

ANNUAL GENERAL MEETING

PROXIMUS

company limited by shares under public law
Boulevard du Roi Albert II, 27, 1030 Brussels
VAT (BE) 0202.239.951 – Register of Legal Entities (Brussels)

On twentieth of April, two thousand and twenty-two
At Rue Stroobants 51, 1140 Brussels,

WAS CONVENED

the Annual General Meeting of shareholders of PROXIMUS SA under public law, with its registered office at Boulevard du Roi Albert II, 27, 1030 Brussels, hereinafter referred to as “the Company”

OPENING OF THE MEETING - COMPOSITION OF THE BUREAU

In view of the current Covid-19 situation, the Board of Directors decided to hold the Annual General Meeting in a hybrid manner. Consequently, the shareholders had the opportunity to participate in person or remotely by means of an electronic communication tool provided by the Company.

The meeting can also be followed live by means of a stream available on the company's website (www.proximus.com) and on the Pickx Live channel (channel 11).

The meeting opens at 10 a.m. under the chairmanship of Mr. Stefaan De Clerck, Chairman of the Board of Directors.

Working language

The Chairman points out that, in accordance with the law, the languages used during the meeting are Dutch and French. Translations to French, Dutch and English are also provided.

Composition of the bureau

The Chairman states that he has appointed Mr. Dirk Lybaert as the Secretary of the Meeting. The meeting appoints Mr. Igor Makedonsky and Mr. Koen Van Parys as Tellers. The Chairman, the Secretary and the Tellers constitute the bureau of the meeting.

VERIFICATIONS BY THE BUREAU – ATTENDANCE

The Chairman reports to the meeting on the findings and verifications made by the Bureau, during and after the registration formalities of the participants, in view of the composition of the meeting:

1. Notice convening shareholders to the meeting

Before the meeting opened, references of the notices convening the meeting published in the Belgian Official Gazette and in the press were filed with the bureau. They will be filed in the Company's archives together with the minutes of the meeting.

The bureau noted that said notices were published:

- on the eighteenth of March two thousand twenty-two in the Belgian Official Gazette;

- on the eighteenth of March two thousand twenty-two in De Tijd;
- on the eighteenth of March two thousand twenty-one in l'Echo.

The text of the notice convening the meeting, the proxy forms and the voting forms by post, were made available to shareholders on the Company's website (www.proximus.com) as from the eighteenth of March two thousand twenty-two. A communication was sent to Belga, Bloomberg, Reuters and Dow Jones in order to ensure international distribution.

The bureau has also noted, while acknowledging the copy of the letters sent or, as the case may be, the e-mails, that a notice convening the meeting was sent on the eighteenth of March two thousand twenty-two, by letter to the holders of registered shares, as well as to the directors and the auditors.

2. Verification of the powers of those participating in the meeting

With regard to admission to the General Meeting, the Bureau checked whether Articles 32, 33 and 39 of the Articles of Association were being respected.

Shareholders who participate in this meeting remotely by means of the electronic communication tool made available by the Company in accordance with Article 7:137 of the Belgian Companies and Associations Code, were required to notify their intention to attend this general meeting, as well as the number of shares with which they wished to participate in the voting, either on the Lumi platform via the link www.lumiconnect.com, or, for holders of dematerialised securities, to request their financial institution to inform Euroclear Belgium immediately, and, for holders of registered securities, to notify the General Secretariat in writing. The notification had to be made as stated in the convening notice. The compliance with the aforementioned formalities was confirmed by the bureau. The various supporting documents will be kept in the Company's archives.

3. Attendance list

An attendance list was drawn up, in which the name and address, or the name and registered office, of all shareholders participating in the meeting in person, either by means of the electronic means of communication provided by the Company, or by proxy, were recorded. The original shall remain attached to these minutes. The respective proxies shall be kept in the archives of the Company.

This list is completed with a list of all shareholders who have voted remotely, by letter or by electronic means, in accordance with Article 39 of the Articles of Association. The forms of remote voting shall be kept in the archives of the Company.

