



## NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Nordic Halibut AS is hereby convened to be held on Thursday 30 May 2024 at 16:00 hours (CEST) at the Company's offices at Næringsveien 18, 6530 Averøy, Norway

The following matters are on the agenda:

1. **Opening of the meeting by the chair of the board of directors, Vegard Gjerde, or a person appointed by him**
2. **Creation of a list of attending shareholders and proxies**
3. **Election of a chair of the meeting and a at least one person to co-sign the minutes**
4. **Approval of the notice and the agenda**
5. **Orientation by the CEO**
6. **Approval of the annual accounts and annual report for the financial year 2023**  
The annual accounts, the annual report, the auditor's report and the board of director's statement for the 2023 financial year is made available at [www.nordichalibut.com](http://www.nordichalibut.com). Further information on the disposition of the result is included as [Appendix 1](#) to this notice.
7. **Approval of the auditor's fee for 2023**  
The board of directors proposes that the audit fee for the financial year of 2023 to the company's external auditor, included in note 7 in the annual accounts, is approved.
8. **Determination of compensation to the members of the board of directors and the audit committee for 2024**  
Further information on remuneration to the board of directors and the audit committee for 2024 is included as [Appendix 2](#) to this notice.
9. **Authorisation to issue shares**  
The board of directors deems it useful to continue the existing authorisation to increase the Company's share capital to secure flexibility to pursue accretive strategic options and proposes that the general meeting grants the board an authorisation to increase the share capital with up to NOK 97 765 995, equal 50% of current share capital, by issuance of up to 19 553 199 new shares in the company. Recommended resolution is included as [Appendix 3](#) to this notice.
10. **Election of Board members**  
According to the company's articles of association, the board members are elected for one year at a time. Therefore, all Board members are up for re-election. The board's proposal for election of board members is included in [Appendix 4](#) to this notice.

\* \* \*



### Information to the shareholders

Nordic Halibut AS is registered with the Norwegian Register of Business Enterprises with business registration number 974 526 441. The Company's registered business address is Hendnesveien 124, 6533 AVERØY, Norway, and its main telephone number is +47 411 41 165. In total 39 106 398 shares have been issued in the company. Each share gives one vote at the general meeting, and the shares also have equal rights.

#### *Registration*

Shareholders who wish to attend the general meeting are encouraged to register. Registration is done by returning the attached registration form to Nordic Halibut AS, edvard@nordichalibut.no by **28 May 2024 at 12:00 hours (CEST)**.

#### *Power of attorney*

Shareholders that do not have the opportunity or choose not to attend the general meeting, may attend by proxy. The power of attorney must be in writing and dated. If the shareholder is a legal entity, the company certificate must follow the power of attorney. If desired, the power of attorney can be given to the chair of the board, Vegard Gjerde (or the person he appoints). Shareholders can choose between issuing an open power of attorney (without voting instructions) or a restricted power of attorney (with voting instructions). Attached is a "Power of Attorney" form that can be used for this purpose. Completed authorisations are sent to Nordic Halibut AS, edvard@nordichalibut.no, and must be received by the company by **28 May 2024 at 12:00 hours (CEST)**.

#### *Digital attendance*

Shareholders who wish to participate electronically are requested to indicate this on the meeting attendance form and will be contacted by the company regarding the meeting format. Note that there will be no opportunity to vote digitally, so that shareholders who wish to follow the meeting digitally are asked to vote using a proxy as specified in the attached "Power of Attorney" form.

This notice, the annual accounts, the annual report, the auditor's report for the financial year 2023 and other related documents are available on [www.nordichalibut.com](http://www.nordichalibut.com) and at the office of Nordic Halibut AS in Næringsveien 18 in Averøy, Norway.

*Averøy, 14 May 2024*

*The board of directors, Vegard Gjerde (the chair of the board)*



**REGISTRATION**

I, the undersigned, the owner of ..... shares in Nordic Halibut AS, wishes to attend the annual general meeting on 30 May 2024.

If the shareholder is a company, it is ..... that represents the shareholder at the annual general meeting.

In addition, I meet as proxy for the following shareholder(s):

Number of shares:

.....

.....

.....

.....

.....  
Date

.....  
Signature (repeat with block letters)

*The form is sent to:* Nordic Halibut AS, edvard@nordichalibut.no

The form must be received by Nordic Halibut AS no later than **28 May 2024 at 12:00 hours (CEST)**. Valid identification must be brought in person at the general meeting.



**POWER OF ATTORNEY**

I, the undersigned, am the owner of ..... shares in Nordic Halibut AS, and hereby grant (tick boxes):

The chair of the board, Vegard Gjerde, or whom he authorises, or

.....  
Name of proxy (repeat with block letters)

power of attorney to meet and represent me / us at the company's general meeting on 30 May 2024 at 16:00 hours (CEST). If a power of attorney has been submitted without checking above or without naming the proxy, the power of attorney is considered to have been given to the chair of the board, Vegard Gjerde, or the person he authorises.

I would like to participate digitally and request that the company contact me about the meeting format at my email address  
.....

