Sea Harvest Group Limited

(Incorporated in the Republic of South Africa)
(Registration number: 2008/001066/06)
JSE share code: SHG ISIN number: ZAE000240198
(**"Sea Harvest"** or **"the Company"**)

NOTICE OF GENERAL MEETING

All terms defined in the Circular to which this Notice of General Meeting is attached shall bear the same meanings herein.

We have pleasure in enclosing the notice of General Meeting and Form of Proxy for the General Meeting of the shareholders of Sea Harvest to be conducted entirely by electronic communication at 14:00 on Friday, 26 August 2022. Further details on how to participate in the General Meeting by electronic communication are provided in paragraph 3 on page 14 of this notice. Shareholders are strongly encouraged to submit their votes by proxy before the General Meeting at their earliest convenience.

In accordance with sections 59(1)(a) and (b) of the Companies Act, the Board has set the following record dates for determining the entitlements of shareholders:

Record date to determine the shareholders entitled to receive the notice of General Meeting	Friday, 22 July 2022
Last date to trade to be eligible to participate in and vote at the General Meeting	Tuesday, 16 August 2022
Record date to be eligible to participate in and vote at the General Meeting	Friday, 19 August 2022

This notice of General Meeting is available in English at the registered office of the Company at The Boulevard Office Park, 1st Floor, Block C, Searle Street, Woodstock, Cape Town or by emailing the Company Secretary at simoneg@seaharvest.co.za, from date of issue hereof until the date of the General Meeting.

1. PURPOSE

The purpose of the General Meeting is to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions of shareholders, set out hereunder, relating to the Specific Repurchase, in the manner required by the Companies Act and the Company's MOI, as read with the Listings Requirements of the exchange operated by the JSE Limited on which the Company's securities are listed.

2. IDENTIFICATION

In terms of section 63(1) of the Companies Act, before any person may attend or participate in the General Meeting, that person must present reasonably satisfactory identification (such as identity documents, driver's licences or passports) and the person presiding at the General Meeting must be reasonably satisfied that the right of the person to participate in and vote at the General Meeting, either as a shareholder, or as a proxy for a shareholder, has been reasonably verified before they may attend or participate in the General Meeting. A shareholder or its representative or proxy, as the case may be, will be required to provide the company's transfer secretaries, Computershare Investor Services Proprietary Limited ("Computershare") at proxy@computershare.co.za with reasonably satisfactory identification as a part of the validation process to participate in the virtual General Meeting.

3. ELECTRONIC PARTICIPATION

Shareholders or their duly appointed proxy/ies who wish to participate in the General Meeting via electronic communication ("Participant/s") are requested to either:

- register online using the online registration portal at www.meetnow.global/za; or
- apply to Computershare by delivering the duly completed electronic participation form (included with this notice) to First Floor, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posting it to Private Bag X9000, Saxonwold, 2132 (at the risk of the Participant), or sending it by email to proxy@computershare.co.za so as to be received by Computershare by no later than 14:00 on Thursday, 25 August 2022. The electronic participation form can be found as an insert in this notice of General Meeting.

Computershare will first validate such request and confirm the identity of the Participant in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided to the Participant by email.

4. PROPOSED RESOLUTIONS

The purpose of the General Meeting is for the shareholders to consider and, if deemed fit, to pass the resolutions proposed herein, relating to the Specific Repurchase.

The ordinary and special resolutions set out below may be proposed, considered and, if deemed fit, passed, with or without amendment, at the General Meeting or at any postponement or adjournment of the General Meeting.

Special resolution 1: Specific authority to repurchase the Scheme Shares held by the Viking Staff Scheme

Explanatory note

The Company has in place a long-term incentive plan known as the Viking Staff Share Scheme.

The Scheme, which was initially implemented for the benefit of persons employed in the group of businesses operated by Viking Fishing, and was inherited by the Company pursuant to the Viking Transaction, constitutes a broad-based equity scheme for the benefit of employees of the Viking Fishing Division of Sea Harvest Corporation, a wholly-owned subsidiary of the Company, who are permanently employed for an unbroken period of at least 12 months, and do not qualify to participate in any other equity incentive scheme of the Company, including the Sea Harvest Employee Share Scheme and the FSP.

