



**CONVENING NOTICE
TO THE ORDINARY SHAREHOLDERS' MEETING OF 5 MAY 2026**

Syensqo SA (the "Company") hereby convenes its shareholders to attend the **Ordinary Shareholders' Meeting** to be held on **Tuesday 5 May 2026**, at **10.30 a.m. CEST**, at **SQUARE Brussels, Mont des Arts, 1000 Brussels, Belgium**, in order to deliberate on the agenda set out below.

Applicable participation formalities are set out below.

The Shareholders' Meeting will be organised in a hybrid manner, both in person and virtually through webcast (Lumi Connect platform). Shareholders can participate physically in the Shareholders' Meeting or exercise their rights either by granting a proxy form or by a vote by correspondence form. Alternatively, shareholders can participate and vote live in a virtual and interactive manner at the Shareholders' Meeting by using the Lumi Connect platform. A document explaining the different steps to follow for the use of the Lumi Connect platform will be available on our website.

There is no quorum requirement for the Ordinary Shareholders' Meeting. Each share is entitled to one vote. Resolutions are validly adopted if at least the majority of the votes cast is in favor of a proposed resolution.

AGENDA

1. Reports and annual accounts

- 1.1. Acknowledgment of the management report for the financial year 2025 - and the statutory auditor's report for the financial year 2025**
- 1.2. Acknowledgment of the consolidated annual accounts for the financial year 2025 – and the report of the statutory auditor on the consolidated annual accounts**
- 1.3. Approval of the statutory annual accounts for the financial year 2025 – Allocation of profit and determination of the dividend**

Proposed resolution: it is proposed to approve the statutory annual accounts for the financial year 2025 and the allocation of profit for the financial year and to set the gross dividend per share at EUR 1.62 payable as from May 18, 2026.

2. Discharge to the Directors and to the Statutory Auditor

- 2.1. Discharge to the directors for the performance of their mandate during the financial year 2025**

Proposed resolution: it is proposed to grant discharge to the directors for the performance of their mandate during the financial year 2025.

2.2. Discharge to the statutory auditor for the performance of its mandate during the financial year 2025

Proposed resolution: it is proposed to grant discharge to the statutory auditor for the performance of its mandate during the financial year 2025.

3. Remuneration Report

Proposed resolution: it is proposed to approve the 2025 remuneration report, included in the Corporate Governance Statement section of the management report for the financial year 2025.

4. Appointment of directors

Following Mrs. Nadine Leslie's decision to step down from her mandate as independent director, effective June 30, 2025, in light of her other professional commitments, the Board of Directors has, as from July 17, 2025 and upon the recommendation of the Nomination Committee, appointed Ms. Cynthia Arnold, as an independent non-executive director of the Company by means of co-optation in accordance with Article 7:88 of the BCCA and Article 14 of the Company's Articles of Association, until the Ordinary Shareholders' Meeting of 2026. The appointment of Ms. Cynthia Arnold, as a member of the Board of Directors by way of co-optation must be confirmed by this Ordinary Shareholders' Meeting in order for this mandate to continue. Based on the information provided to the Company, Ms. Cynthia Arnold meets the independence criteria stipulated by Article 7:87 of the BCCA, by Principle 3.5 of the 2020 Belgian Code of Corporate Governance and by Article 5.2.4 of the Corporate Governance Charter of the Company. The Board of Directors confirms that it has no indication to question the independence of the proposed candidate director.

Following Mr. Matti Lievonon's decision to step down from his mandate as independent director, effective July 15, 2025, in light of his other professional commitments, the Board of Directors has, as from July 17, 2025 and upon the recommendation of the Nomination Committee, appointed Mr. Augusto Di Donfrancesco, as non-executive director of the Company by means of co-optation in accordance with Article 7:88 of the BCCA and Article 14 of the Company's Articles of Association, until the Ordinary Shareholders' Meeting of 2026. The appointment of Mr. Augusto Di Donfrancesco, as a member of the Board of Directors by way of co-optation must be confirmed by this Ordinary Shareholders' Meeting in order for this mandate to continue.

Following the Board's decision to appoint Mr. Michael Radossich as CEO of the Company, effective January 1, 2026, Mrs. Ilham Kadri stepped down as executive director and CEO of the Company and the Board of Directors has, as from January 1, 2026 and upon the recommendation of the Nomination Committee, appointed Mr. Michael Radossich as executive director of the Company by means of co-optation in accordance with Article 7:88 of the BCCA and Article 14 of the Company's Articles of Association, until the Ordinary Shareholders' Meeting of 2026. The appointment of Mr. Michael Radossich, as a member of the Board of Directors by way of co-optation must be confirmed by this Ordinary Shareholders' Meeting in order for this mandate to continue.

Following Mr. Roeland Baan's decision to step down from his mandate as independent director, effective March 2, 2026, in light of his other professional commitments, the Board of Directors has, as from March 2, 2026 and upon the recommendation of the Nomination Committee, appointed Mr. Miguel Mantas, as an independent non-executive director of the Company by means of co-optation in accordance with Article 7:88 of the BCCA and Article 14 of the Company's Articles of Association, until the Ordinary Shareholders' Meeting of 2026. The appointment of Mr. Miguel Mantas, as a member of the Board of Directors by way

of co-optation must be confirmed by this Ordinary Shareholders' Meeting in order for this mandate to continue. Based on the information provided to the Company, Mr. Miguel Mantas meets the independence criteria stipulated by Article 7:87 of the BCCA, by Principle 3.5 of the 2020 Belgian Code of Corporate Governance and by Article 5.2.4 of the Corporate Governance Charter of the Company. The Board of Directors confirms that it has no indication to question the independence of the proposed candidate director.

Following Ms. Rosemary Thorne's decision to step down from her mandate as independent director, effective March 31, 2026, the Board of Directors has, as from April 1, 2026 and upon the recommendation of the Nomination Committee, appointed Mrs Martine Snels, as an independent non-executive director of the Company by means of co-optation in accordance with Article 7:88 of the BCCA and Article 14 of the Company's Articles of Association, until the Ordinary Shareholders' Meeting of 2026. The appointment of Mrs Martine Snels, as a member of the Board of Directors by way of co-optation must be confirmed by this Ordinary Shareholders' Meeting in order for this mandate to continue. Based on the information provided to the Company, Mrs Martine Snels meets the independence criteria stipulated by Article 7:87 of the BCCA, by Principle 3.5 of the 2020 Belgian Code of Corporate Governance and by Article 5.2.4 of the Corporate Governance Charter of the Company. The Board of Directors confirms that it has no indication to question the independence of the proposed candidate director.

The curriculum vitae of the candidate-directors are available on Syensqo's website.

Proposed resolutions: upon recommendations by the Nomination Committee and upon proposals of the Board of Directors, it is proposed to:

- 4.1. *acknowledge the stepping down of Mrs. Nadine Leslie, effective June 30, 2025, Mr. Matti Lievonon, effective July 15, 2025, Mrs. Ilham Kadri, effective December 31, 2025, Mr. Roeland Baan, effective March 2, 2026, and Ms. Rosemary Thorne, effective March 31, 2026, from their mandate as directors of the Company.*
- 4.2. *confirm the co-optation of Mrs. Cynthia Arnold as non-executive director, and appoint her for a period of four (4) years, until the close of the Ordinary Shareholders' Meeting to be held in 2030. Her remuneration is set in accordance with the Remuneration Policy.*
- 4.3. *acknowledge that (i) from the information made available to the Company, Mrs. Cynthia Arnold meets the independence criteria stipulated by Article 7:87 of the BCCA, by Principle 3.5 of the 2020 Belgian Code of Corporate Governance and by Article 5.2.4 of the Governance Charter of the Company and that (ii) the Board of Directors confirms that it has no indication to question the independence of the proposed candidate director, and consequently, appoint Mrs. Cynthia Arnold as independent director.*
- 4.4. *confirm the co-optation of Mr. Augusto Di Donfrancesco, as non-executive director, and appoint him for a period of four (4) years, until the close of the Ordinary Shareholders' Meeting to be held in 2030. His remuneration is set in accordance with the Remuneration Policy.*
- 4.5. *confirm the co-optation of Mr. Michael Radossich, as executive director, and to appoint him for a period of four (4) years, until the close of the Ordinary Shareholders' Meeting to be held in 2030. His remuneration is set in accordance with the Remuneration Policy.*
- 4.6. *confirm the co-optation of Mr. Miguel Mantas as non-executive director, and to appoint him for a period of four (4) years, until the close of the Ordinary Shareholders' Meeting to be held in 2030. His remuneration is set in accordance with the Remuneration Policy.*

