

**Form to vote by letter for the Extraordinary General Meeting of Shareholders**

**BY SATURDAY, 15 JUNE 2024, PLEASE:**

- SEND THE ORIGINAL DATED AND SIGNED FORM TO THE COMPANY BY LETTER, WHICH MUST REACH THE COMPANY NO LATER THAN SATURDAY, 15 JUNE 2024 (Elia Group SA, 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 FORM TO THE COMPANY BY E-MAIL (shareholder@eliagroup.eu).

**FOR THE SAKE OF GOOD ORDER, PLEASE NOTE THE FOLLOWING:**

- 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;
- THE FORM FOR VOTING BY LETTER FOR THE EXTRAORDINARY GENERAL MEETING OF 21 MAY 2024 SHALL REMAIN VALID INsofar AS YOU HAVE IN DUE TIME COMPLIED WITH THE REQUIRED FORMALITIES TO PARTICIPATE AND VOTE AT THE NEW EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS. HOWEVER, YOU ARE ALSO FREE TO SEND THE COMPANY A NEW FORM TO VOTE BY LETTER (IF SO DESIRED, WITH A DIFFERENT CONTENT) FOR THE EXTRAORDINARY GENERAL MEETING.

**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 Extraordinary General Meeting of Shareholders**

The undersigned<sup>1</sup>: .....  
.....  
.....,

owner of

..... registered shares,  
..... dematerialized shares<sup>2</sup>  
in Elia Group SA/NV (the "company"),

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

**Elia Group SA/NV**

to be held on Friday 21 June 2024, at 9h30  
at the seat of the company, Boulevard de l’Empereur 20 at 1000 Brussels  
(hereafter the "Extraordinary General Meeting of Shareholders"),

**and declares to vote as follows regarding the following proposed resolutions<sup>3</sup>, which are contained on the agenda of the Extraordinary General Meeting of Shareholders:**

- 1. 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
- 2. 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.*

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**<sup>1</sup> 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 position of the natural person(s) who validly sign(s) the form to vote by letter on behalf of the legal person.  
**<sup>2</sup> NUMBER OF SHARES TO BE FILLED IN AND DELETE WHAT DOES NOT APPLY**  
**<sup>3</sup> MARK WHERE APPROPRIATE**

*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 June 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**

\* \*  
\*

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

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

Done at:

On:

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(signature(s))