

HIMALAYA SHIPPING LTD.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
Wednesday, August 10, 2022

NOTICE IS HEREBY given that the Annual General Meeting (the “AGM”) of the shareholders (the “Shareholders”) of **Himalaya Shipping Ltd.** (the “Company”) will be held on Wednesday, August 10, 2022 at 08:30 a.m. at the Company’s Registered Office located at 2nd Floor, The S.E. Pearman Building, 9 Par-la-Ville Road, Hamilton HM 11, Bermuda and electronically via Microsoft Teams, for the following purposes, all of which are more completely set forth in the accompanying information statement:

To receive the audited consolidated financial statements of the Company for the year ended December 31, 2021.

To consider the following Company proposals:

1. To re-elect Mr Bjorn Isaksen as a Director of the Company.
2. To re-elect Mr Carl Erik Steen as a Director of the Company.
3. To re-elect Ms Georgina E. Sousa as a Director of the Company.
4. To re-elect Ms Mi Hong Yoon as a Director of the Company.
5. To amend the Company’s Bye-laws by the deletion of Bye-Law 43 in order to conform with Norwegian Securities and Euronext’s regulations.
6. To re-appoint PricewaterhouseCoopers AS as auditors and to authorize the Directors to determine their remuneration.
7. To approve remuneration of the Company’s Board of Directors (the “Board”) of a total amount of fees not to exceed US\$200,000 for the year ending December 31, 2022.

By Order of the Board of Directors

Mi Hong Yoon
Director

Dated: July 20, 2022

Notes:

1. *The Board has fixed the close of business on July 29, 2022, as the record date for the determination of the shareholders entitled to receive notice of and to vote at the AGM or any adjournment thereof.*
2. *No Shareholder shall be entitled to attend unless written notice of the intention to attend and vote in person* or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a copy of that power of attorney certified by a notary public, is sent to the Company Secretary, to reach the Registered Office by not later than 48 hours before the time for holding the AGM.*

** At the time of publication of this Notice, it is anticipated that the AGM will proceed as a hybrid meeting, which means the Shareholders are able to join and participate in the meeting either physically in person at the Registered Office (to the extent it is permitted in accordance with government guidance, which may change after the publication of this Notice), or via electronic remote participation. We strongly encourage Shareholders to participate remotely and submit a proxy electronically.*

3. *If a Shareholder chooses to attend the AGM remotely, please contact the Company Secretary at my@2020bulk.com no later than 48 hours prior to the AGM, who will provide the Microsoft Teams link and dial in numbers in advance of the AGM. Additionally, please pre-submit any questions to the Board and these will be answered at the AGM.*
4. *Each of the resolutions set out above will require the affirmative vote of a simple majority of the votes cast.*
5. *A Form of Proxy is enclosed for use by holders of shares registered in Norway in connection with the business set out above.*

INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS (THE “MEETING”) OF HIMALAYA SHIPPING LTD. TO BE HELD ON AUGUST 10, 2022.

PRESENTATION OF FINANCIAL STATEMENTS

In accordance with Section 84 of the Bermuda Companies Act 1981, as amended (the “**Companies Act**”), the audited consolidated financial statements of the Company for the year ended December 31, 2021, will be presented at the Meeting. These statements have been approved by the Directors (as defined below) of the Company. There is no requirement under Bermuda law that such statements be approved by the Shareholders, and no such approval will be sought at the Meeting.

The Company’s audited consolidated financial statements are available on our website at www.himalaya-shipping.com. Shareholders can request a hard copy free of charge upon request by writing to us at: 2nd Floor, S.E. Pearman Building, 9 Par-la-Ville Road, Hamilton, HM 11, Bermuda, or send an e-mail to: vh@2020bulkers.com. The audited consolidated financial statements of the Company for the year ended December 31, 2021, have been provided to Shareholders via the internet as described above.

COMPANY PROPOSALS

PROPOSALS 1, 2, 3 and 4 – ELECTION OF DIRECTORS

The Board has nominated the four persons listed below for re-election as Directors (as defined below) of the Company. Mr Bjorn Isaksen, Mr Carl Erik Steen, Ms Georgina E. Sousa and Ms Mi Hong Yoon (the “**Directors**”) are all presently members of the Board. Mr Steen and Ms Sousa meet the independence standards for directors established by the Norwegian Code of Practice for Corporate Governance.

As provided in the Company's Bye-laws (the “**Bye-laws**”), each Director is elected at each annual general meeting of Shareholders and shall hold office until the next annual general meeting following his or her election or until his or her successor is elected.

Nominees for Election to the Company's Board of Directors

Information concerning the nominees for selection as Directors of the Company is set forth below:

<u>Name</u>	<u>Age</u>	<u>Director since</u>	<u>Position with the Company</u>
Bjorn Isaksen	38	2021	Director
Carl E. Steen	71	2021	Director and Audit Committee Member
Georgina E. Sousa	72	2021	Director, Chairperson of the Board, Secretary and Audit Committee Member
Mi Hong Yoon	51	2022	Director

Bjorn Isaksen has served as a director since June 2021. Mr. Isaksen was employed by ABG Sundal Collier Ltd. as a partner from 2005 until 2014. Mr. Isaksen has been employed by Magni Partners since 2014. Mr. Isaksen is a Norwegian citizen and a resident in the UK.

Carl Steen has served as a director since September 2021 and currently serves on our Audit Committee. From August 2021 until the completion of Golar LNG Partners LP (GMLP)’s merger with New Fortress Energy Inc., Mr. Steen has also served as a director of GMLP. Mr. Steen graduated in 1975 from ETH Zurich Switzerland with a M. Sc in Industrial and Management Engineering. After working for a number of high-profile companies, Mr. Steen joined Nordea Bank from January 2001 to February 2011 as head of the bank’s Shipping, Oil Services & International Division. Mr. Steen holds directorship positions in various Norwegian and international companies including Golar LNG Limited, Wilhelmsen Holding ASA and Belships ASA.

Georgina E. Sousa was appointed as a director in June 2021 and currently serves on our Audit Committee, as Chairperson and Secretary. She currently serves as a director of Golar LNG Limited, a company listed on NASDAQ. Ms. Sousa was employed by Golar Management (Bermuda) Limited (GMBL) as Managing Director from January 2019 until her retirement on March 2022. She previously served as a director and secretary of Borr Drilling Limited, a company listed on both the NYSE and the

OSE and 2020 Bulk Ltd., listed on the OSE from February 2019 to February 2022. Prior to joining GMBL, Ms. Sousa was employed by Frontline Ltd. as Head of Corporate Administration from February 2007 until December 2018. She previously served as a director of Frontline Ltd. from April 2013 until December 2018, North Atlantic Drilling Ltd. from September 2013 until June 2018, Sevan Drilling Limited from August 2016 until June 2018, Northern Drilling Ltd. from March 2017 until December 2018 and Flex LNG Ltd. from June 2017 until December 2018. Ms. Sousa also served as a director of Seadrill Limited from November 2015 until July 2018. Ms. Sousa served as secretary for all the above-mentioned companies at various times during the period between 2005 and 2018. Until January 2007, Ms. Sousa was Vice-President Corporate Services of Consolidated Services Limited, a Bermuda Management Company, having joined the firm in 1993 as Manager of Corporate Administration. From 1976 to 1982 Ms. Sousa was employed by the Bermuda law firm of Appleby, Spurling & Kempe as secretary and from 1982 to 1993, she was employed by the Bermuda law firm of Cox & Wilkinson as senior company secretary. Ms. Sousa is a UK citizen and resides in Bermuda.

