

Agenda

NX Filtration N.V. (the **Company**) invites its shareholders to an Extraordinary General Meeting of Shareholders to be held at Haaksbergerstraat 95, 7554 PA Hengelo, the Netherlands (NX Filtration HQ) on 6 September 2024 at 10:00 (CET) (the **EGM**). In-person registration will open at 09:30 (CET).

1. Opening
2. Proposal to amend the remuneration policy in respect of the Managing Directors (resolution)
3. Appointment Mr Floris Jan Cuypers (CEO) as member of the Management Board
 - (a) Appointment Mr Floris Jan Cuypers as member of the Management Board (resolution)
 - (b) Sign-on bonus in shares (resolution)
4. Appointment Mr Jan Feie Zwiers (CFO) as member of the Management Board
 - (a) Appointment Mr Jan Feie Zwiers as member of the Management Board (resolution)
 - (b) Sign-on bonus in shares (resolution)
5. Closing

Explanatory notes to the agenda

2. Proposal to amend the remuneration policy in respect of the Managing Directors (resolution)

NX Filtration N.V.'s current remuneration policy in respect of members of the Management Board (**Managing Directors**) was approved by the general meeting of shareholders on 26 May 2021, and came into effect on 11 June 2021 (the **Remuneration Policy**). The Remuneration Policy is intended to provide for an attractive, market competitive remuneration package where sustainable performance is delivered. As set out in the current Remuneration Policy, in determining the base fee and total remuneration for Managing Directors, the Supervisory Board will ensure that a competitive remuneration package for board-level executive talent is maintained and benchmarked against external market data, taking into account *inter alia* the market size of the Company, the number of its employees, the manner in which the activities have expanded globally and production capacity.

The Supervisory Board has reviewed the current remuneration arrangements of the Managing Directors, in particular the CEO and CFO. This review incorporated the views of our current Managing Directors as well as our internal and external stakeholders. The review was conducted with the help of our external advisor, taking both the internal and external perspective into consideration. As a first step in this process, a peer group was established across various industries: a peer group consisting of 5 AScX index companies and 9 locally listed companies, all with their operational HQ in the Netherlands. Thereafter, the remuneration level benchmark was conducted based on job title against the peer group (i.e., NX Filtration's CEO is compared to CEOs of the peer companies, and NX Filtration's CFO is compared to CFOs of the peer companies). The Remuneration Policy furthermore introduces an STI and LTI opportunity for the current COO and future Managing Directors.

It is proposed to the General Meeting of Shareholders by the Supervisory Board to approve the amendments to the Remuneration Policy, mainly in order to raise remuneration levels to the relevant peer group. The explanation and the full proposal for the amendment of the Remuneration Policy is available at the Company's website (as part of the meeting documents for the EGM) and as [Annex I](#) to

this Agenda. When approved, the Remuneration Policy will apply with retroactive effect as of 1 August 2024 (excluding certain provisions for which it is indicated that they will apply as of a later date).

It is noted that no changes are proposed with respect to the remuneration of the members for the Supervisory Board.

3. Appointment Mr Floris Jan Cuypers (CEO) as member of the Management Board

(a) Appointment of Mr Floris Jan Cuypers as member of the Management Board (resolution)

It is proposed to the General Meeting to appoint Mr Floris Jan Cuypers as member of the Management Board, based on a binding nomination by the Supervisory Board. As of 1 September 2024, Mr Floris Jan Cuypers will be appointed Chief Executive Officer (CEO) to strengthen NX Filtration's executive team for the next stages of growth.

Mr Cuypers has a strong track-record of executive leadership positions focusing on commercial impact and operational excellence. Mr. Cuypers is succeeding Jeroen Pynenburg, who will step down as CEO per 31 July 2024.

Mr Cuypers brings a wealth of experience in leading and growing international organizations. Between 2018 and 2023 he served as Chief Operating Officer (COO) and Chief Commercial Officer (CCO) at ERIKS, an industrial service provider, offering technical products and services to all sections of industry. At ERIKS, he also assumed an ad interim role as CEO of its Dutch operations between 2021 and 2022. Since 2023, Mr Cuypers has been COO and CCO at SHV Energy, providing decentralized, low-carbon and clean energy solutions to business and residential customers around the world.

Mr Cuypers is a Dutch national and holds a Master of Science in Applied Physics from Delft University of Technology in the Netherlands. The Company is convinced that Mr Cuypers, 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 Cuypers for a term ending four years after the EGM.

Mr Cuypers is entitled to a yearly base fee of gross EUR 325,000 and is eligible to participate in the Company's STI (short-term incentive in cash) and LTI (long-term incentive in shares) programmes. The STI allows Mr Cuypers 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. Until 1 January 2025, the terms and conditions of the STI will be based on the Company's current Remuneration Policy. As of 1 January 2025, the 'at target' gross amount of STI shall be 40% of the gross annual base fee with a bandwidth of 30% (if threshold performance is met) – 50% (if maximum performance is met), subject to approval of the amended Remuneration Policy (see above). Subsequently, Mr Cuypers may be entitled to an award under the LTI within a bandwidth of (i) 10% lower than the At-Target Level (30%); and (ii) 10% higher than the actual At-Target Level (50%), 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 from 1 January 2025 onwards may range from gross EUR 520,000 to EUR 650,000 (with EUR 585,000 at target performance). If Mr Cuypers does not meet the performance thresholds for both LTI and STI, he will only be entitled to his yearly base fee of gross EUR 325,000.

The service agreement of Mr Cuypers 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 on his part. 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 to a sign-on equity incentive with Mr Cuypers. The Company will issue 105,829 ordinary shares of the Company to a designated securities account at ABN AMRO held by the Company for the benefit of Mr Cuypers, 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 Cuypers. Based on a volume weighted average price (VWAP) of NX Filtration's ordinary shares of a 90-day period ending on 30 June 2024, this represents a value of EUR 437,910.

Furthermore, the Company and Mr Cuypers 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 Cuypers 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 EUR 171,500. 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 Cuypers is a good-leaver he will be entitled to a pro-rata portion of the shares subject to the lock-up.

4. Appointment Mr Jan Feie Zwiers (CFO) as member of the Management Board

(a) Appointment of Mr Jan Feie Zwiers as member of the Management Board (resolution)

It is proposed to the General Meeting to appoint Mr Jan Feie Zwiers as member of the Management Board, based on a binding nomination by the Supervisory Board. As of 1 August 2024, Mr Jan Feie Zwiers will be appointed Chief Financial Officer (CFO) to strengthen NX Filtration's executive team for the next stages of growth. Mr. Zwiers is succeeding Marc Lutikhuis, who has stepped down as CFO per 28 June 2024.

Mr Zwiers has an excellent track record of managerial experience and a broad financial background. Since 2010, he holds the position of Group Finance & Control Director and Executive Board member at BDR Thermana Group, a Global manufacturer and distributor of sustainable smart indoor climate solutions to building owners and users. Prior to that he held various finance & control positions at De Dietrich Remeha Group and Stork.

Mr Zwiers is a Dutch national and holds an Executive Master of Finance & Control from the University of Amsterdam and a Master of Science in Business Administration from Tilburg University. The Company is convinced that Mr Zwiers, 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 Zwiers for a term ending four years after the EGM.

Mr Zwiers is entitled to a yearly base fee of gross EUR 285,000 and is eligible to participate in the Company's STI (short-term incentive in cash) and LTI (long-term incentive in shares) programmes. The STI allows Mr Zwiers 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. Until 1 January 2025, the terms and conditions of the STI will be based on the Company's current Remuneration Policy. As of 1 January 2025, the 'at target' gross amount of STI shall be 40% of the gross annual base fee with a bandwidth of 30% (if threshold performance is met) – 50% (if maximum performance is met), subject to approval of the amended Remuneration Policy (see above). Subsequently, Mr Zwiers may be entitled to an award under the LTI within a bandwidth of (i) 10% lower than the At-Target Level (30%); and (ii) 10% higher than the actual

At-Target Level (50%), 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 from 1 January 2025 onwards may range from gross EUR 456,000 to EUR 570,000 (with EUR 513,000 at target performance). If Mr Zwiers does not meet the performance thresholds for both LTI and STI, he will only be entitled to his yearly base fee of gross EUR 285,000.

The service agreement of Mr Zwiers 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 on his part. 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 to a sign-on equity incentive with Mr Zwiers. The Company will issue 90,710 ordinary shares of the Company to a designated securities account at ABN AMRO held by the Company for the benefit of Mr Zwiers, 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 Zwiers. Based on a volume weighted average price (VWAP) of NX Filtration's ordinary shares of a 90-day period ending on 30 June 2024, this represents a value of EUR 375,349.

Furthermore, the Company and Mr Zwiers 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 Zwiers 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 EUR 148,500. 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 Zwiers is a good-leaver he will be entitled to a pro-rata portion of the shares subject to the lock-up.