

# Extraordinary General Meeting – 19 June 2026

## Notification and agenda

TO:  
ALL SHAREHOLDERS OF THE KINGFISH COMPANY N.V.

Kats, 21 May 2026

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

Dear Shareholder,

On behalf of the supervisory board (**Supervisory 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 (*zete!*) 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 (**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 19 June 2026 at 14.00 hours (CEST) (**EGM**).

### GENERAL INFORMATION

#### Meeting documents

The agenda with explanatory notes thereto as well as the EGM documents (including the proposed amendment to the Company's articles of association) are available on the Company's website ([www.thekingfishcompany.com](http://www.thekingfishcompany.com)) as from today. These documents are also available, free of charge, for inspection at the offices of the Company at Oost-Zeedijk 13, 4485 PM Kats, the Netherlands.

#### Record date

For purpose of the EGM, those persons who are registered with the Norwegian Central Securities Depository (**VPS**) as shareholder in the Company as of 22 May 2026 (after processing of settlements on that date in the VPS) (**Record Date**) are entitled to attend, speak and if applicable vote at the EGM, regardless of whether the shares in the Company are still held by them at the date of the EGM.

#### Attendance EGM

All shareholders, persons with meeting rights or their proxies who wish to attend and speak at the EGM are required to register their intention to attend the EGM by sending a notification to [j.valette@thekingfishcompany.com](mailto:j.valette@thekingfishcompany.com), no later than 12 June 2026, 12.00 p.m. (CEST). All persons wishing to attend the EGM should be able to identify themselves at the EGM by means of a valid passport, identity card or driver's license. Attendees may also be asked to produce proof of shareholding on the Record Date (together with, if applicable, a written proxy and, in case of a legal persons/entity, evidence of the authority of the person) and may be declined access in case such proof is not produced. The Company may ask the relevant person for additional details.

#### Registration and identification at the venue

Registration for admission to the EGM will take place at the registration desk at the meeting venue between 13.30 CEST and the commencement of the EGM on 19 June 2026. It is not possible to register after this time. Attendees will be asked to produce proof of identity and shareholding on the Record Date (together with, if applicable, a written proxy and, in case of a legal persons/entity,

evidence of the authority of the person) and may be declined access in case such proof is not produced. The Company may ask the relevant person for additional details.

### **Live voting and voting in advance**

Registered shareholders or their proxies will be allowed to cast their vote during the meeting.

Further, shareholders or other persons with voting rights who wish to cast their votes in advance may send their votes to DNB Bank ASA by sending such votes to [vote@dnb.no](mailto:vote@dnb.no), no later than 12 June 2026, 12.00 p.m. (CEST).

### **Proxy voting procedure**

Shareholders or other persons with voting rights that will not be attending the EGM (either in person or by proxy), but nonetheless wish to participate in the decision-making process, may grant a proxy to the chair of the EGM. By providing the proxy voting instruction, such person grants a proxy to vote on the shares at the EGM in accordance with the instructions. To that effect, the shareholder or other person with voting rights must submit a duly completed and signed proxy voting instruction form to DNB Bank ASA, by sending the proxy voting instruction form to [vote@dnb.no](mailto:vote@dnb.no), by no later than 12 June 2026, 12.00 p.m. (CEST). The proxy voting instruction form is published with this convening notice on the Company's website ([www.thekingfishcompany.com](http://www.thekingfishcompany.com)) and through the Company's stock exchange notice calling the EGM as published on [www.newsweb.oslobors.no](http://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](mailto:vote@dnb.no) and can also be obtained from the Company by sending a request to that end to [j.valette@thekingfishcompany.com](mailto:j.valette@thekingfishcompany.com).

### **Questions**

Shareholders or other persons with meeting rights may submit questions relating to the EGM agenda items prior to the EGM. Questions must be delivered to Jean-Charles Valette, the Company's Chief Financial Officer, by email to [j.valette@thekingfishcompany.com](mailto:j.valette@thekingfishcompany.com), no later than 12 June 2026, 12.00 p.m. (CEST). The chair of the EGM shall try to answer these questions during the EGM. The answers to the questions shall be included in the minutes of the EGM, which will be published on the Company's website (<https://thekingfishcompany.com/>) as soon as possible after the EGM.

### **Personal data**

The Company reserves the right to record the proceedings at the EGM, for use in future events, publications, social media or press-related activities connected to the event. Recording may be in the form of photography, video recordings or audio recordings. By attending the EGM you consent to being photographed and/or audio and/or video recorded at the event and grant the organizers the perpetual right to use your likeness, image, photo and voice, without financial compensation, for possible use in conjunction with related future events, publications, social media or press-related activities. A copy of the Company's privacy statement can be found [here](#).

## AGENDA WITH EXPLANATORY NOTES

The EGM will be opened by the chairman of the Company's supervisory board (**Supervisory Board**), or in his absence by a person so designated by the Supervisory Board. Failing such appointment by the Supervisory Board, the EGM may elect the chairman of the EGM.

The chairman of the EGM will, prior to the commencement of the EGM, prepare a record of persons registered with VPS as a shareholder who (i) have submitted proxy voting instructions through DNB Bank ASA and (ii) have cast their votes in advance.

The agenda for the EGM is as follows:

### 1. OPENING AND ANNOUNCEMENTS

### 2. AUTHORISATION OF THE SUPERVISORY BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND EXCLUDE PRE-EMPTION RIGHTS FOR THE PRIVATE PLACEMENT (Resolution)

Reference is made to the Company's stock exchange announcement published on [www.newsweb.no](http://www.newsweb.no) on 26 March 2026 and 20 January 2026 regarding financing discussions with key stakeholders regarding the Company's capital structure and financing arrangements related to the Company's expected non-compliance with its EBITDA financial covenant at year-end 2025.

Further reference is made to the Company's stock exchange announcements published on [www.newsweb.no](http://www.newsweb.no) on 12 May 2026 and 18 May 2026 (jointly **Announcements**) regarding the Company's strategic financial restructuring, which upon completion will result in a simplified share capital structure, a significant reduction of net debt and bringing new liquidity to support the Company's further growth (**Restructuring**).

As part of the Restructuring, the Company has successfully placed a private placement (**Private Placement**), raising committed gross proceeds of EUR 21 million, through the allocation of 392,523,364 new shares in the share capital of the Company (**Private Placement Shares**), at a subscription price of EUR 0.0535 (**Offer Price**) per Private Placement Share.

The Private Placement is directed towards certain existing shareholders (**Investors**). Among the Investors is Eyrir hf., an Icelandic holding company, that has committed to subscribe for, and has been allocated, Private Placement Shares for EUR 15 million in the Private Placement. Upon completion of the Restructuring, Eyrir is expected to hold approximately 31.4% of the Company's total share capital (prior to issuance of any new shares in the Subsequent Offering (as defined hereinafter)), making Eyrir the Company's largest shareholder.

The completion of the Private Placement is subject to the satisfaction or waiver of a number of condition precedents, including the adoption of all resolution at this EGM (**EGM Condition**). The Restructuring, including the Private Placement, will not be completed if the conditions precedents (including the EGM Condition) have not been fulfilled by 15 September 2026 (**Long-stop Date**).

In order to enable the Company to perform its obligation under the Private Placement, it is proposed to:

- (i) designate the Supervisory Board, in accordance with Section 2:96 of the Dutch Civil Code, as the corporate body authorised to resolve on the issuance and/or the granting of rights to subscribe for shares in the capital of the Company; and
- (ii) designate the Supervisory Board, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorised to exclude pre-emption 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:

- (A) the authorisation of the Supervisory Board will be limited to the Private Placement Shares and can only be used for purpose of the Private Placement;
- (B) the authorisation of the Supervisory Board will expire after one year from the date of this EGM; and
- (C) the authorisation of the Supervisory Board cannot be withdrawn.

#### **Recommendation**

The Supervisory Board, with the support of the management board of the Company (**Management Board**), recommends the approval of these resolutions.

### **3. AUTHORISATION OF THE SUPERVISORY BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND EXCLUDE PRE-EMPTION RIGHTS UNDER THE CLA CONVERSION (Resolution)**

In addition to the Private Placement and as part of the Restructuring, the Company has entered into a CLA conversion Agreement (**CLA Conversion Agreement**) with all lenders under the Company's existing 2023 convertible loan agreement (**CLA**) pursuant to which each CLA lender's total outstanding amounts, including accrued and unpaid interest (**Outstanding Amount**), will be converted into shares in the share capital of the Company (**Conversion Shares**), so that no Outstanding Amount shall remain due or payable under the CLA following completion of such conversion (**CLA Conversion**). The Outstanding Amount was approximately EUR 49 million on 12 May 2026.

The conversion price at which the Conversion Shares will be issued will be as follows:

- (i) for each CLA lender that is also an Investor in the Private Placement:
  - a. EUR 0.0535 per Conversion Share (i.e. equal to the Offer Price in the Private Placement) for the amount that is equal to the amount for which such Investor subscribes for Private Placement Shares in the Private Placement (on a euro-for-euro basis); and
  - b. EUR 0.1714 per Conversion Share for any remaining portion of such Investor's Outstanding Amount; and
- (ii) for each CLA lender that is not an Investor: EUR 0.1714 per Conversion Share for their entire Outstanding Amount.

The full amount of each CLA lender's subscription price for its Conversion Shares shall be paid by way of set-off against the relevant Outstanding Amount of such lender and following the completion of the CLA Conversion no Outstanding Amount shall remain due or payable and the CLA will be terminated.

The completion of the CLA Conversion is subject to the satisfaction or waiver of a number of condition precedents, including the EGM Condition. The Restructuring, including the CLA Conversion, will not be completed if the conditions precedents (including the EGM Condition) have not been fulfilled by the long-stop Date).

In order to enable the Company to perform its obligation under the CLA Conversion Agreement, it is proposed to:

- (i) designate the Supervisory Board, in accordance with Section 2:96 of the Dutch Civil Code, as the corporate body authorised to resolve on the issuance and/or the granting of rights to subscribe for shares in the capital of the Company; and

- (ii) designate the Supervisory Board, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorised to exclude pre-emption 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:

- (A) the authorisation of the Supervisory Board will be limited to 375 million new shares in the capital of the Company (being the maximum number (rounded) of shares that could be issued under the Conversion Agreement if the Conversion occurs on the Long-stop Date) and can only be used for purpose of the CLA Conversion;
- (B) the authorisation of the Supervisory Board will expire after one year from the date of this EGM; and
- (C) the authorisation of the Supervisory Board cannot be withdrawn.

Provided that these resolutions are adopted by the EGM, such resolutions will effectively replace the rights that were granted by the Supervisory Board to the CLA lenders in July 2023 when the CLA was entered into and performed by the Company.

This resolution shall be subject to the passing of the resolution set out in agenda item 2.

#### **Recommendation**

The Supervisory Board, with the support of the Management Board, recommends the approval of these resolutions.

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

The Private Placement entails a deviation from the shareholders' pre-emption rights pursuant to section 2:96a of the Dutch Civil Code. The Private Placement has been diligently considered by the Supervisory Board in light of the principles of equal treatment of shareholders under the section 2:92 paragraph 2 of the Dutch Civil Code and the Supervisory Board is of the opinion that it is in compliance with these principles.

The purpose of the Private Placement is to raise equity capital to meet the Company's acute liquidity needs, to enable the Restructuring and secure an extended financial runway for the Company. Based on significant effort and discussions with all key stakeholders, no other means of raising capital than an equity raise structured as a private placement in combination with the full conversion of the CLA have been identified as possible in order to achieve the aforementioned purposes. All other available options for the Company than the Private Placement have been determined as more value destructive for the Company's shareholders and other stakeholders. On this basis, the Management Board and the Supervisory Board are of the opinion that the waiver of the pre-emption rights inherent in the Private Placement is in the common interest of the Company and its shareholders.

Subject to completion of the Private Placement and the CLA Conversion, to facilitate equal treatment of shareholders, including by limiting the dilutive effect of the Private Placement and providing shareholders who did not participate in the Private Placement with an opportunity to subscribe for shares at the Offer Price, the Management Board and the Supervisory Board propose to carry out a subsequent offering by issuing up to 74,766,355 new shares in the capital of the Company, at the NOK equivalent of the same subscription price as the Offer Price in the Private Placement, raising up to the NOK equivalent of EUR 4 million in gross proceeds, directed towards Eligible Shareholders (as defined hereinafter) (**Subsequent Offering**).

The Subsequent Offering will be directed towards shareholders of the Company as of 11 May 2026 (as registered with the VPS two trading days thereafter) who: (i) are not an Investor and/or a CLA lender; (ii) were not wall-crossed in connection with the Private Placement; and (iii) who are

not resident in a jurisdiction where such offering would be unlawful, or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action (**Eligible Shareholders**).

