



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of

GRIEG SEAFOOD ASA

Thursday, 9 June 2022 at 10.00 am CET

The annual general meeting in Grieg Seafood ASA, org.no. 946 598 038 ("Company") will be held as a digital meeting, with no physical attendance for shareholders, by use of the following link: web.lumiagm.com/161381946. Please see the guidelines for online participation on Grieg Seafood's website <https://investor.griegseafood.com/corporate-governance#agm>.

The annual general meeting will be opened by the Chair of the Board, Per Grieg jr.

Following the opening of the meeting, Per Grieg jr. will record the shareholders in attendance and shareholders' proxies, as well as the number of shares and votes they represent.

Agenda:

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

The Board proposes that the Chair of the Board is elected as chair of the meeting and that Atle Harald Sandtorv is appointed to co-sign the minutes.

2. Approval of the notice and agenda

The Board proposes that the general meeting adopts the following resolution:

«Innkallingen og agendaen godkjennes.»

3. Approval of the annual accounts of the Company and the consolidated annual accounts of the Grieg Seafood Group for the financial year 2021, including approval of the annual report

The annual accounts for 2021 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, are included in the annual report for 2021, which can be accessed on Grieg Seafood's website <https://investor.griegseafood.com/reports-&-presentations#annual>.

The Board proposes to allocate the Company's profit in the financial year 2021 as follows:

Dividend (NOK 3 per share)	NOK	336,942,183
Transferred to other equity	NOK	70,400,139
<hr/>		
Total sum allocateds	NOK	407,342,322

Please be referred to agenda item 4. with respect to the Board's proposal for the payment of dividend.

The Board proposes that the general meeting adopts 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 2021 and the allocation of the Company's profits are approved.»

4. Payment of dividend

The Board proposes a dividend of NOK 3 per share. It is proposed that the ex-date for the Company's shares is 10 June 2022 and that the dividend is paid on 17 June 2022.

The Board proposes that the general meeting adopts the following resolution:

«The Board's proposal to

- *distribute a dividend of NOK 3 per share, in total NOK 336,942,183,*
- *to the Company's shareholders registered as owners in Euronext VPS on 13 June 2022,*
- *with an ex-date being 10 June 2022, and*
- *payment of the dividend on 17 June 2022,*

is hereby approved.»

5. Authorization to the Board to resolve and declare dividends

The Board recommends that the general meeting authorizes the Board to resolve and declare dividends on the basis of the Company's financial statements for 2021.

The Board proposes that the general meeting adopts the following resolution:

«The Board is authorized to resolve and declare dividends on the basis of the Company's annual accounts for 2021 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 2023.

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

6. The Board's corporate governance statement

The annual report for 2021 includes a statement of the principles and practices used by Grieg Seafood ASA in relation to corporate governance. This statement is available on Grieg Seafood's website <https://investor.griegseafood.com/principles-of-corporate-governance>.

The Board proposes that the general meeting adopts the following resolution:

«The Board's corporate governance principles and practices are approved.»

7. Approval of the auditor fees for 2021

The auditor fees for audit work conducted in 2021 is shown in note 3 to the Company's annual accounts for 2021 (note 25 to the consolidated annual accounts).

The Board proposes that the general meeting approves the auditor fees in 2021.

8. Approval of the Board's remuneration for 2022/2023

The Nomination Committee's recommendation concerning the remuneration for the Board for 2022/2023 is available on Grieg Seafood's website <https://investor.griegseafood.com/corporate-governance#agm>.

The remuneration is for the period from the annual general meeting in 2021 to the annual general meeting in 2022, and is paid in monthly installments.

The Board proposes that the general meeting approves the Board's remuneration as recommended by the Nomination Committee.

9. Election of Board members

The Nomination Committee's recommendations can be accessed on Grieg Seafood's website <https://investor.griegseafood.com/corporate-governance#agm>.

In accordance with Article 6 of the Company's articles of association, the term of office for Board members is one year.

The Board recommends that the general meeting adopts a resolution in accordance with the Nomination Committee's recommendations.

10. Election of members of the Nomination Committee and its remuneration

The Nomination Committee's recommendation is available on Grieg Seafood's website <https://investor.griegseafood.com/corporate-governance#agm>.

In accordance with Article 11 of the Company's articles of association, the term of office for members of the Nomination Committee is one year.

The Board recommends that the general meeting adopts a resolution in accordance with the Nomination Committee's recommendations.

