



To the shareholders of AUSTEVOLL SEAFOOD ASA

## **NOTICE OF ORDINARY GENERAL MEETING**

You are hereby invited to attend the Ordinary General Meeting of AUSTEVOLL SEAFOOD ASA on

**Thursday 28 May 2026, at 10:00 CEST.**

The General Meeting will be held as digital meeting with no physical attendance for shareholders. Participation and voting takes place in digital meeting via DNB LUMI AGM with log in and registration from 9:30 CEST. For further information, please see the guide on the company's website [www.auss.no](http://www.auss.no).

The agenda is as follows:

- 1. Opening of the General Meeting by the Chair of the Board of Directors, Helge Singelstad**
- 2. Election of person to chair the meeting.**
- 3. Election of a person to co-sign the minutes of the General Meeting.**
- 4. Approval of notice and agenda.**
- 5. Approval of annual accounts and Board of Directors' report for 2025. Proposal of dividend payment to the shareholders.**
- 6. Report regarding corporate governance.**
- 7. Stipulation of remuneration to the members of the Board of Directors, Audit and Social Responsibility and Sustainability Committee and Nomination Committee for the period 2026/2027. Stipulation of remuneration to the Company's Auditor for 2025.**
- 8. Election of members of the Board of Directors and the Nomination Committee.**
- 9. Authorisation to increase the Company's share capital.**
- 10. Authorisation to purchase own shares.**
- 11. Remuneration report for senior executives.**
- 12. Proposed amendment to the articles of association**

At the time the notice to the General Meeting was issued, the company's share capital totalled NOK 101,358,687 divided by 202,717,374 shares each with a nominal value of NOK 0.50. Each share holds one vote.

Any shareholder has the right to propose alternative resolutions to the proposals from the Board of Directors. Furthermore, the shareholders may also propose that additional matters shall be considered at the Annual General Meeting, provided that the shareholders notify the Company in writing of such additional matters at least four weeks prior to the date of the Annual General Meeting. The General Meeting may, pursuant to Section 5-14 (1) of the Norwegian Public Limited Liability Companies Act (allmennaksjeloven), only address matters that are included in the notice. Matters of which the Company has been notified after the said deadline will therefore normally not be considered. However, the following matters can still be addressed according to section 5-14 (2) of the Norwegian Public Limited Liability Companies Act (allmennaksjeloven); (i) matters which pursuant to law or the articles of association shall be dealt with in the meeting, (ii) proposals for investigation, and (iii) a resolution to convene for a new general meeting to decide any proposals submitted at the meeting.



Furthermore, the shareholders have the right to request information from the Board of Directors and the CEO pursuant to the provisions of section 5-15 of the Norwegian Public Limited Liability Companies Act (allmennaksjeloven).

When electing Board or Committee members, the shareholders will in general have the opportunity to vote either for or against each candidate recommended by the Nomination Committee or the Board as the case may be.

### **Participation**

The General Meeting will be held as a digital meeting with the possibility of participation online with PC, phone or tablet through the DNB's Lumi-system. See guide for online participation on the Company's website [www.auss.no](http://www.auss.no).

In accordance with article 8 of the Company's Articles of Association there is a requirement for registration for attendance, and shareholders that wish to participate online in the General Meeting must register participation within 16:00 CEST on 26 May 2026. Shareholders not complying with the deadline for attendance will still be able to log on to the general meeting, but will not have the opportunity to vote on the items.

In accordance with section 5-2 (1) of the Norwegian Public Limited Liability Companies Act, only shareholders in the Company as of 20 May 2026 (five business days prior to the general meeting) have the right to participate and vote at the General Meeting (record date).

A list of the Company's shareholders is available here: [www.aksjeeierregisteret.no/](http://www.aksjeeierregisteret.no/). Access the portal by logging in with BankID. Individuals outside Norway, Sweden, and Denmark can contact Euronext Securities Oslo (VPS) via email at [psp@euronext.com](mailto:psp@euronext.com) to create an account.

### **Advance vote and proxy**

In accordance with the regulations regarding advance voting in article 10 of the Articles of Association, we request that all shareholders who intend to vote in advance to do so electronically through the Company's website [www.auss.no](http://www.auss.no) (use ref and pin code) or through VPS Investor Services.

We request that all shareholders who intend to give proxy to do so through the Company's website [www.auss.no](http://www.auss.no) or through VPS Investor Services. Alternatively you may send by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway.

### **Advanced votes/proxy must be received no later than 26 May 2026 at 16:00 CEST.**

Detailed instructions for advance voting and voting by proxy are provided in the attached voting and proxy form.

Shareholders have the right to bring an advisor and may grant the right to speak to one advisor at the general meeting.

### **Shares held in custodian accounts**

According to the Norwegian Public Limited Liability Companies Act § 1-8, as well as regulations on intermediaries covered by the Central Securities Act § 4-5 and related implementing regulations, notice is sent to custodians who pass on to shareholders for whom they hold shares. Shareholders must communicate



with their custodians, who is responsible for conveying votes, proxies or enrollment. Custodians must according to Section 5-3 of the Norwegian Public Limited Liability Companies Act register this with the company no later than 2 working days before the general meeting.

A list of Beneficial Owners of Nominee registered shares as of 19 March 2026 is available on the company's website [www.auss.no/investor/share/shareholders/](http://www.auss.no/investor/share/shareholders/)

### **Documents**

In accordance with article 9 of the Articles of Association, documents that are to be handled at the general meeting is displayed on the company's website [www.auss.no](http://www.auss.no) and are consequently not distributed together with the notice. Nevertheless, each shareholder has the right to have the documents sent to him or her free of charge, upon request to the company. Shareholders may request the documents from the company by e-mail to [info@auss.no](mailto:info@auss.no) or by mail to Austevoll Seafood ASA, Alfabygget, 5392 Storeboe, Norway.

Shareholders who receive this notice in paper form are encouraged to make a "green" choice by consenting to electronic communication for future general meetings. This can be done by logging in to VPS Investor Services and accepting electronic communication.

Storebø, 7 May 2026

Yours sincerely,  
**AUSTEVOLL SEAFOOD ASA**

Helge Singelstad  
Chair of the Board



Regarding item 5 on the agenda:

**Approval of annual accounts and Board of Directors' report for 2025. Proposal of dividend payment to the shareholders.**

In accordance with article 9 of the Articles of Association, documents that are to be handled at the general meeting is displayed on the company's website [www.auss.no](http://www.auss.no) and are consequently not distributed together with the notice. Nevertheless, each shareholder has the right to have the documents sent to him or her free of charge, upon request to the company. Shareholders may request the documents from the company by e-mail to [info@auss.no](mailto:info@auss.no) or by post to Austevoll Seafood ASA, Alfabygget, 5392 Storeboe, Norway.

The Board of Directors proposes that the General Meeting passes the following resolution:

***"The Company's annual accounts and the Board of Directors' report, the Board's proposal for allocation of results for 2025 are approved."***

**Proposal regarding payment of dividends to the shareholders:**

The Board of Directors intends to propose a dividend of NOK 6.50 per share to the Annual General Meeting, totalling NOK 1,317,662,931.

***"The Company shall pay dividends to its shareholders in the total amount of NOK 1,317,662,931, equivalent to NOK 6.50 per share. The distribution shall take place by paying equal amounts per share to those registered as shareholders of Austevoll Seafood ASA as of 28 May 2026. The shares of the Company shall be traded ex dividend from and including 29 May 2026. The dividends shall be paid out to the shareholders on around 12 June 2026."***

***NOK 1,311,856,481 shall be transferred from other equity. Of the total dividend NOK 5,806,450 are related to the Company's own treasury shares, and as such not paid out."***

Regarding item 6 on the agenda:

**Report regarding corporate governance**

The Board of Directors makes reference to the provisions of Section 2-9 of the Norwegian Accounting Act which stipulates that Listed Companies, shall provide a report on the principles and practices for corporate governance in the Board of Directors' report or in a separate document to which reference is made in the Board of Directors' report.

The Board of Directors also makes reference to Section 5-6 (5) of the Norwegian Public Limited Liability Companies Act which stipulates that companies with a statutory obligation to provide such a report on corporate governance, shall also discuss this report during the annual general meeting.

AUSS complies with the Norwegian recommendation for corporate governance and published in the Norwegian Code of Practice for Corporate Governance (NUES, available on [www.nues.no](http://www.nues.no)), with latest amendments 28 August 2025.



