

## Notice

The Annual General Meeting of Shareholders ('AGM') of Sif Holding N.V. (the 'Company') will be held on **Friday 12 May 2023 at 14:00 hours** in Informatie Centrum Futureland at Europaweg 902, harbournumber 8360, 3199 LC Maasvlakte Rotterdam (telephone +31 10 252 2520). The AGM will be webcast live and is accessible through the link on the homepage of the website of the Company. Attendees are offered the opportunity to participate in a guided factory tour prior to 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 14 April 2023 (the "Registration Date") are 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 AGM, or their proxies who have access to the meeting and 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 Friday 5 May 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 Saturday 15 April 2023 and Friday 5 May 2023 no later than 17:00 hours. The intermediaries concerned must provide, no later than 13:00 hours on Monday 8 May 2023, 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. 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 pledgees with the 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 with regard to registration, authorize Fons van Lith of Sif Holding N.V. and any civil law notary of the law firm of Allen & Overy, 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](http://www.abnamro.com/evoting), ultimately on Friday 5 May 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 N.V. ([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, together with the statement of entitlement provided by the intermediary, should be received by ABN AMRO Bank N.V., via [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) before 17:00 hours on Friday 5 May 2023.

### Program

The program for 12 May 2023:

- 10:00 hrs CET doors open
- 10:30 hrs CET dress up safety gear
- 11:00 hrs CET guided factory tour
- 13:00 hrs CET sandwich
- 14:00 hrs CET start AGM

Participation in the guided factory tour is only possible if registered before 5 May 2023 with indication of shoe-size for safety shoes. Registrations for the tour can be sent to a.vandenberg@sif-group.com.

### **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 25,501,356 common shares with 20 votes each and 50,000 preference shares with one vote each. In total 510,077,120 votes may be cast on these shares.

### **Meeting Documents**

The agenda with the explanatory notes thereto and the 2022 annual report, including the 2022 financial statements, CV's and the 2022 remuneration report (the '**Meeting Documents**'), can be obtained free of charge at the website of the Company or by contacting ABN AMRO Bank N.V. (ABN AMRO) 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 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 'Futureland'. Parking is free of charge at Futureland and the parking area has a number of 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, including FutureLand. The Maasvlaktehopper runs from Vlaardingen East and Brielle Busstation Ruggie. If you want to use this bus line, you need to book at least 30 minutes in advance by telephone on +31 (0)88-655 77 24 or make an online reservation. Visit EBS for timetables and current information. Please note: the Maasvlaktehopper only runs on weekdays.

Futureland's doors open at 10:00 hrs. Coffee will be served from that time.

## **Agenda**

1. Opening
2. Announcements
3. The Annual Report for the 2022 financial year:
  - a. *Presentation by the Executive Board and discussion of the Executive Board Report*
  - b. *Discussion of the Supervisory Board Report*
  - c. *Approval of the Remuneration Report (advisory vote)*
  - d. *Approval of the 2022 financial statements (vote)*
  - e. *Discharge of the members of the Executive Board for their duties in 2022 (vote)*
  - f. *Discharge of the members of the Supervisory Board for their duties in 2022 (vote)*
4. Update on strategic plans for the adjustment and expansion of the Company's production facilities to allow for larger and heavier foundations for offshore wind energy

5. 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 Angelique Heckman as a member of the Supervisory Board (vote)*
  - d. *Notification of the end of the appointment term of Peter Gerretse as member of the Supervisory Board at closing of the Annual General Meeting of Shareholders 2024 in accordance with the rotation schedule*
  - e. *Approval of the remuneration of the appointed Supervisory Board member (vote)*
6. Re-appointment of the auditor for the financial year 2023 (vote)
7. Authorization of the Executive Board
  - a) *Authorization of the Executive Board to acquire shares in the capital of the Company (vote)*
  - b) *Authorization of the Executive Board to issue shares and grant rights to subscribe for shares in the capital of the Company (vote)*
  - c) *Authorization of the Executive Board to restrict or exclude pre-emptive rights (vote)*
8. Any other business and closing

The Executive Board and the Supervisory Board

Roermond, 30 March 2023.

### Agenda item 3

#### **The Annual Report for the 2022 financial year**

The Annual Report for the 2022 financial year, which includes the Executive Board Report, the Supervisory Board Report, the Remuneration Report, the Corporate Governance Report and the Financial Statements for the financial year, was published on the website of Sif Holding N.V., [www.sif-group.com](http://www.sif-group.com), on 30 March 2023 and since that date has also been available for inspection at the Company's office in Roermond. During the Meeting, the Executive Board will elaborate on this Annual Report.

#### **c) Advisory vote on the 2022 Remuneration Report**

The remuneration report of the Company for the 2022 financial year is included in the Annual Report for the 2022 financial year. This agenda item concerns an advisory vote on the remuneration report.

#### **d) Approval of the 2022 Financial Statements**

The financial statements of the Company for the 2022 financial year are included in the Annual Report for the 2022 financial year. This agenda item concerns the proposal to approve these financial statements.

#### **e) Discharge of the Executive Board**

This agenda item concerns the proposal to discharge all members of the Executive Board for their duties during the 2022 financial year. This discharge is in respect of the Executive Board's performance of its duties insofar as this is apparent from the Annual Report for the 2022 financial year or from other information provided to the General Meeting of Shareholders.

#### **f) Discharge of the Supervisory Board**

This agenda item concerns the proposal to discharge all members of the Supervisory Board for their duties during the 2022 financial year. This discharge is in respect of the Supervisory Board's performance of its duties insofar as this is apparent from the Annual Report for the 2022 financial year or from other information provided to the General Meeting of Shareholders.

### Agenda item 4

The Company took a Final Investment Decision on 13 February 2023 to invest €328 million in expansion of the production facilities of the Company to allow for larger and heavier foundations for offshore wind energy. A press release was issued on 13 February 2023 to explain the merits of the plan and these were elaborated on during a capital markets day on 17 March 2023.

The Executive Board and Supervisory Board will provide an update on the project.

### Agenda item 5

#### **Appointment of Supervisory Board member**

This agenda item concerns the proposal to appoint Mrs. Angelique Heckman 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. Mrs Heckman is nominated following an enhanced recommendation by the Works Council. A CV that holds the information mentioned in art. 2:142 DCC for the nominated candidate is published together with this convocation notice and agenda.

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

In accordance with the rotation schedule, the appointment of André Goedée and Caroline van den Bosch will lapse by the end of this AGM of 12 May 2023. Both members of the Supervisory Board are not available for reappointment.

In accordance with the articles of association, the Supervisory Board has determined that effective as of the end of this AGM, the Supervisory Board will consist of four members.

As a result, there will be one vacancy in the Supervisory Board as of the end of this AGM.

It is the intention of the Supervisory Board to appoint a fifth member of the Supervisory Board as soon as a suitable candidate has been found.

Caroline van den Bosch was appointed member of the Supervisory Board on the basis of an enhanced recommendation by the Works Council. The vacancy applies to the position of André Goedée.

**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 Angelique Heckman 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 appoint Mrs Heckman as member of the Supervisory Board for a term of 4 years until the end of the Annual General Meeting to be held in 2027. Mrs Heckman is nominated for appointment in accordance with the enhanced recommendation of the Works Council of Sif Holding N.V.

**d) Notification of the end of the appointment term of Peter Gerretse as member of the Supervisory Board at closing of the Annual General Meeting of Shareholders 2024 in accordance with the rotation schedule**

The Supervisory Board informs the meeting that in accordance with the rotation schedule, the appointment term of Peter Gerretse as member of the Supervisory Board will lapse at closing of the Annual General Meeting of Shareholders 2024.

**e) 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.

#### Agenda item 6

##### **Re-appointment of the auditor**

This agenda item concerns the proposal by the Supervisory Board, at the recommendation of the Company's Audit Committee, to re-appoint Ernst & Young Accountants LLP ('EY') as the Company's external auditor for the financial year 2023, granting EY the instruction to audit the Company's annual accounts and annual reports over these financial years. In connection with this proposal, the services and functioning of EY for the Company have been evaluated and this proposal has been based on the positive outcome of this evaluation. In order to safeguard continuity and consistency in the Company's external audit and in view of EY's effective and efficient services during prior years, their audit fees and reliability, it is proposed to extend EY's existing engagement to the financial year 2023. EY has been the auditor of Sif since 2007 and of Sif Holding N.V. since the IPO in 2016.

#### Agenda item 7

##### **a) Authorization of the Executive Board to acquire shares in the capital of the Company**

This proposal concerns the authorization of the Executive Board, for a period of 18 months commencing on 12 May 2023 and with the approval of the Supervisory Board, to acquire shares (or certificates of shares) in its own capital for the Company by whatever means other than free of charge, including by means of derivatives, stock exchange transactions, private transactions, block trades or otherwise. It is proposed that this authorization is restricted to 10% of the issued and paid-up capital as at 12 May 2023 and to the acquisition of shares at a price per share that is between the nominal value per share and 110% of the average of the closing price on the last five trading days on Euronext Amsterdam prior to the day of the acquisition concerned.

The proposed authorization will replace the authorization granted to the Executive Board at the AGM in 2022 and is in addition to the authorization to repurchase preference shares granted to the Executive Board on 28 March 2023 during the extraordinary general meeting of shareholders of the Company.

##### **b) Authorization to issue shares as well as grant rights to subscribe for shares in the capital of the Company**

This proposal concerns the designation of the Executive Board to, for a period of 18 months commencing on 12 May 2023 and with the approval of the Supervisory Board, issue shares and grant rights to subscribe for shares. This designation of the Executive Board shall be restricted to 10% of the issued and paid-up capital as at 12 May 2023. The requested designation replaces the designation granted in the annual general meeting of 12 May 2023, but is in addition to the one-time designation to issue shares and grant rights to subscribe for shares as was granted on 28 March 2023 during the extraordinary general meeting of shareholders of the Company.

##### **c) Authorization to restrict or exclude the pre-emptive rights**

This proposal concerns the designation of the Executive Board to, for a period of 18 months commencing on 12 May 2023 and with the approval of the Supervisory Board, restrict or exclude the 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 7(b). The requested designation replaces the designation granted in the annual general meeting of 12 May 2023, but comes in addition to the designation that was granted on 28 March 2023 during the extraordinary general meeting of shareholders of the Company.