



PROXIMAR  
SEAFOOD

## To the shareholders of Proximar Seafood AS

### NOTICE OF ANNUAL GENERAL MEETING

Wednesday 23 April 2025 at 10:00 hours (CET)

The Board of Directors of Proximar Seafood AS (the "Company") hereby calls for the annual general meeting for the shareholders. The general meeting will be held as a digital meeting. The shareholders may cast their vote by a proxy (Appendix 1). See further information below.

Information about the general meeting and documents to be considered by the general meeting or incorporated in the notice is posted on the Company's website, including the appendices to this notice. Documents relating to matters to be considered by the general meeting are sent free of charge to the shareholders upon request to the Company by email to [ir@proximar.com](mailto:ir@proximar.com).

The documents can be found here: <https://www.proximarseafood.com/news>

The general meeting will be opened by the chair of the board of directors, Kjell-Erik Østdahl, or the person appointed by the Board of Directors. The person opening the meeting will record attendance of present shareholders and proxies.

The board of directors of the Company proposes the following agenda for the general meeting:

#### 1 Election of a chairperson of the meeting and a person to co-sign the minutes

The Board of Directors proposes that Kjell-Erik Østdahl is elected to chair the meeting and that a person present at the general meeting is elected to co-sign the minutes.

#### 2 Approval of the notice and agenda

The Board of Directors proposes that the general meeting passes the following resolution:

*"The notice and the agenda are approved."*

#### 3 Approval of the annual accounts and the Board of Directors' report for the financial year 2024 for Proximar Seafood AS, including distribution of dividends

Reference is made to the annual report, including the annual accounts, the Board of Directors' report and the auditor's statement for the financial year 2024. The full annual report is available on the following website: [www.proximarseafood.com/investor/reports-and-presentations](https://www.proximarseafood.com/investor/reports-and-presentations). The Board of Directors proposes that no dividends will be paid for the financial year 2024.

The Board of Directors proposes that the General Meeting approves the annual accounts and the Board of Directors' report for the financial year 2024 for Proximar Seafood AS.

#### 4 Approval of remuneration to the company's external auditor for 2024

The Board of Directors proposes that the remuneration of NOK 907,000 to the company's external auditor, Deloitte AS, for the financial year 2024 be approved. Information on other costs of Deloitte AS is included in note 5 to the annual accounts for Proximar Seafood AS, which is available on the company's website.

#### 5 Authorisation to the Board of Directors to increase the share capital by up to 10%

In order to give the Board of Directors financial flexibility and to ensure rapid access to financing or for other general corporate purposes, the Board of Directors proposes that it is granted an authorisation to increase the company's share capital. The Board of Directors proposes that a power of attorney of up to 10% of the company's current share capital is granted.

In order to use the power of attorney in the best possible commercial way, it may be appropriate in some situations to make a private placement to investors who are not currently shareholders. It is therefore also proposed that the board of directors be authorised to deviate from the shareholders' pre-emption rights using the authorisation.

On this background, the Board of Directors proposes that the Company's General Meeting makes the following resolution on board authorisation:

- (i) The share capital may be increased by NOK 1,421,728 in total;*
- (ii) The authorisation shall apply until the Company's annual general meeting in 2026, but not further than until and including 30 June 2026;*
- (iii) The shareholders' pre-emption rights may be waived, cf. Section 10-5 of the Norwegian Limited Liability Companies Act;*
- (iv) The authorisation includes an increase in capital in assets other than money or the right to incur special obligations on the Company.*
- (v) The Company's shares shall not be of various share class;*
- (vi) The authorisation does not include a decision on a merger pursuant to Section 13-5 of the Norwegian Limited Liability Companies Act.*

#### 6 Election of Board Members

Reference is made to the nomination committee's proposal, please see Appendix 2. The Board of Directors proposes that the General Meeting votes on the proposal for the election of board members in one unified vote. Pursuant to this proposal, the Board of Directors will have the following shareholder-elected directors:

- Kjell-Erik Østdahl (Chair) – re-election
- Siri Vike – re-election
- Elisabeth Adina Dyvik – re-election
- Per Grieg – re-election
- Viggo Halseth – re-election

## 7 Determination of remuneration to Board Members

Reference is made to the nomination committee's proposal, please see Appendix 2. The Board of Directors proposes that the General Meeting approves the recommendation.

## 8 Election of Nomination Committee members

Reference is made to the nomination committee's proposal, please see Appendix 2. The Board of Directors proposes that the General Meeting votes on the proposal for the election of nomination committee in one unified vote. Pursuant to this proposal, the Nomination Committee will have the following shareholder-elected committee members:

- Helge Nielsen (Chair) – re-election
- Therese Log Bergjord – re-election
- Eirik Bergh – re-election

## 9 Determination of remuneration to Nomination Committee members

Reference is made to the nomination committee's proposal, please see Appendix 2. The Board of Directors proposes that the General Meeting approves the recommendation.

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## DIGITAL MEETING – REGISTRATION OF ATTENDANCE

The general meeting will be held as a digital meeting. There will be no opportunity for physical attendance. Shareholders who wish to attend the general meeting are requested to register its attendance by e-mail to [ir@proximar.com](mailto:ir@proximar.com) no within two (2) business days prior to the date of the extraordinary general meeting (i.e. by **16 April 2025 kl. 23:59 CET**). Such shareholders will then receive an invitation via Microsoft Teams.

If shares are held through a nominee in the VPS register, cf. Section 4-4 of the Norwegian Private Limited Liability Companies Act, cf. 4-10 of the Norwegian Public Limited Companies Act, this notice will in accordance with Section 1-8 of the Public Limited Companies Act, be sent to the nominee who shall pass on the notice to the beneficial owner. If the beneficial owner wishes to attend the general meeting, the beneficial owner must ask the nominee to notify the Company of this within two (2) business days prior to the date of the general meeting (i.e. by **16 April 2025 kl. 23:59 CET**). It is not a requirement to have shares transferred to a securities account in the beneficial owner's own name in order to vote at the general meeting.

## PROXY

Shareholders wishing to vote at the extraordinary general meeting may send a proxy form by e-mail to [ir@proximar.com](mailto:ir@proximar.com). The proxy form must be received by **16 April 2025 kl. 23:59 CET**. A proxy form with and without instructions has been distributed to the shareholders as an appendix to this notice. Identification for the shareholder or a company certificate (certificate of incorporation) if the shareholder is a legal person, must be attached to the proxy form.

Decisions on voting rights for shareholders and representatives are made by the person opening the meeting, whose decision may be reversed by the general meeting by a majority vote.

#### SHAREHOLDERS' RIGHTS IN CONNECTION WITH GENERAL MEETINGS

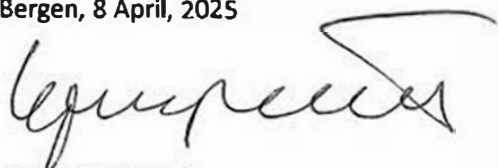
Shareholders have the right to submit matters to the agenda of the general meeting, provided that such proposals are sent in writing to the board with a proposal for a resolution or justification for why the matter should be on the agenda of the general meeting, no later than 14 days before the general meeting is to be held.

A shareholder may make proposals for resolutions with respect to matters on the agenda and may require that members of the board of directors and the chief executive officer at the general meeting provide available information about matters which may affect the assessment of (i) the approval of the annual accounts and the board of directors' report, (ii) matters that are presented to the shareholders for decision and (iii) the Company's financial situation, including operations in other companies the Company participates in, and (iv) other matters to be discussed at the general meeting, unless the requested information cannot be disclosed without causing disproportionate damage to the Company. Shareholders are entitled to bring advisors and may grant the right of speech to one advisor.

