

**Elia System Operator**

**Public limited liability company (“société anonyme/naamloze vennootschap”)**

Boulevard de l'Empereur 20

B-1000 Brussels, Belgium

Enterprise number no. 0476.388.378 (Brussels)

(the “company”)

**THE RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE PROPOSED RESOLUTIONS,  
AND THE EFFECT OF (POSSIBLE) EXERCISE OF THIS RIGHT ON THE PROXY FORMS  
AND FORMS TO VOTE BY LETTER**

One or more shareholders holding alone or together three per cent (3%) of the share capital of the company can, in accordance with section 533ter of the Belgian Companies Code and article 26.1, second paragraph, of the articles of association, request the company in writing to add one or more items to the agenda of the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders, and to include proposed resolutions relating to items already on or to be added to the agenda.

This right does not apply with respect to the Extraordinary General Meeting of Shareholders which will be held on Friday, 23 June 2016, if, at the (first) Extraordinary General Meeting of Shareholders on Tuesday, 17 May 2016, the required attendance quorum is not reached.

The aforementioned requests must contain proof that the requesting shareholder(s) hold(s) three per cent (3%) of the share capital of the company on the date of the request, either by means of a certificate of registration of the relevant shares in the share register of the company or by means of a certificate from a financial intermediary, the recognized account holder or the clearing agency, attesting, as the case may be, that the relevant number of dematerialized shares are registered on account in its/their name(s) or attesting that it/they has/have deposited the relevant number of bearer shares.

In addition, requests must, as the case may be, contain the wording of the items to be dealt with and the attendant proposed resolutions or alternatively (just) the wording of the proposed resolutions to be included on the agenda.

Each request must state a postal or e-mail address to which the company must send the acknowledgement of receipt of the request.

The company must receive the aforementioned written requests by registered letter (Elia System Operator SA, for the attention of Mr Gregory Pattou, General Counsel, Boulevard de l'Empereur 20, B-1000 Brussels, Belgium) or e-mail (gregory.pattou@elia.be) no later than Monday, 25 April 2016, at 4 PM (Belgian time).

In any such case, the company will publish the revised agenda of the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders by Monday, 2 May 2016.

Simultaneously, the company will make available to its shareholders on its website under “*Investor Relations*” - “*Shareholders’ meeting*” ([www.eliagroup.eu](http://www.eliagroup.eu)) the forms that can be used to vote by proxy<sup>1</sup> and 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 dated and signed forms to vote by proxy and to vote by letter must be sent to the company by registered letter (Elia System Operator SA, for the attention of Mr Gregory Pattou, General Counsel, Boulevard de l’Empereur 20, B-1000 Brussels, Belgium), fax (+32 2 546 71 60) or e-mail ([gregory.pattou@elia.be](mailto:gregory.pattou@elia.be)), it being understood that these forms must reach the registered office of the company by Wednesday, 11 May 2016.

If notification is given by fax or e-mail, the original form must subsequently be lodged with the Ordinary General Meeting of Shareholders or the Extraordinary General Meeting of Shareholders.

The Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders will only deal with the new items or proposed resolutions at the request of a shareholder or shareholders provided the said shareholder(s) has/have fulfilled the registration formalities set forth in the notice of convocation.

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<sup>1</sup> Proxies notified to the company before publication of the revised agenda remains valid notwithstanding, but only with regard to the items added to the agenda for which they were given. With regard to the items added to the agenda for which new proposed resolutions have been formulated, the proxyholder can deviate from any instructions given by the principal if execution of such instructions might compromise the principal’s interests. In that case, the special proxyholder must inform the principal thereof. If the principal wishes the proxyholder also to be able to vote on any new agenda items, this must be explicitly stated in the proxy.