

**“ELIA GROUP”,**

Public limited liability company  
Registered office: 1000 Brussels, Keizerslaan 20,  
Enterprise number 0476.388.378 (Brussels)

**COORDINATED TEXT OF THE ARTICLES OF ASSOCIATION FOLLOWING THE  
EXTRAORDINARY GENERAL MEETING OF 18 MARCH 2021**

**HISTORY**

**(in application of art. 2:8, §1, 4° of the Belgian Code of Companies and Associations)**

**DEED OF INCORPORATION:**

The company has been incorporated under the name "ESO" in accordance with the deed executed before Jean-Luc Indekeu, Notary in Brussels, on the twentieth of December two thousand and one, published in the annexes to the Belgian Official Gazette of the third of January two thousand and two, under number 20020103-1765.

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION:**

The articles of association have been amended:

- by minutes drawn up by Jean-Luc Indekeu, Notary in Brussels, on the twenty-third of May two thousand and two, published in the annexes to the Belgian Official Gazette of the nineteenth of June thereafter, under number 20020619-363.

- by minutes drawn up by Jean-Luc Indekeu, Notary in Brussels, on the thirty-first of May two thousand and two (a.o. change of name from "ESO" to "Elia System Operator"), published in the annexes to the Belgian Official Gazette of the fifth of July thereafter, under number 20020705-89.

- by minutes drawn up by Jean-Luc Indekeu, Notary in Brussels, on the twenty-fifth of March two thousand and four, published in the annexes to the Belgian Official Gazette of the twenty-sixth of April thereafter, under number 20040426-063787.

- by minutes drawn up by Jean-Luc Indekeu, Notary in Brussels, on the thirtieth of May two thousand and five, published in the annexes to the Belgian Official Gazette of the twenty-seventh of July thereafter, under number 20050727-108095.

- by minutes drawn up by Jean-Luc Indekeu, Notary in Brussels, on the twenty-third of June two thousand and five, published in the annexes to the Belgian Official Gazette of the second of August thereafter, under number 20050802-111149.

- by minutes drawn up by Jean-Luc Indekeu, Notary in Brussels, on the fifteenth of July two thousand and five, published in the annexes to the Belgian Official Gazette of the sixteenth of August thereafter, under number 20050816-117855.

- by minutes drawn up by Jean-Luc Indekeu, Notary in Brussels, on the ninth of May two thousand and six, published in the annexes to the Belgian Official Gazette of the thirteenth of June thereafter, under number 20060613-095471.

- by minutes drawn up by Jean-Luc Indekeu, Notary in Brussels, on the eighth of May two thousand and seven, published in the annexes to the Belgian Official Gazette of the seventh of June thereafter, under number 20070607-080518.

- by minutes drawn up by Jean-Luc Indekeu, Notary in Brussels, on the twenty-ninth of June two thousand and seven, published in the annexes to the Belgian Official Gazette of the eighth of August thereafter, under number 20070808-118231.

- by minutes drawn up by Vincent Berquin, Notary in Brussels, on the thirty-first of March two thousand eight, published in the annexes to the Belgian Official Gazette of the twenty-third of April thereafter, under number 60968.

- by minutes drawn up by Peter Van Melkebeke, Notary in Brussels, on the fourteenth of October two thousand and nine, published in the annexes to the Belgian Official Gazette of the sixth of November thereafter, under number 156246.

- by minutes drawn up by Daisy Dekegel, Notary in Brussels, on the twenty-first of December two thousand and nine, published in the annexes to the Belgian Official Gazette of the twelfth of January two thousand and ten, under number 5767.

- by minutes drawn up by door Eric Spruyt, Notary in Brussels, on the nineteenth of February two thousand and ten, published in the annexes to the Belgian Official Gazette of the eighth of March two thousand and ten, under number 10034207.

- by minutes drawn up by David Indekeu, Notary in Brussels, on the eleventh of May two thousand and ten, published in the annexes to the Belgian Official Gazette of the twenty-eighth of May two thousand and ten, under number 100077071.

- by minutes drawn up by David Indekeu, Notary in Brussels, on the twenty-fifth of June two thousand and ten, published in the annexes to the Belgian Official Gazette of the sixteenth of July two thousand and ten, under number 10105839.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the thirteenth of January two thousand and eleven, published in the annexes to the Belgian Official Gazette of the third of February two thousand and eleven, under number 11018457.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twenty-sixth of October two thousand and eleven, published in the annexes to the Belgian Official Gazette of the twenty-eighth of November two thousand and eleven, under number 11178284.
- by minutes drawn up by Jean-Philippe Lagae, Notary in Brussels, replacing his colleague, Mr. David INDEKEU, Notary in Brussels, who was prevented from attending, on the fifteenth of May two thousand and twelve, published in the annexes to the Belgian Official Gazette of the sixth of June two thousand and twelve, under number 12100930.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the nineteenth of December two thousand and twelve, published in the annexes to the Belgian Official Gazette of the fifteenth of January two thousand and thirteen, under number 13009305.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twentieth of March two thousand and thirteen, published in the annexes to the Belgian Official Gazette of the fifteenth of April two thousand and thirteen, under number 13058248.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twenty-first of May two thousand and thirteen, extracts published in the annexes to the Belgian Official Gazette of the twelfth of June two thousand and thirteen, under number 13088403.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twentieth of May two thousand and fourteen, extracts published in the annexes to the Belgian Official Gazette of the thirteenth of June two thousand and fourteen, under number 14115951.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the nineteenth of December two thousand and fourteen, extracts published in the annexes to the Belgian Official Gazette of the nineteenth of January two thousand and fifteen, under number 15004180.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twenty-third of March, extracts published in the annexes to the Belgian Official Gazette of the twenty-first of April in the year two thousand and fifteen, under number 15057489.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twenty-second of December two thousand and sixteen, extracts published in the annexes to the Belgian Official Gazette of the nineteenth of January two thousand and seventeen, under number 17010890.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twenty-third of March in the year two thousand and seventeen, extracts published in the annexes to the Belgian Official Gazette of the eighteenth of April in the year two thousand and seventeen, under number 17054440.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the fifteenth of May two thousand and eighteen, extracts published in the annexes to the Belgian Official Gazette of the first of June two thousand and eighteen, under number 18085454.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twentieth of December two thousand and eighteen, extracts published in the annexes to the Belgian Official Gazette of the seventeenth of January two thousand and nineteen, under number 19008003.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twenty-second of March in the year two thousand and nineteen, extracts published in the annexes to the Belgian Official Gazette of the tenth of April in the year two thousand and nineteen, under number 19049247.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the twenty-first of May two thousand and nineteen, extracts published in the annexes to the Belgian Official Gazette of the third of June two thousand and nineteen, under number 19073552.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the eighteenth of June two thousand and nineteen, extracts published in the annexes to the Belgian Official Gazette of the twelfth of July two thousand and nineteen, under number 19093798.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the eighth of November two thousand and nineteen (alteration of the name "Elia System Operator" to "Elia Group"), extracts published in the annexes to the Belgian Official Gazette of the sixteenth of December two thousand and nineteen, under number 19162479.
- by minutes drawn up by David Indekeu, Notary in Brussels, on the nineteenth of May two thousand and twenty, extracts published in the annexes to the Belgian Official Gazette of the nineteenth of June two thousand and twenty, under number 20064223.

- by minutes drawn up by David Indekeu, Notary in Brussels, on the twenty-second of December two thousand and twenty, extracts published in the annexes to the Belgian Official Gazette of the twenty-fifth of January two thousand and twenty-one, under number 21010772.

- and for the last time by minutes drawn up by David Indekeu, Notary in Brussels, on the eighteenth of March two thousand and twenty-one, not yet published in the annexes to the Belgian Official Gazette.

**TITLE ONE.**

**NAME – REGISTERED OFFICE - PURPOSE.**

**Article one:**

1.1 The company takes the form of a public limited liability company. It is a company whose securities are admitted to trading on a regulated market within the meaning of section 3, 7°, of the Belgian Act of 21 November 2017 on the infrastructures for markets in financial instruments and transposing Directive 2014/65/EU and is therefore subject to the provisions of the Belgian Code of Companies and Associations relating to listed companies.

