

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

Rotterdam, April 10<sup>th</sup>, 2025

**NOTICE AND AGENDA OF THE EXTRAORDINARY GENERAL MEETING on April 28<sup>th</sup>, 2025**

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

**Monday April 28<sup>th</sup>, 2025, at 10:00 CET**

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 EGM.**  
The EGM will be opened and chaired by Henning E. Jensen, chair of the supervisory board of the Company.
- 2. Increase of issued share capital by way of a Private Placement and exclusion of pre-emptive rights (*voting item*)**
- 3. Delegation to the supervisory board of the power to issue shares in fulfilment of a potential subsequent offering (*voting item*)**
- 4. Amendment (partial) of the Company’s articles of association and authorization to execute the deed of amendment (*voting item*)**
- 5. Any other Business**
- 6. Closing**

**Agenda items 2-4 are voting items.**

**For the explanatory notes on the proposal made under agenda items 2-4, please refer to Appendix 1: “The proposal for the resolutions to be passed by the general meeting under agenda items 2 – 4.”**

## Registration procedures and general information

Shareholders who wish to attend the extraordinary general meeting of shareholders (herein also referred to as the “EGM”) in person or with a representative are required to show proof of shareholding upon entering the venue of the EGM. Only shareholders registered in the VPS share register as of Tuesday April 22<sup>nd</sup>, 2025 (the “**Record Date**”) are entitled to exercise their right to attend and/or vote at the EGM in Rotterdam on Monday April 28<sup>th</sup>, 2025.

The shareholders have the right to speak at the EGM, the right to be accompanied by an advisor, to give such an 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 EGM.

It will not be possible to attend the EGM electronically. Shareholders are encouraged to vote in advance or by proxy. Prior to the EGM, 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 EGM will take place at the venue of the EGM on Monday April 28<sup>th</sup>, 2025, between 09:00 and 09:30 CET before the start of the Meeting. Registration will not be possible after this time.

## Voting

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

Shareholders not attending the EGM can give a proxy and voting instructions. These shareholders must ensure 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 8,810,444 ordinary shares each carrying one vote. All shares have equal rights. On the date of this notification, the Company held 218 treasury shares for which voting rights may not be exercised.

## Shareholder engagement

The EGM also serves as a forum for shareholders to engage with the Company’s management board and supervisory board. The shareholders attending the EGM have the right to raise questions and to speak at the EGM, 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 EGM agenda.

## EGM documentation

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

- Appendix 1: The proposal for the resolutions to be voted on by the general meeting of the Company (the “**General Meeting**”) under agenda items 2–4.
- Appendix 2: Proxy form with and without voting instruction.

Rotterdam, April 10<sup>th</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 proposal for the resolutions to be voted on by the General Meeting under agenda items 2 – 4.**

#### **Agenda item 2 – Increase of issued share capital by way of a Private Placement and exclusion of pre-emptive rights (voting item)**

On January 14<sup>th</sup>, 2025, the Company advised the EGM that if it is not successful in obtaining funding through the exercising of the investor call options or the Company put options, approved by said EGM on January 14<sup>th</sup>, 2025, a further funding round is anticipated to be needed around April/May 2025. In Pryme's trading update on April 3<sup>rd</sup>, 2025, the Company has informed the shareholders that the conditions for the Company put options will most likely not be met, and most certainly not before Pryme requires additional funding. Furthermore, it was indicated that the Company will seek additional funding in order to satisfy its liquidity needs.

The Company has explored the interest from sector investors and the major existing shareholders, and such conversations indicated that up to around EUR 7 million of funding could be obtained at this stage. Subsequently, the Company has decided to execute a capital increase through a private placement of new shares with gross proceeds in the aggregate amount of EUR 7.0 million (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 0.6%<sup>1</sup> 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 the existing shareholders; Taranis Investment 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](http://www.newsweb.no) on April 10<sup>th</sup>, 2025.

The private placement process resulted in the announcement of the completion of the Private Placement on April 10<sup>th</sup>, 2025, for total gross proceeds of EUR 7,000,000. The subscription share price per new share in the Private Placement is EUR 1.2377, being the equivalent of NOK 15.00. 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 12.1195/EUR). The total number of shares proposed allocated to the investors in the Private Placement by the Company is 5,655,652 shares. The date for payment of the Private Placement is expected to be on or about May 12<sup>th</sup>, 2025 and the shares are expected to be delivered to the investors' VPS accounts on or about May 15<sup>th</sup>, 2025. The Private Placement subscriptions are subject to the General Meeting 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.

It is proposed that the General Meeting passes the following resolution:

- (i) *The General Meeting authorizes the supervisory board to increase the Company's issued share capital by EUR 2,827,826 through the issuance of 5,655,652 new shares, each with a nominal value of EUR 0.50 at a subscription price of EUR 1.2377 per share; and*
- (ii) *The General Meeting 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.*

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<sup>1</sup> Only individual shareholders with individual VPS accounts holding more than 0.6% have been offered to participate in the Private Placement. Shareholders owning shares through nominee accounts that are not known to the Company have not been offered to participate in the Private Placement.

