

Titan Cement International SA
Rue de la Loi 23, 7th floor, box 4,
1040 Brussels
Register of Legal Entities (Brussels): 0699.936.657

Annual Ordinary Shareholders' Meeting of Titan Cement International SA (the **Company**) to be held on Thursday, 13 May 2021 at 10.00 am (CET) at the premises of the Company in Cyprus, 12 Andrea Zakou and Michail Paridi street, MC Building, Egkomi, 2404, Nicosia, Cyprus.

PROXY

*To be valid this proxy form must be received by the Company **until Friday, 7 May 2021** at the latest. The shareholders are kindly requested to send the signed form electronically to the e-mail address agm@titacement.com within the abovementioned period.*

*Shareholders holding shares via Euroclear may also appoint their proxy electronically, through the platform of ABNAMRO (link: www.abnamro.com/evoting), if the shareholder's custodian is affiliated to such platform, **until Friday, 7 May 2021** at the latest.*

The undersigned (*name and first name / name of the legal entity*) (the **Shareholder**)

Residence address / Registered address

Owner of _____ dematerialized / registered (*cross out what is not applicable*) shares of Titan Cement International SA hereby appoints as proxyholder the following person (the **Proxyholder**):

Mrs. Eleni Papapanou, Company Secretary

or

(Please fill the below details if you want to appoint a Proxyholder of your choice)

Name and first name:

Residence address:

in order to represent him/her at the Annual Ordinary Shareholders' Meeting of the Company that will be held **on Thursday 13 May 2021 at 10.00 am (CET)** at the premises of the Company in Cyprus, 12 Andrea Zakou and Michail Paridi street, MC Building, Egkomi, 2404 Nicosia, Cyprus (the **Meeting**) and to vote on each of the below proposed resolutions on his/her behalf as follows:

(Please tick the appropriate boxes)

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 2020

Commentary to the agenda item: The Board of Directors requests the Meeting to take note of the Annual Report of the Board of Directors on the Annual Accounts relating to the financial year closed on 31 December 2020 and the Statutory Auditor's Report on the Statutory Annual Accounts relating to the financial year closed on 31 December 2020. Both reports are available on the Company's website (link: <https://ir.titan-cement.com/en/shareholder-center/annual-general-meetings>).

2. Presentation of the consolidated annual accounts and of the Statutory Auditor's Report on the consolidated annual accounts

Commentary to the agenda item: The Board of Directors requests the Meeting to take note of the consolidated annual accounts relating to the financial year closed on 31 December 2020 and the Statutory Auditor's Report on the consolidated annual accounts relating to the financial year closed on 31 December 2020. Both documents are available on the Company's website (link: <https://ir.titan-cement.com/en/shareholder-center/annual-general-meetings>).

3. Approval of the Statutory Annual Accounts for the financial year ended 31 December 2020 (including appropriation of results)

Proposed resolution: Approval of the Statutory Annual Accounts relating to the financial

year ended 31 December 2020 and on the appropriation of the results of the period as proposed by the Board of Directors of the Company in its annual report.

FOR AGAINST ABSTAIN

4. Approval of the Remuneration Report for the financial year ended 31 December 2020

Proposed resolution: Approval of the Remuneration Report presented by the Board of Directors, as prepared by the Remuneration Committee and included in the annual report.

FOR AGAINST ABSTAIN

5. Discharge of the members of the Board of Directors from any liability arising from the performance of their duties during the fiscal year ended 31 December 2020

Proposed resolution: Discharge to the following persons for the exercise of their mandate as directors during the financial year ended 31 December 2020:

Efstratios-Georgios Arapoglou, William Antholis, Andreas Artemis, Takis-Panagiotis Canellopoulos (until 19.3.2020), Michael Colakides, Haralambos David, Leonidas Canellopoulos, Dimitrios Papalexopoulos, Alexandra Papalexopoulou, Kyriakos Riris, Petros Sabatacakis (until 19.3.2020), Stylianos Triantafyllides, Dimitrios Tsitsiragos (as from 19.3.2020), Maria Vassalou, Vassilios Zarkalis, Mona Zulficar.

FOR AGAINST ABSTAIN

6. Discharge of the statutory auditor of the Company from any liability arising from the performance of his duties during the fiscal year ended 31 December 2020

Proposed resolution: Discharge to the auditor of the Company, PricewaterhouseCoopers Réviseurs d'Entreprises SRL, with registered office at 1932 Zaventem, Woluwedal 18, represented by Marc Daelman for the performance of its mandate during the financial year closed on 31 December 2020.

FOR AGAINST ABSTAIN

7. Appointment of Mr Ioannis (Yanni) Paniaras as executive director for a term of one year, i.e. until the AGM of 2022

Comment to the agenda item: Upon proposal of the Nomination Committee, the Board

of Directors proposes to the General Shareholders' Meeting to appoint Mr Ioannis (Yanni) Paniaras as executive director for a term of one year (until the AGM of 2022).

