



ANNUAL GENERAL MEETING AVANTIUM N.V.

WEDNESDAY 15 MAY 2019

Dear shareholder,

You are hereby cordially invited to attend the annual general meeting (**AGM**) of Avantium N.V. (**Avantium**) to be held on **Wednesday, 15 May 2019 at 9:30 hrs CEST**.

The venue of the AGM shall be Euronext Amsterdam, Beursplein 5, 1012 JW Amsterdam, The Netherlands.

Agenda

- 1.** Opening
- 2.** Report of the management board for the financial year 2018
- 3.** Annual accounts 2018
 - (a) Implementation of the management board remuneration policy in financial year 2018
 - (b) Adoption of the annual accounts 2018 (*voting item*)
- 4.** Discharge
 - (a) Discharge from liability of the members of the management board for the performance of their duties in financial year 2018 (*voting item*)
 - (b) Discharge from liability of the members of the supervisory board for the performance of their duties in financial year 2018 (*voting item*)
- 5.** Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor (*voting item*)
- 6.** Composition of the supervisory board
 - (a) Re-appointment of Mr D. Lucquin as member of the supervisory board (*voting item*)
 - (b) Re-appointment of Mrs G. Reijnen as member of the supervisory board (*voting item*)
 - (c) Appointment of Mr R.W. van Leen as member of the supervisory board (*voting item*)
- 7.** Authorisation of the management board to issue shares
 - (a) Extension of the period during which the management board is authorised to issue (rights to) shares, subject to the approval of the supervisory board (*voting item*)
 - (a) Extension of the period during which the management board is authorised to restrict or exclude pre-emptive rights of shareholders when issuing shares, subject to the approval of the supervisory board (*voting item*)
- 8.** Authorisation of the management board to repurchase shares in the share capital of Avantium on behalf of Avantium, subject to the approval of the supervisory board (*voting item*)
- 9.** Any other business
- 10.** Closing

Meeting documents

The agenda with explanatory notes, as well as the other meeting documents including the annual accounts 2018, are available on Avantium's website <https://www.avantium.com/investor-relations/annual-general-meeting/>. These documents are also available for inspection at the office address of Avantium (Zekeringstraat 29, 1014 BV Amsterdam, the Netherlands) and at the office address of ING Bank N.V. (Foppingadreef 7, location code TRC 02.039, 1102 BD Amsterdam, the Netherlands, e-mail address: iss.pas@ing.nl), where copies may be obtained free of charge.

Procedure for attending the meeting and voting

Application for the meeting

Application for the meeting is obligatory. The application procedures are described below.

Record Date

Persons will be entitled to attend and vote at the AGM, provided they are registered as a shareholder of Avantium on **Wednesday 17 April 2019**, after processing of all settlements of that date (the "**Record Date**") in one of the sub-registers designated by the management board. The sub-registers designated for holders of book-entry shares are the registers administered by the intermediaries (as referred to in the Securities Giro Act (Wet giraal effectenverkeer), indicating who is entitled to such shares on the Record Date and were registered, as described below. The register designated for holders of registered shares is Avantium's register of shareholders (as referred to in article 5 of Avantium's articles of association) on the Record Date.

Registration for attending the meeting

Shareholders who either in person or by proxy wish to attend the AGM, have to register for the meeting before Wednesday 8th May 2019, 17:30 CEST as follows.

Shareholders can register via the ING EVO Platform: <https://ing.evo-platform.com/avantium>. This platform is available from 17 April 2019, after 18.00 CEST, until Wednesday 8th May 2019, 17.30 CEST, or via their intermediary where their shares are administered. The intermediaries must provide ING Bank N.V. no later than Wednesday 8th May 2019, 17.30 CEST with an electronic statement that includes the number of shares held by the relevant Shareholder on the Record Date and the number of shares which have been applied for registration. Upon registration, ING will issue a registration certificate for each Shareholder via the relevant intermediaries that serves as admission ticket for the AGM.

Holders of registered shares who wish to attend the meeting or exercise their voting rights at the meeting by written or electronic proxy may apply in writing until Wednesday 8th May 2019, before 17.30 CEST to ING Bank N.V. at the address mentioned above confirming that the number of shares registered in the relevant shareholders' name were and shall continue to be registered in their name up to and including the Record Date. The acknowledgement of receipt provided is to be used as an admission card for the meeting and must be produced at the registration desk upon arrival at the venue at the day of the meeting.

Voting by proxy

Shareholders registered in accordance with the procedure stated above, who wish to have themselves represented at the AGM may give voting instructions electronically via the ING EVO platform: <https://ing.evo-platform.com/avantium> available from 17 April 2019, after 18.00 CEST, and no later than Wednesday 8th May 2019, 17.30 CEST. Shareholders registered in accordance with the procedure stated above, who wish to have themselves represented at the AGM by another person may for that purpose also use a physical form of power of attorney which can be found on Avantium's website - <https://www.avantium.com/investor-relations/annual-general-meeting/> and is also attached as **Annex I** hereto. The duly completed and executed power of attorney must be received by ING Bank N.V. Issuer Services, location TRC 02.039, Foppingadreef 7, 1102 BD Amsterdam, the Netherlands (e-mail: iss.pas@ing.nl, fax: +31 20 5636959) no later than Wednesday, 8th May 2019, 17.30 CEST.

Admission to the AGM

Registration for admission to the AGM will take place on the day of the meeting from 9:00 CEST until the start of the AGM at 9:30 CEST. After this time, registration for admission is no longer possible. Persons entitled to attend the AGM must present a valid administration ticket for the AGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

Amsterdam, 3 April 2019

On behalf of the Management Board of Avantium N.V.



Tom van Aken (CEO)



Frank Roerink (CFO)

Annex I

Power of Attorney

(attached separately)