



PROXIMAR
SEAFOOD

To the shareholders of Proximar Seafood AS

NOTICE OF ANNUAL GENERAL MEETING

Thursday 30 April 2026 at 10:00 hours (CEST)

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 digitally and without physical attendance. The shareholders will be given possibility to follow the meeting and raise questions through Microsoft Teams. Further information on participation etc. is included below.

The general meeting will be opened by the chair of the board of directors, Viggo Halseth, 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 Viggo Halseth 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 2025 for Proximar Seafood AS, including distribution of dividends

The board of directors' proposed annual accounts and annual report for the financial year 2025, including the annual report of the board of directors and the auditor's report, are available on the following website: www.proximarseafood.com/investor/reports-and-presentations. The board of directors proposes that no dividends will be paid for the financial year 2025.

The board of directors proposes that the general meeting approves the annual accounts and the board of directors' report for the financial year 2025.

4 Approval of remuneration to the company's external auditor for 2025

The board of directors proposes that the remuneration of NOK 914,000 to the company's external auditor, Deloitte AS, for the financial year 2025 be approved. Information on other costs of Deloitte AS is included in note 5 to the annual accounts, 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 passes the following resolution on board authorisation:

- (i) The share capital may be increased by NOK 5,233,722.70 in total;*
- (ii) The authorisation shall apply until the Company's annual general meeting in 2027, but not further than until and including 30 June 2027;*
- (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 attached hereto as [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:

- Pål Selvik (Chair) – new chairperson
- Siri Vike – re-election
- Elisabeth Adina Dyvik – re-election
- Olav Refvik – new board member
- Nicolas Lucciarini – new board member

7 Determination of remuneration to Board Members

Reference is made to the nomination committee's proposal attached hereto as [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 attached hereto as [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 members:

- Helge Nielsen (Chair) – re-election
- Eirik Bergh – re-election
- Evy Vikene – new member

9 Determination of remuneration to Nomination Committee members

Reference is made to the nomination committee's proposal attached hereto as [Appendix 2](#). The board of directors proposes that the general meeting approves the recommendation.

PROXIMAR SEAFOOD AS - NUMBER OF VOTING SHARES

Proximar Seafood AS is a limited company subject to Norwegian legislation. There are in total 523,372,273 shares in the Company as of the date of this notice, and each share represents one vote.

RECORD DATE

Only those who are shareholders in the Company five (5) business days prior to the general meeting, i.e. on 23 April 2026 (the "**Record Date**") are entitled to attend and vote at the general meeting, cf. Section 4-4 (3) letter c of the Norwegian Limited Liability Companies Act. This means that shareholders who wish to attend and vote at the general meeting must be registered in the shareholders' register (Euronext Securities Oslo ("**VPS**")) at the Record Date or have reported and documented an acquisition as per the Record Date. Shares that are acquired after the Record Date do not entitle the holder to attend and vote at the general meeting for these shares.

DIGITAL MEETING – REGISTRATION OF ATTENDANCE

The general meeting will be held as a digital meeting and hence without physical attendance, cf. section 5-8 (4), cf. § 1-5 a of the Norwegian Private Limited Liability Companies Act, via the service provider Microsoft Teams.

All shareholders intending to attend the digital general meeting must notify the Company of their attendance **no later than 28 April 2026 at 23:59 hours (CEST)**, being two business days prior to the annual general meeting, pursuant to section 7 of the articles of association, section 4-4 (3) letter b of the Norwegian Private Limited Liability Companies Act and sections 5-3 (1) and (2) of the Norwegian Public Limited Liability Companies Act. Attendance may be registered by completing and submitting the registration or proxy form enclosed as Appendix 1 to this notice, in accordance with the instructions provided therein.

Shareholders who have registered will receive an invitation via Microsoft Teams.

NOMINEE REGISTERED SHARES

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 **28 April 2026 at 23:59 hours (CEST)**). 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 may authorize the chair of the board of directors (or whomever he authorizes) or another person to vote for its shares. Proxies may be submitted 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 of directors requires shareholders to submit proxies so they are received **no later than 28 April 2026 at 23:59 hours (CEST)**.

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.

OTHER INFORMATION

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.

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.

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.

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

Bergen, 16 April 2026

Viggo Halseth

Chair

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

- Appendix 1 Attendance slip and proxy forms
- Appendix 2 The nomination committee's proposal

Proxy with voting instructions for the annual general meeting of Proximar Seafood AS on 30 April 2026

If you are unable to attend the annual general meeting in person, you may use this proxy form to give voting instructions to the chairman of the board of directors or the person authorized by him.

Powers of attorney with voting instructions are registered by completing this form and sending it by email to ir@proximar.com.

The power of attorney must be dated and signed. The power of attorney should be received **no later than 28 April 2026 23:59 hours (CEST)**.

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

Viggo Halseth or the person he 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 30 April 2026. 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 Viggo Halseth 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 annual 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 2025 for Proximar Seafood AS, including distribution of dividends				
4. Approval of remuneration to the company's external auditor for 2025				
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 the general meeting in
Proximar Seafood AS**

Board of directors:

The nomination committee propose to the general meeting:

To elect Pål Selvik as new chair of the board;

To re-elect Siri Vike and Elisabeth Adina Dyvik as board members; and

To elect Olav Refvik and Nicolas Lucciarini as a new board members.

The committee proposes to remunerate the chair of the board with NOK 500,000 and the members of the board with NOK 250,000 per year.

Nomination committee:

The nomination committee propose to the general meeting:

To re-elect Helge Nielsen (Chair) and Eirik Bergh for the committee.

To elect Evy Vikene as new member of the committee.

The committee proposes to remunerate the chair of the committee with NOK 50,000 and the members with NOK 25,000

On behalf of the Nomination Committee,
Helge Nielsen
(Chair of the Committee)