

SIPEF
Public limited liability company (“*naamloze vennootschap*”)
Calesbergdreef 5, 2900 Schoten (Belgium)
VAT BE 0404.491.285
RLE Antwerp, division Antwerp
 (“SIPEF” of de “Vennootschap”)

The board of directors of SIPEF invites the shareholders to participate in the ordinary general shareholders’ meeting (the “**Meeting**”) to be held on **Wednesday June 12, 2024 at 3:00 pm** (Belgian time) at SIPEF’s registered office.

AGENDA OF THE ORDINARY GENERAL MEETING

- 1. Report of the board of directors regarding the financial year closed on December 31, 2023**
- 2. Reports of the statutory auditor regarding the financial year closed on December 31, 2023**
- 3. Financial statements regarding the financial year closed on December 31, 2023**
 - 3.1. Presentation of the consolidated financial statements regarding the financial year closed on December 31, 2023**
 - 3.2. Approval of the annual accounts regarding the financial year closed on December 31, 2023**

Proposed decision: approval of the annual accounts regarding the financial year closed on December 31, 2023, including the allocation of the result and the payment of a gross dividend of EUR 2,00 per share.

As the treasury shares are not entitled to dividend, the total amount of the dividend payment depends on the number of treasury shares held by the Company on June 13, 2024, at 11.59 p.m., Belgian time (being the day before the ex-date). This date is relevant for determining the dividend entitlement of the shares and therefore for the cancellation of the dividend rights attached to the treasury shares.

Authorisation of the board of directors to include the final amount of the dividend distribution (and other changes to the profit distribution resulting from it) in the annual accounts, if necessary.
- 4. Discharge of the directors**

Proposed decision: granting discharge to the directors for the performance of their duties during the financial year closed on December 31, 2023.
- 5. Discharge of the statutory auditor**

Proposed decision: granting discharge to the statutory auditor for the performance of his duties during the financial year ended December 31, 2023.
- 6. Appointments**
 - 6.1. Renewal of the mandate of a director**

Proposed decision: renewal of the mandate of **director of Gaëtan Hannecart** for a period of **four (4) years** until the closing of the ordinary general shareholders’ meeting of 2028.
 - 6.2. Appointment of a new director**

Proposed decision: appointment of **Petronella Meekers** as **director** for a period of **four (4) years** until the closing of the ordinary general shareholders’ meeting of 2028.
 - 6.3. Renewal of the mandate of the statutory auditor**

Proposed decision: renewal of the mandate of **statutory auditor of EY Bedrijfsrevisoren BV**, with registered office in Kouterveldstraat 7B, bus 001, 1831 Diegem, registered with the Crossroadsbank for Enterprises (RLE Brussels, Dutch division) under number 0446.334.711 and registered in the public register of auditors under number B00160, represented by **Christoph Oris**, registered in the public register of auditors under number A02341, for a period of **three (3) years** until the closing of the ordinary general shareholders’ meeting of 2027 and fixing the annual fee for this mandate at USD 120,196, excluding VAT and annually indexable.
 - 6.4. Assurance of the consolidated sustainability information**

Proposed decision: subject to the condition precedent of the transposition of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD) into Belgian law, assigning to the statutory auditor, **EY Bedrijfsrevisoren BV**, represented by **Christoph Oris**, the task of providing **assurance** of the consolidated sustainability

information for a period of **three (3) years** until the closing of the ordinary general shareholders' meeting of 2027. The fee for this assignment shall be agreed between the Company and the statutory auditor in accordance with the Belgian law transposing the CSRD.

7. Remuneration report

Proposed decision: approval of the remuneration report regarding the financial year closed on December 31, 2023.

ADMISSION FORMALITIES

1. Conditions for admission

Persons who wish to participate in the Meeting and exercise their voting right, are requested to comply with the provisions of article 7:134 of the Belgian Companies and Associations Code ("**CAC**") and article 30 of the articles of association, and in particular:

- **Holders of registered shares** must:

- (a) on the registration date, Wednesday **May 29, 2024** at 12:00 pm (Belgian time), be registered in the share register of SIPEF for the number of shares with which they wish to participate and vote at the Meeting; and
- (b) at the latest on Thursday **June 6, 2024** at 6:00 pm (Belgian time) confirm their participation and indicate the number of shares with which they wish to participate in the Meeting. To that end, they must submit a written and signed notification of their participation or proxy form, by post to SIPEF's registered office (c/o Charlotte Schaumans, Legal Counsel) or by e-mail (av-sm@sipef.com), which SIPEF must receive at the latest on Thursday **June 6, 2024** at 6:00 pm (Belgian time).

- **Holders of dematerialized shares** must:

- (a) on the registration date, Wednesday **May 29, 2024** at 12:00 pm (Belgian time), be registered in an account with a recognised account holder or central securities depository as shareholder for the number of shares with which they wish to participate and vote at the Meeting; and
- (b) at the latest on Thursday **June 6, 2024** at 6:00 pm (Belgian time) confirm their participation and indicate the number of shares with which they wish to participate in the Meeting.

