Agenda

NX Filtration N.V. (the **Company**) invites its shareholders to an Extraordinary General Meeting of Shareholders to be held at Van der Valk Hotel Hengelo at Bornsestraat 400, 7556 BN Hengelo, the Netherlands on 21 June 2023 at 09:00 (CET) (the **EGM**). In-person registration will open at 08:30 (CET).

1. Opening

2. Appointment new member of the Management Board

    (a) Appointment Mr Jeroen Pynenburg as member of the Management Board (resolution)

    (b) Sign-on bonus in shares (resolution)

3. Closing

Explanatory notes to the agenda

2. Appointment new member of the Management Board

(a) Appointment of Mr Jeroen Pynenburg as member of the Management Board (resolution)

It is proposed to the General Meeting to appoint Mr Jeroen Pynenburg as member of the Management Board, based on a binding nomination by the Supervisory Board. As of 11 May 2023, Jeroen Pynenburg was appointed Chief Executive Officer (CEO) to strengthen NX Filtration's executive team for the next stages of growth. It was determined by the Management Board and Supervisory Board together that Michiel Staatsen, who previously held both the positions of CEO and Chief Operations Officer (COO), to fully focus on his role in the Management Board as COO.

Jeroen Pynenburg (52 years old) has an extensive track-record of managing strong growth at ESG companies. Over the past four years, Jeroen held the position of Business Unit Director Electric Vehicle Charging Equipment at Alfen, leading the growth of this business from €26 million revenues in 2019 to more than €250 million in 2022. Prior to that, Jeroen was Global lead Electric Vehicle Infrastructure Service and Applications at ABB.

Mr Pynenburg is a Dutch national and holds a degree in Economics and Business Administration from the Vrije Universiteit in Amsterdam (the Netherlands). The Company is convinced that Mr Pynenburg, as a person and a professional, can make an important contribution to the next stages of growth of the Company and the implementation of its strategy.

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

Mr Pynenburg is entitled to a yearly base fee of gross EUR 265,000 and is eligible to participate in the Company's LTI and STI programmes. The STI allows Mr Pynenburg to receive annual awards in cash under the Company's Short Term Incentive Plan for Managing Directors as amended from time to time, subject to the approval of the Supervisory Board in accordance with the Remuneration Policy. The 'at target' gross amount of STI shall be 15% of the gross annual base fee with a bandwidth of 5% (if threshold performance is met) – 25% (if maximum performance is met). Under the Company's LTI, the value of the 'at target' number of Performance Shares may be set at any percentage below or equal to 40% of the gross annual base fee at the start of the performance period (the At-Target Level). Subsequently, Mr Pynenburg may be entitled to an award under the LTI within a bandwidth of (i) 10% lower than the At-Target Level; and (ii) 10% higher than the actual At-Target Level, taking into account the value of a fully paid ordinary share in the capital of the Company at the start of the performance period. As such, provided that the performance thresholds are met, his remuneration may range from gross EUR 357,500 to EUR 463,500 (with EUR 410,750 at target performance). If Mr Pynenburg does not meet the performance thresholds for both LTI and STI, he will only be entitled to his yearly base fee of gross EUR 265,000.

The service agreement of Mr Pynenburg contains severance provisions which provide for compensation for the loss of income resulting from a termination of employment at the initiative of the Company, of six months' base compensation, subject to certain conditions such as that the termination is not based on seriously culpable acts or negligence of the Management Board member. The contractual severance amount will replace or be subtracted from any statutory or other severance payments.

(b) Sign-on bonus in shares (resolution)

The Company has agreed on a sign-on equity incentive with Mr Pynenburg. The Company will issue shares with a value of EUR 265,000 to a designated securities account at ABN AMRO held by the Company for the benefit of Mr Pynenburg, but which he will not have access to because the ordinary shares are subject to customary lock-up provisions, that have been agreed between the Company and Mr Pynenburg. Furthermore, the Company and Mr Pynenburg agreed on certain other key terms of the sign-on equity incentive, such as the method of delivery, pricing, and leaver provisions. An important part of the agreement on the establishment of the sign-on equity incentive between Mr Pynenburg and the Company is the fact that he was requested to commit to an investment in the Company's ordinary shares in the amount of the payroll tax component. Mr Pynenburg has paid EUR 131,175 (49.50% of the gross value of the equity incentive) to the Company for any tax due, including payroll taxes and social security contributions (other than employee insurance contributions). The lock-up of the ordinary shares under the sign-on equity incentive will be three years where 1/3 of the ordinary shares will be released each year and the leaver provisions provide for a re-delivery of the ordinary shares if he is a bad-leaver. If Mr Pynenburg is a good-leaver he will be entitled to a pro-rata portion of the shares subject to the lock-up.