



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  
(the “Company”)

## CONVENING NOTICE TO THE ORDINARY GENERAL MEETING 2025 OF IBA SA

– WEDNESDAY, JUNE 11, 2025, AT 10:00 A.M. –

Dear Shareholder,

We have the honor of convening you to the Ordinary General Meeting (the "OGM") of IBA to be held on **Wednesday June 11, 2025 at 10:00 A.M.**, to deliberate on the attached agenda.

The OGM will be held in person at the Company's headquarters. There will also be an online webcast, accessible upon 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 OGM, 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 <http://www.abnamro.com/evoting> (or, in the case of dematerialized shares, with the intervention of a financial intermediary acting on the instructions of the shareholder - via <http://www.abnamro.com/intermediary>) managed by ABN AMRO acting as agent of the Company.

You will find all the formalities applicable for attending the OGM, together with the relevant forms, in attachment to this convening notice, 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 convening notice, please send an e-mail to [shareholderrelations@iba-group.com](mailto:shareholderrelations@iba-group.com).

Yours sincerely,

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



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**AGENDA OF THE ORDINARY GENERAL MEETING OF IBA SA  
WEDNESDAY 11 JUNE 2025, 10AM**

1. Presentation and acknowledgement of the annual accounts and consolidated accounts as at 31/12/2024.

*This item on 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 31/12/2024.

*This item on 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 31/12/2024.

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

4. Approval of the annual accounts as at 31/12/2024.

*Proposed resolution:  
Approval.*

5. Approval of the allocation of the results (i.e. EUR 150,966,907.23) as proposed by the board of directors, i.e.:
  - allocation to the legal reserve:
    - o not applicable since the required legal amount has been reached already;
  - distribution of a dividend in accordance with the Company’s dividend policy:
    - o proposed dividend: gross amount of EUR 0.24 per share (total EUR 7,043,384.88);
  - allocation of the amount of EUR 144,081,774.14 to profit carried forward.

*Proposed resolution:  
Approval.*

6. Approval of the remuneration report related to the accounting year closed on 31/12/2024.

*Proposed resolution:  
Approval.*

7. Approval of the remuneration policy 2025.

*Proposed resolution:  
Approval.*

8. Discharge to each director for the performance of his/her/its mandate during the accounting year 2024.

*Proposed resolution:  
Approval.*

9. Discharge to the Statutory Auditor PricewaterhouseCoopers (PwC) Réviseurs d’Entreprises SRL, represented by Mr. Romain Seffer, for the performance of its mandate during the accounting year



2024.

*Proposed resolution:*

*Approval.*

10. Upon proposal of the Board of Directors, acting on the recommendation of the Audit Committee and based on the presentation of the Works Council, the General Meeting appoints PwC Réviseurs d’Entreprises SRL, whose registered office is located at 1831 Diegem, Culliganlaan 5, for the limited assurance engagement of the company’s sustainability information for a duration of one year. In accordance with Section 3:60 §2 of the Belgian Companies and Associations Code, this firm appoints Romain Seffer SRL, statutory auditor, to carry out the mandate, with Romain Seffer, also a statutory auditor, acting as the permanent representative. The mandate will expire at the General Meeting convened to approve the sustainability information as of 31 December 2025.

The annual fees for this engagement amount to EUR 85,000 (excluding VAT, miscellaneous expenses, IBR contribution, and the fixed fee for technology and compliance costs).

The General Meeting also confirms that PwC Réviseurs d’Entreprises SRL was previously entrusted with reporting on the sustainability information as of 31 December 2024, and that the fees amounted to EUR 100,000 (excluding VAT, miscellaneous expenses, IBR contribution, and the fixed fee for technology and compliance costs).

*Proposed resolution:*

*Approval.*

11. Renewal of the mandate of three directors, being:
- Saint Denis SA, with as permanent representative Mr. Pierre Mottet, Internal Director
  - Much SRL, with as permanent representative Ms. Muriel De Lathouwer, Independent Director
  - Prof. Hedvig Hricak, Independent Director

The mandates of Saint Denis SA, with as permanent representative Mr. Pierre Mottet, and Much SRL, with as permanent representative Ms. Muriel De Lathouwer, are renewed for a term of three years, expiring at the annual shareholders’ meeting to be convened in 2028. Their mandate will be remunerated in accordance with the Company’s remuneration policy.

