

BY WEDNESDAY, 14 MAY 2014, PLEASE:

- FAX A COPY OF THE FORM TO THE COMPANY (+32 2 546 71 60 – for the attention of Mr Gregory Pattou) AND SUBSEQUENTLY DEPOSIT THE ORIGINAL AT THE ORDINARY GENERAL MEETING OF SHAREHOLDERS; OR
- SEND THE ORIGINAL SIGNED FORM TO THE COMPANY BY REGISTERED LETTER, WHICH MUST REACH THE COMPANY BY WEDNESDAY, 14 MAY 2014 (Elia System Operator SA, for the attention of Mr Gregory Pattou, General Counsel, Boulevard de l’Empereur 20, B-1000 Brussels, Belgium); OR
- SEND A SCANNED COPY OF THE FORM TO THE COMPANY BY E-MAIL (gregory.pattou@elia.be) AND SUBSEQUENTLY DEPOSIT THE ORIGINAL AT THE ORDINARY GENERAL MEETING OF SHAREHOLDERS.

FOR THE SAKE OF GOOD ORDER, PLEASE NOTE THAT THE FORMALITIES SET FORTH IN THE NOTICE OF CONVOCATION FOR THE PURPOSES OF PARTICIPATING AND VOTING AT THE ORDINARY GENERAL MEETING OF SHAREHOLDERS MUST ALSO BE COMPLIED WITH.

Elia System Operator SA/NV

For the attention of Mr Gregory Pattou
General Counsel
Boulevard de l’Empereur 20
B-1000 Brussels, Belgium

Form to vote by letter for the Ordinary General Meeting of Shareholders

The undersigned¹:

.....

.....,

owner of

..... registered shares,

..... dematerialized shares²

in the public limited liability company Elia System Operator SA/NV (the "company"),

wishes to vote by letter at the Ordinary General Meeting of Shareholders of:

Elia System Operator SA/NV

to be held on Tuesday, 20 May 2014,

at 10 AM,

at the Square Brussels Meeting Centre, Coudenberg Entrance, Coudenberg 3, B-1000 Brussels, Belgium

(hereafter the "Ordinary General Meeting of Shareholders"),

¹ TO BE COMPLETED:

- for natural persons: name, first name and full address;
- for legal persons: name, legal form and registered office, as well as name and position of the natural person(s) who validly sign(s) the form to vote by letter on behalf of the legal person.

² DELETE WHERE NOT APPLICABLE

and declares to vote as follows regarding the following proposed resolutions³, which are contained on the agenda of the Ordinary General Meeting of Shareholders:

1. Resignation and appointment of three independent directors:

1.1 Notification of the resignation of Messrs. Luc Van Nevel, Thierry Willemarck and Clement De Meersman as independent directors in accordance with section 526ter, 2°, of the Belgian Companies Code, as of today, after the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders of the company;

1.2 Appointment of three independent directors;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to appoint Mrs. Saskia Van Uffelen and Messrs. Luc De Temmerman and Frank Donck as independent directors of the company for a term of six years. This term starts today, after the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders of the company, and will end immediately after the Ordinary General Meeting of Shareholders of 2020, with respect to the financial year ended 31 December 2019. The Ordinary General Meeting of shareholders takes note of the fact that said directors fulfil the conditions of independence as described in section 526ter of the Belgian Companies Code.

The Ordinary General Meeting of Shareholders resolves that their offices will be remunerated on the same basis as those of the other directors.

for against abstention

2. Resignation and appointment of a non-independent director:

2.1 Notification of the resignation of Mrs. Jennifer Debatisse as non-independent director, as of today, after the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders of the company;

2.2 Appointment of a non-independent director upon a proposal of the holders of class C shares;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to appoint Mr. Luc Hujoel as a non-independent director of the company (upon a proposal by the holders of class C shares) for a term of six years. This term starts today, after the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders, and will end immediately after the Ordinary General Meeting of Shareholders of 2020, with respect to the financial year ended 31 December 2019.

The Ordinary General Meeting of Shareholders resolves that the office of Mr. Luc Hujoel will be remunerated on the same basis as those of the other directors.

for against abstention

3. Appointment of statutory auditors;

³ MARK WHERE APPROPRIATE

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge to the directors, including to the former director Mrs. Leen Van den Neste, for the performance of their duties during the financial year ended 31 December 2013.

for

against

abstention

12. Discharge in favour of the statutory auditors;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge to the statutory auditors for the performance of their duties during the financial year ended 31 December 2013.

for

against

abstention

* *
*

I. Shareholder voting by duly returning this form to the company can no longer vote in person or by proxy at the Extraordinary General Meeting of Shareholders for the number of shares mentioned above.

II. Should the Extraordinary General Meeting of Shareholders not validly be able to deliberate or should it be postponed for any reason whatsoever, this form to vote by letter remains valid for any subsequent meeting having the same agenda, including the extraordinary general meeting of shareholders which will be convened on Friday, 20 June 2014, at 10 AM if the requisite quorum is not attained at the Extraordinary General Meeting of Shareholders. However, this applies only insofar the undersigned shall have in due time completed the required formalities to participate and vote at the subsequent extraordinary general meeting of shareholders.

III. One or more shareholders holding alone or together three per cent (3%) of the share capital of the company can exercise his/her/its/their right in accordance with section 533ter of the Belgian Companies Code to add to the agenda of the Extraordinary General Meeting of Shareholders one or more items to be dealt with and to file proposed resolutions relating to items already on or to be added to the agenda.

In any such case, the company will no later than Monday, 5 May 2014, make available to its shareholders on its website under "*Investor Relations*" – "*Shareholders' meeting*" (www.eliagroup.eu) the relevant forms that can be used to vote by letter, to which are added the additional items to be dealt with and the attendant proposed resolutions that might be placed on the agenda and/or just the proposed resolutions that might be formulated.

The forms to vote by letter which have been validly notified to the company before publication of the revised agenda of the Extraordinary General Meeting of Shareholders (i.e. on Monday, 5 May 2014 at the latest), will remain valid with regard to the items mentioned on the agenda to which they relate.

Contrary to the foregoing, votes cast on the aforementioned forms with regard to the items mentioned on the agenda for which new proposed resolutions are filed, are invalid.

Done at:

On:

(signature)