

BARRAMUNDI GROUP LTD.
(Incorporated in Singapore)
(Company Registration No. 200722778K)
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be convened and held by way of electronic means on **Tuesday 21 June 2022 at 10:00 CET/ 16:00 SGT** to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the audited consolidated financial statements of the Company and its Subsidiaries for the financial year ended 31 December 2021 together with the Auditors' Report thereon. [Resolution 1]
2. To approve the sum of up to S\$152,500 as Directors' fees for the financial year ending 31 December 2022 (2021: S\$ NIL). [Resolution 2]
3. To re-elect Mr. Johannes Cornelis Antonius Den Bieman, a Director retiring pursuant to Regulation 91 of the Constitution of the Company and who being eligible, offer himself for re-election. [Resolution 3]
4. To re-elect Mr. Andrew Kwan Kok Tiong, a Director retiring pursuant to Regulation 91 of the Constitution of the Company and who being eligible, offer himself for re-election. [Resolution 4]
5. To re-appoint Messrs Nexia TS Public Accounting Corporation as auditors of the Company and to authorise the Directors to fix their remuneration. [Resolution 5]
6. To transact any other ordinary business may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions with or without any modifications:

7. Authority to allot and issue shares up to fifty percent (50%) of issued share capital
"THAT pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be and are hereby authorized to issue and allot new shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS that the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings in each class of the Company, of which the aggregate number of shares and convertible securities to be issued other than a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings in each class of the Company, and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the Company's next Annual General Meeting is required by law or by the Constitution of the Company to be held, whichever is the earlier." [Resolution 6]

[See Explanatory Notes]

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8. Authority to grant options and issue shares under the Employee Share Option Scheme

"THAT pursuant to Section 161 of the Companies Act 1967, the Directors of the Company be and are hereby authorized to offer and grant options in accordance with the Employee Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed ten per cent (10%) of the total number of issued shares excluding treasury shares and subsidiary holdings in each class of the Company from time to time." [Resolution 7]

[See Explanatory Notes]

Date: 6 June 2022

BY ORDER OF THE BOARD

DocuSigned by:

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SJOEBERG TRISTAN NENNE
Director

Explanatory Notes:

- (i) Resolution 6 above, the percentage of issued share capital is calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings in each class at the time of the passing of the resolution approving the mandate after adjusting for:- (a) new shares arising from the conversion or exercise of any convertible securities; (b) new shares arising from the exercise of share options or vesting of share awards; and (c) any subsequent bonus issue, consolidation or subdivision of shares.

The proposed Resolution 6, if passed, will empower the Directors of the Company from the date of the above AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is earlier, to allot and issue new shares in the Company (whether by way of rights, bonus or otherwise).

The number of shares which the Directors may issue under this Resolution shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company). For issue of shares other than a pro-rata basis to shareholders of the Company, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company).

- (ii) Resolution 7 if passed, will empower the Directors of the Company from the date of the above AGM until the next AGM, or the day by which the next AGM is required by law to be held, whichever is the earlier, to issue shares up to an amount in aggregate not exceeding ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings in each class of the Company) from time to time pursuant to the exercise of the options under the Scheme.

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Notes:

Participation in the AGM via live webcast or live audio-only stream

In view of the ongoing COVID-19 situation, the AGM is being convened, and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The following steps will be taken:

- (a) the Company will provide for the AGM to be shown by live webcast and live audio-only stream;
- (b) shareholders who wish to participate in the AGM via live webcast or live audio-only stream must register their details including full name, email and organization at https://us02web.zoom.us/webinar/register/WN_8o53JQHRRqSA-s5UTxLHvw for the Company to verify their status as Shareholders;
- (c) verified shareholders will receive an email by Saturday, 18 June 2022 containing instructions to access the live webcast or live audio. Shareholders must not forward the link or their log-in details to third persons who are not Shareholders and who are not entitled to attend the AGM proceedings; and
- (d) shareholders who have any questions in relation to any agenda item of this notice, may send their queries to the Company in advance (if any), by 10:00 CET/ 16:00 SGT on Monday, 13 June 2022, via email to investors@barramundi.com. The Company will not be addressing any questions raised by the shareholders during the live webcast and live audio-only stream.

Voting by proxy

A shareholder will not be able to vote through the live webcast and live audio-only stream and voting is only through submission of proxy form prior to the AGM. If a shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The accompanying proxy form for the AGM may be accessed from the Company’s announcement on Newsweb.

The instrument appointing the Chairman of the Meeting as proxy must be emailed to investors@barramundi.com by 10:00 CET/ 16:00 SGT on Sunday, 19 June 2022, being not less than forty-eight (48) hours before the time appointed for holding the AGM. Any incomplete/improperly completed proxy form (including proxy form which is not appointing “Chairman of the Meeting” as proxy) will be rejected by the Company.

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Annual Report and other documents

The Company’s Annual Report dated 18 April 2022 has been published and can be accessed from the Company’s website at <https://barramundi.com/>. No printed copy will be sent to members.

Personal Data Privacy:

By submitting a proxy form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder’s personal data by the Company (or its agent or service providers) for the purpose of the processing and administration by the Company (or its agent or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the shareholder discloses the personal data of the shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty.