

MINUTES OF SALMAR ASA'S 2021 ANNUAL GENERAL MEETING

SalMar ASA's annual general meeting of shareholders (AGM) was held at 1pm on Tuesday, 8 June 2021, at the company's office in Trondheim, (Brattørkaia 15B, 7010 Trondheim).

Attending on behalf of the company Board Chair Atle Eide and CFO & COO Trine Sæther Romuld was available digitally through Teams, and Head of IR Håkon Husby and IT-manager Håvar Sandvik. Certified public accountant Christian Ronæss from Ernst & Young AS was also present digitally through Teams.

To reduce the risk for spread of the coronavirus disease, and in accordance with the recommendations from the authorities, shareholders were asked to not participate physically at the meeting. Instead they were asked to exercise their shareholder rights through electronic voting, proxy authorisation form or through the advance voting form.

The AGM was called to order by Board Chair Atle Eide, who presented a list of all shareholders and proxies registered as being in attendance.

According to the list, 80,381,520 shares were represented by personal attendance on the part of the shareholder or his/her proxy, or by votes cast in advance. This corresponds to 71.09% of the total number of voting shares in the company. An overview is attached as part of these minutes.

The order of business was as follows:

Election of a person to chair the AGM and someone to co-sign the minutes along with the AGM Chair

Head of IR Håkon Husby, was elected to chair the AGM. Håvar Sandvik (IT manager) was elected to co-sign the minutes along with the AGM Chair.

2. Approval of the invitation to attend the AGM and the proposed agenda

There were no comments with respect to the invitation or the agenda.

The AGM was declared to be duly convened. The agenda as presented in the invitation to attend was approved.

3. Presentation of the business

Since there were no physical attendance of shareholders CFO & COO gave only a short presentation of the Group's current situation, future outlook and key figures from the 2020 year-end financial statements.

4. Approval of the 2020 financial statements and annual report for SalMar ASA and the SalMar Group

The AGM Chair presented the Board's proposal. Certified Public Accountant Christian Ronæss presented the auditor's report.

The AGM approved the 2020 year-end financial statements for SalMar ASA and for the Group, as well as the annual report. The AGM further resolved to pay a dividend of NOK 20 per share, in total NOK 2,261.4 million. Shares will be traded ex. dividend on 9 June. Payment of the dividend will take place on or about Tuesday 22 June 2021.

5. Approval of the remuneration payable to members of the Board of Directors, the Nomination Committee and the Audit Committee

The chair of the Nomination Committee presented the committee's recommendation with respect to remuneration for the coming term, June 2021 to June 2022. The recommendation was included as an attachment to the invitation.

The AGM approved the recommended remuneration payable to members of the Board of Directors, the Nomination Committee and the Audit Committee.

6. Approval of the auditor's fees

The AGM Chair presented the proposed fees payable to the auditor in respect of the audit performed on the 2020 year-end financial statements. The fees payable for the audit performed on the Group's year-end financial statements total NOK 1,188,500, of which NOK 217,400 relates to auditing of the parent company SalMar ASA.

The AGM approved the fee payable to the auditor for the audit of the 2020 year-end financial statements.

7. The Board's statement relating to corporate governance

The AGM Chair pointed out that the Board's statement relating to corporate governance was included in the 2020 annual report. The AGM Chair further stated that, pursuant to Section 5-6(4) of the Public Limited Companies Act, the AGM shall treat the Board's statement relating to corporate governance in accordance with Section 3-3b of the Accounting Act.

The AGM acknowledged the statement relating to corporate governance issued by the Board of Directors of SalMar ASA on 9 April 2021, see Section 5-6(4) of the Public Limited Companies Act and Section 3-3b of the Accounting Act.

8. Share-based incentive scheme for employees

The AGM Chair presented a proposal for a new RSU programme in line with the previously approved share-based incentive scheme for senior executives of SalMar ASA and other group companies.

The AGM approved that the share-based incentive scheme for senior executives of SalMar shall be continued with a new programme. The programme may encompass incumbents of senior positions and key personnel within the Group. The programme entitles employees to receive shares free of charge. The entitlement accrues over three years. The value of the share entitlement granted to any individual employee may not exceed the equivalent of six months' salary. Accrual of 2/3 of this entitlement depends on the fulfilment of specified performance criteria. The maximum amount that the individual employee may accrue under the various programmes in any one year is capped at the equivalent of one whole year's salary. The maximum number of shares in the programme may not exceed 250,000. The programme's overall recognised cost is estimated at NOK 62 million (when all performance criteria are fulfilled) distributed over three years.

The board is authorised to draw up more specific guidelines for the scheme, within the framework given.

9. Consultative vote on the Board's guidelines for remuneration and other benefits payable to senior executives

In accordance with Section 6-16(a) of the Public Limited Companies Act, the Board has prepared a statement relating to remuneration and other benefits payable to senior executives for the 2021 financial year. The AGM Chair referred to said statement.

The AGM Chair also gave notice that the AGM must hold a consultative vote on the Board's guidelines for remuneration and other benefits payable to senior executives, with the exception of arrangements where the said remuneration relates to shares or developments in the price of the company's shares or that of other companies within the same group.

The AGM endorsed point 3 and 4 of the Board's statement relating to remuneration and other benefits payable to senior executives, except that which concerns point 10.

10. Approval of the Board's guidelines for share-related incentive schemes for senior executives

The AGM Chair referred to the Board's statement relating to remuneration and other benefits payable to senior executives for the 2021 financial year.

The AGM Chair also gave notice that the AGM must hold a binding vote on the Board's guidelines for remuneration and other benefits payable to senior executives relating to shares or developments in the price of the company's shares or that of other companies within the same group.

The AGM approved point 3 and 4 of the Board's statement relating to remuneration and other benefits payable to senior executives as it relates to the share-incentive scheme.

11. Election of directors

The AGM chair gave an account of the committee's work. The terms of office of Atle Eide and Margrethe Hauge came to an end at the AGM. Eide had notified the Nomination Committee that he would not like to seek re-election while Hauge said she would like to seek re-election. In its quest for new candidates, the committee has attached importance to the interests of the shareholder community and the company's need for competence, experience and capacity.

Based on the above, the Nomination Committee unanimously recommended for election of Leif Inge Nordhammer as new Board Chair. Margrethe Hauge to be re-elected and Magnus Dybvad as new Board member in SalMar. It is proposed that the candidates be elected for a term of two years.

The AGM voted to elect Leif Inge Nordhammer as Board Chair, Margrethe Hauge and Magnus Dybvad as Board members. All the candidates were elected for terms of two years.

12. Election of Nomination Committee members

The AGM chair stated that of the committee's three members, the seat held by Bjørn M. Wiggen and Anne Kathrine Slungård is up for election this year. Slungård has notified that she would not like to seek re-election.

The Nomination Committee proposed that Bjørn M. Wiggen be re-elected and Karianne O. Tung as a new member in the nomination committee. Both candidate is elected for a period of two years.

The AGM voted to re-elect Bjørn M. Wiggen and to elect Karianne O. Tung as a new member of the Nomination Committee. The candidates was elected for a period of two years.

13. Resolution authorising the Board to raise the company's share capital

The AGM held on 3 June 2020 authorised the Board to increase the company's share capital to finance investments and the acquisition of businesses by means of cash issues and contributions in kind. This authorisation was valid until the 2021 AGM, and the Board proposed that it be renewed.

Given the purpose of the authorisation, the Board may need to waive existing shareholders' preference rights, which is permitted under the terms of the authorisation.

The AGM Chair gave an account of the proposed resolution:

- I. Pursuant to Section 10-14 of the Public Limited Companies Act the Board is authorised to raise the company's share capital by up to NOK 2,832,000 through the issue of up to 11,328,000 new shares, each having a face value of NOK 0.25. This authorisation may be exercised several times within this overall amount.
- II. The Board may decide that shareholders' preference rights with respect to the new shares may be waived.
- III. The authorisation also covers the raising of capital through contributions of assets other than money, etc, and the right to allow the company to assume specific liabilities, cf. Section 10-2 of the Public Limited Companies Act, and to raise capital in the event of a merger pursuant to Section 13-5 of the Public Limited Companies Act.
- IV. The authorisation is valid until the 2022 AGM or 30 June 2022 at the latest.
- V. The Board is authorised to make such amendments to the Articles of Association as are necessary in connection with the share capital increase.

The AGM approved the resolution authorising the Board to raise the company's share capital.

14. Resolution authorising the Board to buy back the company's own shares

The AGM of 3 June 2020 authorised the Board to buy back shares in the company up to a limit of 10 per cent of existing share capital. This authorisation may be used to buy back company shares to meet liabilities associated with share-based incentive schemes for senior executives and as a tool to return funds to the company's shareholders. The Board proposed that the authorisation be renewed.

The AGM Chair gave an account of the proposed resolution:

- I. Pursuant to Section 9-4 of the Public Limited Companies Act, the Board is authorised to purchase up to 11,095,929 of the company's own shares with a combined face value of NOK 2,773,982.25
- II. The amount payable per share shall be not less than NOK 1 and not more than NOK 900.
- III. The Board is free to determine how the shares should be purchased or disposed of.
- IV. Transactions with shareholders undertaken on the basis of this authorisation shall comply with ordinary principles of non-discrimination.
- V. The authorisation is valid until the 2022 AGM or 30 June 2022 at the latest.

The AGM approved the resolution authorising the Board to buy back the company's own shares.

15. Resolution authorising the Board to take out a convertible loan

The Board of Directors had proposed that it be authorised to take out a convertible loan to enable the company to make use of such financial instruments at short notice as part of its overall financing capability.

The Board proposed that the authorisation apply to a loan amounting in total to NOK 2,000,000,000. The capital increase deriving from conversion may not exceed NOK 2,828,667.50. The Board proposed that the authorisation be seen in connection with the authorisation granted under item 13, such that the total number of shares for both authorisations shall not exceed 10 per cent of the total number of shares in the company.

The AGM Chair gave an account of the proposed resolution:

- I. Pursuant to Section 11-8 of the Public Limited Companies Act, the Board is authorised to take out a convertible loan with a total principal of up to NOK 2,000,000,000.
- II. In connection with the conversion of any loan taken out under this authorisation, the company's share capital may be increased by up to NOK 2,832,000, though consideration shall be given to any capital increases under the authorisation to raise the company's share capital referred to in item 13, such that the total share capital increase for both authorisations taken together may total up to 10 per cent of the share capital.
- III. Shareholders' preference rights pursuant to section 11-4, see section 10-4, of the Public Limited Companies Act may be waived.
- IV. The authorisation is valid until the 2022 AGM or 30 June 2022 at the latest.

The AGM approved the resolution authorising the Board to take out a convertible loan.

16. Authorisation to acquire own shares in the market with subsequent cancellation

The board is of the view that it is beneficial to facilitate possible buy-backs of the company's shares. Such arrangement would give the board of directors an extended possibility to utilize the Public Limited Companies Act's mechanisms for distribution of capital to the company's shareholders. Buy-backs of shares in the company could also be a useful tool to facilitate an adequate capital structure of the company on a continuous basis. Furthermore, buy-back of shares will also benefit the shareholders, either through a possibility to sell shares to the company or by providing the remaining shares with an increased ownership interest in the company.

In order to provide the shareholders with such opportunity, and to establish an efficient tool for buy-back of shares, it is desirable to establish an arrangement which ensures that the current majority owner will neither increase or decrease its ownership as a result of such buybacks. On this basis, the board of directors have resolved to propose an arrangement whereby any shares being acquired in the market shall be cancelled through a subsequent share capital decrease, and that a proportionate part of the shares of Kverva Industrier AS ("Kverva") simultaneously are redeemed so that Kverva's shareholding remains unchanged following the share capital decreases. The completion of the buy-backs will thus be made in accordance with an agreement entered into with Kverva, whereby Kverva undertakes to vote in favour of the authorisation to the board to acquire own shares, the subsequent cancellation of such shares and the redemption of the corresponding number of Kverva's shares. Upon redemption of such shares, SalMar ASA shall pay a price per share to Kverva equal to the volume weighted average share price which SalMar ASA has paid for the shares acquired in the market, less any dividend payments on the shares in the period after the respective buy-backs, and with an addition of an interest component equal to six month's NIBOR + 1% per annum, calculated from the time of each buy-back until the payment takes place by redemption of the shares.

