



To the shareholders in Mowi ASA

## **NOTICE OF EXTRAORDINARY GENERAL MEETING 2024**

Notice is hereby given of Mowi ASA's extraordinary general meeting:

**Date:** 19 November 2024

**Time:** 2:00 PM CET

**Venue:** Digital meeting

The general meeting of Mowi ASA (the "**Company**") will be held as a digital meeting only through Lumi. To participate electronically, please use the following link: <https://dnb.lumiagm.com/120418210>.

The reference number and PIN codes required to access the virtual meeting can be obtained either by logging onto VPS Investor Services (<https://investor.vps.no/garm/auth/login>) or from the attached proxy form sent to each shareholder. Further information regarding participation in the virtual meeting is included in the guide for digital participation which is available on the Company's website [www.mowi.com](http://www.mowi.com). Shareholder rights may also be exercised by advance voting or by providing a proxy.

The general meeting will be opened by Tone Østensen who has been authorised by the board of directors to open the meeting.

After the opening of the meeting a register will be taken of shareholders attending in person or by proxy.

### **AGENDA:**

#### **1. Election of a chairperson and a person to countersign the minutes together with the chairperson**

The board of directors proposes that Tone Østensen is elected to chair the meeting, and that a person present at the general meeting is appointed to co-sign the minutes.

#### **2. Approval of the notice and the proposed agenda**

#### **3. Election of a new board member and a Chairperson of the board of directors**

Ole-Eirik Lerøy has decided to step down as Chairperson of the board of directors following a 15-year tenure with the Company. The Nomination Committee proposes that the general meeting elects Ørjan Svanevik as a new board member and Chairperson of the board of directors, to replace Ole-Eirik Lerøy.

If the nominee is elected, the shareholder elected members of the Company's board of directors will be: Ørjan Svanevik (Chairperson); Kristian Melhuus (Deputy Chairperson); Kathrine Fredriksen; Peder Strand; Lisbet Karin Nærø; Kjersti Hobøl and Leif Teksum. The Nomination Committee considers all shareholder-elected board members to be independent, except Ørjan Svanevik, Kathrine Fredriksen and Peder Strand, who are associated with Gevevan Trading Co. Ltd.

The nomination committee's proposal with an explanatory statement is included in the nomination committee's enclosed recommendation. The nomination committee's recommendation is also available on the Company's website [www.mowi.com](http://www.mowi.com).

— o o o —

## Registration

The general meeting will only be held as a digital meeting with electronic voting, with no physical attendance for shareholders. The details for participation are set out in a separate guide for online participation, which is available at the Company's website.

The online remote participation is being organised by DNB Bank ASA, Registrar's Department and its supplier Lumi. By participating online via Lumi shareholders can vote on each agenda item, submit written questions from smartphones, tablets or stationary devices as well as follow the live webcast. No pre-registration is required for shareholders who want to participate, **but shareholders must be logged on before the general meeting starts**. We therefore encourage shareholders to log in well in advance of the general meeting. The general meeting is open for login one hour before start-up.

Shareholders who do not wish to participate in the online general meeting in person have the right to be represented by proxy. If so, a written and dated proxy form must be received by DNB Bank ASA Securities Service no later than 18 November 2024 at 16:00 hours (CET). A proxy form, with instructions on how to use it, is attached as an appendix to this notice. Identity papers of both the proxy and the shareholder, and a company certificate if the shareholder is a legal entity, must be enclosed with the completed proxy form.

The proxy form may be sent electronically through the Company's website [www.mowi.com](http://www.mowi.com) or through VPS Investor Services. To submit a proxy form through the Company's website, the supplied PIN code and reference number must be entered. Alternatively, the forms may be sent by email to [genf@dnb.no](mailto:genf@dnb.no) or by ordinary mail to DNB Bank ASA Securities Services, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Proxies with voting instructions to the Chairperson of the board of directors cannot be submitted electronically, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

A shareholder who cannot attend the general meeting may prior to the general meeting cast a vote on each agenda item via [www.mowi.com](http://www.mowi.com) and VPS Investor Services (the supplied PIN code and reference number must be entered). The deadline for prior voting is 18 November 2024 at 16:00 hours (CEST). Until the deadline, votes already cast may be changed or withdrawn.

Pursuant to section 5-2 (1) of the Public Limited Liabilities Companies Act, only shareholders in the Company five working days before the general meeting, i.e. on 12 November 2024 (the record date) are entitled to participate and vote at the general meeting.

