

## INNKALLING TIL ORDINÆR GENERALFORSAMLING I SALMAR ASA

Aksjonærer i SalMar ASA innkalles herved til ordinær generalforsamling torsdag 6. juni 2024 kl. 12.00 (norsk tid). Møtet vil avholdes digitalt via generalforsamlingsportalen administrert av Euronext Securities Oslo ("Euronext Securities Portalen").

Mer informasjon om deltakelse på generalforsamlingen følger nedenfor under overskriften "Møtet".

Generalforsamlingen vil bli åpnet av styrets leder Gustav Witzøe. Etter åpningen av møtet vil det bli fremlagt en fortegnelse over møtende aksjonærer og fullmektiger.

Til behandling foreligger følgende saker:

### 1. Godkjenning av innkalling og forslag til dagsorden

### 2. Valg av møteleder og en person til å medundertegne protokollen sammen med møteleder

Styret foreslår styreleder Gustav Witzøe som møteleder på generalforsamlingen og at en person som er til stede på generalforsamlingen velges til å underskrive protokollen i tillegg til møteleder.

### 3. Orientering om virksomheten

### 4. Godkjenning av årsregnskap og årsberetning for 2023 for SalMar ASA og SalMar-konsernet

Styrets forslag til resultatregnskap for 2023, balanse pr. 31. desember 2023 og noter til dette for SalMar ASA og SalMar-konsernet samt årsberetning og revisors beretninger er inntatt i selskapets årsrapport for 2023. Denne er tilgjengelig på selskapets hjemmeside: [www.salmar.no](http://www.salmar.no).

Styret foreslår at generalforsamlingen fatter følgende vedtak:

*«Generalforsamlingen godkjenner årsregnskap og årsberetning for 2023 for SalMar ASA og SalMar-konsernet.»*

### 5. Utdeling av utbytte

Styret foreslår at det utbetales utbytte for regnskapsåret 2023 med NOK 35,00 per aksje. Utbyttet tilfaller selskapets aksjonærer per generalforsamlingen 6. juni 2024, som registrert i Euronext Securities Oslo (VPS) 10. juni 2024.

Hvis utbytte blir godkjent vil aksjene i SalMar ASA handles uten rett til utbytte på NOK 35,00 per aksje fra og med den 7. juni 2024.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

*«Det utbetales utbytte for regnskapsåret 2023 med NOK 35,00 per aksje. Utbyttet tilfaller selskapets aksjonærer per generalforsamlingen 6. juni 2024, som registrert i Euronext Securities Oslo (VPS) 10. juni 2024.»*

*Aksjene i SalMar ASA handles uten rett til utbytte på NOK 35,00 per aksje fra og med den 7. juni 2024.»*

## INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF SALMAR ASA

Shareholders of SalMar ASA are hereby invited to the Annual General Meeting (the "AGM") Thursday 6 June 2024 at 12:00 (Norwegian time). The meeting will be held virtually through the general meeting portal administrated by Euronext Securities Oslo (the "Euronext Securities Portal").

More information on participation in the general meeting is included further below, under the title "The meeting".

The AGM will be called to order by the chair of the Board Gustav Witzøe.

Once the meeting has been called to order, a list of attending shareholders and proxies will be presented.

Agenda:

### 1. Approval of the notice and the proposed agenda

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

The Board proposes that Board Chair Gustav Witzøe chairs the AGM one person present at the meeting is elected to co-sign the minutes together with the chairperson of the meeting.

### 3. Presentation of the business

### 4. Approval of the financial statements and annual report for 2023 for SalMar ASA and the SalMar Group

The Board's proposed income statement for 2023, balance sheet as at 31 December 2023 and accompanying notes for SalMar ASA and the SalMar Group, along with the reports of the Board of Directors and auditor, are included in the 2023 annual report. This is available from the Company's website: [www.salmar.no](http://www.salmar.no).

The Board proposes that the AGM passes the following resolution:

*"The general meeting approved the financial statements and annual report for 2023 for SalMar ASA and the SalMar Group."*

### 5. Distribution of dividends

The Board proposes a dividend payment of NOK 35.00 per share for the 2023 financial year. The dividend will be payable to the Company's shareholders as at the AGM on 6 June 2024, as registered in Euronext Securities Oslo (VPS) 10 June 2024.

Should payment of a dividend be approved, SalMar ASA's shares will be quoted ex. dividend in the amount of NOK 35.00 per share with effect from 7 June 2024.

The Board proposes that the AGM passes the following resolution:

*"The Company shall pay a dividend of NOK 35.00 per share be paid for the 2023 financial year. The dividend will be payable to the Company's shareholders as at the AGM on 6 June 2024, as registered in Euronext Securities Oslo (VPS) 10 June 2024."*

*SalMar ASA's shares will be quoted ex. dividend in the amount of NOK 35.00 per share with effect from 7 June 2024."*

## 6. Godkjenning av godtgjørelse til styrets, valgkomiteens og risiko- og revisjonsutvalgets medlemmer

Det vises til valgkomiteen innstilling som er vedlagt og tilgjengelig på selskapets hjemmeside: [www.salmar.no](http://www.salmar.no).

Styret foreslår at generalforsamlingen fatter følgende vedtak:

«Generalforsamlingen godkjenner godtgjørelse til styrets, valgkomiteens og risiko- og revisjonsutvalgets medlemmer per valgkomiteens innstilling.»

## 7. Godkjenning av revisors honorarer

Godtgjørelsen er beskrevet i note 2.8 i konsernregnskapet for SalMar ASA og note 5 for morselskapsregnskapet for SalMar ASA som er inntatt i selskapets årsrapport for 2023. Denne er tilgjengelig på selskapets hjemmeside: [www.salmar.no](http://www.salmar.no).

Styret foreslår at generalforsamlingen godkjenner revisors godtgjørelse for regnskapsåret 2023 og fatter følgende vedtak:

«Generalforsamlingen godkjenner revisors honorar slik det fremgår av årsrapporten for 2023»

## 8. Styrets redegjørelse for eierstyring og selskapsledelse

Det vises til erklæring om eierstyring og selskapsledelse fastsatt av styret 12. april 2024, som er inntatt i årsrapport for 2023 og er tilgjengelig på selskapets hjemmeside: [www.salmar.no](http://www.salmar.no).

Etter allmennaksjeloven § 5-6 (5) skal generalforsamlingen behandle styrets erklæring for eierstyring og selskapsledelse i henhold til regnskapsloven § 3-3b. Det skal ikke stemmes over redegjørelsen og styret foreslår at generalforsamlingen tar redegjørelsen til orientering.

## 9. Rapport om lønn og annen godtgjørelse til ledende personer

Styret har utarbeidet en rapport som gir en samlet oversikt over utbetalt og inntående lønn og annen godtgjørelse til ledende personer i henhold til allmennaksjeloven § 6-16 b. Selskapets revisor har kontrollert at rapporten inneholder opplysningene som kreves etter bestemmelsen og forskrift av 11. desember 2020 nr. 2730 om retningslinjer og rapport om godtgjørelse for ledende personer. Rapporten er tilgjengelig på selskapets hjemmeside: <https://www.salmar.no/godtgjorelse-ledende-personer/>.

Den ordinære generalforsamlingen skal holde en rådgivende avstemning over rapporten, jf. allmennaksjeloven §§ 5-6 (4) og 6-16 b (2). Styret foreslår at generalforsamlingen fatter følgende vedtak:

«Generalforsamlingen gir sin tilslutning til styrets rapport om lønn og annen godtgjørelse til ledende personer for 2023.»

## 6. Approval of remuneration to members of the Board of Directors, the Nomination Committee and the Risk and Audit Committee

Please see the Nomination Committee's attached recommendation, which is also available from the Company's website [www.salmar.no](http://www.salmar.no).

The Board proposes that the AGM passes the following resolution:

"The general meeting approved the remuneration to members of the Board of Directors, the Nomination Committee and the Risk and Audit Committee as proposed by the Nomination Committee."

## 7. Approval of the auditor's fees

The auditor's fees are described in note 2.8 of the consolidated accounts for SalMar ASA and note 5 of the parent company accounts for SalMar ASA, included in the 2023 annual report. This is available from the Company's website: [www.salmar.no](http://www.salmar.no).

The Board proposes that the AGM approve the auditor's fees for 2023 financial year and passes the following resolution:

"The general meeting approves the auditor's fees as set out in the 2023 annual report."

## 8. The Board's statement on corporate governance

Reference is made to the statement on corporate governance issued by the Board on 12 April 2024, and included in the annual report for 2023 and available from the Company's website [www.salmar.no](http://www.salmar.no).

Pursuant to the Norwegian Public Limited Liability Companies Act (the "Public Companies Act") Section 5-6 (5) the AGM shall consider the Board's statement relating to corporate governance in accordance with the Norwegian Law of Accounting § 3-3b. It shall not be voted over the statement, and the Board proposes that the AGM accepts the statement as a matter of information.

## 9. Report on salary and other remuneration for senior executives

The Board has prepared a report for a full overview of awarded and due salary and other remuneration of senior executives of the Company in accordance with the Public Companies Act Section 6-16 b. SalMar's auditor has verified that the report contains the information required by the mentioned provision as well as the regulation of 11 December 2020 nr. 2730 on guidelines and report on remuneration of executive personnel. The report is available from the Company's website: <https://www.salmar.no/en/remuneration-senior-executives/>

The AGM shall hold a consultative vote on the Board's report, cf. the Public Companies Act Sections 5-6 (4) and 6-16 b (2). The Board proposes that the AGM passes the following resolution:

"The AGM endorses the Board's report relating to remuneration and other benefits payable to senior executives for 2023."

## 10. Aksjeincentivprogram for ansatte

Styrets retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende personer i henhold til allmennaksjeloven § 6-16 (a) ble godkjent av den ordinære generalforsamlingen i 2021. I henhold til retningslinjene punkt 4 skal nye programmer under SalMars aksjeincentivordning forelegges generalforsamlingen for godkjenning. Styret foreslår at aksjeincentivordningen for ledende ansatte i selskapet videreføres med et nytt program.

Til opplysning var det følgende måloppnåelse ved frigivelse av aksjer i 2023.

Program	Uavhengig	TSR	EBIT/kg	Status
#9 - 2022	Ja	Nei	Nei	1/3
#8 - 2021	Ja	Nei	Ja	2/3
#7 - 2020	Ja	Ja	Ja	3/3
<b>SUM</b>	<b>3/3</b>	<b>1/3</b>	<b>2/3</b>	<b>6/9</b>

Styret foreslår at generalforsamlingen fatter følgende vedtak:

«Aksjeincentivordningen for ledende ansatte i SalMar videreføres med nytt program. Programmet kan omfatte personer i ledende stillinger og nøkkelpersoner i konsernet. Programmet gir de ansatte rett til å motta aksjer vederlagsfritt. Rettigheten opptjenes over tre år. Den enkelte ansatte kan maksimalt tildeles rettigheter til aksjer for en verdi tilsvarende en halv årslønn. Opptjening av 2/3 av rettighetene er avhengig av at gitte prestasjonskriterier oppnås. Verdien av de aksjene som frigjøres under de ulike program kan det enkelte år ikke overstige en hel årslønn. Det maksimale antall aksjer i programmet kan ikke overstige 300 000. Den samlede regnskapsmessige kostnad for programmet er estimert til NOK 95 millioner kroner (ved full uttelling) fordelt over tre år.

Styret gis fullmakt til å utarbeide de nærmere retningslinjer for programmet innenfor de rammer som er gitt over og i styrets retningslinjer for fastsettelse av lønn og annen godtgjørelse til ledende personer».

## 11. Valg av styremedlemmer

Innstilling fra valgkomiteen følger vedlagt som vedlegg 2 i denne innkallingen.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

«Generalforsamlingen godkjenner valg av følgende medlemmer til styret:

Gustav Witzøe (gjenvalg som styreleder)

Arnhild Holstad (gjenvalg som styremedlem)

Morten Loktu (gjenvalg som styremedlem)

Magnus Dybvad (gjenvalg som varamedlem for Leif Inge Nordhammer og Gustav Witzøe)

Vibecke Bondø (varamedlem for Margrethe Hauge, Arnhild Holstad og Morten Loktu)

Alle med tjenestetid frem til den årlige generalforsamlingen i 2026»

## 10. Share-based incentive scheme for employees

The Board's guidelines for determining salary and other remuneration of leading personnel pursuant to the Public Companies Act Section 6-16 (a) was approved by the AGM in 2021. Pursuant to note 4 in the guidelines, new schemes under the share-based incentive scheme of SalMar be presented to the AGM for approval. The Board proposes that the share-based incentive program for leading personnel of the Company is continued with a new scheme

For information, the following target was achieved when shares were released in 2023.

Program	Independent	TSR	EBIT/kg	Status
#9 - 2022	Yes	No	No	1/3
#8 - 2021	Yes	No	Yes	2/3
#7 - 2020	Yes	Yes	Yes	3/3
<b>SUM</b>	<b>3/3</b>	<b>1/3</b>	<b>2/3</b>	<b>6/9</b>

The Board proposes that the AGM passes the following resolution:

“The share-based incentive scheme for senior executives of SalMar shall be continued with a new program. The program may include persons holding senior positions and key personnel in the Group. The program entitles employees to receive shares free of charge. The right is earned over a three year period. The value of the rights to shares granted to any individual employee may not exceed the equivalent of six months' salary. The earning of 2/3 of such rights is dependent on certain specified performance criteria being met. The maximum amount that the individual employee may accrue under the various programs in any one year may not exceed the equivalent of one whole year's salary. The maximum number of shares in the programme may not exceed 300,000. The program's overall recognised cost is estimated at NOK 95 million (if utilised in full) distributed over three years.

The Board is authorised to draw up more specific guidelines for the scheme, within the framework given in this resolution and in the Board's guidelines for remuneration and other benefits to senior executives”

## 11. Election of directors to the Board

The Nomination Committee's recommendation is attached as Appendix 2 to this invitation.

The Board proposes that the AGM passes the following resolution:

“The general meeting appoints the following persons to the Board of Directors:

Gustav Witzøe (re-election as Chair of the Board of Directors)

Arnhild Holstad (re-election as Board Member)

Morten Loktu (re-election as Board Member)

Magnus Dybvad (re-election as Deputy Board Member for Leif Inge Nordhammer and Gustav Witzøe)

Vibecke Bondø (Deputy Board Member for Margrethe Hauge, Arnhild Holstad and Morten Loktu)

Each with a term until the annual general meeting in 2026”

## 12. Valg av medlemmer til valgkomiteen

Innstilling fra valgkomiteen følger vedlagt som vedlegg 2 i denne innkallingen.

Styret foreslår at generalforsamlingen fatter følgende vedtak:

«Generalforsamlingen godkjenner valg av følgende medlemmer til selskapets valgkomité:

*Endre Kolbjørnsen (gjenvalg som medlem)*

*Ingjer Ofstad (valg som medlem)*

*Alle med tjenestetid frem til den årlige generalforsamlingen i 2026»*

## 13. Fullmakt til styret til å forhøye selskapets aksjekapital

På den ordinære generalforsamlingen 8. juni 2023 fikk styret fullmakt til å øke selskapets aksjekapital for å finansiere investeringer og kjøp av virksomhet gjennom kontantemisjoner og tingsinnskudd. Denne fullmakten løper frem til den ordinære generalforsamlingen i 2024 og styret foreslår at fullmakten fornyes.

Det følger av formålet med fullmakten at styret vil kunne ha behov for å sette eksisterende aksjonærs fortrinnsrett til side, noe fullmakten åpner for.

Styret foreslår at fullmakten må ses i sammenheng med fullmakt gitt under pkt. 14, slik at det totale antall aksjer som kan utstedes for begge fullmakter ikke kan overstige 5% av totalt antall aksjer i selskapet.

Styret foreslår på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

- I. Styret gis under henvisning til allmennaksjeloven § 10-14 fullmakt til å forhøye selskapets aksjekapital med inntil NOK 1 650 486,50 ved utstedelse av inntil 6 601 946 nye aksjer, hver pålydende NOK 0,25. Innenfor denne samlede beløpsrammen kan fullmakten benyttes flere ganger. Dog slik at den totale aksjekapitalforhøyelsen som kan foretas etter denne fullmakten og fullmakt til å ta opp konvertible lån, ref pkt. 1, samlet sett ikke kan overstige 5% av aksjekapitalen.*
  - II. Styret kan beslutte at aksjeeiernes fortrinnsrett til de nye aksjene kan fravikes.*
  - III. Fullmakten omfatter også kapitalforhøyelse mot innskudd i andre eiendeler enn penger mv. og rett til å pådra selskapet særlige plikter, jfr. allmennaksjeloven § 10-2 og kapitalforhøyelse ved fusjon etter allmennaksjeloven § 13-5.*
  - IV. Fullmakten gjelder til ordinær generalforsamling 2025, dog ikke utover 30. juni 2025.*
  - V. Styret gis fullmakt til å gjennomføre de vedtektsendringer som forhøyelsen av aksjekapitalen nødvendiggjør.*
- Fullmakten erstatter fullmakt til å forhøye selskapets aksjekapital gitt i ordinær generalforsamling 8. juni 2023.*

## 12. Election of Nomination Committee members

The Nomination Committee's recommendation is attached as Appendix 2 to this invitation.

The Board proposes that the AGM passes the following resolution:

*"The general meeting appoints the following persons to the Nomination Committee:*

*Endre Kolbjørnsen (re-election as member)*

*Ingjer Ofstad (election as member)*

*Each with a term until the annual general meeting in 2026"*

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

The AGM held on 8 June 2023 authorised the Board to increase the Company's share capital to finance investments and the acquisition of businesses by means of issues in cash and by contributions in kind. This authorisation is valid until the 2024 AGM, and the Board proposes that the authorisation 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 Board proposes that the Board's authorisation must be viewed in light of the authorisation pursuant to point 14, so that the total number of shares that may be issued under both authorisations does not exceed 5 per cent of the total amount of shares in the Company.

