

## EXTRAORDINARY GENERAL MEETING

File number: TC/KG/2250181/ADC

Folder: 2025/141377

### "Titan Cement International"

public limited company (*société anonyme*)

in 1000 Brussels, Square de Meeûs 37

company number 0699.936.657 - RLE Brussels, French-speaking division

email address: [info@titan-cement.com](mailto:info@titan-cement.com)

website: [www.titan-cement.com](http://www.titan-cement.com)

#### CHANGE OF COMPANY NAME

-

#### RENEWAL OF AUTHORISATIONS TO THE BOARD OF DIRECTORS WITHIN THE FRAMENWORK OF THE AUTHORISED CAPITAL

-

#### RENEWAL OF AUTHORISATIONS TO THE BOARD OF DIRECTORS TO ACQUIRE OWN SHARES

-

#### AUTHORISATION TO THE BOARD OF DIRECTORS TO CANCEL OWN SHARES

-

#### OTHER AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This day, the fifth of May, two thousand and twenty-five.

In 1000 Brussels, Avenue Lloyd George 11.

Before **Tim CARNEWAL, notary in Brussels (first district)**, exercising his function in the company "BERQUIN NOTAIRES", with registered office located at Brussels, Avenue Lloyd George 11,

#### WAS HELD:

the extraordinary general meeting (hereinafter referred to as the "*Meeting*") of the public limited liability company (*société anonyme*) "**Titan Cement International**", a Belgian listed company with its registered office at 1000 Brussels, Square de Meeûs 37, hereinafter referred to as the "*Company*".

#### IDENTIFICATION OF THE COMPANY

The Company was incorporated under the company name "THESEAS INTERNATIONAL" by virtue of a deed of Mr. Gérard INDEKEU, notary in Brussels, on 12 July 2018, published in the Annexes to the Belgian Official Gazette (*Moniteur belge*) of 18 July of the same year, under number 18322373.

The articles of association have been amended several times and for the last time by the deed of the notary Tim CARNEWAL, in Brussels, on 9 May 2022, published in the Annexes to the Belgian Official Gazette of 12 May of the same year, under number 22331300.

The registered office was transferred to its current address by decision of the administrative body dated 26 July 2023, published in the Annexes to the Belgian Official Gazette of 30 August of the same year, under number 23111680.

The Company is registered in the Register of Legal Entities under number 0699.936.657.

The Company's email address is [info@titan-cement.com](mailto:info@titan-cement.com)

The Company's website is: [www.titan-cement.com](http://www.titan-cement.com)

#### **OPENING OF THE MEETING – COMPOSITION OF THE BUREAU**

The meeting is opened at 10:00 a.m., under the chairmanship of Mr. **COLAKIDES Michael**, residing at 1095 Nicosia (Cyprus), 9 Pallados Str., Apt. 401, who appointed as secretary: Mr. KATSAOUNIS Dimitrios, residing at 1 K. Metaxa Street, Alimos 17455, Athens, Greece.

As vote teller is appointed: Ms. **SERETI Maria**, residing at Avenue de la Renaissance 8, 1000 Brussels.

#### **COMPOSITION OF THE MEETING –**

##### **ATTENDANCE LIST AND/OR SHAREHOLDERS WHO VOTED BY CORRESPONDENCE**

An attendance list was drawn up, indicating for each shareholder of the Company participating in the Meeting either in person or by proxy, their identification details as well as the number of shares they hold. This list is supplemented by a list of shareholders who voted by correspondence in accordance with Article 36 of the Company's Articles of Association.

This attendance list shall remain annexed to these minutes. The original proxies and/or voting instructions (where applicable, in electronic form) shall be kept in the Company's records and in the file of the undersigned notary.

Thereafter, the attendance list was marked by me, the notary, as "annex" and closed with the signature of the chair of the Meeting.

#### **VERIFICATIONS MADE BY THE BUREAU – ATTENDANCE**

The chair reports to the Meeting on the findings and verifications carried out by the bureau during and following the registration formalities of the participants, with a view to establishing the composition of the Meeting.

##### **1. Notice to shareholders**

Before the opening of the meeting, the proofs of publication of the convening notices in the Belgian Official Gazette and in the press were submitted to the bureau. They will be kept in the Company's archives. The bureau noted that the publication dates of these notices are as follows:

- on 4 April 2025 in the *Belgian Official Gazette*;
- on 4 April 2025 in *l'Echo*.

The convening notice, the proxy form, the form for voting by correspondence, as well as the special report of the Board of Directors prepared in accordance with Article 7:199 of the Belgian Code on Companies and Associations, and the proposed text of the amended articles of association, have also been made available to the shareholders on the Company's website (link: <https://ir.titan-cement.com/en/shareholder-center/annual-general-meetings>), as of 4 April 2025.

The Company ensured that the convening notice was published in media reasonably expected to provide effective dissemination of information to the public within the European Economic Area and which are accessible in a timely and non-discriminatory manner.

The bureau also noted, upon reviewing copies of the letters sent or, where applicable, the emails, that a convening notice was sent on 4 April 2025 by letter or, where applicable, by email (if an email address had been provided to the Company for communication via this means) to the holders of registered shares, the directors, and the auditor.

The chair declares, and the Meeting acknowledges, that there are no holders of convertible bonds, nor holders of registered subscription rights or registered profit-sharing certificates, nor holders of registered certificates issued with the cooperation of the Company.

##### **2. Verification of the powers of the participants in the Meeting**

Regarding participation in the Meeting, the bureau verified whether Articles 35 and 36 of the Company's Articles of Association were complied with, which was confirmed to us, the

notary, by the bureau; the various supporting documents, as well as the originals (where applicable, in electronic form) of the proxies and the forms for voting by correspondence, will be kept in the Company's archives and in the file of the undersigned notary.

### **3. Verification of quorum of attendees**

The bureau noted that the attendance list shows that 52,845,725 shares out of a total of 78,325,475 shares existing to date are present or represented.

However, the Company and/or its subsidiaries hold 3,718,382 own shares, as a result of which the voting rights attached to these shares are suspended and these shares are not taken into account for the determination of the quorum and majority requirements to be met at the Meeting, in accordance with Article 7:217, §1 in conjunction with Article 7:140 of the Belgian Code on Companies and Associations. Consequently, only a total of 74,607,093 shares issued by the Company must be taken into account.

In accordance with Article 39 of the Articles of Association in conjunction with Article 7:153 of the Companies and Associations Code:

- the Meeting may validly deliberate and decide on the proposed resolutions relating to items 1 to 7 (inclusive) only if the participants at the Meeting represent at least half of the Company's share capital; and
- the Meeting may validly deliberate and decide on the proposed resolutions relating to items 8 and 9 only if the participants at the Meeting represent at least one-fifth of the fully paid-up share capital (this quorum requirement does not apply at the second general meeting convened with the same agenda).

Consequently, the bureau notes that the Meeting can validly deliberate on the items on the agenda.

### **4. Third parties present at the Meeting**

In addition to the aforementioned persons, the following persons are also attending the Meeting:

- an advisor to the company (lawyer).

#### **STATEMENT BY THE CHAIR**

The chair states and requests that I, the notary, record the following:

#### **I. The agenda of the Meeting is as follows:**

1. Approval of the change of the Company's name and amendment of articles 1 and 2 of the Company's articles of association.

*Comment on the agenda item: The Board of Directors proposes that the Meeting approves the change of the Company's name from "Titan Cement International" to "Titan". Furthermore, the Board of Directors requests the Meeting to take note of the corresponding change to the Company's domain name, which will be updated from "www.titan-cement.com" to "www.titanmaterials.com". The Board of Directors believes that a company's name plays a critical role in shaping public perception, communicating its identity and values, differentiating it from competitors, and influencing customer impressions. These factors, in turn, contribute to the long-term success of the Company. In line with its commitment to sustainability and delivering value-added products and solutions for a sustainable future, the Company recognizes the importance of adopting a name that reflects its broader and more forward-thinking vision.*

*Proposed resolution: The Meeting decides to approve the change of the Company's name from "Titan Cement International" to "Titan" and to amend articles 1 and 2 of the Company's articles of association as follows:*

*"Article 1. LEGAL FORM – NAME*

*The company is a limited liability company (société anonyme/naamloze vennootschap). It is named "Titan".*

*Article 2. REGISTERED OFFICE – EMAIL ADDRESS – WEBSITE*

*The registered office of the company is situated in the Brussels region.*

*It may be transferred to any other place in Belgium by resolution of the board of directors, provided that the applicable language regulations are taken into account.*

*The company may, by resolution of the board of directors, establish one or more administrative offices, operational seats, branches, representations or agencies in Belgium or abroad.*

*The company's email address is info@titanmaterials.com and the company's website is www.titanmaterials.com. The company may, by means of a decision of the board of directors, amend the address of its website as well as its email address, even if these are included in the articles of association."*

**2.** Acknowledgment of the special report of the Board of Directors setting out the specific circumstances under which the authorised capital may be used and the pursued goals, prepared in accordance with article 7:199 of the Belgian Code of Companies and Associations.

