

PROXY

For the Virtual Annual General Meeting of Shareholders (**AGM**) of Pepco Group N.V. (**Pepco Group N.V.** or the **Company**), on 27 January 2022, at 3 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., hereby grants a proxy to:

Ms Jacqueline Knox, the Company's secretary, 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.¹

No.	Agenda	For	Against	Abstain
2.b	Advisory vote on the remuneration report 2021			
2.c	Adoption of the Annual Financial Statements 2021			
3.a	Discharge of the executive members of the Board in respect of the performance of their duties during the financial year 2021			
3.b	Discharge of the non-executive members of the Board in respect of the performance of their duties during the financial year 2021			
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% ordinary shares in the Company's capital and to restrict or exclude related pre-emptive rights			

¹ A proxy granted without a specific voting instruction will be regarded to include a voting instruction in favour of the proposal made and against all other proposals.

5.	Approval of the implementation of a new long-term incentive plan			
6.	Re-appointment of the External Auditor for the financial year 2022			

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.

Signed in _____ on _____.

Signature: _____

This proxy must be received by Pepco Group N.V. no later than 20 January 2022, by e-mail: AGM.registration@pepcogroup.eu.

Please send the original copy of the proxy to Pepco Group N.V. at the following address:

Pepco Group N.V.
Attn: Ms Jacqueline Knox
120 Weston Street, Taper Studios, Unit B,
London SE1 4GS
United Kingdom