in order to be eligible to participate and vote is Tuesday, 14 May 2019. Registration will start at 09h00 on Monday, 27 May 2019. This notice of AGM is available in English at the registered office of the Company at 1st Floor Block C, Boulevard Office Park, Searle Street, Woodstock, Cape Town.

1. PURPOSE

The purpose of the AGM is to:

- Present the Annual Financial Statements (the "**AFS**"), consider and adopt the Directors Report, the Audit and Risk Committee Report, the Social, Ethics and Sustainability Committee Report, the Nomination and Remuneration Committee Report and the Implementation Report for the year ended 31 December 2018 as contained in the Company's Integrated Report;
- Consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions of shareholders set out hereunder, in the manner required by the Companies Act, 71 of 2008 as amended (the "**Companies Act**") and the Company's memorandum of incorporation ("**Memorandum of Incorporation**"), as read with the Listings Requirements of the exchange operated by the JSE Limited ("**JSE Listings Requirements**") on which the Company's securities are listed; and
- Deal with such business as may lawfully be dealt with at the AGM.

2. IDENTIFICATION

In terms of Section 63(1) of the Companies Act, a person wishing to participate in the AGM (including proxies) will be required to provide reasonably satisfactory proof of identification before being entitled to attend, participate and vote at the meeting. Forms of identification include a valid identity document, driver's licence or passport.

In terms of Section 62(3)(e) of the Companies Act, a shareholder who is entitled to participate and vote at the AGM is entitled to appoint a proxy/s, to participate in and vote at the AGM in place of the shareholder, by completing the form of proxy in accordance with the instructions contained therein. A proxy need not be a shareholder in the Company.

3. PROPOSED RESOLUTIONS

The purpose of the AGM is for the following business to be transacted and to consider and, if deemed fit, to pass the resolutions. In terms of section 61(8)(a) and regulation 43(5)(c) of the Companies Act, the Company must present the Audit and Risk Committee Report, the Directors' Report and the Social, Ethics and Transformation Committee Report at the AGM.

The Directors' Report and the Audit & Risk Committee Report are set out on pages 69 to 71 of the Company's AFS for the year ended 31 December 2018, which can be found on the Company's website. A copy of the complete AFS will be presented at the AGM. The Social, Ethics and Sustainability Committee Report, the Nomination and Remuneration Committee Report and the Implementation is set out on pages 76 to 86 of the Company's Integrated Report.

The following reports will be presented and dealt with at the AGM in terms of the Companies Act:

- Presentation of the Audited AFS;
- Presentation of the Audit and Risk Committee Report;
- Presentation of the Social, Ethics and Sustainability Committee Report;
- Presentation of the Nomination and Remuneration Committee Report;
- Presentation and approval of the Remuneration Policy and Implementation Report.

The ordinary and special resolutions set out below will be proposed, considered, and if deemed fit, passed with or without amendment at the AGM or at any postponement or adjournment of the AGM.

ORDINARY RESOLUTIONS 1.1 TO 1.6: RE-ELECTION AND ELECTION OF NON-EXECUTIVE DIRECTORS

Shareholders are requested to consider and, if deemed fit, elect the non-executive directors named below by way of passing the separate ordinary resolutions set out below.

Explanatory note:

The elections will be conducted by a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, as required under section 68(2) of the Companies Act. Brief curricula vitae of the candidates for election as director are available on the Company's website. The Board has considered the performance of the directors standing for re-election and supports their reappointment. The effect of passing the above ordinary resolutions will be to re-elect the persons concerned as non-executive directors to the Board with effect from the date of the AGM.

ORDINARY RESOLUTION 1.1: RE-ELECTION OF BAHLELI MARSHALL RAPIYA AS NON-EXECUTIVE DIRECTOR

"RESOLVED THAT, Bahleli Marshall Rapiya, being eligible and available for re-election following his retirement in accordance with the Memorandum of Incorporation, be and is hereby re-elected as a director of the company with effect from the passing of this resolution."

