

To the shareholders in  
**Pryme N.V.**

Rotterdam, May 22<sup>nd</sup>, 2025

**NOTICE AND AGENDA OF THE ANNUAL GENERAL MEETING on June 10<sup>th</sup>, 2025**

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

**Tuesday June 10<sup>th</sup>, 2025 at 15:00 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 annual general meeting.**  
The annual general meeting will be opened by Henning E. Jensen, chair of the supervisory board of Pryme N.V. and the chair of the meeting.
- 2. 2024 Annual Report:**
  - a. Proposal to adopt the consolidated 2024 financial statements and the 2024 parent company financial statements;**
  - b. Proposal to approve the 2024 Remuneration Report;**
  - c. Proposal to allocate the result for the 2024 financial year to the Company’s general reserves.**
- 3. Proposal to discharge the members of the management board and the members of the supervisory board.**
- 4. Proposal to re-appoint Forvis Mazars as the Company’s external auditor for the 2025 financial year.**
- 5. Authorization to the supervisory board to issue shares and to exclude pre-emptive rights.**
- 6. Proposal to approve the 2025 Long-Term Incentive Plan.**
- 7. Any other Business.**
- 8. Closing.**

**\* Agenda items 2-6 are voting items.**

**For the explanatory notes on proposals 2-5, please refer to Appendix 1: “The proposals for resolutions to be passed by the AGM under items 2-6”.**

## **Registration procedures and general information**

Shareholders who wish to attend the annual general meeting of shareholders (herein also referred to as the “AGM”) in person or with a representative are required to show proof of shareholding upon entering the venue of the AGM. Only shareholders registered in the VPS share register as of Thursday June 4<sup>th</sup>, 2025 (the “**Record Date**”) are entitled to exercise their right to attend and/or vote at the AGM in Rotterdam on June 10<sup>th</sup>, 2025.

The shareholders have the right to speak at the AGM, 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 AGM.

It will not be possible to attend the meeting electronically. Shareholders are encouraged to vote in advance or by proxy. Prior to the AGM, 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 AGM will take place at the venue of the AGM on June 10<sup>th</sup>, 2025 between 14:00 and 14:30 CEST before the start of the meeting. Registration will not be possible after this time.

## **Voting**

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

Shareholders not attending the AGM can give a proxy and voting instructions. These shareholders must ensure that 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 14,466,096 shares each carrying one vote. All shares have equal rights. At the date of this notification, the Company held 218 treasury shares for which voting rights may not be exercised.

## **Shareholder engagement**

The AGM also serves as a forum for shareholders to engage with the Company’s management board and supervisory board. The shareholders attending the AGM 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 AGM agenda.

## **AGM documentation**

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

- Appendix 1: The proposals for resolutions to be passed by the AGM under items 2-6
- Appendix 2: Proxy form with and without voting instruction

Rotterdam, May 22<sup>nd</sup>, 2025

The supervisory board of Pryme N.V.

Henning E. Jensen (chair of the supervisory board)

Jan Willem Muller (member of the supervisory board)

Emmanuel Colombel (member of the supervisory board)

## Appendix 1

### **The proposals for resolutions to be passed by the AGM under agenda items 2-6**

#### **Agenda item 2 – 2024 Annual Report**

Reference is made to the Company's 2024 annual report, as published on May 6<sup>th</sup>, 2025 and available at the Company's website: <https://pryme-cleantech.com/investors-relations> (the "2024 Annual Report").

The 2024 Annual Report has been prepared in accordance with the International Financial Reporting Standards (IFRS) and IFRIC interpretations as endorsed by the European Union.

The 2024 Annual Report includes the Remuneration Report as part of the Governance Report (the "2024 Remuneration Report") and the proposal for the appropriation of the results for the 2024 financial year. It is proposed to not declare any dividend for the 2024 financial year.

