

**MINUTES OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
A.H.T. SYNGAS TECHNOLOGY N.V.**

Minutes of the Annual General Meeting of Shareholders of **A.H.T. Syngas Technology N.V.**, a public company under Dutch law, having its corporate seat in Amsterdam, the Netherlands (the "**Company**"), held meeting on 15th November 2022 at 14:03 hours at Hurksestraat 43 in (5652AH) Eindhoven, the Netherlands (the "**Meeting**").

Present

1. **Mr Gero Bernhard Ferges**, the Company's CEO and Meeting Chairman the only member of the Company's management board ("**chairman**");
2. **Dr Diego Freydl**, shareholder and as a representative of the Chairman of the Supervisory Board Mr Kevin McDevitt, authorized by a Power of Attorney
3. **Mr Lars Rabeler**, shareholder

Formalities

It was established that:

- A. the convocation and the agenda were published on the Company's website on 27th of October 2023;
- B. accordingly, the Meeting was convened and the agenda for the meeting was drawn up in accordance with the requirements of article 19 of the Company's articles of association ("**Articles**");
- C. in accordance with the agenda for the Meeting and article 17 (3) of the Articles, the Meeting was held in English language;
- D. the Company's supervisory board appointed Mr Ferges as Chairman of the Meeting and he recorded the minutes of the meeting.

I. Opening and announcements

The Chairman opened the meeting at 14:05 hours and recorded the facts that:

- 670.687 shares in the issued capital of the Company were represented at the meeting, which equals 29,05 % of the Company's total issued shares capital;
- one vote is attached to each share, except for the 31.090 shares which are in the ownership of the Company which is excluded from voting on the basis of article 23 (2) of the Articles;

II. Report of the Management Board in respect to the fiscal year 2022

The CEO of the Company Mr Gero Ferges reported for the fiscal year 2022:

The turnover of the Company reached EUR 1.926.756 (31.12.2021: EUR 828.381), which is an increase of approx. 132,59 %. A significant growth of demand can be recognized.

The 2022 EBIT of the Company reached EUR -415.913 (31.12. 2021: EUR -239.151). Mr Ferges explained that the negative result was caused by investments into the growth of the company e.g. marketing, consultation, legal and tax consultation. However, the result is also still influenced due to the Pandemic.

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The order volume as per 2022-12-31 summed up to EUR 1.000.000 which is a decrease of about 34% compared to the previous year. The chairman duly mentioned that orders in a volume of approx. EUR 17.000.000 had been finally negotiated as of December 31st 2022 and were concluded in Q1 01/2023.

None of the General Meeting had any questions or remarks.

III. Resolutions in respect of the financial statements for the financial year 2022

Voting items 1 through 3

The chairman went on to introduce and discuss the following proposals which are both in the interest of the Company and its business:

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.

The proposal was put to a vote and the Meeting voted as follows:

in favour: [670.687] votes;

abstained: [0] votes;

against: [0] votes.

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 was proposed that shareholders adopt the Company's Dutch statutory annual accounts for the year ended 31st December 2022.

The Chairman put to vote to adopt the annual accounts.

in favour: [670.687] votes;

abstained: [0] votes;

against: [0] votes.

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 was proposed to the shareholders to pay no dividend to shareholders due to loss.

in favour: [670.687] votes;

abstained: [0] votes;

against: [0] votes.

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IV. Resolutions on discharge from liability

Voting Items 4 and 5

4. 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.

The resolution to discharge the CEO Mr Gero Ferges with respect to the performance of his duties during the fiscal year 2022 was adopted.

The proposal was put to a vote and the Meeting voted as follows: in

favour: [670.687] votes;
abstained: [0] votes;
against: [0] votes.

5. to discharge the member of the Supervisory Board Mr Kevin McDevitt with respect to the performance of his duties during the fiscal year 2022 (voting item); The proposal was put to a vote and the Meeting voted as follows:

in favour: [670.687] votes;
abstained: [0] votes;
against: [0] votes.

V. Resolutions on corporate matters

Voting item 6

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 31st December 2023.

The proposal was put to a vote and the Meeting voted as follows:

in favour: [670.687] votes;
abstained: [0] votes;
against: [0] votes.

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VI. Resolution on shares

Voting item 7

7. 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:
- a) the maximum number of ordinary shares which may be purchased is 500,000 (five hundred thousand);
 - b) the minimum price (not including expenses) which may be paid for each ordinary share is EUR 1 (one euro); and
 - c) the maximum price which may be paid for each ordinary share is the higher of:
 - (i) 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
 - (ii) 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).

in favour: [670.687] votes;
abstained: [0] votes;
against: [0] votes.

VII. 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 to Kennedyplein 200, NL
- c. Report about different activities in 2022, e.g. the Chairman reported on the development project in Ghana, which is supported by the German government.

A development project for material conditioning from biogenic waste was successfully initiated for an Austrian industrial customer, resulting in the registration of a utility model.

Based on a signed MoU with Japanese Company the delivery of two 2MW Biomass Powerplants have been strongly negotiated and prepared for signing.

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The Company has established its representative office in the heart of the former German capital Bonn.

The new Corporate Design was integrated into day-to-day business as part of the Cleantech alignment.

The search for suitable and qualified personnel in the areas of projects and finance was launched for the foreseeable significant growth.

VIII. Closing

As there were no further items to be discussed, the chairman closed the Meeting at [15:55].

Eindhoven, October November 15th, 2023

Mr Gero Ferges (Shareholders' Meeting Chairman)