

**Elia Group**

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

Boulevard de l’Empereur 20

B-1000 Brussels

Enterprise number 0476.388.378 (RPM/RPR Brussels)

(the “company”)

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**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

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The shareholders are hereby invited to attend the **Extraordinary General Meeting of Shareholders** of the company, that will be held on Friday 21 June 2024 at 9.30 a.m. at the seat of the company, Boulevard de l’Empereur 20 at 1000 Brussels.

You will find below in this notice more information on the specific arrangements for taking part in the Extraordinary General Meeting. Possible changes to these arrangements will be announced by means of a press release and on the website of the company.

The Extraordinary General Meeting is convened because the required attendance quorum for items 3 and 4 on the agenda at the extraordinary general meeting of 21 May 2024, being at least half of the capital within each class of shares, was not reached. The Extraordinary General Meeting may validly deliberate and resolve on the items on the agenda as soon as at least one shareholder of each class is present or represented.

The agenda of the Extraordinary General Meeting of Shareholders is as follows:

1. Presentation and discussion of the special report of the Board of Directors drawn up in application sections 7:199 and 7:155 of the Code of companies and associations concerning the use and purposes of the authorised capital and the amendment to the rights attached to the classes of shares
2. Amendment of the articles of association by inserting the following text into article 7 (which is at present without subject):

**Proposed resolution:** the Extraordinary General Meeting of Shareholders resolves to amend article 7 of the articles of association as follows:

*"7.1 The board of directors is authorised (i) to increase the capital, in one or more occurrences, both by cash contributions and, subject to legal restrictions, by contributions in kind, as well as by incorporation of available or unavailable reserves or issue premiums, with or without issuance of new securities, and (ii) to determine all terms and conditions of the capital increase, the issue of securities and their placement.*

*These increases may result in the issuance of shares, convertible bonds and/or*

subscription rights, as well as other securities, whether or not attached to other securities of the company.

The maximum amounts of the capital increases authorised by this article 7 are specified in article 7.3.

This authorisation is granted to the board of directors for a period of five years from the date of publication in the Annexes of the Belgian State Gazette of an extract from the decision of the general meeting approving the authorised capital and the resulting amendment to the articles of association.

7.2 The board of directors may, within the framework of the authorisation provided for in this article 7, limit or cancel the preference rights of shareholders, in the interests of the company and subject to compliance with the legal terms.

The board of directors may also limit or cancel shareholders' preference rights in favour of one or more specific persons who, where applicable, are not employees of the company or its subsidiaries. Such specific persons may or may not already be shareholders.

7.3 The maximum cumulative amounts over the authorisation period covered by the authorised capital clause, of the capital increases authorised by this article 7 are the following:

- (i) if the capital increases take place with the statutory preference right, or with the cancellation of the statutory preference right but combined with the granting of an extra-statutory preference right, the maximum amount equivalent to 50% of the existing capital of the company on the date on which the general meeting approved the authorisation, rounded down to the nearest whole number; and
- (ii) in all other cases, the maximum amount equivalent to 20% of the existing capital of the company on the date on which the general meeting approved the authorisation, rounded down to the nearest whole number.

In any event, the total amount by which the board of directors may increase the capital by combining the authorisations set forth under items (i) and (ii) above, is limited to an amount equivalent to 70% of the existing capital of the company on the date on which the general meeting approved the authorisation, rounded down to the nearest whole number.

7.4 Any capital increase pursuant to this authorisation shall be decided in accordance with the terms of, and be consistent with, the special report submitted by the board of directors to the general meeting dated 21 June 2024.

7.5 Any decision to implement the authorisation granted to the board of directors to increase the capital in accordance with this article 7 shall require, in addition to a simple majority of the votes of the members of the board of directors present or represented, a majority of 3/4th (rounded down to the nearest whole number) of the votes of the non-independent directors present or represented. The 3/4th majority of the votes of the non-independent directors does not apply if all the non-independent directors are prevented from taking part in the deliberation and voting on the decision in accordance with articles 7:96, 7:97 and/or 7:200, 2° of the Code of companies and associations. If one (or more) directors are unable to participate, they will not be taken into account for the calculation of the quorum."

## **PRACTICAL PROVISIONS**

The shareholders will be able to participate in the Extraordinary General Meeting in one of the following four ways: (i) in person, (ii) by means of the electronic communication tool made available by the company through the Lumi platform, (iii) by means of a proxy or (iv) by means of a vote by letter.

