

certain Company directors and senior management to eliminate the SARs. Also, stock options granted in late 2012 and 2013 did not contain SARs. See discussion of stock options in Section 3.1 regarding SARs and their impact on the financial results of High Liner Foods. These two items reduced the stock-based expense in 2013.

Amortization recorded in SG&A did not change in 2013 compared to 2012. However, amortization expense for customer relationships was lower in 2013 as we extended our amortization period in late 2012. This was offset by the write down of an acquired brand that was impaired.

Excluding stock-based compensation and amortization expenses, SG&A expense, for 2013 was 9.2% of sales, compared to 9.1% for the previous year. The increase in a SG&A as a percentage of sales is due to lower sales achieved in 2013. In terms of dollars spent, the increase in SG&A, excluding stock-based compensation and amortization, reflects synergies realized in 2013 from integrating Icelandic USA, offset by an increase in U.S. consumer advertising and other promotional costs spent in 2013 as we invested in increasing the distribution and sales for our retail **Sea Cuisine** brand sold in the U.S.

Adjusted EBITDA

Our consolidated Adjusted EBITDA in 2013 was \$85.3 million, a decrease of 6.9% compared to \$91.7 million in 2012. The change in the value of the Canadian dollar, excluding its impact on purchases

of seafood for the Canadian market, reduced EBITDA by \$1.0 million due to the conversion of Canadian parent company's results to USD.

In domestic currency, Adjusted EBITDA for 2013 was \$86.3 million compared to \$91.7 million in 2012 and as a percentage of sales, was 9.0% in 2013, down from 9.7% in 2012. American Pride contributed \$1.5 million in Adjusted EBITDA in 2013 and excluding this amount, Adjusted EBITDA in domestic currency decreased by \$6.9 million in 2013 compared to 2012.

Adjusted EBITDA in domestic dollars was affected by the following:

- Lower U.S. food service and retail private label value-added sales (excluding sales from American Pride);
- Increased production and distribution costs associated with reduced plant throughput rates experienced at our U.S. manufacturing facilities since our Danvers plant was closed and relocation of U.S. food service distribution to Newport News in the first quarter of 2013;
- Higher **Sea Cuisine** marketing costs; and
- Lower margins in the first quarter of 2013 on certain food service commodity products as selling price decreases were passed on to customers in advance of experiencing lower average costs.

The negative impact of these items on Adjusted EBITDA was partially offset by lower overall raw material costs in 2013, realization of synergies resulting from integrating Icelandic USA and \$1.5 million in Adjusted EBITDA from American Pride in 2013.