

In order to be valid, your completed and signed proxy must be in the possession of DEME Group NV **by Wednesday May 13, 2026** (11.59 pm, Belgian time), 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 (AV2026@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 **May 6, 2026** (12 pm, Belgian time) (the registration date).

**POWER OF ATTORNEY
ANNUAL GENERAL MEETING OF WEDNESDAY MAY 20, 2026
DEME GROUP NV**

The undersigned,

.....
owner/usufructuary ofdematerialized shares and/or
..... registered shares of DEME Group NV, with registered office at
Scheldedijk 30, 2070 Beveren-Kruibeke-Zwijndrecht, hereby appoints the secretary of the general
meeting 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 **May 20,
2026**, as of 2 pm.

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.

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 May 25, 2026 at 23:59 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.

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 December 31, 2025.

| | | | |
|--|------------------------------|----------------------------------|-------------------------------------|
| 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 |
| Gaëlle Hotellier | <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 |
| Marieke Schöningh | <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstention |

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.

For Against Abstention

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.

For Against Abstention

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.

For Against Abstention

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.

For Against Abstention

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.

For Against Abstention

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.

For Against Abstention

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.

For Against Abstention

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 Vandembulcke for four (4) years until the end of the annual general meeting in 2030 and this as executive director.

For Against Abstention

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 Geirnaerdts for two (2) years until the end of the annual general meeting in 2028 and this as independent director.

For Against Abstention

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

¹ The CVs of the persons concerned are available on the website www.deme-group.com < Investors < Governance < AGM

the Board of Directors. An annual remuneration of 140,000 euros is granted to the chairman of the Board of Directors.

For Against Abstention

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.

For Against Abstention

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.

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 May 5, 2026.

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.

² The remuneration policy is available on the website www.deme-group.com < Investors < Governance < AGM

Done at, on 2026.

(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: