

TITAN

Public limited liability company (société anonyme)
Place Sainte-Gudule 14, 1000 Brussels, Belgium
Register of Legal Entities (Brussels, French-speaking division): 0699.936.657

CONVENING NOTICE

TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON 8 MAY 2026

The Board of Directors of Titan SA (the *Company*) is pleased to invite the shareholders of the Company to the Annual General Meeting of Shareholders (the *Meeting*) to be held on Friday, 8 May 2026 at 11:00 a.m. CET, at the Four Seasons Hotel in Limassol, Cyprus (67-69 Amathountos Avenue, Ag. Tychonas, 4532 Limassol, Cyprus).

Shareholders who wish to participate at the Meeting without attending in person have the option to do so by proxy or by voting by correspondence before the Meeting. Further instructions as to the modalities of participation are set out below.

Agenda of the Meeting

1. Annual Report of the Board of Directors and report of the statutory auditor on the annual accounts of the Company for the financial year ended 31 December 2025.

Comment on the agenda item: The Board of Directors requests the Meeting to take note of the Annual Report of the Board of Directors and the statutory auditor's report on the annual accounts relating to the financial year closed on 31 December 2025. Both reports are available on the Company's website (<https://ir.titanmaterials.com/en/shareholder-center/annual-general-meetings>).

2. Presentation of the consolidated annual accounts relating to the financial year ended 31 December 2025, the consolidated report of the Board of Directors on these accounts (including the Sustainability Statement), the statutory auditor's report on these accounts and the limited assurance report of the Statutory Auditor on the sustainability information for the accounting year ended 31 December 2025.

Comment on the agenda item: The Board of Directors requests the Meeting to take note of the consolidated annual accounts relating to the financial year closed on 31 December 2025, the consolidated report of the Board of Directors on these accounts (including the Sustainability Statement), the statutory auditor's report on these accounts and the limited assurance report of the statutory auditor on the sustainability information for the accounting year closed on 31 December 2025. These documents are available on the Company's website (<https://ir.titanmaterials.com/en/shareholder-center/annual-general-meetings>).

- 3. Approval of the Statutory Annual Accounts for the financial year ended 31 December 2025, including the allocation of profits and approval of the distribution of a gross dividend of EUR 1.10 per share.**

Proposed resolution: Approval of the Statutory Annual Accounts relating to the financial year ended 31 December 2025 and the appropriation of results for the financial year setting a gross dividend of EUR 1.10 per share. The dividend will be payable on 7 July 2026.

- 4. Approval of the Remuneration Report for the financial year ended 31 December 2025.**

Proposed resolution: Approval of the Remuneration Report presented by the Board of Directors, as prepared by the Remuneration Committee and included in the Annual Report.

- 5. Discharge of the members of the Board of Directors from any liability arising from the performance of their duties during the financial year ended 31 December 2025.**

Proposed resolution: The Meeting decides to discharge the following persons from any liability arising from the exercise of their mandate as directors during the financial year ended on 31 December 2025:

William-John Antholis (until 7 February 2025), Andreas Artemis, Marcel-Constantin Cobuz, Michael Colakides, Haralambos David, Lyn-Mary Grobler, Paula Hadjisotiriou, Leonidas Kanellopoulos, Natalia Nikolaidi, Ioannis Paniaras (until 7 February 2025), Dimitrios Papalexopoulos, Alexandra Papalexopoulou, Kyriakos Riris, Sandra Soares Santos (until 7 February 2025), Dimitris Tsitsiragos, and Vassilios Zarkalis (until 7 February 2025).

- 6. Discharge of the statutory auditor of the Company from any liability arising from the performance of his duties during the financial year ended 31 December 2025.**

Proposed resolution: The Meeting decides to discharge the statutory auditor of the Company, PwC Réviseurs d'Entreprises SRL, with registered office at 1831 Diegem, 5 Culliganlaan, Brussels, represented by Didier Delanoye, from any liability for the performance of its mandate during the financial year ended on 31 December 2025.

- 7. Approval of the co-optation by the Board of Directors of Ms. Stella Kyriakides as independent director.**

Comment on the agenda item: Upon recommendation of the Nomination Committee, the Board of Directors proposes to the Meeting to confirm the co-optation of Ms. Stella Kyriakides as independent director and to confirm the decisions of the Board of Directors dated 30 December 2025 and 2 February 2026 to appoint her through cooptation as an independent director as of 3 February 2026 to complete the term of the mandate of Ms. Natalia Nikolaidi, namely until the annual general meeting of shareholders of 2026. The CV of Ms. Stella Kyriakides is available on the Company's website (<https://www.titanmaterials.com/about-us/corporate-governance/board-of-directors/>).

