

NV SCR-Sibelco, in abbreviated form Sibelco NV  
Plantin en Moretuslei 1A, 2018 Antwerp  
VAT 0404 679 941 RPR Antwerpen  
(hereinafter the "Company")

The Ordinary General Meeting is convened on 17 April 2024 at 14.00h in Blauwe Keidreef 3, 2400 Mol-Rauw, with the following agenda:

## AGENDA

1. Reports of the Board of Directors to the Shareholders  
Addressing questions of Shareholders.
2. Reports of the company auditor to the Shareholders  
Addressing questions of Shareholders
3. Approval of the audited statutory financial statements of the year 2023 and presentation of the consolidated results of the year 2023

*Proposal for resolution:* approval of the statutory annual accounts for the financial year ended December 31, 2023

4. Allocation of the profit and declaration of the dividend – directors' remuneration

*Proposal for resolution:* for the financial year 2023 proposal to vote for the attribution of (i) the results of the year towards the reserves available for distribution and the (ii) allocation of the available reserves towards dividends of SCR-Sibelco NV, in line with the following proposal:

<i>In euro</i>	2023
<b>Reserves available for distribution before result and dividend</b>	<b>1.452.333.013</b>
Profit/(loss) of the year	227.409.365
Gross Dividend	(68.556.928)
<b>Reserves available for distribution after result allocation and dividend</b>	<b>1.611.185.451</b>

The proposed gross dividend amount of EUR 68 556 928 corresponds to a total dividend per share of EUR 146.00. Since 2021, following the new Belgian Company law (Art. 7:217.§3), the entitlement on dividends of treasury shares held by SCR-Sibelco NV itself are cancelled. Hence the 602 treasury shares held by the Company are not accounted for.

For the financial year 2023, no interim dividend was paid out. Once approved at the shareholders meeting, the dividend of EUR 146.00 gross per share will be paid out as of 8 May 2024. The record date has been set on 7 May 2024. The System Paying Agent designated for the payment of the 2023 dividend is ING Bank, Marnixlaan 24, 1000 Brussels with Bank Degroof Petercam, Nijverheidsstraat 44, 1000 Brussels as co-agent.

5. Remuneration of directors

### 5.1 Remuneration principle 2024

*Proposal for resolution:* It is proposed that the remuneration principles for Board and Committee remain unchanged and thus the following remuneration principles are proposed for the financial year 2024 for approval by the shareholders:

- at the level of the Board:

(1) for the chairperson : a fixed fee of EUR 250,000

(2) for each other member: a fixed fee of EUR 45,000 + an attendance fee per attended meeting of EUR 3,000 for each member, with a cap of attendance fee of 10 Board meetings.

- at the level of the audit committee:

(1) for the chairperson: a fixed fee of EUR 10,000 and

(2) for each committee member: an attendance fee per attended meeting of EUR 3,000, with a cap of fee of 8 Audit Committee meetings

- at the level of the remuneration and nomination committee and the sustainability committee

(1) for the chairperson: a fixed fee of EUR 5,000.

(2) for each committee member: an attendance fee per attended meeting of EUR 3,000, with a cap of fee of 6 Committee meetings

## 5.2 Remuneration Ad Hoc Board Committee

*Proposal for resolution:* Additionally, following the installation of an ad hoc Board committee in the course of the financial year 2023, it is proposed, upon recommendation of the Board, to approve the pay out of a lumpsum fee of EUR 45,000 gross fee to each of the members of this ad hoc Board committee, totalling EUR 180,000.

## 6. Discharge of directors

*Proposal for resolution:* granting discharge to the directors individually for the performance of their mandate during the financial year ended December 31, 2023.

## 7. Discharge of auditors

*Proposal for resolution:* granting discharge to the auditors for the performance of their mandate during the financial year ended December 31, 2023.

## 8. Appointment and/or renewal of appointment of directors.

*Proposal for resolution:* approval of the renewal of the mandate of Mrs. Kerstin Konradsson for a period of 3 (three) years, until the end of the general assembly of 2027.

*Proposal for resolution:* approval of the renewal of the mandate of M. Srinivasan Venkatakrishnan for a period of 3 (three) years, until the end of the general assembly of 2027.

*Proposal for resolution:* approval of the renewal of the mandate of Boplicity BVBA having as permanent representative M. Paul Depuydt for a period of 3 (three) years, until the end of the general assembly of 2027.

*Proposal for resolution:* approval of the election of Mrs. Séverine de Sadeleer for a period of 3 (three) years, until the end of the general assembly of 2027.

*Proposal for resolution:* approval of the election of CMV Partners Comm.V., having as permanent representative M. Curd Vandekerckhove for a period of 3 (three) years, until the end of the general assembly of 2027.

