

TO:

ALL SHAREHOLDERS OF THE KINGFISH COMPANY N.V.

Kats, 29 September 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 14 October 2022 at 16.00 hours (CEST) ("**EGM**").

For purpose of the EGM, those persons who are registered with the Norwegian Central Securities Depository ("**VPS**") as investors in the Company per 7 October 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 12 October 2022, 12:00 hours (CEST). 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 at the EGM should notify DNB Bank ASA by sending a proxy voting instruction to vote@dnb.no no later than 12 October 2022, 12:00 hours (CEST). 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. APPOINTMENT CFO: To appoint Mr Jean-Charles Valette as managing director of the Company and grant him the title of Chief Financial Officer. (**Resolution**)

In accordance with the Company's articles of association, the Board unanimously proposes to appoint Mr Jean-Charles Valette as member of the management board of the Company and to grant him the title of Chief Financial Officer of the Company.

Upon adoption of the proposed appointment of Mr Valette, the number of members of the management board of the Company will be set at three (3).

Bio:

Jean-Charles Valette has held various financial leadership positions at food and production companies, both in listed and private environments. Most recently, he worked as the Vice-President Finance of Dott, a fast growing scale-up. Prior to this role, he worked as Senior Vice-President Finance for CEVA Logistics, where he was directly involved in raising USD 1.2 billion through a successful IPO on the SIX Swiss stock exchange. Jean-Charles brings great added value towards building, growing and transforming companies. Furthermore, he has strong expertise in corporate finance, process optimization and transformation.

3. APPOINTMENT MEMBER SUPERVISORY BOARD: To appoint Mr Jordi Trias Fita as member of the Board. **(Resolution)**

In accordance with the Company's articles of association, the Board unanimously proposes to appoint Mr Jordi Trias Fita as member of the Board for a period of two (2) years as per the EGM, with the possibility to be re-appointed for a period of two (2) years.

Upon adoption of the proposed appointment of Mr Trias, the number of members of the Board will be set at six (6).

Bio:

Jordi Trias became President of Stolt Sea Farm in January 2018 after joining the business as Managing Director in 2016. Prior to this he spent 14 years with GBFoods, where he held several positions in marketing, sales and business unit management, located in Spain, Kazakhstan, Russia, Ukraine and Senegal. Jordi holds a degree in Business Administration from the University of Barcelona, a masters degree in Marketing, and an MBA from the Instituto de Empresa. He is a citizen of Spain.

4. DETERMINATION REMUNERATION MEMBER SUPERVISORY BOARD: To determine the remuneration of Mr Jordi Trias Fita as member of the Board. **(Resolution)**

In accordance with the Company's articles of association, the Board unanimously proposes to resolve to grant Mr Jordi Trias Fita as member of the Board for a remuneration package in conformity with the current remuneration packages granted to the other members of the Board, being 35,000 euro/year.

5. ISSUE SHARES FOR TRANCHE 2 OF THE TRANSACTION: To issue shares in the capital of the Company in connection with Tranche 2 of the Private Placement (as defined hereinafter). **(Resolution)**

Reference is made to the Company's stock exchange notice published on 28 September 2022, see <https://newsweb.oslobors.no/message/572121> (the "**Announcement**") regarding completion of a conditional private placement of new shares in the Company raising gross

proceeds of the NOK equivalent of approximately EUR 19.7 million (the "**Private Placement**") and a subsequent share offering of the NOK equivalent of approx. EUR 15.3 million (the "**Subsequent Offering**" and together with the Private Placement, the "**Transaction**"). The Company will use the net proceeds from the Private Placement and the fully underwritten Subsequent Offering to fully finance estimated remaining capex for Phase 2 in the Netherlands (including a contingency buffer), estimated to enable production capacity of 3,500 tons of Yellowtail Kingfish at steady state, as well as for general corporate purposes.

As further detailed in the Announcement, tranche 2 of the Private Placement, comprising the issuance of a total of 17,450,765 shares ("**Tranche 2**"), is subject to a resolution of the EGM to issue shares in the capital of the Company.

In order to enable the Company to perform Tranche 2 of the Private Placement, it is proposed to resolve on the issuance of 17,450,765 new shares in the capital of the Company for an offer price of 8.410 Norwegian Kroner per share.

Settlement of the shares in Tranche 2 will take place as soon as practically possible after, and subject to the approval by, the EGM. The shares to be issued will be allocated to the respective shareholders by the Board. Completion of Tranche 2 is furthermore conditioned upon (i) payment being received for the new shares allocated in Tranche 2, (ii) the execution and delivery of a notarial deed to the Company's VPS registrar, DNB Bank ASA (the "**VPS Registrar**"), (iii) the registration of the issuance of the new shares in the Company's Dutch register of shareholders, and (iv) the issuance by the VPS Registrar of a corresponding number of shares in the VPS.

6. **EXCLUSION PRE-EMPTIVE RIGHTS:** To exclude pre-emptive rights in connection with Tranche 2. (**Resolution**)

In connection with any issuance of shares in the capital of the Company as described under agenda item 5. above, it is further proposed to exclude pre-emption rights in relation to any issuance of shares in the capital of the Company pursuant to the resolution set out in agenda item 5.

This resolution is subject to the passing of the resolution set out in agenda item 5.

7. **DESIGNATE BOARD IN RESPECT OF SUBSEQUENT OFFERING:** To designate the Board as the authorised body to issue shares and/or grant (subscription) rights to acquire shares in the capital of the Company in connection with Subsequent Offering (as defined hereinafter). (**Resolution**)

Reference is made to the Announcement regarding the Transaction.

As further detailed in the Announcement, from an equal shareholders treatment perspective, the Company also intends to carry out a subsequent share offering of approx. EUR 15.3 million, fully underwritten, comprising the issuance of a total of approximately 18,884,315 shares and/or (subscription) rights to acquire shares (the "**Subsequent Offering**"), which is subject to a resolution of the EGM to designate the Board as the authorised body to issue shares and/or grant (subscription) rights to acquire shares in the capital of the Company. The

Subsequent Offering will be directed towards existing shareholders as of 27 September 2022 (as registered with the VPS two trading days thereafter) who (i) were not allocated shares in the capital of the Company in the Private Placement and (ii) are not resident in jurisdiction where such offering would be unlawful, or would require any prospectus filing, registration or similar action in jurisdictions other than the Netherlands and Norway ("**Eligible Shareholders**").

Key information regarding the proposed Subsequent Offering is included in the Company's stock exchange notice published on 28 September 2022, please see <https://newsweb.oslobors.no/message/572122>.

In order to enable the Company to perform the Subsequent Offering, it is proposed to designate the Board as the authorised body to issue shares and/or grant (subscription) rights to acquire shares in the capital of the Company. It is therefore proposed to resolve to designate the Board as the authorised body to issue a maximum number of 19,000,000 shares and/or grant (subscription) rights to acquire shares in the capital of the Company in respect of the Subsequent Offering, for an offer price of 8.410 Norwegian Kroner per share. The subject designation will expire at the earlier of the conclusion of the annual general meeting in 2023 or 18 months from the date of the EGM.

Settlement of the shares or (subscription) rights to acquire shares in respect of the Subsequent Offering is subject to the designation of the Supervisory Board by the EGM. The shares or (subscription) rights to acquire shares to be issued will be allocated to the respective shareholders by the Board. Completion of the Subsequent Offering will, inter alia, be conditioned upon a resolution by the Board to (x) issue new shares and/or grant the (subscription) rights for the issuance of the new shares in the Subsequent Offering, (y) exclude pre-emptive rights of shareholders in relation to the issuance and/or granting of (subscription) rights for new shares in the Subsequent Offering, (z) allocate the new shares or (subscription) rights to the Eligible Shareholders, and (iv) approval by the Dutch Authority for the Financial Markets and publication and passporting into Norway of a prospectus.

8. **EXCLUSION PRE-EMPTIVE RIGHTS:** To exclude pre-emptive rights in connection with Subsequent Offering. (**Resolution**)

In connection with any issuance of shares and/or granting of (subscription) rights to acquire shares in the capital of the Company as described under agenda item 7. above, it is further proposed to exclude pre-emption rights in relation to issuance of shares and/or granting of (subscription) rights to acquire shares in the capital of the Company pursuant to the resolution set out in agenda item 7.

This resolution is subject to the passing of the resolution set out in agenda item 7.

9. **RENEWAL OF AUTHORIZATION ISSUANCE OF SHARES:** To designate the Board as the corporate body authorized to issue shares and/or grant rights to subscribe for shares in the capital of the Company. (**Resolution**)

In view of the Transaction, the Board has used its standing authority to issue shares in the capital of the Company in connection with Tranche 1 of the Private Placement (as further detailed in the Announcement, see item 5. above), as granted to the Board at the Company's

annual general meeting of 9 June 2022. It is therefore proposed to renew the designation of the 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.

The authorization shall be subject to the following limitations:

- (A) the authorization of the Board will expire at the earlier of the conclusion of the annual general meeting in 2023 or 18 months from the date of the EGM; and
- (B) the authorization of the Board will be limited to 20% of the issued share capital of the Company as if the Transaction has been completed.

This resolution shall be subject to the passing of the resolutions set out in agenda items 5., 6., 7. and 8.

10. RENEWAL EXCLUSION AND LIMITATION PRE-EMPTIVE RIGHTS: To designate the Board as the corporate body authorized to exclude or limited pre-emptive rights. **(Resolution)**

In connection with 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 described under agenda item 9. above, it is further proposed to designate the 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 authorization provided for under the resolution set out in agenda item 9.

The authorization shall be subject to the following limitations:

- (A) the authorization of the Board will expire at the earlier of the conclusion of the annual general meeting or 18 months from the date of the EGM; and
- (B) the authorization of the Board to limit or exclude pre-emptive rights is limited to 50% of the authorization provided for under the resolution set out in agenda item 9.

This resolution shall be subject to the passing of the resolutions set out in agenda items 5. through 9.

The Kingfish Company N.V. is a Dutch limited liability company (*naamloze vennootschap*). As of the date of this notice, the Company has issued 67,740,195 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: 14 October 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 14 October 2022 at 16.00 hours (CEST), 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:

X

Resolutions	Agenda	FOR	AGAINST	ABSTAIN
2.	To appoint Mr Jean-Charles Valette as managing director of the Company and grant him the title of Chief Financial Officer.			
3.	To appoint Mr Jordi Trias Fita as member of the Board.			
4.	To determine the remuneration of Mr Jordi Trias Fita as member of the Board.			
5.	To issue shares in the capital of the Company in connection with Tranche 2 of the Private Placement (as defined).			
6.	To exclude pre-emptive rights in connection with Tranche 2 of the Private Placement (as defined).			
7.	To designate the Board as the authorised body to issue shares or (subscription) rights to acquire shares in the capital of the Company in connection with Subsequent Offering (as defined).			
8.	To exclude pre-emptive rights in connection with Subsequent Offering (as defined).			
9.	To designate the Board as the corporate body authorized to issue shares and/or grant rights to subscribe for shares in the capital of the Company.			
10.	To designate the Board as the corporate body authorized to exclude or limited pre-emptive rights.			

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 12 October 2022, 12:00 hours CEST, 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.