

Form to vote by letter for the Ordinary General Meeting

BY **WEDNESDAY, 14 May 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 WEDNESDAY, 14 May 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 ORDINARY 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 Ordinary General Meeting

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:

Elia Group SA/NV

to be held on Tuesday 20 May 2025,

at 10h00,

at Sparks Meeting, Ravensteinstraat / rue Ravenstein 60 at 1000 Brussels

(hereafter the "Ordinary General Meeting"),

and declares to vote as follows on the following proposed resolutions³, as included in the agenda of the Ordinary 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. Annual report of the Board of Directors on the statutory annual accounts for the financial year ended 31 December 2024
2. Report of the statutory auditors on the statutory annual accounts for the financial year ended 31 December 2024
3. Approval of the statutory annual accounts for the financial year ended 31 December 2024, 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 2024, including the allocation of the result.

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

4. Explanation and advisory vote on the remuneration report for the financial year ended 31 December 2024

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the remuneration report for the financial year ended 31 December 2024.

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

5. Annual report of the Board of Directors on the consolidated annual accounts (IFRS), including the consolidated sustainability information, for the financial year ended 31 December 2024
6. Reports of the statutory auditors on the consolidated annual accounts (IFRS) and on the consolidated sustainability information for the financial year ended 31 December 2024
7. Discussion of the consolidated annual accounts (IFRS) for the financial year ended 31 December 2024
8. Discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2024

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 2024.

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

9. Discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2024

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 2024.

☐ **for**

☐ **against**

☐ **abstention**

10. Notification of the voluntary resignation of an independent director and appointment of a new independent director and fixation of his remuneration

Proposed resolution: the Ordinary General Meeting takes note of the voluntary resignation of Mr Bernard Gustin as independent director and Chairman of the Board of Directors with effect from 12 December 2024 pursuant to his appointment as Chief Executive Officer of the company and appoints Mr Olivier Chapelle as independent director of the company for a term of four years starting today, after the Ordinary General Meeting of the company, and expiring immediately after the Ordinary General Meeting of 2029 in respect of the financial year ended 31 December 2028.

The Ordinary General Meeting 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 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**

11. Notification of the expiration of the term of directorship of an independent director and appointment of a new independent director and fixation of his remuneration

Proposed resolution: the Ordinary General Meeting takes note of the expiration of the term of directorship of Mr Michel Allé (independent director) with effect immediately after the present Ordinary General Meeting, and appoints Mr Michel Sirat as independent director of the company for a term of four years starting today, following the Ordinary General Meeting of the company, and expiring immediately after the Ordinary General Meeting of 2029 regarding the financial year ended 31 December 2028.

The Ordinary General Meeting 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 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. Notification of the expiration of the term of directorship of an independent director and appointment of a new director and fixation of her remuneration

Proposed resolution: the Ordinary General Meeting takes note of the expiration of the term of directorship of Mrs Laurence de l'Escaille (independent director) with effect immediately after the present Ordinary General Meeting, and appoints Mrs Saskia Van Uffelen as director of the company for a term of one year starting today, following the Ordinary General Meeting of the company, and expiring immediately after the Ordinary General Meeting of 2026 regarding the financial year ended 31 December 2025.

The Ordinary General Meeting resolves that the mandate of the aforementioned 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 an independent director and fixation of her remuneration

Proposed resolution: the Ordinary General Meeting resolves to reappoint Mrs Pascale Van Damme as independent director of the company for a term of four years starting today, following the Ordinary General Meeting of the company, and expiring immediately after the Ordinary General Meeting 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**

14. Discussion and approval of an amended proposal of the Board of Directors, in implementation of the resolution of the company's Ordinary General Meeting of 21 May 2024, regarding the remuneration of the statutory auditors for the assurance engagement of the company's consolidated sustainability report for the financial years 2024 and 2025

Proposed resolution: on proposal of the Board of Directors, the Ordinary General Meeting resolves to (i) revise the remuneration of the statutory auditors for the assurance engagement of the company's consolidated sustainability report for the financial year 2024 (initially set at 110.914 EUR) to 102,702 EUR and (ii) set the remuneration for this engagement for the financial year 2025 at 91,346 EUR.

☐ **for**

☐ **against**

☐ **abstention**

15. 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 for the number of shares mentioned above.

II. If for any reason the Ordinary 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 Ordinary General Meeting.

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 and section 26.1, second paragraph of the articles of association to add to the agenda of the Ordinary 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 Monday, 5 May 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 before publication of the revised agenda of the Ordinary General Meeting (i.e. no later than Monday, 5 May 2025), 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 14 May 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))