The Subsequent Offering will, in addition to the EGM Condition, be conditional upon: (i) completion of the Private Placement; (ii) the publication by the Company of a national prospectus in Norway prior to the commencement of the subscription period; and (iii) compliance with all applicable securities laws and regulations.

In order to enable the Company to perform its obligation under the Subsequent Offering, it is proposed to:

- (i) designate the Supervisory Board, in accordance with Section 2:96 of the Dutch Civil Code, as the corporate body authorised to resolve on the issuance and/or the granting of rights to subscribe for shares in the capital of the Company; and
- (ii) designate the Supervisory Board, in accordance with section 2:96a of the Dutch Civil Code, as the corporate body authorised to exclude pre-emption 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:

- (A) the authorisation of the Supervisory Board will be limited to 74,766,355 new shares in the capital of the Company and can only be used for purpose of the Subsequent Offering;
- (B) the authorisation of the Supervisory Board will expire after eighteen months from the date of this EGM; and
- (C) the authorisation of the Supervisory Board cannot be withdrawn.

This resolution shall be subject to the passing of the resolution set out in agenda items 2 and 3.

#### **Recommendation**

The Supervisory Board, with the support of the Management Board, recommends the approval of these resolutions.

#### **5. AMENDMENT OF ARTICLES OF ASSOCIATION (Resolution)**

In connection with the issuance of shares and/or granting of rights to subscribe for shares in the capital of the Company as a result of the Private Placement, the Conversion and the Subsequent Offering, 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 as follows and it shall forthwith read as follows:

"Article 4

#### **Capital**

The authorised share capital of the Company is fifteen million euro (EUR 15,000,000), divided into one billion five hundred million (1,500,000,000) Shares, with a nominal value of one eurocent (EUR 0.01) each."

and in Dutch:

"Artikel 4

#### **Kapitaal**

*Het maatschappelijk kapitaal van de Vennootschap bedraagt vijftien miljoen euro (EUR 15.000.000), verdeeld in één miljard vijfhonderd miljoen (1,500,000,000) Aandelen, elk nominaal groot één eurocent (EUR 0,01)."*

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 (<https://thekingfishcompany.com/>) and at the office of the Company.

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.

This resolution shall be subject to the passing of the resolution set out in agenda items 2 through 4.

**Recommendation**

The Supervisory Board, with the support of the Management Board, recommends the approval of these resolutions.

**6. APPOINTMENT OF MR ÁRNI ODDUR THORDARSON AS MEMBER OF THE SUPERVISORY BOARD (Resolution)**

As part of the Restructuring, the Supervisory Board unanimously proposes to appoint Mr Árni Thordarson as a member of the Supervisory Board as per the date of the EGM up to and including the annual general meeting of the Company to be held in 2028. This proposal has been made with the unanimous recommendation of the Company's Nomination Committee.

Bio:

Arni Oddur Thordarson (1969) is a highly experienced business leader with a distinguished career in both public and private sectors. He co-founded Eyrir in 2000, where he served as CEO until 2013. Mr Thordarson's leadership extended to various companies, including serving as the Chairman of the Board of Marel from 2005 to 2013, after which he became the CEO of the company for a decade. In early 2025, the company transitioned into JBT Marel with 12,000 dedicated employees operating from over 30 countries, with a passion to transform the future of food. Mr Thordarson was a non-executive director in Fokker for a period of 8 years. Fokker is now GKN-Fokker, a leading tier-one supplier in the aerospace industry that employs 16,000 across 12 countries. He played a leadership role in the Coalition of Nordic CEOs for a Sustainable Future, serving as a member for five years and chairing the coalition in 2023. Mr Thordarson holds an MBA from IMD Business School, Lausanne Switzerland and a Cand.Oecon degree from the University of Iceland. Prior to co-founding Eyrir, Mr Thordarson was Director of Capital Markets and Corporate Finance in a state-run bank, BunadarbANKI in Iceland.

Mr Thordarson held no shares in the capital of the Company on the Record Date.

This resolution shall be subject to the passing of the resolution set out in agenda items 2 through 5.

**Recommendation**

The Supervisory Board, with the support of the Management Board, recommends the approval of these resolutions.

**7. REMUNERATION OF MR THORDARSON (Resolution)**

The Supervisory Board unanimously proposes to grant Mr Thordarson, with the unanimous recommendation of the Company's Nomination Committee, a remuneration of EUR 35,000 on a yearly basis for his role as a member of the Supervisory Board. This remuneration package is in conformity with the current remuneration package granted to other members of the Supervisory Board.