Yanni Paniaras studied Civil Engineering at Imperial College (B.Sc., M.Sc.) and Business Administration at INSEAD (MBA). He started his career at KNIGHT PIESOLD, an international mining and engineering consultancy headquartered in London.

Between 1998 and 2015, he held senior management positions, in Greece and Germany, in S&B Industrial Minerals Group and – in 2015 – its new parent company, IMERYS. He concluded his term there as Vice President of the former S&B Division and Managing Director of S&B Industrial Minerals S.A.

In January 2016, Yanni Paniaras joined the management of TITAN Group, where he is leading, since 2020, its European business as well as Group Sustainability.

Since June 2016, he is also serving as Chairman of SEV Business Council for Sustainable Development.

Proposed resolution: *Appointment of Mr Ioannis (Yanni) Paniaras as executive director of the Company for a term of one year (until the AGM of 2022). The mandate will be remunerated in accordance with the relevant decision of the Extraordinary General Meeting held on 13.5.2019 and the Remuneration Policy that was approved by the AGM on 14.5.2020.*

FOR

AGAINST

ABSTAIN

8. Appointment of Mr Kyriakos Riris as independent director for a new one-year term, i.e. until the AGM of 2022.

Comment to the agenda item: *Upon proposal of the Nomination Committee, the Board of Directors proposes to the General Shareholders' Meeting to appoint Mr Kyriakos Riris as independent director for a term of one year (until the AGM of 2022). The CV of Kyriakos Riris is available on the Company's website www.titan-cement.com.*

Proposed resolution: *Appointment of Mr Kyriakos Riris as independent director of the Company for a term of one year (until the AGM of 2022). The mandate will be remunerated in accordance with the Remuneration Policy that was approved by the AGM on 14.5.2020.*

FOR

AGAINST

ABSTAIN

9. Appointment of Mr Stylianos (Stelios) Triantafyllides as independent director for a new one-year term, i.e. until the AGM of 2022.

Comment to the agenda item: Upon proposal of the Nomination Committee, the Board of Directors to the General Shareholders' Meeting to appoint Mr Stylianos (Stelios) Triantafyllides as independent director for a term of one year (until the AGM of 2022). The CV of Stylianos (Stelios) Triantafyllides is available on the Company's website www.titan-cement.com.

Proposed resolution: Appointment of Mr. Stylianos (Stelios) Triantafyllides as independent director of the Company for a term of one year (until the AGM of 2022). The mandate will be remunerated in accordance with the Remuneration Policy that was approved by the AGM on 14.5.2020.

FOR AGAINST ABSTAIN

10. Amendment of the annual fee of the statutory auditor of the Company.

Comment to the agenda item: The Board of Directors proposes to approve the annual fees of the statutory auditor of the Company which amount to EUR 109,000 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) for the establishment of the annuals accounts relating to the financial year ended 31 December 2020 (€100,000 in 2019) and to EUR 130,000 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) for the establishment of the annuals accounts relating to the financial year ending 31 December 2021.

Proposed resolution: Approval of the annual fees of the statutory auditor of the Company which amount to EUR 109,000 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) for the establishment of the annual accounts relating to the financial year ended 31 December 2020 (€100,000 in 2019) and to EUR 130,000 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) for the establishment of the annual accounts for the year ending 31 December 2021.

FOR AGAINST ABSTAIN

11. Approval, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, of provisions granting rights to third parties, which could affect the Company's assets or could impose an 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 Shareholders' Meeting).

Proposed resolution: Approval, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, of the provisions granting rights to third parties, which could affect the Company's assets or could impose an 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 below agreements:

- a. a EUR 250,000,000 2,375 per cent. guaranteed notes, dated 09 July 2020 and due 2027 (the 2027 Notes), issued by Titan Global Finance and guaranteed by Titan Cement International S.A. and Titan Cement Company S.A.;
- b. a EUR 1,000,000 facility agreement, originally dated 8 March 2017, as amended, between Sharr Cem Shpk as borrower, Titan Cement International S.A. as guarantor and Raiffeisen Bank Kosovo J.S.C. as lender;
- c. an Albanian LEK facility agreement for ALL 276,000,000 dated 30 January 2018 as amended/to be amended with ANTEA CEMENT SH.A. as borrower, Titan Cement International S.A. as guarantor and Raiffeisen Bank Sha as lender;
- d. a EUR facility agreement for EUR 1,300,000 dated 19 April 2018 as amended/to be amended with ANTEA CEMENT SH.A. as borrower, Titan Cement International S.A. as guarantor and Raiffeisen Bank Sha as lender;
- e. an Albanian LEK term loan agreement for ALL 620.000.000 to be concluded by June 2021, with maturity date 54 months from the disbursement date, with ANTEA CEMENT SH.A as borrower, Alpha Bank Albania as lender and Titan Cement International S.A. as guarantor;
- f. a USD 35,000,000 facility agreement originally dated 30 November 2016 as amended/to be amended, between Titan America LLC as borrower, Titan Cement International S.A. as guarantor and Wells Fargo Bank as lender;
- g. an RSD 480,000,000 facility agreement, originally dated 03 December 2015, as amended, between TCK DOO KOSJERIC as borrower, Raiffeisen Bank a.d. Beograd as lender and Titan Cement International S.A. as guarantor; and

