March 2023

Hybrid New Issue & Tender Offer

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Agenda

1. For a successful energy transition for a sustainable world
2. At the forefront of the energy transition
3. Predictable regulated earnings
4. Investments to decarbonise society
5. Robust financial position and stable cashflow
6. Transaction overview

01.

For a successful energy transition for a sustainable world

01. Elia Group at a glance

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REGULATED ACTIVITIES

Grid management

System operations

Market facilitation

Trusteeship

50hertz

- Northern/Eastern Germany TSO operator
- On- and offshore transmission systems
- 80% owned by Elia Group (20% KfW)
- Monopolistic position in Northeast Germany

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- National TSO
- On- and offshore transmission systems
- 99.99% owned by Elia Group
- Monopolistic position in Belgium

nemolink

- 50/50 JV between Elia and National Grid (UK)
- Grid interconnection between BE and UK
- 50% owned by Elia Group

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NON-REGULATED ACTIVITIES

egi Elia Grid International

- International energy market consultancy and engineering services

realto

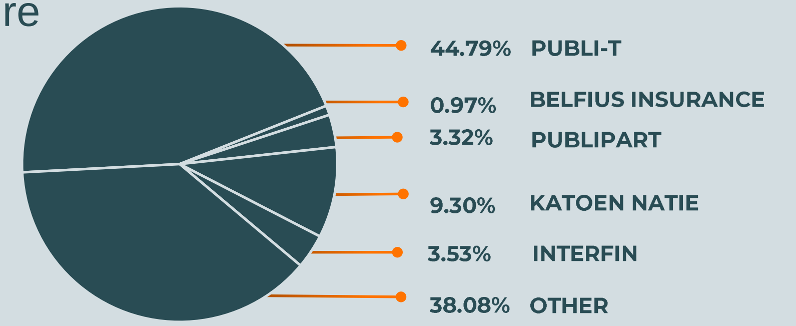
- European market platform
- Exchange and valorization of data and digital services
- 100% owned by Elia Group

WindGrid | Elia Group

- 100% subsidiary of Elia Group
- Focusing on international offshore developments

01. Stable shareholder base and established group structure

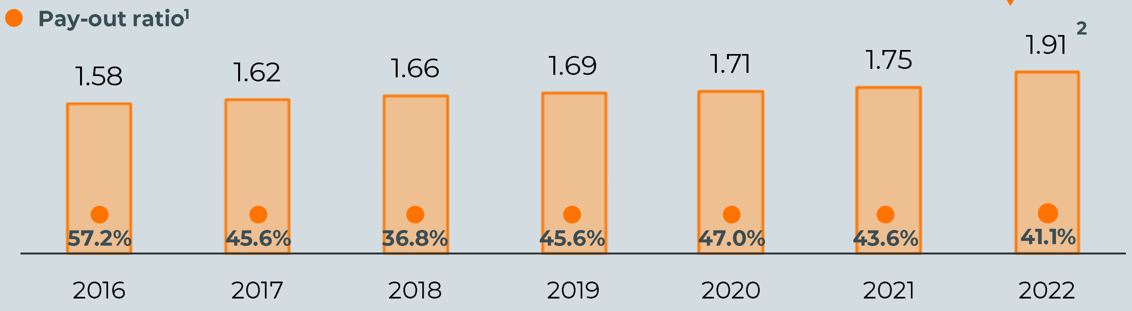
Shareholder structure

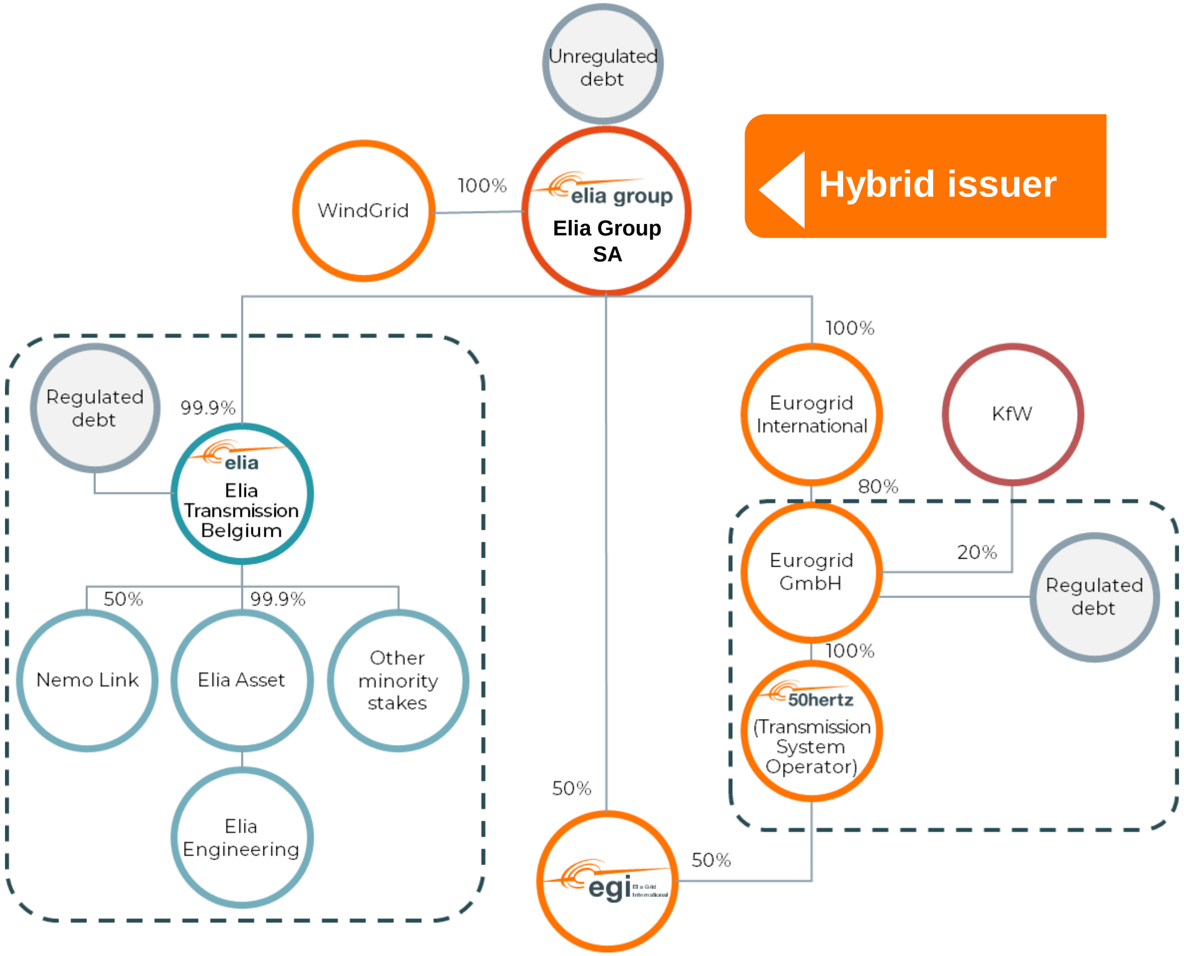


Steady dividend track record

€/share

Elia Group's dividend increasing with CPI Index in Belgium.





1. Based on IFRS Normalised results for 2014-2017. Based on IFRS result attributable to equity holders of ordinary shares for 2018 onwards.
2. Proposed dividend for 2022 AGM planned on 16 May 2023.

Ring-fenced entities

01. €590.1 million capital increase of June 2022 strengthened Elia Group's balance sheet

Use of proceeds

- **€290.1 million** to finance the regulated activities in Belgium
- **€200 million** to finance the regulated activities in Germany
- **€100 million** to replace €100 million hybrid equity content of the €200 million hybrid layer at Elia Group NV/SA[1]. Elia Group is committed to preserving its financial policy and to maintaining the hybrid asset class as a permanent part of its capital structure

1. Neutral in terms of S&P equity content in combination with the contemplated €500mn Hybrid New Issue, implying a €200mn net reduction of the hybrid layer

02.

At the forefront of the energy transition

02. A new energy landscape accelerated by the urgency of fighting climate change

The Green Deal & “Fit for 55” as our sustainable compass

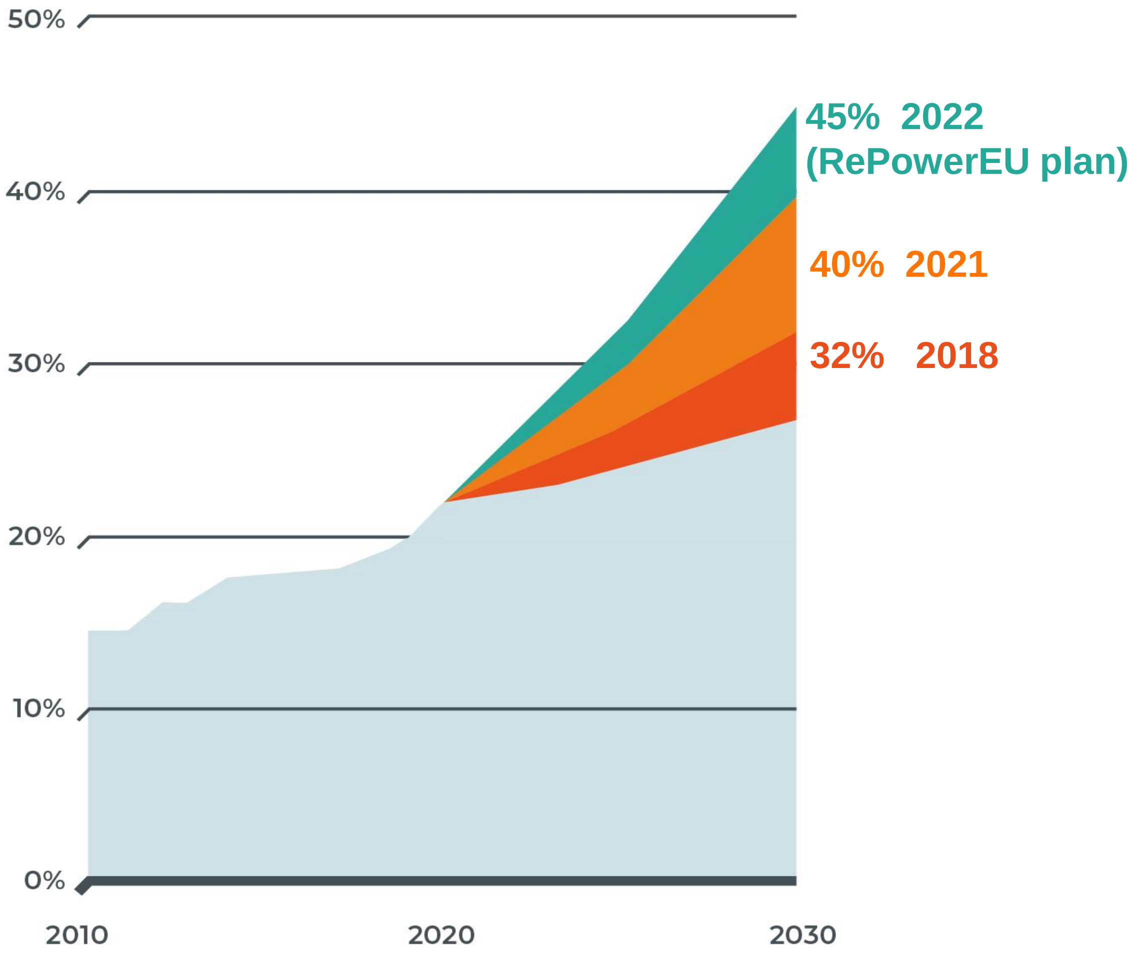
Become climate-neutral by 2050

Help companies become world leaders in clean products and technologies

Protect human life, animals and plants, by cutting pollution

Help ensure a just and inclusive transition

Increase in EU RES targets[1]



(1) EU Commission; RES: renewable energy sources

02. Elia Group is operating a sustainable strategy

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Our Strategy

Grow beyond current perimeter to deliver societal value

Develop new services creating value for customers in the energy system

ACT NOW FOR A SUSTAINABLE WORLD

Ensure **sustainability** in the way we operate our business

Deliver the infrastructure of the future and develop and operate a sustainable power system

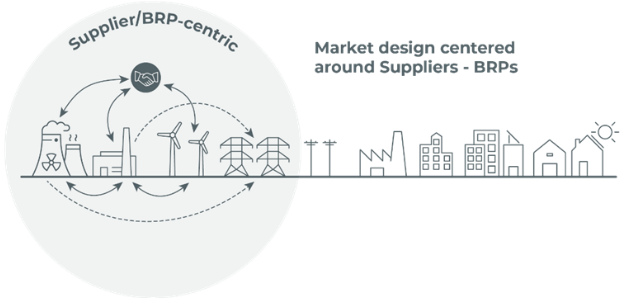
Connecting our activities to the UN's Sustainable Development Goals

ACT NOW FOR A SUSTAINABLE WORLD	UN Sustainable Development Goals	ESG
1 Climate Action	7 AFFORDABLE AND CLEAN ENERGY; 13 CLIMATE ACTION; 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE	Environment
2 Environment & Circular Economy	15 LIFE ON LAND; 12 RESPONSIBLE CONSUMPTION AND PRODUCTION; 14 LIFE BELOW WATER	Environment
3 Health & Safety	8 DECENT WORK AND ECONOMIC GROWTH	Social
4 Diversity, Equity & Inclusion	10 REDUCED INEQUALITIES	Social
5 Governance, Ethics & Compliance	16 PEACE, JUSTICE AND STRONG INSTITUTIONS	Governance

Energy transition requires a paradigm shift

We need a paradigm shift

From: Generation follows inflexible demand



To: demand follows intermittent generation

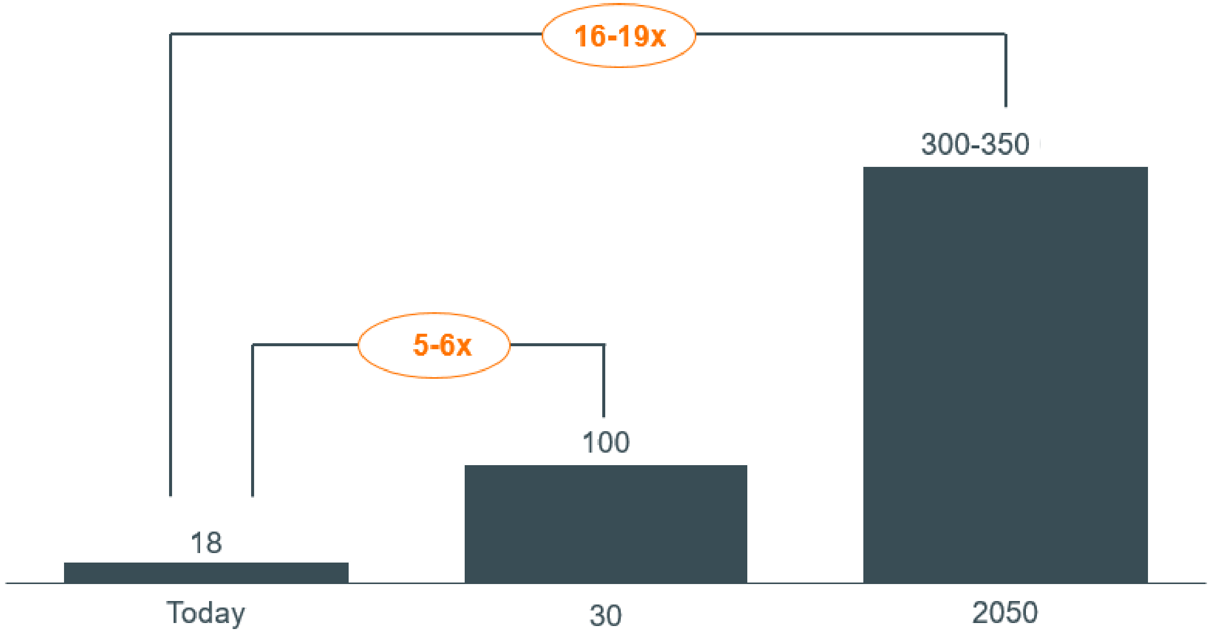
Supported by digitalisation and enhanced market design

Elia Group's consumer centric focus to unlock and integrate new sources of flexibility

- Anticipate increased electrification and intermittent energy production
- Discover and embed consumer needs and expectations
- Provide digital tools, services, and enablers

02. Elia Group well positioned for offshore growth

Current and targeted offshore capacity in Europe (based on EU commission and UK CCC[1] plans), GW



Offshore capacity to grow significantly in Europe requiring the build-up in offshore grid infrastructure

- Current situation with Russia will only accelerate the need for renewables / integration of offshore wind in Europe
- Elia Group is well positioned to capture the opportunities of this growing market:
  - We are a leader in offshore grid connections with >10-year track record and cross-nationally active TSOs in Europe
  - Set-up of **WindGrid** to roll-out our expertise to regions beyond our current perimeter
    - Rationale: expertise, offshore technology, further decarbonisation
    - Business Model: develop, build and (partially) sell after commissioning
    - Revenues: partial or full sell-off of asset, rental revenues

1. Commitee for Climate Change

03.

Predictable regulated earnings

03.

Mature and transparent regulations allow sustainable returns

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	RAB (FY22)	Regulatory framework	Drivers	Current Framework	New Framework	
				Period	**Period**	**Visibility**
elia	€5.4bn	Cost+ model	Investment Incentives	2020-2023	2024-2027	Tariff methodology published
50hertz	€5.5bn[1]	Revenue cap (Onshore), Cost+ model (Offshore)	Investment Efficiency	2019-2023	2024-2028	Regulatory return on equity published
nemolink	n.a.[2]	Revenue-based (cap & floor)	UK/BE market price difference x volume	2019-2044	n.a.	n.a.

1. Represents 80% of 50Hertz.
2. RAB for Nemo Link amounts to €218m, but asset is not subject to RAB regulatory model.

Belgium: Cost+ model

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2020-2023
Average RoE ~6%

Fair remuneration
Net return: 4.68%

+

Incentives: ~1.3%

Elia Transmission Net Profit

Key principles next tariff methodology

- Cost+ model
- No volume risk
- Embedded debt principle
- Regulatory gearing: 40%
- Additional incentives for interconnection and sustainability
- Risk Premium MOG II[1]

2024-2027
Average RoE ~5.7%[2]

Fair remuneration
Net return: 4.10%

+

Risk premium
MOG I & II: ~0.2%

+

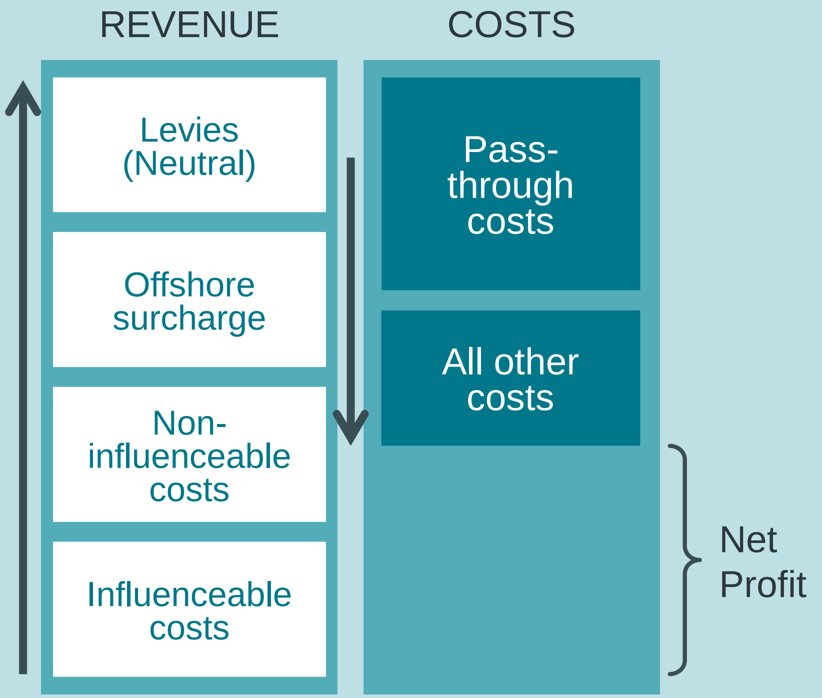
Incentives: ~1.4%

Elia Transmission Net Profit

1. MOG II refers to the Princess Elisabeth Island in the North Sea.
2. Based on the parameters described in the methodology published on 4 July 2022, average RoE is based on BEGAAP figures.

