



PROXIMAR
SEAFOOD

[Office translation]

MINUTES FROM ANNUAL GENERAL MEETING

Held on Wednesday 17 April 2024 at 10:00 hours (CET). The general meeting was held electronically.

The general meeting was opened by the chair of the Board of Directors, Katrine Trovik, who recorded attendance of present shareholders and proxies. The record, including the number of shares and votes represented, is included as Appendix 1 to these minutes. In total, 84,376,222 shares were represented at the general meeting, equalling 59.3 % of the total number of issued shares and votes.

The following matters were on the agenda:

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

Katrine Trovik was elected to chair the meeting and Bjørn-Thore Epland was elected to co-sign the minutes.

2 Approval of the notice and agenda

In accordance with the Board of Directors' proposal, the general meeting passed 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 2023 for Proximar Seafood AS, including distribution of dividends

In accordance with the Board of Directors' proposal, the General Meeting adopted the following resolution:

No dividends will be paid for the financial year 2023. The General Meeting approves the annual accounts and the Board of Directors' report for the financial year 2023 for Proximar Seafood AS.

4 Approval of remuneration to the company's external auditor for 2023

In accordance with the Board of Directors' proposal, the General Meeting adopted the following resolution:

The remuneration of NOK 784,000 to the company's external auditor, Deloitte AS, for the financial year 2023 is approved.

5 Election of Board Members

In accordance with the Board of Directors' proposal, the General Meeting adopted the following resolution:

The General Meeting elected the following board members:

- *Kjell-Erik Østdahl (Chair)*
- *Yasumitsu Himeno*
- *Siri Vike*
- *Elisabeth Adina Dyvik*
- *Per Grieg*
- *Viggo Halseth*

6 Determination of remuneration to Board Members

In accordance with the Board of Directors' proposal, the General Meeting adopted the following resolution:

The General Meeting approves the recommendation of remuneration to Board Members.

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

In accordance with the Board of Directors' proposal, the General Meeting adopted 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 2025, but not further than until and including 30 June 2025;*
- (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.*

8 Update of the Company's Option Scheme

In accordance with the Board of Directors' proposal, the General Meeting adopted the following resolution on the updated option scheme:

The general meeting approves the updated option scheme with the addition that new options going forward shall be issued at market price + 25% at the time of grant, but the first grant of options following the present General Meeting may be set at a strike as determined by the Board but in no event below market price at the time of grant. New options issued are to be subject to 3 years vesting, 1/3 of the options vesting annually.

9 Authorisation to the Board of Directors to increase the share capital by issuance of new shares to employees

In accordance with the Board of Directors' proposal, the General Meeting adopted the following resolution on board authorisation:

- (i) Pursuant to Section 10-14 of the Companies Act, the Board of Directors is granted an authorisation to increase the Company's share capital, in one or more rounds, by up to NOK 710,864.
- (ii) The shareholders' preferential right to subscribe for the new shares pursuant to Section 10-4 of the Companies Act may be deviated from.
- (iii) The authorisation comprises share capital increases against contribution in kind and the right to incur specific obligations on behalf of the Company, cf. Section 10-2 of the Companies Act.
- (iv) The authorisation does not cover share capital increases in connection with mergers pursuant to Section 13-5 of the Companies Act.
- (v) The authorisation shall be effective from the date it is registered in the Norwegian Register of Business Enterprises and shall be valid for two years, but not further than until and including 17 April 2026.

There were no further matters to be discussed and the general meeting was adjourned.

Bergen, April 17 2024



Katrine Trovik

Chair



Bjørn-Thore Epland

Co-signer

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

- Appendix 1 Record of shareholders represented at the General Meeting
- Appendix 2 Number of shares and votes represented
- Appendix 3 Voting results

Representerliste PROXIMAR SEAFOOD AS 17.04.2024

Firma/ettemavn	Fornavn	Beholding	Repr. Som	Stemmemaal
Wimpff	Florian	56 239	Egne aksjer	
OLSEN	OTTAR	223 762	Egne aksjer	
NORDIC DELTA AS	-	500 000	Egne aksjer	
DAIMYO INVEST AS	-	6 962 703	Egne aksjer	
Myrlid AS	-	8 318 257	Egne aksjer	
LUNDE	VIVIAN	95 000	Egne aksjer	
NORDFJORD AS	-	9 000 000	Egne aksjer	
GUNDERSEN	HARALD	20 000	Fullmakt	
HELIDA AS	-	7 042 000	Fullmakt	
Barnebarnene AS	-	50 000	Fullmakt	
WILLUMSEN	OLE CHRISTIAN	603 000	Fullmakt	
HALSETH	VIGGO	48 250	Fullmakt	
VHAL AS	-	75 000	Fullmakt	
WITTBANK INVEST AS	-	900 000	Fullmakt	
HEGGELUND	JAN	3 531 493	Fullmakt	
RISTORA AS	-	2 029 965	Fullmakt	
LEGE RONALDO REYES AS	-	16 500	Fullmakt	
WIDNES	JOHN ERIK	60 700	Fullmakt	
HALVORSEN	KRISTIAN SIGURD	1 267	Fullmakt	
IFM Independent Fund Manag	-	7 900 000	Fullmakt	
KVASSHOVD AS	-	2 090 000	Fullmakt	
BIRKENES	MARIUS FORTUN	147 747	Fullmakt	
LOYDEN AS	-	3 555 000	Egne aksjer	
M. PAULEN AS	-	4 355 313	Fullmakt	
M PAULEN HOLDING AS	-	1 308 731	Fullmakt	
PAULEN	BJØRN OLAV	916 859	Fullmakt	
KVASSHØGDI AS	-	7 244 844	Egne aksjer	
GRIEG KAPITAL AS	-	15 480 049	Fullmakt	
SULEFJELL AS	-	1 843 543	Fullmakt	

