

ANNUAL GENERAL MEETING 23 APRIL 2026
EXPLANATORY NOTES TO THE AGENDA

Item 1: Opening

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

Item 2: 2025 Annual Report

2a) Report of the Board of Directors for the financial year 2025 (*)

Under this agenda item, an overview and commentary on the performance of the Company in 2025 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 2025 Annual Report. For further details please refer to the “Directors’ Report” section of the Annual Report.

2b) 2025 Corporate Governance Report (*)

The chapter broadly outlining the corporate governance structure and compliance with the Dutch Corporate Governance Code, updated on 20 March 2025 and entered into force as of the financial year starting on the 1st of January 2025, outlined in the “Corporate Governance Report” section of the Company’s 2025 Annual Report, is illustrated as a separate agenda item, in accordance with the recommendations of the Dutch Monitoring Committee Corporate Governance Code (*Monitoring Commissie Corporate Governance Code*).

2c) 2025 Remuneration Report (*)**

The 2025 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 2025 Annual Report. It is proposed to the General Meeting of Shareholders to cast a favourable advisory vote.

2d) Adoption of the 2025 Annual Accounts ()**

The Company’s 2025 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 2025 Annual Accounts be adopted by the General Meeting.

2e) 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 “Relevant accounting policies” of the 2025 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.

2f) Approval of the 2025 dividend ()**

Under this agenda item, it is proposed to the General Meeting to make a dividend distribution of € 0.30 on each issued and outstanding common share. The proposed dividends will become payable as of 20 May 2026 and will be paid to the shares of record as of 19 May 2026 (record date) gross of any withholding taxes. It is also proposed to the General Meeting to set out 18 May 2026 as the ex-dividend date.

2g) Discharge of 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 2025 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 2025 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 2025 Annual Report.

Item 4: Appointment of the Executive Director

Reappointment of Francesco Caltagirone as executive director to the Board of Directors ()**

In accordance with Article 7.2.3 of the Company's Articles of Association, the Annual General Meeting of 20 April 2023 resolved to reappoint Francesco Caltagirone as Executive Director for a term that expires immediately after the closing of the first annual general meeting held after three years have lapsed since his reappointment, which is the 2026 Annual General Meeting.

The composition of the Board should be correctly balanced between executive directors and non-executive directors, as well as between men and women, in compliance with the gender diversity ratio provided for under Section 2:142b of the Dutch Civil Code.

The Board of Directors considers that this candidate fully aligns with the high professional standards of the Board of Directors and its combination of different professional expertise and background. The candidate is an internationally recognized figure in both the cement sector and the finance world, with a unique blend of managerial, entrepreneurial and strategic skills, demonstrated over years of leadership and board experience in large, listed industrial companies.

In addition, the candidate possesses strong geopolitical awareness, with proven ability to navigate complex international markets, which is of strategic relevance to the Company's global operations.

The Board of Directors believes that Francesco Caltagirone's contribution and performance as Executive Director have been valuable and effective. He has consistently contributed to the Company's development, performed his duties with dedication and demonstrated to fulfilling his role within the Company. Francesco Caltagirone is eligible for reappointment and he has expressed his willingness to accept a reappointment as Executive Director and continue serving as such.

As required under Section 2:142(3) of the Dutch Civil Code, the biographical details of the candidate are available for inspection at the offices of the Company and on the Company's website.

In accordance with Articles 7.2.1(a) and 7.2.3 of the Company's Articles of Association, the Board of Directors recommends that the shareholders re-appoint Francesco Caltagirone as Executive Director of the Company, proposing to the General Meeting to appoint him until the close of the first annual general meeting held after three (3) years following his reappointment. With respect to Francesco Caltagirone's remuneration, reference is made to the remuneration policy included under agenda item 3 and the remuneration policy applicable during the term of his appointment.

