

SCR-SIBELCO BUYS BACK 18.93% OF ITS OWN SHARES

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN ANY JURISDICTION WHERE ITS PUBLICATION WOULD BE UNLAWFUL

Antwerp, 9 February 2024. SCR-Sibelco NV ("**Sibelco**") announces today that, during the acceptance period of its conditional voluntary public offer to buy back own shares (the "**Offer**"), which opened on 22 January 2024 and closed on 5 February at 4.00 p.m. CET, 102,809 shares were tendered.

The number of tendered shares which shall be bought back by Sibelco has been determined in accordance with the allocation principles set out in the prospectus relating to the Offer, since the number of tendered shares is higher than the buyback capacity set out in the prospectus. Such allocation principles involved a rounding down in relation to the tendered shares. Accordingly, the number of shares which shall be bought back by Sibelco shall amount to 88,989 shares (representing 18.93% of the outstanding shares in Sibelco).

The compensation (the "**Offer Price**") granted by Sibelco for each share validly tendered in the framework of the Offer and allocated to be bought back by Sibelco, consists of the fixed component and, under certain circumstances, a variable component:

- the payment of the fixed component of the Offer Price will reflect the number of shares effectively bought back from each tendering shareholder and amount to EUR 6,850.00 per share. Such payment is scheduled to take place on 15 February 2024; and
- the variable component of the Offer Price will become due if, at any time prior to the second anniversary of the closing of the Offer, which is expected to be on 15 February 2026, Sibelco or any of its direct or indirect subsidiaries, in one or more occurrences, disposes, under certain circumstances, of all or part of their Sibelco shares or all or part of their business in high purity quartz, mined at the ore bodies in Spruce Pine, North Carolina, USA currently owned by Sibelco's subsidiary Sibelco North America, Inc (the "**HPQ Business**").

There is no commitment by Sibelco or any of its direct or indirect subsidiaries that they would at any time proceed with a disposal of Sibelco shares or all or part of the HPQ Business. Accordingly, there is no guarantee that there will be a variable component to the Offer Price.

About Sibelco

Sibelco is a global leader in material solutions. Sibelco mines, processes, and sells specialty industrial minerals – particularly silica, clays, feldspathics and olivine – and is a leader in glass recycling. Sibelco's solutions support the progress of modern life and serve industries as diverse as semi-conductors, solar photovoltaic, glass, ceramics, construction, coatings, polymers and water purification. The Sibelco Group has production facilities in more than 30 countries and a team of more than 5,000 people. Sibelco's shares are admitted to trading on the Euronext Expert Market, a multilateral trading facility organised by Euronext Brussels that facilitates the trading of non-listed securities where public auctions take place once a week on Tuesday (ISIN code: BE0944264663).

Advisors

J.P. Morgan Securities plc is advising Sibelco on certain financial aspects in connection with the Offer. J.P. Morgan Securities plc, which is authorised in the United Kingdom by the Prudential Regulation Authority (the "**PRA**") and regulated by the PRA and the Financial Conduct Authority, is



acting as financial adviser exclusively for Sibelco and no one else in connection with the Offer and will not regard any other person as its client in relation to the Offer and will not be responsible to anyone other than Sibelco for providing the protections afforded to clients of J.P. Morgan or its affiliates, nor for providing advice in relation to the Offer or any other matter or arrangement referred to herein.

Linklaters LLP is advising Sibelco on certain legal matters in connection with the Offer.

Degroof Petercam Corporate Finance SA was asked by the board of directors of Sibelco to act as independent expert in accordance with Articles 20 to 23 of the Takeover Decree.

Disclaimer

This notice is also published in Dutch and French. If discrepancies should arise from the different language versions, the Dutch version will prevail.

This notice does not constitute an offer to purchase securities of Sibelco nor a solicitation by anyone in any jurisdiction in respect thereof. The Offer was only made on the basis of the prospectus approved by the FSMA on 16 January 2024. Such prospectus is available in the manner described by Sibelco in its press release of 18 January 2024. Neither this notice nor any other information in respect of the matters contained herein may be supplied in any jurisdiction where a registration, qualification or any other obligation is in force or would be with regard to the content hereof or thereof. Any failure to comply with these restrictions may constitute a violation of the financial laws and regulations in such jurisdictions. Sibelco and its affiliates explicitly decline any liability for breach of these restrictions by any person.

Further information

For media enquiries, please contact press@sibelco.com

For shareholder enquiries, please contact shareholder@sibelco.com