

**Minutes of the Annual General Meeting of
The Kingfish Company N.V. (the "Company") ("AGM")**

Tuesday 20 June 2023, 14.00 hours (CET)

1 OPENING AND ANNOUNCEMENTS

- 1.1 Jeroen Scheelbeek, as chairperson of the supervisory board (the "**Supervisory Board**"), shall act as chair the AGM ("**Chair**"). The Chair asks Marieke Palstra to act as secretary of the meeting.
- 1.2 The Chair established that proxies were issued for a total of 76,961,551 shares in the capital of the Company, for which 76,961,551 votes can be exercised.

2 ANNUAL REPORT FOR THE FINANCIAL YEAR 2022

The Company published its financial statements, board report and other associated information on its website and made these documents available with the convocation of this AGM. The management board (the "**Management Board**") is invited to present the annual report to the meeting

3 ADOPTION OF THE ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR 2022 (Resolution)

- 3.1 It is proposed to the AGM to adopt the annual accounts of the Company for the financial year 2022. This is a voting item.
- 3.2 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

- 3.3 It is concluded that the resolution under item 3 is adopted with the required majority of votes.

4 APPROPRIATION OF THE RESULT FOR THE FINANCIAL YEAR 2022 (Resolution)

4.1 It is proposed to the AGM to add the result of the Company for the financial year 2022, being a loss of EUR 7.313 million, to the general reserve as maintained in the books of the Company. This is a voting item.

4.2 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

4.3 It is concluded that the resolution under item 4 is adopted with the required majority of votes.

5 RELEASE FROM LIABILITY OF THE MEMBERS OF THE MANAGEMENT BOARD AND THE MEMBERS OF THE SUPERVISORY BOARD (Resolution)

5.1 It is proposed to the AGM to discharge the members of the Management Board and the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2022, to the extent that such exercise is apparent from the annual accounts or other public disclosures prior to the adoption of the 2022 annual accounts. This is a voting item.

5.2 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

5.3 It is concluded that the resolution under item 5 is adopted with the required majority of votes.

6 REAPPOINTMENT AUDITOR FOR THE FINANCIAL YEAR 2023 (Resolution)

6.1 It is proposed to the AGM to reappoint Baker Tilly (Netherlands) N.V. as the external auditor of the Company for the financial year 2023. This is a voting item.

6.2 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

6.3 It is concluded that the resolution under item 6 is adopted with the required majority of votes.

7 ADOPTION OF REMUNERATION POLICY (Resolution)

7.1 In accordance with Section 2:135 of the Dutch Civil Code, the Company should have a remuneration policy. In accordance with the Company's articles of association, the Supervisory Board unanimously proposes to the AGM to adjust and adopt the new remuneration policy for the Management Board Company. A continuing text of the proposed remuneration policy has been made available on the Company's website.

7.2 In accordance with the Section 2:135, subsections 2 and 3, of the Dutch Civil Code, the works council of Kingfish Zeeland B.V. has been asked to share its views in respect of the proposed remuneration policy. The Works Council has shared its reaction with the Supervisory Board, which reaction was published with the convocation notice of this AGM.

It is now proposed to the AGM to adopt the remuneration policy. This is a voting item. If the proposed adjustments to the remuneration are not approved by the AGM, the remuneration policy as adopted in 2020 remains to be operated and applied by the Company.

7.3 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

7.4 It is concluded that the resolution under item 7 is adopted with the required majority of votes.

8 COMPOSITION OF THE SUPERVISORY BOARD

8.1 This agenda item contains five proposals to the AGM to reappoint members of the Supervisory Board. This item contains five voting items.

8.2 Firstly, in accordance with the Company's articles of association, the Supervisory Board unanimously proposes to reappoint Mr Jeroen Scheelbeek, upon the binding nomination of

Rabobank Participaties B.V. and the unanimous proposal of the nomination committee of the Company (the "**Nomination Committee**"), as a member and chairman of the Supervisory Board with effect from 20 June 2023 up to and including the annual general meeting of the Company to be held in 2026. This proposal includes the proposal to continue the terms of Mr Scheelbeek's remuneration package. A biography of the Mr Scheelbeek was published with the AGM notice.

8.3 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

8.4 Secondly, in accordance with the Company's articles of association, the Supervisory Board unanimously proposes to appoint Mr Hans den Bieman, upon unanimous proposal of the Nomination Committee, as a member of the Supervisory Board as per 20 June 2023 up to and including the annual general meeting of the Company to be held in 2025. This proposal includes the proposal to continue the terms of Mr Den Bieman's remuneration package.

8.5 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

8.6 Thirdly, in accordance with the Company's articles of association, the Supervisory Board unanimously proposes to appoint Mr Alexandre van der Wees, upon the binding nomination of Creadev International S.A.S. and the unanimous proposal of the Nomination Committee, as a member of the Supervisory Board as per 20 June 2023 up to and including the annual general meeting of the Company to be held in 2026. This proposal includes the proposal to continue the terms of Mr Van der Wees' remuneration package.

8.7 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

8.8 Fourthly, in accordance with the Company's articles of association, the Supervisory Board unanimously proposes to appoint Mr Noam Kleinfeld, upon unanimous proposal of the Nomination Committee, as a member of the Supervisory Board as per 20 June 2023 up to and including the annual general meeting of the Company to be held in 2026. This proposal includes the proposal to continue the terms of Mr Kleinfeld's remuneration package.