1.2 It is given the name "**Elia Group**".

**Article two:**

2.1 The registered seat of the company is located in the Brussels-Capital Region.

It may, by decision of the board of directors, be relocated to any other place in the Brussels-Capital Region. The effective seat of the company must be located in a Member State of the European Union. All relocations of the registered office of the company are publicised in the annexes to the Belgian Official Gazette.

2.2 The company may, by decision of the board of directors, establish administrative offices, branches or agencies in any Member State of the European Union or elsewhere.

**Article three:**

3.1 The main object of the company is the management of electricity networks, whether or not through participations in undertakings that own electricity grids and/or are active in this sector, including related services.

3.2 To this effect, the company may particularly take on the following tasks relating to the electricity network or the electricity networks referred to in the foregoing:

1° operation, maintenance and development of secure, reliable and effective networks, including interconnectors from them to other networks in order to guarantee continuity of supplies;

2° improvement, study, renewal and extension of the networks, particularly in the context of a development plan, in order to ensure the long-term capacity of the networks and to meet reasonable demand for the transmission of electricity;

3° management of electrical currents on the networks, having regard to exchanges with other mutually connected networks and, in this context, ensuring coordination of the switching-in of production plants and determining the use of interconnectors on the basis of objective criteria in order to guarantee a durable balance among the electrical currents resulting from the demand for and the supply of electricity;

4° providing secure, reliable and effective electricity networks and, in this connection, ensuring availability and implementation of the necessary support services and particularly emergency services in the event of defects in production units;

- 5° contributing to security of supply via an adequate transmission capacity and network reliability;
- 6° guaranteeing that no discrimination arises among network users or categories of network users, particularly in favour of Affiliated undertakings;
- 7° collecting revenues from congestion management;
- 8° granting and managing third-party access to the networks;
- 9° in the context of the foregoing tasks, endeavouring and taking care that market integration and energy efficiency are promoted according to the legislation applicable to the company.

3.3 The company can, under the conditions stipulated by law, involve one or more subsidiary undertakings under its supervision and control in the performance of certain activities referred to in articles 3.1 and 3.2.

3.4 The company may, provided it complies with any conditions laid down in the applicable legislation, both in Belgium and abroad, carry out any transaction that is such as to promote the achievement of its object together with any public service task that might be imposed upon it by the legislator. The company may not engage in any activity relative to the production or sale of electricity other than production in the Belgian supply area within the limits of its power requirements in relation to support services and sales that are necessary for its coordination activity as network administrator.

3.5 The company may perform all operations generally of any nature, whether industrial, commercial, financial, relating to moveable or immoveable property, that is directly or indirectly related to its object. It may in particular own goods, moveable or immoveable, of which it performs the management or exercise or acquire all rights with respect to these goods such as are necessary to fulfil its mission.

3.6 The company may participate, in any manner, in all other undertakings which are likely to promote the creation of its object; in particular, it may participate, including in the capacity of shareholder, cooperate or enter into any form of cooperation agreement, whether commercially, technically or of any other nature, with any Belgian or foreign person, undertaking or company engaged in similar or related activities, without holding any membership rights, either direct or indirect, in any form whatsoever, in producers, distribution system operators, suppliers and intermediaries, each in respect of electricity and/or natural gas, or in companies Affiliated with the said companies, except in the cases provided for by applicable legislation

3.7 In the context of these articles of association, for the definition of the terms “producer”, “distribution system operator”, “supplier”, “intermediary” and “subsidiary undertaking”, reference is made to section 2 of the Belgian Act of 29 April 1999 on the organisation of the electricity market.

## **TITLE TWO.**

### **SHARE CAPITAL, CONTRIBUTIONS AND SHARES.**

#### **Article four:**

4.1 The capital is set at a sum of one billion seven hundred and fourteen

million two hundred and five thousand eight hundred and nineteen euros sixty-four cents (EUR 1,714,205,819.64). It is represented by sixty-eight million seven hundred and twenty-eight thousand fifty-five (68.728.055) Shares without nominal value, each representing one/ sixty-eight million seven hundred and twenty-eight thousand fifty-fifth ( $1/68.728.055^{\text{th}}$ ) of the capital. The capital is fully paid up.

4.2 The Shares are divided into three (3) classes, namely class A consisting of 1,717,600 Shares, numbered from 2,477 to 2,480, from 11,523,413 to 12,593,892, from 14,218,513 to 14,369,433, from 53,745,876 to 54,051,226 and from 61,024,835 to 61,215,678, class B consisting of 36.288.385 Shares, numbered from 6,035,527 to 11,523,412, from 12,593,893 to 12,776,661, from 14,369,434 to 33,270,584, from 47,640,018 to 48,284,174, from 54,051,227 to 61,024,834, from 61,215,679 to 65,239,375 and from 68,652,939 to 68.728.055, and class C consisting of 30,722,070 Shares, numbered from 1 to 2,476, from 2,481 to 6,035,526, from 12,776,662 to 14,218,512, from 33,270,585 to 47,640,017, from 48,284,175 to 53,745,875 and from 65,239,376 to 68,652,938.

4.3 All Shares have the same rights irrespective of the class to which they belong, unless otherwise provided in these articles of association.

Electricity and/or natural gas companies within the meaning of the Belgian Act of 29 April 1999 on the organisation of the electricity market and the Belgian Act of 12 April 1965 on the transport of gaseous and other products through conduits, respectively, may not, alone or together, directly or indirectly, hold any share in the capital of the company or hold any Shares.

The voting rights attached to the Shares that, contrary to the foregoing paragraph, are held directly or indirectly by electricity and/or natural gas companies within the meaning of the Belgian Act of 29 April 1999 on the organisation of the electricity market and the Belgian Act of 12 April 1965 on the transport of gaseous and other products through conduits, respectively, are suspended.

4.4 A holder of Shares may not directly or indirectly exercise control or directly, or indirectly through a subsidiary undertaking, exercise any right over the company, and at the same time directly or indirectly exercise control over an undertaking performing any of the functions of production or supply of electricity and/or natural gas.

A holder of Shares may not directly or indirectly exercise control or directly, or indirectly through a subsidiary undertaking, exercise any right over an undertaking performing any of the functions of production or supply of electricity and/or natural gas, and at the same time directly or indirectly exercise control over the company.

A holder of Shares that is entitled to appoint members of the board of directors or bodies legally representing the company may not directly or indirectly exercise control or directly, or indirectly through a subsidiary undertaking, exercise any right over an undertaking performing any of the functions of production or supply of electricity and/or natural gas.

4.5 Class A Shares are automatically converted into class C Shares the moment they are transferred to a holder of class C Shares or to a person Affiliated to, or acting in Mutual Consultation with, a holder of class C Shares. Class C Shares are automatically converted into class A Shares the moment they are transferred to a holder of class A Shares or to a person Affiliated to, or acting in Mutual Consultation with, a holder of class A Shares. Class A Shares and class C Shares that are traded on the Euronext stock exchange or on another regulated market in the European Union, are automatically converted into class B Shares the moment they are converted into dematerialized Shares in accordance with article 5 with a view to their being traded on the stock market. For all other transfers of class A Shares or class C Shares, the class of the transferred Shares remains unchanged, except that class A Shares and class C Shares that are transferred pursuant to the exercise of any tag-along right arising out of the Shareholders' Agreement, are automatically converted into class C Shares or class A Shares, respectively. Class B Shares always remain class B Shares irrespective of to whom they pass.

4.6 If, under these articles of association, certain decisions must or can be taken by the holders of Shares of a certain class, such decisions will be taken by a simple majority within that class.

