

PROXY FORM OR POSTAL VOTE

Cadeler A/S' Annual General Meeting, Thursday, 29 April 2021 at 12:00 (CEST) at Gorrissen Federspiel, Axel Towers, Axeltorv 2, 1609 København V, Denmark.

Name of shareholder: _____

Address: _____

Zip code and city: _____

I, the undersigned hereby grant authority by proxy or postal vote at the annual general meeting of Cadeler A/S convened for Thursday, 29 April 2021 as set out below:

Please mark the appropriate box A), B), C) or D) or grant authority by proxy/postal vote directly on <https://www.cadeler.com/en/investor-relations/annual-general-meeting>. Please note that it is only possible either to grant authority by proxy or to vote by post.

- A) Proxy is given to an identified third person: _____
Name and Address of the proxy holder (please use CAPITAL LETTERS)
- B) Proxy is given to the Board of Directors (or order) to vote in accordance with the recommendation of the Board of Directors as stated in the table below
- C) Proxy is given to the Board of Directors (or order) to vote in accordance with the voting directions given below. Please mark "FOR", "AGAINST" or "ABSTRAIN" to indicate your directions.
- D) The postal vote is given in accordance with the voting directions given below. Please mark the box "FOR", "AGAINST" or "ABSTRAIN" to indicate your directions. **The postal vote is irrevocable.**

Items on the agenda (the full agenda is included in the notice of the meeting)	FOR	AGAINST	ABSTRAIN	The Board's recommendation
1. The annual general meeting's election of the chairman of the general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
2. The Board of Directors' report on the Company's activities in the past financial year	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	-
3. Presentation and adoption of annual report for 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4. Distribution of profits or covering of losses according to the adopted annual report for 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
5. Presentation and adoption of the annual remuneration report for 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
6. Resolution to grant discharge of liability to the Board of Directors and the Executive Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
7. Approval of remuneration of the Board of Directors and Committees for the current financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
8. Election of members to the Board of Directors, including Chairman				
a. Election of Andreas Sohmen-Pao as new member of the Board of Directors	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
b. Election of Andreas Sohmen-Pao as new Chairman of the Board of Directors	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
9. Appointment of auditor				
a. Re-election of EY Godkendt Revisionspartnerselskab	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
10. Authorisation to acquire treasury shares, if relevant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
11. Proposals from the Board of Directors or shareholders				
a. Item 11.a – Amendments to the signatory rule in Article 11.1 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
12. Any other business	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	-

If the form is only dated and signed it will be considered a proxy to the Board of Directors to vote in accordance with the recommendation of the Board of Directors as set out above.

A proxy applies to all items discussed at the general meeting. In the event new proposals are submitted, including any amendments to proposals, or in the event of proposals for new candidates to the Board of Directors or auditor who are not on the agenda, the proxy holder will vote on your behalf according to his/her best belief. The proxy/written vote is valid for shares held by the undersigned on the record date, Thursday, 22 April 2021, calculated on the basis of entries in the shareholders' register and any notice of ownership received by the company for the purpose of registration in the shareholders' register.

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Signature: _____