

**BY WEDNESDAY, 10 MAY 2017, PLEASE:**

- FAX A COPY OF THE PROXY TO THE COMPANY (+32 2 546 71 30 – for the attention of Mrs Aude Gaudy) AND SUBSEQUENTLY DEPOSIT THE ORIGINAL AT THE ORDINARY GENERAL MEETING OF SHAREHOLDERS; OR
- SEND THE ORIGINAL SIGNED PROXY TO THE COMPANY BY REGISTERED LETTER, WHICH MUST REACH THE COMPANY BY WEDNESDAY, 10 MAY 2017 (Elia System Operator SA, for the attention of Mrs Aude Gaudy, Secretary General *ad interim*, Boulevard de l'Empereur 20, B-1000 Brussels, Belgium); OR
- SEND A SCANNED COPY OF THE PROXY TO THE COMPANY BY E-MAIL (aude.gaudy@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.

<b>Elia System Operator SA/NV</b>
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For the attention of Mrs Aude Gaudy  
Secretary General *ad interim*  
Boulevard de l'Empereur 20  
B-1000 Brussels, Belgium

**Proxy 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"),

hereby appoints as his/her/its special proxyholder:

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to represent the undersigned at and to vote on his/her/its behalf at the Ordinary General Meeting of Shareholders of:

**Elia System Operator SA/NV**

to be held on Tuesday, 16 May 2017,  
at 10 AM,

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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 proxy on behalf of the legal person.

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







**Proposed resolution:** the Ordinary General Meeting of Shareholders resolves to re-appoint Mister Philip Heylen 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 2023 regarding the financial year closed on 31 December 2022.

The Ordinary General Meeting of Shareholders resolves that the office of the aforementioned director will be remunerated on the same basis as those of the other members of the Board of Directors, in accordance with the decision of the Ordinary General Meeting of Shareholders of 17 May 2016.

**for**  **against**  **abstention**

(iv) Re-appointment of Madame Dominique Offergeld as non-independent Director

**Proposed resolution:** the Ordinary General Meeting of Shareholders resolves to re-appoint Madame Dominique Offergeld 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 2023 regarding the financial year closed on 31 December 2022.

The Ordinary General Meeting of Shareholders resolves that the office of the aforementioned director will be remunerated on the same basis as those of the other members of the Board of Directors, in accordance with the decision of the Ordinary General Meeting of Shareholders of 17 May 2016.

**for**  **against**  **abstention**

(v) Appointment of Mister Rudy Provoost as non-independent Director

**Proposed resolution:** the Ordinary General Meeting of Shareholders resolves to appoint Mister Rudy Provoost 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 2023 regarding the financial year closed on 31 December 2022.

The Ordinary General Meeting of Shareholders resolves that the office of the aforementioned director will be remunerated on the same basis as those of the other members of the Board of Directors, in accordance with the decision of the Ordinary General Meeting of Shareholders of 17 May 2016.

**for**  **against**  **abstention**

11. Re-appointment of statutory auditors;

**Proposed resolution:** since the mandates of the current statutory auditors of the company expire following the present Ordinary General Meeting of Shareholders, the Ordinary General Meeting of Shareholders decides, upon proposal of the works council of the company and upon proposal by the Audit Committee, to reappoint Ernst & Young Bedrijfsrevisoren BCV and KPMG Bedrijfsrevisoren BCV as statutory auditors of the company, with responsibility for auditing the annual accounts and the consolidated annual accounts of the company for a term of three years. This term starts today and

will end immediately after the Ordinary General Meeting of 2020, with respect to the financial year ended 31 December 2019.

The Ordinary General Meeting of Shareholders resolves to fix the annual remuneration of the joint statutory auditors for auditing the annual accounts and the consolidated annual accounts of the company at 107,016.59 EUR, to be adjusted annually with the cost of living index.

The re-appointment is proposed subject to receipt of a 'positive advice' ('avis conforme'/'eensluidend advies') from the Commission for the Regulation of Electricity and Gas.

**for**

**against**

**abstention**

12. Miscellaneous.

### **Attendance formalities**

The undersigned (principal) hereby declares that he/she/it has in due time complied with all the formalities set forth in the notice of convocation for the purposes of participating and voting at the Ordinary General Meeting of Shareholders. Proof hereof must be delivered to the company by Wednesday, 10 May 2017.

### **Powers of the special proxyholder**

The aforementioned special proxyholder is hereby authorized to take the following actions on behalf of the undersigned: to vote or abstain from voting on any proposed resolutions regarding the items on the agenda of the Ordinary General Meeting of Shareholders, as the case may be, in accordance with the voting instructions mentioned above.

Furthermore, the aforementioned special proxyholder is hereby authorized to sign on behalf of the undersigned any minutes, deeds or documents and, in general, to do everything that is necessary or useful to execute this proxy.

Should the Ordinary General Meeting of Shareholders not be able to deliberate validly or should it be postponed for any reason whatsoever, the aforementioned special proxyholder is authorized to attend any subsequent meeting having the same or a similar agenda. However, this shall only apply insofar the principal has in due time complied with the required formalities to participate and vote at the subsequent ordinary general meeting of shareholders.

### **The effect of (possible) exercise of the right to add items to the agenda and to file proposed resolutions on the proxy form**

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 Friday, 28 April 2017, 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 proxy, 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.

In that case, the following rules will apply:

- (a) If the present proxy has been validly notified to the company before publication of the revised agenda of the Ordinary General Meeting of Shareholders (i.e. on Friday, 28 April 2017 at the latest), it will remain valid with regard to the items mentioned on the agenda for which it was given;
- (b) If the company has published a revised agenda including one or more new proposed resolutions for items which were initially mentioned on the agenda, the special proxyholder may 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.
- (c) If the company has published a revised agenda including one or more new items to be dealt with, the proxy must indicate whether or not the special proxyholder is authorised to vote on these new items or whether he/she should abstain. In view of the foregoing, and as applicable, the special proxyholder must:<sup>4</sup>
- abstain on the new items and the attendant proposed resolutions that might be placed on the agenda of the Ordinary General Meeting of Shareholders;
  - vote on the new items and the attendant proposed resolutions that might be placed on the agenda of the Ordinary General Meeting of Shareholders, as he/she considers appropriate, taking into account the principal's interests.

If the principal has not marked either of these boxes or if the principal has marked both boxes, the special proxyholder must abstain from voting on the new items and the attendant proposed resolutions that might be placed on the agenda of the Ordinary General Meeting of Shareholders.

More detailed information on this can be found on the company's website under "Investor Relations" – "Shareholders' meeting" ([www.eliagroup.eu](http://www.eliagroup.eu)).

Done at:

On:

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(signature(s))

***(The signature(s) should be preceded by the handwritten mention "GOOD FOR PROXY")***

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<sup>4</sup> MARK WHERE APPROPRIATE