

Proxy for the Special General Meeting of Shareholders

BY **WEDNESDAY, 12 MAY 2021**, PLEASE:

- FAX A DATED AND SIGNED COPY OF THE PROXY TO THE COMPANY (+32 2 546 71 30 – for the attention of Mrs Siska Vanhoudenhoven); OR
- SEND THE ORIGINAL DATED AND SIGNED PROXY 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 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 SPECIAL 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

Proxy for the Special General Meeting of Shareholders

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

Elia Group SA/NV

to be held on Tuesday, 18 May 2021,
immediately after the Ordinary General Meeting of Shareholders of the company held on Tuesday, 18 May 2021, at 10h00,
at the Square Brussels Meeting Centre, Coudenberg Entrance, Coudenberg 3, 1000 Brussels
(hereafter the "Special 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 proxy on behalf of the legal person.

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

³ TO BE COMPLETED: either Madam Aurore Touwaide, in-house counsel Elia Group SA/NV, or a person attending the Special General Meeting of Shareholders by means of the electronic Lumi platform.

of which the agenda, including the proposed resolution⁴, is as follows:

1. Power to acquire own shares

Proposed resolution: the Special General Meeting of Shareholders confers the power to the Board of Directors to acquire the company's own shares, without the total number of own shares held by the company pursuant to this power exceeding 10% of the total number of shares, for a compensation that cannot be lower than 10% below the lowest closing price in the thirty days preceding the transaction and not higher than 10% above the highest closing price in the thirty days preceding the transaction.

This power is conferred for a period of five years as from the publication of this power. This power applies to the Board of Directors of the company and, to the extent necessary, to any third party acting on behalf of the company. It also applies to the direct and, to the extent necessary, indirect subsidiaries undertakings of the company.

This power does not affect the possibilities of the Board of Directors, in accordance with the applicable legal provisions, to acquire own shares if no power by virtue of the articles of association or power by the general meeting is required for this purpose.

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 Special General Meeting of Shareholders. Proof hereof must be delivered to the company no later than Wednesday, 12 May 2021.

Powers of the special proxyholder

In view of the current exceptional circumstances the Board of Directors has decided that shareholders wishing to participate by proxy in the Special General Meeting of Shareholders of 18 May 2021, may only be represented either by Madam Aurore Touwaide, in-house counsel Elia Group SA/NV, or by a person attending the Special General Meeting of Shareholders by means of the electronic Lumi platform.

As Madam Aurore Touwaide is an employee of the company, for her to be able to validly vote, shareholders must issue specific voting instructions for each proposed resolution.

The aforementioned special proxyholder, other than Madam Aurore Touwaide, may vote or abstain from voting on behalf of the undersigned on all proposed resolution concerning the items on the agenda of the Special General Meeting of Shareholders, as the case may be, in accordance with the voting instructions given above.

⁴ TICK WHAT APPLIES. MADAM AURORE TOUWAIDE CAN AS SPECIAL PROXYHOLDER ONLY VOTE IF SHE HAS RECEIVED SPECIFIC VOTING INSTRUCTIONS FOR EACH PROPOSED RESOLUTION.

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 Special General Meeting of Shareholders not be able to validly deliberate or should it be postponed for any reason whatsoever, the aforementioned special proxyholder is authorized to attend any subsequent meeting having the same agenda, including the Special General Meeting of shareholders which will be convened on Tuesday, 15 June 2021 at 10h00 if the required attendance quorum is not reached at the Special General Meeting of Shareholders. However, this shall only apply insofar the principal has in due time complied with the required formalities to participate and vote at the subsequent Special General Meeting of Shareholders.

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

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 Special 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 proxy, 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 proxy forms that have been validly delivered to the company prior to the publication of the revised agenda of the Special 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 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 dealt with.

If the shareholder in question wishes the special proxyholder to be able to vote the new proposed resolutions or on new subjects to be discussed, the company must receive from the shareholder in question the new proxy form completed, dated and signed no later than 12 May 2021.

More detailed information on this can be found on the company's website under "*Investor Relations*" – "*Shareholders' meeting*" (www.eliagroup.eu).

Done at:

On:

(signature(s))

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