*Proposed resolution: Given the fact that it only concerns an acknowledgment, no proposed resolution is included.*

**3.** Renewal of the authorizations to the Board of Directors, as granted by the Extraordinary General Meeting of Shareholders of 9 May 2022 and set out in article 6 of the articles of association of the Company. First, it is proposed that the Board of Directors is authorised to increase the capital of the Company, within the framework of the authorized capital, in one or several instances, by a (cumulated) maximum amount of EUR 959,347,807.86, with the possibility of incorporating reserves, issuing subscription rights and convertible bonds and limiting or cancelling the preferential subscription right of existing shareholders, including to the benefit of one or several determined persons other than members of the staff of the Company or any of its subsidiaries, for a period of five years as of the publication of the amendment of the articles of association in the Belgian Official Gazette. Second, it is proposed that the Board of Directors is authorized to increase the capital of the Company, within the framework of the authorized capital, after receipt by the Company of a notification by the Financial Services and Markets Authority (FSMA – Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) of a takeover bid for the Company's shares, for a period of three years as of the publication of the amendment of the articles of association in the Belgian Official Gazette, and amendment of article 6 of the articles of association.

*Proposed resolution: The Meeting decides to renew the following authorisations to the Board of Directors, as granted by the Extraordinary General Meeting of Shareholders of 9 May 2022 and set out in article 6 of the articles of association of the Company. First, the Meeting decides to renew the authorization to the authorization to the Board of Directors to increase the capital of the Company, within the framework of the authorized capital, in one or several instalments, by a (cumulated) maximum amount of EUR 959,347,807.86, with the possibility of incorporating reserves, issuing subscription rights and convertible bonds and limiting or cancelling the preferential subscription right of existing shareholders, including to the benefit of one or several specific persons other than members of the staff of the Company or any of its subsidiaries, for a period of five years as of the publication of the amendment of the articles of association in the Belgian Official Gazette. Second, the Meeting decided to renew the authorization of the Board of Directors to proceed with a capital increase in any and all form, including but not limited to a capital increase accompanied by the limitation or cancellation of the preferential subscription right, even after receipt by the Company of a notification by the Financial Services and Markets Authority (FSMA – Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) of a takeover bid for the Company's*

*shares, for a period of three years as of the publication of the amendment of the articles of association in the Belgian Official Gazette.*

*Consequently, the Meeting decides to replace article 6 of the articles of association with the following text:*

*“§1. The board of directors may increase the share capital of the company in one or several times by a (cumulated) maximum amount of EUR 959,347,807.86.*

*This authorisation may be renewed in accordance with the relevant legal provisions. The board of directors can exercise this power for a period of five (5) years as from the date of publication in the Annexes to the Belgian Official Gazette of the amendment to these articles of association approved by the extraordinary shareholders’ meeting of 5 May 2025.*

*§2. Any capital increases which can be decided pursuant to this authorisation will take place in accordance with the modalities to be determined by the board of directors and may be effected (i) by means of a contribution in cash or in kind (where appropriate including share premium), (ii) through conversion of reserves, whether available or unavailable for distribution, and issuance premiums. In the latter events, the capital increase may be effected with or without issuance of new shares.*

*The board of directors can also use this authorisation for the issuance of convertible bonds, subscription rights or bonds to which subscription rights or other tangible values are connected, or other securities.*

*When exercising its authorisation within the framework of the authorised capital, the board of directors can limit or cancel the preferential subscription right of the shareholders in the interest of the company, subject to the limitations and in accordance with the conditions provided for by the Belgian Companies and Associations Code. This limitation or cancellation can also occur to the benefit of the members of staff of the company or its subsidiaries or to the benefit of one or more specific persons even if these are not members of staff.*

*§3. If, pursuant to a capital increase that has been decided within the framework of the authorised capital, an issuance premium is paid, this shall be booked on the account “Issuance Premiums”. The board of directors may also use the abovementioned authorisations in order to issue new shares under the par value.*

*§4. The board of directors is hereby expressly empowered to proceed with a capital increase in any and all form, including but not limited to a capital increase accompanied by the limitation or cancellation of the preferential subscription right, even after receipt by the company of a notification by the Financial Services and Markets Authority (FSMA – Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) of a takeover bid for the company's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions laid down in the Belgian Companies and Associations Code. The powers hereby conferred on the board of directors remain in effect for a period of three years from the date of the amendment to these articles of association approved by the extraordinary shareholders' meeting of 5 May 2025. These powers may be renewed for a further period of three years by resolution of the shareholders' meeting, deliberating and deciding in accordance with applicable rules. If the board of directors decides upon an increase of authorised capital pursuant to this authorisation, this increase will be deducted from the remaining part of the authorised capital specified in the first paragraph.*

*§5. The board of directors is authorised, with power of substitution, to amend the articles of association after each capital increase realised within the framework of the authorised capital, in order to bring them in line with the new situation of the share capital and the shares.”*

4. Renewal of the authorization granted to the Board of Directors by virtue of article 15(1) of the Company's articles of association and amendment of article 15(1) of the Company's articles of association.

*Comment on the agenda item: The Board of Directors requests the Meeting to take note of article 15(1) of the Company's articles of association. The Board of Directors proposes to the Meeting to renew the authorization granted to the Company, according to which the Company may, without the prior authorization of the shareholders' meeting, acquire its own shares, in accordance with the provisions of articles 7:215 and seq. of the Belgian Code on Companies and Associations and the Company's articles of association, for a new five-year period, as from the publication in the Annexes to the Belgian Official Gazette of the relevant amendment to the Company's articles of association decided by this Meeting, and to amend article 15(1) of the Company's articles of association as proposed.*

*Proposed resolution: The Meeting decides to renew the authorization provided in article 15(1) of the Company's articles of Association, according to which the Company may, without the prior authorization of the shareholders' meeting, acquire its own shares, in accordance with the provisions of articles 7:215 and seq. of the Belgian Code on Companies and Associations and the Company's articles of association, for a new five-year period, as from the publication in the Annexes to the Belgian Official Gazette of the relevant amendment to the Company's articles of association decided by this Meeting, and to amend article 15(1) of the Company's articles of association as follows:*

*"§1. The company may, without any prior authorization of the shareholders' meeting, in accordance with articles 7:215 and seq. of the Belgian Companies and Associations Code and within the limits set out in these provisions, acquire, on or outside a regulated market, its own shares, which correspond to maximum 20% of the issued shares, for a price which will respect the legal requirements, but which will in any case not be more than 20% below the lowest closing price in the last thirty trading days preceding the transaction and not more than 20% above the highest closing price in the last thirty trading days preceding the transaction. This authorization is valid for five years from the date of the publication in the Annexes to the Belgian Official Gazette of the amendment to these articles of association approved by the extraordinary shareholders' meeting of 5 May 2025.*

*This authorization covers the acquisition on or outside a regulated market by a direct subsidiary within the meaning and the limits set out in article 7:221 and seq. of the Belgian Companies and Associations Code."*

5. Renewal of the authorization granted to the Board of Directors by virtue of article 15(2) of the Company's articles of association and amendment of article 15(2) of the Company's articles of association.

*Comment on the agenda item: The Board of Directors requests the Meeting to take note of article 15(2) of the Company's articles of association. The Board of Directors proposes to the Meeting to renew the authorization granted to it for the purpose of acquiring for the Company's account the Company's own shares, if such acquisition is necessary to avoid serious and imminent harm to the Company and subject to compliance with the provisions of the Belgian Code on Companies and Associations, for a new three-year period, as from the publication in the Annexes to the Belgian Official Gazette of the relevant amendment to the Company's articles of association decided by this Meeting, and to amend article 15(2) of the Company's articles of association as proposed.*

*Proposed resolution: The Meeting decides to renew the authorization granted to the Board of Directors by virtue of article 15(2) of the Company's articles of association for the purpose of acquiring for the Company's account the Company's own shares, if such acquisition is*

*necessary to avoid serious and imminent harm to the company and subject to compliance with the provisions of the Belgian Code on Companies and Associations, for a new three-year period, as from the publication in the Annexes to the Belgian Official Gazette of the relevant amendment to the Company's articles of association decided by this Meeting, and to amend article 15(2) of the Company's articles of association as follows:*

*"§2. The board of directors is authorised, subject to compliance with the provisions of the Belgian Code on Companies and Associations, to acquire, for the Company's account, the company's own shares, if such acquisition is necessary to avoid serious and imminent harm to the Company. Such authorisation is valid for three years as from the date of publication in the Annexes to the Belgian Official Gazette of the amendment to these articles of association, approved by the extraordinary shareholders' meeting of 5 May 2025."*

6. Granting authorisation to the Board of Directors to (i) cancel the Company's own shares and (ii) amend the Company's articles of association to reflect the cancellation of shares, and amendment of article 15 of the Company's articles of association to add new paragraph 4.