- 4.7. *acknowledge that (i) from the information made available to the Company, Mr. Miguel Mantas meets the independence criteria stipulated by Article 7:87 of the BCCA, by Principle 3.5 of the 2020 Belgian Code of Corporate Governance and by Article 5.2.4 of the Governance Charter of the Company and that (ii) the Board of Directors confirms that it has no indication to question the independence of the proposed candidate director, and consequently, appoint Mr. Miguel Mantas as independent director.*
- 4.8. *confirm the co-optation of Mrs Martine Snels as non-executive director, and appoint her for a period of four (4) years, until the close of the Ordinary Shareholders' Meeting to be held in 2030. Her remuneration is set in accordance with the Remuneration Policy.*
- 4.9. *acknowledge that (i) from the information made available to the Company, Mrs Martine Snels meets the independence criteria stipulated by Article 7:87 of the BCCA, by Principle 3.5 of the 2020 Belgian Code of Corporate Governance and by Article 5.2.4 of the Governance Charter of the Company and that (ii) the Board of Directors confirms that it has no indication to question the independence of the proposed candidate director, and consequently, appoint Mrs Martine Snels as independent director.*

5. Appointment of the Statutory Auditor, Determination of Remuneration, and Appointment for the Assurance of Sustainability Reporting

The mandate of the Company's statutory auditor expires at the close of this Shareholders' Meeting. In accordance with Articles 3:58 et seq. of the BCCA and Articles 16(2) and 16(3) of Regulation (EU) No. 537/2014, the Company has conducted a private tender procedure for the selection of a new statutory auditor under the supervision of the Audit and Risk Committee. Following the evaluation of multiple offers received against pre-defined selection criteria set out in the tender documents, the Audit and Risk Committee has recommended at least two potential audit firms to the Board of Directors, with a duly justified preference for one of them.

Following this procedure, the Audit and Risk Committee recommends, with duly motivated preference, the appointment of Ernst & Young Réviseurs d'Entreprises SRL (EY), Kouterveldstraat 7B/1, 1831 Machelen, Belgium, represented by its permanent representative Ms. Marie Kaisin, as statutory auditor of the Company.

Pursuant to Articles 3:58 and 3:60 of the BCCA, the remuneration of the statutory auditor for the statutory audit of the Company's annual and consolidated financial statements must be approved by the Shareholders' Meeting.

Furthermore, pursuant to Article 3:58, §6 of the BCCA, as amended by the Law of 2 December 2024 on the publication of sustainability information by certain companies and groups and on sustainability information assurance, the Company is also required to appoint an assurance services provider to perform the limited assurance engagement on the Company's sustainability reporting. The Board of Directors, upon recommendation of the Audit and Risk Committee, proposes to entrust this assurance engagement to the statutory auditor and requests that the Shareholders' Meeting also determine the remuneration for this separate engagement.

Proposed resolutions: Upon recommendation of the Audit and Risk Committee issued pursuant to Article 16(2) of Regulation (EU) No. 537/2014 and on the basis of the summary of the selection procedure conducted in accordance with Article 16(3) thereof, it is proposed to:

- 5.1. *appoint Ernst & Young Réviseurs d'Entreprises SRL (EY), with registered office at Kouterveldstraat 7B/1, 1831 Machelen, Belgium, represented by its permanent representative Ms. Marie Kaisin, as statutory auditor of the Company for a term of three (3) financial years, ending after the Ordinary Shareholders' Meeting to be held in 2029.*
- 5.2. *set the remuneration of the statutory auditor for the statutory audit of the Company's annual and consolidated financial statements for each year of its mandate, at EUR 1.4 million per financial year (excluding VAT and out-of-pocket expenses).*
- 5.3. *appoint Ernst & Young Réviseurs d'Entreprises SRL (EY), represented by its permanent representative Ms. Marie Kaisin, to perform the limited assurance engagement on the Company's sustainability reporting, in accordance with Directive (EU) 2022/2464 and any applicable Belgian implementing legislation, for the same duration as its statutory audit mandate.*
- 5.4. *set the remuneration of the statutory auditor for the specific assignment of the assurance of sustainability reporting at EUR 0.6 million per financial year (excluding VAT and out-of-pocket expenses).*

6. Delegation of powers

Proposed resolution: *it is proposed to grant Ms. Valérie Demeur, Corporate Secretary, Ms. Olivia Szerer, Senior Legal Counsel, each acting individually with the right of substitution, with all powers to carry out the publication formalities necessary for the publication of the resolutions taken by the Ordinary Shareholders' Meeting, with power of substitution.*

7. Miscellaneous



PARTICIPATION FORMALITIES

Kindly note that all due dates and times mentioned herein are the final deadlines and that these will not be extended due to a weekend, holiday or for any other reason. Only holders of registered shares or dematerialized shares who have completed the formalities described below will be entitled to participate in the Meeting.