Proposed resolution: Approval of the cooptation of Ms. Stella Kyriakides as independent director of the Company as of 3 February 2026 to complete the term of the mandate of Ms. Natalia Nikolaidi, namely until the annual general meeting of shareholders of 2026.

- 8. Appointment and renewal of the members of the Board of Directors.**

Comment on the agenda item: *The mandates of the current members of the Board of Directors, i.e. of Mr. Andreas Artemis, Mr. Marcel-Constantin Cobuz, Mr. Michael Colakides, Mr. Haralambos David, Ms. Lyn-Mary Grobler, Ms. Paula Hadjisotiriou, Mr. Leonidas Kanellopoulos, Ms. Stella Kyriakides, Mr. Dimitrios Papalexopoulos, Ms. Alexandra Papalexopoulou, Mr. Kyriakos Riris, and Mr. Dimitris Tsitsiragos, expire immediately after this Meeting. Upon recommendation of the Nomination Committee, it is proposed to the Meeting to:*

I. *renew the mandates of:*

- *Mr. Andreas Artemis, Mr. Haralambos David, Ms. Lyn-Mary Grobler, Ms. Paula Hadjisotiriou, Ms. Stella Kyriakides, and Mr. Dimitris Tsitsiragos as independent directors of the Company for a one-year term expiring at the end of the annual general meeting of shareholders to be held in 2027. The above directors fulfil the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code. The Board of Directors confirms having no indication of any element that could cast doubt on their independence.*
- *Mr. Dimitrios Papalexopoulos as non-executive director of the Company for a one-year term expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- *Mr. Marcel-Constantin Cobuz, Mr. Michael Colakides, Mr. Leonidas Kanellopoulos, and Ms. Alexandra Papalexopoulou as executive directors of the Company for a one-year term expiring at the end of the annual general meeting of shareholders to be held in 2027.*

The CVs of the current members of the Board of Directors are available on the Company's website (<https://www.titanmaterials.com/about-us/corporate-governance/board-of-directors/>).

II. *appoint Mr. Stavros Pantzaris as independent director of the Company for a one-year term expiring at the end of the annual general meeting of shareholders to be held in 2027. Mr. Pantzaris fulfils the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code. The Board of Directors confirms having no indication of any element that could cast doubt on his independence.*

The CV of Mr. Stavros Pantzaris is available on the Company's website (<https://ir.titanmaterials.com/en/shareholder-center/annual-general-meetings/>).

The members of the Board of Directors will be remunerated for their mandate in accordance with the Remuneration Policy which is submitted for approval to this Meeting.

Proposed resolutions:

- a. *Renewal of the mandate of Mr. Andreas Artemis as independent director of the Company for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- b. *Renewal of the mandate of Mr. Marcel-Constantin Cobuz as executive director of the Company, for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- c. *Renewal of the mandate of Mr. Michael Colakides as executive director of the Company, for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*

- d. *Renewal of the mandate of Mr. Haralambos David as independent director of the Company for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- e. *Renewal of the mandate of Ms. Lyn-Mary Grobler as independent director of the Company for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- f. *Renewal of the mandate of Ms. Paula Hadjisotiriou as independent director of the Company for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- g. *Renewal of the mandate of Mr. Leonidas Kanellopoulos as executive director of the Company, for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- h. *Renewal of the mandate of Ms. Stella Kyriakides as independent director of the Company for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- i. *Renewal of the mandate of Mr. Dimitrios Papalexopoulos as non-executive director of the Company, for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- j. *Renewal of the mandate of Ms. Alexandra Papalexopoulou as executive director of the Company, for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- k. *Renewal of the mandate of Mr. Dimitris Tsitsiragos as independent director of the Company for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*
- l. *Appointment of Mr. Stavros Pantzaris as independent director of the Company for a term of one year expiring at the end of the annual general meeting of shareholders to be held in 2027.*

9. Amendment of the Remuneration Policy of the Company.

Comment on the agenda item: *Upon proposal of the Remuneration Committee, the Board of Directors proposes to the Meeting to take note of and approve certain revisions to the Remuneration Policy. A copy of the proposed amended Remuneration Policy is available on the Company's website (<https://ir.titanmaterials.com/en/shareholder-center/annual-general-meetings>).*

Proposed resolution: *Approval of the amendment of the Remuneration Policy of the Company effective as of 1 January 2026.*

10. Approval, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, of provisions granting rights to third parties, which could materially affect the Company's assets or could impose a material debt or obligation on the Company, where the exercise of those rights is dependent on a public take-over bid or a change of control in the Company (such provisions are common in international loan documentation, but under Belgian law require the approval of the General Meeting of Shareholders).