It is proposed that the AGM adopts the following resolutions:

- a. *"The annual general meeting adopted the consolidated 2024 financial statements and the 2024 parent company financial statements, as published in the Company's 2024 Annual Report dated May 6<sup>th</sup>, 2025.*
- b. *The annual general Meeting adopted the 2024 Remuneration Report.*
- c. *The annual general meeting allocated the Company's annual result for the 2024 financial year as follows: The net loss of EUR 45,714,207 is transferred to general reserves (equity). The Annual General Meeting decided that no dividend should be paid for the 2023 financial year."*

#### **Agenda item 3 - Proposal to discharge the members of the management board and the members of the supervisory board**

It is proposed to discharge the former and current members of the management board, including the persons assigned with management responsibilities by decision of the supervisory board under the Company's articles of association, and the former and current members of the supervisory board, in accordance with Dutch law, from liability in respect of the performance of their respective duties during the 2024 financial year. The proposed discharge will take place on the basis of information provided to the AGM and other information publicly available when the resolution to discharge is adopted.

It is proposed that the AGM adopts the following resolution:

*"The annual general meeting discharged the former and current members of the management board, including the persons assigned with management responsibilities by decision of the supervisory board under the Company's articles of association, and the former and current members of the supervisory board, in accordance with Dutch law, from liability in respect of the performance of their respective duties during the 2024 financial year. This discharge was made on the basis of information provided to the annual general meeting and other information publicly available when the resolution to discharge was adopted."*

#### **Agenda item 4 - Proposal to re-appoint Forvis Mazars as the Company's external auditor for the 2025 financial year**

The Company's current external auditor, Forvis Mazars Accountants N.V. ("Forvis Mazars"), previously named Mazars N.V. and Mazars Accountants N.V., was appointed as the external auditor of the Company in 2021 and re-appointed at the annual general meeting of shareholders in 2022, 2023 and 2024 for the financial years 2022, 2023 and 2024, respectively.

The supervisory board proposes to re-appoint Forvis Mazars as the Company's external auditor for the 2025 financial year. This proposal follows the recommendation by the audit, governance and compliance committee of the supervisory board, after having assessed the performance of Mazars N.V., taking into consideration the observations of the management board that supports this proposal.

The remuneration of the auditor will be agreed between the supervisory board and the auditor based on a fee quote from Forvis Mazars of EUR 160,000.

It is proposed that the AGM adopts the following resolution:

*“The annual general meeting re-appointed Forvis Mazars N.V. as the Company’s auditor for the 2025 financial year.”*

**Agenda item 5. Authorization to the supervisory board to issue shares and to exclude pre-emptive rights**

It is proposed that the EGM authorizes, pursuant to article 5 paragraph 1 of the Company’s articles of association, the supervisory board to issue shares and to grant the right to subscribe for shares (stock options) until the annual general meeting of 2026 or until and including June 30<sup>th</sup>, 2026 or until this authorization has been fully consummated, whichever is earlier, for a maximum number of 10% of the shares outstanding at the time of this AGM held on June 10<sup>th</sup>, 2025.

It is proposed that the EGM adopts the following resolutions:

- i. *“The EGM authorizes the supervisory board to issue shares and to grant rights to subscribe for shares up for an increase of the Company’s share capital by up to EUR 723,304.50. The authorization may be used separately or in combination with other authorizations. This authorization is limited to the issuance of 10% of the number of shares that have been issued at the time of this AGM on June 10<sup>th</sup>, 2025, equaling a maximum issuance of 1,446,609 shares.*
- ii. *The EGM authorizes the supervisory board to limit or exclude the shareholders’ pre-emptive rights with respect to the resolution under (i) above at the discretion of the supervisory board.*
- iii. *This authorization can be used to conduct one or more share capital increases for the purpose of*
  - a. *raising equity for the Company’s operations, in connection with commercial contracts or for acquisition of other enterprises,*
  - b. *using the Company’s shares as remuneration in connection with acquisitions and mergers,*
  - c. *issuance of shares or option rights to subscribe for shares in connection with the Company’s long-term incentive programs for eligible long-term incentive plan participants for no consideration, and*
  - d. *issuance of shares or option rights to subscribe for shares in conjunction with the granting of shares or share options to new personnel in conjunction with sign-on benefits for no consideration.*
- iv. *The total combined number of shares that can be issued and rights to subscribe for shares under items iii. c. and d. above is limited to 250,000 underlying shares.*
- v. *The authorization includes the right to issue shares against payment in cash contributions or a consideration other than cash. The authorization may also be used in connection with mergers and acquisitions.*
- vi. *This authorization shall apply up until the annual general meeting of 2026, until June 30<sup>th</sup>, 2026 or until this authorization has been fully consummated, whichever is earlier.*
- vii. *If approved, this authorization replaces any unused portion of the authorization to issue shares given by the extraordinary general meeting on April 9<sup>th</sup>, 2024, except for (a) shares awarded for no cash consideration as a remuneration to a lender in connection with the Company’s procurement of a EUR 5.0 million loan and that have not yet vested, and (b) shares awarded under the 2022, 2023 and 2024 long-term incentive plans that have not yet vested and share options granted under the 2022, 2023 and 2024 long-term incentive plans that have not yet vested or been exercised.”*

