



## **NORDIC AQUA PARTNERS A/S: NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Board of Directors hereby gives notice of an extraordinary general meeting of Nordic Aqua Partners A/S, CVR no. 38183001 (the “**Company**”) to be held:

**23 June 2023, at 9:30 a.m. (CEST)**

at the office of law firm Poul Schmith, Kalvebod Brygge 32, 1560 Copenhagen, Denmark.

Nordic Aqua Partners A/S is a Danish limited liability company and is subject to the Danish Companies Act.

### **AGENDA**

1. Election of chairman of the general meeting
2. Decision on completion of the cross-border merger between Nordic Aqua Partners A/S (as the non-surviving entity) and Nordic Aqua Partners AS (as the surviving entity)

#### **1) Election of chairman of the general meeting**

The Board of Directors proposes to elect attorney-at-law Carina Vang Kristoffersen as chairman of the meeting.

#### **2) Decision on completion of the cross-border merger between Nordic Aqua Partners A/S (non-surviving entity) and Nordic Aqua Partners AS (surviving entity)**

Reference is made to the joint merger plan prepared by the Company and Nordic Aqua Partners AS signed by the Board of Directors of the Company and published by the Danish Business Authority on 31 March 2023. The joint merger plan and a merger statement have been made electronically available on the Company’s website on 31 March 2023. Further, a notice to all shareholders, creditors and employees stating the right to submit written notices on the merger plan was published by the Danish Business Authority on 14 April 2023.

The mandatory 4-week notice period pursuant to section 278 of the Danish Companies’ Act expires on 15 June 2023.

The Board of Directors proposes to complete the merger between the Company (non-surviving entity) and Nordic Aqua Partners AS (surviving entity) in accordance with the joint merger plan and the related merger documentation attached as Appendix 1.



## **REGISTRATION, ADMISSION, PROXY AND POSTAL VOTE**

### **Registration date**

A shareholder's right to participate in the general meeting and the number of votes, which the shareholder is entitled to cast, is determined in accordance with the number of shares held by such shareholder on 16 June 2023 (the registration date), see article 8.2.5 of the Company's Articles of Association.

The number of shares held by each shareholder is determined at the registration date on the basis of the shareholdings registered in the share register and in accordance with any notices regarding shareholdings received, but not yet registered in the share register, by the Company.

### **Deadline for notice of attendance**

A shareholder (or its proxy) wishing to attend the general meeting must give notice of his or her participation to the Company, see article 8.2.6 of the Company's Articles of Association. Similarly, the shareholder's advisor (or the shareholder's proxy's advisor) must give notice of his or her participation to the Company.

Notice of attendance must be given to the Company either by registering electronically through VPS Investor Services through a link made available on the Company's website or by using the notice of attendance form attached as [Appendix 2](#), which shall be sent, duly completed and signed, to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021, Oslo, Norway or by e-mail to [genf@dnb.no](mailto:genf@dnb.no) for receipt no later than by 20 June 2023 at 11.59 p.m. (CEST). The admission card for attendance will be made available on 23 June 2023 at the address where the Extraordinary General Meeting will take place (the office of law firm Poul Schmith, Kalvebod Brygge 32, 1560 Copenhagen, Denmark).

### **Representation by proxy**

If you are prevented from attending the general meeting, you may appoint a proxy, e.g. the Board of Directors, to cast the votes carried by your shares. If you wish to appoint a proxy, you may do this either by registering electronically through VPS Investor Services through a link made available on the Company's website or by returning the instrument of proxy form attached as [Appendix 2](#), duly signed and dated, to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021, Oslo, Norway or by e-mail to [genf@dnb.no](mailto:genf@dnb.no) for receipt no later than by 20 June 2023 at 11.59 p.m. (CEST). The admission card for the proxy's attendance will be made available on 23 June 2023 at the address where the Extraordinary General Meeting will take place (the office of law firm Poul Schmith, Kalvebod Brygge 32, 1560 Copenhagen, Denmark).

### **Advance postal votes**

You may also submit your votes by post. The postal vote only has legal effect if it is received by the Company no later than by 20 June 2023 at 11.59 p.m. (CEST). If you wish to vote in advance you may do this either by registering electronically through VPS Investor Services through a link made available on the Company's website or by returning the instrument of advance postal votes form attached as [Appendix 3](#), duly signed and dated, to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021, Oslo, Norway or by e-mail to [genf@dnb.dk](mailto:genf@dnb.dk) for receipt no later than by 20 June 2023 at 11.59 p.m. (CEST).

