**Proxy for the Ordinary 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 ORDINARY 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 Ordinary 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 Ordinary General Meeting of:

**Elia Group SA/NV**

to be held on Tuesday 19 May 2026, immediately following the Extraordinary General Meeting of the company,

at 10 a.m.,
at Sparks Meeting, Ravensteinstraat / rue Ravenstein 60 at 1000 Brussels
(hereafter the "Ordinary General Meeting"),

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[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. Annual report of the Board of Directors on the statutory annual accounts for the financial year ended 31 December 2025

2. Report of the statutory auditors on the statutory annual accounts for the financial year ended 31 December 2025

3. Approval of the statutory annual accounts for the financial year ended 31 December 2025, including the allocation of the result

   ***Proposed resolution***: the Ordinary General Meeting resolves to approve the statutory annual accounts for the financial year ended 31 December 2025, including the allocation of the result.

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

4. Explanation and advisory vote on the remuneration report for the financial year ended 31 December 2025

   ***Proposed resolution***: the Ordinary General Meeting resolves to approve the remuneration report for the financial year ended 31 December 2025.

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

5. Approval of the amended remuneration policy, including the approval by the general meeting of a possible deviation, in certain cases, from section 7:91, second paragraph of the Code of companies and associations (regarding the timing of the performance criteria for variable remuneration) for the members of the executive committee ("*college van dagelijks bestuur / collège de gestion journalière*")

   ***Proposed resolution:*** the Ordinary General Meeting resolves to approve the amended remuneration policy, applicable as from 1 January 2026, and gives its explicit consent to a possible deviation, in certain cases, from section 7:91, second paragraph of the Code of companies and associations for the members of the executive committee ("*college van dagelijks bestuur / collège de gestion journalière*").

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

6. Annual report of the Board of Directors on the consolidated annual accounts (IFRS), including the consolidated sustainability information, for the financial year ended 31 December 2025

7. Reports of the statutory auditors on the consolidated annual accounts (IFRS) and on the consolidated sustainability information for the financial year ended 31 December 2025

8. Discussion of the consolidated annual accounts (IFRS) for the financial year ended 31 December 2025

**[4] TICK WHAT APPLIES**

9. Discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2025

***Proposed resolution***: the Ordinary General Meeting resolves to grant discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2025.

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

10. Discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2025

***Proposed resolution***: the Ordinary General Meeting resolves to grant discharge to the statutory auditors for the performance of their duties during the financial year ended 31 December 2025.

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

11. Acknowledgement of the passing of a director appointed upon nomination by the holders of class C Shares and of the co-optation of a new director by the Board of Directors and appointment of a director appointed upon nomination by the holders of class C Shares and determination of his remuneration

***Proposed resolution***: The Ordinary General Meeting takes note of the passing of Mister Geert Versnick (Chairman of the Board of Directors and director appointed upon nomination by the holders of class C Shares) on 8 November 2025, as well as of the decision of the Company's Board of Directors to co-opt Mister Christophe Peeters on 11 December 2025 for a term expiring immediately after this Ordinary General Meeting. To the extent necessary, the Ordinary General Meeting confirms the co-optation of Mister Christophe Peeters by the Board of Directors.

Subsequently, the Ordinary General Meeting resolves to appoint Mister Christophe Peeters as a director appointed upon nomination by the holders of class C Shares of the Company for a term of six years starting today, after the Company's Ordinary General Meeting, for a term expiring immediately after the Ordinary General Meeting of 2032 relating to the financial year ending on 31 December 2031.

The Ordinary General Meeting resolves that the mandate of the aforementioned director appointed upon nomination by the holders of class C Shares will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

12. Acknowledgement of the voluntary resignation of a director appointed upon nomination by the holders of class C Shares and of the co-optation of a new director by the Board of Directors and appointment of a director appointed upon nomination by the holders of class C Shares and determination of his remuneration

***Proposed resolution***: the Ordinary General Meeting takes note of the voluntary resignation of Mister Pieter De Crem as director appointed upon

nomination by the holders of class C Shares with effect from 14 April 2026, as well as of the decision of the company's Board of Directors to co-opt Mister Joachim Coens as director appointed upon nomination by the holders of class C Shares for a term expiring immediately after this Ordinary General Meeting. To the extent necessary, the Ordinary General Meeting confirms the co-optation of Mister Joachim Coens by the Board of Directors.

Subsequently, the Ordinary General Meeting resolves to appoint Mister Joachim Coens as director appointed upon nomination by the holders of class C Shares for a term of six years starting today, following the Ordinary General Meeting of the company, and expiring immediately after the Ordinary General Meeting of 2032 relating to the financial year ended 31 December 2031.

The Ordinary General Meeting resolves that the mandate of the new director appointed upon nomination by the holders of class C Shares will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

13. Acknowledgement of the expiration of the term of office of a director appointed upon nomination by the holders of class C Shares and appointment of a new director appointed upon nomination by the holders of class C Shares and determination of her remuneration

***Proposed resolution***: the Ordinary General Meeting takes note of the expiration of the term of office of the Intercommunal Association in the form of a Cooperative Company ("*coöperatieve vennootschap*" / "*société cooperative*") Interfin, permanently represented by Mister Thibaud Wyngaard as director appointed upon nomination by the holders of class C Shares with effect immediately after the present Ordinary General Meeting, and appoints Madam Nadège Lacroix as director appointed upon nomination by the holders of class C Shares for a term of six years starting today, following the Ordinary General Meeting of the company, and expiring immediately after the Ordinary General Meeting of 2032 relating to the financial year ended 31 December 2031.

The Ordinary General Meeting resolves that the mandate of the aforementioned director appointed upon nomination by the holders of class C Shares will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

14. Acknowledgement of the voluntary resignation of an independent director and of the co-optation of a new director by the Board of Directors and confirmation of the co-optation of this new director and determination of his remuneration

***Proposed resolution***: the Ordinary General Meeting takes note of the voluntary resignation of Mister Frank Donck as independent director with effect from 31 December 2025 (at 24:00) as well as of the decision to co-opt ED MERC SRL/BV, permanently represented by Mister Pieter De Crem, by the Board of Directors of the company as director with effect from 14 April 2026 for a term expiring immediately after the Ordinary General Meeting of 2027 relating to the financial year ended on 31 December 2026.

Subsequently, the Ordinary General Meeting confirms, in accordance with article 13.5 of the articles of association and article 7:88, §1 of the Companies and Associations Code, the co-optation of ED MERC SRL/BV, permanently represented by Mister Pieter De Crem, for a term expiring immediately after the Ordinary General Meeting of 2027 relating to the financial year ended on 31 December 2026.

The Ordinary General Meeting resolves that the mandate of the aforementioned director will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

15. Acknowledgement of the voluntary resignation of an independent director and confirmation of the co-optation of a new independent director and determination of her remuneration

***Proposed resolution***: the Ordinary General Meeting takes note of the voluntary resignation of Madam Roberte Kesteman as independent director with effect from 14 April 2026 and confirms, in accordance with article 13.5 of the articles of association and section 7:88, §1 of the Code of companies and associations, the co-optation of Symvouli SRL/BV, permanently represented by Madam Roberte Kesteman as independent director of the company for a term expiring immediately after the Ordinary General Meeting of 2029 relating to the financial year ended 31 December 2028.

The Ordinary General Meeting resolves that the mandate of the aforementioned independent director will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

16. Acknowledgement of the voluntary resignation of an independent director and confirmation of the co-optation of a new independent director and determination of his remuneration

***Proposed resolution:*** the Ordinary General Meeting takes note of the voluntary resignation of Mister Olivier Chapelle as independent director with effect from 14 April 2026 and confirms, in accordance with article 13.5 of the articles of association and section 7:88, §1 of the Code of companies and associations, the co-optation of Olivier Chapelle SRL/BV, permanently represented by Mister Olivier Chapelle as independent director of the company for a term expiring immediately after the Ordinary General Meeting of 2029 relating to the financial year ended 31 December 2028.

The Ordinary General Meeting resolves that the mandate of the aforementioned independent director will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

17. Acknowledgement of the voluntary resignation of an independent director and confirmation of the co-optation of a new independent director and determination of his remuneration

***Proposed resolution:*** the Ordinary General Meeting takes note of the voluntary resignation of Mister Michel Sirat as independent director with effect from 14 April 2026 and confirms, in accordance with article 13.5 of the articles of association and section 7:88, §1 of the Code of companies and associations, the co-optation of Tesuji Conseil SAS, permanently represented by Mister Michel Sirat as independent director of the company for a term expiring immediately after the Ordinary General Meeting of 2029 relating to the financial year ended 31 December 2028.

The Ordinary General Meeting resolves that the mandate of the aforementioned independent director will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

18. Acknowledgement of the voluntary resignation of an independent director and confirmation of the co-optation of a new independent director and determination of her remuneration

***Proposed resolution:*** the Ordinary General Meeting takes note of the voluntary resignation of Madam Pascale Van Damme as independent director with effect from 14 April 2026 and confirms, in accordance with article 13.5 of the articles of association and section 7:88, §1 of the Code of companies and associations, the co-optation of Aurora Nova SRL/BV, permanently represented by Madam Pascale Van Damme as independent director of the company for a term expiring immediately after the Ordinary General Meeting of 2029 relating to the financial year ended 31 December 2028.

The Ordinary General Meeting resolves that the mandate of the aforementioned independent director will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

19. Acknowledgement of the expiration of the term of office of a director and appointment of a new independent director and setting of his remuneration

***Proposed resolution:*** the Ordinary General Meeting takes note of the expiry of the term of office of Madam Saskia Van Uffelen as director with immediate effect after today's Ordinary General Meeting and appoints Pascal Laffineur SRL, permanently represented by Mister Pascal Laffineur, as independent director for a period of four years from today, after the company's Ordinary General Meeting, to end immediately after the Ordinary General Meeting of 2030 relating to the financial year ended on 31 December 2029.

The Ordinary General Meeting takes note of the fact that the aforementioned director fulfills the conditions of independence as described in section 7:87, §1 of the Code of companies and associations.

The Ordinary General Meeting resolves that the mandate of the aforementioned independent director will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

20. Reappointment of the statutory auditors, both for their audit of the statutory annual accounts and the consolidated annual accounts and for their assurance engagement on the consolidated sustainability information and determination of their remuneration

***Proposed resolution***: since the terms of office of the current statutory auditors of the company expire immediately after the present Ordinary General Meeting, the Ordinary General Meeting resolves, upon proposal of the works council of the company and upon the proposal of the Board of Directors following the recommendation of the Audit Committee, to reappoint EY Réviseurs d'Entreprises/Bedrijfsrevisoren SRL/BV and BDO Réviseurs d'Entreprises/Bedrijfsrevisoren SRL/BV as statutory auditors of the company. These statutory auditors are entrusted with the audit of the statutory annual accounts and the consolidated annual accounts as well with the assurance engagement on the consolidated sustainability information, for a term of three years starting today, following the Ordinary General Meeting of the company, and expiring immediately after the Ordinary General Meeting of 2029 relating to the financial year ended 31 December 2028.

EY Réviseurs d'Entreprises/Bedrijfsrevisoren SRL/BV has announced that it will be permanently represented by Mister Frédéric De Mee, statutory auditor, for the exercise of this statutory auditor's mandate. BDO Réviseurs d'Entreprises/Bedrijfsrevisoren SRL/BV has announced that it will be permanently represented by Mister Michaël Delbeke, statutory auditor, for the exercise of this statutory auditor's mandate.

The Ordinary General Meeting resolves to set the annual remuneration of the college of statutory auditors (i) for the audit of the statutory annual accounts and the consolidated annual accounts of the company at EUR 229,804 and (ii) for their assurance engagement on the consolidated sustainability information at EUR 90,000, each to be indexed annually.

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

21. In the event that the amendment to the articles of association proposed under agenda item 5 of the Extraordinary General Meeting is approved: appointment of a director upon nomination by the holders of class C shares and determination of his remuneration

***Proposed resolution***: the Ordinary General Meeting resolves to appoint Mister Pascal De Buck as director of the company upon nomination by the holders of class C shares for a term of six years starting today, following the Ordinary General Meeting of the company, and expiring immediately after the Ordinary General Meeting of 2032 relating to the financial year ended 31 December 2031.

The Ordinary General Meeting resolves that the mandate of the aforementioned director appointed upon nomination by the holders of class C Shares will be

remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

22. In the event that the amendment to the articles of association proposed under agenda item 5 of the Extraordinary General Meeting is approved: appointment of a director and determination of her remuneration

***Proposed resolution***: the Ordinary General Meeting resolves to appoint Madam Anne Leclercq as director of the company for a term of four years starting today, following the Ordinary General Meeting of the company, and expiring immediately after the Ordinary General Meeting of 2030 relating to the financial year ended 31 December 2029.

The Ordinary General Meeting resolves that the mandate of the aforementioned director will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the remuneration policy of the company.

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

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**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 Ordinary 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 Ordinary 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 Ordinary 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 Ordinary General Meeting.

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

[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).

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 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 Ordinary 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.

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")***