Proposed resolution: Approval, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, of the provisions granting rights to third parties, which could materially affect the Company's assets or could impose a material debt or obligation on the Company where the exercise of those rights is dependent on a public take-over bid or change of control in the Company,

(A) included in the agreements below:

- a. EUR 350,000,000 3.50 per cent Guaranteed Notes due 2031 issued by TITAN Global Finance PLC and guaranteed by the Company;*
- b. a facility agreement of EUR 230,000,000, dated 25 July 2025, with Titan Global Finance Plc as borrower, the Company as borrower and guarantor, and among other banks, HSBC Bank Plc as agent¹;*
- c. an amendment of a EUR 120,000,000 bond loan, dated 28 June 2024, between Titan Cement Company S.A. as issuer, the Company as guarantor, and Alpha Bank S.A. as bondholder agent and paying agent;*
- d. a renewal of a USD 40,000,000 facility agreement, originally dated 01 July 2014, as amended from time to time, between TITAN America LLC as borrower, HSBC BANK USA as lender and the Company as guarantor;*
- e. a renewal of a USD 45,000,000 facility agreement, originally dated 30 November 2016, as amended from time to time, between TITAN America LLC as borrower, Wells Fargo Bank as lender and the Company as guarantor;*
- f. a renewal of a USD 60,000,000 facility agreement, originally dated 08 July 2020, as amended from time to time, between TITAN America LLC as borrower, CITIBANK N.A. as lender and the Company as guarantor; and*

(B) which are or will be included in any other new agreement or instrument under which the Company:

- i. raises or guarantees in favour of subsidiary or affiliated companies, any financing (by way of bilateral, club-deal or syndicated financing transactions, the issue of bonds, notes, debentures, loan stock or similar instrument (including by way of private placement), any leasing transactions or factoring arrangements and more generally any other transaction that has the commercial effect of a borrowing), which are used for general corporate purposes (including, but not limited to, financing working capital, capital expenditure, acquisitions, investments, refinancing transactions and equity related distributions) of the Company and/or its subsidiaries, subject to the aggregate total principal amount committed under all financing transactions that include such provisions not exceeding EUR 500,000,000 (five hundred million Euros, or its equivalent in other currencies calculated at the time of entering into the relevant financing transaction);*

¹ It is noted that this agreement was previously approved by the Annual General Meeting held on 8 May 2025 under Item 12(B)(i) as an agreement to be entered into. As the agreement has since been concluded, it is resubmitted to the Meeting for approval.

- ii. enters into or guarantees any derivative transaction entered into in the ordinary course of business of the Company and/or any of its subsidiaries (other than for speculative purposes) in order to provide protection against fluctuations in any rate or price or to take advantage thereof.

11. Power of attorney.

Proposed resolution: The Meeting decides to grant a special power of attorney to Messrs. Michael Colakides, Grigorios Dikaaios, Nikolaos Andreadis, Nikolaos Birakis, Spyridon Hadjinicolaou, as well as to Sophie Rutten, Jasper Clarys and Susana Gonzales or any other lawyer or associate of Allen Overy Shearman Sterling (Belgium) LLP, each acting independently, in order to draft, execute and sign all documents, instruments, acts and formalities and to give all necessary or useful instructions to implement the aforementioned resolutions, including, but not limited to, the filing of the annual accounts and the consolidated annual accounts closed on 31 December 2025, and the annual report and the statutory auditor's report relating thereto, with the National Bank of Belgium, the publication of the appointments and extracts of the resolutions and the completion of the necessary publication formalities, with the right to delegate.

Admission Formalities

Any shareholder wishing to attend, participate in and vote at the Meeting, whether in person, by proxy or by correspondence before the Meeting, must:

1. Register the ownership of the shares in their name on the fourteenth calendar day preceding the date of the Meeting, **i.e. on Friday, 24 April 2026, at 12:00 midnight CET (the *Record Date*)** either through their registration in the shareholders' register of the Company in the case of shareholders holding **registered shares**, or through book-entry in the accounts of an authorised account holder or clearing institution in the case of shareholders holding **dematerialised shares**. Only persons who are shareholders on the Record Date are entitled to participate and to vote at the Meeting.
2. Notify the Company or the person designated by the Company of their intention to participate in the Meeting, as well as the number of shares for which they intend to vote. The notification form (Notice of attendance) is available on the Company's website (link: <https://ir.titanmaterials.com/en/shareholder-center/annual-general-meetings>). The signed form must be sent electronically by email to the following address general-meeting@titanmaterials.com. **The Company must receive this notification at the latest on the sixth calendar day preceding the day of the Meeting, i.e. at the latest on Saturday, 2 May 2026.**

Shareholders holding shares via Euroclear can also notify the Company through the platform of ABN AMRO by following the link www.abnamro.com/evoting **within the same period as indicated above, i.e. until Saturday, 2 May 2026 at the latest.**

In addition, owners of dematerialised shares must, at the latest on the same above day, **i.e. on Saturday, 2 May 2026**, provide the Company (or the person designated by the Company), with a certificate issued by financial intermediary certifying the number of shares owned on the Record Date by the relevant shareholder and for which it has notified its intention to participate in the Meeting. The certificate should be submitted electronically by a financial intermediary via www.abnamro.com/intermediary.

