

**PROTOCOL** of the Extraordinary General Meeting of shareholders (the “**General Meeting**” or “**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 **April 28<sup>th</sup>, 2025** at **10:00 CET** (the “**Meeting**”).

---

## **1. Opening of the EGM**

The Meeting was opened by Henning E. Jensen, chairman of the Company’s supervisory board (the “**Supervisory Board**”) at 10:00 CET on April 28<sup>th</sup>, 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 218 shares in its own capital (treasury shares) and that the entire issued capital represents 8,810,444 shares, each carrying one vote. On the record date (Tuesday April 22<sup>nd</sup>, 2025) applicable to the voting in the Meeting, the Company held 218 treasury shares for which voting rights may not be exercised.

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, 7,103,202 proxy votes were represented in the EGM, equal to 80.6245 % 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. Benoît Morelle, interim CEO, and Mr. Frans Vollering, interim CFO, attended the Meeting.

The chairman then moved to the agenda as follows:

## **2. 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 7.0 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. Only individual shareholders with individual VPS accounts holding more than 0.6% of the Company’s issued share capital have been offered to participate in

the Private Placement. Shareholders owning shares through nominee accounts that are not known to the Company have not been offered to participate in the Private Placement.

The private placement process resulted in the announcement of the completion of the Private Placement on April 10<sup>th</sup>, 2025, for total gross proceeds of EUR 7.0 million. The subscription share price per new share in the Private Placement is EUR 1.2377, being the equivalent of NOK 15.00. 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 Private Placement subscriptions (NOK 12.1195/EUR). The total number of shares proposed allocated to the investors in the Private Placement by the Company is 5,655,652 shares. The date for payment of the Private Placement is expected to be on or about May 12<sup>th</sup>, 2025 and the shares are expected to be delivered to the investors' VPS accounts on or about May 15<sup>th</sup>, 2025. The new shares will be issued at a par value of EUR 0.50 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 (2,827,826 shares) and Circular Plastics Coöperatief U.A. (2,827,826 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 April 10<sup>th</sup>, 2025.

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. Taking into consideration the time, costs and expected terms of alternative methods of securing the desired funding, the Company's management board and supervisory board are of the opinion that the Private Placement is in compliance with these requirements and guidelines and have 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. The Company intends to carry out a subsequent offering of shares to shareholders who did not participate in the Private Placement, as proposed under agenda item 3, and proposes to exclude the pre-emptive right of shareholders to participate in the Private Placement.

The Company's costs associated with the Private Placement are estimated at up to approximately EUR 100,000.

With reference to the notice and agenda for the Meeting, it is proposed that the General Meeting authorizes the supervisory board as the competent body to resolve to issue the new shares in fulfilment of the Private Placement and consequently that the General Meeting passes the following resolutions:

- (i) *The General Meeting authorizes the supervisory board to increase the Company's share capital by EUR 2,827,826 through the issuance of 5,655,652 new shares, each with a nominal value of EUR 0.50 at a subscription price of EUR 1.2377 per share; and*
- (ii) *The General Meeting resolves 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 General Meeting adopted the proposal as follows:

Overview votes and as a percentage of total votes cast		
In favor	7,103,202	100 %
Against	0	0 %
Abstain	0	0 %
Blank	0	0 %
Total votes cast	7,103,202	100 %



**3. Delegation to the supervisory board of the power to issue shares in fulfilment of a potential subsequent offering (voting item)**

The chairman addressed the proposal to authorize the supervisory board as the competent body to resolve to carry out a subsequent offering of up to 1,233,208 new shares at the offer price in the Private Placement of April 10<sup>th</sup>, 2025 (NOK 15.00), as elaborated in Appendix 1 to the notice and agenda for the Meeting (the “**Subsequent Offering**”) and to allocate and issue up to 1,233,208 new shares in relation to subscriptions in the Subsequent Offering.

