

## CENERGY HOLDINGS SA 30 Avenue Marnix, 1000 Brussels, Belgium 0649.991.654 RLE (Brussels)

## **PROXY**

Annual ordinary shareholders' meeting of Cenergy Holdings SA (the *Company*) of Tuesday, 25 May 2021 at 10.00 am (CET) at the registered offices of the Company, 30 Avenue Marnix, 1000 Brussels, Belgium (the *Meeting*).

This signed form must be returned by Wednesday, 19 May 2021 at 5.00 pm (CET) at the latest to:

(1) by mail

Cenergy Holdings SA Catherine Massion 30 Avenue Marnix 1000 Brussels (Belgium)

OR

(2) by electronic mail
A copy of the signed original form must be sent to:
<a href="mailto:administration@cenergyholdings.com">administration@cenergyholdings.com</a>.

In the context of the Covid-19 pandemic, a simple electronic copy of the signed document is sufficient.

The undersigned (name and first name / name of the company) (the <i>Principal</i> )					
Domicile / Registered office					

Owner of		dematerialised shares (*) registered shares (*)	of Cenergy Holdings SA
	number		
hereby appoints as	proxyholder the follow	ving person (the <i>Proxyholder</i> ):	
☐ The Chairman o	of the Meeting (**)		
☐ Name and first	name (**):		
in order to represen	nt him/her at the annu	al ordinary shareholders' meetin	ng of the Company that will be
held on Tuesday, 2	25 May 2021 at 10.00	am (CET) at the registered of	fices, 30 Avenue Marnix, 1000
Brussels, Belgium, (**)	and to vote as follows	s on each of the proposed resolu-	tions on behalf of the Principal:

In the context of the Covid-19 pandemic, it is strongly recommended that the proxy be given to the Chairman of the Meeting who will attend the Meeting physically in any case (or that the shareholders vote by mail). Depending on the evolution of the health situation and gathering restrictions applicable at the time of the Meeting, the Company indeed reserves the right to prohibit the physical presence of the shareholders and their proxyholders at the Meeting.

(\*) Cross out what is not applicable. (\*\*) Please tick the appropriate boxes.

In case the Proxyholder is the Chairman of the Meeting, the Belgian Code of Companies and Associations assumes the existence of a potential conflict of interest between the Principal and the Proxyholder. This conflict could arise from the fact that the Proxyholder's interest is aligned with that of the Board of Directors that prepared the agenda of the Meeting. However, since the Proxyholder is required to vote only in accordance with the instructions given by the Principal below, the interests of the Principal are protected.

If the Principal does not tick any boxes with respect to any of the proposed resolutions, the Proxyholder will abstain from voting.

- 1. Management report of the Board of Directors on the annual accounts of the Company for the accounting year ended 31 December 2020.
- 2. Report of the statutory auditor on the annual accounts of the Company for the accounting year ended 31 December 2020.
- 3. Presentation of the consolidated financial statements, the management report, and the report of the statutory auditor on the consolidated financial statements.