### **BEING HOLDER OF SHARES ON THE REGISTRATION DATE**

In accordance with section 7:134 of the Code of companies and associations and in application of article 27 of the articles of association, the shareholders can participate in the Extraordinary General Meeting and can exercise their voting rights if the company can determine, on the basis of the information received in accordance with the procedure set out below, that they held, on Friday 7 June 2024, at 24h00 (Belgian time) (i.e. the "**Registration Date**"), the numbers of shares in respect of which they intend to participate in the Extraordinary General Meeting, irrespective of the number of shares they hold on the date of the Extraordinary General Meeting.

### **FORMALITIES FOR PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING**

In order to be able to participate in and, as the case may be, to vote at the Extraordinary General Meeting, the shareholders must comply with the following formalities:

- **For holders of registered shares:**

The holders of registered shares must in accordance with article 27 of the articles of association notify the company via the Lumi platform (via the link [www.lumiconnect.com](http://www.lumiconnect.com)), no later than Saturday 15 June 2024, the number of shares in respect of which they intend to attend the Extraordinary General Meeting, together with a number of identification details. In addition, they must also indicate the manner in which they wish to participate in the Extraordinary General Meeting (see below, under "Modalities of participation in the Extraordinary General Meeting").

The aforementioned notifications can also be made by ordinary letter or e-mail, which must reach the registered office of the company no later than Saturday 15 June 2024.

Possession of the aforementioned shares by the shareholders concerned on the Registration Date will be verified by the company on the basis of their entry in the share register of the company.

- **For holders of dematerialized shares:**

The holders of shares held on a securities account can:

1° either notify no later than Saturday 15 June 2024 via the Lumi platform (via the link [www.lumiconnect.com](http://www.lumiconnect.com)) the number of dematerialized shares in their possession on the Registration Date for which they wish to participate in the Extraordinary General Meeting together with a number of identification details. In addition, they must also indicate the manner in which they wish to participate in the Extraordinary General Meeting (see below, under "Modalities of participation in the Extraordinary General Meeting"). The possession of the aforementioned number of dematerialized shares by the shareholders concerned on the Registration Date will then be verified by the company with the financial intermediary, recognised account holder or clearing agency.

2° or demonstrate possession of the number of dematerialized shares on the Registration Date by means of a certificate issued by their financial intermediary, recognized account holder or clearing agency showing how many dematerialized shares are registered in their accounts in the name of the shareholder on the Registration Date, and for which the shareholder has indicated that he wishes to participate in the Extraordinary General Meeting. This certificate must then be sent to the company by letter or e-mail, it being understood that, in accordance with article 27 of the articles of association, the certificate must reach the registered office of the company no later than Saturday 15 June 2024. In addition, they must also indicate the manner in which they wish to participate in the Extraordinary General Meeting (see below, under “Modalities of participation in the Extraordinary General Meeting”).

## **MODALITIES OF PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING**

### **- Participation in person**

Shareholders have the possibility to participate in person in the Extraordinary General Meeting that will take place the seat of the company, Boulevard de l'Empereur 20 at 1000 Brussels.

### **- Participation by means of the electronic Lumi platform**

Shareholders who have registered via the Lumi platform, thereby indicating that they wish to participate in the Extraordinary General Meeting via the electronic Lumi platform, can participate online on the date of the Extraordinary General Meeting (i.e. 21 June 2024) as from 9.10 a.m. by logging in with their Lumi Connect account via the Lumi platform (via the link [www.lumiconnect.com](http://www.lumiconnect.com)).

Shareholders who have indicated by letter or e-mail that they wish to participate in the Extraordinary General Meeting via the electronic Lumi platform will receive by letter or e-mail an invitation to participate via the Lumi platform together with a personal login and password. On the date of the Extraordinary General Meeting (i.e. 21 June 2024) as from 9.10 a.m., they can log in at the internet address mentioned on the invitation to participate online in the Extraordinary General Meeting.

Every natural person attending the Extraordinary General Meeting in his/her capacity as shareholder, proxyholder or corporate body of a legal person must be able to show proof of his/her capacity and identity. Representatives of legal persons must prove their capacity of corporate body or special proxyholder. The obtention by shareholders of a Lumi account or of the aforementioned personal login details shall constitute full proof of their capacity and identity.

To participate in the Extraordinary General Meeting via this electronic communication tool, you must have a computer, laptop, smartphone or tablet with:

- a) a good internet connection (Chrome, Safari or Edge);
- b) a screen on which you can follow the live images of the Extraordinary General Meeting;
- c) speakers or a headset that allow you to follow the audio of the Extraordinary General Meeting; and
- d) a screen or keyboard with which you can ask questions in writing and cast your vote.

More information on the digital organisation of the Extraordinary General Meeting (e.g. regarding the time and method of logging on to the Lumi platform, the way to ask questions in writing and how to vote during the Extraordinary General Meeting) will be communicated on the company's website under "Investor Relations" - "Elia Group Share" - "Shareholders meetings" ([www.eliagroup.eu](http://www.eliagroup.eu)) in a "User Guide".

