

To the shareholders in
Pryme N.V.

Rotterdam, June 5th, 2026

NOTICE AND AGENDA OF THE ANNUAL GENERAL MEETING on June 24^h, 2026

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

Wednesday June 24th, 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 of the AGM**
- 2. 2025 Annual Report:**
 - a. Proposal to adopt the consolidated 2025 financial statements and the 2025 parent company financial statements;**
 - b. Proposal to approve the 2025 Remuneration Report;**
 - c. Proposal to allocate the result for the 2025 financial year to the Company’s general reserves.**
- 3. Proposal to discharge the members of the management board and the members of the supervisory board**
- 4. Proposal to approve the extension of the remuneration guidelines until the Company’s 2028 annual general meeting**
- 5. Authorization to the supervisory board to issue shares and to exclude pre-emptive rights**
- 6. Proposal to reappoint Mr. Jan Willem Muller as a member of the supervisory board**
- 7. Any other Business**
- 8. Closing**

Agenda items 1-6 are voting items.

For the explanatory notes on proposals 1-6, please refer to Appendix 1: “The proposals for resolutions to be passed by the AGM under items 1-6”.

Registration procedures and general information

Shareholders who wish to attend the AGM 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 Friday, June 19th, 2026 (the “**Record Date**”) are entitled to exercise their right to attend and/or vote at the AGM in Rotterdam on Wednesday June 24th, 2026 (the “**Qualified Shareholders**”).

The Qualified Shareholders have the right to speak at the AGM, 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 AGM.

It will not be possible to attend the AGM 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 AGM will take place at the venue of the AGM on Wednesday June 24th, 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 AGM after timely registration for admission to the AGM 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 AGM 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 31,183,776 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 AGM also serves as a forum for shareholders to engage with the Company’s management board and supervisory board. The shareholders attending the AGM have the right to raise questions and to speak at the AGM, 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 AGM agenda.

AGM documentation

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

- Appendix 1: The proposals for resolutions to be passed by the AGM under items 1-6
- Appendix 2: Proxy form with and without voting instruction
- Appendix 3: Proposed guidelines for remuneration of management board members, senior executives and other staff until the 2028 annual general meeting

Rotterdam, June 5th, 2026

The supervisory board of Pryme N.V.

Jan Willem Muller (member of the supervisory board)

Emmanuel Colombel (member of the supervisory board)

Appendix 1

The proposals for resolutions to be passed by the AGM under agenda items 1-6

Agenda item 1 – Appointment of the chair of the AGM (voting item)

Following the resignation of the Company's independent supervisory board's chair on February 11th, 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 AGM appoint Mr. Henning E. Jensen as the chair of the AGM in the application of article 24.1 of the Company's articles of association.

If so appointed by the AGM, 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 AGM adopts the following resolution:

The annual general meeting appoints Mr. Henning E. Jensen chair of the AGM.

Agenda item 2 – 2025 Annual Report (voting items)

Reference is made to the Company's 2025 annual report, as published on May 29th, 2026 and available at the Company's website: <https://pryme-cleantech.com/investors-relations> (the "2025 Annual Report").

The 2025 Annual Report has been prepared in accordance with the International Financial Reporting Standards (IFRS) and IFRIC interpretations as endorsed by the European Union.

The 2025 Annual Report includes the Remuneration Report as part of the Governance Report (the "2025 Remuneration Report") and the proposal for the appropriation of the results for the 2025 financial year. It is proposed to not declare any dividend for the 2025 financial year.

It is proposed that the AGM adopts the following resolutions:

- a. *The annual general meeting adopts the consolidated 2025 financial statements and the 2025 parent company financial statements, as published in the Company's 2025 Annual Report dated May 29th, 2026.*
- b. *The annual general Meeting adopts the 2025 Remuneration Report.*
- c. *The annual general meeting allocates the Company's annual result for the 2025 financial year as follows: The net loss of EUR 26,945,620 is transferred to general reserves (equity). The annual general meeting decides that no dividend shall be paid for the 2025 financial year.*

Agenda item 3 - Proposal to discharge the members of the management board and the members of the supervisory board (voting items)

It is proposed to discharge the former and current members of the management board, including the persons assigned with management responsibilities by decision of the supervisory board under the Company's articles of association, and the former and current members of the supervisory board, in accordance with Dutch law, from liability in respect of the performance of their respective duties during

the 2025 financial year. The proposed discharge will take place on the basis of information provided to the AGM and other information publicly available when the resolution to discharge is adopted.

It is proposed that the AGM adopts the following resolution:

The annual general meeting discharges the former and current members of the management board, including the persons assigned with management responsibilities by decision of the supervisory board under the Company's articles of association, and the former and current members of the supervisory board, in accordance with Dutch law, from liability in respect of the performance of their respective duties during the 2025 financial year. These discharges are made on the basis of information provided to the annual general meeting and other information publicly available when this resolution to discharge was adopted.

Agenda item 4 - Proposal to approve the extension of the remuneration guidelines until the Company's 2028 annual general meeting

The June 4th, 2024 annual general meeting adopted the guidelines for remuneration of management board members, senior executives and other staff until the 2026 annual general meeting. The approval acknowledged the right for the Company to propose revisions of these guidelines to the general meeting of shareholders prior to their expiration.

The supervisory board proposes to adopt the extension of the remuneration guidelines with unchanged contents until the 2028 annual general meeting, in the form attached hereto as Appendix 3.

It is proposed that the AGM adopts the following resolution:

The annual general meeting supports the adoption of the extension of the guidelines for remuneration of management board members, senior executives and other staff, attached hereto as Appendix 3, for their application until the 2028 annual general meeting of shareholders.

Agenda item 5 - Authorization to the supervisory board to issue shares and to exclude pre-emptive rights

It is proposed that the AGM 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 (stock options) until the annual general meeting of 2027 or until and including June 30th, 2027 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 AGM held on June 24th, 2026.

It is proposed that the AGM adopts the following resolutions:

- i. *The annual general meeting authorizes the supervisory board to issue shares and to grant rights to subscribe for shares up for an increase of the Company's share capital by up to EUR 1,559,189. 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 24th, 2026, equaling a maximum issuance of 3,118,378 shares.*
- ii. *The annual general meeting 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 to satisfy debts or 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 600,000 underlying shares.*

- v. *The authorization includes the right to issue shares against payment in cash contributions or a consideration other than cash, including the conversion of debt into equity. The authorization may also be used in connection with mergers and acquisitions.*
- vi. *This authorization shall apply up until the annual general meeting of 2027, until June 30th, 2027 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 in previous resolutions of the annual general meeting, except (i) for shares underlying 78,150 share options granted under the Company's main commercial sales contract, and (ii) for shares awarded under the 2023, 2024 and 2025 long-term incentive plans that have not yet vested and share options granted under the 2022 and 2024 long-term incentive plans that have not yet vested or been exercised.*

Agenda item 6 - Proposal to appoint Mr. Jan Willem Muller as a member of the supervisory board

The supervisory board proposes the appointment of Mr. Jan Willem Muller as a member of the Company's supervisory board and for him to serve an additional term on the supervisory board as a non-independent supervisory board member for the period until the end of the annual general meeting to be held in 2030, subject to the remuneration for supervisory board members adopted by the extraordinary general meeting of shareholders on April 9th, 2024.

Mr. Muller has served on the supervisory board since May 2nd, 2022, as a representative and managing director of Infinity Recycling B.V., the managing director of the Company's shareholders Circular Plastics Coöperatief U.A. and Circular Rotterdam B.V., and subject to the AGM's appointment as proposed, Mr. Muller will continue to hold the same position.

The supervisory board commenced the search for the selection and appointment of an independent chair of the supervisory board following the departure of the company's previous chair of the supervisory board on February 11th, 2026. The search has been instructed for an independent chair in accordance with the terms of the Company's articles of association, which precludes candidates having a shareholding in the Company exceeding one (1) percent of the Company's issued share capital. No suitable independent candidate has been identified at the time of publication of this notice and agenda for the AGM. The Company will inform the shareholders and convene an EGM for proposed appointment of an independent chair of the supervisory board when a suitable candidate has been identified and selected.

Upon approval of this agenda item, the supervisory board will continue to consist of Mr. Jan Willem Muller (non-independent member) and Mr. Emmanuel Colombel (non-independent member) who will serve a term until the end of the 2027 annual general meeting.

It is proposed that the AGM adopts the following resolution:

The annual general meeting appoints Mr. Jan Willem Muller as a member of the supervisory board for the period until the end of the 2030 annual general meeting.

Appendix 2

PROXY – Pryme N.V. – 2026 Annual General Meeting

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 Monday June 22nd, 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 within the aforementioned date and time.

Only shareholders registered in the VPS share register on the Record Date (Friday June 19th, 2026) are entitled to exercise their voting right by proxy to the EGM in Rotterdam on Wednesday June 24th, 2026.

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

Shareholder's complete name: _____

Shareholder's address: _____

Who declares to be the owner of:

VPS Account name and number¹:	
Number of shares held:	

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 AGM on Wednesday June 24th, 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.

¹ 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	Appointment of the chair of the AGM (voting item)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2a	Proposal to adopt the consolidated 2025 financial statements and the 2025 parent company financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b	Proposal to approve the 2025 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c	Proposal to allocate the result for the 2025 financial year to the Company's general reserves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Proposal to discharge the members of the management board and the members of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Proposal to approve the extension of the remuneration guidelines until the Company's 2028 annual general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Authorization to the supervisory board to issue shares and to exclude pre-emptive rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Proposal to reappoint Mr. Jan Willem Muller as a member of the supervisory board	<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*

Appendix 3

Proposed guidelines for remuneration of management board members, senior executives and other staff until the 2028 annual general meeting

Other than in respect of updated time references in paragraph E. below, these proposed guidelines are unchanged from the guidelines adopted by the annual general meeting on June 4th, 2024, as applied from then until Pryme N.V.'s 2026 annual general meeting

Presented for adoption by the annual general meeting of shareholders of Pryme N.V. on June 24th, 2026, in general alignment with the Dutch Corporate Governance Code.

A. Main objectives

Pryme N.V. with its subsidiaries ("the Company" or "Pryme") needs to be able to attract and retain executives and managers with the competence and motivation to deliver on the short- and long-term objectives of the Company. The remuneration guidelines are designed to encourage a focus on long-term value creation for shareholders and other stakeholders. The Supervisory Board ensures that the remuneration guidelines and their implementation are linked to current performance as well as the strategic goals and objectives of Pryme. The guidelines are intended to reflect the responsibilities and demands of the various roles and reward management and staff with a fair, transparent, balanced and competitive remuneration package.

To achieve these objectives Pryme has set out a set of remuneration guidelines that allow for a combination of fixed base salary, short-term incentives linked to the operational and financial performance of the company and long-term incentives that reward the development of the value of Pryme shares.

The balance of these compensation elements is tailored to the circumstances of Pryme as a scale-up company, where cash is scarce but which has significant value creation potential which will translate in material share price appreciation. Management and staff must believe in and work towards realizing this potential, and recognize that as a young company operating in an immature market we represent a higher risk and higher reward opportunity than mature companies in established markets.

B. Structured compensation framework

Pryme is a startup company with a small workforce. Although the Company has ambitions to have a comprehensive compensation framework, it has not adopted such a framework as this would provide little benefit to the overall goals and objectives of the Company at this stage. Once the Company reaches critical size it will adopt a more comprehensive framework including ranges for the various functions and levels in the organization. In the meanwhile, the Company distinguishes three broad categories in terms of remuneration structure and levels - i) the CEO, ii) the CEO direct reports and members of the management board, and iii) all others.

C. Contractual relationship

Pryme engages executives and managers as employees or as contractors under management company contracts. The contractual form of the executive's or manager's engagement is independent of the employee's or the contractor's right to participate in the Company's variable compensation schemes.

D. Description of compensation elements

i. Fixed Annual Base Pay

The fixed annual compensation ('base pay') shall reflect the responsibilities and demands of the role and performance over time. Pryme offers fixed compensation levels which are competitive, but not market leading.

ii. Short Term Incentive Plan ('STI')

The objective of the cash-based variable short-term incentive plan ('bonus') is to ensure management focus on realizing defined annual business goals leading to longer term value-creation. Eligible participants are members of management as nominated and recommended by the Management Board and Compensation Committee and approved by the Supervisory Board. Payment of a cash bonus shall be tied to performance against objective financial and non-financial goals set on an annual basis by the Supervisory Board. The on-target bonus level shall be set at a percentage of base salary depending on seniority, see below. The Supervisory Board shall assess the extent to which the annual goals are met at the end of the year. The on-target bonus level for the year shall be multiplied by a performance factor of 0.5 – 1.5 depending on achievement against the annual goals. If performance is below a predefined threshold level, no bonus shall be paid out. The Supervisory Board shall have the discretionary power to adjust the bonus pay-out up- or downward if it feels that the outcome is unreasonable due to exceptional circumstances during the performance period, including any serious incidents.

iii. Long Term Incentive Plan ('LTI')

The objective of the equity-based variable long-term incentive plan is to encourage the long-term commitment and retention of eligible executives, management and staff, and to drive and reward sound business decisions for the long-term health and value of the company. Eligible participants are members of management and staff as nominated and recommended by the Management Board, recommended by the Compensation Committee and approved by the Supervisory Board. Compensation under the LTI plan shall be in the form of Pryme equity, using one or a combination of time vested Share Options ('SO') and Restricted Share Units ('RSU').

Pryme believes that a meaningful level of compulsory share (or combination of SO and RSU) ownership is the most effective incentive and alignment tool for senior management. A minimum share ownership level depending on seniority shall therefore be set as well as an RSU and share option vesting schedule of between 2 and 4 years.

The LTI plan shall include specific terms on termination of employment, including forfeiture of non-vested shares in case of termination for cause such as gross negligence and willful misconduct.

The LTI plan shall be approved annually by the Supervisory Board and submitted for adoption by the Annual General Meeting. Further terms of the LTI plan are described in the notice to the 2024 Annual General Meeting which shall constitute an integral part of this statement.

iv. Total Target Remuneration

The total target remuneration for an individual is established through a combination of the elements described above under i) ii) and iii). The more senior roles shall have a higher proportion of performance based short-term and long-term variable pay in relation to fixed base pay to reflect the larger impact of these roles, with the following indicative (allowing for minor adjustments including Supervisory Board discretion to agree a reduction in fixed base pay on a case by case basis along with increased variable pay under the LTI plan) split for the categories defined in section B of these guidelines:

- a) For the CEO, a target compensation consisting of 50% base pay, 20% from the STI plan, and 30% from awards under the LTI plan.
- b) For the CEO direct reports and members of the management board, a target compensation consisting of 65% base pay, 15% from the STI plan, and 20% from awards under the LTI plan.
- c) For the remaining participants in the LTI and STI, a target compensation consisting of 80% base pay, 10% from the STI plan, and 10% from awards under the LTI plan.

The STI and LTI plans shall be designed, implemented and adjusted to drive strong operational and financial performance against business goals and the effective execution of Company strategy. The STI plan shall provide management incentives to deliver defined business goals for each year. The STI program is thus a flexible tool to drive management focus on the specific priorities for the Company. The LTI plan shall provide management incentives to drive long-term value creation for the Company and its business, taking stakeholders interests into account.

v. Fringe Benefits

Remuneration may include customary benefits in kind such as car allowance or company car, coverage of telephone and internet costs as well as newspaper subscriptions. Other benefits in kind as deemed appropriate by the Company may also be granted from time to time, subject to such benefits not being of unusual nature in light of common market practice and the benefits otherwise being in accordance with the principles set out in these guidelines.

- vi. Extraordinary compensation
Executives and managers in the Company may be granted additional compensation in extraordinary circumstances on an ad-hoc basis. This may include, inter alia, 'sign-on' bonuses for new executives and managers, compensation for loss of remuneration with a former employer or increased responsibilities for a specific period.
- vii. Terms of employment agreements
 - a) Terms and termination
 - Employment agreements are permanent. Notice periods for employment contracts for executives shall be from 3 to 6 months depending on the level of the position and conditional upon applicable law.
 - Management company contracts for contractors are for definite or indefinite periods. Notice periods for management company contracts for contractors shall be from 3 to 6 months depending on the level of the position and conditional upon applicable law.
 - The position of CEO has a 6-month notice period, regardless of whether the agreement is in the form of a management company contract or an employment contract.
 - b) Severance payments
 - Pryme does not have a policy related to severance payments. Pryme complies with legal requirements and, if applicable, union requirements. Any agreement for severance payments shall be dependent on local regulations and defined on a case-by case consideration for the specific employee.
 - There shall be no severance payments for contractors under management company agreements.
 - c) Arrangements for early retirement
Pryme does not have a policy related to early retirement. The Company complies with legal requirements and, if applicable, union requirements.
 - d) Conditions for termination of employment
Pryme does not have a policy related to termination of employment. Employment and management company contracts shall contain specific clauses on gross negligence and willful misconduct, confidentiality and intellectual property. The Company complies with legal requirements and, if applicable, union requirements.
 - e) Pension plans
 - The Company has facilitated pension plans for employees as viewed as appropriate by the Company's Supervisory Board and as described in the Company's Remuneration report published in the 2023 Annual Report.
 - Managers that are engaged through management company contracts shall not be entitled to any pension contributions.
 - In some jurisdictions all compensation to employees qualify for pension contributions. If an employee is hired in a jurisdiction where STI and LTI benefits qualify for the pension contribution basis, such STI and LTI benefits shall be reduced so that the overall cost to the company is no higher than the STI and or LTI benefit would have been without the pension contribution effect.

E. Revision of guidelines

These guidelines are submitted for adoption by the 2026 Annual General Meeting on recommendation of the Supervisory Board. Upon the approval of the 2026 Annual General Meeting, these guidelines shall be valid for a period of up to 2 years until the Annual General Meeting of 2028 unless changed earlier.

The Compensation Committee and Supervisory Board will propose remuneration guidelines to the annual general meeting at 2-year intervals, provided that revisions may be proposed more frequently at the discretion of the Compensation Committee and the Supervisory Board when considered necessary.

F. Deviations from the guidelines

The Supervisory Board may authorize exceptions from the guidelines in the event that the Company should undergo significant changes, such as mergers or demergers, consolidation or split of shares, acquisition, or divestitures or in the event that the Company is significantly impacted by events that were not foreseen when the guidelines were adopted and implemented. The Supervisory Board may further establish extraordinary incentives in connection with reorganizations, larger acquisitions, divestitures, and similar transactions in order to facilitate the strategic objectives of the Company and the guidelines. Such remedies shall be limited in time.

Any deviations from the guidelines shall be described in the Company's remuneration report the following year.

G. The process for determination of compensation and benefits

The 'grandfather principle' shall apply for the determination of compensation and benefits. In this context the 'grandfather principle' means that the supervisor of the direct manager shall approve decisions relating the subordinate of the direct manager as defined in the operational organization structure.

- a) Compensation and benefits for the CEO and members of the Management Board shall be managed by the Supervisory Board based on recommendations from the Compensation Committee.
- b) For the CEO direct reports, compensation and benefits shall be proposed by the CEO and approved by the Compensation Committee.
- c) Compensation and benefits for other managers and staff are determined in accordance with the 'grandfather principle'.

H. Change of control clauses

There is a general change of control clause for all share, restricted share unit or share option awards. In the event of a change of control, all awarded but unvested shares, restricted share unit or share options shall immediately vest.

I. Adjustments to the STI and LTI variable compensation

- a) In the event of major acquisitions, mergers, divestitures or similar changes to the Company, then the STI plan annual goals may be adjusted by the CEO subject to approval by the Supervisory Board.
- b) In the event of a corporate transaction involving the Parent Company including without limitation items such as a split or combination of shares, issuance of subscription rights, extraordinary dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination or exchange of shares the Supervisory Board may modify the terms of awards not yet vested in such manner as the Supervisory Board may determine as reasonable under the circumstances in order to facilitate that the LTI participants realize some or all of the benefits intended to be granted to them under the LTI plan.

J. Conflict of interests

Compensation Committee members and members of the Supervisory Board shall abstain from deliberation, consideration and decision in case of a real, potential or perceived conflict of interest.

K. Repayment

Pryme has not implemented any procedures relating to repayment of compensation and benefits. The award of equity under the LTI plan shall be subject to 'claw back' terms to recover any variable remuneration awarded on the basis of substantially incorrect financial and other data. Claims for repayment shall be subject to applicable law.

L. Remuneration to the Supervisory Board

The remuneration to the members of the Supervisory Board is decided by the shareholders in the General Meeting. Any deviations from the remuneration levels or principles approved by the General Meeting will need shareholder approval.