In accordance with section 1-8 of the Public Limited Liabilities Companies Act, as well as regulation on intermediaries covered by the Central Securities Depositories and Securities Settlement Act section 4-5 and related implementing regulations, notice to shareholders that hold their shares through custodians are submitted to the custodians who pass the notice on to the shareholders for whom they hold shares. Shareholders must communicate with their custodians, who is responsible for conveying votes, proxies or enrolment to the Company. Such notifications must pursuant to section 5-3 of the Public Limited Liabilities Companies Act, have been received by the Company no later than 2 working days before the general meeting, i.e. on 15 November 2024, for such shareholders to be allowed to attend and vote.

Mowi ASA is a Norwegian public limited liability company governed by Norwegian law, including the Public Limited Liabilities Companies Act and the Securities Trading Act. As of the date of this notice, the Company has issued 517,111,091 shares, each of which carries one vote. The shares also carry equal rights in all other respects. As of the date of this notice, the Company does not hold any own shares.

A shareholder may have items included on the agenda of the general meeting, provided that each such item is forwarded in writing to the board of directors, together with a draft resolution or arguments why the item should be included, no later than 7 days prior to expiry of the deadline for submitting a notice to the general meeting.

A shareholder may bring advisors to the general meeting and let one advisor speak on its behalf.

A shareholder may require that board members and the managing director provide available information which may influence the assessment of (i) the financial statements and the annual report, (ii) the items submitted for the shareholders' voting, (iii) the Company's financial situation, including any business

activities the Company conducts in other companies, and (iv) other matters to be discussed by the general meeting, unless the required information cannot be provided without causing undue harm to the Company.

This notice and the documents referred to herein are available on the Company's website [www.mowi.com](http://www.mowi.com). This document with appendices will be sent free of charge by ordinary mail to those shareholders who so request. If a shareholder wishes to receive the documents not enclosed with the notice by ordinary mail, the Company can be contacted by telephone on +47 21 56 23 12, or by email to [kim.dosvig@mowi.com](mailto:kim.dosvig@mowi.com).

Bergen, 29 October 2024

for the board of directors in Mowi ASA

Ole-Eirik Lerøy  
Chairperson

**Appendices:**

- 1. The nomination committee's recommendation**
- 2. Proxy form**

**MOWI ASA**  
**RECOMMENDATION FROM THE NOMINATION COMMITTEE**

The Nomination Committee (the "Nomination Committee") of Mowi ASA ("Mowi" or the "Company") consists of the following members: Anne Lise E. Gryte (Chair); Ann Kristin Brautaset and Peder Weidemann Egseth.

In connection with the Extraordinary General Meeting of Mowi to be held on 19 November 2024, the Nomination Committee submits the following unanimous proposal.

**New chair of the Board of Directors**

The Board of Directors of Mowi shall, pursuant to its articles of association, consist of between 6 and 12 members. The Board of Directors currently consists of seven shareholder-elected members: Ole-Eirik Lerøy (Chair); Kristian Melhuus (Deputy Chair); Kathrine Fredriksen; Lisbet K. Nærø; Peder Strand; Leif Teksum and Kjersti Hobøl.

Mr. Lerøy will step down from the Board of Directors following a 15-year tenure as Chair. The Nomination Committee would like to thank Mr. Lerøy for his long-standing service as Chairman and his significant contribution to Mowi. Geveran Trading Co. Ltd has proposed to the Nomination Committee that Ørjan Svanevik take the position as the new Chair of the Board of Directors.

The Nomination Committee is of the opinion that the election of Ørjan Svanevik as the new chair of the Board of Mowi will be in the best interest of the Company.

Mr. Svanevik holds the position of investment director of Seatankers. He has broad operational experience, including servicing as CEO of Arendals Fossekompagni, Head of M&A at Aker and Chief Operating Officer of Kværner. Ørjan Svanevik has also held a number of chair and board positions in listed companies Volue ASA, Archer Ltd., and Seadrill. He is currently a board member of, amongst other, Axactor ASA, NorgesGruppen, Western Bulk and Paratus Energy Services. He holds an MSc in Economics and Business Administration (Siviløkonom) from the Norwegian Business School (BI), an MBA from Thunderbird and an AMP from Harvard.

In addition to Mr. Svanevik's diverse industrial and financial background and vast board and leadership experience, the Nomination Committee has emphasized his international experience and track record. The Nomination Committee also consider it to be a great advantage that he is knowledgeable about Mowi and its industry from his previous 3-year directorship at Mowi, which ended in 2017.

