

TITAN CEMENT INTERNATIONAL

Company Limited by Shares

37 Square de Meeûs, 4th floor, 1000 Brussels, Belgium

Register of Legal Entities (RLE) Brussels: 0699.936.657

CONVENING NOTICE

TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON 5 MAY 2025

The Board of Directors of Titan Cement International SA (the *Company*) is pleased to invite the shareholders of the Company to the Extraordinary General Meeting of Shareholders (the *Meeting*) to be held on Monday, 5 May 2025, at 10:00 a.m. CET, at the office of *Berquin Notaries*, located at 1000 Brussels, avenue Lloyd George 11.

Shareholders who wish to attend the Meeting remotely may have the option to do so by proxy or by voting remotely by correspondence before the Meeting.

AGENDA OF THE MEETING

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.*

ADMISSION FORMALITIES

Any shareholder wishing to attend, participate and vote at the Meeting either physically, or by proxy or by voting remotely by correspondence before the Meeting, must:

1. Register the ownership of the shares in his/her name on the fourteenth calendar day preceding the date of the Meeting, **i.e. on Monday, 21 April 2025, at 12.00 midnight CET** (the **Record Date**) either through their registration in the shareholders' register of the Company in

the case of shareholders holding **registered shares**, or through book-entry in the accounts of an authorised account holder or clearing institution in the case of shareholders holding **dematerialised shares**. Only persons who are shareholders on the Record Date are entitled to participate and to vote at the Meeting.

2. Notify the Company or the person designated by the Company of his/her intention to participate in the Meeting, as well as the number of shares for which he/she intends to vote. The notification form is available on the Company's website (link: <https://ir.titan-cement.com/en/shareholder-center/annual-general-meetings>). The signed notification must be sent electronically by email to the following address general-meeting@titancement.com. **The Company must receive this notification at the latest on the sixth calendar day preceding the day of the Meeting, i.e. at the latest on Tuesday, 29 April 2025.**

Shareholders holding shares via Euroclear can also notify the Company through the platform of ABN AMRO by following the link www.abnamro.com/evoting **within the same period as indicated above, i.e. until Tuesday, 29 April 2025 at the latest.**

In addition, owners of dematerialised shares must, at the latest on the same above day, **i.e. on Tuesday, 29 April 2025**, provide the Company (or the person designated by the Company), with a certificate issued by financial intermediary certifying the number of shares owned on the Record Date by the relevant shareholder and for which it has notified its intention to participate in the Meeting. The certificate should be submitted electronically by a financial intermediary via www.abnamro.com/intermediary.

VOTING BY PROXY

Any shareholder wishing to be represented at the Meeting by a proxyholder must designate his/her proxy holder using the form prepared by the Company, which is available on the Company's website (link: <https://ir.titan-cement.com/en/shareholder-center/annual-general-meetings>). The appointment of a proxy holder may take place in paper form or electronically. **The signed paper form must be received by the Company at the latest on the sixth calendar day preceding the day of the Meeting, i.e. by Tuesday, 29 April 2025 at the latest.** The shareholders are kindly requested to send the signed form electronically to the e-mail address general-meeting@titancement.com within the abovementioned period.

Shareholders holding shares via Euroclear may also appoint their proxy electronically, through the platform of ABN AMRO (link: www.abnamro.com/evoting), if the shareholder's financial intermediary is affiliated to such platform, following the relevant instructions available on the Company's website (link: <https://ir.titan-cement.com/en/shareholder-center/annual-general-meetings>). **The electronic form must be completed and submitted through the platform of ABN AMRO at the latest on the sixth calendar day preceding the day of the Meeting, i.e. by Tuesday, 29 April 2025 at the latest.**

VOTE REMOTELY BY CORRESPONDENCE BEFORE THE MEETING

In accordance with Article 36 of the Company's Articles of Association, any shareholder may vote remotely before the Meeting, by correspondence, using the form available on the Company's website (link: <https://ir.titan-cement.com/en/shareholder-center/annual-general-meetings>), provided that he/she has complied with the admission formalities referred above.

The duly completed and signed form must be sent electronically to the e-mail address general-meeting@titancement.com **six calendar days before the Meeting at the latest, i.e. by Tuesday, 29 April 2025 at the latest.**

AMENDMENT TO THE AGENDA

One or more shareholders holding together at least 3% of the Company's share capital may request for items to be added to the agenda and may submit resolution proposals with regard to existing agenda items or new items to be added to the agenda, provided that they prove holding of such shareholding as at the date of their request, in accordance with the above-mentioned Admission Formalities.

The Company must receive the new agenda items and/or resolution proposals to be added to the agenda via a signed paper form or electronically at the address general-meeting@titancement.com, at the latest on the twenty-second calendar day preceding the date of the Meeting, i.e. **on Sunday, 13 April 2025, at the latest.** The Company shall publish a revised agenda at the latest on the fifteenth day preceding the date of the Meeting, i.e. **on Sunday, 20 April 2025 at the latest.**

QUESTIONS

Shareholders may submit questions relating to the items of the agenda during the Meeting or in writing to the members of the Board of Directors and/or to the statutory auditor who will answer the questions asked provided that the shareholder asking them has complied with the abovementioned Admission Formalities. The Company must receive the written questions no later than the sixth day preceding the meeting, i.e. **no later than Tuesday, 29 April 2025.**

AVAILABILITY OF DOCUMENTS

The special report and the documents required by the law to be made available to shareholders, together with this convening notice, are available on the Company's website (link: <https://ir.titan-cement.com/en/shareholder-center/annual-general-meetings>), including the proxy form and the form to vote by correspondence before the Meeting.

COMMUNICATION WITH THE COMPANY

Prior written questions concerning items on the agenda, requests to amend the agenda of the Meeting, forms of remote voting to vote before Meeting, forms to appoint proxyholders, all certificates and other documents which must be communicated to the Company pursuant to the present convening notice must be addressed to Titan Cement International SA, 37 Square de Meeûs, 4th floor, 1000 Brussels, Belgium (tel: +30 210 2591 257 / e-mail: general-meeting@titacement.com) or to Titan Cement International SA, 12 Andrea Zakou and Michail Paridi street, MC Building, Egkomi, 2404 Nicosia, Cyprus (tel: +30 210 2591 257 / e-mail: general-meeting@titacement.com) in accordance with the modalities specified in the present convening notice.

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.titacement.com/Uploads/Privacy_Notice_for_shareholders_EN.pdf).

On behalf of the Board of Directors