



Registration Document
Supplement
December 2020

**Supplement dated 10 December 2020
To the Registration Document dated 30 October 2020**

This supplement (the “Supplement”) to the registration document dated 30 October 2020 (the “Registration Document”) constitutes a supplement for the purposes of Article 23 of Prospectus Regulation EU 2017/1129 (the “Prospectus Regulation”), which has been implemented into Icelandic law with Act No. 14/2020 (the “Act on Prospectus for Public Offering or Admission to Trading on a Regulated Market”) and the Supplement is prepared in accordance with Article 23 of the Prospectus Regulation. This Supplement is supplemental to, forms part of and must be read and construed in conjunction with, the Registration Document dated 30 October 2020.

The Supplement and the Registration Document are available on the Issuer’s website, <https://www.icelandseafood.com/Investors/Investors-Center>. Investors can request printed copies of the Registration Document and any supplements free of charge at the Issuer’s registered office at Köllunarklettsvegur 2, 104 Reykjavík, Iceland.

Terms given a defined meaning in the Registration Document shall, unless the context otherwise requires, have the same meaning when used in this Supplement. To the extent that there is any inconsistency between a) any statement in this Supplement or any statements incorporated by reference into the Registration Document by this Supplement and b) any other statement in or incorporated by reference into the Registration Document, the statements referred to in a) above shall prevail.

This Supplement has been approved by The Financial Supervisory Authority of the Central Bank of Iceland (the “FSA”), as competent authority under the Prospectus Regulation. The FSA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of the Securities that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Securities. The Supplement is published in English only.

The following chapters have been updated to reflect developments since the issue of the Registration Document dated 30 October 2020:

Update of table of contents

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Update of 1.1.12 Contract Risk

Paragraphs four through six in the chapter *1.1.12 Contract Risk* have been updated and are now as follows:

The Issuer is party to a contract with its employees, through its stock option plan, which could be classified as unrelated to regular day-to-day operations.

In spring 2016 a stock option plan was approved by a shareholder meeting (hereafter referred to as the “Stock Option Plan” or the “Options”) and later updated and re-approved by a shareholder meeting in September 2018 and in May 2020. The purpose of the Options is to enable Iceland Seafood to attract and retain employees through an attractive wage system. Employees are provided with an opportunity to acquire a stake in the Issuer in order to increase their incentive to promote future growth and increased prosperity of the Issuer and to reward such promotion. The Option pool represents less than 2.5% of the total registered share capital of the Issuer.

Update of 2.1 Notice to Investors

The first and second paragraphs of the chapter *2.1 Notice to Investors* in the Registration Document is now as follows:

This Registration Document dated 30 October 2020 (hereafter the “Registration Document”), has been approved by the FSA as competent authority under Regulation (EU) 2017/1129. The FSA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129 and such approval should not be considered as an endorsement of the issuer that is the subject of this Registration Document. The Registration Document is a part of the Issuers' Prospectus, dated 10 December 2020 (hereafter referred to as the “Prospectus”), which concerns, and is published in relation to the Issuer's application to have its newly issued Securities (hereafter also referred to as the “Securities” and the “Series of Securities”) admitted to trading on the Regulated Market of

Nasdaq Iceland hf. (hereafter referred to as the “Regulated Market of Nasdaq Iceland”). The Prospectus has been prepared in accordance with Icelandic laws and regulations in effect on the date of the Prospectus, including Act no. 108/2007, on Securities Transactions (hereafter the “Act on Securities Transactions”) and Act no.14/2020, on Prospectuses to be published when securities are offered to the public or admitted to trading on a regulated market (hereafter the “Act on Prospectuses”) which implements Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (hereafter the “Prospectus Regulation”) into Icelandic law. Furthermore, the Prospectus has been prepared in accordance with the provisions of Annex 6 and Annex 15 of Commission Delegated Regulation (EU) 2019/980, c.f. Regulation 274/2020. The Prospectus is additionally prepared with regard to the Rules for Issuers of Financial Instruments, issued by Nasdaq Iceland hf., effective as of 1 May 2020.

The Prospectus is published in English and consists of two documents, a Securities Note dated 10 December 2020 and this Registration Document dated 30 October 2020 as well as a supplement to the Registration Document dated 10 December 2020. The Prospectus is available for viewing for 10 years from the date of this Prospectus at the Issuer's registered office at Köllunarklettsvegur 2, 104 Reykjavík, Iceland. The Prospectus will also be available on the Issuer's website: <https://www.icelandseafood.com/Investors/Investors-Center> and will remain available for at least 10 years after the publication of the Prospectus.

Update of 2.2 Company Statement

The statement in chapter 2.2 *Company Statement* has been updated and is now as follows:

Iceland Seafood and the Board of Directors hereby declare, on behalf of the Issuer, that, having taken all reasonable care to ensure that such is the case, the information in this Registration Document is, to the best of Iceland Seafood's and the Board of Directors' knowledge, in accordance with the facts and contains no omission likely to affect its import.

Reykjavík, 10 December 2020

For and on behalf of Iceland Seafood

For and on behalf of Iceland Seafood

Bjarni Ármannsson,
CEO of Iceland Seafood

Liv Bergþórsdóttir
Chairman of the Board of Directors

Ecomsa. The sale was a consequence of Iceland Seafood moving all its production in Spain to its Barcelona factory, after which Ecomsa became a distribution company in direct sales to restaurants and hotels, a business outside the core strategy of Iceland Seafood Iberica.

Update of 3.3 Subsidiaries and other investments

Chapter 3.3 *Subsidiaries and other investments* has been updated and is now as follows:

The Group consists of Iceland Seafood, which is the parent company of the Group, and its subsidiaries. At 30 September 2020 Iceland Seafood held shares in the following subsidiaries:

Name of company	Place of incorporation	Ownership 30.9.2020	Principal activity
Subsidiaries			
Iceland Seafood ehf.	Iceland	100%	Sale of seafood
Solo Export ehf.	Iceland	100%	Not active
Iceland Seafood Iberica S.A.U	Spain	100%	Sale of seafood
-Ecomsa S.A.	Spain	100%	Sale of seafood
-IPDML	Spain	100%	Not active
-Achernar S.A.	Argentina	100%	Sale of seafood
Elba Seafood ehf.	Iceland	100%	Holding
-ELBA S.L.	Spain	100%	Sale of seafood
Iceland Seafood Barraclough Ltd.	UK	100%	Sale of seafood
-F.Barraclough Ltd.	UK	100%	Not active
-Iceland Seafood UK Ltd. ¹	UK	100%	Sale of seafood
Oceanpath Limited	Ireland	67%	Sale of seafood
-Dunns (Fish&Poultry) Ltd.	Ireland	100%	Holding
-Dunns Seafare Ltd.	Ireland	100%	Sale of seafood
Iceland Seafood France S.A.S.	France	100%	Sale of seafood
ISG Iceland Seafood GmbH	Germany	100%	Sale of seafood
ISI Seafood Inc.	USA	100%	Sale of seafood
Iceland Seafood Hellas S.A.	Greece	66%	Liquidation
Assets classified as held for sale:			
Ecomsa S.A.	Spain	100%	Sale of seafood
Investment in joint ventures			
Credible Properties Ltd.	Ireland	50%	Properties
Investments in other companies			
Febin Marine Foods Private Ltd.	India	5%	Seafood supply

¹ The Issuer is in the process of legally merging its UK entities, Iceland Seafood Barraclough Ltd. and Iceland Seafood UK (previously Havelok Ltd.) under the name Iceland Seafood UK, which will be completed by the end of 2020

Update of 4.2 Organisational structure and principal activities

Chapter 4.2 *Organisational structure and principal activities* has been updated and is now as follows:

Iceland Seafood and its forerunners have been an integral part of the seafood industry in Iceland for decades as a leading exporter, producer and marketer of Icelandic seafood products globally. Iceland Seafood is comprised of three operating divisions, which incorporate the Group's subsidiaries. At 30 September 2020 the Group had over 600 employees.