The recommended code of practice shall help clarify the distribution of roles among shareholders, board members and management, in addition to that required by legislation. The code of practice is based on the “comply or explain” principle which also forms the basis for the company's report.

In the Board of Directors' report for 2025, the company has described its principles and practice for corporate governance, and the Board of Directors therefore makes reference to the report provided in the Board of Directors' report, and the separate chapter in the company's annual report on corporate governance. The Annual General Meeting shall not vote on the report, and consequently it is submitted for information purposes.

**Regarding item 7 on the agenda:**

**Stipulation of remuneration to the members of the Board of Directors, Audit and Social Responsibility and Sustainability Committee and Nomination Committee for the period 2026/2027. Stipulation of remuneration to the company's Auditor for 2025.**

It is proposed that the company's Annual General Meeting for 2026 stipulates remuneration for the period 2026/2027.

**The Nomination Committee has made the following recommendations for stipulation of remuneration:**

The Nomination Committee proposes that remuneration to the members of the Board of Directors, Audit and Social Responsibility and Sustainability Committee and Nomination Committee be increased by 5% compared to remuneration approved at the general meeting in 2025.

**a)** The committee recommends that the remuneration for the members of the Board of Directors for the period 2026/2027 shall be stipulated as follows:

To the Chair	NOK 600,000
To the Board members	NOK 420,000

**b)** The committee recommends that the remuneration for the members of the Audit and Social Responsibility and Sustainability Committee for the period 2026/2027 shall be stipulated as follows:

To the Chair	NOK 105,000
To the other members	NOK 74,000

**c)** The committee recommends that the remuneration for the members of the Nomination Committee for the period 2026/2027 shall be stipulated as follows:

To the Chair and the other members	NOK 47,000
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The Nomination Committee of Austevoll Seafood ASA  
8 April 2026

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Hilde Drønen (s)

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Nils Petter Hollekim (s)

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Nina Sandnes (s)



**The Board makes the following proposals:**

- d) The Board of Directors recommends that the Auditor's fee for 2025 shall be covered in accordance with the amount stated in Note 5 in the Annual accounts 2025 for Austevoll Seafood ASA (parent company).

**Regarding item 8 on the agenda:**

**Election of members of the Board of Directors and the Nomination Committee.**

**8.1: Election of members of the Board of Directors.**

The following recommendations have been received from the Nomination Committee:

Chair of the Board Helge Singelstad and the Board members Helge Møgster, Lill Maren Møgster, Petter Dragesund and Hege Charlotte Bakken, of which the latter two members are defined as independent, are up for election this year. The Board members that are up for election this year have all agreed to re-election.

For information about the background and competence of the Board members, reference is made to information given in the annual report and on the company's website.

The Nomination Committee has met with the Chair of the Board and received a review of the Board's work and the most recent board evaluation. The Committee has not received any proposals from the Company's shareholders regarding changes to the Board or its composition. As part of the Committee's work in 2026, two meetings of the Nomination Committee were held.

Based on an assessment of the experience and competence of all the board members, and the work the Board as a whole has done as a corporate body, the Nomination Committee proposes that the board members standing for election be re-elected.

Accordingly, the following are proposed for election for a period of two years:

- a. Helge Singelstad, Chair of the Board.
- b. Helge Møgster, Board member.
- c. Lill Maren Møgster, Board member.
- d. Petter Dragesund, Board member (independent Board member).
- e. Hege Charlotte Bakken, Board member (independent Board member).

If the general meeting follows the committee's recommendation, the board will have the following shareholder-elected board members:

	Elected to:
Helge Singelstad, Chair of the Board	2028
Helge Møgster, Board member	2028
Lill Maren Møgster, Board member	2028
Petter Dragesund, Board member (independent Board member)	2028
Hege Charlotte Bakken, Board member (independent Board member)	2028
Siren M. Grønhaug, Board member	2027
Eirik Drønen Melingen, Board member	2027
Hege Solbakken, Board member (independent Board member)	2027



With this composition, the Board will have eight shareholder-elected board members, of which 50 % women and 50 % men.