This proposal also strengthens the achievement of diversity targets in the composition of the Board, as set out in the Board Profile, across several aspects relevant to the Company, including professional expertise, education, background, personal qualities and strategic competence.

Item 5: Appointment of the Non-Executive Directors

5a) Reappointment of Alessandro Caltagirone as non-executive director to the Board of Directors ()**

In accordance with Article 7.2.3 of the Company's Articles of Association, the Annual General Meeting of 20 April 2023 resolved to reappoint Alessandro Caltagirone as Non-Executive Director for a term that expires immediately after the closing of the first annual general meeting held after three years have lapsed since his reappointment, which is the 2026 Annual General Meeting.

The composition of the Board of Directors should be correctly balanced between executive directors and non-executive directors, as well as between men and women, in compliance with the gender diversity ratio provided for under Section 2:142b of the Dutch Civil Code.

The Board considers that this candidate fully aligns with the high professional standards of the Board of Directors and its combination of different professional expertise and background. The candidate shows significant expertise in administration and finance and direct managerial and entrepreneurial experience with large, listed companies, along with consolidated knowledge of the industrial field, in particular in the construction sector.

The Board of Directors considers that Alessandro Caltagirone's contribution and performance as Non-Executive Director have been both valuable and effective and that he has demonstrated a consistent commitment to fulfil his role within the Company. He is eligible for reappointment and has expressed his willingness to accept a reappointment as Non-Executive Director.

As required under Section 2:142(3) of the Dutch Civil Code, the biographical details of the candidate are available for inspection at the offices of the Company as well as on the Company's website (www.cementirholding.com).

In accordance with Articles 7.2.1(a) and 7.2.3 of the Company's Articles of Association, the Board of Directors recommends the shareholders to re-appoint Alessandro Caltagirone as Non-Executive Director of the Company, proposing to the General Meeting to appoint him until the close of the first annual general meeting held after three (3) years following his reappointment. In respect of Alessandro Caltagirone's remuneration, reference is made to the remuneration policy included under agenda item 3 and the remuneration policy applicable during the term of his appointment.

This proposal also strengthens the achievement of diversity targets in the composition of the Board, as detailed in the Board Profile, under several aspects relevant to the Company and, specifically, expertise, education, background and personal qualities.

5b) Reappointment of Azzurra Caltagirone as non-executive director to the Board of Directors ()**

In accordance with Article 7.2.3 of the Company's Articles of Association, the Annual General Meeting of 20 April 2023 resolved to reappoint Azzurra Caltagirone as Non-Executive Director for a term that expires immediately after the closing of the first annual general meeting held after three years have lapsed since her reappointment, which is the 2026 Annual General Meeting.

The composition of the Board of Directors should be correctly balanced between executive directors and non-executive directors, as well as between men and women, in compliance with the gender diversity ratio provided for under Section 2:142b of the Dutch Civil Code.

The Board of Directors considers that this candidate fully aligns with the high professional standards of the Board of Directors and its combination of different professional expertise and background. The candidate possesses substantial expertise in administration and finance, complemented by direct managerial and entrepreneurial experience with large, listed companies and proven ability to operate with an international orientation.

The Board of Directors believes that Azzurra Caltagirone's contribution and performance as Non-Executive Director have been both valuable and effective, demonstrating her consistent commitment to fulfilling her role within the Company. She is eligible for reappointment and has stated her willingness to accept a reappointment as Non-Executive Director.

As required under Section 2:142(3) of the Dutch Civil Code, the biographical details of the candidate are available for inspection at the offices of the Company as well as on the Company's website (www.cementirholding.com).

In accordance with Articles 7.2.1(a) and 7.2.3 of the Company's Articles of Association, the Board of Directors recommends the shareholders to re-appoint Azzurra Caltagirone as Non-Executive Director of the Company, proposing to the General Meeting to appoint her until the close of the first annual general meeting held after three (3) years following her reappointment. In respect of Azzurra Caltagirone's remuneration, reference is made to the remuneration policy included under agenda item 3 and the remuneration policy applicable during the term of her appointment.

Such proposal aims to strengthen the achievement of diversity targets in the composition of the Board, as detailed in the Board Profile, under several aspects relevant to the Company and, specifically, expertise, education, background, gender and personal qualities.

5c) Reappointment of Saverio Caltagirone as non-executive director to the Board of Directors ()**

In accordance with Article 7.2.3 of the Company's Articles of Association, the Annual General Meeting of 20 April 2023 resolved to reappoint Saverio Caltagirone as Non-Executive Director for a term that expires immediately after the closing of the first annual general meeting held after three years have lapsed since his reappointment, which is the 2026 Annual General Meeting.

The composition of the Board of Directors should be correctly balanced between executive directors and non-executive directors, as well as between men and women, in compliance with the gender diversity ratio provided for under Section 2:142b of the Dutch Civil Code.

The Board of Directors considers that this candidate fully aligns the high professional standards of the Board of Directors combining different professional expertise and backgrounds. The candidate brings substantial expertise in administration and finance, complemented by direct managerial and entrepreneurial experience with large, listed companies, along with consolidated knowledge of the industrial field, particularly in construction.

The Board of Directors believes that the contribution and performance of the Non-Executive Director Saverio Caltagirone have been both valuable and effective, demonstrating his consistent to fulfil his role

within the Company. He is eligible for reappointment and he has expressed his willingness to accept a reappointment as Non-Executive Director.

As required under Section 2:142(3) of the Dutch Civil Code, the biographical details of the candidate are available for inspection at the offices of the Company as well as on the Company's website (www.cementirholding.com).

In accordance with Articles 7.2.1(a) and 7.2.3 of the Company's Articles of Association, the Board of Directors recommends the shareholders to re-appoint Saverio Caltagirone as Non-Executive Director of the Company, proposing to the General Meeting to appoint him until the close of the first annual general meeting held after three (3) years following his reappointment. In respect of Saverio Caltagirone's remuneration, reference is made to the remuneration policy included under agenda item 3 and the remuneration policy applicable during the term of his appointment.

Such proposal aims to strengthen the achievement of diversity targets in the composition of the Board, as detailed in the Board Profile, under several aspects relevant to the Company and, specifically, expertise, education, background and personal qualities.

5d) Reappointment of Fabio Corsico as non-executive director to the Board of Directors ()**

In accordance with Article 7.2.3 of the Company's Articles of Association, the Annual General Meeting of 20 April 2023 resolved to reappoint Fabio Corsico as Non-Executive Director for a term that expires immediately after the closing of the first annual general meeting held after three years have lapsed since his reappointment, which is the 2026 Annual General Meeting.

The composition of the Board of Directors should be correctly balanced between executive directors and non-executive directors, as well as between men and women, in compliance with the gender diversity ratio provided for under Section 2:142b of the Dutch Civil Code.

The Board of Directors considers that this candidate fully aligns with the high professional standard of the Board of Directors and its combination of different professional expertise and background. The candidate shows a significant knowledge of stock exchange rules and stakeholder management within large, listed companies, with international orientation and financial knowledge.

The Board of Directors believes that the contribution and performance of the Non-Executive Director Fabio Corsico have been both valuable and effective, demonstrating his consistent commitment to fulfilling his role within the Company. He is eligible for reappointment and he has expressed his willingness to accept a reappointment as Non-Executive Director.

As required under Section 2:142(3) of the Dutch Civil Code, the biographical details of the candidate are available for inspection at the offices of the Company as well as on the Company's website (www.cementirholding.com).

In accordance with Articles 7.2.1(a) and 7.2.3 of the Company's Articles of Association, the Board of Directors recommends the shareholders the re-appointment of Fabio Corsico as Non-Executive Director of the Company, proposing to the General Meeting to appoint him until the close of the first annual general meeting held after three (3) years following his reappointment. In respect of Fabio Corsico's remuneration, reference is made to the remuneration policy included under agenda item 3 and the remuneration policy applicable during the term of his appointment.

Such proposal aims to strengthen the achievement of diversity targets in the composition of the Board, as detailed in Board Profile, under several aspects relevant to the Company and, specifically, expertise, education, background and personal qualities.

5e) Reappointment of Adriana Lamberto Floristan as non-executive director to the Board of Directors ()**

In accordance with Article 7.2.3 of the Company's Articles of Association, the Annual General Meeting of 20 April 2023 resolved to reappoint Adriana Lamberto Floristan as Non-Executive Director for a term that expires immediately after the closing of the first annual general meeting held after three years have lapsed since her reappointment, which is the 2026 Annual General Meeting.

The composition of the Board of Directors should be correctly balanced between executive directors and non-executive directors, as well as between men and women, in compliance with the gender diversity ratio provided for under Section 2:142b of the Dutch Civil Code. Independent directors are also essential in the interest of all shareholders and stakeholders.

The Board of Directors considers that this candidate fully aligns with the high professional profile of the Board of Directors and its combination of different professional expertise and background. The candidate brings substantial expertise in ESG matters and direct experience serving on the boards and committees of large, listed companies.

The Board of Directors believes that Adriana Lamberto Floristan's contribution and performance as Non-Executive Director have been both valuable and effective; she has expressed her consistent commitment to fulfilling her role within the Company. She is eligible for reappointment and she has confirmed her willingness to accept a reappointment as Non-Executive Director.

Based on the information provided, the Board of Directors assessed her as independent pursuant to the Dutch Corporate Governance Code.

As required under Section 2:142(3) of the Dutch Civil Code, the biographical details of the candidate are available for inspection at the offices of the Company as well as on the Company's website (www.cementirholding.com).

In accordance with Articles 7.2.1(a) and 7.2.3 of the Company's Articles of Association, the Board of Directors recommends the shareholders to re-appoint Adriana Lamberto Floristan as Non-Executive Director of the Company, proposing to the General Meeting to appoint her until the close of the first annual general meeting held after three (3) years following her appointment. In respect of Adriana Lamberto Floristan's remuneration, reference is made to the remuneration policy included under agenda item 3 and the remuneration policy applicable during the term of her appointment.

Such proposal aims to strengthen the achievement of diversity targets in the composition of the Board, as detailed in the Board Profile, under several aspects relevant to the Company and, specifically, nationality, expertise, education, background, gender and personal qualities.

5f) Reappointment of Annalisa Pescatori as non-executive director to the Board of Directors ()**

In accordance with Article 7.2.3 of the Company's Articles of Association, the Annual General Meeting of 20 April 2023 resolved to appoint Annalisa Pescatori as Non-Executive Director for a term that expires immediately after the closing of the first annual general meeting held after three years have lapsed since her appointment, which is the 2026 Annual General Meeting.

The composition of the Board of Directors should be correctly balanced between executive directors and non-executive directors, as well as between men and women, in compliance with the gender diversity ratio provided for under Section 2:142b of the Dutch Civil Code. Independent directors are also essential in the interest of all shareholders and stakeholders.

The Board of Directors considers that this candidate fully aligns with the high professional standard of the Board of Directors and its combination of different professional expertise and background. The candidate shows a significant expertise in finance, corporate governance, stock exchange regulations, together with extensive service on the boards and committees of large, listed companies.

The Board of Directors believes that Annalisa Pescatori's contribution and performance as Non-Executive Director will be valuable and effective and she has demonstrated a consistent commitment to fulfil her role within the Company. She is eligible for reappointment and she has expressed her willingness to accept a re-appointment as Non-Executive Director.

Based on the information provided, the Board of Directors assessed her as independent pursuant to the Dutch Corporate Governance Code.

As required under Section 2:142(3) of the Dutch Civil Code, the biographical details of the candidate are available for inspection at the offices of the Company as well as on the Company's website (www.cementirholding.com).