- **Participation by means of a proxy**

Shareholders that wish to be represented in accordance with sections 7:142 and 7:143 of the Code of companies and associations and article 24.3 of the articles of association must, besides fulfilling the aforementioned registration formalities (see under "Formalities for participation in the Extraordinary General Meeting"), designate a proxy holder in one of the following two ways:

- These proxies are (preferably) granted via the Lumi platform (via the link [www.lumiconnect.com](http://www.lumiconnect.com)) and must be completed no later than Saturday 15 June 2024.
- Alternatively, proxy forms are available at the registered office and on the company's website under "Investor Relations" - "Elia Group Share" - "Shareholder meetings" ([www.eliagroup.eu](http://www.eliagroup.eu)). If you use these proxy forms, the dated and signed proxies must be sent to the company by letter or e-mail, it being understood that, in accordance with article 24.3 of the articles of association, the proxies must arrive at the company's registered office no later than Saturday 15 June 2024.

Shareholders may designate either the Secretary-General of the company or any other person as a proxy holder. In case you appoint the Secretary-General of the company as proxy holder, you must give specific voting instructions in the proxy form (since the Secretary-General is deemed to have a conflict of interest pursuant to section 7:143, §4 of the Code of companies and associations).

The proxy granted for the extraordinary general meeting of 21 May 2024 remains valid insofar as the principal complies in due time with the required formalities to participate and vote at the new Extraordinary General Meeting. However, the principal is also free to grant a new proxy (if so desired, with a different content) for the Extraordinary General Meeting.

- **Participation by means of a vote by letter**

Shareholders that so wish may, in accordance with section 7:146 of the Code of companies and associations and article 28.3 of the articles of association, vote by letter on the proposed resolutions that are included on the agenda of the Extraordinary General Meeting. The shareholders wishing to vote by letter, must, in addition to fulfilling the aforementioned registration formalities (see under "Formalities for participation in the Extraordinary General Meeting"), communicate their vote in one of the following two ways:

- Vote by letter can be done via the Lumi platform (via the link [www.lumiconnect.com](http://www.lumiconnect.com),

under "Direct voting") and must be completed no later than Saturday 15 June 2024.

- Alternatively, forms to vote by letter are available to shareholders at the registered office and on the Company's website under "Investor Relations" - "Elia Group Share" - "Shareholder meetings" ([www.eliagroup.eu](http://www.eliagroup.eu)). If you use these forms to vote by letter, the dated and signed forms must be sent to the company by letter or e-mail, it being understood that, in accordance with article 28.3 of the articles of association, the forms must arrive at the company's registered office no later than Saturday 15 June 2024.

The form for voting by letter for the extraordinary general meeting of 21 May 2024 remains valid insofar as the shareholder complies in due time with the required formalities to participate and vote at the new Extraordinary General Meeting. However, the shareholder is also free to send the company a new form to vote by letter (if so desired, with a different content) for the Extraordinary General Meeting.

## THE RIGHT TO ASK QUESTIONS

The shareholders may, in accordance with section 7:139 of the Code of companies and associations and article 24.1, last paragraph of the articles of association, prior to the Extraordinary General Meeting, send the company via the Lumi platform (via the link [www.lumiconnect.com](http://www.lumiconnect.com)), or by letter or e-mail, their possible questions with regard to the special report of the Board of Directors, as well as with regard to other item on the agenda of the Extraordinary General Meeting.

These questions must be posted on the Lumi platform by Saturday 15 June 2024, or, if you send your questions by letter or e-mail, the Company must receive these written questions by Saturday 15 June 2024.

More detailed information about how to exercise this right to ask written questions can be found on the company's website under "*Investor Relations*" - "*Elia Group Share*" - "*Shareholder meetings*" ([www.eliagroup.eu](http://www.eliagroup.eu)).

## AVAILABLE DOCUMENTS

The special report of the Board of Directors drawn up in view of the items on the agenda of the Extraordinary General Meeting of Shareholders can be found on the company's website under "*Investor Relations*" - "*Elia Group Share*" - "*Shareholder meetings*" ([www.eliagroup.eu](http://www.eliagroup.eu)).

## NOTIFICATIONS TO THE COMPANY

All notifications to the company by virtue of this notice must be submitted to the company's postal or e-mail address, as follows:

- Address: Elia Group SA/NV  
For the attention of Mrs Siska Vanhoudenhoven  
Secretary-General  
Boulevard de l'Empereur 20

B-1000 Brussels

Belgium

- E-mail address: [shareholder@eliagroup.eu](mailto:shareholder@eliagroup.eu)

The Board of Directors