## **8.2: Election of members of the Nomination Committee.**

Hilde Drønen, Chair and Nils Petter Hollekim are up for election, and they have both agreed to re-election.

Accordingly, the following is proposed for election for a period of two years:

- a. Hilde Drønen, Chair of the Nomination Committee.
- b. Nils Petter Hollekim, member of the Nomination Committee.

If the general meeting follows the committee's recommendation, the Nomination Committee will consist of:

	Elected to:
Hilde Drønen, Chair	2028
Nils Petter Hollekim	2028
Nina Sandnes	2027

The Nomination Committee of Austevoll Seafood ASA  
8 April 2026

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Hilde Drønen (s)

Nils Petter Hollekim (s)

Nina Sandnes (s)

**Regarding item 9 on the agenda:**

### **Authorisation to increase the company's share capital**

The Board of Directors presents the following proposal for authorisation for the Board of Directors to increase the company's share capital:

1. The Board of Directors is granted authorisation to increase the company's share capital by up to NOK 10,135,868 by the subscription and issue of up to 20,271,737 shares each with a nominal value of NOK 0.50.
2. This authorisation shall be valid until the date of the company's Ordinary General Meeting in 2027, but not later than 30 June 2027.
3. The shareholders' pre-emptive right to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from.
4. The authorisation covers share capital increases against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act.
5. The authorisation does not comprise the resolution regarding mergers pursuant to Section 13-5 of the Norwegian Public Limited Liability Companies Act.
6. The Board of Directors shall be authorised to carry out the amendments to the Articles of Association necessitated by the share capital increase.



This proposal has been made on the grounds that the Board of Directors requires necessary freedom of action, under appropriate circumstances, to quickly access new capital for the financing of new purchases, acquisitions etc., or to issue new shares as a form of payment for potential acquisitions. Given the purpose of the authorisation, the board of directors must be authorised to deviate from the shareholders' preemptive right to the new shares.

#### **Regarding item 10 on the agenda:**

##### **Authorisation to purchase own shares**

The Board of Directors presents the following proposal to the General Meeting regarding authorisation for purchase of the company's own shares:

1. The Board of Directors is granted authorisation to acquire up to 10% of the company's shares, in accordance with the regulations in the Norwegian Public Limited Liability Companies Act Chapter 9 II.
2. The highest nominal value of the shares which the Board of Directors is authorised to acquire is NOK 10,135,868. The lowest price which can be paid per share is NOK 20, and the highest price is NOK 200 per share.
3. In order to use of the authorisation, the company must have sufficient equity as set out in Section 9-3 of the Norwegian Public Limited Liability Companies Act, cf. Section 8-1.
4. Within the framework of the Norwegian Public Limited Liability Companies Act, the Board of Directors is granted the authorisation to decide upon how to acquire and divest own shares, paying due consideration to the equal rights principle.
5. This authorisation shall be valid until the date of the company's Ordinary General Meeting in 2027, but not later than 30 June 2027.

This proposal has in main been made on the grounds that own shares can, based on requirement, be used as a form of payment for potential acquisitions of other companies and similar.

#### **Regarding item 11 on the agenda:**

##### **Remuneration report for senior executives**

Reference is made to the guidelines on salary and other remuneration to senior executives, cf. the Norwegian Public Limited Liability Companies Act Section 6-16 a. The guidelines were approved by the annual General Meeting in 2025. The guidelines are available on <https://www.auss.no/investor/governance/remuneration-guidelines/>

In accordance with section 6-16 b of the Norwegian Public Limited Liability Companies Act, the board of directors has prepared a report regarding remuneration of Company's senior executives. The report has been reviewed by the Company's auditor in accordance with section 6-16 b fourth paragraph. The report is available at the Company's website [www.auss.no](http://www.auss.no). The General Meeting shall deal with the report in accordance with the Section 5-6 (4) of the Norwegian Public Limited Liability Companies Act by way of an advisory vote.



The board of directors proposes that the general meeting endorses the report.