11. Approval of the declaration on remuneration of senior executives

The annual declaration on salaries and other remuneration comprised by the guidelines pursuant to section 6-16 a of the Norwegian Public Limited Liability Companies Act is available on Grieg Seafood's website <https://investor.griegseafood.com/corporate-governance#agm>.

The guidelines on the remuneration of senior executives in listed companies pursuant to section 6-16 a) of the Norwegian Public Limited Liability Companies Act as dealt with and approved by the annual general meeting 2021 and are also available on Grieg Seafood's website

<https://investor.griegseafood.com/corporate-governance#agm>

The Board proposes that the general meeting adopts the following resolution:

«The general meeting approves the declaration on the remuneration of senior executives in 2021 pursuant to section 6-16 b of the Norwegian Public Limited Liability Companies Act.»

12. Continuance of the share savings plan for employees

Since 2018, the Company has offered a share savings plan for employees of the Group. The purpose of this scheme is to augment good business culture and encourage loyalty to Grieg Seafood through employees becoming part-owners of the Company. In 2021, approximately 20% of the employees globally participated in the share savings plan. It is proposed to continue with the Company's share savings plan. The Board and the executive management shall review and possibly amend the terms in order to keep the attractiveness of the savings plan despite the change in taxation of such saving plans in Norway.

The Board proposes that the general meeting adopts the following resolution:

«The general meeting resolves to continue with the share savings plan for employees and hereby authorizes the Board and the management 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

Grieg Seafood shall have a strategy whereby it can purchase its own shares on an ongoing basis when the price is favourable.

The Board proposes that the general meeting adopts 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 45,378,817.*
- 2. The Company shall pay no less than NOK 4 per share and no more than NOK 240 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 2023.*

14. Proposal to authorize the Board to increase the Company's share capital by an amount not exceeding NOK 45,378,817 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 2 June 2021, the annual general meeting authorized the Board to increase the Company's share capital by an amount not exceeding NOK 45,378,817. 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 Board proposes that it be authorized by the Annual General Meeting to increase the Company's share capital as follows:

The Board proposes that the general meeting authorizes the Board to increase the Company's share capital as follows:

- 1. The Board is authorized to increase the Company's share capital by an amount not exceeding NOK 45,378,817 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 2023 and replaces the authorization given to the Board by the annual general meeting on 2 June 2021.*
- 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.*

* * *

Grieg Seafood ASA has issued 113,447,042 shares, each with a nominal value of NOK 4. Grieg Seafood ASA owns 1,171,494 of such shares. Thus, there are 112,275,548 voting shares. Each share entitles the holder to one vote at general meetings.

A shareholder is entitled according to the number of shares held and that are registered in Euronext VPS on the fifth working date before the annual general meeting, i.e. 1 June 2022 (the record date).

The shareholders are entitled to attend the annual general meeting in person or by a proxy. The details for attendance are set out in a separate guidelines for online participation, that are available on Grieg Seafood's website <https://investor.griegseafood.com/corporate-governance#agm>. A physical attendance will not be possible.

Shareholders are entitled to address the annual general meeting and to be accompanied by advisors as well as to give an advisor the right to address the annual general meeting and to require information from the Board and from the Group CEO in accordance with the provisions of the Norwegian Public Limited Liability Companies Act. Shareholders are also entitled to have matters considered by the annual general meeting, of which the party in question has given the Board written notification at least 7 days before the deadline for sending the Notice convening the annual general meeting, along with a proposed resolution or statement of the grounds for putting the matter on the agenda. Shareholders are also entitled to submit alternatives to the resolutions proposed by the Board and the Nomination Committee in connection with the matters which these bodies have submitted to the annual general meeting along with a proposed resolution for adoption.

Shareholders may also cast votes in advance (for each agenda item) or grant a proxy.

Information about advance voting and grant a proxy is set out in the forms enclosed.

The deadline for the submission of a proxy and advance voting is 4 June 2022, 4.00 PM CET.

Until the deadline, votes already cast may be changed or withdrawn.

This notice, with all attachments, is also available on Grieg Seafood's website

<https://investor.griegseafood.com/corporate-governance#agm>.

Shareholders may contact the Company by email (info@griegseafood.com) or through the Company's website eller via Grieg Seafoods hjemmeside for å få tilsendt vedleggene vederlagsfritt per post.