I. CONDITIONS FOR ADMISSION

In order to attend the Ordinary Shareholders' Meeting, to be represented, to add items to the agenda or to ask questions, the shareholders must comply with the following provisions, in accordance with the articles of association and the provisions of the BCCA:

1. Registration of the shares

Only persons who are shareholders of Syensqo SA on **Tuesday 21 April 2026 at midnight** (24:00 Central European Time) (the "**Record Date**") will have the right to participate in and vote at the Shareholders' Meeting, without taking into account the number of shares held by the shareholders on the day of the Shareholders' Meeting.

Shareholders must be registered as shareholders on the Record Date:

- for holders of registered shares: be registered in the Company's shareholders' register for the number of shares for which the shareholder intends to participate at the Shareholders' Meeting;
- for holders of dematerialized shares: be registered as holders of dematerialized shares of the Company with an authorized account holder or clearing institution, as set out in section 2 below.

Only persons registered as shareholders at that date and time will be entitled to attend and vote (in person or by proxy) at the Shareholders' Meeting.

2. Notification of intention to participate

Shareholders registered in the shareholders' register or registered as holders of dematerialized shares of the Company on the aforementioned Record Date who wish to participate themselves in the Ordinary Shareholders' Meeting must give notice of their intention by **Wednesday 29 April 2026** at the latest, as follows:

- for holders of registered shares: send (preferably by e-mail) to the Company the attendance notification form attached to their individual convening notice, duly completed;
- for holders of dematerialized shares: send (preferably by e-mail) a certificate issued by an authorised account holder or a clearing organisation holding their securities account, certifying the registration in the shareholder's name of the number of dematerialized shares on the Record Date for which the shareholder intends to participate at the Shareholders' Meeting. For shareholders who choose to use the Lumi Connect platform, the platform allows to issue this certificate which, in this case, will be directly transmitted to the Company.

Only holders of registered shares or dematerialised shares who have completed the formalities described above by Wednesday 29 April 2026 will be entitled to participate in the Meeting.



II. VOTING METHODS

Shareholders can vote by using any of the methods set out below. **The registration formalities mentioned above apply in all cases.**

1. Physical voting

The shareholders may physically vote at the Shareholders' Meeting.

2. Proxy or correspondence voting

Shareholders wishing to vote by proxy or in advance by correspondence must complete the proxy form **or** the vote by correspondence form attached to their convening notice or available on the Company's website (<https://www.syensqo.com/en/investors/shareholders-meetings>) and from the following financial institutions: BNP Paribas Fortis, ING.

The form must be submitted directly to the Company (by mail or e-mail) (and not via the Lumi Connect platform) by **Wednesday 29 April 2026** at the latest. A scanned or photographed copy of the form is sufficient.

For the proxy vote, the designated proxy holder does not necessarily have to be a shareholder of Syensqo SA. When appointing the proxy holder, the shareholder must be particularly attentive to situations of potential conflict of interest between himself and his proxy holder (cf. Article 7:143, §4 of the BCCA).

If shareholders return the proxy or the vote by correspondence form, they will still be able to attend the Shareholders' Meeting in person or follow the live webcast organised by the Company, but they will not be able to vote themselves as they will already be represented through their proxy vote or their vote by correspondence will already have been taken into account.

Shareholders are requested to read and carefully follow the instructions on the form. **Shareholders who wish to be represented or vote by correspondence must comply with the registration procedure described above.**

In accordance with Article 7:130, §3 of the BCCA, in case new items are added to the agenda and/or new proposals for decisions for the Meeting, a new proxy/vote by correspondence form will be made available to the shareholders by the Company by Monday 20 April 2026 at the latest.

3. Virtual participation via Lumi Connect platform

Shareholders can choose to participate in and vote virtually during the Shareholders' Meeting via the Lumi Connect platform. The Lumi Connect platform enables shareholders to (i) be directly, simultaneously and continuously informed of the discussions at the Shareholders' Meeting, (ii) exercise their voting rights on all items on which the Shareholders' Meeting are called upon to vote and (iii) participate in the deliberations and exercise their right to ask questions. **There is no need to give a proxy form nor vote by correspondence form in this case.**

Shareholders who wish to participate and vote virtually must always use the Lumi Connect platform to complete the registration and notification formalities (as described above). You will then receive the procedure and login details to connect to the Shareholders' Meeting. Further



information on the procedure is available on the Lumi website (<https://www.lumiglobal.com>) and the Syensqo SA website (<https://www.syensqo.com/en/investors/shareholders-meetings>).

Only shareholders who have duly complied with the conditions for admission will be able to participate and vote virtually.

In accordance with Article 7:137 of the BCCA, shareholders who participate in the Shareholders' Meeting in this way shall be deemed to be present at the place where the Shareholders' Meeting is held for compliance with the quorum and majority requirements. The Lumi Connect platform enables Syensqo SA to control the quality and identity of shareholders.