Kverva currently owns 52.46% of the shares in the company, and the total number of shares for cancellation and redemption could therefore comprise up to 10,841,944 shares (i.e. approximately 9.57% of SalMar ASA's share capital).

The proposed authorisation will replace the authorisation given to the board of directors to acquire own shares by the annual general meeting on 3 June 2020.

The AGM Chair gave an account of the proposed resolution:

- I. Pursuant to section 9-4 of the Public Limited Companies Act, the board is authorised to purchase up to 5,154,315 of the company's own shares with an aggregate par value of NOK 1,288,578,75.
- II. The amount payable per share shall be not less than NOK 1 and not more than NOK 900.
- III. The board is free to determine how the shares should be acquired.
- IV. The general principles of equal treatment shall be complied with in connection with acquisition of shares pursuant to the authorisation.
- V. The authorisation is valid until the company's annual general meeting in 2022, but no longer than to and including 30 June 2022.

The AGM approved the resolution authorising the Board to acquire own shares in the market with subsequent cancellation.

The AGM Chair thanked the shareholders for their attendance.

The meeting was adjourned at 13:15

Trondheim, 8 June 2021

Håkon Husby – AGM Chair

(sign.)

Håvar Sandvik

(sign.)

Total Represented

ISIN:

NO0010310956 SALMAR ASA

General meeting date: 08/06/2021 13:00

08.06.2021

Number of persons with voting rights represented/attended: ${f 1}$

	Number of shares	% sc
Total shares	113,299,999	
- own shares of the company	232,071	
Total shares with voting rights	113,067,928	
Represented by advance vote	6,413,633	5.67 %
Sum own shares	6,413,633	5.67 %
Represented by proxy	819,101	0.72 %
Represented by voting instruction	73,148,786	64-70 %
Sum proxy shares	73,967,887	65.42 %
Total represented with voting rights	80,381,520	71.09 %
Total represented by share capital	80,381,520	70.95 %

Registrar for the company:

NORDEA BANK ABB FILIAL NORGE

Signature company:

Protocol for general meeting SALMAR ASA

NO0010310956 SALMAR ASA

General meeting date: 08/06/2021 13.00 Today:

