MQWI[®]

To the shareholders in Mowi ASA

NOTICE OF ANNUAL GENERAL MEETING 2019

Notice is hereby given of Mowi ASA's annual general meeting:

Date: 29 May 2019

Time: 14:00 CET

Venue: Sandviksbodene 77A/B, 5035 Bergen, Norway

The general meeting will be opened by the chairman of the board, Ole-Eirik Lerøy.

After the opening of the meeting there will be a registration of shareholders attending in person or by proxy.

AGENDA:

1. Election of a chairperson and a person to countersign the minutes together with the chairperson

2. Approval of the notice and the proposed agenda

3. Briefing on the business

The company's CEO, Alf-Helge Aarskog, will provide a briefing on the business of the Mowi group.

4. Approval of the financial statements and the board of directors' report for 2018 for Mowi ASA and the Mowi group, including allocation of the result of the year

The financial statements and the board of directors' report for 2018 for Mowi ASA and the Mowi group are included in the annual report for 2018. The annual report is available on the company's website <u>www.mowi.com</u>.

5. The board's statement regarding corporate governance

Pursuant to section 5-6 (4) of the Public Limited Companies Act, the general meeting must discuss the board's report regarding corporate governance. The board's report is included in the annual report for 2018, which is available on the Company's website.

6. The board's statement regarding the remuneration of senior executives

Pursuant to section 6-16 (a) of the Public Limited Companies Act, the board must prepare a statement regarding the remuneration of senior management (the "**Statement**").

The Statement is included in note 14 of Mowi ASA's annual accounts which is included in the annual report for 2018. The annual report is available on the company's website <u>www.mowi.com</u>.

Pursuant to the Public Limited Companies Act § 5-6 (3), the shareholders will be asked to approve the guidelines for allocation of options set out in the Statement. In addition, an advisory vote on the rest of the Statement will be held.

Consequently, two votes will be held, one advisory vote under this item 6 and one ordinary vote over the guidelines for the allocation of options under item 7 below.

7. Approval of the guidelines for allocation of options

The board asks that the general meeting approves the guidelines for the allocation of options set out in the Statement.

8. Determination of the remuneration of the board members

The nomination committee's proposal for remuneration to the board members for the period 2019/20 is included in the nomination committee's enclosed recommendation. The nomination committee's recommendation is also available on the company's website <u>www.mowi.com</u>.

9. Determination of the remuneration of the members of the nomination committee

The nomination committee's proposal for remuneration to the members of the nomination committee for the period 2018/19 is included in the nomination committee's enclosed recommendation. The nomination committee's recommendation is also available on the company's website <u>www.mowi.com</u>.

10. Determination of the remuneration of the company's auditor for **2018**

The fee is set out in note 16 of Mowi ASA's annual accounts for 2018 which is included in the annual report for 2018. The board recommends that the fee be set accordingly. The annual report is available on the company's website <u>www.mowi.com</u>.

11. Election of new board of directors

The election period for Ole-Eirik Lerøy, Lisbet K. Nærø, Kristian Melhuus expire at the ordinary general meeting.

The nomination committee recommends that Ole-Eirik Lerøy, Lisbet K. Nærø, Kristian Melhuus are reelected for a period of 2 years.

The nomination committee also recommends that Ole-Eirik Lerøy is re-elected chairman of the board and that Lisbet K. Nærø is re-elected deputy chairman.

If the nominees are elected, the board will consist of the following shareholder-elected members:

Ole-Eirik Lerøy, Chairperson

Lisbet K. Nærø, Deputy Chairperson

Cecilie Fredriksen

Kristian Melhuus

Jean-Pierre Bienfait

Paul Mulligan

Birgitte Ringstad Vartdal

The nomination committee's proposal with an explanatory statement is included in the nomination committee's enclosed recommendation. The nomination committee's recommendation is also available on the company's website <u>www.mowi.com</u>.

12. Election of new members to the nomination committee

The election period for Robin Bakken, Nils Bastiansen and Merete Haugli expire at the annual general meeting. The nomination committee recommends that Robin Bakken and Merete Haugli are re-elected for a period of 2 years. The nomination committee further recommends that Ann Kristin Brautaset is elected as a new member of the nomination committee for a period of two years.

If the nominees are elected, the nomination committee will consist of the following members:

Robin Bakken (chairman)

Ann Kristin Brautaset

Merete Haugli

The nomination committee's proposal with an explanatory statement is included in the nomination committee's enclosed recommendation. The nomination committee's recommendation is also available on the company's website <u>www.mowi.com</u>.

13. Authorisation to the board to distribute dividends

Reference is made to the company's strategy on quarterly distribution of dividends, if deemed appropriate based on the company's financial situation. To facilitate distribution of dividends throughout the year, the board proposes the following resolution:

"The board of directors is authorised under section 8-2 (2) of the Public Limited Companies Act to approve the distribution of dividends based on the company's annual accounts for 2018. The authorisation includes distribution in the form of repayment of paid-in capital.

The authorisation may be used to approve the distribution of dividend up to an aggregate amount that may not exceed NOK 7,500,000,000.

The authority is valid until the ordinary general meeting in 2020, however no longer than 30 June 2020."

14. Authorisation to the board to purchase the company's own shares

At the ordinary general meeting in 2018, the board was authorised to purchase the company's own shares with a nominal value of up to NOK 367,625,833. The authorisation is valid until the ordinary general meeting in 2019, however no longer than 30 June 2019. The amount represented approx. 10% of the company's share capital at the date of the ordinary general meeting. The board has used its authorisation to purchase 827,638 shares in the market at an average price of NOK 168.1274 per share. The purchase was made in connection with the company's share purchase program for employees within the scope of section 5-14 of the Norwegian Tax Act.

The board wishes to continue to be able to purchase the company's shares in situations where this is considered beneficial to the shareholders. The board proposes that the general meeting grants a new authorisation to the board to acquire shares in the company with a total nominal value of up to 10% of the company's current share capital.

The board thus proposes the following resolution:

"The board of directors is authorised under section 9-4 of the Public Limited Companies Act to acquire shares in the company ("own shares") on behalf of the company with a total nominal value of up to NOK 387,029,789. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.

When acquiring own shares, the consideration per share may not exceed NOK 400 and may not be less than the shares' nominal value of NOK 7.50.

The authorisation covers all forms of acquisitions of shares in the company and the encumbering of these per agreement. Shares purchased in accordance with this authorisation may be divested in any way, including sales in the open market and as consideration in transactions.

The general principles of equal treatment must always be observed in relation to transactions with shareholders based on the authorisation granted.

If the par value of the company's shares changes during the term of this authority, the scope of the authority will change accordingly.

The authority is valid until the ordinary general meeting in 2020, however no longer than 30 June 2020."

As of this date, Mowi ASA does not hold any own shares.

15. Board authorizations to (a) issue new shares and (b) issue convertible loans

At the ordinary general meeting in 2018, the board was authorised to increase the company's share capital by up to NOK 367,625,833. The authorisation is valid until the annual general meeting in 2019, however no longer than 30 June 2019. The amount represented approx. 10% of the company's share capital at the date of the ordinary general meeting.

At the ordinary general meeting in 2018, the board was also authorised to take up convertible loans with a total principal amount of NOK 3,200,000,000. Upon conversion the company's share capital can be increased by up to NOK 367,625,833, but not exceed 10% of the Company's current share

capital. The authorisation is valid until the annual general meeting in 2019, however no longer than 30 June 2019.

The board proposes to renew the authorisations, so that they in each case can increase the share capital with a nominal amount of up to NOK 387,029,789, corresponding to 10% of the current share capital.

Similar to previous authorisations, the purpose of the authorisations is to provide the board with financial flexibility (i) to finance further growth, (ii) to offer shares or convertible bonds to finance acquisition, (iii) to offer shares as consideration in acquisitions where this is deemed a favourable form of settlement to the company, and (iv) to simplify the procedure in connection with capital increases to fulfil the company's obligations under its share option scheme for senior executives.

To obtain flexibility, the board proposes that the authorisations include the right to set aside the shareholders' pre-emptive rights.

(A) Authorisation to the board to issue new shares

Based on the above, the board proposes that the general meeting grants an authorisation to issue shares through the following resolution:

"The board of directors is authorised under section 10-14 of the Public Limited Companies Act to increase the company's share capital by up to NOK 387,029,789, provided that the combined number of shares that are issued pursuant to this authorisation and the authorisation in agenda item 15 (b) shall not in aggregate exceed 10% of the Company's current share capital. Subject to this amount limitation, the authorisation may be used on more than one occasion.

The pre-emptive rights of the shareholders under the Public Limited Companies Act section 10-4 may be set aside.

The authorisation covers capital increases against cash and non-cash contributions. The authorisation covers the right to impose special obligations on the company as provided in section 10-2 of the Public Limited Companies Act. The authorisation covers resolutions on mergers as provided in section 13-5 of the Public Limited Companies Act. If the contribution is to be made by a transfer of non-cash assets to the company, the board may decide that such assets are transferred to a subsidiary subject to a corresponding settlement taking place between the subsidiary and the company.

