

ANNEX – UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

1 General

This section includes unaudited pro forma consolidated financial information for the years ended 31 December 2021, 31 December 2020 and 31 December 2019. It more specifically includes unaudited pro forma statements of profit and loss, unaudited pro forma cash flow statements and an unaudited pro forma statement of financial position.¹ This unaudited pro forma consolidated financial information has been prepared based on the consolidated figures of the Group for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019. The historical consolidated financial information of the Group has been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted in the European Union.

The unaudited pro forma consolidated financial information illustrates the impact of the below-mentioned adjustments as if these adjustments had taken place at an earlier date, being before 1 January 2019. The resulting hypothetical financial position or results included in the unaudited pro forma consolidated financial information may differ from the actual financial position or results.

Neither the adjustments nor the resulting pro forma financial information have been audited. In evaluating the unaudited pro forma consolidated financial information, investors should carefully consider the accompanying notes to the unaudited pro forma consolidated financial information and the consolidated financial statements included elsewhere in this Information Memorandum or incorporated by reference into it.

The unaudited pro forma consolidated financial information is based upon available information and is provided for information purposes only. It does not necessarily indicate the results of operations, cash flows and financial position and that would have resulted had the adjustments been completed at the beginning of the period presented, nor is it indicative of the results of operations or cash flows in the future or the future financial position of the Group. The unaudited pro forma consolidated financial information does not reflect any operating efficiencies and cost savings that the Group may achieve with respect to the deconsolidation, divestments and closure that have occurred. Consequently, investors should not overstate the importance of the unaudited pro forma consolidated financial information.

2 Basis and adjustments

2.1 Overview

The unaudited pro forma consolidated financial information has been prepared on the basis of the consolidated figures of the Group which have been adjusted to exclude results relating to (i) Covia Holdings Corporation and its subsidiaries (taking into account the deconsolidation of Covia Holdings Corporation and its subsidiaries on 30 June 2020), (ii) the Group's magnesia operations (taking into account the divestment of QMAG Pty Ltd, the magnesia business in Australia, on 27 March 2020), (iii) the Group's lime activities (taking into account the divestment of these activities on 1 August 2019) and (iv) the Group's Australian operations (taking into account the closure of substantially all of these activities in 2019-2021). Intercompany effects with divested entities have furthermore been corrected in the unaudited pro forma consolidated financial information. Finally, the unaudited pro forma consolidated financial information takes into account one off adjustments with respect to transaction related expenses and income associated to the divested/sold entities and activities.

¹ The unaudited pro forma statement of financial position is only given for the financial year ended 31 December 2021.

2.2 Covia Holdings Corporation

The merger of Unimin and Fairmount Santrol and the creation of Covia Holdings Corporation in 2018 was intended to give Sibelco greater strategic flexibility in the inherently volatile US energy market. Structural changes to the proppant segment in the US accelerated in the second half of 2018 and throughout 2019. This was compounded in 2020 by the twin economic shocks brought about by the Covid-19 pandemic and the collapse in the oil price, as well as the burden of onerous contracts related to railcar leases.

Despite the efforts of Covia Holdings Corporation's management to combat these effects, it became clear that more radical steps were necessary. The company therefore elected to file for Chapter 11 protection in June 2020. Sibelco looked at various options as part of the lead-up to this process, but decided to step away in the best interest of Sibelco and its shareholders.

Covia Holdings Corporation exited the Chapter 11 process on 31 December 2020 and the resulting financial restructuring led to Sibelco's ownership being completely diluted. Covia Holdings Corporation and its subsidiaries were deconsolidated from Sibelco's financial reporting at the end of June 2020 in accordance with IFRS.

2.3 Magnesia operations

At the end of 2019, Sibelco Australia Limited reached an agreement with German-based Refratechnik Holding GmbH to sell its shares in QMAG Pty Ltd. This sale included the transfer of close to 150 employees that work at the operation's mine and processing facility, as well as associated site assets, reserves and resources. The transaction was subject to regulatory approvals and the completion of the transaction took place on 27 March 2020. On that day Sibelco Australia Limited completed the sale of Sibelco's magnesia operations in Rockhampton, Australia (QMAG) to the Refratechnik group.

2.4 Lime activities

On 17 January 2019, Sibelco reached an agreement with Graymont Limited, Grupo Calidra S.A. de C.V. and A.C.N. 630 698 716 Pty Ltd. to sell its lime business. The agreement included the divestment of 28 legal entities across Argentina, Australia, Chile, Malaysia and the Philippines and the sale of the Buchan assets in Australia. On 1 August 2019, the sale took place and the assets and entities were transferred to Graymont.

2.5 Australian activities

Sibelco decided to halt its presence in Australia by closing and divesting several sites during 2019, 2020 and 2021. At the end of December 2021, the total assets in Australia are deemed insignificant.

2.6 Other intercompany effects

Other adjustments solely relate to intercompany effects within the different identified groups in the consolidated financial statements. As multiple divested companies also traded with other Group entities, the intercompany trades are eliminated against each other in the consolidated financial statements. In the unaudited pro forma consolidated financial information, the intercompany effects with divested entities have been corrected.

