



SCR-Sibelco SA
Plantin en Moretuslei 1A
2018 Anvers
Belgique

18 janvier 2024

Document d'information destiné aux actionnaires nominatifs souhaitant apporter des Actions Nominatives à l'offre publique volontaire conditionnelle de Sibelco visant à racheter ses propres Actions

1 Introduction

Le 8 décembre 2023, SCR-Sibelco SA ("**Sibelco**") a annoncé son intention de lancer une offre publique de rachat d'actions propres volontaire conditionnelle (l'"**Offre**").

Le 12 janvier 2024, une assemblée générale extraordinaire de Sibelco a approuvé, entre autres, l'autorisation donnée au conseil d'administration de Sibelco de racheter des actions propres conformément à l'article 7:215 du Code belge des sociétés et des associations.

Le 15 janvier 2024, le conseil d'administration de Sibelco a décidé de procéder à l'Offre conformément aux dispositions de la Loi OPA et de l'Arrêté OPA, sous réserve de l'approbation et de la publication du prospectus relatif à l'Offre par la FSMA (le "**Prospectus**") et sous réserve de certaines conditions décrites dans le Prospectus.

Le 16 janvier 2024, le Prospectus a été approuvé par la FSMA conformément à l'article 19, § 3 de la Loi OPA. Le Prospectus a été publié le 18 janvier 2024.

L'Offre est une offre publique d'achat volontaire et conditionnelle lancée conformément au chapitre II de l'Arrêté OPA. L'Offre est une offre de rachat en espèces des actions de Sibelco (les "**Actions**"). L'Offre est soumise à certaines conditions telles que décrites dans le Prospectus.

Dans le cadre de l'Offre, Sibelco rachètera jusqu'à 18,94% des Actions. L'Offre porte donc sur un maximum de 89.051 Actions. L'Offre ne porte pas sur des Actions propres actuelles de Sibelco ni sur des Actions actuellement détenues par des filiales directes ou indirectes de Sibelco. L'Offre ne porte pas sur d'autres titres que des Actions.

Le Prix de l'Offre par Action comprend une composante fixe et, dans certaines circonstances, une composante variable. La composante fixe du Prix de l'Offre s'élève à 6.850 EUR par Action et sera payable à la date de remise des Actions apportées. Outre la composante fixe, le Prix de l'Offre comprendra une composante variable, donnant droit, sous certaines conditions, aux actionnaires ayant vendu des Actions dans le cadre de l'Offre à une composante de prix supplémentaire dans le cas où Sibelco ou ses filiales directes ou indirectes vendraient, dans les deux ans suivant la Date de Paiement de l'Offre (telle que définie dans le Prospectus), des Actions qu'elles ont acquises dans le cadre de l'Offre ou tout ou partie de l'Activité HPQ (telle que définie dans le Prospectus).

La composante fixe des Actions apportées avec succès sera réglée par virement bancaire en espèces à la Date de Paiement.

La Composante Valeur de Cession (le cas échéant) sera réglée au moyen d'une Créance liée à la Composante Valeur de Cession (la "**DVCR**"). Chaque actionnaire apporteur recevra une DVCR pour chaque Action apportée avec succès à l'Offre à la Date de Paiement. Les actionnaires apportant des Actions Nominatives recevront leurs DVCR sous forme nominative, inscrits par Sibelco au nom de l'actionnaire concerné dans un registre spécifique.

Si le nombre d'Actions valablement apportées dans le cadre de l'Offre est supérieur au nombre d'Actions visées par l'Offre, Sibelco acquerra un nombre d'Actions auprès de chaque Actionnaire apporteur, qui sera déterminé conformément à la formule décrite dans le Prospectus.

La période d'acceptation de l'Offre débute le 22 janvier 2024 et se termine le 5 février 2024 à 16h00, heure d'Europe centrale.

Pour de plus amples informations sur l'Offre, il est renvoyé au Prospectus qui peut être consulté sur le site web de Sibelco (www.sibelco.com/en/investors/share-buyback) et sur le site web d'ING (<https://www.ing.be/fr/particuliers/investir/actions>).

Ce document contient des informations spécifiques sur les formalités et procédures d'acceptation pour les actionnaires qui détiennent des Actions sous forme nominative (les "**Actions Nominatives**", et respectivement les "**Actionnaires Nominatifs**") et qui souhaitent accepter l'Offre en apportant des Actions Nominatives et pour les actionnaires qui détiennent à la fois des Actions Nominatives et des Actions dématérialisées.

2 Informations sur l'acceptation de l'Offre par les actionnaires détenant uniquement des Actions Nominatives¹

Les Actionnaires Nominatifs qui souhaitent accepter l'Offre peuvent le faire sans frais en soumettant le formulaire d'acceptation pour les Actions Nominatives (Type A) (le "**Formulaire d'Acceptation (Type A)**") complété et signé à ING Belgique NV/SA, une société anonyme de droit belge, ayant son siège à Marnixlaan 24, 1000 Bruxelles, Belgique, enregistrée auprès de la Banque-Carrefour des Entreprises sous le numéro 0403.200.393 (RPM Bruxelles) ("**Agent Receveur Centralisateur** ") au plus tard le 5 février 2024, 16h00 heure d'Europe centrale, à l'adresse électronique suivante : be-lfm.coa.spa@ing.be.

Une copie du Formulaire d'Acceptation pour les Actions Nominatives (type A) est jointe en tant qu'annexe 1 de la présente Lettre.

Les personnes physiques apportant leurs Actions Nominatives doivent joindre à leur Formulaire d'Acceptation une copie de leur carte d'identité ou de leur passeport (recto et verso) contenant un modèle de signature.

Un Actionnaire Nominatif ne pourra apporter à l'Offre que les Actions Nominatives dont il est propriétaire au 19 janvier 2024 (la "**Date d'Enregistrement**"). Cela signifie qu'un Actionnaire Nominatif qui souhaite participer à l'Offre doit être inscrit dans le registre des actionnaires de Sibelco à la Date d'Enregistrement au moins pour le nombre d'Actions Nominatives qu'il souhaite apporter à l'Offre.

¹ Des informations sur l'acceptation de l'Offre par les actionnaires détenant à la fois des Actions Nominatives et des Actions dématérialisées figurent en Section 3 ci-dessous.

3 Information sur l'acceptation de l'Offre par les actionnaires détenant à la fois des Actions Nominatives et des Actions dématérialisées

Les actionnaires détenant à la fois des Actions Nominatives et des Actions dématérialisées et qui souhaitent apporter les deux formes d'Actions ont deux options pour le faire.

En premier lieu, ces actionnaires peuvent apporter chaque forme d'Actions séparément à l'Offre, en soumettant le Formulaire d'Acceptation (type A) à l'Agent Receveur Centralisateur pour l'apport de leurs Actions Nominatives (voir Section 2 ci-dessus) et en donnant instruction à l'institution financière auprès de laquelle ils détiennent leur compte-titres pour l'apport de leurs Actions dématérialisées.

Alternativement, ces actionnaires peuvent, comme deuxième option, soumettre à l'Agent Receveur Centralisateur un Formulaire d'Acceptation combiné (type B), ce qui permettra de prendre en compte l'ensemble de leur actionariat concerné pour déterminer la répartition de la capacité de rachat disponible. Dans ce cas, les actionnaires doivent soumettre le Formulaire d'Acceptation pour les Actions Nominatives et dématérialisées (type B) complété et signé à l'Agent Receveur Centralisateur au plus tard le 5 février 2024 à 16h00 heure d'Europe centrale, et donner instruction à l'institution financière auprès de laquelle ils détiennent leur compte-titres de transférer le nombre correspondant d'Actions dématérialisées directement de leur compte-titres à l'Agent Receveur Centralisateur au bénéfice de Sibelco.

Une copie du Formulaire d'Acceptation pour les Actions Nominatives et dématérialisées (type B) est jointe en tant qu'annexe 2 de la présente Lettre.

Pour une description complète de l'acceptation de l'Offre, il est renvoyé à la Section 4.7.4 du Prospectus.

4 Règles applicables à tous les actionnaires détenant des Actions Nominatives (le cas échéant, en combinaison avec des Actions dématérialisées)

4.1 Offre d'Actions en indivision, en usufruit, gagées ou autrement grevées

Si un actionnaire souhaite apporter des Actions détenues par deux personnes ou plus (en indivision), toutes ces personnes doivent signer conjointement le Formulaire d'Acceptation.

Si les Actions font l'objet d'un démembrement de l'usufruit et de la nue-propriété, l'usufruitier et le nu-propriétaire doivent signer conjointement le Formulaire d'Acceptation.

Si les Actions ont été mises en gage, le créancier gagiste et le débiteur gagiste doivent signer conjointement le Formulaire d'Acceptation.

Si les Actions sont grevées d'une autre manière ou font l'objet d'une autre charge, créance, sûreté ou intérêt, l'actionnaire et tous les bénéficiaires de cette charge, créance, sûreté ou intérêt doivent signer conjointement le Formulaire d'Acceptation.

4.2 Taxe sur les opérations boursières

Sibelco supportera la taxe sur les opérations boursières dont elle est redevable. Toute taxe sur les opérations boursières due par les actionnaires qui apportent leurs Actions à l'Offre, le cas échéant, sera due par ces actionnaire (0,35% avec un plafond de 1.600 EUR).

En ce qui concerne les Actions Nominatives, l'Agent Receveur Centralisateur retient, déclare et verse à l'administration fiscale toute taxe sur les opérations boursières due par l'actionnaire, à moins qu'une exonération ne s'applique.

En ce qui concerne les Actions dématérialisées, si l'intermédiaire auprès duquel l'actionnaire détient ses Actions dématérialisées est établi en Belgique, cet intermédiaire retient, déclare et paie à l'administration fiscale toute taxe sur les opérations boursières dont l'actionnaire est redevable, à moins qu'une exonération ne s'applique.

Un actionnaire qui transfère des Actions à partir de différents comptes-titres passe des ordres distincts. Chaque ordre est soumis séparément à la taxe sur les opérations boursières (et donc au plafond de 1.600 EUR).

Les actionnaires qui souhaitent obtenir de plus amples informations sur les conséquences fiscales belges et étrangères du transfert d'Actions dans le cadre de l'Offre sont priés de consulter leurs propres conseillers financiers et fiscaux.

5 Avertissement

Ce document d'information ne constitue pas une notification formelle d'une offre publique d'achat au sens de la loi belge du 1^{er} avril 2007 relative aux offres publiques d'achat et de l'arrêté royal belge du 27 avril 2007 relatif aux offres publiques d'achat. Toutes les informations relatives à l'Offre sont incluses dans le Prospectus.

Ce document d'information ne constitue pas une offre d'achat de titres de Sibelco ni une sollicitation de la part de quiconque dans quelque juridiction que ce soit à cet égard. L'Offre est et ne peut être faite que sur la base du Prospectus, que les actionnaires sont invités à lire dans son intégralité dès qu'il sera disponible.

Ni le présent document d'information ni aucune autre information relative aux aspects inclus dans les présentes ne peuvent être fournis dans une juridiction où une obligation d'enregistrement, de qualification ou toute autre obligation est en vigueur ou le serait en ce qui concerne le présent document ou son contenu. Tout manquement à ces restrictions peut constituer une violation des lois et réglementations financières en vigueur dans ces juridictions. Sibelco et ses sociétés liées déclinent explicitement toute responsabilité en cas de violation de ces restrictions par quiconque.

Annex 1 – Acceptance Form for Nominative Shares

ACCEPTANCE FORM FOR NOMINATIVE SHARES (TYPE A)

FOR THE CONDITIONAL VOLUNTARY PUBLIC OFFER TO BUY BACK SHARES BY SIBELCO
FOR UP TO 89,051 SHARES

**TO BE COMPLETED AND SENT VIA E-MAIL TO THE CENTRALISING RECEIVING AGENT
(ING BELGIUM NV/SA) OR TO BE DEPOSITED AT THE COUNTER OF ING BELGIUM NV/SA
(MARNIXLAAN 24, 1000 BRUSSELS) NO LATER THAN 5 FEBRUARY 2024, 4.00 P.M. CET**

**If you have any questions regarding this Acceptance Form, please contact Marc
Sanders via email at be-lfm.coa.spa@ing.be or via telephone: +32 494 573 913**

I, the undersigned (*first name and surname, or company name*):

Validly represented by (*first name and surname, function*) (only to be filled in if the undersigned is a
legal entity):

Residing at / having its registered office at (*full address*):

