

**BARRAMUNDI GROUP LTD.**  
(Incorporated in Singapore)  
Company Registration No. 200722778K  
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING**

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DATE : Tuesday, 21 June 2022

TIME : 10:00 CET/ 16:00 SGT

VENUE : By way of electronic means

PRESENT : As per attendance list maintained by the Company

CHAIRMAN : Ms. Marit Solberg

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**CHAIRMAN OF THE MEETING**

As Mr. Johannes Cornelis Antonius den Bieman, the Chairman of the Board was unable to attend the Annual General Meeting (“**AGM**”), the Board of Directors had to nominate another Director as the chairman of the AGM.

It was noted that Ms. Marit Solberg (the “**Chairman**”) who is a Director of the Company had nominated herself and was appointed the chairman of the AGM. The Chairman took the chair and welcomed the shareholders to the AGM of the Company.

**QUORUM**

After ascertaining the quorum, the Chairman called the meeting to order at 10:00 CET/ 16:00 SGT.

**SPECIAL NOTE ON CONDUCT OF MEETING**

In adhering to the various advisories and guidance issued by the authorities amid the COVID-19 situation, the Meeting was conducted via live webcast. Shareholders who pre-registered with the Company watched the proceedings via electronic means.

**NOTICE**

The Meeting was informed that proxy forms lodged had been checked and found to be in order. The Notice of AGM dated 6 June 2022 convening the meeting was taken as read.

The Chairman informed the shareholders that she has been appointed as proxy by some shareholders and has voted in accordance with their instructions.

**VOTING BY PROXY**

The Chairman explained that all votes on the resolutions would be by proxy only and only the Chairman of the meeting may be appointed as a proxy. The Chairman further stated that as the Proxy Forms have been submitted prior to the AGM, all resolutions in the AGM would be deemed proposed and seconded.

## QUESTIONS

The Chairman informed that any questions relating to an agenda item will be dealt after she introduced each agenda item. If Shareholders had any questions in relation to any agenda item of the AGM, Shareholders would have sent their queries in advance.

## ORDINARY BUSINESS

### RESOLUTION 1: DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS

The first item on the agenda was 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.

The Chairman stated that based on the proxy forms submitted prior to the AGM, the voting results of the poll were as follows:

	No. of Shares	Percentage of total Shares (%)
No. of votes in favour of the resolution	16,354,569	100%
No. of votes against the resolution	-	-
No. of votes abstained from voting	-	-

Based on the poll results, the Chairman declared the motion carried and it was RESOLVED:

"THAT 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 be and are hereby received and adopted."

### RESOLUTION 2: DIRECTORS' FEES

The second item on the agenda dealt with the approval of directors' fees of SGD152,500 payable to the Directors for the 12 months following the AGM.

In accordance with the Company's Constitution and pursuant to section 169(1) of the Companies Act of Singapore, the director's fees, i.e. a service fee for attending board meetings or carrying out his or her duties as a director, need to be approved by the shareholders in a general meeting.

The Chairman stated that based on the proxy forms submitted prior to the AGM, the voting results of the poll were as follows:

	No. of Shares	Percentage of total Shares (%)
No. of votes in favour of the resolution	16,354,569	100%
No. of votes against the resolution	-	-
No. of votes abstained from voting	-	-

Based on the poll results, the Chairman declared the motion carried and it was RESOLVED:

“THAT the payment of Directors’ fees of SGD152,500 payable to the Directors for the 12 months following the AGM be and are hereby approved.”

### **RESOLUTION 3: RE-ELECTION OF DIRECTOR**

The third item on the agenda was to re-elect Mr. Johannes Cornelis Antonius Den Bieman as a Director of the Company.

It was noted that 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.

The Chairman stated that based on the proxy forms submitted prior to the AGM, the voting results of the poll were as follows:

	No. of Shares	Percentage of total Shares (%)
No. of votes in favour of the resolution	16,354,569	100%
No. of votes against the resolution	-	-
No. of votes abstained from voting	-	-

Based on the poll results, the Chairman declared the motion carried and it was RESOLVED:

“THAT Mr. Johannes Cornelis Antonius Den Bieman, a director retiring under the Company’s Constitution and being eligible for re-election, be and is hereby re-elected as a Director of the Company.”

### **RESOLUTION 4: RE-ELECTION OF DIRECTOR**

The fourth item on the agenda was to re-elect Mr. Andrew Kwan Kok Tiong as a Director of the Company.

It was noted that 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.

The Chairman stated that based on the proxy forms submitted prior to the AGM, the voting results of the poll were as follows:

	No. of Shares	Percentage of total Shares (%)
No. of votes in favour of the resolution	16,354,569	100%
No. of votes against the resolution	-	-
No. of votes abstained from voting	-	-

Based on the poll results, the Chairman declared the motion carried and it was RESOLVED:

“THAT Mr. Andrew Kwan Kok Tiong, a director retiring under the Company’s Constitution and being eligible for re-election, be and is hereby re-elected as a Director of the Company.”

**RESOLUTION 5: RE-APPOINTMENT OF AUDITORS**

Item 5 dealt with the reappointment of Messrs Nexia TS Public Accounting Corporation, who had expressed their willingness to continue in office, as Auditors of the Company and to authorise the Directors to fix their remuneration.

It was noted that the Board of Directors of the Company recommended that Nexia TS Public Accounting Corporation be re-appointed as auditors of the Company for the financial year ending 31 December 2022.

The Chairman stated that based on the proxy forms submitted prior to the AGM, the voting results of the poll were as follows:

	No. of Shares	Percentage of total Shares (%)
No. of votes in favour of the resolution	16,354,569	100%
No. of votes against the resolution	-	-
No. of votes abstained from voting	-	-

Based on the poll results, the Chairman declared the motion carried and it was RESOLVED:

“THAT Messrs Nexia TS Public Accounting Corporation be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorized to fix their remuneration.”

**ANY OTHER ORDINARY BUSINESS**

As no notice of any other ordinary business has been received by the Company Secretary, the Chairman of the AGM proceeded to deal with the special business of the AGM.

**SPECIAL BUSINESS****RESOLUTION 6: AUTHORITY TO ISSUE SHARES UP TO FIFTY PERCENT (50%) OF ISSUED SHARE CAPITAL**

Item 6 relates to authority to allot and issue shares up to fifty percent (50%) of issued share capital, 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). Before the directors are able to issue shares, they must first be authorised by shareholders to do so.

The Chairman stated that based on the proxy forms submitted prior to the AGM, the voting results of the poll were as follows:

	No. of Shares	Percentage of total Shares (%)
No. of votes in favour of the resolution	16,272,777	99%
No. of votes against the resolution	81,792	1%
No. of votes abstained from voting	-	-

Based on the poll results, the Chairman declared the motion carried and it was RESOLVED:

“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 7: AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER BARRAMUNDI GROUP LTD. EMPLOYEE SHARE OPTION SCHEME (THE “ESOS”)**

Item 7 relates to the authority to be given to the Directors to offer and grant share options under the ESOS and to allot and issue from time to time such number of fully paid-up ordinary shares of the Company as may be required to be allotted and issued pursuant to the exercise of any option under the ESOS.

The aggregate number of shares to be allotted and issued pursuant to the ESOS shall not exceed 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.

The Chairman stated that based on the proxy forms submitted prior to the AGM, the voting results of the poll were as follows:

	No. of Shares	Percentage of total Shares (%)
No. of votes in favour of the resolution	16,354,569	100%
No. of votes against the resolution	-	-
No. of votes abstained from voting	-	-

Based on the poll results, the Chairman declared the motion carried and it was RESOLVED:

“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.”

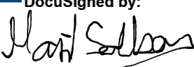
**ANY OTHER BUSINESS**

The Chairman stated that no notice of any other business had been received by the Company Secretary.

**CONCLUSION OF THE MEETING**

There being no other business to transact, the Chairman declared the meeting closed at 10:16 CET/ 16:16 SGT and thanked everyone for their attendance.

Confirmed as a True Record of Proceedings held

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**MARIT SOLBERG**

Chairman