

## AMENDED AND RESTATED FINAL TERMS

Originally dated 27 March 2013 and amended and restated on 16 December 2019

*These Amended and Restated Final Terms dated 16 December 2019 (the “Final Terms”) amend and restate the Final Terms dated 27 March 2013, under which the Notes described herein were originally issued, and record the final terms of those Notes (as amended by a Supplemental Agency Agreement dated 16 December 2019 (the “Supplemental Agency Agreement”) made between Elia System Operator SA/NV as existing issuer, Elia Transmission Belgium SA/NV as new issuer and BNP Paribas Securities Services SCA, Brussels Branch as agent and calculation agent). These amended and restated Final Terms shall become effective on and from the date the Reorganisation occurs (as such term is defined in the Supplemental Agency Agreement).*

**Elia Transmission Belgium SA/NV**  
**Issue of EUR 200,000,000 3.5 per cent. Fixed Rate Notes due 4 April 2033**  
**under the EUR 3,000,000,000**  
**Euro Medium Term Note Programme**

### Part A – Contractual Terms

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 31 January 2013 and the supplement to it dated 22 March 2013 which together constitute a base prospectus (the “Prospectus”) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”) as amended by the Supplemental Agency Agreement. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Prospectus and the Supplemental Agency Agreement. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Prospectus and the Supplemental Agency Agreement. The Prospectus has been published on the website of NYSE Euronext Brussels ([www.euronext.com](http://www.euronext.com)) and the website of the Issuer ([www.elia.be](http://www.elia.be)).

1	(a)	Issuer:	Elia Transmission Belgium SA/NV
	(b)	Series Number:	2
	(c)	Tranche Number:	1
	(d)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2		Specified Currency or Currencies:	Euro
3		Aggregate Nominal Amount of Notes:	
	(a)	Series:	€200,000,000
	(b)	Tranche:	€200,000,000
4		Issue Price:	100 per cent. of the Aggregate Nominal Amount
5	(a)	Specified Denominations:	€100,000
	(b)	Calculation Amount:	€100,000
6	(a)	Issue Date:	4 April 2013
	(b)	Interest Commencement	Issue Date

	Date	
7	Maturity Date:	4 April 2033
8	Interest Basis:	3.5 per cent. Fixed Rate (see paragraph 13 below)
9	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
10	Change of Interest Basis:	Not Applicable
11	Put/Call Options:	Not Applicable
12	(a) Status of the Notes:	Senior
	(b) Date of Board/Committee approval for issuance of Notes obtained:	The Issuer has authorised the issue of the Notes at a meeting of the Board of Directors held on 28 February 2013.

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	3.5 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	4 April in each year
	(c) Fixed Coupon Amount(s):	€3,500 per Calculation Amount
	(d) Broken Amount(s):	Not Applicable
	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Dates:	4 April in each year
14	Floating Rate Note Provisions	Not Applicable
15	Zero Coupon Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

16	Notice periods for Condition 5(c):	Minimum period: 30 days Maximum period: 60 days
17	Call Option	Not Applicable
18	Investor Put:	Not Applicable
19	Final Redemption Amount:	€100,000 per Calculation Amount
20	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	€100,000 per Calculation Amount


#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

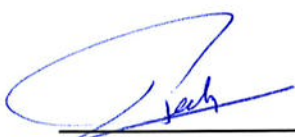
21	Form of Notes:	Dematerialised form
22	Financial Centre(s)	TARGET

## Responsibility

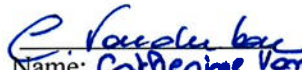
The Issuer accepts responsibility for the information contained in these Final Terms.

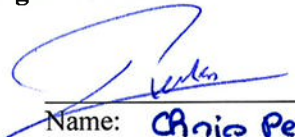
Signed on behalf of Elia System Operator SA/NV:

  
Name: Catherine Vandenberghe  
Title: Member of the executive committee

  
Name: Anja Peeters  
Title: Member of the executive committee

Signed on behalf of Elia Transmission Belgium SA/NV:

  
Name: Catherine Vandenberghe  
Title: Member of the executive committee

  
Name: Anja Peeters  
Title: Member of the executive committee

## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- |      |   |  |
|------|---|--|
| (i)  | Listing and Admission to trading                            | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on NYSE Euronext Brussels' regulated market and to be listed on the NYSE Euronext Brussels with effect from 4 April 2013. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 10,375   |

### 2 RATINGS

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|----------|---|
| Ratings: | The Notes to be issued are expected to be specifically rated A- (stable outlook) by Standard & Poor's Financial Services LLC (" <b>S&amp;P</b> ").<br>S&P is established in the EU and registered under Regulation (EC) No 1060/2009 (the " <b>CRA Regulation</b> "). |
|----------|---|

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Joint Lead Managers (the "**Joint Lead Managers**") as discussed under "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4 GROSS ACTUARIAL YIELD (*Fixed Rate Notes only*)

- |                                      |   |
|--------------------------------------|---|
| Indication of gross actuarial yield: | The gross actuarial yield in respect of this issue of Fixed Rate Notes is 3.5 per cent.<br>The gross actuarial yield is calculated at the Issue Date on the basis of the Issue Price, using the formula below. It is not an indication of future yield. |
|--------------------------------------|---|

$$P = \frac{C}{r} (1 - (1+r)^{-n}) + A(1+r)^{-n}$$

Where:

"**P**" is the Issue Price of the Notes;

"**C**" is the annualised Interest Amount;

"**A**" is the principal amount of Notes due on

redemption;

"n" is time to maturity in years; and

"r" is the annualised yield.

**5 OPERATIONAL INFORMATION**

- |       |  |                          |
|-------|--|--------------------------|
| (i)   | ISIN Code:   | BE0002433085             |
| (ii)  | Common Code:   | 091205793                |
| (iii) | Any clearing system(s) other than the NBB System, Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable           |
| (vi)  | Delivery:  | Delivery against payment |
| (vii) | Names and addresses of additional Agent(s) (if any):   | Not Applicable           |

**6 DISTRIBUTION**

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|----------------------------------|--|
| U.S. Selling Restrictions:       | Reg. S Compliance Category 2; TEFRA not applicable |
| Additional selling restrictions: | Not Applicable                                     |