

**Minutes of the Annual General Meeting of Shareholders of NX Filtration N.V., held on Tuesday 5 April 2022 at 10:00 (CET) at Beursplein 5, 1012 JW Amsterdam (Euronext building)**

Chair: Carolina Wielinga, chair of the Supervisory Board (the **Chair**) of NX Filtration N.V. (**NX Filtration** or the **Company**)

Secretary: Marc Lutikhuis

**1. Opening**

The Chair welcomes everybody and opens the meeting at 10:00 CET. She briefly introduces the persons that are present at the meeting on behalf of the Company: Michiel Staatsen, CEO and COO, Erik Roesink, founder and CTO, the other members of the Supervisory Board, Benno van Dongen and John Glorie, Joyce Leemrijse, partner with Allen & Overy and the civil law notary overseeing this meeting (the **Notary**) and the auditor, Feico van der Ploeg of PricewaterhouseCoopers Accountants N.V. (**PwC**). She explains that Marc Lutikhuis is designated as secretary for this meeting.

The Chair confirms that the meeting has been convened with due observance of all relevant provisions of the law and the Company's articles of association and that legally valid resolutions can be adopted. The notice of the meeting was published on the corporate website of the Company on 11 February 2022. The agenda and explanatory notes, together with the other meeting documents, were also available free of charge at the offices of NX Filtration and at ABN AMRO Bank N.V. from that same date.

The Chair continues with an explanation of the voting procedure. Article 39.5 of the Company's Articles of Association provides that the Chair of the meeting decides on the method of voting and on the possibility of adopting resolutions by acclamation. She states that all resolutions will be passed by acclamation.

During the meeting, the Chair confirms that 122 shareholders are present and/or represented and that 41,939,341 shares are represented at the meeting, all of which shares can be voted on. The Notary received voting instructions for 38,619,002 shares prior to the meeting. This means that 83.88% of the issued and outstanding capital of the Company is represented at the meeting.

**2. Annual report 2021**

**(A) Report of the Management Board for the financial year 2021**

The Chair gives the floor to Mr Staatsen and Mr Roesink for a presentation and explanation of the results of 2021. For the context of this presentation, reference is made to the webcast published on the website of the Company.

The Chair thanks Mr Staatsen and Mr Roesink for their presentation and provides the possibility for shareholders to raise any questions.

Mr Manders, on behalf of Vereniging van Effectenbezitters (VEB), congratulates the Management Board on a very successful year. He mentions that one of the Company's goals is to achieve an industry leading EBITDA margin and asks who are the biggest competitors in this respect.

Mr Staatsen explains that, within the industry, the major players in membrane technology are part of big conglomerates. The Company tries to distill the EBITDA from those companies on their higher end products for the purpose of such EBITDA comparison.

Mr Manders refers to the capital allocation of the IPO, in which the item M&A has a minimum amount of EUR 40 million. He asks whether this should be seen as a fixed or flexible amount.

Mr Staatsen explains that the primary purpose of M&A, if any, is to target companies that will help the Company accelerate the roll-out or distribution of its direct nanofiltration products. The numbers as presented at IPO could be considered as flexible, rounded numbers and will very much depend on the specific situation at hand.

Mr Manders notes that the M&A candidates mostly concern sales channels and asks whether the Management Board could elaborate a bit more on the M&A candidates, for example whether they should be profitable prior to a takeover.

The Chair states that these questions are rather specific. She explains that it concerns strategic M&A and that the Company will obviously look at potential targets when they come across, including their profitability.

Mr Manders finally asks whether pilot incomes also include rent and/or sales income, and whether this covers the full costs of the pilots.

Mr Staatsen explains that the pilots are extremely important for the Company in order to make the customers familiar with the products. Rental fee, based on commercial tariffs, is typically charged to obtain commitment from the customers.

Mr Lemoine asks when the Company expects that the cash flow situation will be positive.

The Chair answers that it is not possible to make any statements with respect to the outlook of the Company, other than already shared during the presentation.

