



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

PROXY

Annual ordinary and extraordinary shareholders' meeting of Cenergy Holdings SA (the Company) of Tuesday, 28 May 2024 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, 22 May 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

[Empty box for owner name]

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 annual ordinary and extraordinary shareholders' meeting of the Company that will be held on Tuesday, 28 May 2024 at 10.00 am (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.

A. Ordinary Shareholders' Meeting

1. Management report of the Board of Directors on the annual accounts of the Company for the accounting year ended 31 December 2023.
2. Report of the statutory auditor on the annual accounts of the Company for the accounting year ended 31 December 2023.
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 2023 (including the allocation of the results and the distribution of a gross dividend of EUR 0.08 per share).

Proposed resolution: it is proposed to approve the annual accounts for the financial year ended 31 December 2023, including the allocation of results contained therein and the distribution of a gross dividend of EUR 0.08 per share.

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 2023.

FOR	
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AGAINST	
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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 2023.

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AGAINST	
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ABSTAIN	
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7. Renewal of the mandate of members of the Board of Directors and Appointment of new Board member. All the Board members shall be remunerated in accordance with the remuneration policy submitted for approval to this Meeting under agenda item 9.

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 2025;

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AGAINST	
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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 2025;

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AGAINST	
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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 2025;

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AGAINST	
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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 2025;

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AGAINST	
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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 2025;

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AGAINST	
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ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mrs. **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 2025;

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AGAINST	
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ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mrs. **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 2025;

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AGAINST	
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ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mrs. **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 2025; Mrs. Sarkisian Ochanesoglou complies with the criteria of independence set forth in article 7:87 of the Belgian Code of Companies and Associations and in Principle 3.5 of the 2020 Belgian Corporate Governance Code. The Board of Directors has no indication of any element that might bring such independence into question;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to appoint Mrs. **Eleni Dendrinou** 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 2025; Mrs. Dendrinou complies with the criteria of independence set forth in article 7:87 of the Belgian Code of Companies and Associations and in Principle 3.5 of the 2020 Belgian Corporate Governance Code. The Board of Directors has no indication of any element that might bring such independence into question;

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 2025; Mr. Gallagher complies with the criteria of independence set forth in article 7:87 of the Belgian Code of Companies and Associations and in Principle 3.5 of the 2020 Belgian Corporate Governance Code. The Board of Directors has no indication of any element that might bring such independence into question.

FOR		AGAINST		ABSTAIN	
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8. Statutory auditor.

a. Approval of fees of statutory auditor in connection with ESEF reporting for financial year 2023.

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 connection with the ESEF reporting for financial year 2023 for an amount of EUR 16.500 (plus VAT, out-of-pocket expenses and the IRE/IBR fee).

FOR		AGAINST		ABSTAIN	
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b. Change of representative.

Proposed resolution: it is proposed to approve that the firm PwC Reviseurs d'Entreprises SRL/PwC Bedrijfsrevisoren BV, having its head office at 1831 Diegem, Culliganlaan 5, in compliance with article 3:60 of the Belgian Code of Companies and Associations, give its capacity of statutory auditor, to Alexis Van Bavel BV (B00810), registered auditor, as permanent representative, in its turn represented by Alexis Van Bavel, registered auditor, as from 1 July 2024, replacing Marc Daelman.

FOR		AGAINST		ABSTAIN	
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c. Appointment of sustainability limited assurance auditor.

Proposed resolution: The Directive (EU) 2022/2464 of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, regarding sustainability reporting by companies, requires that an assurance engagement with a limited level of assurance is performed on the sustainability information. Pending the transposition of this European directive into national law, it is proposed to approve the appointment of the firm PwC Bedrijfsrevisoren BV/PwC Reviseurs d'Entreprises SRL, having its registered address at 1831

Diegem, Culliganlaan 5, to carry out this engagement. The aforementioned firm designates Alexis Van Bavel BV (B00810), registered auditor, as permanent representative, in its turn represented by Alexis Van Bavel, registered auditor. This engagement will be considered as a legal mission as provided for by the law transposing the Corporate Sustainability Reporting Directive (CSRD) once it is enacted.

FOR		AGAINST		ABSTAIN	
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9. Approval of the revised remuneration policy.

Proposed resolution: it is proposed to approve the revised remuneration policy drafted in accordance with article 7:89/1 of the Belgian Code of Companies and Associations, as set out in the 2023 annual report.

FOR		AGAINST		ABSTAIN	
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10. Approval of the remuneration report.

Proposed resolution: it is proposed to approve the remuneration report for the financial year 2023 as set out in the 2023 annual report.

FOR		AGAINST		ABSTAIN	
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B. Extraordinary Shareholder Meeting

1. Granting authorisation to the Board of Directors relating to the acquisition and disposal by the Company of its own shares and amendment to the articles of association by inclusion of an article 7bis.

Proposed resolution: it is proposed to grant an authorisation to the Board of Directors to acquire the Company's own shares, for a period of five (5) years as from the date of publication of the amendment of the articles of association referred to below subject to approval by this Meeting, up to maximum 10 per cent of the issued shares at a unit price, which will not be lower than one euro (EUR 1-) and not higher than 10 per cent above the highest closing price of the shares during the last twenty trading days preceding the acquisition in accordance with article 7:215 of the Belgian Code of Companies and Associations. It is also proposed to grant an authorisation to the Board of Directors to dispose of the Company's own shares within the limits set out in article 7:218 of the Belgian Code of Companies and Associations. As a result of such authorisation, it is proposed to include an article 7bis in the articles of association as follows:

7bis. Acquisition and disposal by the Company of its own shares

7bis.1. The Company may, without any prior authorisation of the general meeting of shareholders, acquire its own shares, up to a maximum of 10% of the outstanding shares of the Company at a unit price, which will not be lower than one euro (EUR 1-) and not higher than 10% above the highest closing price during the last twenty trading days preceding the acquisition, in accordance with articles 7:215 et seq. of the Belgian Code of Companies and Associations and within the limits set out in these provisions and articles 8:2 et seq. of the Royal Decree implementing the Belgian Code of Companies and Associations. Such authorisation is valid for a period of five (5) years as from the date of publication of the amendment of the articles of association resolved upon by the extraordinary general meeting of 28 May 2024.

7bis.2. The Company may, without any prior authorisation of the general meeting of shareholders, dispose, on or outside the stock exchange, of the shares of the Company which were acquired by the Company, to any person including one or more specified persons other than members of the personnel,

under the conditions determined by the board of directors, in accordance with article 7:218 of the Belgian Code of Companies and Associations.

FOR		AGAINST		ABSTAIN	
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2. Coordination of the articles of association

Proposed resolution: it is proposed to grant 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 Monday 13 May 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*