

Form to vote by letter for the Ordinary 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 CONVOCAION 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, Belgium

Form to vote by letter for the Ordinary 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 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"),

and declares to vote as follows regarding the following proposed resolutions³, which are contained on the agenda of 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 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
³ MARK WHERE APPROPRIATE

1. Annual report of the Board of Directors on the statutory annual accounts for the financial year ended 31 December 2022
2. Report of the statutory auditors on the statutory annual accounts for the financial year ended 31 December 2022
3. Approval of the statutory annual accounts for the financial year ended 31 December 2022, including the allocation of the result

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the statutory annual accounts for the financial year ended 31 December 2022, including the allocation of the result.

for **against** **abstention**

4. Approval of the adjusted remuneration policy

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the adjusted remuneration policy applicable as of 1 July 2023.

for **against** **abstention**

5. Explanation and advisory vote on the remuneration report for the financial year ended 31 December 2022

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the remuneration report for the financial year ended 31 December 2022.

for **against** **abstention**

6. Annual report of the Board of Directors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2022

7. Report of the statutory auditors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2022

8. Discussion of the consolidated annual accounts (IFRS) for the financial year ended 31 December 2022

9. Discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2022

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2022.

for **against** **abstention**

10. Discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2022

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2022.

for against abstention

11. Re-appointment of an independent director and fixation of his remuneration

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint mister Bernard Gustin as independent director of the company for a term of six years starting today, following the Ordinary General Meeting of the company, and ending immediately after the Ordinary General Meeting of Shareholders of 2029 regarding the financial year ended 31 December 2028.

The Ordinary General Meeting of Shareholders 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 of Shareholders 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

12. Re-appointment of an independent director and fixation of her remuneration

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint madam Roberte Kesteman as independent director of the company for a term of six years starting today, following the Ordinary General Meeting of the company, and ending immediately after the Ordinary General Meeting of Shareholders of 2029 regarding the financial year ended 31 December 2028.

The Ordinary General Meeting of Shareholders 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 of Shareholders 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

13. Re-appointment of a non-independent director and fixation of her remuneration

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint madam Dominique Offergeld as non-independent director of the company for a term of six years starting today, following the Ordinary General Meeting of the company, and ending immediately after the Ordinary General Meeting of Shareholders of 2029 regarding the financial year ended 31 December 2028.

The Ordinary General Meeting of Shareholders resolves that the mandate of the aforementioned non-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

14. Notification of the expiration of the term of directorship of a non-independent director and appointment of a new non-independent director and fixation of his remuneration

Proposed resolution: the Ordinary General Meeting of Shareholders takes note of the expiration of the term of directorship of mister Rudy Provoost (non-independent director) with effect immediately after the present Ordinary General Meeting of Shareholders, and appoints mister Eddy Vermoesen as non-independent director of the company for a term of six years starting today, following the Ordinary General Meeting of the company, and ending immediately after the Ordinary General Meeting of Shareholders of 2029 regarding the financial year ended 31 December 2028.

The Ordinary General Meeting of Shareholders resolves that the mandate of the aforementioned non-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

15. Notification of the expiration of the term of directorship of a non-independent director and appointment of a new non-independent director and fixation of his remuneration

Proposed resolution: the Ordinary General Meeting of Shareholders takes note of the expiration of the term of directorship of mister Claude Grégoire (non-independent director) with effect immediately after the present Ordinary General Meeting of Shareholders, and appoints mister Bernard Thiry as non-independent director of the company for a term of six years starting today, following the Ordinary General Meeting of the company, and ending immediately after the Ordinary General Meeting of Shareholders of 2029 regarding the financial year ended 31 December 2028.

The Ordinary General Meeting of Shareholders resolves that the mandate of the aforementioned non-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. Notification of the voluntary resignation of an independent director and notification of the voluntary resignation of a non-independent director

Proposed resolution: the Ordinary General Meeting of Shareholders takes note of the voluntary resignation of mister Luc De Temmerman (independent director) with effect immediately after the present Ordinary General Meeting of Shareholders. The Ordinary General Meeting of Shareholders further takes note of the voluntary resignation of madam Cécile Flandre (non-independent director) with effect from 30 January 2023 (24h00).

for against abstention

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 proposal of the Board of directors after the 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

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

II. If for any reason the Ordinary 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 ordinary general meeting of shareholders.

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 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 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 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 to which they relate.

Contrary to 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.

Done at:

On:

(signature(s))