



MINUTES

38th Annual General Meeting 2021 of Marel hf.

The Annual General Meeting 2021 of Marel hf. was held virtually on 17 March 2021 at 16:00 GMT.

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
 5. Decision on how to address the profit from the Company's operations for the year 2020
 6. Report on the execution of the Company's remuneration policy
 7. Proposal on the Company's remuneration policy
 8. Decision on remuneration to the members of the Board of Directors for the year 2021
 9. Decision on remuneration of the Auditor for the preceding year of operation
 10. Board of Directors' proposals to amend wording of Article 15.2 of the company's Articles of Association
 11. Election of the Board of Directors
 12. Election of the Company's auditors
 13. Proposal to renew authorization to the Board of Directors to purchase treasury shares of the Company
 14. Any other business lawfully presented and close of the meeting
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1. Opening remarks. Election of Chair and Secretary of the meeting

The Chairman of Marel's Board of Directors, Asthildur Margret Otharsdottir, announced the Annual General Meeting open. She welcomed the shareholders to the Meeting.

The Chairman proposed that Arni Sigurjonsson, General Counsel of Marel, to be elected to Chair the Meeting. There were no objections and the Chair assumed his role.

The Chair of the meeting proposed that Helga Gregor Gunnarsdottir, Secretary to the Board of Directors, to be elected Secretary of the Meeting to keep the Records of Minutes. There were no objections and the Secretary of the Meeting assumed her role.

The Chair established whether the Meeting was duly constituted and whether it could be considered lawful. The Chair announced that the Meeting was lawfully convened, duly constituted and lawful.

The Chair announced that shareholders holding 465,667,362 shares out of 752,403,012 outstanding shares attended the Meeting electronically, equal to 62% of the Company's voting shares, in person, by proxy or by pre-voting.

The Meeting was a virtual meeting, where attendants could participate in the Meeting by electronic means and vote electronically before the Meeting. The Chair informed the Meeting that he had reviewed the equipment and respective voting and registration solutions used and concluded that the conditions stipulated by Article 80 a of the Icelandic Companies' Act were met.

The Consolidated Financial Statements, 31 December 2020, agenda and proposals presented to the Meeting were available on the website of the Meeting, www.marel.com/aggm. The Meeting was conducted in English.

The Chair proposed that participants would be invited to either electronically comment on or speak through moderated telephone line on the Board of Directors' report, CEO's operational report and the annual accounts of the Company for the preceding year (agenda items 2, 3 and 4) under agenda item 4. There were no objections to the Chair's proposal.

2. The report of the Board of Directors on the activities of the Company during the preceding year of operation

The Chairman of the Board of Directors, Asthildur Margret Otharsdottir, gave her report, on behalf of the Board of Directors, on the activities of the Company during the year 2020. Following are the highlights from her report.

"We all know 2020 has been a year like no other. The Board of Directors is rightly proud of the way the Marel team, all over the world, has handled these extraordinary circumstances, recognising our critical role in the food value chain. The progress made during the year is testament to Marel's clear purpose, our values and resilient business model.

One of the greatest challenges of our time is to deliver sustainable, healthy food to the fast-growing population, within the limits of our planet. Limiting the impact of climate change will require major shifts in how we farm our land, process our food, what we eat and how much we waste. Innovation aimed at minimising waste and environmental impact of food processing, while maximising quality, remains Marel's most important contribution to global sustainability.

We see demand growth driven by the rising need for automation, structural changes in consumer behaviour, an increasingly demand-driven food value chain and growing focus on sustainable processing. Marel's global reach and superior technological capabilities give us a great advantage. Our significant investments in the business and infrastructure in the past years have uniquely positioned us to capture the many opportunities ahead.

We made important progress on our ESG journey in 2020, including our commitment to the Science-Based targets Initiative, incorporating ESG targets in our short-term incentive programs and achieving gender balance in Marel's Executive Team.

It has been a privilege and a pleasure to serve the shareholders of Marel, to take part in its achievements and witness the many milestones reached in the past years."

A recording of the Chairman's speech is available on the following webpage:

<http://marel.com/agm>

3. CEO's operational report

Marel's CEO, Arni Oddur Thordarson presented and gave his operational report for 2020. Following are the highlights from his report.