4.7 In the context of these articles of association:

- **"Shares"** means shares issued from time to time by the company;
- **"Mutual Consultation"** has the same meaning as in section 3, §1, 13° of the Belgian Act of 2 May 2007 on the disclosure of significant interests in issuers whose shares are traded on a regulated market and containing diverse provisions;
- **"Shareholders' Agreement"** means the shareholders' agreement that the company, its subsidiary undertaking Elia Asset NV, the Belgian State and the shareholders of the company entered into on 31 May 2002, as amended from time to time;
- **"Affiliated"** has the same meaning as in section 1:20 of the Belgian Code of Companies and Associations and also includes associated persons as defined in section 1:21 of the Belgian Code of Companies and Associations;
- **"any right"** includes (i) the power to exercise voting rights, (ii) the power to appoint members of the supervisory board, the board of directors or bodies legally representing the undertaking or (iii) the holding of a majority share;
- The term **"dominant shareholder"** means any natural or legal person, any group of persons, acting in Mutual Consultation and holding, directly or indirectly, at least ten per cent (10%) of the company's capital or of the voting rights attached to the securities issues by it.

**Article five:**

5.1 The Shares of the Company are registered or dematerialized, as desired by the shareholder.

5.2 The shareholders can at any time request in writing the conversion of registered Shares into dematerialized Shares or vice versa, subject to the provisions of article 5.3.

5.3 Each holder of class B Shares can request the conversion of his Shares into registered Shares. A holder of class A Shares or class C Shares can demand that his registered class A Shares or his registered class C Shares be converted into dematerialized Shares for the purpose of the sale of such class A or class C Shares on the stock market. Nevertheless, such conversion cannot take place before the procedure with respect to the Pre-emption Right, provided for in of article 9.3 and article 9.4 respectively, has been followed and exhausted and the Beneficiaries have not exercised their Pre-emption Right (providing that, in such a case, the price at which the Beneficiaries can exercise their Pre-emption Right is equal to the arithmetical average of the last twenty (20) closing prices on the stock market of the Shares preceding the date of the request for conversion).

Class A Shares and class C Shares that are converted into dematerialized Shares are freely transferable.

5.4 [no subject]

5.5 A dematerialized Share is represented by an entry in an account in the name of the owner or holder held with a recognized account holder or a clearing agency and is transferred by means of a transfer entry from one account to another. The quantity of dematerialized Shares in circulation at any time is entered in the register of registered Shares in the name of the clearing agency.

**Article six:**

6.1 The share capital may be increased or reduced by the general meeting under the conditions laid down by law.

6.2 The new Shares that are subscribed for in cash are first offered to the shareholders in proportion to the part of the capital represented by their Shares.

6.3 The general meeting determines the exercise period of the preferential subscription right. The board of directors has all powers to determine the other conditions in order to exercise this right. The meeting can, however, in the interests of the company, limit or suspend the preferential subscription right under the conditions required by law and based on the reports of the board of directors and the statutory auditor(s).

**Article seven:**

[no subject]

**Article eight:**

8.1 Deposits on Shares not fully paid-up on subscription must be made at the time set by the board of directors in accordance with the requirements of the Belgian Code of Companies and Associations.

8.2 Any shareholder who, having been served with fifteen (15) days' notice by registered letter, fails to deposit funds in respect of his Shares shall automatically be liable to pay interest to the company at the marginal interest



rate of the European Central Bank increased by one percent (1%) as from the date on which the deposit is due. In addition, following a second notice that has gone unheeded for one (1) month, the board of directors can declare the shareholder to be forfeit and procure sale of his Shares through the agency of a stockbroker, without prejudice to the right to claim the outstanding balance as well as any damages and interest that may accrue.

8.3 Any call of a deposit is credited against all the Shares held by the shareholder.

8.4 The board of directors can permit shareholders to pay up their Shares early; in this case, it sets the conditions under which early payments are accepted.

**Article nine:**

9.1 In the context of these articles of association:

“**Candidate Transferee**” means a person who wishes to acquire Shares;

“**transfer**” means a transfer whose purpose or result is a transfer of a right *in rem* over Shares, whether or not for consideration, including, but not limited to, a sale, exchange, contribution, transfer resulting from a merger, division, contribution or transfer of a branch or totality of assets or an equivalent transaction;

“**Notice of Transfer**” means a notification submitted by a shareholder of the company in the case of a *bona fide* offer by a Candidate Transferee for the Offered Shares of that shareholder, stating the following particulars: (i) the number of Offered Shares, (ii) the name and address of the Candidate Transferee of the Offered Shares, (iii) the good faith price that the Candidate Transferee offers per Offered Share (or, if the price is not or is only partly expressed in cash, the equivalent of the price in cash) and (iv) all other terms and conditions of the proposed transfer, to which a certificate is attached signed by the Candidate Transferee, declaring that (a) he is fully aware of the Pre-emption Right, (b) the information contained in the Notice of Transfer is correct and (c) he will hold his offer for the Offered Shares open for acceptance for a period of at least sixty (60) days from the date of the Notice of Transfer.

**9.2 Free transfers**

9.2.1 Each holder of class A Shares or class C Shares may transfer his class A Shares or class C Shares to an Affiliated person in whole or in part at all times without adhering to the procedure set down in article 9.3 or article 9.4, provided that, before the transfer, such person accedes to the Shareholders’ Agreement and accepts all obligations of the transferor under the Shareholders’ Agreement.

9.2.2 Class A Shares and class C Shares may be transferred to a person indicated in the Shareholders’ Agreement in whole or in part at all times without adhering to the procedure set down in article 9.3 or article 9.4, subject to compliance with any conditions that the Shareholders’ Agreement attaches to such a transfer.

9.2.3 Pledges, options and similar rights may be granted over class A Shares or class C Shares without adhering to the procedure set down in article

9.3 and article 9.4, provided the beneficiary of such pledge, option or similar right commits in writing in advance to complying with or to procuring compliance with the Pre-emption Right should such right be performed or exercised.

#### **9.3 Transfer of class A Shares**

If a holder of class A Shares (the “**Transferor**”) wishes to transfer all or part of his Shares (the “**Offered Shares**”), he must give advance notice thereof to the holders of class C Shares (the “**Beneficiaries**”) and to the board of directors of the company by means of a Notice of Transfer and offer to sell them to the Beneficiaries. The Notice of Transfer shall be deemed an offer by the Transferor to the Beneficiaries to acquire the Offered Shares in accordance with the procedure described below on the terms and at the price set down in the Notice of Transfer. This offer cannot be revoked until after the conclusion of the procedure set forth in this article.

Each Beneficiary has sixty (60) days from the date of the Notice of Transfer (the “**Exercise Period**”) to inform the board of directors of the company and the Transferor that he wishes to exercise his right to acquire the Offered Shares himself on the same terms and at the same price as set out in the Notice of Transfer (the “**Pre-emption Right**”). The Pre-emption Right can be exercised by each Beneficiary in respect of a maximum number of Shares equal to the total number of Offered Shares multiplied by a factor equal to the number of class C Shares held by the Beneficiary divided by the total number of class C Shares (the “**Proportional Right**”). If, with respect to the Pre-emption Right, not all Beneficiaries exercise their entire Proportional Right, the other Beneficiaries may exercise the Pre-emption Right over the remainder in such manner as may be agreed by them or, if no agreement can be reached, in proportion to their respective shareholdings. The Pre-emption Right may only be exercised by the Beneficiaries in respect of all, and not part, of the Offered Shares.

If the Pre-emption Right is not exercised within the Exercise Period, the Transferor must transfer the Offered Shares to the Candidate Transferee referred to in the Notice of Transfer within one (1) month following the end of the Exercise Period.

#### **9.4 Transfer of class C Shares**

If a holder of class C Shares (the “**Transferor**”) wishes to transfer all or part of his class C Shares (the “**Offered Shares**”), he must give advance notice thereof to the holders of class A Shares (the “**Beneficiaries**”) and to the board of directors of the company by means of a Notice of Transfer and offer to sell them to the Beneficiaries.

The Notice of Transfer shall be deemed an offer by the Transferor to the Beneficiaries to acquire the Offered Shares in accordance with the procedure described below on the terms and at the price set down in the Notice of Transfer. This offer cannot be revoked until conclusion of the procedure set forth in this article.

Each Beneficiary has sixty (60) days from the date of the Notice of Transfer (the “**Exercise Period**”) to inform the board of directors of the company and the Transferor that he wishes to exercise his right to acquire the Offered Shares on the same terms and at the same price as set out in the Notice of Transfer (the “**Pre-emption Right**”).

The Pre-emption Right can be exercised by each Beneficiary in respect of a maximum number of Shares equal to the total number of Offered Shares multiplied by a factor equal to the number of class A Shares held by the Beneficiary divided by the total number of class A Shares (the “**Proportional Right**”). If, with respect to the Pre-emption Right, not all Beneficiaries exercise their entire Proportional Right, the other Beneficiaries may exercise the Pre-emption Right over the remainder in such manner as may be agreed by them or, if no agreement can be reached, in proportion to their respective shareholdings. The Pre-emption Right may only be exercised by the Beneficiaries in respect of all, and not part, of the Offered Shares.

If the Pre-emption Right is not exercised within the Exercise Period, the Transferor must transfer the Offered Shares to the Candidate Transferee within one (1) month following the end of the Exercise Period.

9.5 No transfer shall be enforceable against the company or its shareholders unless it has been executed in accordance with these articles of association.

**Article ten:**

Any person acquiring voting securities in the company must notify the company, the Financial Services and Markets Authority (FSMA), together with any other regulatory government should the law so prescribe, of the number of securities he owns if the voting rights attaching to the total number of securities he owns attains five per cent (5%) or more of the total number of the existing voting rights attaching to the securities of the company upon the occurrence of the events by virtue of which notification is required. Such notification is also required in the event of the additional acquisition of securities as aforementioned where the number of voting rights attaching to the total number of securities owned attains a multiple of five per cent (5%) (meaning ten per cent (10%), fifteen per cent (15%), twenty per cent (20%), etc.) of the total number of voting rights attaching to the securities in the company upon the occurrence of the events by virtue of which notification is required. Such notification is also required where the total number of voting rights owned drops below one of the aforementioned thresholds further to a transfer of securities. The provisions of the Belgian Act of 2 May 2007 concerning the disclosure of significant interests in issuers whose shares may be traded on a regulated market and containing diverse provisions shall apply.

Together with the notification referred to in the first paragraph, the holder of securities from which the notification emanates confirms in writing to the company that he observes the unbundling requirements contained in article 4.4.

**Article eleven:**

11.1 The heirs, assigns or creditors of a shareholder may not, under any pretext, procure the laying of seals on the books, goods or merchandise or the assets of the company, make a protest against the latter, apply for the division or public sale of the assets of the company or interfere in its management; in the exercise of their rights, they must rely on the annual accounts and the decisions of the general meeting and the board of directors.

11.2 The company may suspend exercise of the rights attaching to securities that are subject to joint ownership, usufruct or pledge until such time as one person has been designated as the holder of these rights vis-à-vis the company.

### **TITLE THREE**

### **ADMINISTRATION, MANAGEMENT, SUPERVISION**

#### **Article twelve:**

12.1 The company is managed by a board of directors that is composed of at least ten (10) and a maximum of fourteen (14) members who are appointed for a maximum of six (6) years. All members are appointed by the general meeting and may be dismissed by it. These directors constitute a collegiate body in which the members strive for consensus in their deliberations. Retiring directors are eligible for re-election.

12.2 The directors are not personally bound by the obligations of the company; in accordance with the Belgian Code of Companies and Associations, however, they are liable for the performance of their duties.

12.3 Subject to the application of article 13.5 and article 13.6, each time one or more directorships fall vacant, the remaining members of the board of directors may make temporary provision, in accordance with these articles of association, to fill the vacancy until the next general meeting, which will make a final appointment.

12.4 Should one or more directorships fall vacant so that the board of directors temporarily counts less than ten (10) members, the board of directors may, pending co-option or appointment of (a) new director(s) in accordance with article 12.3, validly deliberate and adopt decisions with the number of members that the board of directors shall have at that time.

#### **Article thirteen:**

13.1 The board of directors consists exclusively of non-executive directors, namely persons who do not exercise a management function within the company or one of its subsidiary undertakings.

Additionally, the members of the board of directors may not be members of the supervisory board, the board of directors or bodies that by statute represent an undertaking that fulfils any of the following functions: production or supply of electricity. Nor may the members of the board of directors carry on any other function or activity, whether remunerated or not, in favour of an undertaking falling under the preceding sentence.

#### **13.2**

13.2.1 As long as the class A Shares and the class C Shares, alone or together, represent more than 30 per cent of the share capital of the company,

a number of directors (the “A Directors”) shall be elected from a list of candidates proposed by the holders of class A Shares in accordance with article 4.6 and a number of directors (the “C Directors”) shall be elected from a list of candidates proposed by the holders of class C Shares in accordance with article 4.6, all in accordance with article 13.2.2.

13.2.2 The number of directors elected from lists of candidates proposed by each of the holders of class A Shares and the holders of class C Shares are determined in function of the proportion that the totals of each of the class A Shares and class C Shares bear to the total number of class A Shares and class C Shares combined. This number is determined as follows:

- seven (7) directors if the percentage is greater than eighty-seven point five per cent (87.50%);
- six (6) directors if the percentage is greater than seventy-five per cent (75%) but equal to or less than eighty-seven point five per cent (87.50%);
- five (5) directors if the percentage is greater than sixty-two point five per cent (62.50%) but equal to or less than seventy-five per cent (75%);
- four (4) directors if the percentage is greater than fifty per cent (50%) but equal to or less than sixty-two point five per cent (62.50%);
- four (4) directors chosen from a list of candidates proposed by the holders of class C Shares and three (3) directors chosen from a list of candidates proposed by the holders of class A Shares if the percentage is equal to fifty per cent (50%);
- three (3) directors if the percentage is greater than or equal to thirty-seven point five per cent (37.50%) but less than fifty per cent (50%);
- two (2) directors if the percentage is greater than or equal to twenty-five per cent (25%) but less than thirty-seven point five per cent (37.50%);
- one (1) director if the percentage is greater than or equal to twelve point five per cent (12.50%) but less than twenty-five per cent (25%).

In the event that there should no longer exist either any class A Shares or any class C Shares, seven (7) directors will be elected from a list of candidates proposed by the holders of the Shares of the other remaining class (being class A or C, as the case may be), providing always that the Shares of said remaining class represent more than 30 per cent of the share capital of the company.

For the purposes of calculating the ratio that the number of class A Shares or class C Shares, respectively, bears to the total number of class A Shares and class C Shares combined, two decimal places are taken into account, of which the second decimal place will be rounded up if the third decimal place is equal to or greater than five and rounded down if the third decimal place is less than five.

13.3 The other directors are, after advice of the nomination committee, appointed by the general meeting on the recommendation of the board of directors in accordance with the legal, regulatory and/or statutory stipulations

and procedures. At least three (3) of these other directors are independent directors in the meaning of section 7:87 of the Belgian Code of Companies and Associations.

13.4 In addition to their independence, these independent directors are appointed by the general meeting partly for their knowledge of financial management and partly for their relevant knowledge of technical matters.

In the notice calling the general meeting, the proposals for the appointment of independent directors must state that their election in that capacity is proposed.

Their candidacy is notified to the works council prior to a decision being taken by the general meeting.

Where the term “**independent director(s)**” is used in these articles of association, reference is made to the director(s) that are independent within the meaning of section 7:87 of the Belgian Code of Companies and Associations.

13.5 In the event that an independent directorship or a directorship other than a director appointed on the basis of articles 13.2.1 and 13.2.2 should fall vacant, the remaining members of the board of directors, upon advice of the nomination committee, shall make temporary provision to fill the post until the next general meeting, which will make a final appointment. The candidacy of the independent directors is notified to the works council prior to the co-option.

13.6 In the event that a directorship of a director appointed on the basis of articles 13.2.1 and 13.2.2 should fall vacant, the other members of the board of directors may make temporary provision to replace him by appointing a director from a list of candidates put forward by the directors that were appointed on a proposal of the holders of the class of Shares who would, in view of the percentage of the class A Shares or the class C Shares, respectively, at that time, be entitled under article 13.2.2 to put forward a list of candidates for the directorship in question. If there are no (further) directors appointed on a proposal of the holders of the class of Shares that proposed the director whose office has fallen vacant, then the other directors may provide a replacement by appointing a director on a proposal made by the non-independent directors.

13.7. At least one-third (1/3<sup>rd</sup>) of the members of the board of directors shall be of the opposite sex, rounding off the minimum number required to the nearest whole number.

13.8 When renewing the directorships of the members of the board of directors, care is taken to ensure that a linguistic balance is achieved and maintained within the group of directors of Belgian nationality.

**Article fourteen:**

14.1 The board of directors sets up an nomination committee from its midst, composed of at least three (3) and a maximum of five (5) non-executive directors, of whom a majority shall be non-independent directors and at least one third shall be independent directors. Without prejudice to the legal

responsibilities, this committee provides advice and support to the board of directors regarding the appointment of the directors, the CEO and the members of the executive committee.

14.2 The board of directors, in consultation with the nomination committee, draws up internal rules laying down the rules *inter alia* with respect to the functioning of the nomination committee and the manner in which it reports.

**Article fifteen:**

15.1 The board of directors sets up an audit committee from its midst, composed of at least three (3) and a maximum of five (5) non-executive directors, of whom two (2) shall be independent directors. The members of the audit committee shall have a collective expertise in the field of the company's activities. At least one (1) member shall have the requisite expertise in accounting and auditing. Without prejudice to the legal responsibilities of the board of directors and the audit committee, the audit committee has the following responsibilities:

- 1° examining the accounts and exercising control over the budget;
- 2° monitoring the financial reporting process;
- 3° monitoring the effectiveness of the company's internal control and risk management systems;
- 4° monitoring the internal audit and its effectiveness;
- 5° monitoring the statutory audit of the annual accounts, including follow-up on questions raised and recommendations made by the statutory auditors and, as the case may be, by the auditor responsible for monitoring the consolidated accounts;
- 6° reviewing and monitoring the independence of the statutory auditors and, as the case may be, of the auditor responsible for monitoring the consolidated accounts, in particular regarding the provision of additional services to the company;
- 7° formulating a proposal to the board of directors for the (re-)appointment of the statutory auditors, as well as making recommendations to the board of directors regarding the conditions of their appointment;
- 8° as the case may be, investigating the issues giving rise to the resignation of the statutory auditors, and making recommendations regarding all appropriate actions in this respect;
- 9° monitoring the nature and extent of the non-audit services provided by the statutory auditors;
- 10° reviewing the effectiveness of the external audit process.

The audit committee reports regularly to the board of directors on the performance of its tasks, and at least when the board of directors draws up the annual accounts and, as the case may be, the abridged financial statements intended for publication.

15.2 The audit committee has the power to initiate an investigation into

any matter within its remit. For this purpose, it has available the necessary tools, has access to all information, with the exception of confidential commercial data concerning net users, and may engage internal and outside experts for the purposes of obtaining advice. Without prejudice to the provisions of law, it undertakes to keep information thus obtained confidential.

15.3 The board of directors, in consultation with the audit committee, draws up internal rules laying down the rules *inter alia* with respect to the functioning of the audit committee and the manner in which it reports.

**Article sixteen:**

16.1 The board of directors sets up a remuneration committee from its midst, composed exclusively of at least three (3) and a maximum of five (5) non-executive directors, of whom the majority shall be independent directors and at least one third shall be non-independent directors. Without prejudice to the legal responsibilities, this committee is entrusted with drawing up recommendations to the board, in particular in respect of the remuneration policy and the remuneration of the members of the executive committee and the board of directors.

16.2 The board of directors, in consultation with the remuneration committee, draws up internal rules laying down the rules *inter alia* with respect to the functioning of the remuneration committee and the manner in which it reports.

**Article sixteen bis:**

16bis.1 The board of directors may set up a strategic committee from its midst. This strategic committee, whose role is advisory, is charged with making recommendations to the board of directors on strategy.

16bis.2 The board of directors, in consultation with the strategic committee, draws up internal rules laying down the rules *inter alia* with respect to the functioning of the remuneration committee and the manner in which it reports.

**Article seventeen:**

17.1 [no subject]

17.2 The board of directors has the power to perform all acts necessary or useful for achieving the statutory object, with the exception of those acts reserved by law or by the articles of association to the general meeting.

Thus, the board of directors has *inter alia* the following powers:

1° approval/amendment of the general, financial and dividend policy of the company, including the strategic orientations or options for the company as well as the principles and problems of a general nature, in particular with regard to risk management and personnel management;

2° approval, follow-up and amendment of the business plan and budgets of the company;

3° without prejudice to other specific powers of the board of directors, entering into any commitment where the amount exceeds fifteen million euros (EUR 15,000,000), unless the amount as well as its main characteristics are explicitly provided for in the annual budget;



4° decisions on the corporate structure of the company and of the companies in which the company holds a participation, including the issue of securities;

5° decisions on the incorporation of companies and on the acquisition or transfer of shares (regardless of the manner in which these shares are acquired or transferred) in companies in which the company directly or indirectly holds a participating interest, insofar as the financial impact of this incorporation, acquisition or transfer exceeds two million five hundred thousand euros (EUR 2,500,000);

6° decisions on strategic acquisitions or alliances, significant divestments or transfers of core activities or assets of the company;

7° significant changes to accounting or tax policies;

8° significant changes in the activities;

9° decisions concerning the launch of or acquisition of participations in activities outside the management of electricity networks;

10° strategic decisions to manage and/or acquire new electricity networks outside Belgium;

11° In relation to

(i) Elia Transmission Belgium NV and Elia Asset NV: monitoring their general policy as well as the decisions and matters referred to in 4°, 5°, 6°, 8°, 9° and 10° above;

(ii) the key subsidiaries designated by the board of directors (other than Elia Transmission Belgium NV and Elia Asset NV): the approval and monitoring of their general policy as well as the decisions and matters referred to in 1° to 10° above;

(iii) the subsidiaries other than the key subsidiaries: the approval and monitoring of their general policy as well as the decisions and matters referred to in the 4°, 5°, 6°, 8°, 9° and 10° above;

12° exercising general supervision on the executive committee; in that context, the board shall also supervise the way in which the business activity is conducted and developed in order *inter alia* to assess whether the company's business is being conducted in a due and proper way;

13° the powers granted to the board of directors by or by virtue of the Belgian Code of Companies and Associations or these articles of association.

17.3 The board of directors sets up an executive committee.

§1.1. Without prejudice to the application of article 17.2, the delegation of powers by the board of directors to the executive committee includes, within the limits of the rules and principles of general policy and the decisions adopted by the board of directors of the company, all acts and decisions that do not exceed the needs of the daily management of the company, as well as those acts and decisions that do not justify the intervention of the board of directors for reasons of minor importance or urgency, including:

1° the day-to-day management of the company, including all commercial, technical, financial, regulatory and personnel matters related to this day-to-day management of the company, including, *inter alia*, all

commitments (i) when the amount is less than or equal to 15 million euros (EUR 15,000,000) or (ii) when the amount as well as its main characteristics are explicitly provided for in the annual budget;

2° the regular reporting to the board of directors on its operational activities in the company in execution of the powers granted in accordance with this article 17.3, with due observance of the legal restrictions regarding access to commercial and other confidential data relating to net users and the processing thereof and the preparation of the decisions of the board of directors, including in particular:

(a) timely and accurate preparation of the annual accounts and other financial information of the company in accordance with the applicable accounting standards and company policy, and the appropriate communication thereof;

(b) preparation of the adequate publication of key non-financial information about the company;

(c) preparation of the financial information in the half-yearly statements that will be submitted to the audit committee for advice to the board of directors as part of its general task of monitoring the financial reporting process;

(d) implementation of internal controls and risk management based on the framework approved by the board of directors, without prejudice to the follow-up of the implementation within this framework by the board of directors and the investigation conducted by the audit committee for this purpose;

(e) submitting to the board of directors the financial situation of the company;

(f) making available the information necessary for the board of directors to carry out its duties, in particular by preparing proposals on the policy issues set out in article 17.2;

3° the regular reporting to the board of directors on its policy in the key subsidiaries designated by the board of directors and the annual reporting to the board of directors on its policy in the other subsidiaries and on the policy in the companies in which the company directly or indirectly holds a participating interest;

4° all decisions relating to proceedings (both before the Supreme Administrative Court and other administrative courts, as well as before the ordinary courts of law and arbitration tribunals) and in particular for taking decisions in the name and for the account of the company to file, amend or withdraw an appeal and to engage one or more lawyers to represent the company;

5° all other powers delegated by the board of directors.

§ 1.2. The executive committee has all necessary powers, including the power of representation, and sufficient room for manoeuvre to exercise the powers delegated to it in accordance with § 1.1 and to propose and implement

a corporate strategy, on the understanding that these powers shall not affect the supervision and ultimate competitive power of the board of directors.

§ 2. The executive committee reports to the board of directors regarding the exercise of its duties.

In the framework of reporting, the executive committee sends the directors a written report before each meeting of the board of directors and, if necessary or useful, an *ad hoc* report apart from that reporting in the context of the meetings of the board of directors. In addition, the chairman and/or vice-chairman of the executive committee report verbally in the context of meetings of the board of directors.

Moreover, each year, no later than 15 March, a written report is drawn up in preparation for the annual report that the board of directors is required to prepare by virtue of sections 3:5 and 3:6 of the Belgian Code of Companies and Associations. This written report is submitted to the chairman of the board of directors.

At the next meeting of the board of directors, a special ballot is held to vote on the discharge to be accorded to the members of the executive committee. *Vis-à-vis* the company, the liability of the members of the executive committee in connection with their duties prescribes on the expiry of five (5) years counting from such transactions or, if they have been wilfully concealed, counting as from discovery.

17.4 The board of directors appoints the members of the executive committee and, as the case may be, recalls them, including the chairman and the vice-chairman, always in accordance with the internal rules referred to in article 17.10. When renewing the appointments of the executive committee, it must be ensured that a linguistic balance is achieved and maintained within the group of members of the executive committee of Belgian nationality

17.5 The members of the executive committee are elected on the grounds of their suitability, their experience and their independence, rendering them suited to manage the transmission network in terms of the technical, financial, human and strategic aspects.

17.6 The chairman and the vice-chairman of the executive committee sit on the board of directors with consultative votes.

17.7. The members of the executive committee and the staff of the company may not exercise any function or activity, whether remunerated or not, for the benefit of a producer, any of the network owners (with the exception of holding the position of director and/or member of the executive committee in one of its subsidiary undertakings), a distribution system operator, an intermediary, a supplier or an undertaking Affiliated to one of said undertakings or a dominant shareholder as stipulated in article 4.7.

17.8 The board of directors shall, after obtaining the opinion of the remuneration committee, determine the conditions under which the members of the executive committee and the personnel are able, in whatever manner, to participate in the financial results of the aforementioned natural or legal persons or in the products or services sold or provided by the latter. The

restrictions laid down by the board of directors remain in effect for twenty-four (24) months after the members of the executive committee have quit their positions in the framework of the network administrator.

17.9 For the members of the executive committee, the board of directors can deviate from the requirements of section 7:91, first and second paragraph of the Belgian Code of Companies and Associations.

17.10 The board of directors, in consultation with the executive committee, draws up internal rules laying down the rules *inter alia* with respect to the functioning of the executive committee and the manner in which it reports.

**Article eighteen:**

[no subject]

**Article nineteen:**

19.1 The board of directors elects a chairman and one or more vice-chairmen from among the members of the board; they have no casting vote.

19.2 The board shall meet whenever required in the interests of the company and at least once (1) per quarter following a notice of meeting, at the place indicated in the notice of meeting or, in the absence thereof, at the registered office, chaired by the chairman or, if he is prevented from so doing, by the vice-chairman or, in their absence, by a director designated by his colleagues. It must be convened whenever the company's interests so require and whenever at least two directors so request. It deliberates validly in accordance with the rules that it lays down.

19.3 The board can only validly deliberate and decide if at least half (1/2) of its members are present or represented. After a second convocation, it may take decisions irrespective of the number of members present or represented.

19.4 Any director who is indisposed or absent may issue a proxy to one of his colleagues on the board, in writing, by telegram, fax, electronic mail or using any other form of written communication whose authenticity is reasonably verifiable, to represent him at a given meeting of the board and vote in his stead. As regards voting, the principal will in that case be deemed to be present. However, no proxy may thus represent more than two (2) directors. Each director may also issue an advice and vote by letter, telegram, fax, electronic mail or using any other form of written communication whose authenticity is reasonably verifiable, provided, however, that at least half (1/2) of the members of the board are present in person. The meetings of the board of directors can be held via video conference, conference call or using other means of remote communication, provided all the members agree and the organisational principles of the board are adhered to. The decisions of the board of directors can be taken in accordance with section 7:95, second paragraph of the Belgian Code of Companies and Associations by unanimous written agreement of the directors.

19.5 [no subject]

19.6 When a director has an interest specified by the Belgian Code of

Companies and Associations, he must act in accordance with the applicable legal requirements.

If one or more directors are in this situation, and the applicable legislation prohibits them from participating in the deliberations or the ballot in this respect, this resolution may be validly passed by the remaining directors, even if they do not constitute the quorum required by these articles of association for the deliberations and ballots of the board of directors.

19.7 The information needed to gain an understanding of the agenda items for board meetings shall be notified to all directors at least eight (8) calendar days before the meeting except in the case of urgent circumstances that preclude compliance with this timing.

19.8 On request of one-third of the directors, the opinions of outside experts must be obtained at the company's expense. Designation of these experts and the precise matters or questions on which their opinion is requested will be determined by the directors that have made the request.

19.9. If the company's board of directors requires to take a decision that forms an Important Decision in terms of article 19.10 (a "**Point of Contention**"), four (4) directors (including at least one (1) independent director) may ask for the decision by the board of directors on that Point of Contention to be suspended, in which case the board of directors shall meet on the next (1<sup>st</sup>) working day after a period of ten (10) days to deliberate and decide on that Point of Contention.

19.10 **Important Decisions**" in the context of article 19.9 shall encompass the following decisions:

1° approval/amendment of the general, financial and dividend policy of the company, including the strategic orientations or options for the company as well as the principles and problems of a general nature, in particular with regard to risk management and personnel management;

2° approval, follow-up and amendment of the business plan and budgets of the company;

3° entering into any commitment where the amount exceeds fifteen million euros (EUR 15,000,000), unless the amount as well as its main characteristics are explicitly provided for in the annual budget;

4° decisions on the corporate structure of the company and of the companies in which the company holds a participation, including the issue of securities;

5° decisions on the incorporation of companies and on the acquisition or transfer of shares (regardless of the manner in which these shares are acquired or transferred) in companies in which the company directly or indirectly holds a participating interest, insofar as the financial impact of this incorporation, acquisition or transfer exceeds two million five hundred thousand euros (EUR 2,500,000);

6° decisions on strategic acquisitions or alliances, significant divestments or transfers of core activities or assets of the company;

7° significant changes to accounting or tax policies;

- 8° significant changes in the activities;
- 9° decisions concerning the launch of or acquisition of participations in activities outside the management of electricity networks;
- 10° strategic decisions to manage and/or acquire new electricity networks outside Belgium;
- 11° In relation to
  - (i) Elia Transmission Belgium NV and Elia Asset NV: monitoring their general policy as well as the decisions and matters referred to in 4°, 5°, 6°, 8°, 9° and 10° above;
  - (ii) the key subsidiaries designated by the board of directors (other than Elia Transmission Belgium NV and Elia Asset NV): the approval and monitoring of their general policy as well as the decisions and matters referred to in 1° to 10° above;
  - (iii) the subsidiaries other than the key subsidiaries: the approval and monitoring of their general policy as well as the decisions and matters referred to in the 4°, 5°, 6°, 8°, 9° and 10° above.

19.11 The board of directors takes appropriate measures to:

- 1° ensure a balanced decision-making process that promotes endeavours to reach a consensus;
- 2° guarantee that sufficient information is available to all directors at the right time;
- 3° be able to engage the advisory services of outside experts at the company's expense at the request of one-third or more of the directors.

