



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

VOTE BY MAIL

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 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

Empty box for identification number

dematerialised shares (\*)
registered shares (\*)

of Cenergy Holdings SA

number

votes by mail in the following way with respect to 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 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.*

**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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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;

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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;

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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;

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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;

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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;

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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;

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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;

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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;

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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;

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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).

<b>FOR</b>	
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<b>ABSTAIN</b>	
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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.

<b>FOR</b>	
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<b>AGAINST</b>	
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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.

<b>FOR</b>	
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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.

<b>FOR</b>	
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<b>AGAINST</b>	
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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.

<b>FOR</b>	
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<b>AGAINST</b>	
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## **B. Extraordinary Shareholders' 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.*

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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 13 May 2024 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.*