Form to vote by letter for the Ordinary General Meeting of Shareholders

BY WEDNESDAY, 15 May 2024, PLEASE:

- VOTE BY LETTER VIA THE LUMI PLATFORM (VIA THE LINK www.lumiconnect.com, under "Direct voting"); OR
- <u>SEND THE ORIGINAL DATED AND SIGNED FORM TO THE COMPANY BY LETTER, WHICH MUST</u> <u>REACH THE COMPANY NO LATER THAN WEDNESDAY, 15 May 2024 (Elia Group SA/NV, for</u> <u>the attention of Mrs Siska Vanhoudenhoven, Secretary-General, Boulevard de l'Empereur 20,</u> <u>B-1000 Brussels); OR</u>
- SEND A (SCANNED OR PHOTOGRAPHED) COPY OF THE DATED AND SIGNED FORM 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 ORDINARY 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, Belgium

Form to vote by letter for the Ordinary General Meeting of Shareholders

The undersigned¹:

.....

owner of

..... registered shares,

..... dematerialized shares²

in Elia Group SA/NV (the "company"),

wishes to vote by letter at the Ordinary General Meeting of Shareholders of:

Elia Group SA/NV

to be held on Tuesday 21 May 2024,

at 10h00,

at Silver Hall, SQUARE Brussels, Mont des Arts Kunstberg at 1000 Brussels

(hereafter the "Ordinary General Meeting of Shareholders"),

and declares to vote as follows on the following proposed resolutions³, as included in the agenda of the Ordinary 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 form to vote by letter on behalf of the legal person.

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

³ MARK WHERE APPROPRIATE

- 1. Annual report of the Board of Directors on the statutory annual accounts for the financial year ended 31 December 2023
- 2. Report of the statutory auditors on the statutory annual accounts for the financial year ended 31 December 2023
- 3. Approval of the statutory annual accounts for the financial year ended 31 December 2023, including the allocation of the result

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the statutory annual accounts for the financial year ended 31 December 2023, including the allocation of the result.

□ for □ against □ abstention

4. Approval of the adjusted remuneration policy

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the adjusted remuneration policy applicable as of 1 January 2024.

□ for □ against □ abstention

5. Explanation and advisory vote on the remuneration report for the financial year ended 31 December 2023

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the remuneration report for the financial year ended 31 December 2023.

□ for □ against □ abstention

- 6. Annual report of the Board of Directors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2023
- Report of the statutory auditors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2023
- 8. Discussion of the consolidated annual accounts (IFRS) for the financial year ended 31 December 2023
- 9. Discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2023

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2023.

□ for □ against □ abstention

10. Discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2023

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2023.

□ for □ against □ abstention

11. Entrusting the assurance engagement of the consolidated sustainability reporting of the company to the statutory auditors of the company

Proposed resolution: the Ordinary General Meeting of Shareholders upon nomination by the works council, upon proposal by the Board of Directors and upon recommendation of the Audit Committee, entrusts the assurance engagement of the consolidated sustainability statement the company to EY Réviseurs d'Entreprises SRL / EY Bedrijfsrevisoren BV and to BDO Réviseurs d'Entreprises SRL / BDO Bedrijfsrevisoren BV, for a term of two years ending immediately after the ordinary general meeting to be held in 2026 in order to be aligned with the mandate period for the consolidated financial statements.

EY Réviseurs d'Entreprises SRL / EY Bedrijfsrevisoren BV appoints Paul Eelen as permanent representative and BDO Réviseurs d'Entreprises SRL / BDO Bedrijfsrevisoren BV appoints Michaël Delbeke as permanent representative. Both permanent representatives elect domicile at the registered office of respectively EY Réviseurs d'Entreprises SRL / EY Bedrijfsrevisoren BV and BDO Réviseurs d'Entreprises SRL / BDO Bedrijfsrevisoren BV.

The Ordinary General Meeting sets the remuneration for the assurance engagement at 110,914 EUR per year for the company, it being understood that the Board of Directors may submit a revised remuneration proposal for the financial year 2024 and/or the financial year 2025 to the ordinary general meeting to be held in 2025.

Explanation:

EU Directive 2022/2464 as regards corporate sustainability reporting ("CSRD") is expected to be implemented into Belgian law in the course of 2024. In accordance with CSRD and its implementation into Belgian law, the company's consolidated sustainability statement over financial year 2024 is subject to an assurance engagement. Therefore, and in anticipation of the Belgian law implementation of CSRD, the Board of Directors proposes to entrust the company's current statutory auditors with this assignment for the remaining duration of their mandate as statutory auditors and to determine their remuneration for this assignment. Considering the uncertainty about the scope of this assignment, given the fact the implementation of CSRD into Belgian law is still pending, the Board of Directors may submit a revised remuneration proposal for the financial year 2024 and/or the financial year 2025 to the ordinary general meeting to be held in 2025.

□ for

🗆 against

abstention

12. Miscellaneous

* *

I. A shareholder voting by duly returning this form to the company can no longer vote by proxy at the Ordinary General Meeting of Shareholders for the number of shares mentioned above.

II. If for any reason the Ordinary General Meeting of Shareholders cannot be held on the aforementioned date, the present form for voting by letter will continue to be valid for each subsequent meeting with the same or similar agenda. However, this shall only apply insofar the undersigned has in due time complied with the required formalities to participate in and vote at the subsequent Ordinary General Meeting of Shareholders.

III. 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 Ordinary 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 relevant forms that can be used to vote by letter, to which are added the additional items to be discussed and the attendant proposed resolutions that might be placed on the agenda and/or just the proposed resolutions that might be formulated.

The forms to vote by letter which have been validly notified to the company before publication of the revised agenda of the Ordinary 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 to which they relate.

Contrary to the foregoing, votes cast on the aforementioned forms with regard to the items mentioned on the agenda for which new proposed resolutions have been submitted, are not taken into account.

Therefore, if the shareholder in question wishes to vote on the new proposed resolutions or on new items to be discussed, the company must receive the new voting form by letter from the shareholder in question, completed, dated and signed, no later than <u>15 May 2024</u>.

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

Done at:

On:

(signature(s))