Bergen, 19 May 2022

Vennlig hilsen
GRIEG SEAFOOD ASA

Per Grieg jr.
Chairman
on behalf of the Board

Ref.no.: PIN code:

Notice of Annual General Meeting

Meeting in Grieg Seafood ASA will be held on
09.06.2022 at 10:00 a.m Virtual.

The shareholder is registered with the following amount of shares at summons: _____ and vote for the number of shares owned per
Record Date: 01.06.2022

IMPORTANT MESSAGE:

The Annual General Meeting will be held as a digital meeting only, with no physical attendance for shareholders.

Please log in at <https://web.lumiagm.com/161381946>

You must identify yourself using the reference number and PIN code from VPS that you will find in investor services (Corporate Actions – General Meeting – ISIN) or sent you by post on this form (for non-electronic actors) Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00-a.m. to 3:30 p.m.) or by e-mail genf@dnb.no.

On the company's web page <https://investor.griegseafood.com/corporate-governance#agm> You will find an online guide describing more in detail how you as a shareholder can participate in the Virtual meeting.

Deadline for registration of advance votes, proxies and instructions: 04.06.2022 at 4:00 pm

Advance votes

Advance votes may only be executed electronically, through the Company's website <https://investor.griegseafood.com/corporate-governance#agm> (use ref and pin code above) or through VPS Investor Services (where you are identified and do not need Ref.nr.and PIN Code). Chose *Corporate Actions - General Meeting, click on ISIN*.

Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator.

Notice of attendance

Shareholders are only allowed to participate online and no pre-registration is required. Shareholders must be logged in before the meeting starts. **If you are not logged in before the general meeting starts, you will not be able to attend.** Log in starts an hour before.

Shareholders who do not wish to participate online or vote in advance can give proxy to another person.

Proxy without voting instructions for Annual General Meeting of Grieg Seafood ASA

Ref.no.: PIN code:

Proxy should be registered through the Company's website <https://investor.griegseafood.com/corporate-governance#agm> or through VPS Investor Services.

For granting proxy through the Company's website, the above-mentioned reference number and PIN code must be stated.

In VPS Investor Services chose *Corporate Actions - General Meeting – ISIN*.

Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator.

Alternatively you may send this form by e-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The proxy must be received no later than **04.06.2022 at 4:00 p.m.** **The form must be dated and signed in order to be valid.**

If you do not state the name of the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her.

The undersigned: _____
hereby grants (tick one of the two)

the Chair of the Board of Directors (or a person authorised by him or her), or

_____ (NB: Proxy holder must send an e-mail to genf@dnb.no for log in details)
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Annual General Meeting of Grieg Seafood ASA on 09.06.2022.

Place

Date

Shareholder's signature (only for granting proxy)

Ref.no.:

PIN code:

Proxy with voting instructions for Annual General Meeting in Grieg Seafood ASA

If you are unable to attend the meeting, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. (Alternatively, you may vote electronically in advance, see separate section above.) For instruction to other Proxy holders, submit a Proxy without voting instructions and agreed directly with the proxy holder how votes should be cast.

Proxies with voting instructions to Chair of The Board of Directors cannot be submitted electronically, and must be sent to genf@dnb.no (scanned form) or by regular Mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **04.06.2022 at 4:00 p.m.**

Proxies with voting instructions must be dated and signed to be valid.

The undersigned: _____

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of Grieg Seafood ASA on 09.06.2022.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board's and Nomination Committee's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Annual General Meeting 2022	For	Against	Abstention
1. Election of chair of the meeting and one representative to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the annual accounts of the Company and the consolidated annual accounts of the Grieg Seafood Group for the financial year 2021, including approval of the annual report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Payment of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Authorization to the Board to resolve and declare dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. The Board's corporate governance statement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the auditor fees for 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of the Board's remuneration for 2022/2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election of Board members			
a) Per Grieg jr., chair of the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Tore Holand	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Nicolai Hafeld Grieg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Marianne Ødegaard Ribe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Katrine Trovik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Ragnhild Janbu Fresvik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Election of members of the Nomination Committee and its remuneration			
a) Elisabeth Grieg, chair of the Nomination Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Marit Solberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Yngve Myhre	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of the declaration on remuneration of senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Continuance of the share savings plan for employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Proposal to authorize the Board to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Proposal to authorize the Board to increase the Company's share capital by an amount not exceeding NOK 45,378,817 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place

Date

Shareholder's signature (Only for granting proxy with voting instructions)

GUIDE FOR ONLINE PARTICIPATION GRIEG SEAFOOD ASA 09.06.2022

Grieg Seafood ASA will hold annual general meeting on 09.06.2022 at 10:00 am CET as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

We also point out that you also can vote in advance or give a proxy before the meeting. See the notice for further details on advance voting and how to authorize a proxy. If you vote in advance or give a proxy, you can still log on to the general meeting to follow and ask questions, but you will not have the opportunity to vote on the items.

