

Avantium N.V. Industrialisation Committee Regulations

Capitalised terms used in these Industrialisation Committee regulations (“**Industrialisation Committee Regulations**”) have the meaning set forth in the list of definitions as attached to the Regulations.

1 General role and responsibilities

1.1 The industrialisation committee (the “**Industrialisation Committee**”) of Avantium is established and appointed by its Supervisory Board to serve as the Supervisory Board’s advisory and risk review forum of (i) the Company’s technology strategy; (ii) industrialisation roadmaps; and (iii) technology portfolio, all as determined, formulated, and executed by the Company’s Management Board and senior management.

1.2 The focus of the Industrialisation Committee shall be to provide oversight of:

1.2.1 the Company’s technology portfolio to ensure growth through innovation of renewable and sustainable chemistries, and evaluate the Company’s efforts to identify and address risks and opportunities arising from emerging and competing technologies, strategic intellectual property management, changes in business conditions and trends, and technologies deployed by the Company; and

1.2.2 all functional aspects to ensure successful industrialisation of technologies, including timely and cost-effective development and scale-up, validation of materially significant investment proposals, application development, organizational capability, risk management and risk mitigation plans.

1.3 By providing its analysis, conclusions and recommendations in respect of the foregoing, the Industrialisation Committee shall serve to prepare the Supervisory Board to fulfill its governance responsibilities in these areas.

2 Composition and size Industrialisation Committee

2.1 The Industrialisation Committee shall consist of at least two members. All members of the Industrialisation Committee must be members of the Supervisory Board. The Supervisory Board shall appoint the members of the Industrialisation Committee. Generally, the term of office of a member of the Industrialisation Committee will not be set in advance. It will, *inter alia*, depend on the composition of the Supervisory Board as a whole and the other Committees from time to time.

2.2 The Supervisory Board may substitute the members of the Industrialisation Committee at any time.

- 2.3 The chairperson of the Industrialisation Committee shall be designated by the Chairperson of the Supervisory Board, for a twenty-four months' term, renewable for an additional twenty-four months' term.
- 2.4 The composition of the Industrialisation Committee shall be such that the combination of experience and expertise will enable the Industrialisation Committee in the best way to perform its duties towards the Supervisory Board and the stakeholders of the Company (including its shareholders). A member of the Industrialisation Committee preferably possesses industrial operating and/or technology experience and expertise, preferably in the chemicals / materials industry.
- 2.5 The Company's CEO and CTO will be invited where appropriate and the Industrialisation Committee will seek to engage with others, both within and outside the Company, as it deems fit and depending on the required experience and subject matter expertise.
- 2.6 The composition of the Industrialisation Committee shall be published on the Company's website and will be mentioned in the Company's Supervisory Board Report.
- 2.7 The chairperson of the Industrialisation Committee or one of the other Industrialisation Committee members shall use its best efforts to be available to answer questions about the Industrialisation Committee's activities at the Annual General Meeting.
- 2.8 No member of the Industrialisation Committee may receive, directly or indirectly, any compensation from the Company other than remuneration paid to members of the Supervisory Board for service on the Supervisory Board or a Committee thereof.
- 2.9 The Company Secretary shall act as the secretary to the Industrialisation Committee.

3 Meetings of the Industrialisation Committee

- 3.1 The Industrialisation Committee shall meet as often as necessary, but at least four times per year, and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the office of the Company, but may also take place elsewhere or by means of a conference call, video-conference, or similar communications equipment provided that all members of the Industrialisation Committee participating in the meeting can hear each other and none of them has objected to this way of convening. The quorum of any meeting shall be two members.
- 3.2 The Industrialisation Committee may establish procedures for holding meetings, as the members shall determine necessary and appropriate, to fulfill the Industrialisation Committee's role and responsibilities.
- 3.3 The convocation notices of an Industrialisation Committee meeting shall be given by e-mail, fax or mail, at such time that all the members of the Industrialisation Committee are given opportunity to participate in, and prepare themselves for the meeting ultimately eight days in advance. In urgent cases, the chairperson of the Industrialisation Committee may determine that the meeting shall be convened upon shorter notice, but in any case

no later than two business days before the meeting. Any notice of the Industrialisation Committee meeting shall contain the agenda for the meeting. The other information and documentation required to adequately prepare for the meeting shall be circulated as soon as possible, but in any case no later than two business days before the meeting.

- 3.4 The secretary of the Industrialisation Committee shall take minutes of the meeting. The minutes shall be adopted in the next meeting of the Industrialisation Committee, and shall be signed by the chairperson and the secretary of the Industrialisation Committee. A copy of the minutes will be sent to the Supervisory Board.
- 3.5 The Industrialisation Committee's chairperson and the secretary shall be responsible for organisation of the Committee meetings, which shall be facilitated by the Company.
- 3.6 It is the responsibility of the Management Board to provide, or facilitate the provision of, all relevant information that supports the Industrialisation Committee's responsibilities in a timely fashion, to be sufficiently complete, accurate and up-to-date. The Industrialisation Committee will rely on the completeness and accuracy of the information that is provided by Company management to come to its analysis, conclusions and recommendations.
- 3.7 The chairperson of the Industrialisation Committee will report on its activities on a regular basis to the Supervisory Board, as determined by the chairperson of the Supervisory Board and the chairperson of the Industrialisation Committee.
- 3.8 The number of meetings of the Industrialisation Committee and the main items discussed shall be mentioned in the Supervisory Board Report.

4 Duties and Responsibilities

- 4.1 The duties and responsibilities of the Industrialisation Committee shall furthermore comprise of the following:
 - 4.1.1 Provide evaluations and recommendations of materially significant aspects of the Company's industrialisation framework, risks / readiness, decisions and actions to the SVB.
 - 4.1.2 Review relevant metrics and technical, engineering, commercial, application and legal information; materially significant stage gate and investment decisions; and other relevant information, data and assessments of capability, plan completeness and risks to develop and execute an industrialisation plans and capabilities.
 - 4.1.3 Recommend other actions to the Avantium CEO and Supervisory Board Chairperson and Management Board as may be appropriate for the Company to undertake to inform itself of critical information related to the Company's industrialisation strategy and execution.

- 4.1.4 Recommend, as the case may be, that external advisors or internal experts perform work on behalf of the Industrialisation Committee and participate in meetings. In the case of external advisors, participation will be agreed in advance by Avantium's CEO.
- 4.1.5 Perform an annual evaluation of the effectiveness and efficiency of the Company's technology portfolio and industrialisation framework, capability and execution performance, provide inputs and recommendations for improvements; and evaluate the performance of the Industrialisation Committee and the adequacy of this charter.
- 4.1.6 Exercise other duties and responsibilities as assigned by the Supervisory Board from time to time.

5 Amendment

- 5.1 The Supervisory Board may amend these Industrialisation Committee Regulations and/or revoke any powers granted by it to the Industrialisation Committee.

6 Regulations mutatis mutandis applicable

- 6.1 The relevant Articles of the Regulations shall apply *mutatis mutandis* to these Industrialisation Committee Regulations.

Version 1 adopted by the Supervisory Board: 11 March 2021.