

**TITAN CEMENT INTERNATIONAL****Company Limited by Shares****37 Square de Meeûs, 4<sup>th</sup> floor, 1000 Brussels, Belgium****Register of Legal Entities (Brussels): 0699.936.657**

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

**PROXY**

*The shareholder who wishes to be represented at the Extraordinary General Meeting of Shareholders of the Company needs to use this proxy form. Any other proxy will not be accepted.*

*To be valid this proxy form must be received by the Company **no later than Tuesday, 29 April 2025**. Shareholders are kindly requested to send the signed form to the e-mail address [general-meeting@titacement.com](mailto:general-meeting@titacement.com) by the abovementioned deadline.*

*Shareholders holding shares via Euroclear may also appoint their proxy electronically, through the platform of ABN AMRO (link: [www.abnamro.com/evoting](http://www.abnamro.com/evoting)), if the shareholder's financial intermediary is affiliated to such platform, **no later than Tuesday, 29 April 2025**.*

*For the sake of good order, kindly note that the undersigned shareholder also needs to fulfil the admission formalities referred to in the convening notice.*

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

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Residence address / Registered address

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E-mail address

*(Legal entities must specify the e-mail address of the natural person(s) who sign(s) on their behalf)*

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Owner of \_\_\_\_\_ dematerialized / registered (*cross out what is not applicable*) shares of the Company hereby appoints as proxyholder the following person (the **Proxyholder**), with right of substitution:

Ms. Maria Sereti

or

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

Name:

Residence address:

in order to represent him/her at the Extraordinary General Meeting of Shareholders of the Company that will 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 (the **Meeting**), with the agenda below, or at any later meeting with the same agenda or a part thereof, and to vote on his/her behalf on each of the following proposed resolutions as follows:

(Please tick the appropriate boxes)

**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](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."*

For

Against

Abstain

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 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.”

For

Against

Abstain

**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."*

For

Against

Abstain

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."*

For

Against

Abstain

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."*

For

Against

Abstain

**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."*

For

Against

Abstain

**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.*

For

Against

Abstain

**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.*

For

Against

Abstain

\* \* \*

In accordance with article 7:143, §4 of the Belgian Code on 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. Maria Sereti is also an employee of the Company and as such is in a conflict of interests situation pursuant to article 7:143, §4, 3° of the Belgian Code on 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 having 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 Sunday, 20 April 2025, 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 the shareholders with 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 compromising 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 or by correspondence.

The Shareholder grants all powers to the Proxyholder to sign, in his/her name and on his/her behalf, all attendance lists and minutes relating to the Meeting with the aforementioned agenda.

#### 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\\_Notice\\_for\\_shareholders\\_EN.pdf](https://ir.titan-cement.com/Uploads/Privacy_Notice_for_shareholders_EN.pdf)).

Place: \_\_\_\_\_

Date: \_\_\_\_\_ 2025

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 proxy form on behalf of the Shareholder.*

\_\_\_\_\_