"I would like to take this opportunity and thank team Marel, our customers, suppliers and partners, for all their commitment and dedication to ensure that one of the most important value chains in the world remains operational. I also want to extend my deepest thanks to Asthildur, our Chairman of the Board now stepping down, for her strategic direction and excellent cooperation for the past 11 years.

While ensuring the safety and well-being of our employees and our customers, we have met every obstacle with optimism to secure daily access for consumers around the world to quality food that is safe, affordable and produced in a sustainable way. Marel's digital platform and global reach with a local presence, with sales and service engineers servicing customers in over 140 countries, have proven to be key differentiating factors in supporting our customers.

Automation and digital solutions in the food value chain are a driving force to further transform the industry, with COVID-19 further accelerating the strong underlying secular trends. Marel's competitive position remains strong with the pipeline trending upwards, particularly in automated and agile solutions in secondary processing, where our customers are focusing on the consumer-ready retail segment and prepared foods. However, we are conscious of the fact that the timing for converting pipeline to committed orders remains uncertain."

A recording of the CEO's speech and his presentation is available on the following webpage: <http://marel.com/agm>

4. Submission of the annual accounts of Marel for the preceding year for confirmation

The attendants were invited to speak about the report of the Chairman of the Board of Directors, the CEO's report and the Company's Financial Statements for the preceding year. There were no further discussions.

The Chair submitted Marel hf. audited Consolidated Financial Statements for the year 2020, for approval of the Meeting. He drew attention to that by approving the Consolidated Financial Statements the Meeting was also approving the Parent Company's Financial Statements for 2020.

The Meeting approved The Consolidated Financial Statements for 2020. Detailed information on the results of voting on all proposals in the Meeting are in appendix to the Minutes of the Meeting.

The Consolidated Financial Statements for the year 2020 are available on the Company's website, <http://marel.com/agm>

The Chair informed of a question raised by a shareholder that would be addressed later in the meeting.

5. Decision on how to address the profit or loss from the Company's operations for the year 2019.

The following proposal was presented before the Meeting:

The Board of Directors proposes that a dividend of 5.45 euro cents per share be paid for the operational year 2020. The estimated total dividend payment will be around EUR 41.0 million corresponding to approximately 40% of profits for the year, which amounted to EUR 102.1 million. The proposed dividend is in line with Marel's targeted capital allocation and dividend policy.

If approved by Marel's shareholders, the Company's shares traded on and after 19 March 2021 (Ex-date) will be ex-dividend and the right to a dividend will be constricted to shareholders identified in the Company's shareholders registry at the end of 22 March 2021, which is the proposed record date for dividends. The Board of Directors will propose that payment date of the dividend is 7 April 2021.

Shareholders holding shares listed on Nasdaq Iceland will receive the dividend payment in ISK based on the midrate of EUR/ISK as published by the Central Bank of Iceland in the morning of the AGM. Shareholders holding shares listed on Euronext Amsterdam will receive the dividend payment in EUR.

The Board of Directors otherwise refers to the annual accounts for the year 2020 as regards how to address the profit for the year 2020 and proposes that the profit will be carried over to the following year.

The Chair invited attendants to speak about the proposal. There were no further discussions. The proposal was approved.

Before going to agenda item 6, the Chair read the following question sent by a shareholder: "Why are investments in R&D falling, as the share of software must be going up, leading to faster dynamics in all products?"

Arni Oddur Thordarson, CEO addressed the question and said that this was mainly due to timing of capitalization and depreciation. Additionally some streamlining actions had been taken in the beginning of 2020 and thirdly there was an increase in utilization of strategic partnerships. Overall the target for R&D was to remain at 6% level as before.

6. Report on the execution of the Company's remuneration policy

The Chairman of the Board of Directors reported on the execution of the remuneration policy in 2020.

Marel Board of Directors' Report on the execution of the remuneration policy in 2020 and Marel's remuneration policy from 2020 are available on the meeting's website www.marel.com/agm

7. Proposal on the Company's remuneration policy

The following proposal was brought before the Meeting:

Amending the wording on short-term incentives, see underlined and strikethrough section: “Short-term incentives, based on the achievement of a number of pre-defined financial, ESG (Environmental, Social & Governance) and ~~non-financial~~ strategic business targets approved by the Board of Directors”.

Adding the following sentence to the section on severance payments, see underlined section: “Severance payments shall comply with local legal framework, however never exceeding the equivalent of 24 months’ base salary”.

