Notice

The Annual General Meeting of Shareholders ('AGM') of Sif Holding N.V. (the 'Company') will be held on Friday 8 May 2026 at 10:00 hours CEST at the Company's offices in 3199 KV Maasvlakte Rotterdam, harbour number 8322 Pieter van Vollenhovenweg 101 (telephone +31 475 385777). Attendees are offered the opportunity to participate in a guided factory tour after closing of the AGM. We refer to the heading 'Program' below for details and registration.

Registration date

*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 **Friday 10 April 2026** (the "Registration Date") are entitled and who are registered as such in one or more of the administrations of the intermediaries as referred to in the Securities Giro Transfer Act.*

Shareholders and others entitled to attend

This Notice is applicable to shareholders and others entitled to attend the AGM, or their proxies, from whom the Company has received a notification of their intention to be present at the meeting, either in writing, via electronic means, or via the registration procedure described below, ultimately on **Thursday 30 April** no later than 17:00 hours CEST.

Shareholders who are entitled to attend the meeting and who wish to attend the meeting, in person or by proxy, can register themselves with ABN AMRO Bank N.V. (**ABN AMRO**), via www.abnamro.com/evoting or via the intermediary administering their shares, between **Saturday 11 April 2026 and Thursday 30 April 2026** no later than 17:00 hours CEST. The intermediary concerned must provide ABN ARMO with a statement stating the number of shares held by the relevant shareholder on the Registration Date and registered for the meeting. This statement must be received by ABN AMRO via www.abnamro.com/intermediary no later than 17:00 hours CEST on Thursday 30 April 2026. To enable an efficient check of the shareholding on the Registration Date to be carried out, when submitting the statement, the intermediaries are requested to state the full address details of the relevant shareholders. The shareholders will receive, via ABN AMRO, a registration certificate that will serve as attendance card for the meeting. This procedure shall apply also for usufructuries and pledgees with voting and/or attendance rights related to the shares.

Identification with passport or personal ID card or driver's license is mandatory. No access can be allowed if no ID can be shown at the gate.

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 N.V. and any civil law notary of the law firm Allen Overy Shearman Sterling LLP, Amsterdam office, each of them severally and with the right of substitution, via an electronic voting instruction, to vote on their behalf. An electronic authorization with voting instruction should be received, via www.abnamro.com/evoting, ultimately on Thursday 30 April 2026 no later than 17:00 hours CEST.

Shareholders and others entitled to attend the meeting may also, via a written proxy, authorize a third party to represent them at the meeting and to exercise the voting and/or attendance right. The proxy form that can be downloaded from the website of Sif Holding N.V. (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, together with the statement of entitlement provided by the intermediary, should be received by ABN AMRO via ava@nl.abnamro.com on Thursday 30 April 2026 no later than 17:00 hours CEST.

Program

The program for 8 May 2026:
09:00 hours CEST doors open
10:00 hours CEST start AGM
12:30 hours CEST lunch and dress-up for factory tour
13:00 hours CEST guided factory tour
14:30 hours CEST close

Participation in the guided factory tour is only possible if registered before **1 May 2026** with indication of shoe-size for safety shoes. Registrations for the tour can be sent to executive.support@sif-group.com

Agenda

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 common shares with 20 votes each and 50,000 preference shares with one vote each. In total 597,822,240 votes may be cast on these shares.

Meeting Documents

The agenda with the explanatory notes thereto, the 2025 Annual Report (which includes the Executive Board Report, the Supervisory Board Report, the Financial Statements, the Sustainability Statements, the Corporate Governance Report as well as the Remuneration Report), and the CVs for Peter Wit (nominated for appointment to the Supervisory Board), Fred van Beers and Koen Bogers (nominated for appointment to the Executive Board) (the '**Meeting Documents**') can be obtained free of charge at the website of the Company. The Meeting Documents are also available for inspection at the head office of Sif Holding N.V., Mijnheerkensweg 33, 6041 TA Roermond, the Netherlands.

How to reach the location for the meeting

By car: From any direction follow A15 direction Europoort Rotterdam 'Havennummer 8360'. Follow signs to Sif Netherlands. Parking is free of charge at Sif and the parking area has several charging points for electrical vehicles.

