

In order to be valid, your completed and signed proxy must be in the possession of DEME Group NV by **Thursday 15 May 2025** 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 (AV2025@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 **7 May 2025** (24h, Belgian time) (the registration date).

POWER OF ATTORNEY
ANNUAL AND EXTRAORDINARY GENERAL MEETING OF WEDNESDAY 21 MAY 2025
DEME GROUP NV

The undersigned,
owner/usufructuary ofdematerialized shares and/or
..... registered shares of DEME Group NV, with registered office at Scheldedijk 30,
2070 Beveren-Kruibeke-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 and Extraordinary General Meeting of DEME Group NV to be held on **21 May 2025** as of 14h.

This proxy also serves as confirmation of participation. The undersigned confirms his/her intention to participate to the aforementioned General Meetings 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.

1. Statutory Annual Report of the Board of Directors for the financial year ended 31 December 2024

2. Consolidated Annual Report of the Board of Directors for the financial year ended 31 December 2024

3. Auditor's reports for the financial year ended 31 December 2024

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 31 December 2024, including the approval of a gross dividend of 3.8 euro per share.

As treasury shares are not entitled to a dividend, the total amount of the dividend payment will depend on the number of treasury shares held by DEME Group NV and the persons acting in their own name but on its behalf. Determination of 26 May 2025 at 23:59 Belgian time (i.e. the business day before the ex-date) as relevant time for determining the dividend entitlement and thus the cancellation of dividend rights attached to the treasury shares. Authorization to the Board of Directors to insert the final amount of the total dividend payment (and other resulting changes in the profit allocation) in the statutory annual accounts.

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 31 December 2024.

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 Vandenbulcke	<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
Gaëlle Hotellier	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Karena Cancilleri	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Marieke Schöningh	<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 31 December 2024.

For Against Abstention

7. Renewal of the mandate of the statutory auditor

Proposed decision: At the recommendation of the Audit Committee, approval of the renewal of the mandate of Ernst & Young Bedrijfsrevisoren BV, represented by Wim Van Gasse BV, in its turn represented by Mr. Wim Van Gasse as statutory auditor, for a period of three (3) years until the closing of the Annual General Meeting in 2028 and in consideration for an annual remuneration of 872,100 euro (excluding VAT and expenses, annually indexable).

For

Against

Abstention

8. Renewal of the mandate of the statutory auditor for the assurance for the (consolidated) sustainability information

Proposed decision: At the recommendation of the Audit Committee, approval of the renewal of the mandate of the statutory auditor to provide assurance for the sustainability information and assurance for the consolidated sustainability information for a period of three (3) years until the closing of the Annual General Meeting in 2028 and in consideration for an annual remuneration of 99,000 euro (excl. VAT and external costs, annually indexable).

For

Against

Abstention

9. Remuneration report.

Proposed decision: Approval of the remuneration report for financial year ended 31 December 2024. 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

Agenda of the Extraordinary General Meeting

1. Renewal of the authorizations granted to the Board of Directors in the framework of the authorized capital

Consideration of the special report of the Board of Directors drawn up in accordance with article 7:199 of the Code of companies and associations relating to the proposal to renew the aforementioned authorizations and setting out the specific circumstances in which the Board of Directors will be able to use its powers under the authorized capital, and the purposes it should pursue.

Proposed decision: Approval of:

- (a) the renewal of the authorization granted on 29 June 2022 by the incorporators of the company to the Board of Directors, for a period of five (5) years as from the publication of the deed of incorporation of the company in the Annexes to the Belgian Official Gazette, to increase the company's share capital in one or more transactions with a maximum (aggregate) amount of seven million euro (7,000,000.00 euro) (excluding issuance premium), and this in accordance with the terms and conditions set forth in the special report of the Board of Directors prepared in accordance with article 7:199 of the Code of companies and associations, as referred to in this agenda item; and
- (b) the renewal of the authorization granted on 29 June 2022 by the incorporators of the company to the Board of Directors, for a period of three (3) years as from the publication of the incorporation deed of the company in the Annexes to the Belgian Official Gazette, in case of a public takeover bid for the securities of the company, to proceed with capital increases under the conditions and within the limits provided for in article 7:202 of the Code of companies and associations.

Consequently, article 8 "Authorized capital" of the company's articles of association will be amended as follows:

- in the first paragraph, the words "for a period of five (5) years as from the publication of the deed of incorporation of the company" will be replaced by "for a period of five (5) years as from the date of the publication in the Annexes to the Belgian Official Gazette of the Extraordinary General Meeting of the company of [DATE]" (whereby the date referred to in the subsection between

square brackets shall be the date of the Extraordinary General Meeting approving the renewed authorized capital);

- in the second paragraph, the following words, which are included between commas in the first sentence "for a period of three (3) years as from the publication of the deed of incorporation of the company" is deleted. At the end of this paragraph the following sentence will be added: "This authorization is valid in relation to public takeover bids for which the company receives the communication from the FSMA no more than three (3) years as from the Extraordinary General Meeting of [DATE]" (whereby the date referred to in the subsection between square brackets shall be the date of the Extraordinary General Meeting approving the renewed authorized capital); and
- and the following transitional provision will be added at the end of article 8:

"Transitional provision

The authorizations given by the incorporators to the Board of Directors on 29 June 2022, remain effective until the date of publication in the Annexes to the Belgian Official Gazette of the renewal of these authorizations decided by the present Extraordinary General Meeting of [DATE]." (and where the date in the subsection in square brackets will be the date of the Extraordinary General Meeting approving the renewed authorized capital).

For

Against

Abstention

2. Renewal of the authorization to acquire and dispose of own shares

Proposed resolution: Approval of the renewal of the authorization granted on 29 June 2022 by the incorporators of the company to the Board of Directors, for a period of five (5) years, respectively three (3) years, as from the publication of the decision to grant this authorization in the Annexes to the Belgian Official Gazette, to proceed with the acquisition and disposal of own shares.

Consequently, article 14 "Acquisition of own shares" of the company's articles of association will be amended as follows:

- throughout the article, "pursuant to the company's incorporation deed" will be replaced by "pursuant to the resolution of the Extraordinary General Meeting of the company of [DATE]" (where the date in the subsection in square brackets will be the date of the Extraordinary General Meeting approving the authorization to acquire and dispose of own shares);
- in item 1/, the following words will be deleted in the third paragraph "(as determined in the Euronext Vade-Mecum 2020, as amended from time to time)";
- in item 2/, the words "for a period of three (3) years as from the date of publication in the Annexes to the Belgian Official Gazette of the deed of incorporation of the company" will be replaced by "for a period of three (3) years as from the date of publication in the Annexes to the Belgian Official Gazette of the Extraordinary General Meeting of the company of [DATE]" (where the date in the subsection in square brackets will be the date of the Extraordinary General Meeting approving the authorization to acquire and dispose of own shares)
- in item 3/, sub (i), the words "for a period of five (5) years as from the date of publication in the Annexes to the Belgian Official Gazette of the deed of incorporation of the company" will be replaced by "for a period of five (5) years as from the date of publication in the Annexes to the Belgian Official Gazette of the Extraordinary General Meeting of the company of [DATE]" (where the date in the subsection in square brackets will be the date of the Extraordinary General Meeting approving the authorization to acquire and dispose of own shares);
- a new point 4/ will be added:
"4/ The aforementioned authorizations do not affect the powers, in accordance with the applicable legal provisions, for the Board of Directors to acquire, pledge or dispose of its own shares and depositary receipts relating thereto if no authorization by the articles of association or the general meeting is required for this purpose"; and
- the following transitional provision will be added at the end of article 14:

"Transitional provision

The authorization granted by the incorporators of the company to the Board of Directors on 29 June 2022, remains in force until the date of publication in the Annexes to the Belgian Official

Gazette of the renewal of the authorization decided by the present Extraordinary General Meeting of [DATE]" (and where the date in the subsection in square brackets will be the date of the Extraordinary General Meeting approving the authorization to acquire and dispose of own shares).

For

Against

Abstention

3. Authorization to draw up a coordinated version of the articles of association.

Proposed resolution: Approval to grant to the instrumenting notary public and/or any associate of the instrumenting notary public as well as to each notary and/or each associate of "Berquin Notarissen" BV all powers to prepare, sign and deposit a coordinated version of the company's articles of association in the electronic database provided for that purpose, in accordance with the relevant legal provisions.

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 6 May 2025.

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 2025.

(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: