

Dear Shareholders,

I am pleased to inform you that the extraordinary general meeting of shareholders (the "**Extraordinary General Meeting**") of **Kalera S.A.**, a public limited liability company (*société anonyme*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 15, boulevard Roosevelt, L-2450 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies' Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 256011 (the "**Company**") will be held on Monday, June 27, 2022 at 16:00 (4 p.m.) CET, solely via video conference, initiated from Luxembourg, Grand Duchy of Luxembourg, but for Q&A purposes only.

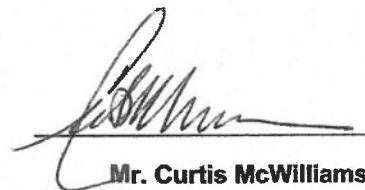
You will also note the following in relation to the Extraordinary General Meeting:

- ***Due to the exceptional COVID-19 situation, the Extraordinary General Meeting will be held without any physical meeting, as permitted by Luxembourg law.***
- ***Voting at the Extraordinary General Meeting will be permitted exclusively via proxy card mailing. Your voting rights may be exercised through a broker.***
- ***Attendance via video conference will be possible solely for informative purposes. Shareholders will not be able to express their votes directly during the video conference.***

Enclosed with this letter is the convening notice to the Extraordinary General Meeting and a proxy and voting card relating thereto.

I recommend you vote as suggested by the board of directors of the Company. All voting recommendations made by the board of directors and/or the committees are set forth in the enclosed convening notice under the respective agenda items.

Sincerely,



Mr. Curtis McWilliams

Chairperson of the Board of Directors

June 2, 2022

Kalera S.A.

société anonyme

Registered office: 15, boulevard Roosevelt, L-2450 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 256011
(the "Company")

**CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS TO BE HELD ON JUNE 27, 2022 SOLELY VIA VIDEO CONFERENCE
INITIATED FROM LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

Dear Shareholders,

The board of directors of the Company (the "**Board of Directors**") is pleased to invite you to attend the extraordinary general meeting of shareholders of the Company (the "**Extraordinary General Meeting**") to be held on June 27, 2022, at 16:00 (4 p.m.) CET, solely via video conference, initiated from Luxembourg, Grand Duchy of Luxembourg, but for Q&A purposes only.

The agenda of the meeting is the following:

A. Agenda of the Extraordinary General Meeting and proposed resolutions and recommendations for the Extraordinary General Meeting

1. Approval of the annual accounts and the annual report for Kalera AS for the financial year 2021.

Kalera AS, which was a private limited liability company incorporated and existing under the laws of Norway, registered with the Norwegian Register of Business Enterprises under number 911 703 130, having its registered office at c/o Tyveholmen AS, Tjuvholmen allé 19, 0252 Oslo, Norway ("**Kalera AS**") ceased to exist as a separate entity with effect from completion of the cross-border merger pursuant to which the Company and Kalera AS have merged by way of absorption of Kalera AS by the Company pursuant to the provisions of Articles 1020-1 to 1021-19 of Chapter 2 on Mergers of the Law and the Norwegian Private Limited Liability Companies Act of 13 June 1997 no. 44 section 13-25, cf. the Norwegian Public Limited Liability Companies Act of 13 June 1997 no. 45 sections 13-25 to 13-36 on 27 May 2022 (the "**Cross-Border Merger**"), and therefore no 2022 annual general meeting was held in Kalera AS. In order for the resolutions that would otherwise have been made by the Kalera AS annual general meeting to be made, and considering that the Company is a continuation of Kalera AS and the shareholder structure of the Company at completion of the Cross-Border Merger mirrored that of Kalera AS, matters no. 1. (Approval of the annual accounts and the annual report of Kalera AS for the financial year 2021), no. 2 (Approval of remuneration to certain former members of the board of directors of Kalera AS) and no. 3 (Approval of the fees of the external auditor of Kalera AS for 2021) are included on the agenda for the Extraordinary General Meeting.

The annual accounts and the annual report for Kalera AS for the financial year 2021 were made public on 28 April 2022 and are available at Kalera's website and at the Company's registered office.

Draft resolution (Resolution 1)

"The Meeting resolves to approve the annual accounts and the annual report for Kalera AS for the financial year 2021."

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the annual accounts and the annual report for Kalera AS for the financial year 2021.

2. Approval of remuneration to certain former members of the board of directors of Kalera AS.

It is proposed that the two former board members of Kalera AS who stepped down from the board with effect from completion of the Cross-Border Merger on 27 May 2022, Erik Sauar and Chris Logan, each receive NOK 250,000 as remuneration for the period from Kalera AS' annual general meeting in 2021 until 27 May 2022.

Draft resolution (Resolution 2)

"The Meeting resolves to approve that the two former board members of Kalera AS, Erik Sauar and Chris Logan, each receive NOK 250,000 as remuneration for the period from Kalera AS' annual general meeting in 2021 until 27 May 2022."

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the two former board members of Kalera AS, Erik Sauar and Chris Logan, each receiving NOK 250,000 as remuneration for the period from Kalera AS' annual general meeting in 2021 until 27 May 2022.

3. Approval of the fees of the external auditor of Kalera AS for 2021.

It is proposed that the annual fee for the financial year 2021 to the auditor of Kalera AS is approved as per the auditor's invoice.

Draft resolution (Resolution 3)

"The Meeting resolves to approve the annual auditor's fee to Kalera AS' auditor for the financial year 2021 as per the auditor's invoice."

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the annual auditor's fee to Kalera AS' auditor for the financial year 2021 as per the auditor's invoice.

4. Approval of the consummation of the proposed business combination with Agrico Acquisition Corp.

Pursuant to the terms of a business combination agreement dated 30 January 2022, as amended from time to time, between (i) **Kalera plc.**, a public limited company validly existing under the laws of Ireland, having its registered office at the 10 Earlsfort Terrace, Dublin 2, Dublin, D02 T380, Ireland and registered with the Ireland Companies Registration Office under number 606356 ("**Kalera Ireland**") (ii) Kalera Cayman Merger Sub, a Cayman Islands exempted company ("**Cayman Merger Sub**"), (iii) **Kalera Luxembourg Merger Sub**, a *société à responsabilité limitée*, existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 15, boulevard Roosevelt,

L-2450 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 267475 (the "**Absorbed Company**") and together with the Company, the "**Merging Companies**") and (iv) Kalera AS (the "**Business Combination Agreement**"), the Company has been involved in a proposed business combination with Agrico Acquisition Corp., a Cayman Islands exempted company ("**Agrico**") which shall be followed by a US listing of Kalera Ireland on Nasdaq.

As a result and in accordance with the terms of the Form S-4 registration statement under the Securities Act of 1933 filed with the United States Securities and Exchange Commission (the "**S-4**"), (A) a merger shall occur, whereby (i) Cayman Merger Sub shall merge with and into Agrico, with Agrico continuing as the surviving entity and as a wholly owned subsidiary of Kalera Ireland (the "**First Merger**"); (ii) Agrico shall issue one (1) class A ordinary share of Agrico to Kalera Ireland (the "**Agrico Share Issuance**") and (iii) the holders of the ordinary shares of Agrico shall receive shares in the capital of Kalera Ireland and holders of warrants of Agrico will have their warrants of Agrico assumed by Kalera Ireland and adjusted to become exercisable for shares in the capital of Kalera Ireland, in each case as consideration for the First Merger and the Agrico Share Issuance, (B) at least one (1) business day following the First Merger and subject thereto, a second merger shall occur, pursuant to which the Company and the Absorbed Company shall merge by way of a merger whereby the Absorbed Company will be absorbed and merged into the Company (the "**Merger**") and in this context the Company shall issue shares to Kalera Ireland (the "**Kalera Share Issuance**"), and (C) immediately following the Merger and the Kalera Capital Issuance, (i) the shareholders of the Company (except Kalera Ireland) will receive shares in the capital of Kalera Ireland; (ii) the holders of the options of the Company will receive options in the capital of Kalera Ireland, in each case as consideration for the shares of the Company (except for those held by Kalera Ireland) and the options of the Company being cancelled and ceasing to exist or being assumed (as applicable) upon completion of the Merger by way of a capital reduction pursuant to the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "**Law**"). As a result of the transactions contemplated by the Business Combination Agreement, the Company shall be a wholly owned subsidiary of Kalera Ireland (the transactions described hereto being generally all together referred as the "**Business Combination and Nasdaq Listing**").

