



## Agenda and explanatory notes Annual General Meeting





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### ANNUAL GENERAL MEETING AVANTIUM N.V.

#### Agenda

- 1 Opening
- 2 Report of the management board for the financial year 2016
- 3 Annual accounts 2016
  - (a) Implementation of the remuneration policy in financial year 2016
  - (b) Adoption of the annual accounts 2016 (*voting item*)
- 4 Discharge
  - (a) Discharge from liability of members of the management board for the performance of their duties in financial year 2016 (*voting item*)
  - (b) Discharge from liability of members of the supervisory board for the performance of their duties in financial year 2016 (*voting item*)
- 5 Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor (*voting item*)
- 6 Composition of the supervisory board
  - (a) Discharge from liability of M.A.M Boersma for the performance of his duties as member of the supervisory board (*voting item*)
  - (b) Discharge from liability of C. Stoufs for the performance of his duties as member of the supervisory board (*voting item*)
  - (c) Appointment of M. Kleinsman as member of the supervisory board (*voting item*)
  - (d) Remuneration M. Kleinsman (*voting item*)
- 7 Any other business
- 8 Closing



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### Explanatory notes to the agenda

#### Proposal 2:

The management board will give a presentation on the performance of Avantium in 2016 as described in the annual report 2016. Under this item the supervisory board report will also be discussed. The shareholders will then be invited to discuss.

#### Proposal 3(a):

Pursuant to Section 2:135 paragraph 5a of the Dutch Civil Code (DCC), this agenda item provides for a discussion on the implementation of the remuneration policy for the management board in 2016.

The discussion takes place on the basis of the relevant information referred to in Section 2:383c up to and including Section 2:383e of the DCC, as included in the remuneration report, which is published on the Company's website, and the explanatory notes to the annual accounts, which are incorporated in Note 28, Related-party transactions of the annual report 2016. The remuneration policy for the management board and the remuneration report can be retrieved through the Company's website: [www.avantium.com](http://www.avantium.com).

#### Proposal 3(b):

On 20 April 2017, the management board members and the supervisory board members signed the annual accounts 2016 drawn up by the management board. The annual accounts were published on 21 April 2017 and are submitted for adoption by the general meeting in this meeting. It is proposed to adopt the annual accounts 2016.

#### Proposal 4(a):

It is proposed to discharge the members of the management board from liability for the performance of their duties in financial year

2016 insofar as the performance of such duties is disclosed in the annual accounts 2016 or has otherwise been communicated to the general meeting.

#### Proposal 4(b):

It is proposed to discharge the members of the supervisory board from liability for the performance of their duties in financial year 2016 insofar as the performance of such duties is disclosed in the annual accounts 2016 or has otherwise been communicated to the general meeting.

#### Proposal 5:

The general meeting is requested to appoint PricewaterhouseCoopers Accountants N.V. as external auditor for the audit of the annual accounts 2017.

#### Proposal 6(a):

Mr. M.A.M. Boersma has informed the management board and supervisory board to resign as member of the supervisory board as of 1 April 2017. The management board and supervisory board are very grateful for his efforts for Avantium. It is proposed to discharge Mr. M.A.M. Boersma from liability for the performance of his duties as member of the supervisory board.

#### Proposal 6(b):

Mr. C. Stoufs has informed the management board and supervisory board to resign as member of the supervisory board as of the end of the 2017 annual general meeting. The management board and supervisory board are very grateful for his efforts for Avantium. It is proposed to discharge Mr. C. Stoufs from liability for the performance of his duties as member of the supervisory board.



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### **Proposal 6(c):**

The supervisory board has nominated Mrs. M. Kleinsman for appointment as member of the supervisory board.

Following the nomination it is proposed to appoint Mrs. M. Kleinsman as member of the supervisory board until the end of the annual general meeting 2021.

Mrs. M. Kleinsman complies with the requirements of the profile of the Supervisory Board, in particular as to her extensive knowledge of and experience in financial and accounting matters. The details required under

Section 2:142 paragraph 3 DCC are attached to these notes.

### **Proposal 6(d):**

Subject to the appointment of Mrs. M. Kleinsman under 6(c), 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 Mrs. M. Kleinsman is also appointed as chairperson of the audit committee of the supervisory board, a remuneration in the aggregate amount of 50,000 euro.