

Proxy for the Ordinary General Meeting of Shareholders

BY **WEDNESDAY, 10 MAY 2023**, PLEASE:

- FAX A DATED AND SIGNED COPY OF THE PROXY TO THE COMPANY (+32 2 546 71 30 – for the attention of Mrs Siska Vanhoudenhoven); OR
- SEND THE ORIGINAL DATED AND SIGNED PROXY 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 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 CONVOCAATION FOR THE PURPOSES OF PARTICIPATING AND VOTING AT THE ORDINARY 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

Proxy for the Ordinary General Meeting of Shareholders

The undersigned:¹
.....
.....,

owner of

..... registered shares,
..... dematerialized shares²

in Elia Group SA/NV (the “company”),
hereby appoints as his/her/its special proxyholder:

.....³
to represent the undersigned at and to vote on his/her/its behalf at the Ordinary General Meeting of Shareholders of:

Elia Group SA/NV

to be held on Tuesday 16 May 2023,
at 10h00,
at BOZAR, the Centre for Fine Arts, Rue Ravensteinstraat 23 at 1000 Brussels
(hereafter the "Ordinary 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 proxy on behalf of the legal person.

² NUMBER OF SHARES TO BE FILLED IN AND DELETE WHAT DOES NOT APPLY

³ TO BE COMPLETED

17. Reappointment of statutory auditors and fixation of their remuneration

Proposed resolution: since the mandates of the current statutory auditors of the company expire immediately after the present Ordinary General Meeting of Shareholders, the Ordinary General Meeting of Shareholders resolves, upon proposal of the works council of the company and at the proposal of the Board of directors after suggestion 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 charged with auditing the statutory annual accounts and the consolidated annual accounts of the company for a term of three years starting today, following the Ordinary General Meeting of the company, and ending immediately after the Ordinary General Meeting of 2026 with respect to the financial year ended 31 December 2025.

EY Réviseurs d'Entreprises/Bedrijfsrevisoren SRL/BV has announced that it will be permanently represented by Mister Paul Eelen, 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 purpose of the exercise of this statutory auditor's mandate.

The Ordinary General Meeting of Shareholders resolves to fix the annual remuneration of the college of statutory auditors for auditing the statutory annual accounts and the consolidated annual accounts of the company at 181.294,11 EUR, to be indexed annually according to the cost-of-living index.

for

against

abstention

18. Miscellaneous

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 of Shareholders. Proof hereof must be delivered to the company no later than Wednesday, 10 May 2023.

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 of Shareholders, 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 of Shareholders 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

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).

complied with the required formalities to participate and vote at the subsequent Ordinary General Meeting of Shareholders.

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

One or more shareholders holding, alone or together, three per cent (3%) of the share capital of the company can exercise his/her/its/their right in accordance with section 7:130 of the Code of companies and associations to add to the agenda of the Ordinary 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 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 of Shareholders (i.e. no later than Monday, 1 May 2023) 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 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))

(The signature(s) should be preceded by the handwritten mention "GOOD FOR PROXY")