

**POWER OF ATTORNEY**

For the annual general meeting (**AGM**) of Avantium N.V. (**Avantium**) to be held on **Thursday 14 May 2020, 14:00 CEST** at Avantium's head office at the Zekeringstraat 29, 1014 BV Amsterdam, the Netherlands,

The undersigned,

Name: \_\_\_\_\_

Address / registered offices: \_\_\_\_\_

Registration number of the Chamber of Commerce (or similar register): \_\_\_\_\_

*(if applicable)*

Number of shares/votes:

\_\_\_\_\_

held by the undersigned on 16 April 2020 (**Record Date**)

the **Shareholder**,

hereby grants a power of attorney to<sup>1</sup>:

\_\_\_\_\_

*(fill in details proxyholder)<sup>2</sup>*

Allen & Overy LLP, mrs LLM J.J.C.A. Leemrijse (partner and civil law notary of Allen & Overy LLP) and/or her substitute (with the right of substitution).<sup>3</sup>

to represent the Shareholder at the AGM, to sign attendance forms, and to vote all of the Shareholder's registered shares on its behalf in the manner set out below (*please indicate which is applicable by clearly marking the relevant box*).

<sup>1</sup> If no box is marked, the power of attorney will be granted to Allen & Overy LLP.

<sup>2</sup> Please note that the proxyholder, in order to be admitted to the meeting, shall be required to show at the entrance of the meeting (i) a copy of this proxy plus identification and (ii) the registration statement, delivered in accordance with the requirements set forth in the notice of the meeting.

<sup>3</sup> A proxy to Allen & Overy LLP without a specific voting instruction or on which it is not clear which choices have been made, will be regarded to include a voting instruction in favor of all proposals made by the Management Board or the Supervisory Board.

<b>No.</b>	<b>Agenda</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1	Opening	N.A.	N.A.	N.A.
2	Annual Report for the financial year 2019	N.A.	N.A.	N.A.
3	Remuneration Report 2019 ( <i>advisory vote</i> )			
4	Adoption of the Annual Accounts 2019			
5 (a)	Discharge from liability of members of the Management Board for the performance of their duties in financial year 2019			
5 (b)	Discharge from liability of members of the Supervisory Board for the performance of their duties in financial year 2019			
6 (a)	Adoption of the remuneration policy of the Management Board			
6 (b)	Adoption of the remuneration policy of the Supervisory Board			
7	Appointment of Mr B. Welten as a statutory member of the Management Board			
8	Appointment of Mrs M. Jou as member of the Supervisory Board			
9 (a)	Designation of the Management Board to issue up to 5% ordinary shares and to exclude pre-emptive rights in connection with the Company's long term incentive and share-based compensation plans			
9 (b)	Designation of the Management Board to issue 20% ordinary shares and to exclude pre-emptive rights			
9 (c)	Authorisation of the Management Board to repurchase shares in the share capital of Avantium on behalf of Avantium			
10	Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the financial year 2020			
11	Any other business	N.A.	N.A.	N.A.
12	Closing (including Q&A)	N.A.	N.A.	N.A.

**Signature of the Shareholder**

---

Full name:

Place:

Date:

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), telephone nr: 020-5762716) no later than **Thursday 7 May 2020**, 17.30 CEST.

This power of attorney can only be revoked in writing, which must be received by ING Bank N.V. no later than Thursday 7 May 2020, 17.30 CEST.

This power of attorney is governed by Dutch law.

\*\*\*