



## ANNUAL GENERAL MEETING AVANTIUM N.V.

**THURSDAY 14 MAY 2020**

Dear Shareholder,

You are hereby cordially invited to attend the Annual General Meeting (**AGM**) of Avantium N.V. (**Avantium**) to be held on **Thursday, 14 May 2020 at 14:00 hrs CEST**.

The venue of the AGM shall be Avantium's head office in Amsterdam, at the Zekeringstraat 29, 1014 BV Amsterdam, the Netherlands. In the invitation to the AGM and in this Convocation notice, it has been set out which measures Avantium will take due to the COVID-19 pandemic.

### Agenda

1 Opening

#### *Review 2019*

2 Annual Report for the financial year 2019

3 Remuneration Report 2019 (*advisory vote*)

4 Adoption of the Annual Accounts 2019 (*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 2019 (*voting item*)

5 (b) Discharge from liability of members of the Supervisory Board for the performance of their duties in financial year 2019 (*voting item*)

#### *Remuneration policies*

6 (a) Adoption of the remuneration policy for the Management Board (*voting item*)

6 (b) Adoption of the remuneration policy for the Supervisory Board (*voting item*)

#### *Composition Management Board*

7 Appointment of Mr B. Welten as a statutory member of the Management Board (*voting item*)

#### *Composition Supervisory Board*

8 Appointment of Mrs M. Jou as member of the Supervisory Board (*voting item*)

#### *Authorisation shares*

9 (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*)

9 (b) Designation of the Management Board to issue 20% ordinary shares and to exclude pre-emptive rights (*voting item*)

- 9 (c) Authorisation of the Management Board to repurchase shares in the share capital of Avantium on behalf of Avantium (*voting item*)

### *Other (corporate) affairs*

- 10 Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor for the financial year 2020 (*voting item*)
- 11 Any other business
- 12 Closing (including Q&A)

### Meeting documents

The agenda with explanatory notes, as well as the other meeting documents including the Annual Accounts 2019, are available on Avantium's website (<https://www.avantium.com/corporate-governance/#shareholders-meeting>).

These documents are also available for inspection at the office address of Avantium (Zekeringstraat 29, 1014 BV Amsterdam, the Netherlands) and at the office address of ING Bank N.V. (Foppingadreef 7, location code TRC 02.039, 1102 BD Amsterdam, the Netherlands, e-mail address: [iss.pas@ing.nl](mailto:iss.pas@ing.nl)), where copies may be obtained free of charge.

### Procedure for attending the meeting and voting

#### COVID-19

Due to the COVID-19 pandemic, Avantium will take appropriate measures with respect to the AGM to ensure the health and wellbeing of our employees and shareholders. In line with Dutch government advice and measures announced on 23 March 2020 and 31 March 2020, Avantium urges shareholders not to attend this AGM in person and to vote in advance of the meeting.

#### *Live webcast of the AGM*

Shareholders can virtually attend the Avantium AGM via a live webcast of the AGM on our website. It will be possible to ask questions via this webcast. Shareholders may also submit their questions regarding the various agenda items prior to the meeting, by sending an email to [investorrelations@avantium.com](mailto:investorrelations@avantium.com) or a letter to Avantium N.V., att. of Investor Relations, Zekeringstraat 29, 1014 BV Amsterdam, the Netherlands.

#### *Attendance in person*

If a shareholder nevertheless insists on attending the meeting in-person, he or she is requested to register by sending an email to [investorrelations@avantium.com](mailto:investorrelations@avantium.com) before **7 May 2020**, together with the motivation why attendance in person is necessary. To ensure a safe and orderly meeting as much as possible, Avantium will assess each such request and it cannot admit shareholders who have not submitted a request to attend in person. In connection with the condition imposed by the Dutch government that no more than 100 persons may attend, shareholders are informed that only the first 70 registering shareholders will be able to attend the physical AGM. To mitigate potential health risks, Avantium will not organise gatherings surrounding the AGM, which means that no pre- or post-meeting reception will take place.

Shareholders who do attend the meeting in person will do so at their own health risk and are responsible for maintaining the mandatory social distance of 1.5 metres at all times. Those who show symptoms of COVID-19 as referred to on the Dutch RIVM website, such as cough, shortness of breath or fever, or who have been in contact with any person suffering from COVID-19 during the previous 14 days, may not attend the meeting in person. Those who do not act in accordance with the mandatory social distance will be asked to leave the meeting. Visitors will not be admitted.

### **Application for the meeting**

Application for the meeting is obligatory. The application procedures are described below.

### **Record Date**

Persons will be entitled to attend and vote at the AGM, provided they are registered as a shareholder of Avantium on **Thursday 16 April 2020**, after processing of all settlements of that date (the "**Record Date**") in one of the sub-registers designated by the Management Board. The sub-registers designated for holders of book-entry shares are the registers administered by the intermediaries, as referred to in the Securities Giro Act (*Wet giraal effectenverkeer*), indicating who is entitled to such shares on the Record Date and were registered, as described below. The register designated for holders of registered shares is Avantium's register of shareholders (as referred to in article 5 of Avantium's articles of association) on the Record Date.

### **Registration for attending the meeting**

Shareholders who either in person or by proxy wish to attend the AGM, have to register for the meeting before **Thursday 7 May 2020, 17:30 CEST** as follows.

Shareholders can register via the ING EVO Platform: <https://ing.evo-platform.com/avantium>. This platform is available from **Thursday 16 April 2020, after 18.00 CEST, until Thursday 7 May 2020, 17.30 CEST**, or via their intermediary where their shares are administered. The intermediaries must provide ING Bank N.V. no later than **Thursday 7 May 2020, 17.30 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 serves as admission ticket for the 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 **Thursday 7 May 2020, before 17.30 CEST** to ING Bank N.V. 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. The acknowledgement of receipt provided is to be used as an admission card for the meeting and must be produced at the registration desk upon arrival at the venue at the day of the meeting.

### **Voting by proxy**

Shareholders registered in accordance with the procedure stated above, who wish to have themselves represented at the AGM may give voting instructions electronically via the ING EVO

platform: <https://ing.evo-platform.com/avantium> available from **Thursday 16 April 2020, after 18.00 CEST, and no later than Thursday 7<sup>th</sup> May 2020, 17.30 CEST.**

Shareholders registered in accordance with the procedure stated above, who wish to have themselves represented at the AGM by another person or Allen& Overy LLP (civil law notary) may for that purpose also use 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.nl](mailto:iss.pas@ing.nl), fax: +31 20 5636959), no later than **Thursday 7 May 2020, 17.30 CEST.**

### **Admission to the AGM**

In the event, a shareholder will attend the AGM in person, in accordance with the procedure as stated above (COVID-19), registration for admission to the AGM will take place on the day of the meeting from 13:30 CEST until the start of the AGM at 14:00 CEST. After this time, registration for admission is no longer possible. Persons entitled to attend the AGM must present a valid administration ticket for the AGM and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

Amsterdam, 2 April 2020  
on behalf of Avantium N.V.

Tom van Aken  
Chief Executive Officer