***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”)

**CONVOCATION OF SPECIAL GENERAL MEETING OF SHAREHOLDERS**

The shareholders and bondholders are hereby invited to attend the Special General Meeting of Shareholders of the company that will be held on Friday, 27 October 2017, at the registered seat of the company, Boulevard de l’Empereur, 20, 1000 Brussels, Belgium.

The **Special General Meeting of Shareholders** will be held at 9.20 a.m.

The agenda of the Special General Meeting of Shareholders is as follows:

1. Appointment of one independent Director and fixation of her remuneration;

***Proposed resolution***: the Special General Meeting of Shareholders resolves to appoint Madam Roberte Kesteman as independent director of the company for a term of six years, with effect as from today, after the Special General Meeting of Shareholders of the company, and which ends immediately after the Ordinary General Meeting of Shareholders of 2023 regarding the financial year closed on 31 December 2022. The Special General Meeting of Shareholders takes note of the fact that said director fulfills the conditions of independence as described in section 526*ter* of the Belgian Companies Code.

The Special General Meeting of Shareholders resolves that the office of the aforementioned director will be remunerated in the same way as 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 appointment is proposed subject to receipt of a ‘positive advice’ (‘avis conforme’/’eensluidend advies’) from the Commission for the Regulation of Electricity and Gas.

1. Miscellaneous.

**PRACTICAL PROVISIONS**

In accordance with section 536, §2, of the Belgian Companies Code and in application of article 27 of the articles of association, the shareholders and bondholders are admitted to the Special General Meeting of Shareholders and can, as the case may be, exercise their voting rights there (it being understood that, in accordance with section 537 of the Belgian Companies Code, bondholders can only attend the Special General Meeting of Shareholders with consultative capacity) if the company can determine that, on Friday, 13 October 2017, at 12.00 midnight (Belgian time) (the “***Record Date***”), they held the numbers of shares and bonds in respect of which they intend to attend the Special General Meeting of Shareholders, irrespective of the number of shares or bonds which they hold on the date of the Special General Meeting of Shareholders.

In order to be able to participate at and, as the case may be, to vote at the Special General Meeting of Shareholders, the shareholders and bondholders must comply with the following formalities:

* **For holders of registered shares and bonds:**

Holders of registered shares or bonds must in accordance with article 27 of the articles of association notify the company by letter, fax or e-mail no later than Saturday, 21 October 2017, the number of shares or bonds in respect of which they intend to attend the Special General Meeting of Shareholders.

Possession of the said shares or bonds by the share- or bondholders concerned on the Record Date will be verified by the company on the basis of their entry in the share register or bond register of the company.

* **For holders of dematerialized shares and bonds:**

Holders of shares or bonds held on a securities account must demonstrate possession of the number of dematerialized shares or bonds by means of a certificate issued by a recognized account holder with the clearing agency, or by means of a certificate issued by the clearing agency itself, confirming the number of shares or bonds registered in the name of the shareholder or the bondholder on the Record Date (i.e. on Friday, 13 October 2017, at 12.00 midnight), and in respect of which the shareholder or bondholder has indicated its intention to participate at the Special General Meeting of Shareholders.

The certificate that is issued by the recognized account holder or by the clearing agency must be sent to the company by letter, fax or e-mail, it being understood that, in accordance with article 27 of the articles of association, the certificate must reach the registered office of the company by Saterday, 21 October 2017.

**PROXY FORMS**

Shareholders that wish to be represented in accordance with sections 547 and 547*bis* of the Belgian Companies Code must, besides fulfilling the aforementioned registration formalities, use the proxy forms drawn up for the Special General Meeting of Shareholders.

These proxy forms are at shareholders’ disposal at the registered office and on the company’s website under “*Investor Relations*” - “*Shareholders’ meeting*” (www.eliagroup.eu).

The dated and signed proxy forms must be sent to the company by registered letter, fax or e-mail, it being understood that, in accordance with article 24.3 of the articles of association, the forms must reach the registered office of the company by Saterday, 21 October 2017.

If the notification is given by fax or e-mail, the original proxy must thereafter be deposited at the Special General Meeting of Shareholders.

If one or more shareholders holding alone or together three per cent (3%) of the share capital of the company should exercise its/their right in accordance with section 533*ter* of the Belgian Companies Code to add one or more items to the agenda of the Special General Meeting of Shareholders and to file proposed resolutions relating to items already on or to be added to the agenda, the company will make adjusted proxy forms available on its website under “*Investor Relations*” - “*Shareholders’ meeting*” (www.eliagroup.eu). More detailed information on this can be found on the company’s website under “*Investor Relations*” - “*Shareholders’ meeting*” (www.eliagroup.eu).

**FORMS TO VOTE BY LETTER**

Shareholders that so wish may, in accordance with section 550 of the Belgian Companies Code, vote by letter on the proposed resolutions which are included on the agenda of the Special General Meeting of Shareholders. Shareholders wishing to vote by letter, must, in addition to fulfilling the aforementioned registration formalities, use the forms to vote by letter drawn up for the Special General Meeting of Shareholders.

These forms to vote by letter are at shareholders’ disposal at the registered office and on the company’s website under “*Investor Relations*” - “*Shareholders’ meeting*” (www.eliagroup.eu).

The dated and signed forms to vote by letter must be sent to the company by registered letter, fax or e-mail, it being understood that, in accordance with article 28.3 of the articles of association, the forms must reach the registered office of the company by Saterday, 21 October 2017.

If the notification is given by fax or e-mail, the original form must thereafter be deposited at the Special General Meeting of Shareholders.

If one or more shareholders holding alone or together three per cent (3%) of the share capital of the company should exercise its/their right in accordance with section 533ter of the Belgian Companies Code to add one or more items to the agenda of the Special General Meeting of Shareholders and to file proposed resolutions relating to items already on or to be added to the agenda, the company will make adjusted forms to vote by letter available on its website under “*Investor Relations*” - “*Shareholders’ meeting*” (www.eliagroup.eu). 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)).

**THE RIGHT TO ADD AGENDA ITEMS AND FILE PROPOSED RESOLUTIONS**

One or more shareholders holding alone or together three per cent (3%) of the share capital of the company can, in accordance with section 533*ter* 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 Special General Meeting of Shareholders, and to include proposed resolutions relating to items already on or to be added to the agenda.

The company must receive the aforementioned written requests by registered letter or e-mail no later than Thursday, 5 October 2017, at 4.00 p.m. (Belgian time).

In any such case, the company will publish the revised agenda of the Special General Meeting of Shareholders by Thursday, 12 October 2017.

More detailed information on this can be found on the company’s website under “*Investor Relations*” - “*Shareholders’ meeting*” (www.eliagroup.eu).

**THE RIGHT TO ASK QUESTIONS**

The shareholders and bondholders may, in accordance with section 540 of the Belgian Companies Code and article 24.1, last paragraph, of the articles of association send to the company by registered letter or e-mail, their questions with regard to the items on the agenda of the Special General Meeting of Shareholders.

The company must receive these written questions by registered letter or e-mail bySaterday, 21 October 2017.

More detailed information about how to exercise this right to ask written questions can be found on the company’s website under “*Investor Relations*” - “*Shareholders’ meeting*” (www.eliagroup.eu).

**NOTIFICATIONS TO THE COMPANY**

All notifications to the company by virtue of this notice must be submitted to the company’s postal or e-mail address or fax number, as follows:

* Address: Elia System Operator SA

For the attention of Gregory Pattou / Aude Gaudy

Secretary-General

Boulevard de l’Empereur 20

B-1000 Brussels

Belgium

* Fax number: +32 2 546 71 30 – for the attention of Gregory Pattou / Aude Gaudy
* E-mail address: aude.gaudy@elia.be

The Board of Directors