#### PROXIMAR SEAFOOD AS - NUMBER OF VOTING SHARES

Proximar Seafood AS is a limited company subject to Norwegian legislation. There are in total 142,172,780 shares in the Company as of the date of this notice, and each share represents one vote.

Bergen, 8 April, 2025



Kjell-Erik Østdahl

Chair

Overview of attachments to this notice, also available on the company's website:

- |            |                                     |
|------------|-------------------------------------|
| Appendix 1 | Proxy Form                          |
| Appendix 2 | The nomination committee's proposal |

**PROXIMAR SEAFOOD AS**  
**POWER OF ATTORNEY**  
**ORDINARY GENERAL MEETING 23 APRIL 2025**



**Appendix 1**

Shareholders wishing to vote at the general meeting may send a proxy form by e-mail to [ir@proximar.com](mailto:ir@proximar.com).

The power of attorney must be dated and signed. The power of attorney should be received **no later than 16 April 2025 kl. 23:59 CET**.

The Undersigned hereby grants (please tick the relevant alternative):

☐ Kjell-Erik Østdahl or the person she appoints, or

☐ \_\_\_\_\_  
(Name of attorney in capitalised letters)

power of attorney to attend and vote for my/our shares at the general meeting of Proximar Seafood AS to be held on 23 April 2025. If the power of attorney form is submitted without stating the name of the attorney, the attorney will be deemed to have been given to Kjell-Erik Østdahl or the person he appoints.

The votes shall be cast in accordance with the instructions below. Please note that **if the alternatives below are not ticked off, this will be deemed to be an instruction to vote "in favour" of the proposals in the notice**, provided, however, that the attorney determines the voting to the extent proposals are put forward in addition to, instead of, or as adjustments to the proposals in the notice.

Agenda for the extraordinary general meeting	In favour	Against	Abstain	At the attorney's discretion
1. Election of a chairperson of the meeting and a person to co-sign the minutes				
2. Approval of the notice and the agenda				
3. Approval of the annual accounts and the Board of Directors' report for the financial year 2023 for Proximar Seafood AS, including distribution of dividends				
4. Approval of remuneration to the company's external auditor for 2023				
5. Authorisation to the Board of Directors to increase the share capital by up to 10%				
6. Election of Board Members				
7. Determination of remuneration to Board Members				
8. Election of Nomination Committee Members				
9. Determination of remuneration to Nomination Committee Members				

\_\_\_\_\_  
(The shareholder's name and address in capitalised letters)

\_\_\_\_\_  
Place

\_\_\_\_\_  
Date

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

If the shareholder is a company, please attach documentation in the form of certificate of registration, or separate power of attorney, if applicable, to this power of attorney.

**Nomination Committee's proposal for Board of Directors in  
Proximar Seafood AS**

The nomination committee is of the opinion that the Board of Directors, elected at the General Assembly in 2024, has functioned well and that the present Board Members have the relevant background and experience needed for the company at its present stage. This has been confirmed in discussions with the Board members and the management of Proximar Seafood AS.

The nomination committee therefore propose to the General Assembly:

**To re-elect Kjell-Erik Østdahl as Chair of the Board.**

**To re-elect Siri Vike as Board Member**

**To re-elect Elisabeth Adina Dyvik as Board Member**

**To re-elect Per Grieg as Board Member**

**To re-elect Viggo Halseth as Board Member**

The committee proposes to remunerate the chair of the board with NOK 480.000 and the members of the board with NOK 240.000 per year.

Up till now, no compensation has been paid to the members of the Nomination Committee. Starting in 2025 the Committee propose to remunerate the chair of the Nomination Committee with NOK 30.000 and the members with NOK 25.000.

The present members of the Nomination Committee, Helge Nielsen, Therese Log Bergjord and Eirik Bergh are all willing to accept re-election for another year.

On behalf of the Nomination Committee,

Helge Nielsen

(Chair of the Committee)

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