Notice convening an extraordinary general meeting of Cadeler A/S

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

Thursday, 10 December 2026 at 12:00 (CET)
at the offices of Gorrissen Federspiel,
Axel Towers, Axeltorv 2, 1609 Copenhagen V, Denmark.

Agenda

1. The general meeting's election of the chair of the general meeting
2. Proposal to apply for delisting of the Company's shares from the Oslo Stock Exchange

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Agenda with complete proposals

Item 1 – The general meeting's election of the chair of the general meeting
The Board of Directors proposes that the general meeting elect attorney-at-law Chantal Pernille Patel Simonsen as chair of the general meeting.

Item 2 – Proposal to apply for delisting of the Company's shares from the Oslo Stock Exchange
Following completion of the voluntary share-for-share exchange offer made by Cadeler plc (the "**Offeror**") to acquire all outstanding shares in the Company (the "**Exchange Offer**"), the Board of Directors proposes that the general meeting adopts a resolution where the Company shall apply to the Oslo Stock Exchange for a delisting of the Company's shares from the Oslo Stock Exchange pursuant to Section 2.10.2(2) of Euronext Oslo Børs Rule Book - Part II – Issuer Rules (the "**Delisting**").

Background
Reference is made to the Combined Offer Document and Prospectus dated 21 September 2026 (the "**Prospectus**") in connection with the Exchange Offer, pursuant to which Cadeler plc offered to exchange, for each outstanding Cadeler share, one share in Cadeler plc, as part of the redomiciliation of the Cadeler group from Denmark to the United Kingdom (the "**Redomiciliation**"), and the stock exchange announcements made on 2 November 2026, on the final results of the Exchange Offer, and 5 November 2026, on the completion of the Exchange Offer.

All terms not defined herein shall have the meaning ascribed to such terms in the Prospectus.

On 29 October 2026, the Offeror announced that, as of the expiry of the Acceptance Period for the Exchange Offer, the Offeror had received acceptances from Cadeler Shareholders, who had validly tendered Cadeler Shares (including Cadeler Shares represented by ADSs), representing, together with any Cadeler Shares then owned by the Offeror, more than 90% of the total number and of the aggregate voting power of the outstanding Cadeler Shares. Consequently, and subject to customary verification procedures, the Minimum Conditions, as set out in Section 17.2.3 ("Conditions for completion of the Offer") of the Prospectus, had been satisfied.

On 4 November 2026, the Offeror announced the settlement of the Offer.

On 9 November 2026, the Offeror published a statutory notice on the compulsory redemption of the remaining shareholders of the Company, including ADS Holders, in accordance with the procedures set out in sections 70 and 72 of the Danish Companies Act (the "**Squeeze-out**").

Accordingly, and in anticipation of completion of the ongoing Squeeze-out, following which the Company will be wholly-owned by the Offeror, the Board of Directors proposes the Delisting to the general meeting, as set out in this notice.

Proposed delisting process
If the proposal is adopted by the general meeting, the Company will submit an application for the Delisting to the Oslo Stock Exchange pursuant to Section 2.10.2(2) of Euronext Oslo Børs Rule Book – Part II – Issuer Rules, following completion of the Squeeze-out. Approval of an application for delisting is a discretionary decision of the Oslo Stock Exchange, which will take into account, among other things, the interests of the Company's minority shareholders in accordance with the Oslo Stock Exchange's continuing obligations of stock exchange listed companies. Accordingly, no assurance can be given that the Company's shares will be delisted even if the proposal is adopted by the general meeting.

If the proposal to apply for the Delisting is adopted by the general meeting and the Delisting is approved by the Oslo Stock Exchange, the last day of trading in the Company's shares on the Oslo Stock Exchange will be announced by the Company through a stock exchange announcement.

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Adoption requirements
Adoption of the proposal under item 2 of the agenda requires at least two thirds (2/3) of the votes and of the share capital represented at the general meeting. Item 1 of the agenda may be adopted by a simple majority of votes.

Share capital and voting rights
As at the date hereof, the Company's share capital amounts to nominally DKK 386,053,341 divided into 386,053,341 shares of DKK 1 each. Each share of DKK 1 is entitled to one vote.

The right of a shareholder to attend the 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 are 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 **Thursday, 3 December 2026.**

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 general meeting and wish to attend the general meeting must order an admission card no later than on **Monday, 7 December 2026 at 12:00 (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://ir.cadeler.com/, 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 general meeting.

How to submit a proxy
Shareholders that have ordered an admission card may attend the 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://ir.cadeler.com/.

Proxy forms must be received by DNB Bank ASA, Registrar's Department no later than **Monday, 7 December 2026 at 12:00 (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://ir.cadeler.com/) 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 vote by proxy or 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 may be denied.

How to vote by correspondence (postal voting)
Shareholders who are entitled to participate in the 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://ir.cadeler.com/.

Written votes must be received by DNB Bank ASA, Registrar's Department no later than **Tuesday, 8 December 2026 at 12:00 (CET).**

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://ir.cadeler.com/) 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.

Additional information
Until and including the date of the general meeting, the following additional information will be available on the Company's website, https://ir.cadeler.com/:

- Notice of the general meeting, including the agenda and the complete proposals.
- Any other documents to be presented at the general meeting.
- Other documents for the use of the general meeting, including the proxy/voting by correspondence form and the registration form.
- The total number of shares and voting rights on 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 extraordinary general meeting, the doors and registration of participation will open at **11:30 CET**.

Questions from the shareholders
Shareholders may ask questions at the 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, Kalvebod Brygge 43, 1560 Copenhagen V, Denmark.

Language
The general meeting will be conducted in English in accordance with Article 4.8 of the Company's 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://ir.cadeler.com/.

Copenhagen, 17 November 2026

Cadeler A/S
The Board of Directors