4. Verification of a quorum

The bureau notes that the list of attendances showed that 257,010,736 shares out of a total of 338,025,135 were represented. The Company holds 15,252,905 treasury shares at present.

Since neither the law nor the bylaws require a quorum for the meeting to be held, the bureau notes that the meeting is validly composed to deliberate on the items on the agenda.

5. Third parties attending the meeting

In addition to the above-mentioned members of the Bureau, the following persons (a.o.) are also present at the meeting:

- Guillaume Boutin, Managing Director and Mark Reid, CFO;
- Members of the Board of Directors and 3 candidate members of the Board of Directors;
- Members of the Executive Committee;

- members of the Board of Auditors
- the staff of the company and of the firms hired by it, who are responsible for logistical functions in connection with the meeting.

The Chairman then invites the meeting to determine the validity of its composition. With unanimous consent, the meeting declared itself validly constituted to deliberate on the items on the agenda.

The meeting takes due note of the speeches by the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer.

AGENDA

The Chairman proceeds with the deliberation on the items on the agenda. He informs the meeting that the first four items on the agenda concern the communication of (i) the management reports of the Board of Directors relating to the annual accounts and consolidated annual accounts at 31 December 2021, (ii) the reports of the Board of Auditors and the Independent Auditor respectively relating to the annual accounts and to the consolidated annual accounts at 31 December 2021, (iii) the information provided by the Joint Committee, and (iv) the consolidated annual accounts at 31 December 2021.

The meeting takes due note of these documents and information.

QUESTIONS

In accordance with Article 37 of the Articles of Association, the Chairman invites all shareholders attending the meeting in person, either by means of the electronic means of communication provided by the Company, or by proxy, and who so wished, to ask the questions raised from the items on the agenda.

The Chairman reminds that the shareholders had the possibility to ask their questions in advance in writing.

No written questions or questions via the chat forum were received.

The meeting treats the oral questions.

The Chairman then declares the question session closed.

TERMS AND CONDITIONS OF THE VOTING

The Chairman then invites the shareholders to vote on each of the proposed resolutions on the agenda.

He informs the meeting that each share, with the exception of treasury shares, gives the right to one vote. He also reminds the meeting that only shareholders and shareholders' proxies may take part in the vote.

In accordance with Article 39 of the Articles of Association, shareholders were able to vote electronically in advance on the Lumi platform, via the link www.lumiconnect.com, and by letter. The votes validly cast remotely, by letter or by electronic means, shall be deemed to have been validly cast.

In addition, the shareholders who participate in the meeting by means of the electronic communication tool made available by the Company or in person, have the possibility to vote electronically during the meeting.

DELIBERATIONS - RESOLUTIONS

The Chairman then invites the shareholders to vote on each motion for resolution on the agenda.

FIRST RESOLUTION

The Chairman asks the meeting to vote on the motion to approve the annual accounts with regard to the financial year closed on 31 December 2021 including the following allocation of the results:

| | | |
|---|---|-----------------|
| Profit of the financial year to be appropriated | + | 377,994,626 EUR |
| Accumulated profits | + | 301,143,039 EUR |
| Profit to be appropriated | = | 679,137,665 EUR |
| Net transfers to reserves | - | 13,350,288 EUR |
| Profit to be distributed (dividends) | - | 387,522,929 EUR |
| Other beneficiaries (personnel) | - | 24,715,225 EUR |
| Profit to be carried forward | = | 253,549,223 EUR |

For 2021, the gross dividend amounts to EUR 1.20 per share, entitling shareholders to a dividend net of withholding tax of EUR 0.84 per share, of which an interim dividend of EUR 0.50 per share (EUR 0.35 per share net of withholding tax) was already paid out on 10 December 2021; this means that a gross dividend of EUR 0.70 per share (EUR 0.49 per share net of withholding tax) will be paid on 29 April 2022. The ex-dividend date is fixed on 27 April 2022, the record date is 28 April 2022.

Vote:

The motion is put to the vote.

It is adopted as indicated below:

1/ number of shares with valid votes: 257,003,796

2/ percentage that such votes represent in the share capital: 76.03 %

3/ total number of valid votes: 257,003,796 including:

| | | |
|-------------------|-------------|---------|
| FOR | 256,055,338 | 99.64 % |
| AGAINST | 913,006 | 0.36 % |
| ABSTENTION | 35,452 | |

SECOND RESOLUTION

The Chairman asks the meeting to vote on the motion to approve the Remuneration Report.

Vote:

The motion is put to the vote. It is adopted as indicated below:

1/ number of shares with valid votes: 256,999,991

2/ percentage that such votes represent in the share capital: 76.02 %

3/ total number of valid votes: 256,999,991 including:

| | | |
|-------------------|-------------|---------|
| FOR | 193,533,123 | 75.48 % |
| AGAINST | 62,882,597 | 24.52 % |
| ABSTENTION | 584,271 | |

THIRD RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2021.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 256,999,991
- 2/ percentage that such votes represent in the share capital: 76.02 %
- 3/ total number of valid votes: 256,999,991 including:

| | | |
|-------------------|-------------|---------|
| FOR | 254,408,725 | 99.03 % |
| AGAINST | 2,503,333 | 0.97 % |
| ABSTENTION | 87,933 | |

FOURTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Auditors for the exercise of their mandate during the financial year ended on 31 December 2021.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 256,999,991
- 2/ percentage that such votes represent in the share capital: 76.02 %
- 3/ total number of valid votes: 256,999,991 including:

| | | |
|-------------------|-------------|---------|
| FOR | 254,970,863 | 99.69 % |
| AGAINST | 795,586 | 0.31 % |
| ABSTENTION | 1,233,542 | |

FIFTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant a discharge to the Independent Auditors Deloitte Statutory Auditors SCRL, represented by Mr. Geert Verstraeten and CDP Petit & Co SRL, represented by Mr. Damien Petit, auditors for the consolidated accounts, for the exercise of their mandate during the financial year closed on 31 December 2021.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 256,999,990
 2/ percentage that such votes represent in the share capital: 76.02 %
 3/ total number of valid votes: 256,999,990 including:

| | | |
|-------------------|-------------|---------|
| FOR | 254,970,207 | 99.69 % |
| AGAINST | 804,731 | 0.31 % |
| ABSTENTION | 1,225,052 | |

SIXTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant a special discharge to Mr Pierre Rion for the exercise of this mandate as member of the Board of Auditors until 21 April 2021.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 256,999,990
 2/ percentage that such votes represent in the share capital: 76.02 %
 3/ total number of valid votes: 256,999,990 including:

| | | |
|-------------------|-------------|---------|
| FOR | 254,970,794 | 99.69 % |
| AGAINST | 795,586 | 0.31 % |
| ABSTENTION | 1,233,610 | |

SEVENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to reappoint Mrs. Agnès Touraine 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 2026.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 257,000,750
 2/ percentage that such votes represent in the share capital: 76.03 %
 3/ total number of valid votes: 257,000,750 including:

| | | |
|-------------------|-------------|---------|
| FOR | 251,917,227 | 99.24 % |
| AGAINST | 1,934,213 | 0.76 % |
| ABSTENTION | 3,149,310 | |

EIGHTH RESOLUTION

The Chairman asks the meeting to vote on the motion to reappoint Mrs. Catherine Vandendorpe 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 2026.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 257,000,750
- 2/ percentage that such votes represent in the share capital: 76.03 %
- 3/ total number of valid votes: 257,000,750 including:

| | | |
|-------------------|-------------|---------|
| FOR | 252,200,351 | 99.35 % |
| AGAINST | 1,651,089 | 0.65 % |
| ABSTENTION | 3,149,310 | |

NINETH RESOLUTION

The Chairman informs the meeting that the mandates of the following directors are expiring today: Martine Durez, Isabelle Santens, Paul van de Perre and his own mandate.

