

PROTOCOL of the extraordinary general meeting of shareholders ("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 Theemsweg 5, third floor, 3197 KM Botlek Rotterdam, the Netherlands, on **December 18th, 2025** at **10:00 CET** (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 10:00 CET on December 18th, 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 14,883,495 shares, each carrying one vote. On the Record Date, December 12th, 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 EGM in addition to the advance and proxy votes. 12,758,473 share votes were represented at the Meeting, equal to 85.72 % 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. Guus Lemmers, CEO, and Mr. Frans Vollerling, Finance Director and 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.

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 5.0 million, as described in Appendix 1 to the notice and agenda for the Meeting (the "**Private Placement**").

Taking into account 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 subscription amount of EUR 100,000. The Company has offered all current shareholders holding more than 5% of the Company's issued share capital the possibility to participate in the Private Placement.

The two investors that have subscribed to the Private Placement are existing shareholders; Taranis Operations Limited, a person closely associated with Emmanuel Colombel, a supervisory board member of the Company, and Circular Plastics Coöperatief U.A., a person closely associated with Jan Willem Muller, a supervisory board member of the Company. Details around such subscriptions and conditional allocation of shares have been published in separate disclosures made on www.newsweb.no on December 2nd, 2025.

The private placement process resulted in the announcement of the completion of the Private Placement on December 2nd, 2025, for total gross proceeds of EUR 5,000,000. The part of the issue price per new share in the Private Placement to be paid by the investors, the subscription price, is EUR 0.3398, being the equivalent of NOK 4.00. 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 11.7710/EUR). Because under Dutch law no shares can be issued below par value, the remainder, EUR 0.1602 per share, will be charged against the Company's share premium reserve. The total number of shares proposed allocated to the investors in the Private Placement by the Company is 14,714,538 shares. The date for payment of the Private Placement is expected to be on or about Thursday December 18th, 2025 and the shares are expected to be delivered to the investors' VPS accounts on or about Tuesday, December 23rd, 2025. The Private Placement subscriptions are subject to the EGM adopting the resolution proposed under this agenda item 2.

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

There having been neither comments made to the proposal, nor questions raised, the chairman proposed that the EGM authorizes the supervisory board passes the following resolution:

- (i) *The EGM authorizes the supervisory board to increase the Company's issued share capital by EUR 7,357,269 through the issuance of 14,714,538 new shares, each with a nominal value of EUR 0.50 at an issue price of EUR 0.50 per share; EUR 0.3398 payment per share to be paid up by the receiving shareholder and by a charge of EUR 0.1602 per share against the Company's share premium reserve; and*
- (ii) *The EGM 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 chairman established that the EGM 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%

3. Delegation to the supervisory board of the power to issue shares in fulfilment of a potential subsequent offering

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 2,450,822 new shares at the offer price equal to that in the Private Placement of December 2nd, 2025 (NOK 4.00), as elaborated in Appendix 1 to the notice and agenda for the Meeting (the "**Subsequent Offering**") and to allocate and issue up to 2,450,822 new shares in relation to subscriptions in the Subsequent Offering.

As noted in respect of agenda item 2, 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. The Company has offered all current shareholders holding more than 5% of the Company's issued share capital the possibility to participate in the Private Placement.

As a result of regulations, private placements may only be subscribed to by investors subscribing for a minimum of EUR 100,000. Thus, the Private Placement was directed at the Company's largest shareholders and other large sector investors.

This meant that not all existing shareholders had a realistic possibility to participate in the Private Placement. In order to compensate shareholders that did not have the opportunity to participate in a private placement, it is customary to also launch a subsequent offering, often called a repair issue. The Company is planning to carry out such subsequent offering through a rights issue towards shareholders on record as of December 2nd, 2025, the date of the Private Placement, that were not offered to participate in the Private Placement. The Company is planning to offer up to 2,450,822 shares in such potential subsequent offering. For further details, please see the stock exchange notices from the Company related to the subsequent offering.

