



MINUTES OF THE ANNUAL GENERAL MEETING

of

GRIEG SEAFOOD ASA

Wednesday, 4 June 2025 at 10:00 am CEST

The annual general meeting of Grieg Seafood ASA, org.no. 946 598 038 ("Company") was held as a virtual meeting.

The annual general meeting was opened by the Chair of the Board, Paal Espen Johnsen.

Shareholders and proxies representing 62,032,323 shares, corresponding to 55.27% of the voting share capital, attended.

Agenda:

1. *Election of chair of the meeting and one representative to co-sign the minutes*
2. *Approval of the notice and agenda*
3. *Approval of the annual accounts of the Company and the consolidated annual accounts of the Grieg Seafood Group as well as the annual report for the financial year 2024*
4. *Authorization to the Board to resolve and declare dividends*
5. *The Board's corporate governance statement*
6. *Approval of the auditor fees for 2024*
7. *Approval of the Board's remuneration for 2025/2026*
8. *Election of Board members and the Chair of the Board*
9. *Election of members of the Nomination Committee and its remuneration*
10. *Discussion and approval of the guidelines on setting the salary and other remuneration of senior employees in accordance with the Norwegian Public Limited Companies Act, Section 6-16 a*
11. *Approval of the declaration on remuneration of senior executives*
12. *Continuance of the share savings plan for employees*
13. *Proposal to authorize the Board to acquire own shares*
14. *Proposal to authorize the Board to increase the Company's share capital by an amount not exceeding NOK 45,378,816 through the issue of up to 11,344,704 new shares, each with a nominal value of NOK 4, cf. section 10-14 of the Norwegian Public Limited Liability Companies Act*

1. Election of chair of the meeting and one representative to co-sign the minutes

The chair of the Board Paal Espen Johnsen was elected as chair of the meeting and Filip Truyen was appointed to co-sign the minutes.

2. Approval of the notice and agenda

The general meeting adopted the following resolution:

The notice of meeting and the agenda are approved.

3. Approval of the annual accounts of the Company and the consolidated annual accounts of the Grieg Seafood Group as well as the annual report for the financial year 2024

The chair of the meeting provided a briefing on the annual accounts for 2024 for the Company and the Grieg Seafood Group as proposed by the Board, as well as the Board's report and the Auditor's report.

Thereupon, the general meeting adopted the following resolution:

As proposed by the Board, the annual accounts of Grieg Seafood ASA and the Grieg Seafood Group, as well as the Board's report for 2024 are approved.

4. Authorization to the Board to resolve and declare dividends

The general meeting adopted the following resolution:

The Board is authorized to resolve and declare dividends on the basis of the Company's annual accounts for 2024 and in accordance with the provisions of the Norwegian Public Limited Liability Companies Act.

The authorization is valid until the Company's next annual general meeting, but no later than 30 June 2026.

The Board determines the ex-date for the shares in the Company.

5. The Board's corporate governance statement

The general meeting adopted the following resolution:

The Board's corporate governance principles and practices are noted.

6. Approval of the auditor fees for 2024

The auditor fees for audit work conducted in 2024 is shown in note 4 to the Company's annual accounts (note 9 to the consolidated annual accounts).

The general meeting approved the auditor fees in 2024.

7. Approval of the Board's remuneration for 2025/2026

The chair of the meeting referred to the nomination committee's recommendation concerning the remuneration of the Board for 2025/2026.

The remuneration is for the period from the annual general meeting in 2025 to the annual general meeting in 2026, and is paid in monthly installments.

The general meeting adopted the following resolution:

The remuneration of the Board for the period 2025/2026 will be:

• <i>Chair of the Board</i>	NOK	472,500
• <i>Vice chair of the Board</i>	NOK	315,000
• <i>Board members</i>	NOK	288,750
• <i>Supplement for members of the audit committee</i>	NOK	73,500
• <i>Supplement for members of the remuneration committee</i>	NOK	26,250

8. Election of Board members

The chair of the meeting referred to the nomination committee's recommendations to the Board's composition.

The general meeting adopted the following resolution:

- *Paal Espen Johnsen*
- *Nicolai Hafeld Grieg*
- *Marit Solberg*
- *Silje Remøy*

are elected as board members for one year.

Furthermore Paal Espen Johnsen is elected as the Chair of the Board.

9. Election of members of the nomination committee and its remuneration

The chair of the meeting referred to the nomination committee's recommendation to members of the nomination committee.

The general meeting adopted the following resolution:

- *Elisabeth Grieg (chair of the nomination committee)*
- *Erlend Sødal*
- *Terje Breivik*

are elected for one year.

The remuneration to the nomination committee for the period 2025/2026 will be:

• <i>Chair of the nomination committee</i>	NOK	73,500
• <i>Member of the nomination committee</i>	NOK	42,000
• <i>Payment per meeting for extraordinary work</i>	NOK	3,150

10. Discussion and approval of the guidelines on setting the salary and other remuneration of senior employees in accordance with the Norwegian Public Limited Companies Act, Section 6-16a.

Pursuant to the Norwegian Public Limited Companies Act, Section 6-16a, the Board is required to prepare guidelines for setting the salary and other remuneration to the company's executive

management. The guidelines shall be clear and understandable and contribute to the company's business strategy, long-term interests and financial sustainability.

The guidelines shall be discussed and approved by the general meeting upon any significant change and at least every four years (asal. § 6-16 a (5)).

The general meeting adopted the following resolution:

The proposed guidelines for setting the salary and other remuneration to the company's executive management are approved.

11. Approval of the declaration on remuneration of senior executives

The chair of the meeting referred to the annual declaration on salaries and other remuneration comprised by the guidelines pursuant to section 6-16a of the Norwegian Public Limited Liability Companies Act

The general meeting adopted the following resolution:

The declaration on the remuneration of senior executives pursuant to section 6-16b of the Norwegian Public Limited Liability Companies Act is approved.

12. Continuance of the share savings plan for employees

The chair of the meeting referred to the Company's share savings plan for employees.

The general meeting adopted the following resolution:

The Company shall continue with the share savings plan for employees. The Board and the management are authorized to change the terms of the savings plan in order to keep its attractiveness.

13. Proposal to authorize the Board to acquire own shares

The Board wishes to have the possibility to let the Company acquire its own shares in situations where this is considered to be beneficial to the shareholders and/or to be able to continue with the Company's share savings plan (cf. agenda item 12.). Grieg Seafood shall have a strategy whereby it can purchase its own shares on an ongoing basis when the price is favourable.

The nominal value is NOK 4. The Company's holding of own shares is less than 10% of the total nominal value.

The general meeting adopted the following resolution:

- 1. The Board is authorized to let the Company acquire its own shares in accordance with the provisions of section 9 of the Norwegian Public Limited Liability Companies Act up to an aggregate nominal value of NOK 45,378,816.*
- 2. The Company shall pay no less than NOK 4 per share and no more than NOK 150 per share when acquiring own shares.*
- 3. It is at the Board's discretion to determine the way in which it acquires and sells the shares. General principles of equality of treatment shall be applied with respect to transactions with shareholders based on the authorization.*

4. *If the nominal value of the shares changes during the period of validity of the authorization, the parameters of the authorization shall be changed correspondingly.*
5. *This authorization shall remain in force until the next annual general meeting, but no later than 30 June 2026.*

14. Proposal to authorize the Board to increase the Company's share capital by an amount not exceeding NOK 45,378,816 through the issue of up to 11,344,704 new shares, each with a nominal value of NOK 4, cf. section 10-14 of the Norwegian Public Limited Liability Companies Act

On 19 June 2024, the annual general meeting authorized the Board to increase the Company's share capital by an amount not exceeding NOK 45,378,816. This authorization has not been used. The Board proposes to replace the previous authorization with a new authorization.

The Board believes there is a need to authorize the Board to increase the Company's share capital. This is because the authorization may be used when acquiring other companies and in connection with capital increases directed to the employees.

The general meeting adopted the following resolution:

1. *The Board is authorized to increase the Company's share capital by an amount not exceeding NOK 45,378,816 through the issue of up to 11,344,704 new shares, each with a nominal value of NOK 4.*
2. *This authorization is valid until 30 June 2026 and replaces the authorization given to the Board by the annual general meeting on 19 June 2024.*
3. *In the event of a share capital increase, the Board is authorized to set aside the preemptive rights of existing shareholders in accordance with section 10-4 of the Norwegian Public Limited Liability Companies Act.*
4. *The Board determines who may subscribe for shares and the time limit for such subscriptions.*
5. *This authorization entitles the Board to conduct the share capital increase by contribution in kind, including the issue of shares in the Company as compensation to the shareholders of a company which merges with a wholly-owned subsidiary of the Company, cf. section 13-2, second paragraph of the Norwegian Public Limited Liability Companies Act.*


This authorization also entitles the Board to share capital increases where anybody shall have special rights in respect of or benefits from the Company, cf. section 10-2 of the Norwegian Public Limited Liability Companies Act.

6. *The authorization covers merger decisions as provided for in section 13-5 of the Norwegian Public Limited Liability Companies Act.*
7. *When exercising this authorization, the subscription price shall be determined by the Board.*
8. *The Board determines the date from which the new shares are entitled to dividends in accordance with this authorization.*
9. *Within the scope of this authorization, the Board is entitled to increase the share capital on multiple occasions. The Board shall itself determine the amount of each share capital increase.*
10. *The Board is authorized to amend article 4 of the articles of association in connection with share capital increases under this authorization.*

There were no other items on the agenda and no additional proposals were raised. The number of votes for and against each respective agenda item, as well as any abstentions are set out in the appendix to these minutes.



