FINANCIAL REPORT

Management key figures

(UNAUDITED)

IN THOUSANDS OF EURO	2022	2021	2020	2019	2018	2017
Consolidated results						
Revenue	2,008,922	1,679,923	1,975,529	3,295,130	3,521,130	3,083,004
EBITDA	338,868	271,145	294,316	554,463	651,687	541,429
EBITDA % of Revenue	16.9%	16.1%	14.9%	16.8%	18.5%	17.6%
EBIT	142,417	114,849	92,022	(1,269,599)	(67,522)	157,449
Net Result (share of the Group)	131,307	74,868	78,262	(671,754)	(126,079)	95,818
Net Result	131,465	76,603	51,847	(1,073,022)	(176,911)	99,211
Cash flows						
Free operating cash flow before IFRS16 leases	183,179	99,528	105,799	222,269	116,934	290,753
Cash from IFRS16 leases	(22,549)	(22,036)	(57,291)	(108,261)	-	-
Free operating cash flow	160,630	77,492	48,508	114,008	116,934	290,753
Acquisitions / disposals and land & reserves	(124,665)	(46,603)	69,358	463,792	(522,825)	24,143
Funding (at year end)						
Net cash / (debt)	45,840	146,833	168,163	(1,341,773)	(1,390,721)	(646,620)
Shareholder's equity	1,205,867	1,114,954	1,047,112	1,097,953	1,787,130	1,479,538
Data / share						
Earnings per share	301.95	172,17	183,97	(1,544.77)	(289.83)	220.18
Dividend (gross)	117.20	117,20	106,00	142.86	162.86	157.14
Total shares	470,170	470,170	470,170	470,170	470,170	470,170
Own shares	35,314	35,314	35,314	35,314	35,314	35,164
Return on Capital Employed						
Average Capital Employed	1,935,212	1,557,290	2,451,400	3,945,287	3,687,556	3,014,290
ROCE (EBIT / Avg Capital Employed)	7.4%	7.4%	3.8%	(32.2%)	(1.8%)	5.2%

Note: the Unlevered Free Operating Cash Flow (adjusted for factoring and prepayments) for 2022 is €87 million.

Consolidated Financial statements

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

IN THOUSANDS OF EUROS	NOTE	2022	2021
Revenue	8	**2,008,922**	**1,679,923**
Cost of sales (-)	8	**(1,571,711)**	**(1,301,410)**
Gross profit		**437,211**	**378,514**
Other operating income	9	25,725	16,046
SG&A expenses (-)	8	(262,096)	(237,077)
Other operating expenses (-)	10	(58,423)	(42,634)
EBIT		**142,417**	**114,849**
Financial income	13	67,410	3,881
Financial expenses (-)	13	(33,063)	(20,107)
Share of profit of equity-accounted investees (net of tax)	18	4,946	4,825
Profit (loss) before income taxes		**181,710**	**103,448**
Income taxes	14	(50,245)	(26,846)
Profit (loss) for the period		**131,465**	**76,603**
Attributable to:			
Owners of the Company		131,307	74,868
Non-controlling interests	5	159	1,735
		131,465	**76,603**

The accompanying notes 1-39 are an integral part of these consolidated financial statements,

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

IN THOUSANDS OF EURO	FOR THE YEAR ENDED 31 DECEMBER 2022	FOR THE YEAR ENDED 31 DECEMBER 2021
Profit (loss) for the period	**131,465**	**76,603**
Other comprehensive income :		
Other comprehensive income to be reclassified to profit or loss in subsequent periods		
Foreign currency translation differences	(12,588)	20,501
Hyperinflation adjustment	16,712	
Release OCI due to Group scope changes	(3,017)	(1,244)
Effective portion of changes in fair value of cash flow hedges, net of tax	11,230	1,526
Fair value changes, net of tax	43	483
Other comprehensive income not to be reclassified to profit or loss in subsequent periods		
Remeasurements employee benefits, net of tax	(1,116)	17,680
	11,264	**38,945**
Total comprehensive income for the period	**142,729**	**115,548**
Attributable to:		
Owners of the Company	141,884	113,902
Non-controlling interests	845	1,646
	142,729	**115,548**

The accompanying notes 1-39 are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

IN THOUSANDS OF EURO	NOTE	2022	2021
Assets		**2,690,816**	**2,047,719**
Non-current assets		**1,401,616**	**1,171,575**
Property, plant and equipment	16	920,066	826,431
Intangible assets other than goodwill	17	112,034	90,510
Right-of-use assets	32	70,819	69,186
Goodwill	17	122,682	33,937
Equity-accounted investees	18	53,591	34,928
Deferred tax assets	20	84,328	90,257
Non-current financial assets	19	15,562	6,100
Employee benefit assets	27	9,834	13,022
Other non-current assets	21	12,701	7,206
Current assets		**1,286,693**	**862,119**
Inventories	22	249,261	228,119
Current financial assets	19	633	1,002
Trade receivables	23	350,570	220,229
Other receivables	23	103,996	92,361
Current tax assets	15	12,684	14,575
Cash and cash equivalents	24	569,550	305,833
Assets classified as held for sale	11	**2,506**	**14,025**

IN THOUSANDS OF EURO	NOTE	2022	2021
Equity and liabilities		**2,690,816**	**2,047,719**
Total equity		**1,213,742**	**1,121,933**
Equity attributable to equity holders		**1,205,867**	**1,114,954**
Share capital	25	25,000	25,000
Share premium		12	12
Retained earnings and reserves		1,180,855	1,089,942
Non-controlling interests	5	**7,875**	**6,979**
Non-current liabilities		**832,127**	**442,798**
Interest bearing loans & borrowings	26	384,576	47,778
Lease obligations	32	57,233	50,928
Non-current provisions	28	206,919	254,205
Employee benefits	27	51,369	63,323
Deferred tax liabilities	20	47,373	23,342
Trade and other payables	29	72,628	-
Other non-current liabilities	30	12,029	3,222
Current liabilities		**640,811**	**472,321**
Bank overdrafts	26	5,890	1,067
Interest bearing loans & borrowings	26	64,727	41,088
Lease obligations	32	19,521	19,430
Current provisions	28	37,904	59,158
Trade and other payables	29	495,003	334,993
Current tax liabilities	15	11,285	10,036
Other current liabilities	30	6,481	6,548
Liabilities classified as held for sale	11	**4,136**	**10,667**

The accompanying notes 1-39 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF EQUITY

IN THOUSAND OF EURO	SHARE CAPITAL	SHARE PREMIUM	TRANSLATION RESERVE	HEDGING RESERVE	FAIR VALUE	RESERVE FOR OWN SHARES	RETAINED EARNINGS	TOTAL	NON-CONTROLLING INTERESTS	TOTAL EQUITY
Balance as at 1 January 2022	**25,000**	**12**	**(153,753)**	**1,064**	**(2,748)**	**(72,085)**	**1,317,465**	**1,114,954**	**6,979**	**1,121,933**
Profit/(loss) for the period							**131,307**	**131,307**	**159**	**131,465**
Foreign currency translation differences	-	-	(12,435)	-	-	-	-	(12,435)	(153)	(12,588)
Hyperinflation adjustment	-	-	-	-	-	-	16,706	16,706	5	16,712
Release OCI due to Group scope changes	-	-	(3,017)	-	-	-	-	(3,017)	-	(3,017)
Cash flow hedges, net of tax	-	-	-	11,207	-	-	-	11,207	23	11,230
Fair value changes, net of tax	-	-	-	-	(84)	-	127	43	-	43
Remeasurements employee benefits, net of tax	-	-	-	-	-	-	(1,110)	(1,110)	(6)	(1,116)
Total other comprehensive income	**-**	**-**	**(15,452)**	**11,207**	**(84)**	**-**	**15,723**	**11,394**	**(130)**	**11,264**
Total comprehensive income for the period	**-**	**-**	**(15,452)**	**11,207**	**(84)**	**-**	**147,030**	**142,701**	**28**	**142,729**
Own shares acquired	-	-	-	-	-	-	-	-	-	-
Equity-settled share-based payment	-	-	-	-	-	-	-	-	-	-
Dividends to equity holders	-	-	-	-	-	-	(50,964)	(50,964)	(85)	(51,048)
NCI impact from business combinations	-	-	-	-	-	-	(817)	(817)	817	-
Total contributions by and distributions to owners	**-**	**-**	**-**	**-**	**-**	**-**	**(51,781)**	**(51,781)**	**732**	**(51,048)**
Other movements	-	-	-	-	-	-	(7)	(7)	135	128
Total transactions with owners	**-**	**-**	**-**	**-**	**-**	**-**	**(51,787)**	**(51,787)**	**867**	**(50,920)**
Balance as at 31 December 2022	**25,000**	**12**	**(169,205)**	**12,271**	**(2,832)**	**(72,085)**	**1,412,707**	**1,205,867**	**7,875**	**1,213,742**

CONSOLIDATED STATEMENT OF EQUITY (CONTINUED)

IN THOUSAND OF EURO	SHARE CAPITAL	SHARE PREMIUM	TRANSLATION RESERVE	HEDGING RESERVE	FAIR VALUE	RESERVE FOR OWN SHARES	RETAINED EARNINGS	TOTAL	NON-CONTROLLING INTERESTS	TOTAL EQUITY
Balance as at 1 January 2021	**25,000**	**12**	**(173,091)**	**(463)**	**(3,231)**	**(68,032)**	**1,266,916**	**1,047,112**	**5,602**	**1,052,713**
Profit/(loss) for the period							**74,868**	**74,868**	**1,735**	**76,603**
Foreign currency translation differences	-	-	20,491	-	-	-	-	20,491	10	20,501
Release OCI due to Group scope changes	-	-	(1,153)	-	-	-	5	(1,148)	(96)	(1,244)
Cash flow hedges, net of tax	-	-	-	1,526	-	-	-	1,526	-	1,526
Fair value changes, net of tax	-	-	-	-	483	-	-	483	-	483
Remeasurements employee benefits, net of tax	-	-	-	-	-	-	17,682	17,682	(3)	17,680
Total other comprehensive income	**-**	**-**	**19,338**	**1,526**	**483**	**-**	**17,687**	**39,034**	**(89)**	**38,945**
Total comprehensive income for the period	**-**	**-**	**19,338**	**1,526**	**483**	**-**	**92,555**	**113,902**	**1,646**	**115,548**
Own shares acquired	-	-	-	-	-	-	-	-	-	-
Equity-settled share-based payment	-	-	-	-	-	-	-	-	-	-
Dividends to equity holders	-	-	-	-	-	-	(46,060)	(46,060)	(268)	(46,328)
Total contributions by and distributions to owners	**-**	**-**	**-**	**-**	**-**	**-**	**(46,060)**	**(46,060)**	**(268)**	**(46,328)**
Other movements	-	-	-	-	-	(4,053)	4,053	-	(1)	(1)
Total transactions with owners	**-**	**-**	**-**	**-**	**-**	**(4,053)**	**(42,007)**	**(46,060)**	**(268)**	**(46,328)**
Balance as at 31 December 2021	**25,000**	**12**	**(153,753)**	**1,064**	**(2,748)**	**(72,085)**	**1,317,464**	**1,114,954**	**6,979**	**1,121,933**

For more information on Capital and reserves – see note 25 *Capital and Share-based payments*.
The accompanying notes 1-39 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

IN THOUSANDS OF EURO	NOTE	2022	2021
Profit for the period		**131,465**	**76,603**
Adjustments for:			
Amortisation, depreciation and impairment	16, 17, 32	184,834	134,321
Provisions and employee benefits	27, 28	12,218	37,086
Loss/(gain) on sale of property, plant and equipment		(1,274)	(754)
Share of profit of equity accounted investees	18	(4,946)	(4,825)
Financial result	13	(34,347)	16,225
Income taxes	14	50,245	26,846
Fair value revaluations		(297)	(770)
Other non-cash items (allowances trade receivables /write down inventories)		2,829	6,515
Operating cash flow before working capital changes		**340,726**	**291,246**
Changes in inventories		(17,710)	(34,093)
Changes in trade and other receivables		(113,401)	(112,963)
Changes in trade and other payables		185,452	139,192
Proceeds/payments forex risk hedges		427	(81)
Working capital changes		**54,768**	**(7,944)**
Use of provisions	28	(22,792)	(19,987)
Contributions pensions	27	(23,063)	(19,814)
Operating cash flow		**349,640**	**243,500**
Income taxes (paid)/received		(47,135)	(29,527)
Interest received		3,675	1,122
Net cash used in financing activities		**306,180**	**215,095**
Proceeds from sale of property, plant and equipment		2,432	3,906
Proceeds from sale of intangible assets		6	38
Sale of subsidiaries, net of cash disposed of	4	23,448	2,978
Sale of associates/joint ventures		8,340	-
Repayment of granted loans		4,907	191
Other proceeds		776	691
Dividends received		1,230	1,214

IN THOUSANDS OF EURO	NOTE	2022	2021
Investing cash inflows		**41,138**	**9,018**
Business combinations, net of cash acquired	3	(155,470)	(40,249)
Acquisition of associates/joint ventures	18	(17,373)	-
Acquisition of property, plant and equipment	16	(118,199)	(115,224)
Acquisition of intangible assets	17	(10,110)	(10,081)
Granting of loans		(2,416)	(154)
Changes in other non-current assets		(10,340)	(879)
Investing cash outflows		**(313,908)**	**(166,588)**
Net cash used in investing activities		**(272,769)**	**(157,571)**
Drawing of borrowings	26	358,400	8,020
Repayment of borrowings	26	(43,093)	(39,509)
Increase (decrease) of finance lease liabilities	26, 32	(23,129)	(22,350)
Interest paid		(8,050)	(8,196)
Dividends paid to shareholders	25	(52,879)	(47,839)
Changes in other financing activities		19,056	(1,183)
Net cash used in financing activities		**250,304**	**(111,058)**
Net increase/(decrease) in cash and cash equivalents		**283,715**	**(53,534)**
Cash and cash equivalents at beginning of the period		**305,833**	**348,901**
Net increase / (decrease) in cash and cash equivalents		283,715	(53,534)
Effect on exchange rates fluctuations on cash held		(19,999)	10,467
Cash and cash equivalents at end of period	24	**569,550**	**305,833**

The accompanying notes 1-39 are an integral part of these consolidated financial statements.

1 SIGNIFICANT ACCOUNTING POLICIES

SCR-Sibelco N.V. (“the Company”) is a company registered in Belgium, Plantin en Moretuslei 1a, BE-2018 Antwerp, Belgium. The consolidated financial statements of the Company comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associated entities and jointly controlled entities. The consolidated financial statements as at and for the year ended December 31, 2022 were authorised for issue by the Board of Directors on 9 March 2023.

The Group is principally engaged in the exploration for, development of and production of industrial minerals and serves its customers in the glass, ceramics, metal & casting, construction & engineering, chemical, electronics and other industries.

A Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs), as adopted by the European Union.

B Basis of preparation

I. BASIS OF MEASUREMENT

The consolidated financial statements are presented in Euro, which is the Company’s functional currency, and are rounded to the nearest thousands, except when otherwise indicated. They are prepared on the historical cost basis except for derivative financial instruments, financial liabilities at fair value through profit or loss and greenhouse gas emissions rights that have been measured at fair value – see note 13 *Net financing costs*.

II. JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in each note whenever relevant.
Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- note 17 – key assumptions used in the impairment test for cash generating units;
- note 20 – utilisation of tax losses;
- note 27 – employee benefits;
- note 31 – financial instruments;
- note 28 – provisions for site restoration and plant demolition.

Non-recurring items are those that in management’s judgement need to be disclosed and are determined by the nature of the item or their incidence. Such items are disclosed separately in the notes to the financial statements – see note 9 *Other operating income* and note 10 *Other operating expenses*.
Non-recurring items are income or expense that arise from events that are clearly distinct from ordinary activities, not expected to recur frequently and that are unpredictable and unusual. Events which may give rise to non-recurring items are principally:

- Natural disasters and fire;
- Geopolitical risks, such as free trade restrictions and military conflicts;
- Decisions taken by local authorities which reduce or restrict the Group’s rights on assets and which are out of the Group’s control;
- Decisions to discontinue operations;
- Disposal of legal entities, cash-generating units or major parts of a cash-generating unit; and
- Restructuring programmes.

The accounting policies have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by Group entities.

III. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

Newly applied and new amended standards and interpretations

The Group applied for the first-time the following standards and amendments, which are effective for annual periods beginning on or after 1 January 2022. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Hyperinflation: IAS29 Financial Reporting in Hyperinflationary Economies

The Group applies for the first time IAS29 – Financial Reporting in Hyperinflationary Economies – for the operations it has in Turkey. As the cumulative inflation rate over three years exceeds 100% in Turkey, the Turkish operations of the Group are in scope of IAS29 – Financial Reporting in Hyperinflationary Economies – as of the 1st of January 2022, while in the previous year this standard was not applicable on any of the Group's entities. Turkey is now also listed as hyperinflationary by the International Practices Task Force of the Centre for Audit Quality, which monitors the status of "highly inflationary" countries. The latest amended IAS 29 standard is applicable as of 01 January 2009.

The basic principle of IAS29 is that the financial statements of an entity that reports in the currency of a hyperinflationary economy should be stated in terms of the measuring unit current at the balance sheet date. Restatements are made by applying a general price index. Monetary items and other items that are already stated at the measuring unit at the balance sheet data are not restated. Other items are restated based on the change in the general price index between the date those items were acquired, revalued or incurred and the balance sheet date. The applied price index is the consumer price index numbers of Turkey as published by the Turkish Statistical Institute.

The Group applies the following four steps for restating the statement of financial position and the statement of profit or loss of the Turkish entities that are in scope of IAS29:
Step 1: restate statement of financial position at the beginning of the reporting period
Step 2: restate statement of financial position at the end of the reporting period
Step 3: restate the statement of profit or loss and OCI for the reporting period
Step 4: calculate and separately disclose the gain or loss on the net monetary position.

The restated amount of a non-monetary item is reduced in accordance with appropriate IFRSs standards when it exceeds the recoverable amount.

Comparative amounts were not restated because the presentation currency is EUR, which is not a currency within a hyperinflationary economy.

Below table presents the impact of hyperinflation remeasurements on the consolidated financial statements in 2022:

Impact hyperinflation restatement on Consolidated Financial Statements

IN THOUSANDS OF EUROS		2022
Impact on Consolidated Statement of Financial Position		
	Revenue	8,818
	Cost of sales	(7,836)
	Other operating income	(82)
	SG&A expenses (-)	(206)
	Foreign Exchange Gain	90
	Depreciation, amortisation and depletion (-)	(211)
	Financial income	21
Note 13	Financial income (gain on net monetary position)	3,859
	Current Taxes	(336)
	Deferred Taxes	(2,019)
Total		**2,098**
Impact on Consolidated Statement of Financial Position		
Note 16	Property, plant and equipment	24,735
	Inventories	337
Statement of Equity	Retained Earnings	(16,706)
Statement of Equity	Non-controlling interest	(5)
	Profit / (Loss) for the period	(2,098)
	Deferred Taxes	(5,661)
Statement of Equity	Currency Translation Adjustment	(602)
Total		**0**

Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37

An onerous contract is a contract under which the unavoidable cost of meeting the obligations under the contract (i.e., the costs that the Group cannot avoid because it has the contract) exceed the economic benefits expected to be received under it.

The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

The Group applied the amendments to the contracts for which it had not fulfilled all of its obligations at the beginning of the reporting period. These amendments had no impact on the consolidated financial statements of the Group.

Reference to the Conceptual Framework – Amendments to IFRS 3

The amendments replace a reference to a previous version of the IASB's Conceptual Framework with a reference to the current version issued in March 2018 without significantly changing its requirements.

The amendments add an exception to the recognition principle of IFRS 3 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets or IFRIC 21 Levies, if incurred separately. The exception requires entities to apply the criteria in IAS 37 or IFRIC 21, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

In accordance with the transitional provisions, the Group applies the amendments prospectively, i.e., to business combinations occurring after the beginning of the annual reporting period in which it first applies the amendments (the date of initial application).

These amendments were considered for contingent liabilities within the scope of these amendments that arose during the period. The Group did not recognise contingent assets in the reporting period.

Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16 Leases

The amendments prohibit entities from deducting from the cost of an item of property, plant and equipment, any proceeds of the sale of items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss.

In accordance with the transitional provisions, the Group applies the amendments retrospectively only to items of PP&E made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment (the date of initial application).

These amendments had no impact on the consolidated financial statements of the Group as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

IFRS 1 First-time Adoption of International Financial Reporting Standards – Subsidiary as a first-time adopter

The amendment permits a subsidiary that elects to apply paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported in the parent's consolidated financial statements, based on the parent's date of transition to IFRS, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of IFRS 1.

These amendments had no impact on the consolidated financial statements of the Group as it is not a first-time adopter.

IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. There is no similar amendment proposed for IAS 39 Financial Instruments: Recognition and Measurement.

In accordance with the transitional provisions, the Group applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment (the date of initial application). These amendments had no impact on the consolidated financial statements of the Group as there were no modifications of the Group's financial instruments during the period.

IV. PRESENTATION CURRENT AND NON-CURRENT ASSETS AND LIABILITIES

The Group has presented current and non-current assets, and current and non-current liabilities, as separate classifications in the statement of financial position. The Group has elected to present non-current assets and liabilities before current assets and liabilities.

An asset is current when it is either:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within 12 months after the reporting period;
- Cash or cash equivalent, unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is current when either:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period.

The Group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

C Basis of consolidation

I. SUBSIDIARIES

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if, and only if, the Group has all of the following:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee;
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting, or similar, rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- The Group's voting rights and potential voting rights.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Where the Group's interest is less than 100 percent, the profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if doing so causes the non-controlling interests to have a deficit balance. When preparing the consolidated financial statements, adjustments to the financial statements of the subsidiaries might be necessary in order to bring their accounting policies in line with the Group's accounting policies.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

II. JOINT OPERATIONS

The Group undertakes a number of business activities through joint arrangements. A joint arrangement is an arrangement over which two or more parties have joint control. Joint control is the contractually agreed sharing of control over an arrangement, which exists only when the decisions about the relevant activities (being those that significantly affect the returns of the arrangement) require the unanimous consent of the parties sharing control.

A joint operation is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangement.

In relation to its interests in joint operations, the Group recognises its:

- Assets, including its share of any assets held jointly;
- Liabilities, including its share of any liabilities incurred jointly;
- Revenue from the sale of its share of the output arising from the joint operation;
- Share of the revenue from the sale of the output by the joint operation;
- Expenses, including its share of any expenses incurred jointly.

III. EQUITY ACCOUNTED INVESTEES

Equity-accounted investees include associates and joint ventures. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds, directly or indirectly through subsidiaries, twenty percent or more of the voting power. Conversely, joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. The consideration made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

Associates and joint ventures are both accounted for by the Group using the equity method of accounting. Under this method, the investment is initially recorded at cost and adjusted thereafter for the changes in the Group’s share of the net assets of the associate or joint venture after the acquisition date. The Group’s investments in associates or joint venture include goodwill (net of impairment) on acquisition which is presented in the carrying amount of the investments. The consolidated financial statements of the Group include the Group’s share of the profit or loss, OCI and movements directly recognised in equity of the equity accounted investees. The consolidated financial statements include the associates or joint venture from the date that significant influence or joint control commences until the date that significant influence or joint control ceases.

The aggregate of the Group’s share of profit or loss of an equity-accounted investees is shown on the face of the statement of profit or loss outside EBIT and represents profit or loss after tax and non-controlling interests (if any) in the subsidiaries of the equity-accounted investees.

After the application of the equity method, the Group determines whether there is objective evidence that the investment in the equity-accounted investees is impaired. If there is such evidence then the Group estimates the recoverable amount of the investment and recognises an impairment loss representing the difference between the recoverable amount of the equity-accounted investee and its carrying amount. Such impairment loss is recognised within ‘Share of profit of equity-accounted investees (net of tax)’.

When the Group’s share of losses exceeds the carrying amount of the equity accounted investee, the carrying amount of the Group’s interest (including any long-term investments) is reduced to nil and recognition of further losses is discontinued, except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee.

IV. TRANSACTIONS ELIMINATED ON CONSOLIDATION

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group’s interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

D Foreign currency translation

For each entity, the Group determines the functional currency, and items included in the financial statements of each entity are measured using that functional currency.

FOREIGN CURRENCY TRANSACTIONS

Group’s entities recognise transactions in foreign currencies in their respective functional currency at the spot rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are converted to the functional currency using the closing rate at the balance sheet date. Foreign exchange differences arising on translation are recognised in profit or loss (as finance income or expense), except for differences arising on non-monetary items that are measured at fair value, for example, financial assets measured at fair value through OCI or a financial liability designated as a hedge of the net investment in a foreign operation (see i) Derivative financial instruments and hedge accounting below). The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e.: translation differences on items whose fair value gain or loss is recognised in OCI are also recognised in OCI).

Non-monetary items which are carried at fair value are converted using the exchange rates existing when the fair values were determined.

Non-monetary items which result from transactions which took place in a foreign currency, but which are carried at historical cost, are reported using the exchange rate at the date of the transaction.

I. FOREIGN OPERATIONS

The income and expenses of foreign operations are translated to Euro at average exchange rates. The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on the acquisition of a foreign entity, are translated to Euro at exchange rates at the reporting date.

Foreign exchange differences arising on translation are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity. When a foreign operation is disposed of, in part or in full, the cumulative amount in the translation reserve is reclassified to profit or loss as part of the gain or loss on disposal.

E Intangible assets

I. RECOGNITION AND MEASUREMENT

Intangible assets are recognised when the asset is (i) identifiable, (ii) controlled by the Group, (iii) it is probable that future economic benefits specifically attributable to the asset will flow to the Group and (iv) when the cost of the asset can be measured reliably.

All costs related to intangible resources which do not meet the recognition criteria are recognised as expenses and are not subsequently reinstated as an asset.

Intangible assets which have been recognised as assets are not subsequently revalued.

The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable (see accounting policy m) Impairment).

Subsequent expenditure on capitalised intangible assets is capitalised only when it meets the recognition criteria of intangible assets (see above). All other expenditure is expensed as incurred.

Intangible assets are initially measured at cost. The cost of intangible assets acquired in a business combination are initially recognised at fair value on the date of acquisition.

II. INTANGIBLE ASSETS IN RESPECT OF MINING ACTIVITIES

Pre-acquisition prospecting, evaluation and exploration costs are charged to expense when incurred.

Acquisition of mineral rights includes legal rights to explore for, develop, and produce wasting resources on a mineral property. Direct costs, license costs and all costs which are incurred in acquiring legal rights to undeveloped mineral properties are capitalised as intangible assets.

Mineral rights and mineral properties shall be recognised as identifiable assets provided that the carrying value is expected to be recovered through successful development and exploitation, or exploration and evaluation activities have, at balance sheet date, reached a stage which permits a reasonable assessment of the existence of reserves and resources and active significant operations are continuing.

Other potential reserves and resources and mineral rights, for which, in the Board's opinion, values cannot reliably be determined, are recognised as expense in profit or loss.

Post-acquisition exploration and evaluation (E&E) costs are initially recognised as an intangible asset pending the determination of whether commercially recoverable reserves have been found.

Post-acquisition E&E comprises the following activities:

- Researching and analysing historical exploration data;
- Gathering exploration data through geophysical studies;
- Exploratory drilling and sampling;
- Determining and examining the volume and grade of the resource;
- Surveying transportation and infrastructure requirements;
- Conducting market and finance studies.

To justify a continuing presumption of future economic benefits of deferred post-acquisition exploration and evaluation costs, costs can only be deferred while further activity in the mineral deposit is planned and the post-acquisition exploration and evaluation activities are expected to result in commercial reserves within two years.

Amortisation of capitalised acquisition costs of mineral rights commences as soon as the first unit in a saleable form is produced and are amortised on a units of production basis.

Capitalised post-acquisition exploration and evaluation costs remain unamortised until commercially recoverable reserves are found. At the time of assessment of insufficient potential for commercial exploitation, capitalised costs are expensed (no reinstatement when subsequently reserves are found).

Once exploitation starts and the proven reserves are estimated, the capitalised amounts are amortised using the unit-of-production method, except for capitalised construction costs for which a straight-line depreciation over useful life is applied.

III. RESEARCH AND DEVELOPMENT COSTS

Costs relating to research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are expensed to the statement of profit or loss as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised if (i) development costs can be measured reliably, (ii) the product or process is technically and commercially feasible, (iii) future economic benefits are probable and (iv) the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in profit or loss as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation (see below) and impairment losses (see accounting policy m) Impairment).

IV. COMPUTER SOFTWARE

Expenditure on development activities within an ICT project are capitalised if the criteria for capitalisation of research and development costs (see research and development costs) are met.

V. AMORTISATION

Intangible assets which have an indefinite useful life are not amortised but are subject to annual impairment testing.

Intangible assets which have a finite useful life are amortised from the date they are available for use using the straight-line method over their useful lives. The estimated useful lives are as follows:

Mineral rights and post-acquisition exploration and evaluation costs	Physical unit-of-production method
Development expenses	5 years
Marketing related intangible assets	5 years
Customer related intangible assets	5 years or if acquired through a business combination over the DCF model horizon up to a maximum of 10 years
Contract-based intangible assets	Over estimated economic or legal life (contract terms), whichever is shorter, up to a maximum of 10 years
Computer software	3 years

F Emission rights

Sibelco recognises a provision for emission in case it has caused emissions in excess of emission rights granted. The provision is measured at the fair value (market price) of emission rights necessary to compensate for that shortfall.

Emission rights held are accounted for as follows:

- Emission rights allocated for free by national authorities are accounted for as non-monetary government grants at its nominal value of nil;
- Emission rights purchased from other parties are accounted for at cost. If they are dedicated to offset a provision for in excess emission, they are deemed to be "reimbursement rights" and are accounted for at fair value;
- Proceeds from disposal of excess rights are recognised when incurred in other operating income at the sales price.

Deficits are measured based on an allocation that covers the entire period of the scheme provided that the entity is unconditionally entitled to all the allowances for the period concerned.

G Goodwill

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:
- The fair value of consideration transferred; plus
- The recognised amount of any non-controlling interests in the acquiree (for each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets); plus
- If the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- The net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase price is immediately recognised in profit or loss.
Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

Goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised, but instead the Group tests it for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired (see accounting policy m) Impairment).

The carrying amount of goodwill is allocated to a plant or mineral deposit or groups of plants and mineral deposits (cash-generating unit) that are expected to benefit from the synergies of the combination. The manner in which the goodwill is allocated to each plant or mineral deposit or groups of plants and mineral deposits represents the lowest level within a Group's entity at which the goodwill is monitored for internal management purposes.

H Financial instruments – initial recognition & subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I. FINANCIAL ASSETS

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification is different for financial asset – debt instruments and financial asset – equity instrument. The most relevant financial assets – debt instruments that are held by the Group are trade receivables and other receivables (e.g.: VAT or cash deposits). The Group may enter into derivative instruments in order to manage certain financial risks.

The classification of debt instruments at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price as disclosed in section u) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model. The financial assets acquired and held by the Group, in general, contains plain vanilla features therefore pass the SPPI test. The Group does not invest or acquire debt instruments with complex features such as termination options with significant fair value at initial recognition, interest leveraged to on commodity price or principal amounts pegged to commodity price.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling. The most relevant type of debt instruments are trade receivables which are typically held for collecting cash flows and consequently, resulting in a classification as financial asset at amortised cost. The Group has limited number of non-recourse factoring arrangements in order to manage its liquidity risk which result in derecognising those receivables before their due date. The trade receivables that are susceptible to be factored are managed in a business model with the objective of both collecting and selling the financial assets therefore are classified as financial assets at FVOCI. The typical payment terms of the trade receivables range between 30 and 90 days, consequently, their fair value approximates the nominal amount therefore the classification as FVOCI has no significant impact on the carrying amount of these receivables. Currently this factoring program is on hold

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes trade receivables, and loans to an associate and loans to a director included under other non-current financial assets.

Financial assets at fair value through OCI (debt instruments)

For debt instruments at fair value through OCI, interest income, foreign exchange For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

The Group's debt instruments at fair value through OCI includes mainly trade receivables that are managed in business model with the objective of both holding to collect contractual cash flows and selling, as in certain countries the Group has non-recourse factoring agreements available and decides on case-by-case basis to make use of those factoring facilities. However, in the course of 2022 all such factoring agreements have been put temporarily on hold.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its non-listed equity investments under this category.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments. Dividends on listed equity investments are recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: (1) the economic characteristics and risks are not closely related to the host; (2) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and (3) the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when: The rights to receive cash flows from the asset have expired

Or

The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a passthrough arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables and contract assets, the Group applies the simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The Group considers a financial asset in default when contractual payments are 90 days past due and the reason of non-payment is linked to the financial situation and health of the debtor. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

II. FINANCIAL LIABILITIES

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss (FVPL)
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also financial liabilities at fair value through profit or loss unless they are designated as effective hedging instruments.

Gains or losses on financial liabilities FVPL are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at FVPL are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

Financial liabilities at amortised cost (loans and borrowings)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing loans and borrowings. For more information, refer to Note 26 Interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

III. OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

I Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit or loss as other operating expense or financial expense depending on the hedged risk. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit or loss as other operating expense or financial expense depending on the hedged risk.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. The EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices (for instance on energy prices). The ineffective portion relating to foreign currency contracts is recognised as other operating expense and the ineffective portion relating to commodity contracts is recognised in other operating expense or financial expense depending on the hedged risk.

The Group designates only the spot element of forward contracts as a hedging instrument. The forward element is recognised in other operating expense or financial expense depending on the hedged risk.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the period. This also applies where the hedged forecast transaction of a nonfinancial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

Hedges of a net investment

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as OCI while any gains or losses relating to the ineffective portion are recognised in the statement of profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to the statement of profit or loss.

J Cash and cash equivalents

Cash and cash equivalents comprises cash balances and call deposits with maturities of three months or less that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts, only to the extent that they are considered an integral part of the Group's cash management.

K Property, plant and equipment

I. RECOGNITION AND MEASUREMENT

All property, plant and equipment are recorded at historical cost less accumulated depreciation (see below) and impairment losses (see accounting policy m) Impairment).

Safety and environmental expenditure is capitalised when the item is needed to obtain future economic benefits from other assets.

Items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment if they are expected to be used during more than one reporting period, their cost can be measured reliably and it is probable that future economic benefits associated with the item will flow to the Group.

The cost of an item of property, plant and equipment includes expenditures that are directly attributable to the acquisition of the asset and where relevant, the costs of dismantling and removing the asset and restoring the site on which that asset is located, and capitalised borrowing costs.

Property, plant and equipment are not subsequently revalued.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

The Group recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred, if it is probable that the future economic benefits embodied with the item will flow to the Group and when the cost of the item can be measured reliably. All other costs are recognised in profit or loss as an expense as incurred.

Property, plant and equipment acquired in a business combination is recognised at fair value at the acquisition date.

Construction in progress is stated at cost, net of accumulated impairment losses, if any. Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to significant accounting judgements, estimates and assumptions (Note 3) and provisions (Note 27) for further information about the recognised decommissioning provision.

II. PROPERTY, PLANT AND EQUIPMENT IN RESPECT OF MINING ACTIVITIES

Acquisition of mineral property includes the costs incurred to purchase or lease mineral properties to explore for, develop, and produce wasting resources.
Development activities include costs for the establishment of access to the mineral reserves and for other preparations before commercial production. In general all development costs are capitalised and amortised on a units of production basis.

Initial stripping costs at new mines and at operating mines outside existing pit limits, that are expected to benefit future production beyond a minimum of one year, are capitalised as part of the costs of developing and amortised on a units of production basis.

Ongoing stripping costs to maintain production of operating mines are expensed to the statement of profit or loss when the stripping ratio (ratio of minerals extracted to overburden or waste material) over the life of the mine is expected to be relatively even.

Ongoing stripping costs are deferred using a life-of-mine based accounting model when the stripping ratio varies substantially during the life of a mine. It involves deferring costs when the actual stripping ratio incurred exceeds the expected average life-of-mine stripping ratio or recording a liability when the actual stripping ratio is less than the expected average life-of-mine ratio.

III. DEPRECIATION

Items of property, plant and equipment, other than mineral properties and mining development costs, are depreciated in profit or loss as from the date the asset is available for use using the straight-line method over the estimated useful life of the asset.

Mineral properties are depreciated as from the start of production by the proportion that the mineral reserves extracted in a period, correspond to total mineral reserves (physical unit-of-production method). Under the unit-of-production method the mineral reserves base used to depreciate includes the proven (both developed and undeveloped) and probable reserves. Mineral properties remain undepreciated until commercially recoverable reserves are extracted.

The Group assesses the stage of each mine under development/construction to determine when a mine moves into the production phase, this being when the mine is substantially complete and ready for its intended use. The criteria used to assess the start date are determined based on the unique nature of each mine development/construction project, such as the complexity of the project and its location. At this point, all related amounts are reclassified from 'Assets under construction' to 'Mineral Properties'.

Capitalised development costs are also depreciated on a unit-of-production basis.

At the time of assessment of insufficient potential for commercial exploitation, capitalised costs are expensed (no reinstatement when subsequently reserves are found).

Estimated residual salvage values are taken into account in determining depreciation.

The estimated useful lives are as follows:

Mineral property	Physical unit-of-production method
Mining development costs	Physical unit-of-production method
Administrative buildings	30 years
Plant and processing equipment	5 and 12 years
Mobile equipment	5 years
Laboratory equipment	7 years
Railroad equipment	10 – 25 years

Land which is not intended for mining activities is not depreciated.

Depreciation methods, useful lives and residual values are reassessed at the reporting date.

L Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

I. RIGHT-OF-USE ASSETS

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section m) Impairment.

II. LEASE LIABILITIES

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease term is determined as the non-cancellable period of a lease together with both (a) periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and (b) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option. The Group considers all relevant facts and circumstances in the assessment whether an option is reasonably certain to be exercised such as significant leasehold improvements undertaken (or expected to be undertaken) over the term of the contract and costs relating to the termination of the lease, such as negotiation costs, relocation costs, costs of identifying another underlying asset suitable for the Group's needs.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is usually not readily determinable. The Group determines the incremental borrowing rate based on an applicable reference rate and a specific margin. The reference rate is based on the specific lessee's country reflecting the currency and country risk and taking into account the lease term of the contract. The margin reflects the incremental spread applicable to the Group based on market data and available funding contracts. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest-bearing loans and borrowings – see Note 26 *Interest-bearing loans and borrowings.*

III. SHORT-TERM LEASES AND LEASES OF LOW-VALUE ASSETS

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value which is defined as EUR 10.000 for the whole Group. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

M Impairment

At each reporting date, the Group assesses the carrying amount of its assets, other than inventories (see accounting policy n) Inventories), financial assets (see accounting policy h Financial instruments) and deferred tax assets (see accounting policy t) Income taxes), to determine whether there is any external or internal indication that those assets have been impaired.

If any such indication exists, the recoverable amount of the asset is estimated and compared to its carrying value in order to determine the extent of the impairment loss (if any). For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time in December.

I. DETERMINATION OF RECOVERABLE AMOUNT

The recoverable amount of the assets tested for impairment is the greater of their fair value less costs of disposal and value in use.

For the fair value less costs of disposal, the fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The costs of disposal is deducted from the fair value and includes costs other than those that have been recognised as liabilities, for example, legal costs, stamp duty and similar transaction taxes.

In assessing value in use, the estimated future cash flows generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit or a cluster of cash generating units to which the asset belongs.

Estimated future cash flows are based on proven and probable reserve quantities as per the most recent life of the mine plan in determining the value in use of mineral properties. The Group uses a time horizon of maximum 10 years and in case the reserves are estimated to remain available after the maximum period, then it estimates a terminal value. Future cash flows of mineral properties include estimates of recoverable minerals, mineral prices (considering current and historical prices and price trends), production levels, capital and reclamation costs, all based on detailed engineering life of mine plans.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount (impairment loss). Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (cluster of cash generating units) and then, to reduce the carrying amount of the other assets in the unit (cluster of cash generating units) on a pro rata basis. Impairment losses are immediately recognised in profit or loss.

After the recognition of an impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life.

II. REVERSAL OF IMPAIRMENT

An impairment loss in respect of goodwill is not reversed.

In respect of other assets, where an impairment loss subsequently reverses as a result of a change in the estimates used to determine the recoverable amount, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) if no impairment loss had been recognised for the asset (cash-generating unit) in prior years.

N Inventories

I. RECOGNITION AND MEASUREMENT

Inventories are measured at the lower of cost and net realisable value.

Cost of raw materials comprises the purchase price (less discounts and rebates), import and other duties, non-refundable purchase taxes, transport and handling costs and other costs directly attributable to the acquisition of the inventories.

Cost of finished goods and work-in-progress comprises costs directly related to the units of production, such as labour and an appropriate proportion of variable and fixed production overheads.

Cost is determined on the weighted average cost basis for mining inventories and a first-in, first-out (FIFO) basis for trading inventories.

Inventories are written down to net realisable value when the cost of the inventories exceeds that value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling costs.

II. INVENTORIES IN RESPECT OF MINING ACTIVITIES

The cost of finished products comprises all costs related to the mineral reserves extracted and made ready for use or sale during the period.

The conversion costs include costs of direct labour in the mine and at the plant, both variable and fixed production costs and an appropriate portion of fixed and variable overhead costs.

Joint products are products having significant relative values emerging from a common production process. The cost of conversion is allocated between the joint products on the basis of physical measures such as weight, volume and energy content.

Ordinary spare parts (that are regularly replaced) and consumables are stated at cost less any write-down for obsolescence.

O Share capital

I. REPURCHASE OF SHARE CAPITAL (TREASURY SHARES)

The Group's ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of ordinary shares are recognised as a deduction from equity, net of any tax effects.

When share capital recognised as equity is repurchased, the amount of the consideration paid, including directly attributable costs, net of any tax effects, is recognised as a change in equity. Repurchased shares are classified as treasury shares and presented as a deduction from total equity. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from retained earnings.

II. DIVIDENDS

Dividends are recognised as a liability in the period in which they are declared.

P Provisions

I. RECOGNITION AND MEASUREMENT

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognised as a provision is the best estimate of the expenditure required to settle the obligation at the reporting date. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money. The discount rate is based on long term market interest rate for a risk similar to the risk of the Group. When discounting is used, the increase of the carrying amount of the provision in each period to reflect the unwinding of the discount by the passage of time is recognised as a finance cost.

II. RESTRUCTURING

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan, and the restructuring has either commenced before the reporting date or has been announced to those affected by it (constructive obligation). Costs relating to the on-going activities of the Group are not provided for.

III. PROVISIONS FOR DISMANTLING AND REMOVING ASSETS

A provision for the full cost expected to be incurred at the end of the life of the asset on a discounted net present value basis is recognised at the beginning of each project and is capitalised as part of the cost of the asset.

Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs in the statement of profit or loss.

Initial measurement is determined based on the best estimate of the obligation taken into account advances in technology, productivity improvement and the particular circumstances faced by the operations or mines.

Subsequently the amount capitalised as part of the asset is depreciated over the useful life of that particular asset based on the straight-line method (see accounting policy k) Property, plant and equipment). The effect of a change in the discount and inflation rate is allocated to the remaining asset component. In case the asset component is fully depreciated the effect of a change in the discount and inflation rate is recognised as a finance income/expense.

IV. PROVISIONS FOR SITE RESTORATION THAT RESULTS FROM MINERAL EXTRACTION

The Group provides for site restoration costs resulting from mining activities where a legal or constructive obligation exists.

A provision for the full cost expected to be incurred at the end of the life of the mine on a discounted net present value basis is recognised when post-acquisition exploration and appraisal activities commence and is capitalised as part of the cost of the asset. The full provision for site restoration costs does not exceed the period of the mining permission.

Initial measurement is determined based on the best estimate of the site restoration obligation taking into account advances in technology, productivity improvement and the particular circumstances faced by the operations or mines.

Subsequently the amount capitalised as part of the asset is depreciated over the time of the concession or permit, adopting a straight-line method not exceeding twelve years (see accounting policy k) Property, plant and equipment). The effect of a change in the discount and inflation rate is allocated to the remaining asset component. In case the asset component is fully depreciated the effect of a change in the discount and inflation rate is recognised as a finance income/expense.

Q Income taxes

Income tax expense represents the sum of current tax and deferred tax. Current tax and deferred tax expense is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax expense is recognised as an expense in the same period as the related accounting profit.

Current tax asset is recognised when the Group expects recovering income taxes paid in respect of the current or previous period. The Group's current tax liabilities (assets) for the current and prior periods is measured at the amount expected to be paid to the taxation authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities and assets are not recognised if the temporary differences arise from the initial recognition of goodwill and from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit. The Group does not use this initial recognition exemption for provisions for dismantling and removing assets, provisions for site restoration that results from mineral extraction and lease contracts.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry-forward of unused tax credits and any unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilised. Subsequently, the carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax is calculated at the tax rate that is expected to apply in the period when the asset is realised or the liability is settled, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis or their tax assets and liabilities will be realised simultaneously.

R Employee benefits

Short-term employee benefits are measured on an undiscounted basis and are expensed as the related service is provided. A liability for short-term employee benefits is recognised for the amount expected to be settled wholly within 12 months after the end of the reporting period under short-term cash bonus or profit sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Termination benefits are recognised as an expense when the Group is demonstrably committed to either terminate the employment of employees before the normal retirement date or when an employee decides accepting an offer of benefits from the Group in exchange for the termination of employment. Termination benefits for voluntary redundancies are recognised as an expense if the Group has made an offer of voluntary redundancy, there is a restriction on the Group's ability to withdraw the offer, and the number of acceptances can be estimated reliably.

Post-employment benefits are formal or informal arrangements under which the Group provides post-employment benefits for one or more employees and which are payable after the completion of employment.

The Group operates defined contribution and defined benefit plans. Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. Defined benefit plans are post-employment benefit plans other than defined contribution plans.

Contributions to defined contribution plans are recognised as an expense as incurred. Any amount unpaid at the end of the period is recognised as a liability. The liability is discounted using the discount rate specified for defined benefit plans when the contributions are not expected to be settled wholly within 12 months after the end of the period. Contributions already paid exceeding contributions due for service before the reporting date are recognised as an asset to the extent that the prepayments are recoverable.

Following IAS 19R, defined contribution plans with a minimum funding guarantee are accounted for as defined benefit pension plans.

Under a defined benefit plan, actuarial risks and investment risks are borne by the Group. The determination of the defined benefit liability is based on demographic and financial assumptions which are unbiased and mutually compatible. The discount rate is determined by reference at the balance sheet date to high quality corporate bonds that have maturity dates approximating to the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value.

The Projected Unit Credit Method is used to determine the present value of the defined benefit obligation, the related current service cost and any past service cost. The valuations are carried out with sufficient regularity by a qualified actuary.

Plan assets held by a long-term employee benefit fund including qualifying insurance policies are measured at fair value.

Current service cost which is the actuarial cost of providing benefits in respect of service rendered is recognised as an expense in profit or loss for the current period.

Interest cost which arises as a result of the unwinding of the discount in the present value calculation is recognised in net finance cost in profit or loss for the current period (see accounting policy v) Finance income / expense). It is determined by multiplying the net defined benefit liability (asset) with the discount rate, both as determined at the start of the annual reporting period, taking account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding net interest), are recognised immediately in the statement of financial position with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

All past service costs are recognised at the earlier of when the amendment/curtailment occurs or when the related restructuring or termination costs are recognised.

S Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with.

When the government grant relates to an expense item, it is recognised as income on a systematic basis in the same periods in which the expenses are incurred.

Where the grant relates to a depreciable asset, the grant is credited to a deferred income account and is recognised as other operating income over the periods and in the proportions in which depreciation on those assets is charged.

T Revenue from contracts with customers

The Group is in the business of providing industrial minerals and recycled materials to serve its customers in the glass, ceramics, energy, metal & casting, construction & engineering, chemical, electronics and other industries. Revenues are primarily derived from contracts with customers with terms typically ranging from one to eight years in length. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

I. SALE OF GOODS

Revenue from sale of industrial minerals is recognised at the point in time when control of the asset is transferred to the customer, in accordance with delivery methods as stipulated in the underlying contract. Transfer of control to customers generally occurs when products leave the production facilities of the Group or at other predetermined control transfer points. The normal credit term is 30 to 90 days following invoicing.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated but this happens only occasionally.

The transaction price is typically fixed, however, the Group considers the effects of variable consideration. The transaction price is not adjusted for the effects of a significant financing component, as the time period between transfer of control of the goods and expected payment is in general one year or less. Sales, value-added, and other similar sales taxes collected are excluded from revenue.

The main elements impacting the consideration to be received are based on the volumes and price of the product per ton as defined in the underlying contract. The price per ton is based on the market value for similar products plus costs associated with transportation and transloading, as applicable.

A part of the transaction price can be variable because the Group can sell goods to certain customers with rebates, discounts, take-or-pay provisions, or other features which are accounted for as variable consideration. Rebates and discounts are not material and have not been separately disclosed. Contracts that contain take-or-pay provisions obligate customers to pay shortfall payments if the required volumes, as defined in the contracts, are not purchased. Shortfall payments are recognised as revenues when the likelihood of the customer purchasing the minimum volume becomes remote subject to renegotiation of the contract and collectability.

When by-products are sold they are recognised in profit or loss and classified as other income.

(i) Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts provide customers with volume rebates. The volume rebates give rise to variable consideration.

(ii) Significant financing component

Generally, the Group receives short-term advances from its customers. Using the practical expedient in IFRS 15, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

In case the Group receives long-term advances from customers the transaction price for such contracts is discounted, using the rate that would be reflected in a separate financing transaction between the Group and its customers at contract inception, to take into consideration the significant financing component.

II. CONTRACT BALANCES

(i) Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

(ii) Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

(iii) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

III. RENDERING OF SERVICES

Revenue from the rendering of services is recognised by reference to the stage of completion of the transaction at the reporting date.

U Finance income / expense

I. INTEREST

Interest revenue and expense is recognised on a time proportion basis that takes into account the effective yield on the asset and liability. The effective yield is the rate of interest required to discount the stream of future cash receipts or future cash payments expected over the asset's or liability's life to equate to the initial carrying amount of the asset or the liability.

II. DIVIDEND INCOME

Dividends are recognised on a cash basis or when they are declared, which is usually the earliest time at which it is probable that they will flow to the holder of the investment.

III. FINANCE EXPENSE

Finance expenses comprise interest expense on borrowings, unwinding of the discount on provisions, the interest cost of employee benefits, changes in the fair value of financial assets at fair value through profit or loss, impairment losses recognised on financial assets, and losses on hedging instruments that are recognised in profit or loss. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

V Non-current assets held-for-sale and discontinued operations

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Immediately before classification as held for sale, the measurement of the assets (and all assets and liabilities in a disposal group) is brought up-to-date in accordance with the applicable Group accounting policies. Then, on initial classification as held-for-sale, non-current assets and disposal groups are recognised at the lower of carrying amount and fair value less costs of disposal.

A disposal group is a group of assets, possibly with some associated liabilities, which the Group intends to dispose of in a single transaction. The measurement basis required for non-current assets classified as held for sale is applied to the group as a whole, and any resulting impairment loss reduces the carrying amount of the non-current assets in the disposal group in the order of allocation required by IAS 36.

Impairment losses on initial classification as held-for-sale are included in profit or loss. The same applies to gains and losses on subsequent remeasurement, but gains are not recognised in excess of any cumulative impairment loss.

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held-for-sale, if earlier. A disposal group that is to be abandoned may also qualify.

When an operation is classified as a discontinued operation, the comparative statement of comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative period.

W Share based payments

The Group has no balances or risks associated with share-based payment plans per 31st of December 2022 and per 31st of December 2021.

X New standards and interpretations not yet effective

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group considered to only list and address the ones expected to have an impact on the Group's financial position, performance, and/or disclosures. The Group intends to adopt these standards, if applicable, when they become effective.

IFRS 17 Insurance Contracts

In May 2017, the IASB issued IFRS 17 Insurance Contracts (IFRS 17), a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, IFRS 17 will replace IFRS 4 Insurance Contracts (IFRS 4) that was issued in 2005. IFRS 17 applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features.

A few scope exceptions will apply. The overall objective of IFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in IFRS 4, which are largely based on grandfathering previous local accounting policies, IFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of IFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

IFRS 17 is effective for reporting periods beginning on or after 1 January 2023, with comparative figures required. Early application is permitted, provided the entity also applies IFRS 9 and IFRS 15 on or before the date it first applies IFRS 17. The Group assessed that this standard is not applicable to the Group as the insurance policies subscribed by the internal insurance captive are only covering risks within the Group.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively. The Group is further assessing the impact the amendments will have on current practice but this is not expected to have a material impact on the consolidated financial statements of the Group.

Definition of Accounting Estimates - Amendments to IAS 8

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The amendments are not expected to have a material impact on the Group.

Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to IAS 1 are applicable for annual periods beginning on or after 1 January 2023 with earlier application permitted. Since the amendments to the Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary.

The Group is currently assessing the impact of the amendments to determine the impact they will have on the Group's accounting policy disclosures.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to IAS 12

In May 2021, the Board issued amendments to IAS 12, which narrow the scope of the initial recognition exception under IAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations.

This amendment to IAS12 will not have an impact on the Group as separate deferred tax assets and deferred tax liabilities are already recognised related to decommissioning obligations and lease obligations.

2 FINANCIAL RISK MANAGEMENT

Overview

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- currency risk
- interest rate risk
- liquidity risk
- commodity price risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

No material exposure is considered to exist by virtue of the possible non-performance of the counterparties to financial instruments, other than trade and other receivables held by the Group.

Given the large number of internationally dispersed customers, the Group has limited concentration of credit risk with regard to its trade and other receivables.
This kind of financial risk is managed in a decentralised way.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables (see accounting policy h) Financial instruments & note 31 Financial instruments).

Currency risk

The Group is exposed to different types of currency risks:

- translation
- economical
- transactional

The Group has currently no documented hedges in a net investment in a foreign operation.

Economical exposure is the risk that the company's competitive position is affected by foreign exchange rate movements.

Transactional exposure refers to contractual obligations in foreign currencies other than the functional currency.

The Group adopted in 2007 a policy with regard to the management of these risks.

Economical exposure can be hedged at entity level under strict conditions and within a limited time frame. Cash flow hedge accounting is then applied.

Transactional exposures are systematically hedged when material.

Interest rate risk

Interest rate risk is managed for the Group's consolidated net financial debt with the primary objective of guaranteeing medium-term cost.

To do so, the Group manages this risk centrally, based on trends in the Group's consolidated net financial debt. Knowledge of this debt is provided by regular reporting, that describes the financial debt of each entity and indicates its various components and characteristics.

The Group Treasury department issues regular advice to the Executive Committee in this respect.

In December 2021 the Group entered into an Interest Rate Swap (IRS) that it designated as a cash flow hedge. The purpose of this IRS was to hedge the interest rate of the bond issue that took place in 2022. The IRS had the same conditions (maturities, interest rate calculation etc.) than the expected bond issue and was considered to have a highly effective hedge relationship. Interest rate swaps are accounted for using a market approach. The Interest Rate Swap related to the bond loan was settled in the course of 2022 and the remaining amounts in other comprehensive income (OCI) are recycled to the statement of profit or loss gradually over the period of the bond loan.

Liquidity risk

To ensure liquidity and financial flexibility at all times, the Group, in addition to its available cash, has several uncommitted and committed credit lines at its disposal in several currencies and in amounts considered adequate for current and near-future financing needs. Further the Group has the option to use factoring as a supplementary source of liquidity.

Commodity price risk

The production processes of the Group require major inputs of energy (mainly gas and electricity). The volatility of the energy markets in 2022 exposed the Group to the resulting risk of higher input costs. To mitigate, following strategies were adopted: (i) increase energy efficiency, (ii) allow for flexibility of energy sources and (iii) establish a long to short hedging matrix with narrow target bands.

3 BUSINESS COMBINATIONS AND ACQUISITION OF NON-CONTROLLING INTERESTS

A Business combinations

Acquisition of Krynicki Recykling S.A. and its sole subsidiary per 31st of May 2022 (glass recycling)

On the 31st of May 2022 the Group obtained via SCR Sibelco NV control of Krynicki Recykling S.A. by acquiring 93.8% of the shares of this company. These shares were quoted on the Warsaw Stock Exchange and were purchased from the shareholders that responded to the tender offer. On the 23rd of August 2022 and on the 21st of September 2022 the Group also obtained the shares from the remaining shareholders, following the squeeze-out, achieving on the 21st of September a 100% stake in the share capital of Krynicki Recykling S.A ("Krynicki). in Poland and its sole 100% subsidiary Krynicki Glass Recycling OÜ in Estonia.

Krynicki is a Polish company that has one fully-owned subsidiary, Krynicki Glass Recycling OÜ in Estonia, and consists of 5 plants that are all active in glass recycling by recycling used glass into glass cullet:

- Czarnków (Poland)
- Lubliniec (Poland)
- Wyszków (Poland)
- Pelkinie (Poland)
- Jarvakandi (Estonia)

The inclusion of Poland's largest glass recycler in the Sibelco Group is an important step in the development of the Group's activities in this segment. In line with Sibelco's vision of becoming a regional leader in glass recycling, this acquisition will strengthen the Group's position in Central and Eastern Europe.
In total the Group paid an amount of 399.4 million PLN (€ 85.3 million) for the acquisition of 100% of the Krynicki shares. Within the context of this acquisition, the Group entered into several foreign exchange forward contracts to convert EUR to PLN at a fixed forward rate (total amount PLN 360 million). The Group realised a foreign exchange gain of €1.4 million resulting from the settlement of these foreign exchange forward contracts on the 31st of May 2022. There are no further contingent or deferred considerations payable related to the Krynicki acquisition.

The Group incurred €3.4 million transaction costs (legal fees, due diligence and notary expenses) to complete this acquisition.

The table below provides an overview of the identifiable assets acquired and liabilities assumed at acquisition date (31st of May 2022) related to the acquisition of the Krynicki Group:

IN THOUSANDS OF EURO	NOTE	PRE-ACQUISITION CARRYING AMOUNTS	FAIR VALUE ADJUSTMENTS	RECOGNISED VALUES ON ACQUISITION
Property, plant and equipment	16	**36,618**		**36,618**
Intangible assets	17	551		551
Inventories		762		762
Trade receivables		4,107		4,107
Other receivables		1,230		1,230
Cash and cash equivalents		2,783		2,783
Total identifiable assets acquired		**46,050**		**46,050**
Interest-bearing loans and borrowings		(12,364)		(12,364)
Lease Obligations	32	(2,137)		(2,137)
Employee benefits	27	(3)		(3)
Trade payables		(3,907)		(3,907)
Other payables		(9,274)		(9,274)
Deferred tax liabilities	20	(2,402)		(2,402)
Total liabilities assumed		**(30,086)**		**(30,086)**
Net identifiable assets and liabilities		**15,965**		**15,965**
Goodwill on acquisition at closing rate	17	-		69,345
Net assets acquired		**-**		**85,309**
Consideration paid, satisfied in cash		-		85,309
Cash (acquired)		-		(2,783)
Total net purchase consideration		**-**		**82,527**

The original book value of the total net assets at the acquisition date amounts to €16.0 million. Considering the total consideration paid of €85.3 million, a provisional goodwill amount of €69.3 million is recognised until further purchase price allocation takes place. No deferred tax has been recognised on this provisional goodwill amount. At December

31, 2022, this purchase price allocation exercise is still ongoing as important information is still missing and therefore no fair value adjustments were yet recorded. This purchase price allocation will be finalised within the measurement period of one year after the acquisition date.

Since its acquisition on the 31st of May 2022, Krynicki contributed € 14.2 million revenue and € 0.4 million net results to the Group's accounts. If the acquisition would have taken place at the start of 2022, the impact on the Group's revenue and net results would have been respectively €25.5 million and €1.8 million.

Acquisition of other businesses in The Netherlands, Spain, Italy and France

The table below provides an overview of the fair value of identifiable assets acquired and liabilities assumed at acquisition date related to the acquisition of three new silica businesses and one glass recycling business:

- Acquisition of the Kremer silica business in The Netherlands
- Acquisition of the Laminoria silica and limestone business in Spain
- Acquisition of the Bassanetti silica business in Italy
- Acquisition of the Recyverre glass recycling business in France

IN THOUSANDS OF EURO	NOTE	PRE-ACQUISITION CARRYING AMOUNTS	FAIR VALUE ADJUSTMENTS	RECOGNISED VALUES ON ACQUISITION
Property, plant and equipment	16	41,300	40,871	82,171
Intangible assets	17	1,405	20,583	21,988
Right-of-use assets	32	1,075	2,539	3,615
Non-current financial assets		27	-	27
Other non-current assets		87	3	90
Inventories		6,040	-	6,040
Trade receivables		27,999	(119)	27,880
Other receivables		(231)	1	(230)
Cash and cash equivalents		1,519	-	1,519
Total identifiable assets acquired		**79,222**	**63,878**	**143,100**
Interest-bearing loans and borrowings		(37,351)		(37,351)
Lease Obligations	32	(2,030)	(2,539)	(4,569)
Provisions	28	(1,579)	(1,147)	(2,726)
Employee benefits	27		(167)	(167)
Other long-term liabilities				
Trade payables		(20,070)	-	(20,070)
Other payables		(4,514)	-	(4,514)
Deferred tax liabilities	20	(44)	(14,796)	(14,840)
Total liabilities assumed		**(65,587)**	**(18,649)**	**(84,236)**
Net identifiable assets and liabilities		**13,635**	**45,229**	**58,863**
Goodwill on acquisition at closing rate	17	-	-	38,710
Net assets acquired		**-**	**-**	**97,574**
Consideration paid, satisfied in cash		-	-	65,828
Fair value of previously owned shares (49%)		-	-	8,340
Deferred consideration		-	-	-
Contingent consideration (discounted)		-	-	23,406
Cash (acquired)		-	-	(1,519)
Total net purchase consideration		**-**	**-**	**96,054**

Acquisition of Kremer Beheer B.V. and its subsidiaries per 29 March 2022 (Kremer business)

On the 29th of March 2022, the Group acquired via Sibelco Nederland N.V. 100% of the shares of Kremer Beheer BV "Kremer". Kremer quarries silica sand from the Sellingerbeetse quarry in Sellingen (province of Groningen). Further processing and packaging is performed at its plant located in Emmen (Groningen). The acquisition of Kremer fully fits Sibelco's core strategy to acquire silica sand reserves and resources in Europe.

This business combination involves the acquisition of Kremer Beheer BV (holding company) and following 100% owned subsidiaries:

- Kremer Zand BV,
- Kremer Speciaal Zand & Grind BV,
- Kremer Verpakt Zand & Grind BV,
- Kremer BV,
- Zandzuigbedrijf Beetse BV, which is an empty, dormant legal entity,
- Quartz Werk BV, which is a dormant legal entity.

Apart from the amounts paid in cash on the 29th of March 2022 and on the 31st of December 2022 (date at which sellers have arranged for bank guarantees) to acquire Kremer Beheer BV, the sales purchase agreement provides for several earn-out clauses. For each of these earn-out clauses, the Group has identified the possible outcomes and its probability of occurrence and applied discounting, using a discount rate (0.29 %) that is based on a government bond rate over the duration of the earn-out clauses.

These future earn-out payments have been recorded as a contingent consideration liability on the statement of financial position at their estimated and discounted value (€15.1 million).

A provisional goodwill amount of €2.0 million is recognised until further modifications in the purchase price allocation takes place. No deferred tax has been recognised on this provisional goodwill amount. At December 31, 2022, this purchase price allocation exercise is still ongoing as some information might still be adjusted. This purchase price allocation will be entirely finalised within the measurement period of one year after acquisition date.

As per 31st of December 2022, the Group has conducted a provisional purchase price allocation, whereby land and buildings were measured at fair value according to an external real estate valuation report. Processing equipment has been stated at fair value using a depreciated replacement cost method (DRC). Furthermore previously unrecognised mineral properties were recognised using the Multi-Period Excess Earnings Method (MPEEM), considering the available reserves and annual production. All this resulted in a fair value adjustment on PP&E of €17.3 million. The Group also measured and recognised the fair value of customer relations using the MPEEM method, resulting in a fair value adjustment of €6.7 million. Also site-restoration provisions and leasing contracts have been considered in the purchase price allocation. Since all these fair value adjustments were not recognised in local books, a deferred tax liability has been recognised on the resulting taxable temporary differences for an amount of €5.9 million. The results of this purchase price allocation is shown in the above table.

This acquired entity and its subsidiaries contributed since its acquisition on the 29th of March 2022 to the Group's revenue for an amount of €11.8 million and to the net results of the Group for an amount of €-1.1 million. If the acquisition would have taken place at the start of 2022, the impact on the Group's revenue and net results would have been respectively €14.9 million and €-0.7 million. To conclude this business combination, the Group incurred €0.2 million transactions costs (mainly due diligence costs) that were expensed as incurred.

Acquisition of Eusebio Echave S.A. per 19 July 2022

On the 19th of July 2022 the Group acquired via Sibelco Minerales S.L. 100% of the shares of Eusebio Echave S.A. ("Echave"). Echave is a mining company located in the Basque territory in Spain that is active in low iron wet and dry silica sand and limestone for the foundry, glass and construction markets. It is located in proximity of other Sibelco sites and therefore fits into the core strategy of extending silica sand resources in Europe. Synergies with our current operations in Spain will be realised. The company is extracting from the Laminoria quarry located close to Vitoria. Soon after the acquisition took place, the company name was therefore changed from Eusebio Echave S.A. into Sibelco Laminoria S.A. At 31 December 2022 there are no further contingent or deferred considerations payable.

The Group incurred €0.4 million transactions costs (due diligence, stamp duties, professional fees) to complete this acquisition.

A remaining provisional goodwill amount of €4.2 million has been recognised after a preliminary purchase price allocation took place. No deferred tax has been recognised on this provisional goodwill amount. The Group is still missing information on closure plans that is required to calculate the site-restoration provisions, to be able to finalise the purchase price allocation. This will however be finalised within the measurement period of one year after acquisition date as soon as this information becomes available.

As per 31st December 2022, the Group has conducted a provisional purchase price allocation, whereby land and buildings were measured at fair value according to an external real estate valuation report that was based on the depreciated replacement cost method, as Echave does not own the land on which buildings were built. Processing equipment has been stated at fair value using a depreciated replacement cost method (DRC). Furthermore previously unrecognised mineral properties were recognised using the Multi-Period Excess Earnings Method (MPEEM), considering the available reserves and annual production. All this resulted in a fair value adjustment on property, plant and equipment of € 22.1 million. The Group also measured and recognised the fair value of customer relations using the MPEEM method, resulting in a fair value adjustment of €1.8 million. Also leasing contracts have been considered in the purchase price allocation for an amount of € 0.2 million. Since all these fair value adjustments were not recognised in local books, a deferred tax liability has been recognised on the resulting taxable temporary differences for an amount of €5.7 million. The results of this purchase price allocation is shown in the above table.

This acquired entity and its subsidiaries contributed since its acquisition on the 19th of July 2022 to the Group's revenue for an amount of €1.0 million and to the net results of the Group for an amount of €0.3 million. If the acquisition would have taken place at the start of 2022, the impact on the Group's revenue and net results would have been respectively €8.5 million and €-1.8 million.

Acquisition of Bassanetti & C S.R.L. and its subsidiaries per 6 December 2022 (Bassanetti business)

On the 6th of December 2022 the Group obtained via Sibelco Italia S.p.A. control of Bassanetti & C S.R.L. and its subsidiaries by acquiring 100% of the shares of this entity. Bassanetti & C S.R.L. has three subsidiaries:

- Societa' Agricola B&B S.R.L. (100% owned by Bassanetti & C S.R.L.)
- Somfer (60% owned by Bassanetti & C S.R.L.)
- Cave Riunite Pïacenza Est S.R.L. (59.49% owned by Bassanetti & C S.R.L.)