Voting shall take place in accordance with the instructions on the next page. Note that **if it is not checked in the below boxes, this will be considered an instruction to vote "in favour" of the proposals in the notice**, however, so that the proxy decides the voting to the extent that proposals are submitted in addition to, in place of, or as a change in the proposals in the notice.

.....  
Date

.....  
The shareholder's signature (repeat with block letters)



## NORDIC HALIBUT

		In favour	Against	Abstention
1	Opening of the meeting by the chair of the board of directors, Vegard Gjerde, or a person appointed by him			
2	Creation of a list of attending shareholders and proxies			
3	Election of a chair of the meeting and a at least one person to co-sign the minutes			
4	Approval of the notice and agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Orientation by the CEO			
6	Approval of the annual accounts and annual reports for the financial year 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of the auditor's fee for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Determination of compensation to the members of the board of directors and the audit committee for 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Authorisation to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Election of Board Members			
10.1	Chair Vegard Gjerde	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.2	Board Member Birthe Cecilie Lepsøe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.3	Board Member Tore Hopen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.4	Board Member Jan Erik Sivertsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.5	Board Member Mariann Vågnes Reite	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.6	Observer Øyvind Schanke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*The form may be submitted to:* Nordic Halibut AS, edvard@nordichalibut.no

The form must be received by Nordic Halibut AS no later than **28 May 2024 at 12.00 (CEST)**. Valid identification must be brought in person at the general meeting. If the shareholder is a company, or another legal entity, documentation in the form of a company certificate, and any power of attorney, must be attached to the power of attorney declaration.



## 6 - Approval of the annual accounts and the annual report for the financial year 2023

The annual accounts, the annual report and the auditor's report for the financial year 2023 are available at the Company's website [www.nordichalibut.com](http://www.nordichalibut.com).

Loss for the year 2023 ended at NOK 60 664 090. The Board proposes to the general meeting that the loss for the year is transferred to other equity.

The Board of Directors proposes that the general meeting adopt the following resolution:

1. The Board's proposal for annual accounts and annual report for the financial year 2023 is approved.
2. The Board's proposal that loss for the year is transferred to other equity is approved.



## 8 - Determination of compensation to the members of the board of directors and the audit committee for 2024

The Board of Directors proposes that the general meeting adopt the following resolution:

Remuneration for the Board of Directors in 2024:

Chair	NOK 250 000
Board Members	NOK 200 000

Remuneration for the Audit Committee in 2024:

Audit Committee Chair	NOK 80 000
Audit Committee Members	NOK 30 000

## 9 – Authorisation to issue shares

The Board of Directors deems it useful to continue the existing authorisation to increase the Company's share capital to secure flexibility to pursue accretive strategic options and proposes that the general meeting grants the Board an authorisation to increase the share capital with up to NOK 97 765 995, equal 50% of current share capital, by issuance of up to 19 553 199 new shares in the company.

The Board of Directors proposes that the general meeting adopt the following resolution:

1. Pursuant to Section 10-14 of the Norwegian Public Limited Liability Companies Act, the Board of Directors is granted an authorisation to increase the Company's share capital with an amount up to NOK 97 765 995, by issuance of up to 19 553 199 shares, each with a nominal value of NOK 5. The amount corresponds to 50% of the share capital.
2. The authorisation replaces the existing and is valid until the Company's annual general meeting in 2025, but no longer than to and including 30 June 2025.
3. The shareholders' preferential rights to the new shares pursuant to Section 10-4 of the Norwegian Public Limited Liability Companies Act may be deviated from. The authorisation covers share capital increase against contribution in kind, cf. Section 10-2 of the Norwegian Public Limited Liability Companies Act. The authorisation also covers capital increase in connection with mergers pursuant to section 13-5 of the Norwegian Public Limited Liability Companies Act.



## 10 – Election of Board members

According to the company's articles of association, the board members are elected for one year at a time. Therefore, all Board members are up for re-election.

Mariann Vågnes Reite is proposed as a new board member. Vågnes Reite holds a Master of Business Administration (M.B.A.) from the Norwegian School of Economics (NHH). She currently serves as a Senior Advisor at GAGN Consulting. Previously, she held the position of CFO at Artec Aqua, Sølvtrans, and PatoGen, as well as HR Director and Controller at Marine Harvest Norway. She also serves as a board member at Sparebanken Vest, Devold Holding, and MARNO AS, with prior board positions at Global Aquaculture Technology Hub, Comrod Communication, and Betania Alta. Additionally, she brings extensive experience from board memberships and governance roles in various subsidiaries of companies where she served as CFO. Vågnes Reite has been assessed as an independent board member.

The Board proposes that the general meeting makes the following decision:

The company's Board of Directors shall consist of the following individuals:

<b>Name</b>	<b>Role</b>
Vegard Gjerde	Chair
Birthe Cecilie Lepsøe	Board Member
Tore Hopen	Board Member
Jan Erik Sivertsen	Board Member
Mariann Vågnes Reite	Board Member
Øyvind Schanke	Observer