*Proposed resolution:* *The Meeting decides to authorize the Board of Directors to (i) cancel, at any time, own shares acquired in accordance with article 15 of the Company's articles of association, and (ii) amend the Company's articles of association to reflect the reduction of the total number of shares of the Company. Consequently, the Meeting decides to add new paragraph 4 to article 15 of the Company's articles of association, which reads as follows:*

*"§4. The board of directors is also authorised to cancel the shares acquired pursuant to this article, in accordance with Article 7:217, §1 of the Belgian Code on Companies and Associations, and is empowered, with power of substitution, to amend the articles of association to reflect the reduction of the total number of shares of the Company."*

7. Amendment of the first paragraph of article 32 of the Company's articles of association.

*Proposed resolution:* *The Meeting decides to amend the first paragraph of article 32 of the Company's articles of association as follows:*

*"The annual ordinary general meeting of shareholders is held on the second Thursday of May each year at 10:00 a.m. CET, in either Brussels (Belgium) or Nicosia (Cyprus) or on any such place and at any such date and time as may be indicated in the convening materials for the annual ordinary general meeting. If this day is a legal public holiday in Belgium (when the meeting is held in Brussels) or in Cyprus (when the meeting is held in Nicosia), the meeting shall take place at the same time on the preceding or following business day, as decided by the Board of Directors."*

8. Power of attorney for the coordination of the Company's articles of association.

*Proposed resolution:* *The Meeting grants the undersigned notary, or any other notary and/or collaborator of Berquin notaries, all powers to draw up the text of the coordination of the articles of association of the Company, to sign it and to deposit it in the electronic database provided for this purpose, in accordance with the applicable legal provisions.*

*The proposed revised text of the Company's articles of association shall be available on the Company's website.*

9. Powers to the Board of Directors to implement the decisions taken.

*Proposed resolution:* *The Meeting confers all powers to the Board of Directors for the execution of the above resolutions.*

## **II. Voting procedures**

The chair reminds the Meeting that each share gives the right to one vote. He also reiterated that only shareholders present or represented may take part in the vote.

The chair reminds the Meeting that, in accordance with Article 40, §1 of the Company's Articles of Association, each share entitles its holder to one vote. He also reminds the Meeting

that only shareholders who are present or represented may take part in the vote.

In addition, the chair explains that the votes by correspondence duly submitted will also be taken into account as validly cast votes.

The chair also reminds the Meeting that:

- the proposed resolutions relating to items 1 to 7 (inclusive) on the agenda must be approved by a three-quarters majority of the votes cast, in accordance with Article 39 of the Company's Articles of Association in conjunction with Article 7:153 of the Belgian Code of Companies and Associations;

- the proposed resolutions relating to items 8 and 9 on the agenda must be approved by a majority of the votes cast, in accordance with Article 39 of the Company's Articles of Association.

The chair states that the votes cast by shareholders voting by correspondence have already been automatically entered into the database and are added to the votes cast at the Meeting. The exact totals of the votes by correspondence and the votes cast during the meeting are recorded in the minutes.

### **III. Questions**

In accordance with Article 38 of the Company's Articles of Association, in conjunction with Article 7:139 of the Belgian Code of Companies and Associations, the chair invites the shareholders participating in the Meeting, either in person or by proxy, and who so wish, to ask any questions they may have in relation to the items on the agenda.

Before opening the floor to the audience, the Chair states that no shareholder made use of the opportunity to submit written questions in advance, as provided for in Article 7:139 of the Belgian Code of Companies and Associations.

There were no interventions during the time set aside for questions.

The chair then declares the closure of the discussions.

### **CONFIRMATION OF THE VALIDITY OF THE MEETING**

This statement is confirmed and acknowledged as accurate by the Meeting; the Meeting declares itself duly constituted and capable of deliberating on the agenda items.

### **DELIBERATION - RESOLUTIONS**

The Meeting proceeds with the agenda and, after deliberation, adopts the following resolutions.

**FIRST RESOLUTION (first item on the agenda): Approval of the change of the Company's name and amendment of articles 1 and 2 of the Company's articles of association.**

The Meeting decides to approve the change of the Company's name from "Titan Cement International" to "**Titan**" and to amend articles 1 and 2 of the Company's articles of association as follows:

*"Article 1. LEGAL FORM – NAME*

*The company is a limited liability company (société anonyme). It is named "**Titan**".*

*Article 2. REGISTERED OFFICE – EMAIL ADDRESS – WEBSITE*

*The registered office of the company is situated in the Brussels region.*

*It may be transferred to any other place in Belgium by resolution of the board of directors, provided that the applicable language regulations are taken into account.*

*The company may, by resolution of the board of directors, establish one or more administrative offices, operational seats, branches, representations or agencies in Belgium or abroad.*

*The company's email address is [info@titanmaterials.com](mailto:info@titanmaterials.com) and the company's website is [www.titanmaterials.com](http://www.titanmaterials.com). The company may, by means of a decision of the board of directors,*



*amend the address of its website as well as its email address, even if these are included in the articles of association.”*

**Vote:**

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes have been validly cast: 52,845,725

2/ Percentage (rounded) that the above number of shares represents in the share capital: 67.47% (or 70.83% excluding own shares)

3/ Number of votes validly cast: 52,845,725

of which:

<b>FOR</b>	52,845,725
<b>AGAINST</b>	0
<b>ABSTENTION</b>	0

The proposal is therefore approved.