**Article twenty:**

The deliberations of the board of directors are set down in minutes and signed by a majority of the members that took part in the deliberations and in the ballot; proxies also sign for the directors they represent who were indisposed or absent. These minutes are filed in a special register. The proxies given by letter, telegram, fax, electronic mail or by any other means of written communication whose authenticity is reasonably identifiable are appended thereto.

Extracts or copies for producing in court or elsewhere are signed by the chairman or by two members of the board.

**Article twenty-one:**

[no subject]

**Article twenty-two:**

The company is represented vis-à-vis third parties and in legal proceedings, included herein as plaintiff or as defendant, by:

1° two (2) directors acting jointly, for all matters falling within the competence of the board of directors as stipulated in article 17.2 of these articles of association;

2° two (2) members of the executive committee acting jointly, for all matters falling within the competence of the executive committee as stipulated in article 17.3 of these articles of association (including, for any proceeding before the Supreme Administrative Court, before any other administrative

court and before the ordinary courts, and in particular for taking decisions in the name and for the account of the company to file, amend or withdraw appeals and to engage one or more lawyers to represent the company, including before the Supreme Administrative Court);

3° any other person acting within the limits of the special power conferred on him either by the board of directors within the competences defined in article 17.2 of these articles of association, or by the executive committee within the competences defined in article 17.3 of these articles of association.

**Article twenty-three:**

23.1. Audit of the company's financial statements is entrusted by the general meeting to at least two (2) statutory auditors, who may be natural or legal persons. The general meeting appoints them from among the members of the Institute of Company Auditors for a period of three (3) years and may recall or re-appoint them at any time.

23.2 If there should cease to be a statutory auditor due to a death or for any other reason, or if the statutory auditors are in a position that makes it impossible for them to carry out their duties, the board of directors must immediately call a general meeting to fill that vacancy.

23.3 The statutory auditors of the company are appointed and recalled by the general meeting of shareholders.

23.4. The functions of a statutory auditor that is retiring and is not re-elected end immediately after the relevant ordinary general meeting.

23.5 The engagement and powers of the statutory auditors are such as are imposed on them by law.

23.6 The general meeting decides on the fees of the statutory auditors in accordance with the work done by them regarding audit of the financial situation, the annual accounts and compliance with the Belgian Code of Companies and Associations and the articles of association, on the transactions to be recorded in the annual accounts. The board of directors may accord fees to the statutory auditors for special assignments; the board of directors shall inform the next ordinary general meeting thereof in its annual report.

**TITLE FOUR**

**GENERAL MEETING OF SHAREHOLDERS**

**Article twenty-four:**

24.1 The general meeting, which is duly composed, represents the totality of the shareholders. It has the powers laid down by law and in these articles of association. The decisions taken by the meeting are binding on all, even on absent shareholders or those who voted against.

The members of the executive committee are invited to the general meetings of the company, in accordance with the requirements of the Belgian Code of Companies and Associations with regard to the calling of directors.

The directors and the statutory auditors reply to the questions posed by the shareholders, all in accordance with section 7:139 of the Belgian Code of Companies and Associations; the same applies, without prejudice to their

obligation of confidentiality, to the chairman of the executive committee and/or the vice-chairman of the executive committee for questions relating to matters delegated to the executive committee in accordance with article 17.3 of these articles of association. The company must receive the written questions at the latest on the sixth (6<sup>th</sup>) day prior to the general meeting.

24.2 The ordinary general meeting meets annually on the third Tuesday in May at ten o'clock (10.00 a.m.) at the registered office or any other place located in Belgium mentioned in the notices of meetings (or on the next (1<sup>st</sup>) working day if that day is a public holiday). Notices of meetings set forth the agenda and all other information required according to the Belgian Code of Companies and Associations. Extraordinary general meetings may be convened whenever the interests of the company so require; they must be convened when shareholders holding one-tenth (1/10<sup>th</sup>) of the share capital so request.

24.3 Each shareholder may be represented at the general meeting by a proxy, shareholder or not, in accordance with sections 7:142 and 7:143 of the Belgian Code of Companies and Associations.

The appointment of a proxy shall be made in writing or by means of an electronic form and must be signed by the shareholder, if applicable with an electronic signature which complies with the relevant legal provisions. The notification of the proxy to the company must be in writing. This notification may also be made electronically, in accordance with the instructions set out in the notice of meeting.

The company must receive the proxy no later than the sixth (6<sup>th</sup>) day prior to the general meeting. An attendance list stating the name and the domicile or registered office of the shareholders and, if applicable, of their proxy holder, as well as the number of Shares of the shareholders, shall be signed by the shareholders or by their proxy holder before they start the meeting.

24.4 In those cases where the notice of meeting expressly so provides, the shareholders shall have the right to participate in a general meeting remotely by means of an electronic means of communication made available by the company.

This electronic means of communication should enable shareholders to directly, simultaneously and continuously take note of the deliberations at the meeting and to exercise voting rights on all matters on which the meeting is asked to take a decision. If the notice of meeting expressly so provides, this electronic means of communication shall also enable the shareholder to participate in the deliberations and to exercise his right to ask questions.

If the right to remotely participate in a general meeting is granted, either the notice of meeting or a document consultable by the shareholder to which the notice of meeting refers (e.g. the company's website) shall also determine the manner(s) in which the company will verify and guarantee the capacity of shareholder and the identity of the person who wishes to participate in the meeting, as well as the manner(s) in which it will determine that a shareholder participates in the general meeting and will be considered



present. In order to guarantee the security of the electronic means of communication, the notice of meeting (or the document to which the convocation notice refers) may also stipulate additional requirements.

**Article twenty-five:**

25.1 Each general meeting shall be chaired by the chairman of the board of directors or, in his absence, by a vice-chairman or, in his absence, by a director appointed by his colleagues. The chairman shall appoint the secretary who may or may not be a shareholder.

25.2 The meeting may appoint two (2) scrutineers from among the shareholders or their representatives. The directors who are present complete the panel.

**Article twenty-six:**

26.1 No meeting may deliberate on items that do not figure on the agenda.

One or more shareholder(s) holding alone or together three per cent (3%) of the capital of the company, may, in accordance with section 7:130 of the Belgian Code of Companies and Associations, have one or more items to be discussed placed on the agenda of the general meeting and submit proposals for resolutions with regard to items to be discussed included or to be included on the agenda. The company shall publish the completed agenda no later than on the fifteenth (15<sup>th</sup>) day prior to the general meeting. At the same time, the company shall make available to its shareholders, on its website, the forms that can be used for voting by proxy and, if applicable, for voting by letter, completed with the additional issues to be discussed and the accompanying proposed resolutions that would be placed on the agenda, and/or merely with the proposed resolutions that would have been formulated.

Proxies notified to the company prior to the publication of the completed agenda shall remain valid for the items on the agenda to which they apply. The proxy holder may deviate from any instructions given by the principal for the items to be discussed on the agenda for which new proposed resolutions have been formulated if the execution of such instructions could harm the principal's interests. Where appropriate, the proxy must inform the principal.

26.2 During each meeting, the board of directors is entitled to adjourn the meeting by five (5) weeks. Such adjournment renders any decision that has been taken void. The second (2<sup>nd</sup>) meeting has the right to lay down definitive resolutions. The shareholders shall again be convened on such date as the board shall stipulate, whereby the formalities gone through for taking part at the first (1<sup>st</sup>) session shall continue to be valid for the second (2<sup>nd</sup>).

**Article twenty-seven:**

The right to participate in the general meeting and, as the case may be, to vote is only granted to the shareholders with respect to the Shares of which they are holder at twenty-four (24) hours (Belgian time) on the registration date, which will be determined on the fourteenth (14<sup>th</sup>) day prior to the general meeting, either by their registration in the register of registered Shares of the

company or by their registration in the accounts of a recognized account holder or a clearing agency, irrespective of the number of Shares of which they are holder on the day of the general meeting.

The holders of dematerialized Shares who wish to participate in the meeting must deposit a certificate issued by their financial intermediary, recognized account holder or clearing agency showing how many dematerialized Shares are registered in their accounts in the name of the shareholder on the registration date and for which the shareholder has indicated that he wishes to participate in the general meeting. This deposit must be made at the latest on the sixth (6<sup>th</sup>) day prior to the general meeting at the registered office or at the institution(s) mentioned in the notice of meeting.