1 Definitions

In this Part VIII (*Unaudited pro forma consolidated financial information*):

Free Operating Cash Flow (FOCF) means, for any relevant period:

- a) the change in net cash (debt) between the current reporting period and the end of December of the previous year;
- b) deducting the purchases of own shares;
- c) reversing the impact of all scope changes (newly acquired subsidiaries, deconsolidated or divested subsidiaries) on the net debt;
- d) adding the dividends paid by the Group;
- e) deducting the dividends received by the Group;
- f) adding or deducting currency translation effects and other, comprising:
 - I. increase (decrease) in net debt coming from changes in IFRS accounting policies (such as IFRS 16 application as of 1st of January 2019);
 - II. increase on net debt coming from new IFRS 16 leasing contracts;
 - III. increase (decrease) of net debt coming from lease remeasurements following IFRS 16 principles,
 - IV. the unwinding of interests on lease obligations;
 - V. the capitalised financing costs;
 - VI. the realised and unrealised foreign exchange gains and losses recorded in the statement of profit and loss (including foreign exchange gains and losses on fair value hedging instruments) on net debt items;
 - VII. the impact of cash flow hedges on net debt that are recorded through equity;
 - VIII. currency translation effect on net debt;
- g) adding the investments in land and reserves (but excluding expenditure related to initial stripping campaigns);
- h) adding the investments in or acquisitions of subsidiaries, joint ventures or associates;
- i) deducting disposals of subsidiaries, joint ventures or associates;
- j) deducting any proceeds from the sale of assets;
- k) adding the interests paid;
- l) deducting the interests received;
- m) adding or deducting other items, comprising:
 - I. plus (or minus) cash flows from acquisition and (sale of associates);
 - II. plus (or minus) cash flows from granting / (repayment) of loans;
 - III. plus (or minus) cash flows from acquisition / (sale) of other financial assets;
 - IV. plus (or minus) cash flows from equity financing activities (excluding own shares and dividends);
 - V. plus (or minus) cash flows from intercompany financing activities.

EBIT means, for any relevant period, the consolidated profit of the Group for that relevant period adjusted by (a) adding net financing costs (referred to in the “Net finance costs” of the most recent consolidated financial statements of the Guarantor), (b) adding income taxes (referred to in the “Income taxes” of the most recent consolidated financial statement of the Guarantor), (c) deducting the result from discontinued operations (referred to in the “Assets and liabilities classified as held for sale” of the most recent consolidated financial statements of the Guarantor) and (d) deducting the result of equity accounted investees (referred to in the “Equity accounted investees” of the most recent consolidated financial statements of the Guarantor).

EBITDA means, for any relevant period, the consolidated EBIT of the Group for that Relevant Period adjusted by (a) adding depreciation and impairment losses recognised in cost of sales, selling, general & administrative expenses and other operating expense on property, plant and equipment (referred to in the “Property, plant and equipment” of the most recent consolidated financial statements of the Guarantor), (b) adding amortisation and impairment losses recognised in cost of sales, selling, general & administrative expenses and other operating expense on intangible assets and goodwill (referred to in the “intangible assets and goodwill” of the most recent consolidated financial statements of the

Guarantor), (c) adding non-recurring items (referred to as the “Non-recurring items” in the “Other operating income” and “Other operating expenses” of the most recent consolidated financial statements of the Guarantor) and (d) adding the revision due to changes in the best estimate of site restoration and plant demolition provisions (referred to in the “Costs of sales” of the most recent consolidated financial statements of the Guarantor).

2 Unaudited pro forma statement of profit and loss

Overview

KEUR	For the year ended 31 December 2021	For the year ended 31 December 2020	For the year ended 31 December 2019
Revenue	1.675.996	1.392.815	1.538.245
Cost of sales (-)	(1.298.266)	(1.128.400)	(1.226.938)
Gross profit	377.730	264.415	311.307
Other operating income	14.999	51.251	27.129
SG&A expenses (-)	(237.059)	(190.785)	(199.048)
Other operating expenses (-)	(41.413)	(26.923)	(51.553)
EBIT	114.256	97.958	87.835
Financial income	3.412	3.210	2.971
Financial expenses (-)	(18.886)	(26.078)	(35.931)
Share of profit of equity-accounted investees (net of tax)	4.825	3.869	3.684
Profit (loss) before income taxes	103.607	78.958	58.558
Income taxes	(26.846)	(26.956)	(5.491)
Profit (loss) for the period	76.761	52.002	53.066
Attributable to:			
Owners of the Company	75.027	52.638	53.156
Non-controlling interests	1.735	(636)	(90)

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2021

	(A) Sibelco Group	(B) Australia operations	(C) Covia	(D) Other	(E) Adj	(A) - ∑(B-E) Pro forma Sibelco
KEUR						
Revenue	1.679.923	4.004		(77)		1.675.996
Cost of sales (-)	(1.301.409)	(3.181)		38		(1.298.266)
Gross profit	378.514	823		(38)		377.730
Other operating income	16.046	1.048		(0)		14.999
SG&A expenses (-)	(237.077)	(0)		(18)		(237.059)
Other operating expenses (-)	(42.634)	(1.243)		22		(41.413)
EBIT	114.849	628		(34)		114.256
Financial income	3.881	8		(8)		3.881
Financial expenses (-)	(20.107)	(795)		42		(19.355)
Share of profit of equity-accounted investees (net of tax)	4.825					4.825
Profit (loss) before income taxes	103.448	(159)		(0)		103.607
Income taxes	(26.846)					(26.846)
Profit (loss) for the period	76.603	(159)		(0)		76.761
Attributable to:						
Owners of the Company	74.868	(159)		(0)		75.027
Non-controlling interests	1.735					1.735

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2020

	(A)	(B)	(C)	(D)	(E)	(A) - ∑(B-E)
	Sibelco Group	Australia operations and QMAG	Covia	Other	Adj	Pro forma Sibelco
KEUR						
Revenue	1.975.529	99.448	492.086	(8.820)		1.392.815
Cost of sales (-)	(1.620.952)	(59.087)	(442.210)	8.746		(1.128.400)
Gross profit	354.577	40.361	49.876	(74)		264.415
Other operating income	62.338	9.941	1.146	(0)		51.251
SG&A expenses (-)	(265.861)	(5.434)	(69.675)	34		(190.785)
Other operating expenses (-)	(59.032)	(4.537)	(15.052)	169	(12.689)	(26.923)
EBIT	92.022	40.330	(33.705)	128	(12.689)	97.958
Financial income	50.108	14.670	520	(184)	31.893	3.210
Financial expenses (-)	(81.033)	(759)	(54.252)	56		(26.078)
Share of profit of equity-accounted investees (net of tax)	3.869					3.869
Profit (loss) before income taxes	64.965	54.240	(87.437)	1	19.204	78.958
Income taxes	(13.118)		13.839			(26.956)
Profit (loss) for the period	51.847	54.240	(73.599)	1	19.204	52.002
Attributable to:						
Owners of the Company	78.262	54.240	(47.820)	1	19.204	52.638
Non-controlling interests	(26.414)		(25.778)			(636)

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2019

	(A)	(B)	(C)	(D)	(E)	(A) - ∑(B-E)
	Sibelco Group	Australia operations, QMAG and lime	Covia	Other	Adj	Pro forma Sibelco
KEUR						
Revenue	3.295.130	354.477	1.425.738	(23.330)		1.538.245
Cost of sales (-)	(2.819.250)	(273.764)	(1.341.857)	23.309		(1.226.938)
Gross profit	475.879	80.713	83.880	(21)		311.307
Other operating income	41.900	5.514	9.257			27.129
SG&A expenses (-)	(371.556)	(27.896)	(144.576)	(36)		(199.048)
Other operating expenses (-)	(1.415.822)	(19.015)	(1.336.566)	209	(8.896)	(51.553)
EBIT	(1.269.598)	39.316	(1.388.004)	152	(8.896)	87.835
Financial income	205.137	115.973	140.179	(1.901)	(52.086)	2.971
Financial expenses (-)	(164.852)	(7.229)	(123.458)	1.766		(35.931)
Share of profit of equity-accounted investees (net of tax)	3.684					3.684
Profit (loss) before income taxes	(1.225.630)	148.060	(1.371.283)	17	(60.983)	58.558
Income taxes	152.609	(65.085)	223.185			(5.491)
Profit (loss) for the period	(1.073.022)	82.975	(1.148.098)	17	(60.983)	53.066
Attributable to:						
Owners of the Company	(671.754)	82.390	(746.335)	17	(60.983)	53.156
Non-controlling interests	(401.268)	586	(401.763)			(90)

3 Unaudited pro forma statement of financial position

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2021

		(A)	(B)	(C)	(D)	(E)	(A) - ∑ (B-E)
		Sibelco Group	Australia operations	Covia	Other	Adj	Pro forma Sibelco
KEUR		December	December	December			
Assets		2.047.719	471				2.047.248
Non-current assets		1.171.575					1.171.575
Property, plant and equipment		826.431					826.431
Intangible assets other than goodwill		90.510					90.510
Right-of-use assets		69.186					69.186
Goodwill		33.937					33.937
Equity-accounted investees		34.928					34.928
Deferred tax assets		90.257					90.257
Non-current financial assets		6.100					6.100
Employee benefit assets		13.022					13.022
Other non-current assets		7.206					7.206
Current assets		876.144	471				875.673
Inventories		228.119					228.119
Current financial assets		1.002					1.002
Trade receivables		220.229					220.229
Other receivables		92.361					92.361
Current tax assets		14.575					14.575
Cash and cash equivalents	(1)	305.833					305.833
Assets classified as held for sale		14.025	471				13.554
Equity and liabilities		2.047.719	471				2.047.248
Total equity		1.121.933	(2.730)				1.124.663
Equity attributable to equity holders		1.114.954	(2.730)				1.117.684
Share capital		25.000					25.000
Share premium		12					12
Retained earnings and reserves		1.089.942	(2.730)				1.092.672
Non-controlling interests		6.979					6.979
Non-current liabilities		442.798					442.798
Interest bearing loans & borrowings	(3)	47.778					47.778
Lease obligations	(4)	50.928					50.928
Non-current provisions		254.205					254.205
Employee benefits		63.323					63.323
Deferred tax liabilities		23.342					23.342
Trade and other payables							
Other non-current liabilities		3.222					3.222
Current liabilities		482.988	3.201				479.787
Bank overdrafts	(2)	1.067					1.067
Interest bearing loans & borrowings	(3)	41.088					41.088
Lease obligations	(4)	19.430					19.430
Current provisions		59.158					59.158
Trade and other payables		334.993					334.993
Current tax liabilities		10.036					10.036
Other current liabilities		6.548					6.548
Liabilities classified as held for sale		10.667	3.201				7.466
Net debt		146.833					146.833
of which:							
Cash and cash equivalents (1)	(1)	305.833					305.833
Bank overdrafts (2)	(2)	(1.067)					(1.067)
Interest bearing loans & borrowings (3)	(3)	(88.866)					(88.866)
Lease obligations (4)	(4)	(70.358)					(70.358)
Financial hedge (assets) / liabilities		1.291					1.291
Deferred payments business combinations							

4 Unaudited pro forma statement of cash flow

Overview

	For the year ended 31 December 2021	For the year ended 31 December 2020	For the year ended 31 December 2019
KEUR			
Profit for the period	76.761	52.002	53.067
Adjustments for non-cash items	215.012	156.339	197.401
Operating cash flow before working capital changes	291.774	208.341	250.468
Working capital changes	(16.292)	(1.889)	(32.293)
Use of provisions / contributions to pension plans	(28.519)	(32.869)	(46.435)
Operating cash flow	246.963	173.583	171.740
Income taxes (paid)/received	(29.527)	(14.444)	(26.673)
Interest received	1.122	937	1.552
Net cash from operating activities	218.558	160.075	146.620
Investing cash inflows	7.041	31.881	50.289
Investing cash outflows	(166.588)	(132.894)	(144.061)
Net cash used in investing activities	(159.547)	(101.013)	(93.772)
Cash flows from equity financing activities	(47.839)	(35.428)	(73.338)
Cash flows from debt financing activities	(63.552)	(58.821)	(109.391)
Cash flows from intercompany financing activities	1.092	125.895	138.104
Net cash used in financing activities	(110.299)	31.646	(44.625)
Net increase / (decrease) in cash and cash equivalents	(51.288)	90.709	8.222
Cash and cash equivalents at beginning of period	348.270	279.763	238.217
Net increase / (decrease) in cash and cash equivalents	(51.288)	90.709	8.222
Effect on exchange rate fluctuations on cash held ⁽¹⁾ and other	8.851	(22.201)	33.324
Cash and cash equivalents at end of period	305.833	348.270	279.762

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2021

	(A) Sibelco Group	(B) Australia operations	(C) Covia	(D) Other	(E) Adj	(A) - Σ (B-E) Sibelco
KEUR						
Profit for the period	76.603	(159)		(0)		76.761
Adjustments for non-cash items	214.643	395		6		214.242
Operating cash flow before working capital changes	291.246	236		6		291.004
Working capital changes	(7.944)	7.577		0		(15.522)
Use of provisions / contributions to pension plans	(39.801)	(11.282)		0		(28.519)
Operating cash flow	243.500	(3.469)		6		246.963
Income taxes (paid)/received	(29.527)					(29.527)
Interest received	1.122					1.122
Net cash from operating activities	215.095	(3.469)		6		218.558
Investing cash inflows	9.018	1.977		(0)		7.041
Investing cash outflows	(166.588)	0		0		(166.588)
Net cash used in investing activities	(157.571)	1.977		0		(159.547)
Cash flows from equity financing activities	(47.839)					(47.839)
Cash flows from debt financing activities	(64.054)	(502)		0		(63.552)
Cash flows from intercompany financing activities	835	(258)				1.092
Net cash used in financing activities	(111.058)	(760)		(0)		(110.299)
Net increase / (decrease) in cash and cash equivalents	(53.534)	(2.252)		6		(51.288)
Cash and cash equivalents at beginning of period	348.901	630		0		348.270
Net increase / (decrease) in cash and cash equivalents	(53.534)	(2.252)		6		(51.288)
Effect on exchange rate fluctuations on cash held ⁽¹⁾ and othe	10.467	1.621		(6)		8.851
Cash and cash equivalents at end of period	305.833					305.833

(1) While cash flow elements are translated by a month to date average rate; the Cash and cash equivalents are translated using a closing spot rate. This results in an effect on exchange rate difference.

Other elements mainly include realized exchange rate gain/losses on cash and cash equivalents as well as the effect on intercompany cash pooling (receivables)/ payables related to column A to C.

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2020

	(A)	(B)	(C)	(D)	(E)	(A) - Σ (B-E)
	Sibelco Group	Australia operations and QMAG	Covia	Other	Adj	Sibelco
KEUR						
Profit for the period	51.847	54.240	(73.599)	1	19.204	52.002
Adjustments for non-cash items	231.954	(12.842)	119.291	(4)	(30.829)	156.339
Operating cash flow before working capital changes	283.801	41.398	45.692	(4)	(11.626)	208.341
Working capital changes	18.300	5.129	15.060	(1)		(1.889)
Use of provisions / contributions to pension plans	(63.905)	(16.211)	(14.825)			(32.869)
Operating cash flow	238.197	30.316	45.928	(4)	(11.626)	173.583
Income taxes (paid)/received	(13.438)	(0)	1.006			(14.444)
Interest received	2.314	1	1.377			937
Net cash from operating activities	227.073	30.316	48.311	(4)	(11.626)	160.075
Investing cash inflows	(118.700)	69.866	(220.447)			31.881
Investing cash outflows	(152.900)	(111)	(19.895)			(132.894)
Net cash used in investing activities	(271.601)	69.755	(240.342)			(101.013)
Cash flows from equity financing activities	(35.428)					(35.428)
Cash flows from debt financing activities	(150.102)	(484)	(90.798)			(58.821)
Cash flows from intercompany financing activities	(2.155)	(128.050)	0	0		125.895
Net cash used in financing activities	(187.685)	(128.534)	(90.798)			31.646
Net increase / (decrease) in cash and cash equivalents	(232.212)	(28.463)	(282.828)	(4)	(11.626)	90.709
Cash and cash equivalents at beginning of period	580.692	4.914	284.390		11.626	279.763
Net increase / (decrease) in cash and cash equivalents	(232.212)	(28.463)	(282.828)	(4)	(11.626)	90.709
Effect on exchange rate fluctuations on cash held ⁽¹⁾ and othe	420	24.179	(1.562)	4		(22.201)
Cash and cash equivalents at end of period	348.901	630	(0)	0	(0)	348.270

(1) While cash flow elements are translated by a month to date average rate; the Cash and cash equivalents are translated using a closing spot rate. This results in an effect on exchange rate difference.

Other elements mainly include realized exchange rate gain/losses on cash and cash equivalents as well as the effect on intercompany cash pooling (receivables)/ payables related to column A to C.

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2019

	(A)	(B)	(C)	(D)	(E)	(A) - Σ (B-E)
	Sibelco Group	Australia operations, QMAG and lime	Covia	Other	ADJ	Sibelco
KEUR						
Profit for the period	(1.073.021)	82.975	(1.148.098)	17	(60.983)	53.067
Adjustments for non-cash items	1.608.395	(5.971)	1.364.919	(40)	52.086	197.401
Operating cash flow before working capital changes	535.374	77.004	216.821	(23)	(8.896)	250.468
Working capital changes	(496)	(15.711)	47.513	(5)		(32.293)
Use of provisions / contributions to pension plans	(92.274)	(10.826)	(35.013)			(46.435)
Operating cash flow	442.604	50.467	229.322	(28)	(8.896)	171.740
Income taxes (paid)/received	(29.378)	(2.550)	(155)	0		(26.673)
Interest received	17.727	163	16.012			1.552
Net cash from operating activities	430.953	48.079	245.178	(28)	(8.896)	146.620
Investing cash inflows	529.460	142.565	228.216		108.390	50.289
Investing cash outflows	(225.370)	(13.216)	(68.092)			(144.061)
Net cash used in investing activities	304.090	129.348	160.124		108.390	(93.772)
Cash flows from equity financing activities	(73.592)	(254)		(0)		(73.338)
Cash flows from debt financing activities	(359.547)	(15.976)	(234.180)			(109.391)
Cash flows from intercompany financing activities	10.281	(127.823)		0		138.104
Net cash used in financing activities	(422.858)	(144.053)	(234.180)	0		(44.625)
Net increase / (decrease) in cash and cash equivalents	312.185	33.375	171.123	(28)	99.494	8.222
Cash and cash equivalents at beginning of period	274.545	9.213	114.983		(87.868)	238.217
Net increase / (decrease) in cash and cash equivalents	312.185	33.375	171.123	(28)	99.494	8.222
Effect on exchange rate fluctuations on cash held ⁽¹⁾ and other	(6.038)	(37.674)	(1.716)	28		33.324
Cash and cash equivalents at end of period	580.692	4.914	284.390		11.626	279.762

(1) While cash flow elements are translated by a month to date average rate; the Cash and cash equivalents are translated using a closing spot rate. This results in an effect on exchange rate difference.

Other elements mainly include realized exchange rate gain/loss on cash and cash equivalents as well as the effect on intercompany cash pooling (receivables)/ payables related to column A to C.

5 Unaudited pro forma key financial figures of the Group

Overview

KEUR	For the year ended 31 December 2021	For the year ended 31 December 2020	For the year ended 31 December 2019
Consolidated results			
Revenue	1.675.996	1.392.815	1.538.245
EBITDA	270.089	204.374	242.105
<i>EBITDA % of Revenue</i>	16%	15%	16%
EBIT	114.256	97.958	87.835
Net Result (share of the Group)	75.027	52.638	53.156
Net Result	76.761	52.002	53.066
Cash flows			
Free operating cash flow	102.997	60.187	19.262
Free cash flow before dividends	49.753	174.104	189.256
Free cash flow	3.127	142.598	119.300
Funding (at year end)			
Net cash / (debt)	146.833	166.295	45.715

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2021

	(A)	(B)	(C)	(D)	(E)	(A) - ∑ (B-E)
KEUR	Sibelco Group	Australia operations	Covia	Other	Adj	Pro forma Sibelco
Consolidated results						
Revenue	1.679.923	4.004		(77)		1.675.996
EBITDA	271.145	1.113		(57)		270.089
EBITDA % of Revenue	16%	28%		74%		16%
EBIT	114.849	628		(34)		114.256
Net Result (share of the Group)	74.868	(159)		(0)		75.027
Net Result	76.603	(159)		(0)		76.761
Cash flows						
Free operating cash flow	99.528	(3.469)				102.997
Free cash flow before dividends	47.501	(2.252)				49.753
Free cash flow	876	(2.252)				3.127
Funding (at year end)						
Net cash / (debt)	146.833			0		146.833

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2020

	(A)	(B)	(C)	(D)	(E)	(A) - ∑ (B-E)
KEUR	Sibelco Group	Australia operations and QMAG	Covia	Other	Adj	Pro forma Sibelco
Consolidated results						
Revenue	1.975.529	99.448	492.086	(8.820)		1.392.815
EBITDA	294.316	40.319	49.657	(35)		204.374
EBITDA % of Revenue	15%	41%	10%	0%		15%
EBIT	92.022	40.330	(33.705)	128	(12.689)	97.958
Net Result (share of the Group)	78.262	54.240	(47.820)	1	19.204	52.638
Net Result	51.847	54.240	(73.599)	1	19.204	52.002
Cash flows						
Free operating cash flow	105.799	30.220	27.022	(4)	(11.626)	60.187
Free cash flow before dividends	122.924	(25.363)	(14.549)	358	(11.626)	174.104
Free cash flow	91.418	(25.363)	(14.549)	358	(11.626)	142.598
Funding (at year end)						
Net cash / (debt)	168.163	1.868		(0)		166.295

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2019

	(A)	(B)	(C)	(D)	(E)	(A) - ∑ (B-E)
KEUR	Sibelco Group	Australia operations, QMAG and lime	Covia	Other	Adj	Pro forma Sibelco
Consolidated results						
Revenue	3.295.130	354.477	1.425.738	(23.330)		1.538.245
EBITDA	554.463	85.920	226.470	(33)		242.105
EBITDA % of Revenue	17%	24%	16%	0%		16%
EBIT	(1.269.598)	39.316	(1.388.004)	152	(8.896)	87.835
Net Result (share of the Group)	(671.754)	82.390	(746.335)	17	(60.983)	53.156
Net Result	(1.073.022)	82.975	(1.148.098)	17	(60.983)	53.066
Cash flows						
Free operating cash flow	222.269	34.703	177.227	(26)	(8.896)	19.262
Free cash flow before dividends	652.980	29.870	334.386	(26)	99.494	189.256
Free cash flow	582.770	29.616	334.386	(26)	99.494	119.300
Funding (at year end)						
Net cash / (debt)	(1.341.773)	20.660	(1.419.774)	(0)	11.626	45.715

6 Reconciliation of unaudited pro forma key financial figures of the Group

Overview

KEUR	For the year ended 31 December 2021	For the year ended 31 December 2020	For the year ended 31 December 2019
Reconciliation EBITDA			
EBIT	114.256	97.958	87.835
Depreciation, amortization and depletion	126.437	117.998	118.563
Non-recurring items	29.396	(14.002)	40.884
Other		2.419	(5.176)
EBITDA	270.089	204.374	242.105
Reconciliation Cash Flows			
Net cash / (debt)	146.833	166.295	45.715
Net cash / (debt) previous period	166.295	45.715	38.295
Change in Net Cash/(Debt)	(19.461)	120.580	7.420
FX and other	15.669	23.055	112.931
scope changes	6.920	(1.038)	(2.203)
purchase own shares			1.152
Free Cash Flow	3.127	142.598	119.300
dividends (paid/received)	46.625	31.506	69.956
FCF before dividend	49.753	174.104	189.256
Other	(1.975)	(127.023)	(185.279)
interest (paid)/received	6.640	7.353	10.840
(Acquisitions)/disposals of subsidiaries & land and reserves	48.579	5.752	4.446
Free operating cash flow	102.997	60.187	19.262

