

NX Filtration N.V.

Agenda

NX Filtration N.V. (the **Company**) invites its shareholders to its Annual General Meeting of Shareholders to be held at Haaksbergerstraat 65, 7554 PA Hengelo (Shared Facility Center) on Tuesday 9 April 2024. The registration will be open as of 9:30 (CET). The meeting will commence at 10:30 (CET).

1. Opening
2. Annual Report 2023
 - (a) Report of the Management Board for the financial year 2023
 - (b) Corporate governance update
 - (c) Remuneration report for the financial year 2023 (advisory vote)
3. Proposal to adopt the financial statements for the financial year 2023 (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. Proposal to authorize the Management Board to resolve that the Company may acquire its own shares (resolution)
6. Proposal to designate the Management Board as competent body to issue shares and to limit or exclude pre-emptive rights (resolution)
7. Proposal to appoint the external auditor for the financial year 2025 (resolution)
8. Any other business
9. Closing

Explanatory notes to the agenda

2. Annual Report 2023

(a) Report of the Management Board for the financial year 2023

The Management Board will give a presentation on the performance of the Company in 2023. Subsequently, the General Meeting of Shareholders will be invited to discuss the Report of the Management Board for the financial year 2023. Reference is made to the Annual Report 2023.

(b) Corporate governance update

In accordance with best practice provision 4.1.3 under vii of the Dutch Corporate Governance Code, an update will be provided on the corporate governance structure of the Company and the compliance of the Company with the Dutch Corporate Governance Code.

(c) Remuneration report for the financial year 2023 (advisory vote)

The Company has drawn up the remuneration report for the financial year 2023, 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 2023 (advisory vote).

Please refer to the remuneration report as included in the Annual Report 2023.

3. Proposal to adopt the financial statements for the financial year 2023 (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 2023, as included in the Annual Report 2023.

The loss before tax was € 14,347 thousand for the financial year 2023. The net loss (after tax) was € 23,292 thousand in 2023, mainly impacted by a derecognition of € 8,945 thousand of accumulated deferred tax losses of previous years and not recognizing any deferred tax benefits for the current year, 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 2023 or information is otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the Financial Statements for the financial year 2023. 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. 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 9 October 2025.

6. 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 9 April 2027.

7. Proposal to appoint the external auditor for the financial year 2025 (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 (including review of the Management Board report and sustainability report). 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 2025.