The authorisation is valid until the ordinary general meeting in 2020, however no longer than 30 June 2020."

(B) Authorisation to the board to take up convertible loans

Based on the above, the board proposes that the general meeting grants an authorisation to issue convertible loans through the following resolution:

"The board of directors is authorised under section 11-8 of the Public Limited Companies Act to take up convertible loans with a total principal amount of up to NOK 3,200,000,000. Subject to this total amount limitation, the authorisation may be used on more than one occasion.

Upon conversion of loans taken up pursuant to this authorisation, the company's share capital may be increased by up to NOK 387,029,789, provided that the combined number of shares that are issued pursuant to this authorisation and the authorisation in agenda item 15 (a) shall not in aggregate exceed 10% of the Company's current share capital.

The pre-emptive rights of the shareholders under section 11-4 cf. section 10-4 of the Public Limited Companies Act may be set aside.

The authorisation is valid until the ordinary general meeting in 2020, however no longer than 30 June 2020."

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Registration

Shareholders wishing to attend the general meeting are asked to inform the company thereof. Registration must be received by DNB Bank ASA Securities Services, no later than 28 May 2019 at 08:00 (CET). A registration form has been distributed to the shareholders.

Shareholders who do not wish to attend the general meeting in person have the right to be represented by proxy. If so, a written and dated proxy form must be received by DNB Bank ASA Securities Service no later than 28 May 2019 at 08:00 (CET). A proxy form, with instructions on how to use it, has been distributed to the shareholders. Identity papers of both the proxy and the shareholder, and a company certificate if the shareholder is a legal entity, must be enclosed to the proxy form.

Both the registration form and the proxy form may be sent electronically through the company's website <u>www.mowi.com</u> or through VPS Investor Services. To get access to electronic registration or to submit a proxy form through the company's website, a pin code and a reference number must be stated. Alternatively, the forms may be sent by email to genf@dnb.no or by ordinary mail to DNB Bank ASA Securities Services, P.O. Box 1600 Sentrum, 0021 Oslo.

A shareholder who cannot attend the general meeting may prior to the general meeting cast a vote on each agenda item via <u>www.mowi.com</u> and VPS Investor Services. The deadline for prior voting is 28 May 2019 at 16:00 hours (CET). Until the deadline, votes already cast may be changed or withdrawn. Votes already cast prior to the general meeting will be considered withdrawn if the shareholder attends the general meeting in person or by proxy.

A shareholder is entitled to vote in proportion to the number of shares the shareholder owns. The number of shares registered in the name of the shareholder in the company's shareholders' register in the Central Securities Depository (VPS) at the time of the general meeting is adequate documentation for the shareholding. If the shareholder has acquired shares shortly before the general meeting, the voting right cannot be exercised unless the acquisition has been registered in VPS or the acquisition has been reported to VPS and is duly documented at the general meeting.

Neither the beneficial shareholder nor a nominee is entitled to vote for shares that are registered at a VPS account belonging to a nominee, cf. section 4-10 of the Public Limited Companies Act. In order to vote for shares held through a nominee, such shares must be re-registered from the nominee to the beneficial shareholder before the date of the general meeting. Shares that are still registered on a nominee's account at the date of the general meeting will not carry any voting rights.

Mowi ASA is a Norwegian public limited liability company governed by Norwegian law, including the Public Limited Companies Act and the Securities Trading Act. As of the date of this notice, the company has issued 516,039,719 shares, each of which carries one vote. The shares also carry equal rights in all other respects. As of the date of this notice, the company does not hold any own shares.

A shareholder may have items included on the agenda of the general meeting, provided that each such item is forwarded in writing to the board of directors, together with a draft resolution or arguments why the item should be included, no later than 7 days prior to the deadline for submitting a notice to the general meeting expire.

A shareholder may bring an advisor to the general meeting and let one advisor speak on its behalf.

A shareholder may require that board members and the managing director provide available information which may influence the assessment of (i) the financial statements and the annual report, (ii) the items submitted for the shareholders' voting, (iii) the company's financial situation, including any business activities the company conducts in other companies, and (iv) other matters to be discussed by the general meeting, unless the required information cannot be provided without causing undue harm to the company

This notice and the documents referred to herein are available on the company's website <u>www.mowi.com</u>.

The nomination committee's proposal is enclosed to the notice, which will be sent to the shareholders by ordinary mail. This document and the other documents referred to in the notice are available on the company's website <u>www.mowi.com</u>, and will be sent free of charge by ordinary mail to the shareholders who so request. If a shareholder wishes to receive the documents not enclosed to the

notice by ordinary mail, the company can be contacted by telephone on +47 21 56 20 07, or by email to <u>ingrid.jaeger@mowi.com</u>.