## **8. REAPPOINTMENT OF MR NOAM KLEINFELD AS MEMBER OF THE SUPERVISORY BOARD (Resolution)**

The Supervisory Board unanimously proposes to reappoint Mr Noam Kleinfeld, and with the unanimous recommendation of the Company's Nomination Committee, as a member of the Supervisory Board as per the date of the EGM up to and including the annual general meeting of the Company to be held in 2028.

This proposal includes the proposal to continue the terms of Mr Kleinfeld's remuneration package.

Bio:

Mr. Kleinfeld (1977) acted as Managing Director at HSBC Investment Bank, with over 16 years of experience in cross border M&A, Corporate Finance, Equity/Debt Capital Markets, Leverage Acquisition Finance, Project Finance and Corporate/Debt Restructuring. Further, Mr. Kleinfeld is a co-founder of the Company as well as several business, amongst other, The Griffin Fund, a leading real estate player in Atlanta's multifamily segment. The Griffin Fund was formed during the financial crisis in 2011 and via wide range of complex transactions including acquisitions of asset backed notes from debt funds and banks, "Courthouse" transactions and direct trades with special services managed to acquire and develop a large and high quality residential real estate portfolio in South East USA. Mr. Kleinfeld is an active Venture Capital investor in early stage companies with a large TAM, unique technological edge, and strong execution capabilities; several investments evolved into large companies. Mr. Kleinfeld holds a B.A. in Business Administration with Major in Finance from Reichman University.

Mr Kleinfeld held (directly and indirectly) 3,536,771 shares in the capital of the Company on the Record Date.

This resolution shall be subject to the passing of the resolution set out in agenda items 2 through 6.

### **Recommendation**

The Supervisory Board, with the support of the Management Board, recommends the approval of these resolutions.

## **9. ANY OTHER BUSINESS**

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The Kingfish Company N.V. is a Dutch limited liability company (*naamloze vennootschap*). As of the Record Date and the date of this notice, the Company has issued 142,694,048 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 is set at the Record Date.

## PROXY VOTE INSTRUCTION

The Kingfish Company N.V. (Company)

Proxy for Extraordinary General Meeting: 19 June 2026

The undersigned hereby authorises the chair of the EGM as his/her true and lawful agent and proxy, to represent the undersigned at the Extraordinary General Meeting of the Company to be held on 19 June 2026 at 14.00 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
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If no choice is specified in respect of the voting item on the agenda, the proxyholder shall vote "FOR" such agenda item.

Agenda	Resolution	FOR	AGAINS T	ABSTAI N
2	AUTHORISATION OF THE SUPERVISORY BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND EXCLUDE PRE-EMPTION RIGHTS FOR THE PRIVATE PLACEMENT (Resolution)			
3	AUTHORISATION OF THE SUPERVISORY BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND EXCLUDE PRE-EMPTION RIGHTS UNDER THE CLA CONVERSION (Resolution)			
4	AUTHORISATION OF THE SUPERVISORY BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES AND EXCLUDE PRE-EMPTION RIGHTS FOR THE SUBSEQUENT OFFERING (Resolution)			
5	AMENDMENT OF ARTICLES OF ASSOCIATION (Resolution)			
6	APPOINTMENT OF MR ÁRNI ODDUR THORDARSON AS MEMBER OF THE SUPERVISORY BOARD (Resolution)			
7.	REMUNERATION OF MR THORDARSON (Resolution)			
8.	REAPPOINTMENT OF MR NOAM KLEINFELD AS MEMBER OF THE SUPERVISORY BOARD (Resolution)			

Signature(s): \_\_\_\_\_

Date: \_\_\_\_\_

Name of shareholder in block letters: \_\_\_\_\_

The undersigned is holder of (*insert number*) \_\_\_\_\_ shares on the Record Date.

**Note:** Please produce proof of shareholding / meeting rights on the Record Date.

**Note:** Please sign as name appears above, joint owners should each sign. When signing as authorized representative of a shareholder, attorney, executor, administrator or guardian, please give full title as such and provide evidence of representation authority.

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

Please return your duly completed and signed proxy, to be received by DNB Bank ASA on or prior to 12 June 2026, 12.00 p.m. (CET), either by way of e-mail to e-mail address: [vote@dnb.no](mailto: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.