



Ion Beam Applications (en abrégé, IBA) SA
Chemin du Cyclotron 3 – B-1348 Louvain-la-Neuve – Belgique
RPM Brabant Wallon – BCE/TVA BE0428.750.985
ISIN Euronext Brussels BE0003766806

NOTICE OF THE ORDINARY GENERAL MEETING 2024 OF IBA SA

- WEDNESDAY, JUNE 12, 2024, AT 10:00 A.M. –

Dear Shareholder,

We have the honor of convening you to the Ordinary General Meeting (the "AGM") of IBA shareholders to be held on **Wednesday June 12, 2024 at 10:00 a.m.**, to deliberate on the attached agenda.

The AGM will be held in person at the Company's headquarters. There will also be an online webcast, accessible by prior registration, but it will not be possible to vote online. This is a simple webcast.

Shareholders are strongly encouraged to vote in advance of the AGM, within the legal deadlines, by proxy or via the remote voting form (both of which are provided herewith), in order to facilitate the counting of votes.

Alternatively, shareholders are offered the possibility of voting via the platform www.abnamro.com/evoting (in the case of dematerialized shares, with the intervention of a financial intermediary acting on the instructions of the shareholder - via www.abnamro.com/intermediary) managed by ABN AMRO acting as agent of the Company.

You will find all the formalities for attending the AGM, together with the relevant forms, in the appendix to this notice of meeting, as well as on our website (<https://iba-worldwide.com/>), on the Investor relations > Legal information > Shareholders' meetings page.

If you have any questions concerning this notice of meeting, please send an e-mail to shareholderrelations@iba-group.com.

Yours sincerely,

Saint-Denis SA
President of the Board of Directors
(Permanent representative: Mr P. Mottet)



**AGENDA ANNUAL GENERAL MEETING OF IBA SA
WEDNESDAY 12 JUNE 2024**

1. Presentation and acknowledgement of the annual accounts and consolidated accounts as at 31/12/2023.

This item of the agenda does not require any resolution and will not be placed to voting.

2. Presentation and acknowledgement of the board's report relating to the annual accounts and consolidated accounts as at 31/12/2023.

This item of the agenda does not require any resolution and will not be placed to voting.

3. Presentation and acknowledgement of the statutory auditor's report relating to the annual and consolidated accounts as at 31/12/2023.

This item of the agenda does not require any resolution and will not be placed to voting.

4. Approval of the annual accounts as at 31/12/2023.

Proposed resolution:

Approval.

5. Approval of the allocation of the results as proposed by the board of directors, i.e.:

- allocation to the legal reserve. Not applicable since annual accounts 2023 are at loss;
- distribution of a dividend in accordance with the Company's dividend policy. Proposed dividend: 0.17 EURO per share (approximately 5 million EURO in total);
- allocation of the remainder (approximately 134.762.179,98 EURO) to the profit carried forward; and
- allocation of remainder to next year's accounts, in an amount of 4.960.844,29 EURO.

Proposed resolution:

Approval.

6. Approval of the remuneration report related to the full year closed on 31/12/2023.

Proposed resolution:

Approval.

7. Discharge each director for the performance of its/her/his mandate during the full year 2023.

Proposed resolution:

Approval.

8. Discharge to the statutory auditor PricewaterhouseCoopers (PwC) Réviseurs d'Entreprises SRL, represented by Mr. Romain Seffer, for the performance of its mandate during the full year 2023.

Proposed resolution :



Approval.

9. Renewal of the mandate of three directors, being:

- Mr. Yves Jongen, Internal Director
- Nextstepefficiency SAS, 832.724.835 RCS Lyon, with as permanent representative Ms. Christine Dubus, Independent Director,
- Mr. Dr. Richard A. Hausmann, Independent Director.

Their mandate is renewed for a term of three years, expiring at the annual shareholders' meeting to be convened in 2027. Their mandate will be remunerated in accordance with the Company's remuneration policy.

Proposed resolutions:

Mr. Yves Jongen, Internal Director

Approval

Nextstepefficiency SAS, 832.724.835 RCS Lyon, with as permanent representative Ms. Christine Dubus, Independent Director,

Approval

Mr. Dr. Richard A. Hausmann, Independent Director.

Approval

10. Appointment of a Director endorsed by the IBA Foundation BE 0803.901.356 for a term of one year expiring at the annual shareholders' meeting to be convened in 2025:

- Much SRL, BE 0824227212, with as permanent representative Ms. Muriel De Lathouwer, endorsed by IBA Foundation,

Proposed resolution:

Approval

11. Directive (EU) 2022/2464 of December 14, 2022, amending Regulation (EU) No. 537/2014, Directives 2004/109/EC, 2006/43/EC and 2013/34/EU which relate to the disclosure obligations of sustainability information by companies ("CSRD"), requires the performance of a limited assurance engagement on sustainability information. Pending the transposition of this European directive into national law, the General Meeting appoints the audit firm PricewaterhouseCoopers (PwC) Réviseurs d'Entreprises SRL to carry out this mission on sustainability information. The audit firm PricewaterhouseCoopers (PwC) Réviseurs d'Entreprises SRL appoints Mr. Romain Seffer as permanent representative. This mission will be considered as the legal mission provided for by the law transposing the CSRD once it is promulgated.



