

Extraordinary General Meeting – 24 January 2025

Notification, agenda and explanatory notes

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

Kats, 8 January 2025

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 (**Supervisory Board**) we herewith invite you to the extraordinary general meeting of The Kingfish Company N.V., a limited liability company (*naamloze vennootschap*), having its statutory seat (*zetel*) 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 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 January 2025 at 14.00 hours (CET) (**EGM**).

GENERAL INFORMATION

Meeting documents

The agenda with explanatory notes thereto is 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 EGM, those persons who are registered with the Norwegian Central Securities Depository, Euronext Securities Oslo (**VPS**), as shareholder in the Company per 27 December 2024 (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@thekingfishcompany.com, no later than 19 January 2025, 12.00 p.m. (CET). 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. Attendees will also be asked to produce proof of their entitlement 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 EGM will take place at the registration desk at the meeting venue between 13.30 CET and the commencement of the EGM on 24 January 2025. It is not possible to register after this time. Attendees will be asked to produce proof of identity and their entitlement 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 other persons with voting rights (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 20 January 2025, 12.00 p.m. (CET).

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 Relations 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, by no later than 20 January 2025, 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 EGM as published on <https://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 EGM agenda items prior to the EGM. Questions must be delivered to Marieke Palstra, the Company's Investor Relations Manager, by email to m.palstra@thekingfishcompany.com, no later than 20 January 2025, 12.00 p.m. (CET). The Supervisory 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 (<https://thekingfishcompany.com/>) as soon as possible after the EGM.

Personal data

The Company reserves the right to record the proceedings at the EGM, 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 EGM 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 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. AUTHORIZATION OF THE SUPERVISORY 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 22 December 2024 (<https://live.euronext.com/en/products/equities/company-news/2024-12-22-agreement-fully-underwritten-private-placement-and-q4>) (**Announcement**) regarding the Company's fully underwritten EUR 14 million equity private placement (**Private Placement**) of 31,111,112 new shares in the capital of the Company (**Offer Shares**) at a fixed price of EUR 0.45 per Offer Share (**Offer Price**).

The net proceeds from the Private Placement will be used to strengthen the Company's resources to accelerate the sales ramp up until full utilization of the farm capacity estimated at 4,000 tons per year and for general corporate purposes.

The Announcement *inter alia* sets out the material key terms of the Private Placement, the terms and conditions applicable to the underwriting and the conditions for completion of the Private Placement. The Announcement, in relation to the Private Placement, is hereby incorporated by reference.

As described in the Announcement, the Private Placement consists of two tranches:

- (A) tranche one consisting of the issuance of 11,084,900 Offer Shares (**Tranche 1 Shares**), representing 10% of the outstanding shares in the Company prior to the Private Placement, which Tranche 1 Shares will be issued by the Supervisory Board pursuant to the authorizations granted by the Company's annual general meeting on 19 June 2024, including the authority to exclude pre-emption rights to shares; and
- (B) tranche two consisting of the issuance of 20,026,212 Offer Shares (**Tranche 2 Shares**), representing 18.1% of the outstanding shares in the Company prior to the Private Placement.

Furthermore, and subject to the terms referred to in the Announcement, an underwriting fee equal to 10% of each underwriter's underwriting commitment (as further detailed in the Announcement) shall be due and payable by the Company, which underwriting fee shall be paid in the form of the issuance of in aggregate 733,645 shares in the capital of the Company at the Offer Price (**Underwriting Shares**).

In order to enable the Company to perform its obligations under the Private Placement, it is proposed to:

- (A) 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; and
- (B) 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.

These authorizations shall be subject to the following limitations:

- (A) the authority of the Supervisory Board will be limited to:
 - (i) the Tranche 2 Shares, which can only be used for the purpose of the Private Placement; and
 - (ii) the Underwriting Shares, which can only be used for the purpose of the settling the Company's obligation to issue shares to the underwriters of the Private Placement;
- (B) the authorization of the Supervisory Board will expire after five years from the date of this EGM; and
- (C) the authorization of the Supervisory Board cannot be withdrawn.

3. RENEWAL OF AUTHORIZATION OF THE SUPERVISORY BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES (Resolution)

With the issuance of the Tranche 1 Shares, the Supervisory Board shall have used its standing authority to issue shares in the capital of the Company (as further detailed in the Announcement), as granted to the Supervisory Board at the Company's annual general meeting of 19 June 2024. It is therefore proposed to renew the designation of 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 EGM; and
- (B) the authorization of the Supervisory Board will be limited to 20% of the issued share capital of the Company on the date following issuance of the Tranche 2 Shares, being 28,392,080 shares.

4. RENEWAL OF AUTHORIZATION OF THE SUPERVISORY BOARD TO EXCLUDE AND/OR LIMIT PRE-EMPTION RIGHTS

It is proposed to renew the designation of the Supervisory Board, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorized to exclude and/or limit 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 3.

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 EGM; 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 3, being 14,196,040 shares.

This resolution shall be subject to the passing of the resolution set out in agenda item 3.

5. 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. (Company)

Proxy for Extraordinary General Meeting: 24 January 2025

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 January 2025 at 14.00 hours (CET), 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

If no choice is specified in respect of the voting item on the agenda, the proxyholder shall vote "FOR" such agenda item.

Agenda	Resolution	FOR	AGAINST	ABSTAIN
2.	Authorization of the supervisory board to issue shares and/or grant rights to subscribe for shares and exclude pre-emption rights			
3.	Renewal of authorization of the supervisory board to issue shares and/or grant rights to subscribe for shares			
4.	Renewal of authorization of the supervisory board to exclude and/or limit pre-emption rights			

Signature(s): _____

Date: _____

Name of the undersigned in block letters: _____

The undersigned is holder of (*insert number*) _____ shares on the Record Date.

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

Note: Please sign as name appears above, 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.

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 20 January 2025, 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.

THE
KINGFISH
COMPANY