Draft resolution (Resolution 4)

"The Meeting resolves to approve the consummation of the Business Combination and Nasdaq Listing."

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the consummation of the Business Combination and Nasdaq Listing.

5. Approval of the adoption of a long-term incentive plan for the combined company following the proposed business combination as referred to in the fourth (4th) resolution.

In the context of the Business Combination and Nasdaq Listing and pursuant to the terms of the S-4, it is proposed to the shareholders of the Company to adopt a 2022 long-term incentive plan at the level of Kalera Ireland, the documentation in relation therewith having been made available to the shareholders of the Company in accordance with section B.1 of this convening notice (the "**Incentive Plan**").

Draft resolution (Resolution 5)

"The Meeting resolves to approve the adoption of the Incentive Plan."

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the Incentive Plan.

6. **Acknowledgment of (a) the availability of the reports on the merger drawn up by (i) the board of directors of the Company and the sole manager of Kalera Luxembourg Merger Sub in accordance with Article 1021-5 of the law of 10 August 1915 on commercial companies, as amended and (ii) Grant Thornton Audit & Assurance and HACA Partners S.à r.l. as independent experts in accordance with Article 1021-6 (1) of the law of 10 August 1915 on commercial companies, as amended and (b) the availability of the annual accounts of the Company dated 31 December 2021 and interim accounts of Kalera Luxembourg Merger Sub dated 10 May 2022.**

Draft resolution (Resolution 6)

"The Meeting acknowledges (a) the availability of the reports on the merger drawn up by (i) the board of directors of the Company and the sole manager of the Absorbed Company in accordance with Article 1021-5 of the Law and (ii) Grant Thornton Audit & Assurance and HACA Partners S.à r.l. as independent experts in accordance with Article 1021-6 (1) of the Law and (b) the availability of the annual accounts of the Company dated 31 December 2021 and interim accounts of the Absorbed Company dated 10 May 2022."

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the acknowledgment of (a) the availability of the reports on the merger drawn up by (i) the board of directors of the Company and the sole manager of the Absorbed Company in accordance with Article 1021-5 of the Law and (ii) Grant Thornton Audit & Assurance and HACA Partners S.à r.l. as independent experts in accordance with Article 1021-6 (1) of the Law and (b) the availability of the annual accounts of the Company dated 31 December 2021 and interim accounts of the Absorbed Company dated 10 May 2022.

7. **Acknowledgement that all the formalities provided for by Article 1021-7 of the law of 10 August 1915 on commercial companies, as amended, with regards to the merger between the Company and Kalera Luxembourg Merger Sub have been satisfied.**

Draft resolution (Resolution 7)

"The Meeting acknowledges that all the formalities provided by Article 1021-7 of the Law have been satisfied and that the Documents have been put at the disposal of the shareholders of the Merging Companies at the registered office of each of the Merging Companies at least one (1) month prior to the present Meeting."

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the acknowledgment that all the formalities provided by Article 1021-7 of the Law have been satisfied and that the Documents have been put at the disposal of the shareholders of the Merging Companies at the registered office of each of the Merging Companies at least one (1) month prior to the Extraordinary General Meeting.

8. Approval of (i) the common draft terms of the national merger (*projet commun de fusion*) in relation to the merger of the Company and Kalera Luxembourg Merger Sub by way of national merger whereby Kalera Luxembourg Merger Sub will be absorbed and merged into the Company and approval of the said national merger and (ii) the related increase of the share capital of the Company by an amount of one hundred and twenty euro (EUR 120) from its current amount of one million fifty-seven thousand one hundred ninety-two euro and twelve cent (EUR 1,057,192.12) represented by one hundred and five million seven hundred and nineteen thousand two hundred and twelve (105,719,212) shares with a nominal value of one euro cent (EUR 0.01) each up to one million fifty-seven thousand three hundred twelve euro and twelve cent (EUR 1,057,312.12) through the issue of twelve thousand (12,000) new shares with (a) a nominal value one euro cent (EUR 0.01) each and (b) a share premium attached thereto amounting to eleven thousand eight hundred eighty euro (EUR 11,880) to the sole shareholder of Kalera Luxembourg Merger Sub against a contribution in kind consisting of all assets, rights and liabilities of Kalera Luxembourg Merger Sub.

Draft resolution (Resolution 8)

"The Meeting resolves to approve the Draft Terms of Merger and the Merger. The Meeting acknowledges that the Merger will become effective (i) between the Merging Companies upon the enactment of the present deed and the extraordinary general meeting of the Absorbed Company approving the Merger (the "Effective Date") and (ii) towards third parties as from the date of the latest publication of the minutes of the extraordinary general meetings of the Merging Companies approving the Merger on the RESA in accordance with Chapter Vbis of Title I of the amended law of 19 December 2002 on the register of commerce and companies and accounting and annual accounts of undertakings.

The Meeting further acknowledges that the Merger will have ipso jure the following consequences: (i) all the assets and liabilities of the Absorbed Company will be acquired by the Company under a universal transfer of the assets and liabilities (transmission universelle de patrimoine), (ii) the shareholders of the Absorbed Company will become the shareholders of the Company, (iii) the Absorbed Company will be dissolved without liquidation and (iv) the shares of the Absorbed Company held by the Company will be cancelled.

As a result of the Merger and its approval by the Meeting, the Meeting further resolves to increase the Company's share capital by (a) an amount of one hundred and twenty euro (EUR 120) from its current amount of one million fifty-seven thousand one hundred ninety-two euro and twelve cent (EUR 1,057,192.12) represented by one hundred and five million seven hundred and nineteen thousand two hundred and twelve (105,719,212) shares with a nominal value of one euro cent (EUR 0.01) each up to one million fifty-seven thousand three hundred twelve euro and twelve cent (EUR 1,057,312.12) through the issue of twelve thousand (12,000) new shares with a nominal value one euro cent (EUR 0.01) each and (b) a share premium attached thereto amounting to eleven thousand eight hundred eighty euro (EUR 11,880) (the "New Shares").

The Meeting approves that the New Shares shall be allotted to Kalera Ireland, in exchange for the shares owned by it in the share capital of the Absorbed Company in accordance with a share exchange ratio established in the Draft Terms of Merger.

The shares so allotted shall have been fully paid up by a contribution in kind consisting of all assets, rights and liabilities of the Absorbed Company

In accordance with the provisions of Article 1021-6 (1) of the Luxembourg Law, reports have been drawn up by (i) Grant Thornton Audit & Assurance, a société anonyme existing under the laws of the Grand Duchy of Luxembourg, registered

with the Registre de Commerce et des Sociétés, Luxembourg (Luxembourg Trade and Companies Register) under number B 183652, having its registered office at 13, rue de Bitbourg, L-1273 Luxembourg, réviseur d'entreprises agréé, dated 13 May 2022 for the Company (the "GT Report") and (ii) HACA Partners S.à r.l., a société à responsabilité limitée, existing under the laws of the Grand Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés, Luxembourg (Luxembourg Trade and Companies Register) under number B 204968, having its registered office at 6, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg, réviseur d'entreprises agréé, dated 13 May 2022 for the Kalera Luxembourg Merger Sub (the "HACA Report").

The conclusions of the GT Report are the following:

"Based on our work, no fact came to our attention in relation to the Merger that makes us believe that:

- The exchange ratio is not relevant and reasonable;
- The valuation methods adopted to determine the exchange ratio are not adequate."

The conclusions of the HACA Report are the following:

"Based on our procedures, nothing has come to our attention that causes us to believe that:

- the share exchange ratio proposed in the draft terms of merger is not relevant and reasonable;
- the valuation methods selected for the calculation of the share exchange ratio are not adequate and appropriate in the circumstances."

The reports will remain attached to the present deed.

The total contribution in the amount of twelve thousand euro (EUR 12,000) shall consist of one hundred and twenty euro (EUR 120) allotted to the share capital of the Company and eleven thousand eight hundred eighty euro (EUR 11,880) allotted to the share premium account of the Company." (the "Luxembourg Merger")

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the Luxembourg Merger.

9. Subject to the approval of the national merger referred to in the eighth (8th) resolution, (A) (i) waiver of any equal treatment rights of the shareholders, approval of the cancellation of all the one hundred and five million seven hundred and nineteen thousand two hundred and twelve (105,719,212) shares issued in the context of the cross-border merger between the Company and Kalera AS, (ii) subsequent share capital reduction, and (iii) application for delisting of the Company's shares from Euronext Growth Oslo with effect as from said share cancellation; and (B) immediately after the said capital reduction, (i) waiver of any existing preferential subscription right (to the extent existing), (ii) acknowledgement of the report prepared by the board of directors of the Company in this context, (iii) approval of the increase of the share capital of the Company up to the amount of thirty thousand euros (EUR 30,000), through the issue of two million nine hundred and eighty-eight thousand (2,988,000) new shares with a nominal value of one euro cent (EUR 0.01) each, and (iv) subsequent amendment of article 5.1 of the articles of association of the Company.

As a result of the Business Combination and Nasdaq Listing, the Company will become a wholly owned subsidiary of Kalera Ireland and the Company's shares will need to be delisted from Euronext Growth Oslo, a multilateral trading facility operated by Oslo Børs ASA. Delisting of an issuer's shares from Euronext Growth Oslo is as a main rule contingent on the general meeting of the issuer resolving that the issuer shall apply to Oslo Børs ASA for delisting.

Draft resolution (Resolution 9)

" Subject to the approval of the Merger, the Meeting resolves to waive any equal treatment rights of the shareholders and to cancel, without distribution of proceeds, the one hundred and five million seven hundred and nineteen thousand two hundred and twelve (105,719,212) shares issued in the context of the Cross-Border Merger, as adjusted in the Acknowledgement Deed and in accordance with the Cross-Border Merger Plan (the "**Cancellation**").

As a consequence of the Cancellation, the Meeting resolves to decrease the share capital of the Company from its current amount of one million fifty-seven thousand three hundred twelve euro and twelve cent (EUR 1,057,312.12) represented by one hundred and five million seven hundred and thirty-one thousand two hundred and twelve (105,731,212) shares with a nominal value of one euro cent (EUR 0.01) each down to the amount of one hundred and twenty euro (EUR 120). No payment shall be made by the Company to the shareholders of the Company (the "**Capital Reduction**").

Concomitantly to the Cancellation, all the shareholders of the Company, save for Kalera Ireland whose shares were not cancelled as a result of the Cancellation, will be allocated with shares in Kalera Ireland. Such allocation shall serve as consideration for the Capital Reduction.

