



### EXTRAORDINARY GENERAL MEETING AVANTIUM N.V.

**TUESDAY 25 JANUARY 2022**

Dear shareholder,

You are hereby cordially invited to attend the extraordinary general meeting (**EGM**) of Avantium N.V. (**Avantium** or the **Company**) which takes place virtually on **Tuesday 25 January 2022 at 14:00 hrs CEST**.

The number of outstanding shares on 9 December 2021, the convocation date, is **31,253,392**.

### Agenda

1. Opening

#### *Composition of the Supervisory Board*

2. Appointment of Mr. Nils Björkman as member of the Supervisory Board (**voting item**)

#### *Financing*

3. a. Authorisation of the Management Board to issue Warrants and to exclude pre-emptive rights (**voting item**)  
b. Authorisation of the Management Board to issue €45 million in ordinary shares in connection with a public offering (preferable), rights issue, and/or private placements and to exclude pre-emptive rights (**voting item**)  
c. Amendment Articles of Association re increase authorised share capital (**voting item**)

#### *Other (corporate) affairs*

4. Any other business (including Q&A)
5. Closing

#### **Information Line for Retail Investors**

Retail Investors with questions about the agenda and the meeting documents of this EGM can call the Avantium Information Line for Retail Investors (open from Monday to Friday during business hours) or send an email:

+31 (0) 10 313 8909

[avantium@georgeson.com](mailto:avantium@georgeson.com)

### Virtual EGM

In view of the COVID-19 pandemic and the associated continuing health risks, and taking into account the Dutch Temporary COVID-19 Justice and Safety Act (*Tijdelijke Wet COVID-19 Justitie en Veiligheid*), the 2022 EGM will be hosted virtually from the Avantium's premises at the Zekeringstraat 29, 1014 BV in Amsterdam. The extraordinary general meeting (EGM) can be followed via a live webcast by logging in on the electronic [EVO Platform \(https://evote.ingwb.com\)](https://evote.ingwb.com) of ING Bank N.V. (**ING**). The virtual EGM Registration Manual will be available on the Avantium website: <https://www.avantium.com/corporate-governance/#shareholders-meeting>. It is not possible for shareholders to physically attend the 2022 EGM.

We are facilitating participation, asking questions and voting in the following ways:

### Participation at the meeting

#### Meeting documents

The agenda with explanatory notes, as well as the other meeting documents including the Information Memorandum, are available on Avantium's website: <https://www.avantium.com/corporate-governance/#shareholders-meeting>.

#### Eligibility to participate

Shareholders of the Company (**Shareholders**) may participate in the meeting when they:

1. are registered in one of the following sub-registers designated by the Management Board on 28 December 2021, after processing of all settlements of that date (**Record Date**):
  - (i) for holders of book-entry shares: the registers administered by the intermediaries, as referred to in the Securities Giro Act (*Wet giraal effectenverkeer*);
  - (ii) for holders of registered shares: Avantium's register of shareholders (as referred to in article 5 of Avantium's articles of association).

The Shareholders who have submitted their application/registration to attend this meeting in accordance with the procedure as set out below, will be considered as having the right to attend, participate and cast their vote at the EGM.

and

2. have registered for their participation in the meeting as per the below registration procedure by no later than 18 January 2022.

#### Registration

Shareholders who wish to virtually attend the EGM and/or vote by proxy should register for the meeting between Tuesday 28 December 2021 after 18:00 hrs CEST and 18 January 2022, 17:30 hrs CEST. Shareholders must register via the [ING EVO Platform](#).

The intermediaries must provide ING no later than 18 January 2022, 17:30 hrs 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, together with log in information, also serves as admission ticket for the virtual EGM.

Holders of registered shares who wish to attend the meeting and exercise their voting rights at the meeting by written or electronic proxy may apply in writing until 18 January 2022, 17:30 hrs CEST to ING at the address mentioned below 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.

Shareholders will receive a confirmation of registration from ING by email. After having successfully registered to the EGM, registered shareholders can login to the EGM via the [ING EVO Platform](#) on Tuesday 25 January 2022 from 13:00 hrs CEST until the start of the meeting at 14:00 hrs CEST. Shareholders who login after the start of the meeting may only watch the EGM online as set out below, but cannot ask questions during the meeting.

### Voting instructions

Shareholders who are entitled to exercise voting rights have to grant an electronic proxy with voting instructions by logging in on the electronic [ING EVO Platform](#). Shareholders registered in accordance with the procedure stated above can:

- (i) grant an electronic proxy with voting instructions to Ms J.J.C.A. Leemrijse, civil-law notary at Allen & Overy LLP in Amsterdam, the Netherlands (or her deputy), via the [ING EVO platform](#), no later than Tuesday 18 January 2022 , 17:30 hrs CEST.
- (ii) provide a power of attorney to Ms J.J.C.A. Leemrijse, civil-law notary at Allen & Overy LLP by using a physical form of power of attorney which can be found on Avantium's website: <https://www.avantium.com/corporate-governance/#shareholders-meeting>. The duly completed and executed power of attorney must be received by ING for the attention of Issuer Services, location TRC 02.039, Foppingadreef 7, 1102 BD Amsterdam (e-mail: [iss.pas@ing.com](mailto:iss.pas@ing.com)), no later than Tuesday 18 January 2022 , 17:30 hrs CEST.

It is not possible to vote electronically during the EGM.

### Watching the EGM online

Shareholders who are registered for participation at the EGM in accordance with the registration procedure above, can attend and participate at the EGM using their smartphone, tablet, laptop or PC by clicking the "Attend Online" button through [ING EVO Platform](#). Please note that a VPN connection or firewall can have a negative effect on the accessibility to the virtual EGM.

### Asking questions

#### *In writing, in advance*

Shareholders may submit questions in writing regarding the various agenda items, by sending an email before Saturday 22 January 2022, 14:00 hrs CEST to [ir@avantium.com](mailto:ir@avantium.com). Please include the following information in your email:

- your name and residence (of the registered Shareholder);
- registration number of the receipt of registration in the ING EVO Platform;
- number of shares registered in the relevant shareholders' name on (the close of) the Record Date.

These questions will be addressed during the EGM and made available on the Avantium website after the meeting. In answering the questions, Avantium may bundle similar questions. When

submitting your questions, please indicate whether you would like the opportunity to ask a follow-up question during the meeting.

*Chat box during the meeting*

Shareholders may submit questions during the EGM through a chat box.

*Live (verbal) questions during the meeting*

For shareholders who wish to ask live (verbal) questions during the EGM, Avantium will make available a separate conference call connection. In such case, you will need to notify Avantium Investor Relations ([ir@avantium.com](mailto:ir@avantium.com)) of your intention before Saturday 22 January 2022, 14:00 hrs CEST. You will receive a conference call number and further instructions on how to ask questions during the EGM.

### **Supervisory Board and Management Board attendance**

The Avantium Supervisory Board as well as the Avantium Management Board will also join virtually.

We regret that we will be unable to offer our shareholders informal access to Avantium management to exchange views, and vote in person on the agenda items.

We thank you for your understanding with regards to the strict measures we are taking.

Amsterdam, 9 December 2021  
on behalf of Avantium N.V.

Tom van Aken  
Chief Executive Officer