



**SIPEF**  
Public Limited Company  
Calesbergdreef 5, 2900 Schoten  
ANTWERP REGISTER OF LEGAL ENTITIES 0404.491.285  
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The company announces that the ordinary shareholders' meeting ("the Meeting") will take place at the registered office of SIPEF at Calesbergdreef 5, 2900 Schoten on Wednesday June 8, 2022. The Meeting will commence at 3 p.m. Belgian time to deliberate and vote on the agenda items listed below.

### **Agenda of the Ordinary Shareholders' Meeting**

- 1. Report of the board of directors for the financial year ended December 31, 2021**
- 2. Reports of the auditor for the financial year ended December 31, 2021**
- 3. Financial statements on December 31, 2021**

3.1. Presentation of the consolidated financial statements on December 31, 2021.

3.2. Proposal to approve the annual accounts on December 31, 2021 including the payment of a gross dividend of 2.00 euro per share. As the treasury shares are not entitled to dividend, the total amount of the dividend payment depends on the number of treasury shares held by SIPEF on June 9, 2022 at 23h59, Belgian time (being the day before the ex-date). This date is relevant for determining the dividend entitlement of the shares and therefore for the cancellation of the dividend rights attached to the treasury shares. Authorisation of the board of directors to include the final amount of the dividend distribution (and other changes to the profit distribution resulting from it) in the annual accounts, if necessary.

- 4. Discharge of the directors**

Proposal to grant discharge to the directors for the performance of their duties during the financial year ended December 31, 2021.

- 5. Discharge of the auditor**

Proposal to grant discharge to the auditor for the performance of his duties during the financial year ended December 31, 2021.

## 6. Statutory appointments

### 6.1. Renewal of a directors' mandate

Proposal to re-elect **Tom Bamelis**, whose current term of office expires at the end of the shareholders' meeting of June 8, 2022, for a term of **four (4) years**.

Proposal to re-elect **Priscilla Bracht**, whose current term of office expires at the end of the shareholders' meeting of June 8, 2022, for a term of **four (4) years**.

### 6.2. Appointment of a new director

Proposal to appoint **Alexandre Delen** as new director for a period of **four (4) years**.

## 7. Remuneration report

Proposal to approve the remuneration report for the financial year ended December 31, 2021.

## 8. Miscellaneous

### FORMALITIES FOR ADMISSION TO THE MEETINGS

The shareholders who wish to participate in the Meeting and exercise their voting rights therein are requested to comply with the provisions of Article 7:134 of the Code of Companies and Associations and of Article 30 of the Articles of Association, and more specifically:

. **The holders of registered shares** must:

- a. be enrolled on Wednesday May 25, 2022 at 24h00, Belgian time (the "**Registration Date**") in the share register of the company for the number of shares for which they wish to attend and vote at the Meeting;
- b. no later than Thursday, June 2, 2022 at 18h00, Belgian time, confirm their participation to the company, indicating the number of shares with which they wish to participate in the Meeting by a signed letter sent for the attention of Johan Nelis, CFO, by mail to the registered office (Calesbergdreef 5, 2900 Schoten) or by email ([av-sm@sipef.com](mailto:av-sm@sipef.com)).

. **The holders of dematerialized shares** must:

- a) have been registered on Monday, May 25, 2022 at 24h00, Belgian time (**the "Registration Date"**) in an account of a recognized account holder or settlement institution as a shareholder for the number of shares with which they wish to participate in the Meeting;
- b) communicate the number of shares for which they wish to participate and

vote at the Meeting no later than 18h00, Belgian time, on Thursday 2 June 2022.

The shareholders must request the authorised account holder or settlement institution to establish a certificate containing the information mentioned in a) and b) above. They have to deliver this certificate to the company by mail (Calesbergdreef 5, 2900 Schoten) for the attention of Johan Nelis, CFO), or by email ([av-sm@sipef.com](mailto:av-sm@sipef.com)) no later than Thursday 2 June 2022 at 18h00, Belgian time. They can also request the recognised account holder or settlement institution to deliver this certificate directly to Bank Degroef Petercam no later than Thursday 2 June 2022 at 18h00, Belgian time.

**Only the persons who are shareholders of the company and comply with the aforementioned formalities on the Registration Date are entitled to attend and exercise their voting right at the Meeting.**

### **Voting by proxy form**

In accordance with Article 7:142 of the Code of Companies and Associations and Article 32 of the Articles of Association, shareholders who are unable to attend or do not wish to attend the Meeting may arrange to be represented.

They can do so by using the proxy form available on the website ([www.sipef.com](http://www.sipef.com)). This form can also be requested by telephone from Johan Nelis, CFO (+32 3 641 97 53). The paper proxy form must be signed by the principal and sent by mail to the registered office (Calesbergdreef 5, 2900 Schoten for the attention of Johan Nelis, CFO), or by email ([av-sm@sipef.com](mailto:av-sm@sipef.com)) no later than Thursday 2 June 2022 at 18h00, Belgian time.

All the above-mentioned admission formalities shall apply mutatis mutandis to the owners of shares who allow themselves to be represented by proxy.

In accordance with Article 7:130 §3 of the Code of Companies and Associations, in the event of the addition of new items to the agenda and/or new motions, a new, supplemented proxy form will be made available to the shareholders no later than Wednesday 24 May 2022. This will allow the principal to give specific voting instructions to the proxy regarding these new agenda items and/or proposed resolutions,

### **RIGHT TO ADD NEW ITEMS TO THE AGENDA**

In accordance with article 7:130 of the Code of Companies and Associations and article 29.3 of the Articles of Association, one or more shareholders holding together at least 3% of the company's share capital are entitled to add new items to be treated to the agenda of the Meetings and submit proposals for decision in relation to the to be treated items on or to be added to the agenda.

Shareholders must prove on the date that they submit a new item for the agenda or submit a proposal for decision as referred to in the first paragraph, that they hold the percentage of the capital required by virtue of the first paragraph, either by means of a certificate of registration of the relevant shares in the share register of the company or by means of a certificate issued by the authorized accountholder or the settlement institution certifying that the relevant number of dematerialized shares is registered in their name on their account.

The to be treated agenda items and the proposals for decision that are placed on the agenda in compliance with this article will only be discussed if the formalities regarding the percentage of the capital referred to in the first subsection and for attending the concerned meeting have been fulfilled.

The request referred to in the first subsection must be made in writing and, depending on the case, will be accompanied by the text of the items to be treated and the accompanying proposals for decision or the text of the proposals for decision to be placed on the agenda. A postal or email address must also be stated where the company is to send an acknowledgment of receipt within 48 hours of receipt.

The request must be received by the company no later than Tuesday May 17, 2022 and can be sent by post to the registered office (Calesbergdreef 5, 2900 Schoten to the attention of Luc Bertrand, chairman of the board of directors) or by email ([av-sm@sipef.com](mailto:av-sm@sipef.com)).

The company shall publish any amended agenda by Tuesday May 24, 2022 if the applicable aforementioned requirements are fulfilled.

### **RIGHT TO SUBMIT QUESTIONS**

Pursuant to Article 7:139 of the Code of Companies and Associations, the shareholders have the right to submit questions in writing to the directors and the auditor concerning their report or the items on the agenda.

These questions will be answered at the Meeting, provided that the shareholder concerned complies with the formalities for admission to the Meeting and that the communication of data or facts is not of such a nature that it would be detrimental to the company's business interests or to the confidentiality to which the company, its directors or the auditor have committed themselves.

The questions should be sent by mail to the registered office (Calesbergdreef 5, 2900 Schoten, for the attention of Luc Bertrand, Chairman of the Board of Directors), or by email ([av-sm@sipef.com](mailto:av-sm@sipef.com)). They must be received by the company by Thursday 2 June 2022 at the latest.

All answers to the written questions will also be published on the SIPEF website ([www.sipef.com](http://www.sipef.com)).

## **PROOF OF IDENTITY AND POWER OF REPRESENTATION**

In order to participate in the meeting, shareholders must be able to prove their identity and the representatives of legal persons must be able to submit a copy of the documents that establish their identity and their power of representation.

## **AVAILABLE DOCUMENTS**

The company makes all documents stated in article 7:129 §3 of the Code of Companies and Associations available to shareholders on the website ([www.sipef.com](http://www.sipef.com)) from the publication of this convocation until the day of the Meeting, without interruption. These documents include the convocation to the Meeting of June 8 2022 along with the announced agenda, the total number of shares and voting rights on the date of the convocation, the documents to be presented at the Meeting, such as the annual accounts as of December 31, 2021, the consolidated financial statements as of December 31 2021, the annual report of the board of directors for the financial year 2021, including the remuneration report, the reports of the statutory auditor for the financial year 2021 and the proxy form. Moreover, every shareholder of the company can obtain a copy of these documents free of charge.

The Board of Directors

The annual report can also be consulted on the website of the SIPEF group: [www.sipef.com](http://www.sipef.com).