

## Notice convening an extraordinary general meeting of Cadeler A/S

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

**Friday, 7 October 2022 at 09:00 (CEST)**

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 chair of the general meeting
2. Proposals from the Board of Directors:
  - a. Proposal to amend the Articles of Association’s Article 3.1 regarding new authorisation to the Board of Directors to increase the share capital without pre-emptive rights at market price
  - b. Proposal to amend the Articles of Association’s Article 3.2 regarding new authorisation to the Board of Directors to increase the share capital with pre-emptive rights, which may be below market price
  - c. Proposal to amend the Articles of Association’s Article 3.5 regarding new combined maximum authorisation to increase the share capital.
  - d. Proposal to amend the Articles of Association’s Article 6.5 regarding new deadline for postal votes.

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### Agenda with complete proposals

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

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

#### Item 2 – Proposals from the Board of Directors

##### Item 2.a – Proposal to amend the Articles of Association’s Article 3.1 regarding new authorisation to increase the share capital without pre-emptive rights at market price

The Company continues to experience a favourable development in its business in the offshore wind industry, which has been accelerated by macroeconomic trends since the beginning of 2022. To give the Company flexibility to seize opportunities to meet this demand in line with the Company’s strategy, the Board of Directors proposes to adopt an authorisation to raise further share capital. Accordingly, the Board of Directors proposes that the general meeting approves a new authorisation to the Board of Directors to increase the Company’s share capital with a nominal amount of up to DKK 32,850,000.00 equal to 19.9% of the current share capital without pre-emptive rights for the existing shareholders at market price until 30 September 2024 to replace the authorisation in Article 3.1, which is almost fully exercised.

The Articles of Association’s Article 3.1 will be amended as follows:

In Danish: *“Bestyrelsen er i perioden indtil 30. september 2024 bemyndiget til uden fortegningsret for selskabets eksisterende aktionærer at forhøje selskabets aktiekapital ad én eller flere gange med i alt op til nominelt kr. 32.850.000,00. Forhøjelsen skal ske til minimum markedskurs og kan ske ved kontant betaling, konvertering af gæld eller ved apportindsæud.”*

In English: *“The Board is, until 30 September 2024, authorised to increase the share capital of the Company in one or more issues without pre-emption rights for the Company’s existing shareholders by up to a nominal amount of DKK 32,850,000.00. The capital increase shall take place at or above market price and may be effected by cash payment, conversion of debt or by contribution of assets other than cash.”*

The current Article 3.1.1 will as a result of the proposal be deleted.

Under Item 2.c, the Board of Directors proposes that the proposed authorisations under Item 2.a and Item 2.b are subject to a combined cap under which the combined increase in share capital under the proposed authorisations in Items 2.a and 2.b may not exceed nominally DKK 32,850,000.00 equal to 19.9% of the current share capital.

**Item 2.b - Proposal to amend the Articles of Association's Article 3.2 regarding new authorisation to increase the share capital with pre-emptive rights, which may be below market price**

For the same reasons as set out in Item 2.a and as the combined maximum cap under Article 3.5 of the Company's Articles of Association is almost reached, the Board of Directors proposes to authorise the Board of Directors to increase the Company's share capital with nominally DKK 32,850,000.00 equal to 19.9% of the share capital with pre-emptive rights for the existing shareholders at or below market price in Article 3.2 of the Company's Articles of Association until 30 September 2024.

The Articles of Association's Article 3.2 will be amended as follows:

In Danish: *"Bestyrelsen er i perioden indtil den 30. september 2024 bemyndiget til med fortegningsret for selskabets eksisterende aktionærer at forhøje selskabets aktiekapital ad én eller flere gange med i alt op til nominelt kr. 32.850.000,00. Forhøjelsen kan ske ved kontant betaling og tegningskursen fastsættes af bestyrelsen og kan være lavere end markedskursen."*

In English: *"The Board is, until 30 September 2024, authorised to increase the share capital of the Company in one or more issues of new shares with pre-emption rights for the Company's existing shareholders by up to a nominal amount up to DKK 32,850,000.00. The capital increase shall take place by cash payment at a subscription price to be determined by the Board of Directors, which may be below market price."*

Under Item 2.c, the Board of Directors proposes that the proposed authorisations under Item 2.a and Item 2.b are subject to a combined cap under which the combined increase in share capital under the proposed authorisations in Items 2.a and 2.b may not exceed nominally DKK 32,850,000.00 equal to 19.9% of the current share capital.

**Item 2.c – Proposal to amend the Articles of Association's Article 3.5 regarding a new combined maximum authorisation to increase the share capital**

Subject to the adoption of the proposed amendments in Items 2.a and 2.b, the Board of Directors proposes to amend Article 3.5 regarding the combined maximum capital increase under the authorisations set out in Articles 3.1 and 3.2.

The Articles of Association's Article 3.5 will be amended as follows:

In Danish: *"Forhøjelser af selskabets aktiekapital, som bestyrelsen er bemyndiget til at foretage under vedtagernes punkt 3.1 og 3.2, må ikke samlet overstige nominelt kr. 32.850.000,00."*

In English: *"The capital increases that the Board of Directors are authorised to carry out pursuant to Articles 3.1 and 3.2 may not exceed a nominal amount of DKK 32,850,000.00."*

**Item 2.d – Proposal to amend the Articles of Association's Article 6.5 regarding new deadline for postal votes**

To ensure sufficient time to collect and register all votes cast as postal votes, the Board of Directors proposes to amend Article 6.5 regarding the deadline for when postal votes shall be received by the Company prior to a general meeting from one (1) business day to two (2) business days.

The Articles of Association's Article 6.5 will be amended as follows:

In Danish: "Enhver aktionær, der er berettiget til at deltage i en generalforsamling kan endvidere stemme skriftligt ved brevstemme i overensstemmelse med selskabslovens regler herom. Brevstemmer skal være selskabet i hænde senest to hverdage før generalforsamlingen. Brevstemmer kan ikke tilbagekaldes."

In English: "A shareholder who is entitled to participate in the general meeting may vote by postal vote in accordance with the provisions of the Danish Companies Act. Such postal votes shall be received by the Company not later than two business days before the General Meeting. Postal votes cannot be withdrawn."

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## Adoption requirements

Adoption of the proposals under Items 2.a, 2.b, 2.c and 2.d of the agenda require at least 2/3 of the votes and of the share capital represented at the general meeting. The remaining proposal may be adopted by a simple majority of votes.

## Share capital and voting rights

The Company's share capital amounts to nominally DKK 164,750,000 divided into 164,750,000 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, 30 September 2022**.

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, 3 October 2022 at 23:59 (CEST)**.

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](mailto: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, 3 October 2022 at 23:59 (CEST)**.

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](mailto: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, 6 October 2022 at 09:00 (CEST)**.

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](mailto: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 described above.

Shareholders, who wish to participate in the webcast, must submit a written request via email to [InvestorRelations@cadeler.com](mailto:InvestorRelations@cadeler.com) no later than **Monday, 3 October 2022 at 23:59 (CEST)**.

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 and registration of participation will open at 08:30 (CEST).

### **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](mailto: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, 15 September 2022

Cadeler A/S  
The Board of Directors