

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

BY WEDNESDAY, 12 MAY 2021, 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 BY WEDNESDAY, 12 MAY 2021 (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 CONVOCAATION 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 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 Shareholders of:

Elia Group SA/NV

to be held on Tuesday 18 May 2021,

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

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 2020.

for against abstention

11. Re-appointment of three independent and fixation of their remuneration ;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint Madam Saskia Van Uffelen and Mister Luc De Temmerman as independent director of the company for a term of one year starting today, after the Ordinary General Meeting of Shareholders, and ending immediately after the Ordinary General Meeting of Shareholders of 2022 regarding the financial year ended 31 December 2021.

The Ordinary General Meeting of Shareholders resolves to re-appoint Mister Frank Donck as independent director of the company for a term of six years starting today, after the Ordinary General Meeting of Shareholders, and ending immediately after the Ordinary General Meeting of Shareholders of 2027 regarding the financial year ended 31 December 2026.

The Ordinary General Meeting of Shareholders takes note of the fact that the three aforementioned directors fulfill 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 three aforementioned independent directors will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the resolution in agenda item 4 of this Ordinary General Meeting of Shareholders.

for against abstention

12. Notification of the voluntary resignation of a non-independent director and confirmation of the cooptation 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 Kris Peeters (non-independent director) with effect from 1 January 2021 and confirms, in accordance with article 13.5 of the articles of association and section 7:88, §1 of the Code of companies and associations, the cooptation of Mister Pieter De Crem as non-independent director of the company (upon proposal of the holders of class C shares), for a term ending immediately after the Ordinary General Meeting of Shareholders of 2026 regarding the financial year ended 31 December 2025.

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 resolution in agenda item 4 of this Ordinary General Meeting of Shareholders.

for against abstention

13. 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 dealt with 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, 3 May 2021, make available to its shareholders on its website under "*Investor Relations*" – "*Shareholders' meeting*" (www.eliagroup.eu) the relevant forms that can be used to vote by letter, to which are added the additional items to be dealt with 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, 3 May 2021), 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 subjects 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 12 May 2021.

Done at:

On:

(signature(s))