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2021

KEUR	(A)	(B)	(C)	(D)	(E)	(A) - Σ (B-E)
	Sibelco Group	Australia operations	Covia	Other	Adj	Pro forma Sibelco
Reconciliation EBITDA						
EBIT	114.849	628		(34)		114.256
Depreciation, amortization and depletion	126.147	(289)		(0)		126.437
Non-recurring items	30.148	774		(22)		29.396
Other				(0)		
EBITDA	271.145	1.113		(57)		270.089
Reconciliation Cash Flows						
Net cash / (debt)	146.833			0		146.833
Net cash / (debt) previous period	168.163	1.868		(0)		166.295
Change in Net Debt	(21.330)	(1.868)		0		(19.461)
FX and other	15.285	(384)		(0)		15.669
scope changes	6.920					6.920
purchase own shares						
Free Cash Flow	876	(2.252)				3.127
dividends (paid/received)	46.625					46.625
Free cash flow before dividend	47.501	(2.252)				49.753
Other	(1.717)	258		0		(1.975)
interest (paid)/received	7.142	502		(0)		6.640
Acquisitions/(disposals) of subsidiaries & land and reserves	46.603	(1.977)		(0)		48.579
Free operating cash flow	99.528	(3.469)				102.997

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2020

	(A)	(B)	(C)	(D)	(E)	(A) - ∑ (B-E)
KEUR	Sibelco Group	Australia operations and QMAG	Covia	Other	Adj	Pro forma Sibelco
Reconciliation EBITDA						
EBIT	92.022	40.330	(33.705)	128	(12.689)	97.958
Depreciation, amortization and depletion	189.539	4.108	67.433			117.998
Non-recurring items	12.467	(2.160)	15.939		12.689	(14.002)
Other	287	(1.959)	(9)	(163)		2.419
EBITDA	294.316	40.319	49.657	(35)		204.374
Reconciliation Cash Flows						
Net cash / (debt)	168.163	1.868		(0)		166.295
Netcash / (debt) previous period	(1.341.773)	20.660	(1.419.774)	(0)	11.626	45.715
Change in Net Debt	1.509.936	(18.792)	1.419.774	0	(11.626)	120.580
FX and other	34.663	(9.585)	20.835	358		23.055
scope changes	(1.453.182)	3.014	(1.455.158)			(1.038)
purchase own shares						
Free Cash Flow	91.418	(25.363)	(14.549)	358	(11.626)	142.598
dividends (paid/received)	31.506					31.506
Free cash flow before dividend	122.924	(25.363)	(14.549)	358	(11.626)	174.104
Other	665	128.050	(0)	(362)		(127.023)
interest (paid)/received	51.113	413	43.347			7.353
Acquisitions/(disposals) of subsidiaries & land and reserves	(68.903)	(72.880)	(1.776)			5.752
Free operating cash flow	105.799	30.220	27.022	(4)	(11.626)	60.187

Adjustments to the consolidated figures of the Group for the financial year ended 31 December 2019

	(A)	(B)	(C)	(D)	(E)	(A) - ∑ (B-E)
KEUR	Sibelco Group	Australia operations, QMAG and lime	Covia	Other	Adj	Pro forma Sibelco
Reconciliation EBITDA						
EBIT	(1.269.598)	39.316	(1.388.004)	152	(8.896)	87.835
Depreciation, amortization and depletion	428.212	32.153	277.497			118.563
Non-recurring items	1.396.747	9.989	1.336.978		8.896	40.884
Other	(898)	4.463		(185)		(5.176)
EBITDA	554.463	85.920	226.470	(33)		242.105
Reconciliation Cash Flows						
Net cash / (debt)	(1.341.773)	20.660	(1.419.774)	(0)	11.626	45.715
Netcash / (debt) previous period	(1.399.987)	(39.645)	(1.310.769)		(87.868)	38.295
Change in Net Debt	58.214	60.305	(109.005)	(0)	99.494	7.420
FX and other	520.389	(35.908)	443.391	(26)		112.931
scope changes	3.016	5.219				(2.203)
purchase own shares	1.152					1.152
Free Cash Flow	582.770	29.616	334.386	(26)	99.494	119.300
dividends (paid/received)	70.210	254				69.956
Free cash flow before dividend	652.980	29.870	334.386	(26)	99.494	189.256
Other	(33.866)	151.413	0			(185.279)
interest (paid)/received	66.983	1.203	54.940			10.840
Acquisitions/(disposals) of subsidiaries & land and reserves	(463.828)	(147.784)	(212.100)		(108.390)	4.446
Free operating cash flow	222.269	34.703	177.227	(26)	(8.896)	19.262

7 Notes on the unaudited pro forma adjustments and assumptions

The following historical financial information and pro forma adjustments are included in the unaudited pro forma consolidated financial information:

- (A) Sibelco Group – consolidated statement of financial position, consolidated statement of profit and loss and consolidated statement of cash flow

Column (A) represents the historical consolidated statements of financial position, consolidated statements of profit and loss and consolidated statements of cash flow of the

Guarantor as of and for the periods mentioned. The consolidated financial statements for the years ended 31 December 2021, 31 December 2020 and 31 December 2019 have been audited.

(B) Australian operations, QMAG and lime – businesses sold or disposed of

Column (B) represents the impact of:

- the closure of substantially all of the Group’s Australian operations in 2019-2021 (referred to as ‘Australian operations’);
- the Group’s divestment of QMAG Pty Ltd, the magnesia business in Australia, on 27 March 2020 (referred to as ‘QMAG’); and
- the Group’s divestment of its lime business on 1 August 2019 (referred to as ‘lime’), including the divestment of the following entities:
 - Cales El Volcan Limitada
 - El Volcan S.A.
 - Fineplus (M) Sdn Bhd
 - Ikatan Usaha Sdn Bhd
 - Minera Mercedes S.A.M.I.C.A. y F.
 - Minera Tea S.A.M.I.C.A. y F.
 - Sibelco Chile Ltda
 - Sibelco Lime Australia Pty Ltd
 - Sri Jaya Limestone Sdn Bhd
 - Superior Lime Sdn Bhd
 - Tinjau Makmur Sdn Bhd
 - Transporte Chile Limitada
 - Unichamp Mineral Philippines Inc
 - Unichamp Mineral Sdn Bhd
 - Unichamp Resources Sdn Bhd

For the purposes of this unaudited pro forma consolidated financial information, these closures and divestments are deemed to have occurred before 1 January 2019. As a result:

- for the year ended 31 December 2019, all results and cash flows related to these closed and divested activities are deducted from the results and cash flows of the Group;
- for the year ended 31 December 2020, only the results and cash flows for the Australian operations and QMAG (activities until 27 March 2020) are deducted within the unaudited pro forma statement of profit and loss and the unaudited pro forma statement of cash flow; and
- for the year ended 31 December 2021, only the results and cash flows for the Australian operations are deducted within the unaudited pro forma statement of profit and loss and

the unaudited pro forma statement of cash flow, as all other divestments and closures were realised before 1 January 2021.

(C) Covia – deconsolidation of subsidiary

Column (C) represents the impact of the deconsolidation of Covia Holdings Corporation and its related subsidiaries which took place at the end of June 2020.

For the purposes of this unaudited pro forma consolidated financial information, this deconsolidation is deemed to have occurred before 1 January 2019. As a result of the deconsolidation at the end of June 2020, all assets and liabilities related to Covia Holdings Corporation and its related subsidiaries were already excluded from Sibelco's consolidated financial statements since June 2020. For purposes of the unaudited pro forma consolidated financial information, the results and cash flows of Covia Holdings Corporation and its related subsidiaries are deducted from the results and cash flows of the Group for the different periods presented as follows:

- for the year ended 31 December 2019 (full year) and the year ended 31 December 2020 (six-month period until the end of June 2020), the results and cash flows for Covia Holdings Corporation and its related subsidiaries are deducted; and
- for the year ended 31 December 2021, no pro forma adjustments are presented since the deconsolidation from Sibelco's consolidated financial statements is already accounted for since the end of June 2020.

(D) Other – intercompany eliminations

Column (D) represents the intercompany activities between the entities of the Group remaining at the respective date presented and the divested/sold/deconsolidated entities (as shown in columns (B) and (C)), which were previously eliminated in Sibelco's consolidated financial statements, but which for the presentation of the unaudited pro forma statement of profit and loss and unaudited pro forma statement of cash flow are considered to be results realised against third party outside the group.

(E) ADJ – one off adjustments

Column (E) represents the exclusion of one-off profits and expenses, as well as cash flows related to the divestments, closures and deconsolidation of Covia Holdings Corporation and its related subsidiaries (as described above). These one-off items relate to transaction related expenses and income associated to the divestments, closures and deconsolidated entities and activities.

Adjustments for the year ended 31 December 2019

For the year ended 31 December 2019, the pro forma adjustments in the unaudited pro forma statement of profit and loss as well as the unaudited pro forma statement of cash flow relate to the activity of QMAG, the Australian operations and the activities of Covia Holdings Corporation, all for the year ended 31 December 2019. In addition, the impact of the lime activities until 1 August 2019 has been excluded in the unaudited pro forma statement of profit and loss and the unaudited pro forma statement of cash flow.

In 2019, Sibelco reached an agreement with Graymont Limited, Grupo Calidra S.A. de C.V. and A.C.N. 630 698 716 Pty Ltd. to sell its lime business. The agreement included the divestment of 27 legal entities across Argentina, Australia, Chile, Malaysia, the Philippines and Indonesia and the sale of the Buchan assets in Australia. The sale was realised on 1

August 2019. While the sale of the Buchan assets included an asset deal under the umbrella of Sibelco Australia Limited (EUR 4 million), the main part was a share deal. For this share deal a total consideration of EUR 252 million has been received. As an outcome of this divestment, the capital gain on the sale was EUR 62.7 million. This gain was reflected under financial income in the historical consolidated statement of profit and loss. To facilitate this sale, a total of EUR 8.9 million transaction related costs, such as consultancy fees and legal costs, had been expensed for under other operating expenses during the year ended 31 December 2019. These transaction related costs have been excluded in the unaudited pro forma statement of profit and loss and the unaudited pro forma statement of cash flow for the year ended 31 December 2019 through column (E).

The total cash proceeds of EUR 252 million were received by seven legal entities, being the former parent companies of the divested entities:

- the Guarantor;
- Sibelco Minerales SA;
- Sibelco Participaciones SL;
- Sibelco Inversiones Argentina SL;
- Sibelco Nederland N.V.;
- Sibelco Minerales Ceramicos SA; and
- Sibelco Australia Limited.

The deconsolidation of the divestment of the lime business and the total gain of EUR 62.7 million on the share transaction has been accounted for within the historical consolidated financials of the Group at different levels as specified in the below table:

KEUR	(A)	(B)		(C)	(D)	(A) - Σ (B-D)
	Sibelco Group	AUS, QMAG, LIME		Covia	Other	Pro forma Sibelco BEFORE ADJ
		Sibelco Australia	QMAG, Lime			
Proceeds from sale of controlled subsidiaries	251.656	143.266				108.390
Total Release of (consolidated) equity and recycling of CTA	(189.000)	(57.369)	28.588			(160.218)
Total Gain/(loss) on the share transaction	62.656	85.897	28.588			(51.828)

The loss on the transaction accounted for at the level of the parent company Sibelco of EUR 51.8 million has been adjusted for through the financial income line within column (E) of the unaudited pro forma statement of profit and loss. The other remaining part of the total gain (EUR 62.7 million) on the share deal is already excluded from the unaudited pro forma statement of profit and loss through column (B) in which the full results of the lime business for the year ended 31 December 2019 are excluded. The total proceeds received on this share deal were EUR 252 million. The allocation of these proceeds happened towards all seven parent companies of the disposed entities, one of them being Sibelco Australia Limited, which received EUR 143.3 million of the total proceeds, which were also already adjusted for through column B. The remaining EUR 108.4 million of proceeds as received by Sibelco are adjusted for through column (E) in the unaudited pro forma statement of cash flow on the 'investing cash inflows' line item.

The net increase in cash flow from the divestment of the lime activities, being the net amount of cash proceeds of EUR 108.4 million and transaction costs of EUR 8.9 million for the year

ended 31 December 2019 have been excluded in the unaudited pro forma statement of cash flow through the adjustment in column (E).

Adjustments for the year ended 31 December 2020

For the year ended 31 December 2020, the pro forma adjustments in the unaudited pro forma statement of profit and loss as well as the unaudited pro forma statement of cash flow relate to the activity of QMAG until the end of March 2020, limited Australian operations and the activities of Covia Holdings Corporation and its related subsidiaries until the end of June 2020.

In March 2020, the Group sold QMAG Pty Ltd, its Magnesia business in Australia, for a total consideration of EUR 36.5 million, which was received by the parent company Sibelco Australia Limited. While both the consideration as well as the consolidated gain of this transaction has been accounted for in the accounts of Sibelco Australia Limited, Sibelco involved external consultants and lawyers during this divestment process. The total transaction costs associated to the transaction reached EUR 2.2 million. The consideration and the consolidated gain are excluded through the pro forma adjustments in column (B) by exclusion of the full profit and loss for the year related to the Australian operations and QMAG (until March 2020), while the transaction related costs are excluded through column (E) under operating expenses in the unaudited pro forma statement of profit and loss.

Following the deconsolidation of Covia Holdings Corporation and its related subsidiaries in June 2020 and the subsequent emerging from bankruptcy (Chapter 11) at the end of 2020, the Group also has no further legal obligations with regards to the financial debt of Covia Holdings Corporation and therefore derecognised the full bank borrowing for EUR 1.4 billion and the leasing debts for EUR 0.3 billion.

Chapter 11 means that the different rights of ownership (voting rights and dividend rights) of the shares that Sibelco was holding in Covia Holdings Corporation were suspended until the final decision of the court. As such, the Group lost control over Covia Holdings Corporation and, as a result, also lost control over Covia Holdings Corporation's subsidiaries in Canada, Mexico and Europe. The Group was therefore required to deconsolidate Covia Holdings Corporation and its related subsidiaries from its consolidated financial statements as of 29 June 2020, being the moment Covia Holdings Corporation filed for bankruptcy (Chapter 11) as the rights of ownership of Sibelco were suspended as from that time. In December 2020, the court decided on the Chapter 11 procedure pursuant to which the creditors of Covia Holdings Corporation became owners of the reorganised group consisting of Covia Holdings Corporation and its related subsidiaries. Sibelco therefore lost its shares in Covia Holdings Corporation. As part of the follow up to this full deconsolidation process and during the Chapter 11 procedures, the Group entered into certain settlements and Sibelco had to involve external lawyers and consultants. These costs, amounting to EUR 7.8 million, are within the historical consolidated financials of the Group, reflected under other operating expenses, and were excluded from the unaudited pro forma statement of profit and loss per 31 December 2020 through column (E).

Even though no sale occurred, and hence no consideration was received, the Group recorded a total consolidated gain of EUR 31.9 million in its historical consolidated financial statements (through release of consolidated reserves and recycling of the currency translation), as there was a negative contribution of Covia Holdings Corporation within the consolidated equity of the Group at the date of deconsolidation.

These transaction related costs (EUR 7.8 million) and the gain (EUR 31.9 million) were reflected in Sibelco's consolidated financial statements and are hence excluded from the unaudited pro forma statement of profit and loss on the line item other operating expenses and financial income as part of the pro forma adjustments in column (E).

While the sale of the lime activities took place in 2019, additional stamp duties associated to the lime assets were recharged to Sibelco. The total of EUR 2.7 million additional stamp duties, being incurred under other operating expenses, are also corrected for through pro forma adjustments in column (E).

By way of summary, other operating expenses within the unaudited pro forma statement of profit and loss for the year ended 31 December 2020 are adjusted in column (E) for in total EUR 12.7 million, which are fully associated with transaction related costs with respect to the Group's disposals (including legal fees, stamp duties and consultancy costs), being broken down to EUR 7.8 million expenses associated with the deconsolidation of Covia Holdings Corporation and its related subsidiaries, EUR 2.2 million expenses associated with the divestment of QMAG Pty Ltd (i.e., the divestment of the magnesia business in Australia) and EUR 2.7 million additional stamp duties associated with the divestment of the Group's lime activities. Financial income is adjusted for the year ended 31 December 2020 for in total EUR 46.3 million, split between the gain on the sale of QMAG Pty Ltd (EUR 14.4 million already adjusted through column (B)) and the gain on the deconsolidation of Covia Corporation Holdings and its related subsidiaries (EUR 31.9 million adjusted for through column (E)).

Adjustments for the year ended 31 December 2021

For the year ended 31 December 2021, no adjustments on the unaudited pro forma statement of profit and loss or the unaudited pro forma statement of cash flow were taken into account anymore other than the limited profit and loss and cash flow activities still related to the remaining Australian operations as per 31 December 2021.