

Proxy for the Extraordinary General Meeting

BY **SATURDAY, 8 MARCH 2025**, PLEASE:

- GRANT THE PROXY VIA THE LUMI PLATFORM (VIA THE LINK www.lumiconnect.com); OR
- SEND THE ORIGINAL DATED AND SIGNED PROXY TO THE COMPANY BY LETTER, WHICH MUST REACH THE COMPANY NO LATER THAN SATURDAY, 8 MARCH 2025 (Elia Group SA/NV, 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 CONVOCATION FOR THE PURPOSES OF PARTICIPATING AND VOTING AT THE EXTRAORDINARY GENERAL MEETING 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 Extraordinary General Meeting

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 and to vote on his/her/its behalf at the Extraordinary General Meeting of:

Elia Group SA/NV

to be held on Friday 14 March 2025 at 10.00 a.m.,
at the seat of the company, Boulevard de l'Empereur 20 at 1000 Brussels
(hereafter the "Extraordinary General Meeting"),

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 function of the natural person(s) who validly sign(s) the proxy on behalf of the legal person.

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

³ TO BE COMPLETED

of which the agenda, including the proposed resolution⁴, 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- b. In article 4.3 the second en third paragraph are repealed.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.

⁴ **TICK WHAT APPLIES**

- 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."*

☐ **for**

☐ **against**

☐ **abstention**

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 Extraordinary General Meeting. Proof hereof must be delivered to the company no later than Saturday, 8 March 2025.

Powers of the special proxyholder

The aforementioned special proxyholder may vote or abstain from voting on behalf of the undersigned on the proposed resolution concerning the item on the agenda of the Extraordinary General Meeting, 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 Extraordinary General Meeting 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 complied with the required formalities to participate in and vote at the subsequent Extraordinary General Meeting, including the Extraordinary General Meeting that will be convened on 14 April 2025 at 9h30, if at the Extraordinary General Meeting the required quorum of attendance is not reached.

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

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).

One or more shareholders holding, alone or together, three per cent (3%) of the capital of the company can exercise his/her/its/their right in accordance with section 7:130 of the Code of companies and associations and section 26.1, second paragraph of the articles of association to add to the agenda of the Extraordinary General Meeting 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 Thursday 27 February 2025, make available to its shareholders on its website under "*Investor Relations*" - "*Elia Group Share*" - "*Shareholder meetings*" (www.eliagroup.eu) new forms that can be used to vote by proxy, 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 proxy forms that have been validly delivered to the company prior to the publication of the revised agenda of the Extraordinary General Meeting (i.e. no later than Thursday, 27 February 2025) 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.

Therefore, if the shareholder in question wishes the special proxyholder to be able to vote on the new proposed resolutions or on the 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 8 March 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).

Done at:

On:

(signature(s))

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