

Form to vote by letter for the Special 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 NO LATER THAN 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 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, Belgium

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

The undersigned¹:

owner of

..... registered shares,
..... dematerialized shares²

in the public limited liability company Elia Group SA/NV (the "company"),
wishes to vote by letter 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 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

and declares to vote as follows regarding the following proposed resolution³, which is contained on the agenda of the Special General Meeting of Shareholders:

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

* *

*

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

II. If for any reason the Special 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 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 in and vote at the subsequent Special General Meeting of shareholders.

III. One or more shareholders holding, alone or together, three per cent (3%) of the share capital of the company may 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*"

³ **MARK WHERE APPROPRIATE**

(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 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 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))