

EXTRAORDINARY GENERAL MEETING AVANTIUM N.V.

FRIDAY 20 DECEMBER 2019

Extraordinary general meeting (**Meeting**) of Avantium N.V. (**Avantium**) to be held on **Friday 20 December 2019, 10.30 hrs CEST** at Avantium's head office, Zekeringstraat 29, 1014 BV Amsterdam, the Netherlands.

Agenda

1. Opening
2. Composition of the supervisory board
 - (a) Acceptance of resignation and full discharge from liability of Mr. C. Verhaar as member of the supervisory board for his supervision of the management of Avantium until the date of his resignation (*voting item*)
 - (b) Acceptance of resignation and full discharge from liability of Mr. R. van Leen as member of the supervisory board for his supervision of the management of Avantium until the date of his resignation (*voting item*)
 - (c) Appointment of Mr. E. Moses as member of the supervisory board (*voting item*)
 - (d) Remuneration of Mr. E. Moses (*voting item*)
3. Any other business
4. Closing

Explanatory notes to the agenda

Proposal 2. (a)

It is proposed to accept the resignation of Mr. C. Verhaar as member of the supervisory board and to grant him full discharge from liability for his supervision of the management of Avantium until the date of his resignation.

Proposal 2. (b)

It is proposed to accept the resignation of Mr. R. van Leen as member of the supervisory board and to grant him full discharge from liability for his supervision of the management of Avantium until the date of his resignation.

Proposal 2. (c)

In accordance with article 21.3 of Avantium's articles of association, the supervisory board nominates Mr. E. Moses to be appointed as member of Avantium's supervisory board with effect from the date of this meeting until the close of the annual general meeting in 2023.

Details of the proposed candidate

Nationality: Mr. Moses has British nationality

Resume:

Dr. Edwin Moses has a Ph.D. in Chemistry from the University of Sheffield (UK) and a Post-Doctoral Fellowship in Biophysical Chemistry from the University of Regensburg (Germany).

Edwin Moses is a serial entrepreneur and value creator in European life science companies. As CEO, he built two businesses (Ablynx NV and Oxford Asymmetry International), led their successful IPOs on the LSE, EuroNext and NASDAQ and raised over €500 million in equity and debt financing. Mr. Moses oversaw multiple deal making at Ablynx which generated ~€0.5 billion in cash, >€10 billion in potential milestones plus royalties. He was responsible for developing the business plans and implementing them. He has expertise in high value service provision to the pharmaceutical industry and in drug discovery and development. His primary focus is on high growth businesses and change management. Mr. Moses has 25 years of Board level experience in more than 10 companies, mostly as Chairman.

In line with Avantium's supervisory board profile, Mr. Moses adds the following desired specific knowledge and expertise:

- *Proven know-how in scaling up innovative companies*

Mr. Moses has first-hand experience in scaling up innovative companies. He is a highly respected and well-recognized business leader in the life science industry, with a successful track record in creating company value and attracting finance, both in the private and public arena.

- *Extensive executive and non-executive experience*

He has made a substantial contribution at Board level (primarily as chairman and/or CEO) to over 15 European life sciences companies.

- *International experience*

He is internationally experienced, having lived/worked for extended periods in Belgium, Germany, UK and Italy as well as in the USA. A native English speaker, he speaks German and has a working knowledge of Italian and French.

This addition to the supervisory board will give substance to the continuity of the supervisory board while at the same time adding specific knowledge and expertise and improving the diversity within the supervisory board.

Mr. Moses' resume and the motivation for his nomination are part of the meeting documents for this meeting.

The proposal to appoint Mr. Moses is made taking into account the limitation to the number of functions as prescribed by applicable law, and Avantium's supervisory board regulations and supervisory board profile, including the diversity policy.

Mr. Moses qualifies as independent supervisory board member within the meaning of the Dutch Corporate Governance Code.

It is proposed to appoint Mr. Moses as a member of the supervisory board, in accordance with the nomination of the supervisory board, with effect from the date of this meeting until the close of the annual general meeting to be held in 2023.

Proposal 2. (d)

In line with the remuneration determined by the general meeting on 10 February 2017, and subject to Mr. Moses' appointment, the supervisory board proposes a remuneration for Mr. Moses in the aggregate amount of seventy-five thousand euro (€75,000) (excluding VAT), consisting of (i) forty thousand euro (€40,000) (excluding VAT) for his membership of the supervisory board, and (ii) thirty-five thousand euro (€35,000) (excluding VAT) for his chairmanship of the supervisory board.

If elected as a member of the remuneration committee, the nomination committee and/or the audit committee of Avantium's supervisory board, this remuneration will be increased with an annual amount of five thousand euro (€5,000) (excluding VAT) per each membership. For more information on the remuneration of the members of the supervisory board, reference is made to the remuneration report included on pages 40 – 44 of the 2018 Annual Report.
