

BY WEDNESDAY, 10 MAY 2017, PLEASE:

- FAX A COPY OF THE FORM 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 FORM 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 FORM 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.

Elia System Operator SA/NV

For the attention of Mrs Aude Gaudy
Secretary General *ad interim*
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 System Operator SA/NV

to be held on Tuesday, 16 May 2017,

at 10 AM,

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

(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 DELETE WHERE NOT APPLICABLE

³ MARK WHERE APPROPRIATE

1. Annual report of the Board of Directors on the annual accounts for the financial year ended 31 December 2016;
2. Report of the statutory auditors on the annual accounts for the financial year ended 31 December 2016;
3. Approval of the annual accounts for the financial year ended 31 December 2016, including allocation of the result;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the annual accounts for the financial year ended 31 December 2016, including allocation of the result.

for **against** **abstention**

4. Approval of the remuneration report for the financial year ended 31 December 2016;

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to approve the remuneration report for the financial year ended 31 December 2016.

for **against** **abstention**

5. Annual report of the Board of Directors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2016;
6. Report of the statutory auditors on the consolidated annual accounts (IFRS) for the financial year ended 31 December 2016;
7. Discussion of the consolidated annual accounts (IFRS) for the financial year ended 31 December 2016;
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 2016.

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 2016.

for **against** **abstention**

10. (Re-)appointment of 3 independent and 5 non-independent Directors and fixation of their remuneration;

- 1) (Re-)appointment of 3 independent Directors and fixation of their remuneration;

- (i) Re-appointment of Madame Miriam Maes as independent Director

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint Madame Miriam Maes as independent director of the company 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 takes note of the fact that said director fulfills the conditions of independence as described in section 526ter of the Belgian Companies Code.

The Ordinary General Meeting of Shareholders resolves that the office of the 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 resolution of the Ordinary General Meeting of Shareholders of 17 May 2016.

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

(ii) Re-appointment of Madame Jane Murphy as independent Director

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to re-appoint Madame Jane Murphy as independent director of the company 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 takes note of the fact that said director fulfills the conditions of independence as described in section 526ter of the Belgian Companies Code.

The Ordinary General Meeting of Shareholders resolves that the office of the 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 resolution of the Ordinary General Meeting of Shareholders of 17 May 2016.

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

(iii) Appointment of Mister Bernard Gustin as independent Director

Proposed resolution: the Ordinary General Meeting of Shareholders resolves to appoint Mister Bernard Gustin as independent director of the company 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 takes note of the fact that said director fulfills the conditions of independence as described in section 526ter of the Belgian Companies Code.

The Ordinary General Meeting of Shareholders resolves that the office of the 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 resolution of the Ordinary General Meeting of Shareholders of 17 May 2016.

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 re-appoint 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

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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 Friday, 28 April 2017 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 Friday 28 April 2017 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:

(signature)