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

BY **WEDNESDAY, 11 May 2022**, 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, 11 May 2022 (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 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 undersigned[1]: …….
……
……..,

owner of

…… registered shares,

…… dematerialized shares[2]

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 17 May 2022,

at 10h00,

at the Square Brussels Meeting Centre, Coudenberg Entrance, Coudenberg 3, 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 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 resolutions[3], which are contained on the agenda of the Ordinary General Meeting of Shareholders:

1. Annual report of the Board of Directors on the statutory annual accounts for the financial year ended 31 December 2021;

2. Report of the statutory auditors on the statutory annual accounts for the financial year ended 31 December 2021;

3. Approval of the statutory annual accounts for the financial year ended 31 December 2021, 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 2021, 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 January 2022.

   ☐ **for** ☐ **against** ☐ **abstention**

5. Explanation and advisory vote on the remuneration report for the financial year ended 31 December 2021;

   Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the remuneration report for the financial year ended 31 December 2021.

   ☐ **for** ☐ **against** ☐ **abstention**

6. Annual report of the Board of Directors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2021;

7. Report of the statutory auditors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2021;

8. Discussion of the consolidated annual accounts (IFRS) for the financial year ended 31 December 2021;

9. Discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2021;

   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 2021.

   ☐ **for** ☐ **against** ☐ **abstention**

10. Discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2021;

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[3] **MARK WHERE APPROPRIATE**

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 2021.

☐ **for** ☐ **against** ☐ **abstention**

11. Notification of the voluntary resignation of an independent director and appointment of a new independent director and fixation of her remuneration;

Proposed resolution: the Ordinary General Meeting of Shareholders takes note of the voluntary resignation of madam Jane Murphy (independent director) with effect immediately after the present Ordinary and Extraordinary General Meeting of Shareholders, and appoints madam Laurence de l'Escaille as independent director of the company for a term of three years starting today, following the Ordinary and Extraordinary General Meeting of the company, and ending immediately after the Ordinary General Meeting of Shareholders of 2025 regarding the financial year ended 31 December 2024.

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 applicable remuneration policy of the company.

☐ **for** ☐ **against** ☐ **abstention**

12. Notification of the expiration of the term of directorship of an independent director and appointment of a new independent director and fixation of her remuneration;

Proposed resolution: the Ordinary General Meeting of Shareholders takes note of the expiration of the term of directorship of madam Saskia Van Uffelen (independent director) with effect immediately after the present Ordinary General Meeting of Shareholders, and appoints madam Pascale Van Damme as independent director 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 Shareholders of 2025 regarding the financial year ended 31 December 2024.

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 applicable remuneration policy of the company.

☐ **for** ☐ **against** ☐ **abstention**

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

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint mister Michel Allé as independent director 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 Shareholders of 2025 regarding the financial year ended 31 December 2024.

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 applicable remuneration policy of the company.

☐ **for** ☐ **against** ☐ **abstention**

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

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint mister Luc De Temmerman as independent director 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 Shareholders of 2025 regarding the financial year ended 31 December 2024.

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 applicable remuneration policy of the company.

☐ **for** ☐ **against** ☐ **abstention**

15. Notification of the voluntary resignation of a non-independent director and of the cooptation 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 voluntary resignation of mister Luc Hujoel (non-independent director) with effect from 31 December 2021 at midnight, as well as of the decision by the Board of Directors of the company of 17 December 2021 to co-opt mister Thibaud Wyngaard with effect from 1 January 2021.

Subsequently, the Ordinary General Meeting resolves to appoint the Intercommunal Association in the form of a Cooperative Society Interfin, permanently represented by mister Thibaud Wyngaard, as a non-independent director of the company for a term of four years starting today, following the Ordinary General Meeting of Shareholders of the company, and ending immediately after the Ordinary General Meeting of Shareholders of 2026 regarding the financial year ended 31 December 2025. In view of this resolution, the mandate of mister Thibaud Wyngaard as co-opted non-independent director ends at the end of today's Ordinary General Meeting of Shareholders.

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 applicable remuneration policy of the company.

☐ **for** ☐ **against** ☐ **abstention**

16. 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, 2 May 2022, 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, 2 May 2022), 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 11 May 2022.

Done at:

On:

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(signature(s))