### **Share capital and voting rights**

The Company's share capital is DKK 14,899,368 divided into shares of DKK 1.00, see article 3.1 of the Company's Articles of Association. Pursuant to article 4.1 of the Company's Articles of Association, each share of DKK 1.00 carries one vote:

Number of shares: 14,899,368

Number of votes: 14,899,368

### **Agenda etc.**

This notice, including the agenda and the full text of the proposed resolutions, the notice of attendance and proxy form and the advance postal vote form will be sent by email on 1 June 2023 to the registered shareholders who have registered their email addresses with Nordic Aqua Partners A/S in accordance with article 9.2 of the Company's Articles of Association.

The following information will be made available on the Company's website on 1 June 2023:

- Notice of extraordinary general meeting, including the agenda and the full text of the resolutions;
- The total number of shares and voting rights as at the date of the notice;
- The forms to be used for giving notice of attendance and for voting by proxy and by post.

### **Voting requirements**

The following majority requirements must be met in order for the proposed resolutions to be adopted:

- The proposed resolution under item 1 may be adopted by a simple majority of votes.
- The proposed resolution under item 2 may be adopted by a 2/3 majority of votes.

### **Questions from the shareholders**

Shareholders may prior to the extraordinary general meeting in writing submit questions concerning the agenda. Questions must be sent by email to Hjalti Hvítklett, CFO (Hjalti@nordicaquapartners.com), marked "EGM".

Questions will be answered in writing or orally at the general meeting.

### **Language**

The general meeting will be conducted in English in accordance with article 8.8.1 of the Company's Articles of Association.

### **Appendixes**

- Appendix 1: Joint merger plan, merger statement, declaration on creditors' position and expert opinion on the merger plan
- Appendix 2: Notice of attendance and proxy form
- Appendix 3: Advance postal vote



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Copenhagen, 1 June 2023  
The Board of Directors

**Investor enquiries**

Mr. Hjalti Hvitklett, CFO of Nordic Aqua Partners A/S, e-mail:  
Hjalti@nordicaquapartners.com

**About Nordic Aqua Partners A/S**

Nordic Aqua Partners A/S provides the Chinese market with live, high-quality Atlantic salmon farmed in a sustainable and state-of-the-art Recirculating Aquaculture System (RAS) facility located in Xiangshan county of Ningbo. Nordic Aqua Partners' shares are traded on the Euronext Growth Oslo.



Ref no:

PIN code:

### Notice of Extraordinary General Meeting

Meeting in Nordic Aqua Partners A/S will be held on 23 June 2023 at 9:30 a.m. (CEST). Address: the office of law firm Poul Schmith, Kalvebod Brygge 32, 1560 Copenhagen, Denmark

The shareholder is registered with the following amount of shares at summons: \_\_\_\_\_ and vote for the number of shares registered per Record Date: 16 June 2023.

### Deadline for registration of attendance, advance votes, proxy or instructions: 20 June 2023 at 11:59 p.m. (CEST)

#### Advance votes

Advance votes may be executed electronically, through VPS Investor Services (use ref.no and pin code on this form). In Investor Services chose *Corporate Actions - General Meeting*, click on ISIN. Investor Services can be accessed through <https://www.euronextvps.no/>.

If you are not able to register this electronically, you may send appendix 2 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.

#### Registration for attendance

##### Notice of attendance should be registered through VPS Investor Services.

For notification of attendance through the VPS Investor Services, the reference number and pin code on this form must be stated. In VPS Investor Services chose *Corporate Actions - General Meeting*, click on ISIN. Investor Services can be accessed through <https://www.euronextvps.no/>.

If you are not able to register this electronically, 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.

**This is a physical meeting, and we encourage shareholders to either participate by advance votes, proxy, or physically.**

Place	Date	Shareholder's signature
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#### Proxy without voting instructions for Extraordinary General Meeting of Nordic Aqua Partners A/S

*Proxy to another individual to vote for your shares.*

Ref no:

PIN code:

##### Proxy should be registered through VPS Investor Services.

For granting proxy through VPS Investor Services, the reference number and pin code on this form must be used.

In VPS Investor Services chose *Corporate Actions - General Meeting*, click on ISIN. Investor Services can be accessed through <https://www.euronextvps.no/>.