The Private Placement was privately negotiated and offered only to the Company’s largest shareholders and sector investors, with a minimum required subscription amount of EUR 100,000. Only individual shareholders with individual VPS accounts holding more than 0.6% of the Company’s issued share capital have been offered to participate in the Private Placement

This meant that not all existing shareholders had a realistic possibility to participate in the Private Placement. In order to accommodate the interests of the shareholders that did not have the opportunity to participate in the Private Placement, the Company may, subject to the completion of the Private Placement, the preparation and publication of a prospectus and prevailing market conditions, resolve to carry out the Subsequent Offering

The Subsequent Offering, if launched, will be directed towards existing shareholders in the Company as of April 10<sup>th</sup>, 2025 (as registered in the VPS two trading days thereafter), who (i) were not offered to participate in or allocated shares in the Private Placement, and (ii) are not resident in a jurisdiction where such offering would be unlawful or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action. Such existing shareholders will be granted non-tradable subscription rights. The Subsequent Offering, as contemplated, is designed to reduce the dilution effects of the Private Placement, in the light of the Private Placement having taken place at a discount to the market price on April 10<sup>th</sup>, 2025, by offering up to 1,233,208 shares at a subscription price of NOK 15.00 to the eligible shareholders as described above. As is customary, if the share price is not above the subscription price of the Private Placement over time and at sufficient volumes, the Company may decide to cancel the Subsequent Offering as such market conditions would enable shareholders to compensate for the dilution in a more effective way.

The Company’s costs associated with the Subsequent Offering are estimated at up to approximately EUR 150,000.

The chairman proposed that the General Meeting passes the following resolutions:

- (i) *The General Meeting authorizes the supervisory board to increase the Company’s issued share capital by EUR 616,604 through the issuance of up to 1,233,208 new shares, each with a nominal value of EUR 0.50 in one or more share capital increases through the issuance of new shares;*
- (ii) *The subscription price per share shall be NOK 15.00;*
- (iii) *The authorization is valid until 30 June 2025;*
- (iv) *The authorization may only be used in connection with the potential Subsequent Offering; and*
- (v) *The General Meeting resolves 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 General Meeting adopted the proposal as follows:

Overview votes and as a percentage of total votes cast		
<b>In favor</b>	7,102,821	99.9946 %
<b>Against</b>	381	0.0054 %
<b>Abstain</b>	0	0 %
<b>Blank</b>	0	0 %
<b>Total votes cast</b>	7,103,202	100 %

**4. Amendment (partial) of the Company's articles of association and authorization to execute the deed of amendment (voting item)**

The chairman addressed the proposal to amend the Company's articles of association 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 April 10<sup>th</sup>, 2025 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](http://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.

It is proposed that article 14.13 of the Company's articles of association be amended to include the possibility for not only 'a person', as article 14.13 currently provides, but 'one or more persons' or the supervisory board to assume the tasks and responsibilities of the management board on a temporary basis in the case that all managing directors are absent or prevented from acting. The proposed amendment of the articles of association complies with Dutch corporate law and the proposal has been approved by the supervisory board, pursuant to the current articles of association.

This agenda item 4 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 General Meeting passes the following resolutions:

- (i) *The General Meeting approves the proposed amendment of the articles of association; and*
- (ii) *The General Meeting authorizes 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 General Meeting adopted the proposal as follows:

Overview votes and as a percentage of total votes cast		
In favor	7,103,202	100 %
Against	0	0 %
Abstain	0	0 %
Blank	0	0 %
Total votes cast	7,103,202	100 %

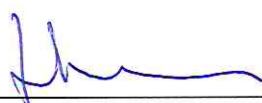
**5. Any other business**

There were no topics under this agenda item.

**6. Closing**

There being no further matters to discuss, the chairman closed the Meeting at 10:20 on April 28<sup>th</sup>, 2025.

TO CERTIFY THAT THESE ARE THE TRUE MINUTES AND RESOLUTIONS:

  
Name: Henning E. Jensen  
Title: chairman of the Meeting  
Date: April 28<sup>th</sup>, 2025

  
Name: René de Graaf  
Title: secretary of the Meeting  
Date: April 28<sup>th</sup>, 2025

## Attachment 1

Number of eligible shares with voting rights attending the Pryme EGM on April 28<sup>th</sup>, 2025:

ISIN: NL0015002E73, Pryme N.V.

EGM Date: April 28<sup>th</sup>, 2025

Number of shares registered in Euronext Securities Oslo on the record date, April 22 <sup>nd</sup> , 2025	8,810,444	
Number of treasury shares as of the record date:	218	
Number of shares eligible to vote as of the record date:	8,810,226	100.0000%**
Number of shares voted for by proxy	7,103,202	80.6245 % **
Number of shares voted for in person at the meeting	0	0 %**
Broker non-votes *	1,707,024	19.3780 %**
<b>Total number of eligible shares registered in Euronext Securities Oslo represented by proxy votes and/or present at the Meeting **</b>	<b>7,103,202</b>	<b>80.6245 %**</b>

\* The number of shares, excluding 218 treasury shares, for which no proxy voting instructions are received from the beneficial investors.

\*\* Excluding 218 treasury shares