



MINUTES OF THE ANNUAL GENERAL MEETING

of

GRIEG SEAFOOD ASA

Thursday, 19 June 2024 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, Per Grieg.

Shareholders and proxies representing 70,426,792 shares, corresponding to 62.81% of the voting share capital, attended.

Agenda:

0. *Approval of participation from not pre-registered*
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 for the financial year 2023, including approval of the annual report*
4. *Payment of dividend*
5. *Authorization to the Board to resolve and declare dividends*
6. *The Board's corporate governance statement*
7. *Approval of the auditor fees for 2023*
8. *Approval of the Board's remuneration for 2024/2025*
9. *Election of Board members and the Chair of the Board*
10. *Election of members of the Nomination Committee and its remuneration*
11. *Approval of the declaration on remuneration of senior executives*
12. *Option scheme for senior executives*
13. *Continuance of the share savings plan for employees*
14. *Proposal to authorize the Board to acquire own shares*
15. *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*

0. Approval of participation from not pre-registered shareholders

It was proposed that also shareholders that were not pre-registered could attend and vote at the general meeting. The general meeting adopted the following resolution:

The general meeting approves that also shareholders that were not pre-registered or registered themselves too late may attend and cast votes in the general meeting.

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

The chair of the Board Per Grieg was elected as chair of the meeting and Andreas Kvame 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 for the financial year 2023, including approval of the annual report

The chair of the meeting provided a briefing on the annual accounts for 2022 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 2022 and the allocation of the Company's profits are approved.

4. Payment of dividend

The general meeting adopted the following resolution:

The Board's proposal to

- distribute a dividend of NOK 1.75 per share, in total NOK 196,233 thousand,*
- to the Company's shareholders registered as owners in Euronext VPS on 21 June 2024,*
- with an ex-date being 20 June 2024, and*
- payment of the dividend on 27 June 2024,*

is hereby approved.

5. 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 2023 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 2025.

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

6. The Board's corporate governance statement

The general meeting adopted the following resolution:

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

7. Approval of the auditor fees for 2023

The auditor fees for audit work conducted in 2023 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 2023.

8. Approval of the Board's remuneration for 2024/2025

The chair of the meeting referred to the nomination committee's recommendation concerning the remuneration of the Board for 2024/2025.

The remuneration is for the period from the annual general meeting in 2024 to the annual general meeting in 2025, and is paid in monthly installments.

The general meeting adopted the following resolution:

The remuneration of the Board for the period 2024/2025 will be:

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

9. Election of Board members

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

The general meeting adopted the following resolution:

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

are elected for one year.

Furthermore Per Grieg is elected as the Chair of the Board.

10. 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*

are re-elected for one year.

- *Terje Breivik*

is elected for one year.

The remuneration to the nomination committee for the period 2023/2024 will be:

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

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 general meeting approves the declaration on the remuneration of senior executives in 2023 pursuant to section 6-16b of the Norwegian Public Limited Liability Companies Act.

12. Option scheme for senior executives

The chair of the meeting referred to the Company's option scheme.

The general meeting adopted the following resolution:

The general meeting resolves to continue the option program; including that the Board can allocate synthetic options, limited to a maximum of 3 million synthetic options over the next 2-year period.

13. 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 general meeting resolves to continue with the share savings plan for employees and hereby authorizes the Board and the management to amend the terms of the savings plan in order to keep its attractiveness.

14. 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 13.). 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 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 2025.*

15. 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 27 June 2023, 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 2025 and replaces the authorization given to the Board by the annual general meeting on 27 June 2023.*
- 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.

A handwritten signature in blue ink, appearing to be "Per Grieg", written over a horizontal line.

Per Grieg
chairman

A handwritten signature in blue ink, appearing to be "Andreas Kvame", written over a horizontal line.

