

Proxy for the Extraordinary General Meeting of Shareholders

BY **WEDNESDAY, 15 MAY 2024**, PLEASE:

- GRANT THE PROXY VIA THE LUMI PLATFORM (VIA THE LINK www.lumiconnect.com); OR
- SEND THE ORIGINAL DATED AND SIGNED PROXY TO THE COMPANY BY LETTER, WHICH MUST REACH THE COMPANY NO LATER THAN WEDNESDAY, 15 MAY 2024 (Elia Group SA/NV, for the attention of Mrs Siska Vanhoudenhoven, Secretary-General, Boulevard de l'Empereur 20, B-1000 Brussels); OR
- SEND A (SCANNED OR PHOTOGRAPHED) COPY OF THE DATED AND SIGNED PROXY TO THE COMPANY BY E-MAIL (shareholder@eliagroup.eu).

FOR THE SAKE OF GOOD ORDER, PLEASE NOTE THAT THE FORMALITIES SET FORTH IN THE NOTICE OF CONVOCATION FOR THE PURPOSES OF PARTICIPATING AND VOTING AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS MUST ALSO BE COMPLIED WITH.

Elia Group SA/NV

For the attention of Mrs Siska Vanhoudenhoven
Secretary-General
Boulevard de l'Empereur 20
B-1000 Brussels

Proxy for the Extraordinary General Meeting of Shareholders

The undersigned:¹

owner of

..... registered shares,
..... dematerialized shares²

in Elia Group SA/NV (the "company"),
hereby appoints as his/her/its special proxyholder:

.....³
to represent the undersigned and to vote on his/her/its behalf at the Extraordinary General Meeting of Shareholders of:

Elia Group SA/NV

to be held on Tuesday 21 May 2024,
immediately after the Ordinary General Meeting of Shareholders of the company held on Tuesday, 21 May 2024, at 10h00,
at Silver Hall, SQUARE Brussels, Mont des Arts Kunstberg at 1000 Brussels
(hereafter the "Extraordinary General Meeting of Shareholders"),

¹ TO BE COMPLETED:
 - for natural persons: name, first name and full address;
 - for legal persons: name, legal form and registered office, as well as name and function of the natural person(s) who validly sign(s) the proxy on behalf of the legal person.

² NUMBER OF SHARES TO BE COMPLETED AND DELETE WHAT DOES NOT APPLY

³ TO BE COMPLETED

of which the agenda, including the proposed resolutions⁴, is as follows:

1. Presentation and discussion of the special report of the Board of Directors, drawn up in accordance with section 7:154 of the Code of companies and associations concerning the amendment of the object of the company
2. Amendment of the articles of association in the context of the amendment of the object of the company

Proposed resolution: the Extraordinary General Meeting of Shareholders resolves to amend articles 3 and 13 as follows:

- a. Article 3.1 is amended as follows: *"The main object of the company is the management of electricity networks, whether or not through participations in undertakings that own electricity grids and/or are active in this sector, including related services. Furthermore, it can invest on an ancillary basis in other activities in the energy sector (including the production and supply of electricity), provided that these other activities do not conflict (in light of the applicable legislation and regulations, in particular the ownership unbundling rules) with the aforementioned main object of the company."*
- b. In the last sentence of article 3.2 the words *"and regulations"* are added after the word *"legislation"*.
- c. Article 3.3 is repealed in its entirety.
- d. Article 3.4 is renumbered to article 3.3 and amended as follows: *"3.3 The company may, provided it complies with any conditions laid down in the applicable legislation and regulations, both in Belgium and abroad, carry out any transaction that is such as to promote the achievement of its object as well as any public service task that might be imposed upon it by the legislator. The company may engage on an ancillary basis in activities relative to the production or sale of electricity provided that these activities do not conflict (in light of the applicable legislation and regulations) with the main object of the company as described in article 3.1. The company is particularly vigilant not to contravene the ownership unbundling rules imposed on it by the applicable legislation and regulations."*
- e. Article 3.5 is renumbered to article 3.4.
- f. Article 3.6 is renumbered to article 3.5 and amended as follows: *"3.5 The company may, provided it complies with any conditions laid down in the applicable legislation and regulations, participate, in any manner, in all other undertakings which are likely to promote the realisation of its object; in particular, it may participate, including in the capacity of shareholder, cooperate or enter into any form of cooperation agreement, whether commercially, technically or of any other nature, with any Belgian or foreign person, undertaking or company engaged in similar or related activities, without thereby contravening the ownership unbundling rules imposed on it by the applicable legislation and regulations."*

⁴ **TICK WHAT APPLIES**

- g. Article 3.7 is renumbered to article 3.6 and the phrase "section 2 of" is removed.
- h. The second paragraph of article 13.1 is amended as follows: *"In light of the applicable legislation and regulations, particularly the ownership unbundling rules, the members of the board of directors may not be members of the supervisory board, the board of directors or bodies that by statute represent an undertaking that fulfils any of the following functions: production or supply of electricity. Nor may the members of the board of directors carry out any other function or activity, whether remunerated or not, in favour of an undertaking falling under the preceding sentence."*

for

against

abstention

- 3. Presentation and discussion of the special report of the Board of Directors drawn up in application sections 7:199 and 7:155 of the Code of companies and associations concerning the use and purposes of the authorised capital and the amendment to the rights attached to the classes of shares
- 4. Amendment of the articles of association by inserting the following text into article 7 (which is at present without subject):

Proposed resolution: the Extraordinary General Meeting of Shareholders resolves to amend article 7 of the articles of association as follows:

"7.1 The board of directors is authorised (i) to increase the capital, in one or more occurrences, both by cash contributions and, subject to legal restrictions, by contributions in kind, as well as by incorporation of available or unavailable reserves or issue premiums, with or without issuance of new securities, and (ii) to determine all terms and conditions of the capital increase, the issue of securities and their placement.