With reference to the above, the Board proposes that the AGM passes the following resolution:

- I. Pursuant to Section 10-14 of the Public Companies Act the Board is authorised to increase the Company's share capital by up to NOK 1,650,486.50 through issue of up to 6,601,946 new shares, each with a nominal value of NOK 0.25. This authorisation may be exercised several times within this overall amount. Although so that capital increases under this authorisation and the authorisation to take up convertible loans referred to in item 1 taken together may not exceed 5 per cent of the share capital.*
- II. The Board may decide that shareholders' preference rights with respect to the new shares may be set aside.*
- 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 Companies Act, and to increase share capital in the event of a merger pursuant to Section 13-5 of the Public Companies Act.*
- IV. The authorisation is valid until the 2025 annual general meeting or 30 June 2025 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 authorisation replaces the previous authorisation to raise the Company's share capital given in the annual general meeting 8 June 2023.*

#### 14. Fullmakt til styret til å ta opp konvertible lån

Styret foreslår at det gis en styrefullmakt til å ta opp konvertible lån for å gi selskapet mulighet til å benytte slike finansielle instrumenter som en del av sin samlede finansiering på kort varsel.

Styret foreslår at fullmakten må ses i sammenheng med fullmakt gitt under pkt. 13, slik at det totale antall aksjer som kan utstedes for begge fullmakter ikke kan overstige 5% av totalt antall aksjer i selskapet.

Styret foreslår på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

- I. Styret gis iht. allmennaksjeloven § 11-8 fullmakt til å treffe beslutning om opptak av konvertible lån med samlet hovedstol på til sammen inntil NOK 3 000 000 000.*
- II. Ved konvertering av lån tatt opp i henhold til denne fullmakten, skal selskapets aksjekapital kunne forhøyes med inntil NOK 1 650 486,50, dog slik at den totale aksjekapitalforhøyelsen som kan foretas etter denne fullmakten og fullmakt til å forhøye selskapets aksjekapital, ref pkt. 13, samlet sett ikke kan overstige 5% av aksjekapitalen.*
- III. Aksjeeiernes fortrinnsrett etter allmennaksjeloven § 11-4 jf. § 10-4 kan fravikes.*
- IV. Fullmakten gjelder til ordinær generalforsamling 2025, dog ikke utover 30. juni 2025.*

#### 15. Fullmakt til styret til erverv av egne aksjer

På den ordinære generalforsamlingen 8. juni 2023 fikk styret fullmakt til erverv av selskapets egne aksjer oppad begrenset slik at selskapet ikke kan foreta tilbakekjøp dersom det fører til at selskapet etter slikt tilbakekjøp vil eie mer enn 10 % av aksjekapitalen, jf. allmennaksjeloven § 9-2.

Styret foreslår at fullmakten fornyes.

Fullmakten kan benyttes til erverv av egne aksjer i forbindelse med forpliktelser knyttet til aksjeincentivprogram for ledende ansatte og som et virkemiddel for å føre verdier tilbake til sine aksjonærer, samt til erverv av egne aksjer for etterfølgende sletting eller salg.

Etter styrets oppfatning er det hensiktsmessig å tilrettelegge for mulige tilbakekjøp av selskapets egne aksjer. En slik ordning vil gi styret utvidet mulighet til å utnytte allmennaksjelovens mekanismer for distribusjon av kapital til selskapets aksjeeiere. Tilbakekjøp av egne aksjer vil også kunne være et nyttig virkemiddel for en løpende tilpasning til en hensiktsmessig kapitalstruktur. Tilbakekjøp av egne aksjer kommer aksjeeierne til gode, enten i form av en mulighet til å selge aksjer til selskapet eller ved at de gjenværende aksjene får en høyere eierandel i selskapet.

Styret foreslår på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

- I. Styret gis iht. allmennaksjeloven § 9-4 fullmakt til å erverve inntil 13 203 892 egne aksjer med en pålydende verdi på til sammen NOK 3 300 973. Likevel slik at selskapet ikke kan foreta tilbakekjøp dersom det fører til at selskapet etter slikt tilbakekjøp vil eie mer enn 10 % av aksjekapitalen, jf. allmennaksjeloven § 9-2.*
- II. Det beløp som kan betales per aksje skal være minst NOK 1 og maksimalt NOK 1 000.*
- III. Styret står fritt til å avgjøre hvilken metode som skal brukes ved kjøp og eventuelt påfølgende salg av aksjene.*
- IV. Alminnelige likebehandlingsprinsipper skal etterleves i forhold til transaksjoner med aksjonærer på grunnlag av fullmakten.*
- V. Fullmakten gjelder til ordinær generalforsamling 2025, dog ikke utover 30. juni 2025.*

#### 14. Resolution authorising the Board to take up convertible loans

The Board of Directors proposes that it be authorised to take up convertible loans to enable the Company to make use of such financial instruments at short notice as part of its overall financing capability.

The Board proposes 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 5 per cent of the total number of shares in the Company.

With reference to the above, the Board proposes that the AGM passes the following resolution:

- I. Pursuant to Section 11-8 of the Public Companies Act, the Board is authorised to take up convertible loans with an aggregate total principal of up to NOK 3,000,000,000.*
- 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 1,650,486.50, although so that capital increases under this authorisation and the authorisation to raise the Company's share capital referred to in item 13 taken together may not exceed 5 per cent of the share capital.*
- III. Shareholders' preference rights pursuant to section 11-4, cf. section 10-4, of the Public Companies Act may be set aside.*
- IV. The authorisation is valid until the 2025 AGM or 30 June 2025 at the latest.*

#### 15. Resolution authorising the Board to buy back the Company's own shares

The AGM 8 June 2023 authorised the Board to buy back the Company's own shares limited so that the Company may not buy back shares to the extent that its shareholding will exceed 10% of the Company's outstanding share capital as set out in the Public Companies Act section 9-2.

The Board proposes that the authorisation is renewed.

The authorisation can be used to buy back own shares in order to meet obligations under the Company's share-based incentive schemes for senior executives and also as a way of returning value to its shareholders, as well as to buy back own shares for subsequent cancellation or sale.

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 an extended possibility to utilise the Public 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.

With reference to the above, the Board proposes that the AGM passes the following resolution:

- I. Pursuant to Section 9-4 of the Public Companies Act, the Board is authorised to purchase up to 13,203,892 of the Company's own shares with an aggregate nominal value of NOK 3,300,973. It being understood that the Company may not buy back shares to the extent that its shareholding will exceed 10% of the Company's outstanding share capital as set out in the Public Companies Act section 9-2.*
- II. The amount payable per share shall be not less than NOK 1 and not more than NOK 1,000.*
- III. The Board is free to determine the acquisition method and possible subsequent sale of the shares.*
- 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 2025 AGM or 30 June 2025 at the latest.*

## 16. Valg av revisor

Selskapet har gjennomført en anbudsprosess med formål å velge ny revisor fra og med regnskapsåret 2024. Revisjonsutvalget har anbefalt å velge EY eller PWC som Selskapets nye revisor, med EY som de foretrukne valget basert på en grundig vurdering. Det vises til anbefalingen fra revisjonsutvalget, som følger som vedlegg til innkallingen. Styret støtter revisjonsutvalgets vurdering og anbefaling.

Styret foreslår på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

*Generalforsamlingen velger revisjonsfirmaet Ernst & Young AS, organisasjonsnummer 976 389 387, som SalMar ASAs revisor fra og med regnskapsåret 2024.*

## 17. Godkjenning av avtale med ansatte om styrerepresentasjon

SalMar ASA har som følge av konsernordning i utgangspunktet plikt til å opprette bedriftsforsamling. I samsvar med allmennaksjeloven og representasjonsforskriften har selskapet og de ansatte i SalMar ASA inngått avtale om at det ikke skal opprettes bedriftsforsamling, mot at de ansatte i stedet får rett til å velge to observatører til styret. Avtalen med de ansatte er betinget av generalforsamlingens godkjenning. Avtalen følger med som vedlegg 4 til innkallingen.

Styret foreslår på denne bakgrunn at generalforsamlingen treffer følgende vedtak:

*Avtale med de ansatte om at det ikke skal opprettes bedriftsforsamling godkjennes.*

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Innkalling til generalforsamlingen med vedlegg, er også tilgjengelig på selskapets hjemmeside [www.salmar.no](http://www.salmar.no).

SalMar ASA har pr. dagen for denne innkallingen en aksjekapital på NOK 33 009 730,00 fordelt på 132 038 920 aksjer, hver med pålydende verdi NOK 0,25. Hver aksje gir rett til én stemme på selskapets generalforsamlinger. Selskapet eier pr. dagen for denne innkallingen 278 854 egne aksjer.

