

ANNUAL GENERAL MEETING AVANTIUM N.V.

WEDNESDAY 10 MAY 2023

Dear shareholder,

You are hereby cordially invited to attend the annual general meeting (**AGM**) of Avantium N.V. (**Avantium**) to be held on **Wednesday 10 May 2023, 14:00 hrs CEST** at Amsterdam Science Park, Matrix Building One, Science Park 301, 1098 XH Amsterdam, the Netherlands.

The number of outstanding shares on 28 March 2023, the convocation date, is **42,620,059**.

Agenda

1 Opening

Review 2022

2 Annual Report for the financial year 2022

3 Remuneration Report 2022 (*advisory vote*)

4 Adoption of the Annual Accounts 2022 (*voting item*)

Discharge of liability

5 (a) Discharge from liability of members of the Management Board for the performance of their duties in financial year 2022 (*voting item*)

5 (b) Discharge from liability of members of the Supervisory Board for the performance of their duties in financial year 2022 (*voting item*)

Composition of the Supervisory Board

6 Re-appointment of Mr. E. Moses (*voting item*)

7 Appointment of Mr. D. Van Meirvenne (*voting item*)

8 Appointment of Mr. P. Williams (*voting item*)

9 Remuneration component related to the (re-) appointment of Supervisory Board members; one-off fixed award of Share Options (ESOP)

9 (a) Award of 85,000 share options upon re-appointment of Mr. E. Moses (*voting item*)

9 (b) Award of 30,000 share options upon appointment of Mr. D. Van Meirvenne (*voting item*)

9 (c) Award of 30,000 share options upon appointment of Mr. P. Williams (*voting item*)

Authorisation shares

- 10 (a) Designation of the Management Board to issue up to 4% ordinary shares and to exclude pre-emptive rights for general corporate purposes and in connection with the Company's long term incentive and share-based compensation plans for employees, management team and Management Board (*voting item*)
- 10 (b) Designation of the Management Board to grant rights to subscribe for 0.34% ordinary shares and to exclude pre-emptive rights, in connection with the Company's long term incentive and share-based compensation plans, in view of certain one-off fixed awards of share options to three Supervisory Board members upon, respectively, their re-appointment and appointment (*voting item*)

Other (corporate) affairs

- 11 Re-appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the financial year 2023 (*voting item*)
- 12 Any other business (including Q&A)
- 13 Closing

Procedure for attending the Meeting and voting

Venue of the meeting

Shareholders are invited to participate in the annual general meeting 2022 in person. The venue of the meeting is Amsterdam Science Park, Matrix Building One, Science Park 301, 1098 XH Amsterdam, the Netherlands.

Meeting documents

The agenda with explanatory notes, as well as the other meeting documents including the Annual Accounts 2022 and the Remuneration Report 2022, are available on the Avantium 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 Wednesday 12 April 2023, 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 AGM.

and

2. have registered for their participation in the meeting as per the below registration procedure by no later than Wednesday 3 May 2023.

Registration for attending the Meeting

Shareholders who either in person or by proxy wish to attend the Meeting, should register for the Meeting between Wednesday 12 April 2023 after 18:00 hrs CEST and Wednesday 3 May 2023, 17:30 hrs CEST. Shareholders can register via the ING EVO Platform: <https://evote.ingwb.com>, or via their intermediary where their shares are administered.

The intermediaries must provide ING Bank N.V. no later than Wednesday 3 May 2023, 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 serves as admission ticket for the Meeting.

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 3 May 2023, before 17:30 hrs CEST to ING Bank N.V. 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. 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 instructions and voting by proxy

Shareholders registered in accordance with the procedure stated above, who wish to have themselves represented at the Meeting may give voting instructions electronically via the ING EVO platform: <https://evote.ingwb.com> available from Wednesday 12 April 2023 after 18:00 hrs CEST and Wednesday 3 May 2023, 17:30 hrs CEST. Shareholders registered in accordance with the procedure stated above, who wish to have themselves represented at the Meeting 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/corporate-governance/#shareholders-meeting>, and 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: agm.pas@ing.com) no later than Wednesday 3 May 2023, 17.30 hrs CEST.

Admission to the Meeting

Registration for admission to the Meeting will take place on the day of the Meeting from 13.30 hrs CEST until the start of the Meeting at 14.00 hrs CEST. After this time, registration for admission is no longer possible. Persons entitled to attend the Meeting must present a valid administration ticket for the Meeting and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

Tour Laboratories Avantium Matrix Building 6 Amsterdam Science Park

Avantium has offices and laboratories in Matrix Building 6 at Amsterdam Science Park. Here, Avantium is working on its early-stage technologies and on Volta Technology, Avantium's advanced electrocatalytic platform that unlocks CO₂ as a new carbon source for the chemical industry. Shareholders are invited to get a tour through Avantium's laboratories directly after the Annual General Meeting. Shareholders are kindly asked to register in advance for the tour, by sending an email to ir@avantium.com.

Amsterdam, 28 March 2023

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

Tom van Aken

Chief Executive Officer

Boudewijn van Schaik

Chief Financial Officer

Annex I

Power of Attorney

(attached separately)