These increases may result in the issuance of shares, convertible bonds and/or subscription rights, as well as other securities, whether or not attached to other securities of the company.

The maximum amounts of the capital increases authorised by this article 7 are specified in article 7.3.

This authorisation is granted to the board of directors for a period of five years from the date of publication in the Annexes of the Belgian State Gazette of an extract from the decision of the general meeting approving the authorised capital and the resulting amendment to the articles of association.

7.2 The board of directors may, within the framework of the authorisation provided for in this article 7, limit or cancel the preference rights of shareholders, in the interests of the company and subject to compliance with the legal terms.

The board of directors may also limit or cancel shareholders' preference rights in favour of one or more specific persons who, where applicable, are not employees of the company or its subsidiaries. Such specific persons may or may not already be shareholders.

7.3 The maximum cumulative amounts over the authorisation period covered by the authorised capital clause, of the capital increases authorised by this article 7 are the following:

- (i) *if the capital increases take place with the statutory preference right, or with the cancellation of the statutory preference right but combined with the granting of an extra-statutory preference right, the maximum amount*

equivalent to 50% of the existing capital of the company on the date on which the general meeting approved the authorisation, rounded down to the nearest whole number; and

- (ii) in all other cases, the maximum amount equivalent to 20% of the existing capital of the company on the date on which the general meeting approved the authorisation, rounded down to the nearest whole number.*

In any event, the total amount by which the board of directors may increase the capital by combining the authorisations set forth under items (i) and (ii) above, is limited to an amount equivalent to 70% of the existing capital of the company on the date on which the general meeting approved the authorisation, rounded down to the nearest whole number.

7.4 Any capital increase pursuant to this authorisation shall be decided in accordance with the terms of, and be consistent with, the special report submitted by the board of directors to the general meeting dated 21 May 2024.

7.5 Any decision to implement the authorisation granted to the board of directors to increase the capital in accordance with this article 7 shall require, in addition to a simple majority of the votes of the members of the board of directors present or represented, a majority of 3/4th (rounded down to the nearest whole number) of the votes of the non-independent directors present or represented. The 3/4th majority of the votes of the non-independent directors does not apply if all the non-independent directors are prevented from taking part in the deliberation and voting on the decision in accordance with articles 7:96, 7:97 and/or 7:200, 2° of the Code of companies and associations. If one (or more) directors are unable to participate, they will not be taken into account for the calculation of the quorum."

for

against

abstention

Attendance formalities

The undersigned principal hereby declares to have in due time complied with all the formalities set forth in the notice of convocation for the purposes of participating and voting at the Extraordinary General Meeting of Shareholders. Proof hereof must be delivered to the company no later than Wednesday, 15 May 2024.

Powers of the special proxyholder

The aforementioned special proxyholder may vote or abstain from voting on behalf of the undersigned on all proposed resolution concerning the items on the agenda of the Extraordinary General Meeting of Shareholders, as the case may be, in accordance with the voting instructions given above.⁵

Furthermore, by virtue of the proxy, the aforementioned special proxyholder is authorized to sign on behalf of the undersigned any minutes, deeds or documents and, in general, to do everything that is necessary or useful to execute this proxy.

Should the Extraordinary General Meeting of Shareholders not be able to validly deliberate or should it be postponed for any reason whatsoever, the aforementioned special proxyholder is, by virtue of this proxy, authorized to attend any subsequent meeting having the same or similar agenda. However, this shall only apply insofar the principal has in due time complied with the required formalities to participate and vote at the subsequent Extraordinary General Meeting of Shareholders, including the Extraordinary General

⁵ In case you appoint the Secretary-General of the company as proxy holder, you must give specific voting instructions in the proxy form (since the Secretary-General is deemed to have a conflict of interest pursuant to section 7:143, §4 of the Code of companies and associations).

Meeting that will be convened on 21 June 2024 at 9h30, if at the Extraordinary General Meeting the required quorum of attendance is not reached.

The effects of the (possible) exercise of the right to add items to the agenda and to file proposed resolutions on the proxy form

One or more shareholders holding, alone or together, three per cent (3%) of the share capital of the company can exercise his/her/its/their right in accordance with section 7:130 of the Code of companies and associations and section 26.1, second paragraph of the articles of association to add to the agenda of the Extraordinary General Meeting of Shareholders one or more items to be discussed and to file proposed resolutions relating to items already on or to be added to the agenda.

In any such case, the company will no later than Monday, 6 May 2024, make available to its shareholders on its website under "Investor Relations" - "Elia Group Share" - "Shareholder meetings" (www.eliagroup.eu) the new forms that can be used to vote by proxy, to which are added the additional items to be discussed and the associated proposed resolutions that might be placed on the agenda and/or just the proposed resolutions that might be formulated.

The proxy forms that have been validly delivered to the company prior to the publication of the revised agenda of the Extraordinary General Meeting of Shareholders (i.e. no later than Monday, 6 May 2024) will remain valid with regard to the items mentioned on the agenda for which it was given.

By way of derogation from the foregoing, the special proxyholder is not authorised to vote on items for which new proposed resolutions have been submitted or on new items to be discussed.

If the shareholder in question wishes the special proxyholder to be able to vote on the new proposed resolutions or on new items to be discussed, the company must receive from the shareholder in question the new proxy form completed, dated and signed no later than 15 May 2024.

More detailed information on this can be found on the company's website under "Investor Relations" - "Elia Group Share" - "Shareholder meetings" (www.eliagroup.eu).

Done at:

On:

(signature(s))

(The signature(s) should be preceded by the handwritten mention "GOOD FOR PROXY")