Aksjeeierne har følgende rettigheter i forbindelse med generalforsamlingen:

- Rett til å møte i generalforsamlingen, enten personlig eller ved fullmektig.
- Talerett i generalforsamlingen.
- Rett til å ta med rådgiver og gi talerett til én rådgiver.
- Rett til å kreve opplysninger av styrets medlemmer og administrerende direktør etter de nærmere bestemmelser i allmennaksjeloven § 5-15.
- Rett til å få behandlet spørsmål på generalforsamlingen som han eller hun melder skriftlig til styret i så god tid at det kan tas med i innkallingen. Har innkallingen allerede funnet sted, skal det sendes ut ny innkalling dersom det er minst to uker igjen til generalforsamlingen skal holdes.

Det er redegjort nærmere for disse rettighetene under, så vel på selskapets hjemmeside [www.salmar.no](http://www.salmar.no).

\*\*\*

Frøya, 15. mai 2024, for styret i SalMar ASA  
Gustav Witzøe, styrets leder

## 16. Appointment of Auditor

The company has conducted a tender process with the aim of selecting a new auditor from the fiscal year 2024 onwards. The audit committee has recommended the selection of either EY or PWC as the company's new auditor, with EY being the preferred choice based on a thorough evaluation. Reference is made to the recommendation from the audit committee, which is attached to the notice. The board supports the assessment and recommendation of the audit committee.

With reference to the above, the Board proposes that the AGM passes the following resolution:

*The general meeting appoints the auditing firm Ernst & Young AS, reg. no. 976 389 387, as the auditor of SalMar ASA from the fiscal year 2024 onwards.*

## 17. Approval of agreement with employees regarding board representation

SalMar ASA, as a result of its corporate structure, is initially obliged to establish a corporate assembly. In accordance with the Public Companies Act and the Representation Regulations, the company and the employees of SalMar ASA have entered into an agreement that no corporate assembly shall be established, provided that the employees instead have the right to elect two observers to the board. The agreement with the employees is subject to approval by the general meeting. The agreement is attached as Appendix 4 to the notice.

With reference to the above, the Board proposes that the AGM passes the following resolution:

*The agreement with the employees that no corporate assembly shall be established is approved.*

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The invitation to attend the AGM and all attachments are also available from the Company's website [www.salmar.no](http://www.salmar.no).

As at the date of this notice, SalMar ASA has a share capital of NOK 33,009,730.00 divided between 132,038,920 shares, each having a face value of NOK 0.25. Each share entitles the holder to one vote at the company's general meetings. As at the date of this notice, the Company holds 278 854 treasury shares.

Shareholders have the following rights with respect to the AGM:

- The right to attend the AGM, either in person or by proxy.
- The right to address the AGM.
- The right to bring one advisor and grant this person the right to speak.
- The right to demand information of board members and the CEO in accordance with section 5-15 of the Public Companies Act.
- The right to table issues for deliberation by the AGM, provided they are presented in writing to the board of directors in such good time that they may be included in the invitation to attend the AGM. If notification of the AGM has already been distributed, a new invitation shall be sent out if there are at least two weeks left before the AGM is due to take place.

Further details relating to these rights are set out below and also available from the company's website [www.salmar.no](http://www.salmar.no).

\*\*\*

Frøya, 15 May 2024, for the Board of Directors of SalMar ASA  
Gustav Witzøe, Chair

## Møtet

Generalforsamlingen vil avholdes som et digitalt møte i Euronext Securities Portalen.

### Påmelding og tilgang til møtet

Aksjeeiere som ønsker å delta på den generalforsamlingen må registrere påmelding innen 4. juni 2024 kl. 15:00 (norsk tid) ved én av de to alternativene angitt nedenfor:

- (i) Elektronisk ved å logge inn på VPS Investortjenester; eller
- (ii) Ved å sende inn registreringsskjemaet for deltakelse i Vedlegg 1 enten som skannet dokument per e-post til [nis@nordea.com](mailto:nis@nordea.com) eller ved ordinær post til Nordea Bank Abp, filial i Norge, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo.

Aksjeeiere som ikke overholder påmeldingsfristen, vil ikke kunne delta på generalforsamlingen.

Deltakelse på generalforsamlingen vil utelukkende skje gjennom Euronext Securities Portalen. Tilgang til Euronext Securities Portalen kun gis til aksjeeiere som har registrert påmelding innen fristen angitt over.

En forutsetning for deltakelse er at aksjeeieren har oppgitt sin e-postadresse ved registreringen. Dersom en aksjeeier registrerer påmelding til generalforsamlingen elektronisk via VPS Investortjenester, må aksjeeieren ha registrert en e-postadresse tilknyttet VPS Investortjenester. Registrering av e-post i VPS Investortjenester gjøres av aksjeeieren selv i menyvalget «Investoropplysninger/endre kundeopplysninger». Ved påmelding til generalforsamlingen godtar deltageren at Verdipapirsentralen ASA innhenter informasjon om e-postadresse fra VPS Investortjenester eller fra registreringsskjemaet i Vedlegg 1 som er sendt til Nordea.

Aksjeeiere som har meldt seg på generalforsamlingen innen fristen og oppgitt e-postadresse, vil motta en link til Euronext Securities Portalen, tilgangskoder (brukernavn og passord) og brukerveiledning senest 6. juni 2024. Se også "Teknisk informasjon om tilgang til Euronext Securities Portalen" nedenfor for ytterligere informasjon.

Dersom aksjeeieren ikke har en e-postadresse registrert i VPS Investortjenester eller ikke oppgir en e-postadresse ved innsendelse av påmeldingsblanketten i Vedlegg 1, vil ikke aksjeeieren kunne delta på generalforsamlingen.

Bare den som er aksjeeier i selskapet fem virkedager før generalforsamlingen, dvs. den 30. mai 2024 (registreringsdatoen), har rett til å delta og stemme på generalforsamlingen, jf. allmennaksjeloven § 5-2 (1).

### Deltakelse med fullmektig og/eller andre rådgivere

Dersom en aksjeeier vil delta ved fullmektig, må aksjeeieren ved påmeldingen oppgi e-postadressen til fullmektigen hvoretter en link og separate innloggingsdetaljer til Euronext Securities Portalen, tilgangskoder (brukernavn og passord) og bruksanvisning for deltakelse vil sendes per e-post til fullmektigen.

En aksjeeier eller fullmektig kan registrere digital deltakelse på generalforsamlingen sammen med en rådgiver. En bekreftelse av rådgiverens registrering, herunder en link og separate innloggingsdetaljer til Euronext Securities Portalen vil sendes med e-post til rådgiveren. Dette er kun nødvendig dersom aksjeeieren og rådgiver ikke deltar fra samme lokasjon.

Merk at påmelding av deltagelse for fullmektig og rådgivere kun kan gjøres ved bruk av registreringsskjema inntatt som Vedlegg 1 til innkallingen (og ikke ved elektronisk registrering i VPS Investortjenester). Påmeldingsskjema må inneholde navn og e-postadresse til fullmektigen slik at påloggingsdetaljer kan formidles til fullmektigen se "Påmelding og tilgang til møtet" over. Det samme gjelder deltagelse av rådgivere fra annen lokasjon enn aksjeeieren.

## The meeting

The general meeting will be held as a digital meeting in the Euronext Securities Portal.

### Registration and participation in the meeting

Shareholders that wish to participate in the general meeting must register participation within 4 June 2024 at 15:00 (Norwegian time) through one of the two procedures set out below:

- (i) Electronically by accessing VPS Investor Services; or
- (ii) By returning the registration form for attendance in Appendix 1 either as a scanned copy by e-mail to [nis@nordea.com](mailto:nis@nordea.com) or by regular mail to Nordea Bank Abp, filial i Norge, Issuer Services, Post Box 1166 Sentrum, 0107 Oslo.

Shareholders not complying with the deadline for attendance will not be able to participate in the general meeting.

Participation in the general meeting will exclusively take place through the Euronext Securities Portal. Access to the Euronext Securities Portal is only provided to shareholders that have registered attendance within the deadline set out above.

A condition for participation is that the shareholders have provided their e-mail addresses upon registration. If a shareholder registers its participation in at the general meeting electronically through VPS Investor Services, the shareholder must have registered an e-mail address with VPS Investor Services. Registration of e-mail in VPS Investor Services is done by the shareholder itself in the menu choice Investor information/change customer information. Upon registration of participation in the general meeting, the participant accepts that Verdipapirsentralen ASA retrieves information on the email address from VPS Investor Services or from the registration form in Appendix 1 that is sent to Nordea.

Shareholders that have registered for the general meeting within the deadline and submitted an email address will receive a link to the Euronext Securities Portal, access codes (username and password) and user guidance within 6 June 2024. See also "Technical information on access to the Euronext Securities Portal" below for further information.

If the shareholder does not have an email address registered with VPS Investor Services or does not include an e-mail address upon submittal of the registration form in Appendix 1, the shareholder will not be able to participate in the general meeting.

Only those who are shareholders in the company five business days prior to the general meeting, i.e. on 30 May 2024 (the record date), have the right to participate and vote at the general meeting, cf. the Public Companies Act Section 5-2 (1).

