

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

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

Annual General Meeting of Shareholders

Shareholders of A.H.T. Syngas Technology N.V. (the “Company”) are hereby invited to attend the General Meeting of Shareholders of the Company. The meeting will take place on 15th November 2023 at 14:00hours 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. Report of the Management Board in respect of the financial year ended 31 December 2022
- C. Resolutions in respect of the financial statements for the financial year 2022
 - a. Proposal to approve the Company’s annual financial statements (jaarrekening) and the directors report (bestuursverslag) being drawn up in the English language
 - b. Proposal to adopt the Company’s annual financial statements for the financial year ended 31 December 2022 (voting item)
 - c. Proposal with respect to the distribution of the result for the financial year 2022 (voting item)
- D. Resolution to discharge from liability
 - a. Proposal to discharge the sole member of the Management Board (bestuur) with respect to the performance of their duties during the financial year 2022 (voting item);
 - b. Proposal to discharge the sole member of the Supervisory Board (raad van commissarissen) with respect to the performance of their duties during the financial year 2022 (voting item)
- E. Resolutions on corporate matters
 - a. Proposal to appoint Q-Concepts Accountancy B.V as statutory auditor for the financial year 2023 (voting item).
- F. Resolutions on shares
 - a. Proposal to authorize the Company, generally and unconditionally, for the purpose of the Article 5 of the Company’s articles of association (statuten, the Articles of Association), to make market purchases of ordinary shares in the capital of the Company on such terms and in such manner as the Management Board may from time to time determine, provided that:
 - i. the maximum number of ordinary shares which may be purchased is 500,000 (five hundred thousand);
 - ii. the minimum price (not including expenses) which may be paid for each ordinary share is EUR 1 (one euro); and
 - iii. the maximum price which may be paid for each ordinary share is the higher of:
 - 1. an amount equal to 105% of the average of the middle market quotations of a share as derived from the price list of the Basic Board market of the Frankfurt Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased; and

2. the higher of the last independent trade and the highest current independent bid on the price list of the Basic Board market of the Frankfurt Stock Exchange,

provided that, the authority hereby conferred shall expire on the date following 18 months from the date of this General Meeting of Shareholders (except that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract for purchase which would or might be executed wholly or partly after such expiry and to purchase in accordance with such contract as if the authority conferred had not expired, unless such authority is reviewed prior to such time) (voting item)

G. Miscellaneous (non-voting items)

- a. Grant of signing authority (procuration) for the Company to Mr. Dr. Diego Freydl
- b. Relocation of Business Address of the Company in Eindhoven, NL

H. Closing

Starting at the date of this announcement 2023, 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.ahtsyngas.com) and until the end of the 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 13 November 2023, 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 General Meeting on behalf of him by granting such a right in a written power of attorney. The proxy can be authorized either via sending an E-Mail 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. 31,090 are in the ownership of the Company itself and are excluded from the voting. The total number of voting rights is 2,308,910.

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

The Supervisory Board

Kevin McDevitt Eindhoven

27th October 2023

The Management Board

Gero Bernhard Ferges

EXPLANATION TO THE AGENDA AND RECOMMENDATION

- B. *Report of the Management Board in respect of the financial year ended 31 December 2022*
The Management Board (*bestuur*) of the Company (**Management Board**) will give a presentation of the performance of the Company in 2022. Subsequently, the shareholders will be invited to discuss this performance (as described in more detail in the Company's 2022 annual accounts.

The Company presents its accounts for the year ended 31 December 2022. The annual accounts, the directors' report, the auditors opinion and other related information required pursuant to section 2:392 of the Dutch Civil Code (*Burgerlijk Wetboek*, the **DCC**) which accounts are 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, are available through <https://www.aht-cleantec.com/news/kategorie/investor-relations/finanzberichte> Shareholders may request a hardcopy of the documents at no cost.

- C. *Resolutions on Financial statements for the financial year 2022*

Voting Item 1

Pursuant to section 2:391 of the Dutch Civil Code (*Burgerlijk Wetboek*, the **DCC**) the directors' report of a Dutch company must be drawn up in Dutch, unless the general meeting of shareholders approves the use of a different language. The Company is therefore requesting shareholders' approval for the annual accounts and the directors' report being prepared in the English language.

Voting Item 2

Pursuant to section 2:101 paragraph 3 of the DCC the General Meeting is the corporate body entitled to adopt the Company's Dutch statutory annual accounts. It is proposed that shareholders adopt the Company's Dutch statutory annual accounts for the year ended 31 December 2022. In respect of the availability of the underlying documents, please see the remark under chapter B above

Voting Item 3

Pursuant to article 16 of the Articles of Association, the agenda includes the appropriation of profits. Pursuant to article 15 paragraph 2 of the Articles of Association, the profits will, after the requisite reservation of profits by the Management Board (with the approval of the supervisory board, all pursuant to article 15 paragraph 1 of the Articles of Association) be at the disposal of the general meeting of shareholders. It is proposed to the shareholders to pay no dividend to shareholders in respect of the year ended 31 December 2022 with reason that the Management Board proposes that the Company uses the capital for further investment in its growth.

- D. *Resolution on discharge from liability*

Voting Items 4 and 5

As is customary for Dutch companies, it is proposed that shareholders discharge the members of the Management Board and Supervisory Board from their liability for the performance of their duties during the previous financial year, to the extent that such exercise is apparent from the financial statements or has been otherwise disclosed to the General Meeting of Shareholders prior to the approval of the 2022 financial statements. These items are included as separate agenda items. These items will discharge all current members of the Management Board and Supervisory Board.

- E. *Resolutions on corporate matters*

Voting Item 6

The past years, the Company has made use of the services of Q-Concepts Accountancy B.V. (in collaboration with STAWO Bedrijfsadviseurs B.V.) for the administration and accounting. Pursuant to section 2:393 paragraph 2 of the DCC, the General Meeting is the appropriate corporate body to appoint the statutory auditor. The shareholders are requested to appoint Q-

Concepts Accountancy B.V. as the Company's statutory auditor for the financial year ending on 31 December 2023.

F. *Resolutions on Shares*

Voting Item 7

This resolution seeks authority for the Company to buy back its own shares. This resolution will give the Management Board the authority to buy back shares and is limited to 500,000 shares. The previous authority granted by the General Meeting is from 07 October 2022 and has been declared to be in force for 18 months from that date. The Management Board is now seeking a renewal of that authority.

Any shares purchased pursuant to this authority may be cancelled and the number of shares in issue would be reduced accordingly, or they may be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share scheme.

No purchases will be made unless the expected effect will be to increase earnings per share. The purchase of shares by the Company under this authority would be effected by a purchase in the market. It should not be confused with any share dealing facilities that may be offered to shareholders by the Company from time to time.

Pursuant to Section 2:98 paragraph 1 of the DCC; the nominal amount of the own shares which the Company shall acquire or already holds or on which it has already obtained a pledge, or which are held by a subsidiary may not exceed one-half of its issued share capital, from time to time.