

**PROTOCOL** of the annual general meeting of shareholders (“AGM”) 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 10<sup>th</sup>, 2025 at 15:00 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 at 15:00 CEST on June 10<sup>th</sup>, 2025.

The chairman welcomed the Meeting attendees 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 entire issued capital represents 14,466,096 shares, each carrying one vote. On the Record Date, June 4<sup>th</sup>, 2025, 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 shareholders 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. 12,758,473 share votes were represented at the Meeting, equal to 88.2% 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 all 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, CEO, and Mr. Frans Vollerling, Finance Director and CFO, attended the Meeting.

The chairman then moved to the agenda as follows:

## **2. 2024 Annual Report**

The chairman addressed the Company’s 2024 annual report, as published on May 6<sup>th</sup>, 2025, and accessible on the Company’s website and available at the Company’s offices. (the “**2024 Annual Report**”).

The 2024 Annual Report includes the 2024 consolidated financial statements, the 2024 parent company financial statements, 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. The Company’s financial result for the year 2024 was a loss of Euro 45,714,207. It is proposed that the loss be transferred to the Company’s general reserves as proposed in the 2024 Annual Report. Furthermore, it is proposed that the Company shall declare no dividend.

The chairman proposed that the Meeting passes the following resolutions in separate votes:

- 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 2024 financial year.”*

The AGM adopted the proposals as follows:

Voting item 2 a.

Overview votes and as a percentage of total votes cast		
In favor	12,758,473	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast	12,758,473	100%

Voting item 2 b.

Overview votes and as a percentage of total votes cast		
In favor	12,758,473	100 %
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast	12,758,473	100%

Voting item 2 c.

Overview votes and as a percentage of total votes cast		
In favor	12,758,473	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast	12,758,473	100%

### 3. Proposal to discharge the members of the management board and the members of the supervisory board

The chairman addressed the proposal 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 chairman proposed that the Meeting passes 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.”*



The AGM adopted the proposal as follows:

Overview votes and as a percentage of total votes cast		
In favor	12,758,473	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast	12,758,473	100%

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

The chairman addressed the proposal to re-appoint the Company's external auditor, Forvis Mazars Accountants N.V. The chairman proposed that the Meeting passes the following resolution:

*"The annual general meeting re-appointed Forvis Mazars Accountants N.V. as the Company's auditor for the 2025 financial year."*

The AGM adopted the proposal as follows:

Overview votes and as a percentage of total votes cast		
In favor	12,758,473	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast	12,758,473	100%

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

The chairman addressed and proposed that the AGM 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 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. The chairman proposed that the Meeting passes the following resolutions:

- i. *"The AGM authorizes the supervisory board to issue shares and to grant rights to subscribe for shares upwards limited to 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 AGM 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 to be issued for no cash consideration as a remuneration to a lender in connection with the Company's procurement of a EUR 5.0 million loan that have not yet vested, and (b) shares awarded under the 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 been exercised."*

The AGM adopted the proposal as follows:

Overview votes and as a percentage of total votes cast		
In favor	12,758,473	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast	12,758,473	100%

#### 6. Proposal to approve the 2025 Long-Term Incentive Plan

The chairman addressed and proposed that the AGM approve the 2025 Long-Term Incentive Plan for the period from June 10<sup>th</sup>, 2025, until the Company's 2026 annual general meeting as set forth in Appendix 1 of the notice and agenda for the Meeting. The chairman proposed that the Meeting passes the following resolutions:

*"The General Meeting approved the 2025 Long-Term Incentive plan as proposed."*

The AGM adopted the proposal as follows:

Overview votes and as a percentage of total votes cast		
In favor	12,758,473	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast	12,758,473	100%

#### 7. Any other business

There were no topics under this agenda item.

#### 8. Closing

There being no further matters to discuss, the chairman adjourned the Meeting at 15:15 on June 10<sup>th</sup>, 2025.

TO CERTIFY THAT THESE ARE THE TRUE MINUTES AND RESOLUTIONS:



Name: Henning E. Jensen  
Title: chairman of the Meeting  
Date: June 10<sup>th</sup>, 2025



Name: René de Graaf  
Title: secretary of the Meeting  
Date: June 10<sup>th</sup>, 2025

## Attachment 1

Number of shares with voting rights attending the Pryme AGM on June 10<sup>th</sup>, 2025:

ISIN: NL0015002E73, Pryme N.V.

AGM Date: June 10<sup>th</sup>, 2025

Number of shares registered in Euronext Securities Oslo on the record date June 4 <sup>th</sup> , 2025:	14,466,096	
Number of treasury shares as of the record date:	218	
Number of shares eligible to vote as of the record date:	14,465,878	100.0%
Number of shares voted by proxy:	12,758,473	88.2%
Number of shares voted for in person at the meeting:	0	0.0%
Broker non-votes: *	1,707,405	11.8%
<b>Total number of eligible shares registered in Euronext Securities Oslo represented by proxy votes and/or present at the meeting **</b>	<b>12,758,473</b>	<b>88.2%</b>

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

\*\* excl. treasury shares