



SEA1 OFFSHORE INC.

REGISTERED OFFICE ADDRESS: P.O. BOX 309, SOUTH CHURCH STREET
GEORGE TOWN, GRAND CAYMAN KY1-1104, CAYMAN ISLANDS

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD AT 11:00 AM UK TIME, 12 DECEMBER 2025**

To the Shareholders of SEA1 OFFSHORE INC.:

Notice is hereby given that an Extraordinary General Meeting (the "**Extraordinary General Meeting**" or "**Meeting**") of Shareholders of Sea1 Offshore Inc., a Cayman Islands exempted company (the "**Company**") will be held at 11:00 AM London local time on 12 December 2025, at the offices of Conyers Dill & Pearman, 10 Finsbury Square, London, EC2A 1AF.

Background

The shares of the Company are currently listed on the Euronext Oslo Børs operated by the Oslo Stock Exchange. In accordance with the resolution passed at the extraordinary general meeting of the Company held on 26 September 2025, the Company has applied for a de-listing of the shares from Euronext Oslo Børs. While the shares are listed on Euronext Oslo Børs the statutory mandatory bid provisions provided for under chapter 6 of the Norwegian Securities Trading Act (the "**Statutory Bid Provisions**") automatically apply to the Company. The Company has applied for the listing of the Company's shares on the Euronext Growth Oslo exchange operated by the Oslo Stock Exchange, the rules of which do not automatically incorporate the Statutory Bid Provisions. In connection with the listing of the Company's shares on Euronext Growth Oslo, the board of directors proposes that the Company adopt mandatory bid provisions equivalent to those set out in the Statutory Bid Provisions. It is therefore proposed that the memorandum and articles of association of the Company are amended and restated to incorporate an additional Article 162, the form of which is appended hereto as Schedule 1, which reflects the Statutory Bid Provisions.

Purpose

The purpose of the meeting and any or all adjournments thereof will be for the Shareholders to consider and, if thought fit, pass the following resolutions:

1. Approve, by way of special resolution, the amendment of the Company's articles of association to include a new Article 162 incorporating mandatory bid provisions relating to the Company's contemplated listing on Euronext Growth Oslo;
2. Subject to the adoption of Resolution 1, to approve by way of special resolution, the Company's adoption, with immediate effect, of the fifth amended and restated memorandum and articles of association (a copy of which is available for inspection at www.sea1offshore.com and by appointment only at the offices of Sea1 Offshore AS at Nodeviga 14, Kristiansand, Norway during normal business hours through 11 December 2025) in substitution for, and to the exclusion of, the Company's existing fourth amended and restated memorandum and articles of association;
3. Approve and/or as the case may be ratify and confirm, by way of special resolution, the actions of the Directors and/or Officers of the Company taken in respect of the matters contemplated by these Resolutions;
4. Approve, by way of special resolution, the adjournment of the Meeting to a later date or dates (A) to the extent necessary or convenient to ensure that any required supplement or amendment to the proxy statement is provided to Shareholders or (B) in order to solicit additional proxies from Shareholders in favour of one or more of the proposals at the Meeting be approved; and

5. Approve, by way of special resolution, the transaction of such other business as may be properly brought before the Meeting.

The Directors have fixed: (a) the date of this Notice as the record date (the “**Notice Record Date**”) for determining the Shareholders entitled to receive notice of the Meeting or any adjournment thereof; and (b) the close of business on 5 December 2025 as the record date (the “**Meeting Record Date**”) for determining the Shareholders entitled to attend and vote at the Meeting or any adjournment thereof. Only the holders of the Common Shares of the Company on: (a) the Notice Record Date are entitled to receive notice of the Meeting; and (b) the Meeting Record Date are entitled to attend and vote at the Meeting or any adjournment thereof. It is further noted that the deadline for any Shareholders to submit proposals for other business to be properly considered at the Meeting will be 7 December 2025.

RECOMMENDATION

The Directors consider the approval of the proposed resolutions to be voted upon during the course of Special Business at the Extraordinary General Meeting to be in the Company’s best interests and recommend that you vote in favour of each of the Special Resolutions. Except where required to abstain by law or by the provisions of the Company’s Articles of Association, Kistefos AS, Songa Capital AS and Midelfart Capital AS intend to vote “FOR” each of the resolutions with respect to their respective shareholdings. At the time of mailing of this Notice and Proxy Statement, Kistefos AS, whose chairman (Mr. Sveaas) is also Chairman of the Company, owns a beneficial interest of 79,585,160 Common Shares in the Company. Songa Capital AS owns a beneficial interest of 16,101,252 Common Shares in the Company. Midelfart Capital AS, whose chairperson (Ms Celina Midelfart) is also a Director of the Company, owns a beneficial interest of 5,302,907 Common shares in the Company.

DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Memorandum and Articles of Association of the Company will be available for inspection at www.sea1offshore.com and by appointment only at the offices of Sea1 Offshore AS at Nodeviga 14, Kristiansand, Norway during normal business hours through 11 December 2025 and at the Extraordinary General Meeting itself.

Shareholders are encouraged to properly complete, date, sign and deliver the enclosed form of Proxy to be received at the offices of Nordea Bank Abp, filial i Norge, Issuer Services, PO Box 1166 Sentrum, 0107 Oslo, Norway or e-mail: nis@nordea.com, marked for the attention of The Secretary, Sea1 Offshore AS, not less than 48 hours prior to the stated time of the Extraordinary General Meeting.

If you are uncertain as to any aspect of this Notice, Proxy Statement and form of Proxy, you should consult the Company's Assistant Secretary or your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

The Directors, whose names appear on page 1 of the Proxy Statement, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors who have taken reasonable care to ensure that such is the case, the information contained in this Notice and Proxy Statement is in accordance with the facts and does not omit anything likely to affect the import of such information.

27 November 2025

By order of the Board of Directors of
Sea1 Offshore Inc.