

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, 3197 KM Botlek Rotterdam, the Netherlands, on **21 October 2026 at 10:00 CEST**.

1. Appointment of the chair of the EGM (voting item)

The EGM was opened by Benoît Morelle, the Company’s CEO, at 10:05 CEST on 21 October 2026, as temporary chair of the EGM, in accordance with article 24.1 of the Company’s articles of association, given the absence of a chair and a deputy chair of the Company’s supervisory board.

The temporary chairman welcomed the EGM attendees and recorded that the EGM was called with observance of the applicable provisions of the law and the Company’s articles of association.

The temporary 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 temporary chairman recorded that the entire issued capital represents 31,183,776 shares, each carrying one vote. On the Record Date, 23 September 2026, the Company held 218 treasury shares for which voting rights may not be exercised.

The temporary chairman registered that zero shareholder votes were physically represented in the EGM and that 27,476,511 shareholder votes are represented by proxy votes. In total 27,476,511 share votes were represented at the EGM, equal to 88.1 % 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 EGM.

From the Company, in addition to Mr. Morelle, Mr. Jan Willem Muller, one of the members of the Company’s supervisory board, Mr. Frans Vollerling, the Company’s interim CFO, and Mr. René de Graaf, the Company’s General Counsel, attended the EGM.

The temporary chairman then addressed the appointment of the chair of the EGM in accordance with the provisions of article 24.1 of the Company’s articles of association and he proposed that Mr. Jan Willem Muller be appointed the chair of the EGM. Mr. Muller, present at the meeting, confirmed his willingness to act as the chair of the EGM. There having been no comments made to the proposal or questions raised, the temporary chairman then proposed that the EGM passes the following resolution:

The extraordinary general meeting appoints Mr. Jan Willem Muller chair of the EGM.

The temporary chairman established that the EGM adopted the proposal as follows:

Overview votes and as a percentage of total votes cast		
In favor	27,476,511	100%
Against	0	0%
Abstain	0	0%
Blank	0	0%
Total votes cast	27,476,511	100%

Mr. Muller accepted the appointment as chair of the EGM and confirmed the record of represented shareholder votes at the EGM and, therefore, that valid resolutions can be passed on the scheduled topics to be discussed and decided at the EGM including this agenda item 1.

The chair of the EGM appointed Mr. René de Graaf, the Company's General Counsel, as secretary of the EGM in application of article 24.1 of the Company's articles of association.

The chair of the EGM then moved to the agenda as follows.

2. **Proposal to authorize the management board to issue shares (voting item)**

The chairman addressed the proposal to authorize the management board to issue up to 4,295,000 new shares in the Company's capital in connection with a settlement agreement with the Company's sole lender (the "**Lender**") of the 9 percent per annum interest-bearing EUR 5,322,280 loan including accrued interest (the "**Loan**") drawn by the Company in October 2024 under the term loan facility agreement dated 6 June 2024 with the Lender.

The chairman informed the EGM that the management board is progressing the discussions with the Lender for the parties' confirmation of the settlement of the Loan in accordance with the main terms and conditions as described in the explanatory notes to the notice and agenda for the EGM, as follows:

- (i) the Company converts 50% of the Loan amount, more precisely EUR 2,661,140, into equity by issuing the number of new shares in the Company's share capital to the Lender (the "**Conversion into Equity**") at the price per share equaling the valuation of the Company's shares in the Proposed Transaction under agenda item 4 adjusted on a post-transaction basis including diluted effect (the "**Price per Share**");
- (ii) the Lender releases the Company of fifty per cent (50 %) of the Loan amount, more precisely of EUR 2,661,140;
- (iii) the Lender releases the Company of its payment obligations of present and future instalments of interest in respect of the Loan and grants the Company full and final waiver of its present and future obligations under the Loan except for those under the Loan Settlement; and
- (iv) the Company pays the Lender a compensation amount of EUR 300,000,

altogether, the "**Loan Settlement**".

The Price per Share is derived from and based on the valuation of the Company's shares in USD for the Proposed Transaction as addressed under EGM agenda item 4 and, accordingly, the final Price per Share and the EUR : USD conversion rate on the day of the signature of the Loan Settlement will determine the number of shares to be issued in the Conversion into Equity, subject to EGM approval.

The Loan Settlement would be effected without delay after having obtained EGM approval and having reached final agreement with the Lender on the Loan Settlement, and upon effectuation the Lender would hold approximately 11 % of the Company's shares.

There having been no further comments made to the proposal, or further questions raised, the chairman proposed that the EGM passes the following resolutions:

- (i) *The EGM authorizes the management board to issue new shares for an increase of the Company's share capital by up to 4,295,000 * EUR 0.50 = EUR 2,147,500;*
- (ii) *The EGM authorizes the management board to exclude the shareholders' pre-emptive rights with respect to the resolution under (i) above at the discretion of the management board;*
- (iii) *This authorization can be used for the purpose of the full and final settlement of the loan from the Company's lender, including accrued interest, in the amount of EUR 5.3 million loan;*
- (iv) *The authorization under iii. above shall apply until 30 November 2026 or until this authorization has been fully consummated, whichever is earlier.*

The chairman established that the EGM cast their votes on the proposal as set out in the table directly below and that the proposal has been adopted by an absolute majority of the votes cast, no greater majority being required by law or by the articles of association of the Company. The chair established that the resolution has therefore been validly passed.

Overview votes and as a percentage of total votes cast		
In favor	27,476,511	100%
Against	0	0%
Abstain	0	0%
Blank	0	0%
Total votes cast	27,476,511	100%

3. Proposal to approve the Company's legal demerger (voting item)

The chairman addressed the proposal to implement a legal demerger as elaborated in the explanatory notes to the notice and agenda for the EGM (the “**Proposed Legal Demerger**”).

Pursuant to the Proposed Legal Demerger, the Company intends to incorporate a new group company Pryme Newco B.V. and demerge all of its assets and liabilities under a universal title of succession to Pryme Newco B.V. with the exception of the assets and liabilities retained by the Company as listed in the demerger proposal registered with the Chamber of Commerce in the Netherlands on 11 September 2026 (the “**Demerger Proposal**”) and as further referenced in the explanatory notes to the notice and agenda for the EGM (the “**EGM Notice**”).

In accordance with article 2:334i of the Dutch Civil Code, the chairman notified the EGM of the following significant changes in the assets and liabilities of the Company that have occurred since the publication date of the Demerger Proposal, as these were also referenced in the EGM Notice:

- (i) the Proposed Legal Demerger is a condition precedent to the effectuation of the Proposed Transaction under agenda item 4;
- (ii) the outstanding commitments/awards to participants in the Company's Long-Term Incentive Plans (LTIP) are expected settled and the LTIPs terminated before the implementation of the Proposed Legal Demerger;
- (iii) the intercompany receivables from Pryme N.V.'s subsidiaries CCT Circular CleanTech B.V., Pryme Management B.V. and CCT International BV related to awards made to employees and contractors in the Company's Long-Term Incentive Plans (LTIP) are expected waived and released before the implementation of the Proposed Legal Demerger;
- (iv) subject to EGM approval under agenda item 2 and subject to final agreement with the Lender referred to in agenda item 2, the Company's interest-bearing EUR 5,322,280 Loan is expected to be settled before the implementation of the Proposed Legal Demerger against (a) conversion of half of the Loan amount into equity to be issued to the Lender as elaborated in agenda item 2, (b) a waiver and release by the Lender of half of the Loan amount for the benefit of the Company, and (c) payment by the Company to the Lender of the compensation amount of EUR 300,000;
- (v) the Company and its group company CCT Circular CleanTech B.V.:
 - (a) settled and terminated the rental contract for the Pryme One site and the framework agreement for the Pryme One site related services with the landlord on 11 September 2026, subject to a final payment of EUR 50,000 to be made to the landlord;
 - (b) sold and delivered the Pryme One assets to a third party; and
 - (c) settled and terminated the rental contracts with the lessor for the Pryme One assets sold to a third party;

The chairman notified the EGM of the following other changes and anticipated changes in the assets and liabilities of the Company since the publication date of the Demerger Proposal:

- (vi) sale of the Company's remaining stock of pyrolysis oil will generate additional income of EUR 190,000 in the month of October 2026;
- (vii) the Company's supervisory board members have voluntarily waived their accrued remuneration fees and which reduces the Company's liabilities by EUR 130,000 in the month of October 2026;
- (viii) the Company anticipates receiving a final subsidy payment up to EUR 340,000 under the EU Horizon Project Electro in which it participated, subject to successful closing of the subsidy's audit of which the results and the timing is uncertain.

The chairman stated that the general meeting has taken note of these aforementioned changes.

The chair informed the EGM that the statutory creditor opposition period in respect of the Demerger Proposal has expired and that the declaration of no opposition from the Rotterdam District Court has been obtained on 13 October 2026, and that, therefore, there is no impediment to the adoption of the resolution set out below.

There having been no further comments made to the proposal, or further questions raised, the chairman proposed that the EGM passes the following resolution:

The EGM approves the implementation of the legal demerger by the Company in accordance with the Demerger Proposal, having taken note of (a) the significant changes in the assets and liabilities of the Company since the date of the Demerger Proposal as notified by the management board in accordance with article 2:334i of the Dutch Civil Code, and (b) the expiry of the statutory opposition period and the declaration of no opposition referred to above;

The chairman established that the EGM cast their votes on the proposal as set out in the table directly below and that the proposal has been adopted by an absolute majority of the votes cast, no greater majority being required by law or by the articles of association of the Company. The chair established that the resolution has therefore been validly passed.

