

Notice convening an extraordinary general meeting of Cadeler A/S

The Board of Directors hereby convenes an extraordinary general meeting of Cadeler A/S (the “Company”), company registration (CVR) no. 31 18 05 03, to be held on

Friday, 26 November 2021 at 16:30 (CET)

at Axel Towers at the offices of Gorrissen Federspiel, Axeltorv 2, 1609 København V, Denmark.

Agenda

1. The extraordinary general meeting’s election of the chairman of the general meeting
2. Election of new member to the Board of Directors
3. Election of new members to the Nomination Committee

Agenda with complete proposals

Item 1 – The extraordinary general meeting’s election of the chairman of the general meeting

The Board of Directors proposes that the extraordinary general meeting elects attorney-at-law Chantal Pernille Patel as chairman of the general meeting.

Item 2 – Election of new member to the Board of Directors

Member of the Board of Directors Mr. Roy Shearer has notified the Company that he has decided to step down as a member of the Board of Directors following the extraordinary general meeting. The Board of Directors wishes to extend a vote of thanks to Mr. Shearer for his contribution and invaluable support to the Board of Directors during his tenure.

The Nomination Committee has considered candidates to serve as member of the Board of Directors to replace Mr. Shearer and Mrs. Connie Hedegaard, Chair of the Nomination Committee on behalf of the Nomination Committee proposes to elect Mr. David Cogman as new member to the Board of Directors of the Company. Mr. Cogman has excused himself from the recommendation made by the Nomination Committee due to his conflict of interest in this regard. The Nomination Committee provides the following information on Mr. Cogman:

Mr. David Cogman (born 1974) currently serves as Director of the Company’s major shareholder Swire Pacific Limited. Previously, Mr. Cogman has been a partner at McKinsey & Company in its Hong Kong SAR office. Mr. Cogman holds an MBA degree from Stanford University and a Bachelor’s degree from the London School of Economics, and is a member of the UK Royal Statistical Society.

Item 3 – Election of new members to the Nomination Committee

Assuming election of Mr. David Cogman as new member of the Board of Directors pursuant to item 1 on the agenda, Mr. Cogman will resign from the Company’s Nomination Committee following the extraordinary general meeting.

The Nomination Committee, after considering candidates, proposes to elect Mr. Bjarte Bøe and Ms. Elaine Yew Wen Suen as new members of the Nomination Committee. Mrs. Connie Hedegaard will continue to chair the Nomination Committee and act as an independent director on the Company’s Board of Directors.

The Nomination Committee provides the following information on Mr. Bøe and Ms. Yew:

Mr. Bjarte Bøe (born 1957) has over thirty years of experience in the finance industry. He currently serves as a Director of Seadrill Ltd, an offshore drilling company listed on the OSE. He also serves as a Director in Agera Venture, a Norwegian venture capital company as well as CMB Tech, a private Belgian transportation company. Mr. Bøe is a member of the Nomination Committee of BW Offshore Limited, BW LPG Limited, BW Energy Limited and Hafnia Limited. Mr. Bøe is Chairman of the Investment Committee at SEB Venture Capital, a subsidiary of Skandinaviska Enskilda Banken AB (publ), or SEB, a Nordic financial services group, where from 1995 to June 2019, he held a range of management positions. Mr. Bøe most recently, until 7/2019, served as Head of Shipping and Offshore Finance at SEB, and was Global Head of Investment Banking at SEB Stockholm between 2012 and 2016. Mr. Bøe previously held various other bank related management positions at Christiania Bank between 1986 and 1995, a Norwegian bank that later merged with MeritaNordbanken to become Nordea, and was a shipbroker at R.S. Platou between 1983 and 1986. Mr. Bøe has an MBA from the Norwegian School of Economics and Business Administration, graduated in 1983.

Ms. Elaine Yew Wen Suen (born 1967) is a Senior Partner in Egon Zehnder, one of the world's largest executive search and talent strategy firm. Ms. Yew's focus is on CEO and C-suite succession planning, and board effectiveness. Ms. Yew also advises clients on CEO development, top team effectiveness, and organizational culture. Before joining the firm, Ms. Yew led an industry change program while at Global Freight Exchange, the world's first Internet-based global marketplace for air cargo. Prior to that, Ms. Yew was Executive Director with Goldman Sachs in the European Equities Division and was a Consultant with Monitor Company. Ms. Yew started her career with the Singapore Economic Development Board, helping Singapore companies develop their presence in Indochina and Myanmar in the early 1990s. Ms. Yew currently serves on the Board of Trustees of the National University of Singapore and chairs the Industry Advisory Board of NUS' Centre for Future-Ready Graduates. Ms. Yew also serves on the Board of Governors of the Convent of the Holy Infant Jesus group of schools in Singapore, the Board of Workforce Singapore and the Advisory Board of Women's Forum Singapore. Ms. Yew is also a member of the Asia Advisory Board of Allianz and sits on the board of The Majority Trust and chairs the Tangent Initiative. Ms. Yew has a BA with Honours in English and Drama from the University of Kent and an MBA from INSEAD in Fontainebleau, France.