The Chairman asks the meeting to vote on the motion to reappoint Mr. Stefaan De Clerck as Board Member for a period expiring on the date of the annual general meeting of 2025, 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.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 257,000,592
- 2/ percentage that such votes represent in the share capital: 76,03 %
- 3/ total number of valid votes: 257,000,592 including:

| | | |
|-------------------|-------------|---------|
| FOR | 217,512,254 | 85.30 % |
| AGAINST | 37,484,637 | 14.70 % |
| ABSTENTION | 2,003,701 | |

TENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mrs. Claire Tillekaerts as Board Member for a period expiring on the date of the annual general meeting of 2026, 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.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 256,999,192
 2/ percentage that such votes represent in the share capital: 76,02 %
 3/ total number of valid votes: 256,999,192 including:

| | | |
|-------------------|-------------|---------|
| FOR | 252,617,598 | 98.30 % |
| AGAINST | 4,370,125 | 1.70 % |
| ABSTENTION | 11,469 | |

ELEVENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mrs. Béatrice de Mahieu as Board Member for a period expiring on the date of the annual general meeting of 2026, 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.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 256,999,192
 2/ percentage that such votes represent in the share capital: 76.02 %
 3/ total number of valid votes: 256,999,192 including:

| | | |
|-------------------|-------------|---------|
| FOR | 252,515,323 | 98.26 % |
| AGAINST | 4,472,400 | 1.74 % |
| ABSTENTION | 11,469 | |

TWELFTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mrs. Audrey Hanard as Board Member for a period expiring on the date of the annual general meeting of 2026, 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.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 256,999,062
 2/ percentage that such votes represent in the share capital: 76.02 %
 3/ total number of valid votes: 256,999,062 including:

| | | |
|-------------------|-------------|---------|
| FOR | 252,513,881 | 98.26 % |
| AGAINST | 4,472,940 | 1.74 % |
| ABSTENTION | 12,241 | |

All these mandates will be remunerated in the same way as the other directors, in accordance with the decision of the General Meeting of Shareholders of 2004.

THIRTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens and Luc Callaert BV, represented by Mr. Luc Callaert, for the statutory audit mandate of Proximus SA of public law for a period of six years for an annual audit fee of 293,000 EUR (to be indexed annually).

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 256,999,062
- 2/ percentage that such votes represent in the share capital: 76.02 %
- 3/ total number of valid votes: 256,999,062 including:

| | | |
|-------------------|-------------|---------|
| FOR | 254,453,352 | 99.01 % |
| AGAINST | 2,545,710 | 0.99 % |
| ABSTENTION | 0 | |

FOURTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens and Luc Callaert BV, represented by Mr. Luc Callaert, responsible for the joint audit of the consolidated accounts of the Proximus Group, for a period of three years for an annual audit fee of 353,000 EUR (to be indexed annually).

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 256,999,062
- 2/ percentage that such votes represent in the share capital: 76.02 %
- 3/ total number of valid votes: 256,999,062 including:

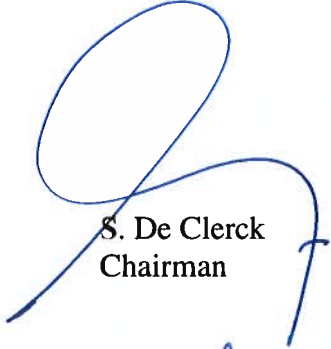
| | | |
|-------------------|-------------|---------|
| FOR | 254,453,352 | 99.01 % |
| AGAINST | 2,545,710 | 0.99 % |
| ABSTENTION | 0 | |

CLOSURE OF THE MEETING

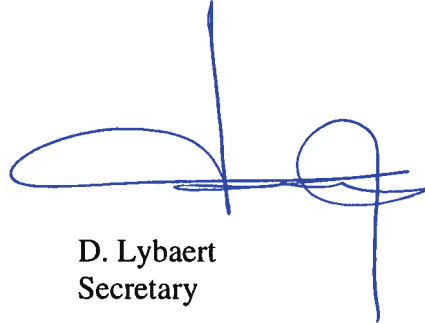
The meeting is closed at 12:35.

MINUTES

These minutes are drawn up in Brussels and on the date indicated above.
They were signed by the members of the bureau.



S. De Clerck
Chairman



D. Lybaert
Secretary



K. Van Parys
Teller



I. Makedonsky
Teller



D. CARLIER
ACTIONNAIRE