



TITAN

Public limited liability company (*société anonyme*)
Place Sainte-Gudule 14, 1000 Brussels, Belgium
0699.936.657 (RLE Brussels, French-speaking division)

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF 8 MAY 2026

The Annual General Meeting of Shareholders of Titan S.A. (the **Company**), having its registered office in Brussels, Place Sainte-Gudule 14, was held on Friday, 8 May 2026, at 11:00 a.m. (CET) (the **Annual General Meeting** or the **Meeting**) at the Four Seasons Hotel in Limassol, Cyprus (67-69 Amathountos Avenue, Ag. Tychonas, 4532 Limassol, Cyprus).

I. COMPOSITION OF THE BUREAU

The Annual General Meeting was opened at 11:00 a.m. (CET) by Mr. Dimitrios Papalexopoulos, Chair of the Board of Directors (as the **Chair**). The Meeting was also physically attended by Mr. Michael Colakides, Managing Director of the Company, Mr. Kyriacos Riris, Independent Vice-Chair of the Board of Directors and Chair of the Audit and Risk Committee, and Mr. Ioannis Ioannou, Group Chief Financial Officer. Also present at the Meeting were Mr. Didier Delanoye, audit partner at PwC Bedrijfsrevisoren Belgium, as well as Mr. Dimitrios Katsaounis, serving, upon the designation of the Chair, as Secretary and Teller.

Mr. Marcel Constantin Cobuz, Chair of the Group Executive Committee, attended the Meeting remotely.

II. ATTENDANCE

The shareholders who had timely complied with the admission formalities could either be present at the Annual General Meeting or represented by a proxyholder, or vote by correspondence before the Annual General Meeting, in accordance with the Belgian Code of Companies and Associations and the Company's Articles of Association.

The attendance list, containing the names of the shareholders, who were validly present or represented at the Annual General Meeting, the proxies, as well as any forms for voting by correspondence are attached to these minutes.

The attending shareholders represent in total 53,219,300 shares and voting rights out of the 78,325,475 shares and voting rights of the Company. However, the Company and its subsidiaries together held on the Record Date (i.e., on 24 April 2026) 3,504,638 treasury shares, the voting rights of which are suspended in accordance with articles 7:217, §1, and 7:224 of the Belgian Code of Companies and Associations. These shares are not taken into account for the determination of the quorum and majority requirements to be met at this Annual General Meeting, in accordance with article 7:140 of the Belgian Code of Companies and Associations.

Therefore, only 74,820,837 shares issued by the Company must be taken into account in the denominator to determine the quorum for this Annual General Meeting. As a result, the shareholders who are present or represented at the Annual General Meeting represent 71.11% of the share capital.

According to article 39 of the Company's Articles of Association, the Annual General Meeting may validly deliberate and decide if shareholders representing at least 20% of the share capital of the Company are present or represented.

Therefore, the Chair declared the Annual General Meeting properly constituted.

III. CONVOCATIONS

The Secretary confirmed that all publication and convening formalities for the Meeting have been duly fulfilled. The Convening Notice of the Meeting was published on 8 April 2026 in accordance with the provisions of Article 7:128 of the Belgian Code of Companies and Associations, in media ensuring effective dissemination of information to the public, and on the Company's website.

On the same date, the registered shareholders, the directors, and the statutory auditor received an email containing the convening notice. Additionally, this email included a link for accessing all the forms required to comply with the applicable admission formalities, as well as the documents that were submitted to the Annual General Meeting for approval.

Consequently, the Chair noted that the Annual General Meeting had been convened in accordance with article 7:128 of the Belgian Code of Companies and Associations and the Company's Articles of Association. Therefore, the Annual General Meeting could validly deliberate on the items on the agenda.

IV. RIGHT TO ASK QUESTIONS

The Chair noted that, in accordance with the Company's Articles of Association, the shareholders had the right to submit written questions that relate to items on the agenda of the Meeting, to the members of the Board of Directors and/or to the Statutory Auditor of the Company. The Chair established that the Company however did not receive any questions in advance of the Annual General Meeting.

