

Agenda

NX Filtration N.V. (the **Company**) invites its shareholders to its Annual General Meeting of Shareholders to be held at Beursplein 5, 1012 JW (Euronext building) on Thursday 6 April 2023. The registration will be open as of 9:30 (CET). The meeting will commence at 10:30 (CET).

1. Opening
2. Annual Report 2022
 - (a) Report of the Management Board for the financial year 2022
 - (b) Remuneration report for the financial year 2022 (advisory vote)
3. Proposal to adopt the financial statements for the financial year 2022 (resolution)
4. Discharge from liability
 - (a) Proposal to discharge the members of the Management Board from liability (resolution)
 - (b) Proposal to discharge the members of the Supervisory Board from liability (resolution)
5. Appointment of Mr J.G. Slootweg as member of the Supervisory Board (resolution)
6. Proposal to authorize the Management Board to resolve that the Company may acquire its own shares (resolution)
7. Proposal to designate the Management Board as competent body to issue shares and to limit or exclude pre-emptive rights (resolution)
8. Proposal to appoint the external auditor for the financial year 2024 (resolution)
9. Any other business
10. Closing

Explanatory notes to the agenda

2. Annual Report 2022

(a) Report of the Management Board for the financial year 2022

The Management Board will give a presentation on the performance of the Company in 2022. Subsequently, the General Meeting of Shareholders will be invited to discuss the Report of the Management Board for the financial year 2022. Reference is made to the Annual Report 2022.

(b) Remuneration report for the financial year 2022 (advisory vote)

The Company has drawn up the remuneration report for the financial year 2022, including an overview of remuneration to individual members of the Management Board and the Supervisory Board, in accordance with the statutory requirements. It is proposed to approve the remuneration report for the financial year 2022 (advisory vote).

Please refer to the remuneration report as included in the Annual Report 2022.

3. Proposal to adopt the financial statements for the financial year 2022 (resolution)

The Management Board, with the approval of the Supervisory Board, proposes to the General Meeting of Shareholders to adopt the Financial Statements for the financial year 2022, as included in the Annual Report 2022.

The loss as shown in the Financial Statements for the financial year 2022, amounts to EUR 8.6 million and will be recognized in retained earnings.

4. Discharge from liability

(a) Proposal to discharge the members of the Management Board from liability (resolution)

(b) Proposal to discharge the members of the Supervisory Board from liability (resolution)

It is proposed that the members of the Management Board and the members of the Supervisory Board be released from liability for the exercise of their respective duties, insofar as the exercise of such duties is reflected in the Annual Report 2022 or information is otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the Financial Statements for the financial year 2022. The scope of the release from liability shall be subject to limitations by virtue of the law. The proposals to release the members of the Management Board and the members of the Supervisory Board from liability for the exercise of their respective duties are separate agenda items.

5. Appointment of Mr J.G. Slootweg as member of the Supervisory Board (resolution)

It is proposed to the General Meeting to appoint Mr J.G. Slootweg as member of the Supervisory Board, based on a nomination by the Supervisory Board. Mr J.G. Slootweg will replace Mr J.T.P. Glorie as member of the Supervisory Board, as Mr J.T.P. Glorie shall resign as member of the Supervisory Board per the date of this Annual General Meeting of Shareholders, subject to the appointment Mr J.G. Slootweg.

Mr J.G. (Hans) Slootweg (born 1979, Dutch) works at Infestos Nederland B.V., where he currently holds the role of investment director. Mr J.G. Slootweg's expertise is in supporting companies on areas including technology, R&D, finance and accounting. This expertise will be of added value to the Supervisory Board of the Company. Prior to joining Infestos, Mr J.G. Slootweg worked as manager at Scotch & Soda (2012-2014) and as senior manager at KPMG (2003-2012). He holds a master's degree in accountancy from Nyenrode University in the Netherlands.

Mr J.G. Slootweg is not considered independent within the meaning of the Dutch Corporate Governance Code, since he is employed by a group company of the Company's substantial shareholder Infestos. Mr J.G. Slootweg will not receive any remuneration for his duties as member of the Supervisory Board and he does not hold any shares in the Company.

In accordance with the articles of association of the Company and the by-laws of the Supervisory Board, the Supervisory Board proposes to appoint Mr J.G. Slootweg for a term of four years ending after the annual General Meeting of Shareholders to be held in 2027.

6. Proposal to authorize the Management Board to resolve that the Company may acquire its own shares (resolution)

It is proposed to authorize the Management Board, subject to the approval of the Supervisory Board, to cause the Company to acquire its own shares up to a maximum of 10% of the issued share capital on the date of this Annual General Meeting of Shareholders, either through a purchase on a stock exchange or otherwise at a price, excluding expenses, not lower than the nominal value of the shares and not higher than the opening price on Euronext Amsterdam on the day of the repurchase plus 10%, for a period of 18 months following the date of this Annual General Meeting of Shareholders, i.e. until and including 6 October 2024.

7. Proposal to designate the Management Board as competent body to issue shares and to limit or exclude pre-emptive rights (resolution)

It is proposed to designate the Management Board, subject to the approval of the Supervisory Board, as competent body to issue shares, to grant rights to subscribe for shares and to limit or exclude pre-emptive rights of existing shareholders up to a maximum of 20% of the issued share capital on the date of this Annual General Meeting of Shareholders for a period of three years following the date of this Annual General Meeting of Shareholders, i.e. until and including 6 April 2026.

8. Proposal to appoint the external auditor for the financial year 2024 (resolution)

Pursuant to Section 2:393 of the Dutch civil code, the General Meeting of Shareholders charges an external auditor with the task of auditing the financial statements. The Management Board and the Supervisory Board have evaluated the activities performed for the Company by PricewaterhouseCoopers Accountants N.V. It is apparent that PricewaterhouseCoopers Accountants N.V. is capable of forming an independent judgment concerning all matters that fall within the scope of its auditing task; there is a good balance between the effectiveness and efficiency of their actions, for example in relation to auditing costs, risk management and reliability. On this basis, the Supervisory Board proposes to reappoint PricewaterhouseCoopers Accountants N.V. with the auditing of the financial statements for the financial year 2024.