

Form to vote by letter for the Extraordinary General Meeting

BY SATURDAY, 8 MARCH 2025, PLEASE:

- VOTE BY LETTER VIA THE LUMI PLATFORM (VIA THE LINK www.lumiconnect.com, under "Direct voting"); OR
- SEND THE ORIGINAL DATED AND SIGNED FORM 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 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 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, Belgium

Form to vote by letter for the Extraordinary General Meeting

The undersigned¹:

.....

...../

owner of

..... registered shares,

..... dematerialized shares²

in Elia Group SA/NV (the "company"),

wishes to vote by letter 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"),

and declares to vote as follows on the following proposed resolution³, as included in the agenda of 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 form to vote by letter on behalf of the legal person.

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

³ MARK WHERE APPROPRIATE

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- b. In article 4.3 the second en third paragraph are repealed.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.
- 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**

* *
*

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

II. If for any reason the Extraordinary General Meeting 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 Extraordinary General Meeting, including the Extraordinary General Meeting that will be convened on Monday 14 April 2025 at 9h30, if at the Extraordinary General Meeting the required quorum of attendance is not reached.

III. 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 Saturday, 27 February 2025, 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 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 to which they relate.

By way of derogation from 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 the 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 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))