

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

Rotterdam, May 31<sup>th</sup>, 2023

**NOTICE AND AGENDA OF THE ANNUAL GENERAL MEETING June 27<sup>th</sup>, 2023**

The shareholders are hereby notified that the Annual General Meeting of Pryme N.V. (the “**Company**”) will be held on

**June 27<sup>th</sup>, 2023 at 10:00 CEST**

**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 Annual General Meeting.**  
The Annual General Meeting will be opened by Henning E. Jensen, Chair of the Supervisory Board of Pryme N.V. and the chair of the Annual General Meeting.
- 2. Approval of the annual accounts and annual report for 2022 for the parent company and the group, including the statement on corporate governance and allocation of the result of the year.**
- 3. Proposal to discharge the members of the Management Board and Supervisory Board.**
- 4. Proposal to re-appoint Mazars N.V. as the Company’s auditor for 2023.**  
It is proposed to re-appoint Mazars N.V. as the Company’s auditors for 2023.
- 5. Approval of the 2023 Long-Term Incentive Plan.**
- 6. Appointment of Mr. Ferdinand Lupescu as director to the Management Board and the granting of the title of CFO.**
- 7. Authorization to the Supervisory Board to increase the share capital.**
- 8. Any other Business.**
- 9. Closing.**

**Agenda items 2-7 are voting items.**

**For the explanatory notes on proposals 2, 3, 5, 6 and 7, please refer to Appendix 1: “The proposals for resolutions to be passed by the Annual General Meeting under items 2, 3, 5, 6 and 7”.**

## **Registration procedures and general information**

Shareholders who wish to attend the Annual General Meeting (herein also referred to as the “**AGM**”) in person or with a representative are required to show proof of shareholding upon entering the venue of the AGM. Only shareholders registered in the VPS share register as of June 19<sup>th</sup>, 2023 (the “**Record Date**”) are entitled to exercise their right to attend and/or vote at the AGM in Rotterdam on June 27<sup>th</sup>, 2023.

The shareholders have the right to speak at the AGM, the right to be accompanied by an advisor, to give such advisor the right to speak, and the right to present alternatives to the board’s proposals in respect of matters on the agenda at the AGM.

It will not be possible to attend the meeting electronically. Shareholders are encouraged to vote in advance or by proxy. Prior to the AGM, 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 AGM will take place at the venue of the AGM on June 27th, 2023 between 8:00 and 09:30 CEST before the start of the meeting. Registration will not be possible after this time.

## **Voting**

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

Shareholders not attending the AGM 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.

The company has issued 48,330,866 shares each carrying one vote. All shares have equal rights. At the date of this notification, the company owned zero treasury shares for which voting rights may not be exercised.

## **Shareholder engagement**

The AGM also serves as a forum for shareholders to engage with the Company’s Management Board and Supervisory Board. The shareholders attending the AGM have the right to raise questions and to speak at the meeting, 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 AGM agenda.

## **EGM documentation**

The EGM documentation consists of the following:

- Appendix 1: The proposals for resolutions to be passed by the General Meeting under items 2, 3, 5, 6 and 7.
- Appendix 2: Proxy form with and without voting instruction

Rotterdam, May 31<sup>th</sup>, 2023

The Supervisory Board of Pryme N.V.

Henning E. Jensen (Chair of the Supervisory Board)

Michiel Kool (Vice-chair of the Supervisory Board)

Jan Willem Muller (Member of the Supervisory Board)

Boudewijn van Vliet (Member of the Supervisory Board)

## Appendix 1

### **The proposals for resolutions to be passed by the Annual General Meeting under items 2, 3, 5, 6 and 7.**

The Company's Supervisory Board is herein referred to as the "**Supervisory Board**".

The Company's Managing Board of Directors is herein referred to as the "**Management Board**".

#### **Agenda item 2: Approval of the annual accounts and annual report for 2022 for the parent company and the group, including the statement on corporate governance and allocation of the result of the year.**

Reference is made to the Company's 2022 annual report (the "**2022 Annual Report**") available at the Company's website: <https://pryme-cleantech.com/investors-relations>.

It should be noted that although not titled "Remuneration Report", the 2022 Annual Report contains all the information of a remuneration report and thus, the Supervisory Board and the Management Board consider the Dutch corporate governance code to be satisfied regarding the requirement for a remuneration report.

