BY **SATURDAY, 21 OCTOBER 2017**, PLEASE:

* FAX A COPY OF THE PROXY TO THE COMPANY (+32 2 546 71 30 – for the attention of Mr. Gregory Pattou/Mrs. Aude Gaudy) AND SUBSEQUENTLY DEPOSIT THE ORIGINAL AT THE SPECIAL GENERAL MEETING OF SHAREHOLDERS; OR
* SEND THE ORIGINAL SIGNED PROXY TO THE COMPANY BY REGISTERED LETTER, WHICH MUST REACH THE COMPANY BY SATURDAY, 21 OCTOBER 2017 (Elia System Operator SA, for the attention of Mr. Gregory Pattou/Mrs. Aude Gaudy, Secretariat General, Boulevard de l’Empereur 20, B-1000 Brussels, Belgium); OR
* SEND A SCANNED COPY OF THE PROXY TO THE COMPANY BY E-MAIL (aude.gaudy@elia.be) AND SUBSEQUENTLY DEPOSIT THE ORIGINAL AT THE SPECIAL GENERAL MEETING OF SHAREHOLDERS.

FOR THE SAKE OF GOOD ORDER, PLEASE NOTE THAT THE FORMALITIES SET FORTH IN THE NOTICE OF CONVOCATION FOR THE PURPOSES OF PARTICIPATING AND VOTING AT THE SPECIAL GENERAL MEETING OF SHAREHOLDERS MUST ALSO BE COMPLIED WITH.

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| **Elia System Operator SA/NV** |

# For the attention of Mr. Gregory Pattou/Mrs. Aude Gaudy

# Secretariat General

Boulevard de l’Empereur 20

B-1000 Brussels, Belgium

Proxy for the Special General Meeting of Shareholders

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| The undersigned:**[[1]](#footnote-1)** | ……………………………………………………………………………………………………….……………………………………………………………………………………………………….………………………………………………………………………………………………………, |
| owner of  |
| ………………………. registered shares,………………………. dematerialized shares**[[2]](#footnote-2)** |
| in the public limited liability company Elia System Operator SA/NV (the “company”), |
| hereby appoints as his/her/its special proxyholder: ………………………………………………………………………………………………………………………………………….to represent the undersigned at and to vote on his/her/its behalf at the Special General Meeting of Shareholders of: |
| **Elia System Operator SA/NV** |
| to be held on Friday, 27 October 2017, |
| at 9.20 AM, |
| at the registered office of the company, Boulevard de l’Empereur 20, B-1000 Brussels, Belgium |
| (hereafter the "Special General Meeting of Shareholders"), |

of which the agenda, including the proposed resolutions[[3]](#footnote-3), is as follows:

1. Appointment of an independent director and the determination 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.

**□ for □ against □ abstention**

1. Miscellaneous

Attendance formalities

The undersigned (principal) hereby declares that he/she/it has in due time complied with all the formalities set forth in the notice of convocation for the purposes of participating and voting at the Special General Meeting of Shareholders. Proof hereof must be delivered to the company by Saturday, 21 October 2017.

Powers of the special proxyholder

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

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

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

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

One or more shareholders holding alone or together three per cent (3%) of the share capital of the company can exercise his/her/its/their right in accordance with section 533ter of the Belgian Companies Code to add to the agenda of the Special General Meeting of Shareholders one or more items to be dealt with and to file proposed resolutions relating to items already on or to be added to the agenda.

In any such case, the company will no later than Thursday, 12 October 2017, make available to its shareholders on its website under “Investor Relations” – “Shareholders’ meeting” ([www.eliagroup.eu](http://www.eliagroup.eu)) the relevant forms that can be used to vote by proxy, to which are added the additional items to be dealt with and the attendant proposed resolutions that might be placed on the agenda and/or just the proposed resolutions that might be formulated.

In that case, the following rules will apply:

1. If the present proxy has been validly notified to the company before publication of the revised agenda of the Special General Meeting of Shareholders (i.e. on Thursday, 12 October 2017 at the latest), it will remain valid with regard to the items mentioned on the agenda for which it was given;
2. If the company has published a revised agenda including one or more new proposed resolutions for items which were initially mentioned on the agenda, the special proxyholder may deviate from any instructions given by the principal if execution of such instructions might compromise the principal’s interests. In that case, the special proxyholder must inform the principal thereof.
3. If the company has published a revised agenda including one or more new items to be dealt with, the proxy must indicate whether or not the special proxyholder is authorised to vote on these new items or whether he/she should abstain. In view of the foregoing, and as applicable, the special proxyholder must:[[4]](#footnote-4)

**□** abstain on the new items and the attendant proposed resolutions that might be placed on the agenda of the Special General Meeting of Shareholders;

□ vote on the new items and the attendant proposed resolutions that might be placed on the agenda of the Special General Meeting of Shareholders, as he/she considers appropriate, taking into account the principal’s interests.

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

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

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| Done at: |   |
| On: |   |

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 (signature(s))

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

1. **TO BE COMPLETED:**

- for natural persons: name, first name and full address;

- for legal persons: name, legal form and registered office, as well as name and position of the natural person(s) who validly sign(s) the proxy on behalf of the legal person. [↑](#footnote-ref-1)
2. **DELETE WHERE NOT APPLICABLE** [↑](#footnote-ref-2)
3. **MARK WHERE APPROPRIATE IN THE EVENT THAT VOTING INSTRUCTIONS ARE GIVEN**  [↑](#footnote-ref-3)
4. **MARK WHERE APPROPRIATE** [↑](#footnote-ref-4)