

To the shareholders in
Pryme N.V.

Rotterdam, August 11th, 2025

NOTICE AND AGENDA OF THE EXTRAORDINARY GENERAL MEETING on September 2nd, 2025

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

Tuesday September 2nd, 2025 at 15:00 CEST

at the Company’s group company offices in
Theemsweg 5 – 3rd floor, 3197 KM Rotterdam-Botlek, The Netherlands

The following items are on the agenda:

- 1. Opening of the extraordinary general meeting.**
The extraordinary general meeting will be opened by Henning E. Jensen, chair of the supervisory board of Pryme N.V. and the chair of the meeting.
- 2. Proposal to appoint Mr. Gerardus Lemmers as managing director***
- 3. Any other Business.**
- 4. Closing.**

*** Agenda item 2 is a voting item.**

**For the explanatory notes on the proposal under 2, please refer to Appendix 1:
“The proposal for the resolution to be passed by the EGM under item 2”.**

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 Wednesday August 27th, 2025 (the “**Record Date**”) are entitled to exercise their right to attend and/or vote at the EGM in Rotterdam-Botlek on September 2nd, 2025.

The shareholders have the right 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 agenda at the EGM.

It will not be possible to attend the meeting 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.

Registration for admission to the EGM will take place at the venue of the EGM on September 2nd, 2025 between 14:30 and 14:50 CEST 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 that 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 14,883,495 shares each carrying one vote. All shares have equal rights. At 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 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 EGM agenda.

EGM documentation

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

- Appendix 1: The proposal for the resolution to be passed by the EGM under item 2
- Appendix 2: Proxy form with and without voting instruction

Rotterdam, August 11th, 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 resolution to be passed by the EGM under agenda item 2

Agenda item 2 – Proposal to appoint Mr. Gerardus Lemmers as managing director

The supervisory board submits its binding nomination for appointment by the EGM of Mr. Gerardus Lemmers as a member of the management board of the Company with the capacity of general manager (in Dutch: “*algemeen directeur*”) for the period starting on Wednesday September 3rd, 2025 and expiring at the end of the annual general meeting of shareholders to be held in 2029.

The nomination and proposal for the appointment of Mr. Lemmers follows on to the announcement made on www.newsweb.no on August 4th, 2025 at 08:01 CEST, and to which reference is made herein, of the appointment of Mr. Lemmers as the Company's new Chief Executive Officer as then communicated with the announced effective date of September 5th, 2025, and which is now proposed accelerated to the effective date of September 3rd, 2025.

The appointment by the EGM will grant Mr. Lemmers the authorities applicable to his function of managing director and general manager (in Dutch: “*algemeen directeur*”) under Dutch law and the Company's articles of association during his tenure on the management board. The term of the proposed appointment, not extending beyond four (4) years, is in line with the Company's articles of association and the Dutch Corporate Governance Code. The proposed appointment would constitute the Company's management board of currently one person, Mr. Lemmers. The supervisory board aims to nominate future management board members for appointment by the shareholders that will contribute towards meeting gender diversity expectations.

Mr. Lemmers' remuneration package is in line with the Company's remuneration guidelines applicable until the annual general meeting of shareholders to be held in 2026, as these were most recently approved by the shareholders in the annual general meeting of shareholders on June 4th, 2024. Details of Mr. Lemmers' remuneration will be disclosed in the 2025 annual report.

It is proposed that the EGM resolves as follows:

“The EGM appoints Mr. Gerardus Lemmers a member of the management board of the Company with the capacity of managing director and general manager (in Dutch: “algemeen directeur”) for the period starting on September 3rd, 2025 and expiring at the end of the annual general meeting of shareholders to be held in 2029.”

Appendix 2

PROXY – Pryme N.V. – extraordinary general meeting September 2nd, 2025

You are encouraged to specify your vote by marking the appropriate box 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 Friday August 29th, 2025, 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 within the aforementioned date and time.

Only shareholders registered in the VPS share register on the Record Date (Wednesday August 27th, 2025) are entitled to exercise their voting right by proxy to the Extraordinary General Meeting in Rotterdam on September 2nd, 2025.

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

Shareholder's complete name:

Shareholder's address:

Who declares to be the owner of:

Number of shares held:	
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Chairman Mr. Henning Jensen (or a person authorized by him)

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Other person (name)

to attend and vote for my/our shares in Pryme N.V.'s Extraordinary General Meeting on September 2nd, 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 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	Proposal to appoint Mr. Gerardus Lemmers as managing director	<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 the 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.*