

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

Wednesday 19 June 2024, 14.00 hours (CET)

Present	Supervisory board of the Company (Supervisory Board): Jeroen Scheelbeek, chairperson of the Supervisory Board Hans den Bieman, member of the Supervisory Board Management board of the Company (Management Board): Vincent Erenst, CEO Jean-Charles Valette, CFO (via Teams)
Shareholders	Timely registered shareholders signed the attendance list
Other participants	Marieke Palstra, the Company's investor relations manager William Cleeren, auditor with Baker Tilly (Netherlands) N.V. 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 75,794,390 shares in the capital of the Company, for which 75,794,390 votes can be exercised. A total of 64,271 shares, for which 64,271 votes can be exercised are present at the meeting.

2 ANNUAL REPORT FOR THE FINANCIAL YEAR 2023

- 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. The persons present are invited to raise questions on the annual report.
- 2.2 The Company received a written question from one of its shareholders in relation to the current share price, which is approximately NOK 7 per share on the date of this AGM. This shareholder would like to know how decisions of the Company are affected by this share price. First, we would like to thank this shareholder for taking the effort of submitting and raising this question. As members of the Supervisory Board and Management Board, our main priority is ensuring the long-term health and success of the Company. I'd like to highlight that we remain committed to executing our strategic plan, which we anticipate will drive sustainable growth and ultimately enhance shareholder value over time.

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

- 3.1 It is proposed to the AGM to adopt the annual accounts of the Company for the financial year 2023. This is a voting item. Questions can be directed to the auditors. If there are no questions, we will move to the voting item.

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

Overview votes	Number	%
For	75,858,661	100%
Against	-	-
Abstain	-	-
Total	75,858,661	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 2023 (Resolution)

4.1 It is proposed to the AGM to add the result of the Company for the financial year 2023, being a loss of EUR 9.961 million, 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	75,858,661	100%
Against	-	-
Abstain	-	-
Total	75,858,661	100%

It is concluded that the resolution under 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 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. This is a voting item.

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

Overview votes	Number	%
For	75,858,661	100%
Against	-	-
Abstain	-	-
Total	75,858,661	100%

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

6 REAPPOINTMENT AUDITOR FOR THE FINANCIAL YEAR 2024 (Resolution)

6.1 It is proposed to the AGM to reappoint Baker Tilly (Netherlands) N.V. as the external auditor of the Company for the financial year 2024. This is a voting item.

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

Overview votes	Number	%
For	75,858,661	100%
Against	-	-
Abstain	-	-
Total	75,858,661	100%

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

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

7.1 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 Nomination Committee, as a member of 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. This is a voting item.

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

Overview votes	Number	%
For	75,858,661	100%
Against	-	-
Abstain	-	-
Total	75,858,661	100%

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

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

8.1 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 of 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. This is a voting item.

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

Overview votes	Number	%
For	75,858,661	100%
Against	-	-
Abstain	-	-
Total	75,858,661	100%

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

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

9.1 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 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 2025 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.

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

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

Overview votes	Number	%
For	74,868,068	98.69%
Against	990,593	1.31%
Abstain	-	-
Total	75,858,661	100%

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

10 **AUTHORISATION OF THE BOARD TO EXCLUDE OR LIMIT PRE-EMPTION RIGHTS (Resolution)**

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

10.2 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 2025 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 9.

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

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

Overview votes	Number	%
For	74,868,068	98.69%
Against	990,593	1.31%
Abstain	-	-
Total	75,858,661	100%

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

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

11.1 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 approx. 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 has not been updated since the Company's listing in 2020 and to align the pool size with the Company's current issued share capital.

11.2 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 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;
- (b) 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 grant of rights to subscribe for shares in the capital of the Company; and
- (c) to designate the Supervisory Board, in accordance with Section 2:96a 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.

The authorisations referred to under (B) and (C) in this agenda item 11 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 2025 or 18 months from the date of the AGM;
- (b) the authorisation 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 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).

11.3 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.

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

Overview votes	Number	%
For	61,342,359	80.86%
Against	14,516,302	19.14%
Abstain	-	-
Total	75,858,661	100%

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

Overview votes	Number	%
For	61,342,359	80.86%
Against	14,516,302	19.14%
Abstain	-	-
Total	75,858,661	100%

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

Overview votes	Number	%
For	61,342,359	80.86%
Against	14,516,302	19.14%
Abstain	-	-
Total	75,858,661	100%

11.7 It is concluded that the resolutions under item 11 are adopted with the required majority of votes.

12 **AUTHORISATION OF THE MANAGEMENT BOARD TO ACQUIRE SHARES IN THE COMPANY (Resolution)**

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

12.2 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 2025 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.

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	75,858,661	100%
Against	-	-
Abstain	-	-
Total	75,858,661	100%

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

13 ANY OTHER BUSINESS

The Chair closes the meeting.

Chair:

Secretary:

By: Jeroen Scheelbeek

By: Marieke Palstra