### Participation by proxy and/or with an adviser

If a shareholder wishes to attend by proxy, the shareholder must upon registration provide the e-mail address of the proxy whereby a link and a separate login to the Euronext Securities Portal, access codes (username and password) and the user guide for attendance will be sent by e-mail to the proxy.

A shareholder or a proxy may register digital attendance at the general meeting together with an adviser. A confirmation of the adviser's registration, including a link and a separate login to the Euronext Securities Portal, will be sent by e-mail to the adviser. This will only be required if the shareholder and adviser do not participate from the same location.

Note that registration of attendance for proxies and advisers only can be made by use of the registration form included as Appendix 1 to the notice (and not by electronic registration in VPS Investor Services). The registration form must include the name and email address of the proxy so that login details can be distributed to the proxy, see "Registration and access to the meeting" above. The same applies to participation from an adviser from another location than the shareholder.

## Forhåndsstemme

Aksjeeiere kan avgi stemme for hver enkelt sak på dagsorden på forhånd. Slike forhåndsstemmer må avgis elektronisk via Investortjenester eller ved å fylle ut skjemaet for forhåndsstemme i Vedlegg 1.

Frist for å avgi forhåndsstemmer er 4. juni 2024 kl. 15.00 (norsk tid). Stemmer som er avgitt før generalforsamlingen er avholdt, vil bli ansett som trukket tilbake dersom aksjeeieren deltar personlig på generalforsamlingen eller ved fullmakt.

## Fullmakt

Aksjeeiere kan gi fullmakt til styrets leder (eller den han utpeker) eller en annen person til å stemme for sine aksjer. Fullmakt kan sendes inn elektronisk via VPS' investortjenester, eller ved å fylle ut og sende inn fullmaktsskjemaet vedlagt som Vedlegg 1 til denne innkallingen i henhold til de instruksjoner som følger av skjemaet. Fullmakten må være skriftlig, datert, underskrevet og sendt inn i tide. Styret ber aksjeeiere sende inn fullmakter slik at de mottas innen 4. juni 2024 kl. 15.00 (norsk tid).

## Forvalterregistrerte aksjer

I tråd med allmennaksjeloven § 1-8, samt forskrift om formidlere omfattet av verdipapirsentralloven § 4-5 og tilhørende gjennomføringsforordninger, sendes denne innkallingen til forvaltere som skal videreformidle til aksjeeiere de holder aksjer for. Eiere av forvalterregistrerte aksjer må kommunisere med sin forvalter som har ansvar for å formidle fullmakter og påmeldinger til generalforsamlingen innen fristen for registrering av påmelding og fullmakter den 4. juni 2024 kl. 15.00 (norsk tid).

## Spørsmål og avstemming

Etter gjennomgang av hvert enkelt agendapunkt, vil det være mulig å stille spørsmål og kommentere forslagene gjennom Euronext Securities Portalen skriftlig med maks 2 400 tegn. Det anbefales at spørsmålene holdes korte og presise. Aksjeeierens skriftlige spørsmål/kommentarer vil presenteres i den generalforsamlingen av møtelederen og vil besvares muntlig i møtet hvis mulig eller skriftlig etter møtet hvis nødvendig.

Ved avstemning for et agendapunkt vil dette kommuniseres tydelig i Euronext Securities Portalen. Aksjeeiere må være innlogget på portalen for å kunne stemme. Aksjeeiere som har tildelt fullmakt før generalforsamlingen vil ikke kunne stemme ved generalforsamlingen.

Siden stemmegivning og kommunikasjon på den ordinære generalforsamlingen skjer digitalt, vil forsinkelser kunne oppstå. I sjeldne tilfeller vil slike forsinkelser kunne vare i inntil ett minutt. Møtelederen for generalforsamlingen er oppmerksom på dette og vil hensynta dette ved sin møteledelse, men selskapet påtar seg ikke ansvar for spørsmål fra aksjeeiere, foreslåtte endringer eller avgitte stemmer, hvis noen, som ikke er mottatt i tide til å bli tatt hensyn til under det aktuelle agendapunktet.

## Teknisk informasjon om tilgang til Euronext Securities Portalen

Hver aksjeeier er ansvarlig for å sørge for at han eller hun har en smarttelefon/nettbrett/datamaskin med en nettleser, og at han eller hun har en fungerende internettilforbindelse i henhold til kravene nedenfor.

### Nettleser/PC:

Euronext Securities Portalen kan åpnes ved "evergreen nettlesere" på PC/Mac, smarttelefoner og nettbrett/iPad. "Evergreen nettlesere" (f.eks. Edge, Chrome og Firefox) er nettlesere som automatisk oppdaterer seg til nye versjoner. Safari støttes også, selv om det ikke er en "evergreen nettleter". Internet Explorer kan ikke benyttes.

### Apple-produkter:

Euronext Securities Portalen vil fungere i nyere versjon av Safari nettleseren på Mac, iPhone og iPad. Aksjeeiere som har eldre

## Advance vote

Shareholders may cast votes for each matter on the agenda in advance. Such early voting must be made electronically via Investor Services or in writing by filling out the advance voting form in Appendix 1.

The deadline for submitting advance votes is 4 June 2024 at 15:00 hours (Norwegian time). Votes already cast prior to the general meeting will be considered withdrawn if the shareholder attends the general meeting in person or by proxy.

## Proxy

Shareholders may authorise the chair of the Board (or whomever he authorises) or another person to vote for its shares. Proxies may be submitted electronically through VPS' investor services or by completing and submitting the registration or proxy form attached to this notice as Appendix 1 in accordance with the instructions set out therein. The proxy must be in writing, dated, signed and timely submitted. The Board requires shareholders to submit proxies, so they are received no later than 4 June 2024 at 15:00 hours (Norwegian time).

## Shares held in custodian accounts

In accordance with the Public Companies Act Section 1-8, as well as the regulation on intermediaries comprised by the Norwegian Central Securities Depository Act Section 4-5 and related implementing regulations, this notice is sent to custodians who shall communicate it to the shareholders for whom they hold shares. Such shareholders must communicate with their custodians, who are responsible for conveying proxies and registration of participation within the deadline for registration of participation and proxies on 4 June 2024 at 15:00 (Norwegian time).

## Questions and voting

After the presentation of the individual agenda items, it will be possible to ask questions and submit comments concerning the proposals through the Euronext Securities Portal with a maximum of 2,400 signs. It is recommended to keep questions and comments brief and concise. The shareholders' written questions/comments will be presented in the general meeting by the chairperson of the meeting and will be answered in the meeting if possible, or in writing after the meeting if necessary.

Upon voting on an agenda item, this will be clearly stated in the Euronext Securities Portal. Shareholders must log into the portal in order to be able to vote. Shareholders who have granted proxies prior to the general meeting will not be able to vote during the general meeting.

As voting and communication at the general meeting are conducted digitally, delays may occur. In utmost cases, these delays may last up to one minute. The chairperson of the meeting is of course aware of this and will conduct the meeting accordingly, but the Company does not assume any responsibility for shareholders' questions, comments, proposed amendments or votes cast if any, not being received in time for them to be taken into consideration under the relevant item on the agenda.

## Technical information about access to the Euronext Securities Portal

Each shareholder is responsible for ensuring that he or she has a smartphone/tablet/computer with an internet browser and that he or she has a sufficient and functional internet connection subject to the following requirements.

### Browser/PC:

The Euronext Securities Portal can be accessed through "evergreen browsers" on PC/Mac, smartphone and tablet/iPad. "Evergreen browsers" (e.g., Edge, Chrome and Firefox) are browsers which are automatically updated to new versions. Safari is also supported, even though it is not an "evergreen browser". Internet Explorer cannot be used.

### Apple products:

The Euronext Securities Portal will run on the newest versions of the Safari browser on Mac, iPhone and iPad. Shareholders who have



Apple-produkter som ikke kan oppdateres til en fungerende Safari versjon kan installere og benytte en Chrome nettleser

#### *Internettforbindelse:*

Kvaliteten på overføringen vil avhenge av aksjeeierens individuelle internettleverandører. Aksjeeiere bør, som minimum, ha en 5-10 Mbit/s forbindelse for god overføring.

Det er anbefalt at hver aksjeeier i god tid før start av generalforsamlingen tester hans eller hennes utstyr og internettforbindelse ved å logge inn på Euronext Securities Portalen. Euronext Securities Portalen vil være åpen for testing fra kl. 08:00 på dagen for generalforsamlingen.

Aksjeeiere som opplever tekniske problemer, kan henvende seg til Euronext Securities Portal hjelpelinje på tlf. +45 4358 8894.

#### **Informasjon om prosedyre for registrering av fullmakt**

Aksjeeiere kan delta på generalforsamlingen ved bruk av fullmakt. Aksjeeiere kan om ønskelig gi en fullmakt til styreleder til å stemme på generalforsamlingen, med eller uten stemmeinstruks. Se Vedlegg 1 for nærmere informasjon om inngivelse av fullmakt. Dersom du ønsker å delta på generalforsamlingen ved annen fullmektig enn styreleder, se også avsnittet "Deltagelse ved fullmektig og/eller med rådgivere" ovenfor for nærmere informasjon.

