

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

**Monday 24 July 2023, 14.00 hours (CET)**

**1 OPENING AND ANNOUNCEMENTS**

- 1.1 In accordance with article 26.3 of the Company's articles of association, the EGM shall be presided by the chairperson of the Company's supervisory board ("**Supervisory Board**"). Jeroen Scheelbeek, as chairperson of the Supervisory Board, shall therefore act as chair of the EGM. Marieke Palstra is asked to act as secretary of the meeting.
- 1.2 On behalf of the Supervisory Board and the management board, all persons present at the EGM are welcomed. It is noted that no questions or comments have been received relating to the agenda for this meeting.
- 1.3 It is recorded that proxies were issued for a total of 90,576,270 shares in the capital of the Company, for which 90,576,270 votes can be exercised.

**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 of 5 July 2023 as published on the news website of Oslo Bors (the "**Announcement**") in which the Company announces the raise of an EUR 32 million unsecured convertible loan by existing key shareholders and Ocean 14 Capital Fund (the "**Convertible Loan**"). The Announcement sets out the material key terms of the Convertible Loan.
- 2.2 In order to enable the Company to perform its obligations under the Convertible Loan, 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 authorisations shall be subject to the following limitations:

- (i) the authorisation of the Supervisory Board will be limited to 70 million shares in the capital of the Company and can only be used for purpose of, and in connection with, the Convertible Loan;
- (ii) the authorisation of the Supervisory Board will expire after five years from the date of this EGM; and
- (iii) the authorisation of the Supervisory Board cannot be withdrawn.

- 2.3 The persons present are offered the opportunity to raise questions in respect of this agenda item. No questions are raised. The persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	90,576,270	100%
Against	-	-
Abstain	-	-
Total	90,576,270	100%

- 2.4 It is concluded that the resolution under agenda item 2 is adopted with the required majority of votes.

### **3 AMENDMENT OF ARTICLES OF ASSOCIATION (Resolution)**

- 3.1 In connection with the Convertible Loan and the issuance of shares and/or granting of rights to subscribe for shares in the capital of the Company, it is proposed to increase the authorised capital of the Company by amending the Company's articles of association. It is proposed to amend article 4 of the Company's articles by increasing the authorised capital of the Company up to five million five hundred thousand euro.
- 3.2 The verbatim text of the proposal to amend the articles of association has been made available as a separate document on the website of the Company and at the office of the Company.
- 3.3 The aforementioned proposal to amend the articles of association includes the proposal to authorise each managing director of the Company and every (candidate) civil law notary, notarial employee and attorney-at-law of DLA Piper Nederland N.V. in Amsterdam, the Netherlands, acting jointly as well as separately, to execute the notarial deed of amendment and to undertake all other action that the authorised person deems necessary or useful.
- 3.4 The persons present are offered the opportunity to raise questions in respect of this agenda item. No questions are raised. The persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	90,576,270	100%
Against	-	-
Abstain	-	-
Total	90,576,270	100%

- 3.5 It is concluded that the resolution under agenda item 3 is adopted with the required majority of votes.

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

4.1 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.

4.2 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 2024 or 18 months from 20 June 2023; 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 this EGM.

4.3 The persons present are offered the opportunity to raise questions in respect of this agenda item. No questions are raised. The persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	66,201,377	73.09%
Against	24,374,893	26.91%
Abstain	-	-
Total	90,576,270	100%

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

#### **5 RENEWAL OF AUTHORISATION OF THE SUPERVISORY BOARD TO EXCLUDE OR LIMITED PRE-EMPTION RIGHTS (Resolution)**

5.1 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 limit or exclude pre-emptive rights in relation to any issuance of shares in the capital of the Company and/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 4.

5.2 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 2024 or 18 months from 20 June 2023; 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 4.

- 5.3 The persons present are offered the opportunity to raise questions in respect of this agenda item. No questions are raised. The persons with voting rights are invited to cast their votes:

<b>Overview votes</b>	<b>Number</b>	<b>%</b>
For	66,314,377	73.21%
Against	24,261,893	26.79%
Abstain	-	-
Total	90,576,270	100%

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

## **6 ANY OTHER BUSINESS**

- 6.1 There is no further business. All persons present are thanked for their presence and participation in the meeting.
- 6.2 The meeting is closed at 14:15 hours CET.

**Chair:**

Signed on July 24, 2023

\_\_\_\_\_  
By: Jeroen Scheelbeek

**Secretary:**

Signed on July 24, 2023

\_\_\_\_\_  
By: Marieke Palstra