(B) which are or may be included in any other 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.*

FOR

AGAINST

ABSTAIN

12. Power of attorney

Proposed resolution: Powers of attorney to be granted to Messrs. Michael Colakides, Grigorios Dikaios, Nikolaos Andreadis, Nikolaos Birakis, Spyridon Hadjinicolaou, Mrs. Sophie Rutten (Allen & Overy Belgium LLP) and Mrs. Susana Gonzales (Allen & Overy (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 2020, 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.

FOR

AGAINST

ABSTAIN

* * *

[Due to the Covid-19 pandemic and the travel and assembly restrictions that could be applicable in Cyprus at the time of the Meeting, Shareholders are invited, but not required, to appoint Ms Eleni Papapanou, the Company Secretary, as Proxyholder, in order to reduce the number of people who may physically attend the Meeting.]

In accordance with article 7:143, §4 of the Belgian Code of Companies and Associations, if there is a potential conflict of interests between the Shareholder and the Proxyholder, the following rules apply:

- (i) the proxyholder must disclose the facts that are relevant to enable the shareholder to assess the risk that the proxyholder may pursue an interest other than its interest;
- (ii) the proxyholder is only authorized to exercise the right to vote on behalf of the shareholder if he/she has received specific voting instructions for each item on the agenda.

In this respect, please note that Ms Eleni Papapanou, the Company Secretary, is also an employee of Titan Cement Company S.A., a subsidiary of the Company, and as such is in a conflict of interests situation pursuant to article 7:143, §4, 3° of the Belgian Code of Companies and Associations.

Subject to the foregoing, if the Shareholder has not given any voting instructions concerning one or more proposed resolutions, the Proxyholder will vote in favour of such proposed resolutions.

The Shareholder acknowledges to have been informed of the fact that, after the publication of the convening notice to attend the Meeting, one or more shareholders holding together at least 3% of the share capital of the Company may add new items to the agenda of the Meeting or new proposed resolutions concerning items put or to be put on the agenda. At the latest on Wednesday, 28 April 2021, the Company will publish a revised agenda if it has validly received new items or new proposed resolutions to be added to the agenda of the Meeting. In this case the Company will also provide to the shareholders an updated proxy form that includes the new items or new proposed resolutions, and the rules set out hereunder will apply:

- (a) if the present proxy has been validly communicated to the Company before the publication of the revised agenda of the Meeting, it will remain valid for the items of the agenda of the Meeting which have been initially mentioned in the convening notice to attend the Meeting;
- (b) if the Company has published a revised agenda including one or more new proposed resolutions for items which were initially mentioned in the agenda, the law authorises the Proxyholder to deviate at the Meeting from the voting instructions possibly and initially given by the Shareholder if, in the Proxyholder's opinion, the execution of such instructions would risk to compromise the Shareholder's interests. The Proxyholder must inform the Shareholder if he deviates from his voting instructions;

- (c) if the Company has published a revised agenda to include new items, the law imposes that the present proxy form indicates whether the Proxyholder is authorised or not to vote on these new items or whether he should abstain.

In view of the indications given in (c) above, the Shareholder (*please tick the appropriate box*):

authorises the Proxyholder to vote on the new items to be put on the agenda of the Meeting.

or

gives instruction to the Proxyholder to abstain from voting on the new items to be put on the agenda of the Meeting.

If the Shareholder has not ticked one of the above boxes or has ticked both boxes, the Proxyholder will abstain from voting on the new items to be put on the agenda of the Meeting.

The shareholders who have validly given a proxy can no longer vote at the Meeting in person, by correspondence or remotely during the Meeting.

DATA PROTECTION

The Company takes privacy and security of the personal data that it receives from shareholders in the context of the Meetings very seriously. Shareholders may consult the Privacy Notice for Shareholders for information about the processing of their personal data and the rights to which they are entitled under the General Data Protection Regulation (Regulation (EU) 2016/679) (“GDPR”). This Privacy Notice is available on the Company’s website (link: https://ir.titan-cement.com/Uploads/Privacy_Note_for_shareholders_EN.pdf).

Place: _____

Date: _____ 2021

Signature(s):

Legal entities must specify the name(s), first name(s) and capacity of the physical person(s) who sign(s) on their behalf. If the Shareholder is not a physical person who executes this proxy form himself/herself, the signatory(-ies) hereby declare(s) and warrant(s) to the Company to have full authority to execute this shareholder proxy form on behalf of the Shareholder.