Fullmakter til styreleder må være registrert gjennom VPS Investortjenester eller være mottatt per post innen 4. juni 2024 kl. 15.00 (norsk tid) som nærmere angitt i Vedlegg 1. Merk at registrering av fullmektig for deltagelse på generalforsamlingen kun kan skje ved innsendelse av påmeldingsblanketten i Vedlegg 1 (og ikke elektronisk).

#### **Annen informasjon**

Selskapet er et norsk allmennaksjeselskap underlagt norsk rett, derunder allmennaksjeloven og verdipapirhandelloven.

SalMar ASA har pr. dagen for denne innkallingen en aksjekapital på NOK 33 009 730,00 fordelt på 132 038 920 aksjer, hver med pålydende verdi NOK 0,25. Hver aksje gir rett til én stemme på selskapets generalforsamlinger. Selskapet har pr. dagen for denne innkallingen 278 854 egne aksjer

Aksjonærer har rett til å delta på generalforsamlingen, enten personlig eller ved fullmakt, og har videre rett til å uttale seg. Aksjonærer kan også delta med rådgiver som har talerett på generalforsamlingen.

Innkalling til generalforsamlingen er sendt til alle aksjeeiere i selskapet med kjent adresse, enten elektronisk eller per post. Dokumentene som skal behandles på generalforsamlingen vil gjøres tilgjengelig på selskapets nettside [www.salmar.no](http://www.salmar.no). I samsvar med selskapets vedtekter vil derfor ikke vedleggene til innkallingen sendes per post til aksjeeierne, men enhver aksjeeier kan kreve at vedleggene sendes vederlagsfritt til vedkommende med post.

Dersom en aksjeeier ønsker å få tilsendt dokumenter per post, kan en henvendelse rettes til selskapet per e-post til [nis@nordea.com](mailto:nis@nordea.com).

Aksjonærer som ønsker å delta på generalforsamlingen, enten personlig eller ved fullmakt, bes om å sende inn påmeldingsskjema inntatt som Vedlegg 1 til selskapets kontofører Nordea Bank Abp eller ved elektronisk registrering gjennom VPS Investortjenester innen 4. juni 2024 kl. 15.00 (norsk tid).

For informasjon om påmelding og/eller bruk av fullmakt, se "Påmelding og tilgang til møtet" over.

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older Apple equipment which cannot be updated to a usable Safari version can install and use a Chrome browser

#### *Internet connection:*

The quality of the transmission will depend on the shareholders' individual internet providers. Shareholders should, as a minimum, have a 5-10 Mbit/s connection for good transmission.

It is recommended that each shareholder in due time prior to the start of the general meeting tests his or her device and internet connection by logging on to the Euronext Securities Portal. The Euronext Securities Portal will be open for testing from 08:00 am Norwegian time on the day of the general meeting.

Shareholders experiencing any technical problems may reach out to the Euronext Securities Portal hotline at tel. +45 4358 8894.

#### **Information on procedures for registration of proxies**

Shareholders may participate at the general meeting by use of a proxy. Shareholders may if desirable, provide a voting proxy to the chair of the Board, with or without voting instructions. See Appendix 1 for further information about the submittal of proxies. If you wish to participate in the general meeting with a proxy that is not the chair of the Board, see also the section "Participation by proxy and/or with an adviser" above for further information.

Proxies to the chair must be registered with VPS Investor Services or be received by ordinary mail within 4 June 2024 at 15:00 hours (Norwegian time) as further set out in Appendix 1. Note that registration of a proxy for participation in the general meeting only can be made through the submittal of the registration form included in Appendix 1 (and not electronically).

#### **Other information**

The Company is a Norwegian public limited liability company governed by Norwegian law, hereunder the Public Companies Act and the Securities Trading Act.

As at the date of this notice, SalMar ASA has a share capital of NOK 33,009,730.00 divided between 132,038,920 shares, each with a face value of NOK 0.25. Each share entitles the holder to one vote at the Company's general meetings. As at the date of this notice, the Company held 278 854 treasury shares.

Shareholders are entitled to participate at the general meeting in person or by proxy and are further entitled to speak at the general meeting. Shareholders may also participate with an advisor, who may speak at the general meeting.

The notice of the general meeting has been forwarded to all shareholders in the Company with known address, either electronically or by post. Documents that are to be handled at the general meeting will be made available at the Company's website [www.salmar.no](http://www.salmar.no). In accordance with the Company's articles of association, the appendixes to the notice will therefore not be sent by post to the shareholders, but any shareholder may demand that the attachments are sent free of charge to the person in question by post.

If a shareholder wishes to receive documents by post, an inquiry can be sent to the Company by e-mail to [nis@nordea.com](mailto:nis@nordea.com).

Shareholders who wish to participate at the general meeting, either in person or by proxy, are encouraged to give notice of their attendance by using the attendance form attached as Appendix 1 to the Company's registrar, Nordea Bank Abp or by electronic registration through VPS Investor Services within 4 June 2024 at 15:00 (Norwegian time).

For information about registration of attendance and/or use of proxy, see "Registration and access to the meeting" above.

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**Vedlegg/Appendix 1 – Attendance form, proxy authorisation form and advance voting form**

Attendance and proxy authorisation forms, including pre-printed name and reference number, are sent by post to shareholders along with the invitation to attend the AGM and other attachments.

**ATTENDANCE FORM**

**Shareholder:**  
**Reference no:**  
**PIN code:**

If you would like to attend the annual general meeting, please return this form to Nordea Bank Abp, branch in Norway, Issuer Services, PO Box 1166 Sentrum, 0107 Oslo, Norway. Email: [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com). You can also register your intention to attend at [www.salmar.no](http://www.salmar.no) from 15 May. Notification of attendance must be in Nordea’s hands no later than 4 June 2024 at 15:00 (Norwegian time).

I/we the undersigned shareholder(s) will attend the annual general meeting of SalMar ASA, to be held at 12:00 on Thursday, 6 June 2024 in the Euronext Securities Portal.

- vote for my/our shares.
- vote for shares in accordance with the attached authorisation(s)

Date & Place	Name (block letters)	Shareholder’s signature (if attending in person)	Email
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**PROXY AUTHORISATION FORM**

**Shareholder:**  
**Reference no:**

If you yourself are unable to attend the AGM, this authorisation may be used by the person you elect to represent you. The authorisation must be in the hands of Nordea Bank Abp, branch in Norway no later than 4 June 2024 at 15:00 (Norwegian time). You may also register your intentions online at [www.salmar.no](http://www.salmar.no) by the same deadline, starting on 15 May.

Nordea Bank Abp, branch in Norway, Issuer Services, Postboks 1166 Sentrum, 0107 Oslo. Email: [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com).

I/we the undersigned shareholder(s) of SalMar ASA do hereby authorise:

Board Chair:     Gustav Witzøe                                       
Other (name).....   

to attend SalMar ASA’s AGM on Thursday, 6 June 2024 in the Euronext Securities Portal and vote on behalf of my/our shares.

Date & Place	Name (block letters)	Shareholder’s signature (To be signed only when authorising a proxy)
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## PROXY AUTHORISATION WITH VOTING INSTRUCTIONS

Shareholder:

Reference no:

This form must be used if you wish to issue your proxy with voting instructions. The items listed in the proxy instructions below reflect the items specified on the AGM's agenda. You may send this proxy authorisation with voting instructions to your designated proxy. Alternatively, you may send the proxy authorisation without inserting the name of your proxy, in which case the proxy is deemed to have been granted to the Board Chair or such person as he may nominate.

The proxy authorisation must be sent to Nordea Bank Norge AB, Issuer Services, PO Box 1166 Sentrum, 0107 Oslo, Norway. Email: [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com). The proxy authorisation must be registered with Nordea no later than 4 June 2024 at 15:00 (Norwegian time). From 15 May until the deadline specified above, registration may also be made via [www.salmar.no](http://www.salmar.no).

I/we the undersigned do hereby authorise (check the appropriate box)

Board Chair Gustav Witzøe

\_\_\_\_\_  
(Proxy's name in block letters)

to attend the AGM on 6 June 2024 in the Euronext Securities Portal and vote on behalf of my/our shares.

The designated proxy shall vote in accordance with the instructions given below. Note that any unchecked agenda item, will be considered an instruction to vote "for" the proposal as stipulated in the invitation. The above notwithstanding, the proxy may determine how to vote to the extent that proposals are tabled in addition to or in replacement of the proposals stipulated in the invitation.