The mandate of Prof. Hedvig Hricak is renewed for a term of one year, expiring at the annual shareholders’ meeting to be convened in 2026. Her mandate will be remunerated in accordance with the Company’s remuneration policy.

*Proposed resolutions:*



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- Saint Denis SA, with as permanent representative Mr. Pierre Mottet, Internal Director:  
*Approval*
- MuchH SRL, with as permanent representative Ms. Muriel De Lathouwer, Independent Director:  
*Approval*
- Prof. Hedvig Hricak, Independent Director:  
*Approval*

12. Appointment of a new director, being:

H De Romree & Company (HDRCo) SRL, with as permanent representative, Mr. Henri de Romrée de Vichenet, Internal Director.

The mandate is granted for a period of three years, expiring at the annual shareholders’ meeting to be convened in 2028. His mandate will be remunerated in accordance with the Company’s remuneration policy.

*Proposed resolution:*

*Approval*

13. Delegation of 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. Elena De Landy, 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)*



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**LEGAL FORMALITIES TO PARTICIPATE TO THE ORDINARY GENERAL MEETING OF  
IBA SA ON  
WEDNESDAY, 11 JUNE, 2025 AT 10.00 A.M.**

**1. TWO CONDITIONS TO BE ADMITTED TO THE OGM: (A) REGISTRATION OF SHARES (AS AT THE "RECORD DATE") AND (B) NOTIFICATION OF PARTICIPATION**

Only those people who meet the **two conditions** set out under points (A) and (B) below will be **entitled to participate** in the OGM, i.e.:

(A) **Registration** by the shareholder of the shares in his/her/its name (i.e., proof that he/she/it holds the number of shares for which he/she/it intends to vote), no later than the 14<sup>th</sup> day prior to the OGM, i.e. on **Wednesday May 28, 2025, at midnight** (the "**Record Date**"). The procedure of registration of the shares is as follows, depending on the form of the shares:

- (i) **For dematerialized shares:** the registration of dematerialized shares will be evidenced by their entry in the name of the shareholder as at 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.
- (ii) **For registered shares:** the registration of registered shares will be evidenced by their entry in the name of the shareholder as at the Record Date in the Company's register of registered shares.

**and**

(B) **Notification** by the shareholder of his/her/its **intention to participate** in the OGM and of the number of shares for which he/she/it intends to vote, to be received by IBA or ABN AMRO Bank N.V. no later than the 6<sup>th</sup> day prior to the OGM, i.e. by **Thursday June 5, 2025, at 4 p.m.** at the latest. The procedure of notification is as follows, depending on the form of the shares:

- (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](http://www.abnamro.com/evoting). They must attach to their notification of participation the certificate referred to in point 1(A)(i) above delivered by their financial intermediary. In the event of an electronic notification to ABN AMRO Bank N.V. by the financial intermediary, the latter must provide such certificate via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) and not via any other means. In that case, the financial intermediary is requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner.
- (ii) **For registered shares:** the shareholder must notify IBA's legal department of his/her/its intention to participate to the OGM by e-mail ([shareholderrelations@iba-group.com](mailto:shareholderrelations@iba-group.com)). Alternatively, such notification can also be submitted electronically via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) by selecting ‘Registrar’ as intermediary. **However, shareholders who send a proxy or a postal voting form are exempt from notifying their intention to participate.**



## 2. INCLUSION OF ITEMS ON THE AGENDA OF THE OGM

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 OGM, and may also submit proposals for decisions concerning items included or to be included on the agenda, subject to compliance with the requirements of Section 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 a certificate 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](mailto:shareholderrelations@iba-group.com)) no later than the 22<sup>nd</sup> day before the OGM, i.e. on **Tuesday May 20, 2025**. 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 set at 48 hours from such receipt).

