

To the shareholders in

**Pryme N.V.**

Rotterdam, April 15<sup>th</sup>, 2026

**NOTICE AND AGENDA OF THE EXTRAORDINARY GENERAL MEETING on Monday, May 4<sup>th</sup>, 2026**

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:

**Monday May 4<sup>th</sup>, 2026, at 11:00 CEST**

at the Company’s offices in

**Theemsweg 5, 3197 KM Botlek-Rotterdam, The Netherlands**

**The following items are on the agenda:**

1. **Appointment of the chair and secretary of the EGM** (*voting item*)
2. **Approval of the proposal to apply to Euronext Oslo Børs for Pryme N.V. to have its shares removed from trading on Euronext Growth Oslo** (*voting item*)
3. **Any other Business**
4. **Closing**

**Agenda items 1-2 are voting items.**

**For the explanatory notes on the proposals made under agenda items 1–2, please refer to Appendix 1: “The proposal for the resolutions to be passed by the EGM under agenda items 1 – 2.”**

## Registration procedures and general information

Shareholders who wish to attend the EGM in person or with a representative are required to show proof of shareholding that clearly reconciles with the VPS share register upon entering the venue of the EGM\*. Only shareholders registered in the VPS share register on Tuesday, April 28<sup>th</sup>, 2026 (the “**Record Date**”) are entitled to exercise their right to attend and/or vote at the EGM in Rotterdam on Monday May 4<sup>th</sup>, 2026 (the “**Qualified Shareholders**”).

The Qualified 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](mailto:ir@pryme-cleantech.com).

Registration for admission to the EGM will take place at the venue of the EGM on Monday May 4<sup>th</sup>, 2026, between 9:30 and 10:30 CEST before the start of the meeting. Registration will not be possible after this time.

## Voting

Qualified Shareholders registered in the VPS share register on the Record Date and attending the EGM after timely registration for admission to the EGM will have the opportunity to vote on voting items at the meeting.

Shareholders registered in the VPS share register on the Record Date who will not attend 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 31,098,741 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 1–2.
- Appendix 2: Proxy form with and without voting instruction.

Rotterdam, April 15<sup>th</sup>, 2026

The supervisory board of Pryme N.V.

Jan-Willem Muller

Emmanuel Colombel

\* *If the shareholder is a company or other legal entity or if the shareholder holds his/her/its shares in a nominee account, relevant evidence of authority and or shareholding must be provided in order to evidence that the person seeking access to the EGM is properly authorized. The chair of the EGM is free in his/her own discretion to accept or reject the person seeking access to the EGM in case relevant evidence of authority and or shareholding has not been provided.*

## Appendix 1

### The proposal for the resolutions to be passed by the EGM under agenda items 1 – 2.

#### Agenda item 1 – Appointment of the chair and secretary of the EGM (*voting item*)

Following the resignation of the Company's independent supervisory board's chair on February 11<sup>th</sup>, 2026, and while the search for a new independent chair is ongoing, the position of chair of the supervisory board is still vacant. In the absence of the chairperson of the supervisory board, in accordance with article 24.1 of the Company's articles of association, the Company's CEO will open the meeting as its temporary chair.

Subsequently, the temporary chair will propose that the EGM appoint Mr. Henning E. Jensen as the chair of the EGM in the application of article 24.1 of the Company's articles of association.

If so appointed by the EGM, Mr. Jensen would assume this assignment on a professional and independent basis building on his vast experience as a chair of shareholders meetings of listed companies, including the Company, and not as a former primary insider of the Company or as a former chair of the Company's supervisory board.

Below are excerpts of article 24.1 of the Company's articles of association in the official Dutch version and the unofficial English translation:

#### Artikel 24. Voorzitterschap algemene vergadering

24.1. De voorzitter van de raad van commissarissen of een door de voorzitter van de raad van commissarissen specifiek hiervoor aangewezen plaatsvervanger, zit de algemene vergadering voor. Indien de voorzitter van de raad van commissarissen én de eventueel door hem aangewezen plaatsvervanger niet aanwezig zijn, voorziet de algemene vergadering zelf in haar voorzitterschap. Tot dat ogenblik wordt het voorzitterschap waargenomen door de voorzitter van het bestuur of bij gebreke daarvan, de plaatsvervangend voorzitter of bij gebreke daarvan, de in leeftijd oudste ter vergadering aanwezige bestuurder of bij gebreke daarvan door de in leeftijd oudste ter vergadering aanwezige persoon. De notulen van de vergadering worden gehouden door een door de voorzitter van de vergadering aangewezen notulist.