**Regarding item 12 on the agenda:**

**Proposed amendment to the articles of association**

Amendment of article 6 of the Articles of Association

New acts on the Central Coordinating Register for Legal Entities and the Register of Business Enterprises from 1 January 2026 will affect the registered role as Deputy Chair of the Board in the Brønnøysund Register Centre. From 1 January 2026, it will no longer be possible to register a Deputy Chair in the Central Coordinating Register for Legal Entities. In the Register of Business Enterprises, a Deputy Chair can only be registered when it is required by law. For companies as Austevoll Seafood ASA, who do not need to have a deputy chair registered, the role of the deputy chair is changed to board member in the Central Coordinating Register for Legal Entities and in the Register of Business Enterprises.

Due to the changes in the Central Coordinating Register for Legal Entities and the Register of Business Enterprises with effect from 1 January 2026, the Board of Directors proposes the General Meeting to adopt the following resolution to amend the Articles of Association:

*Article 6 of the company's Articles of Association will be amended from:*

*«The Board of Directors of the company shall consist of 5-9 Directors. The Chairman and the Deputy Chairman of the Board of Directors shall be elected by the General Meeting.*

*The Chairman and the Deputy Chairman of the Board of Directors separately, or any two Directors jointly, may sign for and on behalf of the Company. The Board of Directors may appoint a general manager and grant proxy.*

*The Company shall have an Election Committee which shall make proposals for election of Board Members to the General Meeting of Shareholders. The Election Committee shall consist of 3 members, who shall be elected by the General Meeting of Shareholders with a service period of 2 years.»*

to:

*"The Board of Directors of the company shall consist of 5-9 Directors. The Chair of the Board of Directors shall be elected by the General Meeting.*

*The Chair of the Board of Directors separately, or any two Directors jointly, may sign for and on behalf of the Company. The Board of Directors may appoint a general manager and grant proxy.*

*The Company shall have an Election Committee which shall make proposals for election of Board Members to the General Meeting of Shareholders. The Election Committee shall consist of 3 members, who shall be elected by the General Meeting of Shareholders with a service period of 2 years."*

**(Translation, not official).**

The amendment to the Articles of Association will enter into force when the resolution is adopted by the General Meeting.



Ref.no.:

Pin code:

**Notice of Ordinary General Meeting**

Ordinary General Meeting of Austevoll Seafood ASA will be held on 28 May 2026 at 10:00 CEST as a digital meeting.

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered in Euronext Securities Oslo (ESO) per Record Date: 20 May 2026.

**The deadline for enrollment, advance votes, proxy and instructions is 26 May 2026 at 16:00 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://www.auss.no> 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 register

**Step 2 – The general meeting day:**

**Online participation:** Please login through: <https://dnb.lumiconnect.com/100-052-533-216>

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 – 15:30 CEST).

If you log in after the meeting has started, 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](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 **26 May 2026 at 16:00 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 Austevoll 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 authorizes (mark "For", "Against" or "Abstain" on the individual items below if you want the Proxy to be with instructions)
- Advance votes ("For", "Against" or "Abstain" on the individual items below)
- Open proxy to the following person (do not mark the 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 – 15:30 CEST) 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 General Meeting 2026		For	Against	Abstain
2	Election of person to chair the meeting			
3	Election of a person to co-sign the minutes			
4	Approval of notice and agenda			
5	Approval of annual accounts and Board of Directors' report for 2025. Dividend payment.			
6	Report regarding corporate governance	No voting		
7	Stipulation of remuneration.	No voting		
7 a)	Remuneration to the Board Members for 2026/2027			
7 b)	Remuneration to the Audit and Social Responsibility and Sustainability Committee for 2026/2027			
7 c)	Remuneration to the Nomination Committee for 2026/2027			
7 d)	Remuneration to the Company's Auditor for 2025			
8	Elections	No voting		
8.1	Board of Directors	No voting		
8.1 a)	Helge Singelstad, Chair of the Board			
8.1 b)	Helge Møgster, Board member			
8.1 c)	Lill Maren Møgster, Board member			
8.1 d)	Petter Dragesund, Board member			
8.1 e)	Hege Charlotte Bakken, Board member			
8.2	Nomination Committee	No voting		
8.2 a)	Hilde Drønen, Chair			
8.2 b)	Nils Petter Hollekim, Committee member			
9	Authorisation to increase the company's share capital			
10	Authorisation to purchase own shares			
11	Remuneration report for senior executives			
12	Proposed amendment to the articles of association			

**The form must be dated and signed**

Place

Date

Shareholder's signature