

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

BY WEDNESDAY, 10 May 2023, PLEASE:

- FAX A DATED AND SIGNED COPY OF THE FORM TO THE COMPANY (+32 2 546 71 30 – for the attention of Mrs Siska Vanhoudenhoven); OR
- SEND THE ORIGINAL DATED AND SIGNED FORM TO THE COMPANY BY LETTER, WHICH MUST REACH THE COMPANY NO LATER THAN WEDNESDAY, 10 May 2023 (Elia Group SA, for the attention of Mrs Siska Vanhoudenhoven, Secretary-General, Boulevard de l’Empereur 20, B-1000 Brussels); OR
- SEND A (SCANNED OR PHOTOGRAPHED) COPY OF THE DATED AND SIGNED FORM TO THE COMPANY BY E-MAIL (shareholder@eliagroup.eu).

FOR THE SAKE OF GOOD ORDER, PLEASE NOTE THAT THE FORMALITIES SET FORTH IN THE NOTICE OF CONVOCATION FOR THE PURPOSES OF PARTICIPATING AND VOTING AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS MUST ALSO BE COMPLIED WITH.

Elia Group SA/NV

For the attention of Mrs Siska Vanhoudenhoven
Secretary General
Boulevard de l’Empereur 20
B-1000 Brussels, Belgium

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

The undersigned¹:

owner of
..... registered shares,
..... dematerialized shares²
in Elia Group SA/NV (the "company"),
wishes to vote by letter at the Extraordinary General Meeting of Shareholders of:

Elia Group SA/NV

to be held on Tuesday 16 May 2023,
immediately after the Ordinary General Meeting of Shareholders of the company held
on Tuesday, 16 May 2023, at 10h00,
at BOZAR, the Centre for Fine Arts, Rue Ravensteinstraat 23 at 1000 Brussels
(hereafter the "Extraordinary General Meeting of Shareholders"),

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 position of the natural person(s) who validly sign(s) the form to vote by letter on behalf of the legal person.
² NUMBER OF SHARES TO BE FILLED IN AND DELETE WHAT DOES NOT APPLY

and declares to vote as follows regarding the following proposed resolutions³, which are contained on the agenda of the Extraordinary General Meeting of Shareholders:

1. Presentation and discussion of the special report of the Board of Directors, drawn up in accordance with section 7:155 of the Code of companies and associations, concerning the amendment of the rights attached to classes of shares
2. 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 of Shareholders resolves to amend article 12 and article 13 as follows:

- a. Article 12.1, first and second sentences are replaced by the following sentence:
"The company is managed by a board of directors that is composed of twelve (12) members who are appointed by the general meeting for a maximum of six (6) years and may be dismissed by it."
- b. Article 12.4 is amended as follows: *"12.4 Should one of more directorships fall vacant so that the board of directors temporarily counts less than twelve (12) members, the board of directors may, pending co-option or appointment of (a) new director(s) in accordance with article 12.3, validly deliberate and adopt decisions with the number of members that the board of directors shall have at that time."*
- c. Article 13.2 is amended as follows:
"13.2
13.2.1 As long as the class A Shares and the class C Shares, alone or together, represent more than 30 per cent of the share capital of the company, a number of directors (the "A Directors") shall be elected upon proposal of the holders of class A Shares in accordance with article 4.6 and a number of directors (the "C Directors") shall be elected upon proposal of the holders of class C Shares in accordance with article 4.6, all in accordance with article 13.2.2.
13.2.2 The number of directors elected upon proposal of each of the holders of class A Shares and the holders of class C Shares are 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:
 - *six (6) directors if the percentage is greater than eighty-five point seventy-one per cent (85,71%);*
 - *five (5) directors if the percentage is greater than seventy-one point forty-three per cent (71,43%) but equal to or less than eighty-five point seventy-one per cent (85,71%);*
 - *four (4) directors if the percentage is greater than fifty per cent (50%) but equal to or less than seventy-one point forty-three per cent (71,43%);*
 - *three (3) directors chosen upon proposal of the holders of class C Shares and three (3) directors chosen upon proposal of the holders of class A Shares if the percentage is equal to fifty per cent (50%);*
 - *two (2) directors if the percentage is greater than or equal to twenty- eight point fifty-seven per cent (28.57%) but less than fifty per cent (50%);*

³ MARK WHERE APPROPRIATE

- one (1) director if the percentage is greater than or equal to fourteen point twenty-nine per cent (14.29%) but less than twenty-eight point fifty-seven per cent (28.57%).

In the event that there should no longer exist either any class A Shares or any class C Shares, six (6) 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."

- d. Article 13.6 is amended as follows: *"13.6 In the event that a directorship of a director appointed on the basis of articles 13.2.1 and 13.2.2 should fall vacant, the other members of the board of directors may make temporary provision to replace him by appointing a director upon proposal of the directors that were appointed upon proposal of the holders of the class of Shares who would, in view of the percentage of the class A Shares or the class C Shares, respectively, at that time, be entitled under article 13.2.2 to put forward a candidate for the directorship in question. If there are no (further) directors appointed upon proposal of the holders of the class of Shares that proposed the director whose office has fallen vacant, then the other directors may provide a replacement by appointing a director upon proposal made by the non- independent directors."*

for

against

abstention

3. Amendment of the articles of association in the context of merging the Nomination Committee and the Remuneration Committee into one new Nomination and Remuneration Committee

Proposed resolution: the Extraordinary General Meeting of Shareholders resolves to amend article 13, article 14, article 16 and article 17 as follows:

- a. Article 13.3, first sentence is amended as follows: *"The other directors are, after advice of the nomination and remuneration committee, appointed by the general meeting on the recommendation of the board of directors in accordance with the legal, regulatory and/or statutory stipulations and procedures."*
- b. Article 13.5, first sentence is amended as follows: *"In the event that an independent directorship or a directorship other than a director appointed on the basis of articles 13.2.1 and 13.2.2 should fall vacant, the remaining members of the board of directors, upon advice of the nomination and remuneration committee, shall make temporary provision to fill the post until the next general meeting, which will make a final appointment."*
- c. Article 14 is repealed so that this article has no subject.
- d. Article 16 is amended as follows: *"16.1 The board of directors sets up a nomination and remuneration committee from its midst, composed exclusively of*

at least three (3) and a maximum of five (5) non-executive directors, of whom the majority shall be independent directors and at least one third shall be non-independent directors. Without prejudice to the legal responsibilities, this committee is entrusted with

- 1° advising and supporting to the board of directors regarding the appointment of the directors, the CEO and the members of the executive committee;
- 2° drawing up recommendations to the board, in particular in respect of the remuneration policy and the remuneration of the members of the executive committee and the board of directors.

16.2 The board of directors, in consultation with the nomination and remuneration committee, draws up internal rules laying down the rules inter alia with respect to the functioning of the nomination and remuneration committee and the manner in which it reports."

- e. Article 17.8, first sentence is amended as follows: "The board of directors shall, after obtaining the opinion of the nomination and remuneration committee, determine the conditions under which the members of the executive committee and the personnel are able, in whatever manner, to participate in the financial results of the aforementioned natural or legal persons or in the products or services sold or provided by the latter."

for

against

abstention

* *
*

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

II. If for any reason the Extraordinary General Meeting of Shareholders cannot be held on the aforementioned date, the present form for voting by letter will continue to be valid for each subsequent meeting with the same or similar agenda. However, this shall only apply insofar the undersigned has in due time complied with the required formalities to participate in and vote at the subsequent Extraordinary General Meeting of Shareholders, including the Extraordinary General Meeting that will be convened on Wednesday 21 June 2023 at 9h30, if at the Extraordinary General Meeting the required quorum of attendance is not reached .

III. 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 to add to the agenda of the Extraordinary General Meeting of Shareholders 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, 1 May 2023, make available to its shareholders on its website under "Investor Relations" - "Elia Group Share" - "Shareholder meetings" (www.eliagroup.eu) the relevant forms that can be used to vote by letter, to which are added the additional items to be discussed and the attendant proposed resolutions that might be placed on the agenda and/or just the proposed resolutions that might be formulated.

The forms to vote by letter which have been validly notified to the company before publication of the revised agenda of the Extraordinary General Meeting of Shareholders (i.e. no later than Monday, 1 May 2023), will remain valid with regard to the items mentioned on the agenda to which they relate.

By way of derogation from the foregoing, votes cast on the aforementioned forms with regard to the items mentioned on the agenda for which new proposed resolutions have been submitted, are not taken into account.

Therefore, if the shareholder in question wishes to vote on the new proposed resolutions or on new items to be discussed, the company must receive the new voting form by letter from the shareholder in question, completed, dated and signed, no later than 10 May 2023.

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))