

## EXPLANATION TO THE AGENDA AND RECOMMENDATION

- B. *Report of the Management Board in respect of the financial year ended 31 December 2023*  
The Management Board (*bestuur*) of the Company (**Management Board**) will give a presentation of the performance of the Company in 2023. Subsequently, the shareholders will be invited to discuss this performance (as described in more detail in the Company's 2023 annual accounts).

The Company presents its accounts for the year ended 31 December 2023. 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 are available for inspection from the date of this notice until the end of the meeting at the offices of the Company, Schimmelt 2-16, 5611ZX Eindhoven, the Netherlands and, in addition, are available through: <https://www.aht-cleantec.com/en/investor-relations-en/>. Shareholders may request a hardcopy of the documents at no cost.

- C. *Resolutions on Financial statements for the financial year 2023*

### 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 2023. 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 Company's articles of association (**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 Company's supervisory board (**Supervisory Board**), all pursuant to article 15 paragraph 1 of the Articles of Association) be at the disposal of the General Meeting. *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 prior to the approval of the 2023 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 2024.

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 15 November 2023 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.