ORDINARY RESOLUTION 1.2: RE-ELECTION OF WOUTER ANDRE HANEKOM AS NON-EXECUTIVE DIRECTOR

"RESOLVED THAT, Wouter Andre Hanekom, being eligible and available for re-election following his retirement in accordance with the Memorandum of Incorporation, be and is hereby re-elected as a director of the Company with effect from the passing of this resolution."

ORDINARY RESOLUTION 1.3: RE-ELECTION OF MOHAMED IQBAL KHAN AS NON-EXECUTIVE DIRECTOR

"RESOLVED THAT, Mohamed Iqbal Khan, being eligible and available for re-election following his retirement in accordance with the Memorandum of Incorporation, be and is hereby re-elected as a director of the Company with effect from the passing of this resolution."

ORDINARY RESOLUTION 1.4: ELECTION OF CAROL KHOLEKA ZAMA AS NON-EXECUTIVE DIRECTOR

"RESOLVED THAT, Carol Kholeka Zama, being eligible and available for election in accordance with the Memorandum of Incorporation, be and is hereby elected as a director of the Company with effect from the passing of this resolution."

ORDINARY RESOLUTION 1.5: ELECTION OF KARI ANN LAGLER AS NON-EXECUTIVE DIRECTOR

"RESOLVED THAT, Kari Ann Lagler, being eligible and available for election in accordance with the Memorandum of Incorporation, be and is hereby elected as a director of the Company with effect from the passing of this resolution."

ORDINARY RESOLUTION 1.6: ELECTION OF TILOSHANI MOODLEY AS NON-EXECUTIVE DIRECTOR

"RESOLVED THAT, Tiloshani Moodley, being eligible and available for election in accordance with the Memorandum of Incorporation, be and is hereby elected as a director of the Company with effect from the passing of this resolution."

ORDINARY RESOLUTION 2: ADOPTION OF AUDITED ANNUAL FINANCIAL STATEMENTS

To receive and consider for adoption the Audited AFS incorporating the Directors' Report, the Audit and Risk Committee Report and the Independent Auditor's Report for the year ended 31 December 2018.

"RESOLVED THAT the Audited AFS of the Company incorporating the Directors' Report, the Audit and Risk Committee Report and the Independent Auditor's Report for the year ended 31 December 2018 be accepted and adopted."

ORDINARY RESOLUTION 3: RE-APPOINTMENT OF DELOITTE & TOUCHE AS EXTERNAL AUDITOR

To approve the re-appointment of Deloitte & Touche as external auditor of the Company for the ensuing financial year and to note that the individual registered auditor who will undertake the audit is Michael van Wyk. The Audit and Risk Committee has recommended that the firm and the designated auditor be appointed for the ensuing financial period.

Explanatory note:

The effect of passing this resolution will be to re-appoint Deloitte & Touche as the Company's external auditor and Michael van Wyk as the individual audit partner until the date of the next AGM.

"RESOLVED THAT Deloitte & Touche be and is hereby re-appointed as the auditor of the company and that Michael van Wyk be and is hereby appointed as the designated auditor of the company for the ensuing financial year."

ORDINARY RESOLUTIONS 4.1 TO 4.4: RE-ELECTION AND ELECTION OF MEMBERS OF THE AUDIT AND RISK COMMITTEE

To elect an Audit & Risk Committee to conduct the duties and responsibilities as outlined in section 94(7) of the Companies Act.

Explanatory note:

In terms of Section 94(2) of the Companies Act, a public company, at each AGM, must elect an audit committee comprising at least three members who are all independent non-executive directors.

The effect of passing these resolutions will be to elect the persons listed below as members of the Company's Audit and Risk Committee, subject to each person's appointment as director. Brief curricula vitae of the candidates for election to the Audit & Risk Committee are available on the Company's website.

ORDINARY RESOLUTION 4.1: ELECTION OF KARI ANN LAGLER AS MEMBER

"RESOLVED THAT, Kari Ann Lagler be and is hereby elected as chairperson of the Audit and Risk Committee."

ORDINARY RESOLUTION 4.2: RE-ELECTION OF BAHLELI MARSHALL RAPIYA AS MEMBER

"RESOLVED THAT, Bahleli Marshall Rapiya be and is hereby re-elected as a member of the Audit and Risk Committee."

ORDINARY RESOLUTION 4.3: RE-ELECTION OF WOUTER ANDRE HANEKOM AS MEMBER

"RESOLVED THAT, Wouter Andre Hanekom be and is hereby re-elected as a member of the Audit and Risk Committee."

ORDINARY RESOLUTION 4.4: ELECTION OF CAROL KHOLEKA ZAMA AS MEMBER

"RESOLVED THAT, Carol Kholeka Zama be and is hereby elected as a member of the Audit and Risk Committee."

Non-binding Advisory Vote 1 and 2: Approval of the Company's Remuneration Policy and the Implementation Report

Explanatory note:

In terms of principle 14 of the King IV™ and paragraph 3.84(k) of the JSE Listings Requirements, the Company's Remuneration Policy and Implementation Report should be tabled to the shareholders for separate non-binding advisory votes at the AGM. Accordingly, the shareholders are requested to endorse the company's Remuneration Policy and Implementation Report respectively, by way of separate non-binding advisory votes in the same manner as an ordinary resolution.

The approval of the Remuneration Policy and Implementation Report is not a matter that is required to be resolved or approved by shareholders and therefore no minimum voting threshold is required for the non-binding advisory votes.

Nevertheless, for record purposes, the minimum percentage of voting rights that is required in favour of the Remuneration Policy and the Implementation Report is 50% (fifty per cent) of the voting rights plus 1 (one) vote to be cast.

The Remuneration Policy and the Implementation Report of the Company are available on the Company's website.

NON-BINDING ADVISORY VOTE 1: APPROVAL OF THE REMUNERATION POLICY

"RESOLVED as a non-binding advisory vote that the Company's Remuneration Policy contained in the Integrated Report be accepted and approved in terms of King IV™ and the JSE Listings Requirements."

NON-BINDING ADVISORY VOTE 2: APPROVAL OF THE IMPLEMENTATION REPORT

"RESOLVED as a non-binding advisory vote that the Company's Implementation Report, contained in the Integrated Report be accepted and approved in terms of King IV™ and the JSE Listings Requirements."

ORDINARY RESOLUTION 5: GENERAL AUTHORITY TO ISSUE ORDINARY SHARES FOR CASH

Explanatory note:

The reason and effect of ordinary resolution 5 is to authorise the directors of the Company to allot and issue ordinary shares in the capital of the Company for cash. In accordance with the JSE Listings Requirements, this resolution requires the approval of at least 75% (seventy five percent) of the voting rights of shareholders exercised on the resolution.

"RESOLVED THAT, the directors of the Company be and are hereby authorised (and without thereby limiting any other authority conferred upon the directors in terms of any other resolution included in this notice) by way of a general authority, to allot and issue ordinary shares in the capital of the Company for cash, including within the scope of such authority the ability to issue options and securities (including any convertible preference shares in the authorised capital of the company) that are convertible into ordinary shares, subject to the limitations as set out in the Memorandum of Incorporation and the provisions of the Companies Act and the JSE Listings Requirements from time to time, on the following basis (or such other basis as may be required by the JSE Listings Requirements from time to time):

- the shares which are the subject of the issue for cash must be of a class already in issue, or where this is not the case, must be limited to such shares or rights that are convertible into a class of shares already in issue;
- there will be no restrictions in regard to the persons to whom the shares may be issued, provided that such shares are to be issued to public shareholders (as defined by the JSE Listings Requirements) and not to related parties (as defined by the JSE Listings Requirements);

- the total aggregate number of ordinary shares which may be issued for cash in terms of this authority may not exceed 14 714 690, being 5% (five percent) of the aggregate number of ordinary shares (294 293 814) listed as at the date of this notice;
- any securities issued in terms of this general authority must be deducted from the initial number of securities available under this general authority;
- in the event of sub-division or consolidation prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;
- this authority shall be valid until the Company's next AGM or for 15 months from the date of the passing of the ordinary resolution, whichever is the earlier, provided that it shall not extend beyond 15 months from the date that this authority is given;
- the maximum discount at which the shares may be issued is 10% (ten percent) of the weighted average traded price of those shares over the 30 (thirty) business days prior to the date that the price of the issue is determined or agreed to between the Company and the party/ies subscribing for the shares. The JSE should be consulted for a ruling if the Company's shares have not traded in such 30 (thirty) business day period; and
- upon any issue of ordinary shares which, together with prior issues of ordinary shares during the same financial year, will constitute 5% (five percent) or more of the total number of ordinary shares in issue prior to that issue, the Company shall publish an announcement in terms of section 11.22 of the JSE Listings Requirements, giving full details hereof, including (i) the number of ordinary shares issued, (ii) the average discount to weighted average traded price of the ordinary shares over the 30 (thirty) business days prior to the date that the issue is agreed in writing between the Company and the party/ies subscribing for the shares; and, (iii) in respect of the issue of options and convertible securities issued for cash, the effects of the issue on net asset value per share, net tangible asset value per share, earnings per share, headline earnings per share and, if applicable, diluted earnings and headline earnings per share; or (iv) in respect of an issue of shares for cash, an explanation including supporting information (if any), of the intended use of funds.

SPECIAL RESOLUTION 1: GENERAL AUTHORITY TO REPURCHASE THE COMPANY'S SHARES

To consider and, if deemed fit, to pass, with or without modification, the general authority for the acquisition by the Company or any of its subsidiaries of shares issued by the Company.

Explanatory note:

The reason for this special resolution is to grant the Company and subsidiaries of the Company a general authority in terms of the Companies Act and the JSE Listings Requirements to acquire the Company's ordinary shares, which authority shall be valid until the next AGM or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that the general authority shall not extend beyond 15 (fifteen) months from the date of this AGM.

The directors require such general authority to be implemented in order to facilitate the repurchase of the Company's ordinary shares.

Repurchases or purchases, as the case may be, will only be made after careful consideration, where the directors consider that such repurchase or purchase, will be in the best interests of the Company and its shareholders.

"RESOLVED THAT the Company hereby approves, as a general authority contemplated in the JSE Listings Requirements, the acquisition by the Company or any of its subsidiaries from time to time of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the Memorandum of Incorporation, the provisions of section 46 and 48 of the Companies Act and the JSE Listings Requirements as presently constituted and which may be amended from time to time. The applicable JSE Listings Requirements, being, as at the date of this resolution, that:

- any acquisition of ordinary shares shall be purchased through the order book of the trading system of the JSE, and done without any prior understanding or arrangement between the Company and/or the relevant subsidiary and the counterparty;
- the general re-purchase by the Company, and by its subsidiaries, of the Company's ordinary shares is authorised by its Memorandum of Incorporation;
- this general authority shall be valid until the Company's next AGM or for 15 (fifteen) months from the date of adoption of this special resolution, whichever period is shorter;
- repurchases of shares in aggregate in any one financial year may not exceed 10% (ten percent) of the Company's issued ordinary share capital as at the date of adoption of this special resolution;
- repurchases must not be made at a price greater than 10% (ten percent) above the weighted average of the market value of the ordinary shares for the 5 (five) business days immediately preceding the date on which the transaction is effected and the JSE should be consulted for a ruling if the applicant's securities have not traded in such 5 (five) business day period;
- at any point in time the Company may only appoint one agent to effect any repurchase on the Company's behalf or on behalf of any subsidiary of the Company;
- the passing of a resolution by the Board authorising the repurchase, that the Company and its subsidiaries passed the solvency and liquidity test and that since the test was done there have been no material changes to the financial position of the Company;
- subject to the exceptions contained in the JSE Listings Requirements, the Company and the relevant subsidiaries will not repurchase ordinary shares during a prohibited period (as defined in the JSE Listings Requirements) unless they have in place a repurchase programme where the dates and quantities of ordinary shares to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been submitted to the JSE in writing prior to the commencement of the prohibited period; and

