

In order to be valid, your completed and signed proxy must be in the possession of DEME Group NV by **Thursday 9 May 2024** 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 (AV2024@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 **1 May 2024** (24h, Belgian time) (the registration date).

POWER OF ATTORNEY
ANNUAL GENERAL MEETING OF WEDNESDAY 15 MAY 2024
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 **15 May 2024** 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 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.

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 2023.

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
Kerstin Konradsson	<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

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.

For Against Abstention

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 Schöningh, 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.

For Against Abstention

7.2 Proposed decision: Approval of the appointment of Ms. Gaëlle Hotellier, 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.

For Against Abstention

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.

- For Against Abstention

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.

- 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 30 April 2024.

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 2024.

(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: