

This Participation Form needs to reach the management of SCR-Sibelco NV by email to shareholder@sibelco.com or by mail at the latest on **11 April 2023** in order to be valid.

**ORDINARY GENERAL ASSEMBLY
PARTICIPATION FORM**

Undersigned,

Name

Address + nr

Postal Code + Place

Country

shareholder 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 19 April 2023 at 14.00h in Mol-Rauw, Blauwe Keidreef 3, where I will vote with _____ shares;
- (2) Be represented by a proxy holder at the **Ordinary General Assembly** of the Company which will be held on Wednesday 19 April 2023 at 14.00h in Mol-Rauw, Blauwe Keidreef 3, to which end I enclose a duly completed and signed proxy form and voting instructions.

Done in _____ on _____ 2023.

Signature

This Proxy Form needs to reach the management of SCR-Sibelco NV by email to shareholder@sibelco.com or by mail at the latest on **11 April 2023** in order to be valid.

**ORDINARY GENERAL ASSEMBLY
PROXY FORM**

Undersigned :

Name

Address + nr

Postal Code + Place

Country

Shareholder of SCR-Sibelco NV herewith gives powers, with right of substitution, to

To represent him/her at the **Ordinary General Assembly** of said company, which will be held on **Wednesday 19 April 2023 at 14.00h in Mol-Rauw, Blauwe Keidreef 3** and to that end sign the list of presence, take part in all discussions and deliberations, to sign all 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:

AGENDA AND VOTING INSTRUCTIONS

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 financial statements of the year 2022 and presentation of the consolidated results

Proposal for resolution: approval of the statutory annual accounts for the financial year ended December 31, 2022

Voting

FOR **AGAINST** **ABSTENTION**

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

Proposal for resolution: approval of the proposed attribution of (i) the results of the year towards the reserves available for distribution and the (ii) allocation of the available reserves towards

dividends and tantièmes of SCR-Sibelco NV, in line with the following proposal: for the financial year ended December 31, 2022

<i>In euro</i>	2022
Reserves available for distribution before result and dividend	1.506.791.218
Profit/(loss) of the year	1.625.166
Gross Dividend	(55.033.370)
Tantièmes	(1.050.000)
Reserves available for distribution after result allocation and dividend	1.452.333.013

The proposed gross dividend amount of EUR 55 033 370 corresponds to a total dividend per share of EUR 117.20. Since 2021, following the new Belgian Company law ([Art. 7:217.53](#)), 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 2022, no interim dividend was paid out. Once approved at the shareholders meeting, the dividend of EUR 117.20 gross per share will be paid out.

Voting

FOR **AGAINST** **ABSTENTION**

5. Company claim after refusal to grant discharge at the Ordinary General Meeting of shareholders on 20 April 2022

Acknowledgment of the special report of the board of directors regarding the non-discharge of Mr Hans-Josef Grehl at the annual general meeting of the company held on 20 April 2022.

Proposal for resolution: Decision NOT to file a corporate action against Mr Hans-Josef Grehl in accordance with Section 7:156 of the CCA following the failure to grant discharge.

Voting

FOR **AGAINST** **ABSTENTION**

6. Discharge of directors

Proposal for resolution: granting discharge to the directors for the performance of their mandate during the financial year ended December 31, 2022.

Voting on the discharge of the directors, individually per director:

	For	Against	Abstention
Bert De Graeve (perm. rep. IDw Consult BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jean-Louis de Cartier de Marchienne (perm. rep. ASSaPP NV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
France de Sadeleer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Michel Delloye (perm. rep. Cytifinance SA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Pascal Emsens (perm. rep. Argali Capital BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Walter Emsens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Christoph Grosspeter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kerstin Konradsson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jean-Pierre Labroue (perm. rep. Calavon Finance SAS)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Pierre Nothomb (perm. rep. Pierre Nothomb SRL)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jean-Marc Ueberecken	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Evrard van Zuylen van Nyevelt (perm. rep. Zuyfin SRL)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Srinivasan Venkatakrisnan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Michel Verhaeghe de Naeyer (perm. rep. Soverin SA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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, 2022.