**Second item on the agenda: Acknowledgment of the special report of the Board of Directors within the framework of the authorised capital.**

The Meeting relieves the chair from reading the special report of the Board of Directors setting out the specific circumstances under which the authorised capital may be used and the, as well as the objectives pursued, prepared in accordance with article 7:199 of the Belgian Code of Companies and Associations.

**Retention**

The report of the Board of Directors has been submitted to the notary who will retain it in his file.

**SECOND RESOLUTION (third item on the agenda): Renewal of the authorizations granted to the Board of Directors within the framework of the authorized capital.**

The Meeting decides to renew the following authorisations to the Board of Directors, as granted by the Extraordinary General Meeting of Shareholders of 9 May 2022 and set out in article 6 of the articles of association of the Company. First, the Meeting decides to renew the authorization to the Board of Directors to increase the capital of the Company, within the framework of the authorized capital, in one or several instalments, by a (cumulated) maximum amount of EUR 959,347,807.86, with the possibility of incorporating reserves, issuing subscription rights and convertible bonds and limiting or cancelling the preferential subscription right of existing shareholders, including to the benefit of one or several specific persons other than members of the staff of the Company or any of its subsidiaries, for a period of five years as of the publication of the amendment of the articles of association in the Belgian Official Gazette. Second, the Meeting decided to renew the authorization of the Board of Directors to proceed with a capital increase in any and all form, including but not limited to a capital increase accompanied by the limitation or cancellation of the preferential subscription right, even after receipt by the Company of a notification by the Financial Services and Markets Authority (FSMA – Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) of a takeover bid for the Company's shares, for a period of three years as of the publication of the amendment of the articles of association in the Belgian Official Gazette.

Consequently, the Meeting decides to replace article 6 of the articles of association with the following text:

*“§1. The board of directors may increase the share capital of the company in one or several times by a (cumulated) maximum amount of EUR 959,347,807.86.*

*This authorisation may be renewed in accordance with the relevant legal provisions. The board of directors can exercise this power for a period of five (5) years as from the date of*

publication in the Annexes to the Belgian Official Gazette of the amendment to these articles of association approved by the extraordinary shareholders' meeting of 5 May 2025.

§2. Any capital increases which can be decided pursuant to this authorisation will take place in accordance with the modalities to be determined by the board of directors and may be effected (i) by means of a contribution in cash or in kind (where appropriate including share premium), (ii) through conversion of reserves, whether available or unavailable for distribution, and issuance premiums. In the latter events, the capital increase may be effected with or without issuance of new shares.

The board of directors can also use this authorisation for the issuance of convertible bonds, subscription rights or bonds to which subscription rights or other tangible values are connected, or other securities.

When exercising its authorisation within the framework of the authorised capital, the board of directors can limit or cancel the preferential subscription right of the shareholders in the interest of the company, subject to the limitations and in accordance with the conditions provided for by the Belgian Companies and Associations Code. This limitation or cancellation can also occur to the benefit of the members of staff of the company or its subsidiaries or to the benefit of one or more specific persons even if these are not members of staff.

§3. If, pursuant to a capital increase that has been decided within the framework of the authorised capital, an issuance premium is paid, this shall be booked on the account "Issuance Premiums". The board of directors may also use the abovementioned authorisations in order to issue new shares under the par value.

§4. The board of directors is hereby expressly empowered to proceed with a capital increase in any and all form, including but not limited to a capital increase accompanied by the limitation or cancellation of the preferential subscription right, even after receipt by the company of a notification by the Financial Services and Markets Authority (FSMA – Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) of a takeover bid for the company's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions laid down in the Belgian Companies and Associations Code. The powers hereby conferred on the board of directors remain in effect for a period of three years from the date of the amendment to these articles of association approved by the extraordinary shareholders' meeting of 5 May 2025. These powers may be renewed for a further period of three years by resolution of the shareholders' meeting, deliberating and deciding in accordance with applicable rules. If the board of directors decides upon an increase of authorised capital pursuant to this authorisation, this increase will be deducted from the remaining part of the authorised capital specified in the first paragraph.

§5. The board of directors is authorised, with power of substitution, to amend the articles of association after each capital increase realised within the framework of the authorised capital, in order to bring them in line with the new situation of the share capital and the shares."

