

# MAREL HF. – Annual General Meeting 2022

The Annual General Meeting of Marel hf. will be held virtually on **Wednesday 16 March 2022 at 16:00 GMT/17:00 CET**

## Draft Agenda:

1. Opening remarks. Election of Chair and Secretary of the meeting
2. Board of Directors' report on activities of the Company for the previous operating year
3. CEO's operational report
4. Submission of the annual accounts of the Company for the preceding year for confirmation **(Voting item)**
5. Decision on how to address the profit from the Company's operations for the year 2021 **(Voting item)**
6. Report on the execution of the Company's remuneration policy
7. Proposal on the Company's remuneration policy **(Voting item)**
8. Proposal on the Company's share-based incentive scheme **(Voting item)**
9. Decision on remuneration to the members of the Board of Directors for the year 2022 **(Voting item)**
10. Decision on remuneration of the Company's auditors for the preceding year of operation **(Voting item)**
11. Board of Directors' proposals concerning the Company's Articles of Association
  - 11.1. Proposal to amend Article 5.1 of the Company's Articles of Association **(Voting item)**

The Board of Directors proposes that the Annual General Meeting annually elects seven people to sit on the Board of Directors, instead of five to seven people.
  - 11.2. Proposal to renew the authorization in Article 15.2 of the Company's Articles of Association **(Voting item)**

The Article authorizes the Board of Directors to increase share capital up to the amount of 75,000,000 nominal value to use in relation to acquisition of new businesses.
12. Election of the Board of Directors
  - 12.1 Proposal to elect seven Directors to serve on the Board of Directors **(Voting item)**
  - 12.2 Proposal for appointments of members to the Board of Directors
    - 12.2.1 Ann Elizabeth Savage **(Voting item)**
    - 12.2.2 Arnar Thor Masson **(Voting item)**
    - 12.2.3 Astvaldur Johannsson **(Voting item)**
    - 12.2.4 Lillie Li Valeur **(Voting item)**
    - 12.2.5 Olafur Steinn Gudmundsson **(Voting item)**
    - 12.2.6 Svafa Grönfeldt **(Voting item)**
    - 12.2.7 Ton van der Laan **(Voting item)**
13. Election of the Company's auditors **(Voting item)**
14. Proposal to renew authorization to the Board of Directors to purchase treasury shares of the Company **(Voting item)**
15. Any other business lawfully presented and close of the meeting

**The Annual General Meeting (AGM) is a virtual only meeting and all shareholders must register their attendance online before the meeting.** Shareholders have a right to appoint a proxy to attend and vote on their behalf at the AGM. Shareholders are urged to register in good time for the meeting. Registration and pre-meeting voting opens at 09:00 GMT/10:00 CET Tuesday 15 February and closes at 12:00 GMT/13:00 CET on the day of the meeting. Voting before and during the AGM will only take place by electronic means.

**Shareholders holding shares listed on Euronext Amsterdam** that wish to attend and vote before or during the AGM must ensure that their respective custodian/broker (intermediary) has registered their attendance and voting through ABN AMRO's web portal in a timely manner. This applies to all shareholders holding shares listed on Euronext Amsterdam, including those that also hold shares listed on Nasdaq Iceland.

**Shareholders holding shares listed on Nasdaq Iceland** shall register attendance and pre-meeting voting, and voting during the AGM, in the LUMI AGM platform on [www.lumiconnect.com/meeting/marel](http://www.lumiconnect.com/meeting/marel)

Candidatures for the Board of Directors shall be submitted in writing to the Board of Directors no later than 14 full days prior to the meeting, i.e. before Wednesday 2 March at 16:00 GMT/17:00 CET.

Shareholders are entitled to have a specific matter taken for consideration at the AGM and such proposals shall be accompanied by a statement or draft resolution to the Board of Directors. The proposals and accompanying documents must have been submitted to the Board of Directors at least ten days prior to the meeting, i.e. by the latest on 6 March at 16:00 GMT /17:00 CET, via e-mail to [agm@marel.com](mailto:agm@marel.com)

The meeting will be conducted in English. On the Company's AGM website, [www.marel.com/agm](http://www.marel.com/agm) further information in relation to the AGM can be found, including information on the right of shareholders to submit items and proposals to the meeting's agenda, a draft agenda for the meeting, proposals of the Board of Directors, Company's annual financial statements for the year 2021, information on the total number of shares and voting rights as of 11 February 2022, rules on electronic voting and further information on registration and voting.

The meeting's agenda and final proposals will be available to shareholders fourteen days prior to the meeting on [www.marel.com/agm](http://www.marel.com/agm)

The Board of Directors of Marel hf.