Totalt representert

ISIN:	NO0010893902	PROXIMAR SEAFOOD AS
Generalforsamlingsdato:	17.04.2024	10.00
Dagens dato:	17.04.2024	

Antall stemmeberettigede personer oppmøtt: 9

	Antall aksjer	% kapital
Total aksjer	142 172 780	
- selskapets egne aksjer	-	
Totalt stemmeberettiget aksjer	142 172 780	
Representert ved egne aksjer	35 955 805	25,29 %
Sum egne aksjer	35 955 805	25,29 %
Representert ved fullmakt	48 420 417	34,06 %
Sum fullmakter	48 420 417	34,06 %
Totalt representert stemmerberettiget	84 376 222	59,35 %
Totalt representert av AK	84 376 222	59,35 %

Protokoll for generalforsamling PROXIMAR SEAFOOD AS

ISIN:	NO0010893902 PROXIMAR SEAFOOD AS				
Generalforsamlingsdato:	17.04.2024 10.00				
Dagens dato:	17.04.2024				

Aksjeklasse	For	Mot	Avgitte	Avstår	Ikke avgitt	Stemmeberettigede representerte aksjer
Sak 1 Valg av møteleder og person til å medundertegne protokollen						
Antall	84 376 222	0	84 376 222	0	0	84 376 222
% avgitte stemmer	100 %	0 %		0 %		
% representert AK	100 %	0 %		0 %		
% total AK	59,35 %	0,00 %	59,35 %	0,00 %	0,00 %	
Sak 2 Godkjenning av innkalling og dagsorden						
Antall	84 376 222	0	84 376 222	0	0	84 376 222
% avgitte stemmer	100 %	0 %		0 %		
% representert AK	100 %	0 %		0 %		
% total AK	59,35 %	0,00 %	59,35 %	0,00 %	0,00 %	
Sak 3 Godkjennelse av årsregnskap og årsberetning for regnskapsåret 2023 for						
Proximar Seafood AS, herunder utdeling av utbytte						
Antall	84 376 222	0	84 376 222	0	0	84 376 222
% avgitte stemmer	100 %	0 %		0 %		
% representert AK	100 %	0 %		0 %		
% total AK	59,35 %	0,00 %	59,35 %	0,00 %	0,00 %	
Sak 4 Godkjennelse av godtgjørelse til selskapets eksterne revisor for 2023						
Antall	84 376 222	0	84 376 222	0	0	84 376 222
% avgitte stemmer	100 %	0 %		0 %		
% representert AK	100 %	0 %		0 %		
% total AK	59,35 %	0,00 %	59,35 %	0,00 %	0,00 %	
Sak 5 Valg av styremedlemmer						
Antall	84 376 222	0	84 376 222	0	0	84 376 222
% avgitte stemmer	100 %	0 %		0 %		
% representert AK	100 %	0 %		0 %		
% total AK	59,35 %	0,00 %	59,35 %	0,00 %	0,00 %	
Sak 6 Fastsettelse av godtgjørelse til styremedlemmer						
Antall	84 376 222	0	84 376 222	0	0	84 376 222
% avgitte stemmer	100 %	0 %		0 %		
% representert AK	100 %	0 %		0 %		
% total AK	59,35 %	0,00 %	59,35 %	0,00 %	0,00 %	
Sak 7 Fullmakt til styret til å forhøye aksjekapitalen med opptil 10%						
Antall	76 689 757	7 686 465	84 376 222	0	0	84 376 222
% avgitte stemmer	91 %	9 %		0 %		
% representert AK	91 %	9 %		0 %		
% total AK	53,94 %	5,41 %	59,35 %	0,00 %	0,00 %	
Sak 8 Oppdatering av Selskapets opsjonsprogram						
Antall	84 376 222	0	84 376 222	0	0	84 376 222
Alt 1: Styrets forslag	16 677 672	0	16 677 672	0	0	16 677 672
Alt 2: Alle nye opsjoner til markedskurs + 25%	7 742 704	0	7 742 704	0	0	7 742 704
Alt 3: Som alt 2, men fullmakt på første tildeling til minimum marked	59 955 846	0	59 955 846	0	0	59 955 846
% avgitte stemmer	100 %	0 %		0 %		
% representert AK	100 %	0 %		0 %		
% total AK	59,35 %	0,00 %	59,35 %	0,00 %	0,00 %	
Sak 9 Fullmakt til styret til å forhøye aksjekapitalen ved utstedelse av nye aksjer tilansatte						
Antall	84 376 222	0	84 376 222	0	0	84 376 222
% avgitte stemmer	100 %	0 %		0 %		
% representert AK	100 %	0 %		0 %		
% total AK	59,35 %	0,00 %	59,35 %	0,00 %	0,00 %	