Overview votes and as a percentage of total votes cast		
In favor	27,476,511	100%
Against	0	0%
Abstain	0	0%
Blank	0	0%
Total votes cast	27,476,511	100%

4. Proposal to authorize the sale of the Company's enterprise (voting item)

The chairman addressed the proposal to authorize the management board to enter into negotiations with Alterra Energy LLC ("**Alterra**") on Alterra's offer – if and when made – to acquire the entire share capital of the Company's subsidiary Pryme Newco B.V. if the Legal Demerger under agenda item 3 has been implemented (the "**Proposed Transaction**") in exchange for Alterra equity instruments ("**Alterra Units**") and to agree, sign and execute the sale and purchase agreement and any and all related documents for the closing of the Proposed Transaction with Alterra (the "**Closing**") subject to the conditions listed in the proposed resolution in the notice and agenda for the EGM (the "**Conditions**") having been met ultimately at Closing, as and as the Proposed Transaction and the status of the Conditions are further elaborated in the explanatory notes to the notice and agenda for the EGM dated 6 October 2026 (the "**Explanatory Notes**") and in the update to the explanatory notes dated 16 October 2026 (the "**Update**").

The chairman addressed that the management board has received non-binding documentation from Alterra strongly indicating Alterra's interest to make an offer for the Proposed Transaction against the issuance of Alterra Units to the Company for a value attributed to Pryme Newco B.V. of USD 27.5 on a cash-free and debt-free basis, subject to definitive agreement.

The chairman furthermore notified the EGM that the information described in the Explanatory Notes and the Update, including the status of the Conditions and the recommendations of the management board and the supervisory to the EGM to approve the proposal as requested, are unchanged.

There having been no further comments made to the proposal, or further questions raised, the chairman proposed that the EGM passes the following resolution:

*The EGM authorizes the management board to enter into negotiations with Alterra Energy LLC ("Alterra") on Alterra's offer – if and when made – to acquire the entire share capital of Pryme Newco B.V. (the "**Proposed Transaction**") for Alterra equity instruments ("**Alterra Units**") and to agree, sign and execute the sale and purchase agreement and any and all related documents for the closing of the Proposed Transaction with Alterra (the "**Closing**") subject to the following conditions having been met ultimately at Closing:*

- a. the Proposed Legal Demerger as proposed under agenda item 3 having been completed;*
- b. due diligence investigations into the Company having been completed to Alterra's satisfaction;*
- c. the management board having completed its due diligence investigations into Alterra to its satisfaction, including reasonable views on the valuation of Alterra Units given in the Term Sheet and reasonable assurance of tag along rights for the sale of Alterra Units;*
- d. the management board having reasonably assured the commitment from Circular Plastics Fund I SCSp ("**CPF**") (on behalf of Circular Plastics Coöperatief U.A. ("**CPC**") and Circular Rotterdam B.V. ("**CR**")) and from Taranis Operations Limited ("**Taranis**") in writing and enforceable against each such party in accordance with the agreed terms and conditions that (i) minority shareholders will have tag along rights to join any sales transaction by CPC, CR and or Taranis in respect of Company shares, and (ii) the continuity of the Company post-closing of the Proposed Transaction is assured and its costs covered by CPF, CPC, CR and or Taranis up to a limit to be determined and until the Company's exit from Alterra or until its bankruptcy;*
- e. supervisory board approval of the Proposed Transaction having been obtained in writing;*
- f. the Loan Settlement as referred to under agenda item 2 having been finally concluded in a definitive and fully signed settlement agreement between the Company and the Lender of the Company's EUR 5.3 million loan;*
- g. the settlement agreement with the lessor and counterparty to the rental agreements with CCT Circular CleanTech B.V. as lessee of the Pryme One assets and to the underlying lease facility agreement with CCT Circular CleanTech B.V., the Company and CCT International BV having been finally concluded in a definitive and fully signed settlement agreement between the lessor, CCT Circular CleanTech B.V., the Company and CCT International BV.*

The chairman established that the EGM cast their votes on the proposal as set out in the table directly below and that the proposal has been adopted by an absolute majority of the votes cast, no greater majority being required by law or by the articles of association of the Company. The chair established that the resolution has therefore been validly passed.

Overview votes and as a percentage of total votes cast		
In favor	27,476,511	100%
Against	0	0%
Abstain	0	0%
Blank	0	0%
Total votes cast	27,476,511	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 EGM at 10:27 CEST on 21 October 2026.

TO CERTIFY THAT THESE ARE THE TRUE MINUTES AND RESOLUTIONS:

signed

Name: Jan Willem Muller
Title: chair of the EGM
Date: 21 October 2026

signed

Name: René de Graaf
Title: secretary of the EGM
Date: 21 October 2026

Attachment 1

Number of shares with voting rights attending the Pryme EGM on October 21st, 2026:

ISIN: NL0015002E73, Pryme N.V.

EGM Date: October 21st, 2026

Number of shares registered in Euronext Securities Oslo on the Record Date August 18 th , 2026:	31,183,776	
Number of treasury shares as of the record date:	218	
Number of shares eligible to vote as of the Record Date:	31,183,558	100.0 %
Number of shares voted by proxy:	27,476,511	88.1 %
Number of shares voted for in person at the EGM:	0	0 %
Broker non-votes: *	3,707,265	0 %
Total number of eligible shares registered in Euronext Securities Oslo represented by proxy votes and/or present at the EGM **	27,476,511	88.1 %

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

** excl. treasury shares