Proposed resolution:

Approval

12. Powers for implementing the above resolutions, including the drafting, signing and filing of all necessary documents before any relevant authority or agency.

Proposed resolution:

Approval of the granting of all powers to each director and to Mr. Christian Matton, Ms. Valérie Van Impe, Ms. Céline Loriaux, and Ms. Marie Gahylle, each one with power to act alone and to appoint substitute attorneys, to implement all above resolutions, including the drafting, signing and filing of any document before any relevant authority or agency (including all publication formalities)

FORMALITIES FOR TO AND PARTICIPATION IN THE ORDINARY GENERAL MEETING OF IBA SA ON WEDNESDAY, 12 JUNE, 2024 AT 10.00 A.M.

1. TWO CONDITIONS FOR ADMISSION TO THE AGO: REGISTRATION OF SHARES ("RECORD DATE") AND NOTIFICATION OF PARTICIPATION

Only those persons who meet the **two conditions** set out under points (A) and (B) below will be **entitled to attend** the AGM, i.e. :

- (A) **Registration** by the shareholder of the shares in his or her name (i.e., proof that he or she holds the number of shares for which he or she intends to vote), no later than the 14th day prior to the AGM, i.e., **Wednesday May 29, 2024 at midnight** (the "**Registration Date**"). Registration is carried out as follows:
- (i) **For dematerialized shares** : the registration of dematerialized shares will be evidenced by their entry in the name of the shareholder on the Record Date in the accounts of an authorized account keeper or settlement institution. Holders of dematerialized shares will receive a certificate from the authorized account keeper or liquidation agent certifying the number of dematerialized shares registered in the shareholder's name on the Record Date. They are invited to ask their financial institution to notify ABN AMRO Bank N.V. directly, by 4 p.m. on Thursday June 6, 2024 at the latest, of their intention to vote at the AGM for such number of shares.
 - (ii) **For registered shares** : the registration of registered shares will be evidenced by their entry in the name of the shareholder on the Record Date in the Company's register of registered shares.

and

- (B) **Notification** by the shareholder of his/her **intention to attend** the AGM and of the number of shares for which he/she intends to vote, no later than the 6th day prior to the AGM, i.e. **4 p.m. on Thursday June 6, 2024**.



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- (i) **For dematerialized shares** : The holders of dematerialized shares have to notify their intention electronically to ABN AMRO Bank N.V. via www.abnamro.com/evoting (in the case of dematerialized shares, with the intervention of a financial intermediary acting on instruction of the shareholder – via www.abnamro.com/intermediary).

Holders of dematerialized shares must attach the certificate referred to in point 1.A.i to the notification. In the event of an electronic notification to ABN AMRO Bank N.V., the authorized account keeper or settlement institution must provide such certificate electronically via www.abnamro.com/intermediary and not via any other means. In that case, the authorized account holders and settlement institutions are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the registration date in an efficient manner.

- (ii) **For registered shares** : the shareholder must notify IBA's legal department of his intention to attend the AGM by e-mail (shareholderrelations@iba-group.com). Shareholders who send a proxy or a postal voting form are exempt from this formality. Alternatively, such notification can also be submitted electronically via www.abnamro.com/evoting by selecting 'Registrar' as intermediary.

2. INCLUSION OF ITEMS ON THE AGENDA OF THE AGM

One or more shareholders who together own at least 3% of IBA's share capital may request that items be included on the agenda of the AGM, and may also submit proposals for decisions concerning items included or to be included on the agenda, subject to compliance with the requirements of Article 7:130 of the Companies and Associations Code (the "CSA").

The shareholder(s) exercising this right must, in order for their request to be considered, satisfy both of the following conditions:

- (A) prove that they hold the required percentage of share capital (i.e. 3%) at the date of their application (either by means of a certificate recording the registration of the corresponding shares in the Company's register of registered shares, or by means of an attestation, drawn up by the approved account keeper or liquidation agency, certifying the registration in their name of the corresponding number of dematerialized shares); **and**
- (B) hold 3% of the Company's share capital on the Record Date.

These requests, accompanied by proof of the required shareholding and, depending on the case, the text of the subjects to be dealt with and the related proposed decisions or proposed decisions concerning certain subjects already on the agenda, must reach IBA's Legal Department (shareholderrelations@iba-group.com) no later than the 22nd day before the AGM, i.e. **Tuesday May 21, 2024**. Such requests must indicate the e-mail address to which IBA will send the acknowledgement of receipt of such requests within the legal deadline (which is currently 48 hours from such receipt).