With company number (only to be filled in if the undersigned is a legal entity):

With phone number and email address:

declare, after having had the opportunity to read the Prospectus (the "**Prospectus**") published by SCR-Sibelco NV ("**Sibelco**") relating to its conditional voluntary public offer to buy back shares (the "**Offer**") for up to 89,051 shares issued by it (the "**Shares**"), that:

- (i) I accept the terms of the Offer described in the Prospectus, including the conditions to which the Offer is subject;
- (ii) I agree to transfer the Shares identified in this Acceptance Form, which I fully own, to Sibelco, in accordance with the terms described in the Prospectus, for: (i) a Fixed Component of the Offer Price (as defined in the Prospectus) which amounts to EUR 6,850 per Share²; and (ii) under certain conditions, a Disposal Value Component³;
- (iii) I shall transfer the Shares in accordance with the acceptance procedure described in the Prospectus; and
- (iv) I acknowledge that all warranties, guarantees, representations and undertakings deemed to be given, done or made by me under the Prospectus with respect to (the transfer of) these Shares are incorporated in this Acceptance Form.

² The Fixed Component of the successfully tendered Shares will be settled by wire transfer of cash on the Payment Date.

³ The Disposal Value Component (if applicable) will be settled through a Disposal Value Component Receivable (DVCR). Each tendering Shareholder shall receive one DVCR for each Share successfully tendered in the Offer on the Payment Date. Such DVCR will be registered in a separate DVCR register held by Sibelco.

Shares		
Number	Form	Instructions
.....	Nominative	<p>(For natural persons): <u>attached to this form is a copy of my identity card or passport</u> (both front and back) containing a signature specimen.</p> <p>I hereby request that (i) these Shares will be transferred to Sibelco, and (ii) the transfer of these Shares will be duly recorded in Sibelco's shareholders' register, and, to that end, I authorise each director of Sibelco, Laurence Boens and Sabine Van Osta, each acting alone and with full power of substitution, to sign the shareholders' register in my name and on my behalf and to perform any action necessary or useful to that end.</p>

Note that this Acceptance Form is intended for the tendering of nominative Shares only. Shareholders who hold both nominative and dematerialised Shares can tender their nominative Shares by completing this Acceptance Form and can tender their dematerialised Shares by contacting the financial institution with which they hold their securities account as set out in the Prospectus. Shareholders who hold both nominative and dematerialised Shares, who wish to choose in which form they tender their Shares and who want their entire shareholding as at the Record Date to be taken into account for the tendering of their Shares, have to complete the Acceptance Form for nominative and dematerialised Shares (rather than this Acceptance Form).

I hereby request that, on the Payment Date, the Fixed Component of the Offer Price of the offered Shares be credited to the following account:

Name bank:

IBAN:

BIC/SWIFT:

I am aware, agree and confirm that:

- (1) in order to be valid, **the Acceptance Form must be sent via e-mail to be-lfm.coa.spa@ing.be no later than 5 February 2024, 4.00 p.m. CET;**
- (2) I am the owner of the Shares; I have the authority and the capacity to accept the Offer; the tendered Shares are free of any charge, claim, security and interest;
- (3) I may withdraw my acceptance with respect to my nominative Shares only during the Acceptance Period. In order to withdraw an acceptance validly, it has to be notified in writing and directly to the Centralising Receiving Agent (ING Belgium NV/SA), with reference to the number of Shares for which the acceptance is withdrawn. Such notification to the Centralising Receiving Agent must take place no later than 5 February 2024 before 4.00

p.m. CET or, if applicable, the date that will be determined in the relevant notification and/or press release;

