

Norway Royal Salmon ASA

Notice in accordance with section 3-19 of the Public Limited Liability Companies Act

This notice is issued by the Board of Directors of Norway Royal Salmon ASA, company registration number 864 234 232 (the "**Company**") in accordance with section 3-19 of the Public Limited Liability Companies Act.

The Company's wholly owned subsidiary, NRS Farming AS, as the buyer, has concluded a share purchase agreement dated 11 January 2022 (the "**Agreement**") with NTS ASA, as the seller, and the Company as the issuer of shares, for the purchase of all the shares (the "**Shares**") in SalmoNor AS ("**SalmoNor**").

The Agreement falls within the requirement to publish notice of significant agreements according to section 3-19 of the Public Limited Liability Companies Act, as i) NTS ASA owns approx. 68.14% of the shares in the Company and ii) NRS Farming AS' obligations under the Agreement exceed the threshold value in section 3-19 second subsection of the Public Limited Liability Companies Act.

The board members representing NTS ASA have declared themselves disqualified and have not participated in the consideration of this transaction. Therefore, they will not sign this notice.

Following negotiations, NRS Farming AS and NTS ASA have agreed on an enterprise value of NOK 8,297,000,000. Based on this, the parties have agreed a purchase price for the Shares of NOK 6,350,000,000, divided into a cash consideration of NOK 2,025,650,000 and a share consideration of NOK 4,324,350,000 (the "**Consideration**"). The Consideration is based on SalmoNor having i) a net debt of NOK 1,947,000,000 and ii) a biomass in the sea of 18,836 tonnes live weight. In addition, NOK 100,000,000 of the Consideration is conditional on SalmoNor's R&D licenses being extended until 17 October 2025.

Prior to the completion of the transaction, NTS ASA shall submit updated estimates that will decide the settlement upon completion and the distribution between the cash consideration and the share consideration. In the event of deviations in the above assumptions between updated estimates and the situation on the agreed adjustment date, 31 March 2022, the Consideration shall be adjusted accordingly.

The Consideration shall be financed, in whole or in part, through a share issue in the Company. A part of the share issuance corresponding to the share consideration will take place through a contribution in kind from NTS ASA. The remaining part of the share issuance will take place through cash contribution from external investors. The subscription price for the new shares in the Company shall be the same for both parts of the share issuance.

The independent Board of Directors of the Company has considered the agreed enterprise value and the purchase price for the Shares in light of various valuation methods, including a present value calculation of licenses, a relative multiple analysis against comparable companies and previous similar transactions. In addition, the independent Board of Directors of the Company has also received an independent fairness opinion from ABG Sundal Collier ASA dated 13 January 2022, which concludes that the valuation of SalmoNor is fair from a financial point of view.

SalmoNor is a fully integrated fish farming company with an attractive license portfolio in production area 7 in Central Norway and has an estimated harvest volume of 36,500 tonnes in 2022 and 39,000 tonnes in 2023 (HOG). Over time, SalmoNor has delivered strong operational results and the independent Board of Directors sees great potential by combining the two companies and creating a fully integrated salmon farmer of a significant size with an attractive license portfolio in farming regions with good profitability. The Board of Directors sees a clearly strategic rationale in combining the best practices of both companies to improve the performance and profitability of hatcheries, food fish, development licenses and sales. The merged company will be in a solid position to take advantage of the significant organic growth opportunities that exist in SalmoNor and the Company.

[Signature page follows]

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Trondheim, 14 January 2022

Trude Olafsen
Board Member

Grete Rekkebo Brovoll
Board Member

Karl Johan Bakken
Board Member

Ingri Marie Sivertsen
Board Member