

Elia Group

Public limited liability company (“société anonyme/naamloze vennootschap”)

Boulevard de l’Empereur 20

B-1000 Brussels

Enterprise number 0476.388.378 (RPM/RPR Brussels)

(the “company”)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The shareholders are hereby invited to attend the **Extraordinary General Meeting** of the company, that will be held on Friday 14 March 2025 at the seat of the company, Boulevard de l’Empereur 20 at 1000 Brussels.

You will find below in this notice more information on the specific arrangements for taking part in the Extraordinary General Meeting. Possible changes to these arrangements will be announced by means of a press release and on the website of the company.

The **Extraordinary General Meeting** will be held at 10.00 a.m..

The Extraordinary General Meeting will only be able to validly decide on the items mentioned on the agenda below, if, in accordance with section 7:153 of the Code of companies and associations, the shareholders present or represented represent at least one half of the capital. If this condition is not met, a new Extraordinary General Meeting will be convened on Monday 14 April 2025 at 9.30 a.m., which will be able to validly deliberate and resolve as soon as at least one shareholder is present or represented.

The agenda of the Extraordinary General Meeting is as follows:

1. Amendment of the articles of association to bring these in line with the Belgian Electricity Act as amended by the Act of 5 November 2023.

Proposed resolution: the Extraordinary General Meeting resolves to amend articles 3, 4, 9, 13 and 17 as follows:

- a. In article 3.6 the words “*terms “producer”, “distribution system operator”*” are replaced by the words “*terms “system operator”, “producer”, “network owner”, “distribution system operator”*”.
- b. In article 4.3 the second and third paragraph are repealed.

- c. Article 4.4 is amended as follows: “*To avoid any conflict of interest for the system operator, to enable it to take its decisions independently, to ensure transparency and non-discrimination towards all network users and to not disturb the proper functioning of the production and supply market, the following conditions apply:*

 - 1° *A holder of Shares may not directly or indirectly exercise control or directly, or indirectly through a subsidiary undertaking, exercise any right over the company, and at the same time directly or indirectly exercise control over an undertaking performing any of the functions of production or supply of electricity and/or natural gas.*
 - 2° *A holder of Shares may not directly or indirectly exercise control or directly, or indirectly through a subsidiary undertaking, exercise any right over an undertaking performing any of the functions of production or supply of electricity and/or natural gas, and at the same time directly or indirectly exercise control over the company.*
 - 3° *A holder of Shares who is directly or indirectly active in the production and/or supply of electricity and/or production and/or supply of natural gas may not appoint members of the board of directors, the executive committee, the nomination and remuneration committee, the audit committee or any other body legally representing the company. The voting rights attached to the Shares that are held in derogation of article 4.4, 1° and 2° are suspended.*

- d. In article 4.5 the phrase “*except that class A Shares and class C Shares that are transferred pursuant to the exercise of any tag-along right arising out of the Shareholders' Agreement, are automatically converted into class C Shares or class A Shares, respectively*” is repealed.
- e. In article 4.7 the third point (definition of “Shareholders' Agreement”) is repealed and the fourth point (which, following the prementioned repeal, becomes the third point) is amended as follows: “**Affiliated**” has the same meaning as in section 1:20 of the Code of companies and associations and also includes any associated undertaking in the meaning of section 1:21 of the Code of companies and associations;”
- f. In article 9.2.1. the phrase “, provided that, before the transfer, such person accedes to the Shareholders' Agreement and accepts all obligations of the transferor under the Shareholders' Agreement” is repealed.
- g. The text of article 9.2.2 is repealed so that the article becomes without subject.
- h. Article 13.1, second paragraph is amended as follows: “*The board of directors consists exclusively of non-executive directors, namely persons who do not exercise a management function within the company or one of its subsidiary undertakings. In light of the applicable legislation and regulations, particularly the ownership unbundling rules, the members of the board of directors may not be members of the supervisory board, the board of directors or bodies that by statute represent an undertaking that fulfils any of the following functions: production and/or supply of electricity and/or production and/or supply of natural gas. Nor may the members of the board of directors carry out any other function or activity, whether remunerated or not, in favour of an undertaking falling under the preceding sentence.*”

- i. A new second paragraph is inserted in article 17.7 as follows: "*Members of the executive committee may also not be members of the supervisory board, the board of directors or bodies that by statute represent an undertaking that fulfils any of the following functions: production and/or supply of electricity and/or production and/or supply of natural gas.*"

PRACTICAL PROVISIONS

The **shareholders will be able to participate in the Extraordinary General Meeting in one of the following four ways**: (i) in person, (ii) by means of the electronic communication tool made available by the company through the Lumi platform, (iii) by means of a proxy or (iv) by means of a vote by letter.

BEING HOLDER OF SHARES ON THE REGISTRATION DATE

In accordance with section 7:134 of the Code of companies and associations and in application of article 27 of the articles of association, the shareholders can participate in the Extraordinary General Meeting and can exercise their voting rights if the company can determine, on the basis of the information received in accordance with the procedure set out below, that on Friday 28 February 2025, at 24h00 (Belgian time) (i.e. the "**Registration Date**") they held the numbers of shares in respect of which they intend to participate in the Extraordinary General Meeting, irrespective of the number of shares they hold on the date of the Extraordinary General Meeting.

FORMALITIES FOR PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING

In order to be able to participate in and, as the case may be, to vote at the Extraordinary General Meeting, the shareholders must comply with the following formalities:

- For holders of registered shares:

The holders of registered shares must in accordance with article 27 of the articles of association notify the company via the Lumi platform (via the link www.lumiconnect.com), no later than Saturday 8 March 2025, the number of shares in respect of which they intend to attend the Extraordinary General Meeting, together with a number of identification details. In addition, they must also indicate the manner in which they wish to participate in the Extraordinary General Meeting (see below, under "Modalities of participation in the Extraordinary General Meeting").

The aforementioned notifications can also be made by ordinary letter or e-mail to the company.

Possession of the aforementioned shares by the shareholders concerned on the Registration Date will be verified by the company on the basis of their entry in the share register of the company.

- For holders of dematerialized shares:

The holders of shares held on a securities account can:

1° either notify no later than Saturday 8 March 2025 via the Lumi platform (via the link www.lumiconnect.com) the number of dematerialized shares in their possession on the Registration Date for which they wish to participate in the Extraordinary General Meeting together with a number of identification details. In addition, they must also indicate the manner in which they wish to participate in the Extraordinary General Meeting (see below, under "Modalities of participation in the Extraordinary General Meeting"). The possession of the aforementioned number of dematerialized shares by the shareholders concerned on the Registration Date will then be verified by the company with the financial intermediary, recognised account holder or clearing agency.

2° or demonstrate possession of the number of dematerialized shares on the Registration Date by means of a certificate issued by their financial intermediary, recognized account holder or clearing agency showing how many dematerialized shares are registered in their accounts in the name of the shareholder on the Registration Date, and for which the shareholder has indicated that he wishes to participate in the Extraordinary General Meeting. This certificate must then be sent to the company by letter or e-mail, it being understood that, in accordance with article 27 of the articles of association, the certificate must reach the registered office of the company no later than Saturday 8 March 2025. In addition, they must also indicate the manner in which they wish to participate in the Extraordinary General Meeting (see below, under "Modalities of participation in the Extraordinary General Meeting").

MODALITIES OF PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING

- Participation in person**

Shareholders have the possibility to participate in person in the Extraordinary General Meeting that will take place at the seat of the company, Boulevard de l'Empereur 20 at 1000 Brussels.

- Participation by means of the electronic Lumi platform**

Shareholders who have registered via the Lumi platform, thereby indicating that they wish to participate in the Extraordinary General Meeting via the electronic Lumi platform, can participate online on the date of the Extraordinary General Meeting (i.e. 14 March 2025) as from 9.50 AM by logging in with their Lumi Connect account via the Lumi platform (via the link www.lumiconnect.com).

Shareholders who have indicated by letter or e-mail that they wish to participate in the Extraordinary General Meeting via the electronic Lumi platform will receive by letter or e-mail an invitation to participate via the Lumi platform together with a personal login and password. On the date of the Extraordinary General Meeting (i.e. 14 March 2025) as from 9.50 AM, they can log in at the internet address mentioned on the invitation to participate online in the Extraordinary General Meeting.

Every natural person attending the Extraordinary General Meeting in his/her capacity as shareholder, proxyholder or corporate body of a legal person must be able to show proof of his/her capacity and identity. Representatives of legal persons must prove their capacity

of corporate body or special proxyholder. The obtention by shareholders of a Lumi Connect account or of the aforementioned personal login details shall constitute full proof of their capacity and identity.

To participate in the Extraordinary General Meeting via this electronic communication tool, you must have a computer, laptop, smartphone or tablet with:

- a) a good internet connection (Chrome, Safari or Edge);
- b) a screen on which you can follow the live images of the Extraordinary General Meeting;
- c) speakers or a headset that allow you to follow the audio of the Extraordinary General Meeting; and
- d) a screen or keyboard with which you can ask questions in writing and cast your vote.

More information on the digital organisation of the Extraordinary General Meeting (e.g. regarding the time and method of logging on to the Lumi platform, the way to ask questions in writing and how to vote during the Extraordinary General Meeting) will be communicated on the company's website under "*Investor Relations*" - "*Elia Group Share*" - "*Shareholders meetings*" (www.eligroup.eu) in a "User Guide".

- **Participation by means of a proxy**

Shareholders that wish to be represented in accordance with sections 7:142 and 7:143 of the Code of companies and associations and article 24.3 of the articles of association must, besides fulfilling the aforementioned registration formalities (see under "Formalities for participation in the Extraordinary General Meeting"), designate a proxy holder in one of the following two ways:

- These proxies are preferably granted via the Lumi platform (via the link www.lumiconnect.com) and must be completed no later than Saturday 8 March 2025.
- Alternatively, proxy forms are available at the registered office and on the company's website under "*Investor Relations*" - "*Elia Group Share*" - "*Shareholder meetings*" (www.eligroup.eu). If you use these proxy forms, the dated and signed proxies must be sent to the company by letter or e-mail, it being understood that, in accordance with article 24.3 of the articles of association, the proxies must arrive at the company's registered office no later than Saturday 8 March 2025.

Shareholders may designate either the Secretary-General of the company or any other person as a proxy holder. 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).

- **Participation by means of a vote by letter**

Shareholders that so wish may, in accordance with section 7:146 of the Code of companies and associations and article 28.3 of the articles of association, vote by letter on the proposed resolutions that are included on the agenda of the Extraordinary General Meeting. The shareholders wishing to vote by letter, must, in addition to fulfilling the aforementioned registration formalities (see under "Formalities for participation in the Extraordinary General Meeting"), communicate their vote in one of the following two ways:

- Vote by letter can be done via the Lumi platform (via the link www.lumiconnect.com, under "Direct voting") and must be completed no later than Saturday 8 March 2025.
- Alternatively, forms to vote by letter are available to shareholders at the registered office and on the company's website under "Investor Relations" - "Elia Group Share" - "Shareholder meetings" (www.eliagroup.eu). If you use these forms to vote by letter, the dated and signed forms must be sent to the company by letter or e-mail, it being understood that, in accordance with article 28.3 of the articles of association, the forms must arrive at the company's registered office no later than Saturday 8 March 2025.

THE RIGHT TO ADD AGENDA ITEMS AND FILE PROPOSED RESOLUTIONS

One or more shareholder(s) holding, alone or together, three per cent (3%) of the capital of the company may, in accordance with section 7:130 of the Code of companies and associations and article 26.1, second paragraph of the articles of association, request the company in writing to add one or more item(s) to the agenda of the Extraordinary General Meeting, and to include proposed resolutions relating to items already on or to be added to the agenda.

The company must receive the aforementioned written requests by letter or e-mail no later than Thursday 20 February 2025, at 16h00 (Belgian time).

In any such case, the company will publish the revised agenda of the Extraordinary General Meeting and will provide the amended proxy forms and forms to vote by letter no later than Thursday 27 February 2025.

More detailed information on this can be found on the company's website under "Investor Relations" "Elia Group Share" - "Shareholder meetings" (www.eliagroup.eu).

THE RIGHT TO ASK QUESTIONS

The shareholders may, in accordance with section 7:139 of the Code of companies and associations and article 24.1, last paragraph of the articles of association, prior to the Extraordinary General Meeting, send the company via the Lumi platform (via the link www.lumiconnect.com), or by letter or e-mail, their possible questions with regard to the reports of the Board of Directors and the statutory auditors, as well as with regard to other items on the agenda of the Extraordinary General Meeting.

These questions must be posted on the Lumi platform by Saturday, 8 March 2025, or, if you send your questions by letter or e-mail, the company must receive these written questions by Saturday 8 March 2025.

More detailed information about how to exercise this right to ask written questions can be found on the company's website under "*Investor Relations*" - "*Elia Group Share*" - "*Shareholder meetings*" (www.eliagroup.eu).

NOTIFICATIONS TO THE COMPANY

All notifications to the company by virtue of this notice must be submitted to the company's postal or e-mail address, as follows:

- Address: Elia Group SA/NV
For the attention of Mrs Siska Vanhoudenhoven
Secretary-General
Boulevard de l'Empereur 20
B-1000 Brussels
Belgium
- E-mail address: shareholder@eliagroup.eu

The Board of Directors