The Bassanetti Group operates three quarries in the Piacenza province in the North of Italy. For more than 50 years, the Bassanetti Group has been an important player in the extraction, processing and marketing of selected stone aggregates, sands and gravels. This acquisition fits into the Group's strategy to strengthen its position in Southern Europe. The Group paid an amount in cash to acquire the Bassanetti Group and as per 31st of December 2022 has also still contingent consideration liabilities related to this acquisition. These contingent considerations are calculated based on a probability of different estimated pay-out scenarios and also considering discounting, based on a discount rate that fits to the duration of the earn-out clause.

The Group incurred €0.9 million transactions costs (due diligence, stamp duties, professional fees) to complete this acquisition.
A provisional goodwill amount of €23.9 million is recognised until further purchase price allocation takes place. No deferred tax has been recognised on this provisional goodwill amount. At December 31, 2022, this purchase price allocation exercise is still ongoing as important information is still missing and therefore no fair value adjustments were yet recorded. This purchase price allocation will be finalised within the measurement period of one year after acquisition date.

This acquired entity and its subsidiaries contributed since its acquisition on the 6th of December 2022 to the Group's revenue for an amount of €1.2 million and to the net results of the Group for an amount of €0.08 million. If the acquisition would have taken place at the start of 2022, the impact on the Group's revenue and net results would have been respectively €20 million and €1.9 million.

Acquisition of Recyverre SAS and its subsidiaries per 5th of May 2022

On the 5th May 2022 Sibelco Green Solutions SAS acquired the remaining 51% of the shares of Recyverre SAS, following a sales purchase agreement with Mineris Environnement SAS. At December 31, 2022 there are no further contingent or deferred considerations payable. As the Group was already holding 49% of the shares, the Group obtained on this date control in Recyverre SAS and its subsidiaries.

The Recyverre Group was previously considered as a joint venture, accounted for applying the equity method of accounting. Following this business combination achieved in stages, the Group first deconsolidated Recyverre SAS, accounted for by the equity method and then re-integrated the shares already held in Recyverre at fair value. This resulted in a gain on disposal of joint ventures of €6.2 million (fair value of 49% of the shares minus the book value of €2.2 million in the previous one-line consolidation according to equity method).

Located in France, Recyverre recycles all types of flat glass waste into finished products which can be reused in various glass-based and non-glass-based applications. As well as the processing of used glass, the collection and transportation of glass are core activities. The Recyverre business consists of five legal entities:

- Recyverre SAS: activities relating to the processing of flat glass at the Crouy site
- Recyverre Logistique SAS: activities relating to the processing of flat glass at the Distroff & Chatenois sites
- G.I.R.E.V. SAS: activities relating to the sourcing & transport of flat glass
- SCI Le Neuilly: real estate entity (land of Chatenois)
- SCI Distroff: real estate entity (land of Distroff)

The acquisition of the remaining shares in Recyverre enabled the Group to gain full control over Recyverre's activities and provides numerous possibilities to achieve synergies with the previously acquired glass recycling plants of Solover SAS.

The Group incurred €0,1 million transactions costs (mainly professional fees) to complete this acquisition.

Taking into account the total consideration paid in 2022 and the fair value of the shares already owned before achieving control, a provisional goodwill amount of €8.7 million is recognised until further modifications in the purchase price allocation takes place. No deferred tax has been recognised on this provisional goodwill amount. This provisional goodwill amount can be explained by the value of the workforce (€0.8 million) and the expected impact from the synergies (€7.8 million). At December 31, 2022, this purchase price allocation exercise is still ongoing as some information might still be adjusted. This purchase price allocation will be entirely finalised within the measurement period of one year after acquisition date.

As per 31st December 2022, the Group has conducted a provisional purchase price allocation, whereby land and buildings were measured at fair value according to an external real estate valuation report. Processing equipment has been stated at fair value using a depreciated replacement cost method (DRC). Furthermore previously unrecognised customer relations and supplier relations were recognised using the Multi-Period Excess Earnings Method (MPEEM). All this resulted in a fair value adjustment on PP&E of €1.4 million and on intangible assets of €12.1 million. Site-restoration provisions and leasing contracts have also been considered in the purchase price allocation. Since all these fair value adjustments were not recognised in local books, a deferred tax liability has been recognised on the resulting taxable temporary differences for an amount of €3.2 million. The results of this purchase price allocation is shown in the above table.

This acquired entity and its subsidiaries contributed since its acquisition on the 5th of May 2022 to the Group's revenue for an amount of €9.2 million and to the net results of the Group for an amount of €0.1 million. If the acquisition would have taken place at the start of 2022, the impact on the Group's revenue and net results would have been respectively €13.6 million and €1.0 million.

B Final purchase price allocations in 2022 of acquisitions made in 2021

Acquisition of glass recycling businesses in 2021, for which purchase price allocations were finalised in 2022

The table below provides an overview of the final fair value of identifiable assets acquired and liabilities assumed at acquisition date related to the acquisition of two new glass recycling businesses that took place in 2021 and for which the purchase price allocation now became final in 2022:

- Acquisition of Solover SAS
- Acquisition of business assets of Viridor Waste Management Ltd., Viridor Resource Management Ltd. and Parkwood Group Ltd.

IN THOUSANDS OF EURO	NOTE	PRE-ACQUISITION CARRYING AMOUNTS	FAIR VALUE ADJUSTMENTS	RECOGNISED VALUES ON ACQUISITION
Property, plant and equipment	16	20,191	8,461	28,652
Intangible assets	17	8	14,629	14,637
Right-of-use assets	32	-	5,718	5,718
Inventories		3,433	(760)	2,673
Trade receivables		1,677	(17)	1,659
Other receivables		479	-	479
Cash and cash equivalents		2,591	-	2,591
Total identifiable assets acquired		**28,379**	**28,030**	**56,409**
Interest-bearing loans and borrowings		(4,002)		(4,002)
Lease Obligations	32	-	(5,718)	(5,718)
Provisions	28	(133)	(1,759)	(1,893)
Employee benefits	27	-	47	47
Trade payables		(1,128)	-	(1,128)
Other payables		(439)	-	(439)
Deferred tax liabilities	20	-	(6,349)	(6,349)
Total liabilities assumed		**(5,703)**	**(13,780)**	**(19,483)**
Net identifiable assets and liabilities		**22,676**	**14,250**	**36,926**
Goodwill on acquisition at closing rate	17	-	-	-
Net assets acquired		**-**	**-**	**36,926**
Consideration paid, satisfied in cash		-	-	36,926
Cash (acquired)		-	-	(2,591)
Total net purchase consideration		**-**	**-**	**34,335**

The prior year figures in the primary statements have not been restated for the impact of this final purchase price allocation in 2022 on acquisitions of 2021. This impact has been recognised in the current year figures of the primary statements. Below table presents the consolidated statement of financial position of 2021 if the purchase price allocation would have been restated in the comparative data (2021):

IN THOUSANDS OF EURO	2021
Assets	**2,056,036**
Non-current assets	**1,179,910**
Property, plant and equipment	838,930
Intangible assets other than goodwill	105,139
Right-of-use assets	69,394
Goodwill	14,889
Equity-accounted investees	34,928
Deferred tax assets	90,257
Non-current financial assets	6,100
Employee benefit assets	13,068
Other non-current assets	7,206
Current assets	**862,101**
Inventories	228,119
Current financial assets	1,002
Trade receivables	220,211
Other receivables	92,361
Current tax assets	14,575
Cash and cash equivalents	305,833
Assets classified as held for sale	**14,025**

IN THOUSANDS OF EURO	2021
Equity and liabilities	**2,056,036**
Total equity	**1,121,933**
Equity attributable to equity holders	**1,114,954**
Share capital	25,000
Share premium	12
Retained earnings and reserves	1,089,942
Non-controlling interests	**6,979**
Non-current liabilities	**451,115**
Interest bearing loans & borrowings	47,778
Lease obligations	51,137
Non-current provisions	255,965
Employee benefits	63,323
Deferred tax liabilities	29,692
Trade and other payables	-
Other non-current liabilities	3,222
Current liabilities	**472,321**
Bank overdrafts	1,067
Interest bearing loans & borrowings	41,088
Lease obligations	19,430
Current provisions	59,158
Trade and other payables	334,993
Current tax liabilities	10,036
Other current liabilities	6,548
Liabilities classified as held for sale	**10,667**

Acquisition of Solover SAS per 25 October 2021

On the 25th October 2021 the Group obtained via SCR Sibelco NV control of Solover SAS by acquiring 100% of the shares of this entity. Solover SAS is a specialist in glass processing located in France, operating 2 plants processing container glass in St. Romain Le Puy and Champforgeuil, and 1 plant processing float glass in St. Romain Le Puy. At December 31, 2022 there are no further contingent or deferred considerations payable.

In the course of 2022 and within the measurement period, the Group has conducted a purchase price allocation, whereby land and buildings were measured at fair value according to an external real-estate valuation report. Processing equipment has been stated at fair value using a depreciated replacement cost method (DRC). Furthermore previously unrecognised customer relations were recognised using the Multi-Period Excess Earnings Method (MPEEM), considering also the attrition of existing customers and corrected for capital asset charges. The fair value of Supplier relations was also measured using such Multi-Period Excess Earnings Method (MPEEM). Environmental permits were measured using a replacement cost method. Provisions for plant demolition were calculated based on detailed closure plans from the internal sustainability department and contracts in scope of the leasing standard were accounted for according to IFRS 16 (leasing standard) principles. All this resulted in a fair value adjustment on property, plant and equipment of €12.5 million and a fair value adjustment on intangible assets (customer relations, supplier relations and environmental permits) of €14.6 million. Leasing contracts have also been considered in the purchase price allocation for an amount of €0.2 million, and €1.8 million was added to the provision for plant demolition. Inventories have been written down by €0.7 million to align to Group accounting policies on recognition of spare parts. Since all these fair value adjustments (except the write-down on inventories) were not recognised in local books, a deferred tax liability has been recognised on the resulting taxable temporary differences for an amount of €6.3 million. The results of this purchase price allocation are shown in the above table.

Acquisition of business assets of Viridor Waste Management Ltd., Viridor Resourse Management Ltd. and Parkwood Group Ltd. on the 1st of June 2021

Viridor Waste Management Ltd., Viridor Resource Management Ltd. and Parkwood Group Ltd. (further referred to as the “Sellers”) agreed on 1st April 2021 to sell its glass-recycling sites in Newhouse, Sheffield and Peterborough to Sibelco Green Solutions UK Ltd., previously named Ilamian Ltd.

The Group acquired these businesses on 1st June 2021. There is no further contingent or deferred consideration payable.
The deal was structured legally as an asset deal, acquiring both a set of inputs (assets) and processes (by taking over employee contracts of 52 employees). As the Group had obtained an integrated set of assets and processes that enable it to continue running the glass recycling business, this deal represented a business combination in line with IFRS 3 and thus the Group applied the acquisition accounting method.

A purchase price allocation took place in 2021 that is now considered final in 2022, and as a result fair value adjustments were made on property, plant and equipment using the Depreciated Replacement Cost method and the right-of-use assets and lease liabilities were measured using IFRS16 guidance. These fair value adjustments were pushed down to statutory books so that no temporary differences arose on these fair value adjustments and no deferred tax had to be recognised.

C Business combination achieved in stages

During 2022 the remaining shares were acquired to achieve a 100% stake in the share capital of Recyverre SAS following a sales purchase agreement with Mineris Environnement SAS. Prior to this step acquisition, the Group had only a 49% stake in Recyverre SAS and this company was accounted for according to the equity-method. Please see note 3, a) business combinations for further information.

4 DISPOSAL OR DECONSOLIDATION OF SUBSIDIARIES OR OTHER BUSINESSES

In June 2022 the Group sold its interest in PT Bhumiadya, the lime business in Indonesia, resulting in a gain of €10.4 million – see note 13 *Net financing costs under Gain on disposal/liquidation of financial assets*. The related assets and liabilities were classified as held for sale in 2021.

In December 2022 the Group sold its interest in the abrasives business in Belgium, the Netherlands, Finland and Germany, resulting in a gain of €20.7 million – see note 13 *Net financing costs under Gain on disposal/liquidation of financial assets*. The related assets and liabilities were classified as held for sale in 2021. The following schedule reflects the effect of these disposals:

IN THOUSANDS OF EUROS	NOTE	2022
Cash consideration received and deferred receipt from buyers		35,811
Currency Translation Adjustment recycled through P&L		3,132
Carrying value of the disposed interest in PT Bhumiadya and abrasives business		7,862
Gain/(loss) recognised in net financing costs	13	**31,082**

During 2022 the Group liquidated two companies, Sibelco Inversiones Argentinas SL in Spain and Sera Kekal Sdn Bhd in Malaysia, with no impact on the consolidated financial statements.

5 NON-CONTROLLING INTERESTS

Financial information of subsidiaries that have non-controlling interests is provided below. This information is based on amounts before intercompany eliminations:

Proportion of equity interest held by non-controlling interests

NAME	COUNTRY OF INCORPORATION AND OPERATION	2022	2021
Act&Sorb BV	Belgium	76.00%	76.00%
Alabanda Madencilik Dis Ticaret AS	Turkey	0.02%	0.02%
Alinda Madencilik Sanayi Ve Ticaret AS	Turkey	0.02%	0.02%
Cave Riunite Pïacenza Est S.R.L.	Italy	40.51%	-
High 5 Recycling Group NV	Belgium	50.00%	50.00%
Kvarsevye peski CJSC	Russian Federation	0.96%	0.96%
LLC Silica Holdings	The Netherlands	49.00%	49.00%
Minérale SA	Belgium	50.00%	50.00%
Novoselovskoe GOK	Ukraine	51.65%	51.65%
Ramenskiy GOK OJSC	Russian Federation	0.96%	0.96%
Sibelco Green Solutions S.R.L.	Italy	10.00%	10.00%
Sibelco Japan Ltd	Japan	30.00%	30.00%
Sibelco Minerales Ceramicos	Spain	0.02%	0.02%
Sibelco Minerales S.L.	Spain	0.02%	0.02%
Sibelco Turkey Madencilik Tic AS	Turkey	0.02%	0.02%
Sibelco Clay Trading S.A.	Spain	0.02%	0.02%
Somfer	Italy	40.00%	-

In December 2022 the Group acquired the Bassanetti business in Italy, comprising two companies with non-controlling interests: Cave Riunite Pïacenza Est S.R.L. and Somfer.

Summarised statement of profit or loss at 100%

IN THOUSANDS OF EURO	2022	2021
Revenue	**398,462**	**392,036**
Cost of sales (-)	**(333,048)**	**(337,440)**
Gross profit	**65,414**	**54,595**
Other operating income	1,640	474
SG&A expenses (-)	(17,008)	(10,391)
Other operating expenses (-)	(11,166)	(10,810)
EBIT	**38,880**	**33,869**
Financial income	10,787	3,162
Financial expenses (-)	(3,051)	(3,691)
Profit (loss) before income taxes	**46,616**	**33,340**
Income taxes	(8,511)	(3,651)
Profit (loss) for the period	**38,105**	**29,689**
Attributable to non-controlling interests	159	1,735
Dividends paid to non-controlling interests	(83)	(233)

Summarised statement of financial position as at 31 December at 100%

IN THOUSANDS OF EURO	2022	2021
Assets	**511,456**	**426,992**
Non-current assets	336,221	262,228
Current assets	175,235	164,764
Liabilities	**203,427**	**164,474**
Non-current liabilities	98,869	71,555
Current liabilities	104,558	92,919
Equity	**308,029**	**262,519**
Attributable to:		
Equity holders of parent	300,154	255,539
Non-controlling interest	7,875	6,979

Summarised cash flow information at 100%

IN THOUSANDS OF EURO	2022	2021
Net cash from operating activities	12,433	42,193
Net cash used in investing activities	(21,503)	(27,236)
Net cash used in financing activities	6,079	(784)
Net increase/(decrease) in cash and cash equivalents	**(2,991)**	**14,173**

6 INTEREST IN JOINT ARRANGEMENTS

A Joint ventures

The Group has a 50 percent interest in Ficarex SRO, a joint venture involved in the extraction and processing of silica sand in the Czech Republic. The Group's interest in Ficarex SRO is accounted for using the equity method in the consolidated financial statements.

The Group has a 50 percent interest in Dansand A/S, a joint venture involved in the extraction and processing of silica sand in Denmark. The Group's interest in Dansand A/S is accounted for using the equity method in the consolidated financial statements.

Until May 2022, the Group had a 49 percent interest in Recyverre SAS, a joint venture active in the float glass recycling market in France, accounted for using the equity method in the consolidated financial statements. In May the Group acquired the remaining 51% of the shares in Recyverre SAS (step acquisition). As of that moment full financial figures of the Recyverre Group are integrated in the consolidated financial statements.

Summarised financial information of the joint ventures, based on its IFRS financial statements, and reconciliation with the carrying amount of the investment in consolidated financial statements are set out below:

Summarised statement of financial position

IN THOUSANDS OF EURO	2022	2021
Assets	**84,868**	**97,490**
Non-current assets	49,117	55,655
Current assets	35,751	41,835
Liabilities	**9,355**	**23,720**
Non-current liabilities	2,653	2,593
Current liabilities	6,702	21,127
Equity	**75,514**	**73,770**
Carrying amount of the investment	22,092	21,690

Summarised statement of profit or loss

IN THOUSANDS OF EURO	2022	2021
Revenue	**54,367**	**56,828**
Cost of sales (-)	**(39,160)**	**(39,503)**
Gross profit	**15,207**	**17,324**
Other operating income	931	529
SG&A expenses (-)	(7,068)	(7,388)
Other operating expenses (-)	(90)	(276)
EBIT	**8,981**	**10,190**
Financial income	1,126	131
Financial expenses (-)	(182)	(268)
Profit (loss) before income taxes	**9,925**	**10,053**
Income taxes	(1,968)	(2,214)
Profit (loss) for the period	**7,956**	**7,839**
Group's share of profit for the period	**3,291**	**3,215**

Ficarex SRO and Dansand A/S have no contingent liabilities or capital commitments as at 31 December 2022 and 2021.

More information of these related parties can be found in note 35 *Related parties*.

B Joint operation

The Group has a material joint operation, Mineração Jundu Ltda involved in the extraction and processing of silica sand in Brazil. The Group has a 50 percent share in the ownership of this group (including its two subsidiaries Jundu Nordeste Mineracao Ltda and Portsmouth Participações Ltda) and is entitled to a proportionate share in the profits/losses. Judgement is required to classify this joint arrangement. The Group assessed their rights and obligations arising from the arrangement and concluded that the joint arrangement in Mineração Jundu Ltda qualifies as a joint operation.

7 INVESTMENTS IN ASSOCIATES

The Group has interests in a number of associates, of which three associates are considered material: Maffei Sarda Silicati SRL in Italy, Glassflake Limited, a company in the United Kingdom and Diatreme Resources Limited in Australia.

The Group has a 49.90 percent interest in Maffei Sarda Silicati SRL, an Italian company involved in the production of feldspathic sand and feldspar. The Group's interest in Maffei Sarda Silicati SRL is accounted for using the equity method in the consolidated financial statements.

The Group has a 25.10 percent interest in Glassflake Limited, a company in the United Kingdom involved in the manufacturing of an innovative silica-based product for potential use in painting, coatings and plastic. The Group's interest in Glassflake Limited is accounted for using the equity method in the consolidated financial statements.

In 2022 the Group acquired an 18.64 percent interest in Diatreme Resources Limited, an emerging Australian producer of mineral and silica sands. The Group's interest in Diatreme Resources Limited is accounted for using the equity method in the consolidated financial statements.

In 2022 the Group also acquired a 20 percent interest in Combustion Consulting Italy S.R.L., an Italian engineering and licensing startup that has developed and patented a novel glass melting technology. The Group's interest in Combustion Consulting Italy S.R.L. is accounted for using the equity method in the consolidated financial statements.

In 2022 the Group also acquired a 12.10 percent interest in Eion Corp, an American carbon capture and sequestration technology company that offers solutions for carbon removal. The Group's interest in Eion Corp is accounted for using the equity method in the consolidated financial statements.

The following tables illustrate the summarised financial information of the Group's investments:

Summarised statement of financial position

IN THOUSANDS OF EURO	2022	2021
Assets	**80,320**	**45,909**
Non-current assets	37,959	18,256
Current assets	42,361	27,652
Liabilities	**18,751**	**15,616**
Non-current liabilities	11,248	9,655
Current liabilities	7,502	5,961
Equity	**61,570**	**30,293**
Carrying amount of the investment	31,500	13,237

Summarised statement of profit or loss

IN THOUSANDS OF EURO	2022	2021
Revenue	**46,960**	**38,670**
Cost of sales (-)	**(36,802)**	**(29,360)**
Gross profit	**10,159**	**9,310**
Other operating income	789	629
SG&A expenses (-)	(6,105)	(5,027)
Other operating expenses (-)	(642)	(133)
EBIT	**4,200**	**4,779**
Financial income	27	29
Financial expenses (-)	(99)	(63)
Profit (loss) before income taxes	**4,128**	**4,745**
Income taxes	(1,134)	(1,251)
Profit (loss) for the period	**2,994**	**3,494**
Group's share of profit for the period	**1,655**	**1,610**

Restrictions

The Group cannot distribute its profits from its investments in associates, until it obtains the consent from the other partners. There are no further restrictions which impact the Group's ability to access or use the assets and settle its liabilities of its investments in associates.

8 DETAILED INFORMATION ON REVENUE, COST OF SALES AND SG&A

The increase in revenue is partly explained by several scope changes, which happened during 2022. The increase in revenue is also, amongst others, related to the implementation of price increases in most markets.

Revenue by type

IN THOUSANDS OF EURO	2022	2021
Sale of goods	1,972,533	1,653,594
Services	35,395	24,800
Commissions	150	341
Construction contracts	845	1,189
Total	**2,008,922**	**1,679,923**

Revenue by region

IN THOUSANDS OF EURO	2022	2021
Europe	1,502,982	1,288,424
International	505,940	391,499
Total	**2,008,922**	**1,679,923**

Cost of sales

IN THOUSANDS OF EURO	NOTE	2022	2021
Production expenses		1,428,416	1,185,938
Changes in provisions	28	1,642	2,751
Commissions		4,024	1,644
Revisions site restoration and plant demolition provisions		5,235	(5,083)
Depreciation and impairment of property, plant and equipment	16	107,767	96,991
Amortisation and impairment of intangible assets	17	5,527	1,747
Depreciation and impairment of right-of-use assets	32	19,100	17,422
Total		**1,571,711**	**1,301,410**

Selling, general and administrative expenses

IN THOUSANDS OF EURO	NOTE	2022	2021
Administrative expenses		247,585	226,202
Changes in allowance for uncollectible receivables	31	1,612	101
Changes in provisions	28	(2,474)	(4,271)
Depreciation and impairment of property, plant and equipment	16	2,890	2,682
Amortisation and impairment of intangible assets	17	7,928	8,210
Depreciation and impairment of right-of-use assets	32	4,555	4,154
Total		**262,096**	**237,077**

9 OTHER OPERATING INCOME

IN THOUSANDS OF EURO	NOTE	2022	2021
By-products		-	172
Royalties and rentals		982	747
Government grants		870	242
Gain on disposal of property, plant and equipment		1,845	1,778
Gain on disposal of assets classified as held for sale		423	39
Reversal of provisions	28	7,411	3,213
Other operating income		12,248	9,856
Foreign exchange gains		1,946	-
Total		**25,725**	**16,046**

Other operating income amounts to €25.7 million.

Gain on disposal of property, plant and equipment mainly relates to the gain on sale of German quarry Zimmermann.

Other operating income for the year was €12.2 million (2021: €9.9 million) and mainly originates from Luxembourg, Belgium, Germany, the UK and Italy. It includes income generated by our captive on the handling of insurance claims, rental income and other sales related income.

10 OTHER OPERATING EXPENSES

IN THOUSANDS OF EURO	NOTE	2022	2021
Loss on disposal of property, plant and equipment		994	1,054
Loss on disposal of assets classified as held for sale		-	8
Impairment losses on property, plant and equipment	16	26,410	3,115
Impairment losses on intangible assets and goodwill	17	10,315	-
Impairment losses on right-of-use assets	32	342	-
Additions to provisions	28	3,625	29,409
Other operating expenses		16,737	7,995
Net foreign exchange losses		-	1,053
Total		**58,423**	**42,635**

Other operating expenses amount to €58.4 million.

Loss on disposal of property, plant and equipment of €1.0 million mostly relates to Nules transfer in Spain.

A total of €26.4 million impairment losses were recognised in Ukraine and Malaysia - see note 16 *Property, plant and equipment.*

Additions to provisions (€3.6 million) relate to additional rehab provisions in Australia. The majority of the Other operating expenses (€16.7 million) mainly originates from Ukraine, Luxembourg, Belgium and Germany.

11 ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE

On 23rd November 2022 the Group signed a sales purchase agreement to sell its Borgo San Dalmazzo plant in Italy to Nuova Dutto S.R.L. As the closing of this deal was not finalised by the end of 2022, the Group has reclassified the assets and liabilities of this disposal group to respectively assets held for sale and liabilities held for sale. This disposal group does not represent a major line of business or geographical location and as a result does not meet the criteria for classification as a discontinued operation.

The Group decided in 2019 to exit its business in Australia. As of 2019 a formal plan is in place to sell the remaining assets in Australia. During 2021 and 2022 assets in Australia were sold whilst the main part of those were sold in the course of 2020. We do expect some further sales and disposals during 2023.

Other assets and liabilities held for sale include disposal groups and separate assets in Thailand.

The assets and liabilities of the disposal groups are measured at the lower of carrying amount and fair value less costs of disposal at the date of the classification. The fair value less costs of disposal is based on the transaction price. Any excess of the carrying amount over the fair value less costs to sell is recognised as an impairment loss.

In 2021, the Group entered into negotiations to sell its abrasives business. This business was composed of several plants and entities within different countries. The criteria to classify this business per 31st December 2021 as a disposal group were fulfilled. This disposal group did not represent a major line of business or geographical location and as a result did not meet the criteria for classification as a discontinued operation. The sales transaction to sell this abrasives business was finalised on 1st December 2022.

Furthermore some disposal groups that were classified as held for sale in Indonesia and Belgium were also sold in the course of 2022.

The major classes of assets and liabilities classified as held for sale by disposal group as at 31 December are as follows:

IN THOUSANDS OF EURO	AUSTRALIA	ITALY	OTHER	2022	2021
Property, plant and equipment	469	1,625	413	2,506	7,218
Inventories	-	-	-	-	2,417
Trade receivables	-	-	-	-	3,313
Other and tax receivables	-	-	-	-	1,077
Assets held for sale disposal groups	**469**	**1,625**	**413**	**2,506**	**14,025**
Provisions	3,009	933	-	3,942	5,857
Employee benefits	-	194	-	194	190
Trade, other and tax payables	-	-	-	-	4,621
Liabilities directly associated with assets held for sale disposal groups	**3,009**	**1,126**	**-**	**4,136**	**10,667**

12 PERSONNEL EXPENSES

IN THOUSANDS OF EURO	NOTE	2022	2021
Wages and salaries		241,745	229,493
Compulsory social security constributions		46,653	43,335
Other personnel costs		42,899	31,717
Contributions to defined contribution plans		11,284	12,438
Expenses for post employment benefits	27	2,460	3,971
Expenses for termination benefits	27	(32)	3
Expenses for other defined benefits	27	(108)	118
Expenses for other employee benefits (non Defined Benefit Obligations related)	27	9,280	13,400
Total		**354,181**	**334,475**
Full time equivalents (FTE) at 31 December		4,829	4,995

Personnel expenses are recognised in the following line items in the statement of profit or loss:

IN THOUSANDS OF EURO	2022	2021
Cost of sales	187,952	183,153
Selling, general and administrative expenses	166,229	151,322
Total	**354,181**	**334,475**

13 NET FINANCING COSTS

IN THOUSANDS OF EURO	NOTE	2022	2021
Interest income on cash and cash equivalents		2,671	491
Dividend income		4	7
Gain on disposal/liquidation of financial assets	4	39,022	1,668
Bargain purchase gain on business combinations	3	-	607
Change in discount rate provisions	28	21,560	468
Other financial income		4,153	640
Financial income		**67,410**	**3,881**
Interest expense on financial liabilities		(16,927)	(4,003)
Interest expense on lease obligations	32	(2,637)	(1,942)
Net foreign exchange losses		(1,854)	(1,028)
Unwinding of the discount rate provisions	28	(7,118)	(7,167)
Change in discount rate provisions	28	(424)	-
Net interest expense on defined benefit liability	27	(265)	(707)
Loss on disposal/liquidation of financial assets	4	-	(1)
Other financial expenses		(3,839)	(5,259)
Financial expenses		**(33,063)**	**(20,108)**
Net finance cost		**34,347**	**(16,225)**

Gain on disposal/liquidation of financial assets in 2022 primarily includes the gain on the sale of PT Bhumiadya in Indonesia, the gain on the sale of the abrasives business in Belgium, The Netherlands, Germany and Finland, and the gain related to the revaluation to fair value of the previously owned (equity-accounted) shares in Recyverre SAS. Gain on disposal/liquidation of financial assets in 2021 primarily included the gain on the liquidation of Sibelco China Ltd of €1.2 million.

The change in discount rate provisions relates to site restoration and plant demolition – see note 28 *Provisions*.

The other financial income in 2022 relates almost entirely to the gain on net-monetary position following the hyperinflation remeasurement on the three legal entities in Turkey. Since 2022, these entities fall in scope of IAS29 – *accounting in hyperinflationary economies*.

The interest expense for 2022 mainly relates to interests on the new bond loan and the syndicated loan, and also includes € 5.4 million forward points on financing FX hedges. In2021, it related to the syndicated loan and the revolving credit facilities and also included €1 million forward points on financing FX hedges.

In 2022,other financial expense mainly relates to bank charges, guarantee fees, factoring interest expenses and amortisation of capitalised financing fees on the bond loan. In 2021, other financial expense mainly related to guarantee fees, factoring interest expenses and fees and transactional bank charges.

14 INCOME TAXES

Recognised in the statement of profit or loss

IN THOUSANDS OF EURO	NOTES	2022	2021
Current year		48,230	31,689
Adjustments for prior years		1,562	3,574
Current tax expense		**49,792**	**35,263**
Origination and reversal of temporary differences		2,451	(6,730)
Utilization previously recognised tax losses		1,412	2,898
Recognition current year's losses		(7,351)	(2,106)
Change in tax rate		624	(2)
Change in unrecognised temporary differences		3,334	(785)
Recognition of previously unrecognised tax losses		(18)	(1,692)
Deferred tax expense/(income)	20	**453**	**(8,418)**
Income taxes in the statement of profit or loss		**50,245**	**26,846**

Reconciliation of effective tax rate

IN THOUSANDS OF EURO	Dec 2022	%	Dec 2021	%
EBT	181,710		103,448	
Share of profit of associates (net of tax)	(4,946)		(4,825)	
Profit before income taxes and share of profit of equity accounted investees	**176,764**		**98,623**	
Income tax using the domestic corporate tax rate	44,191	25.00%	24,656	25.00%
Effect of tax rates in foreign jurisdictions	(5,697)	(3.22%)	(3,698)	(3.75%)
Change in tax rate	624	0.35%	(2)	(0.00%)
Effect of tax rate on specific gains	(6,130)	(3.47%)	(499)	(0.51%)
Non-deductible expenses	7,026	3.98%	3,264	3.31%
Withholding taxes and non-exempt part of dividends	917	0.52%	893	0.91%
Tax exempt revenues	(2,908)	(1.65%)	(246)	(0.25%)
Tax allowances	(2,556)	(1.45%)	(2,615)	(2.65%)
Utilisation of tax losses not previously recognised	(932)	(0.53%)	(904)	(0.92%)
Recognition previously unrecognised tax losses	(0)	(0.00%)	(1,692)	(1.72%)
Current year losses for which no deferred tax asset recognised	7,483	4.23%	5,377	5.45%
Under/(over) provided in prior years	1,562	0.88%	1,985	2.01%
Change in unrecognised temporary differences	3,317	1.88%	781	0.79%
Other	3,347	1.89%	(455)	(0.46%)
Total	**50,245**	**28.42%**	**26,846**	**27.22%**

The effect of tax rate on specific gains relates to gains under IFRS that are not taxable, in particular the revaluation gain on the 49% shares of Recyverre that were previously accounted for under the equity method and the gain on the sale of Bhumyadia.

The current year losses for which no deferred tax asset is recognised in 2022 refers to the Italian recycling entities due to uncertain foreseeable taxable profits, Malaysia due to the recognised impairment loss, Sibelco Egypt and Sibelco Australia. In 2021, the current year losses for which no deferred tax asset was recognised, referred to SCR Sibelco NV, Brazil and several Asian entities. This was partly offset in 2021 by recognising previously unrecognised tax losses by Sibelco UK and High Five.

15 CURRENT TAX ASSETS AND LIABILITIES

The current tax assets of €12.7 million (2021: €14.6 million) represent the amount of income taxes recoverable in respect of current and prior periods that exceed payments.

The current tax liabilities of €11.3 million (2021: €10.0 million) represent the estimated additional charges for income taxes.

16 PROPERTY, PLANT AND EQUIPMENT

IN THOUSANDS OF EURO	NOTE	LAND AND BUILDINGS	MINERAL PROPERTIES	PROCESSING EQUIPMENT	ASSETS UNDER CONSTRUCTION	2022	2021
Balance at end of previous period as reported		**431,538**	**344,013**	**1,835,370**	**115,017**	**2,725,939**	**2,613,775**
Restatement for hyperinflation		-	-	24,735	-	24,735	-
Additions		4,811	437	23,489	89,462	118,199	115,224
Acquisitions through business combinations	3	29,593	45,062	52,960	3,674	131,288	20,507
Disposals & retirements		(1,626)	(605)	(9,699)	(45)	(11,976)	(53,039)
Transfers		16,254	2,248	46,694	(66,105)	(910)	(52)
Asset component change site rest./plant dem.	28	-	229	(33,867)	-	(33,638)	1,640
Reclassification assets held for sale	11	(1,188)	-	(5,229)	(4)	(6,421)	(24,449)
Exchange differences		7,710	(7,625)	(3,410)	(3,348)	(6,673)	52,626
Other changes		1,270	(8,450)	1,254	24	(5,901)	(2,151)
Balance at end of period as reported		**488,362**	**375,309**	**1,932,297**	**138,674**	**2,934,643**	**2,724,082**

Depreciation and impairment losses

Balance at end of previous period as reported		**(266,905)**	**(182,550)**	**(1,449,347)**	**(708)**	**(1,899,509)**	**(1,820,369)**
Depreciation	8	(11,539)	(11,303)	(88,035)	-	(110,877)	(99,505)
Impairment losses recognised	8, 10	(1,022)	(17,568)	(6,851)	(749)	(26,191)	(3,283)
Disposals & retirements		1,341	337	10,021	-	11,698	51,465
Transfer		626	-	(618)	-	8	93
Reclassification assets held for sale	11	884	-	3,913	-	4,797	18,540
Exchange differences		(5,458)	3,476	632	244	(1,105)	(42,549)
Other changes		(1,751)	8,484	(131)	-	6,602	(2,044)
Balance at end of period as reported		**(283,823)**	**(199,125)**	**(1,530,416)**	**(1,213)**	**(2,014,576)**	**(1,897,651)**
Carrying amounts at 1 January as reported		**164,634**	**161,463**	**386,024**	**114,310**	**826,431**	**793,405**
Carrying amounts at 31 December as reported		**204,539**	**176,185**	**401,881**	**137,461**	**920,066**	**826,431**

Restatement for hyperinflation

The line Restatement for hyperinflation relates to the remeasurement at current purchase power of the non-monetary fixed assets in three Turkish legal entities. Since 1st January 2022 Turkey, is considered as a hyperinflationary economy.

Additions

Additions throughout the year mainly relate to additions of assets under construction and include the construction of new plants and expansion of facilities (e.g. new mills, replacing old facilities, new silos) in Europe (Italy, Belgium, Turkey, Spain and UK) and in North America.

Acquisitions through business combinations

The Group engaged in several business combinations in 2022 – see note 3 *Business combinations and acquisition of non-controlling interest.* The acquisitions of land and buildings, mineral properties and processing equipment are mainly related to the acquisitions of the silica businesses Kremer, Echave and Bassanetti, the acquisition of Krynicki in Poland, the acquisition of glass recycler Recyverre, and the final purchase price allocation of the glass recycling company Solover.

Disposals & retirements

2022 disposals relate mainly to the sale of the abrasives business in Belgium, the Netherlands, Finland and Germany, and to the sale of the Bhumyadia lime business in Indonesia.

During 2021 entities have performed a clean-up of their property, plant and equipment register and assets, which were almost fully depreciated and have been scrapped. This mainly happened in Asia (Taiwan and Thailand) and in Europe (France, Germany, UK and Norway).

Asset component change

As from 2015, detailed closure planning requirements were introduced through our closure plan policy, with each plant required to develop a closure plan as part of their life of asset plan. All closure plans for the site restoration and plant demolition were set up in 2017. In 2022 the asset component related to site restoration and plant demolition decreased by €33.6 million arising from the significant change in inflation and discount rates in 2022 and the remeasurement of estimated closure costs in many sites of the Group.

Depreciation and impairment losses recognised

IN THOUSANDS OF EURO	NOTE	2022	2021
Cost of sales	8	107,767	96,991
Sales, general and administrative expenses	8	2,890	2,682
Other operating expenses	10	26,410	3,115
Total		**137,067**	**102,788**

During the year, the Group tested property, plant and equipment for impairment – see note 17 *Intangible assets and goodwill* – as a result of the required yearly test on cash-generating units containing goodwill. No impairment losses were recognised for 2022 based on such testing.

Furthermore, every year the Group assesses whether there are indicators that assets need to be impaired. Individual assets (operating plants, a mill or kiln etc.) might be subject to impairment testing when the following triggering events happen:

- An individual asset or group of assets (operating plant or plant cluster) is physically damaged (e.g. fire or natural disaster);
- An individual asset or group of assets (operating plant / plant cluster) is idle;
- Management has a plan to discontinue or to realign the strategic direction of individual assets or group of assets (operating plant / plant cluster) because economic performance is unsatisfactory;
- Decisions are taken by local authorities which reduce or restrict the Group's rights on assets impacting market values.

Based on the occurrence of internal and external impairment indicators, the Group reviewed the carrying amount of specific assets, asset groups or CGU's – see note 17 *Intangible assets and goodwill*. In 2022 the Group reviewed the following impairment files:

Loss of control and impairment testing of our Ukrainian and Russian assets

Loss of control

For assessing the impact of the war in Ukraine on the Group's activities in Ukraine and Russia, the Group first assessed whether there is a risk that we no longer control the operations from an IFRS10 point-of-view. In such case the Group would need to deconsolidate these activities. This would then lead to (1) a scope-out of all net assets of these entities, (2) impairment of intercompany positions of other Group entities held versus Russia and/or Ukraine and (3) the recycling of currency translation adjustment to profit or loss. The table below indicates what would be the impact by 31st December 2022 in the scenario of such IFRS 10 "loss of control":

IN THOUSANDS OF EURO	IMPAIRMENT OF INTERCOMPANY POSITIONS HELD VS. RUSSIA AND UKRAINE	LOSS / IMPAIRMENT OF NET ASSETS AND HEDGE RESERVES	RECYCLING CURRENCY TRANSLATION ADJUSTMENT AT MOMENT OF SCOPE-OUT	Total
Ukraine	606	11,037	84,521	96,163
Russia	5,275	38,069	22,651	65,995
Total	**5,880**	**49,107**	**107,172**	**162,158**

Based on our analysis, neither for our Ukrainian nor for our Russian assets, an IFRS 10 loss of control scenario is confirmed. As our assets are close to or in one instance on the frontline, we will continue to monitor closely to see whether the conditions set out in IFRS 10 for loss of control are satisfied or not.

Impairment

Given the performance and expectations of our Russian operations, no impairment testing is needed in respect of our Russian assets.
For Ukraine, the Board agreed that the following scenario is most relevant:

- The scenario assumes that operations on our sites will not return to pre-war level of activities before 10 years. Hence, calculation of the "value-in-use", based on a discounted cash flow model on an updated business plan over 10 years, using budget 2023 as base, extrapolated over the following 9 years.
- Recoverable amount of individual assets in scope of IAS36 deemed to be zero.

On the basis of the above scenario, an impairment loss in respect of our assets in Ukraine for a total amount of €38.2 million was recognised. The impairment loss on fixed assets according to IAS36 of €32.2 million is related to impairments on property, plant and equipment for €21.6 million, to Right-of-use assets for €0.3 million and to intangible assets (mainly mineral rights) for €10.3 million. A further impairment of € 5.8 million was recognised in respect of inventories following IAS2, and €0.2 million is an impairment of trade receivables following IFRS9.

IN THOUSANDS OF EURO	EUROMINERAL	DONBAS CLAYS (MERTSALOVO PLANT)	KURDYUMOVSKI PLANT	NOVO SELOVSKOE	TOTAL
Total Impairment Loss to be recognised	(17,128)	(17,083)	(3,765)	(194)	(38,170)
Impairments following IAS36 (Goodwill and Fixed Assets)	(15,816)	(13,044)	(3,144)	(194)	(32,197)
Impairments following IAS2 (Inventories)	(1,285)	(4,039)	(475)	-	(5,799)
Impairments following IFRS9 (Trade Receivables)	(27)	-	(147)	-	(174)

Impairment testing in Malaysia

An impairment loss (mainly on processing equipment) was recognised in Tinex Kaolin Corporation Sdn Bhd in Malaysia based on a local impairment testing for an amount of €4.9 million as the total carrying amount of the plant assets exceeded the calculated value in use (based on a business plan over 5 years and applying a WACC for Malaysia of 9.3% and a growth rate of 2% for calculating the terminal value).

Impairment testing on individual assets

A reverse of impairment loss was recognised in India for €0.2 million, mainly on land.

Overall, based on these assessments, the Group impaired fixed assets (tangible and intangible) for a total of €37.5 million in 2022 (€3.3 million in 2021), on tangible assets for €26.5 million (€3.3 million in 2021) and for €11.0 million on intangible assets (€0.0 million in 2021) - see note 17 *Intangible assets and goodwill*.

The depreciation and impairment charge is recognised in the following line items in the statement of profit or loss:

IN THOUSANDS OF EURO	2022	2021
Impairment test for cash-generating units containing goodwill	-	-
Impairment based on internal and external impairment indicators	26,532	3,283
Total impairment on tangible assets	**26,532**	**3,283**

Restrictions

As per 31 December 2022 there were no restriction on title and property, plant and equipment pledges as security for liabilities (2021: nil).

17 INTANGIBLE ASSETS AND GOODWILL

IN THOUSANDS OF EURO	NOTE	MINERAL RIGHTS AND E&E COSTS	GOODWILL	DEVELOP-MENT COSTS	OTHER	INTANGIBLE ASSETS UNDER CONSTRUCTION	2022	2021
Balance at end of previous period as reported		**170,761**	**77,545**	**7,133**	**119,986**	**8,737**	**384,161**	**346,206**
Additions		(0)	-	618	1	9,490	10,110	10,081
Acquisitions through business combinations	3	389	89,010	928	35,850	-	126,177	21,057
Disposals		(571)	-	-	(854)	-	(1,425)	(4,748)
Transfers		29	-	9	9,096	(8,329)	806	-
Exchange differences		(8,327)	1,090	11	(593)	28	(7,791)	6,884
Other changes		-	-	-	(226)	-	(226)	4,674
Balance at end of period as reported		**162,281**	**167,645**	**8,698**	**163,262**	**9,927**	**511,813**	**384,154**
Depreciation and impairment losses								
Balance at end of previous period as reported		**(125,447)**	**(43,608)**	**(6,122)**	**(84,537)**	**-**	**(259,714)**	**(248,300)**
Amortisation	8	(1,105)	-	(287)	(11,397)	-	(12,789)	(9,957)
Impairment losses recognised	8, 10	(10,625)	(1)	-	(356)	-	(10,981)	-
Disposals		563	-	-	843	-	1,406	4,693
Transfer		96	-	-	-	-	96	-
Exchange differences		5,502	(1,355)	(16)	549	-	4,680	(6,027)
Other changes		-	-	(20)	225	-	205	(115)
Balance at end of period as reported		**(131,015)**	**(44,963)**	**(6,445)**	**(94,673)**	**-**	**(277,097)**	**(259,707)**
Carrying amounts at 1 January as reported		**45,313**	**33,937**	**1,011**	**35,450**	**8,737**	**124,447**	**97,905**
Carrying amounts at 31 December as reported		**31,265**	**122,682**	**2,253**	**68,588**	**9,927**	**234,716**	**124,447**

Additions

Additions to intangible assets under construction of €9.5 million in 2022 mainly relates to development costs of software (2021: €8.6 million).

Acquisitions through business combinations

In 2022 the other acquisitions through business combinations (€35.9 million) relate to the acquisition of customer relations, supplier relations and environmental permits, recognised through the final purchase price allocation of Solover and the preliminary purchase price allocations of Recyverre, Kremer, Echave and Bassanetti. The acquisition of goodwill through business combinations (€89.0 million) is relating to provisional goodwill for Krynicki, Bassanetti, Kremer and Recyverre. See also note 3 *Business Combinations*.

In 2021 the acquisitions through business combinations related to the acquisition of mineral rights on the Stemmer, Anna and Esther quarries in Germany (€2.0 million) and to the (at that time) provisional goodwill (€19.0 million) coming from the acquisition of the glass-recycling company Solover SAS in France.

Disposals

During 2022, entities have performed a clean-up of their intangible assets, which were almost fully amortised and have been scrapped. This mainly happened in Brazil.

Amortisation and impairment losses recognised

Every year, the Group assesses if there are indicators that assets need to be impaired – see note 16 *Property, plant and equipment.*

In the year ending December 2022, impairment losses for an amount of € 11 million were recognised on intangible assets, related to the impairment of Ukraine. There were no impairments on intangible assets, following the mandatory impairment testing on goodwill. Furthermore there were impairment losses recognised on tangible assets – see note 16 *Property, plant and equipment.*

The amortisation charge is recognised in the following line items in the statement of profit or loss:

IN THOUSANDS OF EURO	NOTE	2022	2021
Cost of sales	8	5,527	1,747
Sales, general and administrative expenses	8	7,928	8,210
Other operating expenses	10	10,315	
Total		**23,770**	**9,957**

Impairment test for cash-generating units containing goodwill

The carrying amount of goodwill is as follows per cluster of cash-generating unit (CGU):

IN THOUSANDS OF EURO	NOTE	2022	2021
Goodwill			
Spain		8,573	8,573
UK		4,705	4,966
France		1,350	1,350
Provisional Goodwill			
Spain - Laminoria		4,218	-
Italy - Bassanetti		23,879	-
Poland - Krynicki		69,345	-
France - Recyverre		8,649	-
France - Solover		-	19,048
The Netherlands - Kremer		1,963	-
Total		**122,682**	**33,937**

Goodwill acquired in a business combination shall, from the acquisition date, be allocated to a cash-generating unit (CGU) or a cluster of cash-generating units (CGUs) expected to benefit from the synergies of the combination.

A CGU represents an operating site, being the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets. A site includes (a collection of) locations and facilities belonging to the same profit centre.

Each CGU or cluster of CGU's to which the goodwill is so allocated shall represent the lowest level within the Group at which the goodwill is monitored for internal management purposes. A cluster of CGUs can represent a site-cluster, a legal entity, a country, or an operating segment (IFRS 8). Goodwill is tested for impairment at a level that reflects the way the Group manages its operations and with which the goodwill would naturally be associated. A cluster of CGU's cannot be larger than an operating segment as defined by paragraph 5 of IFRS 8, which are since the reorganisation in 2021 identified as the Group's sub-regions:

- APAC
- Central & Eastern Europe
- Glass Recycling
- Iberia

- Nordics
- North America
- South America
- Southern Europe
- UK
- Western Europe

Each CGU or cluster of CGUs to which the goodwill is allocated shall represent the lowest level within the Group at which goodwill is monitored for internal management purposes. For impairment testing, the carrying amount of a CGU or a cluster of CGUs including goodwill is compared with the recoverable amount of the CGU or cluster of CGUs.

Notwithstanding, individual assets (operating plants, a mill or kiln etc.) might be subject to impairment testing when the following triggering events happen:
- An individual asset or group of assets (operating plant/plants) is physically damaged (e.g. fire or natural disaster);
- An individual asset or group of assets (operating plant/plants) is idle;
- Management has a plan to discontinue or to realign the strategic direction of individual assets or group of assets (operating plant/plants) because economic performance is unsatisfactory;
- Decisions are taken by local authorities which reduce or restrict the Group's rights on assets impacting market values.

When the carrying amount of an individual asset or (cluster of) CGU(s) exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using an after-tax weighted average cost of capital (WACC) discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The discount factors are reviewed annually. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGUs recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

Goodwill is tested for impairment annually as at 30 November and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or cluster of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

The WACC ranged between 5.95 percent and 10.11 percent in nominal terms for goodwill impairment testing conducted for 2022 (5.15 percent and 5.78 percent respectively for impairment testing conducted in 2021):

WACC's used for goodwill impairment testing in the year ending 31 December 2022

DISCOUNT RATES FOR IMPAIRMENT TESTING	SPAIN	UK	FRANCE	POLAND	THE NETHERLANDS	ITALY
Group target ratio's						
% debt	37%	37%	37%	37%	37%	37%
% equity	63%	63%	63%	63%	63%	63%
Cost of debt	**2.74%**	**2.94%**	**2.25%**	**6.29%**	**2.01%**	**3.53%**
Risk free rate = Rt	1.62%	1.82%	1.13%	5.17%	0.89%	2.41%
Default spread (BBB)	1.12%	1.12%	1.12%	1.12%	1.12%	1.12%
Corporate tax rate	25.00%	19.00%	25.00%	19.00%	25.80%	24.00%
Cost of debt after tax	**2.05%**	**2.38%**	**1.69%**	**5.10%**	**1.49%**	**2.68%**
Cost of equity = Rt + β . Em	**9.31%**	**9.70%**	**8.82%**	**13.05%**	**8.56%**	**10.13%**
Rist free rate = Rt	1.62%	1.82%	1.13%	0.00%	0.89%	2.41%
Beta = **β**	1.28	1.31	1.28	1.31	1.28	1.29
Size premium	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Market equity risk premium = Em	6.00%	6.00%	6.00%	6.00%	6.00%	6.00%
WACC - nominal	**6.62%**	**6.99%**	**6.18%**	**10.11%**	**5.95%**	**7.38%**

WACC's used for goodwill impairment testing in the year ending 31 December 2021

DISCOUNT RATES FOR IMPAIRMENT TESTING	SPAIN	UK	FRANCE
Group target ratio's			
% debt	37%	37%	37%
% equity	63%	63%	63%
Cost of debt	**1.51%**	**1.71%**	**1.23%**
Risk free rate = Rt	0.28%	0.48%	0.00%
Default spread (BBB)	1.23%	1.23%	1.23%
Corporate tax rate	25.00%	19.00%	26.50%
Cost of debt after tax	**1.13%**	**1.39%**	**0.90%**
Cost of equity = Rt + β . Em	**7.97%**	**8.36%**	**7.65%**
Rist free rate = Rt	0.28%	0.48%	0.00%
Beta = **β**	1.28	1.31	1.27
Size premium	0.00%	0.00%	0.00%
Market equity risk premium = Em	6.00%	6.00%	6.00%
WACC - nominal	**5.44%**	**5.78%**	**5.15%**

These above calculations are corroborated by valuation multiples.

An increase of 1.0 percent in the rate used to discount the future cash flows and terminal values for goodwill impairment testing would have led to no additional impairment as there is still sufficient headroom. An increase in inflation rates would have a positive impact on this headroom as business plans for goodwill impairment testing did not consider inflation increases.

In 2022 a considerable amount of provisional goodwill is added as a result of all the business combinations that took place in 2022. As long as the purchase price allocation is not yet entirely finalised, these goodwill amounts are considered "provisional". Given the recent business plans for these business combinations and the higher WACC's used in these business plans to calculate the enterprise value, compared to the WACC's used for impairment testing, there is currently no risk of impairment of these provisional goodwill amounts. The purchase price allocation for Solover was finalised in 2022 and as a result all provisional goodwill as reported by the end of 2021 was allocated in 2022 to depreciable tangible and amortisable intangible fixed assets.

18 EQUITY ACCOUNTED INVESTEES

IN THOUSANDS OF EURO	NOTE	2022	2021
Carrying amount at 1 January		**34,927**	**30,294**
Acquisition		17,373	-
Disposal		(2,169)	-
Result of the period	6, 7	4,946	4,825
Dividends	35	(1,226)	(1,207)
Exchange differences		(261)	1,014
Other		-	-
Carrying amount at 31 December		**53,591**	**34,927**
Attributable to:			
Interest in join arrangements	6	22,092	21,690
Investments in associates	7	31,500	13,237

The Group's share in its associates and joint ventures recognised in profit or loss for the year ended 31 December 2022 was €4.9 million profit (2021: €4.8 million profit) – see note 6 *Interest in joint arrangements* and note 7 *Investments in associates.*

19 FINANCIAL ASSETS

Non-current financial assets

IN THOUSANDS OF EURO	NOTE	2022	2021
Loans to third parties at amortised cost		487	167
Loans to associates	35	-	544
Derivatives financial interest rate risk	31	-	1,455
Derivatives energy hedging	31	1,170	-
Other		13,906	3,934
Non-current financial assets		**15,562**	**6,100**

Current financial assets

IN THOUSANDS OF EURO	NOTE	2022	2021
Loans to third parties at amortised cost		46	35
Derivatives forex	31	519	926
Other		67	40
Current financial assets		**633**	**1,002**

"Derivatives energy hedging" in 2022 are forward contracts to cover volatility in energy prices that are designated as cash flow hedges. The increase in other items within non-current financial assets is coming from share purchases in 2022 in two Australian entities (Metallica Minerals Ltd. for 14.4% and Cape Silica Holdings Pty Ltd. for 9.99%) in which we have no significant influence.

20 DEFERRED TAX ASSETS AND LIABILITIES

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following items:

IN THOUSANDS OF EURO	ASSETS 2022	ASSETS 2021	LIABILITIES 2022	LIABILITIES 2021	NET 2022	NET 2021
Property, plant and equipment	(13,424)	(9,251)	57,556	46,229	44,132	36,978
Right-of-use assets	(4)		14,668	13,665	14,665	13,665
Intangible assets	(10,712)	(11,153)	18,638	15,121	7,926	3,968
Financial assets	(562)	(94)	3	24	(559)	(70)
Inventories	(3,037)	(4,744)	1,347	1,174	(1,690)	(3,571)
Trade and other receivables	(3,611)	(2,566)	583	1,023	(3,028)	(1,543)
Interest bearing loans and borrowings	(3,025)	(2,557)	1,334	1,209	(1,692)	(1,348)
Lease obligations	(12,768)	(11,255)	808	147	(11,960)	(11,108)
Provisions	(28,970)	(43,994)	9,701	8,839	(19,268)	(35,155)
Employee benefits	(6,118)	(9,982)	3,763	2,456	(2,354)	(7,526)
Trade and other payables	(2,425)	(3,509)	6,009	1,010	3,584	(2,499)
Other items	(796)	(91)	1,195	580	399	489
Tax loss carry-forwards	(67,109)	(59,194)	-	-	(67,109)	(59,194)
Tax (assets)/liabilities	**(152,562)**	**(158,391)**	**115,606**	**91,476**	**(36,956)**	**(66,915)**
Set off of tax	68,234	68,134	(68,234)	(68,134)	-	(0)
Net tax (assets)/liabilities	**(84,328)**	**(90,257)**	**47,372**	**23,342**	**(36,956)**	**(66,915)**

Movement in temporary differences during the period

IN THOUSANDS OF EURO	Balance 31, Dec. 2021	CHANGE IN ACCOUNTING POLICIES	RECOGNISED IN PROFIT OR LOSS	RECOGNISED IN EQUITY/OCI	ACQUIRED IN BUSINESS COMBINATIONS	DISPOSAL GROUP	RECLASSES	TRANSLATION DIFFERENCES	Balance 31, Dec. 2022
Property, plant and equipment and RoU asset	36,978	3,651	(12,849)	-	16,386	(265)	864	(633)	44,132
Right-of-use assets	13,665	-	742	-	685	(17)	16	(426)	14,665
Intangible assets	3,968	-	(4,241)	-	8,743	-	-	(545)	7,926
Financial assets	(70)	-	(459)	-	-	-	(24)	(7)	(559)
Inventories	(3,571)	48	1,857	-	-	-	-	(25)	(1,690)
Trade and other receivables	(1,543)	-	(1,638)	-	(43)	29	(26)	194	(3,028)
Interest bearing loans and borrowings	(1,348)	-	(358)	(216)	14	-	498	(282)	(1,692)
Lease obligations	(11,108)	-	(738)	-	(396)	17	(18)	283	(11,960)
Provisions	(35,155)	-	17,100	-	(726)	150	(737)	101	(19,268)
Employee benefits	(7,526)	-	6,273	(1,062)	12	-	(1)	(50)	(2,354)
Trade and other payables	(2,499)	-	1,236	4,580	31	-	1	235	3,584
Other items	489	-	93	437	(14)	-	(574)	(33)	399
Tax loss carry-forwards	(59,194)	-	(7,235)	-	(1,101)	1	134	286	(67,109)
Total	**(66,915)**	**3,700**	**(216)**	**3,739**	**23,591**	**(86)**	**134**	**(902)**	**(36,956)**

IN THOUSANDS OF EURO	Balance 31, Dec. 2020	CHANGE IN ACCOUNTING POLICIES	RECOGNISED IN PROFIT OR LOSS	RECOGNISED IN EQUITY/OCI	ACQUIRED IN BUSINESS COMBINATIONS	DISPOSAL GROUP	RECLASSES	TRANSLATION DIFFERENCES	Balance 31, Dec. 2021
Property, plant and equipment and RoU asset	37,152	-	(1,482)	42	114	-	69	1,083	36,978
Right-of-use assets	12,801	-	765	-	-	-	(149)	249	13,665
Intangible assets	3,080	-	1,048	(4)	(3)	-	4	(157)	3,968
Financial assets	218	-	(315)	4	-	-	24	-	(70)
Inventories	(2,706)	-	(797)	-	-	-	(5)	(63)	(3,571)
Trade and other receivables	(306)	-	(880)	-	-	-	(324)	(33)	(1,543)
Interest bearing loans and borrowings	(1,691)	-	(120)	399	-	-	12	53	(1,348)
Lease obligations	(11,455)	-	323	-	-	-	277	(253)	(11,108)
Provisions	(29,250)	-	(5,347)	(335)	-	-	84	(307)	(35,155)
Employee benefits	(11,848)	-	369	4,145	-	-	(35)	(158)	(7,526)
Trade and other payables	(2,514)	-	350	(40)	-	-	(165)	(129)	(2,499)
Other items	152	-	32	(1)	-	-	209	97	489
Tax loss carry-forwards	(57,944)	-	(2,362)	-	-	-	1,301	(189)	(59,194)
Total	**(64,314)**	**-**	**(8,418)**	**4,211**	**111**	**-**	**1,302**	**192**	**(66,915)**

Unrecognised deferred tax assets and liabilities

Deferred tax assets have not been recognised in respect of tax losses/credits for €131.2 million (2021: €122.6 million), because it is not probable that sufficient future taxable profit will be available against which the Group can utilise these benefits. The majority of the tax losses have no legal expiry date and the legal expiry term of the remaining is on average 10 years.

21 OTHER NON-CURRENT ASSETS

IN THOUSANDS OF EURO	2022	2021
Cash guarantees, at cost	1,516	1,564
Other	11,185	5,642
Total	**12,701**	**7,206**

Total other non-current assets amount to €12.7 million in 2022 (€7.2 million in 2021) and consist of cash guarantees, cash deposits, emission rights and deferred receipts for business combinations.

22 INVENTORIES

IN THOUSANDS OF EURO	2022	2021
Raw materials	81,051	54,045
Consumables	22,140	17,882
Work in progress mining & industrial treatment	45,033	49,742
Finished goods mining & industrial treatment	82,570	82,157
Goods purchased for resale	27,436	33,246
Spare parts	22,879	44,126
Write-downs	(31,848)	(53,080)
Total	**249,261**	**228,119**

The cost of raw materials and consumables was €364.8million (€254.7 million in 2021) and of goods purchased for resale €88.6 million (€93.2 million in 2021), both recognised as an expense in profit or loss.

Write-downs are related to slow moving inventories as they may be an indicator that the net realisable value is likely to be less than cost, *i.e.* it is likely to become obsolete before it can be sold. Write-downs are triggered whenever inventory exceeds twelve months production or sales volumes.

The write downs in 2022 are to a large extent triggered by impairment of inventories in Ukraine as a result of the ongoing war situation.

23 TRADE AND OTHER RECEIVABLES

Current trade and other receivables

IN THOUSANDS OF EURO	NOTE	2022	2021
Trade receivables		360,576	229,711
Impairment losses	31	(10,006)	(9,482)
Trade receivables		**350,570**	**220,229**
Other receivables		18,258	16,132
Interest receivables		132	29
Tax receivables, other than income taxes		50,501	39,387
Amounts due from customers for contract work		2	8
Advance payments, prepayments and prepaid expenses		29,183	36,015
Cash guarantees, at cost		277	193
Other current assets		5,643	597
Other receivables		**103,996**	**92,361**
Total		**454,565**	**312,590**

24 CASH AND CASH EQUIVALENTS

IN THOUSANDS OF EURO	2022	2021
Deposits with banks	23,039	10,354
Cash equivalents	1,676	91,986
Bank balances - Current accounts	544,033	203,275
Cash at hand	802	218
Total	**569,550**	**305,833**

In 2022, cash equivalents relate mainly to cheques received and sent to the bank for collection. The Group has a factoring programme for receivables invoiced in the following countries: Belgium, France, Germany, Italy, Spain, the Netherlands and the United Kingdom. This provides the company with the option to sell its receivables eligible for this programme at any moment. Considering this option, the invoices qualifying for sale under the factoring programme are readily convertible into known amounts of cash. The factoring programme for receivables was temporarily put on hold in 2022.

In 2021 the cash equivalents comprised invoices qualifying for sale under a factoring programme as well as cheques received. The Group had a factoring programme for receivables invoiced in the following countries: Belgium, France, Germany, Italy, Spain, the Netherlands and United Kingdom. This provided the Company the option to sell its receivables eligible for this programme at any moment. Considering this option, the invoices qualifying for sale under the factoring programme were readily convertible into known amounts of cash.

25 CAPITAL AND SHARE-BASED PAYMENTS

Capital and reserves

The various components of capital and reserves and the changes therein from 31 December 2021 to 31 December 2022 are presented in the Consolidated Statement of Equity.

Share capital and share premium

The issued capital of the Company as per 31 December 2022 amounts to €25.0 million, represented by 470,170 fully paid ordinary shares without par value.

IN THOUSANDS OF EUROS

ORDINARY SHARES ISSUED AND FULLY PAID	NUMBER	AMOUNT
At 1 January 2021	**470,170**	**25,000,000**
Changes		
At 31 December 2021	**470,170**	**25,000,000**
Changes		
At 31 December 2022	**470,170**	**25,000,000**

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign entities of the Company.

Hedging reserves

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedge instruments related to hedged transactions that have not yet affected profit or loss.

Reserve for treasury shares

At 31 December 2022 the Group held 35,314 (2021: 35,314) of the Company's shares. Throughout the year, no new treasury shares were acquired.

IN THOUSANDS OF EUROS

TREASURY SHARES	NUMBER	AMOUNT
At 1 January 2021	**35,314**	**72,085**
Changes		
At 31 December 2021	**35,314**	**72,085**
Changes		
At 31 December 2022	**35,314**	**72,085**

Dividends

In March 2023, a dividend of €55 million (€117.20 per ordinary share) has been recommended by the Board of Directors, but has not yet been approved by the General Meeting of Shareholders of SCR-Sibelco NV. No interim dividend was paid out during 2022 nor during 2021.

The following dividends were declared and paid by the Group on the Company's shares, excluding dividends paid for treasury shares, for the year ended 31 December:

IN THOUSANDS OF EUROS	2022	2021
Final dividend		
117.20 per ordinary share for 2022 (117.20 per ordinary share for 2021)	50,965	50,965

Share-based payments

The Group does not have any risks or obligations associated to share-based payment plans per 31st of December 2022 and 2021.

26 INTEREST-BEARING LOANS AND BORROWINGS

A Interest Bearing Loans & Borrowings

IN THOUSANDS OF EURO	2022	2021
Bank borrowings, non-current portion	35,502	17,142
Bond loan	345,829	-
Syndicated loans, non-current portion	-	*28,571*
Amortizing Syndicated Loan at fixed rate	-	*14,286*
Amortizing Syndicated Loan at floating rate	-	*14,286*
Other loans & borrowings	3,245	2,065
Non-current	**384,577**	**47,778**
Bank borrowings, current portion	35,707	11,750
Syndicated loans, current portion	28,571	28,571
Amortizing Syndicated Loan at fixed rate	*14,286*	*14,286*
Amortizing Syndicated Loan at floating rate	*14,286*	*14,286*
Other loans & borrowings	449	767
Bank overdrafts	5,890	1,067
Current	**70,617**	**42,155**
Total	**455,193**	**89,933**

Interest-bearing loans and borrowings

The Group has a €510 Syndicated Revolver Credit Facility in place. This facility has a termination date in 2025 for €434 million out of the €510 million. The difference of €76 million matures in 2024. This facility contains financial covenants. The Group's financial covenants have been set to provide the Group with a very strong buffer in case of further cash needs driven by working capital, Capex, acquisitions or pressure on its EBITDA. End of December 2022, the Group was well below any of these financial covenants.

At 31 December 2022, the Group had available €695 million of undrawn committed borrowing facilities (€671 million as per 31 December 2021).

In April 2022 the Group issued a 5-year inaugural bond with a face value of €350 million. The bonds were placed with qualified institutional investors. The pricing of the annual coupon was fixed at 2.875% with an issue price of 99.1%.

In preparation of this contemplated new debt issuance, Sibelco engaged in an external credit rating process with S&P. On 29 March 2022 S&P provided a rating to Sibelco as an investment grade company with a rating of BBB- and a stable outlook.

The stable outlook reflects that operating performance and credit measures are expected to remain in line with the rating, including, amongst others, an adjusted-debt-to-EBITDA ratio below 2. This reflects Sibelco's ability to manage higher input costs, its prudent capital allocation, and commitment to maintain an investment-grade rating.

The adjusted debt-to-EBITDA calculation takes into account the net financial position adjusted for trapped cash, asset retirement obligations, employee benefit liabilities and leasing obligations. As at December 31, 2022, this adjusted debt-to-EBITDA ratio is below 1

B Reconciliation between the opening and closing balances for liabilities arising from financing activities

			NON-CASH CHANGES			
IN THOUSANDS OF EURO	2021	CASH FLOWS	ACQUISITION /DISPOSALS	FOREIGN EXCHANGE TRANSLATION	FOREIGN EXCHANGE REVALUATION AND FINANCING FEES IN (PROFIT) OR LOSS	2022
Bank borrowings	28,891	-5,156	45,499	171	329	69,734
Bond loan	-	346,849	-	-	456	347,304
Syndicated loans	57,143	-28,571	-	-	-	28,571
Lease obligations	70,358	-23,129	28,510	-1,057	2,072	76,754
Other loans & borrowings	2,833	-1,775	270	-	2,365	3,694
Bank overdrafts	1,067	3,554	1,317	-37	-11	5,890
Non-current	**160,292**	**291,772**	**75,596**	**-923**	**5,210**	**531,947**

The acquisitions in bank borrowings of €45.5 million is related to the borrowings of the newly acquired entities in France, Poland, Italy and the Netherlands.
The acquisitions in lease obligations are mainly coming from business combinations for €6.9 million in the above-mentioned countries, from new lease contracts for €11.3 million and from lease remeasurements for €10.4 million.

C Terms and debt repayment schedule

IN THOUSANDS OF EURO	2022				2021			
BANK LOANS	NOMINAL INTEREST RATE	YEAR OF MATURITY	FACE VALUE	CARRYING AMOUNT	NOMINAL INTERESTRATE	YEAR OF MATURITY	FACE VALUE	CARRYING AMOUNT
BRL	4.54%	2023	7,986	7,986	5.87%	2023	4,113	4,113
DKK	2.31%	2023	8,203	8,203	-	-	-	-
EUR	2.97%	2027	371,297	371,297	0.41%	2023	31,174	31,174
INR	6.57%	2023	8,433	8,433	9.40%	2022	4,650	4,650
MYR	4.29%	2023	2,533	2,533	3.07%	2022	2,927	2,927
NOK	3.07%	2023	2,299	2,299	0.80%	2022	29,048	29,048
PLN	1.55%	2023	34,811	34,811	-	-	-	-
RUB	3.70%	2023	11,827	11,827	8.60%	2022	9,034	9,034
THB					2.13%	2022	8,003	8,003
TRY	1.45%	2023	7,803	7,803	20.21%	2022	984	984
Total	**-**	**-**	**455,193**	**455,193**	**-**	**-**	**89,933**	**89,933**

IN THOUSANDS OF EURO	FACE VALUE	CARRYING AMOUNT	FACE VALUE	CARRYING AMOUNT
Loans with non-financial counterparties	-	-	-	-
Liabilities held for sale	-	-	-	-
Other	-	-	2,833	2,833
Total	**455,193**	**455,193**	**92,766**	**92,766**

27 EMPLOYEE BENEFITS

Sibelco Group companies maintain retirement and other long-term defined benefit plans in several countries in which the Group operates.

Retirement plans

United Kingdom

The United Kingdom represents 64 percent of the obligations as per 31 December 2022. The Sibelco UK Final Salary Pension Scheme is closed to new entrants and future accruals. All previous active members of the Scheme entered a new defined contribution section of the Scheme from 1 January 2014, while all new employees hired since 1 January 2003 have been offered entry to a separate defined contribution plan. The Scheme is formally governed by a consolidated Trust deed and rules, which ensures the assets of the Scheme are segregated from those of the sponsoring employers. The Scheme has a statutory funding objective to ensure that it has sufficient and appropriate assets to cover its technical provisions (Pension Act 2004). Liabilities are exposed to interest rate risk, inflation risk and demographic risk (mortality, turnover). Assets are exposed to interest rate risk, market risk and credit risk. The Trustee has agreed that the Scheme's defined benefit Section should have a strategic asset allocation.

The last completed triennial valuation as per 31 December 2019 was finalised in 2021. The next triennial valuation will be as per 31 December 2022 and is underway. The statutory deadline for completion is March 2024. With the value of the UK Scheme's assets being less than the Trustee's technical provisions, a recovery plan has been agreed between the sponsoring companies and the Trustees of the Scheme to eliminate the difference by payment of additional "deficit" contributions. The aim is to eliminate the deficit by 31 December 2025. For this purpose contributions of £10.62 million have been paid in 2020, £10.79 million in 2021 and £10.96 million in 2022. Further deficit contributions are payable in 2023 (£8.00 million), in 2024 (£6.09 million) and in 2025 (£6.15 million). In addition, contributions are made towards the Scheme administration of £0.35 million per annum and to the Pension Protection Fund (PPF) levy premiums.

The plan is closed and no more service costs are accrued. Variations in the defined benefit obligation are limited to changes in actuarial assumptions and plan experience.

Europe (excluding the United Kingdom)

The plans in Europe (excluding the United Kingdom) represent overall 34 percent of the obligations as per 31 December 2022.

The main defined benefit plans are in the Netherlands, Germany and Sweden representing respectively 20 percent, 5 percent and 1 percent of the obligations as per 31 December 2022. The plans have been established in accordance with common practice and legal requirements. These are all retirement plans that generally provide a benefit related to years of service and rates of pay close to retirement. The plans in the Netherlands are insured and are closed for future salary accruals and to new entrants. The plans in Germany are mainly closed unfunded book-reserved pension plans which cover active, deferred and retired members. The plan in Sweden refers to the so-called unfunded ITP2 defined benefit plan covering active, deferred and retired members.

The Belgian defined contribution pension plans are by law subject to minimum rates of return to be guaranteed by the employer. They were reclassified as defined benefit plans in 2016. As from 1 January 2016, the minimum guaranteed rate of return on an annual basis is linked to the 24-month average of the Belgian government bond yields (OLO 10Y). Minimum rates can however not be lower than 1.75 percent and not be higher than 3.75 percent. For 2016 through 2022 the minimum guaranteed rate of return is 1.75 percent on employer and employee contributions. The previous rates (3.25 percent on employer contributions and 3.75 percent on employee contributions) continue to apply to the accumulated past contributions until 31 December 2015. The net liability, representing the difference between the obligations and the fair value of plan assets equals €0.2 million as per 31 December 2022 (€2.2 million as per 31 December 2021).
Benefits in Italy, France, Poland, Turkey and Greece relate to the mandatory retirement benefits of the defined benefit type.

Asia & Australia

Australia represents 1 percent of the obligations as per 31 December 2022. The Australian defined benefit pension plan requires contributions to be made to a separately administered fund. There remain only a limited number of retired members participating in the plan.

The Group has a complementary funded retirement plan in Taiwan. The plan is closed for new entrants.

The reported liabilities for Thailand, India, Indonesia and Japan mainly relate to mandatory retirement benefits of the defined benefit type.

Liabilities in Asia account in total for 1 percent of the obligations as per 31 December 2022.

Termination benefits

The reported termination benefits are early retirement plans in Belgium.

Other long-term employee benefits

In 2011, the Board of Directors decided to set up long term incentive plans (LTI) for a selected number of key executives. Today the LTI plans of 2017 until 2022 are still in force with potential cash payments in future years based on the evolution of financial KPI's. At the end of 2022, the provision for all these plans has been estimated to be €21.2 million.

The other long-term benefit plans mainly relate to jubilee plans (4) in The Netherlands.

Explanation of amounts in the financial statements

Defined benefit liabilities

IN THOUSANDS OF EURO				2022				2021
	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL
Present value of funded obligations	275,122	-	-	275,122	418,931	-	-	418,931
Fair value of plan assets	(266,167)	-	-	(266,167)	(401,329)	-	-	(401,329)
Present value of net funded obligations	**8,955**	**-**	**-**	**8,955**	**17,602**	**-**	**-**	**17,602**
Present value of unfunded obligations	10,054	575	21,951	32,580	15,668	802	16,228	32,698
Reclassification liabilities held for sale	-	-	-	-	-	-	-	-
Total defined benefit liabilities/(assets)	**19,009**	**575**	**21,951**	**41,535**	**33,270**	**802**	**16,228**	**50,300**
Liabilities	28,843	575	21,951	51,369	46,292	802	16,228	63,322
(Assets)	(9,834)	-	-	(9,834)	(13,022)	-	-	(13,022)
Net liability at 31 December	**19,009**	**575**	**21,951**	**41,535**	**33,270**	**802**	**16,228**	**50,300**

Movements in the net liability for defined benefit obligations recognised in the statement of financial position

IN THOUSANDS OF EURO				2022				2021
	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL
At 1 January	**33,272**	**802**	**16,229**	**50,303**	**68,755**	**998**	**3,436**	**73,189**
Contributions by employer	(19,401)	(196)	(3,466)	(23,063)	(18,880)	(198)	(736)	(19,814)
Expense (income) recognised in the statement of profit or loss	2,704	(32)	9,191	11,863	4,669	2	13,530	18,201
Remeasurements loss (gain) included in OCI	2,148	-	-	2,148	(21,980)	-	-	(21,980)
Business combinations, acquistions	120	-	3	123	-	-	-	-
Business combinations, divestments	(112)	-	(14)	(126)	-	-	-	-
Other movements	(31)	-	(5)	(36)	(13)	-	-	(13)
Exchange differences	309	-	13	322	721	-	(1)	720
At 31 December	**19,009**	**574**	**21,951**	**41,534**	**33,272**	**802**	**16,229**	**50,303**

Changes in the present value of the defined benefit obligations

IN THOUSANDS OF EURO					2022				2021
	NOTE	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL
At 1 January		**434,599**	**802**	**16,375**	**451,776**	**441,346**	**998**	**3,582**	**445,926**
Service cost		3,090	5	9,390	12,485	3,611	10	13,513	17,134
Interest cost	13	7,177	-	19	7,196	4,919	(1)	12	4,930
Benefits paid		(20,428)	(196)	(3,466)	(24,090)	(14,135)	(198)	(736)	(15,069)
Actuarial losses (gains)		(122,900)	(37)	(172)	(123,109)	(21,099)	50	5	(21,044)
Past service cost		-	-	-	-	(98)	(57)	-	(155)
Losses (gains) on curtailments		(1,055)	-	(46)	(1,101)	-	-	-	-
Business combinations, acquistions		295	-	3	298	-	-	-	-
Business combinations, divestments		(1,802)	-	(14)	(1,816)	-	-	-	-
Other movements		(31)	-	(5)	(36)	(54)	-	-	(54)
Exchange differences		(13,770)	-	13	(13,757)	20,109	-	(1)	20,108
At 31 December		**285,175**	**574**	**22,097**	**307,846**	**434,599**	**802**	**16,375**	**451,776**

Total Defined Benefit Obligations (DBO) decreased by €143.9 million, as a result of a decrease in post-employment and termination benefits partly offset by an increase in other benefits.

The decrease of the DBO on post-employment benefits is primarily due to the positive effects of the actuarial gains (€122.9 million), the benefits paid (€20.4 million), the exchange differences (€13.8 million) mainly related to the evolution of GBP currency, the disposal of the abrasives business (€1.8 million) and the gain on curtailments (€1.1 million; primarily restructuring impact). These positive effects are partly offset by the interest cost and service cost during 2022 (€10.3 million).

Increase in other benefits is due to the increase in service cost of which €6.7 million relates to long term incentive plans (LTI).

The specification of the actuarial gains and losses for 2022 is the following

IN THOUSANDS OF EURO	2022	2021
Experience adjustments	10,685	136
Changes in demographic assumptions	498	1,855
Changes financial assumptions	(134,293)	(23,034)
Total	**(123,110)**	**(21,043)**

Total actuarial gains and losses on the defined benefit obligations were €123.1 million, mainly arising from the change in financial assumptions (€134.3 million) primarily in the UK. These are however compensated by the total actuarial gains and losses on the fair value of plan assets (€125 million).

Changes in the fair value of plan assets

IN THOUSANDS OF EURO		2022				2021			
	NOTE	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL
At 1 January		**(401,328)**	**(1)**	**(146)**	**(401,475)**	**(372,592)**	**(1)**	**(146)**	**(372,739)**
Return on plan assets	13	(6,932)	-	-	(6,932)	(4,222)	-	-	(4,222)
Actuarial (gains) losses		125,048	-	-	125,048	(881)	-	-	(881)
Administration costs		424	-	-	424	459	-	-	459
Contributions by employer and employee		(19,105)	(190)	(3,465)	(22,760)	(19,016)	(189)	(737)	(19,942)
Benefits paid		20,132	190	3,465	23,787	14,271	189	737	15,197
Business combinations, acquistions		(174)	-	-	(174)	-	-	-	-
Business combinations, divestments		1,691	-	-	1,691	-	-	-	-
Other movements		-	-	-	-	41	-	-	41
Exchange differences		14,079	-	-	14,079	(19,388)	-	-	(19,388)
At 31 December		**(266,165)**	**(1)**	**(146)**	**(266,312)**	**(401,328)**	**(1)**	**(146)**	**(401,475)**

The decrease of the plan assets on post-employment benefits is mainly due to the real return on plan assets (€118.1 million), the benefits paid (€20.1 million) and the positive effects of the exchange differences (€14.1million; GBP evolution) and of the disposal of the abrasives business (€1.7 million), partly offset by the contributions made (€19.1 million).

Expense recognised in profit or loss

IN THOUSANDS OF EURO		2022				2021			
	NOTE	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL
Current service cost (net of employee contributions)	12	3,090	5	9,390	12,485	3,611	10	13,513	17,134
Administrative costs	12	424	-	-	424	459	-	-	459
Interest cost	13	7,177	-	19	7,196	4,919	(1)	12	4,930
Return on plan assets	13	(6,932)	-	-	(6,932)	(4,222)	-	-	(4,222)
Actuarial (gains) losses recognised in the period	12	N/A	(37)	(172)	(209)	N/A	50	5	55
Past service cost	12	-	-	-	-	(98)	(57)	-	(155)
(Gains) losses on curtailments & settlements	12	(1,055)	-	(46)	(1,101)	-	-	-	-
Total		**2,704**	**(32)**	**9,191**	**11,863**	**4,669**	**2**	**13,530**	**18,201**

Comment on results post-employment benefits

During 2022, both the defined benefit obligations on post-employment benefits as well as the plan assets decreased. Consequently, our funded position, *i.e.* ratio of plan assets to defined benefit obligations, has slightly increased to 93 percent (2021: 92 percent).

Expected benefit payments

IN THOUSANDS OF EUROS	POST-EMPLOYMENT BENEFITS	TERMINATION BENEFITS	OTHER	TOTAL
Expected benefit payments due within 1 year	14,890	166	108	15,164
Expected benefit payments due between 2-5 years	62,296	432	472	63,199
Expected benefit payments due between 6-10 years	90,697	12	473	91,182

Disaggregation fair values plan assets

The average weighing of the assets by the various asset categories are shown below (66.5 percent of the assets are listed):

	2022	2021
Government bonds	0.21%	0.16%
Equity	0.69%	7.55%
Cash	0.84%	0.31%
Property	0.09%	0.07%
Insurance contracts	26.20%	23.13%
Other	71.98%	68.77%
Total	**100.00%**	**100.00%**

In the plan assets there are no own equity instruments and no property used by the Group. The real return on assets over 2022 amounts to €118.1 million loss or -29.4 percent (2021: €5.1 million gain or 1.4 percent).

Significant actuarial assumptions

The following are the principal actuarial assumptions at the reporting date (expressed as weighted averages):

	2021	2020
Discount rate	4.46%	1.67%
Rate of salary increases	3.70%	3.03%
Inflation rate	2.71%	2.70%
Pension increase rate	2.67%	2.67%

The discount rate, the rate of salary increases and the inflation rate are weighted by the defined benefit obligation, and the pension increase rate is weighted by the defined benefit obligation of the plans paying pensions rather than lump sums on retirement.

The best estimate of the employer contributions which the Group expects to pay for post-employment benefits in 2023 amounts to €13.4 million (2022: €18 million).

The average duration of the defined benefit plan obligation at the end of the reporting period is 13 years (2021: 16 years). This average duration has fallen as the significantly higher Discount Rates observed as per 31 December 2022 put lower weight on future payments with longer terms compared to future payments with shorter terms.

Sensitivity analysis

A 0.25 percent change in the actuarial assumptions would have the following effects:

IN THOUSANDS OF EURO	2022		2021	
DISCOUNT RATE	25 BASIS POINTS INCREASE	25 BASIS POINTS DECREASE	25 BASIS POINTS INCREASE	25 BASIS POINTS DECREASE
Effect on the aggregate of the service cost and finance cost increase/(decrease)	(238)	253	(628)	683
Effect on the defined benefit obligation increase/(decrease)	(8,023)	8,456	(16,514)	17,616
INFLATION RATE	25 BASIS POINTS INCREASE	25 BASIS POINTS DECREASE	25 BASIS POINTS INCREASE	25 BASIS POINTS DECREASE
Effect on the aggregate of the service cost and finance cost increase/(decrease)	(253)	238	(170)	169
Effect on the defined benefit obligation increase/(decrease)	4,613	(4,581)	9,072	(8,991)

The sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position. assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

28 PROVISIONS

IN THOUSANDS OF EURO	NOTE	WARRANTIES AND ONEROUS CONTRACTS	RESTRUCTURING PLANS	SITE RESTORATION AND PLANT DEMOLITION	PENALTIES, LEGAL CLAIMS AND OTHER	2022	2021
Balance at 1 January		**69**	**30,403**	**270,564**	**12,328**	**313,364**	**304,086**
Movements through P&L		**-**	**(7,104)**	**(5,667)**	**(631)**	**(13,401)**	**26,292**
Additional provision	8, 9, 10	-	145	11,889	3,875	15,909	36,568
Unused amounts reversed	8, 9, 10	-	(7,249)	(4,157)	(3,886)	(15,291)	(16,975)
Revisions due to change of discount rate and inflation rate	13	-	-	(20,517)	(619)	(21,136)	(468)
Unwinding of the discount rate	13	-	-	7,118	(1)	7,118	7,167
Other movements		**-**	**(8,625)**	**(49,529)**	**3,013**	**(55,140)**	**(17,013)**
Business combinations	3	-	-	4,485	-	4,485	406
Disposals		-	-	(2,015)	-	(2,015)	-
Additional provision (variation of the asset component)	16	-	-	(33,638)	-	(33,638)	1,640
Provision used during the period		-	(8,558)	(13,509)	(725)	(22,792)	(19,987)
Exchange difference		-	(66)	(764)	173	(657)	3,047
Transfers		-	-	(3,340)	3,565	225	537
Reclassification liabilities held for sale	11	-	-	(749)	-	(749)	(2,656)
Balance at 31 December		**69**	**14,675**	**215,368**	**14,710**	**244,823**	**313,364**
Current		1	12,208	15,909	9,786	37,904	59,158
Non-current		69	2,467	199,459	4,924	206,919	254,205

Restructuring plans

A substantial amount (€7.3 million) of the restructuring provision set up prior year were released in 2022 as expenditures turned out lower than anticipated, essentially as a result of voluntary departures.

Site restoration and plant demolition

The Group is subject to numerous environmental requirements in various countries in which it operates, including restoration and clean-up of its quarries and demolition of its plants. In order to comply with regulations, the Group has made significant expenditures and has set up provisions.

The obligation to restore the environment or dismantle an asset is provided in full at the time of the start of the operations. When the provision arises on initial recognition of an asset, the corresponding debit is treated as part of the cost of the related asset and is not recognised immediately in profit or loss but gradually through the depreciation of the related asset. Changes in the estimate of the provision are generally adjusted against the carrying amount of the asset.

Due to the long-term nature of the liability, the biggest uncertainties in estimating the provision are the costs that will be incurred. The provision is measured at the best estimate of costs to be incurred. This takes the time value of money into account, if material. The best estimate typically will be based on the single most likely cost of mine closure and takes uncertainties into account in either the cash flows or the discount rate used in measuring the provision.

In particular, the Group has assumed that its quarries will be restored using technology and materials that are currently available. The corresponding provisions have been calculated taking into account future price increases and discount factors.

2022	CURRENCY	DICOUNT RATES 10Y	INFLATION RATES
Australia	AUD	5.66	2.69
Belgium	EUR	4.24	1.82
Brazil	BRL	14.55	3.17
Canada	CAD	5.15	2.10
Finland	EUR	4.15	1.97
France	EUR	4.18	1.86
Germany	EUR	3.62	2.42
Italy	EUR	5.82	2.31
Malaysia	MYR	6.21	2.48
Mexico	MXN	11.15	3.27
The Netherlands	EUR	3.94	2.27
Norway	NOK	5.21	2.25
Portugal	EUR	4.70	2.27
Russia	RUB	11.49	4.00
Spain	EUR	4.76	2.11
Sweden	SEK	3.87	2.78
Turkey	TRY	16.69	17.94
United Kingdom	GBP	4.88	2.42
Ukraine	UAH	14.64	6.94
United States	USD	5.36	2.09

There are many complexities in calculating an estimate of the expenditure to be incurred. Technological advances may reduce the ultimate cost of mine closure and may also affect the timing by extending the existing expected recoveries from the reserves. The estimate is updated at each reporting date.

Our active and inactive managed facilities are required to have closure plans. As from 2015, detailed closure planning requirements were introduced through our Closure Plan Policy, with each asset required to develop a closure plan as part of their life of asset plan. In addition, a new sustainability process was implemented focusing on closure planning, cost estimation and closure objectives at operating assets. Integrating closure planning in the early stages of project development and through an asset's lifecycle helps us to leave a positive legacy of sustainable development, minimize financial impacts and ensure stakeholder expectations are met. Closure plans provide the basis for estimating the financial costs of closure and the associated accounting closure and rehabilitation provisions.

Closure plans are reviewed at the following frequency:

- Every 5 years, or;
- When significant changes occur:
  - in the operation,
  - in local regulatory requirements or constructive obligations,
  - in stakeholder interests or the local environment that:
    - jeopardize the Group's long term viability (expected lifetime of the operation), or
    - risk renewal or prolongation of necessary permits and rights to exploit, or;
- Every year when the operation has an expected lifetime of less than 5 years.

During 2022, the best estimates of the closure plans were reviewed and adjusted, resulting in an addition to the provision of €11.9 million in the income statement, a decrease to the asset component of €33.6 million and a release of the provision of €4.2 million. The main impacts for these additions and releases were both in Australia, where the Group is closing its activities, and in Europe. The unwinding and change of the discount rate and inflation rate are both a non-cash impact on the provision of €7.1 million (€7.2 million in 2021) and €-20.5 million (€-0.6 million in 2021) respectively, spread over several entities of the Sibelco Group. The use of the provision site restoration and plant demolition, for €13.5 million, was mainly situated in Europe and Australia.

Contingencies

The group has different contingencies. These are described under note 34 *Contingencies*.

Penalties, legal claims and other

Provisions for penalties, legal and other claims are mainly related to Europe and South America. It includes the additions of €3.9 million which mainly relates to provisions of emission rights in Belgium. During 2022 the Group has released several provisions for a total of €3.9 million, consisting of various claims and litigations mainly in Europe.

Liabilities held for sale

The liabilities held for sale are related to a small plant in Italy and Australia – see note 11 *Assets and liabilities classified as held for sale*.

29 TRADE AND OTHER PAYABLES

Non-current trade and other payables

IN THOUSANDS OF EURO	NOTE	2022	2021
Other payables		72,628	-
Trade and other payables - Non-current	31	**72,628**	**-**

Current trade and other payables

IN THOUSANDS OF EURO	NOTE	2022	2021
Trade payables		235,852	209,884
Unearned revenues and advances		100,355	3,731
Other payables		84,158	66,824
Interest payable		7,282	100
Non-income tax payables		39,690	25,035
Accrued liabilities		27,666	29,420
Trade and other payables - Current	31	**495,003**	**334,993**

30 OTHER CURRENT AND NON-CURRENT LIABILITIES

Other non-current liabilities

IN THOUSANDS OF EURO	NOTE	2022	2021
Cash flow hedge, negative fair value	31	938	21
Derivative financial instruments		**938**	**21**
Government grants		10,161	3,173
Other		930	27
Other liabilities - Non-current		**12,029**	**3,222**

Other non-current liabilities of the Group were €12.0 million, compared to €3.2 million in 2021. The increase is mainly due to government grants for our new recycling entity in Poland.

Other current liabilities

IN THOUSANDS OF EURO	NOTE	2022	2021
Other, negative fair value	31	844	1,101
Derivative financial instruments		**844**	**1,101**
Other		5,637	5,447
Other liabilities - Current		**6,481**	**6,548**

Other current liabilities of the Group were €6.5 million (2021: €6.5 million) and mainly consist of a prepayment on the sale of a small plant in Italy and other liabilities in Brazil.

31 FINANCIAL INSTRUMENTS

The Group uses derivate financial instruments to hedge exposure to fluctuations in foreign exchange rates, interest rates and certain commodities (energy). Some hedges qualify for hedge accounting, others are treated as 'free-standing instruments held for trading' for hedging financial assets and liabilities in foreign currencies compliant with the Group's FX policy.

The Group has decided to fix the interest rate for a significant portion of its debt. Following this decision, the interest rate risk is hedged by means of interest rate swaps for which cash flow hedge accounting is applied.

Credit risk

Exposure to credit risk

At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset.

Impairment losses

The Group applies an allowance percentage on specific buckets in order to determine the total impairment loss on the trade receivables. The used percentages are 1 percent for receivables not past due; 3 percent for receivables past due 0 - 90 days; 50 percent for past due 91 - one year; and 100 percent for receivables for more than one year. These are determined based on an Expected Credit Loss (ECL) model which incorporates historic data and takes also into account the impacts of the softening of the economy in Europe and the related war in Ukraine. The ageing of trade receivables at the reporting date was:

		2022		2021	
IN THOUSANDS OF EURO	NOTE	GROSS	IMPAIRMENT	GROSS	IMPAIRMENT
Not past due		323,523	(3,330)	286,850	(3,039)
Past due 0 - 90 days		29,290	(894)	31,294	(966)
Past due 91 days - 1 year		4,167	(2,119)	2,698	(1,489)
More than 1 year		3,377	(3,663)	4,588	(4,588)
Trade receivables	23	**360,358**	**(10,006)**	**325,430**	**(10,082)**

The Group believes that, apart from the above, no additional impairment allowance is necessary in respect of trade receivables not past due.

The movement in the allowance for impairment in respect of trade receivables during the period was as follows:

IN THOUSANDS OF EURO	NOTE	2022	2021
Balance at 1 January		**(10,082)**	**11,724**
Impairment loss recognised	8	1,805	(770)
Allowances used during the period		(1,527)	(858)
Exchange differences		(148)	(20)
Reclassification assets held for sale		-	-
Scope changes		(54)	7
Balance at 31 December	23	**(10,006)**	**(10,082)**

In 2022 total impairment loss recognised was €1.8 million, of which the majority (€1.6 million) was expensed as SG&A. – see note 8 *Detailed information on revenue, cost of sales and SG&A.*

In 2021 total impairment loss reversed was €0.8 million, of which €0.1 million expensed as SG&A, €0.1 million as cost of sales (production expenses) and €1 million relates to a release in other operating - see note 8 *Detailed information on revenue, cost of sales and SG&A.*

Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

IN THOUSANDS OF EURO	NOTE	CARRYING AMOUNT	CONTRACTUAL CASH FLOWS	LESS THAN 1 YEAR	1-5 YEARS	MORE THAN 5 YEARS
						2022
Non-derivative financial liabilities						
Bank borrowings	26	71,209	(71,657)	(36,155)	(35,502)	-
Bond loan	26	345,829	(400,340)	(10,062)	(390,278)	-
Amortizing syndicated loan	26	28,571	(28,854)	(28,854)	-	-
Lease obligations	26	76,754	(83,008)	(18,745)	(49,806)	(14,457)
Other loans & borrowings	26	3,694	(3,709)	(444)	(3,265)	-
Bank overdrafts	26	5,890	(5,890)	(5,890)	-	-
Total		**531,947**	**(593,458)**	**(100,149)**	**(478,851)**	**(14,457)**
Derivative financial liabilities						
Interest rate swaps - hedge accounting	30	-	-	-	-	-
Other forward exchange contracts - no hedge accounting	30	844	406	406	-	-
Outflow		-	(28,261)	(28,261)	-	-
Inflow		-	28,667	28,667	-	-
Total		**844**	**406**	**406**	**-**	**-**
Other financial liabilities						
Trade and other payables	29	566,746	-	(494,118)	(72,628)	-
Total		**566,746**	**-**	**(494,118)**	**(72,628)**	**-**

						2021
IN THOUSANDS OF EURO	NOTE	CARRYING AMOUNT	CONTRACTUAL CASH FLOWS	LESS THAN 1 YEAR	1-5 YEARS	MORE THAN 5 YEARS
Non-derivative financial liabilities						
Bank borrowings	26	28,891	(28,891)	(10,902)	(17,989)	-
Amortizing syndicated loan	26	57,143	(57,443)	(28,801)	(28,642)	-
Lease obligations	26	70,358	(74,938)	(19,118)	(43,195)	(12,625)
Other loans & borrowings	26	2,832	(2,832)	(767)	(2,065)	-
Bank overdrafts	26	1,067	(1,066)	(1,066)	-	-
Total		**160,291**	**(165,170)**	**(60,654)**	**(91,891)**	**(12,625)**
Derivative financial liabilities						
Interest rate swaps - hedge accounting	30	21	(21)	-	(21)	-
Other forward exchange contracts - no hedge accounting	30	1,101	(1,361)	(1,361)	-	-
Outflow		-	(88,226)	(88,226)	-	-
Inflow		-	86,865	86,865	-	-
Total		**1,123**	**(1,382)**	**(1,361)**	**(21)**	**-**
Other financial liabilities						
Trade and other payables	29	334,993	(334,993)	(334,993)	-	-
Total		**334,993**	**(334,993)**	**(334,993)**	**-**	**-**

The following table indicates the period in which the cash flows associated with derivatives that are cash flow hedges are expected to occur. They will be recycled through profit or loss in the same periods:

						2022
IN THOUSANDS OF EURO	NOTE	CARRYING AMOUNT	CONTRACTUAL CASH FLOWS	LESS THAN 1 YEAR	1-5 YEARS	MORE THAN 5 YEARS
IRS and forward-exchange contracts						
Assets - forward exchange contracts	19	-	-	-	-	-
Liabilities - IRS	30	-	-	-	-	-
Total		**-**	**-**	**-**	**-**	**-**

						2021
IN THOUSANDS OF EURO	NOTE	CARRYING AMOUNT	CONTRACTUAL CASH FLOWS	LESS THAN 1 YEAR	1-5 YEARS	MORE THAN 5 YEARS
IRS and forward-exchange contracts						
Assets - forward exchange contracts	19	1,455	1,455	-	1,455	-
Liabilities - IRS	30	21	21	-	21	-
Total		**1,476**	**1,476**	**-**	**1,476**	**-**

In December 2021 the Group introduced interest rate swaps to hedge the interest rate risk on the - then - highly probable forecasted bond issue for an aggregate nominal amount of approximately €300 million. The Group designated these interest rate swaps as cash flow hedges. Therefore the changes in fair value of these interest rate swaps were presented within other comprehensive income for the effective part of the cash flow hedge. Following the bond issuance, the amounts accumulated in equity are reclassified to profit or loss, on a linear basis, in the same period during which the hedged expected future cash flows affect profit or loss (*i.e.* the lifetime of the bond), adjusting interest expense. The Sibelco Group was exposed to interest rate risk (the yield variability of the forecast fixed interest bond issuance caused by the fluctuation of the long-term interest rate) for the period between the start of the bonds issuance process and the effective issuance. These interest rate swaps hedged this interest rate risk with a hedge ratio of 1:1 on a current notional basis.

Currency risk

Exposure to currency risk

The Group is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currency of the Group entities, primarily the US Dollar (USD), the Euro (EUR), the British Pound (GBP), and also the Australian Dollar (AUD). The currencies in which these transactions primarily are denominated are EUR and USD.

The Group uses forward exchange contracts to hedge the foreign exchange risk compliant with the policy as detailed under 'Financial risk management' – see note 2 *Financial risk management.*

The Group's exposure to foreign currency risk was as follows based on notional amounts:

Sensitivity analysis

					2022					2021
IN THOUSANDS OF EUR	EUR	USD	GBP	AUD	OTHER	EUR	USD	GBP	AUD	OTHER
Transactional Exposure										
Trade, other receivables and Cash & Cash Equivalents	25,074	19,176	(6,414)	(751)	2,287	26,080	4,083	(36,652)	(83,266)	-
Interest bearing loans and borrowings	(1,447)	(12)	6,663	84	57,826	(4,819)	1,871	39,165	-	-
Trade and Other Payables	(24,272)	(31,401)	(774)	-	(1,904)	(29,788)	(37,332)	(104)	69	-
Gross Exposure	**(645)**	**(12,237)**	**(524)**	**(667)**	**58,209**	**(8,527)**	**(31,378)**	**2,409**	**(83,198)**	**-**
Forward Exchange Contracts	(840)	7,541	(2,582)	-	(59,080)	8,698	31,085	(1,289)	78,089	-
Total	**(1,485)**	**(4,697)**	**(3,106)**	**(667)**	**(872)**	**170**	**(294)**	**1,120**	**(5,109)**	**-**
Economical Exposure										
Estimated Forecasted sales/receivables	-	-	-	-	-	-	-	-	-	10,567
Estimated Purchases	-	-	-	-	-	-	-	-	-	-
Gross Exposure	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**10,567**
Forward Exchange Contracts	-	-	-	-	-	-	-	-	-	(10,567)
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**0**

A 10 percent change of the Euro against the other currencies at 31 December 2022 would have an insignificant impact on the hedge reserve included in equity nor on net profit (economical exposure), (2021: immaterial impact on equity nor on net profit).

Interest rate risk

The Group has 79% of its debt at fixed rate. The floating part is mainly influenced by changes in the Euribor 3 months. A shift in interest rate of 1 percent has an impact of €0.9 million on interest result.

Fair values

Fair values versus carrying amounts

The fair values together with the carrying amounts shown in the statement of financial position are as follows:

IN THOUSANDS OF EUR	NOTE	CARRYING AMOUNT 2022	FAIR VALUE 2022 LEVEL 2	CARRYING AMOUNT 2021	FAIR VALUE 2021 LEVEL 2
Fixed rate financial liabilities:					
Non-current	26	(345,829)	(347,304)	(14,286)	(14,286)
Current	26	(14,286)	(14,286)	(14,286)	(14,286)
Floating rate financial liabilties:					
Non-current	26	-	-	(14,286)	(14,286)
Current	26	(14,286)	(14,286)	(14,286)	(14,286)
Interest rate swaps:					
Assets		-	-	1,455	1,455
Liabilities	30	-	-	(21)	(21)
Forward exchange contracts:					
Assets - hedge net financial position	19	418	418	906	906
Assets - hedge transactional and economical exposure	19	101	101	20	20
Liabilities - hedge net financial position	30	(326)	(326)	(1,050)	(1,050)
Liabilities - hedge transactional and economical exposure	30	(517)	(517)	(52)	(52)
Energy hedge contracts:					
Assets - energy hedge	19	1,170	1,170	-	-
Liabilities - energy hedge	30	(938)	(938)	-	-
Total		**(374,494)**	**(375,969)**	**(55,884)**	**(55,884)**

The impact of hedged items on the hedging reserve in the consolidated statement of equity and on the consolidated statement of comprehensive income is as follows:

IN THOUSANDS OF EURO	2022	2021
Hedging Reserve at end of previous period	**1,064**	**-463**
MTM revaluation on IRS	17,053	1,434
Deferred tax on MTM revaluation IRS	-4,263	-359
Recycling of IRS to Profit or Loss	-2,673	-
Recycling deferred tax on IRS to Profit or Loss	668	-
MTM revaluation on energy hedges	232	-
Other move cashflow hedges on FX forward contracts	190	451
Hedging Reserve at end of period	**12,270**	**1,064**

Hierarchy and determination of fair values

All above fair values have a Level 2 nature, meaning that inputs used for measurement are other than quoted prices within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).

The fair value of forward exchange contracts is determined using money market interest rates and the foreign exchange spot rates at the balance sheet date.

The fair value of interest rate swaps and cross currency interest rate swaps are calculated as the net present value of the future cash flows.

The fair value of the financial derivatives for energy hedging is determined using market prices at the balance sheet date and is calculated as the net present value of future cash flows.

In the context of IFRS 13, the Group has made an assessment of non-performance risk in respect of derivatives. The Group assessed that no value adjustments are required, taking into account the financial strength of the counterparties (investment grade and the short-term nature of the current portfolio).
For the valuation and testing of derivative financial instruments for which hedge accounting is applied, the Group is using a fair value model which meets the IFRS requirements regarding hedge effectiveness testing. For hedge effectiveness testing the dollar-offset method is applied.

Commodity risk

The operations of the Sibelco Group consume significant volumes of energy, mainly gas and electricity. For the supply of energy, the Sibelco Group engaged into contracts with suppliers for the physical delivery. The Group has decided in 2022 to hedge a portion of the commodity exposure based on expected consumption up to a period of 5 years using financial derivatives. This hedging is done by entering into commodity swaps. The hedge ratio for this hedging relationship will be 1:1 on a current volume basis. As the derivatives are concluded with well-established counterparty banks the impact of credit risk within these derivatives is not material. The Group designated these commodity swaps as cash flow hedges that are highly effective

The table below presents the fair value of these commodity hedging instruments:

IN THOUSANDS OF EURO	NOTE	CARRYING AMOUNT	CONTRACTUAL CASH FLOWS	LESS THAN 1 YEAR	1-5 YEARS	MORE THAN 5 YEARS
		2022				
Energy Hedges	19	**1,170**	**1,170**	**-**	**1,170**	**-**
Assets - energy hedges	30	(938)	(938)	-	(938)	-
Liabilities - energy hedges		232	232	-	232	-
Total		**-**	**-**	**-**	**-**	**-**

IN THOUSANDS OF EURO	NOTE	CARRYING AMOUNT	CONTRACTUAL CASH FLOWS	LESS THAN 1 YEAR	1-5 YEARS	MORE THAN 5 YEARS
		2021				
Energy Hedges		**-**	**-**	**-**	**-**	**-**
Assets - energy hedges	19	-	-	-	-	-
Liabilities - energy hedges	30	-	-	-	-	-
Total		**-**	**-**	**-**	**-**	**-**

32 LEASES

Per 31 December 2022 (and also per 31 December 2021), the Group leases mainly operating equipment, buildings, warehouses and cars under a number of lease agreements.

The Group also has certain leases of machinery with lease terms of 12 months or less, and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

I. RIGHT-OF-USE ASSETS:

IN THOUSANDS OF EURO	NOTE	LAND AND BUILDINGS	PROCESSING EQUIPMENT	INTANGIBLE ASSETS	2022	2021
Balance at end of previous period as reported		**33,758**	**35,374**	**53**	**69,186**	**63,924**
Additions		5,820	5,126	-	10,946	17,125
Business Combinations	3	209	3,615	-	3,823	5,509
Lease remeasurements		3,588	6,855	-	10,443	2,496
Disposals		-	(145)	-	(145)	-
Transfers		-	-	-	-	(0)
Exchange differences		823	(269)	4	557	1,708
Other		-	7	-	7	-
Depreciation expense		(8,131)	(15,505)	(19)	(23,655)	(21,576)
Impairment expense		(335)	(7)	-	(342)	-
Balance at end of period as reported		**35,731**	**35,050**	**37**	**70,819**	**69,186**

In 2022 Business Combinations mainly relate to the acquisitions in 2022 of Kremer in the Netherlands, Recyverre in France, Bassanetti in Italy, Echave in Spain and the final purchase price allocation of Solover in France - see note 3 *Business Combinations*.

The additions in 2022 are newly concluded lease contracts, mainly office rent in Belgium, vehicle leases in Belgium, a mobile plant lease in the Nordics, wheel loaders in Spain and vehicle leases in The Netherlands.

The lease remeasurements in 2022 relate mainly to the fleet of rail wagons in the UK, a remeasurement of a rental agreement for a warehouse in Italy and remeasurements on lease of vessels in the Nordics.

In 2021 the Business Combinations mainly relate to the right-of-use assets that were acquired in the UK related to the acquisition of businesses in Newhouse, Sheffield and Peterborough. - see note 3 *Business Combinations*.

II. LEASE OBLIGATIONS:

IN THOUSANDS OF EURO	NOTE	2022	2021
Balance at end of previous period as reported		**70,358**	**64,020**
Additions		11,314	17,125
Business Combinations	3	6,914	5,509
Accretion of interest		2,636	1,942
Payments		(23,129)	(22,350)
Lease remeasurements		10,429	2,480
Disposals		(148)	-
Exchange differences		(1,057)	1,633
Other		(565)	-
Balance at end of period as reported		**76,754**	**70,358**
Non-current		57,233	50,928
Current		19,521	19,430

In 2022 Business Combinations relate to acquisitions in 2022 in Poland (Krynicki), The Netherlands (Kremer), France (Recyverre), Italy (Bassanetti) and Spain (Echave) and the finalisation of the purchase price allocation in Solover (France) in 2022 - see note 3 *Business Combinations*.

The business combinations of €5.5 million in 2021 relate to the acquisition of businesses in the UK in Newhouse, Sheffield and Peterborough.

III. LEASE EXPENSES:

IN THOUSANDS OF EURO	NOTE	2022	2021
Depreciation expense of right-of-use assets PPE		23,636	21,556
Amortisation expense of right-of-use assets intangible assets		19	20
Impairment expense on right-of-use assets		342	-
Interest expense on lease liabilities	13	2,637	1,942
Expense relating to short-term leases (included in cost of sales)		10,901	5,993
Expense relating to short-term leases (included in SG&A expenses)		496	189
Expense relating to leases of low-value assets		901	570
Variable lease payments		1,934	1,823
Total amount recognised in profit or loss		**40,866**	**32,093**

Depreciation expenses in 2022 were €23.6 million (€21.6 million in 2021). The increase versus last year comes mainly from the depreciation on newly acquired businesses.

In 2022, the Group recognised an expense of €40.9 million in profit or loss in respect of leases (€32.1 million in 2021). The variable lease payments are in relation to warehouse lease contracts where the Group can use flexible storage spaces and the contract does not define an underlying asset. The rented storage space always matches the needs of the Group. The increase in short-term lease expenses from 2021 to 2022 is mainly explained by a mobile plant in the UK where the local team moved away from leasing to a managed fleet solution whereby the contract does not specify individually identifiable vehicles.

33 COMMITMENTS

Capital Commitments

At 31 December 2022, the Group had commitments relating to property, plant and equipment (mainly processing equipment and assets under construction) and intangible assets amounting to €4.0 million (2021: €7.1 million), all in Europe.

34 CONTINGENCIES

In November 2021, Sibelco was summoned by two (minority) shareholders before the President of the Antwerp court in summary proceedings, requesting the court to appoint an expert to examine the merger of Fairmount Santrol and Unimin in 2017 and 2018. The scope of the investigation included (amongst others) the Board's decisions concerning the merger. During 2022 the parties presented their respective arguments. The case was heard by the court in June 2022, whereupon the Court rendered its (prima facie) decision on 23 September 2022. The court refused the requested appointment of the expert. No appeal has been introduced against this decision so far.

On 22 December 2021, the same shareholders – later joined by a third shareholder of the same group, also introduced a liability claim against certain of the current and former directors of the Company before the Antwerp Business Court for alleged errors committed, in particular related to the above-mentioned merger. Sibelco is also involved in this dispute as a party, as the claim is introduced by the minority shareholders on behalf of the company. This case is currently pending and the parties will prepare written briefs, including Sibelco, being of the opinion that the claims have no merit.

Moreover – as an event after the closure of the financial year 2022 – the same shareholders have issued a writ against the reference shareholder and the Company, claiming the application of art 2:68 WVV, a forced buy out of their 13% shareholding. This last claim will be initiated before the Court in Antwerp on 19 April 2023, and parties will be given the opportunity in the following months to exchange briefs; this exchange will be followed by a court hearing at which parties will present their arguments.

35 RELATED PARTIES

Identity of related parties

The Group has a related party relationship with its subsidiaries – see note 39 *Group entities, equity accounted investees* – see note 18 *Equity accounted investees* and with its directors and executive officers.

Transactions with equity accounted investees

All outstanding balances with these related parties are priced at arm's length basis.

2022

IN THOUSANDS OF EURO	SALES TO RELATED PARTIES	PURCHASES FROM RELATED PARTIES	OTHER INCOME FROM RELATED PARTIES	OTHER EXPENSES TO RELATED PARTIES	AMOUNTS OWED BY RELATED PARTIES	AMOUNTS OWED TO RELATED PARTIES	GRANTED LOANS TO RELATED PARTIES	DIVIDENDS RECEIVED FROM RELATED PARTIES
Glassflake Ltd	113	-	-	-	20	-	-	47
Maffei Sarda Silicati SRL	-	-	50	-	50	-	-	
Ficarex SRO	-	-	-	-	-	-	-	1,179
Sklopisek Strelec AS	22	-	-	-	-	-	-	
Dansand A/S	218	189	-	-	-	-	-	
Recyverre SAS	-	-	99	14	-	-	-	
Total	**353**	**189**	**149**	**14**	**69**	**-**	**-**	**1,226**

2021

IN THOUSANDS OF EURO	SALES TO RELATED PARTIES	PURCHASES FROM RELATED PARTIES	OTHER INCOME FROM RELATED PARTIES	OTHER EXPENSES TO RELATED PARTIES	AMOUNTS OWED BY RELATED PARTIES	AMOUNTS OWED TO RELATED PARTIES	GRANTED LOANS TO RELATED PARTIES	DIVIDENDS RECEIVED FROM RELATED PARTIES
Glassflake Ltd	59	1	-	-	12	-	-	53
Maffei Sarda Silicati SRL	-	-	65	-	609	-	544	-
Ficarex SRO	-	-	-	-	-	-	-	1,154
Sklopisek Strelec AS	4	-	-	-	-	-	-	-
Dansand A/S	206	198	-	-	2	6	-	-
Recyverre SAS	-	119	308	-	36	-	-	-
Total	**268**	**317**	**373**	**-**	**659**	**6**	**544**	**1,207**

The Group no longer has outstanding loans to associates – see note 19 *Financial assets* and has received dividends from its associates for a total amount of €1.2 million – see note 18 *Equity accounted investees*.

Transactions with key management personnel

The total remuneration expense recognised in profit or loss in relation to the members of the Board of Directors and to the Executive Committee amounts to €14.7 million in 2022 (2021: €9.2 million), including bonus and accruals for long term incentives to be potentially paid over the next years – see note 27 *Employee Benefits* – for the members of the Executive Committee, but excluding short term bonus payments over performance year 2021. No key management personnel are granted share options or share based payments.

36 EXCHANGE RATES

The following exchange rates have been used in preparing the financial statements:

	CLOSING RATE		AVERAGE RATE	
1 EURO EQUALS	2022	2021	2022	2021
AUD	1.5693	1.5615	1.5109	1.5749
BRL	5.6386	6.3101	5.4370	6.3771
CNY	7.3582	7.1947	7.0800	7.6272
CZK	24.1160	24.8580	24.5660	25.6385
DKK	7.4365	7.4364	7.4396	7.4370
EGP	26.3877	17.7365	20.1783	18.5085
GBP	0.8869	0.8403	0.8528	0.8595
IDR	16,519.8200	16,100.4200	15,627.2436	16,919.8620
INR	88.1710	84.2292	82.7004	87.4340
JPY	140.6600	130.3800	138.0457	129.8911
KRW	1,344.0900	1,346.3800	1,358.2196	1,354.0942
MYR	4.6984	4.7184	4.6285	4.9015
NOK	10.5138	9.9888	10.1029	10.1627
PLN	4.6808	4.5969	4.6862	4.5653
RUB	77.2993	85.3004	71.9656	87.1374
SEK	11.1218	10.2503	10.6304	10.1467
THB	36.8350	37.6530	36.8551	37.8420
TRY	19.9649	15.2335	17.4134	10.5182
TWD	32.6134	31.3866	31.3296	33.0266
UAH	38.9510	30.9226	34.0026	32.3009
USD	1.0666	1.1326	1.0531	1.1826

37 SUBSEQUENT EVENTS

On 31st January 2023 Sibelco management proposed an immediate and full buy-out of the remaining 76% share capital of Act&Sorb, for an initial purchase price of €1.2 million, complemented with an earn-out of up to €8.8 million, depending on Act&Sorb's actual gross margin over the first 6 months of 2024. By 31st December 2022 the Group already has control over Act&Sorb through the majority voting rights related to the 24% shares that the Group owned.

In July 2021 the Group bought an initial 16.1% stake in Centro Raccolta Vetro (CRV), a glass recycling company based in Trani in Southern Italy for about €0.4 million. It was agreed in the Framework agreement signed on 29th of July 2021 that the transaction was structured as a two-step acquisition to be carried out by (i) an initial acquisition of the 16.1% stake of the corporate capital of the company and (ii) a subsequent acquisition, upon obtainment of all the authorisations required for the building of the new production facility and all other conditions precedent, of the remaining 83.9% of the corporate capital of CRV. As both the obtainment of the environmental permits and all other conditions have been completed early 2023, Sibelco has decided to exercise the call option to obtain the remaining 83.9% of CRV. The closing of the deal is estimated to take place by the end of March 2023.

As at December 31, 2022, the Board concluded that the conditions for an IFRS 10 loss of control in respect of our Russian and Ukranian assets are not satisfied. However, since January 1, the Ukrainian quarry owned by the subsidiary Kurdyumovski Plant of Acid-Proofed Products PJSC is now located in an area currently controlled by Russia. The Board assessed this situation and came to the conclusion that this fact does not create a loss of control situation pursuant to IFRS 10. Also, for the other assets in Russia and Ukraine there is currently no loss of control as per IFRS10. We will closely follow-up on this situation should any qualifying loss of control situation occur.

Finally, as already referred to in Note 34 “Contingencies”, some litigation with minority shareholders has been pending and handled during 2022. The same minority shareholders, after the end of the year, have issued a writ (“dagvaarding”) against the reference shareholder and the Company, claiming the application of art 2:68 WVV, a forced buy out of their 13% shareholding. This last claim will be initiated before the Court in Antwerp on 19 April 2023, and parties will be given the opportunity in the following months to exchange briefs; this exchange will be followed by a court hearing at which parties will present their arguments.

38 INFORMATION ON THE AUDITOR'S ASSIGNMENTS AND RELATED FEES

The worldwide audit and other fees in respect of services provided by EY and its network can be detailed as follows:

IN THOUSANDS OF EURO	2022	2021
Total audit fees for SCR-Sibelco N.V. and its subsidiaries	2,278	1,872
Other audit-related services	118	146
Taks	122	91
Other liabilities - Non-current	**2,518**	**2,109**

39 GROUP ENTITIES

Control of the Group

The Group's ultimate parent company is SCR-Sibelco N.V., Antwerp / Belgium.

CONSOLIDATED COMPANIES, DECEMBER 31, 2022	REGISTERED SEAT/LOCATION	EFFECTIVE INTEREST %
Australia		
Rutile Pty Ltd Consolidated	Brisbane (AU)	100.00%
Sibelco Asia Pacific Pty Ltd	Brisbane (AU)	100.00%
Sibelco Australia Pty Ltd	Brisbane (AU)	100.00%
Sibelco Silica Pty Ltd	Brisbane (AU)	100.00%
Stradbroke Rutile Pty Ltd	Brisbane (AU)	100.00%
Belgium		
Act&Sorb BV	Houthalen-Helchteren (BE)	24.00%
Cofisa NV	Antwerpen (BE)	100.00%
High 5 Recycling Group NV	Antwerpen (BE)	50.00%
Limburgse Berggrinduitbating NV	Antwerpen (BE)	100.00%
Minérale SA	Lodelinsart (BE)	50.00%
NZM NV	Dessel (BE)	100.00%
Sablières de Mettet SA	Mettet (BE)	100.00%
Silfin NV	Antwerpen (BE)	100.00%
Brazil		
Jundu Nordeste Mineracao Ltda	Descalvado (BR)	50.00%
Mineração Jundu Ltda	Descalvado (BR)	50.00%
Portsmouth Participações Ltda	Descalvado (BR)	50.00%
Tansan Industria Quimica Ltda	Pedra di Indaia (BR)	100.00%
Unimin do Brasil Ltda	Barueri (BR)	100.00%
Unimin Mineração	Barueri (BR)	100.00%
China		
Sibelco Changsu Minerals Co Ltd	Suzhou City (CN)	100.00%
Sibelco Shanghai Minerals Trading Co Ltd	Shanghai (CN)	100.00%
Czech Republic		
Kaolin Hlubany AS	Podborany (CZ)	100.00%
Denmark		
Sibelco Nordic A/S	Rönne (DK)	100.00%
Egypt		
Sibelco Egypt for Industrial Minerals S.A.E	Caïro (EG)	100.00%
Sinable for extracting and processing minerals S.A.E	Caïro (EG)	100.00%

CONSOLIDATED COMPANIES, DECEMBER 31, 2022	REGISTERED SEAT/LOCATION	EFFECTIVE INTEREST %
Estonia		
Krynicki Glass Recycling OÜ	Tallinn (EE)	100.00%
Finland		
Kalke Oy AB	Vihiti (FI)	100.00%
Sibelco Nordic OY AB	Nummela (FI)	100.00%
Vectori-South Oy AB	Espoo (FI)	100.00%
France		
CERES SCEA	Paris (FR)	100.00%
G.I.R.E.V. SAS	Châtenois (FR)	100.00%
Recyverre SAS	Avignon (FR)	100.00%
Recyverre Logistique SAS	Avignon (FR)	100.00%
SCI Distroff	Avignon (FR)	100.00%
SCI Le Neuilly	Avignon (FR)	100.00%
Sibelco France SAS	Paris (FR)	100.00%
Sibelco Green Solutions SAS	Crouy (FR)	100.00%
Solover SAS	Saint-Romain-le-Puy (FR)	100.00%
Georgia		
Georgian Minerals Ltd	Tbilisi (GE)	80.00%
Germany		
Sibelco Deutschland GmbH	Ransbach-Baumbach (DE)	100.00%
Sibelco Minerals GmbH	Ransbach-Baumbach (DE)	100.00%
Greece		
Sibelco Hellas Mining SA	Thessaloniki (GR)	100.00%
India		
Adarsh India Mining Pvt Ltd	Hyderabad (IN)	100.00%
Sibelco India Minerals Pvt Ltd	Hyderabad (IN)	100.00%
Indonesia		
PT Sibelco Lautan Minerals	Jakarta (ID)	100.00%
Italy		
Bassanetti & C S.R.L.	Monticelli d'Ongina (IT)	100.00%
Cave Riunite Pïacenza Est S.R.L.	Mortizza (IT)	59.49%
Sibelco Green Solutions S.R.L.	Robilante (IT)	90.00%
SGS Estate S.R.L.	Antegnate (IT)	100.00%
Sibelco Italia S.p.A.	Robilante (IT)	100.00%
Societa' Agricola B&B S.R.L.	Monticelli d'Ongina (IT)	100.00%
Somfer	Cremona (IT)	60.00%
Japan		
Sibelco Japan Ltd	Nagoya (JP)	70.00%

CONSOLIDATED COMPANIES, DECEMBER 31, 2022	REGISTERED SEAT/LOCATION	EFFECTIVE INTEREST %
Luxembourg		
NZM Lux 1 SA	Strassen (LU)	100.00%
NZM Lux 2 SA	Strassen (LU)	100.00%
NZM Lux 3 SA	Strassen (LU)	100.00%
Sibelux SA	Luxembourg (LU)	100.00%
Madagascar		
Ambilobe Minerals SRLU	Antananarivo (MA)	100.00%
Malaysia		
Sibelco Malaysia Sdn Bhd	Pasir Gudang (MY)	100.00%
Tinex Kaolin Corporation Sdn Bhd	Kuala Lumpur (MY)	100.00%
Netherlands		
Ankerpoort NV	Maastricht (NL)	100.00%
Ankersmit Maalbedrijven BV	Maastricht (NL)	100.00%
Ecomineraal BV	Maastricht (NL)	100.00%
Eurogrit BV	Vreeswijk (NL)	100.00%
Filcom BV	Papendrecht (NL)	100.00%
Kremer Beheer B.V.	Emmen (NL)	100.00%
Kremer Zand B.V.	Emmen (NL)	100.00%
Kremer Verpakt Zand en Grind B.V.	Emmen (NL)	100.00%
Kremer Speciaal Zand en Grind B.V.	Emmen (NL)	100.00%
Kremer B.V.	Emmen (NL)	100.00%
Quartz Werk B.V.	Emmen (NL)	100.00%
Sibelco Benelux BV	Heerlen (NL)	100.00%
Sibelco Nederland NV	Papendrecht (NL)	100.00%
Watts Blake Bearne International Holdings BV	Amsterdam (NL)	100.00%
World Ceramic Minerals BV	Maastricht (NL)	100.00%
Zandzuigbedrijf "Beetse" B.V.	Emmen (NL)	100.00%
Norway		
Sibelco Nordic AS	Rud (NO)	100.00%
Poland		
Krynicki Recykling S.A.	Olsztyn (PL)	100.00%
Sibelco Poland sp.z.o.o.	Gdansk (PL)	100.00%
Portugal		
Sibelco Portuguesa Lda	Rio Maior (PT)	100.00%

CONSOLIDATED COMPANIES, DECEMBER 31, 2022	REGISTERED SEAT/LOCATION	EFFECTIVE INTEREST %
Russian Federation		
Azimut LLC	Ramenskoye (RU)	100.00%
Kvarsevye peski CJSC	Eganovo (RU)	99.04%
Ramenskiy GOK OJSC	Eganovo (RU)	99.04%
Russian Mining Company CJSC	Nebochi (RU)	100.00%
Sibelco Nebolchi LLC	Nebolchi (RU)	100.00%
Sibelco Recycling LLC	Moscow (RU)	100.00%
Sibelco Rus LLC	Eganovo (RU)	100.00%
Sibelco Voronezh LLC	Posyolok Strelitsa (RU)	100.00%
Trading House Hercules Moscow LLC	Moscow (RU)	100.00%
Singapore		
Sibelco Asia Pte Ltd	Singapore (SG)	100.00%
SIKO Pte Ltd	Singapore (SG)	100.00%
South Korea		
Sibelco Korea Co. Ltd (South Korea)	Chungnam (SK)	100.00%
Spain		
Inversiones Indonesia S.L.	Bilbao (ES)	100.00%
Sibelco Clay Trading S.A.	Barcelona (ES)	99.98%
Sibelco Laminoria S.A.	Bilbao (ES)	100.00%
Sibelco Minerales Ceramicos SA	Castellon (ES)	99.98%
Sibelco Minerales S.L.	Bilbao (ES)	99.98%
Sweden		
Sibelco Nordic AB	Göteborg (SE)	100.00%
Switzerland		
Sibelco Switzerland GmbH	Pratteln (CH)	100.00%
Taiwan		
Sibelco Asia Pte Ltd, Bao Lin Branch	Taichung (TW)	100.00%
Sibelco Bao Lin Co Ltd	Taichung (TW)	100.00%
Thailand		
GTT Holdings Ltd	Amphur Muang (TH)	100.00%
Sibelco Minerals (Thailand) Ltd	Amphur Muang (TH)	100.00%
Turkey		
Alabanda Madencilik Dis Ticaret AS	Aydin (TR)	99.98%
Alinda Madencilik Sanayi Ve Ticaret AS	Aydin (TR)	99.98%
Sibelco Turkey Madencilik Tic AS	Aydin (TR)	99.98%

CONSOLIDATED COMPANIES, DECEMBER 31, 2022	REGISTERED SEAT/LOCATION	EFFECTIVE INTEREST %
Ukraine		
Agrofirma Karavay LLC	Donetsk (UA)	100.00%
Donbas Clays JSC	Donetsk (UA)	100.00%
Euromineral LLC	Donetsk (UA)	100.00%
Kurdyumovsky Plant of Acid-Proofed Products PJSC	Donetsk (UA)	100.00%
LLC Silica Holdings	Kyiv (UA)	51.00%
PJSC Novoselovskoe GOK	Kharkiv (UA)	48.36%
United Kingdom		
Blubberhouses Moor Ltd	Sandbach (UK)	100.00%
Ellastone Investments	Sandbach (UK)	100.00%
Fordath Ltd	Sandbach (UK)	100.00%
Sibelco Green Solutions UK Limited	Sandbach (UK)	100.00%
Sibelco Minerals & Chemicals (Holdings) Ltd	Sandbach (UK)	100.00%
Sibelco UK Ltd	Sandbach (UK)	100.00%
Viaton Industries Ltd	Sandbach (UK)	100.00%
Watts Blake Bearne & Co Ltd	Sandbach (UK)	100.00%
WBB Eastern Europe Ltd	Sandbach (UK)	100.00%
United States		
Sibelco North America, Inc	Charlotte (North Carolina, US)	100.00%

EQUITY ACCOUNTED INVESTEES, DECEMBER 31, 2021	REGISTERED SEAT/LOCATION	EFFECTIVE INTEREST %
Australia		
Diatreme Resources Limited	Brisbane (AU)	18.64%
Czech Republic		
Ficarex SRO	Teplice (CZ)	50.00%
Sklopisek Strelec AS	Mladejov (CZ)	32.55%
Denmark		
Dansand A/S	Silkeborg (DK)	50.00%
Italy		
Maffei Sarda Silicati SRL	Florinas (IT)	49.90%
Combustion Consulting Italy S.R.L.	Verona (IT)	20.00%
United Kingdom		
Glassflake Ltd	Leeds (UK)	25.10%
Prestige Sports Surfaces Ltd	Birmingham (UK)	50.00%
United States		
Eion Corp	Princeton (New Jersey, US)	12.10%

Report of the Board of Directors on the Consolidated Financial Statements

IN ACCORDANCE WITH ART. 3:38 OF THE BELGIAN COMPANY CODE FINANCIAL YEAR 2022

To the Annual General Meeting of Shareholders of SCR-Sibelco NV to be held on 19 April 2023

Ladies and Gentlemen,

We have the pleasure of submitting for your approval the financial statements for the financial year ended 31 December 2022 and reporting on the activities of the Company and its subsidiaries.

For the financial year 2022, the consolidated financial statements were established and published according to the International Financial Reporting Standards (IFRS) as adopted by the European Union.

SCR-Sibelco NV is a Belgian-based global leader in material solutions. The company sources, transforms and distributes an extensive portfolio of specialty industrial minerals and recycled materials. The Sibelco Group operates 43 production clusters and has an industrial presence in 32[1] countries, with a team of some 5016 people.

1 Sibelco has a presence in 35 countries in total.

FINANCIAL RESULTS OF THE GROUP

KEY FIGURES (MILLION EUR)	2022	2021	CHANGE %
Consolidated results			
Revenue	2,009	1,680	20%
EBITDA	339	271	25%
EBITDA as % of Revenue	16.9%	16.1%	-
EBIT	142	115	24%
Net result (share of the Group)	131	75	75%
Net Result	131	77	72%
Cash flows			
Free operating cash flow	161	77	107%
Acquisitions / disposals and land & reserves	(125)	(47)	168%
Funding			
Net cash / (debt)	46	147	-69%
Shareholders' equity	1,206	1,115	8%
Data per share			
Earnings EUR	302.0	172.2	75%
Dividend (gross) EUR	117.2	117.2	0%
Total shares	470,170	470,170	0%
Own shares	35,314	35,314	0%
Return on Capital Employed			
Average Capital Employed last 12 months*	1,935	1,557	24%
ROCE (EBIT / Average Capital Employed)	7.4%	7.4%	0%

Group results

Reported revenues were up 20% compared to prior year to EUR 2,009 million. This increase was driven primarily by price increases and mix improvements. Sales volumes were down marginally as a result of the economic slowdown in Europe and the war situation in Ukraine which heavily impacted our local operations. Our combined exposure in Russia & Ukraine (sum of remaining asset value, intercompany loans and currency translation adjustment) is EUR 162.2 million. Together, Sibelco's operations in Ukraine and Russia accounted for approximately 5% of Revenue and 9% of EBITDA (2022).

Reported EBITDA was 25% higher at EUR 339 million. The price increases largely offset the input cost inflation. The cumulative effect of mix improvements and higher prices lead to an EBITDA margin at 16.9%, a marginal but not insignificant improvement compared to last year (16.1%).

Sibelco's operations recorded a non-recurring charge of EUR 43.4 million at EBIT level. The majority of this amount was related to recorded impairment losses in our Ukrainian operations (EUR 38.2 million) due to the ongoing war with Russia. In addition, we registered an impairment loss of EUR 4.9 million in respect of our Malaysian kaolin activities.

Return on capital employed (ROCE) was 7.4% including the EUR 43.4 million non-recurring EBIT charge. This compares to 7.4% in 2021. Excluding the non-recurring effect, ROCE would have been 9.6%.

The total effective tax rate for the group was 28.4%.

The net result (Group share) was EUR 131 million compared to EUR 75 million in 2021.

Cost and price management

Sibelco implemented substantial price increases during 2022, primarily to address cost inflation – particularly in energy, personnel, logistics and transport – but also to better reflect the value in use of our product offering. SG&A increased nominally, but expressed as a percentage of revenue are more than 1 percentage point below last year's levels, result of strict cost management and yielding the first impacts of the restructuring plan announced in November 2021.

Capital expenditures & acquisitions

Total capital expenditures (including cash out from IFRS 16 leases) were EUR 142 million in 2022 compared to EUR 137 million in 2021. The main growth investments were linked to the continuation of projects initiated in previous periods such as new glass recycling production in Italy, investments in Turkish feldspar, a new dredger vessel in Ronne and the construction of the Act&Sorb facility in Belgium. In addition, Sibelco successfully completed in 2022 its SAP4Hana roll-out program. The entire group now runs on a one template ERP environment.

Sibelco completed several acquisitions in its glass recycling activities and in its silica operations in 2022:

acquired control over the Dutch entity Kremer Beheer B.V. and its subsidiaries, extending the silica sand reserves and resources in this area. In July the reserves and resources in silica sand and limestone were further extended by the acquisition of Eusebio Echave S.A. in the North of Spain. At the end of 2022 the Group also acquired Bassanetti & C S.R.L. and its subsidiaries in the North of Italy, also active in silica sand extraction.

In May 2022 the Group acquired the remaining 51% of the shares of the glass recycling company Recyverre in France, achieving control in this entity and its subsidiaries. During the same month, the group acquired what (after a squeeze-out procedure) would eventually be a 100% stake in Krynicki Recykling S.A., a Polish listed company which is market leader in glass recycling in Poland, with strong stakes in other Eastern European countries. The company was delisted before the end of 2022.

Cash flow and funding

Sibelco generated positive cash flows during the year, thanks to the good EBITDA and the positive change in working capital. This positive working capital evolution was supported by large prepayments received in the US, but partially offset by the temporary cancellation of the factoring program. Total free operating cash flow (adjusted for leasing) reached EUR 161 million for the Group (EUR 77 million in 2021). Adjusted for the effects of the prepayments received from clients and the step-down in factoring, the Free Operating Cash Flow would have been EUR 87 million.
The cash impact from acquisitions and interest payments, EUR 52 million of dividend payments and foreign exchange impacts and scope changes, resulted in a net cash decrease of EUR 43 million (EUR 21 million in 2021). The net cash position at year-end remained very strong at EUR 46 million compared to EUR 147 million at 31 December 2021. The reduction in net cash position is explained by the free cash flow of EUR -43 million, cash spent as a result of the onboarding of financial liabilities in acquired entities (EUR -48 million) and other items such as foreign exchange impacts, leasing and other (EUR -10 million).

Dividend

The Board of Directors will propose a dividend of EUR 117.2 per share for the full year of 2022 for approval by shareholders at the Annual Shareholders' Meeting in April 2023. This represents the same amount compared to 2021 and reflects the Board's confidence in the cash flow generating potential for Sibelco going forward.

OUTLOOK

Demand for Sibelco's products declined since the second half of 2022, in particular in sectors which are affected by either high energy cost or the increases in interest rates or both (ceramics, glass for construction). In addition, our activities in Ukraine came to a practical standstill. On the other hand, our activities which supply the markets for microchips and photovoltaic cells are doing well. We expect the same trends to translate in 2023.

TECHNOLOGY & INNOVATION

Our Technology & Innovation programmes are fully-aligned with our purpose and Sibelco 2025 vision. Sibelco delivers value through a culture of innovation in three key areas:

- Decarbonising our key minerals production and downstream markets
- Developing new material solutions to support our customers
- Developing products with exposure in high growth markets.

In 2022 we continued to implement our strategy of focused delivery on a prioritised number of innovation programs. Our prioritised innovation programs have been selected to addresses one or more of the key market trends and challenges to support the Sibelco strategy. Sibelco innovation programs brings together industry leading scientists, engineers and external partners to deliver on our ambition. We execute our program with internal and external partnerships focusing on:

- application and mineral processing solutions
- mineral applications and speciality uses
- technology development collaboration
- joint ventures and equity investments.

Highlights in the 2022 year included the commissioning of the San Cesario glass recycling plant in Italy where Sibelco has successfully deployed a world leading recycling process technology delivering higher yields and industry leading quality performance. The San Cesario plant also brings Sibelco a step closer to realising our longer term ambition of developing a carbon neutral zero waste recycling plant. The plant reached full production in the 2022 calendar year and demonstrates our position as the leading glass recycling company in Europe.

We successfully developed and deployed our water filtration solution 'Blueguard' with pilots continuing with customers in 2023. Sibelco is developing and deploying low carbon solutions with successful deployment of our dryer electrification pilot which supports our 2022 published commitment to reduce our Scope 1 and Scope 2 carbon emission intensity by 5% yearly. These commitments were also registered under the Science Based Targets Initiative (SBTI). Sibelco continues to invest in development low-carbon input material solutions in construction and glass manufacturing markets.

The new Technology & Innovation Hub within our existing office facilities in Maastricht (Netherlands) was opened in 2022 in addition to new labs being established in the nearby Brightlands research facility in the Netherlands. The new hub and labs will serve as a centre of excellence for innovation, helping to accelerate and enhance the exchange of knowledge and collaboration across business disciplines and geographic borders.

RISK MANAGEMENT REPORT

Financial risk management

OVERVIEW

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- currency risk
- interest rate risk
- liquidity risk
- commodity risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

CREDIT RISK

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

No material exposure is considered to exist by virtue of the possible non-performance of the counterparties to financial instruments, other than trade and other receivables held by the Group.

Given the large number of internationally dispersed customers, the Group has limited concentration of credit risk with regard to its trade and other receivables.

This kind of financial risk is managed in a decentralised way.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables (see accounting policy h) Financial instruments & note 31 *Financial instruments*).

CURRENCY RISK

The Group is exposed to different types of currency risks:

- translation
- economical
- transactional

The Group has currently no documented hedges in a net investment in a foreign operation. Economical exposure is the risk that the company's competitive position is affected by foreign exchange rate movements.

Transactional exposure refers to contractual obligations in foreign currencies other than the functional currency.

The Group adopted in 2007 a policy with regard to the management of these risks.

Economical exposure can be hedged at entity level under strict conditions and within a limited time frame. Cash flow hedge accounting is then applied.

Transactional exposures are systematically hedged when material.

INTEREST RATE RISK

Interest rate risk is managed for the Group's consolidated net financial debt with the primary objective of guaranteeing medium-term cost.

To do so, the Group manages this risk centrally, based on trends in the Group's consolidated net financial debt. Knowledge of this debt is provided by a regular reporting, that describes the financial debt of each entity and indicates its various components and characteristics.

The Group Treasury department issues regular advice to the Executive Committee in this respect.

For the Interest Rate swaps, the cash flows are based upon the calculation of the market value. Following the issuance of the bond loan in early 2022, no additional Interest Rate Swaps were entered in during the year 2022. In order to hedge the interest rate risk for the period between the start of the bonds issuance process in December 2021 and the effective issuance in 2022, the Group entered into such Interest Rate Swaps in December 2021. These Interest Rate Swaps were all settled in early 2022. The Group would use such hedging instruments again in circumstances which would be aligned with the interest rate risk management strategy of the Group.

LIQUIDITY RISK

To ensure liquidity and financial flexibility at all times, the Group, in addition to its available cash, has several uncommitted and committed credit lines at its disposal in several currencies and in amounts considered adequate for current and near-future financing needs. Furthermore, the Group has the option to use factoring as a supplementary source of liquidity (program paused in 2022).

COMMODITY RISK

Given the high reliance on energy (mainly gas and electricity) in the production process and considering the high volatility of energy prices, especially since the start of the war in Ukraine, the Group has amended its hedging strategy setting up a long to short hedging template with narrow hedge target corridors. Hedges are taken over a 4 year time frame. As a result, in particular for the longer durations, the group entered into financial energy hedging contracts that are designated as highly effective cash flow hedges, to cover this commodity risk.

Operational Risk Management

For the protection of our assets and earnings against insurable risks, different international insurance programs are in place. This international coverage enables us to benefit from optimal terms and conditions while optimising its costs. All international insurance coverage is of the "all risks except" type and is taken out with financially sound insurance companies of outstanding reputation.

The main group insurance programs are:

- General and product liability insurance, covered by a basket of different insurers
- Property damage and business interruption insurance, placed with an A-rated insurer, covering all major production plants worldwide.
- Directors' and Officers' insurance, covering the Directors and Officers of Sibelco and all its affiliates
- Marine cargo insurance, covering all transport over water.

Sibelco also reaches out to the insurance market to cover the specific risks of some of our non – recurring activities and to cover risks for which insurance is compulsory.

We also have some risks partially insured through Sibelco's reinsurance captive, as we consider those thereby to be better controlled and managed than market average. Some of the property, liability, workers' compensation and marine cargo exposures below a relevant threshold are retained within the captive.

For further information on Enterprise Risk Management and the way risks are identified and assessed, we refer to the Internal Audit section of the Corporate Governance report.

EVENTS AFTER THE CLOSING OF THE FINANCIAL YEAR

On the 31st of January 2023 Sibelco management proposed an immediate and full buy-out of the remaining 76% share capital of Act&Sorb, for an initial purchase price of € 1.2 million, complemented with an earn-out of up to € 8.8 million, depending on Act&Sorb's actual gross margin over the first 6 months of 2024. By the 31st of December 2022 the Group has already control over Act&Sorb through the majority voting rights related to the 24% shares that the Group owned.

In July 2021 the Group bought an initial 16.1% stake in Centro Raccolta Vetro (CRV), a glass recycling company based in Trani in Southern Italy for about € 0.4 million. It was agreed in the Framework agreement that has been signed on the 29th of July 2021, that the transaction was structured as a two-step acquisition to be carried out by (i) an initial acquisition of the 16.1% stake of the corporate capital of the company and (ii) a subsequent acquisition, upon obtainment of all the authorizations required for the building of the new production facility and all other conditions precedent, of the remaining 83.9% of the corporate capital of CRV. As both the obtainment of the environmental permits and all other conditions have been completed early 2023, Sibelco now decided to exercise the call option to obtain the remaining 83.9% of CRV. The closing of the deal is estimated to take place by the end of March 2023.

As at December 31, 2022, the Board concluded that the conditions for an IFRS 10 loss of control in respect of our Russian and Ukranian assets are not satisfied. However, since January 1, the Ukrainian quarry owned by the subsidiary Kurdyumovski Plant of Acid-Proofed Products PJSC is now located in an area currently controlled by Russia. The Board assessed this situation and came to the conclusion that this fact does not create a loss of control situation pursuant to IFRS 10. Also, for the other assets in Russia and Ukraine there is currently no loss of control as per IFRS10. We will closely follow-up on this situation should any qualifying loss of control situation occur.

Some litigation with minority shareholders has been pending and handled during 2022 (see also note 34 “Contingencies” in the consolidated financial statements). Moreover, as an event after the closure of the financial year 2022 - the same minority shareholders have issued a writ against the reference shareholder and the Company, claiming the application of art 2:68 WVV, a forced buy out of their 13 % shareholding. This last claim will be initiated before the Court in Antwerp on 19 April 2023, and parties will be given the opportunity in the following months to exchange briefs; this exchange will be followed by a court hearing at which parties will present their arguments.

The Members of the Board wish to thank all SCR-Sibelco NV staff and employees all over the world for their dedicated efforts in achieving our goals.

Antwerp, 9 March 2023

Signed by the Members of the Board

Independent auditor's report

EY Bedrijfsrevisoren
EY Réviseurs d'Entreprises
Borsbeeksebrug 26
B - 2600 Antwerpen (Berchem)

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Independent auditor's report to the general meeting of SCR-Sibelco NV for the year ended 31 December 2022

As required by law and the Company's articles of association, we report to you as statutory auditor of SCR-Sibelco NV (the "Company") and its subsidiaries (together the "Group"). This report includes our opinion on the consolidated statement of the financial position as at 31 December 2022, the consolidated statement of profit and loss (consolidated statement of income and consolidated statement of comprehensive income), the consolidated statement of equity and the consolidated statement of cash flows for the year ended 31 December 2022 and the disclosures (all elements together the "Consolidated Financial Statements" and as included on page 53 to 138 within the section of the Financial Report 2022) as well as our report on other legal and regulatory requirements. These two reports are considered one report and are inseparable.

We have been appointed as statutory auditor by the shareholders' meeting of 20 April 2022, in accordance with the proposition by the Board of Directors following recommendation of the Audit Committee and following recommendation of the workers' council. Our mandate expires at the shareholders' meeting that will deliberate on the Consolidated Financial Statements for the year ending 31 December 2024. We performed the audit of the Consolidated Financial Statements of the Group during 10 consecutive years.

Report on the audit of the Consolidated Financial Statements

Unqualified opinion

We have audited the Consolidated Financial Statements of SCR-Sibelco NV, that comprise of the consolidated statement of the financial position on 31 December 2022, the consolidated statement of profit and loss (consolidated statement of income and consolidated statement of comprehensive income), the consolidated statement of equity and the consolidated statement of cash flows of the year and the disclosures, which show a consolidated balance sheet total of € 2.690.816 (in thousands) and of which the consolidated income statement shows a profit for the year of € 131.465 (in thousands).

In our opinion, the Consolidated Financial Statements give a true and fair view of the consolidated net equity and financial position as at 31 December 2022, and of its consolidated results for the year then ended, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union ("IFRS") and with applicable legal and regulatory requirements in Belgium.

Basis for the unqualified opinion

We conducted our audit in accordance with International Standards on Auditing ("ISA's"). Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the Consolidated Financial Statements" section of our report.

We have complied with all ethical requirements that are relevant to our audit of the Consolidated Financial Statements in Belgium, including those with respect to independence.

We have obtained from the Board of Directors and the officials of the Company the explanations and information necessary for the performance of our audit and we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors for the preparation of the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the Consolidated Financial Statements that give a true and fair view in accordance with IFRS and with applicable legal and regulatory requirements in Belgium and for such internal controls relevant to the preparation of the Consolidated Financial Statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of Consolidated Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, and provide, if applicable, information on matters impacting going concern, The Board of Directors should prepare the financial statements using the going concern basis of accounting, unless the Board of Directors either intends to liquidate the Company or to cease business operations, or has no realistic alternative but to do so.

Our responsibilities for the audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance whether the Consolidated Financial Statements are free from material misstatement, whether due to fraud or error, and to express an opinion on these Consolidated Financial Statements based on our audit. Reasonable assurance is a high level of assurance, but not a guarantee that an audit conducted in accordance with the ISA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

In performing our audit, we comply with the legal, regulatory and normative framework that applies to the audit of the Consolidated Financial Statements in Belgium. However, a statutory audit does not provide assurance about the future viability of the Company and the Group, nor about the efficiency or effectiveness with which the board of directors has taken or will undertake the Company's and the Group's business operations. Our responsibilities with regards to the going concern assumption used by the board of directors are described below.

As part of an audit in accordance with ISA's, we exercise professional judgment and we maintain professional skepticism throughout the audit.

We also perform the following tasks:

- identification and assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, the planning and execution of audit procedures to respond to these risks and obtain audit evidence which is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting material misstatements resulting from fraud is higher than when such misstatements result from errors, since fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining insight in the system of internal controls that are relevant for the audit and with the objective to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluating the selected and applied accounting policies, and evaluating the reasonability of the accounting estimates and related disclosures made by the Board of Directors as well as the underlying information given by the Board of Directors;
- conclude on the appropriateness of the Board of Directors' use of the going-concern basis of accounting, and based on the audit evidence obtained, whether or not a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's or Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going-concern;
- evaluating the overall presentation, structure and content of the Consolidated Financial Statements, and evaluating whether the Consolidated Financial Statements reflect a true and fair view of the underlying transactions and events.

We communicate with the Audit Committee within the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Audit report dated 20 March 2023 on the Consolidated Financial Statements of SCR-Sibelco NV as of and for the year ended 31 December 2022 (continued)

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the audits of the subsidiaries. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities.

Report on other legal and regulatory requirements

Responsibilities of the Board of Directors

The Board of Directors is responsible for the preparation and the content of the Board of Directors' report on the Consolidated Financial Statements.

Responsibilities of the auditor

In the context of our mandate and in accordance with the additional standard to the ISA's applicable in Belgium, it is our responsibility to verify, in all material respects, the Board of Directors' report on the Consolidated Financial Statements, as well as to report on these matters.

Aspects relating to Board of Directors' report

In our opinion, after carrying out specific procedures on the Board of Directors' report, the Board of Directors' report is consistent with the Consolidated Financial Statements and has been prepared in accordance with article 3:32 of the Code of companies and associations.

In the context of our audit of the Consolidated Financial Statements, we are also responsible to consider whether, based on the information that we became aware of during the performance of our audit, the Board of Directors' report contain any material inconsistencies or contains information that is inaccurate or otherwise misleading. In light of the work performed, there are no material inconsistencies to be reported. In addition, we do not provide any assurance regarding the Board of Director's report.

Independence matters

Our audit firm and our network have not performed any services that are not compatible with the audit of the Consolidated Financial Statements and have remained independent of the Company during the course of our mandate.

The fees related to additional services which are compatible with the audit of the Consolidated Financial Statements as referred to in article 3:65 of the Code of companies and associations were duly itemized and valued in the notes to the Consolidated Financial Statements.

Antwerpen, 20 March 2023

EY Bedrijfsrevisoren BV
Statutory auditor
Represented by

Patrick Rottiers *
Partner
*Acting on behalf of a BV/SRL

Oris Christoph

Christoph Oris *
Partner
*Acting on behalf of a BV/SRL

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Statutory Financial Statements 2022

BALANCE SHEET

from 1 January to 31 December 2022

Assets

IN THOUSANDS OF EURO	2022	2021
FIXED ASSETS	**1,882,957**	**1,872,401**
Intangible assets	**32,634**	**32,763**
Tangible assets	**38,250**	**38,050**
Land and buildings	10,041	8,451
Plant, machinery and equipment	8,748	11,179
Furniture and vehicles	942	1,123
Other tangible assets	1,041	1,190
Assets under construction and advance payments	17,478	8,807
Financial assets	**1,812,073**	**1,808,887**
Affiliated enterprises	1,807,354	1,808,783
Participating interests	1,798,959	1,802,595
Amounts receivable	8,395	6,189
Other companies linked by particpating interests	4,616	-
Participating interests	4,616	-
Other financial assets	103	104
Shares	59	59
Amounts receivable and cash guarantees	44	45

IN THOUSANDS OF EURO	2022	2021
CURRENT ASSETS	**110,628**	**82,276**
Amounts receivable after more than one year	**3,440**	**-**
Other amounts receivable	3,440	-
Stocks and contracts in progress	**5,455**	**6,207**
Stocks	5,455	6,207
Raw materials and consumables	3,326	3,632
Work in progress	321	251
Finished goods	1,805	2,277
Goods purchased for resale	3	24
Advance payments	-	23
Amounts receivable within one year	**91,145**	**58,104**
Trade debtors	83,888	54,670
Other amounts receivable	7,257	3,434
Investments	**5,608**	**5,385**
Own Shares	3,971	3,971
Other investments and deposits	1,637	1,414
Cash at bank and in hand	**473**	**6,864**
Deferred charges and accrued income	**4,507**	**5,716**
TOTAL ASSETS	**1,993,585**	**1,954,677**

Liabilities

IN THOUSANDS OF EURO	2022	2021
CAPITAL AND RESERVES	**1,503,814**	**1,614,621**
Capital	**25,000**	**25,000**
Issued capital	25,000	25,000
Share premium account	**12**	**12**
Revaluation surplus	**324**	**324**
Reserves	**1,478,404**	**1,554,809**
Legal reserve	2,500	2,500
Reserves not available for distribution	4,223	4,223
For own shares	3,971	3,971
Other	252	252
Untaxed reserves	19,348	19,348
Reserves available for distribution	1,452,333	1,563,050
Investment grants	**74**	**164**
PROVISIONS AND DEFERRED TAXATION	**2,225**	**2,536**
Provisions for liabilities and charges	**2,225**	**2,536**
Pensions and similar obligations	730	637
Environmental liabilities	1,195	1,204
Other risks and costs	300	695
CREDITORS	**487,546**	**393,778**
Amounts payable after more than one year	**72,410**	**244,982**
Financial debts	72,410	244,982
Other loans	72,410	244,982
Amounts payable within one year	**408,613**	**142,970**
Current portion of amounts payable after more than one year	260,572	7,994
Financial debts	699	-
Other loans	699	-
Trade debts	59,360	46,557
Suppliers	59,360	46,557
Taxes, remuneration and social security	30,796	26,415
Taxes	2,385	2,059
Remuneration and social security	28,411	24,356
Other amounts payable	57,186	62,004
Accrued charges and deferred income	**6,523**	**5,826**
TOTAL LIABILITIES	**1,993,585**	**1,954,677**

INCOME STATEMENT

from 1 January to 31 December 2022

IN THOUSANDS OF EURO	2022	2021
Operating income	**218,226**	**204,416**
Revenu	125,640	125,969
Increase (+), decrease (-) in stocks of finished goods, work and contracts in progress	(403)	23
Produced fixed assets	2,842	2,354
Other operating income	90,145	76,069
Non-recurring operating income	2	-
Operating charges	**(226,622)**	**(218,165)**
Raw materials, consumables and goods for resale	(18,205)	(17,277)
Purchases	(18,559)	(18,035)
Increase (-), decrease (+) in stocks	354	757
Services and other goods	(120,354)	(108,712)
Remuneration, social security costs and pensions	(46,999)	(53,291)
Depreciation of and other amounts written off formation expenses, intangible and tangible fixed assets	(13,818)	(14,438)
Increase (+), decrease (-) in amounts written off stocks, contracts in progress and trade debtors	(713)	99
Increase (+), decrease (-) in provisions for liabilities and charges	312	(497)
Other operating charges	(26,845)	(24,049)
Operating profit (Loss)	**(8,396)**	**(13,749)**

IN THOUSANDS OF EURO	2022	2021
Financial income	**104,298**	**459,139**
Income from financial fixed assets	77,012	62,294
Income from current assets	402	407
Other financial income	1,561	772
Non-recurring financial income	25,323	395,666
Financial charges	**(94,195)**	**(411,062)**
Interest and other debt charges	(4,867)	(2,755)
Other financial charges	(2,476)	(1,003)
Non-recurring financial charges	(86,852)	(407,304)
Profit (Loss) on ordinary activities before taxes	**1,707**	**34,328**
Profit (Loss) for the period before taxes	**1,707**	**34,328**
Income taxes	**(82)**	**(77)**
Income taxes	(82)	(77)
Adjustment of income taxes and write-back of tax provisions	-	-
Profit (Loss) for the period	**1,625**	**34,251**
Profit (Loss) for the period available for appropriation	**1,625**	**34,251**

Notes to the Statutory Financial Statements

Summary of the valuation regulations

The valuation regulations were determined in accordance with the provisions of the Royal Decree of 30/01/2001 with regard to the annual accounts of the company.

I. INTANGIBLE FIXED ASSETS

- Software: is entered at purchase value. Depreciation is entered according to the linear method over a period of 3 to 5 years.
- Emission rights: according to the Belgian annual accounts law, the emission rights assigned or obtained are entered as intangible fixed assets.

If they were purchased on the market, they are valued at their purchase value. If they were obtained at a lower value or free of charge, they may be entered at nominal value or zero value. No depreciation is entered. However, an impairment test is performed.

II. TANGIBLE FIXED ASSETS: ARE VALUED AT PURCHASE VALUE. DEPRECIATION IS ACCORDING TO THE LINEAR OR DEGRESSIVE METHOD

Investments from 2020 are only depreciated on a linear basis.
The annual depreciation percentages are:

- Buildings: 5 – 14.28%
- Sites for development: 7.14%
- Machines and installations: 10 – 20%
- Computer equipment: hardware: 20 – 33.33%
- Replacement parts: 20 – 33.33%
- Furniture and office equipment: 20%
- Rolling stock: 20 – 33.33%
- Furnishing leased property: 5 – 11.11%
- Advance operating costs for running quarry: 7.14%

III. FINANCIAL FIXED ASSETS

Participating interests are valued at purchase price. Losses are applied in the case of sustained downward value adjustments.

IV. IN ABSENCE OF LEGAL CRITERIA WHICH ALLOW TO IDENTIFY THE TRANSACTIONS WITH RELATED PARTIES OUTSIDE NORMAL MARKET CONDITIONS, NO INFORMATION COULD BE INCLUDED UNDER VOL-KAP 6.15

V. STOCKS

- Finished products: are valued at direct production costs except if these are higher than the net selling price.
- Consumer goods, ancillary materials and commercial goods are entered at purchase value (FIFO), except if this is higher than the market price.

VI. ACCOUNTS RECEIVABLE

Accounts receivable are valued at nominal value.
Downward value adjustments for doubtful debtors are entered and deducted from the items of the asset to which they relate.

VII. CONVERSION OF FOREIGN CURRENCY

Outstanding accounts receivable and debts in foreign currency are valued at the exchanges rates that apply on the balance sheet date. Transactions in foreign currency included in the profit and loss account are converted using rates that approximate the actual exchange rates at the time of the payment. Exchange rates results are booked as net financial results.

VIII. PROVISIONS

In order to fulfil the statutory obligations, provisions are made for pensions and similar obligations. Restructuring of the quarry: various authorities impose obligations on us to restore operated sites to their original condition; provisions are made for these restorations based on a very detailed estimate.

IX. CASH POOLING

Most availabilities (current account) are subject to daily zero balancing. They are presented on the balance sheet 41 and 48 accounts

X. FINANCIAL INSTRUMENTS

Financial instruments are used to cover interest risks and exchange rate risks.

With regard to interest hedging, in accordance with the accounting principles of hedging transactions, neither positive nor negative fluctuations in the market value of the hedging instrument at the end of the period are included in the result. Where free-standing (speculative) financial instruments are concerned, only the deferred debts are included in the result according to the lower of cost or market method. These deferred losses are entered on the accrued liabilities and other financial costs account. Taking into account the principle of caution, deferred surplus values are not qualified as fixed income and are consequently not included in the result.

The forward contracts to hedge exchange rate fluctuations of foreign currencies are revalued at the end of the financial year in line with the official exchange rate at the end of the financial year.

XI. REVENUE AND COST RECOGNITION

Revenue and costs arising from the sale of an asset will be recognised in the financial year, during which main part of the risks of the transferred good are transferred to the buyer. The transfer of the main part of the risks will correspond with the transfer of ownership of the property of the goods or if separated to the transfer of the risks of loss or damage to the goods.

Revenue and costs related the rendering of services will be recognised in the financial year during which the main part of the service is performed.

Report of the Board of Directors on the Statutory Financial Statements

TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF 19 APRIL 2023 OF NV SCR-SIBELCO NV

Ladies and Gentlemen,

We have the pleasure of submitting for your approval the statutory financial statements for the financial year ending 31 December 2022 and of reporting on the activities of the Company and its subsidiaries.

For the financial year 2022, the consolidated financial statements were established and published according to the International Financial Reporting Standards (IFRS) as adopted by the European Commission. The statutory financial statements were established according to Belgian GAAP.

SCR-Sibelco NV is a Belgian company which combines its domestic industrial operations in three major silica sand production facilities and its shareholding and management of subsidiaries all specialized in the extraction, production and distribution of a broad range of high-quality industrial minerals, located in 32 countries worldwide.

Statutory Financial result

IN THOUSANDS OF EURO	2022	2021
Condensed income statement		
Operating income	218,226	204,416
Operating charges	(226,622)	(218,165)
Operating profit/(loss)	**(8,396)**	**(13,749)**
Financial result	10,103	48,077
Profit/(Loss) for the period before taxes	**1,707**	**34,328**
Income taxes	(82)	(77)
Profit/(Loss) for the period	**1,625**	**34,251**
Other key balance sheet elements		
Financial assets	1,812,073	1,808,887
Intangible & Fixed assets	70,884	63,514
Other assets	110,628	82,276
Total Assets	**1,993,585**	**1,954,677**
Capital and reserves	1,503,814	1,558,362
Liabilities	489,771	396,314

OPERATING INCOME

Operating income is constituted out of revenue (EUR 126 million), other operating income (EUR 90 million) and produced fixed assets (EUR 3 million).

Revenue is at the same level as last year but different market dynamics do apply. Even tough that our Dessel plant remains the main contributor (70%), the demand of our high value product Cristobalite decreased. New market dynamics showed up as a result of new competitors, and increased logistic bottlenecks and prices. This impact is not fully reflected in the revenue figures as different price increases were initiated throughout the year to compensate higher costs due to the high inflatory environment (energy prices, people costs,…).

On top of revenue, other operating income is part of the operating income. Main components in this other income are recharged management fees and IT costs across all Sibelco subsidiaries.

OPERATING CHARGES

Operating charges were EUR 226.6 million 8.5 million higher compared to 2021. As a result of the ongoing energy crisis, we absorbed higher energy and logistic costs (+EUR 11.6 million). People costs were lower in 2022 compared to 2021. Main dynamics were lower accruals for long term incentive plans and bonuses. In 2021 a restructuring provision has been set up, which is not affecting our 2022 costs anymore.

FINANCIAL RESULT

The financial result for 2022 amounts to a total income of EUR 10.1 million. In 2022, total dividend income was EUR 77 million, whilst the realization on the sale of NZM Grit was a gain of EUR 12 million. This being compensated by impairments on participations that were accounted for on WBB International Holding (EUR 39 million), the holding company of our Ukrainian entities; Inversiones Indonesia (EUR 33 million) and Sibelco Nordic A/S Denmark (EUR 5.2 million), totaling EUR 76.8 million.

Balance sheet

The total Assets of SCR-Sibelco are reaching almost 2 billion. A total of EUR 1.8 billion relates to the portfolio of financial investments. Whilst the total portfolio only changed by EUR 3.2 million compared to 2021, the underlying dynamics are somewhat mixed. We did invest in a glass recycling company being Krynicki Recykling S.A. for a total amount of EUR 85.3 million. On the other hand, the impairments as explained in the financial result section resulted in a decrease of EUR 76.8 million.

On the level of intangible and fixed assets, main movements recorded in 2022 relate to additions (EUR 20.9 million), as well as to recurring amortizations and depreciations. The main additions are IT related activations (software and hardware including the new ERP system and infrastructure improvement projects related to our network's wireless access), land acquisitions (EUR 3.3 million) and additions to processing equipment (EUR 5.4 million - of which EUR 1.3 million for 6 silo's expansion for storage of fine flour in Dessel).
The trade receivables increased by EUR 29.2 million, due to the amounts recharged to our subsidiaries relating to management fees and IT recharges at the end of 2022.

Deferred charges and accrued income are related to prepaid expenses and are in line with 2021.

The total Liabilities increased by EUR 93.8 million to EUR 487.5 million in 2022. During the year we agreed upon a new loan with our own internal house bank (Silfin) for EUR 110 million (purchase of the participation in Krynicki Recykling S.A.).

EVENTS AFTER THE CLOSING OF THE FINANCIAL YEAR

On 31st January 2023 Sibelco management proposed an immediate and full buy-out of the remaining 76% share capital of Act&Sorb, for an initial purchase price of EUR 1.2 million, complemented with an earn-out of up to EUR 8.8 million, depending on Act&Sorb's actual gross margin over the first 6 months of 2024. By 31st December 2022 the Group already has control over Act&Sorb through the majority voting rights related to the 24% shares that the Group owned.

Some litigation with minority shareholders has been pending and handled during 2022 (see also note 34 "Contingencies" in the consolidated financial statements). Moreover, as an event after the closure of the financial year 2022 - the same minority shareholders have issued a writ against the reference shareholder and the Company, claiming the application of art 2:68 WVV, a forced buy out of their 13 % shareholding. This last claim will be initiated before the Court in Antwerp on 19 April 2023, and parties will be given the opportunity in the following months to exchange briefs; this exchange will be followed by a court hearing at which parties will present their arguments.

FINANCIAL INSTRUMENTS

SCR-Sibelco NV may use derivative financial instruments – such as interest swaps and foreign exchange swaps – exclusively to manage the exposure to interest rates and foreign exchange rates. SCR-Sibelco NV does not use derivative financial instruments for speculative trading, nor issues them for that purpose.

FINANCIAL RISK MANAGEMENT

Other than the credit risk related to trade and other receivables held by the Company, no material exposure is considered to exist by virtue of the possible non-performance of the counterparties to financial instruments.

The Company is exposed to currency risks resulting from trade and other receivables/payables in foreign currency. Currency exposures are systematically hedged when material. Interest rate risk is managed for the Company's net financial position with the primary objective of guaranteeing medium-term cost.

To ensure liquidity and financial flexibility at all times, the Company, in addition to its available cash, has several credit lines at its disposal in amounts considered adequate for current and near-future financing needs.

TECHNOLOGY & INNOVATION

Our Technology & Innovation programmes are fully-aligned with our purpose and Sibelco 2025 vision. Sibelco delivers value through a culture of innovation in three key areas:

- Decarbonising our key minerals production and downstream markets
- Developing new material solutions to support our customers
- Developing products with exposure in high growth markets.

In 2022 we continued to implement our strategy of focused delivery on a prioritised number of innovation programs. Our prioritised innovation programs have been selected to addresses one or more of the key market trends and challenges to support the Sibelco strategy. Sibelco innovation programs brings together industry leading scientists, engineers and external partners to deliver on our ambition. We execute our program with internal and external partnerships focusing on:

- application and mineral processing solutions
- mineral applications and speciality uses
- technology development collaboration
- joint ventures and equity investments.

Highlights in the 2022 year included the commissioning of the San Cesario glass recycling plant in Italy where Sibelco has successfully deployed a world leading recycling process technology delivering higher yields and industry leading quality performance. The San Cesario plant also brings Sibelco a step closer to realising our longer-term ambition of developing a carbon neutral zero waste recycling plant. The plant reached full production in the 2022 calendar year and demonstrates our position as the leading glass recycling company in Europe.

We successfully developed and deployed our water filtration solution 'Blueguard' with pilots continuing with customers in 2023. Sibelco is developing and deploying low carbon solutions with successful deployment of our dryer electrification pilot which supports our 2022 published commitment to reduce our Scope 1 and Scope 2 carbon emission intensity by 5% yearly. These commitments were also registered under the Science Based Targets Initiative (SBTI). Sibelco continues to invest in development low-carbon input material solutions in construction and glass manufacturing markets.

The new Technology & Innovation Hub within our existing office facilities in Maastricht (Netherlands) was opened in 2022 in addition to new labs being established in the nearby Brightlands research facility in the Netherlands. The new hub and labs will serve as a centre of excellence for innovation, helping to accelerate and enhance the exchange of knowledge and collaboration across business disciplines and geographic borders.

CIRCUMSTANCES WHICH CAN HAVE A SIGNIFICANT INFLUENCE ON THE DEVELOPMENT OF THE COMPANY

Sibelco is following closely the developments in the conflict between Russia and Ukraine as it has several quarries and production sites in both countries. The military operations in Ukraine and the resulting economic sanctions against the Russian Federation are severely disrupting Sibelco's ability to operate these entities. The accounting impact (including impairments, CTA impacts and control assessments) will be continuously reassessed in 2023 based on continued geopolitical developments.

RISK PROFILE

The mixed character of SCR-Sibelco NV, its activities as a holding company and as an industrial Group, the geographical spread of its participations and investments, together with the broad product portfolio and diversification, result in a healthy and well-balanced risk profile.

The board of directors has no knowledge of any material risk or material uncertainty the company is confronted with, for which no provision or clarification has been included in the annual accounts of 31 December 2022. We refer to the risk management report that is part of the consolidated accounts for a more detailed description of the risk analysis and risk management.

CORPORATE GOVERNANCE

This report covers information on governance relevant to the reporting year 2022 at the level of the different corporate bodies of the company, covering specific relevant facts of the Annual General Meeting, the Board and its different Committees, including the specific Ad Hoc Committee that the Board has established.

Board of Directors

The Board of Directors of SCR-Sibelco NV is the highest corporate body within the Sibelco Group and it is assisted by an Audit Committee, a Remuneration Committee and a newly established Sustainability Committee.

POWERS AND MEETINGS

The Board of Directors performs all the powers conferred upon it by the law and the company by-laws. Furthermore, according to the Board and Governance Rules, the following powers are specifically reserved to the Board:

- the determination/approval of the general strategy of the Company. This includes the authority to determine the important strategic issues within the Company, to approve plans, yearly and other budgets and important structural changes (including any acquisition or disposal of shares, activities, strategic assets, a company or business), and the responsibility for the relationship between the Company and its shareholders. The general strategy shall be formulated in close co-operation with the Exco under the leadership of the CEO;
- the adoption/establishing of the statutory and consolidated annual accounts of the Company for approval by the General Meeting, and the approval of the annual report. In connection herewith, the Board should:
  - approve a framework of internal control and risk management for the Company and the Group set up by the ExCo, and monitor the implementation of the framework and the use of available resources thereto;
  - ensure the integrity and timely disclosure of the financial statements of the Company and the Group; and
  - supervise the performance of the Statutory Auditor and supervise the internal audit function;
- the calling and organization of the Company's General Meetings;
- the election of the Chairman of the Board, and the approval of the division of

responsibilities between the Chairman and the CEO;
- defining the mission, powers, composition and remuneration of the Audit Committee, Remuneration and Nomination Committee and other Board Committees they decide to create, and appointing and dismissing the members of these Board Committees;
- the monitoring and review of the effectiveness of the Board Committees;
- the determination of the structure, powers and duties of the Company's ExCo. This includes primarily the appointment, dismissal and remuneration of the CEO and the other members of the ExCo and the formulation of the criteria according to which the ExCo will manage the Group;
- the supervision of the performance of the ExCo: the Board will in its supervisory task be guided by the Chairman with the help of the Board Committees. The CEO shall inform the Board, in great detail, at the end of each quarter, about the evolution and prospects of the Company. The CEO shall provide the Board at least two times per year with follow-up reports regarding the major strategic programs of the Company;
- The co-optation of new Directors in case of vacancy.

ELECTION OF BOARD MEMBERS AND COMPOSITION OF THE BOARD

Members of the Board are appointed for a period of three years.

In April 2022, the shareholder acknowledged the resignation of M. Hans-Josef Grehl, which mandate came to an end during the Ordinary General Assembly, and nominated Pierre Nothomb SRL, with permanent representative Pierre Nothomb, to replace M. Hans-Josef Grehl for a term of one year, being the remaining year of the mandate, ending at the Ordinary General Meeting of 2023.

The mandates of Cytifinance SA, with permanent representative Michel Delloye, ASSaPP NV with permanent representative Jean-Louis de Cartier de Marchienne and the mandate of Jean-Marc Ueberecken were renewed for another term of 3 years, until the Ordinary General Meeting of 2025.

Due to this change, the composition of the Board of Directors of SCR-Sibelco NV as per 31 December 2022 was as follows:

		First Nomination	Expiry Current Mandate
IDw Consult BVBA	Bert De Graeve (perm. rep.)	22/04/2015	2024
ASSaPP NV	Jean-Louis de Cartier de Marchienne (perm. rep.)	3/04/2020	2025
	France de Sadeleer	22/04/2015	2024
Cytifinance SA	Michel Delloye (perm. rep.)	20/04/2016	2025
Argali Capital BV	Pascal Emsens (perm. rep.)	19/04/2017	2023
	Walter Emsens	7/06/2005	2024
	Christoph Grosspeter	27/04/2011	2023
	Kerstin Konradsson	21/04/2021	2024
Calavon Finance SAS	Jean-Pierre Labroue (perm. rep.)	26/06/2017	2024
Pierre Nothomb SRL	Pierre Nothomb (perm. rep.)	20/04/2022	2023
	Jean-Marc Ueberecken	7/06/2005	2025
Zuyfin SPRL	Evrard van Zuylen van Nyevelt (perm. rep.)	30/04/2008	2023
	Srinivasan Venkatakrishnan	21/04/2021	2024
Soverin SA	Michel Verhaeghe de Naeyer (perm. rep.)	27/04/2011	2023

ATTENDANCE OF BOARD MEMBERS

During the financial year 2022, the Board of Directors convened eleven times, either through a physical meeting or by teleconference. In September 2022, the Board met in Norway combining the yearly Strategy meeting and regular Board meeting with a plant visit of the Norwegian nepheline plant in Sternøy. The eleven Board meetings comprised the five regularly planned Board meetings, as well as six extra Board meetings convened to deal with specific topics requiring the Board Members' dedicated attention.

All Board Members attended the meetings regularly:

		Attendance
IDw Consult BVBA	Bert De Graeve (perm. rep.)	11/11
ASSaPP NV	Jean-Louis de Cartier de Marchienne (perm. rep.)	10/11
	France de Sadeleer	11/11
Cytifinance SA	Michel Delloye (perm. rep.)	11/11
Argali Capital BV	Pascal Emsens (perm. rep.)	11/11
	Walter Emsens	10/11
	Christoph Grosspeter	11/11
	Kerstin Konradsson	11/11
Calavon Finance SAS	Jean-Pierre Labroue (perm. rep.)	10/11
Pierre Nothomb SRL	Pierre Nothomb (perm. rep.)	6/11
	Jean-Marc Ueberecken	10/11
Zuyfin SPRL	Evrard van Zuylen van Nyevelt (perm. rep.)	9/11
	Srinivasan Venkatakrishnan	10/11
Soverin SA	Michel Verhaeghe de Naeyer (perm. rep.)	10/11

Before the start of each meeting, a conflict check was performed, ensuring that none of the Board members were conflicted in relation to the agenda topics as announced in the meeting's convocation. From time to time a Board Member refrained from participation to the discussion by precaution not to infringe conflict of interest rules.

Each Board agenda contained ExCo specific topics which were discussed in the presence of the ExCo members who clarified and detailed on the matters at hand.

Each Board meeting was concluded by a closed session, attended only by the Board Members and the Corporate Secretary.

Recurring topics on the Board's agenda included amongst others reports and recommendations brought forward by the committees, report from the CEO, Safety performance and issues, Mergers and Acquisitions, reserves position of the company, the company's financial and operational performance, composition of the Executive Committee, the Executive Agenda and ExCo remuneration, litigation review, employee surveys, talent retention and the Sibelco 2025 transformational program.

For information concerning the remuneration of the Board Members, reference is made to the Remuneration Report further in this Corporate Governance report.

The Board proceeds on a regular basis to the evaluation of its functioning as well as the functioning of its several committees. In 2020, this was done with the support of Guberna. A similar evaluation exercise is being organised during the first half of 2023.

Sustainability Committee

During its meeting of March 2022, the Board of Directors established a Sustainability Committee whose mission it is to assist the Board into the following:

- to advise the Board on setting the Sustainability strategy and priorities for the Group;
- to recommend to the Board the appropriate sustainability framework, policies and KPIs and oversee their implementation by management from time to time;
- to recommend to the Board a framework to integrate sustainability priorities within the Group's key processes such as M&A, T&I, material risk assessment and management;
- to advise the Board on possible sustainability incentivization programs for the Group;
- to monitor Sustainability ratings and benchmarking; to support management in the materiality assessments, stakeholders consultations, priority and target setting ;
- to recommend to the Board the appropriate format and content for the yearly Sustainability report as part – or not - of the annual report and any other mandatory or voluntary external disclosures of the Group's sustainability strategy;
- to recommend to the Board Sustainable finance options (green bond) ;
- to oversee community engagement budget & allocation principles;
- to recommend ways of improving the positioning and branding of Sibelco as a sustainability and community champion both internally and externally.

The Sustainability Committee is composed of the following Board members: Mrs. Kerstin Konradsson (Chair of the Committee), Mrs. France de Sadeleer, ASSaPP NV with permanent representative M. Jean-Louis de Cartier de Marchienne and Argali Capital BV, with permanent representative M. Pascal Emsens.

The other persons attending these meetings on a regular basis were: IDw Consult BV having M. Bert De Graeve as a permanent representative, Chairman of the Board, Hilmar Rode, Group CEO, Ian Sedgman, Chief Strategy & Business Development Officer, Cathy Blervacq, VP Sustainability, and acting secretary of the Committee Mrs. Sandrine Besnard-Corblet, Chief Legal Officer.

During its first year of functioning in 2022, the Committee convened four times. Main topics on the Sustainability Committee's agenda included Corporate Sustainability Due Diligence Directive, CO_2 Policy and targets, Diversity, Inclusion and Belonging (DIB), closure planning and restoration, land position and future land use.

All Committee Members attended all meetings:

		Attendance
	Kerstin Konradsson	4/4
ASSaPP NV	Jean-Louis de Cartier de Marchienne (perm. rep.)	4/4
	France de Sadeleer	4/4
Argali Capital BV	Pascal Emsens (perm. rep.)	4/4

Remuneration Committee

This Committee advises the Board in connection with:

- the appointment and re-appointment of Board members and ExCo members, after due evaluation;
- the most appropriate remuneration policy and benchmarking as well as compensation of Board members and ExCo members including rules on bonuses and long-term incentives and main terms of employment and termination of employment;
- the disclosure on the amounts of Directors' and Executives' compensation;
- the appropriate budget for training of employees and follow up of career development and succession planning applied in the company.
-

The Remuneration Committee was composed of the following Board members: Calavon Finance SAS, having as permanent representative M. Jean-Pierre Labroue (Chairman of the Committee), M. Walter Emsens, Mrs. Kerstin Konradsson and Soverin SA, with permanent representative M. Michel Verhaeghe de Naeyer.

The other persons attending these meetings on a regular basis were: IDw Consult BV having M. Bert De Graeve as a permanent representative, Chairman of the Board, Hilmar Rode, Group CEO, and Karine Parent, Group CHRO.

The Remuneration Committee convened eight times during the financial year 2022. The Committee discussed amongst others STIP/LTIP and KPI's, HR Policy, Talent retention, Board and ExCo nominations and remuneration, bench strength for ExCo and ELT, Employee Survey.

All Committee Members attended all meetings:

		Attendance
Calavon Finance SAS	Jean-Pierre Labroue (perm. rep.)	8/8
	Walter Emsens	8/8
	Kerstin Konradsson	8/8
Soverin SA	Michel Verhaeghe de Naeyer (perm. rep.)	8/8

Audit Committee

The Audit Committee's primary duties and responsibilities are to:

1. monitor the financial reporting process and recommend approval of half and annual financial statements, including the review and recommendation for the approval of any earnings releases;
2. monitor the effectiveness of the company's system of internal control and risk management; review the process by which risk appetite are determined
3. monitor the internal audit function and its effectiveness; approve the Internal Audit plan and review significant internal audit reports and findings
4. monitor and assess the statutory audit of the company's annual and consolidated accounts and follow up on questions and recommendations made by the external auditors;
5. review the independence of the external auditor in particular where he is providing the company with additional services, review audit plan and scope of work and review of external Audit findings

The four non-executive Board members who composed the Audit Committee are: M. Srinivasan Venkatakrishnan (Chairman of the Committee), Cytifinance SA having M. Michel Delloye as a permanent representative, Argali Capital BV with M. Pascal Emsens as permanent representative, and Zuyfin SPRL, with M. Evrard van Zuylen van Nyevelt as permanent representative, and with this composition it has the financial knowledge and experience required by the Charter of the Audit Committee.

The following other persons attended these meetings on a regular basis: IDw Consult BV having M. Bert De Graeve as permanent representative, Hilmar Rode, Group CEO consecutively; Frédéric Deslypere, Group CFO; Cedric Mulfinger, Head of Internal Audit and Risk Management, and Patrick Rottiers and Christoph Oris as permanent representatives of the external auditor, Ernst & Young Bedrijfsrevisoren.

During the financial year 2022, the Audit Committee convened four times. Recurring topics discussed by the Audit Committee were main risks and risk profile of the company, internal audit plan, IS related matters, annual KPI's, base elements of transformational programme (Sibelco 2025), Bond issuance, Delegation of Authority policy, outlook of financial performance, ... Each session of the Committee included a closed session with the external auditor.

All Committee members attended all meetings of the Committee:

		Attendance
	Srinivasan Venkatakrisnan	4/4
Argali Capital BVBA	Pascal Emsens (perm. rep.)	4/4
Cytifinance SA	Michel Delloye (perm. rep.)	4/4
Zuyfin SPRL	Evrard van Zuylen van Nyevelt (perm. rep.)	4/4

Audit Function

The Internal Audit's primary mission is to offer impartial and objective evaluations to the CEO, Board of Directors, and Audit Committee regarding the efficiency, effectiveness and stability of the Sibelco Group's processes and controls for managing risks and meeting objectives. Additionally, it confirms that the Sibelco Group operates with the highest ethical standards and in alignment with its values.

The internal audit function is ensured by the internal audit and risk management department which has a direct reporting line to the CFO and which has direct access to the Chairman of the Board and the Chairman of the Audit Committee. Also, the internal auditor assists to every meeting of the Audit Committee.

Sibelco Group's external auditors is EY Bedrijfsrevisoren BV (IRE N° B00160), with permanent representatives Patrick Rottiers (IRE N° A01365) and Christoph Oris (IRE N° A02341), which mandate was renewed for a term of 3 years in 2022, ending at the Ordinary General Meeting of 2025. As from the financial year 2023, EY Bedrijfsrevisoren BV will be represented by Christoph Oris (IRE N° A02341) and Eric Van Hoof (IRE N° A02075).
During the financial year 2022, the total audit fees for SCR-Sibelco NV and its subsidiaries totalled EUR [·].

	2022
Total audit fees of SCR-Sibelco and its subsidiaries	2,278,000
Other audit related services	118,000
Tax Services	122,000
Total	**2,518,000**

ENTERPRISE RISK MANAGEMENT

Sibelco's governance framework was established at the request of the Board of Directors and Audit Committee. It reflects Sibelco's risk philosophy and helps manage risks effectively through the Enterprise Risk Management process, coordinated by the VP Group Internal Audit and Risk Management. It ensures that the information about risk management is appropriately reported and used as a basis for decision making and accountability at all relevant levels of the Sibelco organization. The governance applies to Sibelco entities and is embedded as part of the Enterprise Risk Management program across the organization, following the 'three lines of defence model'. The model distinguishes between functions that own and manage risks, functions overseeing risks and functions providing independent assurance. Risks are classified into five categories: Strategic, Market, Operations, Finance, and ESG (Environmental, Social, and Governance). Key risks are evaluated and ranked based on impact and likelihood. Ownership is assigned and action plans (including deadlines) defined with the Exco and functional leaders to further mitigate the identified risks.

INTERNAL CONTROLS FRAMEWORK

At the request of the Board of Directors and Audit Committee, management, in partnership with internal audit, has developed a comprehensive Internal Controls Framework. The framework includes core components such as Group Policies and Standards, clear definition of roles and responsibilities, Delegation of Authority, Segregation of Duties, implementation of Minimum Internal Controls Standards for specific risks and regular monitoring through on-line annual Control Self-Assessment.

All Sibelco entities are required to comply with the internal control framework and document compliance with these core fundamentals.

GLOBAL INTERNAL AUDIT

At the request of the Audit Committee, the global internal audit strategy focuses on:

- improvement of the internal controls and risk management maturity;
- adding value and improving Sibelco's operations through sharing best practices based on internal and external experiences / competencies;

- continuous communication and sharing with all stakeholders within the organisation;
- focus on key company activities and increase risk based auditing;
- embedding 'cost-benefit realisation' in its audit missions and advisory approach: pragmatic with focus on risk mitigation, internal controls, process standardization/harmonisation and efficiency.

All audit activities are risk-based and four types of audits have been defined to support the realization of the strategy: theme/functional audits, plant reviews, process audits and ad hoc management requests. The global internal audit plan is based on the group risk assessment and is reviewed and approved by the Audit Committee on annual basis.

In accordance with applicable laws and our Whistleblower Policy adopted in 2022, Sibelco has opened a Reportline to report possible violations of laws, Sibelco's Code of Conduct or a company policy. The Reportline is managed by an independent third party which deals with the information confidentially and even anonymously if the reporting party so wishes. The Reportline is accessible to all Sibelco employees globally, as well as any other stakeholder or member of the public. Incoming reports are monitored and dealt with by the Sibelco Compliance Department. Sibelco also adopted a Non-Retaliation policy to ensure that its employees and other related stakeholders feel safe to voice their concerns.

Ad Hoc Board Committee

The Ad Hoc Board Committee installed since March 2021 has further followed up on the sales process of a minority stake in the share capital of the company, which has been put up for sale by a number of minority shareholders. The Ad Hoc Board Committee composed of Bert De Graeve (permanent representative of IDw Consult BVBA), Michel Delloye (permanent representative of Cytifinance SA) and Jean-Pierre Labroue (permanent representative of Calavon Finance SAS), has, upon decision of the Board, continued to collaborate in the sales process by facilitating access to company management and company information within legal and regulatory limitations.

Executive Committee

Since 2006, the Board has delegated its management and operational powers to the Executive Committee (ExCo) or Directiecomité as defined in the then Article 524 of Belgian corporate law. The ExCo operates under the leadership of the CEO.
The objectives of the ExCo are:

- To ensure sustainable returns for our shareholders;
- To ensure the continued growth of the Group.

The responsibilities of the ExCo include, among others:

- the development, implementation and monitoring of the strategy of the Group and each of its components and business segments;
- the development and monitoring of the short and long term plans, and the monitoring of the results of the various business segments and regional operations of the Group;
- the implementation of internal controls based on the internal control and risk management framework approved by the Board;
- the preparation of the annual accounts for presentation to and timely disclosure by the Board.

The ExCo acts under the supervision of the Board and is in charge of implementing the decisions of the Board.
The CEO functions as the prime interface between the Board and the ExCo.
On 28 March 2022, John van Put, EVP Operations Europe and Chief Industrial Officer, left the Executive Committee and Sibelco and on 31 March 2022 Birger Nilsen, EVP International, also resigned from the Executive Committee and Sibelco.

The Executive Committee was joined by Jair Amorim Rangel, EVP International, on 1 June 2022 and by Solomon Baumgartner, EVP Operations Europe and Chief Industrial Officer, on 1 July 2022.

Following these changes, the composition of the Executive Committee at 31 December 2022 is as follows:

		Start
Hilmar Rode	Chief Executive Officer	1/09/2020
Solomon Baumgartner	EVP Operations Europe and Chief Industrial Officer	1/07/2022
Sandrine Besnard-Corblet	Chief Legal Officer	15/11/2021
Frédéric Deslypere	Chief Financial Officer	1/01/2022
Paolo Gennari	EVP Commercial Europe	1/07/2021
Karine Parent	Chief Human Resources Officer	10/08/2020
Jair Rangel	EVP International	1/06/2022
Ian Sedgman	Chief Strategy & Business Development Officer	10/01/2022

During 2022, it was decided that Executive Committee members can execute their function through a legal entity for which they act as permanent representative. The implementation of this decision will take place in 2023 and the outcome of which will be reported in the 2023 Annual Report.

The ExCo exercises the powers of management of the company and the Group's components within the limits of the corporate purpose and subject to the powers expressively vested by law in the Shareholders' General Meeting and Board of Directors. The CEO is supported in the exercise of his duties by the other members of the Exco.

For matters belonging to the authority of the ExCo, the Company shall be validly represented towards third parties by the joint signature of two members of the ExCo.

Annual General Meeting held in 2022

The company held its Ordinary General Meeting on Wednesday 20 April 2022 in an in-person meeting, with extensive presentations and Q&A session. During this shareholder meeting, information was given amongst others on the company's financial performance including revenue, EBITDA, ROCE and Cash Flow, the Sibelco 2025 transformational program, Safety performance, the situation in Russia and Ukraine and its implications for Sibelco, market evolutions, growth investments, the issuance of the bond, the ESG agenda and the Sibelco work force. Furthermore, shareholders received information on the dividend and dividend policy, the current governance of the company and its remuneration and new Board members proposed for election.

All the items of the meeting's agenda were covered and agenda items requiring the shareholders' decision were voted upon. Most of the decisions were approved by the shareholders with a majority of the votes, with the exception of the discharge in favour of one of the Board Members, Mr. Hans-Josef Grehl. In relation to this refusal of the discharge for Mr. Hans-Josef Grehl, the Board has established a Special Report which is also published in this Corporate Governance section of the Annual Report.

Shares and Dividends

The share capital of SCR-Sibelco is represented by a total of 470 170 shares without nominal value, with 401 218 (85,33%) nominative shares registered in the company's share register and 68 952 (14,67%) dematerialised shares privately held in securities accounts through banks. Information on Treasury shares can be found in note 25.

At present, the company has no share buyback program nor is the Board authorised to issue new shares through a buffer of authorised capital.

Every share is entitled to a dividend which is yearly declared according to a dividend policy.

At its March 2022 meeting, the Board, advised by the Audit Committee, reconfirmed the Dividend Policy which aims to distribute annually, the higher of EUR 55 million or 50% of its Unlevered Free Cash Flow through dividends.

The above rule was applied for the first time for the dividend paid in 2022 in respect of the 2021 result and will again be applied for the dividend to be paid out in 2023 in respect of the 2022 result. In certain well-defined cases, the Board may propose an extra-ordinary dividend.

The Board believes that the proposed Dividend Policy provides for an optimal balance between (i) prudent financial flexibility to pursue both organic and inorganic growth opportunities, (ii) attractive and sustainable shareholder returns, (iii) flexible access to capital markets and (iv) pursuit of Sibelco's broader sustainability objectives.
The final decision on a dividend distribution remains at all times with the Sibelco Shareholders at a General Assembly.

In relation to share dealings, the Board adopted a policy on Insider Trading in 2016 that foresees for closed periods and possibly restricted periods and the Board closely monitors the observance of the principles of this policy.

Shareholder Communications

Besides the information shared during and in advance of the formal Annual General Meeting of shareholders, shareholders received further information and news on the company's activities and results through various communications throughout the year.

Shareholders were invited to attend a shareholder webcast in March and August 2022 in order to receive the highlights of the 2021-year results and the 2022 half-year results respectively. On these occasions, a results release and presentation were also made public through the company website.

Furthermore, shareholders subscribed to the company's electronic newsletter mailing list, also received 4 quarterly newsletters detailing on the company's activities of the past quarter and 5 specific communications, a.o. to announce the status of the operations in Russia and Ukraine, the acquisition of the glass recycling facility in Krynicki, the Sibelco 2025 project and the issuance and securing of a Bond.

Shareholders can subscribe at all times to this mailing list, either through the website or through shareholder@sibelco.com.

Special Report of the Board of Directors pursuant to the Annual General Meeting of 20 April 2022

During its meeting of 22 June 2022, the Board adopted the following Ad Hoc Report pursuant to the refusal of discharge at the Ordinary General Meeting of shareholders of 20 April 2022, in accordance with the law of Section 7:156 of the Act of 23 March 2019 introducing the Companies and Associations Code and containing various provisions.

INTRODUCTION

This report is drawn up pursuant to the ordinary general meeting of the Company held on 20 April 2022 at 14:00 in Mol-Rauw (hereinafter the “Meeting”). This Meeting dealt with eight items on the agenda, including the agenda item on whether or not to grant discharge to the directors of the Company for possible errors committed within the framework of their mandate in the financial year 2021 (running from 1 January 2021 to 31 December 2021). Quarzwerke GmbH and LL Holding GmbH (hereinafter jointly “QW”) as well as a number of other shareholders at the Meeting voted (with all their voting rights, i.e. a total of 64,252 votes, of which 61,003 coming from QW) against the granting of discharge for the financial year 2021 to Mr. Hans-Josef Grehl, resulting in the refusal of the discharge. All other directors were granted discharge. A copy of the meeting’s minutes can be obtained through simple request.

On 6 May 2022, a letter was sent to QW by Mr. Bert De Graeve, on behalf of the board of directors of the Company, in relation to the aforementioned refusal of QW to grant discharge to Mr. Grehl at the Meeting. In this letter, QW was asked to further elaborate on the reasons for its decision to vote against the discharge for Mr. Hans-Josef Grehl. A copy of the letter dated 6 May 2022 can be obtained through simple request.

2. QW in turn sent a reply letter on 12 May 2022, a copy of which can be obtained through simple request. This reply letter is set out in more detail below and is also considered in conjunction with QW’s writ of summons in which it brings a minority claim against the current and former directors of the Company. In that context, QW has also instituted summary proceedings against the Company, in which QW as minority shareholder seeks the appointment of a panel of experts under article 7:160 of the Belgian Code on companies and associations (hereinafter “BCCA”) to investigate alleged indications of breaches of the Company’s corporate interest and to assess the resulting damage to the Company’s assets in order to pursue a minority claim against the directors. Awaiting the outcome in the summary proceedings concerning the corporate expert examination, the minority claim was sent to the general docket, without any calendar for written submissions or oral hearing being fixed for now.

ALLEGATIONS AGAINST MR. HANS-JOSEF GREHL

This report serves to enable the directors to deal with the item on the agenda concerning the refused discharge in a thorough manner at the board meeting of 22 June 2022.

In its reply letter dated 12 May 2022, a copy of which goes as Annex 3, QW writes, in justification of its refusal to grant discharge to all directors, that the reasons for this are known:

“[...] For reasons you know perfectly well, Quarzwerke GmbH and LL Holding GmbH (together “QW”) voted consistently against the discharge of all directors at the last general meeting of SCR-Sibelco NV/SA (“Company”). Given our correspondence over the past years, this vote will not have come as a surprise to you. [...]”

QW does not give any reasons other than those mentioned above. QW did not further explain its vote at the general meeting either.

The board of directors’ only point of reference is the reply letter dated 12 May 2022. In this letter, QW refers to old correspondence.

Finally, QW writes in its reply letter that not only the (former) directors but also the executive management of the Company made errors, but refers in this regard to the Covia-merger in 2017-2018 and thus does not cite any alleged management errors committed in the financial year 2021. The refusal of discharge to Mr. Grehl does not refer to any alleged management errors committed by the executive management. This issue is therefore not dealt with any further in this report, the purpose of which is to ascertain the consequences that should be attached by the board of directors to the refusal to grant discharge to Mr. Grehl.

The board of directors reviewed the correspondence between the Company and QW but found no allegations against Mr. Grehl.

Moreover, the board of directors took note of the writ of summons lodging the minority claim. In this writ of summons, again no specific management errors are alleged against Mr. Grehl. It only attributes errors to the board of directors in general.

The majority of the allegations against the board of directors are related to the Covia-merger of 2017. These allegations relating to the Covia-merger are not relevant to the present refusal by QW to vote in favour of the discharge of the directors at the Meeting for the acts of management committed in the financial year 2021. Indeed, the discharge for the financial year 2021 can only relate to the errors committed in that financial year.

In addition, in the writ of summons to bring the minority claim, QW refers to three errors which allegedly constitute breaches of company law and for which the directors are jointly and severally liable (under the old company law), and for which, therefore, Mr. Hans-Josef Grehl would be liable even if the alleged error were committed by another director:

Refusal to answer shareholders' questions: the board of directors can only establish that during the financial year 2021 all questions asked by shareholders were answered;

Refusal to add items to the agenda: the board of directors cannot find any case of refusal to add items to the agenda of a general meeting held in 2021;

Violation of the procedure on conflicts of interest: this allegation relates to the settlement in the context of the bankruptcy of Covia, which, according to QW, would have been approved by the board of directors without the application of the procedure on conflicts of interest, but that settlement dates from 2020, and therefore also falls outside the financial year 2021.

CONCLUSION

In the absence of a concrete answer in Quarzwerke's letter of 12 May 2022 to the letter of the board of directors except for a general reference to old correspondence, the board of directors was forced to verify itself on the basis of the minority claim filed by QW whether certain errors dating from the relevant period of 1 January 2021 to 31 December 2021 could be attributed to Mr. Grehl. After examination, the board of directors concludes that there are no errors in the financial year 2021 that can be attributed to Mr. Grehl.

Copy of the annexes to which reference is made can be obtained upon request at the corporate headquarters, through shareholder@sibelco.com.

Remuneration Report

The remuneration report defines the principles, structure, performance elements, and total remuneration package of Sibelco's Board members and Executive Committee.

Board of Directors

Principles

The remuneration package is designed to attract non-executive directors with the skills and competencies required to drive the business internationally.

The principles of the remuneration package reward each person's role as a board member and specific role as Chair of the different boards, and their attendance at the different meetings and committees.

The Chair of the Board of Directors receives a fixed fee agreed at the beginning of the mandate, which is set for its duration for the time being. The remuneration of the Chair of the Board is determined by the general meeting of the shareholders via a recommendation of the Board of Directors.

The compensation of all non-executive directors is determined by the Company's Remuneration Committee following its charter and shall be approved annually at the shareholders' meeting.

Total remuneration package

The overall total remuneration of the Board of Directors covering the period from May 2021 to April 2022 is 1,372,000 euros, split into fixed fees of EUR 1,459,000, and attendance fees of EUR 624,000.

The Chair and the other non-executive directors do not receive any performance-related remuneration directly linked to the company's results. They also do not receive any stock options or shares.

Changes to the Board of Directors in 2022

In April 2022, the shareholders acknowledged the resignation of M. Hans-Josef Grehl, which mandate came to an end during the Ordinary General Assembly of 20 April 2022.

At the same date, the shareholders nominated Pierre Nothomb SRL, with permanent representative Pierre Nothomb, to replace M. Hans-Josef Grehl for a term of one year, being the remaining year of the mandate, ending at the Ordinary General Meeting of 2023.

Members of the Executive Committee

PRINCIPLES

The company offers a competitive package to attract diverse and international profiles across the globe, proven individuals capable of successfully driving the company's growth.

The executive compensation comprises a fixed base, a short-term incentive, and a long-term incentive, primarily set up to be performance-driven to power its strategic objectives.

The fixed base rewards the key accountabilities of the role. The fixed base is set at the general industry median and incorporates factors such as international experience, and industry knowledge and experience.

The fixed base is reviewed on an annual basis following the Remuneration Committee's recommendation and the Board's approval.

The short-term incentive plan is designed to reward and motivate the Executive Committee to drive their short-term goals over one year.

It consists of 2 main components: the company's overall performance through key financial and health & safety indicators, and team performance aligned to the executive agenda. The company's overall financial performance, EBITDA and Free Operating Cash Flow (FOCF), represents 70% of the scheme, split equally; the health & safety objective is 10%, and the team performance aligned objective is 20%.

The long-term incentive plan is designed to drive and support value creation and reward the team appropriately over three years.

It consists of 2 components: a performance-driven metric using financial metrics and a strategic priority metric integrating a sustainability element. The financial metrics consist of the return on capital employed (ROCE) and FOCF for a total weight of 80%, split equally, and the strategic priority metric represents 20% of the scheme.

The benefits and allowances are aligned with local policies and are competitive with the market.
The total remuneration package is set up close to the third quartile of the general industry.

The company does not provide any stock options or shares to its Executive Committee.

Each year, the company performs an overall remuneration benchmark review of each level of the organisation.

TOTAL REMUNERATION PACKAGE:

The overall compensation of the Executive Committee for 2022 is EUR 9,327,290, split into a fix of EUR 3,809,998, a short-term incentive of EUR 3,455,287 and other (healthcare, car etc.) of EUR 645,845, one-off compensation (termination agreement, sign-on bonus) of 1,416,161. The long-term incentive plan was introduced in 2021, and the first plan (2021-2023) will vest in year four (2024).

CHANGES TO THE EXECUTIVE COMMITTEE IN 2022

Frederic Deslypere and Ian Sedgman joined the organisation in January 2022. Birger Nilsen and John Van Put left the organisation in March 2022. Jair Rangel, EVP International, joined the organisation in June 2022. Solomon Baumgartner, EVP Operations Europe and Chief Industrial Officer, joined the organisation in July 2022.

CONVENING THE GENERAL MEETINGS 2023

Article 25 of the company's by-laws stipulates that the Ordinary Annual Meeting of Shareholders will be held on the penultimate Wednesday of April, at 14.00h. For the financial year 2022, the Annual Meeting of Shareholders will as a consequence take place on Wednesday 19 April 2023. This year, in addition, the Ordinary General Meeting will be preceded by an Extraordinary General Meeting.

The Board of Directors of SCR-Sibelco NV invites the shareholders for the Ordinary General Meeting of Shareholders to be held physically on 19 April 2023 at 14.00h at 't Kristallijn, Blauwe Keidreef 3, 2400 Mol-Rauw.

Agenda of the Ordinary General Meeting

1. Report of the Board of Directors to the Shareholders
2. Report of the company auditor to the Shareholders
3. Approval of the audited statutory financial statements of the year 2022 and presentation of the consolidated results
4. Attribution of the profit and declaration of the dividend – remuneration of directors
5. Special Report on claim based on refusal to grant discharge at ordinary general meeting of shareholders on 20 April 2022
6. Discharge to the directors
7. Discharge to the auditors
8. Nomination of directors

The full text of the proposed resolutions and proxy forms can be downloaded from the company website, www.sibelco.com.

ATTRIBUTION OF THE RESULT OF SCR-SIBELCO NV

The shareholders will be asked 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 and tantièmes of SCR-Sibelco NV, in line with the following proposal:

IN EURO	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.§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 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 as of 12 May 2023. The record date has been set on 11 May 2023. The System Paying Agent designated for the payment of the 2022 dividend is ING Bank, Marnixlaan 24, 1000 Brussels with Bank Degroof Petercam, Nijverheidsstraat 44, 1000 Brussels as co-agent.

DISCHARGE IN FAVOR OF BOARD MEMBERS AND AUDITORS

After approval of the annual accounts, shareholders will be asked to pronounce themselves by means of a special vote on the discharge to be granted individually to the members of the Board of Directors and to the auditor.

NOMINATIONS OF DIRECTORS

The mandates of Argali Capital BV, with permanent representative Mr. Pascal Emsens, Soverin SA, with permanent representative Mr. Michel Verhaeghe, Zuyfin SRL, with permanent representative Mr. Evrard van Zuylen, Pierre Nothomb SRL, with permanent representative Mr. Pierre Nothomb, and Mr. Christoph Grosspeter will expire at this Annual General Meeting.

The following Board members will present themselves to be re-elected as a Board member for a mandate of 3 years: Argali Capital BV, with permanent representative Mr. Pascal Emsens, Soverin SA, with permanent representative Mr. Michel Verhaeghe, Zuyfin SRL, with permanent representative Mr. Evrard van Zuylen, Pierre Nothomb SRL, with permanent representative Mr. Pierre Nothomb, and Mr. Christoph Grosspeter. Their renewed mandates will expire at the General Meeting of 2026.

It is proposed to elect Argali Capital BV, with permanent representative Mr. Pascal Emsens, Soverin SA, with permanent representative Mr. Michel Verhaeghe, Zuyfin SRL, with permanent representative Mr. Evrard van Zuylen, Pierre Nothomb SRL, with permanent representative Mr. Pierre Nothomb, and Mr. Christoph Grosspeter for a new Board mandate of 3 years. These renewed mandates will expire at the General Meeting of 2026.

Agenda Extraordinary General Meeting

As mentioned, the Board of Directors of SCR-Sibelco NV also invites the shareholders for an Extraordinary General Meeting of Shareholders to be held physically on 19 April 2023 at 14.00h, immediately preceding the Ordinary General Meeting, at 't Kristallijn, Blauwe Keidreef 3, 2400 Mol-Rauw.

The meeting has as a sole agenda item the reformulation of the articles of association:
1. Reformulating articles of association.

PROPOSAL FOR RESOLUTION:

The meeting resolves to reformulate the articles of association of the Company according to the provisions of the CCA,

- whereby the Company will maintain the legal form of a "public limited liability company" (naamloze vennootschap/société anonyme);
- whereby the corporate seat will be established in the Flemish Region;
- of which the address will be 2018 Antwerp, Plantin en Moretuslei 1A, in the legal district of Antwerp, the legal jurisdiction of the commercial court of Antwerp, section Antwerp, and the address will not be mentioned in the articles of association;
- of which the capital amounts to twenty-five millions euros (EUR 25,000,000.00) and is represented by 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 provided 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, pursuant to 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 will, at the latest, be communicated to all the shareholders together with the convocation to this general meeting and which will be made available on the website of the Company, www.sibelco.com.

CONDITIONS FOR ADMISSION TO THE GENERAL MEETINGS OF SHAREHOLDERS OF 19 APRIL 2023

In accordance with article 28.2 of the articles of association, the record date for the general meeting 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.

The Members of the Board wish to thank all SCR-Sibelco NV staff and employees all over the world for their dedicated efforts in achieving our goals.

Antwerp, 9 March 2023

Signed by the Members of the Board

Additional Information

Forward-looking statements and non-IFRS metrics

This document contains projections and other forward-looking statements. Investors should be aware that such projections and forward-looking statements are subject to various risks and uncertainties (many of which are difficult to predict and generally beyond the control of Sibelco) that could cause actual results and developments to differ materially from those expressed or implied. Besides IFRS accounts, the Group also presents underlying, non-audited performance indicators. The objective is to generate a view that avoids distortion and facilitates the appreciation of performance and comparability of results over time.

MEDIA ENQUIRIES

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SHAREHOLDER ENQUIRIES

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Design & realisation:
TD Cascade