Avantium NV,
Zekeringstraat 29, 1014 BV
Amsterdam, The Netherlands.

Agenda and Explanatory Notes

Extraordinary General Meeting Avantium N.V.

30 September 2026

The Extraordinary General Meeting (**EGM**) of Avantium N.V. (**Avantium**) to be held on **Wednesday 30 September 2026, 14:00 hrs CEST** at the Avantium offices, Zekeringstraat 29, 1014 BV Amsterdam, the Netherlands.

Agenda

1 Opening

Review

2 Business Update H1 2026

Governance

3 Amendment to Articles of Association (voting item)

Financing/mandate

4 Designation of the Management Board to issue ordinary shares up to the statutory maximum of the increased authorised share capital and to limit or exclude pre-emptive rights in respect thereof, from the EGM until the date of the 2027 AGM (voting item)

5 Closing

Explanatory notes

Review

Agenda Item 2 – Business Update H1 2026

The Management Board will give a presentation on the performance of Avantium in the first half year of 2026. Shareholders will be invited to ask questions.

Governance

Agenda Item 3 - Amendment to Articles of Association

To allow ordinary shares to be issued under the authorisation referred to in agenda item 4 below, the authorised share capital of Avantium must be increased by an amendment to the Articles of Association of Avantium. It is proposed to set the new authorised share capital at EUR 125,000,000 representing 125,000,000 shares. The proposed amendments read as follows:

Current text:	Proposed new text:
Article 4. Authorised capital.	**Article 4. Authorised capital.**
4.1 The authorised capital of the Company equals forty-three million four hundred eighty thousand and sixty euro (EUR 43,480,060).	4.1 The authorised capital of the Company equals one hundred twenty-five million euro (EUR 125,000,000).
4.2 The authorised capital of the Company is divided into forty-three million four hundred eighty thousand and sixty (43,480,060) Shares, with a nominal value of one euro (EUR 1) each.	4.2 The authorised capital of the Company is divided into one hundred twenty-five million (125,000,000) Shares, with a nominal value of one euro (EUR 1) each.
4.3 All Shares are to be registered Shares. No share certificates (*aandeelbewijzen*) shall be issued.	4.3 All Shares are to be registered Shares. No share certificates (*aandeelbewijzen*) shall be issued.

In Dutch:

Huidige tekst:	Voorgestelde nieuwe tekst:
Artikel 4. Maatschappelijk kapitaal.	**Artikel 4. Maatschappelijk kapitaal.**
4.1 Het maatschappelijk kapitaal bedraagt drieënveertig miljoen vierhonderd tachtigduizend zestig euro (EUR 43.480.060).	4.1 Het maatschappelijk kapitaal van de vennootschap bedraagt eenhonderd-vijfentwintig miljoen euro (EUR 125.000.000).
4.2 Het maatschappelijk kapitaal is verdeeld in drieënveertig miljoen vierhonderd tachtigduizend zestig (43.480.060) aandelen met een nominaal bedrag van een euro (EUR 1) elk.	4.2 Het maatschappelijk kapitaal is verdeeld in eenhonderdvijfentwintig miljoen (125.000.000) aandelen met een nominale waarde van een euro (EUR 1) elk.
4.3 Alle aandelen luiden op naam. Aandeelbewijzen worden niet uitgegeven.	4.3 Alle aandelen luiden op naam. Aandeelbewijzen worden niet uitgegeven.

The proposed amendment to the Articles of Association of the Company also includes authorising each member of the Management Board and each (deputy) civil law notary and notarial assistant at Allen Overy Shearman Sterling LLP, attorneys at law, civil law notaries and tax consultants, in Amsterdam, each of them severally, to have the deed of amendment to the Articles of Association executed.

Financing/mandate

Agenda Item 4 – Designation of the Management Board to issue ordinary shares up to the statutory maximum of the increased authorised share capital and to limit or exclude pre-emptive rights in respect thereof, from the EGM until the date of the 2027 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 the statutory maximum of the authorised share capital of the Company as increased pursuant to agenda item 3, 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, for the period from the EGM until the date of Avantium's Annual General Meeting to be held in 2027 (the **2027 AGM**).

Avantium currently intends to raise at least €55 million in gross proceeds through the issue of ordinary shares, or the granting of rights to subscribe for ordinary shares in connection with an equity raise (the **Offering**). The purpose of the Offering is to provide Avantium with a solid financial foundation as it transitions into commercial operations. Avantium may also seek to issue shares for an additional amount of up to €20 million (the **Upsize**). This additional headroom is intended solely to provide flexibility to increase the size of the Offering if pre-committing shareholders and/or investors cannot be fully allocated within the targeted Offering size and/or to facilitate an appropriate exercise ratio in the event that the Offering and Upsize combined are structured as a rights issue.

The exact number of ordinary shares to be issued under the Offering and the Upsize, if any, and the issue price will be determined by the Management Board, taking into account the market conditions and the structure of the Offering.

In addition to the Offering and the Upsize, if any, Avantium intends to issue ordinary shares, and/or grant rights to subscribe for ordinary shares, in connection with (i) the proposed Nij Begun convertible loan facility of up to €20 million, (ii) existing warrant arrangements and any increase or adjustment of warrants through the Offering and the Upsize, if any; (iii) Avantium's share-based remuneration, such as those under the long-term incentive and share based compensation plans for employees, management team and Supervisory Board; (iv) and 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.

Avantium is in dialogue with the NOM on the previously announced government-related investment initiative, consisting of a proposed convertible loan of up to €20 million from NOM (Investment and Development Agency for the Northern Netherlands), acting on behalf of the Ministry of Economic Affairs and Climate and the Province of Groningen under the Budget Strategic Acquisition (BSA), which forms part of the Nij Begun program. The facility is intended to support the ramp-up of Avantium's FDCA Flagship Plant in Delfzijl. The proposed financing is subject to due diligence, definitive documentation, required governmental and corporate approvals and other conditions, including Avantium securing funding through an equity raise.

The warrant agreements consist of the existing warrant arrangements and any increase or adjustment of such warrants as a result of, or in connection with, the Offering and the Upsize, if any, or to satisfy exercise notices under such warrant arrangements, provided that this authorisation shall be limited to the maximum amount as may be required to give effect to the relevant warrant arrangements.

Avantium's obligations related to share-based remuneration consist of those obligations under the long-term incentive and share-based compensation plans for employees, management team and Supervisory Board. The exact number of ordinary shares to be issued, the relevant issue, conversion or exercise price and the terms of any rights to subscribe for ordinary shares will be determined by the Management Board, in accordance with the relevant documentation, Avantium's applicable remuneration policy and any approvals required by applicable law and Avantium's corporate governance arrangements.

We also refer to the press release of 19 August 2026: https://newsroom.avantium.com/.

This proposed authorisation will replace the current authorisation as granted by the General Meeting to the Management Board on 12 May 2026 under agenda item 10 of the 2026 Annual General Meeting.