

ANNUAL GENERAL MEETING 2023

The board of directors invites the shareholders to the annual general meeting to be held on **Wednesday May 17, 2023 at 14.00h** in the DEME Group headquarters at Scheldedijk 30, 2070 Zwijndrecht. The shareholders are welcome as of 12.30h 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, 2022

2. Consolidated annual report of the board of directors for the financial year ended December 31, 2022

3. Auditor's reports for the financial year ended December 31, 2022

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, 2022, including the approval of a gross dividend of 1.5 Euros per share. Authorisation for the board of directors to, taking into account the market conditions, including the economical context and cash balance of the company, determine the payment date of the dividend which will, in any event, not be earlier than July 10, 2023.

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, 2022.

6. Discharge of the auditor

Proposed decision: Granting discharge to the auditor for the fulfillment of its mandate during the financial year ended December 31, 2022.

7. Appointment of new director¹

Proposed decision: Approval of the appointment of Ms. Karena Cancilleri, as independent director, for a period of four (4) years until the closing of the annual general meeting in 2027, as she complies with the independence criteria set forth in article 2.3.4 of the company's corporate governance charter.

The director's mandate of Ms. Karena Cancilleri 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 June 29, 2022.

8. Remuneration report

Proposed decision: Approval of the remuneration report for financial year ended December 31, 2022. 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.

9. Approval of a severance payment clause in accordance with Article 7:92 of the Code of Companies and Associations

Proposed decision: In accordance with article 7:92 of the Code of Companies and Associations, approval, upon the unanimous and motivated advice of the company's remuneration committee which takes into account the 25 years of seniority of the chief executive officer (CEO) within the group, of the provision in the management agreement to be entered into between the company and the CEO, pursuant to which the CEO will be entitled to a severance payment equal to 24 months' remuneration (as referred to in Article 3:6, §3, third subparagraph, 1° of the Code of Companies and Associations) in the event the management agreement is terminated at the initiative of the company.

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 3, 2023** (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 **May 3, 2023** (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 **May 11, 2023** (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 **May 3, 2023** (24h, Belgian time). You must request your financial institution (bank, recognised account holder or settlement institution) to:
- provide a certificate stating the number of shares you own on **May 3, 2023** (24h, Belgian time) and with which you wish to participate in the general meeting; and submit this certificate to us by **May 11, 2023** at the latest via e-mail to: AV2023@deme-group.com.

You must confirm your participation to us no later than **May 11, 2023** (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 **May 3, 2023** (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 **May 11, 2023** at the latest. Alternatively, as of **May 3, 2023** (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 **April 25, 2023** 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 2, 2023** (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 **May 11, 2023** 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 our 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: AV2023@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 - April 13, 2023.

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