

ANNUAL GENERAL MEETING 2024

The board of directors invites the shareholders to the annual general meeting to be held on **15 May 2024 at 14.00h** in the Royal Yacht Club Belgium at Thonetlaan 133, 2050 Antwerp. The shareholders are welcome as of 13.00h to facilitate the admission formalities to the meeting.



AGENDA

1. **Statutory annual report of the board of directors for the financial year ended 31 December 2023**
2. **Consolidated annual report of the board of directors for the financial year ended 31 December 2023**
3. **Auditor's reports for the financial year ended 31 December 2023**
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 2023, including the approval of a gross dividend of 2.1 Euros per share.

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 2023.

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 2023.

7. **Resignation of director and appointment of new directors**

Acknowledgement of the voluntary resignation of Ms. Kerstin Konradsson as independent director.

7.1 Proposed decision: Approval of the appointment of Ms. Marieke Schöningh¹, as independent director, for a period of four (4) years until the closing of the annual general meeting in 2028, as she complies with the independence criteria set forth in article 2.3.4 of the company's corporate governance charter.

7.2 Proposed decision: Approval of the appointment of Ms. Gaëlle Hotellier², as independent director, for a period of four (4) years until the closing of the annual general meeting in 2028, as she complies with the independence criteria set forth in article 2.3.4 of the company's corporate governance charter.

The director mandates of Ms. Marieke Schöningh and Ms. Gaëlle Hotellier 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 29 June 2022.

8. **Assurance for the consolidated sustainability information**

Proposed decision: In anticipation of, and subject to, the imminent transposition of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD) into Belgian law, approval of the proposal to entrust the auditor with the task of providing assurance for the consolidated sustainability information for a term equal to the current mandate of the auditor regarding the audit of the annual accounts, for a yearly fee estimated between 200,000 Euros and 240,000 Euros based on the current legislative proposal, an ongoing Readiness Assessment exercise with regard to ESG and estimates as indicated by EFRAG. The final budget will be subject to finalization of the first 2 points, whereby the auditor undertakes to only charge the actual cost of the ESG audit, even if the approved budget is higher.

9. **Remuneration report**

Proposed decision: Approval of the remuneration report for financial year ended 31 December 2023. 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.

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 **1 May 2024** (24h, 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 **1 May 2024** (24h, Belgian time) for minimum the number of shares with which you wish to participate in the general meeting.

You must confirm your participation to us no later than **9 May 2024** (24h, 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 us in writing (by e-mail or ordinary mail) that you wish to participate in the physical meeting.

Do you own dematerialised shares?

The shares with which you wish to participate in the general meeting must be registered in your securities account on **1 May 2024** (24h, Belgian time). You must request your financial institution (bank, recognised account holder or settlement institution) to:

- (a) provide a certificate stating the number of shares you own on **1 May 2024** (24h, Belgian time) and with which you wish to participate in the general meeting; and
- (b) submit this certificate to us by **9 May 2024** at the latest via e-mail to: AV2024@deme-group.com.

You must confirm your participation to us no later than **9 May 2024** (24h, 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 us 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 **1 May 2024** (24h, 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 us. This form also serves as confirmation of participation. You need to send us your signed proxy by e-mail or ordinary mail. We need to receive your proxy on **9 May 2024** at the latest. Alternatively, as of **1 May 2024** (24h, 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 **23 April 2024** 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 **30 April 2024** (on our website, in the Belgian official journal and in the financial press).

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 **9 May 2024** at the latest (by e-mail or ordinary mail) but recommend that you send us 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 us 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 the website <https://www.deme-group.com/governance>.

How can you contact us?

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

- by e-mail: AV2024@deme-group.com (preferred method);
- by ordinary mail: **Scheldedijk 30, 2070 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 - 12 April 2024.

DEME Group NV – Scheldedijk 30, 2070 Zwijndrecht – VAT BE 0787.729.347 – LER Antwerp, Division Antwerp

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

²The CV of Ms. Gaëlle Hotellier is available on the website www.deme-group.com/governance.