In accordance with Articles 7.2.1(a) and 7.2.3 of the Company's Articles of Association, the Board of Directors recommends the shareholders to re-appoint Annalisa Pescatori as Non-Executive Director of the Company, proposing to the General Meeting to appoint her until the close of the first annual general meeting held after three (3) years following her appointment. In respect of Annalisa Pescatori's remuneration, reference is made to the remuneration policy included under agenda item 3 and the remuneration policy applicable during the term of her appointment.

Such proposal aims to strengthen the achievement of diversity targets in the composition of the Board, as detailed in the Board Profile, under several aspects relevant to the Company and, specifically, expertise, education, background, gender and personal qualities.

5g) Reappointment of Benedetta Navarra as non-executive director to the Board of Directors ()**

In accordance with Article 7.2.3 of the Company's Articles of Association, the Annual General Meeting of 20 April 2023 resolved to appoint Annalisa Pescatori as Non-Executive Director for a term that expires immediately after the closing of the first annual general meeting held after three years have lapsed since her appointment, which is the 2026 Annual General Meeting.

The composition of the Board of Directors should be correctly balanced between executive directors and non-executive directors, as well as between men and women, in compliance with the gender diversity ratio provided for under Section 2:142b of the Dutch Civil Code. Independent directors are also essential in the interest of all shareholders and stakeholders.

The Board of Directors considers that this candidate fully aligns with the high professional standard of the Board of Directors and its combination of different professional expertise and background. The candidate brings substantial expertise in finance, ESG matters, stock exchange rules, together with extensive service and experience on the boards and committees of large, listed companies.

The Board of Directors believes that the contribution and performance of Benedetta Navarra as Non-Executive Director will be valuable and effective; she has expressed her consistent commitment to fulfil her role within the Company. She is eligible for reappointment and she has confirmed her willingness to accept a reappointment as Non-Executive Director.

Based on the information provided, the Board of Directors assessed her as independent pursuant to the Dutch Corporate Governance Code.

As required under Section 2:142(3) of the Dutch Civil Code, the biographical details of the candidate are available for inspection at the offices of the Company as well as on the Company's website (www.cementirholding.com).

In accordance with Articles 7.2.1(a) and 7.2.3 of the Company's Articles of association, the Board of Directors recommends the shareholders to re-appoint Benedetta Navarra as Non-Executive Director of the Company, proposing to the General Meeting to appoint her until the close of the first annual general meeting held after three (3) years following her appointment. In respect of Benedetta Navarra's remuneration, reference is made to the remuneration policy included under agenda item 3 and the remuneration policy applicable during the term of her appointment.

Such proposal aims to strengthen the achievement of diversity targets in the composition of the Board, as detailed in the Board Profile, under several aspects relevant to the Company and, specifically, expertise, education, background, gender and personal qualities.

Item 6: Granting assurance engagement for financial year 2026

Granting engagement to PricewaterhouseCoopers Accountants N.V., charged with the audit of the annual accounts for the financial year 2021-2030, to provide assurance on CSRD sustainability reporting for financial year 2026 ()**

It is proposed that the General Meeting approves the engagement of PricewaterhouseCoopers Accountants N.V. for providing assurance on sustainability reporting for the financial year 2026 in compliance with the European Directive (EU) 2022/2464, as amended (commonly referred to as the Corporate Sustainability Reporting Directive or "CSRD") and, if come into force at a later time, with the Dutch law implementing the CSRD (Dutch CSRD Implementation Act), engagement already assigned by the Board of Directors of the Company with the favorable opinion of the Audit Committee.

PricewaterhouseCoopers Accountants N.V. is the company responsible for auditing the annual accounts of the Company and the Group for the fiscal years 2021-2030.

Item 7: Close of meeting

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

(*) Discussion items

(**) Voting items

(***) Advisory voting items