

VENTURA OFFSHORE HOLDING LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS – 21 May 2026

NOTICE IS HEREBY given that the Annual General Meeting of Shareholders of Ventura Offshore Holding Ltd. (the “Company”) will be held on 21 May 2026 at 9.00 a.m. at Grotto Bay Beach Resort & Spa, 11 Blue Hole Hill, Hamilton Parish, CR04, Bermuda for the following purposes, all of which are more completely set forth in the accompanying information statement:

A G E N D A

- ❖ Opening the meeting.
- ❖ Confirmation of notice and quorum.
- ❖ Election of a meeting chairman.
- ❖ Presentation of Auditor’s Report and consolidated financial statements for the year ended 31 December 2025. The audited financial statements, approved by the board of directors, are posted on the Company’s website at www.ventura-offshore.com under “Investor Relations”.

Proposals:

Proposal 1: To elect the following four individuals as directors of the Company:

- (a) Gunnar Eliassen
- (b) Guilherme Coelho
- (c) Børge Johansen
- (d) Michael Windeler

to hold office until the Annual General Meeting of the Company in 2028 or until their respective successors have been elected or appointed or their office is otherwise vacated.

Proposal 2: To appoint Gunnar Eliassen as Chairman of the Board until such time as he resigns or his appointment is revoked by further resolution of the Members.

Proposal 3: To appoint KPMG AS as the auditor of the Company and to authorize the Company’s Board of Directors to determine their remuneration.

Please refer to Appendix A for a full explanation of the Proposals set out herein

By order of the Board of Directors
Guilherme Coelho
Secretary

Dated: 30 April 2026

Notes:

1. ***No Shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person or by proxy is received by DNB Bank ASA, Registrars Department, Oslo no later than 19 May 2026 12:00 hours Central European Time.***

The address of DNB is: DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway. If delivery by hand, the address is: DNB Bank ASA, Issuer Services, Dronning Eufemias gate 30, 0191 Oslo, Norway. Alternatively, send the proxy by e-mail to e-mail address: vote@dnb.no within the aforementioned date and time.

2. *A Form of Proxy is enclosed for use by holders of shares held through the Norwegian Central Securities Depository (VPS) in connection with the business set out above.*
3. *Ventura Offshore Holding Ltd. is an exempted company limited by shares incorporated under the laws of Bermuda. As per the date of this notice, the Company has an authorised share capital of 170,000,000 common shares, of which 105,712,360 common shares are issued and outstanding. Each share represents one voting right. The common shares do also carry equal rights in other respects. As per the date of this notice, the Company does not own any treasury shares for which voting rights cannot be exercised.*

APPENDIX A

INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (THE "MEETING") OF VENTURA OFFSHORE HOLDING LTD. TO BE HELD ON 21 MAY 2026

PRESENTATION OF FINANCIAL STATEMENTS

In accordance with Section 84 of the Companies Act 1981 of Bermuda, the audited consolidated financial statements of the Company for the year ended 31 December 2025 will be presented at, and laid before, the Meeting. These statements have been approved by the Directors of the Company. There is no requirement under Bermuda law that such statements be approved by shareholders, and no such approval will be sought at the Meeting.

The Company's audited consolidated financial statements are available on our website at www.ventura-offshore.com under "Investor Relations". If you would like to receive a hard copy of the audited financial statements, please request a copy by email to: ir@ventura-offshore.com.

COMPANY PROPOSALS

PROPOSAL 1 - APPOINTMENT OF DIRECTORS

Based on the recommendation of the Board of Directors, it is proposed that the following four individuals be elected as directors of the Company:

- (a) Gunnar Eliassen
- (b) Guilherme Coelho
- (c) Børge Johansen
- (d) Michael Windeler

to hold office until the Annual General Meeting of the Company in 2028 or until their respective successors have been elected or appointed or their office is otherwise vacated.

PROPOSAL 2 – APPOINTMENT OF CHAIRMAN

Based on the recommendation of the Board of Directors, it is proposed that Gunnar Eliassen be appointed as Chairman of the Board until such time as he resigns or his appointment is revoked by further resolution of the Members.

PROPOSAL 3 – APPOINTMENT OF INDEPENDENT AUDITORS

Based on the recommendation of the Board of Directors, it is proposed that KPMG AS be reappointed as the auditor of the Company and that the Company's Board of Directors be authorized to determine their remuneration.

OTHER BUSINESS

Management knows of no business that will be presented for consideration at the Annual General Meeting other than that stated in the Notice of Annual General Meeting.

The Board of Directors of the Company has determined that Members of record at 8:00 p.m. CET on 28 April 2026 are entitled to receive this notice, and each Member of record at 8:00 p.m. CET on 18 May 2026 will be entitled to attend and vote at the aforesaid meeting and at any adjournments thereof. A person registered in the Register of Members as a holder of shares in the Company is considered a Member. For further clarification, refer to the definition of 'Member' in Bye-law 1.1 of the Company's Bye-laws.

By Order of the Board of Directors

Guilherme Coelho
Secretary
30 April 2026
Hamilton, Bermuda

FORM OF PROXY
Ventura Offshore Holding Ltd.
(the "Company")
Proxy Solicited for Annual General Meeting to be held on
21 May 2026

The undersigned hereby authorize, constitute and appoint _____ or Guy Cooper, Sophia Collis, the Chairman of the Meeting, or failing any of them, any individual duly appointed by the Chairman of the Meeting, to represent the undersigned at the Annual General Meeting of shareholders of the Company to be held at Grotto Bay Beach Resort & Spa, 11 Blue Hole Hill, Hamilton Parish, CR04, Bermuda on 21 May 2026 at 09.00 a.m. (local time) or any adjournment thereof, for the purposes set forth below and in the Notice of Annual General Meeting issued by the Company on 30 April 2026.

Please mark your votes as in this example.

Item	Proposal	FOR	AGAINST	ABSTAIN
1	To elect the following five individuals as directors of the Company: (a) Gunnar Eliassen (b) Guilherme Coelho (c) Børge Johansen (d) Michael Windeler to hold office until the Annual General Meeting of the Company in 2028 or until their respective successors have been elected or appointed or their office is otherwise vacated.	[] [] [] []	[] [] [] []	[] [] [] []
2	To appoint Gunnar Eliassen as Chairman of the Board until such time as he resigns or his appointment is revoked by further resolution of the Members.	[]	[]	[]
3	To appoint KPMG AS, Oslo, Norway as the auditors of the Company and to authorize the Company's Board of Directors to determine their remuneration.	[]	[]	[]

I will attend the Annual General Meeting in person and vote my/our shares.

Name of shareholder in block letters: _____

Signature(s) _____ Date: _____

Note: Please sign exactly as name appears above, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

No Shareholder shall be entitled to attend (in person or by proxy) unless this Proxy is received by DNB Bank ASA, Registrars Department, Oslo, not later than **19 May 2026, 12:00 hours Central European Time**. The address of DNB is: DNB Bank ASA, Issuer Services, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. If delivery by hand, the address is: DNB Bank ASA, Issuer Services, Dronning Eufemias gate 30, 0191 Oslo, Norway. Alternatively, send the Proxy by e-mail to e-mail address: vote@dnb.no within the aforementioned date and time.