

To the shareholders in

**Pryme N.V.**

Rotterdam, June 10<sup>th</sup>, 2024

**NOTICE AND AGENDA OF THE EXTRAORDINARY GENERAL MEETING on June 25<sup>th</sup>, 2024**

The shareholders and other persons entitled to attend the meeting are hereby notified that an extraordinary general meeting of shareholders (the “**General Meeting**”) of Pryme N.V. (the “**Company**”) will be held on:

**Tuesday June 25<sup>th</sup>, 2024 at 10:00 CEST**

at the Company’s offices in

**Fascinatio Boulevard 220, NL-3065 WB Rotterdam, The Netherlands**

**The following items are on the agenda:**

- 1. Opening of the General Meeting.**  
The General Meeting will be opened and chaired by Henning E. Jensen, chair of the supervisory board of Pryme N.V.
- 2. Proposal to approve the conversion of the private placement subscription by Taranis Investment Limited for shares allocated in Pryme N.V.’s private placement on March 25<sup>th</sup>, 2024 into a non-interest-bearing convertible loan agreement.\***
- 3. Any other Business.**
- 4. Closing.**

\* Agenda item 2 is a voting item.

**For the explanatory notes on the proposal made under agenda item 2, please refer to Appendix 1: “The proposal for the resolutions to be passed by the General Meeting under item 2”.**

## Registration procedures and general information

Shareholders who wish to attend the extraordinary general meeting of shareholders (herein also referred to as the “EGM”) in person or with a representative are required to show proof of shareholding upon entering the venue of the EGM. Only shareholders registered in the VPS share register as of Thursday June 20<sup>th</sup>, 2024 (the “Record Date”) are entitled to exercise their right to attend and/or vote at the EGM in Rotterdam on June 25<sup>th</sup>, 2024.

The shareholders have the right to speak at the EGM, the right to be accompanied by an advisor, to give such advisor the right to speak, and the right to present alternatives to the Supervisory Board’s proposals in respect of matters on the agenda at the EGM.

It will not be possible to attend the meeting electronically. Shareholders are encouraged to vote in advance or by proxy. Prior to the EGM, it will also be possible to ask questions to the Company’s Management Board and Supervisory Board via [ir@pryme-cleantech.com](mailto:ir@pryme-cleantech.com).

Registration for admission to the EGM will take place at the venue of the EGM on June 25<sup>th</sup>, 2024 between 09:00 and 09:30 CEST before the start of the meeting. Registration will not be possible after this time.

## Voting

Shareholders attending the EGM will have the opportunity to vote on voting items.

Shareholders not attending the EGM can give a proxy and voting instructions. These shareholders must ensure the duly completed and signed proxy including, as appropriate, voting instructions, will be received pursuant to the instructions contained in the proxy form attached as Appendix 2.

At the date of this convocation, the company has issued 50,547,622 shares each carrying one vote. All shares have equal rights. At the date of this notification, the Company owned zero treasury shares for which voting rights may not be exercised.

## Shareholder engagement

The EGM also serves as a forum for shareholders to engage with the Company’s Management Board and Supervisory Board. The shareholders attending the EGM have the right to raise questions and to speak at the meeting, the right to be accompanied by an advisor, to give such advisor the right to speak, and the right to present alternatives to the Supervisory Board’s proposals in respect of matters on the EGM agenda.

## EGM documentation

The EGM documentation consists of this notice and the following attachments:

- Appendix 1: The proposal for the resolutions to be passed by the General Meeting under item 2.
- Appendix 2: Proxy form with and without voting instruction.

Rotterdam, June 10<sup>th</sup>, 2024

The supervisory board of Pryme N.V.

Henning E. Jensen (chair of the supervisory board)

Michiel Kool (vice-chair of the supervisory board)

Jan Willem Muller (member of the supervisory board)

Boudewijn van Vliet (member of the supervisory board)

Emmanuel Colombel (member of the supervisory board)

## Appendix 1

**The proposal for the resolutions to be passed by the General Meeting under agenda item 2.**

**Agenda item 2 – Proposal to approve the conversion of the private placement subscription by Taranis Investment Limited for shares allocated in Pryme N.V.’s private placement on March 25<sup>th</sup>, 2024 into a non-interest-bearing convertible loan agreement.**

On March 25<sup>th</sup>, 2024, Pryme N.V. (“**Pryme**” or the “**Company**”) announced the completion of a private placement of 12,672,933 new ordinary shares in the Company with gross proceeds of EUR 12,000,000 (the “**Private Placement**”). On April 9<sup>th</sup>, 2024 Pryme’s extraordinary general meeting of shareholders approved the Private Placement and resolved to the issue of 12,672,933 new ordinary shares in the Company. The investors that were allocated shares in the Private Placement 2024 were Taranis Investment Limited (“**Taranis**”) (10,620,777), Stichting Multistrat (1,056,078) and Circular Plastics Coöperatief U.A. (996,078). The subscription amounts for the allocated shares have been paid to the Company by all the subscribers to the Private Placement.

In the execution of the Private Placement, the Company has issued and distributed the shares allocated to Stichting Multistrat and Circular Plastics Coöperatief U.A. As Taranis has not yet obtained a securities trading account with Euronext VPS (“**VPS Account**”), the shares allocated to Taranis in the Private Placement have not yet been issued and distributed to Taranis although they have been paid for by Taranis. Such shares cannot be issued and distributed to Taranis before Taranis has obtained a valid VPS account.

Pryme N.V. (“**Pryme**”) cannot utilize the funds paid in by Taranis in the Private Placement until the shares allocated to Taranis in the Private Placement have been issued and distributed to Taranis. Unfortunately, Pryme has a need for such liquidity in the short term.