Andreas Kvame
Co-signatory

Vedlegg 1 / Appendix 1: Fremmøtte aksjonærer / Shareholders present

**Totalt representert /
Attendance Summary Report**
Grieg Seafood ASA
Generalforsamling / AGM
19 June 2024

Antall personer deltakende i møtet / Registered Attendees:	9
Totalt stemmeberettiget aksjer representert / Total Votes Represented:	70 426 792
Totalt antall kontoer representert / Total Accounts Represented:	217
Totalt stemmeberettiget aksjer / Total Voting Capital:	112 133 388
% Totalt representert stemmeberettiget / % Total Voting Capital Represented:	62,81 %
Totalt antall utstede aksjer / Total Capital:	113 447 042
% Totalt representert av aksjekapitalen / % Total Capital Represented:	62,08 %
Selskapets egne aksjer / Company Own Shares:	1 313 654

Sub Total: 9 0 70 426 792

Kapasitet / Capacity	Registrerte Ikke-Stemmeberettigede			
	<u>Registrerte Deltakere / Registered Attendees</u>	<u>Deltakere / Registered Non-Voting Attendees</u>	<u>Registrerte Stemmer / Registered Votes</u>	<u>Kontoer / Accounts</u>
Aksjonær / Shareholder (web)	7	0	58 951 440	7
Forhåndsstemmer / Advance votes	1	0	11 402 304	169
Styrets leder med fullmalt / COB with Proxy (web)	1	0	73 048	41

Freddy Hermansen
DNB Bank ASA
Avdeling utsteder / Issuer Services

Vedlegg / Appendix 2: Stemmeoversikt / Voting overview

Grieg Seafood ASA GENERALFORSAMLING / AGM 19 juni 2024

Som registreringsansvarlig for avstemningen på generalforsamlingen for aksjonærene i selskapet avholdt den 19 juni 2024, BEKREFTES HERVED at resultatet av avstemningen 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 19 juni 2024, I HEREBY CERTIFY that the result of the Poll is correctly set out as follows:-

Totalt antall stemmeberettigede aksjer / Issued voting shares: 112 133 388

	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
0.	113 048	100,00	0	0,00	0	113 048	0,10 %	11 402 304
1	68 428 947	100,00	0	0,00	100	68 429 047	61,02 %	1 997 745
2	68 428 947	100,00	0	0,00	100	68 429 047	61,02 %	1 997 745
3	68 477 077	100,00	0	0,00	25 018	68 502 095	61,09 %	1 924 697
4	68 501 995	100,00	0	0,00	100	68 502 095	61,09 %	1 924 697
5	68 501 995	100,00	0	0,00	100	68 502 095	61,09 %	1 924 697
6	68 501 995	100,00	0	0,00	100	68 502 095	61,09 %	1 924 697
7	66 064 223	96,44	2 437 772	3,56	100	68 502 095	61,09 %	1 924 697
8	68 501 995	100,00	0	0,00	100	68 502 095	61,09 %	1 924 697
9A	61 179 880	89,33	7 308 235	10,67	13 980	68 502 095	61,09 %	1 924 697
9B	62 166 276	90,77	6 321 839	9,23	13 980	68 502 095	61,09 %	1 924 697
9C	61 823 982	90,32	6 624 133	9,68	53 980	68 502 095	61,09 %	1 924 697
9D	62 257 919	90,90	6 230 196	9,10	13 980	68 502 095	61,09 %	1 924 697
9E	62 217 919	90,90	6 230 196	9,10	53 980	68 502 095	61,09 %	1 924 697
9F	61 242 162	89,42	7 245 953	10,58	13 980	68 502 095	61,09 %	1 924 697
10A	62 067 974	90,63	6 413 450	9,37	20 671	68 502 095	61,09 %	1 924 697
10B	68 501 995	100,00	0	0,00	100	68 502 095	61,09 %	1 924 697
11	59 786 849	87,28	8 715 146	12,72	100	68 502 095	61,09 %	1 924 697
12	62 662 280	91,48	5 839 715	8,52	100	68 502 095	61,09 %	1 924 697
13	63 316 251	92,43	5 185 744	7,57	100	68 502 095	61,09 %	1 924 697
14	68 454 408	99,94	40 896	0,06	6 791	68 502 095	61,09 %	1 924 697
15	68 501 995	100,00	0	0,00	100	68 502 095	61,09 %	1 924 697

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