

**TO:**

**ALL SHAREHOLDERS OF THE KINGFISH COMPANY N.V.**

Kats, 7 July 2023

**Re: Convening notice, agenda with explanatory notes and proxy for the extraordinary general meeting of The Kingfish Company N.V.**

Dear Shareholder,

On behalf of the supervisory board (the "**Board**") we herewith invite you to an extraordinary general meeting of **The Kingfish Company N.V.**, a limited liability company (*naamloze vennootschap*), having its statutory seat (*zete!*) and offices at Oost-Zeedijk 13, 4485 PM Kats, the Netherlands, registered with the trade register of the Dutch Chamber of Commerce under number 64625060 (the "**Company**").

The extraordinary general meeting of the Company is to be held at the offices of the Company at Oost-Zeedijk 13, 4485 PM Kats, the Netherlands, on 24 July 2023 at 14.00 hours (CEST) ("**EGM**").

## **GENERAL INFORMATION**

### **Meeting documents**

The agenda with explanatory notes thereto, as well as the EGM documents and verbatim text of the proposed amendment of the articles of association of the Company, are available on the Company's website ([www.the-kingfish-company.com](http://www.the-kingfish-company.com)) as from today. These documents are also available, free of charge, for inspection at the offices of the Company at Oost-Zeedijk 13, 4485 PM Kats, the Netherlands.

### **Record date**

For purpose of the EGM, those persons who are registered with the Norwegian Central Securities Depository ("**VPS**") as shareholder in the Company per 26 June 2023 (after processing of settlements on that date in the VPS) ("**Record Date**") are entitled to attend, speak and if applicable vote at the EGM, regardless of whether the shares in the Company are still held by them at the date of the EGM.

### **Attendance EGM**

All shareholders, persons with meeting rights or their proxies who wish to attend and speak at the EGM are required to register their intention to attend the EGM by sending a notification to [m.palstra@kingfish-zeeland.com](mailto:m.palstra@kingfish-zeeland.com), no later than 19 July 2023, 12.00 hours (CEST). All persons wishing to attend the EGM, should be able to identify themselves at the EGM by means of valid passport, identity card or driver's license. The Company may ask the relevant person for additional details, including evidence of participation entitlement.

### **Registration and identification at the venue**

Registration for admission to the EGM will take place at the registration desk at the meeting venue between 13.30 CET and the commencement of the EGM on 24 July 2023. It is not possible to register after this time. Attendees will be asked to produce proof of identity (together with, if applicable, a written proxy and, in case of a legal persons/entity, evidence of the authority of the person) and may

be declined access in case such proof is not produced. The Company may ask the relevant person for additional details, including evidence of participation entitlement.

### **Live voting and voting in advance**

Registered shareholders or their proxies will be allowed to cast their vote during the meeting.

Further, shareholders or other persons with voting rights who wish to cast their votes in advance may send their votes to DNB Bank ASA by sending such votes to [vote@dnb.no](mailto:vote@dnb.no), no later than 19 July 2023, 12.00 hours (CEST).

### **Proxy voting procedure**

Shareholders or other persons with voting rights that will not be attending the EGM (either in person or by proxy), but nonetheless wish to participate in the decision-making process, may grant a proxy to Marieke Palstra, the Company's Investor Relation Manager. By providing the proxy voting instruction, such person grants a proxy to vote on the shares at the EGM in accordance with the instructions. To that effect, the shareholder or other person with voting rights must submit a duly completed and signed proxy voting instruction form to DNB Bank ASA, by sending the proxy voting instruction form to [vote@dnb.no](mailto:vote@dnb.no), by no later than 19 July 2023, 12.00 hours (CEST). The proxy voting instruction form is published with this convening notice at the Company's website ([www.the-kingfish-company.com](http://www.the-kingfish-company.com)) and through the Company's stock exchange notice calling the EGM as published on [www.newsweb.no](http://www.newsweb.no). This proxy can also be obtained from DNB Bank ASA by sending a request to that end to [vote@dnb.no](mailto:vote@dnb.no) and can also be obtained from the Company by sending a request to that end to [m.palstra@kingfish-zeeland.com](mailto:m.palstra@kingfish-zeeland.com).

