

**Minutes of the Extraordinary General Meeting of Shareholders of NX Filtration N.V., held on Wednesday 21 June 2023 at 09:00 (CET) at Van der Valk Hotel Hengelo at Bornsestraat 400, 7556 BN Hengelo, the Netherlands.**

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 09:00 CET. She briefly introduces the persons that are present at the meeting: Jeroen Pynenburg, CEO, Michiel Staatsen, COO, Erik Roesink, founder and CTO, Marc Lutikhuis, CFO, the other members of the Supervisory Board, Benno van Dongen and Hans Slootweg. She mentions that Marc Lutikhuis is designated as secretary for this meeting. The Chair confirms that she has a power of substitution from the notary to act as the person overseeing the voting process.

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 3 May 2023. 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 meeting will be conducted in Dutch. 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 143 shareholders are presented and/or represented and that 40,582,002 shares are represented at the meeting, all of which shares can be voted on. This means that 81.16% of the issued and outstanding capital of the Company is represented at the meeting.

**2. Appointment new member of the Management Board**

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

The Chair mentions that 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. 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 bachelor's degree from Nyenrode Business University and a master's 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.

The Chair refers to the explanatory notices to the agenda for this EGM for a detailed description of Mr Pynenburg's remuneration package. The Chair gives the floor to Jeroen Pynenburg to present himself. He expresses his enthusiasm to become part of a company that strongly contributes to the water transition. He explains that he has a strong connection to ESG companies given his previous employers and is very much looking forward to make the Company's next stages of growth a success story.

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

The Chair mentions that she received proxies with voting instructions for 40,578,961 votes in favour, 1,000 votes against and 2,041 abstained. She concludes that the General meeting appointed Mr Pynenburg as member of the Management Board.

The Chair expresses her gratitude towards Michiel Staatsen for his vital contributions over the past years as CEO and expresses her and the Supervisory Board's confidence in his competence to continue to serve as COO.

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

The Chair mentions that 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.

Mr Bongers asks whether the sign-on bonus is granted in the form of an issuance of new shares pursuant to which the issued and outstanding share capital of 50,000,000 will (slightly) increase. The Chair confirms that the Company will indeed issue new ordinary shares.

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

The Chair mentions that she received proxies with voting instructions for 35,889,422 votes in favour, 4,678,388 votes against and 5,192 abstained. She then concludes that the General meeting approves the granting of the sign-on bonus in shares to Mr Pynenburg.

### **3. Closing**

The Chair mentions that the draft minutes of this meeting will be available on NX Filtration's 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.