

## Private Placement Announcement

Pryme N.V. - Private placement of new shares completed at NOK 1.7340 per share, a premium of 17% over the closing price on December 16<sup>th</sup>, 2024 with gross proceeds of EUR 4.0 million (NOK 46.7 million).

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Pryme N.V. ("Pryme" or the "Company") announces that it has entered into agreements with certain investors for the subscription of a total of 26,936,041 new ordinary shares in the Company (the "Offer Shares") in a privately negotiated private placement (the "Private Placement") with gross proceeds of EUR 4.0 million, corresponding to approximately NOK 46.7 million based on a NOK:EUR exchange ratio of 1:11.6758. The subscription price in the Private Placement was EUR 0.1485 per share, corresponding to NOK 1.7340 per share based on the same exchange ratio.

The net proceeds to the Company from the Private Placement will be used for (i) the ramping up and optimization of the Company's first plant, (ii) the defining and executing of the Company's growth strategy including the development and permitting of the Company's future plant sites and for (iii) working capital and general corporate purposes.

Certain primary insiders have been allocated Offer Shares in the Private Placement. Details around such primary insider subscriptions and allocation of Offer Shares are disclosed in separate disclosures.

The investors that have been allocated shares in the Private Placement subject to EGM approval are Taranis Investment Limited (13,468,023 shares) and Circular Plastics Coöperatief U.A. (13,468,018 shares).

In connection with the Private Placement, the investors will also be party to investor call option agreements and company put option agreements on the following key terms:

Under the investor call option, each investor being allocated shares in the Private Placement will simultaneously receive a contractual non-transferable call option to subscribe for a number of additional new shares in the Company at the Offer Price corresponding to 1.5 times the number of Offer Shares allocated to the investor in the Private Placement. The subscription price per share when exercising the investor call option is equal to the subscription price in the Private Placement.

Under the company put option, each investor being allocated shares in the Private Placement will simultaneously grant the Company a contractual non-transferable put option to require the investor to subscribe for a number of additional new shares in the Company at the Offer Price corresponding to 1.5 times the number of Offer Shares allocated to the Applicant in the Private Placement, subject to fulfilment of certain conditions precedent relating to the Company fulfilling the operational and financial targets published in the Company's trading update dated December 10<sup>th</sup>, 2024.

Both the investor call option and the company put option are non-transferable and will expire unless executed by the expiry of 30 June 2025. Any exercise of either the investor call option or the company put option by or towards an investor will reduce the other option correspondingly.

Completion of the Private Placement by delivery of Offer Shares is subject to: (i) the Company's extraordinary general meeting (expected to be held on or about January 14<sup>th</sup>, 2025) (the "EGM") resolving (a) to approve the Private Placement and issue the Offer Shares, (b) to increase the authorized share capital in the Company, and (c) any other resolutions necessary to validly issue the investor call option and the company put option, and (ii) the Offer Shares having been validly issued, fully paid and registered with the Norwegian Central Securities Depository (VPS). Items (i) to (ii) in the foregoing are collectively referred to as the "Conditions".

Registration of the share capital increase in the Company pertaining to the Private Placement is expected on or about January 23<sup>rd</sup>, 2025, and delivery of the Offer Shares is expected on or about January 23<sup>rd</sup>, 2025. The Offer Shares will not be tradable on Euronext Growth Oslo before the Conditions have been met. The first day of trading for the Offer Shares on Euronext Growth Oslo is expected to be on or about January 23<sup>rd</sup>, 2025.

Following registration of the new share capital pertaining to the Private Placement, the Company will have a share capital of EUR 4,405,222.00 divided into 88,104,440 shares, each with a par value of EUR 0.05.

The Company has considered the Private Placement in light of applicable rules on equal treatment, both from a company law perspective and pursuant to the obligations set out in Euronext Growth Rule Book II, applicable for companies listed on the Euronext Growth Oslo. Following careful consideration, the Company's board of directors (the "Board") has concluded that the Private Placement is in compliance with these rules, and that the Company's shareholders who did not participate in the Private Placement are not disadvantaged by the structure of the Private Placement. In reaching its conclusion, the Board took into consideration that the Company had the opportunity to raise significant funds quickly, from investors willing to pay a premium to the current trading price of the share on Euronext Growth Oslo, while structuring the fundraising as a rights issue directed towards all shareholders would have entailed significant costs and take several months to complete, likely at a significant discount to the trading price in line with market practice for rights offering. A broader and public fundraising process on a private placement basis would also have taken more time and could potentially have jeopardized the opportunity available to the Company to raise funds quickly and at a premium. The fact that the Private Placement is done at a premium to the prevailing market price should also make it possible for shareholders who wish to uphold their relative ownership in the Company by purchasing shares in the open market,

without suffering a dilutive effect from the Private Placement. When making its assessments, the Board has also taken into account the effect of the above-mentioned options which are issued as part of the Private Placement. Consequently, the Company does not intend to carry out a subsequent offering of shares to shareholders who did not participate in the Private Placement.

Advokatfirmaet Schjødt AS is acting as legal advisor to the Company in connection with the Private Placement.

For additional information, please contact:

Pryme Investor relations: [ir@pryme-cleantech.com](mailto:ir@pryme-cleantech.com)

About Pryme | [www.pryme-cleantech.com](http://www.pryme-cleantech.com)

Pryme N.V. is an innovative cleantech company focused on converting plastic waste into pyrolysis oil through chemical recycling on an industrial scale. Its efficient and scalable technology is based on a proven process that has been further developed and enhanced with proprietary characteristics.

The company has initialized production at its first plant in the port of Rotterdam, with an expected nameplate intake capacity of about 26,000 tons of plastic waste annually.

Pryme's ambition is to contribute to a low-carbon circular plastic economy and to realize the large rollout potential of its technology through the development of a broad portfolio of owned-operated plants with strategic partners.

The company is listed on Euronext Growth Oslo.

Pryme can be followed on LinkedIn.

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as an offer to sell, or a solicitation of an offer to buy any securities or a recommendation to buy or sell any securities in the Company. Neither the Company, nor any of its affiliates accepts any liability arising from the use of this announcement. This information is considered to be inside information pursuant to the EU Market Abuse Regulation and is subject to the disclosure requirements pursuant to section 5-12 the Norwegian Securities Trading Act. This stock exchange announcement was published by Rene de Graaf, General Counsel of Pryme N.V., on 16 December 2024 at 23:10 CET on behalf of the Company.