Mr Staatsen adds that the proceeds of the IPO are used for further expansion, for example for the construction of the new factory.

Mr Lemoine then asks at which level the Company positions its product in terms of quality; at the high end, middle or low end.

Mr Roesink explains that the Company's product is very unique as it provides an alternative for current system set-ups that combine multiple traditional technologies. Mr Staatsen adds that with respect to the market for micropollutants removal for sweet water, the Company is positioned at the highest end.

The Chair establishes that there are no further questions, and proceeds with agenda item 2B.

## **(B) Remuneration report for the financial year 2021**

The Chair explains that the remuneration report for 2021 is discussed and presented for an advisory vote. The Company has drawn up the remuneration report 2021, including an overview of remuneration to individual members of the Management Board and Supervisory Board, in accordance with the statutory requirements. Reference is made to the separate remuneration report and to the pages 94 through 97 of the Annual Report 2021. She briefly explains the key elements of the remuneration report for 2021: (i) the Remuneration Policy, (ii) the main components of the remuneration of the members of the Management Board and (iii) the remuneration of the members of the Management Board and Supervisory Board over 2021.

### *The Remuneration Policy*

The Company has a Remuneration Policy that takes into account performance targets related to, for example growth, innovation and sustainability. Future Management Board members may be entitled to variable remuneration. Such variable remuneration will be higher when targets are exceeded and no variable remuneration is payable if targets are not met. This helps to ensure the alignment of the interests of new Management Board members with that of the Company's stakeholders and create a true pay-for-performance culture. Furthermore, the Remuneration Policy is designed in a way that the members of the Management Board are not encouraged to take or stimulate inappropriate risks. The current members of the Management

Board are not entitled to any variable remuneration. They indirectly participate in the share capital of NX Filtration through depository receipts for shares that they already held for a significant amount of time prior to the IPO.

The Remuneration Policy enables the Supervisory Board to determine at its sole discretion that new members of the Management Board become entitled to a short-term incentive, which consists of cash only. In setting the performance targets of the future short-term incentives, if any, the Supervisory Board will take into account the Company's strategy and medium- and long-term objectives, amongst which revenue growth, scale-up of production, market penetration and increasing profitability, and ESG-criteria. The Company is currently in the process of determining such criteria.

The Company intends to implement a participation plan (LTIP) in order to attract and retain the best available personnel to serve as member of the Management Board in the future and to align their economic interests directly with those of its shareholders. It is anticipated that new members of the Management Board will be invited to receive a conditional award of Ordinary Shares under the plan, at the sole discretion of the Supervisory Board. The vesting of an award is subject to the achievement of predetermined financial and non-financial (including ESG) performance conditions set by the Supervisory Board on a yearly basis.

#### *The main components of the remuneration of the members of the Management Board*

The remuneration of the members of the Management Board consists of the following components: annual base pay and pension and other benefits. The annual base pay represents a fixed cash remuneration consisting of the base salary including holiday allowance. Members of the Management Board are generally eligible to participate in a pension plan and for a range of other emoluments. As is customary, the Company has arranged and paid for a directors and officers liability insurance for the members of the Management Board. The notice period for the members of the Management Board is three months and for the Company six months, subject to corporate law obligations. The service agreement of Mr Staatsen 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. The service agreement of Mr Roesink does not contain any provisions providing for benefits upon termination of employment.

#### *Management Board remuneration over 2021*

The total amount of remuneration of the members of the Management Board for the financial year 2021 comprised EUR 302,971. For the financial year 2021, the gross annual base salary of Mr Staatsen comprised of EUR 153,023 and the total gross annual base salary of Mr Roesink comprised of EUR 143,253. In the financial year 2021, the Company paid EUR 6,695 as pension contribution for Mr Staatsen. The members of the Management Board were not entitled to variable remuneration in 2021.

#### *Supervisory Board remuneration over 2021*

The compensation for the Chair of the Supervisory Board has been set at EUR 50,000 per year and the compensation for Mr Van Dongen has been set at EUR 30,000 per year. Mr Glorie is employed by Infestos and does not receive compensation for his Supervisory Board activities.

The Chair establishes that there are no questions. She then continues with the voting for this agenda item 2B and asks whether there are any persons who are against the proposal or wish to abstain.

The Notary mentions that she received proxies with voting instructions for 1,445,273 votes against and 2,815 votes abstained.

The Chair then states and confirms that the votes on all other shares are in favour of the resolution and she concludes that the General Meeting approved the remuneration report as included in the Annual Report 2021.

### **3. Proposal to adopt the financial statements for the financial year 2021**

The Chair informs the shareholders that the financial statements for the financial year 2021 as drawn up by the Management Board have been approved by the Supervisory Board and have been audited by PwC. PwC issued an unqualified auditor's opinion in respect of the financial statements. The loss as shown in the financial statements for the financial year 2021 amounts to EUR 11,354,000 and will be recognized in retained earnings.

Mr Van der Ploeg of PwC provides a brief explanation of the manner in which the audit was carried out at NX Filtration. With respect to materiality, he notices that the materiality for 2021 has been set at EUR 240,000, based on total assets deducted with cash and banks. The scope has been set at 100%, being both NX Filtration N.V. and NX Filtration B.V. He addresses each of the following three key audit matters: (i) capitalization of development costs, (ii) accuracy of outgoing payments and (iii) tax deductibility of the IPO costs. The three fraud risks that have been assessed are (i) management override of controls, (ii) risk of fraud and revenue recognition and (iii) accuracy of outgoing payments. With respect to the going concern, among other things, it has been assessed whether management took into account all relevant aspects in preparing the financial statements. PwC concurs with the fact that the financial statements are prepared on the basis of going concern. He concludes with a confirmation that PwC only performs audit (related) procedures with respect to the Company and no other services.

The Chair establishes that there are no questions. She then continues with the voting for this agenda item 3 and asks whether there are any persons who are against the proposal or wish to abstain.

The Notary mentions that she received proxies with voting instructions for 1,590 votes against and 2,265 votes abstained.

The Chair then states and confirms that the votes on all other shares are in favour of the resolution and she concludes that the financial statements for the financial year 2021 are adopted.

### **4. Discharge from liability**

The Chair explains that the granting of discharge to the members of the Management Board and to the members of the Supervisory Board have been placed on the agenda as separate items, as also prescribed by the Corporate Governance Code and article 30 of the articles of association of the Company. Under agenda item 4A, it is proposed to the General Meeting to grant discharge to the members of the Management Board for the management conducted by them in 2021. Under agenda item 4B, it is proposed to the General Meeting to grant discharge to the members of the Supervisory Board for their supervision of the management conducted by the Management Board. This release from liability for both the members of the Management Board and the members of the Supervisory Board, if granted, will be limited to everything evident from the financial statements, the annual report or information otherwise disclosed to the General Meeting prior to the adoption of the financial statements for 2021.

The Chair establishes that there are no questions. She then continues with the voting for agenda item 4A and asks whether there are any persons who are against the proposal or wish to abstain.

The Notary mentions that she received proxies with voting instructions for 682,190 votes against and 4,132 votes abstained for agenda item 4A.

The Chair then states and confirms that the votes on all other shares are in favour of the resolution and she concludes that discharge has been granted to the members of the Management Board. She continues with the voting for agenda item 4B and asks whether there are any persons who are against the proposal or wish to abstain.

The Notary mentions that she received proxies with voting instructions for 682,190 votes against and 5,132 votes abstained for agenda item 4B.

The Chair then states and confirms that the votes on all other shares are in favour of the resolution and she concludes that discharge has been granted to the members of the Supervisory Board.

## **5. Appointment of new member of the Management Board**

### **(A) Appointment of Mr Marc Lutikhuis as member of the Management Board**

The Chair states that it is proposed to the General Meeting to appoint Mr Marc Lutikhuis as member of the Management Board, based on a binding nomination by the Supervisory Board. There has been a vacancy for the position of CFO within the Management Board as of the listing of the Company on Euronext Amsterdam and filling this vacancy was top priority for the Company as it transformed from a privately held company to a public listed company. In view of the many competencies required, the Company made use of a leading executive search firm, Amrop. The Company instructed Amrop to include as many female candidates in the selection process as possible who could possibly fit the profile of the CFO. Unfortunately, finding a suitable female candidate turned out to be a challenge in the end due to various reasons. Amrop proposed a wide variety of male and female candidates and Mr Lutikhuis has been assessed to be the best candidate.

Mr Lutikhuis is 46 years old and he previously held positions at Brink Group (leading global manufacturer of towing systems in the automotive industry) and Heuver (leading European tyre wholesaler), with responsibility for finance, IT, HR and procurement functions. He has a broad financial background with a strong track record of performance improvements and will play a key role in achieving the Company's ambitions. Mr Lutikhuis is a Dutch national and holds a degree in Business Economics, Management & Organization from the University of Groningen, the Netherlands.

Mr Lutikhuis briefly introduces himself.

The Chair confirms that the Company is convinced that Mr Lutikhuis, as a person and a professional, can make an important contribution to the future strategy of the Company and its implementation. She explains that it is proposed to the General Meeting to appoint Mr Lutikhuis in accordance with this nomination by the Supervisory Board for a period of four years, ending at the close of the Annual General Meeting of Shareholders to be held in 2026. Reference is made to the agenda and explanatory notes for the information regarding his remuneration. She then provides the possibility for shareholders to raise any questions.

Mr Manders has a couple of questions about the sign-on bonus of Mr Lutikhuis. He asks whether it is correct that Mr Lutikhuis will acquire a sign-on bonus of EUR 300,000, what the motivation is and whether this is an initiative from the Company or the major shareholder, Infestos.

The Chair confirms that Mr Lutikhuis will acquire a sign-on bonus of EUR 300,000 as to be discussed under agenda item 5B and that it has been initiated by the Company. The Company has received from Infestos Holding E.B.V.

Mr Manders states that this can give appearance of a conflict of interest between the new CFO and the major shareholder and he asks for the steps taken by the Supervisory Board in this respect.

The Chair answers that the Supervisory Board is of the opinion that this does not constitute a conflict of interest between the CFO and Infestos. The CFO has made an agreement with the Company and not with Infestos. The agreement between Infestos and the Company, pursuant to which Infestos transferred shares to the Company for the purposes of the equity incentive of Mr Lutikhuis, has been approved by the entire Supervisory Board as a related party transaction under the Related Party Transaction Policy of the Company.

The Chair establishes that there are no further questions. She then continues with the voting for this agenda item 5A and asks whether there are any persons who are against the proposal or wish to abstain.

The Notary mentions that she received proxies with voting instructions for no votes against and 2,805 votes abstained.

The Chair then states and confirms that the votes on all other shares are in favour of the resolution and she concludes that the General meeting appointed Mr Luttikhuis as member of the Management Board.

**(B) Sign-on bonus in shares**

The Chair continues to explain that the majority shareholder, Infestos Holding E B.V., has given the Company support and thereafter the Company agreed on a sign-on equity incentive with Mr Luttikhuis. For this purpose, Infestos Holding E B.V. has transferred a number of ordinary shares in the capital of the Company to the Company for no consideration, with a value of EUR 300,000. These ordinary shares have been delivered to a designated securities account at ABN AMRO held by the Company for the benefit of Mr Luttikhuis, 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 Luttikhuis. Furthermore, the Company and Mr Luttikhuis 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 discussions on the establishment of the sign-on equity incentive between Mr Luttikhuis 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 Luttikhuis has paid EUR 148,500, being 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 Luttikhuis is a good leaver he will be entitled to a pro-rata portion of the shares subject to the lock-up.

The agreement between Infestos Holding E B.V. and the Company has been approved by the entire Supervisory Board as a related party transaction under the Related Party Transaction Policy of the Company.

The Chair establishes that there are no questions. She then continues with the voting for this agenda item 5B and asks whether there are any persons who are against the proposal or wish to abstain.

The Notary mentions that she received proxies with voting instructions for 4,717,926 votes against and 3,955 votes abstained.

The Chair then states and confirms that the votes on all other shares are in favour of the resolution and she concludes that the General Meeting approved the sign-on bonus in shares for Mr Luttikhuis.

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

The Chair states that is proposed to authorise 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 capital of the Company as per the date of this meeting, either through a purchase on the 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 purchase plus 10%. This authorisation will be granted for a period of 18 months following the date of this meeting, i.e. until and including 5 October 2023.

The Chair establishes that there are no questions. She then continues with the voting for this agenda item 6 and asks whether there are any persons who are against the proposal or wish to abstain.

The Notary mentions that she received proxies with voting instructions for 230 votes against and 3,365 votes abstained for agenda item 6.

The Chair then states and confirms that the votes on all other shares are in favour of the resolution and she concludes that the General Meeting approved the authorisation of the Management Board to resolve that the Company may acquire its own shares.

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

The Chair states that it is proposed to designate the Management Board as the competent body to issue shares and/or 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 of the Company as per the date of this meeting. This authorisation will be granted for a period of three years following the date of this meeting, i.e. until and including 5 April 2025. A resolution by the Management Board will require the approval of the Supervisory Board.

Mr Manders mentions that the VEB considers requested period of three years as a long period and asks why it is proposed to designate the Management Board as competent body in this respect for a period of three years instead of one year.

The Chair explains that the proposal provides the Company the flexibility that it is currently looking for.

The Chair establishes that there are no further questions. She then continues with the voting for this agenda item 7 and asks whether there are any persons who are against the proposal or wish to abstain.

Mr Manders confirms that the VEB votes against this agenda item.

Mr Lemoine also confirms that he votes against this agenda item.

The Notary mentions that she received proxies with voting instructions for 7,958,174 votes against and 3,265 votes abstained for agenda item 7.

The Chair then states and confirms that the votes on all other shares are in favour of the resolution and she concludes that the General meeting approved the designation of the Management Board as competent body to issue shares and to limit or exclude pre-emptive rights.

## **8. Proposal to appoint the external auditor for the financial years 2022 and 2023**

The Chair explains that the General Meeting of Shareholders charges an external auditor with the task of auditing the financial statements of the Company. PwC was appointed as external auditor of the Company for the financial year 2021. With a view to the expiry of the term of appointment, the performance of the auditor was evaluated by the Management Board and the Supervisory Board in 2021. The Management Board and the Supervisory Board are of the opinion that PwC is able to form an independent opinion of all matters that are within the scope of its audit engagement. In addition, there is a good balance between the effectiveness and efficiency of the acts performed, for example in relation to auditing costs, risk management and reliability. On this basis, the Supervisory Board proposes to reappoint PwC with the auditing of the financial statements for the financial years 2022 and 2023.

The Chair establishes that there are no questions. She then continues with the voting for this agenda item 8 and asks whether there are any persons who are against the proposal or wish to abstain.

The Notary mentions that she received proxies with voting instructions for 1,311,619 votes against and 3,319 votes abstained for agenda item 8.

The Chair then states and confirms that the votes on all other shares are in favour of the resolution and she concludes that the General Meeting approved the appointment of PwC as external auditor for the financial years 2022 and 2023.

## **9. Any other business**

The Chair proceeds with the matter of any other business. She establishes that there are no questions and proceed with the closing of the meeting.

#### **10. Closing**

The Chair mentions that the draft minutes of this meeting will be available on our website at the latest three months after today. After that date you have another three months to submit your comments prior to the adoption of the minutes. She thanks all shareholders for their attendance and participation in the meeting. The meeting closed at 11:15 CET.