### **Agenda item 3 – Delegation to the supervisory board of the power to issue shares in fulfilment of a potential Subsequent Offering (voting item)**

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 0.6% 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 April 10<sup>th</sup>, 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 1,233,208 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 1,233,208 new shares (the "**Subsequent Offering**") at the offer price of the Private Placement (NOK 15.00 per share). The Subsequent Offering will be directed towards existing shareholders in the Company as of April 10<sup>th</sup>, 2025 (as registered in the VPS 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 1,233,208 shares at a subscription price of NOK 15.00 to shareholders as described above.

The Company's costs associated with the Subsequent Offering are estimated 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.

On this basis, it is proposed that the General Meeting passes the following resolution:

- (i) *The General Meeting authorizes the supervisory board to increase the Company's issued share capital by EUR 616,604 through the issuance of up to 1,233,208 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 subscription price per share shall be NOK 15.00;*
- (iii) *The authorization is valid until 30 June 2025;*
- (iv) *The authorization may only be used in connection with the potential Subsequent Offering; and*
- (v) *The General Meeting 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.*

**Agenda item 4 – Amendment (partial) of the Company’s articles of association and authorization to execute the deed of amendment (voting item)**

Pursuant to section 134 paragraph 4 of Book 2 Dutch Civil Code, the Company’s articles of association must provide for a resolution on the manner in which the execution of the tasks and responsibilities of the management board will be temporarily addressed in the case that all managing directors are absent or prevented from acting. Article 14.13 of the Company’s articles of association addresses this situation and provides that the management shall be vested temporarily in ‘a person’ appointed by the supervisory board for that purpose. It is proposed that article 14.13 of the Company’s articles of association be amended to include the possibility for the supervisory board to assume the tasks and responsibilities of the management board on a temporary basis in the case that all managing directors are absent or prevented from acting and in case no other person is available to assume the management tasks and responsibilities in the Company on a temporary basis. The proposal to amend the articles of association would comply with Dutch corporate law and has been approved by the supervisory board, pursuant to the current articles of association.

The draft notarial deed of amendment of the articles of association drawn up by Houthoff Coöperatief U.A. ("Houthoff") for this purpose, will be made available for inspection on April 11<sup>th</sup>, 2025 at the offices of the Company at Fascinatio Boulevard 220, NL-3065 WB Rotterdam, The Netherlands, and published on the Company’s website ([www.pryme-cleanotech.com](http://www.pryme-cleanotech.com)). The English translation of the deed of amendment contains the unofficial English translation. The Dutch text of the deed of amendment prevails.

For information purposes only, a brief overview in markup form of the proposed amendments and changes to article 14.13 of the articles of association read as follows:

Proposed amendment to AoA 14.13 in marked up form – Dutch:

**Artikel 14 lid 13 komt te luiden als volgt:**

14.13. Ingeval van ontstentenis of belet van een bestuurder blijven de overige bestuurders met het bestuur belast. Bij ontstentenis of belet van alle bestuurders of de enige bestuurder berust het bestuur van de vennootschap tijdelijk bij ~~één~~ de raad van commissarissen danwel bij één of meerdere door de raad van commissarissen daartoe aangewezen persoon of personen. De raad van commissarissen heeft het recht om ook ingeval van ontstentenis of belet van één of meer, doch niet alle bestuurders, een persoon of personen als bedoeld in de vorige zin, aan te wijzen die alsdan mede met het bestuur is of zijn belast.

Proposed amendment to AoA 14.13 in marked up form – English translation:

**Article 14 paragraph 13 will read as follows:**

14.13. If a director is absent or prevented from acting, the remaining directors shall continue to be in charge of the management. If all directors are absent or prevented from acting or if the sole director is absent or prevented from acting, the management shall be vested temporarily in a the supervisory board or in one or more persons appointed by the supervisory board for that purpose. The supervisory board shall also have the right to appoint ~~a one or more~~ persons as referred to in the preceding sentence, who in that case shall be in charge of the company’s management with the remaining directors, should any, but not all directors be absent or prevented from acting.

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 General Meeting, 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](http://www.pryme-cleantech.com).

It is proposed that the General Meeting passes the following resolution:

- (i) *The General Meeting approves the proposed amendment of the articles of association; and*
- (ii) *The General Meeting 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.*

**Appendix 2****PROXY – Pryme N.V. – Extraordinary General Meeting on April 28<sup>th</sup>, 2025 (the “EGM”)**

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 Thursday, April 24<sup>th</sup>, 2025, at 12:00 hours (noon) CET. 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 (Tuesday April 22<sup>nd</sup>, 2025) are entitled to exercise their voting right by proxy to the EGM in Rotterdam on Monday April 28<sup>th</sup>, 2025.

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

**Shareholder's complete name:** \_\_\_\_\_

**Shareholder's address:** \_\_\_\_\_

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)

☐ Other person (name) \_\_\_\_\_

to attend and vote for my/our shares in Pryme N.V.'s EGM on Monday April 28<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 the 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 2	<b>Increase of share capital by way of a Private Placement and exclusion of pre-emptive rights</b> <i>(voting item)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	<b>Delegation to the supervisory board of the power to issue shares in fulfilment of a Subsequent Offering</b> <i>(voting item)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	<b>Amendment (partial) of the Company's articles of association and authorization to execute the deed of amendment</b> <i>(voting item)</i>	<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 EGM 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 EGM, 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 and or shareholding must be attached in order 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 and or shareholding has not been received.*