**EXPLANATION TO THE AGENDA AND RECOMMENDATION**

*B.*  *Report of the Management Board in respect of the financial year ended 31 December 2024*

The Management Board (*bestuur*) of the Company (**Management Board**) will give a presentation of the performance of the Company in 2024. Subsequently, the shareholders will be invited to discuss this performance (as described in more detail in the Company’s 2024 annual accounts.

The Company presents its accounts for the year ended 31 December 2024. 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 2024*

**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 2024. 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. It is proposed to the shareholders to pay no dividend to shareholders in respect of the year ended 31 December 2024 and that the Company uses the capital for further investment in its growth.

1. *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 2024 financial statements. These items are included as separate agenda items. These items will discharge all current members of the Management Board and Supervisory Board.

1. *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 2025.

**Voting item 7**

This resolution seeks authority to amend the Articles of Association of the Company to increase the authorised capital from Euro 5 million to Euro 7,5 million in order to issue additional shares if needed.

**Voting item 8**

Proposal to grant power of attorney (authorization) to each employee of law firm Buren N.V. (whose civil law notaries (*notarissen*) have prepared the draft deed of amendment of the Articles of Association) to have the notarial deed of amendment executed and to perform all things necessary and formalities pertaining thereto or in connection with voting item 7.

1. *Resolutions on Shares*

**Voting Item 9**

Proposal to authorize the Management Board to generally and unconditionally to exercise all powers of the Company to allot equity securities in the capital of the Company (which authority includes the allotment of rights to subscribe for equity securities) up to the entire authorized capital, which authorized capital (*geplaatst kapitaal*) shall be increased from Euro 5 million to Euro 7,5 million

**Voting Item 10**

Proposal to nominate the managing director, or in case an additional is appointed, managing directors, of the Company to issue – including the granting of rights to subscribe for – shares in the Company’s capital for a period of 5 years, starting as of 27 August 2025, up to the entire authorized capital as shown immediately after the execution of the notarial deed of amendment of the Articles of Association mentioned under E.

**Voting Item 11**

Proposal, conditional on passing of resolution F.b., to give a special instruction to the Management Board authorizing it to disapply the pre-emption rights (*voorkeursrechten*) set out in Article 4 of the Articles of Association, up to the entire authorized capital as shown immediately after the execution of the notarial deed of amendment of the Articles of Association, such power to expire at the conclusion of the General Meeting of Shareholders to be held in 2030, and the Management Board may allot shares in the capital of the Company (or rights to subscribe for shares) and disapply pre-emption rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**Voting Item 12**

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 30 August 2024 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.

1. Remuneration Policy

**Voting item 13**

Proposal to amend the policy in relation to entering a new corporate address and Proposal to change the range for fixed management compensation to EUR 7,000 – 15,000 to gain more flexibility in offering fixed management compensation.

1. Change of Legal Form from Dutch BV to Germany based AG

The management will announce plans for change of the company’s legal form from Dutch BV to Germany based AG. The management is of the opinion that such change in legal form will not only reduce cost as e.g. no double accounting according for two different accounting standards is necessary anymore but will also simplify the financing and raising of funds for the growth of the company. The process of the change will take some months, the outcome will be presented by the management to a shareholder meeting for approval.