

**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
- 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 undersigned<sup>1</sup>: .....

.....

.....,

owner of

..... registered shares,

..... dematerialized shares<sup>2</sup>

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, 19 May 2015,

at 10 AM,

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

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

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<sup>1</sup> **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.

<sup>2</sup> **DELETE WHERE NOT APPLICABLE**



**for**

**against**

**abstention**

10. Final appointment of Mr. Geert Versnick as non-independent director on the proposal of the holders of class C shares;

**Proposed resolution:** the Ordinary General Meeting of Shareholders resolves in accordance with article 519 of the Belgian Companies Code to finally appoint Mr. Geert Versnick, who was appointed by the Board of Directors on 20 May 2014 as a non-independent director of the company (on the proposal of the holders of class C shares), for a term ending immediately after the Ordinary General Meeting of 2020 regarding the financial year closed on 31 December 2019.

The Ordinary General Meeting of Shareholders resolves that the office of Mr Geert Versnick will be remunerated on the same basis as those of the other members of the Board of Directors.

**for**

**against**

**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](http://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 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:

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(signature)