The Chair furthermore stated that questions by the shareholders could also be raised during the Meeting. No shareholders asked such questions during the Annual General Meeting.

V. DELIBERATION AND DECISIONS

Mr. Marcel Constantin Cobuz, Chair of the Group Executive Committee, Mr. Michael Colakides, Managing Director of the Company, and Mr. Ioannis Ioannou, Group Chief Financial Officer, presented the Group's performance over the past financial year, as well as the 2025 annual report, and provided an update regarding the current situation.

Then the floor was given to Mr. Didier Delanoye, audit partner at PwC Bedrijfsrevisoren Belgium, who presented to the shareholders their report on the annual accounts of the Company

and the consolidated annual accounts, as well as their limited assurance on the consolidated sustainability statement.

Following the completion of the presentations, the Annual General Meeting moved on to the items on the agenda and proceeded with the votes.

(1) Annual Report of the Board of Directors and report of the Statutory Auditor on the annual accounts of the Company for the financial year ended 31 December 2025.

The Chair requested the Annual General Meeting to take note of the Annual Report of the Board of Directors and the Statutory Auditor's Report on the annual accounts relating to the financial year closed on 31 December 2025, which were published on the Company's website.

(2) Presentation of the consolidated annual accounts relating to the financial year ended 31 December 2025, the consolidated report of the Board of Directors on these accounts (including the Sustainability Statement), the Statutory Auditor's report on these accounts and the limited assurance report of the Statutory Auditor on the sustainability information for the accounting year ended 31 December 2025.

The Chair requested the Annual General Meeting to take note of the consolidated annual accounts relating to the financial year closed on 31 December 2025, the consolidated report of the Board of Directors on these accounts (including the Sustainability Statement), the Statutory Auditor's report on these accounts and the limited assurance report of the Statutory Auditor on the sustainability information for the accounting year closed on 31 December 2025. These documents were published on the Company's website.

(3) Approval of the Statutory Annual Accounts for the financial year ended 31 December 2025, including the allocation of profits and approval of the distribution of a gross dividend of EUR 1.10 per share.

The Annual General Meeting approved the Statutory Annual Accounts relating to the financial year ended 31 December 2025 and the appropriation of results for the financial year setting a gross dividend of EUR 1.10 per share, which will be payable on 7 July 2026.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,207,870
Number of votes against:	0
Number of abstentions:	11,430

(4) Approval of the Remuneration Report for the financial year ended 31 December 2025.

The Annual General Meeting approved the Remuneration Report presented by the Board of Directors, as prepared by the Remuneration Committee and included in the Annual Report.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	51,237,292
Number of votes against:	1,982,001
Number of abstentions:	7

(5) Discharge of the members of the Board of Directors from any liability arising from the performance of their duties during the financial year ended 31 December 2025.

The Annual General Meeting decided to discharge the following persons from any liability arising from the exercise of their mandate as directors during the financial year ended on 31 December 2025:

William John Antholis (until 7 February 2025), Andreas Artemis, Marcel Constantin Cobuz, Michael Colakides, Haralambos David, Lyn Mary Grobler, Paula Hadjisotiriou, Leonidas Kanellopoulos, Natalia Nikolaidi, Ioannis Paniaras (until 7 February 2025), Dimitrios Papalexopoulos, Alexandra Papalexopoulou, Kyriacos Riris, Sandra Soares Santos (until 7 February 2025), Dimitris Tsitsiragos, and Vassilios Zarkalis (until 7 February 2025).

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,065,542
Number of votes against:	34,418
Number of abstentions:	119,340

(6) Discharge of the statutory auditor of the Company from any liability arising from the performance of his duties during the financial year ended 31 December 2025.

The Annual General Meeting decided to discharge the statutory auditor of the Company, PwC Réviseurs d'Entreprises SRL, with registered office at 1831 Diegem, 5 Culliganlaan, Brussels, represented by Didier Delanoye, from any liability for the performance of its mandate during the financial year ended on 31 December 2025.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%

Number of votes for:	53,097,737
Number of votes against:	2,223
Number of abstentions:	119,340

(7) Approval of the co-optation by the Board of Directors of Ms. Stella Kyriakides as independent director.

