

THE KINGFISH COMPANY N.V.

a Dutch 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, (the “Company”)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

held on 16 November, 2022 at 13:00 hours (CET) at the offices of the Company at Oost-Zeedijk 13, 4485 PM Kats, the Netherlands.

1. OPENING OF THE MEETING

In the absence of Hans den Bieman, the chairman of the supervisory board of the company, Jeroen Scheelbeek opened and chaired the Extraordinary General Meeting, after having been designated by the supervisory board to do so (the “EGM”) and kept a list of attending shareholders. The list of attending shareholders and the number of shares and votes is attached to these minutes as Appendix 1.

2. PROXIES AND QUORUM

With reference to the Notice of Extraordinary Meeting of Shareholders that was published on 1 November, 2022 (the “EGM Notice”), proxies have been lodged by 13 shareholders holding 62,852,262 shares, representing 68.34% of the issued share capital of the Company. As prescribed by law and by the Company’s articles of association, resolutions do not require a quorum of shareholders to be valid. This means that resolutions are final if there is an absolute majority of the votes casted.

A record of shareholders who have submitted advance votes by proxies was attached to the agenda of the EGM. No incoming documents or notices or questions have been received before the EGM. During the EGM, shareholders were given the opportunity to ask questions with respect to each item on the agenda.

3. RESOLUTIONS

The following matters were resolved:

1. **MANAGEMENT BOARD RESIGNATION:** to accept the resignation of Mr. Ohad Maiman and to grant a discharge for the performance of his duties as managing director of the Company (as defined in the EGM Notice). **(resolution 2)**
2. **BOARD RESIGNATION:** to accept the resignation of Mr. Hans den Bieman and to grant a discharge for the performance of his duties as a member and chairman of the Board (as defined in the EGM Notice). **(resolution 3)**
3. **MANAGEMENT BOARD INTERIM APPOINTMENT:** to appoint Mr. Hans den Bieman as managing director with the title CEO *ad interim* until a new CEO has been found and appointed. **(resolution 4)**

4. BOARD APPOINTMENT: to appoint Mr. Wilfred Jeroen Scheelbeek, with effect from 1 November 2022, upon unanimous proposal of the Nomination Committee, as the chairman of the Board until the next annual general meeting of the Company (as defined in the EGM Notice). **(resolution 5)**
5. REMUNERATION BOARD: to grant Mr. Wilfred Jeroen Scheelbeek a remuneration of 70,000 EUR on a yearly basis for his role as member and chairman of the Board (as defined in the EGM Notice). **(resolution 6)**
6. BOARD RE-APPOINTMENT: to re-appoint Mr. Helge Moen, upon unanimous proposal of the Nomination Committee, as a member of the Board until the next annual general meeting of the Company, with a continuation of his current remuneration package (as defined in the EGM Notice). **(resolution 7)**
7. BOARD RE-APPOINTMENT: to re-appoint Mr. Martin Jansen, upon unanimous proposal of the Nomination Committee, as a member of the Board until the next annual general meeting of the Company, with a continuation of his current remuneration package (as defined in the EGM Notice). **(resolution 8)**
8. NOMINATION COMMITTEE APPOINTMENT: to re-appoint Francis Quint, upon unanimous proposal of the Nomination Committee in accordance with the rotation schedule in place, as a member of the Nomination Committee for a term of two years as per November 17th, 2022 (as defined in the EGM Notice). **(resolution 9)**
9. SHARES EOSP: to extend the delegation by the general meeting to the supervisory board of the right to issue 4,006,761 shares under the Employee Stock Option Plan for another 12 months as from December 10th, 2022 (as defined in the EGM Notice). **(resolution 10)**
10. OPTIONS EOSP: to extend the deadline to award remaining, non-awarded options referred to in par 5.1 of the Employee Stock Option Plan, by 12 months to 31 December 2023 (as defined in the EGM Notice). **(resolution 11)**
11. AMENDMENT ARTICLES OF ASSOCIATION: to amend article 16.1 of the Company's articles of association as follows:

"16.1 The Board of Managing Directors shall be authorised to represent the Company. The authority to represent the Company shall also be vested in a Managing Director with the title CEO acting jointly with a Managing Director with the title CFO, COO or CTO."

Translated in Dutch: "16.1 De Directie is bevoegd de Vennootschap te vertegenwoordigen. De bevoegdheid tot vertegenwoordiging komt mede toe aan een Directeur die de titel CEO draagt gezamenlijk handelend meteen Directeur die de titel CFO, COO of CTO draagt." (as defined in the EGM Notice) **(resolution 12)**
12. AUTHORIZATION DLA PIPER: to authorize each (candidate-) notary and employee of DLA Piper in Amsterdam, acting individually, to execute the deed of amendment of the articles of association as described above under agenda point 12, subject to the resolution of agenda point 12 being adopted by the general meeting (as defined in the EGM Notice). **(resolution 13)**

13. RECORD DATE: to authorise the management board of the Company for a period of five years starting from the date of the EGM, to apply the statutory record date withing the meaning of section 2:119 par. 1 of the Dutch Civil Code for general meetings (as defined in the EGM Notice). **(resolution 14)**

All resolutions were passed with all votes in favor of the resolution.

4. VOTING RECORD

Resolution 2	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 3	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 4	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 5	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 6	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 7	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 8	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 9	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 10	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 11	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 12	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 13	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

Resolution 14	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES	TOTAL
	62,852,362	Nil	Nil	29,112,614	91,964,976

5. CLOSE OF THE MEETING

The chairman noted that the business of the EGM was concluded and no other proposals or issues were raised. The EGM was then declared closed.



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Jeroen Scheelbeek
Chairman of the EGM

Appendix 1

THE KINGFISH COMPANY N.V. – voting EGM 16.11.2022

Shareholder	Holding
Federman enterprises LTD/Bank Julies Bar	1,683,982
ASN Biodiversitetsfdonds nv/Caceis Bank	113,000
Railrod Ranch Capital Master Fund LP/Morgan Stanley	1,224
Selzer Investment 20185/Pershing	2,711,923
Yariv Gilat/Bank Julius Bar	510,767
C.J. Kloet Beheer BV	1,350,000
Silver Oak Investments Holding	1,499,328
Rabo Bank/Caceis Bank	14,291,728
Claris BV	5,238,818
Stolt-Nielsen	9,238,663
HDR Beheer BV	2,171,331
Creadev	20,039,670
Kverva Finans AS	4,001,928
Total:	62,852,362

Total number of issued shares	91,964,976
Percentage of total issued shares voted and represented	68.34%