

In order to be valid, your completed and signed proxy must be in the possession of DEME GROUP NV by **Thursday May 11, 2023** at the latest (*see practical formalities*).

We would like to remind you that any appointment of a proxy holder must be made in accordance with Belgian law, particularly regarding conflicts of interest and the keeping of a register of voting instructions. Please note that the company cannot guarantee that a proxy holder other than the secretary will be able to attend the physical meeting in person. Since the proposed proxy holder is potentially subject to the conflict of interest rules set forth in article 7:143, §4 of the Code of Companies and Associations, you must also indicate specific voting instructions for each of the proposed resolutions. In case of absence of (clear) voting instructions, the proxy holder will be deemed to have been specifically instructed to vote in favour of the relevant proposed decision.

We recommend you to return this form by e-mail (AV2023@deme-group.com). Proxies arriving late or not complying with the required formalities may be rejected.

For dematerialized shares, the proxy must be accompanied by the bank certificate confirming your shareholding on **May 3, 2023** (24h, Belgian time) (the registration date).

**POWER OF ATTORNEY
ANNUAL GENERAL MEETING OF WEDNESDAY MAY 17, 2023
DEME GROUP NV**

The undersigned,
owner/usufructuary ofdematerialized shares and/or
..... registered shares of DEME GROUP NV, with registered office at Scheldedijk 30,
2070 Zwijndrecht, hereby appoints the secretary of the general meetings or
..... (*to be completed only if you wish to appoint another proxy holder*)
as special attorney in fact to whom he/she confers all powers for the purpose of representing him/her at
the annual general meeting of DEME GROUP NV to be held on **May 17, 2023** as of 14h.

This proxy also serves as confirmation of participation. The undersigned confirms his/her intention to participate to the aforementioned annual general meeting with all his/her shares or
..... shares (*specific number of shares to be completed only in the event you intend to participate with less than the total number of shares you own. If no specific number is completed, we will assume that you wish to participate with all your shares*).

This proxy is valid for the total number of shares with which the undersigned intends to participate, but limited to the total number of shares whose shareholding will be determined on the registration date in accordance with the practical formalities.

Please provide your specific voting instruction in the below agenda for each resolution proposed by the board of directors by colouring or checking the check box of your choice.

The proxyholder will vote on behalf of the undersigned in accordance with the voting instructions. In the absence of specific voting instructions with regard to the agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions, or if there should be a vote on decisions to be taken by the general meeting, during the meeting, subject to compliance with the Code of Companies and Associations, the proxy holder will be deemed to have been instructed to have received the specific voting instruction to vote in favour of the decision proposed by the board of directors, as amended as the case may be.

Agenda of the annual general meeting

1. Statutory annual report of the board of directors for the financial year ended December 31, 2022

2. Consolidated annual report of the board of directors for the financial year ended December 31, 2022

3. Auditor's reports for the financial year ended December 31, 2022

4. Approval of the statutory and consolidated annual accounts – dividend payment

Proposed decision: Approval of the statutory and consolidated annual accounts for the financial year ended December 31, 2022, including the approval of a gross dividend of 1.5 Euros per share. Authorisation for the board of directors to, taking into account the market conditions, including the economical context and cash balance of the company, determine the payment date of the dividend which will, in any event, not be earlier than July 10, 2023.

For Against Abstention

5. Discharge of the directors

Proposed decision: Granting discharge to the directors for the fulfillment of their mandate during the financial year ended December 31, 2022.

| | | | |
|--|------------------------------|----------------------------------|-------------------------------------|
| Luc Bertrand | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |
| John-Eric Bertrand | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |
| Luc Vandembulcke | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |
| Tom Bamelis | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |
| Piet Dejonghe | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |
| Koen Janssen | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |
| Christian Labeyrie | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |
| Pas de Mots BV (Leen Geirnaerd) | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |
| Kerstin Konradsson | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |

6. Discharge of the auditor

Proposed decision: Granting discharge to the auditor for the fulfillment of its mandate during the financial year ended December 31, 2022.

For Against Abstention

7. Appointment of new director¹

Proposed decision: Approval of the appointment of Ms. Karena Cancilleri, as independent director, for a period of four (4) years until the closing of the annual general meeting in 2027, as she complies with the independence criteria set forth in article 2.3.4 of the company's corporate governance charter.

For Against Abstention

The director's mandate of Ms. Karena Cancilleri will be remunerated in the same way as that of the other members of the board of directors, in accordance with the decision taken by the extra-ordinary shareholders' meeting on June 29, 2022.

¹ The CV of Ms. Karena Cancilleri is available on the website www.deme-group.com/governance.

8. Remuneration report.

Proposed decision: Approval of the remuneration report for financial year ended December 31, 2022. This vote is advisory. If necessary, the company will explain in its next remuneration report how the vote of the general meeting was taken into account.

For

Against

Abstention

9. Approval of a severance payment clause in accordance with Article 7:92 of the Code of Companies and Associations.

Proposed decision: In accordance with article 7:92 of the Code of Companies and Associations, approval, upon the unanimous and motivated advice of the company's remuneration committee which takes into account the 25 years of seniority of the chief executive officer (CEO) within the group, of the provision in the management agreement to be entered into between the company and the CEO, pursuant to which the CEO will be entitled to a severance payment equal to 24 months' remuneration (as referred to in Article 3:6, §3, third subparagraph, 1° of the Code of Companies and Associations) in the event the management agreement is terminated at the initiative of the company.

For

Against

Abstention

The proxy holder may also represent the undersigned at any other subsequent meeting having the same agenda.

In case of amendments to the agenda and proposed additional new or alternative resolutions as provided in article 7:130 of the Code of Companies and Associations, the company will publish a revised agenda and proxy form at the latest on May 2, 2023.

Proxies received in advance of the publication of the revised agenda will remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out on the proxy forms.

In case of amendments to a proposed resolution or a new proposed resolution:

- the proxy holder must vote in favour of the amended or new resolution;
- the proxy holder must vote against the amended or new resolution;
- the proxy holder must abstain from the vote on the amended or new resolution.

In the absence of an instruction, the proxy holder will abstain from the vote on the amended or new resolution.

Done at, on 2023.

(If the shareholder is a legal entity, this proxy must be signed by one or more persons who can validly represent it. Please also state explicitly the name and capacity of the signatory(-ies))

SIGNATURE(S):

.....

Name:

Capacity:

Please provide us with your telephone number and e-mail address so that we can reach you with any questions we may have regarding this proxy and your proxy's participation at the annual general meeting:

Phone number:

E-mail: