



MINUTES of the Extraordinary General Meeting (the "**Meeting**") of: the private company with limited liability: **Pryme B.V.**, with registered office in Kapelle, the Netherlands, and its place of business at Goessestraatweg 19, 4421 AD Kapelle, the Netherlands, trade register number 75055449, hereinafter referred to as: the "**Company**", as held in Stationsplein 45, 313 AK Rotterdam, the Netherlands on October 11th, 2021.

1. Opening of the Meeting

The Meeting was opened by Jos van der Endt (CEO of the Company).

He recorded the fact that no depositary receipts for shares in the capital of the Company carrying the right to attend meetings have been issued. He also recorded the fact that no shares have been encumbered with a pledge or a usufruct. Therefore no other than the sole shareholder of the Company has the right to attend meetings as referred to in Article 227, paragraph 2 of the Dutch Civil Code.

He recorded the fact that this Meeting was called with observing the applicable provisions of the law and the Company's Articles of Association. Valid resolutions may be passed on all scheduled subjects to be discussed and decided at this Meeting as the meeting quorum for all scheduled resolutions is met.

Mr. Van der Endt moved the consideration of the following item on the agenda:

2. Registration of attending shareholders and shares represented by proxy.

It was registered that the sole shareholder of the Company, DNB Bank ASA, was present by proxy and therefore **100%** of the issued capital was represented at the Meeting. Mr. Frederick Geldhof was given a proxy by DNB Bank ASA (the "**Proxy**") to attend the Meeting and vote on its behalf in accordance with the voting instructions in the Proxy.

The voting instructions in the Proxy were given in accordance with the instructions DNB Bank ASA has received from the beneficiaries who are registered in the VPS. DNB Bank ASA abstains from voting for the amount of shares it has not received an instruction.

Other attendees of the Meeting were (i) Mr. Stephan Anzenhofer, Chief Financial Officer, (ii) Mr. Boudewijn van Vliet, director, (iii) Mr. Rik Van Meirhaeghe, director, (iv) Mr. Frederick Geldhof, the corporate secretary of the Company, (v) Mr. Henning E. Jensen, nominated Supervisory Board member and (vi) Mr. Michiel Kool, nominated Supervisory Board member.

Mr. Van der Endt moved the consideration of the following item on the agenda:

3. Election of the chairperson of the Meeting and election of the co-signer (secretary) of the Meeting.

The proposal to elect Mr. Frederick Geldhof, the corporate secretary of the Company, as chairman of the Meeting (the "**Chairman**") in accordance with the convening notice for this Meeting.

This resolution can be adopted with a simple majority (50%+1) of the votes cast in favor.

After consultation of the above-mentioned proposal, Mr. Van der Endt recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. Mr. Van der Endt recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of the votes.



The Chairman elected Mr. Michiel Kool as secretary of the Meeting (keeper of the minutes of the Meeting and co-signer of the minutes).

The Chairman moved the consideration of the following items 4 – 14 on the agenda:

4. Approval of the notice and agenda of the Meeting

The proposal to approve the notice and agenda of the Meeting.

The Chairman discussed that the sole shareholder and VPS beneficiaries were notified of this Meeting on September 24th, 2021. The notice also contained the agenda and several annexes with respect to the proposed changes to the Articles of Association of the Company.

This resolution can be adopted with a simple majority (50%+1) of the votes cast in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of the votes.

5. Amendment Articles of Association and authorization

The proposal to completely amend the Articles of Association of the Company in accordance with a draft deed drawn up by Hermans & Schuttevaer Notarissen N.V. with file number "2021.3226.01" (the "**Deed of Amendment**"), the content of which draft (Dutch and English) has been made known to the shareholder and VPS beneficiaries



of the Company prior to the Meeting as it was annexed to the convening notice.

The Chairman discussed that by this amendment of the Articles of Association, among other matters, the board structure of the Company will be changed from a so-called one tier board (with executive and non-executive directors) to a so-called two tier board (with a separate board of directors and supervisory board).

This proposal also includes the authorization of each member of the Company's board of directors as well as each of the employees of Hermans & Schuttevaer Notarissen N.V., to execute and sign the notarial Deed of Amendment of the Articles of Association of the Company as mentioned above 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.

This resolution can be adopted with two thirds (2/3rd) of the cast votes in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of two thirds of the votes.

6. Dismissal and discharge of a director of the board of directors.



The proposal to honourably discharge and dismiss Mr. Jos van der Endt, current Non-Executive statutory director of the Company, effective as from the moment of execution of the Deed of Amendment.

The Chairman discussed that Mr. Jos van der Endt is to be dismissed first as statutory director before he can be appointed as a member of the Supervisory Board of the Company in this Meeting (under the same condition precedent of execution of the Deed of Amendment).

This resolution can be adopted with two thirds (2/3rd) of the cast votes in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of two thirds of the votes.

7. Appointment of Supervisory Board members

The proposal to appoint the following persons until the regular annual general meeting of 2025, effective as from the moment of execution of the Deed of Amendment, as members of the Supervisory Board of the Company:

- Jos van der Endt;
- Henning Eskild Jensen;
- Michiel Kool.



The Chairman discussed that the abovementioned 3 persons are to become and form the first Supervisory Board of the Company upon execution of the Deed of Amendment until the regular annual general meeting of 2025 (where they could be re-appointed). Mr. Jensen and Mr. Kool will serve as "independent" Supervisory Board members as meant in article 17 paragraph 1 of the new Articles of Association of the Company and Mr. Van der Endt is regarded as a non-independent Supervisory Board member under the same clause.

This resolution can be adopted with a simple majority (50%+1) of the votes cast in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of the votes.

8. Remuneration to the Supervisory Board members

The proposal to determine the remuneration of the Supervisory Board members as follows, effective as from the moment of execution of the Deed of Amendment:

- (i) General Supervisory Board members will receive a fixed remuneration of EUR 20,000 for each AGM period. In addition, the general Supervisory Board members will be awarded 60,000 stock options for the entire term until the 2025 AGM following this Meeting.
 - a. The cash compensation fee will be paid on the dates of the AGMs in 2022, 2023, 2024 and 2025, respectively.



- b. The options will vest with 15,000 options on each of the dates of the AGMs in 2022, 2023, 2024, 2025, respectively. The strike price of the options will be the the market price at the time of election or NOK 51.20, whichever is higher. The market price is defined as the 30 trading-days VWAP on the Euronext Growth exchange in Oslo, Norway, at the time of awarding the options. In the event that a Supervisory Board member leaves before the end of the elected term (until the 2025 AGM), the options will vest on a pro-rata basis based on how many AGM periods the Supervisory Board member has served. The options can only be exercised after the end of the term on the Supervisory Board.
- (ii) For the Head of and Members of the Audit, Governance and Compliance Committee: fixed remuneration of EUR 2,500 annually in addition to the supervisory board compensation under (i).
- (iii) For the Head of and Members of the Nomination, Succession and Remuneration Committee: fixed remuneration of EUR 2,500 annually in addition to the supervisory board compensation under (i).
- (iv) In the event that a Supervisory Board member is an employee of the Company, no remuneration will be received by such Supervisory Board member.
- (v) The chairman of the Supervisory Board will receive 50% additional compensation compared to the general Supervisory Board members under section (i) unless excluded from compensation under section (iv).

This resolution can be adopted with a simple majority (50%+1) of the votes cast in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:



10,528,008 votes in favor of the proposal;
208,453 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of the votes.

9. Appointment of a director to the board of directors

The proposal to appoint Mr. Stephan Anzenhofer as statutory director of the Company with the function of Executive director and to serve for a period of up to four years from the date of appointment.

The Chairman discussed that Mr. Stephan Anzenhofer is to be appointed first as statutory director under the current board structure (one-tier board, and therefore as Executive director) before his function can be changed in this Meeting (under the condition precedent of execution of the Deed of Amendment) to being a "normal" director under the proposed two tier board structure. This is necessary because under the new Articles of Association, appointment of a director requires prior nomination by the Supervisory Board and the Supervisory Board does not exist yet as a corporate body and therefore cannot adopt resolutions yet. He is appointed for four years from the date of appointment (which is the day of the Meeting).

This resolution can be adopted with a simple majority (50%+1) of the votes cast in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.



Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of the votes.

10. Change of function of directors of the board of directors.

The proposal for the current statutory directors of the Company, being Mr. Rik van Meirhaeghe, Mr. Boudewijn van Vliet and Mr. Stephan Anzenhofer, to remain statutory board members under the new two-tier regime and therefore to remove their respective titles of "Non-Executive" for Van Vliet and "Executive" for Van Meirhaeghe and Anzenhofer, effective as from the moment of execution of the Deed of Amendment. This proposal also includes the determination by the general meeting that these 3 directors are to serve for a period of up to four years from the effective date (which will be the date the Deed of Amendment is executed) of the change of their functions.

