

To the shareholders in
Pryme N.V.

Rotterdam, October 20th, 2025

NOTICE AND AGENDA OF THE EXTRAORDINARY GENERAL MEETING on November 5th, 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

Wednesday November 5th, 2025 at 16:30 CET

at the Company’s group company offices in
Theemsweg 5, third 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. Authorization to the supervisory board to issue shares and to exclude pre-emptive rights.***
- 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 Thursday October 30th, 2025 (the “**Record Date**”) are entitled to exercise their right to attend and/or vote at the EGM in Rotterdam-Botlek on Wednesday November 5th, 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 November 5th, 2025 between 16:00 and 16:20 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 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, October 20th, 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 – Authorization to the supervisory board to issue shares and to exclude pre-emptive rights

It is proposed to amend and increase the authorization and authorization levels to the supervisory board to issue shares in the Company's capital for the following reasons.

A. Background

The annual general meeting of shareholders of June 10th, 2025 (the “**2025 AGM**”) authorized the supervisory board to issue shares in the Company's capital as follows (the “**2025 AGM Authorization**”):

- i. *“The AGM authorizes the supervisory board to issue shares and to grant rights to subscribe for shares upwards limited to an increase of the Company's share capital by up to EUR 723,304.50. 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 have been issued at the time of this AGM on June 10th, 2025, equaling a maximum issuance of 1,446,609 shares.*
- ii. *The AGM authorizes the supervisory board to limit or exclude the shareholders' pre-emptive rights with respect to the resolution under (i) above 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, in connection with commercial contracts or for acquisition of other enterprises,*
 - b. *using the Company's shares as remuneration in connection with acquisitions and mergers,*
 - c. *issuance of shares or option rights to subscribe for shares in connection with the Company's long-term incentive programs for eligible long-term incentive plan participants for no consideration, and*
 - d. *issuance of shares or option rights to subscribe for shares in conjunction with the granting of shares or share options to new personnel in conjunction with sign-on benefits for no consideration.*
- iv. *The total combined number of shares that can be issued and rights to subscribe for shares under items iii. c. and d. above is limited to 250,000 underlying shares.*
- v. *The authorization includes the right to issue shares against payment in cash contributions or a consideration other than cash. The authorization may also be used in connection with mergers and acquisitions.*
- vi. *This authorization shall apply up until the 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 extraordinary general meeting on April 9th, 2024, except for (a) shares to be issued for no cash consideration as a remuneration to a lender in connection with the Company's procurement of a EUR 5.0 million loan that have not yet vested, and (b) shares awarded under the 2023 and 2024 long-term incentive plans that have not yet vested and share options granted under the 2022, 2023 and 2024 long-term incentive plans that have not yet been exercised.”*

B. Use of the 2025 AGM authorization by the supervisory board in Q3, 2025

The Company granted the following number of awards for equity instruments in Q3, 2025:

- i. In July 2025, with approval of the supervisory board, the Company awarded 186,300 restricted stock units to eligible participants in the Company's long-term incentive plan for 2025 (the “**2025 LTIP**”) with vesting rights and vesting dates for the issuance of shares subject to the terms and conditions of the 2025 LTIP. These awards were issued on the basis of the 2025 AGM Authorization under resolution reference 5. iii. c. (the “**2025 LTIP Q3 Awards**”).
- ii. In connection with the appointment of the Company's CEO and managing director on September 3rd, 2025, the supervisory board has granted the following sign-on benefits:
 - a. The Company awarded 125,938 restricted stock units to the CEO with a single vesting date of September 3rd, 2027 and otherwise subject to the terms and conditions of the 2025 LTIP (the “**2025 LTIP CEO Award**”); and
 - b. The Company shall award 62,969 restricted stock units to the CEO on September 3rd, 2026 with a single vesting date of September 3rd, 2027 and otherwise subject to the terms and conditions of the 2025 LTIP (the “**2026 CEO Award**”).

