

**ANNUAL GENERAL MEETING 22 APRIL 2024**  
**EXPLANATORY NOTES TO THE AGENDA**

## **Item 1: Opening**

The chairperson of the meeting will open the Annual General Meeting.

## **Item 2: 2023 Annual Report**

### **2a) Report of the Board of Directors for the financial year 2023 (\*)**

Under this agenda item an overview and commentary on the performance of the Company in 2023 is provided. The Report of the Board of Directors of Cementir Holding N.V. (hereinafter also the “Company” or “Cementir”) is contained in the Company’s 2023 Annual Report. For further details please refer to the “Directors’ Report” section of the Annual Report.

### **2b) 2023 Remuneration Report (\*\*\*)**

The 2023 Remuneration Report is submitted to the General Meeting for an advisory vote. For further details please refer to the Directors’ Remuneration Report which is set out in the “Remuneration Report” section of the Company’s 2023 Annual Report. It is proposed to the General Meeting of Shareholders to cast a favourable advisory vote.

### **2c) Adoption of the 2023 Annual Accounts (\*\*)**

The Company’s 2023 Annual Accounts have been drawn up by the Board of Directors and audited by PricewaterhouseCoopers Accountants N.V. who have issued an unqualified opinion. It is proposed that the 2023 Annual Accounts be adopted by the General Meeting.

### **2d) Policy on additions to reserves and on dividends pursuant to provision 4.1.3 of the Dutch Corporate Governance Code (\*)**

The Company’s policy on additions to reserves and dividends, as outlined in the paragraph “Dividends” of the Section “Accounting policies” of the 2023 Annual Report and in compliance to the “Policy of dividend distribution” available on the Company’s web site, is explained as a separate agenda item.

### **2e) Approval of the 2023 dividend (\*\*)**

Under this agenda item, it is proposed to the General Meeting to make a dividend distribution of € 0.28 on each issued and outstanding common share. The proposed dividends will become payable as of 22 May 2024 and will be paid to the shares of record as of 21 May 2024 (record date) gross of any withholding taxes. It is also proposed to the General Meeting to set out 20 May 2024 as the ex-dividend date.

### **2f) Discharge from liability to the members of the Board of Directors (\*\*)**

The General Meeting is requested to grant discharge from all liabilities to the Executive Director in respect of the performance of his management duties as such management is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the 2023 Annual Accounts and to grant discharge from all liabilities to the Non-Executive Directors, including those members who were in office for part of the financial year, in respect of the performance of their non-executive duties as such performance is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the 2023 Annual Accounts.

## **Item 3: Remuneration**

### **Adoption of the Remuneration Policy for members of the Board of Directors (\*\*)**

It is proposed to the General Meeting to adopt the Remuneration Policy for members of the Board of Directors. For further details on the remuneration of the Company’s directors please refer to the “Remuneration Report” section of the Company’s 2023 Annual Report.

## **Item 4: Corporate Governance**

### **Corporate Governance Report 2023 (\*)**

The chapter broadly outlining the corporate governance structure and compliance with the Dutch Corporate Governance Code, updated on 20 December 2022 and entered in force on January the 1<sup>st</sup> 2023, outlined in the “Corporate Governance Report” section of the Company’s 2023 Annual Report, is illustrated as a separate agenda item.

**Item 5: Close of meeting**

The chairperson of the meeting will close the Annual General Meeting.

**(\*) Discussion items**

**(\*\*) Voting items**

**(\*\*\*) Advisory voting items**