03. Germany:
Revenue cap (Onshore), Cost+ model (Offshore)

Revenue cap & Cost+ Model



Key principles next tariff methodology

Onshore

- RoE set at 4.13% on 40% of the RAB
- Investment measures phasing out to CCA[1] model
- Annual update of the RAB
- All capex treated equally
- Cost of debt compared with a generic interest rate
- Cost assessment based on base year[2]
- Xind[3] and Xgen[3]

Offshore

- RoE set at 4.13% on 40% of the RAB
- Offshore opex remain cost+

RoE

Average RoE **2019-2023**

~9%-11%

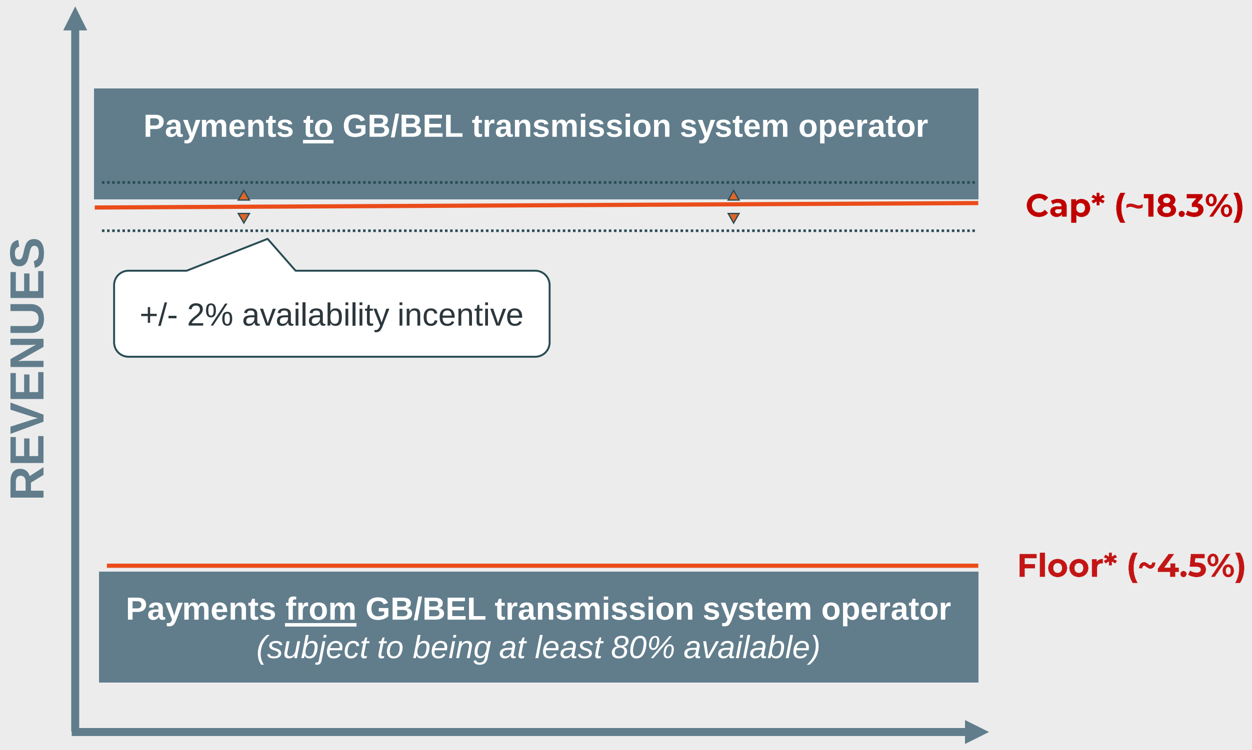
Average RoE **2024-2028**

decrease of ~2%
compared to 2019-2023

1. CCA – Capital Cost Allocation model.
2. 2021 is the base year for 4th regulatory period 20204-2028 and approval of cost allowance expected in 2023.
3. Determination of efficiency value and sector productivity expected in 2023.

03.

Nemo Link UK/BE:
Revenue-based (cap & floor)



Limited financial risk

Profitability driven by
- **Availability of the interconnector**
- **Market spread between UK and BE**

One of the highest performing asset of its kind, with an availability rate of close to 100% since operations

Contributing to the liquidity of the Group with sizeable and sustainable dividends since start of operations in 2019

* Based on a gearing ratio of 60% and expressed as the return on equity over the period 2019-2023

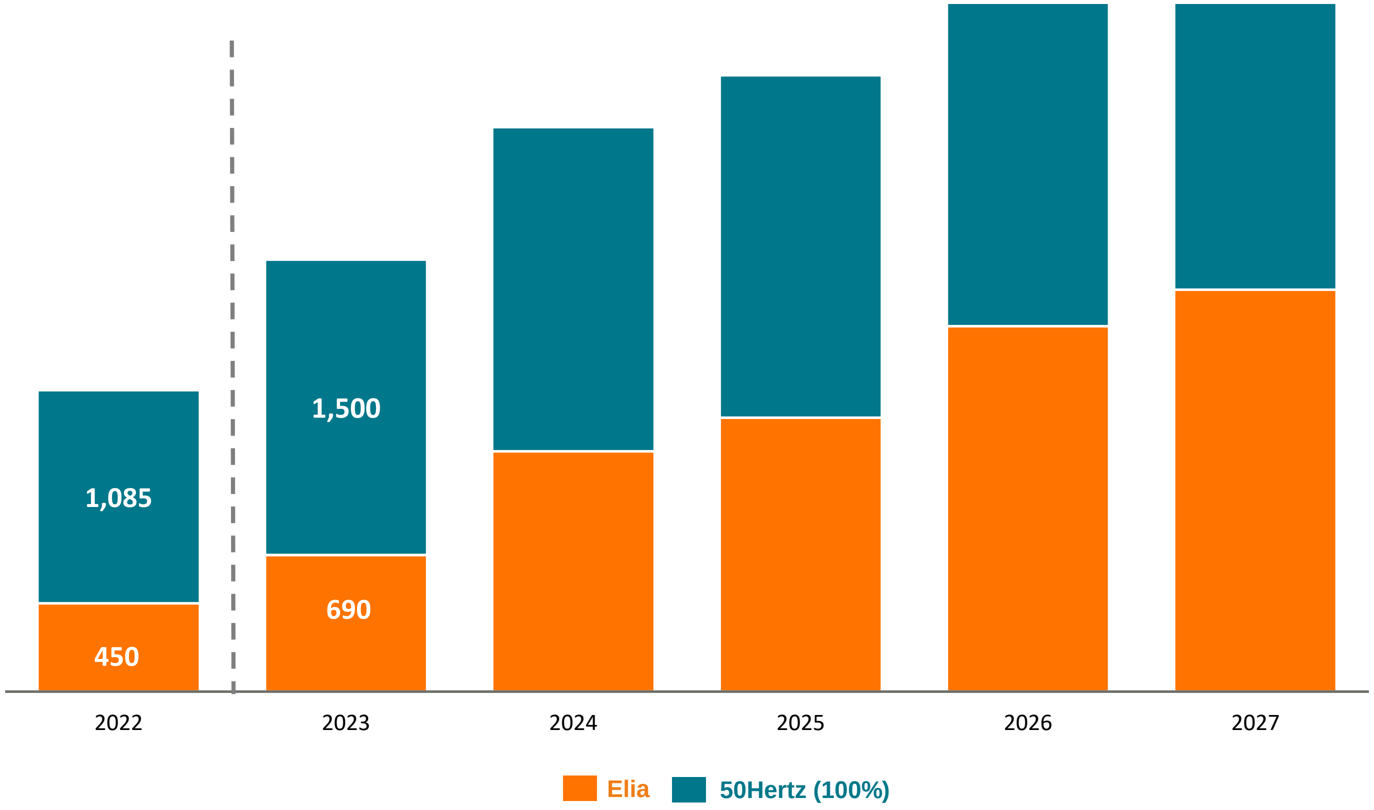
04.

Investments to decarbonise society

04. Organic growth driving value creation

Planned investment of
€15.9 billion

Elia: €7.2 billion
50Hertz: €8.7 billion



RAB growth
~8%
2017-2022

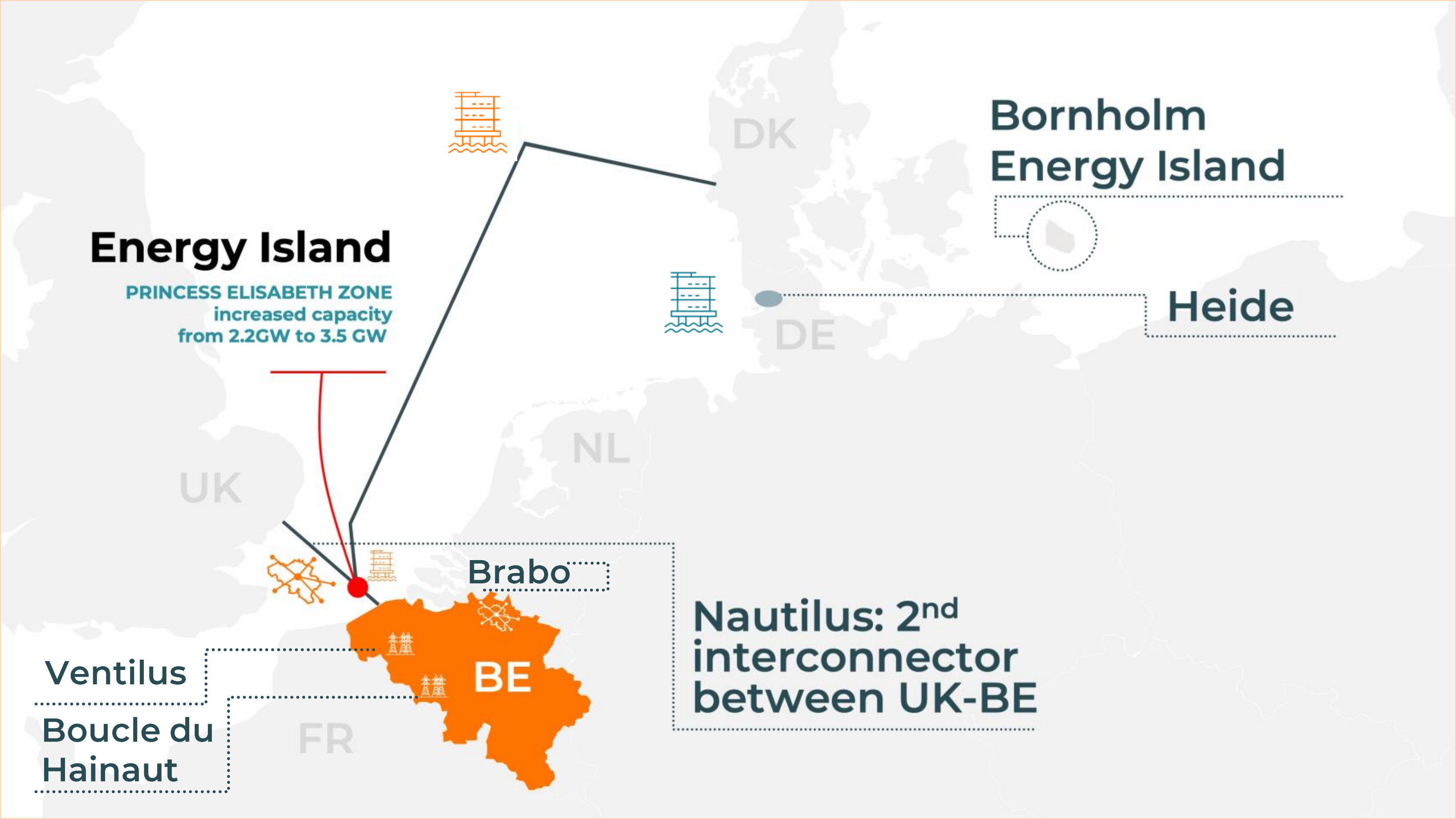
RAB growth
~14%
2023-2027

Planned investment driving substantial RAB growth

04. Belgium: Investment programme 2023-2027

€7.2 billion[1]
2023-2027

- Facilitating offshore energy
- Cross-border interconnection
- Grid reinforcements



Leading to **~15% annual RAB growth** over the next 5 years

1. €7.2 bn Capex plan includes key new projects, ongoing projects, maintenance capex and IT investments to digitalise system operations.

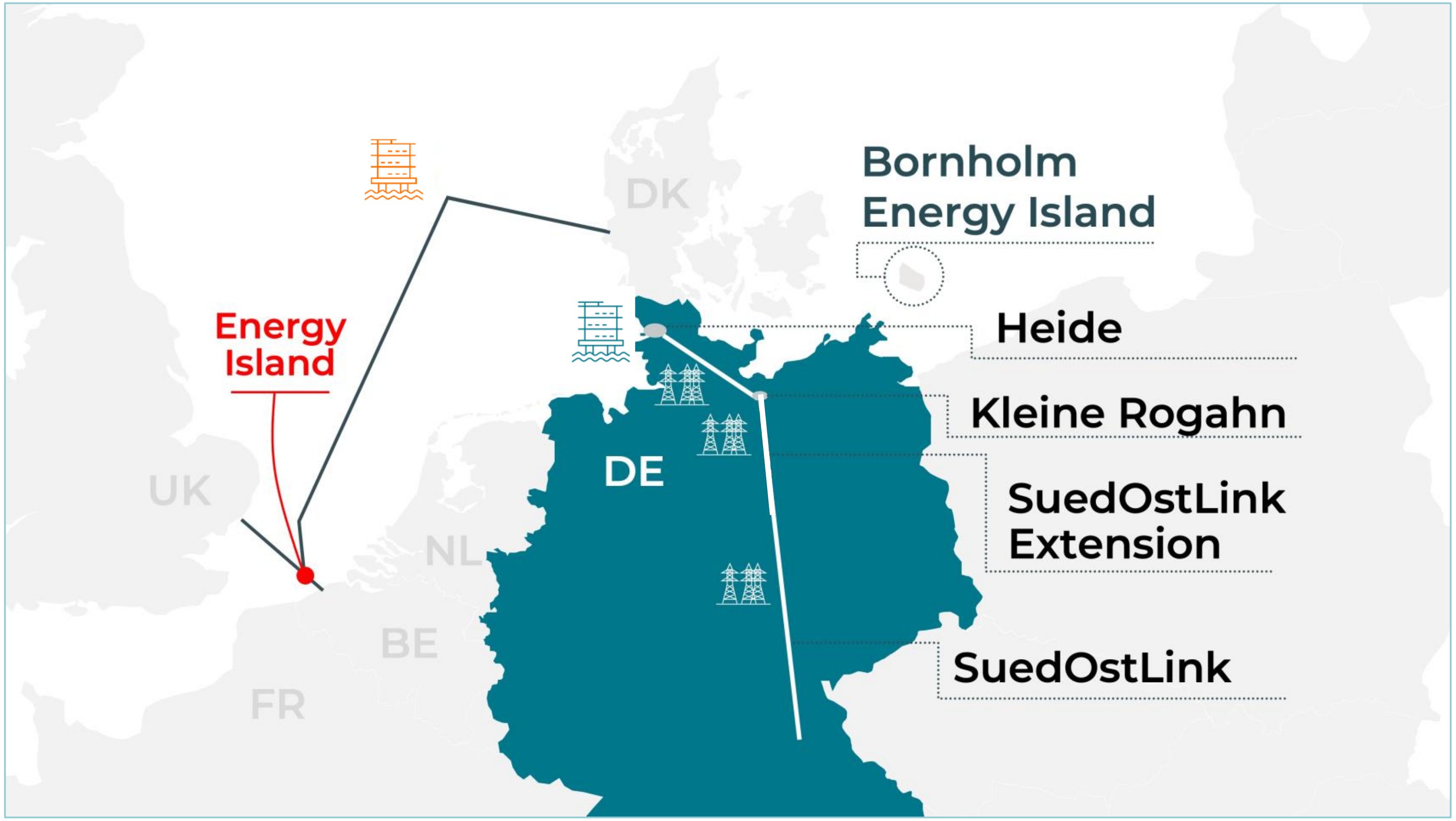
04.

Germany:
Grid expansion plan 2023-2027

€8.7 billion[1]
2023-2027

Offshore development

Onshore grid reinforcements



Leading to **~13% annual RAB growth** over the next 5 years

1. €8.7 bn Capex plan includes key new projects, ongoing projects, maintenance capex and IT investments to digitalise system operations. Numbers represent 100% of 50Hertz.

05.

Robust financial position and stable cashflow

05.

2022 Elia Group

Robust financial position

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Key figures (€m)

P&L	2022	2021
Revenue	4,113.3	2,859.7
EBIT	599.4	540.1
Net profit	408.2	328.3

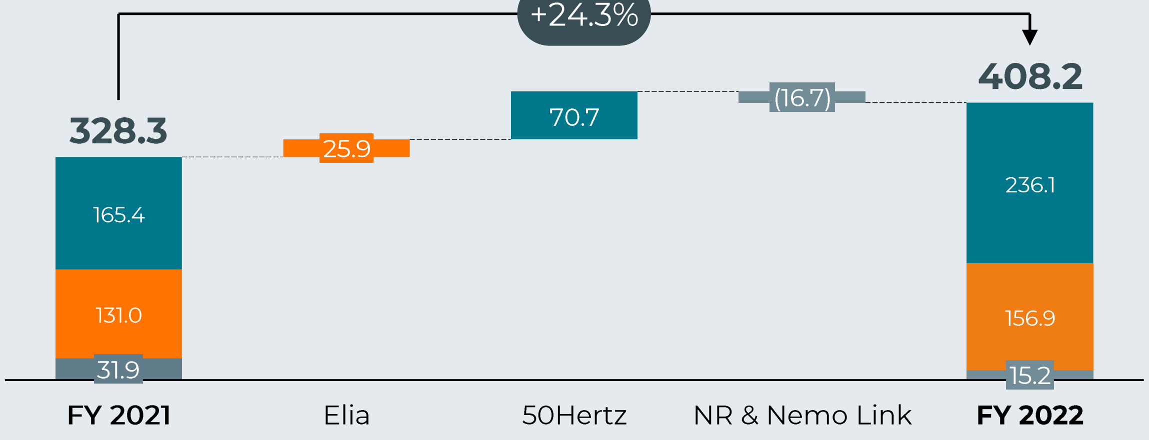
Balance Sheet	2022	2021
Total assets	20,594.3	18,144.3
Equity[1]	5,319.6	4,552.0
Net financial debt	4,431.6	4,886.3

ROE(adj.)[2]

7.52%

(4 bps) yoy

Net profit (€m)



FY 2021		FY 2022
(33.1)	Non-controlling interests	(47.2)
(19.2)	Hybrid securities	(19.2)
276.0	**Net profit Elia share** Attributable to the owners of ordinary shares	**341.7**

(1) Represents the equity attributable to owners of the company (including 700 m€ hybrid security).
(2) Determined as the result attributable to ordinary shareholder/equity attributable to owners of ordinary shares adjusted for the value of the future contracts (hedging reserve).