This resolution can be adopted with a simple majority (50%+1) of the votes cast in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of the votes.

11. Authorization for registrations changes in the board structure and the appointments/dismissals.

The proposal to authorize each member of the Company's board of directors as well as each of the employees of Hermans & Schuttevaer Notarissen N.V.:



- to have the change of a one-tier board structure to a two-tier board structure, and thus the amended Articles of Association, registered with the Chamber of Commerce;
- to have Mr. Van der Endt deregistered as Non-executive statutory director of the Company and to have him registered as member of the Supervisory Board of the Company with the Chamber of Commerce;
- to have Mr. Jensen and Mr. Kool registered as members of the Supervisory Board of the Company with the Chamber of Commerce;
- to have Mr. Anzenhofer registered as statutory director of the Company with the Chamber of Commerce;
- to have the change in function of the statutory directors Mr. Van Meirhaeghe and Mr. Van Vliet registered with the Chamber of Commerce,

and further to do and perform any and all other acts which may be necessary and/or expedient to implement the foregoing.

This resolution can be adopted with a simple majority (50%+1) of the votes cast in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of the votes.

12. Revocation of the power of the board of directors to adopt resolutions to issue shares.

The proposal to revoke the current power of the board of directors to resolve to issue shares, effective as from the moment of execution of the Deed of Amendment.

The Chairman discussed that this revocation means that the power to issue shares is returned to the general meeting, so that the general meeting can delegate this power to the Supervisory Board. This revocation has the consequence that the approval, given with effect from February 11th, 2021 by the general meeting, of future resolutions by the board of directors to issue a maximum of 1,500,000 shares between February 16th, 2021 and February 15th, 2024 also lapses.

This resolution can be adopted with two thirds (2/3rd) of the cast votes in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of two thirds of the votes/ unanimously.

13. Delegation of the power to adopt resolutions to issue shares to the Supervisory Board.

The proposal to delegate the power to resolve to issue shares to the Supervisory Board – as it shall be composed from time to time, effective as from the moment of execution of the Deed of Amendment.

The Chairman discussed that this delegation also automatically gives the Supervisory Board the power to exclude or limit pre-emptive rights at time of a resolution to issue shares, and that any future resolutions by



the Supervisory Board to issue shares require prior approval by the general meeting, unless the general meeting has given a general approval which may cover a period of up to 5 years and must at least include a maximum number of shares which can be issued within the set timeframe under the approval (such an approval is also given in this Meeting).

This resolution can be adopted with two thirds (2/3rd) of the cast votes in favor.

After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of two thirds of the votes.

14. Approval for future resolutions to issue shares by the Supervisory Board.

The proposal to give the following prior approval, pursuant to article 5 paragraph 3 of the (current and new) Articles of Association, effective as from the moment of execution of the Deed of Amendment:

any resolutions of the Supervisory Board to issue shares or grant the right to subscribe for shares (share options) to be adopted up to the ordinary annual general meeting of 2022 or up to and including June 30th, 2022 (whichever is earlier), for a maximum number of 1,500,000 shares or share options within the aforementioned period and for a price per share or strike price for the options of NOK 51.20 or the market price (which is defined as the 30 trading-days VWAP on the Euronext Growth exchange in Oslo, Norway, at the time of the resolution to issue shares/share options), whichever is higher.



This resolution can be adopted with a simple majority (50%+1) of the votes cast in favor.

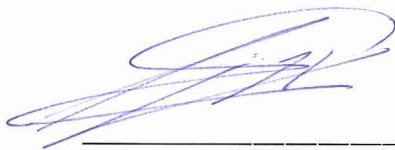
After consultation of the above-mentioned proposal, the Chairman recorded the fact that none of the persons present wished to address the Meeting on this subject any further and put the proposal to the vote. The Chairman recorded that the General Meeting voted as follows:

10,736,461 votes in favor of the proposal;
0 votes against the proposal;
4,263,539 abstentions.

Subsequently the Chairman recorded the fact that the proposal was adopted with a majority of the votes/unanimously.

There being no further affairs to discuss, the Chairman closed the Meeting.

TO CERTIFY THAT THESE ARE THE TRUE MINUTES:



name: Frederick Geldhof
title: Chairman
date: 11 October 2021



name: Michiel Kool
title: minutes secretary
date: 11 October 2021