The Nomination Committee thus recommends Ørjan Svanevik as new chair of the Board of Directors of Mowi for a period of up to two years, but not beyond the ordinary general meeting in 2026. The Nomination Committee considers the candidate to be independent of the Company's executive personnel and material business connections, but given his position in Seatankers, Mr. Svanevik is associated with Mowi's main shareholder Geveran Trading Co. Ltd.

Consequently, if Mr. Svanevik is elected to the Board of Directors, the Board will consist of the following shareholder-elected board members: Ørjan Svanevik (Chairperson); Kristian Melhuus (Deputy Chair); Kathrine Fredriksen; Peder Strand, Lisbet K. Nærø; Leif Teksum and Kjersti Hobøl.

\*\*\*

Oslo, 25 October 2024

The Nomination Committee of Mowi ASA

Anne Lise E. Gryte

Ann Kristin Brautaset

Peder Weidemann Egseth

Ref no:

PIN - code:

## Notice of Extraordinary General Meeting

Extraordinary General Meeting in Mowi ASA will be held on 19 November 2024, at 2:00 pm (CET) as a virtual meeting.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered in the shareholder register in Euronext Securities Oslo (ESO) per Tuesday 12 November 2024 Record date.

**The deadline for electronic registration of advance votes, proxy of and instructions is 18 November 2024 at 4:00 pm (CET).**

### Electronic registration

*Alternatively, use the "Form for submission by post or e-mail for shareholders who cannot register their elections electronically".*

#### Step 1 – Register during the enrollment/registration period:

- Either through the company's website [www.mowi.com](http://www.mowi.com) using a reference number and PIN – code (for those of you who receive the notice by post-service), or
- Log in through VPS Investor services; available at <https://investor.vps.no/garm/auth/login> or through own account manager (bank/broker). Once logged in - choose Corporate Actions – General Meeting – ISIN

You will see your name, **reference number**, **PIN - code** and balance. At the bottom you will find these choices:

**"Enroll"** - There is no need for registration for online participation

**"Advance vote"** - If you would like to vote in advance of the meeting

**"Delegate Proxy"** - Give proxy to the Chairperson of the board of directors or another person

**"Close"** - Press this if you do not wish to make any registration

#### Step 2 – The general meeting day:

**Online participation:** Please login through <https://dnb.lumiagm.com/120418210>. You must identify yourself using the **reference number and PIN - code** from VPS - see step 1 above. Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00 am – 3:30 pm).

If you are not logged in before the meeting starts, you will be granted access, but without the right to vote.

Ref no:

PIN-code:

**Form for submission by post or e-mail for shareholders who cannot register their elections electronically.**

The signed form can be sent as an attachment in an e-mail\* to [genf@dnb.no](mailto:genf@dnb.no) (scan this form) or by post service to DNB Bank Registrars Department, P.O Box 1600 Sentrum, 0021 Oslo. Deadline for registration of advance votes, proxies and instructions must be received no later than **18 November 2024 at 4:00 pm (CET)** If the shareholder is a company, the signature must be in accordance with the company certificate.

*\*Will be unsecured unless the sender himself secure the e-mail.*

\_\_\_\_\_ shares would like to be represented at the general meeting in Mowi ASA as follows  
(mark off):

- Open proxy of attorney to the chairperson of the board of directors or the person he or she authorizes (do not mark the items below)
- Proxy of attorney with instructions to the chairperson of the board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below)
- Advance votes (mark "For", "Against" or "Abstain" on the individual items below)
- Open proxy to the following person (do not mark items below – agree directly with your proxy solicitor if you wish to give instructions on how to vote)

\_\_\_\_\_ (enter the proxy solicitors name in the block letters)

*Note: Proxy solicitor must contact DNB Bank Registrars Department by phone +47 23 26 80 20 (08:00 am – 3:30 pm) for login details.*

Voting must take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board of directors' and the nomination committee's recommendations. If a proposal is put forward in addition to, or as a replacement for, the proposal in the notice, the proxy solicitor determines the voting.

Agenda for the Extraordinary General Meeting 19 November 2024	For	Against	Abstain
1. a – Election of a chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1. b – Election of person to countersign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and the proposed agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of a new board member and Chairperson of the board of directors			
a) Ørjan Svanevik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**The form must be dated and signed**

Place

Date

Shareholder's signature