

A.H.T. Syngas Technology N.V.

with statutory seat at Amsterdam, the Netherlands
business address at Hurksestraat 43, 5625 AH Eindhoven, the Netherlands

Extraordinary General Meeting of Shareholders

Shareholders of A.H.T. Syngas Technology N.V. (the “**Company**”) are hereby invited to attend the Extraordinary General Meeting of Shareholders of the Company. The meeting will take place on 27 December 2022 at 14:00 hours at the office of the Company, at Hurksestraat 43, 5652 AH Eindhoven, The Netherlands, and will be held in the English language

The agenda for the meeting is as follows:

- A. *Opening and announcements*

- B. *Resolutions in respect of the remuneration of the Management Board*

- 1. Proposal to approve the Company’s remuneration policy for the Management Board (*voting item*)
- 2. Proposal to approve the Company’s regulation for remuneration in rights to subscribe for shares in the capital of the Company (*stock options*) for the Management Board (*voting item*)
- 3. Miscellaneous
- 4. Closing

Starting at the date of this announcement, 10.12.2022, the agenda and the explanatory notes thereto will be made available for examination at the Administration office of the Company, Diepenbroich 15, 51491 Overath, Germany, on the investor relations section on the website of the company (www.aht-syngas.com) and until the end of the Extraordinary General Meeting.

Shareholders who wish to attend the meeting are requested via their bank or broker to lodge with Bankhaus Gebr. Martin AG, Schlossplatz 7, 73033 Göppingen, Germany, (bgross@martinbank.de) a confirmation that their shares are registered in their name. The written confirmation must be received by Bankhaus Gebr. Martin AG not later than 23.12.2022, by 12:00 hours. Shareholders will receive a certificate of registration (certificate of deposit) together with the certificate of deposit number by email or post. Shareholders will be admitted to the meeting on presentation of their certificate of deposit number, which serves as identification on registration. Every Shareholder may appoint a proxy to attend the Extraordinary General Meeting on behalf of him/her/it by granting such a right in a written power of attorney. The proxy can be authorized either via sending an email to the Company (info@aht-syngas.com) or by entitlement on the backside of the certificate of deposit number.

At the day of this announcement, the Company has issued 2,340,000 shares. One vote is attached to each share. 32,648 shares are in the ownership of the Company A.H.T. Syngas Technology N.V. itself and are excluded from the voting. The total number of voting rights is 2,307,352

A.H.T. Syngas Technology N.V.

The Supervisory Board

Kevin McDevitt

Eindhoven, 10. December 2022

The Management Board

Gero Ferges

EXPLANATION TO THE AGENDA AND RECOMMENDATION

B. Resolutions in respect of the remuneration of the Management Board

Voting Item nr. 1

Pursuant to Section 2:135 paragraph 1 of the Dutch Civil Code (*Burgerlijk Wetboek*, the “**DCC**”) which is, as the Company has been incorporated under the laws of the Netherlands, the law applicable to the internal corporate affairs of the Company, the Company must have a policy in regard of the remuneration of the management board (*bestuur*, the “**Management Board**”). That policy must be adopted by the General Meeting (the “**Remuneration Policy**”).

Pursuant to article 9 paragraph 8 of the Company’s articles of association (*statuten* the “**Articles**”), the supervisory board (*raad van commissarissen*, the “**Supervisory Board**”) of the Company is authorized to determine the remuneration of the Management Board, which shall be done on the basis of the Remuneration Policy as approved by the General Meeting.

Pursuant to the DCC, the Remuneration Policy must include the following matters:

- periodically paid remuneration;
- remuneration that has to be paid in the future;
- severance payments;
- profit-sharing and bonus payments;
- in case stock options are granted (rights to subscribe for shares, “**Stock Options**”), the criteria that apply for grant of amendment of these rights; and
- whether loans, guarantees and advanced payments will be granted to the members of the Management Board.

The Company has, in consultation with the Supervisory Board, prepared the Remuneration Policy. Currently, the Management Board comprises of one member, being Mr. Gero Ferges though the Remuneration Policy, due to its general nature, covers arrangements also in case that there be more managing directors.

The Supervisory Board proposes to the General Meeting to approve the Remuneration Policy. This document as submitted to the General Meeting is available for inspection from the date of this notice until the end of the meeting at the offices of the Company, Hurksestraat 43, 5652 AH Eindhoven, the Netherlands and, in addition, is available through: www.aht-syngas.com/investor-relations/directors-dealings.html. Shareholders may request a hardcopy of the document at no cost. If the General Meeting has approved the Remuneration Policy, this policy will be dated and be shown permanently on the Company’s website (www.aht-syngas.com)

The Supervisory Board will determine the remuneration of the member of the Management Board on the basis of the Remuneration Policy. Disclosure of the actual remuneration will be done pursuant to the provisions of the DCC in the Company’s annual accounts and directors report, where applicable.

Voting Item nr. 2

As set forth in the Remuneration Policy, the remuneration of the Management Board (partly) comprises of Stock Options being a long-term incentive. Pursuant to Section 2:135 paragraph 5 of the DCC, if the Articles stipulate that another corporate body than the General Meeting determines the remuneration of the (members of) the Management Board, then this body shall present to the General Meeting for approval all proposals for remuneration that is to be paid in

the form of shares or Stock Options. The proposal should at least determine how many shares or Stock Options may be granted to the members of the Management Board and the conditions for granting such shares or rights, and for possible amendments.

The Supervisory Board herewith presents the regulation for remuneration in Stock Options for the Management Board for approval by the General Meeting. The Supervisory Board herewith trusts to have designed a reasonable and contemporary remuneration component.

Regulation for for remuneration in rights to subscribe for shares in the capital of the Company (stock options) for the Management Board

The maximum available number of stock options for the Management Board (currently comprising of Mr. Gero Ferges) that the Supervisory Board hereby submits for approval to the General Meeting amounts to 610,000 (*six hundred and ten thousand*) stock options, exercisable for the same amount in ordinary shares in the capital of the Company for the period starting of ten years, starting at the date of this Extraordinary General Meeting.

The stock options as granted shall vest (i.e.: become exercisable) immediately upon the first anniversary of the relevant grant date and may be exercised until the tenth anniversary of the relevant date of grant as specified in and subject to the conditions of the agreement between the Supervisory Board and the member of the Management Board.

The exercise price is based on the price per ordinary share as of 31 December 2020 and will be fixed on EUR 9 per Share.

The actual number of Stock Options that will be granted to the Management Board will be determined in accordance with the “*Specific Criteria for the grant of Stock Options*” as incorporated in Appendix I of the Remuneration Policy, to be applied by the Supervisory Board to its discretion. The maximum available number of ordinary shares referred to in this agenda item should be considered as the maximum reservation that could be needed to execute the Remuneration Policy for the Management Board in the abovementioned period.

For further information on the performance share arrangement for the Management Board, reference is made to the applicable Remuneration Policy.

Existing authority to issue shares and rights to subscribe for shares and to disapply pre-emption rights

For the sake of completeness, it is noted that in the Annual General Meeting held on 31 August 2021, the General Meeting authorized the Management Board as the corporate body to issue shares and to exclude pre-emption rights (including the issue of rights to subscribe for shares, i.e. stock options) which authority expires at the conclusion of the General Meeting to be held in 2026. The authority applies to the entire unissued part of the Company’s authorized share capital (currently: EUR 5 million).

On 31 August 2021, the General Meeting also authorized the Management Board to disapply the pre-emption rights (*voorkeursrechten*) set out in Article 4 of the Articles, up to the Company’s entire authorized capital share capital, such power also to expire at the conclusion of the General Meeting to be held in 2026.

The Company kindly informs the Shareholders that, apart from the regulation for remuneration in the form of rights to acquire shares for the Management Board, the Company contemplates to establish, in the near future, a long term incentive share plan for its employees, whereby employees of the Company will be granted stock options. It is noted that, pursuant to Section

2:96a paragraph 1 of the DCC, Shareholders do not have pre-emptive rights in respect of shares issued to employees of the Company or to employees of a group company.

The Company herewith informs that the above authority granted by the General Meeting on 31 August 2021, will be used to grant stock options to the sole member of the Management Board, to the Company's employees and to certain suppliers of the Company who will be paid for their services in the form of stock options rather than in cash.