



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

**EXTRAORDINARY 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 **Extraordinary General Assembly** of the Company which will be held on Wednesday 19 April 2023 at 14.00h, immediately preceding the Ordinary General Meeting, in Mol-Rauw, Blauwe Keidreef 3, where I will vote with \_\_\_\_\_ shares;
- (2) Be represented by a proxy holder at the **Extraordinary General Assembly** of the Company which will be held on Wednesday 19 April 2023 at 14.00h, immediately preceding the Ordinary General Meeting, 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

(\*) 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.

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

**EXTRAORDINARY 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

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To represent him/her at the **Extraordinary General Assembly** of said company, which will be held on **Wednesday 19 April 2023 at 14.00h in Mol-Rauw, Blauwe Keidreef 3**, immediately preceding the Ordinary General Meeting, and having the following agenda item 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**

(The agenda item requires the presence of a notary public and a qualified majority for its approval.)

1. Change of company statutes

*Proposal for resolution:*

The meeting resolves to reformulate the articles of association of the company according to the prescriptions of the CCA (Code of Companies and Associations), whereby the company will maintain the legal form of a “naamloze vennootschap”:

- \* whereby the corporate seat will be established in the Flemish Region;
- \* of which the address will be 2018 Antwerpen, Plantin en Moretuslei 1A, in the legal district of Antwerp, the legal jurisdiction of the commercial court of Antwerp, section Antwerp, and which address will not be mentioned in the articles of association;
- \* of which the capital amounts to twenty-five millions euros (€ 25.000.000,00) and is divided into four hundred and seventy thousand and one hundred and seventy shares (470,170);
- \* of which all shares are of the same type, and all shares
  - enjoy equal voting rights, each share being entitled to one (1) vote;
  - are entitled to an equal part of the profit;
  - participate in an equal way in the final balance of the liquidation of the company;

- \* of which the shares will be transferable in an unrestricted way;
- \* which will be managed according to the monistic model of management and of which the board of directors will have at least five (5) directors, however with the understanding that if, and as long as, the company has fewer than three shareholders, the board of directors can consist of two (2) directors, and to fix the duration of the mandate to at most three (3) years;
- \* the possibility of establishing an executive committee (*directiecomité/comité de direction*) (as existing under the old Code on companies) is abolished;  
and of which the articles of association, in application of the CCA, will follow as closely as possible the existing text, however with the understanding that on this occasion the articles of association, where needed, will be reworked, reformulated, renumbered, completed and/or simplified, without however amending the essential provisions, and as a consequence, to adopt an entirely new text for the articles of association which corresponds to the draft which was communicated to all the shareholders together with the convocation to this general meeting and which is available on the website of the company [www.sibelco.com](http://www.sibelco.com).

Voting

**FOR**  **AGAINST**  **ABSTENTION**

Done in \_\_\_\_\_ on \_\_\_\_\_ 2023.

\_\_\_\_\_  
Signature<sup>1</sup>

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<sup>1</sup> Please precede your signature by the handwritten mention "Goed voor volmacht".

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

**AGENDA**

(The agenda comprises items that require the presence of a notary public and that require qualified majorities for approval.)

The Extraordinary General Meeting is convened on 19 April 2023 at 14.00h in Blauwe Keidreef 3, 2400 Mol-Rauw, preceding immediately the Ordinary General Assembly, with the following agenda:

1. Change of company statutes

*Proposal for resolution:*

The meeting resolves to reformulate the articles of association of the company according to the prescriptions of the CCA (Code of Companies and Associations), whereby the company will maintain the legal form of a “naamloze vennootschap”:

- \* whereby the corporate seat will be established in the Flemish Region;
- \* of which the address will be 2018 Antwerpen, Plantin en Moretuslei 1A, in the legal district of Antwerp, the legal jurisdiction of the commercial court of Antwerp, section Antwerp, and which address will not be mentioned in the articles of association;
- \* of which the capital amounts to twenty-five millions euros (€ 25.000.000,00) and is divided into four hundred and seventy thousand and one hundred and seventy shares (470,170);
- \* of which all shares are of the same type, and all shares
  - enjoy equal voting rights, each share being entitled to one (1) vote;
  - are entitled to an equal part of the profit;
  - participate in an equal way in the final balance of the liquidation of the company;
- \* of which the shares will be transferable in an unrestricted way;
- \* which will be managed according to the monistic model of management and of which the board of directors will have at least five (5) directors, however with the understanding that if, and as long as, the company has fewer than three shareholders, the board of directors can consist of two (2) directors, and to fix the duration of the mandate to at most three (3) years;
- \* the possibility of establishing an executive committee (*directiecomité/comité de direction*) (as existing under the old Code on companies) is abolished;  
and of which the articles of association, in application of the CCA, will follow as closely as possible the existing text, however with the understanding that on this occasion the articles of association, where needed, will be reworked, reformulated, renumbered, completed and/or simplified, without however amending the essential provisions, and as a consequence, to adopt an entirely new text for the articles of association which corresponds to the draft which was communicated to all the shareholders together with the convocation to this general meeting and which is available on the website of the company [www.sibelco.com](http://www.sibelco.com).

## 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](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 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, 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](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>.