#### Article 24. Chairing of the general meeting

24.1. The chair of the supervisory board or a deputy specifically designated for this purpose by the chair of the supervisory board, chairs the general meeting. In case the chair of the supervisory board and any deputy appointed by him are not present, the general meeting shall provide its own chair. Until that moment, the chair of the management board or, in his absence, the deputy chair or, in his absence, the most senior director present at the meeting or, in his absence, the most senior person attending the meeting, shall act as chair. The minutes of the meeting shall be kept by a secretary designated by the chair of the meeting.

It is proposed that the EGM passes the following resolution:

*To appoint Mr. Henning E. Jensen chair of the EGM.*

#### Agenda item 2 – Approval of the proposal to apply to Euronext Oslo Børs for Pryme N.V. to have its shares removed from trading on Euronext Growth Oslo (*voting item*)

On February 18<sup>th</sup>, 2026, the Company informed its shareholders and other stakeholders via publication on <https://newsweb.oslobors.no> and on the Company's Euronext Live page that it had received a letter from shareholders representing approximately 88.3% of the Company's issued share capital, in which these shareholders requested that an extraordinary general meeting of shareholders be held as early as possible with the proposed resolution for adoption by the EGM that the Company shall apply for a delisting of the shares in the Company from Euronext Growth Oslo (the "**Shareholder Request**"). The letter from these shareholders is attached to this Appendix 1 as Disclosure A.

The management board has established that valid proof exists for the respective number of Company shares held by each Taranis Operations Limited (held through SIX SIS AG), Circular Plastics Coöperatief U.A. (in its own VPS account), Circular Rotterdam B.V. (in its own VPS account), and Vlivante International SARL-SPF (through SIX SIS AG) (together herein referred to as: the "**Requesting Shareholders**") and totaling approximately 88.3% of the Company's issued share capital. Thus, the request from the Requesting Shareholders to call for the EGM is valid as such request may, according to the Company's articles of association, be made by one or more shareholders that jointly hold at least 10% of the Company's shares.

Following the receipt of the Shareholder Request, the Company's management board and supervisory board asked the Requesting Shareholders whether any of them individually or jointly plans to:

- a) issue an offer for the purchase of Company shares to minority shareholders before the Company would submit a delisting application (short-term exit opportunity) and or

- b) grant the Company's minority shareholders a tag-along right to sell their Company shares in the case that the Requesting Shareholders would sell Company shares and on terms and conditions equal to those applicable to the Requesting Shareholders at such time (long-term exit opportunity).

The Company's management board and supervisory board are not aware of any intentions by the Requesting Shareholders in respect of these matters brought to their attention.

The Company's management board has also scrutinized the Company's contracts in order to examine whether any of the Company's contracts requires the Company's shares to be listed. One such contract was identified and a waiver for such condition has been received by the Company.

Formally speaking, a company delisting from the Euronext Growth platform in Oslo, the trading platform on which the Company's shares are traded, is called "to have the Company's shares removed from trading on Euronext Growth Oslo". In this document, for the purpose of simplicity, the term "delisting" has been used.

As a result of the Company being a Dutch legal entity subject to Dutch corporate law and the Company being listed on Euronext Growth Oslo, in order for the Company's shares to be delisted, there are four conditions that all need to be met:

1. The management board needs to decide to approve and seek the delisting of the Company's shares;
2. The supervisory board needs to have approved the decision of the management board to seek delisting under 1 above;
3. The Company's general meeting needs to approve applying with Euronext Oslo Børs for the delisting of the Company's shares from Euronext Growth Oslo; and
4. Euronext Oslo Børs needs to approve the Company's application for the delisting of the Company's shares from Euronext Growth Oslo.

Items 1 and 2 above are mandated by Dutch law and as per Dutch law the management board and the supervisory board are not from a company law perspective obliged to consult the general meeting or to take instructions from the general meeting on this matter.

However, the regulations of Euronext Oslo Børs, and particularly the regulations under "Euronext Growth Oslo Rule Book - Part II" require that for a Company to apply for delisting from Euronext Growth Oslo, a general meeting must have passed a resolution to this effect with the same majority as required for changes to the Company's articles of association. Thus, item #3 above is a requirement from Euronext Oslo Børs.

In order to comply with the framework above, the management board and the supervisory board of the Company have irreversibly resolved to approve and seek the delisting of the Company's shares subject to the EGM passing the proposed resolution under this agenda item #2 and subject to Euronext Oslo Børs approving the Company's application for delisting. These decisions have been formalized through separate management board and supervisory board resolutions. If the general meeting declines to approve of such delisting or if Euronext Oslo Børs rejects the approval to delist, these resolutions will be void and have no effect.

When resolving to approve and seek the delisting of the Company's shares, the management board and supervisory board have considered the reasons mentioned by the Requesting Shareholders in their Shareholder Request. The management board and supervisory board largely agree with the reasons raised by the Requesting Shareholders as summarized below (For a copy of the Shareholder Request, please see Disclosure A).

1. The Company has a shareholder structure which is not suitable for a listed company where 88.3% of the issued share capital is held by the Company's four largest shareholders, leaving a free float of shares of just over 11 percent leading to very low daily trading volumes;
2. The Company has a low market capitalization, which limits the possibility of attracting attention and capital from the types of investors who typically invest in listed companies;
3. Being listed on Euronext Growth Oslo entails costs for the Company, both in the form of listing fees and administrative costs related to the follow-up and compliance with listing requirements;

4. The Company is in a phase where it expects to seek additional funding in the relatively near future, in line with former communication by the Company. As an unlisted company, the Company would have more flexibility to consider alternative funding structures, which would increase the likelihood of obtaining the necessary financing; and
5. While a delisting would remove the regulatory framework applicable to companies listed on Euronext Growth Oslo, the shareholders would still be protected by minority protection and equal treatment rules applicable under Dutch company law.

When making its decision, the management board and supervisory board also considered potentially negative consequences for the Company's shareholders such as:

1. **No Trading platform post delisting:** Following a potential delisting, a trading platform for the Company's shares would no longer be available. Shareholders would need to seek alternative ways to buy or sell Company shares and to agree on the volume, price, time and payment of any transaction in respect of Company shares. In addition, banks and brokers may not be willing to execute such transactions and register the changes in the VPS.
2. **Conversion into registered shares:** Although it is the intention of the Company to continue to utilize the VPS share register, following a potential delisting, the Company cannot guarantee that the shareholder register currently administrated by VPS (the "**VPS register**") will be continued in the future. Shareholders may then need to convert their dematerialized Company shares registered in the VPS register into registered shares maintained in the Company's Dutch or new alternate shareholders register at any such time. Following such change, a transfer of Company shares might require a Dutch notarial deed of transfer.

The consequences described above are not conclusive or exhaustive and the shareholders must consider these and possible other consequences and implications of a delisting of the Company's shares from Euronext Growth Oslo for themselves when casting their vote on the proposal below for delisting at the EGM.

On this basis, it is proposed that the EGM passes the following resolution:

*The Company shall apply for the delisting of the Company's shares from Euronext Growth Oslo pursuant to section 3.17.2 of the Euronext Growth Oslo Rulebook II.*

## Disclosure A - Shareholder Request

Docusign Envelope ID: 3665DB9A-962C-4419-B8C2-F5760BF5EF71

To the Supervisory Board of Pryme N.V.

Sent per e-mail to: Guus Lemmers, Emmanuel COLOMBEL and Jan Willem MULLER

13 February 2026

### **REQUEST FOR AN EXTRAORDINARY GENERAL MEETING AND PROPOSAL TO APPLY FOR DE-LISTING**

This letter is sent by Taranis Operations Limited, Circular Plastics Coöperatief U.A., Circular Rotterdam B.V. and Vlivante International SARL-SPF (the "Shareholders"), who together hold 27,473,011 shares in Pryme N.V. (the "Company"), representing approximately 88.3% of the issued and outstanding shares of the Company. Evidence of the ownership is provided separately together with this letter.

The Shareholders have assessed the Company's situation and in particular the listing of the shares in the Company on Euronext Growth Oslo. Following such assessments, the Shareholders have concluded that it would be in the best interest of the Company and its shareholders for the Company to apply for a de-listing of the shares.

The Shareholders' position is based, inter alia, on the following considerations:

- The Company has a shareholder structure which is not suitable for a listed company. 88.3% of the shares are held by the Company's 4 largest shareholders, meaning that the free-float of shares is just over 11 percent. The limited free float has resulted in a very low liquidity in the share, with trading volumes below 4,000 shares (less than €2,500 at current 7 NOK price) per day since the start of Q4 2025.
- The Company has a low market capitalisation, which limits the possibility of attracting attention and capital from the types of investors who typically invest in listed companies.
- Being listed on Euronext Growth Oslo entails costs for the Company, both in the form of listing fees and administrative costs related to the follow-up and compliance with listing requirements.
- The Company is in a phase where it expects to seek additional funding in the relatively near future, in line with former communication by the Company. As an unlisted company, the Company would have more flexibility to consider alternative funding structures, which would increase the likelihood of obtaining the financing necessary.
- While a de-listing would remove the regulatory framework applicable to companies listed on Euronext Growth Oslo, the shareholders would still be protected by minority protection and equal treatment rules applicable under Dutch company law.

On this basis, the Shareholders request that the Supervisory Board calls for an extraordinary general meeting of the Company. Pursuant to Article 2:107 et seq. of the Dutch Civil Code (Book 2), such extraordinary general meeting should be held within 15 days after the date of this request. As the Shareholders believe a swift de-listing would be beneficial to the Company, the Shareholders suggest that the extraordinary general meeting is held as soon as possible within this timeframe.

The Shareholders suggest that a copy of this letter is provided to all shareholders of the Company together with the notice of such extraordinary general meeting.

The Shareholders propose that the following proposed resolution is presented to the extraordinary general meeting for consideration:

"The Company shall apply for a de-listing of the shares in the Company from Euronext Growth Oslo."

Following a positive resolution by the extraordinary general meeting, an application for de-listing should be sent to Oslo Stock Exchange for consideration and decision as soon as practical.

Kind regards

[TARANIS OPERATIONS LIMITED]

David Sorin

Signed by:  
[Redacted]  
8684520AF8BE472...

[Circular Plastics Coöperatief U.A.]

Jan Willem Muller

Signed by:  
[Redacted]  
B53DA27F7B80499...

Jeroen Kelder

DocuSigned by:  
[Redacted]  
21C511EAA387415...

[Circular Rotterdam B.V.]

Jan Willem Muller

Signed by:  
[Redacted]  
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Jeroen Kelder

DocuSigned by:  
[Redacted]  
21C511EAA387415...

[Mivante International SARL-SPF]

Thierry Stas

DocuSigned by:  
[Redacted]  
DAB1C1A0B43447B...

Signatures redacted by Pryme N.V. for purposes of personal data protection

**Appendix 2**

**PROXY – Pryme N.V. – Extraordinary General Meeting on May 4<sup>th</sup>, 2026 (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 Wednesday April 29<sup>th</sup>, 2026, 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](mailto:vote@dnb.no) within the aforementioned date and time.

Only shareholders registered in the VPS share register on the Record Date (Tuesday April 28<sup>th</sup>, 2026) are entitled to exercise their voting right by proxy to the EGM in Rotterdam on Monday May 4<sup>th</sup>, 2026.

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

**Shareholder’s complete name:** \_\_\_\_\_

**Shareholder’s address:** \_\_\_\_\_

Who declares to be the owner of:

<b>VPS Account name and number<sup>1</sup>:</b>	
<b>Number of shares held:</b>	

The chairman of the EGM (or a person authorized by him/her)

Other person (name) \_\_\_\_\_

to attend and vote for my/our shares in Pryme N.V.’s EGM on Monday May 4<sup>th</sup>, 2026.

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.

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<sup>1</sup> VPS Account number is optional

**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 the form below**

		In favor	Against	Abstain
Item 1	<b>Appointment of the chair and secretary of the EGM</b> <i>(voting item)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	<b>Approval of the proposal to apply to Euronext Oslo Børs for Pryme N.V. to have its shares removed from trading on Euronext Growth Oslo</b> <i>(voting item)</i>	<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 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 a person other 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.*