

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

4 June 2025, 14.00 hours (CET)

Present

Supervisory board of the Company (**Supervisory Board**):
Jeroen Scheelbeek, chairperson of the Supervisory Board

Management board of the Company (**Management Board**):
Vincent Erenst, CEO
Jean-Charles Valette, CFO

Shareholders

Other participants

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Marieke Palstra, the Company's investor relations manager
Harry van den Burg, auditor with Baker Tilly (Netherlands) N.V.

1 OPENING AND ANNOUNCEMENTS

- 1.1 Jeroen Scheelbeek, as chairperson of the Supervisory Board, shall act as chair the AGM (Chair).
Marieke Palstra shall act as secretary of the meeting.
- 1.2 The Chair established that proxies were issued for a total of 105,117,189 shares in the capital of the Company, for which 105,117,189 votes can be exercised. A total of 17,552,236 shares, for which 17,552,236 votes can be exercised are present at the meeting.

2 ANNUAL REPORT FOR THE FINANCIAL YEAR 2024

- 2.1 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.

3 ADOPTION OF THE ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR 2024 (Resolution)

- 3.1 It is now proposed to the AGM to adopt the annual accounts of the Company for the financial year 2024. This is a voting item.
- 3.2 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	103,334,447	98.30
Against	-	-
Abstain	1,782,742	1.70
Total	105,117,189	100%

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 2024 (Resolution)

4.1 It is proposed to the AGM to add the result of the Company for the financial year 2024, being a loss of EUR 30.783 thousand, 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	103,334,447	98.30
Against	-	-
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

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

5.1 It is proposed to the AGM to discharge the former and current 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 2024, to the extent that such exercise is apparent from the annual accounts or other public disclosures prior to the adoption of the 2024 annual accounts. This is a voting item.

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

Overview votes	Number	%
For	103,334,447	98.30
Against	-	-
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

6 APPOINTMENT OF KPMG ACCOUNTANTS N.V. AS EXTERNAL AUDITOR FOR THE FINANCIAL YEAR 2025 (Resolution)

- 6.1 It is proposed to the AGM to appoint KPMG Accountants N.V. as the external auditor of the Company for the financial year 2025. This is a voting item.
- 6.2 Reference is made to the explanatory notes to the notice for this AGM and the disclosure regarding the selection and nomination process of KPMG Accountants N.V. as the proposed auditor.
- 6.3 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	103,334,447	98.30
Against	-	-
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

7 APPOINTMENT OF MR. GOVARE AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT FROM 4 JUNE 2025 (Resolution)

- 7.1 In accordance with the Company's articles of association, it is proposed to appoint Mr. Govare as a member of the Supervisory Board as per 4 June 2025 up to and including the annual general meeting of the Company to be held in 2027 following the binding nomination of Creadev International S.A.S. and the unanimous recommendation of the Company's Nomination Committee.
- 7.2 Reference is made to the biography of Mr. Govare as included in the AGM documents that have been made available on the Company's website and at the offices of the Company.
- 7.3 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	103,121,003	98.10
Against	213,444	0.20
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

8 REMUNERATION OF MR GOVARE (Resolution)

8.1 The Supervisory Board unanimously proposes to grant Mr. Govare, with the unanimous recommendation of the Company's Nomination Committee, a remuneration of EUR 35,000 on a yearly basis for his role as member of the Supervisory Board. This remuneration package is in conformity with the current remuneration package granted to other members of the Supervisory Board.

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

Overview votes	Number	%
For	103,319,924	98.29
Against	14,523	0.01
Abstain	1,782,742	1.70
Total	105,117,189	100%

8.3 It is concluded that the resolution under this item 8 is adopted with the required majority of votes.

9 REAPPOINTMENT OF MR. DEN BIEMAN AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT FROM 4 JUNE 2025

9.1 In accordance with the Company's articles of association, the Supervisory Board unanimously proposes to reappoint Mr. Hans den Bieman, following the unanimous recommendation of the Company's Nomination Committee, as a member of the Supervisory Board with effect from 4 June 2025 up to and including the annual general meeting of the Company to be held in 2027. This proposal includes the proposal to continue the terms of Mr. Den Bieman's remuneration package. This is a voting item.

9.2 Reference is made to the biography of Mr. Den Bieman as included in the AGM documents that have been made available on the Company's website and at the offices of the Company.

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

Overview votes	Number	%
For	103,121,003	98.10
Against	213,444	0.20
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

10 REAPPOINTMENT OF MR. TRIAS FITA AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT FROM 4 JUNE 2025

- 10.1 In accordance with the Company's articles of association, the Supervisory Board unanimously proposes to reappoint Mr. Jordi Trias Fita, following the unanimous recommendation of the Company's Nomination Committee, as a member of the Supervisory Board with effect from 4 June 2025 up to and including the annual general meeting of the Company to be held in 2027. This proposal includes the proposal to continue the terms of Mr. Trias Fita's remuneration package. This is a voting item.
- 10.2 Reference is made to the biography of Mr. Trias Fita as included in the AGM documents that have been made available on the Company's website and at the offices of the Company.
- 10.3 All persons with voting rights are invited to cast their vote:
- 10.4 If there are no questions, I would like to invite the persons with voting rights to cast their vote:

Overview votes	Number	%
For	103,121,003	98.10
Against	213,444	0.20
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

11 APPOINTMENT OF MR. FRANCOIS AS MEMBER AND CHAIR OF THE NOMINATION COMMITTEE WITH EFFECT FROM 4 JUNE 2025 (Resolution)

- 11.1 In accordance with the Company's articles of association, the Company has a Nomination Committee. It is proposed, following the unanimous recommendation of the Company's Nomination Committee, to appoint Mr. Charles Francois as a member and chair of the Nomination Committee with effect from 4 June 2025 up to and including the annual general meeting of the Company to be held in 2027. This is a voting item.
- 11.2 Reference is made to the biography of Mr. Francois as included in the AGM documents that have been made available on the Company's website and at the offices of the Company.
- 11.3 All persons with voting rights are invited to cast their vote:

Overview votes	Number	%
For	103,334,447	98.30
Against	-	-
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

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

12.1 In line with past practice, it is proposed to designate 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. The authorisation shall be subject to the following limitations:

- (a) the authorisation of the Supervisory Board will expire at the earlier of the conclusion of the annual general meeting in 2026 or 18 months from the date of the AGM; and
- (b) the authorisation of the Supervisory Board will be limited to 20% of the issued share capital of the Company on the date of the AGM

12.2 The authority is intended to give the Management Board, under supervision of the Supervisory Board, some degree of flexibility in financing the Company in the most efficient manner and flexibility.

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

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

Overview votes	Number	%
For	103,319,924	98.29
Against	14,523	0.01
Abstain	1,782,742	1.70
Total	105,117,189	100%

12.5 It is concluded that the resolution under this item 12 is adopted with the required majority of votes.

13 AUTHORISATION OF THE SUPERVISORY BOARD TO EXCLUDE OR LIMIT PRE-EMPTION RIGHTS (Resolution)

13.1 Since the resolution under item 12 is adopted, it is now proposed, in line with past practice, to designate the Supervisory Board, in accordance with Section 96a of book 2 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 12.

13.2 The authorisation shall be subject to the following limitations:

- (a) the authorisation of the Supervisory Board will expire at the earlier of the conclusion of the annual general meeting in 2026 or 18 months from the date of the AGM; and

- (b) the authorisation of the Supervisory 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 12.

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	103,319,924	98.29
Against	14,523	0.01
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

14 THE COMPANY'S EMPLOYEE STOCK OPTION PLAN (Resolutions)

14.1 The Company operates an employee stock option plan which was presented to and adopted by the general meeting in 2024 (**Plan**). Under the Plan, a maximum number of shares may be awarded to employees of the Company, or any parent or subsidiary of the Company. This maximum has been set at 6 million shares.

14.2 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 2026 or 18 months from the date of the AGM (*Resolution*);
- (b) to designate 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 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 96a of book 2 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 (*Resolution*).

The authorisations referred to under (B) and (C) in this agenda item 14 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 2026 or 18 months from the date of the AGM;
- (b) the authorisation of the Supervisory Board to issue and/or 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 authorisation 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).

14.3 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.

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

Overview votes	Number	%
For	103,121,003	98.10
Against	213,444	0.20
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

Overview votes	Number	%
For	103,106,480	98.09
Against	227,967	0.22
Abstain	1,782,742	1.70
Total	105,117,189	100%

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

Overview votes	Number	%
For	103,106,480	98.09
Against	227,967	0.22
Abstain	1,782,742	1.70
Total	105,117,189	100%

14.7 It is concluded that all resolutions under this item 14 are adopted with the required majority of votes.

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

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

15.2 The purpose of this proposal is to give the Management Board the authorisation to reduce the Company's outstanding share capital in order to return capital to the Company's shareholders, and/or to cover obligations under share-based compensation plans or for other purposes. The proposal is made in accordance with Section 98 of book 2, subsection 4, of the Dutch Civil Code.

15.3 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 2026 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.

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

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

Overview votes	Number	%
For	103,319,924	98.29
Against	14,523	0.01
Abstain	1,782,742	1.70
Total	105,117,189	100%

15.6 It is concluded that the resolution under this item 15 is adopted with the required majority of votes.

16 ANY OTHER BUSINESS

16.1 The Chair closes the meeting.

Chair:

By: Jeroen Scheelbeek

Secretary:

By: Marieke Palstra