The execution of the 2025 LTIP CEO Award and the 2026 CEO Award in the form of the issuance of new shares upon vesting on September 3rd, 2027, is subject to shareholder approval. If shareholder approval is not granted, the awards will instead be satisfied through a cash payment on the vesting date in application of the terms and conditions of the 2025 LTIP that allow for such alternative execution.

- iii. In September 2025, pursuant to the approval of the supervisory board of the amendment agreement of the Company's main sales contract, the Company granted 78,150 stock options to its main customer affording such customer the right to acquire one share in the Company's share capital for each stock option at an agreed price per share of EUR 2.599 during an agreed exercise period from March 31st, 2027 through December 15th, 2027. The award was granted on the basis of the 2025 AGM Authorization under resolution reference 5. iii. a.

C. Reasons for the proposed amendment and increase of the authorization and authorization levels to the supervisory board

The 2025 AGM Authorization sets the following limits in terms of the number of shares or underlying shares to be issued.

Limit for 2025 LTIP related awards

Pursuant to the 2025 AGM Authorization under resolution reference 5. iv., the maximum number of 250,000 shares or option rights to subscribe for shares applies in respect of awards in connection with the Company's long-term incentive programs for eligible long-term incentive plan participants and or in conjunction with sign-on benefits to new personnel.

The 2025 LTIP Q3 Awards, representing 186,300 underlying shares, have reduced the 2025 AGM Authorization in respect of LTIP related awards to the remaining number of 63,700 shares. The supervisory board wishes to point to the following observations in this respect:

- i. The 2025 AGM Authorization for maximum 250,000 shares in respect of LTIP related awards does not leave enough room for the 2025 LTIP CEO Award (falling short of 62,238 shares) and the 2026 CEO Award to be satisfied by way of delivery of shares upon vesting, and
- ii. 63,700 shares in respect of LTIP related awards for the remaining term of the 2025 AGM Authorization may not satisfy the need to grant awards for shares or for option rights for shares to new management board members, senior managers or staff in conjunction with sign-on benefits.

It is proposed that the EGM approves that:

- i. the 2025 LTIP CEO Award and the 2026 CEO Award be satisfied by way of delivery of shares upon vesting of these awards and that the related number of underlying shares will be taken into account as shares in application of the authorization under reference 5. iii. c of the amended 2025 AGM Authorization, and
- ii. the maximum number of shares or option rights for shares in respect of the authorization for LTIP related awards under resolution reference 5. iv. of the 2025 AGM Authorization be increased from 250,000 to 600,000 for the remainder of the term of the amended 2025 AGM Authorization.

Overall limit for issuance of shares

Pursuant to the 2025 AGM Authorization under resolution reference 5. i., the maximum number of 1,446,609 shares applies for the term of the authorization.

As mentioned in the Company's earlier reports and updates, and latest in its trading update of October 20th, 2025, the Company has entered into an amendment agreement of its main sales contract. As part of the renegotiated key elements on oil pricing and quality, the Company has agreed to grant the customer an agreed number of stock options per each ton of product purchased, accepted and paid, giving the customer the right to acquire one share in the Company's share capital for each stock option at an agreed price per share during the agreed exercise period in 2027, as elaborated under B.iii above. The maximum number of stock options possibly to be granted under the amended sales contract is 1,500,000 during the period through Q1, 2027.

As noted above, as of the date of this notice 78,150 stock options have been granted under the amended sales contract. This number keeps within the maximum 2025 AGM Authorization limit of 1,406,669 underlying shares for the period of the 2025 AGM Authorization up until latest June 30th, 2026.

The currently expected production levels for Q4, 2025 and Q1, 2026, are estimated to be 600-1,000 tons of pyrolysis oil for each of those quarters, as communicated in the Company's latest trading update of October 20th, 2025. This expected production forecast does not lead the Company to expect that the maximum number of 1,500,000 stock options possibly to be awarded under the amended sales contract for the period through Q1, 2027 will be reached, and the maximum authorization given by the 2025 AGM of 1,406,669 underlying shares will be surpassed, during the remaining term of the 2025 AGM Authorization.

However, in order for the Company to conform to its maximum possible contractual obligations under the amended sales contract with its main customer for the contractual term exceeding the term of the 2025 AGM Authorization, it is proposed that the EGM separately authorizes the supervisory board to issue up to the maximum remaining number of 1,421,850 shares in the Company's capital for the purpose of raising equity in connection with the amended sales contract.

D. Proposed resolutions

It is proposed that the EGM authorizes, pursuant to article 5 paragraph 1 of the Company's articles of association, the supervisory board to issue shares and to grant the right to subscribe for shares as follows:

1.

- i. *"The EGM authorizes the supervisory board to issue shares and to grant rights to subscribe for shares upwards limited to an increase of the Company's share capital by up to EUR 744,174.50. 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 have been issued at the time of this EGM on November 5th, 2025, equaling a maximum issuance of 1,488,349 shares.*
- ii. *The EGM authorizes the supervisory board to limit or exclude the shareholders' pre-emptive rights with respect to the resolution under (i) above 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, in connection with commercial contracts or for acquisition of other enterprises,*
 - b. *using the Company's shares as remuneration in connection with acquisitions and mergers,*
 - c. *issuance of shares or option rights to subscribe for shares in connection with the Company's long-term incentive programs for eligible long-term incentive plan participants for no consideration, and*
 - d. *issuance of shares or option rights to subscribe for shares in connection with the granting of shares or share options to new management board members, contractors or personnel in conjunction with sign-on benefits for no consideration.*
- iv. *The total combined number of shares that can be issued and rights to subscribe for shares that can be awarded under items iii. c. and d. above is limited to 600,000 underlying shares.*
- v. *The authorization includes the right to issue shares against payment in cash contributions or a consideration other than cash. The authorization may also be used in connection with mergers and acquisitions.*
- vi. *This authorization shall apply up until the 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 the authorization to issue shares and to grant rights to subscribe for shares given by the general meeting of shareholders on June 10th, 2025, except (a) for shares underlying 78,150 share options granted under the Company's main commercial sales contract, (b) for shares underlying 186,300 restricted stock units awarded under the Company's 2025 long-term incentive plan to eligible long-term incentive plan participants other than the Company's CEO, and (c) for shares underlying 125,938 restricted stock units awarded and 62,969 restricted stock units to be awarded under the Company's 2025 long-term incentive plan to the Company's CEO pursuant to agreed sign-on benefits effective upon his appointment as CEO per September 3rd, 2025, and the EGM confirms and ratifies the authorization of the supervisory board to issue the shares underlying these restricted stock units awarded and to be awarded to the Company's CEO.*

- viii. *The total number of shares underlying restricted stock units as described in vii.(b) and (c) above will be taken into account for the calculation of the total combined number of shares that can be issued and rights to subscribe for shares that can be awarded under items iii. c. and d., such as limited in item iv. above.”,*

and

2.

- i. *“The EGM authorizes the supervisory board to issue shares and to grant rights to subscribe for shares upwards limited to an increase of the Company's share capital by up to EUR 710,925. The authorization may be used separately or in combination with other authorizations. This authorization is limited to the issuance of maximum 1,421,850 shares.*
- ii. *The EGM authorizes the supervisory board to limit or exclude the shareholders' pre-emptive rights with respect to the resolution under (i) above 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 raising equity for the Company's operations in connection with its main commercial sales contract.*
- iv. *The authorization includes the right to issue shares against payment in cash contributions.*
- v. *This authorization shall apply up to and including December 31st, 2027.”.*

Appendix 2**PROXY – Pryme N.V. – extraordinary general meeting November 5th, 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 Monday November 3rd, 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 within the aforementioned date and time.

Only shareholders registered in the VPS share register on the Record Date (Thursday October 30th, 2025) are entitled to exercise their voting right by proxy to the extraordinary general meeting in Rotterdam on November 5th, 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)

☐

Other person (name)

to attend and vote for my/our shares in Pryme N.V.'s extraordinary general meeting on November 5th, 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	Authorization to the supervisory board to issue shares and to exclude pre-emptive rights.	☐	☐	☐

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.*