### **Questions**

Shareholders or other persons with meeting rights may submit questions relating to the EGM agenda items prior to the EGM. Questions must be delivered to Marieke Palstra, the Company's Investor Relation Manager, by email to [m.palstra@kingfish-zeeland.com](mailto:m.palstra@kingfish-zeeland.com), no later than 19 July 2023, 12.00 hours (CEST). The Board shall try to answer these questions during the EGM. The answers to the questions shall be included in the minutes of the EGM, which will be published on the Company's website ([www.the-kingfish-company.com](http://www.the-kingfish-company.com)) as soon as possible after the EGM.

### **AGENDA WITH EXPLANATORY NOTES**

The EGM will be opened by the chairman of the Board, or in his absence by a person so designated by the Board. Failing such appointment by the Board, the EGM may elect the chairman of the EGM.

The chairman of the EGM will, prior to the EGM, make a record of persons registered with VPS as shareholder who have submitted (i) proxy voting instructions through DNB Bank ASA and (ii) have cast their votes in advance.

The agenda for the EGM is as follows:

- 1. OPENING AND ANNOUNCEMENTS**
- 2. AUTHORISATION OF THE BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND EXCLUDE PRE-EMPTION RIGHTS (Resolution)**

Reference is made to the Company's stock exchange announcement published on [www.newsweb.no](http://www.newsweb.no) on 5 July 2023, (<https://newsweb.oslobors.no/message/594763>) (the

"**Announcement**") regarding the Company's raise of an EUR 32 million unsecured convertible loan by existing key shareholders and Ocean 14 Capital Fund (the "**Convertible Loan**"). The Announcement sets out the material key terms of the Convertible Loan.

In order to enable the Company to perform its obligation under the Convertible Loan, it is proposed to:

- (i) designate the Board, in accordance with Section 2:96 of the Dutch Civil Code, as the corporate body authorized to resolve on the issuance and/or the granting of rights to subscribe for shares in the capital of the Company; and
- (ii) designate the Board, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorized to limit or exclude pre-emptive rights in relation to any issuance of shares in the capital of the Company or any grant of rights to subscribe for shares in the capital of the Company.

These authorisations shall be subject to the following limitations:

- (A) the authorisation of the Board will be limited to 70 million shares in the capital of the Company and can only be used for purpose of, and in connection with, the Convertible Loan;
- (B) the authorisation of the Board will expire after five years from the date of this EGM; and
- (C) the authorisation of the Board cannot be withdrawn.

### **3. AMENDMENT OF ARTICLES OF ASSOCIATION (Resolution)**

In connection with the Convertible Loan and the issuance of shares and/or granting of rights to subscribe for shares in the capital of the Company, it is proposed to increase the authorised capital of the Company by amending the Company's articles of association. It is proposed to amend article 4 of the Company's articles as follows and it shall read as follows:

#### "Article 4

##### **Capital**

The authorised share capital of the Company is five million five hundred thousand euro (EUR 5,500,000), divided into five hundred fifty million (550,000,000) shares, with a nominal value of one eurocent (EUR 0.01) each."

and in Dutch:

#### "Artikel 4

##### **Kapitaal**

Het maatschappelijk kapitaal van de Vennootschap bedraagt vijf miljoen vijfhonderdduizend euro (EUR 5.500.000,00), verdeeld in vijfhonderdvijftig miljoen (550.000.000) Aandelen, elk nominaal groot één eurocent (EUR 0,01)."

The verbatim text of the proposal to amend the articles of association has been made available as a separate document on the website of the Company ([www.the-kingfish-company.com](http://www.the-kingfish-company.com)) and at the office of the Company.

The aforementioned proposal to amend the articles of association includes the proposal to authorise each managing director of the Company and every (candidate) civil law notary, notarial employee and attorney-at-law of DLA Piper Nederland N.V. in Amsterdam, the Netherlands, acting

jointly as well as separately, to execute the notarial deed of amendment and to undertake all other action that the authorised person deems necessary or useful.