**Agenda item 6 - Proposal to approve the 2025 Long-Term Incentive Plan**

The Company seeks approval from the AGM to establish the 2025 long-term incentive (“LTI”) plan as detailed below for eligible executives, managers and staff.

The objective of the equity-based variable long-term incentive plan is to encourage the long-term commitment and retention of the CEO and other critical management and staff, and to drive and reward sound business decisions for the long-term health and value of the company. Eligible participants are members of management and staff as nominated and recommended by the management board, recommended by the nomination, succession and remuneration committee and approved by the supervisory board.

Compensation under the LTI plan shall be in the form of Pryme equity, using one or a combination of time vested Share Options (“**SOs**”) and Restricted Share Units (“**RSUs**”).

The Company believes that a meaningful level of compulsory share ownership is the most effective incentive and alignment tool for senior management.

Eligible executives, managers and staff that wish to participate in the LTI plan must therefore satisfy certain minimum shareholding requirements. The number of shares to be held in ownership is defined as in relation to base pay, where the CEO is expected to have a shareholding worth at least 100% of annual base pay, other Management Board members at least 75% of annual base pay and senior managers 50% of annual base pay. Junior LTI plan participants that participate in the LTI plan are exempted from the minimum shareholding requirements. Vested SO’s held by LTI participants do not count towards the minimum share ownership levels.

As it is unreasonable for the Company to expect LTI participants to immediately build up a shareholding that satisfies the shareholding requirements, the supervisory board has defined an appropriate phasing-in implementation plan for the shareholding requirements as defined above.

The size and value of the annual LTI plan awards will reflect individual performance as well as perceived longer-term value to the Company and be in the form of SOs and/or RSUs as determined by the supervisory board of the Company while observing the target composition of the total pay package as defined in the remuneration guidelines approved by the annual general meeting of shareholders on June 4<sup>th</sup>, 2024. The value of the LTI component ranges between a maximum of 60% of base pay for the CEO and 12.5% for eligible staff.

To reinforce a focus on long-term value creation, SOs and RSUs awarded will have a 3-year vesting schedule, with equal portions of the awards vesting annually through the vesting period.

Overall, the Company requests approval for LTI awards not exceeding 250,000 underlying shares, whether in the form of SOs or RSUs. The strike price of the SOs will be calculated as the volume weighted average price for the 30 days as per the date of the AGM.

The 2025 LTI plan period is defined as June 10<sup>th</sup>, 2025 until the Company’s 2026 AGM.

It is proposed that the Annual General Meeting resolves as follows:

*“The annual general meeting approved the 2025 Long-Term Incentive plan as proposed.”*

## Appendix 2

### **PROXY – Pryme N.V. – 2025 Annual General Meeting**

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 6<sup>th</sup>, 2025, 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 4<sup>th</sup>, 2025) are entitled to exercise their voting right by proxy to the Annual General Meeting in Rotterdam on June 10<sup>th</sup>, 2025.

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

**Shareholder's complete name:**

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**Shareholder's address:**

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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)

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Other person (name) .....

to attend and vote for my/our shares in Pryme N.V.'s Annual General Meeting on June 10<sup>th</sup>, 2025.

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 2a	Proposal to adopt the consolidated 2024 financial statements and the 2024 parent company financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b	Proposal to approve the 2024 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c	Proposal to allocate the result for the 2024 financial year to the Company's general reserves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Proposal to discharge the members of the management board and the members of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Proposal to re-appoint Forvis Mazars as the Company's external auditor for the 2025 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Authorization to the supervisory board to issue shares and to exclude pre-emptive rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Proposal to approve the 2025 Long-Term Incentive Plan	<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.*