	<b>Agenda AGM 2024</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1	Approval of the notice and the proposed agenda.			
2	Election of a person to chair the AGM and someone to co-sign the minutes along with the AGM chair			
3	Presentation of the business	N/A	N/A	N/A
4	Approval of the financial statements and annual report for 2023 for SalMar ASA and the SalMar Group			
5	Distribution of dividends			
6	Approval of the remuneration payable to members of the Board of directors, Nomination Committee and Risk and Audit Committee			
7	Approval of the auditor's fees			
8	The Board's statement on corporate governance	N/A	N/A	N/A
9	Report on salary and other remuneration to senior executives			
10	Share-based incentive scheme for employees			
11	Election of directors to the Board			
	Re-election of Gustav Witzøe as Board Chair			
	Re-election of Morten Loktu as Board Member			
	Re-election of Arnhild Holstad as Board Member			
	Re-election of Magnus Dybvad as Deputy Board Member			
	Election of Vibecke Bondø as Deputy Board Member			
12	Election of Nomination Committee members			
	Re-election of Endre Kolbjørnsen as member			
	Election of Ingjer Ofstad as member			
13	Resolution authorising the Board to raise the Company's share capital			
14	Resolution authorising the Board to take up convertible loans			
15	Resolution authorising the Board to buy back the Company's own shares			
16	Appointment of Auditor			
17	Approval of agreement with employees regarding board representation			

\_\_\_\_\_  
Date & Place

\_\_\_\_\_  
Name (block letters)

\_\_\_\_\_  
Shareholder's signature

(To be signed only when authorising a proxy)

If the person signing is doing so in accordance with a power of attorney, documentation in the form of a company certificate or authorisation must be attached.

If voting instructions have been given, the following applies:

- *In matters relating to the election of individuals, the Nomination Committee's recommendation is deemed to be the tabled proposal.*
- If **"For"** has been checked, this instructs the proxy to vote for the proposal as presented in the invitation, with any changes which the Board and the Board's chair may propose. In the event of any changes in relation to the proposals presented in the invitation, the proxy may decide for himself/herself whether to abstain from voting.
- If **"Against"** has been checked, this instructs the proxy to vote against the proposal as presented in the invitation, with any changes which the Board and the Board's chair may propose. In the event of any changes in relation to the proposals presented in the invitation, the proxy may decide for himself/herself whether to abstain from voting.
- If **"Abstain"** has been checked, this instructs the proxy to abstain from voting.
- If none of the alternatives has been checked, the proxy is free to decide how to vote.
- With respect to issues which are not presented in the invitation, but which are lawfully raised at the AGM and for which a vote is required, the proxy is free to decide how to vote. The same applies to votes relating to formal issues, eg election of AGM chair, order of voting or voting procedure.
- If the shareholder has selected a proxy other than the Board chair and wishes to give that person instructions with respect to voting, that is a matter between the shareholder and the proxy in which the Company has no part. In such circumstances the Company assumes no liability for verifying whether the proxy votes in accordance with the instructions given.

## ADVANCE VOTING FORM

Shareholder:

Reference no:

If you are not attending the AGM in person, you can cast your vote in advance. This form must be used if you wish to vote in advance. The items listed in the form below reflect the items specified on the AGM's agenda.

The proxy authorisation must be sent to Nordea Bank Norge AB, Issuer Services, PO Box 1166 Sentrum, 0107 Oslo, Norway. Email: [issuerservices.no@nordea.com](mailto:issuerservices.no@nordea.com). Shareholders may also cast their votes in advance via [www.salmar.no](http://www.salmar.no). The advance voting form must be registered with Nordea no later than 4 June 2024 at 15:00 (Norwegian time).

The votes will be cast in accordance with the instructions given below. Note that any unchecked agenda item, will be considered an instruction to vote "for" the proposal as stipulated in the invitation.

	<b>Agenda AGM 2024</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1	Approval of the notice and the proposed agenda.			
2	Election of a person to chair the AGM and someone to co-sign the minutes along with the AGM chair			
3	Presentation of the business	N/A	N/A	N/A
4	Approval of the financial statements and annual report for 2023 for SalMar ASA and the SalMar Group			
5	Distribution of dividends			
6	Approval of the remuneration payable to members of the Board of directors, Nomination Committee and Risk and Audit Committee			
7	Approval of the auditor's fees			
8	The Board's statement on corporate governance	N/A	N/A	N/A
9	Report on salary and other remuneration to senior executives			
10	Share-based incentive scheme for employees			
11	Election of directors to the Board			
	Re-election of Gustav Witzøe as Board Chair			
	Re-election of Morten Loktu as Board Member			
	Re-election of Arnhild Holstad as Board Member			
	Re-election of Magnus Dybvad as Deputy Board Member			
	Election of Vibecke Bondø as Deputy Board Member			
12	Election of Nomination Committee members			
	Re-election of Endre Kolbjørnsen as member			
	Election of Ingjer Ofstad as member			
13	Resolution authorising the Board to raise the Company's share capital			
14	Resolution authorising the Board to take up convertible loans			
15	Resolution authorising the Board to buy back the Company's own shares			
16	Appointment of Auditor			
17	Approval of agreement with employees regarding board representation			

On behalf of my shares, I, the undersigned, do hereby cast my votes in advance of SalMar ASA's AGM on 6 June 2024.

Place

Date

Shareholder's signature

## Vedlegg/Appendix 2

### THE NOMINATION COMMITTEE'S RECOMMENDATION TO THE ANNUAL GENERAL MEETING 2024

SalMar ASA's Nomination Committee has been comprised as follows:

- Bjørn M. Wiggen, Chair
- Endre Kolbjørnsen

Karianne O. Tung was a member until 16 October 2023, but left due to being appointed as Minister of Digitalisation and Public Governance in the Norwegian Government.

Since the 2023 AGM, the Nomination Committee has held five meetings.

In connection with SalMar ASA's AGM on 6 June 2024, the Nomination Committee has issued the following unanimous recommendation:

#### 1. Election of Board members

Pursuant to the company's current articles of association the board of directors shall comprise of five to nine members, of whom two are employee representatives.

Leif Inge Nordhammer and Margrethe Hauge are not up for election as board members this year.

Gustav Witzøe, Arnhild Holstad and Morten Loktu are up for election as board members this year, and they have all notified the Committee that they are interested in seeking re-election.

The Nomination Committee recommends for Gustav Witzøe, Arnhild Holstad and Morten Loktu to be re-elected as board members. Holstad and Loktu are independent candidates. Holstad owns indirectly through related parties 3,346 shares in SalMar ASA. Loktu owns 1,000 shares in SalMar ASA. Witzøe and his family indirectly owns 93,02% of Kverva AS, which in turn through Kverva Industrier AS owns 45.4% of the shares in SalMar ASA and he is not considered an independent representative.

The Nomination Committee recommends that Gustav Witzøe is elected as Chair of the Board of Directors.

In its assessment of the composition of the Board, the Nomination Committee has emphasized the interests of the shareholder community and the Company's need for competence, continuity, experience and capacity.

Magnus Dybvad and Stine Rolstad Brenna are up for election as deputy board members this year. Dybvad has notified the Committee that he is interested in seeking re-election, while Brenna has notified the Committee that she is not interested in seeking re-election.

The Nomination Committee recommends that Magnus Dybvad is re-elected as a deputy board member. He is Investment Director in Kverva, and is not an independent candidate.

The Nomination Committee recommends that Vibecke Bondø is elected as a deputy board member as an independent candidate. Bondø has broad management and business experience, primarily from the aquaculture industry. Bondø and her family indirectly owns 1.4% of the shares in SalMar ASA and she is considered an independent candidate.

#### 2. Election of members of the Nomination Committee

Of the Nomination Committee's three members, the seat held by Endre Kolbjørnsen is up for election this year.

Kolbjørnsen has notified that he would like to seek re-election.

The Nomination Committee recommends that Endre Kolbjørnsen is re-elected for a period of two years. Kolbjørnsen is an independent candidate, and has 0 shares in SalMar ASA.

The Nomination Committee recommends that Ingjer Ofstad is elected as a member of the Nomination Committee as an independent candidate. Ofstad is a partner and lawyer at BDO Law and serves as the Chairman of the Board of BDO Norway. Ofstad is an independent candidate, and has 0 shares in SalMar ASA.

#### 3. Remuneration payable to elected company representatives

The Nomination Committee recommends the following remuneration to be paid elected company representatives for the period June 2023- June 2024 (figures in parantheses apply to the previous period):

Board of Directors:

- |  |                                 |
|--|---------------------------------|
| - Chair                                  | NOK 600 000 (570 000)           |
| - Board member                           | NOK 336 000 (320 000)           |
| - Board member (employee representative) | NOK 168 000 (160 000)           |
| - Deputy board member                    | NOK 30 000 per attended meeting |

Audit and Risk Committee:

- |          |                       |
|----------|-----------------------|
| - Chair  | NOK 145 000 (135 000) |
| - Member | NOK 105 000 (95 000)  |

Nomination Committee:

- |          |                     |
|----------|---------------------|
| - Chair  | NOK 47 500 (45 000) |
| - Member | NOK 32 000 (30 000) |

Trondheim, 8 May 2024

Bjørn M. Wiggen, Chair of the Nomination Committee

## **Presentation of the candidates recommended by the Nomination Committee to the board of SalMar ASA:**

### **CANDIDATE 1 GUSTAV WITZØE**

Gustav Witzøe joined the board of directors as board chair in SalMar June 2022. Mr. Witzøe is the co-founder of SalMar ASA. He holds a degree in engineering. After several years as an engineer he co-founded BEWI AS, a company producing styrofoam boxes for the fish farming industry. Mr. Witzøe held the position as managing director of BEWI AS until 1990. Since Mr. Witzøe founded SalMar ASA in 1991 he has gained extensive experience in fish farming and processing.