Paal Espen Johnsen
chairman



Filip Truyen
Co-signatory

Vedlegg 1 / Appendix 1: Fremmøtte aksjonærer / Shareholders present

Totalt representert /
Attendance Summary Report
Grieg Seafood ASA
Generalforsamling / AGM
4 June 2025

10:01:25

Antall personer deltagende i møtet /	3
Registered Attendees:	
Totalt stemmeberettiget aksjer representert	62,032,323
/ Total Votes Represented:	
Totalt antall kontoer representert /	202
Total Accounts Represented:	
Totalt stemmeberettiget aksjer /	112,243,953
Total Voting Capital:	
% Totalt representert stemmeberettiget /	55.27%
% Total Voting Capital Represented:	
Totalt antall utstede aksjer / Total Capital:	113,447,042
% Totalt representert av aksjekapitalen / % Total Capital	54.68%
Represented:	
Selskapets egne aksjer / Company Own Shares:	1,203,089

Sub Total:	3	0	62,032,323
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	<u>Registrerte Deltakere /</u> <u>Registered Attendees</u>	<u>Registrerte Ikke-Stemmeberettigede</u> <u>Deltakere / Registered Non-Voting</u> <u>Attendees</u>	<u>Registrerte Stemmer</u> <u>/ Registered Votes</u>	<u>Kontoer /</u> <u>Accounts</u>
Kapasitet / Capacity				
Aksjonær / Shareholder (web)	1	0	974	1
Forhåndsstemmer / Advance votes	1	0	62,022,100	183
Styrets leder med fullmakt / COB with Proxy	1	0	9,249	18

Mariitn Sørby Bråten
DNB Bank ASA
Issuer services

Vedlegg / Appendix 2: Stemmeoversikt / Voting overview

Grieg Seafood ASA GENERALFORSAMLING / AGM 04 June 2025

Som registreringsansvarlig for avstemmingen på generalforsamlingen for aksjonærene i selskapet avholdt den 04 June 2025, BEKREFTES HERVED at resultatet av avstemmingen er korrekt angitt som følger:-

/

As scrutineer appointed for the purpose of the Poll taken at the General Meeting of the Members of the Company held on 04 June 2025, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Totalt antall stemmeberettigede aksjer / Issued voting shares: 112,243,953

	STEMMER / VOTES FOR	%	STEMMER / VOTES MOT / AGAINST	%	STEMMER / VOTES AVSTÅR / WITHHELD	STEMMER TOTALT / VOTES TOTAL	% AV STEMME- BERETTIG KAPITAL AVGITT STEMME / % ISSUED VOTING SHARES VOTED	IKKE AVGITT STEMME I MØTET / NO VOTES IN MEETING
1	62,030,706	100.00	0	0.00	1,617	62,032,323	55.27%	0
2	62,031,375	100.00	0	0.00	948	62,032,323	55.27%	0
3	62,006,366	100.00	0	0.00	25,957	62,032,323	55.27%	0
4	61,644,409	99.37	387,914	0.63	0	62,032,323	55.27%	0
5	62,031,375	100.00	0	0.00	948	62,032,323	55.27%	0
6	61,412,398	99.00	618,672	1.00	1,253	62,032,323	55.27%	0
7	62,028,589	100.00	769	0.00	2,965	62,032,323	55.27%	0
8.a	61,065,704	98.44	965,366	1.56	1,253	62,032,323	55.27%	0
8.b	61,845,291	99.70	185,779	0.30	1,253	62,032,323	55.27%	0
8.c	61,881,301	99.76	149,769	0.24	1,253	62,032,323	55.27%	0
8.d	61,979,445	99.92	51,625	0.08	1,253	62,032,323	55.27%	0
8.e	61,124,968	98.54	907,294	1.46	61	62,032,323	55.27%	0
9.a	61,905,547	99.80	124,636	0.20	2,140	62,032,323	55.27%	0
9.b	62,030,122	100.00	0	0.00	2,201	62,032,323	55.27%	0
9.c	62,030,122	100.00	0	0.00	2,201	62,032,323	55.27%	0
9.d	62,029,297	100.00	0	0.00	3,026	62,032,323	55.27%	0
10	57,127,240	92.09	4,904,135	7.91	948	62,032,323	55.27%	0
11	58,991,209	95.10	3,040,126	4.90	988	62,032,323	55.27%	0
12	58,960,938	95.05	3,070,397	4.95	988	62,032,323	55.27%	0
13	61,386,763	98.97	637,029	1.03	8,531	62,032,323	55.27%	0
14	61,846,587	99.70	185,736	0.30	0	62,032,323	55.27%	0

Maritn Sørby Bråten
DNB Bank ASA
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