By participating online, shareholders will receive a live webcast from the general meeting, the opportunity to ask written questions, and vote on each of the items. Secure identification of shareholders is done by using the unique reference number and PIN code assigned to each shareholder by the Norwegian Central Securities Depository (**Euronext VPS**) in relation to this General Meeting.

No registration is required for shareholders who want to participate online, but shareholders **must be logged in before the general meeting starts.**

Shareholder who does not find their reference number and PIN code for access or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30), or send an e-mail to genf@dnb.no

HOW TO ACCESS THE ONLINE GENERAL MEETING

To be able to participate online, you must go to the following website: <https://web.lumiagm.com>

either on your smartphone, tablet or PC. All major known browsers, such as Chrome, Safari, Edge, Firefox etc. are supported.

enter Meeting ID: **161-381-946** and click **Join**:

Then select **Aksjonær/shareholder Ref.nr & PIN** and click **CONTINUE**

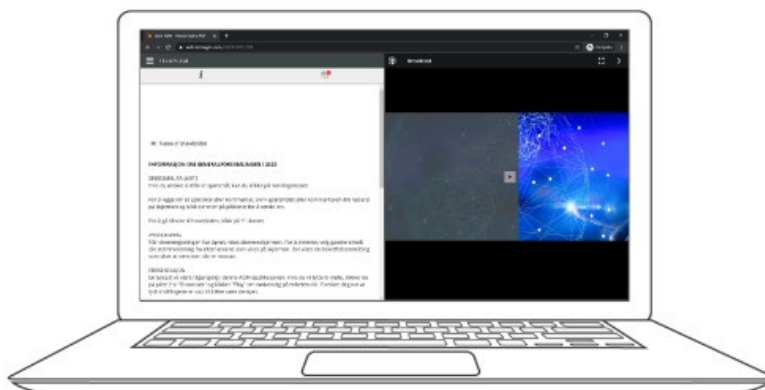
You must then identify yourself with.

a) Ref. number from VPS for the general meeting

b) PIN code from VPS for general meeting

You will have the opportunity to log in one hour before the general meeting starts.

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. Note that you must have internet access throughout the meeting.



HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

All shareholders registered in the VPS are assigned their own unique reference and PIN code for use in the General Meeting, available to each shareholder through VPS Investor Services. Access VPS Investor Services, select Corporate Actions, General Meeting. Click on the ISIN and you can see your reference number (Ref.nr.) and PIN code.

All VPS directly registered shareholders have access to investor services either via <https://www.euronextvps.no> or internet bank. Contact your VPS account operator if you do not have access.

Shareholders who have not selected electronic corporate messages in Investor Services will also receive their reference number and PIN code by post together with the summons from the company (on registration form).

Custodian registered shareholders: Shares held through Custodians (nominee) accounts must be transferred to a segregated VPS account registered in the name of the shareholder to have voting rights on the General Meeting. Once shares are transferred to the segregated VPS account, a reference number and PIN code are assigned to this account. Please contact your custodian for further information.

HOW TO VOTE



VOTING

When items are available for voting, you can vote on all items as quickly as you wish. Items are closed for voting as the general meeting considers them. Items will be pushed to your screen. Click on the vote icon if you click away from the poll.

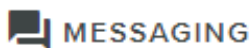
To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

To change your vote, click on another option. You can also choose to cancel. You can change or cancel your vote until the chair of the meeting concludes the voting on the individual items. Your last choice will be valid.

NB: Logged in shareholders who have voted in advance or given a power of attorney will not have the opportunity to vote but can follow and write messages if desired.



QUESTIONS TO THE CHAIRPERSON



MESSAGING

Questions or messages relating to the items on the agenda can be submitted by the shareholder or appointed proxy at any time during the meeting as long as chair of the meeting holds this open.

If you would like to ask a question relating to the items on the agenda, select the messaging icon.

Enter your question in the message box that says "Ask a Question". When you have finished writing your question, click on the submit button.

Questions submitted online will be moderated before going to the chair. This is to avoid repetition of questions as well as removal of inappropriate language.

All shareholders who submit questions will be identified with their full names, but not holding of shares.