The Annual General Meeting approved the co-optation of Ms. Stella Kyriakides as independent director of the Company as of 3 February 2026 to complete the term of the mandate of Ms. Natalia Nikolaidi, namely until this Annual General Meeting.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,219,292
Number of votes against:	0
Number of abstentions:	8

(8) Appointment and renewal of the members of the Board of Directors.

(a) Renewal of the mandate of Mr. Andreas Artemis as independent director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Mr. Andreas Artemis as independent director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027. Mr. Andreas Artemis fulfills the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	52,822,820
Number of votes against:	396,472
Number of abstentions:	8

(b) Renewal of the mandate of Mr. Marcel Constantin Cobuz as executive director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Mr. Marcel Constantin Cobuz as executive director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,091,678
Number of votes against:	127,614
Number of abstentions:	8

(c) Renewal of the mandate of Mr. Michael Colakides as executive director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Mr. Michael Colakides as executive director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,162,270
Number of votes against:	57,022
Number of abstentions:	8

(d) Renewal of the mandate of Mr. Haralambos David as independent director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Mr. Haralambos David as independent director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027. Mr. Haralambos David fulfills the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	52,803,752

Number of votes against:	415,540
Number of abstentions:	8

(e) Renewal of the mandate of Ms. Lyn Mary Grobler as independent director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Ms. Lyn Mary Grobler as independent director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027. Ms. Lyn Mary Grobler fulfills the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,084,605
Number of votes against:	134,687
Number of abstentions:	8

(f) Renewal of the mandate of Ms. Paula Hadjisotiriou as independent director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Ms. Paula Hadjisotiriou as independent director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027. Ms. Paula Hadjisotiriou fulfills the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	52,840,068
Number of votes against:	379,224
Number of abstentions:	8

(g) Renewal of the mandate of Mr. Leonidas Kanellopoulos as executive director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Mr. Leonidas Kanellopoulos as executive director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,091,678
Number of votes against:	127,614
Number of abstentions:	8

(h) Renewal of the mandate of Ms. Stella Kyriakides as independent director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Ms. Stella Kyriakides as independent director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027. Ms. Stella Kyriakides fulfills the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,219,292
Number of votes against:	0
Number of abstentions:	8

(i) Renewal of the mandate of Mr. Dimitrios Papalexopoulos as non-executive director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Mr. Dimitrios Papalexopoulos as non-executive director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	52,607,079

Number of votes against:	612,213
Number of abstentions:	8

(j) Renewal of the mandate of Ms. Alexandra Papalexopoulou as executive director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Ms. Alexandra Papalexopoulou as executive director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	52,491,296
Number of votes against:	727,996
Number of abstentions:	8

(k) Renewal of the mandate of Mr. Dimitris Tsitsiragos as independent director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the renewal of the mandate of Mr. Dimitris Tsitsiragos as independent director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual general meeting of shareholders to be held in 2027. Mr. Dimitris Tsitsiragos fulfills the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,201,276
Number of votes against:	18,016
Number of abstentions:	8

(l) Appointment of Mr. Stavros Pantzaris as independent director of the Company.

The Annual General Meeting, upon the relevant proposal of the Nomination Committee, approved the appointment of Mr. Stavros Pantzaris as independent director of the Company, effective as of today, 8 May 2026, for a term of one year, expiring at the end of the annual

general meeting of shareholders to be held in 2027. Mr. Stavros Pantzaris fulfills the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,219,292
Number of votes against:	0
Number of abstentions:	8

(9) Amendment of the Remuneration Policy of the Company.

The Annual General Meeting approved the amendment of the Remuneration Policy of the Company, effective as of 1 January 2026.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	46,382,697
Number of votes against:	6,787,688
Number of abstentions:	48,915

(10) Approval, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, of provisions granting rights to third parties, which could materially affect the Company's assets or could impose a material debt or obligation on the Company, where the exercise of those rights is dependent on a public take-over bid or a change of control in the Company (such provisions are common in international loan documentation, but under Belgian law require the approval of the General Meeting of Shareholders).

The Annual General Meeting approved, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, the provisions granting rights to third parties, which could materially affect the Company's assets or could impose a material debt or obligation on the Company where the exercise of those rights is dependent on a public take-over bid or change of control in the Company,

(A) included in the agreements below:

- (a) EUR 350,000,000 3.50 per cent Guaranteed Notes due 2031 issued by TITAN Global Finance PLC and guaranteed by the Company;

- (b) a facility agreement of EUR 230,000,000, dated 25 July 2025, with Titan Global Finance Plc as borrower, the Company as borrower and guarantor, and among other banks, HSBC Bank Plc as agent ;
- (c) an amendment of a EUR 120,000,000 bond loan, dated 28 June 2024, between Titan Cement Company S.A. as issuer, the Company as guarantor, and Alpha Bank S.A. as bondholder agent and paying agent;
- (d) a renewal of a USD 40,000,000 facility agreement, originally dated 01 July 2014, as amended from time to time, between TITAN America LLC as borrower, HSBC BANK USA as lender and the Company as guarantor;
- (e) a renewal of a USD 45,000,000 facility agreement, originally dated 30 November 2016, as amended from time to time, between TITAN America LLC as borrower, Wells Fargo Bank as lender and the Company as guarantor;
- (f) a renewal of a USD 60,000,000 facility agreement, originally dated 08 July 2020, as amended from time to time, between TITAN America LLC as borrower, CITIBANK N.A. as lender and the Company as guarantor; and

(B) which are or will be included in any other new agreement or instrument under which the Company:

- (i) raises or guarantees in favour of subsidiary or affiliated companies, any financing (by way of bilateral, club-deal or syndicated financing transactions, the issue of bonds, notes, debentures, loan stock or similar instrument (including by way of private placement), any leasing transactions or factoring arrangements and more generally any other transaction that has the commercial effect of a borrowing), which are used for general corporate purposes (including, but not limited to, financing working capital, capital expenditure, acquisitions, investments, refinancing transactions and equity related distributions) of the Company and/or its subsidiaries, subject to the aggregate total principal amount committed under all financing transactions that include such provisions not exceeding EUR 500,000,000 (five hundred million Euros, or its equivalent in other currencies calculated at the time of entering into the relevant financing transaction);
- (ii) enters into or guarantees any derivative transaction entered into in the ordinary course of business of the Company and/or any of its subsidiaries (other than for speculative purposes) in order to provide protection against fluctuations in any rate or price or to take advantage thereof.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,217,181
Number of votes against:	2,112
Number of abstentions:	7

(11) Power of attorney.

The Annual General Meeting granted a special power of attorney to Messrs. Michael Colakides, Grigorios Dikaios, Nikolaos Andreadis, Nikolaos Birakis, Spyridon Hadjinicolaou, as well as to Sophie Rutten, Jasper Clarys and Susana Gonzales or any other lawyer or associate of Allen Overy Shearman Sterling (Belgium) LLP, each acting independently, in order to draft, execute and sign all documents, instruments, acts and formalities and to give all necessary or useful instructions to implement the aforementioned resolutions, including, but not limited to, the filing of the annual accounts and the consolidated annual accounts closed on 31 December 2025, and the annual report and the statutory auditor’s report relating thereto, with the National Bank of Belgium, the publication of the appointments and extracts of the resolutions and the completion of the necessary publication formalities, with the right to delegate.

Number of shares for which votes have been validly cast:	53,219,300
Proportion of the share capital represented by these shares:	71.11%
Number of votes for:	53,167,439
Number of votes against:	2,934
Number of abstentions:	48,927

VI. END OF THE MEETING

The agenda of the Meeting having been concluded, the Chair thanked the shareholders for their attendance and participation, and adjourned the Meeting at 12:00 p.m. (CET).

After having been read and approved, the minutes are signed by the Chair and the members of the bureau.

SIGNATURES

Dimitrios Papalexopoulos
Chair

Dimitrios Katsaounis
Secretary and Teller