8.9 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

8.10 Fifthly, in accordance with the Company's articles of association, the Supervisory Board unanimously proposes to appoint Mr Trias Fita, upon unanimous proposal of the Nomination Committee, as a member of the Supervisory Board as per 20 June 2023 up to and including the annual general meeting of the Company to be held in 2025. This proposal includes the proposal to continue the terms of Mr Trias Fita's remuneration package.

8.11 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

8.12 It is concluded that all the resolutions under item 8 are adopted with the required majority of votes.

9 REAPPOINTMENT OF MR M. DE ROVIRA AS MEMBER OF THE NOMINATION COMMITTEE WITH EFFECT FROM 20 JUNE 2023 (Resolution)

9.1 In accordance with the Company's articles of association, the Supervisory Board unanimously proposes to reappoint Mr Michel de Rovira, upon the recommendation of the Nomination Committee, as a member and chairman of the Nomination Committee with effect from 20 June 2023 up to and including the annual general meeting of the Company to be held in 2025.

9.2 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

9.3 It is concluded that the resolution under item 9 is adopted with the required majority of votes.

10 AUTHORISATION OF THE BOARD TO ISSUE SHARES AND GRANT RIGHTS TO SUBSCRIBE FOR SHARES (Resolution)

10.1 In line with past practice, it is proposed to designate the Supervisory 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. 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 the date of the AGM; and
- (b) the authorisation of the Board will be limited to 20% of the issued share capital of the Company on the date of the AGM.

10.2 This is a voting item which requires a two/third majority of the votes cast.

10.3 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	75,178,809	97.7%
Against	-	-
Abstain	1,782,742	2.3%
Total	76,961,551	100.00

10.4 It is concluded that the resolution under item 10 is adopted with the required majority of votes.

11 AUTHORISATION OF THE BOARD TO EXCLUDE OR LIMITED PRE-EMPTION RIGHTS (Resolution)

11.1 In line with past practice, it is proposed to designate the Supervisory 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 pursuant to the authorisation provided for under the resolution set out in agenda item 10.

11.2 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 or 18 months from the date of the AGM; 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 10.

11.3 This is a voting item which requires a two-third majority of the votes cast.

11.4 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	75,178,809	97.7%
Against	-	-
Abstain	1,782,742	2.3%
Total	76,961,551	100.00

11.5 It is concluded that the resolution under item 11 is adopted with the required majority of votes.

12 EXTENSION OF THE COMPANY'S EMPLOYEE STOCK OPTION PLAN (Resolutions)

12.1 The Company operates an employee stock option plan which was presented to and adopted by the general meeting on 30 October 2020 (the "**Plan**"). Pursuant to the Plan, a total of 4,006,762 shares in the capital of the Company may be awarded to employees of the Company or any parent or subsidiary of the Company.

12.2 In line with past practice, it is proposed:

- (a) to extend the time limit, referred to in clause 5.1 of the Plan, for the granting of awards under the Plan until the earlier of the conclusion of the annual general meeting in 2024 or 18 months from the date of the AGM;
- (b) to designate the Supervisory 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 grant of rights to subscribe for shares in the capital of the Company; and
- (c) to designate the Supervisory Board, in accordance with Section 2:96a of the Dutch Civil Code, as the corporate body authorized to resolve 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.

The authorisations referred to under (B) and (C) in this agenda item 12 shall be subject to the following limitations:

- (a) the authorisations of the Supervisory Board will expire at the earlier of the conclusion of the annual general meeting in 2024 or 18 months from the date of the AGM;
- (b) the authorisation of the Supervisory Board to issue and/or the grant of rights to subscribe for shares in the capital of the Company is limited to the number of shares available under the Plan (total: 4,006,762); and
- (c) the authorisation of the Supervisory Board to limit or exclude pre-emptive rights is limited to the number of shares available under the Plan (total: 4,006,762).

12.3 This item requires three votes and the resolutions under (B) and (C) require a two-third majority of the votes cast. The item under (A) is adopted with a simple majority.

12.4 All persons with voting rights are invited to cast their vote on resolution (A):

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

12.5 All persons with voting rights are invited to cast their vote on resolution (B):

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

12.6 All persons with voting rights are invited to cast their vote on resolution (C):

Overview votes	Number	%
For	76,961,551	100%
Against	-	-
Abstain	-	-
Total	76,961,551	100.00

12.7 It is concluded that the resolutions under item 12 are adopted with the required majority of votes.

13 AUTHORISATION OF THE BOARD TO ACQUIRE SHARES IN THE COMPANY (RESOLUTION)

13.1 In line with past practice, it is proposed to, in accordance with Section 2:98 of the Dutch Civil Code, authorise the Management Board to acquire shares in the capital of the Company.

13.2 The authorisation shall be subject to the following limitations:

- (a) the authorisation of the Management Board will expire at the earlier of the conclusion of the annual general meeting in 2024 or 18 months from the date of the AGM;
- (b) the authorisation is limited to 10% of the issued share capital on the date of this notice, shares may be acquired at the stock exchange or otherwise, at a price between par value and the average market price of the 5 working days prior to the acquisition; and
- (c) the acquisition is subject to the prior approval of the Supervisory Board.

13.3 This is a voting item which requires a two-third majority of the votes cast.

13.4 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	75,178,809	97.7%
Against	-	-
Abstain	1,782,742	2.3%
Total	76,961,551	100.00

13.5 It is concluded that the resolution under item 13 is adopted with the required majority of votes.

14 ANY OTHER BUSINESS

The Chair closes the meeting.

Chair:

Signed on June 20, 2023

By: Jeroen Scheelbeek

Secretary:

Signed on June 20, 2023

By: Marieke Palstra