

**PROXY**

For the Annual General Meeting (the **AGM**) of Pepco Group N.V. (**Pepco Group N.V.** or the **Company**), to be held on 15 March 2024, at 1 p.m. (CET).

**The undersigned:**

\_\_\_\_\_ (name),  
 \_\_\_\_\_ (address),  
 \_\_\_\_\_ (postal code and city),  
 \_\_\_\_\_ (country),

(the **Shareholder**) acting in his / her / its capacity as holder of \_\_\_\_\_ (number)

shares in the capital of Pepco Group N.V. on the Record Date<sup>1</sup>, hereby grants a proxy to:

Mr. C.A. Voogt, civil law notary in Amsterdam, with the power of substitution (the **Attorney-in-Fact**),

to represent the Shareholder at the AGM of Pepco Group N.V. and to vote the shares in respect of the items on the agenda for the AGM, in the manner set out below (for a valid vote, only mark one box per voting item).<sup>2</sup>

No.	Agenda	For	Against	Abstain
2.b	Advisory vote on the Remuneration Report for the financial year 2023			
2.c	Adoption of the Annual Financial Statements for the financial year 2023			
3.a	Discharge of the executive members of the Board in respect of the performance of their duties during the financial year 2023			
3.b	Discharge of the non-executive members of the Board in respect of the performance of their duties during the financial year 2023			
4.a	Authorisation of the Board to have the Company acquire up to 10% of the ordinary shares in its own capital			
4.b	Authorisation of the Board to issue (rights to subscribe for) up to 10% of the ordinary shares in the			

<sup>1</sup> The Record Date is 16 February 2024, following the processing of deposits and withdrawals on that date.

<sup>2</sup> If the table below does not contain a specific voting instruction in respect of any agenda item, it will be regarded to include a voting instruction in favour of the relevant agenda item.

	Company's capital and to restrict or exclude related pre-emptive rights			
5	Cancellation of ordinary shares			
6.a	Appointment of Sean Mahoney as a non-executive member of the Board for a term of three years			
6.b	Re-appointment of Neil Brown as a non-executive member of the Board for a term of three years			
6.c	Re-appointment of María Fernanda Mejía as a non-executive member of the Board for a term of three years			
6.d	Re-appointment of Brendan Connolly as non-executive member of the Board for a term of three years			
6.e	Re-appointment of Grazyna Piotrowska-Oliwa as a non-executive member of the Board for a term of three years			
6.f	Re-appointment of Paul Soldatos as a non-executive member of the Board for a term of three years			
7.	Re-appointment of Mazars Accountants N.V. as the Company's external auditor for the financial year 2024			
8.	Amendments to the long-term incentive plan			
9.	Amendment to the Company's Directors' Remuneration Policy			

The aggregate voting results based on the instructions given to the Attorney-in-Fact may be shared with the Company prior to the AGM.

The Shareholder shall hold harmless and fully indemnify the Attorney-in-Fact for any losses, damages, and liabilities that the Attorney-in-Fact may incur in connection with the acts performed or omitted by the Attorney-in-Fact within the scope of the present proxy.

This proxy is governed by Dutch law.

Signed in \_\_\_\_\_ on \_\_\_\_\_.

Signature: \_\_\_\_\_

**This proxy should be in the possession of:**

ING Bank N.V.  
Attn. Issuer Services  
Location TRC 02.039, Foppingadreef 7  
1102 BD Amsterdam  
The Netherlands  
email: [agm.pas@ing.com](mailto:agm.pas@ing.com)

**no later than 8 March 2024, 5:00 p.m. CET.**

This proxy can only be revoked in writing, in which case the revocation must be received by ING Bank N.V., at the address stated above, no later than 8 March 2024, 5:00 p.m. CET.