Iceland Seafood International hf., is the parent company which employs the Issuer's CEO and CFO who serve as the Issuer's executive management. Each subsidiary is separately managed by its own local managing director and executive management as required. The following table shows the organisational structure of Iceland Seafood as at 30 September 2020:

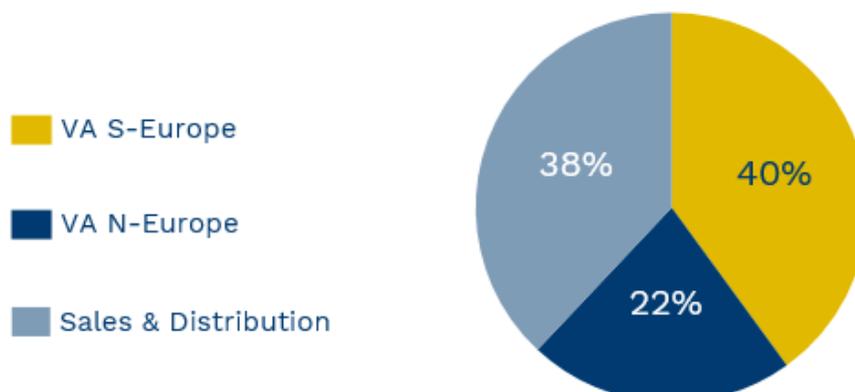
Iceland Seafood International Executive management		
Sales & Distribution	Value Added N-Europe	Value Added S-Europe
IS Iceland 	IS Barraclough 	IS Ibérica 
IS France 	IS UK 	Elba 
IS Germany 	Oceanpath 	Ecomsa 
IS USA 	Dunn's of Dublin 	Achernar 

As described in chapter 3.2 *History and Development*, Since the Issuer's latest reporting date on 30 September 2020, subsidiary Carr & Sons Seafood Ltd has been acquired, which will join the Issuer's Value Added N-Europe division. Further, Ecomsa has been sold by parent company Icelandic Iberica.

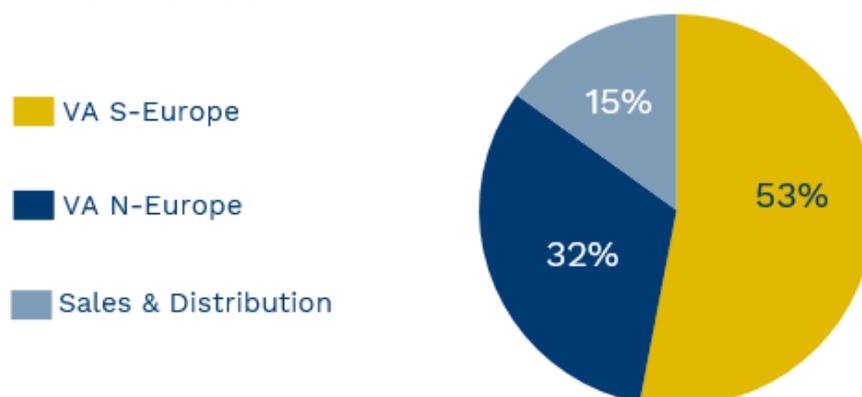
The Group structure of three efficient operating divisions provides a balanced base from which to drive further profit growth. Each operating division benefiting from a mixture of growth opportunities including the growing seafood sector globally, local organic growth drivers along with focused investments to support growth, whilst the fragmented seafood industry presents the Issuer with potential consolidation opportunities.

All abovementioned subsidiaries are significant to the Issuer's operations. Though varying in their financial contribution to the Group, any reputational or other difficulties in their operations can also negatively affect the Issuer. The Issuer is therefore partially dependent on the successful operations of all of its subsidiaries. A divisional breakdown of turnover and profit before tax as at 31 December 2019 can be seen below:

Turnover 2019



Profit before tax 2019



4.2.1 Sales and Distribution

The Sales and Distribution division consist of a sales and marketing company in Iceland along with closely linked sister companies in France, Germany and USA, which focus their efforts on selling to their local markets.

Iceland Seafood Iceland is a leading company in exports of seafood from Iceland to all main markets around the world. The company operates in close co-operation with Icelandic fish producers. Iceland Seafood Iceland's main functions are fish sales, sourcing for the Issuer's subsidiaries and technical and quality services for producers and customers.

The Iceland division works with a broad range of producers in Iceland, from many of the largest quota owners to smaller independent operators focused on a single species or product. Most supply relationships are long-term multi-year relationships built on trust and transparency where a bridge has been built between a catcher and end customer.

The setup creates an opportunity for strong margins due to deep access to markets and the close working relationship with the seafood industry partners in Iceland. The most important markets for the Iceland division are France, UK, Spain, Italy, Germany, US and Belgium along with parts of Eastern Europe, which have historically been important pelagic markets.

Iceland Seafood France, based in Boulogne-Sur-Mer, provides high quality seafood from Iceland as well as from Canada, USA, South Africa, Namibia, New Zealand and Asia. The company supplies fresh and frozen products to foodservice, retail and processors in France.