The Viking Staff Trust, which the Participants are beneficiaries of, and which acts as administrator of the Scheme, holds 2 923 077 Shares in the issued share capital of the Company, representing 0.98% of the Shares in issue.

The Scheme matured on 31 March 2022, with effect from which date the Company has the option to, in accordance with the provisions of the Trust Deed, direct the disposition of the Scheme Shares, and procure that the Company, or one of its wholly-owned subsidiaries nominated by it, repurchase or purchase, as applicable, all or some of the Scheme Shares at the market price of such Shares. The proceeds of such disposal will be distributed to the Participants in accordance with their respective entitlements, as set out in the Trust Deed.

The Company now wishes to exercise its rights in terms of the Trust Deed and repurchase, and/or procure that one of its wholly-owned subsidiaries purchases, all or some of the Scheme Shares held by the Trust at the Repurchase Price, in order to facilitate the realisation of value in the Scheme to the benefit of Participants, in an orderly manner.

Any such repurchase would be a specific repurchase in terms of the JSE Listings Requirements and could only be undertaken in terms of a specific authority granted by shareholders. The Company is seeking such specific authority from shareholders to effect such specific repurchase. Full details of the Specific Repurchase Authority and all related information required by the JSE Listings Requirements are set out in the Circular attached to this notice of General Meeting.

This resolution requires the approval of at least 75% (seventy-five percent) of the voting rights of shareholders exercised on the resolution.

"RESOLVED THAT the Company, either itself and/or through any one or more of its wholly-owned subsidiaries, be and is hereby authorised to repurchase all or some of the Scheme Shares from the Trust within the Repurchase Period, on the following basis:

- This Specific Repurchase Authority will apply in respect of the Scheme Shares only and will expire at the conclusion of the Repurchase Period.
- The Specific Repurchase by the Company in terms of this Specific Repurchase Authority will be subject to the following:
  - the aggregate number of Shares to be repurchased will be up to a maximum of 2 923 077, being the total number of the Shares held by the Trust and representing 0.98% of the Company's issued Shares;
  - the Company and/or any one or more of its wholly-owned subsidiaries will repurchase or purchase the Scheme Shares at the Repurchase Price;
  - the Specific Repurchase will occur during the Repurchase Period, and will therefore not occur during a Prohibited Period, provided that it may occur during a Closed Period, as the Company has applied and has been granted dispensation from complying with the provisions of paragraph 5.69(h) of the JSE Listings Requirements in this regard; and
  - subsequent to the Specific Repurchase, any Scheme Shares repurchased pursuant to the Specific Repurchase by subsidiaries of the Company (if any) will be held as treasury shares and could be subsequently applied by the Company in its FSP in settlement of new awards made by the FSP or in terms of any other share scheme implemented by the Company in future, and any Scheme Shares repurchased by the Company will be cancelled; and
  - Board approval in accordance with the Board Authority.

The Specific Repurchase envisaged in this resolution is subject to the provisions of the MOI, the Companies Act and the JSE Listings Requirements, where applicable."

Ordinary resolution 1: Authorisation of directors and Company Secretary

Explanatory note

The purpose of the resolution is to authorise the directors and Company Secretary to do all such things, sign all such documents and take all such actions as may be necessary for, or incidental to the implementation of the special resolution contained in this notice of General Meeting.

"RESOLVED THAT any director of the Company or the Company Secretary be and is hereby authorised to sign all such documentation and to do all such things as may be necessary for, or incidental to the implementation of a special resolution passed by the shareholders at the General Meeting."

5. OTHER BUSINESS

The percentage of the total number of votes, present in person, represented, or by proxy at the General Meeting, required for the passing of the special resolution proposed above is at least 75% (seventy-five percent) of the voting rights cast on such resolution, and for the passing of the ordinary resolution proposed above is more than 50% (fifty percent) of the voting rights cast on such resolution.

6. GENERAL INSTRUCTIONS AND INFORMATION

Shareholders who are entitled to attend, participate in, and vote at the General Meeting may appoint one or more proxies to attend, participate and vote in their stead. A proxy does not have to be a shareholder of the Company. The form of proxy for use by ordinary shareholders that hold certificated shares or dematerialised shares registered in their 'own name' at the General Meeting is enclosed with this notice.

