

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

BY FRIDAY 15 MAY 2020, PLEASE:

- FAX A SIGNED COPY OF THE FORM TO VOTE TO THE COMPANY (+32 2 546 71 30 – for the attention of Mrs Siska Vanhoudenhoven); OR
- SEND THE ORIGINAL SIGNED FORM TO VOTE TO THE COMPANY BY LETTER, WHICH MUST REACH THE COMPANY BY FRIDAY 15 MAY 2020 (Elia Group SA, for the attention of Mrs Siska Vanhoudenhoven, Secretary-General, Boulevard de l'Empereur 20, B-1000 Brussels); OR
- SEND A (SCANNED OR PHOTOGRAPHED) COPY OF THE SIGNED FORM TO VOTE TO THE COMPANY BY E-MAIL (shareholder@eliagroup.eu).

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 Group SA/NV

For the attention of Mrs Siska Vanhoudenhoven
Secretary General
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 Group SA/NV

to be held on Tuesday 19 May 2020,
At 10h00
at the registered office of the company
(hereafter the "Ordinary General Meeting of Shareholders"),

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 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 NUMBER OF SHARES TO BE FILLED IN AND DELETE WHAT DOES NOT APPLY

³ MARK WHERE APPROPRIATE

1. Annual report of the Board of Directors on the statutory annual accounts for the financial year ended 31 December 2019;
2. Report of the statutory auditors on the statutory annual accounts for the financial year ended 31 December 2019;
3. Approval of the statutory annual accounts for the financial year ended 31 December 2019, including the allocation of the result;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the statutory annual accounts for the financial year ended 31 December 2019, including the allocation of the result.

for **against** **abstention**

4. Approval of the remuneration report for the financial year ended 31 December 2019;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the remuneration report for the financial year ended 31 December 2019.

for **against** **abstention**

5. Annual report of the Board of Directors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2019;
6. Report of the statutory auditors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2019;
7. Discussion of the consolidated annual accounts (IFRS) for the financial year ended 31 December 2019;
8. Discharge in favour of the directors;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to grant discharge to the directors for the performance of their duties during the financial year ended 31 December 2019.

for **against** **abstention**

9. 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 2019.

for **against** **abstention**

10. Re-appointment of three independent and two non-independent directors and fixation of their remuneration;

1) Re-appointment of three independent directors and fixation of their Remuneration;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint Madame Saskia Van Uffelen, Mister Frank Donck and Mister Luc De Temmerman as independent director of the company for a term of one year starting today, after the Ordinary General Meeting of Shareholders, and ending immediately after the Ordinary General Meeting of Shareholders of 2021 regarding the financial year ended 31 December 2020. The Ordinary General Meeting of Shareholders takes note of the fact that said directors fulfill the conditions of independence as described in section 7:87, §1 of the Code of companies and associations.

The Ordinary General Meeting of Shareholders resolves that the mandate of the three aforementioned independent directors will be remunerated in the same way as the mandate of the other members of the Board of Directors, in accordance with the resolution of the Ordinary General Meeting of Shareholders of 17 May 2016.

The Ordinary General Meeting of Shareholders specifies that the term of reappointment of the aforementioned independent directors is exceptionally limited to one year. This restriction is in line with the company's articles of association (which stipulate that directors are appointed for a maximum of six years) and is based on the restructuring of the Elia group implemented at the end of 2019. By now limiting the term of reappointment of the independent directors concerned to one year, the company creates the opportunity, in an explicit and transparent way, to think globally about the most appropriate composition of the Board of Directors in the light of the restructuring of the Elia group.

for

against

abstention

2) Re-appointment of two non-independent directors on proposal of the holders of class C shares and fixation of their remuneration;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint Mister Geert Versnick and Mister Luc Hujoel as non independent director of the company (upon proposal of the holders of class C shares), for a term of six years starting today, after the Ordinary General Meeting of Shareholders, and ending immediately after the Ordinary General Meeting of Shareholders of 2026 regarding the financial year ended 31 December 2025.

The Ordinary General Meeting of Shareholders resolves that the mandate of the two aforementioned non-independent directors will be remunerated in the same way as the mandate of the other members of the Board of Directors in accordance with the resolution of the Ordinary General Meeting of Shareholders of 17 May 2016.

for

against

abstention

11. Voluntary resignation and appointment of a non-independent director and fixation of his remuneration;

Proposed resolution: the Ordinary General Meeting of Shareholders takes note of the voluntary resignation of Mister Philip Heylen immediately after the Ordinary General Meeting of Shareholders and resolves to appoint Mister Kris Peeters as non-independent director of the company (upon proposal of the holders of class C shares), for a term of six years starting today, after the Ordinary General Meeting of Shareholders, and ending immediately after the Ordinary General Meeting of Shareholders of 2026 regarding the financial year ended 31 December 2025.

The Ordinary General Meeting of Shareholders resolves that the mandate of the aforementioned non-independent director will be remunerated in the same way as the mandate of the other members of the Board of Directors in accordance with the resolution of the Ordinary General Meeting of Shareholders of 17 May 2016.

for **against** **abstention**

12. (Re-)appointment of statutory auditors and fixation of their remuneration;

Proposed resolution: since the mandates of the current statutory auditors of the company expire immediately after this Ordinary General Meeting of Shareholders, the Ordinary General Meeting of Shareholders resolves, upon proposal of the works council of the company and upon proposal of the Audit Committee, to reappoint Ernst & Young Réviseurs d'Entreprises/Bedrijfsrevisoren SCRL/CVBA and to appoint BDO Réviseurs d'Entreprises/Bedrijfsrevisoren SCRL/CVBA as statutory auditors of the company. These statutory auditors are charged with auditing the statutory annual accounts and the consolidated annual accounts of the company for a term of three years. This term starts today and ends immediately after the Ordinary General Meeting of 2023 with respect to the financial year ended 31 December 2022.

Ernst & Young Réviseurs d'Entreprises/Bedrijfsrevisoren SCRL/CVBA has announced that it will be permanently represented by Mister Paul Elen for the exercise of this statutory auditor's mandate and BDO Réviseurs d'Entreprises/Bedrijfsrevisoren SCRL/CVBA has announced that it will be permanently represented by Mister Felix Fank for the purpose of the exercise of this statutory auditor's mandate.

The Ordinary General Meeting of Shareholders resolves to fix the annual remuneration of the college of statutory auditors for auditing the statutory annual accounts and the consolidated annual accounts of the company at 89,500 EUR, to be indexed annually according to the cost-of-living index.

for **against** **abstention**

13. Miscellaneous.

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I. A shareholder voting by duly returning this form to the company can no longer vote by proxy at the Ordinary General Meeting of Shareholders for the number of shares mentioned above.

II. If for any reason the Ordinary General Meeting cannot be held on the aforementioned date, the present form for voting by letter will continue to be valid for each subsequent meeting with the same agenda. However, this shall only apply insofar the undersigned has in due time complied with the required formalities to participate in 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 7:130 of the Code of companies and associations 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 2020, 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 associated 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 2020 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 have been submitted, are not taken into account.

Therefore, if the shareholder in question wishes to vote on the new proposed resolutions or on new subjects to be discussed, the company must receive the new voting form by letter from the shareholder in question, completed and signed, no later than 15 May 2020.

Done at:

On:

(signature)