It is proposed that the Remuneration Policy is otherwise unamended. The proposed revised Remuneration Policy for 2021 is as follows:

Marel Remuneration Policy

The Remuneration Policy of Marel hf. and its subsidiaries (the “Company”), is designed to attract, motivate and retain exceptional employees in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Remuneration Policy applies to the Company's senior management, including its Executive Team and Board of Directors.

Executive Team Remuneration

The remuneration of Marel's Executive Team is proposed by the Remuneration Committee and subsequently approved by the Board of Directors. It is evaluated annually against performance and a benchmark of international companies, which in size and complexity are similar to Marel. Benchmark information is obtained from internationally recognized compensation service consultancies.

Total remuneration shall be comprised as follows:

A fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.

Short-term incentives, based on the achievement of a number of pre-defined financial, ESG (Environmental, Social & Governance) and strategic business targets approved by the Board of Directors. Short-term incentives for the CEO amount to 50% of annual base salary at target and can reach a maximum of 70%. Short-term incentives for other members of the Executive Team can amount to up to 45% of the annual fixed base salary at target and reach a maximum of 60%. Short-term incentive payments are subject to recovery, provided that they have been based on data, which proved to be manifestly misstated, false or misleading.

Long-term incentives in the form of stock options. Marel has implemented stock option programs with the objective of aligning interests of executive management and selected employees in strategic positions with the long-term goals of the Company and its shareholders. The value of stock options, based on the option pricing model of Black-Scholes, granted to an employee in any given year shall not exceed 60% of annual fixed base salary. The key terms of share-based incentive agreements and programs shall be submitted to a Shareholders' Meeting for approval.

Pension contributions, made in accordance with applicable laws and employment agreements.

Severance payments in accordance with termination clauses in employment agreements. Severance payments shall comply with local legal framework, however never exceeding the equivalent of 24 months' base salary.

Board of Directors

Members of the Board of Directors shall receive a fixed, monthly payment in accordance with the decision of the Annual General Meeting of the Company. The Board shall submit a proposal on the fee for the upcoming operating year, taking into account the extent of responsibilities and time commitment, the results of the Company and benchmark data on fees paid by European peer companies, which in size and complexity are similar to Marel. Board members are not offered stock options or participation in incentive schemes. Individual board members may take on specific ad hoc tasks outside their normal duties assigned by the Board. In each such case, the Board may determine a fixed fee for the work carried out related to those tasks, which shall be disclosed in the Company's annual financial statements.

Disclosure of Information

Information on the total remuneration of members of the Company's Board of Directors, Executive Team and senior management accountable for more than 10% of the assets or earnings of the Company, shall be disclosed in the Company's annual financial statements. This includes any deferred payments and extraordinary contracts during the preceding financial year.

Approval of the Remuneration Policy

This Remuneration Policy shall apply to all future employment agreements with members of Company's Executive Team and Board of Directors.

The Remuneration Policy is binding for the Board of Directors as regards its provisions on stock options. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Board's minutes.

This Remuneration Policy has been approved by the Board of Directors of Marel hf. in accordance with article 79a of the Icelandic Companies Act No. 2/1995, taking into consideration the NASDAQ Iceland Rules for Issuers of Financial Instruments and the Icelandic Guidelines on Corporate Governance. The Remuneration Policy is reviewed annually and shall be approved by the Company's Annual General Meeting, with or without amendments.

The Company's Remuneration Policy shall be published on its website.

The Chair invited attendants to speak about the report on the execution on the Company's remuneration policy (agenda item 7) and on the proposal. There were no further discussions. The proposal was approved.

8. Decision on remuneration to the members of the Board of Directors for the year 2021

The following proposal was presented before the Meeting:

The Board of Director proposes: i) an increase in the director's fee from EUR 44,400 to 45,600 per annum; ii) no amendments to the Audit Committee fees which remain at EUR 12,000 per annum; iii) no amendments to the Remuneration Committee fees which remain at EUR 8,400 per annum; and iv) no amendments to the Nomination Committee fees which remain at EUR 3,600 per annum. As before, the Chairman will receive a triple annual fee, the Vice-Chairman a x1.5 times annual fee and the Chairman of the Audit Committee a x0.5 times annual fee. Fees are paid in fixed monthly payments.

According to the proposal, total board and committee fees will increase by 2.3% from 2020 to 2021. The Chair invited attendants to speak about the proposal. There were no further discussions. The proposal was approved.

9. Decision on remuneration of the Auditor for the preceding year of operation

The following proposal was presented before the Meeting:

The Board of Directors proposes that the Auditor's fees will be paid against their invoices approved by the Company.

The Chair invited attendants to speak about the proposal. There were no further discussions. The proposal was approved.

10. Board of Directors' proposals concerning amendments of the Company's Articles of Association

The following proposal was presented before the Meeting:

The Board of Directors proposes to amend Article 15.2 of the Company's Articles of Association, concerning an authorization to the Board to increase share capital. The current authorization states that shareholders waive their pre-emptive rights provided that the new shares are used as payment for acquisitions, which excludes the possibility of raising capital through an offering, e.g. in relation to a sizable acquisition. In order to increase Marel's financial flexibility and agility to execute the Company's clear growth strategy, the Board proposes that the authorization is partly adjusted to European market practice adding the possibility to sell new shares through an offering managed by a financial institution while lowering the nominal value of the authorization from ISK 100 million to ISK 75 million, the latter corresponding to 9.7% of total issued shares. It is moreover proposed that the amended authorization will be valid for 18 months, thus shortening the validity period from 5 years and providing for regular reassessment of the authorization.

The original and authentic version of the Articles of Association is in Icelandic, and the English version is a translation of the Icelandic version.

Proposal to amend Article 15.2 of the Company's Articles of Association

"The Company's Board of Directors is authorized to increase its share capital by up to ISK ~~100~~75,000,000 nominal value by issuing new shares. The Company's Board of Directors shall determine details of the ~~purchase~~ price of shares and terms of sale. Shareholders waive their pre-emptive rights, as provided for in Art. 34 of Act No. 2/1995 on Public Limited Companies provided that the new shares will be used as ~~payment~~ in relation to acquisition of new businesses or strategic investments and that the price for the new shares will not be lower than 10% under the posted average closing price of shares in the Company five days immediately preceding the sale as reported on the regulated markets where the Company's shares are listed for the four weeks immediately preceding the sale. The new shares shall be used as payment in relation to acquisition of new businesses or strategic investments, or sold through an offering managed by a financial institution. There are no restrictions on trading in the new shares. These new shares shall be of the same class and bear the same rights as other shares in the company. They shall confer rights in the Company as of the date the increase in share capital is registered. The Company's Board of Directors may decide to have subscribers pay for the new shares in part or in full by other means

than cash payment. This authorization shall be valid for ~~5 years~~ 18 months from the date of its adoption, insofar as it has not been utilized prior to that time."

The Chair invited attendants to speak about the proposal. There were no further discussions. The proposal was approved.

11. Election of the Board of Directors

Marel's Nomination Committee recommendations to the Board of Directors for the upcoming Annual General Meeting, including profiles of nominated candidates, is available on the Company's website, www.marel.com/agm.

The following proposals of the Board of Directors are based on the Nomination Committee's recommendations.

11.1 Proposal to elect seven Directors to serve on the Board of Directors

According to Article 5.1 of the Company's Articles of Association, the Annual General meeting elects 5-7 people to the Board of Directors. The following proposal was presented before the Meeting:

The Board of Directors proposes that the Company's shareholders elect seven directors to serve on the Board of Directors.

The Chair invited attendants to speak about the proposal. There were no further discussions. The proposal was approved.

11.2 Proposal for appointments of members to the Board of Directors

The deadline for nominations for the Board of Directors of Marel hf. expired at 16:00 GMT, on 3 March 2021, in accordance with Marel's Articles of Association.

The following proposal was presented before the Meeting:

The Board of Directors proposes that the following candidates will be appointed as members of the Board of Directors:

- 11.2.1 Ann Elizabeth Savage*
- 11.2.2 Arnar Thor Masson*
- 11.2.3 Astvaldur Johannsson*
- 11.2.4 Lillie Li Valeur*
- 11.2.5 Dr. Olafur Steinn Gudmundsson*
- 11.2.6 Dr.Svafa Grönfeldt*
- 11.2.7 Ton van der Laan*

The Chair invited attendants to speak about the proposal. There were no further discussions. All seven candidates were elected to the Board of Directors.

