

**PROXY**  
**Annual General Meeting**  
**of April 15, 2020 (10.00 a.m.)**

A copy of this form must be received at the latest on **April 9, 2020** by :

Proximus SA/NV of public law  
 Mr. Dirk Lybaert, Secretary General  
 Bd du Roi Albert II, 27 (26U)  
 B - 1030 Brussels (Belgium)

The signed original proxy form must be given to the proxy holder. He/she will be required to present it to the company representatives on the day of the meeting to be admitted to the meeting.

The undersigned (name and first name/Name of the company): .....

.....

Domicile/Registered office: .....

.....

Owner of	<div style="border: 1px solid black; width: 100%; height: 50px; margin: 0 auto;"></div>	Dematerialized shares (1) Registered shares (1)	of Proximus SA/NV
	Quantity	(1) cross out what is not applicable	

Hereby appoints as proxyholder:

Name and first name: .....

.....

Residing at: .....

.....

In order to represent him/her as shareholder at the annual general meeting of above mentioned company which will be held in the Proximus Lounge, rue Stroobants 51, 1140 Brussels, Belgium, on Wednesday April 15, 2020 at 10.00 a.m. with the following agenda:

1. Examination of the annual reports of the Board of Directors of Proximus SA under public law with regard to the annual accounts and the consolidated annual accounts at 31 December 2019.
2. Examination of the reports of the Board of Auditors of Proximus SA under public law with regard to the annual accounts and of the Independent Auditor with regard to the consolidated annual accounts at 31 December 2019.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2019.

5. Approval of the annual accounts of Proximus SA under public law at 31 December 2019.  
Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2019, including the following allocation of the results:

Profit of the financial year to be appropriated	+	378,882,109 EUR
Accumulated profits	+	317,655,909 EUR
Profit to be appropriated	=	696,538,018 EUR
Net transfers to reserves	-	21,347,770 EUR
Profit to be distributed (dividends)	-	486,324,662 EUR
Other beneficiaries (personnel)	-	21,577,480 EUR
Profit to be carried forward	=	167,288,106 EUR

For 2019, the gross dividend amounts to EUR 1.50 per share, entitling shareholders to a dividend net of withholding tax of EUR 1.05 per share, of which an interim dividend of EUR 0.5 per share (EUR 0.35 per share net of withholding tax) was already paid out on 6 December 2019; this means that a gross dividend of EUR 1.00 per share (EUR 0.70 per share net of withholding tax) will be paid on 24 April 2020. The ex-dividend date is fixed on 22 April 2020, the record date is 23 April 2020.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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6. Approval of the remuneration report.  
Motion for a resolution: approval of the remuneration report.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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7. Granting of a discharge to the members of the Board of Directors.  
Motion for a resolution: granting of a discharge to the members of the Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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8. Granting of a special discharge to the members of the Board of Directors whose mandate ended respectively on 17 April 2019, 31 May 2019 and 16 October 2019.  
Motion for a resolution: granting of a special discharge to Mr. Guido J.M. Demuyne for the exercise of his mandate until 17 April 2019, to Mrs. Tanuja Randery for the exercise of her mandate until 31 May 2019 and to Mr. Laurent Levaux for the exercise of his mandate until 16 October 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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9. Granting of a special discharge to Mrs. Dominique Leroy as member of the Board of Directors for the exercise of her mandate until 20 September 2019.  
Motion for a resolution: granting of a special discharge to Mrs. Dominique Leroy as member of the Board of Directors for the exercise of her mandate until 20 September 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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10. Granting of a discharge to the members of the Board of Auditors.  
Motion for a resolution: granting of a discharge to the members of the Board of Auditors for the exercise of their mandate during the financial year closed on 31 December 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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11. Granting of a special discharge to Mr. Michel Denayer, representative of Deloitte Statutory Auditors SCRL for the exercise of his mandate as chairman and member of the Board of Auditors until 17 April 2019.

Motion for a resolution: granting of a special discharge to Mr. Michel Denayer, representative of Deloitte Statutory Auditors SCRL, for the exercise of his mandate as chairman and member of the Board of Auditors until 17 April 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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12. Granting of a discharge to the Independent Auditors for the consolidated accounts of the Proximus Group.

Motion for a resolution: granting of a discharge to the Independent Auditors Deloitte Statutory Auditors SCRL, represented by Mr. Geert Verstraeten and CDP Petit & Co SPRL, represented by Mr. Damien Petit, for the exercise of their mandate during the financial year closed on 31 December 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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13. Granting of a special discharge to Mr. Michel Denayer and Mr. Nico Houthaève, representatives of Deloitte Statutory Auditors SCRL, as auditor of the consolidated accounts of the Proximus Group, for the exercise of their mandate until 17 April 2019.

Motion for a resolution: granting of a special discharge to Mr. Michel Denayer and Mr. Nico Houthaève, representatives of Deloitte Statutory Auditors SCRL, as auditor of the consolidated accounts of the Proximus Group, for the exercise of their mandate until 17 April 2019.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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14. Appointment of a new Board Member in accordance with the right of nomination of the Belgian State.

Motion for a resolution: in accordance with the nomination for appointment by the Board of Directors and after recommendation of the Nomination and Remuneration Committee, on behalf of the Belgian State, in accordance with article 18, §3 of Proximus' bylaws, to appoint Mr. Guillaume Boutin, as co-opted by the Board of Directors on 12 December 2019, as Board Member for a period expiring on the date of the annual general meeting of 2024. His CV is available on [www.proximus.com](http://www.proximus.com). This Board mandate is not remunerated.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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15. Reappointment of a Board Member.

Motion for a resolution: to reappoint Mr. Luc Van den hove upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, as independent Board Member for a period which will expire at the annual general meeting of 2024.

This Board member retains his capacity of independent member as he meets the criteria laid down in article 7:87 of the Belgian Code of Companies and Associations and in the Belgian Corporate Governance Code 2020. His CV is available on [www.proximus.com](http://www.proximus.com). This second mandate will be remunerated in the same way as that of the other Board Members, in accordance with the decision taken by the shareholders' meeting of 2004.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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16. Appointment of a new Board Member.

Motion for a resolution: to appoint Joachim Sonne, co-opted by the Board of Directors on 29 July 2019, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, as independent Board Member for a period which will expire at the annual general meeting of 2024.

This Board member has the capacity of independent member as he meets the criteria laid down in article 7:87 of the Belgian Code of Companies and Associations and in the Belgian Corporate Governance Code 2020. His CV is available on [www.proximus.com](http://www.proximus.com). This mandate will be remunerated in the same way as that of the other Board Members, in accordance with the decision taken by the shareholders' meeting of 2004.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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17. Appointment of Board Members, in accordance with the right of nomination of the Belgian State. Laurent Levaux, Stefaan De Clerck, Martine Durez, Isabelle Santens, and Paul van de Perre have been appointed by the Belgian State. Laurent Levaux resigned on 16 October 2019. The term of office of the other Board Members will expire at this annual general meeting on 15 April 2020. In accordance with article 18, §3 of the Proximus' bylaws, the Belgian State has the right to nominate for appointment candidates to the Nomination and Remuneration Committee for these five vacancies. At the date of this invitation, the Belgian State has not yet exercised its right to nominate for appointment candidates. The Board of Directors continues to urge the Belgian State to nominate for appointment candidates as soon as possible. Should the Belgian State still nominate for appointment candidates, this will then be immediately announced on the Proximus website, together with all available information. When applicable, the Nomination and Remuneration Committee will immediately submit its advice to the Board of Directors, which will nominate the candidates concerned to the annual general meeting that will vote on their appointment. In the absence of the exercise of the right by the Belgian State, the Board of Directors will propose to the annual general meeting to extend the current mandates in order not to compromise, in the interest of Proximus, the continuity within, and the proper functioning of the company's Board of Directors. In such case the Board of Directors will propose to extend the mandates for a term of only 2 years and not for the normal term of 4 years so to give to the Belgian State all flexibility to nominate for appointment other candidates at the annual general meeting of 2022.

Motion for a resolution:

- (a) in accordance with the nomination for appointment by the Board of Directors and after recommendation of the Nomination and Remuneration Committee, on behalf of the Belgian State, in accordance with article 18, §3 of Proximus' bylaws, (re)appointment of Mr. Stefaan De Clerck as Board Member for a period expiring on the date of the annual general meeting of 2022,

or, after advice of the Nomination and Remuneration Committee, the alternative candidate nominated for appointment by the Belgian State at the latest at the annual general meeting, as Board Member for a period expiring on the date of the annual general meeting of 2024.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (b) in accordance with the nomination for appointment by the Board of Directors and after recommendation of the Nomination and Remuneration Committee, on behalf of the Belgian State, in accordance with article 18, §3 of Proximus' bylaws, (re)appointment of Mrs. Martine Durez as Board Member for a period expiring on the date of the annual general meeting of 2022, or, after advice of the Nomination and Remuneration Committee, the alternative candidate nominated for appointment by the Belgian State at the latest at the annual general meeting, as Board Member for a period expiring on the date of the annual general meeting of 2024.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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- (c) in accordance with the nomination for appointment by the Board of Directors and after recommendation of the Nomination and Remuneration Committee, on behalf of the Belgian State, in accordance with article 18, §3 of Proximus' bylaws, (re)appointment of Mrs. Isabelle Santens as Board Member for a period expiring on the date of the annual general meeting of 2022,

or, after advice of the Nomination and Remuneration Committee, the alternative candidate nominated for appointment by the Belgian State at the latest at the annual general meeting, as Board Member for a period expiring on the date of the annual general meeting of 2024.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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(d) in accordance with the nomination for appointment by the Board of Directors and after recommendation of the Nomination and Remuneration Committee, on behalf of the Belgian State, in accordance with article 18, §3 of Proximus' bylaws, (re)appointment of Mr. Paul Van de Perre as Board Member for a period expiring on the date of the annual general meeting of 2022, or, after advice of the Nomination and Remuneration Committee, the alternative candidate nominated for appointment by the Belgian State at the latest at the annual general meeting, as Board Member for a period expiring on the date of the annual general meeting of 2024.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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(e) in accordance with the nomination for appointment by the Board of Directors and after recommendation of the Nomination and Remuneration Committee, appointment of the candidate proposed by the Belgian State at the latest at the annual general meeting, as Board Member for a period expiring on the date of the annual general meeting of 2024.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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The CVs are available on [www.proximus.com](http://www.proximus.com). These mandates will be remunerated in the same way as that of the other Board Members, in accordance with the decision of the general shareholders' meeting of 2004.

18. Miscellaneous.

If you do not give specific voting instructions, you will be considered having instructed to vote in favour of the resolutions proposed by the Board of Directors of the company.

Done at ....., on ....., 2020.

Signature(s) : .....

Legal entities must specify the name, first name and title of the natural person(s) who signs this proxy form on their behalf.