05.

Elia Group credit snapshot

Net debt evolution and maturity profile (issuer)

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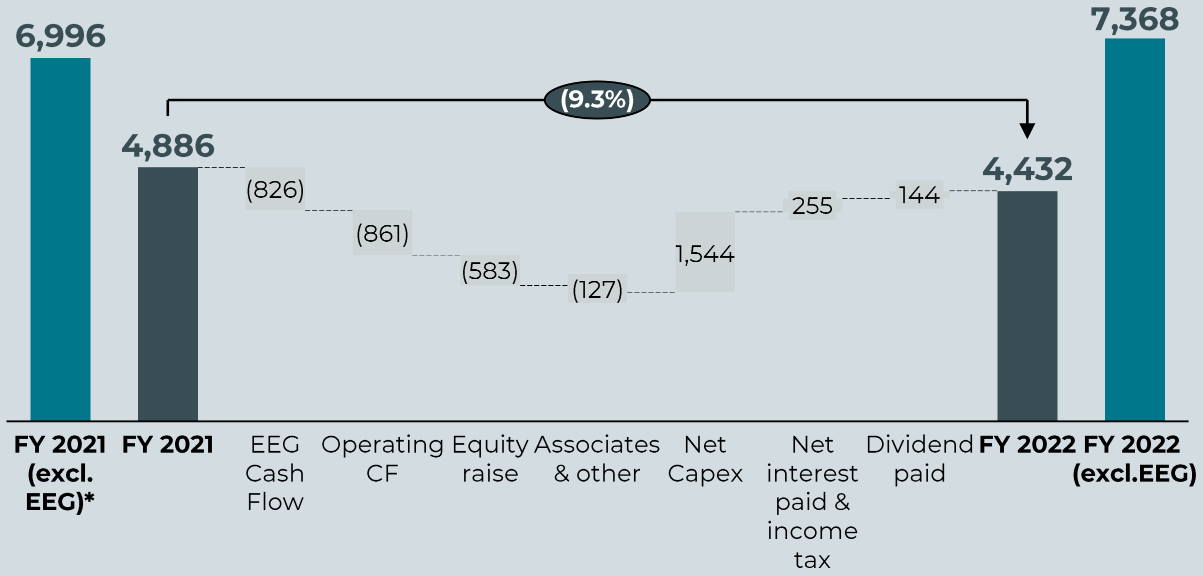
Net Debt - Consolidated (€m)



Avg. cost of debt: **1.7%**

Fixed debt ratio: **100%**

S&P Credit ratings

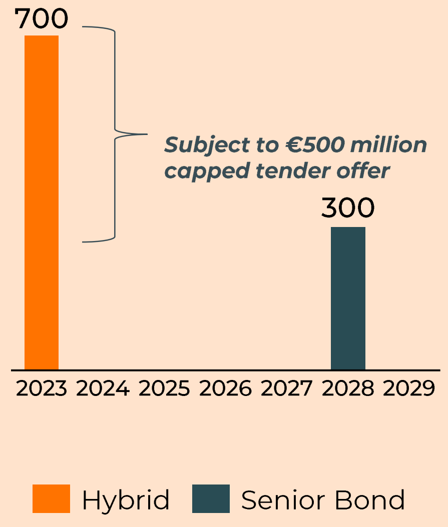
Elia Group (issuer)

BBB+
Negative

ETB	Eurogrid
BBB+ Stable	**BBB+** Negative

Maturity Profile (€m)

(issuer)



Net debt decrease driven by the EEG cash inflow with investment primarily financed from operating cash flow and a capital increase

(*) EEG: Erneuerbare-Energien-Gesetz

05.

Elia Group – Financial strategy

Funding policy

Funding activities of ETB and Eurogrid remain separated and independent from Elia Group SA (no intercompany financing / cash pool arrangements)

Capital structure

Optimise the capital structure of the Group based on ETB's and Eurogrid's respective regulatory frameworks:

ETB: **~40% equity I 60% debt**

Eurogrid: **~25% equity I 75% debt**

Hybrid capital as a permanent layer of Elia Group SA/NV capital structure

Dividend policy

Elia Group's dividend increasing with CPI index in Belgium

Financial policy designed to support Elia Group's strong commitment to preserving its **solid investment grade credit rating with a floor of at least BBB** (provided that both the regulatory frameworks and the rating methodology applied by the credit rating agency remain stable)

06.

Transaction Overview

06.

Key Investment Highlights

Low risk business and predictable regulated earnings and cashflows, underpinned by a solid and transparent regulatory framework in both Belgium and Germany

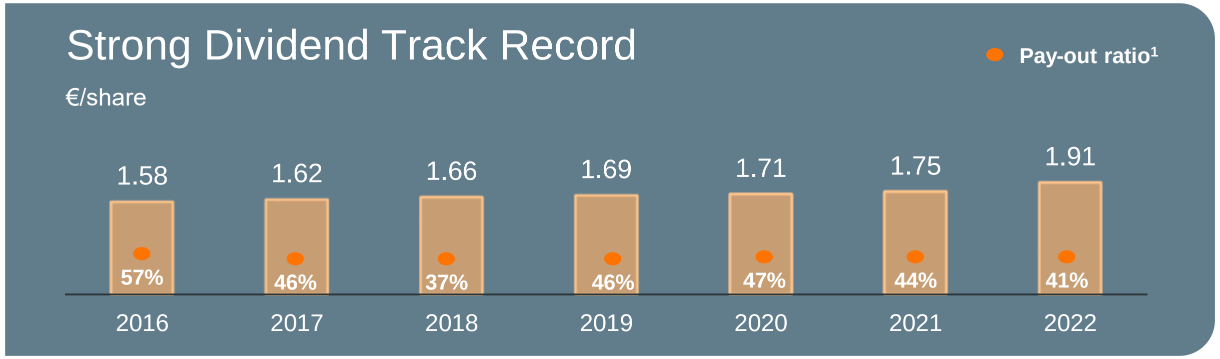
Considerable organic growth opportunities with grid investments essential for the energy transition, continuity of supply and reduction of cost for consumers

Solid financial position to finance the energy transition. Sound liquidity and manageable debt level

Recent capital increase and contemplated hybrid refinancing highlight Elia Group's commitment to its strong financial policy and sound capital structure

Combination of new hybrid and tender offering provide attractive opportunity to reinvest into Elia Group's hybrid capital