It is proposed that the Annual General Meeting adopts the following resolution:

- i. *"The Annual General Meeting approved the consolidated and parent company financial statements as published in the Pryme 2022 Annual Report dated 28 April 2023.*
- ii. *The 2022 Annual Report was approved.*
- iii. *The Governance Report was approved*
- iv. *The Annual General Meeting decided that no dividend should be paid for 2022.*
- v. *The Annual General Meeting allocated Pryme N.V.'s annual result as follows: Transferred to general reserves (equity) earnings EUR -4.491.611"*

#### **Agenda item 3. Proposal to discharge the members of the Management Board and Supervisory Board**

It is proposed to discharge the former and current members of the Management Board and the Supervisory Board, in accordance with Dutch law, from liability in respect of the performance of their respective duties in the financial year 2022. The proposed discharge will take place on the basis of information provided to the Annual General Meeting and other information publicly available when the resolution to discharge is adopted.

It is proposed that the Annual General Meeting adopts the following resolution:

*"The Annual General Meeting discharged the former and current members of the Management Board and the Supervisory Board, in accordance with Dutch law, from liability in respect of the performance of their respective duties in the financial year 2022. 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."*

### **Agenda item 5. Approval of the 2023 Long-Term Incentive Plan**

The Company seeks approval from the Annual General Meeting to establish the long-term incentive (“LTI”) plan for calendar year 2023 as detailed below for eligible executives, managers and staff.

The objective of the equity-based variable long-term incentive plan is to encourage the long-term commitment and retention of the CEO and other critical management and staff, and to drive and reward sound business decisions for the long-term health and value of the company. Eligible participants are members of management and staff as nominated and recommended by the Management Board, recommended by the Compensation Committee and approved by the Supervisory Board.

Compensation under the LTI plan shall be in the form of Pryme equity, using one or a combination of time vested Share Options (“SO”) and Restricted Share Units (“RSU”).

As stated in the Pryme remuneration guidelines as approved by the Company’s 2022 AGM, the Company believes that a meaningful level of compulsory share ownership is the most effective incentive and alignment tool for senior management.

Eligible executives, managers and staff that wish to participate in the LTI plan must therefore satisfy certain minimum shareholding requirements. The number of shares to be held in ownership is defined as in relation to base pay, where the CEO is expected to have a shareholding worth at least 100% of annual base pay, other Management Board members at least 75% and senior managers 50% of annual base pay. Junior LTI plan participants that participate in the LTI plan are exempted from the minimum shareholding requirements. Vested SO’s that may be held by LTI participants do not count towards the minimum share ownership levels.

As it is unreasonable for the Company to expect LTI participants to immediately build up a shareholding that satisfies the shareholding requirements, the Supervisory Board has defined an appropriate phasing-in implementation plan for the shareholding requirements as defined above.

The size and value of the annual LTI plan awards will reflect individual performance as well as perceived longer-term value to the Company and be in the form of SO’s and/or RSUs as determined by the Supervisory Board of the Company while observing the target composition of the total pay package as defined in the remuneration guidelines. The value of the LTI component ranges between a maximum of 60% of base pay for the CEO and 12.5% for eligible staff.

To reinforce a focus on long-term value creation SO’s and RSU’s awarded will have a 3-year vesting schedule, with a third of the awarded SO’s and RSUs vesting on each of the first, second and third anniversary of the SO and RSU awards.

Overall, the Company requests approval for LTI awards not exceeding 1.0 million underlying shares, whether in the form of SO’s or RSUs. The strike price of the SO’s will be calculated as the volume weighted average price for the 30 days as per the date of the Annual General Meeting.

The 2023 LTI plan period is defined as July 1, 2023 – June 30, 2024.

On this background, it is proposed that the Annual General Meeting resolves as follows:

*“The Annual General Meeting approved the Long-Term Incentive plan for 2023 as proposed.”*

### **Agenda item 6 – Appointment of Mr. Ferdinand Lupescu as director to the Management Board and the granting of the title of CFO**

The Supervisory Board nominates Mr. Ferdinand Lupescu for appointment as director (in Dutch: *statutair bestuurder*) and member of the Management Board of the Company and proposes that the Annual General Meeting appoints Mr. Lupescu as director for a period until the end of the annual general meeting to be held in 2027 and grants him the title of CFO.

Mr. Lupescu was born in 1967 and is a citizen of the Netherlands. He served in various managerial and executive finance functions including divisional CFO for Vopak from 1999 until 2018. Since then he was a divisional CFO for Mammoet, a company belonging to the SHV Group. He started his career as audit manager with KPMG followed by a corporate financial role for Louwman, one of the largest automotive dealership- and import-organizations in Europe. Ferdinand is a chartered accountant

Appendix 1: The proposals for resolutions to be passed by the Annual General Meeting under items 2, 3, 5, 6 and 7.

and holds university degrees in accounting and controlling from the Free University of Amsterdam and Nyenrode University in the Netherlands. Mr. Lupescu does not own any shares in Pryme N.V.

The main terms of Mr. Lupescu's appointment as CFO for the Pryme group of companies are as follows: annual base salary EUR 170,000, notice period of 3 months for Mr. Lupescu and 6 months for the Company with the higher notice period for the Company being as per Dutch labor law and variable compensation and benefits as per Pryme remuneration guidelines.

Upon approval of this agenda item, the Management Board will consist of Christopher Hervé (chair, general manager) and Ferdinand ("Ferry") Lupescu (CFO).

For the Management Board, the proposal under this agenda item leads to a set up with a management board consisting of the CEO (chair) and the CFO.

#### **Agenda item 7. Authorization to the Supervisory Board to increase the share capital**

It is proposed that the Annual General Meeting gives approval pursuant to article 5 paragraph 1 of the Company's articles of association to the Supervisory Board to issue shares or grant the right to subscribe to shares (stock options) to be adopted up to the ordinary annual general meeting of 2026 or up to and including June 30th, 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 Annual General Meeting held on June 27<sup>th</sup>, 2023.

Such authorization shall also cover the needs of the 2023 LTI plan as defined under agenda item 5.

It is proposed that the Annual General Meeting adopts the following resolution:

- i. *"The Annual General Meeting authorizes the Supervisory Board to increase the Company's share capital by up to EUR 241,654.30. 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 were issued at the time of this Annual General Meeting on June 27, 2023 or 4,833,086 shares, whichever is smaller.*
- ii. *The shareholders' pre-emptive rights to subscribe for new shares may be waived 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 or acquisition of other enterprises,*
  - b. *using the Company's shares as remuneration in connection with acquisitions and mergers with no restriction on minimum price,*
  - c. *issuance of shares in connection with the Company's long-term incentive programs for eligible long-term incentive plan participants, and*
  - d. *issuance of shares in conjunction with the granting of shares or share options to new personnel in conjunction with sign-on benefits.*

*For iii a., c., and d., the minimum price per share cannot be smaller than the par value.*
- iv. *The total combined number of shares that can be issued under items iii. c. and d. above is limited to 1 million underlying shares.*
- v. *The authorization includes the right to carry out share capital increases both with cash contributions and consideration other than cash. The authorization may also be used in connection with mergers.*
- vi. *The authorization shall apply up until the ordinary annual general meeting of 2026, until June 30th, 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 2022 annual general meeting on June 22nd, 2022 except for shares awarded under the 2022 LTI program that have not been vested and share options granted under the 2022 LTI program that have not been exercised."*

**Appendix 2****PROXY – Pryme N.V. – 2023 Annual General Meeting**

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 June 21<sup>st</sup>, 2023, at 12:00 hours (noon) CEST. 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 (June 19<sup>th</sup>, 2023) are entitled to exercise their voting right by proxy to the Annual General Meeting in Rotterdam on June 27<sup>th</sup>, 2023.

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

**Shareholders complete name:**

**and address:**

Who declares to be the owner of:

<b>Number of VPS shares:</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 Annual General Meeting on June 27th, 2023.

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 that 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	Approval of the annual accounts and annual report for 2022 for the parent company and the group, including the statement on corporate governance and allocation of the result of the year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Proposal to discharge the members of the Management Board and Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Proposal to re-appoint Mazars N.V. as the Company's auditor for 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval of the 2023 Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Appointment of Mr. Ferdinand Lupescu as director to the Management Board and the granting of the title of CFO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Authorization to the Supervisory Board to increase the share capital	<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 meeting 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 election of the chairperson of the meeting, 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 must be attached so as 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 has not been received.