-oOo-

Adoption requirements

All proposals may be adopted by a simple majority of votes.

Share capital and voting rights

The Company's share capital amounts to nominally DKK 138,574,468 divided into 138,574,468 shares of DKK 1 each. Each share of DKK 1 is entitled to one vote.

The right of a shareholder to attend a general meeting and to vote in respect of his/her shares is determined on the basis of the shares held by the shareholder at the record date. The shareholding and voting rights is 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.

The record date is **Friday, 19 November 2021**.

Furthermore, attendance is subject to the shareholder having registered his/her participation by obtaining an admission card as described below.

How to obtain an admission card

Shareholders, who are entitled to attend the extraordinary general meeting and wish to attend the extraordinary general meeting, must order an admission card no later than on **Monday, 22 November 2021 at 23:59 (CET)**.

An admission card may be ordered as follows:

- by completing, signing and returning the registration form (which may be downloaded from the Company's website, <https://www.cadeler.com/en/investor-relations/general-meetings>) by email to vote@dnb.no or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

A shareholder or his/her proxy holder may attend the general meeting together with an advisor, provided that notification of the advisor's participation has been timely provided.

A confirmation of registration will be sent by email to the email address provided by the shareholder upon registration of participation. Confirmation of the registration must be presented at the extraordinary general meeting.

How to submit a proxy

Shareholders that have ordered an admission card may attend the extraordinary general meeting in person or by proxy. The proxy form (which is the same form used for voting by correspondence) is available on the Company's website, <https://www.cadeler.com/en/investor-relations/general-meetings>.

Proxy forms must be received by DNB Bank ASA, Registrar's Department no later than **Monday, 22 November 2021 at 23:59 (CET)**.

A proxy may be granted as follows:

- by completing, signing and returning a proxy form (which may be downloaded from the Company's website, <https://www.cadeler.com/en/investor-relations/general-meetings>) by email to vote@dnb.no or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

A shareholder can either attend and vote by a) proxy or b) by correspondence, but not both. The right to attend and vote by proxy must be evidenced by proper identification. To the extent proper identification of the shareholder is not presented, attendance and/or voting right may be denied.

How to vote by correspondence (postal voting)

Shareholders who are entitled to participate in the extraordinary general meeting are also entitled to vote by correspondence. The voting form (which is the same form used for granting a proxy) is available on the Company's website <https://www.cadeler.com/en/investor-relations/general-meetings>.

Written votes must be received by DNB Bank ASA, Registrar's Department no later than **Thursday, 25 November 2021**.

A written vote may be submitted as follows:

- by completing, signing and returning a vote by correspondence form (which may be downloaded from the Company's website, <https://www.cadeler.com/en/investor-relations/general-meetings>) by email to vote@dnb.no or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

Webcast

The Company will in connection with the extraordinary general meeting make a live webcast of the extraordinary general meeting available to the shareholders requesting access hereto and which have requested an admission card in accordance with the procedure described above.

It will be possible to ask questions to the Company during the webcast; however, it will not be possible to formally attend and vote through the webcast. Votes may be cast by proxy, voting by correspondence or in person as describe above.

Shareholders, who wish to participate in the webcast, must submit a written request via email to InvestorRelations@cadeler.com no later than **Monday, 22 November 2021 at 23:59 (CET)**.

For more information, please see the information sheet at the Company's website:

<https://www.cadeler.com/en/investor-relations/general-meetings>.

Additional information

Until and including the date of the general meeting, the following additional information will be available on the Company's website, <https://www.cadeler.com/en/investor-relations/general-meetings>:

- Notice of the general meeting, including the agenda and the complete proposals.
- Other documents for the use of the extraordinary general meeting, including the proxy/voting by correspondence form and the registration form.
- The total number of shares and voting rights as at the date of the notice.

Information concerning matters in relation to personal data protection is available on the Company's website, and reference is made to the Company's Policy on personal data and cookies and Information on matters in relation to personal data protection.

On the day of the general meeting, the doors will open at 15:30 (CET). Registration of participation will open at 16:00 (CET).

Questions from the shareholders

Shareholders may ask questions to the Board of Directors and the Executive Management at the extraordinary general meeting. Prior to the general meeting, shareholders may submit questions concerning the agenda or the documents to be considered at the general meeting in writing to the Company by email to InvestorRelations@cadeler.com or by post to Investor Relations, Cadeler A/S, Arne Jacobsens Allé 7, 7., 2300 Copenhagen S, Denmark.

Language

The general meeting will be conducted in English in accordance with article 4.8 of the articles of association.

Personal data

The Company processes personal information about its shareholders as part of the administration of the Company's register of shareholders and other communications. The following information is processed: Name, address, contact information, share account number, shareholding and participation in events. You can read more about how the Company processes personal information in the Company's information sheet on data protection in connection with general meetings, which is available on the Company's website, <https://www.cadeler.com/en/investor-relations/general-meetings>.

Copenhagen, 4 November 2021

Cadeler A/S
The Board of Directors