The holders of registered Shares who wish to participate in the meeting must notify the company of their intention to participate in the meeting by ordinary letter, fax or e-mail no later than on the sixth (6<sup>th</sup>) day prior to the general meeting.

In a register designated by the board of directors, for each shareholder who has expressed his wish to participate in the general meeting, his name and address or registered office shall be recorded, the number of Shares he held on the registration date and with which he has indicated his wish to participate in the general meeting, as well as the description of the documents showing that he held the Shares on that registration date.

The notice convening the general meeting shall mention the registration date and the manner in which the shareholders may register and the latest date by which the holders of Shares must have completed the formalities to register in order to be able to participate in and vote at the meeting.

**Article twenty-eight:**

28.1 Each capital share gives the right to one vote at general meetings, except in the case of suspension imposed by or pursuant to the law or the articles of association.

28.2

28.2.1 As long as the class A Shares represent more than twenty-five per cent (25%) of the total number of Shares, no decision can be adopted by the general meeting, without prejudice to the majority provided for in these articles of association and the Belgian Code of Companies and Associations, unless such decision is approved by a majority of the class A Shares that are present or represented. If, in the case of an increase in the capital of the company, the class A Shares are diluted and no longer represent more than twenty-five per cent (25%) of the total number of Shares, the class A Shares will retain the aforementioned right as long as the class A Shares represent more than fifteen per cent (15%) of the total number of Shares.

28.2.2 As long as the class C Shares represent more than twenty-five per cent (25%) of the total number of Shares, no decision can be adopted by the general meeting, without prejudice to the majority provided for in these articles of association and the Belgian Code of Companies and Associations, unless such decision is approved by a majority of the class C Shares that are present or

represented. If, in the case of an increase in the capital of the company, the class C Shares are diluted and no longer represent more than twenty-five per cent (25%) of the total number of Shares, the class C Shares will retain the aforementioned right as long as the class C Shares represent more than fifteen per cent (15%) of the total number of Shares.

28.3 Provided that this authorisation is explicitly mentioned in the notice of meeting, shareholders may vote by letter in accordance with section 7:146 of the Belgian Code of Companies and Associations, using a form made available by the company, which must contain at least the following information: (i) name and domicile of the natural person/shareholder, (ii) name, legal form and registered office of the legal person/shareholder, stating the identity of the representative(s), (iii) the number of Shares with which the shareholder is participating in the vote, (iv) the form of the Shares held, (v) the items on the agenda of the meeting with, for each item on the agenda, the proposed resolution and the indication whether the shareholder votes "in favour" or "against" the proposed resolution or abstains from voting, (vi) the period within which the company must receive the form and (vii) the signature of the shareholder.

A shareholder who wishes to vote by letter must comply with the formalities set out in article 27 in due time and must ensure that the voting form reaches the place mentioned in the notice of meeting no later than on the sixth (6<sup>th</sup>) day prior to the general meeting.

28.4 When voting on an appointment and if no candidate obtains an absolute majority of the votes, a second ballot will be organised among the candidates who have obtained the most votes.

In the case of a tie in the second ballot, the oldest of the candidates is elected.

28.5 Ballots are conducted by a show of hands or by roll call unless the general meeting of shareholders decides otherwise by a simple majority of votes.

**Article twenty-nine:**

29.1 The articles of association may be amended by an extraordinary general meeting convened for that purpose. The object of the proposed amendments must be stated on the agenda.

This meeting may only validly deliberate and vote under the special requirements of quorum and majority provided for in the Belgian Code of Companies and Associations.

29.2 Any decision aiming to amend the statutory object must be taken by an extraordinary general meeting convened for that purpose. An amendment shall only be granted if it obtains four fifths (4/5) of the votes.

**Article thirty:**

30.1 The deliberations of the general meeting are recorded in minutes signed by the chairman of the meeting, the secretary, the scrutineers and by the shareholders who request it. These minutes are collected in a special register and, with the exception of the attendance list, shall be made public by

the company via its website within fifteen (15) days after the general meeting. Where applicable, a copy is handed over to the competent federal and/or regional regulatory authority(ies) for the electricity market within fifteen (15) days.

30.2 Copies or extracts of the minutes of the general meetings intended for third parties shall be signed by the chairman and the secretary or, in their absence, by two (2) directors.

#### **TITLE FIVE**

#### **ANNUAL ACCOUNTS, PROFIT ALLOCATIONS, RESERVES**

##### **Article thirty-one:**

The financial year starts on 1 January and ends on 31 December. On 31 December of each year, the directors draw up an inventory and close off the annual accounts in accordance with to the law. In addition, they draw up a report on their management. The board of directors submits these documents to the statutory auditors, who must draw up a detailed report as provided in the Belgian Code of Companies and Associations and, as the case may be, must report to the competent regulatory authorities, at least forty-five (45) days prior to the date scheduled for the general meeting.

##### **Article thirty-two:**

32.1 After taking note of the annual report of the board of directors and the report of the statutory auditors, the general meeting deliberates on the annual accounts.

After approval, it shall take a special vote on the discharge to be granted to the directors and to the statutory auditors.

32.2 The annual accounts, the annual report, the report of the statutory auditors, as well as the other documents that are provided for by the law, are subject to the rules on legal publicity. As the case may be, copies of these documents must be delivered to the federal and/or regional regulatory authority(ies) for the electricity market within fifteen (15) days after the general meeting.

##### **Article thirty-three:**

33.1 At least one twentieth (1/20<sup>th</sup>) of the net profits is set aside each year to constitute a legal reserve; this deduction shall no longer be required once the legal reserve reaches one tenth (1/10<sup>th</sup>) of the share capital. Otherwise, unless the board of directors proposes a higher percentage, eighty-five percent (85%) of the distributable profits of the last financial year shall be distributed annually as dividend, unless the general meeting decides not to do so, subject to the approval of the holders of class A Shares and the holders of class C Shares.

33.2 Subject to compliance with the relevant legal provisions, the board of directors may pay an interim dividend on the result of the current financial year, if applicable, reduced by the loss carried forward or increased by the profit carried forward.

#### **TITLE SIX**

#### **DISSOLUTION, LIQUIDATION**

**Article thirty-four:**

If the company is dissolved, howsoever and whenever arising, the general meeting shall appoint one or more liquidators; it shall determine their powers and fees and the manner of liquidation, in accordance with the Belgian Code of Companies and Associations.

**Article thirty-five:**

After settling all liabilities, charges and liquidation expenses, the net assets are also divided up amongst all the Shares, after deduction of any deposits that might still be due on those Shares.

**TITLE SEVEN**

**CHOICE OF VENUE FOR SERVICE**

**Article thirty-six:**

Each shareholder, bondholder, director, statutory auditor, member of the executive committee, liquidator, who is not domiciled in Belgium and who has not elected and disclosed his domicile there, hereby makes for the execution of these articles of association a choice of domicile at the registered office of the company; all communications, demands, summonses or notifications to him can be validly made there.

**TEMPORARY MEASURE BY WHICH THE GENERAL MEETING CONFERS POWERS**

**Article thirty-seven:**

The board of directors may decide on the company's acquisition of its own Shares without a resolution of the general meeting being required therefor, where such acquisition is necessary to prevent a serious imminent loss for the company. This power is given for a period of three (3) years counting from the publication of the resolution of the extraordinary general meeting held on 21 May 2013.

**TRANSITIONAL PROVISION WITHIN THE FRAMEWORK OF THE ABOLITION OF BEARER SECURITIES: AUTOMATIC CONVERSION OF CERTAIN SHARES INTO DEMATERIALIZED SHARES**

**Article thirty-eight:**

38.1 As from 1 January 2008, all Shares in the company that are bearer Shares and are held in a securities account will be automatically converted into dematerialized Shares. In accordance with the Belgian Act of 14 December 2005 on the abolition of bearer securities, such dematerialized Shares will be entered in the register of shareholders in the name of C.I.K. NV (Euroclear Belgium).

38.2 All references to dematerialized Shares in the articles of association come into force on 1 January 2008.