

TO:

ALL SHAREHOLDERS OF THE KINGFISH COMPANY N.V.

Kats, 1 November 2022

Re: Convening notice, agenda and proxy for the extraordinary general meeting of The Kingfish Company N.V.

Dear Shareholder,

On behalf of the supervisory board (the "**Board**") we herewith invite you to the extraordinary general meeting of **The Kingfish Company N.V.**, a 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**").

The extraordinary general meeting of the Company is to be held at the offices of the Company at Oost-Zeedijk 13, 4485 PM Kats, the Netherlands, on 16 November 2022 at 13.00 hours (CET) ("**EGM**").

For purpose of the EGM, those persons who are registered with the Norwegian Central Securities Depository ("**VPS**") as investors in the Company per 8 November 2022 (after processing of settlements on that date in the VPS) ("**Record Date**") are entitled to attend the EGM and – exclusively through a proxy voting instruction to DNB Bank ASA – to exercise voting rights at the EGM.

All persons registered with VPS as investors in the Company who wish to attend the EGM should notify the Company by sending a request to j.breve@kingfish-zeeland.com no later than 13 November 2022, 12:00 hours (CET). All (proxyholders for) persons wishing to attend the EGM, should be able to identify themselves at the EGM by means of valid passport, identity card or driver's license.

All persons registered with VPS as investors in the Company who wish to exercise voting rights through DNB Bank ASA at the EGM should notify DNB Bank ASA by sending a proxy voting instruction to vote@dnb.no no later than 13 November 2022, 12:00 hours (CET). The proxy voting instruction is published with this convening notice at the Company's website (www.the-kingfish-company.com) and through the Company's stock exchange notice calling the EGM as published on www.newsweb.oslobors.no. This proxy can also be obtained from DNB Bank ASA by sending a request to that end to vote@dnb.no and can also be obtained from the Company by sending a request to that end to j.breve@kingfish-zeeland.com.

The EGM will be opened by the chairman of the Board, or in his absence by a person so designated by the Board. Failing such appointment by the Board, the EGM may elect the chairman of the EGM.

The chairman of the EGM will prior to the EGM make a record of persons registered with VPS as investors in the Company who have submitted proxy voting instructions through DNB Bank ASA.

The agenda for the EGM is as follows:

1. OPENING AND ANNOUNCEMENTS.
2. MANAGEMENT BOARD RESIGNATION. Acceptance of the resignation of Mr. Ohad Maiman as managing director and CEO of the Company and discharge.

Mr. Ohad Maiman has resigned as a managing director and CEO of the Company with effect from 1 November 2022. Reference is made to the Company's stock exchange notice published on 1 November 2022, see www.newsweb.oslobors.no (the "**Announcement**").

The Board proposes that the general meeting adopts the resolution 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. **(resolution)**

3. BOARD RESIGNATION. Acceptance of resignation of Mr. Hans den Bieman as member and chairman of the Board and discharge.

In connection with the interim appointment as referred to under agenda point 4, Mr. Hans den Bieman has resigned as a member and chairman of the Board with effect from 1 November 2022. Reference is made to the Announcement.

The Board proposes that the general meeting adopts the resolution 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. **(resolution)**

4. MANAGEMENT BOARD INTERIM APPOINTMENT. Due to the resignation of Mr. Ohad Maiman the position of CEO of the Company is currently vacant. Reference is made to the Announcement.

The Board proposes that the general meeting adopts the resolution 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)**

5. CHAIRMAN BOARD APPOINTMENT. Appointment of Mr. Wilfred Jeroen Scheelbeek as a chairman of the Board.

The Board proposes that the general meeting adopts the resolution 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. **(resolution)**

Bio:

Mr. Wilfred Jeroen Scheelbeek, born on 19 March 1968, currently is a member of Board and served on the Company's 1-tier board of directors prior to the conversion of the Company to a public limited liability company. Mr. Wilfred Jeroen Scheelbeek currently works at Bauhinia, an independent financial advisory boutique. He advises a number of family offices on financial matters. In addition, he acts as senior financial advisor to the Dutch Ministry of Economic Affairs. He is also board member and chairman of the risk committee of Moza Banco, a regulated financial institution in Mozambique. Mr. Wilfred Jeroen Scheelbeek served, amongst other roles, as global head of structured finance, head of corporate clients and head of corporate finance Asia, in the Rabobank wholesale clients division. He has also acted as member of the highest credit risk committees of the bank. Mr. Wilfred Jeroen Scheelbeek has participated in executive management courses at Harvard, IMD, Insead and Kellogg University. He holds a Master's degree in Business Administration from the Free University of Amsterdam. Mr. Wilfred Jeroen Scheelbeek currently does not hold other positions as a supervisory board

member in other companies and does not hold shares in the capital of the Company. Considering the aforementioned, the Nomination Committee regards Mr. Wilfred Jeroen Scheelbeek as an appropriate candidate for the position of chairman.

6. REMUNERATION BOARD. Remuneration of Mr. Wilfred Jeroen Scheelbeek as the chairman of the Board.

The Board proposes that the general meeting adopts the resolution that Mr. Wilfred Jeroen Scheelbeek will receive a remuneration of 70,000 EUR on a yearly basis for his role as member and chairman of the Board. **(resolution)**

7. BOARD RE-APPOINTMENT. Re-Appointment of Mr. Helge Moen as member of the Board.

The Board proposes that the general meeting adopts the resolution 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. **(resolution)**

Considering the valued contribution made by Mr. Helga Moen to the Board , the Nomination Committee regards Mr. Helga Moen as an appropriate candidate for re-appointment as member of the Board.