- (4) (a) if the Shares are held by two or more persons (in undivided ownership), all these persons must jointly execute the Acceptance Form;
(b) if the Shares are subject to usufruct, the usufructuary and the bare owner must jointly execute the Acceptance Form;
(c) if the Shares have been pledged, the pledgee and pledgor must jointly execute the Acceptance Form, whereby the pledgee explicitly confirms the unconditional and irrevocable waiver of the pledge and the release of the pledge on the relevant Shares upon payment of the Fixed Component of the Offer Price;
(d) if Shares are encumbered in any other manner or are subject to any other charge, claim, security interest or interest, the Shareholder and all beneficiaries of such charge, claim, security interest or interest must jointly execute the Acceptance Form, whereby all such beneficiaries explicitly, irrevocably and unconditionally waive any and all such charges, claims, security interests or interests relating to such Shares upon payment of the Fixed Component of the Offer Price;
- (5) Sibelco shall bear the tax on stock exchange transactions due by it. Any tax on stock exchange transactions due by Shareholders tendering their Shares in the offer will be borne by myself and will be withheld from the proceeds of the sale of my Shares and declared and paid to the Treasury by the Centralising Receiving Agent, unless an exemption applies (provided I submit to the Centralising Receiving Agent timely (i.e. at the latest together with this Acceptance Form) a duly completed and signed attestation pursuant to Article 126/1 of the Code on miscellaneous taxes and duties); the Centralising Receiving Agent shall not charge me any commission, fees or other costs under the Offer for its role as Centralising Receiving Agent;
- (6) I shall personally bear any costs that may be charged by a financial institution; and]
- (7) I have received all information necessary to be able to take a decision on the Offer with full knowledge of the facts, and I am aware of the risks it entails, and I have inquired about the taxes I could owe in the framework of the transfer of my Shares to Sibelco, and which, if need be, I shall bear in full.

Except where indicated to the contrary, the terms used in this Acceptance Form shall have the same meaning as in the Prospectus.

Done at (*place*): _____

On (*date*): _____

The Shareholder

(signature) _____

(signature) _____

Name:

Name:

Function:

Function:

In case: **(1)** the Shares are held by two or more persons (in undivided ownership), the holders must jointly sign the Acceptance Form; **(2)** the Shares are subject to usufruct, the usufructuary and the bare owner must jointly sign the Acceptance Form; **(3)** the Shares are pledged, the pledgee and the pledgor must jointly sign the Acceptance Form; **(4)** the Shares are encumbered or subject to any other charge, claim, security or interest, the Shareholder and all beneficiaries of such charge, claim, security interest or interest must jointly sign the Acceptance Form.

(signature) _____

Name:

Capacity⁴:

⁴ For example: pledgee.

Annex 2 – Acceptance Form for Nominative Shares and dematerialised Shares

ACCEPTANCE FORM FOR NOMINATIVE SHARES AND DEMATERIALISED SHARES (TYPE B)

FOR THE CONDITIONAL VOLUNTARY PUBLIC OFFER TO BUY BACK SHARES BY SIBELCO
FOR UP TO 89,051 SHARES

TO BE COMPLETED AND SENT VIA E-MAIL TO THE CENTRALISING RECEIVING AGENT
(ING BELGIUM NV/SA) OR TO BE DEPOSITED AT THE COUNTER OF ING BELGIUM NV/SA
(MARNIXLAAN 24, 1000 BRUSSELS) NO LATER THAN 5 FEBRUARY 2024, 4.00 P.M. CET

If you have any questions regarding this Acceptance Form, please contact Marc
Sanders via email at be-lfm.coa.spa@ing.be or via telephone: +32 494 573 913

I, the undersigned (*first name and surname, or company name*):

Validly represented by (*first name and surname, function*) (only to be filled in if the undersigned is a
legal entity):

Residing at / having its registered office at (*full address*):

With company number (only to be filled in if the undersigned is a legal entity):

With phone number and email address:

declare, after having had the opportunity to read the Prospectus (the “**Prospectus**”) published by SCR-Sibelco NV (“**Sibelco**”) relating to its conditional voluntary public offer to buy back shares (the “**Offer**”) for up to 89,051 shares issued by it (the “**Shares**”), that:

- (i) I accept the terms of the Offer described in the Prospectus, including the conditions to which the Offer is subject;
- (ii) I agree to transfer the Shares identified in this Acceptance Form, which I fully own, to Sibelco, in accordance with the terms described in the Prospectus, for (i) a Fixed Component of the Offer Price (as defined in the Prospectus) which amounts to EUR 6,850 per Share⁵; and (ii) under certain conditions, a Disposal Value Component⁶;
- (iii) I shall transfer the Shares in accordance with the acceptance procedure described in the Prospectus;
- (iv) I acknowledge that all warranties, guarantees, representations and undertakings deemed to be given, done or made by me under the Prospectus with respect to (the transfer of) these Shares are incorporated in this Acceptance; and
- (v) I confirm that I am the owner of the following Shares on the Record Date, as evidenced by the certificate for dematerialised Shares of the financial institution with which I hold my securities account, attached to this Acceptance Form:

Number of Shares of which I am the owner		
Number	Form	Security account details
.....	Nominative	N/A
.....	Dematerialised	These Shares are available on my securities account, the details of which are as follows: <i>Number of Dematerialised Shares:</i> <i>Bank name:</i> <i>IBAN:</i> <i>BIC/SWIFT:</i>

⁵ The Fixed Component of the successfully tendered Shares will be settled by wire transfer of cash on the Payment Date.

⁶ The Disposal Value Component (if applicable) will be settled through a Disposal Value Component Receivable (DVCR). Each tendering Shareholder shall receive one DVCR for each Share successfully tendered in the Offer on the Payment Date. Irrespective of whether the Shares are tendered in nominative or dematerialised form, such DVCR will be in nominative form and will be recorded in a separate DVCR register held by Sibelco.

		<i>Number of Dematerialised Shares:</i> <i>Bank name:</i> <i>IBAN:</i> <i>BIC/SWIFT:</i> <i>Number of Dematerialised Shares:</i> <i>Bank name:</i> <i>IBAN:</i> <i>BIC/SWIFT:</i>
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(vi) I confirm that I wish to tender the following Shares:

Shares I wish to tender in the Offer		
Number	Form	Instructions
.....	Nominative	<p>(For natural persons): <u>attached to this form is a copy of my identity card or passport</u> (both front and back) containing a signature specimen.</p> <p>I hereby request that (i) these Shares will be transferred to Sibelco and (ii) the transfer of these Shares will be duly recorded in Sibelco's shareholders' register, and, to that end, I authorise each director of Sibelco, Laurence Boens and Sabine Van Osta , each acting alone and with full power of substitution, to sign the shareholders' register in my name and on my behalf and to perform any action necessary or useful to that end.</p>

<p>..... Shares currently available on the following securities account:</p> <p><i>Bank name:</i></p> <p><i>IBAN:</i></p> <p><i>BIC/SWIFT:</i></p>	<p>Dematerialised</p>	<p>(For natural persons and legal entities): <u>attached to this Acceptance Form is a certificate from my financial institution with which I hold my securities account, stating the number of Shares I hold on such securities account on the Record Date.</u></p> <p>I hereby instruct the financial institution with whom I hold my dematerialised Shares and authorise each director of Sibelco and Sibelco, each acting individually and with the right of substitution, to immediately transfer these Shares from my securities account to the account of the Centralising Receiving Agent.</p>
<p>..... Shares currently available on the following securities account:</p> <p><i>Bank name:</i></p> <p><i>IBAN:</i></p> <p><i>BIC/SWIFT:</i></p>	<p>Dematerialised</p>	<p>(For natural persons and legal entities): <u>attached to this Acceptance Form is a certificate from my financial institution with which I hold my securities account, stating the number of Shares I hold on such securities account on the Record Date.</u></p> <p>I hereby instruct the financial institution with whom I hold my dematerialised Shares and authorise each director of Sibelco and Sibelco, each acting individually and with the right of substitution, to immediately transfer these Shares from my securities account to the account of the Centralising Receiving Agent.</p>
<p>..... Shares currently available on the following securities account:</p> <p><i>Bank name:</i></p> <p><i>IBAN:</i></p> <p><i>BIC/SWIFT</i></p>	<p>Dematerialised</p>	<p>(For natural persons and legal entities): <u>attached to this Acceptance Form is a certificate from my financial institution with which I hold my securities account, stating the number of Shares I hold on such securities account on the Record Date.</u></p> <p>I hereby instruct the financial institution with whom I hold my dematerialised Shares and authorise each director of Sibelco and Sibelco, each acting individually and with the</p>

		right of substitution, to immediately transfer these Shares from my securities account to the account of the Centralising Receiving Agent.
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I hereby request that (if relevant), on the Payment Date, the Fixed Component of the Offer Price of the offered nominative Shares be credited to the following account:

Name bank:

IBAN:

BIC/SWIFT:

I hereby acknowledge that (if relevant), on the Payment Date, the Fixed Component of the Offer Price of the offered dematerialised Shares (imputed with any fees, charges, taxes, etc. as applicable) shall be credited to the designated account with the financial institution with which I hold my securities account.