12. Election of the Company's auditors

The following proposal was presented before the Meeting:

The Board of Directors proposes according to recommendation of the Audit Committee that the auditors KPMG ehf. will be elected as the Company's auditors.

The Chair invited attendants to speak about the proposal. There were no further discussions. The proposal was approved.

13. Proposal to renew authorization to the Board of Directors to purchase treasury shares of the Company

The following proposal was presented before the Meeting:

The Board of Directors proposes that the Company is authorized to acquire up to 10% of its own shares will be renewed. Requirements pursuant to Article 55 of the Icelandic Companies Act No. 2/1995 shall be taken into consideration when own shares are purchased on the basis of this authorization. It is furthermore proposed, that this authorization is effective for the next 18 months from approval. Earlier authorization shall be withdrawn.

The Chair invited attendants to speak about the proposal. There were no further discussions. The proposal was approved.

14. Any other business lawfully presented and close of the meeting

The Chair informed that no other matters had been rightfully proposed to the Company's Board of Directors before the Meeting but invited attendants to speak about the Company's matters or bring forward questions. There were no further discussions.

The Meeting approved that the Chair and the Secretary of the Meeting would conclude the minutes of this Annual General Meeting. The minutes will be made available on <https://marel.agm.com>

The Chair conveyed thanks on behalf of the Board of Directors, shareholders and Marel employees to Asthildur Otharsdottir, for her service to Marel for the last 11 years, of those serving for 7.5 years as Chairman of the Board. Asthildur was thanked for her invaluable work and excellent leadership and wished all the best in her future endeavours.

The Chair thanked the shareholders for participating in the Meeting.

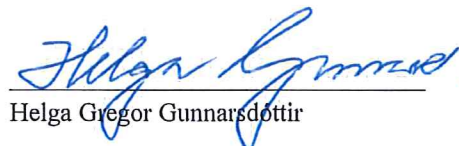
The Meeting was adjourned at 18:03.

Garðabær, 17 March 2021

Chair:


Árni Sigurjónsson

Secretary:


Helga Gregor Gunnarsdóttir

Appendix – Voting results at the Annual General Meeting of Marel hf. 17 March 2021

#	Agenda item	Yes		No		Abstention
		Votes	%	Votes	%	Votes
4.	Submission of the annual accounts of the Company for the preceding year for confirmation	465,631,445	100.00	0	0.00	1,000
5.	Decision on how to address the profit from the Company's operations for the year 2020	465,631,445	100.00	0	0.00	1,000
7.	Proposal on the Company's remuneration policy	440,467,346	98.23	7,947,629	1.77	17,215,470
8.	Decision on remuneration to the members of the Board of Directors for the year 2021	465,500,166	100.00	3,001	0.00	1,000
9.	Decision on remuneration of the Company's auditor for the preceding year of operation	465,573,444	100.00	0	0.00	57,001
10.	Proposal to amend the Company's Articles of Association	455,341,155	97.82	10,137,627	2.18	25,385
11.1	Proposal to elect seven Directors to serve on the Board of Directors	464,582,576	100.00	3,000	0.00	54,000
11.2.1	Proposal to appoint Ann Elizabeth Savage to the Board of Directors	463,986,045	99.86	639,601	0.14	23,000
11.2.2	Proposal to appoint Arnar Thor Masson to the Board of Directors	459,848,181	98.79	5,654,986	1.21	1,000
11.2.3	Proposal to appoint Astvaldur Johannsson to the Board of Directors	463,988,645	99.86	637,001	0.14	23,000
11.2.4	Proposal to appoint Lillie Li Valeur to the Board of Directors	463,933,045	99.85	689,601	0.15	26,000
11.2.5	Proposal to appoint Dr. Olafur Steinn Gudmundsson to the Board of Directors	458,967,660	98.78	5,654,986	1.22	26,000
11.2.6	Proposal to appoint Dr. Svafa Grönfeldt to the Board of Directors	463,961,260	99.86	637,001	0.14	50,385
11.2.7	Proposal to appoint Ton van der Laan to the Board of Directors	464,059,323	99.85	692,601	0.15	23,000
12.	Election of the Company's auditors	465,573,445	99.99	53,000	0.01	4,000
13.	Proposal to renew authorization to the Board of Directors to purchase treasury shares of the Company	422,146,669	92.39	34,767,277	7.61	8,590,221