Where applicable, the Company will publish, in accordance with article 7:130, §3, of the CSA, a completed agenda and an updated ad hoc proxy form no later than the 15th day prior to the EGM, i.e. **Tuesday May 28, 2024**.

Proxies notified to the Company prior to the publication of an amended agenda in accordance with article 7:130 of the CSA will remain valid for the agenda items covered by such proxies. However,



for items on the agenda which are the subject of new proposals for decision, the proxy holder may, at the meeting, deviate from any instructions given by his principal if the execution of such instructions is likely to compromise the interests of his principal. He must inform his principal of this. In this respect, the power of attorney shall indicate whether the proxy is authorized to vote on new items on the agenda.

3. PROXIES

Each shareholder may vote by proxy before the AGM. **We strongly recommend that you use this means of voting to facilitate the counting of votes.**

Proxies are available to shareholders on our website (<https://iba-worldwide.com/>), on the Investor relations > Legal information > Shareholders' meetings page.

Duly completed (for each item on the agenda) and signed proxies must reach the Company (shareholderrelations@iba-group.com) no later than the 6th day before the AGM, i.e. **Thursday June 6, 2024** at 4pm.

In addition, an electronic proxy is available to the shareholders who have registered electronically, by using the ABN AMRO platform (www.abnamro.com/evoting) where the shareholders can issue a proxy with voting instructions to the Company via an electronic form. In the case of dematerialized shares, with the intervention of a financial intermediary acting on instruction of the shareholder, an electronic proxy can be submitted via www.abnamro.com/intermediary. The electronic proxy has to be received by ABN AMRO Bank N.V. on **Thursday June 6, 2024** at 4pm at the latest.

For the purposes of calculating quorum and majority requirements, only proxies submitted by shareholders who have complied with the formalities for admission to the meeting set out in point 1 above will be taken into account.

4. POSTAL VOTING

Each shareholder may vote by post before the AGM, using the appropriate form.

Postal voting forms are available on the Company's website (<https://iba-worldwide.com/>) on the Investor relations > Legal information > Shareholders' meetings page.

Voting forms, duly completed for each item on the agenda and signed, must reach the Company (shareholderrelations@iba-group.com) no later than the 6th day before the AGM, i.e. **Thursday June 6, 2024** at 4pm.

For the purposes of calculating quorum and majority requirements, only proxies submitted by shareholders who have complied with the formalities for admission to the meeting set out in point 1 above will be taken into account.

5. SHAREHOLDER QUESTIONS RELATING TO THE AGENDA



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The directors and the statutory auditor will answer any questions from shareholders, in accordance with article 7:139 of the CSA, insofar as such questions relate to the items on the agenda and the disclosure of data or facts is not such as to prejudice the Company's strategic interests or the confidentiality undertakings entered into by the Company, its directors or its statutory auditor, and provided that the shareholders submitting the questions have complied with the formalities for admission to the AGM detailed in points 1(A) and (B) above.

Any such questions must be submitted in writing to the Company's legal department (shareholderrelations@iba-group.com) no later than the 6th day prior to the AGM, i.e. 4 p.m. on **Thursday June 6, 2024**.

6. DOCUMENTS MADE AVAILABLE

All documents relating to the AGM that are required by law to be made available to shareholders can be viewed on our website (<https://iba-worldwide.com/>), on the Investor relations > Legal information > Shareholders' meetings page, from this **Friday, May 10, 2024**.

7. OUTSTANDING SHARES AND VOTING RIGHTS

At the date of this notice of meeting, the total number of shares outstanding is 30.282.218, the total number of voting rights outstanding is 40.595.290 and the shares are not divided into classes within the meaning of article 7:155 of the CSA.

It should be noted that one share entitles its holder to one vote, and that all registered shares which have been recorded in the shareholder's name in the share register for at least two years without interruption and which meet the legal requirements (article 7:53 of the CSA) benefit from the double voting rights provided by law for these shares in relation to other shares representing the same proportion of the capital.

8. PRACTICAL ARRANGEMENTS FOR ATTENDING THE AGO HELD BY VIDEO-CONFERENCE

The AGM is a physical meeting. The webcast will allow live viewing only. You will not be able to make oral interventions during the broadcast. Only chat will be allowed. However, it will not be possible to vote by chat.

To attend the webcast, please register in advance by following the procedure below:

- send an e-mail to shareholderrelations@iba-group.com with the e-mail address to which you wish to receive the invitation to the replay;
- you will then receive an e-mail inviting you to the replay at the e-mail address you have provided;
- you must reply to the link that will be sent to you (pre-registration required);
- you will be able to attend the webcast via the "Teams" link that will be emailed to the same address..