Proxy for the Extraordinary General Meeting

BY **WEDNESDAY, 13 MAY 2026**, 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, 13 MAY 2026 (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 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

The undersigned:[1] ……
……
……,

owner of

……. registered shares,

……. dematerialized shares[2]

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:

Elia Group SA/NV

to be held on Tuesday 19 May 2026,

, at 09h00,
at Sparks Meeting, Ravensteinstraat / rue Ravenstein 60 at 1000 Brussels

(hereafter the "Extraordinary General Meeting"),

---

[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 resolutions[4], is as follows:

1. Amendment of the articles of association with a view to aligning the unbundling rules with the needs of the company

   Proposed resolution: the Extraordinary General Meeting resolves to amend articles 3.6, 4.4, and 17.8 as follows:

   a. Article 3.6 is replaced by the following text:

   "For the purposes of these articles of association, the definitions of the terms "producer", "network owner", "distribution system operator", "supplier", "intermediary", and "subsidiary" shall be those set out in the Act of 29 April 1999 on the organisation of the electricity market, and the definition of the term "transmission system operator" shall be that set out in Directive (EU) 2019/944 on common rules for the internal market for electricity and amending Directive 2012/27/EU."

   b. Article 4.4 is replaced by the following text*:*

   "A holder of Shares may not exercise direct or indirect control over or exercise, directly or indirectly through a subsidiary, any right over the transmission system operator that is a subsidiary of the company, while at the same time exercising direct or indirect control over a company that performs one of the functions of production or supply of electricity and/or natural gas.
   A holder of Shares may not exercise direct or indirect control over or exercise, directly or indirectly through a subsidiary, any right over a company that performs one of the functions of production or supply of electricity and/or natural gas, while at the same time exercising direct or indirect control over the company.
   The voting rights attached to the Shares held in violation of the preceding paragraphs of this article 4.4 shall be suspended.
   In addition, any significant change in the shareholding of the company that could jeopardize the independence of Elia Transmission Belgium NV as transmission system operator requires the prior confirmation from the Commission for the Regulation of Electricity and Gas that such change does not give rise to the opening of a certification procedure within the meaning of article 10 of the law of 29 April 1999 on the organization of the electricity market."

   c. *In the last sentence of article 17.8, the word "network operator" shall be replaced by the word "company".*

   □ **for** □ **against** □ **abstention**

2. Amendment of the articles of association with a view to granting authorisation for the acquisition of own shares

   Proposed resolution: the Extraordinary General Meeting resolves to replace the text of article 37 with the following text:

   "37.1 The Extraordinary General Meeting authorises the board of directors to acquire the company's own shares, provided that the total number of own shares held by the company pursuant to this authorisation may not exceed 10% of the total number of shares, at a consideration that cannot be more than 10% below the lowest closing price of the last thirty days preceding the transaction and no more than 10% above the highest closing price of the last thirty days preceding the transaction. This

[4] TICK WHAT APPLIES

authorisation is granted for a period of five years as from the publication of this authorisation. This authorisation applies to the board of directors of the company and, insofar as necessary, to any third party acting on behalf of the company. It also applies to the direct and, to the extent necessary, indirect subsidiaries of the company. This authorisation does not prejudice the board of directors' ability, in accordance with the applicable legal provisions, to acquire own shares if no authorisation under the articles of association or authorisation of the general meeting is required for this purpose.

37.2 The company may, either directly or through persons acting in their own name but on behalf of the company, dispose of its own shares.

37.3 The board of directors is authorised to dispose of own shares to one or more specific persons, provided they are members of the personnel within the meaning of article 1:27 of the Code of companies and associations. This authorisation does not prejudice the board of directors' ability, in accordance with the applicable legal provisions, to dispose of own shares if no authorisation under the articles of association or authorisation of the general meeting is required for this purpose.
The first paragraph of this article 37.3 applies to the board of directors of the company and, to the extent necessary, to any third party acting in its own name but on behalf of the company. It also applies to the direct and, to the extent necessary, the indirect subsidiaries of the company."

☐ **for** ☐ **against** ☐ **abstention**

3. Presentation and discussion of

   a. the special report of the Board of Directors prepared in accordance with sections 7:199 and 7:155 of the Code of companies and associations regarding the use and purposes of the authorised capital and the amendment of the rights attached to the classes of shares

   b. the special report of the Board of Directors prepared in accordance with section 7:155 of the Code of companies and associations regarding the amendment of the rights attached to classes of shares

4. Amendment of the articles of association with a view to adjusting the authorised capital and to amend the rights attached to classes of shares

   Proposed resolution: the Extraordinary General Meeting resolves to replace article 7 of the articles of association with the text set out below. The amended provision of the articles of association shall enter into force on the date of publication in the Annexes to the Belgian Official Gazette of an extract of this resolution of the Extraordinary General Meeting of 19 May 2026, or, if the required quorum was not reached on that date, of the second Extraordinary General Meeting of 29 June 2026. On that same date it shall fully and entirely replace the existing authorisation. Until that date, the existing authorisation shall remain in full force and effect.

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

These increases may give rise to the issuance of shares, convertible bonds and/or subscription rights, as well as other securities, whether or not linked to other securities of the company.
The maximum amounts of the capital increases permitted 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 to the Belgian Official Gazette of an extract of the resolution of the general meeting of shareholders approving the authorised capital and the resulting amendment of the articles of association.

7.2 The board of directors may, within the framework of the authorisation provided for in this article 7, in the interest of the company and subject to compliance with legal provisions, restrict or cancel the preferential subscription rights of shareholders. The board of directors may also restrict or cancel the preferential subscription rights of shareholders in favour of one or more specific persons who, where applicable, are not employees of the company or its subsidiaries. These specific persons may or may not already be shareholders.

7.3 The cumulative maximum amounts of the capital increases permitted by this article 7 over the authorisation period covered by the clause on authorised capital are as follows:
(i) if the capital increases take place with the statutory preferential subscription right, or with the cancellation of the statutory preferential subscription right but combined with the granting of an extra-statutory preferential subscription right, the maximum amount of the capital increases shall be the amount corresponding 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 of the capital increases shall be the amount corresponding 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 under points (i) and (ii) above is limited to an amount corresponding to 70% of the existing capital of the company on the date on which the general meeting approved the authorization, rounded down to the nearest whole number.

7.4 Any capital increase pursuant to this authorisation shall be resolved in accordance with, and shall be consistent with, the special report submitted by the board of directors to the general meeting of shareholders of 19 May 2026.

7.5 Any resolution implementing the authorisation granted to the board of directors to increase the share capital in accordance with this article 7 requires, in addition to a simple majority of the votes of the members of the board of directors present or represented, a majority of 3/4 (rounded down to the nearest whole number) of the votes of the non-independent directors present or represented who were appointed on the proposal of the holders of class C Shares. The 3/4 majority of the votes of the non-independent directors appointed on the proposal of the holders of class C Shares does not apply if all non-independent directors appointed on the proposal of the holders of class C Shares are prevented from taking part in the deliberation and voting on the resolution in accordance with sections 7:96, 7:97 and/or 7:200, 2° of the Code of companies and associations. If one (or more) directors cannot participate, they are not taken into account for the calculation of the quorum."

☐ **for** ☐ **against** ☐ **abstention**

5. Amendment of the articles of association in the context of aligning the governance structure with the needs of the company

Proposed resolution: the Extraordinary General Meeting resolves to amend article 12.1, article 12.4 and article 13.2.2 as follows:

a. The first sentence of article 12.1 is replaced by the following sentence: "*The company is managed by a board of directors that is composed of fourteen (14) members who are appointed by the general meeting for a maximum term of six (6) years and may be dismissed by it.*"

b. In the first sentence of article 12.4, the words "*twelve (12)*" are replaced by the words "*fourteen (14)*".

c. Article 13.2.2 is replaced by the following text:

"*The number of directors elected upon proposal of each of the holders of class A Shares and the holders of class C Shares is determined in function of the proportion that the totals of each of the class A Shares and class C Shares bear to the total number of class A Shares and class C Shares combined. This number is determined as follows:*

- *seven (7) directors if the percentage is greater than eighty-seven point fifty per cent (87.50%);*
- *six (6) directors if the percentage is greater than seventy-five per cent (75%) but equal to or less than eighty-seven point fifty per cent (87.50%);*
- *five (5) directors if the percentage is greater than sixty-two point fifty per cent (62.50%) but equal to or less than seventy-five per cent (75%);*
- *four (4) directors if the percentage is greater than fifty per cent (50%) but equal to or less than sixty-two point fifty per cent (62.50%);*
- *four (4) directors elected upon proposal of the holders of class C Shares and three (3) directors elected upon proposal of the holders of class A Shares if the percentage is equal to fifty per cent (50%);*
- *three (3) directors if the percentage is greater than or equal to thirty-seven point fifty per cent (37.50%) but less than fifty per cent (50%);*
- *two (2) directors if the percentage is greater than or equal to twenty-five per cent (25%) but less than thirty-seven point fifty per cent (37.50%);*
- *one (1) director if the percentage is greater than or equal to twelve point fifty per cent (12.50%) but less than twenty-five per cent (25%).*

In the event that there should no longer exist either any class A Shares or any class C Shares, 7 (seven) directors will be elected upon proposal of the holders of the Shares of the other remaining class (being class A or C, as the case may be), providing always that the Shares of said remaining class represent more than 30 per cent of the share capital of the company.

For the purposes of calculating the ratio that the number of class A Shares or class C Shares, respectively, bears to the total number of class A Shares and class C Shares combined, two decimal places are taken into account, of which the second decimal place will be rounded up if the third decimal place is equal to or greater than five and rounded down if the third decimal place is less than five."

☐ **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. Proof hereof must be delivered to the company no later than Wednesday, 13 May 2026.

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, 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 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, including the Extraordinary General Meeting that will be convened on 29 June 2026 at 9 a.m., 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 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, 4 May 2026, 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 (i.e. no later than Monday, 4 May 2026) 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.

[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).

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 13 May 2026.

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")