Where applicable, the Company will publish, in accordance with Section 7:130, §3, of the CSA, an updated agenda and an updated ad hoc proxy form and postal voting form no later than on the 15<sup>th</sup> day prior to the OGM, i.e. on **Tuesday May 27, 2025**.

Proxies notified to the Company prior to the publication of an amended agenda in accordance with Section 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 OGM. **We strongly recommend that shareholders use this means of voting to facilitate the counting of votes.**

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

Duly completed (for each item on the agenda) and signed proxies must reach the Company ([shareholderrelations@iba-group.com](mailto:shareholderrelations@iba-group.com)) no later than by the 6<sup>th</sup> day before the OGM, i.e. on **Thursday June 5, 2025 at 4 p.m.**



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In addition, an electronic proxy is available to the shareholders who have registered electronically to participate to the OGM, by using the ABN AMRO platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)), where the shareholders can find an fill-in a proxy with voting instructions and send it 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](http://www.abnamro.com/intermediary). In all cases, the electronic proxy has to be received by ABN AMRO Bank N.V. by **Thursday June 5, 2025, at 4 p.m.** at the latest.

For the purpose of calculating quorum and majority requirements, only proxies submitted by shareholders who have complied with the **formalities for admission** to the OGM set out in point 1 above will be considered.

#### 4. POSTAL VOTING

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

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

Voting forms, duly completed for each item on the agenda and signed, must reach the Company ([shareholderrelations@iba-group.com](mailto:shareholderrelations@iba-group.com)) no later than the 6<sup>th</sup> day before the OGM, i.e. on **Thursday June 5, 2025, at 4 p.m.**

For the purpose 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 considered.

#### 5. VOTING VIA THE ABN AMRO PLATFORM

In addition, this year, shareholders have the option to vote via the platform operated and managed by ABN AMRO, acting as the Company's agent. Votes must be submitted on the platform within the same deadlines as those cast by postal or proxy voting, namely no later than **Thursday June 5, 2025, at 4:00 p.m.**

#### 6. SHAREHOLDER'S QUESTIONS RELATING TO THE AGENDA

The directors and the statutory auditor will answer questions from shareholders, in accordance with Section 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 OGM 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](mailto:shareholderrelations@iba-group.com)) no later than the 6<sup>th</sup> day prior to the OGM, i.e. on **Thursday June 5, 2025, at 4 p.m.**



## **7. DOCUMENTS MADE AVAILABLE**

All documents relating to the OGM that are required by law to be made available to shareholders can be accessed on the Company’s website (<https://iba-worldwide.com/>), on the following page: Investor relations > Legal information > Shareholders' meetings, as from today.

## **8. OUTSTANDING SHARES AND VOTING RIGHTS**

On the date of this convening notice, the total number of outstanding shares is 30.282.218, the total number of outstanding voting rights is 40.514.366 and the shares are not divided into classes within the meaning of Section 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 (cfr. Section 7:53 of the CSA) benefit from the double voting right provided by the Company’s articles of association in accordance with Section 7:53 of the CSA.

The specific thresholds provided in article 27 of the Company’s articles of association should also be noted.

## **9. PRACTICAL ARRANGEMENTS FOR ATTENDING THE AGO HELD BY VIDEO-CONFERENCE**

The OGM is a physical meeting. The webcast will allow live viewing only. The shareholders will not be able to make oral comments during the broadcast. Only chat will be allowed. Furthermore, it will not be possible to vote by chat.

Shareholders who wish to attend the webcast must comply with the legal formalities detailed in point 1 above and must register in advance through the following procedure:

- send an e-mail to [shareholderrelations@iba-group.com](mailto:shareholderrelations@iba-group.com) with the e-mail address to which they wish to receive the invitation to the webcast;
- they will then receive an e-mail inviting them to the webcast;
- they must then use the link that will be sent to them in order to request their pre-registration;
- they will be able to attend the live webcast via the "Teams" link that will be emailed to them to the same address.