I am aware, agree and confirm that:

- (1) in order to be valid, **the Acceptance Form must be sent via e-mail to [be-ifm.coa.spa@ing.be](mailto:be-
ifm.coa.spa@ing.be) no later than 5 February 2024, 4.00 p.m. CET;**
- (2) I am the owner of the Shares; I have the authority and the capacity to accept the Offer; the tendered Shares are free of any charge, claim, security and interest;
- (3) I may withdraw my acceptance only during the Acceptance Period. In order to withdraw an acceptance validly, it has to be notified in writing and directly to ING Belgium NV/SA, with reference to the number of Shares for which the acceptance is withdrawn. Such notification to ING Belgium NV/SA must take place no later than 5 February 2024 before 4.00 p.m. CET or, if applicable, the date that will be determined in the relevant notification and/or press release;
- (4) (a) if the Shares are held by two or more persons (in undivided ownership), all these persons must jointly execute the Acceptance Form;
- (b) if the Shares are subject to usufruct, the usufructuary and the bare owner must jointly execute the Acceptance Form;
- (c) if the Shares have been pledged, the pledgee and pledgor must jointly execute the Acceptance Form, whereby the pledgee explicitly confirms the unconditional and irrevocable waiver of the pledge and the release of the pledge on the relevant Shares upon payment of the Fixed Component of the Offer Price;
- (d) if Shares are encumbered in any other manner or are subject to any other charge, claim, security interest or interest, the Shareholder and all beneficiaries of such charge, claim, security interest or interest must jointly execute the Acceptance Form, whereby all such beneficiaries explicitly irrevocably and unconditionally waive any and all such charges, claims, security interests or interests relating to such Shares upon payment of the Fixed Component of the Offer Price;
- (5) (a) Sibelco shall bear the tax on stock exchange transactions due by it.
- (b) With respect to nominative Shares, any tax on stock exchange transactions due by Shareholders tendering their Shares in the Offer will be borne by myself and will be withheld from the proceeds of the sale of my Shares and declared and paid to the Treasury by the

Centralising Receiving Agent, unless an exemption applies (provided I submit to the Centralising Receiving Agent timely (i.e. at the latest together with this Acceptance Form) a duly completed and signed attestation pursuant to Article 126/1 of the Code on miscellaneous taxes and duties); the Centralising Receiving Agent shall not charge me any commission, fees or other costs under the Offer for its role as Centralising Receiving Agent.

(c) With respect to dematerialised Shares, any tax on stock exchange transactions due by Shareholders tendering their Shares in the Offer will be borne by myself and will be withheld from the proceeds of the sale of my Shares and declared and paid to the Treasury by the financial institution with whom I hold my dematerialised Shares (unless an exemption applies) provided said financial institution is established in Belgium. If said financial institution is not established in Belgium and if I am a private individual with habitual residence in Belgium or a legal entity with its seat or establishment in Belgium, I will myself declare and pay any tax on stock exchange transaction due to the Treasury (unless an exemption applies).

(6) I shall personally bear any costs that may be charged by a financial institution; and

(7) I have received all information necessary to be able to take a decision on the Offer with full knowledge of the facts, and I am aware of the risks it entails, and I have inquired about the taxes I could owe in the framework of the transfer of my Shares to Sibelco, and which, if need be, I shall bear in full.

Except where indicated to the contrary, the terms used in this Acceptance Form shall have the same meaning as in the Prospectus.

Done at (*place*): _____

On (*date*): _____

The Shareholder

(*signature*)

(*signature*)

Name:

Name:

Function:

Function:

In case: **(1)** the Shares are held by two or more persons (in undivided ownership), the holders must jointly sign the Acceptance Form; **(2)** the Shares are subject to usufruct, the usufructuary and the bare owner must jointly sign the Acceptance Form; **(3)** the Shares are pledged, the pledgee and the pledgor must jointly sign the Acceptance Form; **(4)** the Shares are encumbered or subject to any other charge, claim, security or interest, the Shareholder and all beneficiaries of such charge, claim, security interest or interest must jointly sign the Acceptance Form.

(signature) _____

Name:

Capacity⁷:

⁷ For example: pledgee.