Mi Hong Yoon was appointed as a director on May 23, 2022. She currently serves as Managing Director of Golar Management (Bermuda) Limited and Company Secretary of Golar LNG Limited. Ms. Yoon has served as a Director of Borr Drilling Limited since March 2022 and Cool Company Ltd. since February 2022. She has extensive international legal and regulatory experience. Prior to joining Golar Management (Bermuda) Limited, Ms. Yoon was the Chief Legal, Regulatory and Compliance Officer at Digicel Bermuda and the Bermuda Telephone Company Limited from March 2019 until February 2022. She served as a Senior Legal Counsel at Telstra in Hong Kong and London from 2009 to 2019. Ms. Yoon was admitted as a solicitor in Sydney Australia in 2006 after graduating from the University of New South Wales with a degree in law (LLB) and also received a Master of Laws (LLM) in International Economic Law from the Chinese University of Hong Kong. She is a Member of the Institute of Directors and has held several director positions over the years. Ms. Yoon is an Australian citizen and a resident of Bermuda.

PROPOSAL 5 – TO AMEND THE COMPANY’S BYE-LAWS

At the Meeting, the Board will ask the Shareholders to approve amending the Company’s Bye-Laws by the deletion of Bye-Law 43 in its entirety to conform with Norwegian securities and Euronext’s regulations in connection with declining a share transfer.

The complete text of the Bye-laws of the Company as adopted on 19 March 2021 and amended on 15 June 2021, together with a blacklined copy showing the deletion in strikethrough and in bold are available on our website at www.himalaya-shipping.com.

PROPOSAL 6 – RE-APPOINTMENT OF INDEPENDENT AUDITORS

At the Meeting, the Board will ask the Shareholders to approve the re-appointment of PricewaterhouseCoopers AS of Oslo, Norway as the Company's independent auditors and to authorise the Board to determine the auditors’ remuneration.

Audit services provided by PricewaterhouseCoopers AS in fiscal year 2021 included the examination of the consolidated financial statements of the Company and its subsidiaries.

PROPOSAL 7– TO APPROVE DIRECTORS’ REMUNERATION

At the Meeting, the Board will ask that the Shareholders to approve remuneration of the Company’s Directors of a total amount of fees not to exceed US\$200,000 for the year ending December 31, 2022.

OTHER BUSINESS

Management knows of no business that will be presented for consideration at the Annual General Meeting other than that stated in the Notice of Annual General Meeting.

By Order of the Board of Directors

Mi Hong Yoon
Director

Hamilton, Bermuda
Date: July 20, 2022

Himalaya Shipping Ltd. (the “Company”)
Form of Proxy for use at Annual General Meeting to be held on August 10, 2022.

I/We

Of

being (a) holder(s) of Ordinary Shares of US\$1.00 each of the above-named

Company on the record date of July 29, 2022 hereby appoint the duly appointed Chairman of the meeting or to act as my/our proxy at the Annual General Meeting of the Company to be held on August 10, 2022 or at any adjournment thereof, and to vote on my/our behalf as directed below.

Please indicate with an X in the spaces provided how you wish your vote(s) to be cast on a poll. Should this card be returned duly signed, but without a specific direction, the proxy will vote or abstain at his discretion.

<i>Proposals</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. To re-elect Bjorn Isaksen as a Director of the Company.			
2. To re-elect Carl Erik Steen as a Director of the Company.			
3. To re-elect Georgina E. Sousa as a Director of the Company.			
4. To re-elect Mi Hong Yoon as a Director of the Company.			
5. To amend the Company’s Bye-laws by the deletion of Bye-law 43 in its entirety in order to conform with Norwegian Securities and Euronext’s regulations.			
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7. To approve remuneration of the Company’s Board of Directors of a total amount of fees not to exceed US\$200,000 for the year ending December 31, 2022.			

Date Signature

Notes:

1. A Shareholder entitled to attend and vote at a meeting may appoint one or more proxies to attend and, on a poll, vote instead of him.
2. Proxies appointed by a single Shareholder need not all exercise their vote in the same manner.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members.
4. In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by a duly authorized officer or attorney.
5. If it is desired to appoint by proxy any person other than the Chairman of the Meeting, his/her name should be inserted in the relevant place, reference to the Chairman deleted and the alteration initialled.
6. This proxy should be completed and sent to the following address by not later than 48 hours before the time for holding the meeting.

DNB Bank ASA
 Registrars Dept.
 Postboks 1600 Sentrum
 0021 Oslo, Norway
 Tel: +47 23 26 80 16
Or via e-mail to: vote@dnb.no