

## THE ANNUAL GENERAL MEETING OF ICELAND SEAFOOD INTERNATIONAL HF.

will be held on 16 March 2023 at 4p.m. (GMT) at Hilton Reykjavik Nordica, Suðurlandsbraut 2, 108 Reykjavík, Iceland. Information related to the meeting will be available on the Company's website [www.icelandseafood.com/investors](http://www.icelandseafood.com/investors).

### **PROPOSED AGENDA:**

1. Election of Chair and Secretary of the meeting
2. The Board of Directors' report on the Company's activities for the preceding year
3. Submission of the Consolidated Financial Statements of the Company for the preceding year for approval
4. Decision on the disposal of the Company's loss from the preceding fiscal year
5. Decision on the Board of Director's proposal for the Company's Remuneration Policy
6. Decision on remuneration to the members of the Board of Directors and compensation to members of the Board's sub-committees
7. Election of the Board of Directors
8. Election of an auditing firm
9. Amendments to the Company's Articles of Associations

- a. **Renewal of the authorization to purchase own shares and a corresponding amendment to the Company's Articles of Association**

It is proposed that the authorization to the Board of Directors to acquire on behalf of the Company up to 10% of its issued share capital, will be renewed. This authorization is in accordance with Article 55 of the Act on Public Limited Companies No. 2/1995. Annex No.1 to the Company's Articles of Association will be amended accordingly. The current authorization is valid until March 31<sup>st</sup> 2023. It is proposed that the authorisation will be extended until the annual general meeting of the Company next year, to be March 31<sup>st</sup> 2024.

- b. **Authorization to the Board of Directors to increase the Company's share capital in one or more stages by up to ISK 150.000.000 nominal value and a corresponding amendment to the Company's Articles of Association**

As in previous years it is proposed that an authorization is given to the Board of Directors to increase the Company's share capital. It is proposed that an authorization is given to increase the Company's share capital by up to ISK 150,000,000 nominal value and that such authorization will be valid until the annual general meeting of the Company next year, to be March 31<sup>st</sup> 2024.

- c. **Other minor amendments**

It is proposed that minor amendments will be made to Articles 11 and 12 of the Company's Articles of Association to ensure conformity with Act. No. 2/1995 on Public Limited Companies.

10. **Other business**

## **RULES ON VOTING AND SHAREHOLDERS PARTICIPATION**

Shareholders have the right to have a particular issue brought before the meeting, and such a request shall be substantiated or by a draft resolution that shall be brought before the Board of the Company in writing or electronically by e-mail to the address [agm@icelandseafood.com](mailto:agm@icelandseafood.com) no later than at 4 p.m. on 6 March 2023.

At the Annual General Meeting, each share in the Company carries one vote. Please note that shareholders need to be registered by name in the Company's share register to be able to vote (shares on nominee accounts do not carry voting rights). Shareholders attending the Annual General Meeting in person will be registered at the entrance of the Meeting and will receive their ballots and other relevant documents there. Voting will only be carried out in writing at the Meeting if so requested by a member of the Meeting with voting rights. Election of the Board of Directors shall generally be in writing if proposals are made for more board members than available seats on the Board. Shareholders, who do not attend the Annual General Meeting in person, can either cast their votes on items on the agenda in writing or grant a proxy.

A shareholder's request to vote in writing before the Annual General Meeting must be received by the Company no later than five days prior to the Meeting. Shareholders can request to have their ballots sent to them or claim their ballots at the Company's website and cast their votes prior to the meeting. Signed, dated and witnessed voting ballots must be received by the Company at its office or sent via e-mail to the address [agm@icelandseafood.com](mailto:agm@icelandseafood.com) at least three hours prior to the Annual General Meeting to be considered valid.

Shareholders may attend and speak at the Annual General Meeting. Furthermore, shareholders have the right to ask questions at the meeting. Shareholders shall submit their questions to [agm@icelandseafood.com](mailto:agm@icelandseafood.com) no later than at 4 p.m. on 11 March 2023.

Shareholders may be accompanied by an advisor. A shareholder may permit his/her advisor to speak on his/her behalf. The advisor shall not be entitled to submit motions or vote at shareholders' meetings unless he has been granted a proxy.

Shareholders can either grant a written or an electronic proxies. Proxies shall be signed, dated and witnessed. Electronic proxies must be submitted via e-mail to the address [agm@icelandseafood.com](mailto:agm@icelandseafood.com) and must be received by the Company at least three hours prior to the Annual General Meeting. Proxy forms are available at the Company's office and on the Company's website.

Candidates for the Board shall be announced in writing to the Board of the Company no later than five days before the meeting together with satisfactory information, cf. Article 63 a of the Act on Public Limited Liabilities Company No. 2/1995 and the articles of association of the Company. The notifications shall be sent to the address [agm@icelandseafood.com](mailto:agm@icelandseafood.com). Notice forms for candidacy to the Board will be available at the Company's website or can be sent via e-mail upon request through the address [agm@icelandseafood.com](mailto:agm@icelandseafood.com). Information on all candidates to the Board of Directors will be made available no later than two days before the Meeting.

## **FURTHER INFORMATION**

Voting ballots and other documents presented at the Annual General Meeting will be in English. Documents to be submitted to the Annual General Meeting, will be available at the Company's website [www.icelandseafood.com/investors](http://www.icelandseafood.com/investors).

Please note that the Annual General Meeting is valid, regardless of attendance, if the meeting has been lawfully convened.

**Reykjavík, 23 February 2023**

**The Board of Directors of Iceland Seafood International hf.**