

ANNUAL GENERAL MEETING 2026

The Board of Directors invites the shareholders to the Annual General Meeting to be held on **Wednesday May 20, 2026**, at **2:00 pm** at the DEME headquarters at Scheldedijk 30, 2070 Beveren-Kruibeke-Zwijndrecht. The shareholders are welcome as of 1:30 pm to facilitate the admission formalities to the meeting.

AGENDA

- 1. Statutory Annual Report of the Board of Directors for the financial year ended December 31, 2025**
- 2. Consolidated Annual Report of the Board of Directors for the financial year ended December 31, 2025**
- 3. Statutory Auditor's reports for the financial year ended December 31, 2025**
- 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, 2025, including the approval of a gross dividend of 4.5 euros 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 25 May 2026 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 December 31, 2025.

- 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 December 31, 2025.

- 7. Renewal of the mandate of directors¹**

7.1 Proposed decision: At the recommendation of the Board of Directors (acting as Nomination Committee), approval of the renewal of the mandate of Mr Luc Bertrand for two (2) years until the end of the annual general meeting in 2028 and this as non-executive director.

7.2 Proposed decision: At the recommendation of the Board of Directors (acting as Nomination Committee), approval of the renewal of the mandate of Mr Tom Bamelis for three (3) years until the end of the annual general meeting in 2029 and this as non-executive director.

7.3 Proposed decision: At the recommendation of the Board of Directors (acting as Nomination Committee), approval of the renewal of the mandate of Mr John-Eric Bertrand for four (4) years until the end of the annual general meeting in 2030 and this as non-executive director.

7.4 Proposed decision: At the recommendation of the Board of Directors (acting as Nomination Committee), approval of the renewal of the mandate of Mr Piet Dejonghe for four (4) years until the end of the annual general meeting in 2030 and this as non-executive director.

7.5 Proposed decision: At the recommendation of the Board of Directors (acting as Nomination Committee), approval of the renewal of the mandate of Mr Koen Janssen for three (3) years until the end of the annual general meeting in 2029 and this as non-executive director.

7.6 Proposed decision: At the recommendation of the Board of Directors (acting as Nomination Committee), approval of the renewal of the mandate of Mr Christian Labeyrie for four (4) years until the end of the annual general meeting in 2030 and this as non-executive director.

7.7 Proposed decision: At the recommendation of the Board of Directors (acting as Nomination Committee), approval of the renewal of the mandate of Mr Luc Vandenbulcke for four (4) years until the end of the annual general meeting in 2030 and this as executive director.

7.8 Proposed decision: At the recommendation of the Board of Directors (acting as Nomination Committee), approval of the renewal of the mandate of Pas de Mots BV, represented by Mrs. Leen Geirnaerd for two (2) years until the end of the annual general meeting in 2028 and this as independent director.

- 8. Remuneration of the Directors**

Proposed decision: In line with the Remuneration policy 2026, approval of the annual base remuneration of each director of 60,000 euros and an attendance fee of 2,500 euros per meeting of the Board of Directors. An annual remuneration of 140,000 euros is granted to the chairman of the Board of Directors.

- 9. Remuneration report**

Proposed decision: Approval of the remuneration report for financial year ended December 31, 2025. 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.

- 10. Remuneration policy 2026²**

Proposed decision: Approval of the remuneration policy prepared by the Remuneration Committee applicable as of financial year 2026. Under article 7:89/1 of the Companies and Associations Code, the company is required to establish a remuneration policy and submit this policy for approval to the general shareholders' meeting upon any material change and at least every four years.

PRACTICAL FORMALITIES

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

Only persons who are shareholders on **May 6, 2026** (12:00 pm, Belgian time), may participate in voting at the General Meeting.

- Do you own registered shares?**

You must be registered in the company's share register on **May 6, 2026** (12:00 pm, Belgian time), for minimum the number of shares with which you wish to participate in the General Meeting.

You must confirm your participation to the company no later than **May 13, 2026** (11:59 pm, Belgian time), indicating the number of shares with which you wish to participate in the meeting. 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 meeting.

- Do you own dematerialized shares?**

The shares with which you wish to participate in the General Meeting must be registered in your securities account on **May 6, 2026** (12:00 pm, Belgian time). You must request your financial institution (bank, recognized account holder or settlement institution) to:

- provide a certificate stating the number of shares you own on **May 6, 2026** (12:00 pm, Belgian time), and with which you wish to participate in the General Meeting; and
- submit this certificate to the company by **May 13, 2026** (11:59 pm, Belgian time), at the latest via e-mail to: AV2026@deme-group.com.

You must confirm your participation to the company no later than **May 13, 2026** (11:59 pm, Belgian time), indicating the number of shares with which you wish to participate in the meeting. 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 meeting. You can ask your financial institution to submit your proxy or confirm your participation to the physical meeting to ABN AMRO via <https://corporatebroking.abnamro.com/> intermediary simultaneously with the confirmation of your registration.

How can you participate in the General Meeting?

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

Any natural person participating in the meeting 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 **May 6, 2026** (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 Meeting?**

If you meet the aforementioned admission conditions, you may be represented at the General Meeting by a single proxy holder. For this purpose you must use the proxy form available on our website. You can also request this form from the company. This form also serves as confirmation of participation. You need to send the company your signed proxy by e-mail or ordinary mail. We need to receive your proxy on **May 13, 2026** (11:59 pm, Belgian time), at the latest. Alternatively, as of **May 6, 2026** (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 Meeting?

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 Meeting 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 **April 28, 2026**, 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 **May 5, 2026** (on our website).

The additional items on the agenda and the proposed resolutions will only be discussed at the General Meeting 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 meeting or can be asked during the meeting.

We need to receive your written questions on **May 13, 2026** (11:59 pm, Belgian time), 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 Meeting, you can request the company after the meeting 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 this General Meeting?**

All relevant information relating to this General Meeting is available on our website www.deme-group.com.

HOW CAN YOU CONTACT THE COMPANY?

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

- by e-mail: AV2026@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 Meeting in accordance with applicable data protection legislation.

The Board of Directors thanks you in advance for your cooperation – April 16, 2026.

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