

Proxy for the Ordinary 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 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

Proxy for the Ordinary 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 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"),

of which the agenda, including the proposed resolutions⁴, is as follows:

1. Annual report of the Board of Directors on the statutory annual accounts for the financial year ended 31 December 2020 ;
2. Report of the statutory auditors on the statutory annual accounts for the financial year ended 31 December 2020 ;
3. Approval of the statutory annual accounts for the financial year ended 31 December 2020, including the allocation of the result ;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the statutory annual accounts for the financial year ended 31 December 2020, including the allocation of the result.

for

against

abstention

4. Approval of the adjusted remuneration policy ;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the adjusted remuneration policy which will apply as of 1 January 2021.

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 Ordinary General Meeting of Shareholders by means of the electronic Lumi platform.

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

for against abstention

5. Explanation and advisory vote on the remuneration report for the financial year ended 31 December 2020 ;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the remuneration report for the financial year ended 31 December 2020.

for against abstention

6. Annual report of the Board of Directors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2020 ;
7. Report of the statutory auditors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2020 ;
8. Discussion of the consolidated annual accounts (IFRS) for the financial year ended 31 December 2020 ;
9. Discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2020 ;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge in favour of the directors for the performance of their duties during the financial year ended 31 December 2020.

for against abstention

10. Discharge in favour of the statutory auditors for the performance of their duties during the financial year ended 31 December 2020 ;

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.

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 Ordinary General Meeting of Shareholders. Proof hereof must be delivered to the company by 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 Ordinary 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 Ordinary 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 Ordinary General Meeting of Shareholders, as the case may be, in accordance with the voting instructions given above.

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 Ordinary 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 or similar agenda. However, this shall only apply insofar the principal has in due time complied with the required formalities to participate and vote at the subsequent Ordinary General Meeting of Shareholders.

The effects 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 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 proxy, to which are added the additional items to be dealt with and the associated 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 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 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 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, 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")