



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of

GRIEG SEAFOOD ASA

Wednesday, 19 June 2024 at 10:00 am CEST

The annual general meeting in Grieg Seafood ASA, org.no. 946 598 038 ("Company") will be held as a virtual meeting, with no physical attendance for shareholders, by use of the following link: <https://dnb.lumiagm.com/>, meeting ID 196-387-575. Please see the guidelines for online participation on Grieg Seafood's website <https://investor.griegseafood.com/corporate-governance#general-meeting>.

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

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

Agenda:

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

The Board proposes that Per Grieg is elected as chair of the meeting and that Andreas Kvame is appointed to co-sign the minutes.

2. Approval of the notice and agenda

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

«The notice of meeting and the agenda are approved.»

3. Approval of the annual accounts of the Company and the consolidated annual accounts of the Grieg Seafood Group for the financial year 2023, including approval of the annual report

The annual accounts for 2023 for the Company and the Grieg Seafood Group as proposed by the Board, as well as the Board's report and the Auditor's report, are included in the annual report for 2023, which can be accessed on Grieg Seafood's website <https://investor.griegseafood.com/reports-&-presentations#annual>.

The Board proposes to allocate the Company's profit in the financial year 2023 as follows:

Dividend (NOK 1.75 per share)	NOK	196,233 thousand
Transferred to other equity	NOK	-37,125 thousand
Total sum allocateds	NOK	159,109 thousand

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

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

«As proposed by the Board, the annual accounts of Grieg Seafood ASA and the Grieg Seafood Group, as well as the Board's report for 2023 and the allocation of the Company's profits are approved.»

4. Payment of dividend

The Board proposes a dividend of NOK 1.75 per share. It is proposed that the ex-date for the Company's shares is 20 June 2024 and that the dividend is paid on 27 June 2024.

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

«The Board's proposal to

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

is hereby approved.»

5. Authorization to the Board to resolve and declare dividends

The Board recommends that the general meeting authorizes the Board to resolve and declare dividends on the basis of the Company's financial statements for 2023.

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

«The Board is authorized to resolve and declare dividends on the basis of the Company's annual accounts for 2023 and in accordance with the provisions of the Norwegian Public Limited Liability Companies Act.

The authorization is valid until the Company's next annual general meeting, but no later than 30 June 2025.

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

6. The Board's corporate governance statement

The annual report for 2023 includes a statement of the principles and practices used by Grieg Seafood ASA in relation to corporate governance. This statement is available on Grieg Seafood's website <https://investor.griegseafood.com/principles-of-corporate-governance>.

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

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

7. Approval of the auditor fees for 2023

The auditor fees for audit work conducted in 2023 is shown in note 4 to the Company's annual accounts (note 9 to the consolidated annual accounts).

The Board proposes that the general meeting approves the auditor fees in 2023.

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

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

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

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

9. Election of Board members and the Chair of the Board

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

In accordance with Article 6 of the Company's articles of association, the term of office for Board members is one year. The Chair of the Board is elected by the general meeting.

The Board proposes that the general meeting adopts resolutions in accordance with the Nomination Committee's recommendations.

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

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

In accordance with Article 9 of the Company's articles of association, the term of office for members of the Nomination Committee is one year.

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

11. Approval of the declaration on remuneration of senior executives

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

In accordance with section 5-6 para. 4 and section 6-16b para. 2 the general meeting shall conduct an advisory vote over the declaration.

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

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

Option scheme for senior executives

A significant part of the remuneration for senior executives is the option scheme, which contributes to co-ownership in the Company. According to Grieg Seafood's guidelines following the Norwegian Public Limited Liability Companies Act section 6-16a on determination of salary and other remuneration to key persons in listed companies, the compensation committee shall assess the option scheme and make allocations within the framework set by the general meeting. The Board recommends continuing the option program by allocating new synthetic options, limited to a maximum of 3 million options (where one option equals one share) for the next 2-year period.

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

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

12. Continuance of the share savings plan for employees

Since 2018, the Company has offered a share savings plan for employees of the Group. The purpose of this scheme is to augment good business culture and encourage loyalty to Grieg Seafood through employees becoming part-owners of the Company. In 2023, approximately 30% of the employees globally participated in the share savings plan. It is proposed to continue with the Company's share savings plan.

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

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

13. Proposal to authorize the Board to acquire own shares

The Board wishes to have the possibility to let the Company acquire its own shares in situations where this is considered to be beneficial to the shareholders and/or to be able to continue with the Company's share savings plan (cf. agenda item 13.). Grieg Seafood shall have a strategy whereby it can purchase its own shares on an ongoing basis when the price is favourable.

The nominal value is NOK 4. The Company's holding of own shares is less than 10% of the total nominal value.

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

- 1. The Board is authorized to let the Company acquire its own shares in accordance with the provisions of section 9 of the Norwegian Public Limited Liability Companies Act up to an aggregate nominal value of NOK 45,378,816.*
- 2. The Company shall pay no less than NOK 4 per share and no more than NOK 240 per share when acquiring own shares.*
- 3. It is at the Board's discretion to determine the way in which it acquires and sells the shares. General principles of equality of treatment shall be applied with respect to transactions with shareholders based on the authorization.*
- 4. If the nominal value of the shares changes during the period of validity of the authorization, the parameters of the authorization shall be changed correspondingly.*
- 5. This authorization shall remain in force until the next annual general meeting, but no later than 30 June 2025.*

14. Proposal to authorize the Board to increase the Company's share capital by an amount not exceeding NOK 45,378,816 through the issue of up to 11,344,704 new shares, each with a nominal value of NOK 4, cf. section 10-14 of the Norwegian Public Limited Liability Companies Act

On 27 June 2023, the annual general meeting authorized the Board to increase the Company's share capital by an amount not exceeding NOK 45,378,816. This authorization has not been used. The Board proposes to replace the previous authorization with a new authorization.

The Board believes there is a need to authorize the Board to increase the Company's share capital. This is because the authorization may be used when acquiring other companies and in connection with capital increases directed to the employees.

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

- 1. The Board is authorized to increase the Company's share capital by an amount not exceeding NOK 45,378,816 through the issue of up to 11,344,704 new shares, each with a nominal value of NOK 4.*
- 2. This authorization is valid until 30 June 2025 and replaces the authorization given to the Board by the annual general meeting on 27 June 2023.*
- 3. In the event of a share capital increase, the Board is authorized to set aside the preemptive rights of existing shareholders in accordance with section 10-4 of the Norwegian Public Limited Liability Companies Act.*

4. *The Board determines who may subscribe for shares and the time limit for such subscriptions.*
5. *This authorization entitles the Board to conduct the share capital increase by contribution in kind, including the issue of shares in the Company as compensation to the shareholders of a company which merges with a wholly-owned subsidiary of the Company, cf. section 13-2, second paragraph of the Norwegian Public Limited Liability Companies Act.*
This authorization also entitles the Board to share capital increases where anybody shall have special rights in respect of or benefits from the Company, cf. section 10-2 of the Norwegian Public Limited Liability Companies Act.
6. *The authorization covers merger decisions as provided for in section 13-5 of the Norwegian Public Limited Liability Companies Act.*
7. *When exercising this authorization, the subscription price shall be determined by the Board.*
8. *The Board determines the date from which the new shares are entitled to dividends in accordance with this authorization.*
9. *Within the scope of this authorization, the Board is entitled to increase the share capital on multiple occasions. The Board shall itself determine the amount of each share capital increase.*
10. *The Board is authorized to amend article 4 of the articles of association in connection with share capital increases under this authorization.*

* * *



Grieg Seafood ASA has issued 113,447,042 shares, each with a nominal value of NOK 4. Grieg Seafood ASA owns 1,313,654 of such shares. Thus, there are 112,133,388 voting shares. Each share entitles the holder to one vote at general meetings.

A shareholder is entitled according to the number of shares held and that are registered in Euronext VPS on the fifth working date before the annual general meeting, i.e. 12 June 2024.

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

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

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

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

The deadline for the submission of a proxy and advance voting is 17 June 2024, 10:00 am CEST. Until the deadline, votes already cast may be changed or withdrawn.

This notice, with all attachments, is also available on Grieg Seafood's website <https://investor.griegseafood.com/corporate-governance#general-meeting>.

Shareholders may contact the Company by email (info@griegseafood.com) or through Grieg Seafood's website to have the attachments sent free of charge by post.

Shareholders who receive this notice on paper are encouraged to log in to VPS Investor Services and accept electronic communication for future general meetings.

Bergen, 29 May 2024

Vennlig hilsen
GRIEG SEAFOOD ASA

Per Grieg
Chair
on behalf of the Board

Ref no:

PIN-code:

Notice of Annual General Meeting

Annual General Meeting in Grieg Seafood ASA will be held on 19.06.2024 at 10:00 am CEST 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 Euronext per Record date 12.06.2024.

The deadline for electronic registration of enrollment, advance votes, proxy of and instructions is 17.06.2024 at 10:00 am CEST.

Electronic registration

Alternatively, "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 <https://investor.griegseafood.com/corporate-governance#general-meeting> 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 a statutory requirement for registration. All shareholders will have the opportunity to log in to the meeting, but in order to have the right to speak and vote, you must have enrolled by the specified deadline.

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

"Delegate Proxy" - Give proxy to the chair 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/196387575> 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. Note that the same applies if you have not enrolled.

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 (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 **17.06.2024 at 10:00 am CEST** 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 Grieg Seafood ASA as follows (mark off):

- Enrol for online participation (do not mark the items below)
- Proxy to the Chair of the Board of directors or the person he or she authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- 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 shall take place in accordance with the instructions below. Missing or unclear markings are considered a vote in line with the board's and the election 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 Annual General Meeting 19.06.2024	For	Against	Abstain
1. Election of chair of the meeting and one representative to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the annual accounts of the Company and the consolidated annual accounts of the Grieg Seafood Group for the financial year 2023, including approval of the annual report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Payment of dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Authorization to the Board to resolve and declare dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. The Board's corporate governance statement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the auditor fees for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of the Board's remuneration for 2024/2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election of Board members and the Chair of the Board			
a) Per Grieg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Nicolai Hafeld Grieg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Paal Espen Johnsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Marit Solberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Silje Remøy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Election of Chair of the Board in accordance with the nomination committee's recommendations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Election of members of the nomination committee and its remuneration			
a) Election of members of the nomination committee in accordance with the nomination committee's recommendations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Remuneration to the nomination committee in accordance with the nomination committee's recommendations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of the declaration on remuneration of senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Option scheme for senior executives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Continuance of the share savings plan for employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Proposal to authorize the Board to acquire own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Proposal to authorize the Board to increase the Company's share capital by an amount not exceeding NOK 45,378,816 through the issue of up to 11,344,704 new shares, each with a nominal value of NOK 4, cf. section 10-14 of the Norwegian Public Limited Liability Companies Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The form must be dated and signed

Place

Date

Shareholder's signature

GUIDE FOR ONLINE PARTICIPATION GRIEG SEAFOOD ASA 19.06.2024

Grieg Seafood ASA will hold annual general meeting on 19.06.2024 at 10:00 am CEST as a digital meeting, where you get the opportunity to participate online with your PC, phone or tablet. Below is a description of how to participate online.

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

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

Registration is required for shareholders who want to participate online, and shareholders **must be logged in before the general meeting starts**. Log ins after meeting has started will receive access, but with no voting rights.

Shareholder who do not find their reference number and PIN code for access, or have other technical questions is welcome to call DNB Registrars Department on phone + 47 23 26 80 20 (between 08:00-15:30)

HOW TO ACCESS THE ONLINE GENERAL MEETING

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

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

enter Meeting ID: **196-387-575** and click **Join**:

Alternatively put direct link in your browser <https://dnb.lumiagm.com/196387575>

If you are a shareholder, choose Shareholder Ref.nr & PIN. You must then identify yourself with.

a) Ref. number from VPS for the general meeting

b) PIN code from VPS for general meeting

Once you have logged in, you will be taken to the information page for the general meeting. Here you will find information from the company, and how this works technically. **Note that you must have internet access throughout the meeting. If you for some reason log off, just log in again following steps above.**

HOW TO RECEIVE YOUR REFERENCE NUMBER AND PIN CODE

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

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

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

Custodian registered shareholders: Shares held through Custodians (nominee) accounts must exercise their voting rights through their custodian. Please contact your custodian for further information.

HOW TO VOTE



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

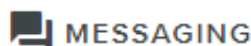
To vote, press your choice on each of the issues. FOR, AGAINST or ABSTAIN. Once you have cast your vote, you will see that your choice is marked. You also get a choice where you can vote jointly on all items. If you use this option, you can still override the choice on items one by one if desired.

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

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



QUESTIONS TO THE CHAIRPERSON



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

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

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

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

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