Free translation
For information purposes only

Elia Group
Public limited liability company ("société anonyme/naamloze vennootschap")

Boulevard de l'Empereur 20
B-1000 Brussels
Enterprise number 0476.388.378 (RPM/RPR Brussels)

(the "company")

NOTICE OF THE EXTRAORDINARY AND THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The shareholders are invited to attend the **Extraordinary General Meeting of Shareholders and the Ordinary General Meeting of Shareholders** (hereinafter jointly referred to as the "General Meetings") of the company, that will be held on Tuesday 19 May 2026 at Sparks Meeting, rue Ravenstein / Ravensteinstraat 60, 1000 Brussels.

You will find below in this notice more information on the specific arrangements for taking part in the General Meetings. Possible changes to these arrangements will be announced on the website of the company.

The **Extraordinary General Meeting of Shareholders** will be held at 9.00 a.m.

The Extraordinary General Meeting of Shareholders will only be able to validly decide on:

(i) items 1 and 2 on the agenda mentioned below, if, in accordance with section 7:153 of the Code of companies and associations, the shareholders present or represented, represent at least half of the capital. If this condition is not met, a new Extraordinary General Meeting will be convened on Monday 29 June 2026 at 9.00 a.m., which will be able to validly deliberate and resolve as soon as at least one shareholder is present or represented, and,

(ii) items 3, 4 and 5 on the agenda mentioned below, if within each class, in accordance with section 7:155 of the Code of companies and associations, the shareholders present or represented, represent at least half of the capital. If this condition is not met, a new Extraordinary General Meeting will be convened on Monday 29 June 2026 at 9.00 a.m., which will be able to validly deliberate and resolve as soon as at least one shareholder of each class is present or represented.

The agenda of the Extraordinary General Meeting of Shareholders 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"*.

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 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."

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."

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."

Immediately after the Extraordinary General Meeting, an **Ordinary General Meeting** will be held at 10.00 a.m.

The agenda of the Ordinary General Meeting 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.

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.

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*").

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

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

If, during the Extraordinary General Meeting of Tuesday 19 May 2026, the required attendance quorum in accordance with section 7:153 of the Code of companies and associations is not met for agenda items 1 and 2, a new Extraordinary General Meeting will be convened on Monday 29 June 2026 at 9.00 a.m., which may validly deliberate and resolve as soon as at least one shareholder is present or represented.

If, during the Extraordinary General Meeting of Tuesday, 19 May 2026, the required attendance quorum in accordance with section 7:155 of the Code of companies and associations is not met for agenda items 3, 4 and 5, a new Extraordinary General Meeting will be convened on Monday, 29 June 2026 at 9:00 a.m., which may validly deliberate and resolve as soon as at least one shareholder of each class is present or represented.

Since the proposal of the appointment of two new directors, included under agenda items 21 and 22 of the Ordinary General Meeting, is subject to the approval of agenda item 5 of the Extraordinary General Meeting, if the amendment to the articles of association proposed under the aforementioned agenda item 5 of the Extraordinary General Meeting on 19 May 2026 cannot be considered because the required attendance quorum is not reached, a second Extraordinary General Meeting will be held on Monday 29 June 2026 at 9:00 a.m. This Extraordinary General Meeting of Monday 29 June 2026 shall, if the amendment to the articles of association under agenda item 5 is approved, be immediately followed by a Special General Meeting with the appointment of two additional directors as agenda items, subject to the approval of the proposed amendment to the articles of association under agenda item 5 of the Extraordinary General Meeting.

PRACTICAL PROVISIONS

The **shareholders will be able to participate in the General Meetings in one of the following four ways**: (i) in person, (ii) by means of the electronic communication tool made available by the company through the Lumi platform, (iii) by means of a proxy or (iv) by means of a vote by letter.

BEING HOLDER OF SHARES ON THE REGISTRATION DATE

In accordance with section 7:134 of the Code of companies and associations and in application of article 27 of the articles of association, the shareholders may participate in the General Meetings and exercise their voting rights if the company can determine, on the basis of the information received in accordance with the procedure set out below, that on Tuesday 5 May 2026, at 24h00 (Belgian time) (i.e. the "***Registration Date***") they held the numbers of shares in respect of which they intend to participate in the General Meetings, irrespective of the number of shares they hold on the date of the General Meetings.

FORMALITIES FOR PARTICIPATION IN THE GENERAL MEETINGS

In order to be able to participate in and, as the case may be, vote at the General Meetings, the shareholders must comply with the following formalities:

- **For holders of registered shares**

The holders of registered shares must in accordance with article 27 of the articles of association notify the company via the Lumi platform (via the link www.lumiconnect.com), no later than Wednesday 13 May 2026, the number of shares in respect of which they intend to attend the General Meetings, together with a number of identification details. In addition, they must also

indicate the manner in which they wish to participate in the General Meetings (see below, under "Modalities of participation in the General Meetings").

The aforementioned notifications may also be made by ordinary letter or e-mail to the company.

Possession of the aforementioned shares by the shareholders concerned on the Registration Date will be verified by the company on the basis of their entry in the share register of the company.

- **For holders of dematerialised shares**

The holders of dematerialised shares may:
1° either notify no later than Wednesday 13 May 2026 via the Lumi platform (via the link www.lumiconnect.com) the number of dematerialised shares in their possession on the Registration Date for which they wish to participate in the General Meetings together with a number of identification details. In addition, they must also indicate the manner in which they wish to participate in the General Meetings (see below, under "Modalities of participation in the General Meetings"). The possession of the aforementioned number of dematerialised shares by the shareholders concerned on the Registration Date will then be verified by the company with the financial intermediary, recognised account holder or clearing agency.
2° or provide proof of possession of the number of dematerialised shares on the Registration Date by means of a certificate issued by their financial intermediary, recognised account holder or clearing agency showing how many dematerialised shares are registered in their accounts in the name of the shareholder on the Registration Date, and for which the shareholder has indicated the wish to participate in the General Meetings. This certificate must then be sent to the company by letter or e-mail, it being understood that, in accordance with article 27 of the articles of association, the certificate must arrive at the registered office of the company no later than Wednesday 13 May 2026. In addition, they must also indicate the manner in which they wish to participate in the General Meetings (see below, under "Modalities of participation in the General Meetings").

MODALITIES OF PARTICIPATION IN THE GENERAL MEETINGS

- **Participation in person**

  Shareholders have the possibility to participate in person in the General Meetings which will take place at Sparks Meeting, rue Ravenstein / Ravensteinstraat 60, 1000 Brussels.

- **Participation by means of the electronic Lumi platform**

  Shareholders who have registered via the Lumi platform, thereby indicating that they wish to participate in the General Meetings via the electronic Lumi platform, may participate online on the date of the General Meetings (i.e. 19 May 2026) as from 8.40 a.m. by logging in with their Lumi Connect account via the Lumi platform (via the link www.lumiconnect.com).

  Shareholders who have notified the company by letter or e-mail that they wish to participate in the General Meetings via the electronic Lumi platform will receive an invitation to

participate via the Lumi platform by letter or e-mail together with a personal login and password. On the date of the General Meetings (i.e. 19 May 2026) as from 8.40 a.m., they may log in at the web address listed on the invitation to participate online in the General Meetings.

Any natural person attending the General Meetings in his/her capacity as shareholder, proxyholder or corporate body of a legal person must be able to show proof of his/her capacity and identity. Representatives of legal persons must prove their capacity as a corporate body or special proxyholder. The obtention by shareholders of a Lumi Connect account or of the aforementioned personal login details shall constitute full proof of their capacity and identity.

To participate in the General Meetings via this electronic communication tool, you must have a computer, laptop, smartphone or tablet with:

a) a good internet connection (Chrome, Safari or Edge);
b) a screen on which you can follow the live feed of the General Meetings;
c) speakers or a headset that allows you to follow the audio of the General Meetings; and
d) a screen or keyboard that allows you to ask questions in writing and cast your vote.

Further information on the digital organisation of the General Meetings (e.g. regarding the time and method of logging on to the Lumi platform, the way to ask questions in writing and how to vote during the General Meetings) will be communicated on the company's website under *"Investor Relations"* – "*Elia Group Share*" – *"Shareholders meetings"* (www.eliagroup.eu) in a "User Guide".

- **Participation by means of a proxy**

Shareholders that wish to be represented in accordance with sections 7:142 and 7:143 of the Code of companies and associations and article 24.3 of the articles of association must, in addition to fulfilling the aforementioned registration formalities (see above, under "Formalities for participation in the General Meetings"), grant a proxy in one of the following two ways:

- These proxies are preferably granted via the Lumi platform (via the link www.lumiconnect.com) and must be completed no later than Wednesday 13 May 2026.

