



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

PROXY

Extraordinary shareholders' meeting of Cenergy Holdings SA (the *Company*) of Wednesday, 2 October 2024 at 3.00 pm (CET) at the registered offices of the Company, 30 Avenue Marnix, 1000 Brussels, Belgium (the *Meeting*).

This signed form must be returned by Thursday, 26 September 2024 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:
administration@cenergyholdings.com.*

All electronic mail must be signed by means of electronic signature within the meaning of article 3.10 of EU Regulation 910/2014 or a qualified electronic signature within the meaning of article 3.12 of such regulation.

The undersigned (name and first name / name of the company) (the *Principal*)

.....

Domicile / Registered office

.....

.....

Owner of

dematerialised shares (*)
registered shares (*)

of Cenergy Holdings SA

number

hereby appoints as proxyholder the following person (the *Proxyholder*):

The Chairman of the Meeting (**)

Name and first name (**):

.....
.....

in order to represent him/her at the extraordinary shareholders’ meeting of the Company that will be held on Wednesday, 2 October 2024 at 3.00 pm (CET) at the registered offices, 30 Avenue Marnix, 1000 Brussels, Belgium, and to vote as follows on each of the proposed resolutions on behalf of the Principal: (**)

(*) *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.

Extraordinary shareholders’ meeting

- 1. Report of the Board of Directors on the authorised capital, drawn up in accordance with article 7:199 of the Belgian Code of Companies and Associations.
- 2. Proposal to grant to the Board of Directors an authorisation to increase the capital of the Company to be used in one instance only during a period of five years as from publication of the amendment of the articles of association regarding the authorised capital in the Annexes to the Belgian State Gazette (*Annexes du Moniteur Belge / Bijlagen bij het Belgisch Staatsblad*) in the circumstances set out in the above-mentioned report of the Board of Directors and, to that end, add a new provision to the articles of association of the Company.

Proposed resolution: adding a new article 7ter to the articles of association of the Company as follows:

“Article 7ter: Authorised capital

7ter.1. The board of directors is authorised to increase the share capital of the Company with up to EUR 200 million (including issue premium) by contributions in cash (it being understood that the amount of the subscribed capital will not exceed the amount of the capital of the Company prevailing on 2 October 2024), such authorisation being exercisable in one instance only for any part or the total of the maximum amount authorised for a period of five years as from the date of publication of the amendment of the articles of association resolved upon by the extraordinary shareholders’ meeting of 2 October 2024 in the Annexes to the Belgian State

Gazette. When deciding to use the authorised capital, the board of directors may restrict or exclude the preferential subscription right of the existing shareholders (including to the benefit of one or more specified persons other than members of the personnel).

7ter.2. Upon completion of the capital increase within the limits of the authorised capital, this article 7ter will be deleted from the articles of association of the Company.

7ter.3. The board of directors is authorised, with the possibility of substitution, to amend the articles of association of the Company after the capital increase has been effected within the limits of the authorised capital, in order to bring them in line with the new status of the capital and the shares and to delete this article 7ter.”

FOR		AGAINST		ABSTAIN	
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3. Coordination of the articles of association.

Proposed resolution: granting powers to the notary for the coordination of the articles of associations and the filing of the consolidated version with the registry of the competent enterprise court.

FOR		AGAINST		ABSTAIN	
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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 Tuesday, 17 September 2024, 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*