



PRESS RELEASE | BRUSSELS, 4 April 2025, 9:30 am – Elia Group (Euronext: ELI)

REGULATED INFORMATION – INSIDE INFORMATION

93.81% of new shares subscribed at closing of the rights subscription period for holders of preferential rights. The sale of the scrips through a private placement to institutional investors starts today

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Warning: An investment in shares and trading in preferential subscription rights involves economic and financial risks, as it is the case for every investment in shares. A prospective investor must consider, when taking its investment decision, that it may lose all or part of its investment.

Before investing in the offered shares or trading in preferential subscription rights, investors are invited to read all the information provided in the [prospectus](https://investor.eliagroup.eu/offering) approved by the FSMA and available on the website of Elia Group (<https://investor.eliagroup.eu/offering>). See Section “Risk Factors” of the prospectus prepared by Elia Group for a description of the factors that should be considered before subscribing for the shares or trading in the preferential subscription rights, and in which the most material risk factors have been presented first within each (sub)category. All of these factors should be considered before investing in shares, preferential subscriptions rights or scrips. Specifically, potential investors should be aware that the Group is subject to an extensive set of regulations and its income is in large part dependent on the applicable tariff methodology in its core markets, which is subject to potential changes and periodic revisions. In addition, failure by the Group to maintain a balance between energy demand and supply on the grid may lead to load shedding, have significant adverse consequences on the country’s security of supply and may, in certain circumstances, lead to liability and adversely impact its results of operations. In addition, The Group’s future profits will in part depend on its ability to realise its contemplated investment programme and the anticipated organic growth of its regulated asset base (RAB). Moreover, a downgrade in Elia Group’s, Elia Transmission Belgium’s and/or Eurogrid GmbH’s credit rating could affect their ability to access capital markets as well as impact their financial position and refinancing capacity.

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registration or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

Any decision to invest in securities in the framework of the offering must be based on all information provided in the prospectus, and any supplements thereto, as the case may be. The approval of the prospectus by the FSMA should not be understood as an endorsement of the company or the quality of the preferential rights or the new shares offered. Information on costs and taxation in relation to the offering can be found in the prospectus relating to the offering which is available on the above-mentioned website of Elia Group. Subject to exemptions and/or reduced rates, a Belgian withholding tax of 30 per cent. is in principle levied on dividends paid on the shares.

BRUSSELS - Elia Group SA (the “Company”, “Group” or “Elia Group”) announces today that 20,463,396 new shares or 93.81% of the up to 21,814,521 new shares it offered as part of its rights offering for a maximum amount of €1,349,882,559.48 were subscribed at a subscription price of €61.88 per new share, on the basis of 1 new share for 4 preferential rights. The rights subscription period with preferential rights closed on 3 April 2025 at 4 p.m. CET. The sale of the scrips through a private placement to institutional investors starts today.

The 5,404,502 preferential rights, represented by coupon nr. 24, which were not exercised at the end of the rights subscription period have been converted into an equal number of scrips (the “**Scrips**”). The Scrips will be offered for sale in a private placement to institutional investors (the “**Scrips Private Placement**”). This sale will take place today and is expected to end today.

The net proceeds of the sale of Scrips (rounded down to a whole eurocent per unexercised preferential right) after deducting expenses, charges and all forms of expenditure which the Company has to incur for the sale of the Scrips (if any) will be distributed proportionally between all holders of preferential rights who did not exercise them, unless the net proceeds from the sale of the Scrips divided by the total number of unexercised preferential rights is less than €0.01, in which case the net proceeds will be transferred to the Company.

Purchasers of Scrips in the Scrips Private Placement will irrevocably undertake to subscribe to the corresponding number of new shares in Elia Group at €61.88 per new share in the ratio of 1 new share for 4 preferential rights under the form of Scrips.

The result of the Scrips Private Placement, the global results of the rights offering and the amount due to holders of unexercised preferential rights (if any) are due to be announced in a press release later today, which will be available on <https://investor.eliagroup.eu/offering> and <https://www.eliagroup.eu/en/news/press-releases>. At the request of the Company, the trading of its shares on Euronext Brussels has been suspended until the publication of such press release expected to be made later today.

The delivery of the new shares is expected to take place with the value date of 8 April 2025. The new shares will in principle be tradable on Euronext Brussels from the same date.



The Belgian Financial Services and Markets Authority approved the prospectus prepared by Elia Group on 25 March 2025. The approval of the prospectus should not be understood as an endorsement of the securities offered.

Additional information, subject to applicable legal restrictions, is available here: <https://investor.eliagroup.eu/offering>

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These materials are not a prospectus and investors should not subscribe for any shares referred to in these materials except on the basis of information in the prospectus to be published by the Company in due course in connection with the offer to the public and the admission to trading of the shares in the capital of the Company to the regulated market of Euronext Brussels (the "**Prospectus**").

The Prospectus is not a prospectus or product disclosure statement or other disclosure statement under the Corporations Act 2001 of the Commonwealth of Australia ("**Corporations Act**") and does not constitute a recommendation to acquire, an invitation to apply for, an offer to apply for or buy, an offer to arrange the issue or sale of, or an offer for issue or sale of, any securities in Australia, except as set out below. The Prospectus has not been prepared specifically for Australian investors and is not required to, and does not purport to, include all of the information which would be required in a prospectus or product disclosure statement under the Corporations Act. The Company has not authorised or taken any action to prepare or lodge with the Australian Securities and Investments Commission ("**ASIC**") an Australian law compliant prospectus or product disclosure statement.

Any offer in Australia of the securities may only be made to persons ("**Exempt Investor**") who are "sophisticated investors" (within the meaning of section 708(8) of the Corporations Act), "professional investors" (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in section 708 of the Corporations Act so that it is lawful to offer the securities without disclosure to investors under Chapter 6D of the Corporations Act.

In Canada, no Prospectus has been filed with any securities commission or similar regulatory authority in respect of the securities of the Company to which this press release relates. No such securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon the merits of any proposed offering of such securities and any representation to the contrary is an offence.

In Canada, the press release may only be directed to a person ("**Eligible Canadian Investor**") in the provinces of Alberta, British Columbia, Ontario and Québec that is (a) an "accredited investor" as defined in section 1.1 of National Instrument 45-106 Prospectus Exemptions or, in Ontario, as defined in subsection



73.3(1) of the Securities Act (Ontario); and (b) a “permitted client”, as defined in section 1.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

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About Elia Group

One of Europe's top five TSOs

Elia Group is a key player in electricity transmission. We ensure that production and consumption are balanced around the clock, supplying 30 million end users with electricity. Through our subsidiaries in Belgium (Elia) and the north and east of Germany (50Hertz), we operate 19,741 km of high-voltage connections, meaning that we are one of Europe's top 5 transmission system operators. With a reliability level above 99%, we provide society with a robust power grid, which is important for socioeconomic prosperity. We also aspire to be a catalyst for a successful energy transition, helping to establish a reliable, sustainable and affordable energy system.

We are making the energy transition happen

By expanding international high-voltage connections and incorporating ever-increasing amounts of renewable energy into our grid, we are promoting both the integration of the European energy market and the decarbonisation of society. We also continuously optimise our operational systems and develop new market products so that new technologies and market parties can access our grid, thus further facilitating the energy transition.

In the interest of society

As a key player in the energy system, Elia Group is committed to working in the interest of society. We are responding to the rapid increase in renewable energy by constantly adapting our transmission grid. We also ensure that investments are made on time and within budget, with a maximum focus on safety. In carrying out our projects, we manage stakeholders proactively by establishing two-way communication channels between all relevant parties very early on in the development process. We also offer our expertise to different players across the sector in order to build the energy system of the future.

International focus

In addition to its activities as a transmission system operator, Elia Group provides consulting services to international customers through its subsidiary Elia Grid International. In recent years, the Group has launched new non-regulated activities such as re.alto - the first European marketplace for the exchange of energy data via standardised energy APIs - and WindGrid, a subsidiary which will continue to expand the Group's overseas activities, contributing to the development of offshore electricity grids in Europe and beyond.

The legal entity Elia Group is a listed company whose core shareholder is the municipal holding company Publi-T/NextGrid Holding.

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