By public transportation: EBS Maasvlaktehopper. This bus service provided by EBS has several stops in the Europoort and on the Maasvlakte. Check https://www.portofrotterdam.com/sites/default/files/2024-11/ebs-maasvlakteHopper-folder.pdf for information about service or for reservation of transportation.

The doors for the meeting location open at 09:00 hours CEST. Coffee will be served from that time.

Agenda

1. Opening.

2. Announcements.

3. The Annual Report for the 2025 financial year:
   a. *Presentation by the Executive Board and discussion of the 2025 Executive Board Report;*
   b. *Discussion of the Corporate Governance of the Company in view of the revised Dutch Code;*
   c. *Approval of the 2025 Financial Statements **(vote)**;*
   d. *Advisory vote on the 2025 Remuneration Report **(advisory vote)**;*
   e. *Discharge from liability of members of the Executive Board for their duties in 2025 **(vote)**;*
   f. *Discharge from liability of members of the Supervisory Board for their duties in 2025 **(vote)**.*

4. Appointment of Supervisory Board member:
   a. *Notification of a vacancy in the Supervisory Board;*
   b. *Opportunity to recommend persons for appointment to the Supervisory Board;*
   c. *Proposal to re-appoint Peter Wit as member of the Supervisory Board for the period of two years **(vote)**;*
   d. *Notification of the end of the appointment term of Angelique Heckman and Annabelle Vos as members of the Supervisory Board at closing of the Annual General Meeting of Shareholders 2027 in accordance with the rotation schedule.*

5. Notification of intention of the Supervisory Board to appoint Executive Board members:
   a. *Notification of intended re-appointment of Fred van Beers as member of the Executive Board;*
   b. *Notification of intended appointment of Koen Bogers as member of the Executive Board;*
   c. *Approval to award Performance Share Units to Koen Bogers with value €40,000 for sign-on bonus **(vote)**.*

6. Authorizations of the Executive Board:
   a. *Authorization of the Executive Board to acquire ordinary shares in the capital of the Company **(vote)**;*
   b. *Designation of the Executive Board as the corporate body authorized to issue shares and to grant rights to subscribe for shares in the capital of the Company **(vote)**;*
   c. *Designation of the Executive Board as the corporate body authorized to restrict or exclude pre-emptive rights **(vote)**;*
   d. *Authorization of the Executive Board to acquire preference shares in the capital of the Company **(vote)**;*
   e. *Designation of the Executive Board as the corporate body authorized to grant rights to subscribe for ordinary shares and exclude pre-emption rights for purposes of the conversion of preference shares into ordinary shares **(vote)**.*

7. Any other business and closing.

The Executive Board and the Supervisory Board

Roermond, 13 March 2026.

Explanatory Notes to the agenda

Agenda item 3

The Annual Report for the 2025 financial year

The Annual Report for the 2025 financial year was published on the website of the Company (www.sif-group.com) on 13 March 2026 and since that date has also been available for inspection at the Company's office in Roermond.

a. Presentation by the Executive Board and discussion of the 2025 Executive Board Report

The Executive Board will elaborate on the Executive Board Report, including the Sustainability Statements and the Financial Statements. For the avoidance of doubt: questions about the Supervisory Board Report may also be asked under this agenda item.

b. Discussion of the Corporate Governance of the Company

A revised Dutch Corporate Governance Code applies from 2025. This agenda item is to discuss the revisions Sif has made to its governance following the changes in the Dutch Corporate Governance Code. An overview of compliance or explanations by Sif is published in Sif's annual report 2025 and under policies and certificates on Sif's website.

c. Approval of the 2025 Financial Statements

The financial statements of the Company for the 2025 financial year are included in the Annual Report for the 2025 financial year. Financial Statements are based on IFRS. This agenda item concerns the proposal to adopt these financial statements.

d. Advisory vote on the 2025 Remuneration Report

The remuneration report of the Company for the 2025 financial year is included in the Annual Report for the 2025 financial year. This agenda item concerns an advisory vote on the remuneration report.

e. Discharge from liability of members of the Executive Board

This agenda item concerns the proposal to discharge all members of the Executive Board from liability for the performance of their duties during the 2025 financial year. This discharge is in respect of the Executive Board members' performance of their duties insofar as this is apparent from the Annual Report for the 2025 financial year or from other information provided to the General Meeting of Shareholders.

f. Discharge from liability of members of the Supervisory Board

This agenda item concerns the proposal to discharge all members of the Supervisory Board from liability for the performance of their duties during the 2025 financial year. This discharge is in respect of the Supervisory Board members' performance of their duties insofar as this is apparent from the Annual Report for the 2025 financial year or from other information provided to the General Meeting of Shareholders.

Agenda item 4

Appointment of Supervisory Board member

This agenda item concerns the proposal to appoint Mr Peter Wit as member of the Supervisory Board of Sif Holding N.V. for a period of two years.

Sif Holding N.V. is subject to the large company regime (*structuurregime*). As a result, both the General Meeting of Shareholders and the Works Council have the right to recommend candidates to the Supervisory Board for the nomination of member of the Supervisory Board. Mr Peter Wit is due for resignation in line with the rotation schedule of the Supervisory Board. Mr Wit has served on the Supervisory Board for two terms of four years each. From a continuity perspective, the Supervisory Board of Sif would appreciate Mr Wit to continue his membership of the Supervisory Board for another two years. Mr Wit, as chair of the audit committee and member of the P11 committee was closely involved in the financing and financial management of the investment in the expanded factory. With two new members of the Supervisory Board since May 2025, continuity of supervision is served with an extended membership of Mr Wit.

a. Notification of vacancy in the Supervisory Board

In accordance with the rotation schedule, the appointment of Peter Wit will lapse by the end of this AGM of 8 May 2026. As a result, there will be a vacancy in the Supervisory Board as of 8 May 2026. Peter Wit is available for reappointment for a term of two years.

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

The General Meeting of Shareholders and the Works Council may recommend persons matching the Supervisory Board profile to the Supervisory Board for appointment to the Supervisory Board. The Works Council has not made any recommendations.

c. Proposal to re-appoint Peter Wit as member of the Supervisory Board

On the condition that no recommendations are made by the General Meeting of Shareholders under b. above, the Supervisory Board proposes to re-appoint Mr Wit as member of the Supervisory Board for a term of 2 years until the end of the Annual General Meeting of Shareholders to be held in 2028. The Executive Board supports this nomination, as does the Works Council. Mr Wit complies with the requirements of article 2:142a DCC.

Peter Wit (1967, Dutch nationality) holds a degree in Business Administration and a post-doc degree in Controlling. He is the CFO at Iqip holding B.V. and prior to that was the COO of Atlas Professionals (2018-2021), the CFO of Inashco (2014-2017) and the CFO of Dockwise (2009-2013). Between 1992 and 2009 Peter Wit held several management positions at Shell. Between 2018 and 2022 he was a member of the Supervisory Board of Doedijns Group.

Peter Wit does not own shares in Sif Holding N.V. The information mentioned in art. 2:142 DCC is included in the profile above and in the complete CV that is published as an attachment to this notice and agenda.

d. Notification of the end of the appointment term of Angelique Heckman and Annabelle Vos as member of the Supervisory Board at closing of the Annual General Meeting of Shareholders 2027 in accordance with the rotation schedule

The Supervisory Board wishes to inform the General Meeting of Shareholders that in accordance with the rotation schedule, the appointment terms of Angelique Heckman and Annabelle Vos as members of the Supervisory Board will lapse at closing of the Annual General Meeting of Shareholders 2027.

Agenda item 5
Notification of intention of the Supervisory Board to appoint Executive Board members

a. **Notification of intended re-appointment of Fred van Beers as member of the Executive Board.**

The appointment term of four years of Mr Fred van Beers (1962, Dutch nationality) as member of the Executive Board ends at the close of the AGM of 8 May 2026 in line with the rotation schedule for the Executive Board. He has been the chair of the Executive Board and the CEO of Sif since his appointment in 2018. In accordance with the provisions of the large company regime (structuur regime), the Supervisory Board informs the Annual General Meeting of Shareholders of its intention to re-appoint Fred van Beers as member of the Executive Board and CEO effective 8 May 2026 for a period of nearly 3 months until 31 July 2026. The complete CV of Fred van Beers is published as an attachment to this notice and agenda.