Bergen, 6 May 2019

for the board of directors in Mowi ASA

Ole-Eirik Lerøy Chairman

MOWI ASA

RECOMMENDATION FROM THE NOMINATION COMMITTEE

TO THE 2019 ANNUAL GENERAL MEETING

During the election period 2018/2019 the nomination committee (the "Nomination Committee") of Mowi ASA (the "Company") has consisted of:

Robin Bakken, Chair Merete Haugli Nils Bastiansen

Information on the Nomination Committee's mandate is available on the Company's website.

The Nomination Committee is of the view that the board should have a diversified composition covering all relevant areas of competence, including in-depth business knowledge, finance, accounting, industry, branding, sales, marketing and international experience.

Since the 2018 annual general meeting, the Nomination Committee has held physical meetings, and members of the Committee has met with and consulted the Chairman of the board, the Company's management and largest shareholders. The Committee has been updated on the Company's business, strategy and organisation, and based on this evaluated the board's qualifications, experience and any necessary or desired additional competences or resources.

The Nomination Committee's recommendation is:

The Board of Directors

For the period 2018-2019, the Company's board has comprised the following shareholder elected members:

Ole-Eirik Lerøy, Chairperson Lisbet K. Nærø, Deputy Chairperson Cecilie Fredriksen Kristian Melhuus Paul Mulligan Jean-Pierre Bienfait Birgitte Ringstad Vartdal

The terms for Ole Eirik Lerøy, Lisbet K. Nærø and Kristian Melhuus expire at the 2019 annual general meeting.

The Nomination Committee is of the view that the board with its current composition has a competence and experience that covers the needs that have been identified, including within farming, branding, national and international marketing, finance and accounting competence. The committee has not identified a need to change or supplement the board, and recommends that the Company's board continues with the same composition as today. Accordingly, it is proposed that Ole-Eirik Lerøy, Lisbet K. Nærø and Kristian Melhuus are re-elected as board members for a new term, and that Ole-Eirik Lerøy is re-elected as Chairperson and Lisbet K. Nærø as Deputy Chairperson.

Based on the Nomination Committee's recommendation, the shareholder elected members of the Company's board will be:

Ole-Eirik Lerøy, Chairperson Lisbet K. Nærø, Deputy Chairperson Birgitte Ringstad Vartdal Cecilie Fredriksen Kristian Melhuus Jean-Pierre Bienfait Paul Mulligan

Board remuneration

The Nomination Committee has reviewed the board's current remuneration level and structure. In connection with the general meeting in 2018, the committee recommended that directors on the board should be encouraged to invest in shares in the Company, and that the remuneration to the shareholder elected members of the board of directors is increased by NOK 100 000, and that the directors were encouraged to use the increase amount, net of any tax, to invest in shares in the Company. The Nomination Committee upholds this recommendation for the upcoming election period. In addition, the Nomination Committee has concluded that also employee representatives on the board should be encouraged to invest in shares in addition to the other incentive arrangements the Company has for employees. It is therefore recommended that the remuneration to employee representatives is increased by NOK 100 000, and that the employee representatives are encouraged to use this amount, net of any tax, to invest in shares in the Company. Other than this, the Nomination Committee recommends that remunerations levels are upheld.

The board members' total remuneration is a level that in the committees' view reflects their responsibilities, competence, work-load and the complexity of the Company's business.

Based on this, the Nomination Committee recommends the following remuneration to the members of the board of directors for the period 2019-2020:

Ole-Eirik Lerøy, Chair	NOK 1 200 000
Lisbet K. Nærø, Deputy Chair	NOK 675 000
Birgitte Ringstad Vartdal	NOK 500 000
Cecilie Fredriksen	NOK 500 000
Kristian Melhuus	NOK 500 000
Jean-Pierre Bienfait	NOK 500 000
Paul Mulligan	USD 150 000 + NOK 100 000
Employee representatives	NOK 500 000 each

All members of the board should during the election period use at least NOK 100 000 of their respective remuneration, less any income tax payable on such amount, to acquire shares in the Company.

The Nomination Committee recommends that members of the Company's Audit Committee are compensated as follows for the period 2019-2020:

 Chair
 NOK 150 000

 Member
 NOK 100 000

The Nomination Committee

The members of the Nomination Committee are up for election this year. It is proposed that Robin Bakken is reelected as Chair and that Merete Haugli is re-elected as member of the Nomination Committee. The Government Pension Fund Norway has proposed that Ann Kristin Brautaset (Assistant Director, Government Pension Fund Norway) is elected as new member of the Nomination Committee to replace Nils Bastiansen (Director, Government Pension Fund Norway). On this basis, it is proposed that Ann Kristin Brautaset is elected as new member of the Nomination Committee, to replace Nils Bastiansen. The Nomination Committee will then have a composition that takes into account the interests of the shareholders, and that the members are independent from the board and other leading employees.