- Alternatively, proxy forms are available at the registered office and on the company's website under "Investor Relations" – "Elia Group Share" – "Shareholder meetings" (www.eliagroup.eu). If you use these proxy forms, the dated and signed proxies must be sent to the company by letter or e-mail, it being understood that, in accordance with article 24.3 of the articles of association, the proxies must arrive at the company's registered office no later than Wednesday 13 May 2026.

Shareholders may designate either the Secretary-General of the company or any other person as proxy holder. If 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).

- **Participation by means of a vote by letter**

Shareholders who so wish may, in accordance with section 7:146 of the Code of companies and associations and article 28.3 of the articles of association, vote by letter on the proposed resolutions that are included in the agenda of the General Meetings. The shareholders wishing to vote by letter, must, in addition to fulfilling the aforementioned registration formalities (see above, under "Formalities for participation in the General Meetings"), communicate their vote in one of the following two ways:

- Vote by letter can be done via the Lumi platform (via the link www.lumiconnect.com, under "Direct voting") and must be completed no later than Wednesday 13 May 2026.

- Alternatively, forms to vote by letter are available to shareholders at the registered office and on the company's website under "Investor Relations" – "Elia Group Share" – "Shareholder meetings" (www.eliagroup.eu). If you use these forms to vote by letter, the dated and signed forms must be sent to the company by letter or e-mail, it being understood that, in accordance with article 28.3 of the articles of association, the forms must arrive at the company's registered office no later than Wednesday 13 May 2026.

THE RIGHT TO ADD AGENDA ITEMS AND FILE PROPOSED RESOLUTIONS

One or more shareholder(s) holding, alone or together, three per cent (3%) of the capital of the company may, in accordance with section 7:130 of the Code of companies and associations and article 26.1, second paragraph of the articles of association, request the company in writing to add one or more item(s) to the agenda of the General Meetings, and to include proposed resolutions relating to items already on or to be added to the agenda.

The company must receive the aforementioned written requests by letter or e-mail no later than Monday 27 April 2026, at 4.00 p.m. (Belgian time).

In any such case, the company will publish the revised agenda of the General Meetings and will provide the amended proxy forms and forms to vote by letter no later than Monday 4 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).

THE RIGHT TO ASK QUESTIONS

The shareholders may, in accordance with section 7:139 of the Code of companies and associations and article 24.1, last paragraph of the articles of association, prior to the General Meetings, send the company via the Lumi platform (via the link www.lumiconnect.com), or by letter or e-mail, their possible questions with regard to the reports of the Board of Directors and the statutory auditors, as well as with regard to other items on the agenda of the General Meetings.

These questions must be posted on the Lumi platform by Wednesday 13 May 2026, or, if you submit your questions by letter or e-mail, the company must receive these written questions no later than Wednesday 13 May 2026.

More detailed information on how to exercise this right to ask written questions can be found on the company's website under "*Investor Relations*" – "*Elia Group Share*" – "*Shareholder meetings*" (www.eliagroup.eu).

AVAILABLE DOCUMENTS

The statutory annual accounts and consolidated annual accounts (IFRS) of the company for the financial year ended 31 December 2025, the annual reports with respect to the statutory annual accounts and consolidated annual accounts (IFRS) of the company (including the consolidated sustainability information), the reports of the statutory auditors with respect to the statutory annual accounts, consolidated annual accounts (IFRS) and the consolidated sustainability information, the remuneration report, the proposal for the new remuneration policy and the special reports of the Board of Directors prepared in connection with the items on the agenda of the Extraordinary General Meeting can be found on the company's website under "*Investor Relations*" – "*Elia Group Share*" – "*Shareholder meetings*" (www.eliagroup.eu).

DATA PROTECTION

The company's privacy policy is available on our website (https://www.eliagroup.eu/en/privacy-policy). This privacy policy contains information on the processing of your personal data in the context of the General Meetings.

NOTIFICATIONS TO THE COMPANY

All notifications to the company pursuant to this notice must be submitted to the following postal or e-mail address of the company:

- Address: Elia Group SA/NV
  For the attention of Madam Siska Vanhoudenhoven
  Secretary-General
  Boulevard de l'Empereur 20
  B-1000 Brussels
  Belgium
- E-mail address: shareholder@eliagroup.eu

The Board of Directors