Thus, 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 a subsequent repair offering of up to 2,450,822 new shares at the offer price of NOK 4.00 per share, being the equivalent to EUR 0.3398 in accordance with the official exchange rate from the Norwegian Central Bank (Norges Bank) for the business day prior to the submission of the Private Placement subscriptions. Because under Dutch law no shares can be issued below par value of EUR 0.50 per share, the remainder, EUR € 0.1602 per share, will be charged against the Company's share premium reserve. The Subsequent Offering will be directed towards existing shareholders in the Company as of December 2nd, 2025 (as registered in the VPS register 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 planned, is designed to reduce the dilution effects of the Private Placement in the event the Private Placement takes place at a discount to the market price by offering up to 2,450,822 shares at a subscription price of NOK 4.00 to shareholders as described above.

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

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.

There having been neither comments made to the proposal, nor questions raised, the chairman proposed that the EGM passes the following resolution:

- (i) *The EGM authorizes the supervisory board to increase the Company's issued share capital by up to EUR 1,225,411 through the issuance of up to 2,450,822 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 part of the issue price of EUR 0.50 per share to be paid by the receiving shareholders shall be NOK 4.00; the remainder, EUR 0.1602 per share, will be charged against the Company's share premium reserve;*
- (iii) *The authorization is valid until 28 February 2026;*
- (iv) *The authorization may only be used in connection with the potential Subsequent Offering; and*
- (v) *The EGM 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 chairman established that the EGM 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. Amendment (partial) of the Company's articles of association and authorization to execute the deed of amendment

The chairman addressed the proposal to increase the Company's authorized share capital to inter alia enable the issuance of new shares in conjunction with the Private Placement and the Subsequent Offering and to facilitate future share increases, as elaborated in Appendix 1 to the notice and agenda for the Meeting,

The Company's authorized share capital at the date of this Meeting amounts to EUR 15,000,000, divided into 30,000,000 shares, each having a nominal value of EUR 0.50. At the date of this Meeting, the Company has issued 14,883,495 shares. Dutch corporate law allows for an authorized capital of maximum five times the issued share capital at any time. It is proposed to partially amend and change the articles of association for an increase of the Company's authorized share capital of EUR 37,200,000 divided into 74,400,000 shares, each having an unchanged nominal value of EUR 0.50.

The draft notarial deed of amendment of the articles of association drawn up by Houthoff Coöperatief U.A. ("Houthoff") for this purpose, has been made available for inspection as of December 2nd, 2025 at the offices of the Company at Theemsweg 5, third floor, 3197 KM Botlek Rotterdam, The Netherlands, and published 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.

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 the 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. Upon approval from the EGM, the amendment to the articles of association will be implemented by the execution of a notarial deed of amendment of the articles of association as soon as possible following the EGM. The revised articles of association will be made available on the Company's website www.pryme-cleantech.com.

There having been neither comments made to the proposal, nor questions raised, the chairman proposed that the EGM passes the following resolution:

- (i) *The EGM approves the proposed amendment of the articles of association; and*
- (ii) *The EGM 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 chairman established that the EGM 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. 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 December 18th, 2025.

TO CERTIFY THAT THESE ARE THE TRUE MINUTES AND RESOLUTIONS:



Name: Henning E. Jensen
Title: chairman of the Meeting
Date: December 18th, 2025



Name: René de Graaf
Title: secretary of the Meeting
Date: December 18th, 2025

Attachment 1

Number of shares with voting rights attending the Pryme EGM on December 18th, 2025:

ISIN: NL0015002E73, Pryme N.V.

EGM Date: December 18th, 2025

Number of shares registered in Euronext Securities Oslo on the Record Date December 12 th , 2025:	14,883,495	
Number of treasury shares as of the record date:	218	
Number of shares eligible to vote as of the record date:	14,883,277	100.0%
Number of shares voted by proxy:	12,758,473	85.7%
Number of shares voted for in person at the Meeting:	0	0%
Broker non-votes: *	2,125,022	14.3%
Total number of eligible shares registered in Euronext Securities Oslo represented by proxy votes and/or present at the Meeting **	12,758,473	85.7%

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

** excl. treasury shares