08,06,2021

Shares class	FOR	Against	Abstain			Represented shares with voting rights	
Agenda item 1 Election of a person to chair the AGM and someone to co-sign the minutes along with the AGM chair.							
Ordinær	80,380,122	0	1,398	80,381,520	0	80,381,520	
votes cast in %	100.00 %	0.00 %	0.00 %				
representation of sc in %	100.00 %	0,00 %	0.00 %	100,00 %	0.00 %		
total sc in %	70.95 %	0.00 %	0.00 %	70.95 %	0.00 %		
Total	80,380,122	0	1,398	80,381,520	0	80,381,520	
Agenda item 2 Approva		to attend th	ne AGM ai	nd the propos	sed agenda		
Ordinær	80,380,209	0	1,311	80,381,520	0	80,381,520	
votes cast in %	100.00 %	0.00 %	0.00 %	, ,			
representation of sc in %	100-00 %	0.00 %	0.00 %	100-00 %	0.00 %		
total sc in %	70.95 %	0.00 %	0.00 %	70.95 %	0.00 %		
Total	80,380,209	0		80,381,520	0	80,381,520	
Agenda item 4 Approva							
Group	or the intant	.iui stateine	into ana a	initiali report	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Ordinær	80,328,731	51,391	1,398	80,381,520	0	80,381,520	
votes cast in %	99.93 %	0.06 %	0.00 %				
representation of sc in %	99.93 %	0.06 %	0.00 %	100.00 %	0.00 %		
total sc in %	70-90 %	0.05 %	0.00 %	70.95 %	0,00 %		
Total	80,328,731	51,391	1,398	80,381,520	0	80,381,520	
Agenda item 5 Approva	l of the remu		able to n	nembers of th	ne Board of Directors	s, Nomination	
Committee and Risk- a							
Ordinær	80,378,210	61	3,249	80,381,520	0	80,381,520	
votes cast in %	100.00 %	0.00 %	0.00 %				
representation of sc in %	100.00 %	0.00 %	0.00 %	100:00 %	0.00 %		
total sc in %	70.94 %	0.00 %	0.00 %	70.95 %	0.00 %		
Total	80,378,210	61	3,249	80,381,520	0	80,381,520	
Agenda item 6 Approva	of the audito	ors fees					
Ordinær	72,603,385	7,776,638	1,497	80,381,520	0	80,381,520	
votes cast in %	90.32 %	9.68 %	0.00 %				
representation of sc in %	90.32 %	9.68 %	0.00 %	100.00 %	0.00 %		
total sc in %	64.08 %	6.86 %	0.00 %	70.95 %	0.00 %		
Total	72,603,385	7,776,638	1,497	80,381,520	0	80,381,520	
Agenda item 7 The Boa	rd's statemen	t relating to	corporat	te governanc	e		
Ordinær	80,380,061	61	1,398	80,381,520	0	80,381,520	
votes cast in %	100.00 %	0:00 %	0.00 %				
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	ı	
total sc in %	70.94 %	0.00 %	0.00 %	70.95 %	0.00 %	,	
Total	80,380,061	61	1,398	80,381,520	a	80,381,520	
Agenda item 8 Share-b	ased incentive	e scheme fo	r employe	ees			
Ordinær	72,653,157	7,726,286	2,077	80,381,520	0	80,381,520	
votes cast in %	90.39 %	9.61 %	0.00 %				
representation of sc in %	90.39 %	9.61 %	0.00 %	100.00 %	0.00 %	1	
total sc in %	64-13 %	6.82 %	0.00 %	70.95 %	0.00 %	,	
Total	72,653,157	7,726,286	2,077	80,381,520	O	80,381,520	
Agenda item 9 Consultative vote on the board's guidelines for remuneration and other benefits payable to senior executives							
Ordinær	80,272,572	91,441	17,507	80,381,520	C	80,381,520	
votes cast in %		0.11 %					
representation of sc in %		0.11 %			0.00 %)	
total sc in %		0.08 %					
Total	80,272,572	91,441		80,381,520			
Agenda item 10 Approx		-					
Ordinær		7,686,797	2,854				
votes cast in %		9.56 %				,	
representation of sc in %		9.56 %	0.00 %		0:00 %)	
total sc in %							
55(a) 5C 11 70	0.7.10 10	5 70	10				

