

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

The Ordinary General Meeting of Shareholders will be convened on 23 April 2025 at 2pm at Blauwe Keidreef 3, 2400 Mol-Rauw, with the following agenda:

AGENDA

- 1. Review of the annual reports of the Board of Directors in respect of the financial year ended 31 December 2024**
- 2. Review of the auditor's reports on the financial statements in respect of the financial year ended 31 December 2024**
- 3. Review and approval of the audited statutory financial statements for the year 2024 and presentation of the consolidated results for the year 2024**

Proposed resolution: approval of the statutory financial statements for the financial year ended 31 December 2024.

- 4. Allocation of the profit and declaration of the dividend**

Proposed resolution: for the financial year 2024 proposal to vote in favour of allocating (i) the results of the year to available reserves for distribution and (ii) allocating available reserves to dividends of SCR-Sibelco NV, in line with the following proposal:

<i>In euro</i>	<i>2024</i>
Reserves available for results and dividends	1,611,185,451
Profit/(loss) for the year	14,692,753
Gross dividend	(68,556,928)
Available reserves after appropriation of profit and dividend	1,557,321,276

The proposed gross dividend of € 68,556,928 corresponds to a total dividend per share of € 146.00.

- 5. Remuneration of Directors - remuneration principle 2025**

Proposed resolution: proposal to leave the remuneration principles for the Board of Directors and the Committees unchanged. Accordingly, the following remuneration principles for the financial year 2025 are submitted to the shareholders for approval:

- at the level of the Board:
 - (1) For the chairman: a fixed remuneration of € 250,000
 - (2) For each other Board member: a fixed fee of € 45,000 plus an attendance fee per attended meeting of € 3,000 for each Board member, with a maximum attendance fee of 10 Board meetings.
- at the level of the Audit Committee:
 - (1) for the chairman: a fixed remuneration of € 10,000 and
 - (2) for each Committee member: an attendance fee of € 3,000 per meeting attended, with a maximum of 8 Audit Committee meetings.
- at the level of the Remuneration and Nomination Committee and the Sustainability Committee:
 - (1) For the chairman: a fixed fee of € 5,000.
 - (2) For each Committee member: an attendance fee of € 3,000 per meeting attended, with a maximum fee of 6 meetings per Committee.

6. Discharge of Directors

Proposed resolution: granting discharge to the Directors individually for the performance of their mandate during the financial year ended 31 December 2024

7. Discharge of Statutory Auditor

Proposed resolution: granting discharge to the Statutory Auditor for the performance of the mandate during the financial year ended 31 December 2024

8. Directors - renewal of mandates and appointment

8.1. *Proposed resolution:* approval of the renewal of the mandate of ASSaPP SA, with Mr Jean-Louis de Cartier de Marchienne as permanent representative, for a period of 3 (three) years, until the end of the General Meeting in 2028.

8.2. *Proposed resolution:* approval of the appointment of W. Invest SA with Mr Gaëtan Waucquez as permanent representative, for a period of 3 (three) years, until the end of the General Meeting in 2028.

9. Renewal of mandate and remuneration of the Statutory Auditor

Proposed resolution: pursuant to the proposal of the Audit Committee, and upon recommendation of the Works Councils, the Board of Directors proposes to renew, with immediate effect, the mandate of EY Bedrijfsrevisoren BV, with registered office at 1831 Diegem, Kouterveldstraat 7B, as Statutory Auditor of the Company (*the Statutory Auditor*), for a period of 3 years (*financial years 2025-2026-2027*), after which the mandate will end after the ordinary general meeting of shareholders of 2028. The representative currently appointed by the Statutory Auditor is E. De Groote BV, with Ms Evelien De Groote as permanent representative.

The annual remuneration of the Statutory Auditor for auditing the Company's financial statements and consolidated financial statements, is set at:

- for 2025: € 2,561,184 (*plus VAT, out-of-pocket costs*)
- for 2026: € 2,466,662 (*plus VAT, out of pocket costs and any index adjustment*)
- For 2027: € 2,376,507 (*plus VAT, out of pocket costs and any index adjustment*)

Subject to the consent of the Statutory Auditor and approval by the shareholders, the annual remuneration of the Statutory Auditor may be changed.

Conditions for admission to the General Meeting of Shareholders on 23 April 2025

In accordance with Article 30.2 of the Articles of Association, the Board of Directors has fixed the record date for the General Meeting of the Company on the sixth (6th) business day before the date of the meeting, being **14 April 2025** (the "**Record Date**"). Holders of dematerialised shares are entitled to participate and vote at the General Meeting with shares they hold on the Record Date and after completing the participation formalities.

Registration and confirmation of participation

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 15 April 2025 before 5pm** (Belgian time) of the number of shares with which they wish to participate in the General Meeting via the completed participation form included in the convocation letter and also available on the Company's website (www.sibelco.com/en/investors). The completed participation form should be returned by post (SCR-Sibelco NV, attn. Frédéric Van Holderbeke, Plantin en Moretuslei 1A, 2018 Antwerp) or by e-mail at shareholder@sibelco.com.

For holders of dematerialised shares:

The holders of dematerialised shares must inform their bank or financial institution **at the latest on 15 April 2025 before 5pm** (Belgian time) of their intention to participate in the General Meeting. The bank or financial institution must inform ING immediately of the identity and number of shares registered for their customers wishing to participate.

In addition, shareholders should confirm to the Company the number of shares registered to participate in the General Meeting by returning the completed participation form available on the Company's website (www.sibelco.com/en/investors). The completed and signed form should be sent by post to the Company's registered office (SCR-Sibelco NV, attn. Frédéric Van Holderbeke, Plantin en Moretuslei 1A, 2018 Antwerp) or by e-mail at shareholder@sibelco.com

In both cases, the document must reach the Company at the latest on 15 April 2025 at 5pm (Belgian time).

Proxies

The holders of shares issued by the Company who wish to be represented by a proxy are requested to use the form of proxy available on the Company's website, (www.sibelco.com/en/investors). The duly completed and signed proxies should be sent by post to the Company's registered office (SCR- Sibelco NV, attn. Frédéric Van Holderbeke, Plantin en Moretuslei 1A, 2018 Antwerp) or by e-mail at shareholder@sibelco.com.

In either case, the document must reach the Company at the latest on 15 April 2025 before 5 p.m. (Belgian time).

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

Right to ask questions

Shareholders have the right to ask questions to the Directors and the Statutory Auditor at the General Meeting, both orally and in writing, about the items on the agenda, provided that the communication of data or facts does not prejudice the business interests of the Company or the confidentiality to which the Company, its Directors or the Statutory Auditor are bound.

Written questions may also be sent electronically, if possible **at the latest on 17 April 2025**, to the following address: shareholder@sibelco.com

These questions will be answered at the meeting, provided the relevant shareholder has complied with the formalities to be admitted to the General Meeting.

Power of representation

To be physically present or represented at the General Meeting, representatives of legal entities, as well as proxy holders, must prove their identity (identity card or passport) and, in addition, present proof of their power of representation (relevant Company documents). The Company must receive this proof no later than the day of the General Meeting.

Documentation

All documents relating to the General Meeting are made available on the Company's website (www.sibelco.com/en/investors) within the statutory deadlines and are also available at the Company's registered office.

Processing of personal data

The Company is responsible for processing personal data received from shareholders, representatives and proxies in connection with the Meeting in accordance with applicable data protection legislation. Such personal data will be processed for the purposes of preparing and organising the Meeting and managing the attendance and voting procedure in relation to the Meeting.

For more information on the Company's processing of your personal data, please refer to the Company's privacy policy at <https://www.sibelco.com/en/privacy> ("Privacy Policy"). For the purposes of the above processing, the categories of personal data processed by the Company, as set out in Section 4 (what personal data do we process) of the Privacy Policy, also include the number of shares held/represented by shareholders and proxies. This data is processed on the basis of the Company's obligations under Section 7:123 et seq. of the Companies Act. The data collected for the purpose of the General Meeting will be kept for a period of 10 years after the Meeting. This personal data will not be transferred outside the European Union.

As set out in the Privacy Policy, you have rights in relation to your personal data (subject to applicable legal conditions and limitations), namely the right to access, rectify or delete your personal data, as well as the right to restrict processing, the right to object to processing, the right to data portability and the right to lodge a complaint with the competent supervisory authority (in Belgium, the Data Protection Authority).

In order to be valid, this Participation Form needs to reach SCR-Sibelco NV by email to shareholder@sibelco.com or by postal mail (SCR-Sibelco NV, Attn. M. Frédéric Van Holderbeke, Plantin en Moretuslei 1A, 2018 Antwerp, Belgium) at the latest on **15 April 2025 before 5 pm (Belgium time)**. In addition, shareholders must comply with the admission formalities described in the convening notice.

**ORDINARY GENERAL ASSEMBLY
PARTICIPATION FORM**

Undersigned,

Name

Address + nr

Postal Code + Place

Country

shareholder and/or usufructuary of the naamloze vennootschap SCR-Sibelco, abbreviated Sibelco NV, Plantin en Moretuslei 1A, 2018 Antwerpen (hereafter “the Company”) informs the Company of my intention to(*) :

- (1) Attend personally in the **Ordinary General Assembly** of the Company which will be held on Wednesday 23 April 2025 at 14.00h in Mol-Rauw, Blauwe Keidreef 3, where I will participate with _____ shares;

OR

- (2) Be represented by a proxy holder at the **Ordinary General Assembly** of the Company which will be held on Wednesday 23 April 2025 at 14.00h in Mol-Rauw, Blauwe Keidreef 3, to which end I enclose a duly completed and signed proxy form.

Done in _____ on _____ 2025.

Signature¹

¹ Please indicate which case (1) or (2) is applicable.

In case of representation by a proxy holder (2), please enclose the duly completed and signed proxy.

In order to be valid, this Proxy Form needs to reach SCR-Sibelco NV by email to shareholder@sibelco.com or by postal mail (SCR-Sibelco NV, Attn. M. Frédéric Van Holderbeke, Plantin en Moretuslei 1A, 2018 Antwerp, Belgium) at the latest on **15 April 2025 before 5.00 pm (Belgium time)**. In addition, shareholders must comply with the admission formalities described in the convening notice.

ORDINARY GENERAL ASSEMBLY PROXY FORM

Undersigned :

Name

Address + nr

Postal Code + Place

Country

Holder and/or usufructuary of _____ shares of the Company herewith appoints as its proxy, with right of substitution,

The proxy form must specify the identity of the proxy holder which shall be a shareholder of the Company. If the proxy form does not identify the proxy holder, the proxy will be deemed to have been granted to the Company itself, represented by the chairman of the board of directors (with right of substitution), who will only act in accordance with the voting instructions given pursuant to the proxy form. If no (clear) voting instructions are included, the proxy holder will be deemed to have received the specific voting instruction to approve the relevant proposed resolution. If the person identified is not a shareholder of the Company, the proxy will not be valid, and that person will therefore not be able to participate in the Meeting (as defined below).

to represent him/her at the **Ordinary General Assembly** (the “Meeting”) of the Company, which will be held on **Wednesday 23 April 2025 at 14.00h in Mol-Rauw, Blauwe Keidreef 3**, and having the agenda listed below and to that end sign the attendance list, take part in all discussions and deliberations, to sign all deeds or minutes, to promise ratification if this is required and to exercise the voting rights of _____ shares in order to vote on all items mentioned in the agenda according to the following voting instructions:

The proxy form must specify the number of shares in respect of which the proxy will exercise voting rights. If the proxy form does not indicate such number, this proxy shall be deemed granted for the total number of shares held by the shareholder:
- based on the entries in the register of registered shares;
- at the record date and as specified in the certificate issued by the bank or financial institution for dematerialised shares.

AGENDA AND VOTING INSTRUCTIONS

- 1. Review of the annual reports of the Board of Directors in respect of the financial year ended 31 December 2024**

2. Review of the auditor's reports on the financial statements in respect of the financial year ended 31 December 2024

3. Review and approval of the audited statutory financial statements for the year 2024 and presentation of the consolidated results for the year 2024

Proposal for resolution: approval of the statutory annual accounts for the financial year ended December 31, 2024.

Voting Agenda item 3

FOR **AGAINST** **ABSTENTION**

4. Allocation of the profit and declaration of the dividend

Proposal for resolution: allocation 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>	2024
Reserves available for distribution before result and dividend	1.611.185.451
Profit/(loss) of the year	14.692.753
Gross Dividend	(68.556.928)
Reserves available for distribution after result allocation and dividend	1.557.321.276

The proposed gross dividend amount of € 68.556.928 corresponds to a total dividend per share of € 146. Since 2021, following the Belgian Code on Companies and Associations (*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 2024, no interim dividend was paid out. Once approved at the shareholders meeting, the dividend of € 146 gross per share will be paid out.

Voting Agenda Item 4

FOR **AGAINST** **ABSTENTION**

5. Board Members' remuneration - remuneration principles 2025

Proposal for resolution: it is proposed that the remuneration principles for Board and Committees remain unchanged and thus the following remuneration principles are proposed for the financial year 2025 for approval by the shareholders:

- at the level of the Board:
 - (1) for the chairperson: a fixed fee of € 250.000
 - (2) for each other member: a fixed fee of € 45.000 + an attendance fee per attended meeting of € 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 € 10.000 and
 - (2) for each committee member: an attendance fee per attended meeting of € 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 € 5.000.
 - (2) for each committee member: an attendance fee per attended meeting of € 3.000, with a cap of fee of 6 meetings per Committee.

Voting Agenda Item 5

FOR **AGAINST** **ABSTENTION**

6. Discharge of Board Members

Proposal for resolution: granting discharge to the Board Members for the performance of their mandate during the financial year ended December 31, 2024.

Voting Agenda Item 6, on the discharge of the Board Members, individually per Board Member:

	For	Against	Abstention
Paul Depuydt (perm. repr. Boplicity BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Paul Cornet de Ways-Ruart (perm. repr. Ways-Ruart SA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jean-Louis de Cartier de Marchienne (perm. repr. ASSaPP NV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Séverine de Sadeleer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Michel Delloye (perm. repr. Cytifinance SA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Pascal Emsens (perm. repr. Argali Capital BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Christoph Grosspeter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Maxime Jadot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kerstin Konradsson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Pierre Nothomb (perm. repr. Pierre Nothomb SRL)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Evrard van Zuylen van Nyevelt (perm. repr. Zuyfin SRL)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Curd Vandekerckhove (perm. repr. CMV Partners Comm. V.)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Srinivasan Venkatakrishnan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Michel Verhaeghe de Naeyer (perm. repr. Soverin SA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bert De Graeve (perm. repr. Idw Consult BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
France de Sadeleer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jean-Pierre Labroue (perm. repr. Calavon Finance SAS)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jean-Marc Ueberecken	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. Discharge of the Statutory Auditors

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

Voting on Agenda Item 7, the discharge of the Statutory Auditors, EY Bedrijfsrevisoren BV, individually per permanent representative:

	For	Against	Abstention
Christoph Oris (perm. repr.de C. Oris & Co Bedrijfsrevisoren BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Eric Van Hoof (perm. repr.de Eric Van Hoof BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8. Board Members – renewal and nomination.

8.1 Voting for the renewal of mandate of Board Members:

Proposal for resolution: approval of the renewal of the following Board Member, for a period of 3 (three) years, until the end of the General Meeting in 2028:

Voting Agenda Item 8.1

	For	Against	Abstention
ASSaPP NV (perm. rep. Jean-Louis de Cartier de Marchienne)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8.2 Voting for the nomination of new Board Members:

Proposal for resolution: approval of the appointment of the following Board Member for a period of 3 (three) years, until the end of the general assembly of 2028:

Voting Agenda Item 8.2

	For	Against	Abstention
W. Invest SA (perm. rep. Gaëtan Waucquez)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. Statutory Auditor – renewal, remuneration and nomination.

Proposed resolution: pursuant to the proposal of the Audit Committee, and upon recommendation of the Works Councils, the Board of Directors proposes to renew, with immediate effect, the mandate of EY Bedrijfsrevisoren BV, with registered office at 1831 Diegem, Kouterveldstraat 7B, as Statutory Auditor of the Company (*the Statutory Auditor*), for a period of 3 years (*financial years 2025-2026-2027*), after which the mandate will end after the ordinary general meeting of shareholders of 2028. The representative currently appointed by the Statutory Auditor is E. De Groote BV, with Ms Evelien De Groote as permanent representative.

The annual remuneration of the Statutory Auditor for auditing the Company's financial statements and consolidated financial statements, is set at:

- for 2025: € 2,561,184 (*plus VAT, out-of-pocket costs*).
- for 2026: € 2,466,662 (*plus VAT, out of pocket costs and any index adjustment*)
- For 2027: € 2,376,507 (*plus VAT, out of pocket costs and any index adjustment*)

Subject to the consent of the Statutory Auditor and approval by the shareholders, the annual remuneration of the Statutory Auditor may be changed.

Voting Agenda Item 9

	For	Against	Abstention
EY Bedrijfsrevisoren BV, represented by Evelien De Groote (perm. rep. E. De Groote BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Done in _____ on _____ 2025.

Signature²

² Please precede your signature by the handwritten mention "Goed voor volmacht".