**Vote:**

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes have been validly cast: 52,845,725

2/ Percentage (rounded) that the above number of shares represents in the share capital: 67.47% (or 70.83% excluding own shares)

3/ Number of votes validly cast: 52,845,725

of which:

<b>FOR</b>	41,358,969
<b>AGAINST</b>	11,486,756
<b>ABSTENTION</b>	0

The proposal is therefore approved.

**THRID RESOLUTION (fourth item on the agenda): Renewal of the authorization granted to the Board of Directors to acquire own shares.**

The Meeting decides to renew the authorization provided in article 15(1) of the Company's articles of Association, according to which the Company may, without the prior authorization of the shareholders' meeting, acquire its own shares, in accordance with the provisions of articles 7:215 and seq. of the Belgian Code on Companies and Associations and the Company's articles of association, for a new five-year period, as from the publication in the Annexes to the Belgian Official Gazette of the relevant amendment to the Company's articles of association decided by this Meeting, and to amend article 15(1) of the Company's articles of association as follows:

*"§1. The company may, without any prior authorization of the shareholders' meeting, in accordance with articles 7:215 and seq. of the Belgian Companies and Associations Code and within the limits set out in these provisions, acquire, on or outside a regulated market, its own shares, which correspond to maximum 20% of the issued shares, for a price which will respect the legal requirements, but which will in any case not be more than 20% below the lowest closing price in the last thirty trading days preceding the transaction and not more than 20% above the highest closing price in the last thirty trading days preceding the transaction. This authorization is valid for five years from the date of the publication in the Annexes to the Belgian Official Gazette of the amendment to these articles of association approved by the extraordinary shareholders' meeting of 5 May 2025.*

*This authorization covers the acquisition on or outside a regulated market by a direct subsidiary within the meaning and the limits set out in article 7:221 and seq. of the Belgian Companies and Associations Code."*

**Vote:**

The proposal is put to the vote. It is adopted as follows:

- 1/ Number of shares for which votes have been validly cast: 52,845,725
  - 2/ Percentage (rounded) that the above number of shares represents in the share capital: 67.47% (or 70.83% excluding own shares)
  - 3/ Number of votes validly cast: 52,845,725
- of which:

<b>FOR</b>	51,091,370
<b>AGAINST</b>	1,754,355
<b>ABSTENTION</b>	0

The proposal is therefore approved.

**FOURTH RESOLUTION (fifth item on the agenda): Renewal of the authorisation granted to the Board of Directors to acquire own shares, if such acquisition is necessary to avoid serious and imminent harm to the Company.**

The Meeting decides to renew the authorization granted to the Board of Directors by virtue of article 15(2) of the Company's articles of association for the purpose of acquiring for the Company's account the Company's own shares, if such acquisition is necessary to avoid serious and imminent harm to the company and subject to compliance with the provisions of the Belgian Code on Companies and Associations, for a new three-year period, as from the publication in the Annexes to the Belgian Official Gazette of the relevant amendment to the Company's articles of association decided by this Meeting, and to amend article 15(2) of the Company's articles of association as follows:

*"§2. The board of directors is authorised, subject to compliance with the provisions of the Belgian Code on Companies and Associations, to acquire, for the Company's account, the*

*company's own shares, if such acquisition is necessary to avoid serious and imminent harm to the Company. Such authorisation is valid for three years as from the date of publication in the Annexes to the Belgian Official Gazette of the amendment to these articles of association, approved by the extraordinary shareholders' meeting of 5 May 2025."*

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes have been validly cast: 52,845,725  
 2/ Percentage (rounded) that the above number of shares represents in the share capital: 67.47% (or 70.83% excluding own shares)

3/ Number of votes validly cast: 52,845,725

of which:

<b>FOR</b>	41,371,605
<b>AGAINST</b>	11,474,120
<b>ABSTENTION</b>	0

The proposal is therefore approved.

**FIFTH RESOLUTION (sixth item on the agenda): Authorisation to the Board of Directors to cancel own shares.**

The Meeting decides to authorize the Board of Directors to (i) cancel, at any time, own shares acquired in accordance with article 15 of the Company's articles of association, and (ii) amend the Company's articles of association to reflect the reduction of the total number of shares of the Company. Consequently, the Meeting decides to add new paragraph 4 to article 15 of the Company's articles of association, which reads as follows:

*"§4. The board of directors is also authorised to cancel the shares acquired pursuant to this article, in accordance with Article 7:217, §1 of the Belgian Code on Companies and Associations, and is empowered, with power of substitution, to amend the articles of association to reflect the reduction of the total number of shares of the Company."*

**Vote:**

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes have been validly cast: 52,845,725  
 2/ Percentage (rounded) that the above number of shares represents in the share capital: 67.47% (or 70.83% excluding own shares)

3/ Number of votes validly cast: 52,845,725

of which:

<b>FOR</b>	52,845,725
<b>AGAINST</b>	0
<b>ABSTENTION</b>	0

The proposal is therefore approved.