Iceland Seafood Germany, located in Bremerhaven Germany, is a supplier of high-quality fresh seafood from Iceland. Fresh fish is mainly sourced from Iceland for the delicatessen, food service, catering and retail sectors in Germany.

Iceland Seafood USA, located in Branford, Connecticut, imports, maintains inventory and markets a full range of Cod, Haddock, and Pollock/Saithe products for the distributor, foodservice and restaurant industry in the USA. Products are imported directly from Iceland, Russia and China.

4.2.2 Value Added Southern Europe

The Issuer's Value-Added S-Europe division (“VA S-Europe”) consists of Iceland Seafood Iberica and its subsidiaries Achernar in Argentina and Elba S.L..

Iceland Seafood Iberica is one of the main importers of Icelandic wet salted cod (Bacalao de Islandia) in Spain as well as the largest importer and seller of light salted cod in the Mediterranean market. In addition to seafood from Iceland the company manufactures, markets and sells various salted and frozen seafood products from other parts of the world, adapted for local tastes with a flexible distribution network of shops, supermarkets and the wide HORECA channel. Icelandic Ibérica is a benchmark of quality in the market thanks to an excellent team of professionals and the reliability, guaranteed by the strong brands. All of Iceland Seafood Iberica's production of light salted cod is in one location in Barcelona.

Achernar is a supplier and processor mainly of argentinian red shrimp, located in Argentina. Elba S.L. is a strong seafood player in Spain, focusing on frozen light salted products. The company is based in Barcelona and operates a production facility with total sales volume of 2.200 metric tonnes per year. Products are sold under the Elba brand, which has a strong presence in the Spanish market and stands for quality seafood.

VA S-Europe has a strong focus on the hotel, restaurant and catering (“HORECA”) market in Southern Europe.

4.2.2 Value Added Northern Europe

Value-Added N-Europe (“VA N-Europe”) consists of Iceland Seafood UK (previously Havelok Ltd.) and Iceland Seafood Barraclough, which are in process of being legally merged under the name Iceland Seafood UK, and Oceanpath Limited in Ireland.

Iceland Seafood UK (previously Havelok), located in Grimsby UK, was established in 2012 as a joint venture partnership which has since grown into one of the leading seafood suppliers to the foodservice sector in the UK.

Iceland Seafood Barraclough specializes in the supply of private label high quality seafood and shellfish sourced from all over the world, selling frozen fish and shellfish to most of the large retailers in the UK.

In early 2020 Iceland Seafood announced the merger of the two subsidiaries under the name Iceland Seafood UK, and a significant investment in coldstore capacity and refurbishment of production facility in Grimsby which will be the merged entity's single manufacturing site. The merger will create a significant player, servicing UK retail, with strong buying, production and marketing power in addition to improved balance between retail and foodservice.

Oceanpath and its subsidiaries are located in Dublin Ireland. Oceanpath is the main fresh fish supplier to the Irish retail industry and one of the largest seafood processors in Ireland supplying fish to all major Irish retailers and food service as well as exporting to USA and throughout Europe.

Oceanpath's subsidiary Dunns Seafare (Dunn's of Dublin), acquired in 2006, produces several varieties of both hot and cold smoked fish including Irish, organic, wild and farmed salmon. Dunn's of Dublin is Ireland's oldest fish company which was set up in 1822.

Oceanpath's 2020 acquired subsidiary Carr & Sons Seafood Ltd. is a significant seafood player in Ireland focused on production of high-quality salmon products for retail, both under retailer's private label and branded. A significant part of the sales are under the Nolan Quality Seafoods brand which is a leading brand for smoked salmon in Ireland.

VA N-Europe has a strong focus on the retail (fresh and frozen) and foodservice market in the UK and Ireland.

Update of 6.2 Latest financial statements

Chapter 6.2 *Latest financial statements* has been updated and is now as follows:

On 18 November 2020 the Issuer's Board of Directors approved Iceland Seafood's condensed consolidated interim financial statements for the period 1.1.2020 to 30.9.2020. The statements have been incorporated into the Prospectus by reference, see chapter ***Error! Reference source not found.*** *Information incorporated by reference.*

Update of 6.2.1 Events after the reporting period

Chapter 6.2.1 *Events after the reporting period* has been updated and is now as follows:

Oceanpath, the Irish subsidiary of Iceland Seafood, has completed the purchase of all the issued share capital of Carr & Sons Seafood Ltd, a significant seafood player in Ireland focused on production of high-quality salmon products for retail. Oceanpath closed the transaction with Mondi group AB, which has owned the company since 2014. The consideration for the share capital was EUR 6.5 million as communicated at signing of LOI on 28 August 2020. The transaction was completed on 18 November 2020.