*Proposal for resolution:* approval of the election of Ways-Ruart SA, having as permanent representative M. Paul Cornet de Ways-Ruartp for a period of 3 (three) years, until the end of the general assembly of 2027, subject to Remco endorsement.

*Proposal for resolution:* approval of the election of M. Max Jadot for a period of 3 (three) years, until the end of the general assembly of 2027, subject to Remco endorsement.

#### *Conditions for admission to the General Meeting of Shareholders of 17 April 2024*

In accordance with article 30.2 of the articles of association, the record date for the general meeting of the Company is set at the sixth (6<sup>th</sup>) working day prior to the date of the meeting, being 9 April 2024 (the "**Record Date**").

In accordance with article 7:134 of the Belgian Code on Companies and Associations (the "**CCA**") and Article 30 of the articles of association, the board of directors decided that only persons who were holders of shares of the Company on 9 April 2024, and have completed the participation formalities, are entitled to participate and vote at the general meeting. Only shareholders are entitled to vote.

#### *Registration and confirmation of attendance*

In order to establish to the Company that the shareholder holds the number of shares on the Record Date, the shareholder must proceed as follows:

##### For holders of registered shares:

Registered shareholders must inform the Company, at the latest on 11 April 2024, before 5 p.m. (Belgian time) on the number of shares with which they wish to participate at the general meeting by returning the completed participation notice, included in the convocation letter and also available through the Company website ([www.sibelco.com/en/investors](http://www.sibelco.com/en/investors)), by postal mail (SCR-Sibelco NV, Attn. Mrs Laurence Boens, Plantin en Moretuslei 1A, 2018 Antwerp) or by e-mail via [shareholder@sibelco.com](mailto:shareholder@sibelco.com).

The ownership of the shares on the Record Date will be assessed by the Company on the basis of the entries in the register of registered shares at Record Date.

##### For holders of dematerialised shares:

The holders of dematerialised shares must notify their bank or financial institution of their intention to participate to the general meetings who will inform ING of the number of shares registered for their clients, before 11 April 2023, before 5 p.m. (Belgian time).

The shareholders should confirm to the Company the number of shares that were registered in order to participate to the general meetings by returning the completed participation form made available through the Company's website ([www.sibelco.com/en/investors](http://www.sibelco.com/en/investors)). The completed and signed form should be sent to the Company by postal mail to its registered office (SCR-Sibelco NV, Attn. Mrs Laurence Boens, Plantin en Moretuslei 1A, 2018 Antwerp) or by email at [shareholder@sibelco.com](mailto:shareholder@sibelco.com).

In either case, the document should reach the Company at the latest on 11 April 2023, before 5 p.m. (Belgian time).

#### *Proxies*

The holders of shares issued by the Company who wish to be represented by proxy are requested to use the model of proxy as available on the Company's website, ([www.sibelco.com/en/investors](http://www.sibelco.com/en/investors)). The duly completed and signed proxies must be sent to the Company by postal mail to its registered office (SCR-Sibelco NV, Attn. Mrs Laurence Boens, Plantin en Moretuslei 1A, 2018 Antwerp) or by email at [shareholder@sibelco.com](mailto:shareholder@sibelco.com). In either case, the document should reach the Company at the latest on 11 April 2023, before 5 p.m. (Belgian time).

The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law and the Company's Articles of Association (Article 32.1), meaning that a shareholder can only be represented by another shareholder.

#### *Right to ask questions*

The shareholders have the right to ask questions both orally and in writing at the general meeting to the directors and the auditor about the items on the agenda, insofar as the communication of data or facts is without prejudice to the business interests of the Company or to the confidentiality to which the Company, its directors or the auditor are bound.

Written questions may also be sent, if possible at the latest on 11 April 2024 by electronic means to the following address: [shareholder@sibelco.com](mailto:shareholder@sibelco.com).

These questions will be answered at the meeting, provided the shareholder concerned has fulfilled the participation formalities to be admitted to the general meetings.

#### *Powers of representation*

In order to physically attend, or to be represented at the general meetings, representatives of legal entities, as well as proxy holders, must present proof of their identity (identity card or passport) and must, in addition, provide proof of their powers of representation (relevant Company documents). The Company must receive this proof, at the latest, on the day of the general meetings.

#### *Documentation*

All documents related to the general meetings are made available within the time limits as defined by law, on the Company's website ([www.sibelco.com/en/investors](http://www.sibelco.com/en/investors)) and are also available at the Company's registered office.

#### Privacy

SCR-Sibelco NV is responsible for processing the personal data it receives from shareholders, representatives and proxy holders within the framework of the general meeting in accordance with applicable data protection legislation. In particular, such personal data will be processed for the preparation and organisation of the general meeting and the management of the attendance and voting procedure relating to the general meeting, in accordance with applicable legislation and the principles of Sibelco's privacy policy which you can consult at <https://www.sibelco.com/en/privacy>.