



PROTOCOL of the Annual General Meeting of shareholders (the “**General Meeting**”) 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 Fascinatio Boulevard 220, 3065 WB Rotterdam, the Netherlands on **June 27th, 2022 at 10:00 CEST** (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 CEST on June 27th, 2023.

The chairman welcomed the other attendees at the Meeting 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 Company holds no shares in its own capital and that the entire issued capital represents 48,330,866 shares, each carrying one vote.

Referring to the notice and agenda for the Meeting and notably its Appendix 2 (proxy form), the chairman registered the attending shareholders, either attending by advance vote or represented by proxy. No shareholder votes were physically represented in the AGM in addition to the advance and proxy votes. 37,875,041 share votes were represented at the annual general meeting, equal to 78.37% of the total number of shares with voting rights in the Company. A record of represented shareholders 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. Michiel Kool, vice-chair of the Supervisory Board, Mr. Jan Willem Muller, Supervisory Board member, Mr. Christopher Hervé, CEO and Managing Director, and Mr. Ferdinand Lupescu, CFO attended the AGM.

The chairman then moved to the agenda as follows:

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

The chairman addressed the Company’s 2022 annual report (the “2022 Annual Report”) signed by the Company’s Managing Directors and Supervisory Board members on 28 April 2023, accessible via the Company’s website and available at the Company’s offices. The 2022 Annual Report includes the Financial Statements 2022 (both the consolidated financial statements for 2022 and the parent

company financial statements for 2022) and the Governance Report, which were all submitted for approval by the General Meeting. The chairman noted that although not titled “Remuneration Report”, the 2022 Annual Report contains all the information of a remuneration report and thus, that the Supervisory Board and the Management Board consider the Dutch corporate governance code to be satisfied regarding the requirement for a remuneration report.

The Company's financial result for the year 2022 was a loss of Euro 4,491,611. It is proposed that the annual result be allocated to the Company's general reserves. It is furthermore proposed that the Company shall declare no dividend.

The chairman put the proposals under agenda item 2 to the vote as follows:

- 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.”*

The General Meeting adopted the proposals as follows:

Overview votes		
In favor, and as a percentage of total votes cast	37,875,041	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast, and as a percentage of all shares	37,875,041	78.37%

3. Proposal to discharge the members of the Management Board and Supervisory Board

The chairman addressed the proposal to discharge the members of the Management Board and the Supervisory Board and put it to the vote as follows:

“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 is made on the basis of information provided to the Annual General Meeting and other information publicly available when the resolution to discharge was adopted.”

The General Meeting adopted the proposal as follows:

Overview votes		
In favor, and as a percentage of total votes cast	37,875,041	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast, and as a percentage of all shares	37,875,041	78.37%

4. Proposal to re-appoint Mazars N.V. as the Company's auditor for 2023

The chairman addressed the proposal to re-appoint the Company's auditor and put it to the vote as follows:

"The Annual General Meeting approved to re-appoint Mazars N.V. as the Company's auditor for the financial year 2023."

The General Meeting adopted the proposal as follows:

Overview votes		
In favor, and as a percentage of total votes cast	37,875,041	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast, and as a percentage of all shares	37,875,041	78.37%

5. Approval of the 2023 Long-Term Incentive Plan

The chairman addressed and proposed that the General Meeting approve the 2023 Long-Term Incentive Plan (LTI) for the period July 1, 2023 through June 30, 2024 as set forth in Appendix 1 of the notice and agenda for the Meeting. The chairman then put the proposal to the vote as follows:

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

The General Meeting adopted the proposal as follows:

Overview votes		
In favor, and as a percentage of total votes cast	37,655,846	99.42%
Against	219,195	0.58%
Abstain	0	0
Blank	0	0
Total votes cast, and as a percentage of all shares	37,875,041	78.37%

6. Appointment of Mr. Ferdinand Lupescu as director of the Management Board and the granting of the title of CFO

The chairman recorded that the Supervisory Board has nominated Mr. Ferdinand Lupescu for appointment by the General Meeting as a managing director (in Dutch: "statutair bestuurder") of the Company and as the CFO of the Company's Management Board for the period until the end of the annual general meeting to be held in 2027. The chairman then put the proposal to appoint Mr. Lupescu as a managing director of Pryme N.V. and as the Company's CFO to the vote. The General Meeting adopted the proposal as follows:

Overview votes		
In favor, and as a percentage of total votes cast	37,875,041	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast, and as a percentage of all shares	37,875,041	78.37%

7. Authorization to the Supervisory Board to increase the share capital

The chairman addressed and proposed that the General Meeting gives approval, pursuant to article 5 paragraph 1 of the Company's Articles of Association, to the Supervisory Board to adopt resolutions to issue shares or grant the right to subscribe to shares (share options) 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 General Meeting held on June 27th, 2023. Such authorization shall also cover the needs of the 2023 LTI plan as referred to in agenda item 5.

The chairman then put the proposals under this agenda item to the vote as follows:

- 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."*

The General Meeting adopted the proposals as follows:

Overview votes		
In favor, and as a percentage of total votes cast	37,875,041	100%
Against	0	0
Abstain	0	0
Blank	0	0
Total votes cast, and as a percentage of all shares	37,875,041	78.37%

8. Any other business

There were no topics under this agenda item.

9. Closing

There being no further matters to discuss, the chairman closed the Meeting at 10:30 on June 27th, 2023.

TO CERTIFY THAT THESE ARE THE TRUE MINUTES AND RESOLUTIONS:

Name: Henning E. Jensen
Title: chairman of the Meeting
Date: June 27th, 2023

Name: René de Graaf
Title: secretary of the Meeting
Date: June 27th, 2023

Attachment 1

Number of shares with voting rights attending the Pryme AGM on June 27, 2023:

ISIN: NL00150005Z1, Pryme N.V.

AGM Date: June 27th, 2023

Number of shares registered in Euronext Securities Oslo on record date June 19, 2023	48,330,866	
Number of shares voted for by beneficial shareholders	37,875,041	78.37%
Number of shares for which voting in person at the meeting	0	0
Broker non-votes*	10,455,825	21.63%xx
Treasury shares	0	0
Total number of shares registered in Euronext Securities Oslo represented by proxy votes and/or present at the meeting**	37,875,041	78.37% ***

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

** excl. treasury shares

*** % of shares present and/or represented at the meeting)

Registrar for the company:

DNB Bank ASA

Company:

Pryme N.V.