

Annual General Meeting – 19 June 2024

Notification and agenda

TO:
ALL SHAREHOLDERS OF THE KINGFISH COMPANY N.V.

Kats, 17 May 2024

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

Dear Shareholder,

On behalf of the supervisory board (**Supervisory Board**) we herewith invite you to the annual general meeting of The Kingfish Company N.V., a limited liability company (*naamloze vennootschap*), having its statutory seat (*zeteel*) 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 (**Company**).

The annual 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 19 June 2024 at 14.00 hours (CET) (**AGM**).

GENERAL INFORMATION

Meeting documents

The agenda with explanatory notes thereto, the AGM documents as well as the annual report 2023 (including the annual accounts) are available on the Company's website (www.thekingfishcompany.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 AGM, those persons who are registered with the Norwegian Central Securities Depository (**VPS**) as shareholder in the Company per 22 May 2024 (after processing of settlements on that date in the VPS) (**Record Date**) are entitled to attend, speak and if applicable vote at the AGM, regardless of whether the shares in the Company are still held by them at the date of the AGM.

Attendance AGM

All shareholders, persons with meeting rights or their proxies who wish to attend and speak at the AGM are required to register their intention to attend the AGM by sending a notification to m.palstra@thekingfishcompany.com, no later than 14 June 2024, 12.00 p.m. (CET). All persons wishing to attend the AGM, should be able to identify themselves at the AGM by means of valid passport, identity card or driver's license. Attendees may also be asked to produce proof of shareholding on the Record Date (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.

Registration and identification at the venue

Registration for admission to the AGM will take place at the registration desk at the meeting venue between 13.30 CET and the commencement of the AGM on 19 June 2024. It is not possible to register after this time. Attendees will be asked to produce proof of identity and shareholding on the Record Date (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.

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, no later than 14 June 2024, 12.00 p.m. (CET).

Proxy voting procedure

Shareholders or other persons with voting rights that will not be attending the AGM (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 Relations Manager. By providing the proxy voting instruction, such person grants a proxy to vote on the shares at the AGM 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, by no later than 14 June 2024, 12.00 p.m. (CET). The proxy voting instruction form is published with this convening notice at the Company's website (www.the-kingfish-company.com) and through the Company's stock exchange notice calling the AGM as published on www.newsweb.oslobors.no. This proxy can also be obtained from DNB Bank ASA by sending a request to that end to vote@dnb.no and can also be obtained from the Company by sending a request to that end to m.palstra@thekingfishcompany.com.

Questions

Shareholders or other persons with meeting rights may submit questions relating to the AGM agenda items prior to the AGM. Questions must be delivered to Marieke Palstra, the Company's Investor Relations Manager, by email to m.palstra@thekingfishcompany.com, no later than 14 June 2024, 12.00 p.m. (CET). The Supervisory Board shall try to answer these questions during the AGM. The answers to the questions shall be included in the minutes of the AGM, which will be published on the Company's website (<https://thekingfishcompany.com/>) as soon as possible after the AGM.

Personal data

The Company reserves the right to record the proceedings at the AGM, for use in future events, publications, social media or press-related activities connected to the event. Recording may be in the form of photography, video recordings or audio recordings. By attending the event you consent to being photographed and/or audio and/or video recorded at the event and grant the organizers the perpetual right to use your likeness, image, photo and voice, without financial compensation, for possible use in conjunction with related future events, publications, social media or press-related activities. A copy of the Company's privacy statement can be found [here](#).

AGENDA WITH EXPLANATORY NOTES

The AGM will be opened by the chairman of the Company's supervisory board (**Supervisory Board**), or in his absence by a person so designated by the Supervisory Board. Failing such appointment by the Supervisory Board, the AGM may elect the chairman of the AGM.

The chairman of the AGM will, prior to the AGM, 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 AGM is as follows:

1. OPENING AND ANNOUNCEMENTS

2. ANNUAL REPORT FOR THE FINANCIAL YEAR 2023

This agenda item includes an account of the financial year of 2023, including the annual report.

3. ADOPTION ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR 2023 (Resolution)

This agenda item includes the proposal to the general meeting to adopt the annual accounts for the financial year 2023.

4. APPROPRIATION OF THE RESULT FOR THE FINANCIAL YEAR 2023 (Resolution)

This agenda item includes the proposal to the general meeting to add the loss of EUR 9,961 thousand to the general reserve maintained in the books of the Company.

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

It is proposed to the general meeting to discharge the members and former member of the management board of the Company and the members of the Supervisory Board from all liability in relation to the exercise of their duties in the financial year 2023, to the extent that such exercise is apparent from the annual accounts or other public disclosures prior to the adoption of the 2023 annual accounts.

6. REAPPOINTMENT AUDITOR FOR THE FINANCIAL YEAR 2024 (Resolution)

This agenda item includes the proposal to the general meeting to reappoint Baker Tilly (Netherlands) B.V. as the external auditor of the Company for the financial year 2024.

7. REAPPOINTMENT OF MR DEN BIEMAN AS MEMBER OF THE NOMINATION COMMITTEE WITH EFFECT FROM 19 JUNE 2024 (Resolution)

In accordance with the Company's articles of association, the Supervisory Board unanimously proposes to reappoint Mr Hans den Bieman, upon the recommendation of the Company's nomination committee (**Nomination Committee**), as a member the Nomination Committee with effect from 19 June 2024 up to and including the annual general meeting of the Company to be held in 2026.

8. APPOINTMENT OF MR VAN DER HOUT AS MEMBER OF THE NOMINATION COMMITTEE WITH EFFECT FROM 19 JUNE 2024 (Resolution)

In accordance with the Company's articles of association, the Supervisory Board unanimously proposes to appoint Mr Arjan van der Hout, upon the recommendation of the Nomination Committee, as a member the Nomination Committee with effect from 19 June 2024 up to and including the annual general meeting of the Company to be held in 2026.

9. AUTHORIZATION OF THE SUPERVISORY BOARD TO ISSUE SHARES AND GRANT RIGHTS TO SUBSCRIBE FOR SHARES (Resolution)

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 authorization shall be subject to the following limitations:

- (A) the authorization of the Supervisory Board will expire at the earlier of the conclusion of the annual general meeting in 2025 or 18 months from the date of the AGM; and
- (B) the authorization of the Supervisory Board will be limited to 20% of the issued share capital of the Company on the date of the AGM.

10. AUTHORIZATION OF THE BOARD TO EXCLUDE OR LIMITED PRE-EMPTION RIGHTS

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 authorization provided for under the resolution set out in agenda item 9.

The authorization shall be subject to the following limitations:

- (A) the authorization of the Supervisory Board will expire at the earlier of the conclusion of the annual general meeting in 2025 or 18 months from the date of the AGM; and
- (B) the authorization of the Supervisory Board to limit or exclude pre-emptive rights is limited to 50% of the authorization provided for under the resolution set out in agenda item 9.

This resolution shall be subject to the passing of the resolution set out in agenda item 9.

11. THE COMPANY'S EMPLOYEE STOCK OPTION PLAN (Resolutions)

The Company operates an employee stock option plan which was presented to and adopted by the general meeting on 30 October 2020 (**Plan**). It is proposed to update the Plan by increasing the maximum number of shares that may be awarded to employees of the Company, or any parent or subsidiary of the Company to 6 million (previously: 4,006,762), being ~5.4% of the Company's share capital. Such proposed increase serves as a catch up of the pool size of the Plan as the pool size hasn't been updated since the Company's listing in 2020 and to align the pool size with the Company's current issued share capital.

Further, and 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 2025 or 18 months from the date of the AGM and increase the maximum pool size to 6 million shares referred to in clause 3.1 of the Plan (Resolution);
- (B) to designate the Supervisory Board, in accordance with Section 2:96 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 (Resolution); and
- (C) to designate the Supervisory Board, in accordance with Section 2:96a 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 (Resolution).

The authorizations referred to under (B) and (C) in this agenda item 11 shall be subject to the following limitations:

- (A) the authorizations of the Supervisory Board will expire at the earlier of the conclusion of the annual general meeting in 2025 or 18 months from the date of the AGM;

- (B) the authorization 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: 6 million); and
- (C) the authorization of the Supervisory Board to limit or exclude pre-emptive rights is limited to the number of shares available under the Plan (total: 6 million).

12. AUTHORIZATION OF THE MANAGEMENT BOARD TO ACQUIRE SHARES IN THE COMPANY (RESOLUTION)

In line with past practice, it is proposed to, in accordance with Section 2:98 of the Dutch Civil Code, authorize the management board of the Company to acquire shares in the capital of the Company.

The authorization shall be subject to the following limitations:

- (A) the authorization of the management board of the Company will expire at the earlier of the conclusion of the annual general meeting in 2025 or 18 months from the date of the AGM;
- (B) the authorization 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. 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 AGM 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. (Company)

Proxy for Annual General Meeting: 19 June 2024

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 Annual General Meeting of the Company to be held on 19 June 2024 at 14.00 hours (CET), for the purposes set forth below and in the notice of the Annual 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:



Agenda	Resolution	FOR	AGAINST	ABSTAIN
3.	Adoption Annual accounts for the FY 2023			
4.	Appropriation of the result for the FY 2023			
5.	Release from liability of the members of the management board and the members of the supervisory board			
6.	Reappointment auditor for the FY 2024			
7.	Reappointment Mr Den Bieman as member of the nomination committee			
8.	Appointment Mr Van der Hout as member of the nomination committee			
9.	Authorization of the supervisory board to issue shares and grant rights to subscribe for shares			
10.	Authorization of the supervisory board to exclude or limited pre-emption rights			
11.a	Extension of the Company's employee stock option plan and increase of pool size			
11.b	Authorization of the supervisory board to issue shares and grant rights to subscribe for shares under the employee stock option plan			
11.c	Authorization of the supervisory board to exclude or limited pre-emption rights under the employee stock option plan			
12.	Authorization of the management board to acquire shares in the Company			

Signature(s): _____

Date: _____

Note: Please produce proof of shareholding / meeting rights on the Record 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 AGM meeting:

Please return your duly completed and signed proxy, to be received by DNB Bank ASA on or prior to 14 June 2024, 12.00 p.m. (CET), 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.