Mr Witzøe indirectly owns 93,02% of Kverva AS, which in turn through Kverva Industrier AS owns 45.4% of the shares in SalMar ASA. Mr Witzøe is also a director of Kverva AS.

Nationality: Norwegian citizen, resident in Norway. Independent: No.

### **CANDIDATE 2 ARNHILD HOLSTAD**

Arnhild Holstad joined the board of directors in SalMar June 2022. She is the Regional Manager at Statskog, and non-executive board member in Helse Midt-Norge RHF. She has previously been the mayor of Namsos for 6 years, and has board experience from Sparebank1 SMN and NTE. She has extensive experience from political and executive positions within communication. She is a graduate of the Norwegian School of Journalism, Norwegian School of Sport Sciences and Norwegian University of Science and Technology (NTNU).

Owns indirectly through related parties 3,346 shares in SalMar ASA.

Nationality: Norwegian citizen, resident in Norway. Independent: Yes.

### **CANDIDATE 3 MORTEN LOKTU**

Morten Loktu joined the board of directors in SalMar June 2022. He has held several senior positions at Equinor as Vice President of Corporate Strategy, Senior Vice President (LEAN and Operational Improvement), Senior Vice President (Operations North) and Senior Vice President (Research & Innovation). He was the CEO of SINTEF for 3 years and Executive Vice President of Statoil. He is a graduate of Norwegian University of Science and Technology. He is a board member in SalMar Aker Ocean and Frøy.

Owns 1,000 shares in SalMar ASA.

Nationality: Norwegian citizen, resident in Norway. Independent: Yes.

## **Presentation of the candidates recommended by the Nomination Committee as Deputy Board Members of SalMar ASA:**

### **CANDIDATE 1 MAGNUS DYBVAD**

Magnus Dybvad is today investment director in Kverva. In Kverva he has been working with transactions, existing investments and market research with a specific focus on salmon. The engagement related to the portfolio companies has been related to business development, M&A and strategy. Magnus Dybvad started his career with equity research in First Securities in 2008. He holds a MSc from NTNU (Norwegian University of Science and Technology) within industrial economics and technology management with an exchange in Canada.

Dybvad owns indirectly 0.02% of the shares in SalMar ASA. He owns 100% of Acertar AS which indirectly owns 0.02% of the shares in SalMar ASA through its 0.04% ownershare in Kverva AS, which through Kverva Industrier AS owns 45.4% of the shares in SalMar ASA.

Nationality: Norwegian citizen, resident in Norway. Independent: No.

### **CANDIDATE 2 VIBECKE BONDØ**

Ms. Bondø has broad management and business experience, primarily from the aquaculture industry. She joined the family business Vikna Sjøfarm as CFO in 2004, a position she held until the merger with Lund Fiskeoppdrett in 2010 to create SalmoNor, and she then stepped up to become CEO. SalmoNor was developed into a top tier performer within the industry and merged with NTS owned Midt-Norsk Havbruk in 2021. She subsequently served as Chair for NTS ASA until acquired by SalMar in 2022. She has held several other directorships including Seaborn, Salmon Group, the Norwegian Seafood Federation (Sjømat Norge) and the Norwegian Confederation of Business (NHO).

Bondø and her family indirectly owns 1.4% of the shares in SalMar ASA.

Nationality: Norwegian citizen, resident in Norway. Independent: Yes.

**Presentation of the candidates recommended by the Nomination Committee to the *Nomination Committee* of SalMar ASA:**

**CANDIDATE 1                      ENDRE KOLBJØRNSEN**

Mr. Kolbjørnsen is a partner at Advokatfirmaet Kolbjørnsen Cyvin in Trondheim, Norway. He is a corporate lawyer with experience of corporate law, transactions, mergers and acquisitions in addition to large real estate projects in Norway and Spain. Mr. Kolbjørnsen has previously been a partner at Steenstrup Stordrange (SANDS) and Advokatfirmaet Schjødt. He has been a Nomination Committee member at SalMar ASA for 8 years.

Kolbjørnsen has 0 shares in SalMar ASA.

Nationality: Norwegian citizen, resident in Norway. Independent: Yes.

**CANDIDATE 2                      INGJER OFSTAD**

Ms. Ofstad is a partner and lawyer at BDO Law, leading the legal department in the Region Central Norway with 21 employees. Additionally, she serves as the Chairman of the Board at BDO Norway, a company with NOK 3 billion in revenue and 2200 employees. Previously, she gained experience as a partner/lawyer at Arntzen de Besche Law Firm, Vogt & Wiig Law Firm, and Sparebank 1 SMN.

She has held several board positions and served on nomination committees, including several years on the board of "The Savings Bank Foundation" and "The Representative Assembly" of Sparebank 1 SMN.

Ofstad has 0 shares in SalMar ASA.

Nationality: Norwegian citizen, resident in Norway. Independent: Yes.



### ***Vedlegg/Appendix 3***

#### **THE AUDIT AND RISK COMMITTEE'S RECOMMENDATION FOR APPOINTMENT OF AUDITOR**

SalMar ASA has conducted a tender process for audit services during the beginning of 2024. According to § 6-43f) of the Public Limited Companies Act, the audit committee is responsible for preparing the company's choice of auditor and providing its recommendation in accordance with Article 16 of the Audit Regulation. The recommendation from the audit committee shall include a minimum of two alternative audit firms, with the committee indicating, with proper justification, which alternative it prefers. The appointment of a new auditor will be effective from the fiscal year 2024.

Invitations to tender were sent to five audit firms: Deloitte, BDO, EY, KPMG, and PwC. The tender includes both financial auditing and attestation of sustainability reporting. By the tender deadline, 4 bids were received. KPMG, as a provider of services for SalMar's financial system, did not submit a bid due to independence rules. After receiving tender documents from all, a thorough evaluation of each tender was conducted. This included presentations of the tender documents and individual meetings with all tender participants. All tenders were evaluated against the following criteria:

- Competence, capacity, and quality of services both financial and sustainability
- Effectiveness of the audit, including technical approach and completion of statutory audits
- Availability, commitment, predictability, and flexibility
- Industry knowledge of SalMar's business areas
- Fees

EY and PwC were considered the preferred candidates after the reviews and evaluations. EY's tender was considered the best overall. EY demonstrated a strong understanding of the industry in which SalMar operates, as well as the challenges and opportunities facing the company.

Therefore, the audit committee recommends that EY be selected as the auditor for SalMar ASA from the fiscal year 2024 onwards. In accordance with Article 16 of the Audit Regulation, the audit committee declares that the recommendation is not influenced by third parties and that there are no contracts affecting the choice.

Margrethe Hauge

Chair of the Audit and Risk Committee

SalMar ASA

### ***Vedlegg/Appendix 4***

#### **AVTALE MED ANSATTE**

1. Det er i perioden 30.04.2024 til 06.05.2024 gjennomført anonym elektronisk avstemming blant alle ansatte i SalMar ASA («Ansatte») om (i) det skal etableres bedriftsforsamling i SalMar ASA («SalMar») eller ikke jf. allmennaksjeloven § 6-35 annet ledd samt (ii) hvordan utvidet styrerepresentasjon etter allmennaksjeloven § 6-4 tredje ledd i så fall skal etableres dersom det avtales å ikke etablere bedriftsforsamling.  
SalMar hadde på tidspunktet for avholdelse av avstemmingen 58 ansatte. Totalt ble det avgitt 52 stemmer fra Ansatte, med følgende resultat:
  - i. 45 stemte for at det ikke skal opprettes bedriftsforsamling i SalMar. 5 stemte mot forslaget om å ikke opprette bedriftsforsamling. 2 ansatte stemte blankt
  - ii. 19 stemte for at styrerepresentasjonen for ansatte i SalMar skal utvides med ett styremedlem med varamedlem.
  - iii. 24 stemte for at styrerepresentasjonen for ansatte i SalMar skal utvides med to observatører med varamedlemmer.9 ansatte stemte blankt på ii og iii.
2. Basert på avstemmingen blant de Ansatte er det dermed inngått avtale med et flertall av de Ansatte om å ikke opprette bedriftsforsamling i SalMar iht. allmennaksjeloven § 6-35 annet ledd, og at det gis utvidet styrerepresentasjon iht. allmennaksjeloven § 6-4 tredje ledd gjennom to observatører med varamedlemmer.
3. Denne avtalen er iht. representasjonsforskriften § 41 andre ledd inngått med forbehold om generalforsamlingens godkjenning.