



## Minutes Extraordinary General Meeting of Shareholders of Avantium N.V.

### MINUTES EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF AVANTIUM N.V.

Minutes of the extraordinary general meeting of shareholders of **Avantium N.V.**, a public company (naamloze vennootschap) under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, and its principle place of business at Zekeringstraat 18, 1014 BV Amsterdam, the Netherlands (**Company** or **Avantium**), held at the offices of Avantium, Zekeringstraat 29, 1014 BV Amsterdam, The Netherlands, on Thursday, 30 November 2017 at 10.00 CEST (the **Meeting**).

Chairperson : Mr. Van der Eijk (chairman of the Company's supervisory board)

Secretary : Mrs. C. Portocarero (Company's general counsel)

#### 1 Opening

The Chairperson opens the Meeting at 10:00 am CET, welcomes the attendants and briefly highlights the course of events of this Meeting.

The Chairperson communicates that on behalf of the Company's management board (**Management Board**), Messrs. Van Aken and Roerink are present. Those present on behalf of the Company's supervisory board (**Supervisory Board**) are Mr. Van der Eijk and Mrs. Reijnen.

The agenda for this Meeting was included in the notice to convene for this Meeting and the relevant documentation for this Meeting has been published and made available, as per statutory requirements. The meeting has been called by means of an announcement which has been posted on the Company's website on 19 October 2017. Therefore, all legal requirements to call the Meeting have been met and the Meeting is therefore authorised to take decisions with respect to those issues stated in the agenda.

The Chairperson further states that on the record date, 25,764,466 ordinary shares in the capital of the Company were issued, none of which were held by the Company, which means that 25,764,466 votes could be exercised at the meeting if all shareholders were present or represented. At the meeting about 43.21% of the issued and outstanding capital of the Company is present or represented, in total entitled to cast 11,132,415 votes.

#### 2 Composition of the Supervisory Board

##### 2A Appointment of Drs. K. Verhaar as member of the Supervisory Board

The Chairperson turns to agenda item 2 a: appointment of Drs. K. Verhaar as member of the Supervisory Board.



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The Supervisory Board has nominated Mr Verhaar for appointment as member of the Supervisory Board. It is proposed to appoint Mr Verhaar as member of the Supervisory Board until the end of the annual general meeting in 2021. The Supervisory Board intends to appoint Mr. Verhaar as its chairman, subject to the meeting resolving to appoint Mr. Verhaar as member of the Supervisory Board. The Management Board and Supervisory Board look forward to welcoming Mr. Verhaar as a Supervisory Board member. He fully complies with the requirements of the profile of the Supervisory Board. His resume can be found on Avantium's website and includes the details required under Section 2:142 paragraph 3 DCC.

Before opening the floor for questions the Chairperson invites Mr. Verhaar to give a short introduction.

Mr. Verhaar introduces himself and gives a short summary of his resume. He mentions his nearly 30 years' experience in executive leadership in the global chemical industry, most recently as Chief Executive Officer and President of Arizona Chemical Company, LLC. When Arizona Chemicals Company, LLC was acquired by Kraton Polymers in the beginning of 2016, Mr. Verhaar became a shareholder of Ten Cate, which had been taken private by private equity group Gilde (Gilde Buy Out Partners). He currently serves as chairman of the Advisory Boards of three of the five group companies that comprise Ten Cate. With his extensive general management experience in the global chemical industry he believes that his background is relevant for his membership. He looks forward to assuming his role in the Supervisory Board of Avantium and to contributing to Avantium's journey in achieving its strategic objectives. He firmly believes in the necessity of sustainable chemical processes and products for circular economy approaches.

After having thanked Mr. Verhaar for his introduction, the Chairperson opens the opportunity to shareholders to ask questions or make comments.

Mr. Anink comments that he is happy to be present at this meeting and to hear Mr. Verhaar's personal introduction.

The Chairperson proposes that the Meeting resolves by way of acclamation to appoint Mr. K. Verhaar as member of the Supervisory Board until the end of the annual general meeting 2021, and concludes that the proposal has been **ADOPTED**.

The Chairperson congratulates and welcomes Mr. Verhaar to Avantium.

### **2B Composition of the Supervisory Board: Remuneration of Mr. K. Verhaar**

The Chairperson turns to agenda item 2B. The remaining voting item is related to Mr. Verhaar's appointment as chairperson of the Supervisory Board. Subject to the appointment of Mr. Verhaar under 2(a), in its meeting held on 20 April 2017, the Supervisory Board has proposed, in line with the remuneration determined by the general meeting on 10 February 2017 and taking into account that Mr. Verhaar is also appointed as chairperson of the Supervisory Board, a remuneration in the aggregate amount of 75,000 euro.



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The Chairperson furthermore states that Mr. Verhaar will assume the role of chairperson of the Supervisory Board, immediately following his own resignation as chairman of the Supervisory Board, which is to occur immediately after this Meeting.

The Chairperson opens the opportunity to shareholders to ask questions or make comments.

Mr. Anink asks if Mr. Verhaar's remuneration is in line with what has been published in the prospectus in connection with the IPO of Avantium. Mrs. Reijnen confirms that the remuneration does not deviate and is in line with the published remuneration scheme for Supervisory Board members.

The Chairperson proposes that the Meeting resolves by way of acclamation to approve to grant Mr. Verhaar the remuneration as discussed and concludes that the proposal has been **ADOPTED**.

### 3 Any Other Business

The Chairperson opens the opportunity for shareholders to ask questions or make comments on any other matter.

### 4 Closing

The Chairperson then closes the Meeting and thanks all attendants for their time and presence.

A copy of these minutes will be sent to the Management Board in order to enable the Management Board to keep record of the resolutions adopted hereby.

These minutes are adopted by the Chairperson and the Secretary on ● 2018 and as evidence thereof are signed by them.

*Signature page follows*



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### Signature page

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Name: Mr. Van der Eijk  
Title: Chairman

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Name: Mrs. Portocarero  
Title: Secretary