



SHAREHOLDERS OF  
NORWAY ROYAL SALMON ASA

Trondheim, 5 October 2022

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given of Extraordinary General Meeting in Norway Royal Salmon ASA (the "Company")

**Friday 28 October 2022 – at 10:00 a.m.**

**The General Meeting will be held as a digital meeting. Further information follows below.**

The meeting will be opened by the Chairman of the Board, Paal E. Johnsen.

After the opening of the meeting, a list of attending shareholders and approved proxies will be registered.

Agenda:

- Item 1** Election of a chairperson and a person to countersign the minutes of the General Meeting together with the chairperson
- Item 2** Approval of the notice and proposed agenda
- Item 3** Removal of deadline for merger with SalMar ASA

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Norway Royal Salmon ASA has a share capital of NOK 43,572,191 divided on 43,572,191 shares, each with a nominal value of NOK 1.00. Each share entitles its holder to cast one vote at the General Meetings of the Company. The right to attend and vote at the general meeting can only be exercised when the acquisition of shares has been registered in the Norwegian Central Securities Depository (VPS) no later than the fifth working day before the General Meeting (the registration date). Norway Royal Salmon ASA holds 197,495 treasury shares.

The shareholders have the following rights in connection with the Company's General Meeting:

- The right to attend the General Meeting electronically, either personally or by proxy
- The right to speak at the General Meeting (through written messages)
- The right to bring an advisor and give one advisor the right to speak (through written messages)
- The right to require information from the members of the board and the CEO on matters that might affect the assessment of (i) the approval of the annual accounts

and annual report, (ii) matters to be decided upon by the shareholders and (iii) the financial state of the Company, including the business of other companies in which the Company participates, and other matters to be discussed by the General Meeting, unless the information required cannot be disclosed without such disclosure causing disproportionate damage to the Company.

- The right to discuss matters at the General Meeting that the relevant shareholder has reported to the board of directors in writing no later than seven days before the deadline of three weeks for giving notice together with a proposed resolution or a reason for putting the matter on the agenda. If the notice of General Meeting has already been sent, a new notice must be sent if the deadline for giving notice of General Meeting has not been exceeded.
- The right to present alternatives to the board of directors' proposals in the matters that the General Meeting shall discuss.

Shareholders wanting to attend the General Meeting must register in advance. **This applies regardless of whether the shareholder wishes to issue a proxy. Shareholders or proxies who want to attend and vote on the General Meeting, have to give notice to the Company within two days before the General Meeting. This is in accordance with the Articles of Association section 7.**

If the shares have been registered in VPS in the name of a manager, cf. section 4-10 of the Norwegian Public Limited Companies Act, and the actual shareholder wants to attend the General Meeting, either personally or by proxy, the shares must be transferred to an account in the name of the beneficial owner at least one day prior to the General Meeting.

**The General Meeting is only held as a digital meeting.**

**Attendance and proxy can be registered electronically by logging into the electronic solution in advance. For more information, see Attachment 1 and Attachment 2.**

Shareholders have the right to attend and vote by proxy. In that case, a written and dated form of proxy must be presented at the general meeting. The attached form of proxy (Attachment 2) may be used.

Please note that authority granted without voting instructions may trigger flagging/disclosure requirements under Norwegian law. Pursuant to section 4-2, third paragraph of the Securities Trading Act, having authority to vote without any voting instructions, are treated in the same manner as ownership of shares or rights to shares. This implies that the proxy will be obliged to flag/disclose the granted authorities if they relate to a number of shares that (together with the proxy's own shares, if any, or rights to shares) reaches or exceeds the thresholds under section 4-2, second paragraph, of the Securities Trading Act.

This notice including attachments is available on the Company's website:

[www.norwayroyalsalmon.com](http://www.norwayroyalsalmon.com)

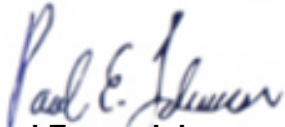
According to section 7 of the articles of association, the attachments to the notice are not sent by mail to the shareholders. However, any shareholder may require that the attachments are sent free of charge to him or her by mail. If a shareholder wants to receive

the documents, please contact the Company at telephone no. (+47) 73 92 43 00 or by e-mail to: [edel.gjaere@salmon.no](mailto:edel.gjaere@salmon.no)

The board of directors of Norway Royal Salmon ASA encourages shareholders to register that they can receive electronic documents in their VPS accounts.

Yours sincerely

**Norway Royal Salmon ASA**

A handwritten signature in blue ink, appearing to read 'Paal E. Johnsen', written over a light blue rectangular background.

**Paal Espen Johnsen**  
Chairman of the Board

### **Item 3: Removal of deadline for merger with SalMar ASA**

Reference is made to the merger plan prepared by the board of directors of Norway Royal Salmon ASA and SalMar ASA dated 30 May 2022, as adopted by the general meetings of the respective companies on 30 June 2022. The merger plan, including its appendices, is available, and may be downloaded and printed at the website of Norway Royal Salmon ASA: [www.norwayroyalsalmon.com](http://www.norwayroyalsalmon.com)

The processes of obtaining the necessary approvals for the merger from the relevant authorities, including the European Commission, have taken longer than expected when the merger plan was entered into. In order to allow the respective companies sufficient time to obtain these approvals, the board proposes that the general meeting adopt the resolution below.

In the board's opinion, no matters of significant importance to the company have occurred since the signing of the merger plan, cf. section 13-3 (4) of the Norwegian Public Limited Liability Companies Act. The most recent annual account, annual report and audit report is available on the company's business offices.

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The board of directors proposes that the General Meeting passes the following resolution:

*Section 8, second paragraph in the merger plan dated 30 May 2022 for the merger between Norway Royal Salmon ASA and SalMar ASA is removed in its entirety, and replaced by a new section 8, second paragraph which reads as follows:*

*"The merger shall be carried out as soon as practically and legally possible after the conditions in (a) - (c) have been met. Otherwise, the merger will lapse. The same applies if it is clear that any of the conditions will not be met or waived. None of the parties are obliged to waive conditions for the merger."*

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