Voting by Proxy

Any shareholder wishing to be represented at the Meeting by a proxy holder must designate their proxy holder using the form prepared by the Company, which is available on the Company's website (link: <https://ir.titanmaterials.com/en/shareholder-center/annual-general-meetings>). The appointment of a proxy holder may take place in paper form or electronically. **The signed paper form must be received by the Company at the latest on the sixth calendar day preceding the day of the Meeting, i.e. by Saturday, 2 May 2026 at the latest.** The shareholders are kindly requested to send the signed form electronically to the e-mail address general-meeting@titanmaterials.com within the abovementioned period.

Shareholders holding shares via Euroclear may also appoint their proxy electronically, through the platform of ABN AMRO (link: www.abnamro.com/evoting), if the shareholder's financial intermediary is affiliated to such platform. **The electronic form must be completed and submitted through the platform of ABN AMRO at the latest on the sixth calendar day preceding the day of the Meeting, i.e. by Saturday, 2 May 2026 at the latest.**

Remote Voting by Correspondence

In accordance with Article 36 of the Company's Articles of Association, any shareholder may vote remotely by correspondence, using the form available on the Company's website (link: <https://ir.titanmaterials.com/en/shareholder-center/annual-general-meetings>), provided that they have complied with the admission formalities referred above.

The duly completed and signed form must be sent electronically to the e-mail address general-meeting@titanmaterials.com **six calendar days before the Meeting at the latest, i.e. by Saturday, 2 May 2026 at the latest.**

Amendment to the Agenda

One or more shareholders holding together at least 3% of the Company's share capital may request for items to be added to the agenda and may submit resolution proposals with regard to existing agenda items or new items to be added to the agenda, provided that they prove holding of such shareholding as at the date of their request, in accordance with the above-mentioned Admission Formalities.

The Company must receive the new agenda items and/or resolution proposals to be added to the agenda via a signed paper form or electronically at the address general-meeting@titanmaterials.com, at the latest on the twenty-second calendar day preceding the date of the Meeting, i.e. **on Thursday, 16 April 2026, at the latest.** The Company shall publish a revised agenda at the latest on the fifteenth day preceding the date of the Meeting, i.e. **on Thursday, 23 April 2026 at the latest.**

Questions

Shareholders may submit questions relating to the items of the agenda during the Meeting or in writing to the members of the Board of Directors and/or to the statutory auditor who will answer the questions asked provided that the shareholder asking them has complied with the abovementioned Admission Formalities. The Company must receive the written questions no later than the sixth day preceding the meeting, i.e. **no later than Saturday, 2 May 2026**.

Availability of Documents

The annual report and the documents required by the law to be made available to shareholders, together with this convening notice, are available on the Company's website (link: <https://ir.titanmaterials.com/en/shareholder-center/annual-general-meetings>), including the proxy form and the form to vote by correspondence.

Communication with the Company

Prior written questions concerning items on the agenda, requests to amend the agenda of the Meeting, forms of remote voting by correspondence, forms to appoint proxyholders, all certificates and other documents which must be communicated to the Company pursuant to the present convening notice must be addressed to Titan SA, Place Sainte-Gudule 14, 1000 Brussels, Belgium (tel: +30 210 2591 257 / e-mail: general-meeting@titanmaterials.com) or to Titan SA, 12 Andrea Zakou and Michail Paridi street, MC Building, Egkomi, 2404 Nicosia, Cyprus (tel: +30 210 2591 257 / e-mail: general-meeting@titanmaterials.com) in accordance with the modalities specified in the present convening notice.

Data Protection

The Company takes privacy and security of the personal data that it receives from shareholders in the context of the Meetings very seriously. Shareholders may consult the Privacy Notice for Shareholders for information about the processing of their personal data and the rights to which they are entitled under the General Data Protection Regulation (Regulation (EU) 2016/679). This Privacy Notice is available on the Company's website (link: https://ir.titanmaterials.com/Uploads/Privacy_Notice_for_shareholders_EN.pdf).

On behalf of the Board of Directors