

# Agenda and Explanatory Notes

Annual General Meeting Avantium N.V.

12 May 2026

The Annual General Meeting (AGM) of Avantium N.V. (**Avantium**) to be held on **Tuesday 12 May 2026, 14:00 hrs CEST** at Wicked Grounds, Schipluidenlaan 4, 1062 HE Amsterdam, the Netherlands.

## Agenda

- 1 Opening

## Review 2025

- 2 Annual Report for the financial year 2025
- 3 Corporate governance update
- 4 Remuneration Report 2025 (advisory vote)
- 5 Adoption of the Annual Accounts 2025 (voting item)

## Discharge from liability

- 6 Discharge from liability of members of the Management Board for the performance of their duties in financial year 2025 (voting item)
- 7 Discharge from liability of members of the Supervisory Board for the performance of their duties in financial year 2025 (voting item)

## Composition of the Management Board

- 8 Appointment of Mr. R.M.S. van Wijk (voting item)

## Composition of the Supervisory Board

- 9 Re-appointment of Mr. N. Björkman (voting item)

## Financing/mandate

- 10 Designation of the Management Board to issue ordinary shares up to the statutory maximum of the authorised share capital and to limit or exclude preemptive rights in respect thereof, for a period of 18 months from the date of the AGM (voting item)

## Other (corporate) affairs

- 11 Re-appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the financial year 2026 (voting item)
- 12 Any other business (including Q&A)
- 13 Closing

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## Explanatory notes

### Review 2025

#### Agenda Item 2 – Annual Report for the financial year 2025

The Management Board will give a presentation on the performance of Avantium in 2025 as described in the Annual Report 2025. The sustainability statements form part of the Annual Report 2025. Reference is made to pages 21 to 64. Under this agenda item, the Annual Report of the Supervisory Board (page 81 to 87) will also be discussed. Shareholders will then be invited to ask questions.

#### Agenda Item 3 – Corporate governance update

An update will be provided on the corporate governance structure of the Company and the compliance of the Company with the Dutch Corporate Governance Code 2025. Reference is made to the pages 73 through 78 of the Annual Report 2025.

#### Agenda Item 4 – Remuneration Report 2025

Our Remuneration Report explains the implementation of the remuneration policies for Avantium's Management Board and Supervisory Board and provides an overview of the remuneration awarded to their members in the 2025 financial year. The report has been prepared in accordance with Section 2:135 of the Dutch Civil Code and the applicable provisions of the EU Shareholders' Rights Directive. Remuneration was determined in line with the Remuneration Policy adopted by the AGM on 15 May 2024, effective as of 1 January 2024, and the remuneration measures imposed by the Dutch State.

The Remuneration Report is included on pages 88 to 107 of the Annual Report 2025 and is available as a stand-alone document on the Company's website. The Remuneration

Report is subject to an advisory vote, in line with Section 2:135b sub 2 of the Dutch Civil Code. It is proposed to cast a favorable advisory vote.

### **Agenda Item 5 – Adoption of the Annual Accounts 2025**

The Annual Accounts 2025 were published on 18 March 2026 and are submitted for adoption by the General Meeting in this meeting. It is proposed to adopt the Annual Accounts 2025.

### *Discharge from liability*

### **Agenda Item 6 - Discharge from liability of members of the Management Board for the performance of their duties in financial year 2025**

It is proposed to discharge the members of the Management Board in office in 2025 from liability for the performance of their duties in financial year 2025, insofar as the performance of such duties is disclosed in the Annual Accounts 2025 or has otherwise been publicly disclosed prior to the adoption of the Annual Accounts 2025.

### **Agenda Item 7 - Discharge from liability of members of the Supervisory Board for the performance of their duties in financial year 2025**

It is proposed to discharge the members of the Supervisory Board in office in 2025 from liability for the performance of their duties in financial year 2025, insofar as the performance of such duties is disclosed in the Annual Accounts 2025 or has otherwise been publicly disclosed prior to the adoption of the Annual Accounts 2025.

### *Composition of the Management Board*

### **Agenda Item 8 - Appointment of Mr. R.M.S. van Wijk**

In accordance with article 14.4 of the Company's articles of association, the Supervisory Board nominates Mr. Rogier M.S. van Wijk for appointment by the General Meeting as member of the Management Board, for a first term ending at the close of the Annual General Meeting to be held in 2030. He will hold the role of Chief Financial Officer (CFO).

### **Details of the proposed candidate**

Nationality: Dutch

Year of birth: 1975

### **Background of the proposed candidate**

Mr. Rogier van Wijk is a Dutch national and a seasoned senior finance executive with extensive experience in multinational and listed environments. He has a proven track record in business and finance transformation, M&A, treasury and financing, investor relations, and strategic planning. Throughout his career he has led complex organizational transitions, managed global finance teams, and played key roles in private-equity and capital markets transactions.

Avantium seeks to promote diversity within the Management Board in terms of age, gender, nationality, experience, background, skills, knowledge and insights. The Supervisory Board has selected Mr. van Wijk based on his broad international finance and business experience, his proven leadership in listed and private-equity-owned companies, and his strong capabilities in business transformation, team building, and finance leadership.

Before joining Avantium, Rogier van Wijk served as CFO and Management Board member of Cyclomedia Technology B.V., where he was responsible for Finance, Legal, M&A and HR. Rogier van Wijk spent five years in senior finance leadership roles at Intertrust N.V., a company listed on Euronext Amsterdam, including serving as CFO and Management Board member. Earlier in his career, he held various senior roles at TPV Technology and within multiple divisions of Philips, including Business Unit Controller, Group Controller, Purchasing Controller, North America Controller, and M&A Director. He has extensive international experience, having worked in the Netherlands, the United States and China.

Rogier van Wijk holds an Executive Master of Finance and Control (EMFC/RC) from the joint programme of Maastricht University and the University of Amsterdam, and a degree in International Business from Maastricht University, including an international exchange at Universidad Carlos III in Madrid (Spain). He is fluent in Dutch and English, and conversational in Spanish.

The nomination of Rogier van Wijk as member of the Management Board is made with due observance of the limitations regarding the number of board positions prescribed by applicable law and the Company's Management Board regulations. He holds an ancillary position as Board member and Chair of the Nederlandse Vereniging voor Finance Executives (NVFE) (Dutch Association for Finance Executives).

The Works Council has been informed on the appointment of Rogier van Wijk as member of the Management Board and CFO, and is in favor thereof.

### **Remuneration of Mr. Van Wijk**

Mr. Rogier van Wijk is employed under a management services agreement, being a services agreement (*overeenkomst van opdracht*) within the meaning of Article 7:400 of the Dutch Civil Code. This follows Section 2:132(3) of the Dutch Civil Code, which stipulates that agreements concluded between a Dutch listed company and a member of its management board cannot be qualified as an employment agreement.

The contents of the Agreement are in line with the provisions of the prevailing Dutch Corporate Governance Code.

The remuneration of Mr. Van Wijk, which is in line with Avantium's Remuneration Policy for the Management Board, consists of the following components:

As part of the conditions attached to the State of the Netherlands' support in the September 2025 equity raise, Avantium and the Ministry of Climate Policy and Green Growth (KGG) agreed to temporary remuneration measures ("the Dutch State Remuneration Measures"). These apply as of September 22, 2025, until the earlier of: the

Company achieving a positive EBITDA and maintaining a positive EBITDA outlook for the immediately succeeding six-month period; KGG ceasing to be a shareholder; or December 31, 2027. During this period, the fixed remuneration of the Chief Financial Officer (CFO) will be capped at €320,000, with no variable remuneration (including short- and long-term incentives) to be awarded.

In accordance with the Management Board Remuneration Policy, performance objectives will continue to be agreed with Mr. Van Wijk during the relevant period, in line with the customary method of establishing performance goals and evaluating their achievement.

After the end of the relevant period, the restrictions arising from the Dutch State Remuneration Measures will lapse. At that time, the Management Board Remuneration Policy and the remuneration of the Management Board (including the relevant elements of the CFO remuneration package) will be submitted to the General Meeting of Shareholders for approval, where required.

## **Composition of the Supervisory Board**

### **Agenda Item 9 - Re-appointment of Mr. N. Björkman**

In accordance with article 21.2 of Avantium's Articles of Association, the Supervisory Board submits a nomination for the re-appointment of Mr. N. Björkman as member of Supervisory Board for a second term of four (4) years with effect from the date of the AGM, ending at the close of the Annual General Meeting to be held in 2030.

#### **Details of the proposed candidate**

Nationality: Swiss & Swedish

Year of birth: 1954

#### **Background of the proposed candidate**

Mr. Nils Björkman spent more than 33 years at the global food processing and packaging solutions company Tetra Pak Group, serving in a wide range of senior international roles across Sweden, Canada, the United States, the United Kingdom and Switzerland. His final position was Executive Vice President for all commercial operations worldwide, a role he held until his retirement in March 2015. He has also served as a non-executive board member for several companies. Nils Björkman holds an MBA from the Stockholm School of Economics.

Nils Björkman brings extensive and highly relevant experience through both his education and his long career at Tetra Pak. In line with Avantium's Supervisory Board profile, he contributes the following specific knowledge and expertise:

- **Extensive expertise in international packaging and innovation:**  
His longstanding executive career at Tetra Pak provides deep insights into the global packaging and beverage industry.
- **Broad international industry experience:**  
Nils Björkman has lived and worked for extended periods in Sweden, Canada, the United States, the United Kingdom and Switzerland. In his role as Executive Vice President for all commercial operations, he led Tetra Pak's global business across

all regions, spending significant time in Asia, Africa, the Middle East and the Americas.

Nils Björkman's re-appointment to the Supervisory Board will ensure continuity while further strengthening the Board with his specific knowledge and expertise. The proposal to re-appoint Mr. Björkman has been made with due observance of the limitations on the number of positions prescribed by applicable law, the Supervisory Board Regulations, and the Supervisory Board profile, including the diversity policy. Nils Björkman qualifies as an independent Supervisory Board member within the meaning of the Dutch Corporate Governance Code. He holds 12,118 Avantium shares and 3,000 share options.

The Works Council has been informed on the re-appointment of Nils Björkman as member of the Supervisory Board, and is in favour of this proposal.

It is proposed to re-appoint Nils Björkman as a member of the Supervisory Board in accordance with the nomination of the Supervisory Board for a term of four (4) years, with effect from the date of this meeting and ending at the close of the Annual General Meeting to be held in 2030.

### **Remuneration Mr. N. Björkman**

As part of the conditions attached to the State of the Netherlands' participation in the September 2025 equity raise, Avantium and the Ministry of Climate Policy and Green Growth (KGG) agreed to temporary remuneration measures ("the Dutch State Remuneration Measures"). These apply from 22 September 2025 until the earlier of: the Company achieving a positive EBITDA and maintaining a positive EBITDA outlook for the immediately succeeding six-month period, KGG ceasing to be a shareholder, or 31 December 2027. During this period, a mandatory 25% reduction in Supervisory Board remuneration applies.

In accordance with the Company's Remuneration Policy for the Supervisory Board and the Dutch State Remuneration Measures, and subject to his re-appointment, Mr. Björkman will receive an annual fee of thirty-three thousand seven hundred fifty euros (€33,750) gross in 2026. Upon re-appointment, he will continue as Chair of the Industrialization Committee, for which he will receive an additional annual fee of four thousand five hundred euros (€4,500) gross in 2026. If he is appointed as a member of another Supervisory Board Committee, his remuneration will increase by an additional four thousand five hundred euros (€4,500) gross per Committee membership in 2026.

After the applicable period of the Dutch State Remuneration Measures ends, Mr. Björkman's remuneration will automatically return to the levels defined in Avantium's Remuneration Policy for the Supervisory Board, reflecting a 25% increase compared to the temporarily reduced remuneration.

### **Financing/mandate**

**Agenda Item 10 - Designation of the Management Board to issue ordinary shares up to the statutory maximum of the authorised share capital and to limit or exclude pre-emptive rights in respect thereof, for a period of 18 months from the date of the AGM**

A proposal is submitted to the General Meeting of Shareholders to designate the Management Board as the corporate body authorised, subject to the approval of the Supervisory Board, to issue ordinary shares, which includes the granting of rights to subscribe for shares as provided for in Article 6 of the Company's Articles of Association, up to a maximum of the authorised share capital of the Company, for and in connection therewith to limit or exclude pre-emptive rights of existing shareholders, as provided for in Article 7 of the Company's Articles of Association, a period of 18 months from the date of the AGM:

- 1) To issue ordinary shares, which includes the granting of rights to subscribe for ordinary shares, to satisfy exercise notices under warrant agreements, to raise capital to fund immediate liquidity shortfalls, for strategic funding, refinancing of the debt financing facilities, and enhancing partnering flexibility and other general corporate purposes. This designation is sought to provide the Company with the flexibility to respond swiftly to opportunities and challenges that may arise, in particular in light of the continued ramp-up and commercialization of the Company's first-of-its-kind commercial FDCA plant and the further implantation of its licensing strategy. Granting this mandate will allow the Company to raise capital more efficiently, reduce costs, and expedite processes that are critical to maintaining its competitive position and achieving its strategic objectives. The Management Board will only utilise this mandate when it is strictly necessary, ensuring that any issuance of shares is in the best interests of the Company and its shareholders.
- 2) To issue ordinary shares, which includes the granting of rights to subscribe for ordinary shares, to be used in connection with the Company's obligations related to share-based remuneration, such as those under the long-term incentive and share based compensation plans for employees, management team and Supervisory Board.

This proposed authorisation will replace the current authorisation as granted by the General Meeting to the Management Board on 14 May 2025 under agenda item 10 of the 2025 Annual General Meeting.

### *Other (corporate) affairs*

#### **Agenda Item 11 - Re-appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the financial year 2026**

Pursuant to Section 2:393 of the Dutch Civil Code, the General Meeting charges an external auditor with the task of auditing the financial statements.

Following the recommendation of the Audit Committee and the Management Board, the Supervisory Board proposes to the General Meeting to appoint PricewaterhouseCoopers Accountants N.V. as the external auditor of Avantium for the financial year 2026.