**SIXTH RESOLUTION (seventh item on the agenda): Amendment of the first paragraph of article 32 of the Company's articles of association.**

The Meeting decides to amend the first paragraph of article 32 of the Company's articles of association as follows:

*"The annual ordinary general meeting of shareholders is held on the second Thursday of May each year at 10:00 a.m. CET, in either Brussels (Belgium) or Nicosia (Cyprus) or on any such place and at any such date and time as may be indicated in the convening materials for the annual ordinary general meeting. If this day is a legal public holiday in Belgium (when the meeting is held in Brussels) or in Cyprus (when the meeting is held in Nicosia), the meeting shall take place at the same time on the preceding or following business day, as decided by the Board of Directors."*

**Vote:**

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes have been validly cast: 52,845,725

2/ Percentage (rounded) that the above number of shares represents in the share capital: 67.47% (or 70.83% excluding own shares)

3/ Number of votes validly cast: 52,845,725

of which:

<b>FOR</b>	52,845,725
<b>AGAINST</b>	0
<b>ABSTENTION</b>	0

The proposal is therefore approved.

**SEVENTH RESOLUTION (eighth item on the agenda): 8. Power of attorney for the coordination of the Company's articles of association.**

The Meeting grants the undersigned notary, or any other notary and/or collaborator of Berquin Notaires, all powers to draw up the text of the coordination of the articles of association of the Company, to sign it and to deposit it in the electronic database provided for this purpose, in accordance with the applicable legal provisions.

The proposed revised text of the Company's articles of association shall be available on the Company's website.

The undersigned notary notes that the consolidated Articles of Association of the Company may be consulted on the following website: <https://statuts.notaire.be>.

**Vote:**

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes have been validly cast: 52,845,725

2/ Percentage (rounded) that the above number of shares represents in the share capital: 67.47% (or 70.83% excluding own shares)

3/ Number of votes validly cast: 52,845,725

of which:

<b>FOR</b>	46,140,443
<b>AGAINST</b>	0
<b>ABSTENTION</b>	5

The proposal is therefore approved.

**EIGHTH RESOLUTION (ninth item on the agenda): Powers to the Board of Directors to implement the decisions taken.**

The Meeting confers all powers to the Board of Directors for the execution of the above resolutions.

**Vote:**

The proposal is put to the vote. It is adopted as follows:

1/ Number of shares for which votes have been validly cast: 52,845,725

2/ Percentage (rounded) that the above number of shares represents in the share capital: 67.47% (or 70.83% excluding own shares)

3/ Number of votes validly cast: 52,845,725

of which:

<b>FOR</b>	52,845,725
<b>AGAINST</b>	0
<b>ABSTENTION</b>	0

The proposal is therefore approved.

**FINAL NOTARIAL CLAUSES**

#### **INFORMATION - ADVICE**

The shareholders, where applicable represented as stated above, declare that the undersigned notary has fully informed them of their rights, obligations, and liabilities arising from the legal acts in which they have participated, and that he has advised them with complete impartiality.

#### **REGISTRATION FEE (Code of duties and other taxes)**

The registration fee amounts to one hundred euros (EUR 100.00), paid upon declaration by the undersigned notary.

#### **COPY OF THE DEED (NABAN)**

An official copy of this deed will be available in the Notarial Deeds Bank (NABAN). This database is accessible via an e-ID card or the "itsme" app.

#### **READING**

The present minutes have been read in their entirety with regard to the information referred to in article 12, paragraphs 1 and 2 of the Organic Law on Notaries and the amendments made to the draft deed previously communicated.

The entire deed was commented on by the undersigned notary.

#### **IDENTITY**

The undersigned notary confirms the identity data of the chair of the Meeting and the members of the bureau on the basis of their identity cards, as well as those of the shareholders, where applicable represented as stated above, who have requested the undersigned notary to sign these minutes.

#### **CLOSURE OF THE MEETING**

The Meeting is closed.

#### **IN WITNESS WHEREOF,**

These minutes have been drawn up at the place and on the date stated above.

After a partial and explanatory reading of the deed, the chair of the Meeting and the members of the bureau, as well as the shareholders, where applicable represented as stated above, who so requested, and I, the notary, have signed.