Carr & Sons operates a production facility in Killala, focused on smoked salmon production with sales predominantly to retail. The annual sales in 2019 amounted to EUR 11.5 million and the company showed a PBT of EUR 0.9 million in that year.

Iceland Seafood has simultaneously exercised its option to acquire a 33% stake in Oceanpath. After the transaction, Oceanpath is 100% owned by Iceland Seafood. The consideration for the shares is EUR 9.0 million with 40% paid in shares and 60% in cash. The board of Iceland Seafood has decided to issue the shares based on authorization from the Company's annual meeting in March 2020.

Iceland Seafood announced on 18 November 2020 that its Spanish subsidiary Iceland Seafood Iberica had signed an agreement to sell its Málaga based production and distribution company Ecomsa to Aquamar, an Andalusian seafood distribution company in Málaga. The sale is a direct consequence after Iceland Seafood moved all production in Spain to its Barcelona factory, leaving Ecomsa as a focused distribution company, which is outside the core business of Iceland Seafood Iberica. In accordance to the sales and purchase agreement, the 100% equity stake in Ecomsa is sold for EUR 326k. Ecomsa sales in the first nine month of the year were EUR 6.4 million and normalized loss before tax (excluding restructuring cost) amounted to EUR 0.8 million in the period.

Update of 6.3 Significant Developments in the Period

Chapter 6.3 *Significant Developments in the Period* has been removed

Update of 6.4 Funding

Chapter 6.4 *Funding*, now chapter 6.3 *Funding*, has been updated and is now as follows:

The Group's main sources of financing are a multi-currency revolving credit facility with an Icelandic financial institution and credit facilities with number of banks in Spain which finance the S-Europe division.

The facility with the institution in Iceland has a cap of EUR 50 million with EUR 34.9 million drawdown at the end of September 2020 (end of year 2019: EUR 33.0 million). The facility expires in May 2022.

The Group has credit facilities in place with number of banks in Spain. Total amount of these loans was EUR 54.3 million at end of September 2020 (end of year 2019: EUR 37.8 million). Most of these loan agreements are short term facilities with 6-12 months duration. In April 2020 the Group secured in excess of EUR 17 million new long term funding for the operation in Spain, with banks in Spain. This will improve the overall funding headroom accordingly and at the same time increase the proportion of long term funding of the overall funding of the Group

Borrowings from financial institutions in Iceland are secured with most of the Group's assets, except from assets in Spain. Revolving credit facilities are secured with inventories, receivables, intellectual property rights and shares in subsidiaries. Other bank loans are secured with inventories, receivables, shares in subsidiaries and properties, plants and equipment. Finance leases are secured with the assets leased. Credit facilities in Spain are not secured with direct pledge, but most of these facilities are secured with a negative pledge. In the debt market, Iceland Seafood recently issued 6 month bills and expects to become a regular issuer in the Icelandic debt market. Further, Iceland Seafood is continuously observing opportunities when it comes to the funding of its operations, both in the local Icelandic market and with foreign banks.

Update of 6.5 Share capital and shareholders

Chapter 6.5 *Share capital and shareholders*, now chapter 6.4 *Share capital and shareholders*, has been updated and is now as follows:

As of the date of this Prospectus, the nominal value of the share capital of Iceland Seafood is ISK 2,674,479,971 divided into an equal number of Shares with a nominal value of ISK one each. All of the Issuer's issued share capital is paid in full. The Issuer's share capital consists of one class of shares and each issued share carries equal rights. The ISIN number of the shares is IS0000026961 and their ticker symbol in the trading system of Nasdaq Iceland is ICESEA.

The Issuer had 571 shareholders at 9 December 2020. To the extent known to the Issuer, Iceland Seafood is not directly or indirectly owned or controlled by parties other than listed shareholders. Apart from issued stock options as described in the chapter 1.1.12 *Contract Risk* no arrangements are known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer.

Undirritunarsíða

Bjarni Ármannsson

Liv Bergþórsdóttir