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**Proxy and voting card for**

**Extraordinary General Meeting of Shareholders of**

**Kalera S.A.**

a public limited liability company (*société anonyme*) under the laws of Luxembourg  
(the "Company")

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**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.**

The undersigned, who is the holder of record of the shares of the Company, hereby acknowledges receipt of the convening notice for the Extraordinary General Meeting and hereby appoints Mr. Curtis McWilliams, Chairperson of the board of directors of the Company, Mr. Fernando Cornejo and Me. Bob Calmes, partner at Arendt & Medernach S.A. as proxies, each with full power of substitution, to individually represent and vote as designated on the reverse side, all the shares of the Company held of record at the Extraordinary General Meeting to be held on June 27, 2022, at 4 p.m. CET, or any adjournment or postponement thereof.

If amendments or new resolutions are presented at the Extraordinary General Meeting, I irrevocably appoint Mr. Curtis McWilliams, Chairperson of the board of directors of the Company, whom failing, Me. Bob Calmes, partner at Arendt & Medernach S.A., with full power of substitution, the power to vote in my name and as he deems fit unless I mark the box below:

I abstain:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON JUNE 27, 2022**

The undersigned, hereby acknowledges (i) receipt of the convening notice for the Extraordinary General Meeting of the Company and (ii) that the information in relation to the business to be resolved upon in the Extraordinary General Meeting has been made available for an uninterrupted period between the date of the publication of the convening notice and the date of the Extraordinary General Meeting, in the "Investors" section on the Company's website [www.Kalera.com](http://www.Kalera.com).

**BY SUBMITTING THIS PROXY AND VOTING CARD, THE UNDERSIGNED CERTIFIES BEING THE HOLDER OF RECORD OF THE SHARES OF THE COMPANY AS AT THE RECORD DATE, BEING JUNE 6, 2022 AT 11.59 P.M. CET AS WELL AS OF THE DATE OF THE EXTRAORDINARY GENERAL MEETING.**

**PLEASE INDICATE ON THE REVERSE SIDE OF THIS PROXY CARD HOW YOUR SHARES ARE TO BE VOTED. THIS PROXY CARD MUST BE MARKED, SIGNED, DATED AND RETURNED TO [as\\_agm@bil.com](mailto:as_agm@bil.com) AT THE LATEST ON JUNE 22, 2022, AT 24.00 (MIDNIGHT) CET IN ORDER TO BE COUNTED.**

**MARK "X" HERE IF YOU PLAN TO ATTEND THE EXTRAORDINARY GENERAL MEETING FOR INFORMATIVE PURPOSES VIA VIDEO CONFERENCE FOR Q&A PURPOSES ONLY AND INDICATE EMAIL ADRESSE TO RECEIVE DIAL-IN DETAILS:**

Email: \_\_\_\_\_  
(option available only until 24.00 (midnight) CET on June 22, 2022)

Agenda of the Extraordinary General Meeting

1. 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.
3. Approval of the fees of the external auditor of Kalera AS for 2021.
4. Approval of the consummation of the proposed business combination with Agrico Acquisition Corp.
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 resolution (4th) resolution.
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.
7. Acknowledgment 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.
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.
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.

PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

Agenda Items

	FOR	AGAINST	ABSTAIN	
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	[Resolution 1]
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	[Resolution 2]
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	[Resolution 3]
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	[Resolution 4]
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	[Resolution 5]
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	[Resolution 6]
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	[Resolution 7]
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	[Resolution 8]
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	[Resolution 9]

**Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.**

If this Proxy Card is signed and timely returned but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have given a proxy "FOR" the unmarked issue and as the proxy holder(s) deem advisable on all other matters that may come before Extraordinary General Meeting.

If this Proxy Card is signed and timely returned but multiple specific directions as to voting are marked above as to an issue, the undersigned shall be deemed to have given a proxy to give an "ABSTAIN" voting instruction for such issue.

Please be sure to sign and date this Proxy Card.

Please sign your name to this Proxy Card exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Proxy Cards executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line

Signature 2 - Please keep signature within the line

Date (mm/dd/yyyy)

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