In order to give Pryme access to the funds paid in by Taranis for the Private Placement it is proposed to convert Taranis’ Private Placement subscription into a convertible loan (the “**Loan**”). Pryme and Taranis have entered into a convertible loan agreement for the Loan subscribed to by Taranis, subject to approval of the General Meeting. The loan amount, that has already been disbursed, will be equal to Taranis’ subscription amount in the Private Placement; EUR 10,056,814. Such Loan would carry no interest and be repayable only by Pryme issuing and delivering 10,620,777 shares to Taranis. No cash settlement of the convertible loan can take place. The conversion price will be identical to the subscription price of the Private Placement; EUR 0.9469 per share.

In the case of any dividend payments or other cash distribution paid to the Company’s shareholders while the Loan is outstanding, the conversion price shall be adjusted downwards with the same amount per share as such distribution. In the case of a share split or a share consolidation, the conversion price and the number of shares the Loan is convertible into shall be adjusted correspondingly, so that the economics of the conversion shall remain unchanged by any such corporate action. It is intended that the conversion of the loan into shares will take place at the discretion of Pryme no later than November 29<sup>th</sup>, 2024. This should give Taranis ample time to obtain a VPS Account. Should it not be possible for the Company to initiate a conversion within such date due to Taranis not having provided the Company with a valid VPS Account to distribute the shares, the Loan and the Company’s conversion right shall remain in place. The Loan shall not give any shareholder rights until it is converted into shares.

As the Loan agreement with Taranis has been executed, upon approval of the General Meeting, this would give Pryme immediate access to the funds that have been paid in by Taranis for Taranis’ subscription in the Private Placement as Taranis’ Private Placement subscription will have been converted into a convertible loan.

It is proposed that the General Meeting adopts the following resolution:

*“To revoke the resolution by the Company’s extraordinary general meeting on April 9<sup>th</sup>, 2024 as far as it relates to the issue of 10,620,777 shares in Pryme N.V. to Taranis Investment Limited (“Taranis”) and to issue a convertible loan in the amount of EUR 10,056,814 subscribed to by Taranis and to grant Taranis the right to subscribe for 10,620,777 shares or such other number of shares the convertible loan is convertible into in accordance with the terms and conditions of the convertible loan, and to exclude all pre-emptive rights in connection with this resolution.”*

**Appendix 2**

**PROXY – Pryme N.V. – Extraordinary General Meeting on June 25<sup>th</sup>, 2024 (the “EGM”)**

You are encouraged to specify your votes by marking the appropriate boxes on the enclosed proxy form. When properly executed, the proxy will be voted in the manner directed therein.

Your proxy is to be received by DNB Bank ASA, Registrars Department, Oslo, not later than Friday June 21<sup>st</sup> 2024, at 12:00 hours (noon) CEST. The P.O. Box address of DNB Bank ASA is: DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Alternatively, send your proxy as PDF e-mail attachment to [vote@dnb.no](mailto:vote@dnb.no) within the aforementioned date and time.

Only shareholders registered in the VPS share register on the Record Date (June 20<sup>th</sup>, 2024) are entitled to exercise their voting right by proxy to the EGM in Rotterdam on June 25<sup>th</sup>, 2024.

The undersigned shareholder in Pryme N.V. hereby authorizes:

**Shareholder’s complete name:** \_\_\_\_\_

**Shareholder’s address:** \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Who declares to be the owner of:

<b>Number of shares held:</b>	
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Chairman Mr. Henning Jensen (or a person authorized by him)

Other person (name) .....

to attend and vote for my/our shares in Pryme N.V.’s EGM on June 25<sup>th</sup>, 2024.

If none of the alternatives above has been ticked, the Chairman will be considered appointed as proxy. If the Chairman has been appointed as proxy, the Chairman can appoint any member of the Supervisory Board, any member of the Management Board, the corporate secretary or any senior management member to represent and vote for the shares covered by this proxy.

**In the event that proxy is given to the Chairman, instructions regarding the exercise of voting rights according to proxy may, if desirable, be given by filling in of the form below**

		In favor	Against	Abstain
Item 2	<b>Proposal to approve the conversion of the private placement subscription by Taranis Investment Limited for shares allocated in Pryme N.V.’s private placement on March 25<sup>th</sup>, 2024 into a non-interest-bearing convertible loan agreement.</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If voting instructions are given, the following applies:

- If the box “In favor” has been ticked, the proxy is instructed to vote for the proposal in the notice, with any changes suggested by the Management Board or the Chairman of the Supervisory Board.
- If the box “Against” has been checked, this implies that the proxy is instructed to vote against the proposal in the notice.
- If the box “Abstain” has been ticked, the proxy is instructed to abstain from voting the shares.
- If none of the boxes have been ticked for an item on the agenda, this is interpreted as a blank vote and consequently as a vote not cast.
- In respect of a vote over matters that are not included on the agenda and which may validly come before the meeting the proxy holder is free to decide how the shares shall be voted. The same applies for votes over matters of formal nature, such as the election of the chairperson of the meeting, voting order or voting procedure.

If a shareholder has inserted another person than the Chairman as proxy, and wants to give such person instructions on voting, this is a matter between the shareholder and the proxy holder. In such a situation the Company does not undertake any responsibility to verify that the proxy holder votes in accordance with the shareholder’s instructions.

\_\_\_\_\_  
Place    Date    Shareholder’s signature\*

\* *If the proxy is given on behalf of a company or other legal entity or if the shares referred to are held in a nominee account, relevant evidence of authority must be attached so as to evidence that the person signing the proxy form is properly authorized. The receiver of the proxy is free in his/her own discretion to use or reject the proxy in case relevant evidence of authority has not been received.*