

PROTOCOL of the Extraordinary General Meeting of shareholders (the “**General Meeting**”) of **Pryme N.V.**, a public limited liability company under the laws of the Netherlands, having its seat in Rotterdam, the Netherlands, registered in the Dutch trade register with number 75055449, hereinafter referred to as: the “**Company**”, as held in the Company’s offices at Fascinatio Boulevard 220, 3065 WB Rotterdam, the Netherlands on **June 25th, 2024 at 10:00 CEST** (the “**Meeting**”).

1. Opening of the Annual General Meeting

The Meeting was opened by Henning E. Jensen, chairman of the Company’s supervisory board (the “**Supervisory Board**”) at 10:00 CEST on June 25th, 2024.

The chairman welcomed the other attendees at the Meeting and designated Mr. René de Graaf, General Counsel of the Company, as the secretary of the Meeting.

The chairman recorded that the Meeting was called with observance of the applicable provisions of the law and the Company’s articles of association.

The chairman recorded that no depositary receipts for shares in the capital of the Company carrying the right to attend meetings have been issued. He also recorded that no shares have been encumbered with a right of pledge or a right of usufruct.

The chairman recorded that the Company holds no shares in its own capital and that the entire issued capital represents 50,547,622 shares, each carrying one vote.

Referring to the notice and agenda for the Meeting and notably its Appendix 2 (proxy form), the chairman registered the attending shareholders, either attending by advance vote or represented by proxy. No shareholder votes were physically represented in the AGM in addition to the advance and proxy votes. 37,630,068 share votes were represented at the Meeting, equal to 74.44 % of the total number of shares with voting rights in the Company. A record of represented shareholder votes is attached to the minutes as Attachment 1. No objections were made to the record. Valid resolutions can therefore be passed on the scheduled topic to be discussed and decided at the Meeting.

From the Company, in addition to Mr. Jensen and Mr. de Graaf, Mr. Christopher Hervé, CEO and Managing Director, and Mr. Frans Vollerling, CFO attended the Meeting.

The chairman then moved to the agenda as follows:

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 25th, 2024 into a non-interest-bearing convertible loan agreement.

The chairman addressed the proposal to approve the conversion of the private placement subscription by Taranis Investment Limited (“**Taranis**”) for shares allocated in the Company’s private placement on March 25th, 2024 into a non-interest-bearing convertible loan agreement as outlined in the explanatory notes attached as Appendix 1 to the notice and agenda for the Meeting:

“On March 25th, 2024, the Company announced the completion of a private placement of 12,672,933 new ordinary shares in its capital with gross proceeds of EUR 12,000,000 (the “**Private Placement**”). On April 9th, 2024 the Company’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 (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.

The Company 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 the Company 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 the Company 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 29th, 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 convertible loan agreement for the Loan 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.”

The chairman proposed that the General Meeting adopts the following resolution:

“To revoke the resolution by the Company’s extraordinary general meeting on April 9th, 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.”

The General Meeting adopted the proposal as follows:

Overview votes and as a percentage of total votes cast		
In favor	37,630,068	100 %
Against	0	0 %
Abstain	0	0 %
Blank	0	0 %
Total votes cast	37,630,068	100 %

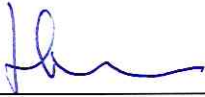
3. Any other business

There were no topics under this agenda item.

4. Closing

There being no further matters to discuss, the chairman closed the Meeting at 10:08 on June 25th, 2024.

TO CERTIFY THAT THESE ARE THE TRUE MINUTES AND RESOLUTIONS:



Name: Henning E. Jensen
Title: chairman of the Meeting
Date: June 25th, 2024



Name: René de Graaf
Title: secretary of the Meeting
Date: June 25th, 2024

Attachment 1

Number of shares with voting rights attending the Pryme EGM on June 25th, 2024:

ISIN: NL00150005Z1, Pryme N.V.

EGM Date: June 25th, 2024

Number of shares registered in Euronext Securities Oslo on the record date; June 20 th , 2024	50,547,622	
Number of shares voted for by beneficial shareholders	37,630,068	74.44 %
Number of shares for which voting in person at the meeting	0	0 %
Broker non-votes *	12,917,554	25.54 %
Treasury shares	0	0%
Total number of shares registered in Euronext Securities Oslo represented by proxy votes and/or present at the meeting **	37,630,068	74.44 %

* the number of shares for which no proxy voting instructions are received from the beneficial investors.

** excl. treasury shares