- an announcement complying with paragraph 11.27 of the JSE Listings Requirements will be published by the Company or its subsidiary (i) when the Company and/or its subsidiary/ies have cumulatively repurchased 3% (three percent) of the ordinary shares in issue as at the time that the general authority to repurchase shares was granted by the shareholders ("**the initial number**") and (ii) for each 3% (three percent) in the aggregate of the initial number of the ordinary shares acquired thereafter by the Company and/or its subsidiaries.
- In accordance with the JSE Listings Requirements the directors record that although there is no immediate intention to effect a repurchase of the shares of the Company, the directors will utilise this general authority to repurchase shares as and when suitable opportunities present themselves, which opportunities may require expeditious and immediate action.
- The directors, after considering the effect of the maximum repurchase, are of the opinion that for a period of 12 months after the date of this notice:
  - the Company and the Group will, in the ordinary course of business, be able to pay its debts;
  - the assets of the Company and the Group, being fairly valued in accordance with International Financial Reporting Standards will be in excess of the liabilities of the Company and the Group;
  - the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes; and
  - the working capital of the Company and the Group will be adequate for ordinary business purposes.

The following additional information, which appears in the Sea Harvest Integrated Report, is provided in terms of the JSE Listings Requirements for purposes of this general authority:

- Major shareholders (including beneficial shareholders) on page 108; and
- The authorised and issued shares of the Company on page 120.

DIRECTOR'S RESPONSIBILITY STATEMENT

The directors, whose names appear on pages 14 and 15 of the Integrated Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to these resolutions and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the special resolution contains all required information.

MATERIAL CHANGES

There have been no material changes in the financial or trading position of the Company and its subsidiaries between 31 December 2018 and the date of this notice.

SPECIAL RESOLUTION 2: APPROVAL OF NON-EXECUTIVE DIRECTORS' REMUNERATION

To approve the annual remuneration of the non-executive directors of the Company to be paid for their services in their capacity as directors, for the period from 1 July 2019 to 30 June 2020.

Explanatory note:

In terms of section 66(8) of the Companies Act the Company may pay remuneration to its directors for their service as directors. Section 66(9) requires the remuneration to be paid in accordance with a special resolution approved by shareholders within the previous two years.

"RESOLVED THAT the remuneration of the non-executive directors of the Company as reflected below are hereby approved for the period from 1 July 2019 to 30 June 2020. The fees quoted are VAT exclusive.

NON-EXECUTIVE DIRECTORS' FEES

Sea Harvest Group Limited Board of Directors	R (excl. VAT)
Chairperson	636,045
Lead Independent Director	284,888
Members	227,910
Audit and Risk Committee	
Chairperson	148,142
Members	78,810
Remuneration and Nominations Committee	
Chairperson	113,955
Members	56,978
Social, Ethics and Sustainability Committee	
Chairperson	113,955
Members	56,978
Investment and Hedging Committee	
Chairperson	113,955
Members	Nil

SPECIAL RESOLUTION 3: GENERAL APPROVAL TO PROVIDE FINANCIAL ASSISTANCE TO RELATED OR INTER-RELATED COMPANIES AND OTHERS

Explanatory note:

The reason for this special resolution is for the shareholders of the company to provide general authority for the company to provide direct or indirect financial assistance to a related or interrelated company or corporation, subject to sub-sections 45(3) and 45(4) of the Companies Act.

Section 45 of the Companies Act provides, inter alia, that any direct or indirect financial assistance to a related or interrelated company or corporation must be provided only pursuant to a special resolution of the shareholders, adopted within the previous two years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category, and the Board of Directors must be satisfied that:

- *Immediately after providing such financial assistance, the company will satisfy the solvency and liquidity test as referred to in section 45(3)(b)(i) of the Companies Act, and that;*
- *The terms under which such financial assistance is to be given are fair and reasonable to the company as referred to in section 45(3)(b)(ii) of the Companies Act.*

The company, when the need arises, inter alia, provides loans to and/or guarantees repayment or other obligations of subsidiaries or related or interrelated companies. The company requires the ability to continue providing financial assistance, if and when necessary, to its current and future subsidiaries and/or any other company or corporation that is or becomes related or interrelated, in accordance with section 45 of the Company's Act

In the circumstances and in order to, inter alia, ensure that the company's subsidiaries and other related and interrelated companies and/ or corporations have access to financing and/or financial backing from the company, it is necessary to obtain the approval of shareholders, as set out in this special resolution.