To that end, they must request the recognised account holder or central securities depository to issue a certificate stating the details set forth above under (a) and (b). This certificate must be submitted together with a written and signed notification of participation or proxy form, by post to SIPEF's registered office (c/o Charlotte Schaumans, Legal Counsel) or by e-mail (av-sm@sipef.com), which SIPEF must receive at the latest on Thursday **June 6, 2024** at 6:00 pm (Belgian time). They can also request the recognised account holder or central securities depository to provide the certificate directly to Bank Degroof Petercam, no later than Thursday **June 6, 2024** at 6:00 pm (Belgian time).

Only persons who satisfy the above conditions are entitled to participate and vote at the Meeting (in person or by proxy).

2. Proxy

In accordance with article 7:142 of the CAC and article 32 of the articles of association, each shareholder satisfying the above conditions for admission is entitled to be represented at the Meeting by a single proxy holder. To that end, they can use the proxy form available on SIPEF's website (www.sipef.com). This form can also be requested from Charlotte Schaumans, Legal Counsel, by e-mail (av-sm@sipef.com) or phone (+32 3 641 97 35).

The proxy form must be completed and signed by the shareholder and sent by post to SIPEF's registered office (c/o Charlotte Schaumans, Legal Counsel) or by e-mail (av-sm@sipef.com). SIPEF must receive it no later than Thursday June 6, 2024 at 6:00 pm (Belgian time).

If new items and/or new decision proposals would be added to the agenda (see the right to add items to the agenda below), a revised proxy shall be made available to the shareholders no later than Tuesday May 28, 2024, so that they can issue specific voting instructions to the proxy holder with regard to these new agenda items or decision proposals.

3. Right to add items to the agenda

In accordance with article 7:130 of the CAC, shareholders holding, alone or together with others, at least 3% of the share capital of SIPEF, are entitled to request to add items to the Meeting's agenda and to submit decision proposals regarding items on or to be added to the agenda.

On the date of submitting a request to add an agenda item or decision proposal, the shareholders must prove that they hold the aforementioned stake in the share capital, either by means of a certificate of registration of the relevant shares in the Company's share register or a certificate issued by a recognised account holder or central securities depository certifying that the relevant number of dematerialized shares are registered in an account in their name.

The request must be submitted in writing and, as the case may be, be accompanied by the text of the items to be discussed and the related decision proposals or the text of the decision proposals to be put on the agenda. In addition, it must state a postal or e-mail address where SIPEF can send a confirmation of receipt with 48 hours of this receipt.

The request must be received by SIPEF no later than Tuesday May 21, 2024 and can be sent by post to SIPEF's registered office to the attention of Luc Bertrand (chairman of the board of directors) or by e-mail (av-sm@sipef.com).

If the applicable conditions are fulfilled, SIPEF shall publish a revised agenda and proxy form no later than Tuesday May 28, 2024 (on its website, in the Belgian legal journal and the financial press).

The additional agenda items and decision proposals shall only be discussed during the Meeting if the shareholder(s) who, alone or together with others, hold at least 3% of SIPEF's share capital, have satisfied the above conditions for admission to the Meeting.

4. Right to submit questions

Shareholders are entitled to submit questions to the directors and/or statutory auditor of SIPEF regarding their reports or items on the agenda of the Meeting.

These questions can be sent by letter, to the attention of Luc Bertrand (chairman of the board of directors), by post to SIPEF's registered office or by e-mail (av-sm@sipef.com). SIPEF must receive them no later than Thursday June 6, 2024 at 6:00 pm (Belgian time).

The questions will be answered during the Meeting, before the vote, insofar as the shareholder in question has satisfied the conditions for admission to the Meeting and the disclosure of certain facts or circumstances would not be detrimental to the Company's business interest or infringe the confidentiality undertakings of the Company, its directors or statutory auditor.

All answers to written questions shall be made public on SIPEF's website (www.sipef.com).

5. Proof of identity and powers of representation

In order to participate in the Meeting, the shareholders, proxy holders and representatives of legal entities must provide proof of identity. Representatives of legal entities must also provide evidence of their powers of representation.

6. Documents

As from the date of publication of this convocation notice until the date of the Meeting, SIPEF shall make all documents set forth in article 7:129, §3 of the CAC available to the shareholders, without interruption, on its website (www.sipef.com). These documents include the convocation to the Meeting, together with the published agenda, the total number of shares and voting rights on the date of convocation, the documents to be submitted to the Meeting, such as the annual accounts as per December 31, 2023, the consolidated accounts as per December 31, 2023, the integrated annual report of the board of directors for the financial year 2023 including the remuneration report, the reports of the statutory auditor for the financial year 2023, and the proxy form. Moreover, each shareholder may obtain a copy, free of charge, of these documents at SIPEF's registered office.

7. Contact and information

All relevant information regarding the Meeting is available on SIPEF's website (<https://www.sipef.com/hq/investors/shareholders-information/shareholders-meeting/>).

For the submission of forms, requests or questions, please contact SIPEF at:

- e-mail: av-sm@sipef.com (preferred)
- post: Calesbergdreef 5, 2900 Schoten, Belgium (c/o Charlotte Schaumans, Legal Counsel)
- phone: +32 3 641 97 35

The board of directors

SIPEF is responsible for processing the personal data it receives from shareholders, representatives and proxy holders within the framework of the general meeting in accordance with applicable data protection legislation. In particular, such personal data will be processed for the preparation and organisation of the general meeting and the management of the attendance and voting procedure relating to the general meeting, in accordance with applicable legislation and the privacy statement which can be consulted at <https://www.sipef.com/hq/disclaimer/>.