

Subject	Advice of the OR on the Remuneration Policy for the Management Board and Supervisory Board
Date	April 01, 2020
From	Works Council
To	Remuneration Committee Supervisory Board Avantium N.V.
CC	Tom van Aken, CEO Bart Welten, CFO Carmen Portocarero, General Legal Counsel

Dear Remuneration Committee, Supervisory Board and Management Board,

We have received your Request for Advice regarding the proposed **Remuneration Policy for the Management Board and the Supervisory Board** in accordance with the amended Shareholder Rights Directive (SRD II) as entered into force on 1 December 2019. Based on the new Article 2:135a paragraph 3 DCC, the Works Council is granted the right to render advice on the draft remuneration policies for the Management Board and Supervisory Board. The Works Council will be allowed to explain the advice in the AGM 2020, if it so chooses. In case the advice of the Works Council is not followed and adopted in the remuneration policy, the Supervisory Board is required to elaborate upon the background of this deviation.

Based on the information we have received, and considering

- SRD II revised regulations allows the Works Council to provide advice upon the remuneration policy of the Executive Board, and Supervisory Board, thereby increasing transparency towards employees as well as other stakeholders;
- In addition, revised regulations (art. 23 lid 2 WOR) steer at a yearly conversation between the Works Council and Supervisory Board on the comparison between remuneration of the Executive Board and the employees of the Company (addressing a.o. the company's pay ratio). In addition to our advice on the remuneration policy as required under revised regulations following SRD II, we look forward to the active participation of the Supervisory Board in these conversations and deem these important for employee engagement;
- The Works Council is familiar with Avantium's intention to conduct a remuneration benchmark at least every four (4) years, in order to assess the level of competitiveness of the remuneration. The last policy review and remuneration benchmark was conducted in 2017, and a next review is planned for 2020, with a resulting review of the Remuneration Policy for submission to the Annual General Meeting in 2021. The Works Council

understands that the Supervisory Board may decide to make changes to the contents of the remuneration and to the Remuneration Policy in 2021, based on this benchmark;

- The Works Council requests the Supervisory Board to inform the Works Council in a timely manner and to actively involve the Works Council in the dialogue regarding this benchmark and the changes to the remuneration (policy) that result from this benchmark;

The Works Council gives a positive advice on the proposed Remuneration Policy for the Management Board and Supervisory Board.

The Works Council believes that this policy clearly links remuneration to the success and long-term interests of the company, and encourages the Remuneration Committee to seek further dialogue with the Works Council on this topic in the second half of 2020.

On behalf of the Works Council,

Driss Boublali, Chairman
Clare Harvey, Vice-Chairman
Karin van Wensen, Secretary