

# ANNUAL AND EXTRAORDINARY GENERAL MEETINGS 2025

The Board of Directors invites the shareholders to the Annual General Meeting to be held on **Wednesday 21 May 2025 at 2:00 pm** in the DEME Group headquarters at Scheldedijk 30, 2070 Beveren-Kruibeke-Zwijndrecht, immediately followed by the Extraordinary General Meeting. The shareholders are welcome as of 1.00 pm to facilitate the admission formalities to the meetings.



## A. AGENDA OF THE ANNUAL GENERAL MEETING

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 11:59 pm 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.

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.

6. **Discharge of the Statutory Auditor**

**Proposed decision:** Granting discharge to the Statutory Auditor for the fulfillment of its mandate during the financial year ended 31 December 2024.

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 (excl. VAT and expenses, annually indexable).

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).

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 Annual General Meeting was taken into account.

## B. 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
- 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).

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).

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.

## PRACTICAL FORMALITIES



### Which conditions do you need to satisfy to participate in and to vote at the General Meetings?

Only persons who are shareholders on **7 May 2025** (12:00 pm, Belgian time) may participate in voting at the General Meetings.

#### • Do you own registered shares?

You must be registered in the company's share register on **7 May 2025** (12:00 pm, Belgian time) for minimum the number of shares with which you wish to participate in the General Meetings.

You must confirm your participation to the company no later than **15 May 2025** indicating the number of shares with which you wish to participate in the meetings. Such confirmation should be done by submitting a proxy, or by confirming to the company in writing (by e-mail or ordinary mail) that you wish to participate in the physical meetings.

#### • Do you own dematerialized shares?

The shares with which you wish to participate in the General Meetings must be registered in your securities account on **7 May 2025** (12:00 pm, Belgian time). You must request your financial institution (bank, recognized account holder or settlement institution) to:

- a) provide a certificate stating the number of shares you own on **7 May 2025** (12:00 pm, Belgian time) and with which you wish to participate in the general meetings; and
- b) submit this certificate to the company by **15 May 2025** at the latest via e-mail to: AV2025@deme-group.com.

You must confirm your participation to us no later than **15 May 2025** indicating the number of shares with which you wish to participate in the meetings. Such confirmation will be done by submitting a proxy, or by confirming to the company in writing (by e-mail or ordinary mail) that you wish to participate in the physical meetings. You can ask your financial institution to submit your proxy or confirm your participation to the physical meetings to ABN AMRO via <https://corporatebroking.abnamro.com/intermediary> simultaneously with the confirmation of your registration.



### How can you participate in the General Meetings?

If you meet the aforementioned admission conditions, you can either participate and vote in person at the physical meetings, or you can be represented by a proxy holder as set out below.

Any natural person participating in the meetings in his/her capacity as shareholder, proxy holder or representative of a legal person must be able to show proof of his/her identity. Representatives of legal persons must also prove their capacity of corporate body or special proxy holder. Alternatively, as of **7 May 2025** (12:00 pm, Belgian time), you can also electronically register your participation via <http://www.abnamro.com/evoting>.



### Do you wish to be represented at the General Meetings?

If you meet the aforementioned admission conditions, you may be represented at the general meetings by a single proxy holder. For this purpose you must use the proxy form available on our website. You can also request this form to the company. This form also serves as confirmation of participation. You need to send to the company your signed proxy by e-mail or ordinary mail. We need to receive your proxy on **15 May 2025** at the latest. Alternatively, as of **7 May 2025** (12:00 pm, Belgian time), you can also provide an electronic proxy via <http://www.abnamro.com/evoting>.



### Which conditions do you need to satisfy to add items to the agenda of the General Meetings?

If you hold, alone or jointly with other shareholders, at least 3% of the company's share capital, you may request to add items to the agenda of the General Meetings and file resolution proposals in relation to items on or to be added to the agenda, subject to the conditions set out in article 7:130 of the Code of companies and associations.

You must submit your requests in writing (by e-mail or ordinary mail), adding, as the case may be, the text of the new agenda items and the relating resolution proposals or the text of the resolution proposals to be added to the agenda. We need to receive your request on **29 April 2025** at the latest. The request should also contain a mail or e-mail address on which we may confirm receipt of your requests. As the case may be, we will publish a revised agenda and proxy form at the latest on **6 May 2025** (on our website, in the Belgian Official Gazette and in the financial press).

The additional items on the agenda and the proposed resolutions will only be discussed at the general meetings if this/these shareholder(s) holding (together) at least 3% of the company's share capital has/have fulfilled the abovementioned admission formalities.



### Do you wish to ask a question?

You are entitled to address questions to the directors and the Auditor regarding their report or items on the agenda. If you meet the aforementioned admission conditions, your questions will be answered provided any communication of information or facts in response to such questions does not prejudice the company or breaches any confidentiality undertakings entered into by the company, its directors or the Auditor.

Questions may be submitted in writing in advance of the meetings or can be asked during the meetings.

We need to receive your written questions on **15 May 2025** at the latest (by e-mail or ordinary mail) but recommend that you send any questions well before then.



### Would you like confirmation of the registration and counting of your vote?

If you have voted in person or by proxy at the General Meetings, you can request the company after the meetings to receive confirmation that your vote has been validly registered and counted. That request must be made no more than three months after the date of the vote.



### Where can you find all information on these General Meetings?

All relevant information relating to these General Meetings is available on our website [www.deme-group.com/investors](http://www.deme-group.com/investors).

## How can you contact the company?

For the submission of forms and written requests, and for practical questions:

- by e-mail: [AV2025@deme-group.com](mailto:AV2025@deme-group.com) (preferred method);
- by ordinary mail: **Scheldedijk 30, 2070 Beveren-Kruibeke-Zwijndrecht** (for the attention of Carl Vanden Bussche);
- by phone: **+32 (0)3 250 52 11**.

DEME GROUP NV is responsible for processing the personal data it receives from shareholders, representatives and proxy holders within the framework of the general meetings in accordance with applicable data protection legislation.

The Board of Directors thanks you in advance for your cooperation – 17 April 2025.