

To the shareholders in

Pryme N.V.

Rotterdam, December 2nd, 2025

NOTICE AND AGENDA OF THE EXTRAORDINARY GENERAL MEETING on December 17th, 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:

Wednesday December 17th, 2025, at 10:00 CET

at the Company’s offices in

Theemsweg 5, third floor, 3197 KM Botlek-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 proposals made under agenda items 2-4, please refer to Appendix 1: “The proposal for the resolutions to be passed by the EGM 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 Friday December 12th, 2025 (the “**Record Date**”) are entitled to exercise their right to attend and/or vote at the EGM in Rotterdam on Wednesday December 17th, 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.

Registration for admission to the EGM will take place at the venue of the EGM on Wednesday December 17th, 2025, between 9:30 and 9:50 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 14,883,495 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 passed by the EGM under agenda items 2–4.
- Appendix 2: Proxy form with and without voting instruction.

Rotterdam, December 2nd, 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 passed by the EGM 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)

The Company first communicated that it would need additional funding in the second half of 2025 in its 2025 half year report, published on August 4th, 2025. Following that, the Company started the process of seeking additional funding of around € 5-6 million for the period until the end of Q1 2026 as was communicated in the Company's trading update of October 20th, 2025, and in its Q3 2025 report, published on November 5th, 2025.

The Company updated the shareholders in its trading update of November 12th, 2025, on the Company's conversations taking place with Pryme's largest institutional shareholders and some other potential institutional sector investors in order to sense such investors' interests in participating in Pryme's so called "bridge funding" of at least € 5 million in the near term, ideally before the end of 2025.

The Company has explored the interest from sector investors and the major existing shareholders, and such conversations indicated that up to EUR 5.0 million of equity 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 5.0 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 5%¹ 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 existing shareholders; Taranis Operations 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 on December 2nd, 2025.

The private placement process resulted in the announcement of the completion of the Private Placement on December 2nd, 2025, for total gross proceeds of EUR 5,000,000. The subscription share price per new share in the Private Placement is EUR € 0.3398, being the equivalent of NOK 4.00. 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 11.7710/EUR). The total number of shares proposed allocated to the investors in the Private Placement by the Company is 14,714,538 shares. The date for payment of the Private Placement is expected to be on or about Thursday December 18th, 2025 and the shares are expected to be delivered to the investors' VPS accounts on or about Tuesday, December 23rd, 2025. The Private Placement subscriptions are subject to the EGM 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 EGM passes the following resolution:

- (i) *The EGM authorizes the supervisory board to increase the Company's issued share capital by EUR 7,357,269 through the issuance of 14,714,538 new shares, each with a nominal value of EUR 0.50 at a subscription price of EUR 0.3398 per share; and*

¹ Only individual shareholders with individual VPS accounts holding more than 5% 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.

- (ii) *The EGM 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 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 5% 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 December 2nd, 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 2,450,822 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 2,450,822 new shares (the "**Subsequent Offering**") at the offer price of NOK 4.00 per share, being the equivalent to EUR € 0.3398 in accordance with the official exchange rate from the Norwegian Central Bank (Norges Bank) for the business day prior to the submission of the Private Placement subscriptions. The Subsequent Offering will be directed towards existing shareholders in the Company as of December 2nd, 2025 (as registered in the VPS register 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 2,450,822 shares at a subscription price of NOK 4.00 to shareholders as described above.

The Company's costs associated with the Subsequent Offering are estimated at 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 EGM passes the following resolution:

- (i) *The EGM authorizes the supervisory board to increase the Company's issued share capital by up to EUR 1,225,411 through the issuance of up to 2,450,822 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 4.00;*
- (iii) *The authorization is valid until 28 February 2026;*
- (iv) *The authorization may only be used in connection with the potential Subsequent Offering; and*
- (v) *The EGM 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)

It is proposed to increase the Company’s authorized share capital to inter alia enable the issuance of new shares in conjunction with the proposed private placement under agenda item 3 below and the subsequent offering under agenda item 4 and also to facilitate future share increases.

The Company’s authorized share capital at the date of this convocation amounts to EUR 15,000,000, divided into 30,000,000 shares, each having a nominal value of EUR 0.50. At the date of this convocation, the Company has issued 14,883,495 shares.

Dutch corporate law allows for an authorized capital of maximum five times the issued share capital at any time. It is proposed to partially amend and change the articles of association for an increase of the Company’s authorized share capital to 74,400,000 shares, each having an unchanged nominal value of EUR 0.50.

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 December 2nd, 2025 at the offices of the Company at Theemsweg 5, third floor, 3197 KM Botlek-Rotterdam, The Netherlands, and published on the Company’s website (www.pryme-cleantech.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 amendment and change to article 3.1 of the articles of association reads as follows:

Official Dutch version

Kapitaal en aandelen

- 3.1. Het maatschappelijk kapitaal van de vennootschap bedraagt ~~zevenendertig miljoen tweehonderd duizend euro (€37,200,000)~~~~vijftien miljoen euro (€15.000.000,00)~~, verdeeld in ~~vierenzeventig miljoen vierhonderd duizend (74,400,000)~~~~dertig miljoen (30.000.000)~~ aandelen, elk nominaal groot vijftig eurocent (€ 0,50).

Unofficial English translation

Article 3. Capital and shares

- 3.1. The authorized capital of the company amounts to ~~thirty seven million two hundred thousand euro (€37,200,000)~~~~fifteen million euro (€15,000,000.00)~~, divided into ~~seventy four million four hundred thousand (74,400,000)~~~~thirty million (30,000,000)~~ shares, each having a nominal value of fifty eurocent (€0.50).

The proposal to amend the articles of association has been approved by the supervisory board, pursuant to the current articles of association.

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 EGM, 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.

It is proposed that the EGM passes the following resolution:

- (i) *The EGM approves the proposed amendment of the articles of association; and*
- (ii) *The EGM 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 December 17th, 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 Friday December 12th, 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 (Friday December 12th, 2025) are entitled to exercise their voting right by proxy to the EGM in Rotterdam on Wednesday December 17th, 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 EGM on Wednesday December 17th, 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	Increase of share capital by way of a Private Placement and exclusion of pre-emptive rights <i>(voting item)</i>	☐	☐	☐
Item 3	Delegation to the supervisory board of the power to issue shares in fulfilment of a Subsequent Offering <i>(voting item)</i>	☐	☐	☐
Item 4	Amendment (partial) of the Company's articles of association and authorization to execute the deed of amendment <i>(voting item)</i>	☐	☐	☐

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.*