1.	Approval of the annual accounts for the financial year ended 31 December 2020 (including the allocation of the results).							
	Proposed resolution December 2020, inc						for the financial year endin.	led 31
	FOR			AGAINST			ABSTAIN	
5.		ı: it is prop	osed	to grant discharge	to the 1	nen	nbers of the Board of Dir ing the financial year end	
	FOR			AGAINST			ABSTAIN	
ó.		ı: it is prop	posed	to grant discharge			utory auditor from any lia ended on 31 December 2	
	FOR			AGAINST			ABSTAIN	
7.	Renewal of the man	dates of m	ember	s of the Board of D	irectors	s an	d appointment of new me	mber
İ		rectors, fo	r a te	rm of one year ex			Ar. Xavier Bedoret as me the end of the annual order ABSTAIN	
	Proposed resolution	a: it is pro	nosed	to renew the annot	intment	of	Mr. <b>Dimitrios Kyriako</b> g	mulas
		Board of D	irecto	rs, for a term of or			piring at the end of the a	
	FOR			AGAINST		Ī	ABSTAIN	
						_		
	member of the Boo	ard of Dire	ectors	for a term of one held in 2022;			of Mr. Simon Macvick iring at the end of the a	
	FOR			AGAINST			ABSTAIN	
	•	ard of Dire	ectors	, for a term of one			Mr. <b>Rudolf Wiedenma</b> iring at the end of the a	
	FOR			AGAINST			ABSTAIN	
		term of or					anaki as member of the annual ordinary shareho	
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FOR		AGAINST ABSTA	IN
FOR		AGAINSI	.111
Ochanesoglou as in at the end of the a	dependent men annual ordinar olies with the	sed to renew the appointment of Ms. Mar mber of the Board of Directors, for a term of or shareholders' meeting to be held in 2022; criteria of independence set forth in Principle de:	ne year expir Ms. Sarkisi
FOR		AGAINST ABSTA	IN
independent member annual ordinary sha criteria of independent	er of the Board areholders' me	ed to renew the appointment of Mr. William of Directors, for a term of one year expiring a eting to be held in 2022; Mr. Gallagher coin Principle 3.5 of the 2020 Belgian Corpor	t the end of nplies with
Code; FOR		AGAINST ABSTA	IN
independent member annual ordinary share	r of the Board reholders' mee	sed to renew the appointment of Mr. Mar of Directors, for a term of one year expiring a ting to be held in 2022; Mr. Iraola complies wi	t the end of th the criteria
independent member annual ordinary share	r of the Board reholders' mee	of Directors, for a term of one year expiring a	t the end of th the criteric Code;
independent member annual ordinary sharindependence set for FOR  Proposed resolution independent member annual ordinary sharing criteria of independent	r of the Board reholders' mee rth in Principle rth in Principle rth it is proposed or of the Board areholders' me	of Directors, for a term of one year expiring a ring to be held in 2022; Mr. Iraola complies wi 3.5 of the 2020 Belgian Corporate Governance  AGAINST  ABSTA  ed to renew the appointment of Mr. Joseph of Directors, for a term of one year expiring a reting to be held in 2022; Mr. Rutkowski con a Principle 3.5 of the Belgian Corporate Govern	t the end of the the criteria Code;  IN  Rutkowski the end of mplies with ance Code.
independent member annual ordinary sharindependence set for FOR  Proposed resolution independent member annual ordinary sharindependent member annual ordinary sharing independent member annual ordi	r of the Board reholders' mee rth in Principle rth in Principle rth it is proposed or of the Board areholders' me	of Directors, for a term of one year expiring a ring to be held in 2022; Mr. Iraola complies wi 3.5 of the 2020 Belgian Corporate Governance  AGAINST  ABSTA  ed to renew the appointment of Mr. Joseph of Directors, for a term of one year expiring a reting to be held in 2022; Mr. Rutkowski contact the second se	t the end of the the criteria Code;  IN  Rutkowski the end of mplies with ance Code.
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FOR  Proposed resolution independent members annual ordinary share independence set for FOR  Proposed resolution independent members annual ordinary share criteria of independent independent for FOR  Approval of the resolution article 7:89/1 of the report.	ar of the Board reholders' mee rehol	of Directors, for a term of one year expiring a sing to be held in 2022; Mr. Iraola complies with 3.5 of the 2020 Belgian Corporate Governance  AGAINST  ABSTA  ed to renew the appointment of Mr. Joseph of Directors, for a term of one year expiring a setting to be held in 2022; Mr. Rutkowski con Principle 3.5 of the Belgian Corporate Governance AGAINST  ABSTA  according to be determined as a principle and a setting to be held in 2022; Mr. Rutkowski con Principle 3.5 of the Belgian Corporate Governance AGAINST  ABSTA  AGAINST  ABSTAI  AGAINST  ABSTAI  AGAINST  ABSTAI	t the end of the the criteric Code;  IN  Rutkowsk the end of mplies with ance Code.  IN  accordance whe 2020 and
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10. Approval of the remuneration of the members of the Board of Directors.

*Proposed resolution*: it is proposed to grant to each member of the Board of Directors a gross fixed remuneration of EUR 25,000. In addition to this remuneration, it is proposed to grant (i) to each member of the audit committee a gross fixed remuneration of EUR 25,000, and (ii) to each member of the nomination and remuneration committee a gross fixed remuneration of EUR 25,000. These amounts will remunerate the performance of their mandate during the period between 25 May 2021 and the annual ordinary shareholders' meeting of 2022.

FOR	AGAINST	ABSTAIN	

\*

The Principal acknowledges to have been informed of the fact that, after the publication of the convening notice to attend the Meeting, one or more shareholders holding together at least 3% of the share capital of the Company may **add new items** to the agenda of the Meeting or **new proposed resolutions** concerning items put or to be put on the agenda. At the latest on Monday 10 May 2021, the Company will publish a revised agenda if it has validly received new items or new proposed resolutions to be added to the agenda of the Meeting. In this case, the Company will also provide to the shareholders an updated proxy form that includes the new items or new proposed resolutions, and the rules set out hereunder will apply:

- (a) if the present proxy has been validly communicated to the Company before the publication of the revised agenda of the Meeting, it will remain valid for the items of the agenda of the Meeting which have been initially mentioned in the convening notice to attend the Meeting;
- (b) the Proxyholder will abstain from voting on such new items or proposed resolutions unless he or she receives voting instructions on such new items or proposed resolutions by way of proxy.

The shareholders who have validly given a proxy can no longer vote at the Meeting either in person or by mail.

Done at,	on
Signature(s):	(***)

(\*\*\*)Legal entities must specify the name, first name and title of the natural person(s) who sign this proxy on their behalf