



PROTOCOL of the Extraordinary General Meeting of shareholders (the “EGM”) 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 **January 14th, 2025** at **10:00 CET** (the “**Meeting**”).

1. Opening of the Meeting

The Meeting was opened by Henning E. Jensen, chairman of the Company’s supervisory board (the “**Supervisory Board**”) at 10:00 CET on January 14th, 2025.

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 proper 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 61,168,399 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 physically or represented by proxy. No shareholder votes were physically represented in the EGM. In total, 44,127,851 proxy votes were represented in the EGM, equal to 72.14% of the total number of shares with voting rights in the Company. A record of represented shareholder votes is attached to the protocol from the EGM as Attachment 1. No objections were made to the record. Valid resolutions can therefore be passed on the scheduled topics to be discussed and decided at the Meeting.

From the Company, in addition to Mr. Jensen and Mr. de Graaf, Mr. Frans Vollering, CFO, attended the Meeting.

The chairman then moved to the agenda as follows:

2. First amendment (partial) of the Company’s articles of association and authorization to execute the deed of amendment (voting item)

It is proposed to increase the Company’s authorized share capital from currently EUR 3,750,000, divided into 75,000,000 shares, each having a nominal value of EUR 0.05, to EUR 15,000,000, divided into 300,000,000 shares, each having an unchanged nominal value of EUR 0.05, through the execution of a notarial deed of amendment of the articles of association drawn up for this purpose by Houthoff Coöperatief U.A. (“**Houthoff**”), the draft document of which has been made available for inspection as of December 17th, 2024 at the offices of the Company at Fascinatio Boulevard 220, NL-3065 WB Rotterdam, The Netherlands, and is available on the Company’s website (www.pryme-cleantech.com). The English translation of the deed of amendment is an unofficial English translation. The Dutch text of the deed of amendment prevails.

The proposed increase of the Company's authorized share capital is required to enable the issuance of new shares and options under agenda items 3 and 4 below in conjunction with the proposed private placement and to facilitate future share increases.

This agenda item 2 includes the authorization of each member of the supervisory board and the management board as well as each of the employees of the law firm Houthoff, to execute and sign the notarial deed of amendment of the articles of association in which the proposed amendment will be laid down and further to sign any documents, notices, acknowledgements and statements and to perform any and all other acts as may be necessary, expedient or useful to implement the foregoing (including a deed of rectification of the aforementioned deed of amendment of the articles of association), with the right of substitution.

The chairman proposed that the EGM adopt:

- (i) to approve the amendment of the articles of association; and
- (ii) to authorize each member of the supervisory board and the management board as well as each of the employees of the law firm Houthoff to execute the deed of amendment of the articles of association.

The EGM adopted the proposal as follows:

| Overview votes and as a percentage of total votes cast | | |
|--|------------|-------|
| In favor | 44,127,851 | 100 % |
| Against | 0 | 0 % |
| Abstain | 0 | 0 % |
| Blank | 0 | 0 % |
| Total votes cast | 44,127,851 | 100 % |

3. Increase of issued share capital by way of a Private Placement and exclusion of pre-emptive rights (voting item)

The chairman addressed the proposal to execute a capital increase through a private placement of new shares with gross proceeds in the aggregate amount of EUR 4.0 million (the "Private Placement"), as described in Appendix 1 to the notice and agenda for the Meeting.

Taking into account the regulatory limitations regarding public offers and to facilitate a speedy and efficient process, the Private Placement was privately negotiated and offered only to the Company's largest shareholders, with a minimum required subscription amount of EUR 100,000. The Company has offered all current shareholders holding more than 2.5% of the Company's issued share capital the possibility to participate in the Private Placement.

The private placement process resulted in the announcement of the completion of the Private Placement on December 16th, 2024, for total gross proceeds of EUR 4,000,002.09. The subscription share price per new share in the Private Placement is EUR 0.1485, being the equivalent of NOK 1.7340. The applied exchange rate is the official exchange rate from the Norwegian Central Bank (Norges Bank) for the business day prior to the submission of the subscriptions. The total number of shares proposed allocated to the investors in the Private Placement by the Company is 26,936,041 shares. The date for payment of the Private Placement is expected to be on or about January 17th, 2025 and the shares are expected to be delivered to the investors' VPS accounts on or about January 23rd, 2025. The new shares will be issued at a par value of EUR 0.05 each in accordance with the Company's articles of association. The amount exceeding the aggregate par value of the new shares will be accounted for as equity share premium (in Dutch: *niet-bedongen agio*) in the Company's financial records.

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). Taranis Investment Limited and Circular Plastics Coöperatief U.A. are existing shareholders and close associates of two of the Company's primary insiders. Details around such primary insider subscriptions and provisional allocation of shares have been published in separate disclosures, in accordance with applicable laws and stock exchange regulations, on <https://newsweb.oslobors.no> and on the Company's Euronext Live page on December 16th, 2024.

The Company has considered the Private Placement in light of the equal treatment obligations under the Norwegian Securities Trading Act and the rules on equal treatment under Oslo Rule Book II for companies listed on Euronext Growth Oslo and the Oslo Stock Exchange's Guidelines on the rule of equal treatment. Following careful consideration, as described in Appendix 1 to the notice and agenda for the Meeting, the Company's management board and supervisory board are of the opinion that the Private Placement is in compliance with these requirements and guidelines. Taking into consideration the time, costs and expected terms of alternative methods of securing the desired funding, the Company has concluded that offering new shares in a private placement on acceptable terms at this time is in the common interest of the Company and its shareholders. In particular, the Company has considered that the Private Placement has been made at a share price which constitutes a premium of 17% to the closing share price for the shares on Euronext Growth Oslo on December 16th, 2024. When making its assessments, the Board has also taken into account the effect of the options addressed under agenda item 4 and which are proposed to be awarded 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 and proposes to exclude the pre-emptive right of shareholders to participate in the Private Placement.

The chairman proposed that the EGM adopt:

- (i) *to increase the Company's issued share capital by EUR 1,346,802.05 through the issuance of 26,936,041 new shares, each with a nominal value of EUR 0.05 at a subscription price of EUR 0.1485 per share; and*
- (ii) *to exclude the pre-emptive rights of shareholders to participate in the issuance of new shares referred to under (i) above proportionate to the aggregate amounts of their shareholdings.*

The EGM adopted the proposal as follows:

| Overview votes and as a percentage of total votes cast | | |
|--|-------------------|--------------|
| In favor | 44,127,851 | 100 % |
| Against | 0 | 0 % |
| Abstain | 0 | 0 % |
| Blank | 0 | 0 % |
| Total votes cast | 44,127,851 | 100 % |

4. **Authorization of the supervisory board to issue shares and grant rights to subscribe for shares and the exclusion of pre-emptive rights in fulfilment of Option Agreements (voting item)**

The chairman referred to the conditional proposed call and put option agreements for the issuance and sale of Company shares to the investors that have been allocated shares in the Private Placement, as elaborated in Appendix 1 to the notice and agenda for the Meeting.

Investor Call Options

It is proposed that upon delivery of the new shares allocated to the two private placement investors in the Private Placement in accordance with the terms and conditions of the Private Placement, the Company will award each private placement investor a contractual non-transferable right to subscribe for a number of new shares in the Company's capital at a subscription price equal to the subscription price in the Private Placement corresponding to 1.5 times the number of shares allocated to the respective private placement investor in the Private Placement (each an "Investor Call Option" and together the "Investor Call Options") with the right for the private placement investors to exercise their Investor Call Option, in whole or in part and on one or more occasions, in accordance with the terms and conditions of the applicable Option Agreement (as such term is defined below) and minus any new shares already subscribed for by the respective private placement investor under the Company Put Options (as such term is defined below), at any time from the date of delivery of the new shares in the Private Placement through June 30th, 2025 (each an "Exercised Call Option"). To the extent the Company

passes any resolution to reverse-split or consolidate its shares, as proposed under agenda item 5 below, the subscription price and the number of shares covered by the Investor Call Options shall be adjusted accordingly.

Company Put Options

It is proposed that upon delivery of the private placement new shares allocated to the private placement investors in the Private Placement in accordance with the terms and conditions of the Private Placement, the Company will accept the contractual non-transferable right awarded by each private placement investor for the Company to require each of the private placement investors to subscribe for a number of additional new shares in the Company's capital at a subscription price equal to the subscription price in the Private Placement corresponding to 1.5 times the number of shares allocated to the respective private placement investor in the Private Placement (each a "**Company Put Option**" and together the "**Company Put Options**") with the right for the Company to exercise the Company Put Options, in whole or in part and on one or more occasions, in accordance with the terms and conditions of the applicable Option Agreement (as such term is defined below) and minus any new shares already subscribed for by the respective private placement investor under the Investor Call Options, at any time from the date of delivery of the new shares in the Private Placement through June 30th, 2025 (each an "**Exercised Put Option**"). The right for the Company to invoke and execute an Exercised Put Option is subject to certain operational and financial performance targets, in accordance with the plan published by the Company in the trading update of December 12th, 2024, to have been met. To the extent the Company passes any resolution to reverse-split or consolidate its shares, the subscription price and the number of shares covered by the Company Put Options shall be adjusted accordingly.

Option Agreements

The Company has entered into conditional agreements with the private placement investors in respect of the Investor Call Options and the Company Put Options (each an "**Option Agreement**" and together the "**Option Agreements**"), subject to EGM approval.

Each Option Agreement forms an integral part of the Private Placement and the Company has considered the Option Agreements in light of the Company's obligations for equal treatment of shareholders as addressed under agenda item 3. Following careful consideration, as described in Appendix 1 to the notice and agenda for the Meeting, the Company's management board and supervisory board are of the opinion that the Option Agreements in conjunction with the Private Placement are in compliance with the applicable requirements and guidelines for the Company. Consequently, the Company does not intend to carry out a subsequent offering of the right to subscribe for options to shareholders who did not participate in the Private Placement and proposes to exclude the pre-emptive rights of shareholders to participate in any issuance of new shares in connection with the Option Agreements.

In order to facilitate the issuance of shares under the Investor Call Options and Company Put Options in accordance with their respective terms, the Company seeks authorization from the EGM and the chairman proposed that the EGM adopt:

- (i) *to authorize the supervisory board until July 15, 2025 as the competent body*
 - (a) *to grant rights to subscribe for, and to issue, up to 40,404,062 new shares in the capital of the Company in accordance with the terms of the Option Agreements; and*
 - (b) *to exclude the pre-emptive rights of shareholders to participate in the issuance of new shares referred to under (a) above proportionate to the aggregate amounts of their shareholdings.*

The EGM adopted the proposal as follows:

| Overview votes and as a percentage of total votes cast | | |
|---|------------|-------|
| In favor | 44,127,851 | 100 % |
| Against | 0 | 0 % |
| Abstain | 0 | 0 % |
| Blank | 0 | 0 % |
| Total votes cast | 44,127,851 | 100 % |

5. 10-for-1 share consolidation, second amendment (partial) of the Company's articles of association and authorization to execute the deed of amendment (voting item)

It is proposed that the Company will consolidate any number of 10 (ten) ordinary shares into 1 (one) ordinary share (the "10-for-1 share consolidation" or "share consolidation"), as described in Appendix 1 to the notice and agenda for the Meeting.

The proposed 10-for-1 share consolidation will not impact the Company's value or share capital, but only its share price. With the current share price, any change of only a few øre (Norwegian cents) in the share price immediately translates to a significant percentage value change. Following the 10-for-1 share consolidation, the resulting share price is expected to be around ten times higher than the share price at close of trading hours on the day preceding the 10-for-1 share consolidation which is expected to reduce the volatility of the stock.

The proposed 10-for-1 share consolidation would be executed simultaneously for all of the Company's shares. The share consolidation will affect all shareholders uniformly and will not affect any shareholder's aggregate percentage ownership interest in the Company (except for the impact of fractional interests as described below). The nominal value per share would be converted from EUR 0.05 per share before the share consolidation to EUR 0.50 nominal value per share after the share consolidation through the partial amendment of the Company's articles of association as per this proposed agenda item 5.

For shareholders who hold a number of shares not divisible by 10 the following will apply. No fractional shares will be issued. Shareholder entitlements will be rounded down to the closest multiple of 10 shares for full conversion in the 10-for-1 share consolidation. This would lead to forfeiture of the number of shares in the incomplete last stack of 10 shares and so shareholders are encouraged to prepare the purchase (or sale) of any numbers of shares in the market to reach a perfectly matching position for the 10-for-1 share consolidation upon the date of the implementation of the share consolidation.

All fractional entitlements and the associated number of forfeited shares on the implementation date of the share consolidation will be aggregated into whole numbers of shares upon the share consolidation and such shares will be acquired by the Company and delivered and accepted in the Company's VPS account for no consideration. The approval of the share consolidation will also include the authorization to the Company's management board to perform this share acquisition and to accept the delivery of these shares into the Company's VPS account for no consideration.

For shareholders the share consolidation will be processed in the VPS register in the VPS accounts where the shares are registered, through the involvement of DNB Bank ASA, acting in this matter pursuant to section 2.2.5.1 of the Euronext Securities Oslo Rules for Registration Activities and Related Ancillary Services as the Company's registrar/issuer account operator in relation to the VPS register operated by Euronext Securities Oslo/Verdipapirsentralen ASA in its capacity as the Norwegian central securities depository. Shareholders holding shares through a custodian bank, broker or other nominee account arrangement should note that such custodian banks, brokers or other nominees may have different procedures for processing the share consolidation than those that would be put in place by the Company for shareholders that hold such shares directly in VPS accounts registered in their own name. Shareholders holding their shares in the Company through nominee accounts with a custodian bank, broker or other nominee account holder are encouraged to contact their custodian bank, broker or nominee bank agent.

Upon the execution of the 10-for-1 share consolidation, the Company's existing rights and obligations with respect to shares, restricted stock units and share options and the supervisory board's existing authorization to issue shares and to grant the right to subscribe for shares will be adjusted accordingly.

The execution of the 10-for-1 share consolidation is proposed to take place following settlement of the Private Placement and is currently anticipated to take place around early March 2025 and is conditional to amendment of the articles of association as provided for under agenda item 2. The Company will advise the market of the process and projected time for the execution of the 10-for-1 share consolidation via publications on NewsWeb and the Company's Euronext Live Page and on its corporate website at least 21 calendar days ahead of the implementation of the share consolidation.

The share consolidation will take place by increasing the nominal value per share in the capital of the Company through the execution of a partial amendment of the Company's articles of association. It is proposed to increase the nominal value of the Company's shares from EUR 0.05 per share to EUR 0.50 per share consistent with the 10-for-1 share consolidation.

The draft notarial deed of amendment of the articles of association drawn up by Houthoff for this purpose, has been made available for inspection as of December 17th, 2024 at the offices of the Company at Fascinatio Boulevard 220, NL-3065 WB Rotterdam, The Netherlands, and is available on the Company's website (www.pryme-cleantech.com). The English translation of the deed of amendment contains the unofficial English translation. The Dutch text of the deed of amendment prevails.

The proposal to amend the articles of association also includes the authorization of each member of the supervisory board and the management board as well as each of the employees of the law firm Houthoff, to execute and sign the notarial deed of amendment of the articles of association in which the proposed amendment will be laid down and further to sign any documents, notices, acknowledgements and statements and to perform any and all other acts as may be necessary, expedient or useful to implement the foregoing (including a deed of rectification of the aforementioned deed of amendment of the articles of association), with the right of substitution.

In order to execute the proposed 10-for-1 share consolidation where the shareholding of each individual shareholder, as represented in the VPS shareholder register, will be divided by 10 by rounding the old shareholding down to the nearest multiple of 10, the chairman proposed that the EGM adopt:

- (i) to authorize the Company to consolidate any number of 10 existing Company shares listed on Euronext Oslo Growth into 1 share (the "10-for-1 share consolidation") and to procure the amendment of the share registrations in the VPS register held by Euronext Securities Oslo/Verdipapirsentralen ASA in accordance with the 10-for-1 share consolidation;
- (ii) to authorize the Company to accept the delivery for no consideration of any number of shares in its VPS account on account of forfeited fractional entitlements and the associated number of forfeited shares as a result of the implementation of the 10-for-1 share consolidation;
- (iii) to approve the amendment of the articles of association; and
- (iv) to authorize each member of the supervisory board and the management board as well as each of the employees of the law firm Houthoff to execute the deed of amendment of the articles of association.

The EGM adopted the proposal as follows:

| Overview votes and as a percentage of total votes cast | | |
|--|-------------------|--------------|
| In favor | 44,127,851 | 100 % |
| Against | 0 | 0 % |
| Abstain | 0 | 0 % |
| Blank | 0 | 0 % |
| Total votes cast | 44,127,851 | 100 % |


6. Any other business

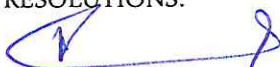
There were no topics under this agenda item.

7. Closing

There being no further matters to discuss, the chairman closed the Meeting at 10:30 on January 14th, 2025.

TO CERTIFY THAT THESE ARE THE TRUE MINUTES AND RESOLUTIONS:


 Name: Henning E. Jensen
 Title: chairman of the Meeting
 Date: January 14th, 2025


 Name: René de Graaf
 Title: secretary of the Meeting
 Date: January 14th, 2025

Attachment 1

Number of shares with voting rights attending the Pryme EGM on January 14th, 2025:

ISIN: NL00150005Z1, Pryme N.V.

EGM Date: January 14th, 2025

| | | |
|--|-------------------|---------------|
| Number of shares registered in Euronext Securities Oslo on the record date, January 9 th , 2025 | 61,168,399 | |
| Number of shares voted for by proxy | 44,127,851 | 72.14% |
| Number of shares voted for in person at the meeting | 0 | 0% |
| Broker non-votes * | 17,040,548 | 37.86% |
| Treasury shares | 0 | 0% |
| Total number of shares registered in Euronext Securities Oslo represented by proxy votes and/or present at the Meeting ** | 44,127,851 | 72.14% |

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

** excl. treasury shares