III. MISCELLANEOUS

1. Right to add agenda items and to submit resolution proposals

Pursuant to Article 7:130 of the BCCA, one or more shareholders holding (together) **at least 3%** of the share capital of Syensqo SA may add new items to the agenda of the Shareholders' Meeting and submit resolution proposals in relation to existing or new agenda items of the Meeting by means of a written notification to the Company by **Monday 13 April 2026** at the latest.

Shareholders who wish to exercise this right must (a) provide evidence of ownership of such shareholding as at the date of their request, (b) have satisfied the admission requirements described above for such percentage of the share capital, and (c) accompanied their written notice with full contact details to which Syensqo may send an acknowledgement of receipt.

If applicable, the Company will publish a revised agenda and an amended proxy form and vote by correspondence form by Monday 20 April 2026 on its website and on the Lumi Connect platform (www.lumiconnect.com). Proxy and votes by correspondence forms that reach the Company prior to the publication of an updated agenda remain valid for the agenda items to which they apply, subject to the applicable legislation and the further clarifications set out in the proxy/vote by correspondence forms.

2. Right to ask questions

Pursuant to Article 7:139 of the BCCA, shareholders may ask questions to the directors or the statutory auditor of the Company, relating to their respective reports or the items on the agenda of the Shareholders' Meeting. Questions can be asked during the Shareholders' Meeting or be submitted in writing in advance prior to the Shareholders' Meeting. Questions will be grouped and addressed by topic during the Shareholders' Meeting.

Written questions will only be answered to the extent that (a) the shareholder submitting them has complied with the conditions for admission and, (b) the written questions have been received by Syensqo SA by **Wednesday 29 April 2026** at the latest, either by mail or by e-mail. Shareholders who choose to use the Lumi Connect platform can submit their written questions in advance via the platform. Answers to the written questions will be provided during the Shareholders' Meeting.

Shareholders attending in person can also ask questions orally during the Shareholders' Meeting, as well as those participating and voting digitally via the Lumi Connect platform, may ask questions live in writing through the platform.



3. Webcast

The Company organises a webcast of the Shareholders' Meeting. Shareholders are invited to consult the company's website (<http://www.syensqo.com/en/investors/shareholders-meeting/index.html>) to find out how to access this webcast.

Only shareholders who have duly complied with the registration and notification formalities specified above will be able to access the webcast of the Shareholders' Meeting.

4. Documents and information

The documents relating to the Shareholders' Meeting can be consulted on the Company's website (<https://www.syensqo.com/en/investors/shareholders-meetings>) and on the Lumi Connect platform (except for the proxy/vote by correspondence forms) as from Tuesday 31 March 2026. As from the same date, shareholders may inspect such documents on business days and during normal office hours, at the registered office of the Company, and/or obtain free copies of the same. Requests for free copies may also be addressed by mail or by e-mail.

Shareholders wishing to obtain further information on how to participate in the Shareholders' Meeting or to send any above-mentioned documents are invited to contact the Company at the following addresses (preferably by e-mail):

Syensqo SA Shareholders Service 98 Rue de la Fusée, 1130 Brussels e-mail: ag@syensqo.com Tel: +32-2.320.80.22

Shareholders who choose to use the Lumi Connect platform can use the platform to submit the above-mentioned documents, with the exception of the proxy form or the vote by correspondence form which must always be sent directly to Syensqo SA.

Shareholders are invited to arrive, if possible, one-half hour before the start of the Shareholders' Meeting, in order to facilitate the compilation of the attendance list. Shareholders are also requested to present a valid identity card or passport upon arrival, as identity checks will be carried out at the entrance.

The Annual Integrated Report is available on Syensqo's website (www.syensqo.com). It will be sent in hard copy to the registered shareholders who have requested it. Printed versions of the Annual Integrated Report will also be available on the day of the Meeting.



Syensqo SA processes the personal data of shareholders and proxy holders in connection with the Shareholders' Meeting in accordance with applicable data protection laws, including Regulation (EU) 2016/679 (GDPR). Such data is used to organize participation and voting, may be shared with service providers (in particular Lumi), and is processed to comply with Syensqo SA's legal obligations. Data is retained for up to 10 years after the meeting. Shareholders and proxy holders have rights regarding their personal data in accordance with applicable law. Further information is available in Syensqo SA's Data Protection and Privacy Policy (<https://www.syensqo.com/en/information/data-protection-and-privacy-policy.html>).

THE BOARD OF DIRECTORS