

## Notice

The Extraordinary General Meeting of Shareholders ('EGMS') of Sif Holding N.V. ('Sif Holding' or the 'Company') will be held at the Company's offices at Mijnheerkensweg 33-36, 6041 TA Roermond (telephone +31 475 385 777) on 8 September 2023 at 10:00 hours. The EGMS will be audio webcast live and is accessible through the link on the homepage of the website of the Company.

### Registration date

The Company's Executive Board has determined that the shareholders qualifying as entitled to attend and vote at this meeting are those who, after the processing of all the then received registrations and redemptions, at 18:00 hours on 11 August 2023 (the "Registration Date") are thus entitled and who are registered as such in one or more of the administrations of the intermediaries as understood in the Securities Giro Transfer Act.

### Shareholders and others entitled to attend

This Notice is applicable for shareholders and others entitled to attend the EGMS, or their proxies, from whom notification of their intention to be present at the meeting has been received by the Company, in writing, or via electronic means, or via the registration procedure described below ultimately on 1 September 2023 no later than 17:00 hours. Authorization to exercise the voting and/or attendance rights must also be received as described below ultimately on 1 September 2023 no later than 17:00 hours.

Shareholders who are entitled to attend the meeting and wish to attend the meeting, in person or by proxy, can register themselves at ABN AMRO Bank N.V., via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via the intermediary administering their shares, between 11 August 2023 and 1 September 2023 no later than 17:00 hours. The intermediaries concerned must provide ABN AMRO Bank N.V. via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), with a statement stating the number of shares held by the relevant shareholders on the Registration Date and registered for the meeting no later than 13:00 hours on 4 September 2023. To enable an efficient check of the shareholding on the Registration Date to be carried out, when submitting the declaration, the intermediaries are requested to state the full address details of the relevant shareholders. The shareholders will receive, via ABN AMRO Bank N.V., a registration certificate that will serve as an admission card for the meeting. This procedure shall apply also for usufructuaries and pledge holders of shares with voting and/or attendance rights related to the shares.

### Proxy voting

Shareholders and others entitled to attend the meeting who are unable to attend the meeting may also, without prejudice to the above regarding registration, authorize Fons van Lith of Sif Holding via an electronic voting instruction, to vote on their behalf. An electronic authorization with voting instruction should be received, via [www.abnamro.com/evoting](http://www.abnamro.com/evoting), ultimately on 1 September 2023 no later than 17:00 hours.

Shareholders and others entitled to attend the meeting may also, via a written authorization, authorize a third party to represent them at the meeting and to exercise the voting and/or attendance right. The form that can be downloaded from the website of Sif Holding ([www.sif-group.com](http://www.sif-group.com), via 'Investor Relations' under 'General Meeting of Shareholders, agenda and enclosures') may be used for this purpose. The filled-in form should be received by ABN AMRO Bank N.V., via [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) ultimately on 1 September 2023 no later than 17:00 hours.

It will be possible for registered shareholders of Sif Holding to submit questions ahead of the meeting via [f.vanlith@sif-group.com](mailto:f.vanlith@sif-group.com), quoting the question and the ABN AMRO registration number of the shareholder. Live-voting or asking live questions during the EGMS via the website will not be possible.

### **Matters to be decided**

The agenda for the meeting can be found on the following page of this Notice. The items that will be tabled for voting are indicated on the agenda itself. The remaining items are for discussion and/or information purposes.

### **Number of shares and voting rights**

On the day of this Notice, the issued and paid-up capital of the Company comprises 29,888,612 ordinary shares (with 20 votes each) and 50,000 cumulative preferent shares (with 1 vote each). In total 597,822,240 votes may be cast on these shares.

### **Meeting Documents**

The agenda with the explanatory notes thereto and the brief resume of Annabelle Vos can be obtained free of charge at the website of the Company or by contacting ABN AMRO Bank N.V. by email: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com). The Meeting Documents are also available for inspection at the head office of Sif Holding, Mijnheerkensweg 33, 6041 TA Roermond, the Netherlands.

### **How to reach the location for the meeting**

From Eindhoven (A67–A73–N280–follow blue “P-Centrum” signs from Maasbrug)

From Nijmegen/Germany (A73–N280–“P-Centrum signs”)

From Roermond railway station (± 5 minutes by foot to the location for the meeting)

# Agenda

1. Opening

2. Announcements

3. Appointment of Supervisory Board member

a. Notification of vacancy in the Supervisory Board

b. Opportunity to recommend persons for appointment to the Supervisory Board

c. Proposal to appoint Mrs Annabelle Vos as a member to the Supervisory Board (vote)

d. Approval of the remuneration of the appointed Supervisory Board member (vote)

4. Any other business and closing

The Executive Board and the Supervisory Board,

Roermond, 28 July 2023

## Notes to Agenda item 3

### Appointment of Supervisory Board member

This agenda item concerns the proposal to appoint Mrs. Annabelle Vos as member of the Supervisory Board of Sif Holding N.V.

Sif Holding N.V. is subject to the large company regime (structuurregime). As a result hereof, both the General Meeting and the Works Council have the right to recommend candidates to the Supervisory Board for the nomination of members of the Supervisory Board.

#### a) Notification of vacancy in the Supervisory Board

Sif has a vacancy in its Supervisory Board since the AGM of 12 May 2023 and has announced its intentions to fill this vacancy as soon as a suitable candidate has been found.

#### b) Opportunity to recommend persons for appointment to the Supervisory Board

The General Meeting of Shareholders can recommend persons matching the Supervisory Board profile to the Supervisory Board for appointment to the Supervisory Board.

#### c) Proposal to appoint Mrs Annabelle Vos as member of the Supervisory Board

Annabelle Vos (1978) is general counsel and chief compliance officer at Fugro. Prior to joining Fugro, she worked in private practice for 11 years at De Brauw Blackstone Westbroek, a Dutch law firm, in their M&A and corporate litigation practice groups. Annabelle holds a Master of Law degree from Leiden University and a Master of International Relations and International Economics from Johns Hopkins University. She is a member of the Contracts and Insurance Committee of the International Marine Contractors Association (IMCA). Her background and experience in legal, ethics and compliance, especially in a marine and offshore environment, are complementary to the experience and knowledge of the other members of the Supervisory Board and fill the vacancies in the Supervisory Board profile. Annabelle Vos does not hold any shares in Sif Holding N.V.

The Works Council has indicated that they will not make a recommendation for the vacancy. On the condition that no recommendations are made by the General Meeting of Shareholders under b) above, the Supervisory Board proposes to appoint Mrs Annabelle Vos as member of the Supervisory Board for a term of 3 years and 9 months until the end of the Annual General Meeting to be held in 2027.

#### d) Approval of the remuneration of the appointed Supervisory Board members

Subject to appointment of the nominated candidate, it is proposed to award a remuneration of € 45.000 per year. The remuneration is not dependent on the Company's results. Supervisory Board members do not receive a variable remuneration nor are they awarded Company shares.