## BY WEDNESDAY, 13 MAY 2015, PLEASE:

- FAX A COPY OF THE FORM TO THE COMPANY (+32 2 546 71 30 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, 13 MAY 2015 (Elia System Operator SA, for the attention of Mr Gregory Pattou, Secretary General, Boulevard de l'Empereur 20, B-1000 Brussels, Belgium); OR
- <u>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.</u>

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 undersigned <sup>1</sup> :	
	,
owner of	
regist	ered shares,
dema	erialized shares <sup>2</sup>
in the public limited l	iability company Elia System Operator SA/NV (the "company"),
wishes to vote by lett	er at the Ordinary General Meeting of Shareholders of:
	Elia System Operator SA/NV
to be held on Tuesda	y, 19 May 2015,
at 10 AM,	
at the Square Brusse Brussels, Belgium	Is Meeting Centre, Coudenberg Entrance, Coudenberg 3, B-1000
(hereafter the "Ordin	ary General Meeting of Shareholders"),

<sup>&</sup>lt;sup>1</sup> TO BE COMPLETED:

<sup>-</sup> for natural persons: name, first name and full address;

<sup>-</sup> 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.

<sup>&</sup>lt;sup>2</sup> DELETE WHERE NOT APPLICABLE

and declares to vote as follows regarding the following proposed resolutions<sup>3</sup>, which are contained on the agenda of the Ordinary General Meeting of Shareholders:

1.		Annual report of the board year ended 31 December 20	of directors on the annual accour 014;	nts for the financial			
2.		Report of the statutory au ended 31 December 2014;	ditors on the annual accounts for	r the financial year			
3.		Approval of the annual acco	ounts for the financial year ended is	31 December 2014,			
			Ordinary General Meeting of Sharents for the financial year ended 3 esult.				
		for	□ against	□ abstention			
4.		Approval of the remunerat 2014;	ion report for the financial year e	nded 31 December			
			Ordinary General Meeting of Share eport for the financial year ended 3				
		for	□ against	□ abstention			
5.		Annual report of the board of the financial year ended	of directors on the consolidated ann 31 December 2014;	ual accounts (IFRS)			
6.		Report of the statutory aud the financial year ended 31	ditors on the consolidated annual annual december 2014;	accounts (IFRS) for			
7.		Discussion of the consolidat 31 December 2014;	red annual accounts (IFRS) for the f	financial year ended			
8.		Discharge in favour of the d	irectors;				
		grant discharge to the dire Nevel, Francis Vermeiren,	Ordinary General Meeting of Share ectors, including to the former dir Thierry Willemarck, Clement De N performance of their duties during	ectors Mr. Luc Van Meersman and Mrs.			
		for	□ against	□ abstention			
9.		Discharge in favour of the s	tatutory auditors;				
	<b>Proposed resolution</b> : 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 2014.						

<sup>&</sup>lt;sup>3</sup> MARK WHERE APPROPRIATE

	for	□ against	С	abstention
10.	Final appointment of Mr. proposal of the holders of c		as non-independent	director on the
	<b>Proposed resolution:</b> the accordance with article 519 Geert Versnick, who was apnon-independent director of C shares), for a term endicated 2020 regarding the financial	9 of the Belgian ppointed by the E of the company (ing immediately	Companies Code to f Board of Directors on to on the proposal of th after the Ordinary G	inally appoint Mr. 20 May 2014 as a e holders of class
	The Ordinary General Meet Versnick will be remunerate the Board of Directors.	-		
	for	□ against	Г	abstention
		* *		

- **I.** A shareholder voting by duly returning this form to the company can no longer vote in person or by proxy at the Ordinary General Meeting of Shareholders for the number of shares mentioned above.
- **II.** Should the Ordinary 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. However, this applies only insofar the undersigned shall have in due time completed the required formalities to participate and vote at the subsequent Ordinary 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 Ordinary 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, 4 May 2015, 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 Ordinary General Meeting of Shareholders (i.e.

on	Monday	, 4	May	2015	at	the	latest),	will	remain	valid	with	regard	to	the	items
me	ntioned	on t	he ag	enda t	o w	hich	they rela	ate.							

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)		