Shares class	FOR	Against	Abstain	Poll în	Poll not registered	Represented shares with voting rights
Total	72,691,869	7,686,797	2,854	80,381,520	0	80,381,520
Agenda item 11 Electi		:				
Ordinær	79,232,610	1,147,512			0	80,381,520
votes cast in 9		1.43 %	0.00 %			
total sc in 9		1.43 % 1.01 %	0.00 %		0.00 %	
Total	79,232,610			80,381,520	0.00 %	80,381,520
Agenda item 11.1 Elec				00,301,320	v	80,381,320
Ordinær	80,237,130	128,789	15,601	80,381,520	0	80,381,520
votes cast in %	6 99.82 %	0 16 %	0_02 %			00/301/320
representation of sc in %	99.82 %	0.16 %	0.02 %	100.00 %	0.00 %	
total sc in %	70.82 %	0.11 %	0.01 %	70.95 %	0.00 %	
Total	80,237,130	128,789	15,601	80,381,520	0	80,381,520
Agenda item 11.2 Re-	election of Mar	rethe Haug	je			
Ordinær	79,234,629	1,145,493	1,398	80,381,520	0	80,381,520
votes cast in %	98.57 %	1.43 %	0.00 %			
representation of sc in %		1.43 %	0.00 %	100.00 %	0.00 %	
total sc in %		1.01 %	0.00 %	70,95 %	0.00 %	
Total	79,234,629		1,398	80,381,520	0	80,381,520
Agenda item 11.3 Elec	-					
Ordinær	80,316,591	63,431	1,398	80,381,520	0	80,381,520
votes cast in % representation of sc in %		0.08 %	0,00 %	400.00.01		
total sc in %		0.08 %	0.00 %	100,00 % 70.95 %	0.00 %	
Total	80,316,691	63,431		80,381,520	0.00 %	90 201 520
Agenda item 12 Election					ď	80,381,520
Ordinær	80,374,565	5,107	1,848	80,381,520	0	80,381,520
votes cast in %	99.99 %	0.01 %	0.00 %	, ,	_	00/001/320
representation of sc in %	99,99 %	0.01 %	0.00 %	100.00 %	0.00 %	
total sc in %	70.94 %	0.01 %	0.00 %	70-95 %	0.00 %	
Total	80,374,565	5,107	1,848	80,381,520	0	80,381,520
Agenda item 12.a Re-e	lection of Bjørn	Wiggen				
Ordinær	80,374,565	5,107	1,848	80,381,520	0	80,381,520
votes cast in %	99.99 %	0.01 %	0.00 %			
representation of sc in %	99.99 %	0-01 %	0.00 %	100.00 %	0.00 %	
total sc in %	70.94 %	0.01 %	0.00 %	70.95 %	0.00 %	
Total Agenda item 12.b Elect	80,374,565	5,107	1,848	80,381,520	0	80,381,520
Ordinær	80,379,672	O. rung	1,848	90 201 520	0	20 704 520
votes cast in %	100.00 %	0.00 %	0.00 %	80,381,520	0	80,381,520
representation of sc in %	100.00 %	0.00 %	0.00 %	100.00 %	0.00 %	
total sc in %	70.94 %	0.00 %	0.00 %	70.95 %	0.00 %	
Total	80,379,672	0	1,848	80,381,520	0	80,381,520
Agenda item 13 Resolut	ion authorising	the board	to raise t	the company's	share capital	,
Ordinær	80,339,873	40,150	1,497	80,381,520	0	80,381,520
votes cast in %	99.95 %	0.05 %	0.00 %			
representation of sc in %	99.95 %	0.05 %	0.00 %	100.00 %	0.00 %	
total sc in %	70.91 %	0.04 %	0.00 %	70.95 %	0.00 %	
Total	80,339,873	40,150		80,381,520	0	80,381,520
Agenda item 14 Resolut				ick the compa	ny's own shares	
Ordinær	80,286,988	93,004	1,528	80,381,520	0	80,381,520
votes cast in %	99.88 %	0.12 %	0.00 %			
representation of sc in %	99.88 %	0.12 %	0.00 %	100.00 %	0.00 %	
total sc in %	70.86 % 80,286,988	0.08 % 93,004	0.00 %	70.95 %	0.00 %	
Agenda item 15 Resolut	. ,			80,381,520	0	80,381,520
Ordinær	80,379,890	102	1,528	ut a convertibl 80,381,520	le Ioan 0	80,381,520
votes cast in %	100.00 %		0.00 %	30,302,320	U	00,201,520
representation of sc in %	100.00 %		0.00 %	100.00 %	0.00 %	
total sc in %	70.94 %		0.00 %	70.95 %	0.00 %	
Total	80,379,890	102		80,381,520	0	80,381,520
Agenda item 16 Authoris	sation to acqui	e own shar				
Ordinær		3,703,395	1,398	80,381,520	0	80,381,520

Shares class	FOR	Against	Abstain	Poll in	Poli not registered	Represented shares with voting rights
votes cast in %	89.17 %	10.83 %	0.00 %			
representation of sc in %	89.17 %	10.83 %	0.00 %	100.00 %	0.00 %	
total sc in %	63,26 %	7.68 %	0.00 %	70.95 %	0.00 %	
Total	71,676,727	8,703,395	1,398	80,381,520	0	80,381,520

Registrar for the company:

NORDEA BANK ABP FILIAL NORGE

Signature company:

SAEMAR ASA

Share information

Name Total number of shares Nominal value Share capital Voting rights

Ordinær

113,299,999

0.25 28,324,999.75 Yes

Sum:

§ 5-17 Generally majority requirement requires majority of the given votes

§ 5-18 Amendment to resolution Requires two-thirds majority of the given votes like the issued share capital represented/attended on the general meeting