



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

VOTE BY MAIL

Annual ordinary shareholders' meeting of Cenergy Holdings SA (the *Company*) of Tuesday, 31 May 2022 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, 25 May 2022 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 form must be sent to:
administration@cenergyholdings.com.*

All electronic mail must be signed by 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)

.....
Domicile / Registered office
.....
.....

Owner of

dematerialised shares (*)

of Cenergy Holdings SA

registered shares (*)

number

votes by mail in the following way with respect to the annual ordinary shareholders' meeting of the Company that will be held on Tuesday, 31 May 2022 at 10.00 am (CET) at the registered offices, 30 Avenue Marnix, 1000 Brussels, Belgium with all above-mentioned shares.

The vote of the undersigned on the proposed resolutions is as follows: (**)

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

- 1. Management report of the Board of Directors on the annual accounts of the Company for the accounting year ended 31 December 2021.
- 2. Report of the statutory auditor on the annual accounts of the Company for the accounting year ended 31 December 2021.
- 3. Presentation of the consolidated financial statements, the management report, and the report of the statutory auditor on the consolidated financial statements.
- 4. Approval of the annual accounts for the financial year ended 31 December 2021 (including the allocation of the results).

Proposed resolution: it is proposed to approve the annual accounts for the financial year ended 31 December 2021, including the allocation of results contained therein.

FOR		AGAINST		ABSTAIN	
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- 5. Discharge of liability of the members of the Board of Directors.

Proposed resolution: it is proposed to grant discharge to the members of the Board of Directors from any liability arising from the performance of their duties during the financial year ended on 31 December 2021.

FOR		AGAINST		ABSTAIN	
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- 6. Discharge of liability of the statutory auditor.

Proposed resolution: it is proposed to grant discharge to the statutory auditor from any liability arising from the performance of its duties during the financial year ended on 31 December 2021.

FOR		AGAINST		ABSTAIN	
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- 7. Renewal of the mandates of members of the Board of Directors.

Proposed resolution: it is proposed to renew the appointment of Mr. **Xavier Bedoret** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mr. **Dimitrios Kyriakopoulos** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mr. **Simon Macvicker** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mr. **Rudolf Wiedenmann** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mr. **Joseph Rutkowski** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Ms. **Maria Kapetanaki** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Ms. **Margaret Zakos** as member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Ms. **Marina Sarkisian Ochanesoglou** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023; Ms. Sarkisian Ochanesoglou complies with the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mr. **William Gallagher** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023; Mr. Gallagher complies with the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mr. **Manuel Iraola** as independent member of the Board of Directors, for a term of one year expiring at the end of the annual ordinary shareholders' meeting to be held in 2023; Mr. Iraola complies with the criteria of independence set forth in Principle 3.5 of the 2020 Belgian Corporate Governance Code.

FOR		AGAINST		ABSTAIN	
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8. Statutory auditor.

a. Approval of fees of statutory auditor for financial year 2021.

Proposed resolution: it is proposed to approve the fees of the statutory auditor, PwC Bedrijfsrevisoren - Reviseurs d'entreprises SRL (head office in 1831 Diegem, Culliganlaan 5), in respect of financial year 2021 which amounts to EUR 130,100 (including audit procedures in respect of ESEF and Greek Branch).

FOR		AGAINST		ABSTAIN	
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b. Renewal of appointment of statutory auditor and approval of fees.

Proposed resolution: it is proposed, upon recommendation of the Audit Committee, to renew the appointment as statutory auditor of the audit firm, PriceWaterhouseCoopers Bedrijfsrevisoren BV - Reviseurs d'entreprises SRL (head office in 1831 Diegem, Culliganlaan 5), represented by Marc Daelman, for a term of three years ending at the annual ordinary shareholders' meeting which will approve the annual accounts of the financial year ending on 31 December 2024; and to set its annual fees at EUR 123,155 (excluding VAT, excluding out-of-pocket expenses, excluding the IRE/IBR fee and excluding work to be done with respect to ESEF-requirements, but including the audit work with respect to the Greek Branch), subject to indexation on a yearly basis following the evolution of the consumer price index or as agreed between the parties.

FOR		AGAINST		ABSTAIN	
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9. Approval of the remuneration report.

Proposed resolution: it is proposed to approve the remuneration report for the financial year 2021 as set out in the 2021 annual report.

FOR		AGAINST		ABSTAIN	
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10. Approval of the remuneration policy.

Proposed resolution: it is proposed to approve the remuneration policy drafted in accordance with article 7:89/1 of the Belgian Code of Companies and Associations, as set out in the 2021 annual report.

FOR		AGAINST		ABSTAIN	
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11. 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 31 May 2022 and the annual ordinary shareholders' meeting of 2023.

FOR		AGAINST		ABSTAIN	
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The shareholder who has cast his vote by validly returning the present form to the Company cannot vote in person or by proxy at the Meeting for the number of votes already cast.

If the Company publishes at the latest on Monday 16 May 2022 a revised agenda for the Meeting to include new items or proposed resolutions upon the request of one or more shareholders in execution of Article 7:130 of the Belgian Code of Companies and Associations, the present form will remain valid

for the items on the agenda it covers, provided it has validly reached the Company prior to the publication of such revised agenda. Notwithstanding the above, the vote cast in the present form on an item on the agenda will be null and void if the agenda has been amended concerning this item to include a new proposed resolution in application of Article 7:130 of the Belgian Code of Companies and Associations.

Done at, on

Signature(s):(***)

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