Under the leadership of Fred van Beers, an investment of more than €300 million in expansion of manufacturing facilities was realized. With an extension of Fred van Beers' position as CEO, Sif benefits from his broad knowledge of the market and the business and more in particular of the expanded factory and the ramp-up of its production, while allowing the new proposed CEO the time to get acquainted with markets and production facilities of Sif before taking the helm of the company.

The main remuneration elements of the extended services agreement are equal to the existing conditions.

The Works Council has been consulted under article 30 WOR on the intended appointment and issued a positive advice.

b. Notification of intended appointment of Koen Bogers as member of the Executive Board.

The Supervisory Board also informs the Annual General Meeting of Shareholders of its intention to appoint Koen Bogers (1969, Dutch/Belgian nationality) as a member of the Executive Board for a period of 4 years until close of the Annual General Meeting of Shareholders in 2030 to succeed Fred van Beers as the CEO of the Company effective 1 August 2026. The complete CV of Koen Bogers is published as an attachment to this notice and agenda.

With his passion for the energy industry and energy transition, his experience as a proven CEO and his focus on collaboration, Koen Bogers is the type of leader to guide Sif into the next phase of its legacy in offshore wind foundations. Koen Bogers was CEO of Stedin between 2021 and 2025. Before taking on the leadership of Stedin, he was managing director of Babcock & Wilcox Volund in Denmark. Between 1996 and 2018 Koen worked in various senior management positions in energy, energy-transition and energy-infrastructure at

Siemens and Stork GLT in The Netherlands, Turkey and the UAE. Koen Bogers holds master's degrees in electrical engineering from Technical University Delft and in business economics from Erasmus University Rotterdam

The main elements of the extended services agreement are:

- An annual base salary of €475,000
- Participation in a company pension scheme or a defined contribution to an alternative pension scheme. In either option, the company will pay 78% of the premium.
- A short-term incentive of 40% of annual base salary at target depending on achievement of pre-defined performance criteria
- A long-term incentive of max 40% of annual base salary depending on achievement of pre-defined performance criteria, in accordance with the company's Long Term Incentive Plan
- A non-recurring sign-on bonus of €40,000

The Works Council has been consulted under article 30 WOR on the intended appointment and issued a positive advice.

c. Approval to award Performance Share Units to Koen Bogers with value €40,000 for sign-on bonus

The Supervisory Board proposes to the General Meeting of Shareholders to approve an individual sign-on bonus to Mr. Koen Bogers (the Sign-on Bonus) as part of his remuneration package. The Sign-on Bonus consists of a grant equal to an amount of EUR 40,000 in performance share units relating to the Company (the PSUs), to be awarded at the date of the AGM. The PSUs are awarded pursuant to the SIF Holding N.V. Performance Share Unit Plan (Executive Management), with a TSR multiplier target as performance condition, and a vesting period of three years after the date of the award and a holding period of two years after the date of the vesting. The award of the Sign-on Bonus is subject to the appointment of Mr. Bogers as member of the Executive Board and the appropriate approval by the General Meeting of Shareholders. The number of PSUs comprising the Sign-on Bonus is determined by dividing the award value by the average closing price of the shares of the Company of the five (5) trading days preceding the award date, rounded down to a whole number of shares.

Agenda item 6
Authorizations of the Executive Board

a. Authorization of the Executive Board to acquire ordinary shares in the capital of the Company

This proposal concerns the authorization of the Executive Board, with the approval of the Supervisory Board, to resolve to acquire ordinary shares in the capital of the Company. This authorization shall be restricted to 10% of the issued and paid-up ordinary share capital as at 8 May 2026, and shall be made for a period of 18 months commencing on 8 May 2026. The ordinary shares will be acquired at a net price between the nominal value per ordinary share and 110% of the stock price. The stock price is defined as the volume-weighted average market price at which ordinary shares trade on Euronext Amsterdam over the five trading days immediately preceding the day of the purchase or, if higher, of the day of public announcement of the purchase.

If granted, the proposed authorization will replace the authorization granted to the Executive Board at the AGM of 9 May 2025.

b. Designation of the Executive Board as the corporate body authorized to issue shares as well as to grant rights to subscribe for shares in the capital of the Company

This proposal concerns the designation of the Executive Board as the corporate body authorized to, with the approval of the Supervisory Board, resolve to issue ordinary and/or preference shares and to grant rights to subscribe for ordinary and/or preference shares. This designation of the Executive Board shall be restricted to 10% of the issued and paid-up share capital as at 8 May 2026, and shall be made for a period of 18 months commencing on 8 May 2026.

If granted, the proposed designation will replace the designation granted to the Executive Board at the AGM of 9 May 2025.

c. Designation of the Executive Board as the corporate body authorized to restrict or exclude pre-emptive rights

This proposal concerns the designation of the Executive Board as the corporate body authorized to, with the approval of the Supervisory Board, restrict or exclude pre-emptive rights on the issue of shares or the granting of rights to subscribe for shares in accordance with and subject to the conditions of the designation specified under agenda item 6.b. This designation shall be made for a period of 18 months commencing on 8 May 2026.

If granted, the proposed designation will replace the designation granted to the Executive Board at the AGM of 9 May 2025.

d. Authorization of the Executive Board to acquire preference shares in the capital of the Company

At the EGM of 28 March 2023, it was resolved to issue preference shares in respect of the P-11 Project. It was agreed that the Company would reserve the contractual right to repurchase the preference shares under certain conditions (this agenda item) or to convert the preference shares into ordinary shares (agenda item 6.e).

In order to be able to repurchase the preference shares it is proposed to authorize the Executive Board to acquire preference shares in the capital of the Company, at a repurchase price per preference share equal to (i) the nominal value of the preference share, plus (ii) a pro rata amount per preference share of (a) the share premium reserve of the preference shares and (b) the dividend reserve of the preference shares, and plus (iii) a pro rata amount per preference share of any missing preferred dividends, to be calculated for this purpose over the period ending on the day this amount is made payable. The authorization relates to all issued and outstanding preference shares at the date of the repurchase, but the repurchase can be made in one or more transactions. This authorization shall be granted for a period of 18 months commencing on 8 May 2026.

If granted, the authorization will replace the authorization granted to the Executive Board at the AGM of 9 May 2025.

This agenda item will also be put on the agenda of the Annual General Meetings of Shareholders of the following years up to and including the AGM of 2028 unless the preference shares will have been repurchased or converted into ordinary shares earlier.

e. Designation of the Executive Board as the corporate body authorized to grant rights to subscribe for ordinary shares and exclude pre-emption rights for purposes of the conversion of preference shares into ordinary shares

In accordance with the articles of association of the Company, preference shares may be converted into ordinary shares by resolution of the Executive Board that has been approved by the Supervisory Board under the conversion ratio described in the articles of association, either (i) through a direct reversed stock split and conversion, (ii) through an acquisition of preference shares by the Company and simultaneous issuance of new ordinary shares or (iii) a combination of both.

To accommodate the conversion method described under (ii), it was resolved in the EGM of 28 March 2023 and most recently in the AGM of 9 May 2025 to designate the Executive Board as the corporate body authorized to resolve to grant to holders of the preference shares a right to subscribe for ordinary shares which is exercisable on the condition that simultaneous to the issuance of ordinary shares they transfer the preference shares that they intend to convert to the Company for no consideration. The granting of this right requires authorizing the Executive Board as the corporate body authorized to resolve to grant rights to subscribe for ordinary shares and exclude related pre-emption rights. This authorization was exclusively requested for the purpose of the conversion of the preference shares into ordinary shares in accordance with the terms of the preference shares and was subject to the condition set out above and in accordance with the conversion ratio set out in the articles of association. These rights have not been used thus far.

In connection with the foregoing, it is therefore proposed to designate the Executive Board again as the corporate body authorized to grant rights to subscribe for ordinary shares to (future) holders of preference shares, and to exclude pre-emption rights, up to a total maximum number of 7.5 million ordinary shares at a rate of EUR 12.00 per ordinary share. This designation shall be made for a period of 18 months commencing on 8 May 2026.

If granted, the proposed designation will replace the designation granted to the Executive Board at the AGM of 9 May 2025.

This agenda item will also be put on the agenda of the Annual General Meetings of Shareholders of the following years up to and including the AGM of 2028 unless the preference shares are repurchased or converted earlier.