The passing of this special resolution will have the effect of allowing the directors of the company the necessary authority to provide such financial assistance to a related or inter-related company or corporation and/or to any persons related to any such companies, corporations, or members, as and when required to do so.

"RESOLVED THAT, in terms of section 45(3) of the Companies Act, and subject to compliance with the requirements of the company's Memorandum of Incorporation, and the applicable provisions of the Companies Act, including but not limited to, the Board being satisfied that immediately after providing the financial assistance the Company would satisfy the solvency and liquidity test (as contemplated in section 4 of the Companies Act) and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company, and the JSE Listings Requirements, each as presently constituted and as amended from time to time, the Company be and is hereby authorised to provide direct or indirect financial assistance as contemplated in the Companies Act, to any related or inter-related company, or corporation, or to a member of a related or inter-related corporation, or to a person related to any such company, corporation, director, prescribed officer or member. The financial assistance may be provided at any time during the period commencing on the date of the adoption of this resolution and ending 2 (two) years after such date.

SPECIAL RESOLUTION NUMBER 4: APPROVAL OF PROVISION OF FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES

Explanatory note:

In terms of section 44(3) (a) (ii) of the Companies Act the Board of Directors of a company may not authorise any financial assistance unless pursuant to a special resolution of the shareholders adopted within the previous two years, either as a general or specific authority, the shareholders of the Company have approved such financial assistance.

The reason for and effect of special resolution 4 is to grant the Board of Directors of the Company the general authority to provide such direct or indirect financial assistance. This authority will be in place for a period of 2 (two) years from the date of adoption of this resolution. This resolution requires the approval of at least 75% (seventy five percent) of the voting rights of shareholders exercised on the resolution.

"RESOLVED THAT, in terms of section 44(3) of the Companies Act, subject to the requirements of the Company's Memorandum of Incorporation, the Company be and is hereby authorised, at any time and from time to time during the period of 2 (two) years commencing on the date of adoption of this special resolution, to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any person for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company, provided that

- the recipient or recipients of such financial assistance, and the form, nature and extent of such financial assistance, and the terms and conditions under which such financial assistance is provided, are determined by the Board of Directors of the Company from time to time; and
- the board is satisfied that that immediately after providing the financial assistance the Company would satisfy the solvency and liquidity test (as contemplated in section 4 of the Companies Act) and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

ORDINARY RESOLUTION 6: AUTHORISATION OF DIRECTORS AND COMPANY SECRETARY

Explanatory note:

The purpose of the resolution is to authorise the directors and Company Secretary to do all such things, sign all such documents and take all such actions as may be necessary for or incidental to the implementation of the ordinary and special resolutions contained in this AGM notice.

"RESOLVED THAT, any director of the Company or the Company Secretary be and is hereby authorised to sign all such documentation and to do all such things as may be necessary for or incidental to the implementation of ordinary and special resolutions passed by the shareholders at the AGM."

OTHER BUSINESS

The shareholders are authorised to transact any other business as may be transacted at the AGM.

The percentage of voting rights of the votes, present in person, represented or by proxy at the AGM, required for the passing of each special resolution proposed above is at least 75% (seventy five per cent) of the voting rights cast on such resolutions and for the passing of each ordinary resolution proposed above is more than 50% (fifty per cent) of the voting rights cast on such resolution.

GENERAL INSTRUCTIONS AND INFORMATION

All shareholders are encouraged to attend, speak and vote at the AGM and are entitled to appoint a proxy to attend, participate in and vote at the AGM in the place of the shareholder, or to appoint a proxy or proxies. The proxy duly appointed to act on behalf of a shareholder need not be a shareholder of the Company.

On a show of hands, every shareholder present in person or represented shall have 1 (one) vote only. On a poll, every shareholder present in person, by proxy or represented shall have 1 (one) vote for every share held.

A shareholder who wishes to appoint a proxy to represent him/her at the AGM, is required to:

- complete the attached form of proxy;
- lodge the completed form of proxy with the Company's transfer secretaries in South Africa, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or posted to Computershare Investor Services Proprietary Limited, PO Box 61051, Marshalltown, 2107, not later than 24 hours before the time appointed for the holding of the AGM (excluding Saturdays, Sundays and public holidays).

Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy as stipulated in section 58(3)(b) of the Companies Act.

Unless revoked before then, a signed proxy form shall remain valid at any adjournment or postponement of the AGM and the proxy so appointed shall be entitled to vote, as indicated on the proxy form, on any resolution (including any resolution which is amended or modified) at such AGM or any adjournment or postponement thereof.

Please note that if you are the owner of dematerialised shares held through a Central Securities Depository Participants (CSDP) or broker and are not registered as an "own name" dematerialised shareholder, you are not a registered shareholder of the Company, but appear on the sub-register of the Company held by your CSDP. Accordingly, in these circumstances subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to attend the AGM you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from them; alternatively
- if you are unable to attend the AGM but wish to be represented at the AGM, you must contact your CSDP or broker, as the case may be, and furnish them with your voting instructions in respect of the AGM and/or request them to appoint a proxy. You must not complete the attached form of proxy.

The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by them. CSDPs, brokers or their nominees, as the case may be, recorded in the Company's sub-register as holders of dematerialised shares held on behalf of an investor/ beneficial owner in terms of Strate should, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the Company, may vote by either appointing a duly authorised representative to attend and vote at the AGM or by completing the attached form of proxy in accordance with the instructions thereon and, for administrative reasons, returning it to the Company Secretary not less than 24 hours before the AGM.

You will also be required to furnish a copy of such form of proxy to the chairman of the AGM or his/her nominee before the appointed proxy exercises any of your Shareholder rights at the AGM (or any postponement or adjournment of the AGM).

Note that voting will be performed by way of a poll so that each shareholder present or represented by way of proxy will be entitled to vote the number of shares held or represented by them. Shareholders which are companies and wish to participate in the AGM may authorise any person to act as their representation at the AGM.

ELECTRONIC PARTICIPATION

Shareholders may participate (but not vote) electronically in the AGM, in accordance with the provisions of the Companies Act. Shareholders wishing to participate electronically in the AGM are required to deliver written notice to the Company Secretary at the Company's business address at 1st Floor Block C, Boulevard Office Park, Searle Street, Woodstock, Cape Town, 7925 or by email to the Company Secretary on nanaa@seaharvest.co.za by no later than 15:00 on Wednesday, 22 May 2019 that they wish to participate via electronic communication at the AGM ("**Electronic Notice**").

Teleconference facilities will be made available for this purpose and may be accessed at the shareholder's cost. In order for the Electronic Notice to be valid it must contain:

- if the shareholder is an individual, a certified copy of his identity document and/or passport;
- if the shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution, which resolution must set out who from the relevant entity is authorised to represent the relevant entity at the AGM via electronic communication; and
- a valid email address, telephone number and/or facsimile number ("**the contact address/number**").

The Company shall use its reasonable endeavors on or before 15:00 on Friday, 24 May 2019, to notify each shareholder who has delivered a valid Electronic Notice, at its contact address/number, of the relevant details through which the shareholder can participate via electronic communication. Such shareholders, should they wish to have their vote counted at the AGM, must, to the extent applicable,

- complete and submit the form of proxy; or
- contact their CSDP or broker, in both instances, as set out above.

CROSS REFERENCE TABLE

The documentation listed below has been incorporated by reference in this notice. Such documentation shall be available for inspection at no charge and during business hours, at the Company's registered office from the date of this Notice until 31 December 2019. Such documentation can also be accessed on the website: **www.seaharvest.co.za/investors/integrated-reports/**

- Sea Harvest Group Limited AFS 2018;
- Integrated Report;
- Brief curricula vitae of the candidates for election or re-election as directors;
- Brief curricula vitae of the candidates for the Audit and Risk Committee;
- Director's Report;
- Audit and Risk Committee Report;
- Social, Ethics and Sustainability Committee Report;
- Remuneration Policy; and
- Implementation Report.

By order of the Board

SEA HARVEST GROUP LIMITED

Per: Nana Aston

Company Secretary

26 April 2019 (date of posting the IR)