Remuneration to the Nomination Committee

The Nomination Committee proposes the following remuneration to its members for the period 2018-2019:

Chair NOK 100 000 Member NOK 50 000

Oslo, 6 May 2019

On behalf of the Nomination Committee of MOWI ASA

Robin Bakken (sign.)



Ref no:

PIN code:

Notice of Annual General Meeting

Meeting in Mowi ASA will be held on 29 May 2019 at 2:00 p.m. Address: Sandviksbodene 77A/B, 5035 Bergen, Norway

Record Date (Share register): 28.05.2019 Registration Deadline according to bylaws: N/A

The company accepts votes in advance for this Meeting. Registration Deadline for advance votes: 28 May 2019 at 4 p.m. Advance votes may only be executed electronically, through the Company's website <u>www.mowi.com</u> or via VPS Investor Services.

Notice of attendance

The Undersigned will attend the Annual General Meeting on 29 May 2019 and cast votes for:

_____own shares.

Notice of attendance should be registered electronically through the Company's website <u>www.mowi.com</u> or via VPS Investor Services. For notification of attendance through the Company's website, the above mentioned pin code and reference number must be stated. Alternatively through VPS Investor service where pin code and reference number is not needed. If you are not able to register this electronically, you may send by E-mail to <u>genf@dnb.no</u>, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The notice of attendance must be received no later than **28 May 2019 at 08:00 a.m.**

If the shareholder is a Company, please state the name of the individual who will be representing the Company:

Place Date Shareholder's signature Proxy without voting instructions for Annual General Meeting of Mowi ASA. If you are unable to attend the meeting, you may grant proxy to another individual. **PIN code:** Ref no: Proxy should be submitted electronically through the Company's website www.mowi.com or via VPS Investor Services. For granting proxy through the Company's website, the above mentioned pin code and reference number must be stated. Alternatively through VPS Investor service where pin code and reference number is not needed. If you are not able to register this electronically, you may send by E-mail to genf@dnb.no, or by regular Mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Centrum, 0021 Oslo, Norway. The notice of attendance must be received no later than 28 May 2019 at 08:00 a.m. If you send the proxy without naming the proxy holder, the proxy will be given to the Chair of the Board of Directors or an individual authorised by him or her. This proxy must be received no later than 28 May 2019 at 08:00 a.m. The undersigned: hereby grants (tick one of the two) 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 Annual General Meeting of Mowi ASA on 29 May 2019.

Place

Shareholder's signature (Only for granting proxy)

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.



Proxy with voting instructions

If you are unable to attend the Annual General Meeting in person, you may use this proxy form to give voting instructions to Chair of the Board of Directors or the person authorised by him or her.

Proxies with voting instructions can only be registered by DNB, and must be sent to <u>genf@dnb.no</u> (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 **28 May 2019 at 08:00 a.m.**

Proxies with voting instructions must be dated and signed in order 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 Annual General Meeting of Mowi ASA on 29 May 2019.

Ref no:

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's and Nomination Committee'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 Annual General Meeting 2019	For	Against	Abstention
 Election of a chairperson and a person to countersign the minutes together with the chairperson 			
2. Approval of the notice and the proposed agenda			
3. Briefing on the business		No voting	
Approval of the financial statements and the board of directors' report for 2018 for Mowi ASA and the Mowi group, including allocation of the result of the year			
5. The board's statement regarding corporate governance		No voting	
6. The board's statement regarding the remuneration of senior executives			
7. Approval of the guidelines for allocation of options			
8. Determination of the remuneration of the board members			
9. Determination of the remuneration of the members of the nomination committee			
10. Determination of the remuneration of the company's auditor for 2018			
11. Election of new board of directors			
a) Ole-Eirik Lerøy			
b) Lisbeth K. Nærø			
c) Kristian Melhuus			
12. Election of new members to the nomination committee			
a) Robin Bakken			
b) Ann Kristin Brautaset			
c) Merete Haugli			
13. Authorisation to the board to distribute dividends			
14. Authorisation to the board to purchase the company's own shares			
15. Authorisation to the board to (a) issue new shares, and (b) issue convertible loans			
a) Authorisation to the board to issue new shares			
b) Authorisation to the board to issue convertible loans			

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

With regards to your right to attend and vote, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a Company, the Company's Certificate of Registration must be attached to the proxy.