



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, 26 May 2026 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, 20 May 2026 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 information]

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 shareholders' meeting of the Company that will be held on Tuesday, 26 May 2026 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.

1. Management report of the Board of Directors on the annual accounts of the Company for the accounting year ended 31 December 2025.
2. Report of the statutory auditor on the annual accounts of the Company for the accounting year ended 31 December 2025.
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 2025 (including the allocation of the results and the distribution of a gross dividend of EUR 0.26 per share).

Proposed resolution: it is proposed to approve the annual accounts for the financial year ended 31 December 2025, including the allocation of results contained therein and the distribution of a gross dividend of EUR 0.26 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 2025.

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 2025.

FOR		AGAINST		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 2027;

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 2027;

FOR		AGAINST		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 2027;

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 2027;

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 2027;

FOR		AGAINST		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 2027;

FOR		AGAINST		ABSTAIN	
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Proposed resolution: it is proposed to renew the appointment of Mrs. **Elpida Constantinou** 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 2027; Mrs. Constantinou 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 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 2027; 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.

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Proposed resolution: it is proposed to renew the appointment of Mr. **Giffin Frederick Daughtridge** 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 2027; Mr. Daughtridge 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.

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Proposed resolution: it is proposed to appoint Mr. **Alexandros Michas** 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 2027; Mr. Michas 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.

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8. Confirmation appointment and duration mandate of the statutory auditor for the assurance of the sustainability information and approval of fees.

Proposed resolution: it is proposed, upon recommendation of the Audit Committee, to confirm the decision of the Company's shareholders' meeting held on 27 May 2025 to appoint PwC Bedrijfsrevisoren BV - Reviseurs d'entreprises SRL (registered office in, 1831 Diegem, Culliganlaan 5, Belgium), permanently represented by Alexis Van Bavel, for the engagement of limited assurance on the sustainability information of the Company; and to confirm that the term of this mandate is three years, which started on 27 May 2025 and will end at the annual ordinary shareholders' meeting which will approve the annual accounts of the financial year ending on 31 December 2027; and to set its annual fees at EUR 115,000 (excluding VAT, excluding out-of-pocket expenses, excluding the IRE/IBR fee), subject to indexation on a yearly basis following the evolution of the consumer price index or as agreed between the parties.

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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 2025 annual report.

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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 2025 as set out in the 2025 annual report.

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AGAINST	
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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 11 May 2026, 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*