



This participation form needs to reach the Company by email (shareholder@sibelco.com) or by postal mail (SCR-Sibelco NV, Attn. Mrs Laurence Boens, Plantin en Moretuslei 1A, 2018 Antwerp, Belgium) at the latest on **11 April 2024** before 5 p.m. (Belgium time) in order to be valid. 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

Holder and/or usufructuary of _____ shares 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 17 April 2024 at 14.00h in Mol-Rauw, Blauwe Keidreef 3, where I will vote with _____ shares;

OR

- (2) Be represented by a proxy holder at the **Ordinary General Assembly** of the Company which will be held on Wednesday 17 April 2024 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 _____ 2024.

Signature

«Folio»-«Register»

(*) 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 Company by email (shareholder@sibelco.com) or by postal mail (SCR-Sibelco NV, Attn. Mrs Laurence Boens, Plantin en Moretuslei 1A, 2018 Antwerp, Belgium) at the latest on **11 April 2024** before 5 p.m. (Belgium time) in order to be valid. 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 on the record date, set on 9 April 2024 at midnight 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 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 17 January 2024 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/or the certificate issued by the bank or financial institution for dematerialised shares.

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 2023 and presentation of the consolidated results

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

Voting Agenda item 3

FOR AGAINST ABSTENTION

4. Allocation of the profit and declaration of the dividend

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
Reserves available for distribution before result and dividend	1.452.333.013
Profit/(loss) of the year	227.409.365
Gross Dividend	(68.556.928)
Reserves available for distribution after result allocation and dividend	1.611.185.451

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 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 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.

Voting Agenda Item 4

FOR AGAINST ABSTENTION

5. Directors' remuneration

5.1 Remuneration principle 2024

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 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 meetings per Committee.

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 to each of the members of this Ad Hoc Board committee, totalling EUR 180.000.

Voting Agenda Item 5

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, 2023.

Voting Agenda Item 6, 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"/>
Paul Depuydt (perm. rep. Boplicity BVBA)	<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 Venkatakrishnan	<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, 2023.

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

	For	Against	Abstention
Christoph Oris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Eric Van Hoof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8. Nomination and/or renewal of mandate of directors.

Voting for the renewal of mandate 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 2027.

	For	Against	Abstention
Kerstin Konradsson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Srinivasan Venkatakrisnan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Paul Depuydt (perm. rep. Boplicity BV)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Voting for the nomination of new directors:

Proposal for resolution: approval of the nomination of the following directors for a period of 3 (three) years, until the end of the general assembly of 2027.

	For	Against	Abstention
Séverine de Sadeleer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Curd Vandekerckhove (perm. tep. CMV Partners Comm. V.)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Paul Cornet de Ways-Ruart (perm. rep. Ways-Ruart SA)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Maxime Jadot	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Done in _____ on _____ 2024.

Signature*

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

ORDINARY GENERAL ASSEMBLY OF NV SCR-SIBELCO
Mol-Rauw, 17 April 2024 at 14.00h

AGENDA

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

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
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5. Remuneration of directors

5.1 Remuneration principle 2024

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 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 meetings per Committee.

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 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. Nomination and/or renewal of mandate 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 Venkatakrisnan 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 nomination 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 nomination 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 nomination of Ways-Ruart SA, having as permanent representative M. Paul Cornet de Ways-Ruart for a period of 3 (three) years, until the end of the general assembly of 2027.

Proposal for resolution: approval of the nomination of M. Maxime Jadot for a period of 3 (three) years, until the end of the general assembly of 2027.

Conditions for admission to the General Assembly of Shareholders of 17 April 2024

In accordance with article 28 of the articles of association, the record date for the general Assembly of the Company is set at the sixth (6th) 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 28 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), 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 2024, 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 2024, 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 2024, 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

The Company is the controller, responsible for processing the personal data it receives from shareholders, representatives and proxy holders within the framework of 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 the management of the attendance and voting procedure relating to the Meeting.

For more information about the processing of your personal data by the Company, you can access the Company's privacy policy at <https://www.sibelco.com/en/privacy> ("Privacy Policy"). For the purpose of the above processing, the categories of personal data processed by the Company as set out in Section 4 (which personal data do we process) of the Privacy Policy also includes the number of shares held/represented by the shareholders and proxy holders. They are being processed on the basis of the Company's obligations under article 7:123 and following of the CCA. The information collected for the purpose of the general meeting will be retained for a period of 10 years following the Meeting. This personal data will not be transferred outside the European Union.

As set out in the Privacy Policy, you have rights with respect to your personal data (under the applicable legal conditions and limits), namely the right of access to your personal data, the rectification or deletion thereof, 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).