



## ELIA SYSTEM OPERATOR

**Rights Offering of maximum 12,071,043 New Shares with VVPR Strips  
of Elia System Operator SA/NV (the "Company")  
EUR 24.80 per New Share in the ratio of 1 New Share for 4 Preferential Rights**

This prospectus (the "Prospectus") relates to the public offering to Existing Shareholders and holders of an extra-legal preferential right ("Preferential Right") (the "Rights Offering") to subscribe for newly issued ordinary shares with VVPR strips (the "VVPR Strips") in the Company (the "New Shares") and the Scrips Private Placement (together the "Offering"). The Issue Price for the New Shares with VVPR Strips is EUR 24.80.

Each investor holding shares of the Company will be granted one Preferential Right per Existing Share held in possession at closing of Euronext Brussels on 3 June 2010. The Preferential Rights will be represented by coupon nr. 6, which will be separated from the underlying share on 3 June 2010 after closing of the market. The Preferential Rights are expected to trade on Euronext Brussels from 4 June 2010 up to and including 18 June 2010 and will be listed on Euronext Brussels under the ISIN code BE0970113164 and trading symbol ELI6. The holders of Preferential Rights are entitled to subscribe to the New Shares in the ratio of 1 New Share for 4 Preferential Rights (the "Ratio"). The subscription period for the New Shares shall be from 4 June 2010 up to and including 18 June 2010, at 4 P.M. CET (the "Rights Subscription Period"). Once exercised, the holders of Preferential Rights cannot revoke the exercise of their Preferential Rights, except as set out in section 5.2.5.1. Holders of Preferential Rights who have not exercised their Preferential Rights during the Rights Subscription Period will no longer be able to exercise their Preferential Rights.

Preferential Rights that are not exercised during the Rights Subscription Period will be converted into an equal number of scrips (the "Scrips"). The Scrips will be offered for sale in a private placement to institutional investors that is expected to start on 22 June 2010 and to end on the same date (the "Scrips Private Placement"). The net proceeds of the sale of the Scrips (if any) will be divided proportionally between all holders of Preferential Rights who have not exercised them, unless the net proceeds of the sale of the Scrips divided by the total number of unexercised Preferential Rights is less than EUR 0,05. Purchasers of Scrips in the Scrips Private Placement shall irrevocably undertake to subscribe to the corresponding number of New Shares at the Issue Price and in accordance with the Ratio.

The statutory preferential subscription right of the Existing Shareholders has been cancelled with respect to the Offering, but the Preferential Rights, each representing an extra-legal preferential subscription right, are being granted as described above. The result of the subscription with Preferential Rights will be announced through a press release before market opening on or about 22 June 2010. The results of the Offering, detailing the subscription with Preferential Rights and with Scrips, the results of the sale of Scrips and the amount due to holders of unexercised Preferential Rights (if any) will be published on or about 23 June 2010 via an official advertisement in the Belgian Financial Press.

The Company has applied to have the New Shares admitted to trading on Euronext Brussels under the trading symbol "ELI". The Company has applied to have the VVPR Strips admitted to trading on Euronext Brussels under the trading symbol "ELIS".

***For a description of the factors that should be considered before subscribing for the New Shares or trading in the Preferential Rights reference is made to the "Risk factors" beginning on page 1.***

Neither the New Shares, the Preferential Rights, nor the Scrips have been and they will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons (as that term is defined in Regulation S under the Securities Act ("Regulation S")) unless the New Shares, the Preferential Rights or the Scrips are registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available. The New Shares, the Preferential Rights and the Scrips are only being offered and sold in offshore transactions outside the United States in accordance with Regulation S.

The New Shares, the Preferential Rights, the Scrips and the VVPR Strips have not and will not be registered under the securities laws of any jurisdiction other than Belgium. The distribution of this document and the offering and delivery of shares in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required to inform themselves about and observe any such restrictions. For a description of these and further restrictions, see section 2.2 and section 5.3.

Delivery of the New Shares and the VVPR Strips is expected to take place through the book-entry facilities of Euroclear Belgium against payment therefore in immediately available funds on or about 25 June 2010.

*Joint Global Coordinators and Bookrunners*