**4. RENEWAL OF AUTHORISATION OF THE BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND EXCLUDE OR LIMIT PRE-EMPTION RIGHTS (Resolution)**

The Board has used its standing authority to issue shares in the capital of the Company (as further detailed in the Announcement), as granted to the Board at the Company's annual general meeting of 20 June 2023. It is therefore proposed to renew the designation of the Board, in accordance with Section 2:96 of the Dutch Civil Code, as the corporate body authorized to resolve on the issuance and/or the granting of rights to subscribe for shares in the capital of the Company:

- (A) the authorisation of the Board will expire at the earlier of the conclusion of the annual general meeting in 2024 or 18 months from 20 June 2023; and
- (B) the authorisation of the Board will be limited to 20% of the issued share capital of the Company on the date of this EGM.

**5. RENEWAL OF AUTHORISATION OF THE BOARD TO EXCLUDE OR LIMITED PRE-EMPTION RIGHTS (Resolution)**

It is proposed to renew the designation of the Board, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorized to limit or exclude pre-emptive rights in relation to any issuance of shares in the capital of the Company and/or any grant of rights to subscribe for shares in the capital of the Company pursuant to the authorisation provided for under the resolution set out in agenda item 4.

The authorisation shall be subject to the following limitations:

- (A) the authorisation of the Board will expire at the earlier of the conclusion of the annual general meeting in 2024 or 18 months from 20 June 2023; and
- (B) the authorisation of the Board to limit or exclude pre-emptive rights is limited to 50% of the authorisation provided for under the resolution set out in agenda item 4.

This resolution shall be subject to the passing of the resolution set out in agenda item 4.

**6. ANY OTHER BUSINESS**

The Kingfish Company N.V. is a Dutch limited liability company (*naamloze vennootschap*). As of the Record Date and the date of this notice, the Company has issued 110,849,291 shares, each of which represents one vote.

For the purpose of the EGM the total number of issued shares in the Company for which votes can be cast is set at the Record Date.

**PROXY VOTE INSTRUCTION**

**The Kingfish Company N.V. (the "Company")**

**Proxy for Extraordinary General Meeting: 24 July 2023**

The undersigned hereby authorizes the Company's Investor Relations Manager, Ms Marieke Palstra, as his/her true and lawful agent and proxy, to represent the undersigned at the Extraordinary General Meeting of the Company to be held on 24 July 2023 at 14.00 hours (CEST), for the purposes set forth below and in the notice of the Extraordinary General Meeting issued by the Company, in all matters coming before said meeting and to exercise the voting rights of the undersigned in accordance with the voting instructions below:

Please mark your votes as in this example:

X
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Agenda	Resolution	FOR	AGAINST	ABSTAIN
2.	Authorisation of the supervisory board to (i) issue shares and/or grant rights to subscribe for shares, and (ii) exclude or limited pre-emption rights			
3.	Amendment of articles of association			
4.	Renewal of authorisation of the supervisory board to issue shares and/or grant rights to subscribe for shares			
5.	Renewal of authorisation of the supervisory board to exclude or limited pre-emption rights			

Number of shares held: \_\_\_\_\_

Signature(s): \_\_\_\_\_

Date: \_\_\_\_\_

Note: Please sign as name appears below, joint owners should each sign. When signing as authorized representative of a shareholder, attorney, executor, administrator or guardian, please give full title as such and provide evidence of representation authority.

Name of shareholder in block letters: \_\_\_\_\_

Please mark if you would like to attend the EGM meeting:

Please return your duly completed and signed proxy, to be received by DNB Bank ASA on or prior to 19 July 2023, 12.00 hours (CEST), either by way of e-mail to e-mail address: vote@dnb.no or by ordinary mail to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or if delivery by hand to: DNB Bank ASA, Registrars Dept., attn.: Sten Sundby, Dronning Eufemias gate 30, 0191 Oslo, Norway.