



ANNUAL GENERAL MEETING AVANTIUM N.V.

WEDNESDAY 19 MAY 2021

Dear shareholder,

You are hereby cordially invited to attend the annual general meeting (**AGM**) of Avantium N.V. (**Avantium** or the **Company**) which takes place virtually on **Wednesday, 19 May 2021 at 14:00 hrs CEST**.

The number of outstanding shares on 6 April 2021, the convocation date, is **26,045,970**.

Agenda

1 Opening

Review 2020

2 Annual Report for the financial year 2020

3 Remuneration Report 2020 (*advisory vote*)

4 Adoption of the Annual Accounts 2020 (*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 2020 (*voting item*)

5 (b) Discharge from liability of members of the Supervisory Board for the performance of their duties in financial year 2020 (*voting item*)

Composition of the Management Board

6 Re-appointment of Mr T.B. van Aken as CEO and member of the Management Board (*voting item*)

Composition of the Supervisory Board

7 Re-appointment of Ms M.G. Kleinsman as member of the Supervisory Board (*voting item*)

Authorisation shares

8 (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 (*voting item*)

8 (b) Authorisation of the Management Board to repurchase shares in the share capital of Avantium on behalf of Avantium (*voting item*)

Other (corporate) affairs

9 Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the financial year 2021 (*voting item*)

- 10 Any other business (including Q&A)
- 11 Closing

Virtual AGM

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 2021 AGM will be hosted virtually from the Avantium's premises at the Zekeringstraat 29, 1014 BV in Amsterdam. The Annual General Meeting (AGM) 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 AGM 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 2021 AGM.

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 Annual Accounts 2020 and the Remuneration Report 2020, 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 Wednesday 21 April 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 AGM.

and

2. have registered for their participation in the meeting as per the below registration procedure by no later than Wednesday 12 May 2021.

Registration

Shareholders who wish to virtually attend the AGM and/or vote by proxy should register for the meeting between Wednesday 21 April 2021 after 18.00 hrs CEST and Wednesday 12 May 2021, 17.30 hrs CEST. Shareholders must register via the [ING EVO Platform](#), or via their intermediary where their shares are administered.

The intermediaries must provide ING no later than Wednesday 12 May 2021, 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 AGM .

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 12 May 2021, before 17.30 hrs CEST to ING at the address mentioned above 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 AGM, registered shareholders can login to the AGM via the [ING EVO Platform](#) on Wednesday, 19 May 2021 from 13:00 hrs CEST until the start of the meeting at 14:00 hrs CEST.

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 Wednesday 12 May 2021, 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), no later than Wednesday 12 May 2021, 17.30 hrs CEST.

It is not possible to vote electronically during the AGM.

Watching the AGM online

Shareholders who are registered for participation at the AGM in accordance with the registration procedure above, can attend and participate at the AGM 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 AGM.

The AGM will be held in English, a Dutch translation is available for your convenience during the meeting.

Asking questions

Shareholders may submit questions in writing regarding the various agenda items, by sending an email before Monday 17 May 2021, 12:00 hrs CEST to 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 up to and including the Record Date.

These questions will be addressed during the AGM 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. Shareholders may submit questions during the AGM through a chat box. For shareholders who wish to ask live (verbal) questions during the AGM, Avantium will make available a separate conference call connection. In such case, you will need to notify Avantium Investor Relations (ir@avantium.com) of your intention before Wednesday 12 May 2021, 12:00 hrs CEST. You will receive a conference call number and further instructions on how to ask questions during the AGM.

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 items of business; hopefully we will be able to do so again in 2022. We thank you for your understanding with regards to the strict measures we are taking.

Amsterdam, 6 April 2021
on behalf of Avantium N.V.

Tom van Aken
Chief Executive Officer