

ANNUAL GENERAL MEETING 28 APRIL 2025
EXPLANATORY NOTES TO THE AGENDA

Item 1: Opening

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

Item 2: 2024 Annual Report

2a) Report of the Board of Directors for the financial year 2024 (*)

Under this agenda item an overview and commentary on the performance of the Company in 2024 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 2024 Annual Report. For further details please refer to the “Directors’ Report” section of the Annual Report.

2b) 2024 Remuneration Report (*)**

The 2024 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 2024 Annual Report. It is proposed to the General Meeting of Shareholders to cast a favourable advisory vote.

2c) Adoption of the 2024 Annual Accounts ()**

The Company’s 2024 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 2024 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 “Relevant accounting policies” of the 2024 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 2024 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 21 May 2025 and will be paid to the shares of record as of 20 May 2025 (record date) gross of any withholding taxes. It is also proposed to the General Meeting to set out 19 May 2025 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 2024 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 2024 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 2024 Annual Report.

Item 4: Granting assurance engagement for financial year 2025

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 2025 ()**

It is proposed that the General Meeting approve the engagement of PricewaterhouseCoopers Accountants N.V. for providing assurance on sustainability reporting for the financial year 2025 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). Furthermore, it is proposed that the General Meeting ratify the engagement of PricewaterhouseCoopers Accountants N.V. to provide assurance on sustainability reporting in compliance with CSRD for the financial year 2024. This engagement has been 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 5: Close of meeting

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

(*) Discussion items

() Voting items**

(*) Advisory voting items**