Shareholders are strongly encouraged to submit their votes by proxy before the General Meeting at their earliest convenience. A shareholder who wishes to appoint a proxy to represent him/her at the General Meeting is required to:

- complete the attached form of proxy; and
- lodge the completed form of proxy with the Company's transfer secretaries in South Africa, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or post it to Computershare Investor Services Proprietary Limited, Private Bag X9000, Saxonwold, 2132, or email proxy@computershare.co.za no later than 24 hours before the time appointed for the holding of the General Meeting (excluding Saturdays, Sundays and public holidays).

Please note that your proxy may delegate his/her authority to act on your behalf to another person, subject to the restrictions set out in the attached form of proxy as stipulated in section 58(3)(b) of the Companies Act. Unless revoked before then, a signed form of proxy shall remain valid at any adjournment or postponement of the General Meeting and the proxy so appointed shall be entitled to vote, as indicated on the form of proxy, on any resolution (including any resolution which is amended or modified) at such General Meeting, or any adjournment or postponement thereof. Please note that if you are the owner of dematerialised shares (i.e., have replaced the paper share certificates representing the shares with electronic records of ownership under the JSE's electronic settlement system, Strate Limited ("Strate")), held through a CSDP or broker and are not registered as an "own name" dematerialised shareholder, you are not a registered shareholder of the Company, but appear on the sub-register of the Company held by your CSDP. Accordingly, in these circumstances subject to the mandate between yourself and your CSDP or broker, as the case may be:

- if you wish to virtually attend the General Meeting you must contact your CSDP or broker, as the case may be, and obtain the relevant letter of representation from them; alternatively
- if you are unable to attend the General Meeting but wish to be represented at the General Meeting, you must contact your CSDP or broker, as the case may be, and furnish them with your voting instructions in respect of the General Meeting and/or request them to appoint a proxy. You must not complete the attached form of proxy.

The instructions must be provided in accordance with the mandate between yourself and your CSDP or broker, as the case may be, within the time period required by them. CSDPs, brokers or their nominees, as the case may be, recorded in the Company's sub-register as holders of dematerialised shares held on behalf of an investor/beneficial owner in terms of Strate may, when authorised in terms of their mandate or instructed to do so by the owner on behalf of whom they hold dematerialised shares in the Company, vote by either appointing a duly authorised representative to virtually attend and vote at the General Meeting or by completing the attached form of proxy in accordance with the instructions thereon and, for administrative reasons, returning it to the Company's transfer secretaries, Computershare, in South Africa, at its physical office at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, by post to Private Bag X9000, Saxonwold, 2132 or by email to proxy@computershare.co.za by no later than 14:00 on Thursday, 25 August 2022 (being not less than 24 hours before the time appointed for the holding of the General Meeting (excluding Saturdays, Sundays and public holidays) provided that, should the relevant CSDP, broker or its nominee, as the case may be, not return such form of proxy to the Company's transfer secretaries within the time stipulated above, it shall nevertheless be entitled to email the form of proxy to the Company via Computershare at proxy@computershare.co.za any time before or during the General Meeting, provided that this must take place before the appointed proxy exercises any of the shareholder rights of the relevant CSDP, broker or its nominee, as the case may be, at the General Meeting (or any postponement or adjournment of the General Meeting).

Note that voting will be performed by way of a poll so that each shareholder virtually present or represented by way of proxy will be entitled to vote the number of shares held or represented by them. Shareholders which are companies and wish to participate in the General Meeting may authorise any person to act as their representative at the General Meeting.

The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone or internet service provider. The cut-off time, for administrative purposes, to submit an application to Computershare as described above or register on www.meetnow.global/za in order to participate in the virtual General Meeting will be at 14:00 on Thursday, 25 August 2022. The participant's unique access credentials will be forwarded to the email address/cell number provided by them.

By order of the Board

SEA HARVEST GROUP LIMITED
Per: Simone Shayanne Gounden
Company Secretary
27 July 2022