The Meeting further resolves that, as a result of the Cancellation, the Company shall apply to Oslo Børs ASA for delisting of its shares from Euronext Growth Oslo with effect as from the Cancellation, and any steps taken by the Company prior to the date of the present Meeting to effect such delisting is hereby ratified, to the extent required under applicable laws and regulations.

Immediately following the Capital Reduction, the Meeting resolves to waive any existing preferential subscription right (to the extent existing), acknowledge the report prepared by the board of directors of the Company in this context and increase the share capital of the Company up to the amount of thirty thousand euros (EUR 30,000), through the issue of two million nine hundred and eighty-eight thousand (2,988,000) new shares with a nominal value of one euro cent (EUR 0.01) each.

The two million nine hundred and eighty-eight thousand (2,988,000) new shares issued have been subscribed by Kalera Ireland, aforementioned, here represented by [***] by virtue of a proxy and subscription form given under private seal on [***], for a price of twenty-nine thousand eight hundred eighty euro (EUR 29,880). Said proxy and voting form will remain attached to the present deed.

The shares so subscribed have been fully paid up by a contribution in cash consisting of twenty-nine thousand eight hundred eighty euro (EUR 29,880), so that the amount of twenty-nine thousand eight hundred eighty euro (EUR 29,880) is as of now available to the Company, as it has been justified to the undersigned notary.

The total contribution in the amount of twenty-nine thousand eight hundred eighty euro (EUR 29,880) is entirely allocated to the share capital.

As a consequence of the foregoing resolutions, the Meeting resolves to amend Article 5.1 of the articles of association of the Company which shall henceforth read as follows:

"The Company's share capital is set at thirty thousand euros (EUR 30,000), represented by three million (3,000,000) shares with a nominal value of one euro cent (EUR 0.01) each."

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the Cancellation, the Capital Reduction, the Company applying to Oslo Børs ASA for delisting of its shares from Euronext Growth Oslo with effect as from the Cancellation, the waiver of any preferential subscription rights and acknowledgement of the board report in relation to the capital increase to be effected immediately after the Capital Reduction and said capital increase.

B. Availability of the documentation, attendance and voting procedure

1. Available information and documentation

Shareholders may take notice at the Company's registered office (the address of which is indicated in section B. 7 of this convening notice) of the following documents

- draft of the articles of association of the Company as effective following the Extraordinary General Meeting;
- Incentive Plan;
- Kalera AS annual accounts;
- data protection notice; and
- board report in relation to the capital increase to be effected immediately after the Capital Reduction.

Documents and information are made available for an uninterrupted period between the date of the publication of this convening notice and the date of the Extraordinary General Meeting, in the "Investors" section on the Company's website www.Kalera.com and upon contacting Company's tabulation agent as_agm@bil.com.

2. Quorum and majority requirements

As stated in article 13.1 of the articles of association of the Company and article 450-3 (2) the Law, the agenda items eight (8) to nine (9) (included) on the agenda of the Extraordinary General Meeting shall be adopted by a majority of at least two thirds (2/3) of the votes validly cast at a general meeting at which a quorum of more than half (1/2) of the Company's share capital is present or represented.

As stated in article 12.2 of the articles of association of the Company, the agenda items one (1) to seven (7) (included) on the agenda of the Extraordinary General Meeting shall not require any quorum and shall be adopted at a simple majority of the votes validly cast regardless of the portion of capital represented, it being specified that abstentions and nil votes shall not be taken into account.

3. Share capital of the Company

On the date of this convening notice, the Company has one hundred and five million seven hundred and nineteen thousand two hundred and twelve (105,719,212) ordinary shares. The Company does not hold any shares in treasury. Each of the ordinary shares is entitled to one vote.

4. Right to participate in the Extraordinary General Meeting

Any shareholder who holds one or more ordinary shares(s) of the Company on June 6, 2022, at 11.59 p.m. CET (the "**Record Date**") and on the date of the Extraordinary General Meeting, shall be admitted for participation and voting at the Extraordinary General Meeting.

By submitting a proxy and voting card in relation to the Extraordinary General Meeting, the shareholder certifies being the holder of record of the shares of the Company as at Record Date as well as the date of the date of the Extraordinary General Meeting.

5. Procedures for participating in the Extraordinary General Meeting, voting by proxy and/or submitting votes

The health and well-being of our shareholders is our top priority. Given the exceptional circumstances due to the COVID-19 epidemic and in accordance with the provisions of article 1 (1) of the law of September 23, 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended by the law of December 17, 2021, the Company decided to take precautionary measures in line with the guidance from public health authorities and therefore to hold the Extraordinary General Meeting without any physical meeting.

Attendance via video conference will be possible solely for informative purposes.

Shareholders will not be able to express their votes directly during the video conference and must follow the below instructions to submit their votes.

In order for the votes to count, all votes shall be received by the Company's tabulation agent, BIL (the details of which are indicated here below) at the latest on June 22, 2022, at 24.00 (midnight) CET (cut-off date/time):

Banque Internationale à Luxembourg SA
R.C.S. Luxembourg B-6307
69, route d'Esch
L-2953 Luxembourg
Grand Duchy of Luxembourg
Attention : Agency Services
Email : as_agm@bil.com

Specific additional requirements for shareholders (whose ordinary shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary)

If you hold your shares through a brokerage account, please contact your broker to receive information on how you may vote your shares.

The shareholders who wish to vote at the Extraordinary General Meeting by submitting their proxy card via post mail shall submit a copy of the certificate certifying the number of ordinary shares recorded in their account on the Record Date or any other proof of detention of ownership in a form acceptable to the Company at its own and full discretion via their custodian bank by mail or by e-mail to the Company (the details of which are indicated in section B. 6 of this convening notice) and to be received at the latest on June 22, 2022, at 24.00 (midnight) CET.

6. Additional important information for shareholders

6.1. Transfer of shares after the Record Date

Shareholders are hereby informed that the exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date and at the date of the Extraordinary General Meeting and who have adhered to the voting instruction set out in this convening notice.

Any transferee having become a shareholder of the Company after the Record Date has no right to vote at the Extraordinary General Meeting.

6.2. Request for addition of items to the agenda

Shareholders holding individually or collectively at least ten per cent (10%) of the issued share capital of the Company may request the addition of items to the agenda of the Extraordinary General Meeting.

Such request must be received at the registered office of the Company (the details of which are included in section B. 6 of this convening notice) by registered mail (to the attention of the Board of Directors) or by e-mail to Curtis McWilliams (Curtis.McWilliams@kalera.com) at the latest on June 21, 2022, at 24.00 (midnight) CET.

The request shall be further accompanied by a certificate evidencing the shareholding of such shareholder(s) on the Record Date and the mailing address or e-mail address of the shareholder which the Company may use in order to deliver the acknowledgement of receipt of such request.

6.3. Right to ask questions

Every shareholder has the right to ask questions concerning items on the agenda of the Extraordinary General Meeting. Questions have to be submitted by e-mail to the e-mail address indicated in section B. 6.2 at the latest on June 22, 2022, at 24.00 (midnight) CET. Submitted questions will be answered at the reasonable discretion of the Company and the Company is not required to answer all questions. In particular, questions may be summarised, combined or separated. Reasonable questions may be selected in the interest of the other shareholders, and questions from shareholders' associations and institutional investors with significant voting interests may be given preference.

7. Contact details

The contact details of the **Company** are as follows:

Kalera S.A.
R.C.S. Luxembourg B 256011
Société anonyme
Siège social: 15, boulevard Roosevelt
L-2450 Luxembourg
Grand-Duché de Luxembourg
Attention: Curtis McWilliams
Email: Curtis.McWilliams@kalera.com

June 2, 2022

Mr. Curtis McWilliams
Chairperson of the Board of Directors