

**Elia Group**

**Public limited liability company (“société anonyme/naamloze vennootschap”)**

Boulevard de l'Empereur 20

B-1000 Brussels, Belgium

Enterprise number no. 0476.388.378 (Brussels)

(the “company”)

**THE RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE PROPOSED RESOLUTIONS,  
AND THE EFFECT OF (POSSIBLE) EXERCISE OF THIS RIGHT ON THE PROXY FORMS  
AND FORMS TO VOTE BY LETTER**

One or more shareholders holding alone or together three per cent (3%) of the share capital of the company can, in accordance with section 7:130 of the Belgian Code of Companies and Associations and article 26.1, second paragraph, of the articles of association, request the company in writing to add one or more items to the agenda of the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders, and to include proposed resolutions relating to items already on or to be added to the agenda.

This right does not apply with respect to the Extraordinary General Meeting of Shareholders which will be held on Thursday, 25 June 2020, if, at the (first) Extraordinary General Meeting of Shareholders on Tuesday, 19 May 2020, the required attendance quorum is not reached.

The aforementioned requests must contain proof that the requesting shareholder(s) hold(s) three per cent (3%) of the share capital of the company on the date of the request, either by means of a certificate of registration of the relevant shares in the share register of the company or by means of a certificate from the recognized account holder or the clearing agency, attesting, as the case may be, that the relevant number of dematerialized shares are registered on account in its/their name(s).

In addition, requests must, as the case may be, contain the wording of the items to be dealt with and the attendant proposed resolutions or alternatively (just) the wording of the proposed resolutions to be included in the agenda.

Each request must state a postal or e-mail address to which the company must send the acknowledgement of receipt of the request.

The company must receive the aforementioned written requests by letter (Elia Group SA, for the attention of Mrs Siska Vanhoudenhoven, Secretary General, Boulevard de l'Empereur 20, B-1000 Brussels, Belgium), fax (+32 2 546 71 30 – for the attention of Mrs Siska Vanhoudenhoven) or e-mail (shareholder@eliagroup.eu) no later than Monday, 27 April 2020, at 4 PM (Belgian time).

*Information with respect to the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of the company held on 19 May 2020*

In any such case, the company will publish the revised agenda of the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders by Monday, 4 May 2020.

Simultaneously, the company will make available to its shareholders on its website under “*Investor Relations*” - “*Shareholders’ meeting*” ([www.eliagroup.eu](http://www.eliagroup.eu)) the forms that can be used to vote by proxy<sup>1</sup> and to vote by letter<sup>2</sup>, to which are added the additional items to be dealt with and the attendant proposed resolutions that might be added to the agenda and/or just the proposed resolutions that might be formulated.

The dated and signed forms to vote by proxy and to vote by letter must be sent to the company by letter (Elia Group SA, for the attention of Mrs Siska Vanhoudenhoven, Secretary General, Boulevard de l’Empereur 20, B-1000 Brussels, Belgium), fax (+32 2 546 71 30) or e-mail ([shareholder@eliagroup.eu](mailto:shareholder@eliagroup.eu)), it being understood that these forms must reach the registered office of the company by Friday 15 May 2020.

The Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders will only deal with the new items or proposed resolutions at the request of a shareholder or shareholders provided the said shareholder(s) has/have fulfilled the registration formalities set forth in the notice of convocation.

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<sup>1</sup> The proxy forms that have been validly delivered to the company prior to the publication of the revised agenda, will remain valid with regard to the items mentioned on the agenda for which they were 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 that the special proxyholder to be able to vote on 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 and signed no later than 15 May 2020.

<sup>2</sup> The forms to vote by letter which have been validly delivered to the company prior to the publication of the revised agenda, will remain valid with regard to the items mentioned on the agenda for which they were given. By way of derogation from the foregoing, votes cast on the forms with regard to the items mentioned on the agenda for which new proposed resolutions have been submitted, are not taken into account. 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 and signed, no later than 15 May 2020.