Voting on the discharge of the auditors, EY Bedrijfsrevisoren BV, individually per permanent representative

	For	Against	Abstention
Patrick Rottiers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Christoph Oris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Proposal for resolution: approval of the renewal of the mandate of the following directors for a period of 3 (three) years, until the end of the general assembly of 2026.

Voting for the renewal of the appointment of directors:

	For	Against	Abstention
Pascal Emsens (perm. rep. Argali Capital BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Christoph Grosspeter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Pierre Nothomb (perm. rep. Pierre Nothomb SRL)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Evrard van Zuylen van Nyevelt (perm. rep. Zuyfin SRL)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Michel Verhaeghe de Naeyer (perm. rep. Soverin SA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Done in _____ on _____ 2023.

Signature*

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

ORDINARY GENERAL ASSEMBLY OF NV SCR-SIBELCO
Mol-Rauw, 19 April 2023 at 14.00h

AGENDA

The Ordinary General Meeting is convened on 19 April 2023 at 14.00h in Blauwe Keidreef 3, 2400 Mol-Rauw, preceded immediately by the Extraordinary General Assembly with the following 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 financial statements of the year 2022 and presentation of the consolidated results

Proposal for resolution: approval of the statutory annual accounts for the financial year ended December 31, 2022

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

Proposal for resolution: for the financial year ended 31 December 2022, approval of the proposed attribution of (i) the results of the year towards the reserves available for distribution and the (ii) allocation of the available reserves of SCR-Sibelco NV towards dividends and tantièmes, in line with the following proposal:

<i>In euro</i>	2022
Reserves available for distribution before result and dividend	1.506.791.218
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For the financial year 2022, no interim dividend was paid out. Once approved at the shareholders meeting, the dividend of EUR 117.20 gross per share will be paid out.

5. Company claim after refusal to grant discharge at the Ordinary General Meeting of shareholders on 20 April 2022

Acknowledgment of the special report of the board of directors regarding the non-discharge of Mr Hans-Josef Grehl at the annual general meeting of the company held on 20 April 2022.

Proposal for resolution: Decision NOT to file a corporate action against Mr Hans-Josef Grehl in accordance with Section 7:156 of the CCA following the failure to grant discharge.

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, 2022.

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, 2022.

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

Proposal for resolution: approval of the renewal of the mandate of Argali Capital BV having as permanent representative M. Pascal Emsens for a period of 3 (three) years, until the end of the general assembly of 2026.

Proposal for resolution: approval of the renewal of the mandate of M. Christoph Grosspeter for a period of 3 (three) years, until the end of the general assembly of 2026.

Proposal for resolution: approval of the renewal of the mandate of Pierre Nothomb SRL having as permanent representative M. Pierre Nothomb for a period of 3 (three) years, until the end of the general assembly of 2026.

Proposal for resolution: approval of the renewal of the mandate of Zuyfin SRL having as permanent representative M. Evrard van Zuylen van Nyevelt for a period of 3 (three) years, until the end of the general assembly of 2026.

Proposal for resolution: approval of the renewal of the mandate of Soverin SA, having as permanent representative M. Michel Verhaeghe de Naeyer for a period of 3 (three) years, until the end of the general assembly of 2026.

Conditions for admission to the General Assemblies of Shareholders of 19 April 2023

In accordance with article 28.2 of the articles of association, the record date for the general assemblies of the Company is set at the fifth (5th) working day prior to the date of the meeting, being 11 April 2023 (the "Record Date").

In accordance with article 7:134 of the Belgian Code on Companies and Associations (the "CCA") and Article 28 of the articles of association, the board of directors decided that only persons who were holders of shares of the Company on 11 April 2023, 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 the Record Date, i.e. 11 April 2023, 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), by postal mail (SCR-Sibelco NV, Attn. Mrs Laurence Boens, Plantin en Moretuslei 1A, 2018 Antwerp) or by e-mail via 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). 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.

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). The 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. 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, 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 in advance by electronic means to the following address: 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) 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>.