

Minutes of the Extraordinary General Meeting of The Kingfish Company N.V. (Company) (EGM)

24 January 2025, 14.00 hours (CET)

1 OPENING AND ANNOUNCEMENTS

- 1.1 Jeroen Scheelbeek, chair of the Company's supervisory board (**Supervisory Board**), shall act as chair of the EGM (**Chair**). Marieke Palstra shall act as secretary of the meeting.
- 1.2 The Chair establishes that proxies were issued for a total of 85,333,569 shares in the capital of the Company, for which 85,333,569 votes can be exercised at the EGM.
- 1.3 The Chair establishes that no questions were submitted by shareholders or other persons with meeting rights prior to the EGM relating to the agenda items for the meeting.

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

- 2.1 Reference is made to the Company's stock exchange announcement published on 22 December 2024 (**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**).
- 2.2 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.
- 2.3 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 have been 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.
- 2.4 Further, 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**).
- 2.5 In order to enable the Company to perform its obligations under the Private Placement, it is proposed to the EGM 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.

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

Overview votes	Number	%
For	85,333,569	100%
Against	-	-
Abstain	-	-
Total	85,333,569	100%

2.7 The Chair concludes that the resolution under item 2 is adopted with the required majority of votes.

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

3.1 The Chair establishes that with the issuance of the Tranche 1 Shares, the Supervisory Board has used its standing authority to issue shares in the capital of the Company (as further detailed in the Announcement). It is therefore proposed to renew the designation of the Supervisory Board, in accordance with Section 96 of book 2 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.

3.2 The authorisation 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 the full completion of the Private Placement, being 28,392,080 shares.

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

Overview votes	Number	%
For	85,333,569	100%
Against	-	-
Abstain	-	-
Total	85,333,569	100%

3.4 The Chair concludes that the resolution under this item 3 is adopted with the required majority of votes.

4 RENEWAL OF AUTHORIZATION OF THE SUPERVISORY BOARD TO EXCLUDE AND/OR LIMIT PRE-EMPTION RIGHTS (*Resolution*)

4.1 The Chair establishes that 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 item 3.

4.2 The authorisation 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.

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

Overview votes	Number	%
For	85,333,569	100%
Against	-	-
Abstain	-	-
Total	85,333,569	100%

4.4 The Chair concludes that the resolution under item 4 is adopted with the required majority of votes.

5 ANY OTHER BUSINESS

The Chair closes the meeting.

Chair:

Secretary:

By: Jeroen Scheelbeek

By: Marieke Palstra