



# Minutes Extraordinary General Meeting of Shareholders - Avantium N.V. 30 November 2022

## MINUTES EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

### OF AVANTIUM N.V.

**Date: 30 November 2022**

Minutes of the extraordinary general meeting of shareholders of **Avantium N.V.**, a public company (*naamloze vennootschap*) under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, and its principal place of business at Zekeringstraat 29, 1014 BV Amsterdam, the Netherlands (**Avantium**), at Avantium's head office, Zekeringstraat 29, 1014 BV Amsterdam, The Netherlands, on Wednesday 30 November 2022, 14:00 PM CET (**Meeting**).

Chairperson : Mr T. Van Aken (Avantium's CEO)

Secretary : Mrs C. Portocarero (Avantium's general counsel)

#### **1. Opening**

Mr Moses welcomes the attendants and hands over to Mr Van Aken since the Supervisory Board has resolved to appoint Mr Van Aken as Chairperson of this Meeting due to the virtual presence of Mr Moses at this Meeting.

The Chairman opens the Meeting at 14:00 pm CET, and briefly highlights the course of events of the Meeting.

The Chairperson states that on behalf of the Company's management board (**Management Board**), Mr Welten and the Chairperson himself are present. Those present on behalf of the Company's supervisory board (**Supervisory Board**) are Mrs Kleinsman and Mr Moses. Also, Mr Van Schaik, proposed to be appointed during this Meeting as member of the Management Board, is present. Furthermore, Mrs Portocarero, Secretary of the Meeting, and Mrs Leemrijse, notary at Allen & Overy, are present at this Meeting.

Some attendees are physically present at the Avantium office in Amsterdam and some are attending via video and audio conferencing. Besides the Chairperson himself, present here in Amsterdam are Bart Welten, Boudewijn van Schaik, Margret Kleinsman, Carmen Portocarero and Joyce Leemrijse. Edwin Moses is participating via video and audio conferencing.

The Meeting will be held in English. Draft minutes will be made available on Avantium's website within 3 months from today. Shareholders wishing to respond or comment to these minutes may do so within 3 months from the date of such publication. After that period, the minutes will be adopted in accordance with Avantium's articles of association.

The Chairperson notes that all legal requirements to call the Meeting are complied with, and that the Meeting is therefore authorised to take decisions with respect to the items stated in the agenda.

The Chairperson continues by stating that shareholders have submitted their votes via the ING EVO-platform or by giving a power of attorney to Mrs Leemrijse or to Mrs Portocarero. This means that the voting results are already known and these will be announced at the end of the Meeting for the voting item on the agenda in one reading, and subsequently be published.

The Chairperson confirms that on the record date (2 November 2022) 42,605,893 ordinary shares in the capital of Avantium were issued. At the date of the Meeting, this number of shares at issuance and corresponding number of votes has not changed. At the Meeting, 34.4% of the issued and outstanding capital of Avantium is present or represented, in total entitled to cast 14,641,108 votes.

The Chairperson furthermore states that the Management Board has not received any proposals from shareholders to address any other items than the items that have been included in the convocation notice of the Meeting; the Chairperson then moves to the discussion of those items that have been included in the agenda.

## **2. Composition of the Management Board**

### **Appointment of Mr B. van Schaik by the general meeting as member of the Management Board (*statutair bestuurder*) of Avantium with the title of Chief Financial Officer**

The Chairperson raises agenda item 2, the appointment of Mr B. van Schaik by the general meeting as member of the Management Board (*statutair bestuurder*) of Avantium with the title of Chief Financial Officer, effective as of 1 January 2023, for a first term ending as of the close of the Annual General Meeting to be held in 2027.

The Chairperson states that the Management Board and Supervisory Board look forward to welcoming Mr Van Schaik as a Management Board member. His resume and introduction video can be found on the corporate website.

The proposal to appoint Mr Van Schaik as statutory member of the Management Board is made taking into account the limitation to the number of functions as prescribed by applicable law, and the Management Board Regulations.

The Works Council has been provided with the opportunity to determine its position and provide advice on the appointment of Mr Boudewijn van Schaik as a statutory member of the Management Board, and has endorsed the intended appointment.

### **Remuneration of Mr Van Schaik**

Regarding the remuneration of Mr Van Schaik, the Chairperson refers to the Company's remuneration policy and the details in the explanatory notes as published together with the agenda for this Meeting.

### **Voting results agenda item 2**

Before continuing with the next agenda items, the Chairperson announces the preliminary voting results:

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<b>No.</b>	<b>Agenda item</b>	<b>Outcome Adopted/rejected</b>
2	Appointment of Mr B. van Schaik as member of the Management Board	<b>Adopted</b>

The Chairperson concludes that the resolution tabled for this Meeting has been adopted and therefore congratulates Mr Van Schaik with his appointment as member of the Management Board.

Before continuing with the next items on the agenda, the Supervisory Board, together with the Management Team, would like to express their appreciation and gratitude to Mr Bart Welten, who will retire from the Management Board at the end of this year.

Bart Welten has served as CFO over the past three years and has been instrumental in helping the Company to secure the strong financial base required to allow us to execute Avantium's commercialisation strategy, for example, enabling the Company, earlier this year, to make a positive investment decision on the construction of the FDCA Flagship Plant.

The Chairperson sincerely thanks Mr Welten for his hard work and contributions to Avantium over the past years and wishes him every success in the future.

**3. Any other business**

As there is no item brought up under Agenda Item (3) – Any other business, the Chairperson immediately continues with Agenda Item (4) Closing.

**4. Closing**

The Chairperson then closes the Meeting and thanks all attendants for their time and presence.

As mentioned before, the final detailed voting results will be published on Avantium's website. The minutes will be published in due course.

*[Signature page follows]*



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*Signature page Minutes Extraordinary General Meeting of Shareholders  
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These minutes are adopted by the Chairperson and the Secretary on [ @ ] and as evidence thereof are signed by them.

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Name: Mr Van Aken

Title: Chairperson

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Name: Mrs Portocarero

Title: Secretary