If you are not able to register this electronically, 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. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration and documentation thereof must be attached to the proxy. **The Proxy must be dated and signed to be valid.**

**The undersigned:** \_\_\_\_\_

hereby grants (if you do not state the name the proxy holder, the proxy will be given to the Chair of the Board of Directors)

the Chair of the Board of Directors (or a person authorised by him or her), or

\_\_\_\_\_  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Nordic Aqua Partners held on 23 June 2023.

Place	Date	Shareholder's signature (only for granting proxy)
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Ref no:

PIN code:

**Proxy with voting instructions** for Extraordinary General Meeting in Nordic Aqua Partners A/S

*You must use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her. Instruction to other than Chair of the Board, give a proxy without voting instructions and agree directly with the proxy holder how voting should be executed.*

Proxies with voting instructions can only be registered by DNB and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by regular mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Centrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department no later than **20 June 2023 at 11:59 p.m. (CEST)**. If the shareholder is a Company, the signature must be according to the Company's Certificate of Registration and documentation thereof must be attached to the proxy.

**The Proxy with voting instructions must be dated and signed to be valid.**

**The undersigned:** \_\_\_\_\_

hereby grants the Chair of the Board of Directors (or the person authorised by him or her) proxy to attend and vote for my/our shares at the Extraordinary General Meeting of Nordic Aqua Partners A/S on 23 June 2023.

The votes shall be exercised in accordance to the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the Board of Director's recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the Notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

Agenda for the Extraordinary General Meeting 2023	For	Against	Abstention	Board recommendation
1. Election of Carina Vang Kristoffersen as chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
2. Decision on completion of the cross-border merger between Nordic Aqua Partners A/S (non-surviving entity) and Nordic Aqua Partners AS (surviving entity)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR

**The vote given in advance is irrevocable. A vote given in advance that has only been dated and signed shall be considered as having been given in accordance with the recommendations of the Board of Directors as they appear in the table above.**

The vote given in advance applies to the number of shares in the possession of the undersigned on the date of registration, and, unless explicitly stated otherwise in relation to items for which split voting is permitted pursuant to the Articles of Association, to all votes attached to such shares. The shareholding is calculated based on the entry in the Company's register of shareholders and notifications on ownership that the Company has received but has not yet entered in the register of shareholders.

Place

Date

Shareholder's signature (Only for granting proxy with voting instructions)



**ADVANCE POSTAL VOTE**

**Nordic Aqua Partners A/S, CVR no. 38 18 30 01, extraordinary general meeting to be held on 23 June 2023 at 9:30 a.m. (CEST), at the office of law firm Poul Schmith, Kalvebod Brygge 32, 1560 Copenhagen, Denmark.**

**I, the undersigned**

Name of shareholder: \_\_\_\_\_

Address: \_\_\_\_\_

Zip code and city: \_\_\_\_\_

Country: \_\_\_\_\_

hereby vote by correspondence at the extraordinary general meeting of Nordic Aqua Partners A/S called for Friday, 23 June 2023 at 9:30 a.m. (CEST) as set out below:

Please mark the box "FOR", "AGAINST" or "ABSTAIN" to indicate your directions.

<b>Items on the agenda</b> (the full agenda is included in the notice of the meeting)	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>Board recommendation</b>
1. Election of Carina Vang Kristoffersen as chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
2. Decision on completion of the cross-border merger between Nordic Aqua Partners A/S (non-surviving entity) and Nordic Aqua Partners AS (surviving entity)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR

**The vote by post is irrevocable. A vote by post that has only been dated and signed shall be considered as having been given in accordance with the recommendations of the Board of Directors as they appear in the table above.**

The vote by post applies to the number of shares in the possession of the undersigned on the date of registration, and, unless explicitly stated otherwise in relation to items for which split voting is permitted pursuant to the Articles of Association, to all votes attached to such shares. The shareholding is calculated based on the entry in the Company's register of shareholders and notifications on ownership that the Company has received but has not yet entered in the register of shareholders. If the shareholders is a Company, the signature must be according to the Company's Certificate of Registration and documentation thereof must be attached to the proxy.

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\_\_\_\_\_  
Signature

Postal votes must be received by DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021, Oslo, Norway, or by e-mail to genf@dnb.no no later than Tuesday, 20 June 2023 at 11:59 pm (CEST).