Elia Group steady dividend track record combined with the "dividend pusher" hybrid structure offers high coupon protection for hybrid investors



1. Based on IFRS Normalised results for 2014-2017. Based on IFRS result attributable to equity holders of ordinary shares for 2018 onwards

06. Summary T&Cs of the Hybrid New Issue

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Issuer	Elia Group SA/NV
Issuer Rating	BBB+ (Negative Outlook) at S&P
Instrument Rating	[BBB-] at S&P
Expected Equity Content	S&P Intermediate Equity Content (50%) until the First Reset Date
Accounting Treatment	IFRS Equity
Ranking	Direct, unsecured and subordinated obligations, senior to the share capital of the Issuer
Currency / Size	€500,000,000
Tenor	Perpetual NC 5.25
Call Options	3-mth par call from and including the date falling 3 months before the First Reset Date ("First Call Date") to and including [●] (Year 5.25) ("First Reset Date") and on any Interest Payment Date thereafter Make Whole Redemption Option at any time other than the 3-mth par call period and every Interest Payment Date thereafter, at the Make-Whole Redemption Amount
Interest	Fixed interest rate of [●]% until the First Reset Date; thereafter interest rate resets every 5 years at 5 year €ms + Margin + relevant step-up(s); Interest payable annually in arrear on [●] in each year (each an "Interest Payment Date"), short first coupon.
Step-ups	25bps on [●] (Year 10.25); Additional 75bps on [●] (Year 25.25) (100bps cumulative)
Optional Interest Deferral	Optional deferral (in whole or in part) on any Interest Payment Date (except an Interest Payment Date on which the Securities are being redeemed) at the Issuer's sole discretion; cash cumulative and compounding
Settlement of Arrears of Interest	Arrears of Interest may be settled in cash (in whole or in part) at any time at the Issuer's discretion and are required to be paid (in whole only) on the first to occur of the following dates: (i) a distribution on junior or parity securities (including the Securities); (ii) redemption, repurchase, repayment, cancellation, reduction or other acquisition by the Issuer or any subsidiary of junior or parity securities (including the Securities); (iii) any Interest Payment Date in respect of which the issuer does not elect to defer all of the interest accrued in respect of the relevant Interest Period; (iv) the date on which the Securities are redeemed (other than a redemption of the securities in accordance with paragraphs (i) and (ii) above); (v) liquidation / winding-up (all subject to customary carve-outs)
Special Events	At any time upon a Tax Deductibility Event, Accounting Event or Rating Agency Methodology Event, at 101% prior to the First Call Date, par thereafter; At any time upon a Gross-up Event or Substantial Repurchase Event (≥75%) at par
Make-Whole Redemption Rate	Bund + Lower of (i) 15% of the relevant margin above the benchmark government security or (ii) 50bps
Use of Proceeds	General Corporate Purposes, including to refinance part of the existing EUR 700 million Fixed Rate Reset Undated Subordinated Securities issued by the Issuer on 5th September 2018 (ISIN: BE0002597756) to be purchased in the context of a tender offer
Governing Law	English law (Form, denomination, title, status, subordination, issuer winding-up, prohibition of set-off, meetings of noteholders, modification and waiver under Belgian law)
Listing / Documentation	Luxembourg Stock Exchange (Euro MTF) / Standalone Preliminary Information Memorandum dated [●]
Replacement Language	Intention based, with customary carve-outs

Note: The above is a summary of the terms of the hybrid offering and should be read in conjunction with Terms and Conditions included in the Preliminary Information Memorandum dated [•]. Capitalized terms shall have the meaning given to them in the Terms and Conditions.

06. Summary of the Liability Management Exercise

Transaction Structure	Cash Tender Offer in conjunction with New Hybrid Issuance
Issuer	Elia Group SA
Rationale	The purpose of the Offer and the planned issuance of New Securities is, amongst other things, to proactively manage the Offeror's layer of hybrid capital. The Offer provides holders with the opportunity to sell their current holdings in the Securities ahead of the upcoming first call date and to subscribe to the New Securities
Maximum Tender Amount	€500,000,000 in aggregate principal amount
Existing Notes	€700mn 2.75% PerpNCSep-2023
Purchase Price	100.00 per cent.
Priority Allocation in the New Notes	When considering allocation of the New Securities, the Offeror may give preference to those Holders that, prior to such allocation, have validly tendered or have given a firm intention to any Dealer Manager that they intend to tender their Securities for purchase pursuant to the Offer
Expiration Deadline	5:00 p.m., CET on 14 March 2023
Bookrunners and Dealer Managers	BNP Paribas, Citigroup, NatWest Markets
Tender Agent	Kroll, Tender Offer Website: https://deals.is.kroll.com/elia

Note: The above is a summary of the key terms of the tender offer and should be read in conjunction with the Tender Offer Memorandum

Glossary

RAB	Regulated Asset Base
Leverage	Ratio between financial debt and total equity (including Hybrid and Non-controlling interest)
Net debt	Difference between Elia Group debt (long and short term) and cash & cash equivalents Hybrid is not included in the net debt as accounted under equity according to IFRS requirements
Net profit Elia share	Net profit attributable to the ordinary shareholders Hence this is post deduction of NCI and coupon attributable to hybrid securities holders
Adjusted items	Adjusted items are those items that are considered by management not to relate to items in the ordinary course of activities of the Group. They are presented separately as they are important for the understanding of users of the consolidated financial statements of the performance of the Group and this compared to the returns defined in the regulatory frame-works applicable to the Group and its subsidiaries. Adjusted items relate to: • Income and expenses resulting from a single material transaction not linked to current business activities (e.g. change in control in a subsidiary) • changes to the measurement of contingent considerations in the context of business combinations • Restructuring costs linked to the corporate reorganisation of the Group (i.e. reorganisation project to isolate and ring-fence the regulated activities of Elia in Belgium from the non-regulated activities and regulated activities outside Belgium
Adjusted net profit	Adjusted net profit is defined as net profit excluding the adjusted items
RAB Elia Group	Includes both the RAB of Elia Transmission and 50Hertz Transmission. RAB Germany presented at 80%
RoE (adj.)	Ratio between Net profit attributable to ordinary shareholders and equity attributable to ordinary shareholdersadjusted for the value of the future contracts (hedging reserve). The return on equity is adjusted to exclude the accounting impact of hybrid securities in IFRS (i.e. exclude the hybrid security from equity and consider the interest costs as part of comprehensive income). As from 2021, it also excludes the effect of hedge accounting related to the future contracts entered into by 50Hertz to hedge the risk of fluctuations in the expected amount of grid losses. The RoE provides an indication of the ability of the Group to generate profits relative to its invested equity

Thank You!

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