8. BOARD RE-APPOINTMENT. Re-Appointment of Mr. Martin Jansen as a member of the Board.

The Board proposes that the general meeting adopts the resolution to re-appointment 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. **(resolution)**

Considering the valued contribution made by Mr. Martin Jansen to the Board , the Nomination Committee regards Mr. Martin Jansen as an appropriate candidate for re-appointment as member of the Board.

9. NOMINATION COMMITTEE APPOINTMENT. Re-Appointment of Francois Quint as a member of the Nomination Committee.

The Board proposes that the general meeting adopts the resolution to re-appoint Francois 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 17 November 2022. **(resolution)**

Considering the valued contribution made by Francois Quint to the Nomination Committee, the Nomination Committee regards Francois Quint as an appropriate candidate for re-appointment as member of the Nomination Committee.

10. SHARES ESOP. The extension of the delegation by the general meeting to the Board of the right to issue 4,006,761 shares under the Employee Stock Option Plan for another 18 months.

The Board proposes that the general meeting adopts the resolution to extend the delegation by the general meeting to the Board of the right to issue 4,006,761 shares under the Employee Stock Option Plan for another 12 months as from 10 December 2022. **(resolution)**

Pursuant to Dutch law, other shareholders do not hold pre-emptive rights in respect of an issuance of shares under the Employee Stock Option Plan.

11. OPTIONS ESOP. The extension of the deadline to award remaining, non-awarded options referred to in par 5.1 of the Employee Stock Option Plan.

The Board proposes that the general meeting adopts the resolution 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. **(resolution)**

12. AMENDMENT ARTICLES OF ASSOCIATION. The amendment of Article 16.1 of the Articles of Association of The Kingfish Company NV, adding a Managing Director with the title of CTO to the Board of Managing Directors.

The Board proposes that the general meeting adopts the resolution 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 met een Directeur die de titel CFO, COO of CTO draagt."

(resolution)

13. AUTHORISATION DLA PIPER. Authorisation of DLA Piper to execute deed of amendment of the articles.

The Board proposes that the general meeting adopts the resolution to authorise 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 punt 11 being adopted by the general meeting. **(resolution)**

14. RECORD DATE. Authorisation of the management board of the Company to apply the statutory record date within the meaning of section 2:119 par. 1 of the Dutch Civil Code.

The Company wishes to technically adhere to the market standard record date for Dutch listed companies, being a statutory record date of 28 days prior to a general meeting.

The Board proposes that the general meeting adopts the resolution 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 within the meaning of section 2:119 par. 1 of the Dutch Civil Code for general meetings. **(resolution)**

The Kingfish Company N.V. is a Dutch limited liability company (naamloze vennootschap). As of the date of this notice, the Company has issued 91,964,976 shares, each of which represents one vote.

For the purpose of the EGM the total number of issued shares in the Company for which votes can be cast will be set at the Record Date.

Attachment – Voting Form

PROXY VOTE INSTRUCTION

The Kingfish Company N.V. (the "Company")

Proxy for Extraordinary General Meeting: 16 November 2022

As you are not recorded in the Company Register of Members, any voting at the Extraordinary General Meeting of the Company - or alternatively issue of a proxy - will have to be executed via DNB Bank ASA ("DNB").

The undersigned hereby authorizes DNB as his true and lawful agent and proxy, to represent the undersigned at the Extraordinary General Meeting of the Company to be held on 16 November 2022 at 13.00 hours (CET), for the purposes set forth below and in the notice of the Extraordinary General Meeting issued by the Company, in all matters coming before said meeting and to exercise the voting rights of the undersigned in accordance with the voting instructions below:

Please mark your votes as in this example:



Agenda	Resolution	FOR	AGAINST	ABSTAIN
2.	The resolution 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.			
3.	The resolution 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.			
4.	The resolution to appoint Mr. Hans den Bieman as managing director with the title CEO <i>ad interim</i> until.			
5.	The resolution to appoint Mr. Wilfred Jeroen Scheelbeek as the chairman of the Board.			
6.	The resolution that Mr. Wilfred Jeroen Scheelbeek will receive a remuneration of [•] for his role as member and chairman of the Board.			
7.	The resolution to re-appoint Mr. Helge Moen as member of the Board, with a continuation of his remuneration package.			
8.	The resolution to re-appoint Mr. Martin Jansen as member of the Board, with a continuation of his remuneration package.			
9.	The resolution to re-appoint Francois Quint as a member of the Nomination Committee.			

10.	The resolution 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, by 12 months to 31 December 2023.			
11.	The resolution 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.			
12.	the resolution to amend article 16.1 of the Company's articles of association.			
13.	The resolution to authorise 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.			
14.	The resolution 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.			

Signature(s): _____

Date: _____

Note: Please sign as name appears below, joint owners should each sign. When signing as authorized representative of a shareholder, attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block letters: _____

Please mark if you would like to attend the EGM meeting:

Please return your completed and signed proxy, to be received by DNB Bank ASA on or prior to 13 November 2022, 12:00 hours (CET), either by way of e-mail to e-mail address: vote@dnb.no or by ordinary mail to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or if delivery by hand to: DNB Bank ASA, Registrars Dept., attn.: Sten Sundby, Dronning Eufemias gate 30, 0191 Oslo, Norway.