

**SUPPLEMENT N°1 DATED 6 NOVEMBER 2023
TO THE BASE PROSPECTUS DATED 4 JULY 2023**



PROXIMUS, SA DE DROIT PUBLIC
Koning Albert II-laan 27, B-1030 Brussels
incorporated with limited liability in Belgium
Enterprise number 0202.239.951, Register of Legal Entities Brussels

EUR 5,000,000,000
Euro Medium Term Note Programme

This supplement dated 6 November 2023 (the **Supplement N°1**) constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129, as amended from time to time (the **Prospectus Regulation**). The Supplement N°1 is supplemental to, forms part of, and must be read in conjunction with the base prospectus dated 4 July 2023 (the **Base Prospectus**) prepared in connection with the EUR 5,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Proximus, SA de droit public with Legal Entity Identifier (LEI) code: 549300CWRXC5EP004533 (the **Issuer**).

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement N°1.

This Supplement N°1 has been approved on 6 November by the FSMA as competent authority under the Prospectus Regulation. This approval should not be considered as an endorsement of the Issuer or the quality of the Notes that are the subject of the Base Prospectus, as supplemented by this Supplement N°1. Investors should make their own assessment as to the suitability of investing in any Notes.

The Issuer accepts responsibility for the information contained in this Supplement N°1. The Issuer confirms that, to the best of its knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement N°1 is in accordance with the facts and does not omit anything likely to affect the import of such information.

1 NEW INFORMATION

1.1 Q2 and Q3 2023 Financial Reports

On 28 July 2023, the Issuer published its financial results for the second quarter of 2023. On 27 October 2023, the Issuer published its financial results for the third quarter of 2023. Due to this new information, the following bullets are added to the section “*Documents incorporated by reference*” starting on page 34 of the Base Prospectus:

“(e) the quarterly report of the Group for the financial quarter ended 30 June 2023, including its unaudited financial statements for that quarter prepared in accordance with IFRS (which can be found on https://www.proximus-cdn.com/dam/jcr:c9773ab8-cf8e-4d1a-bce8-b8c4e9976367/2023-q2-proximus-report_en_fr_nl.pdf); and

(f) the quarterly report of the Group for the financial quarter ended 30 September 2023, including its unaudited financial statements for that quarter prepared in accordance with IFRS (which can be found on https://www.proximus-cdn.com/dam/jcr:8efcdf81-f5ca-413c-b300-d68846915cce/2023-q3-proximus-report_en_fr_nl.pdf).

Further, the following bullets are added to the subsection “*Documents Available*” on page 149 of the Base Prospectus in the section “*General information*” starting on page 149 of the Base Prospectus:

“(f) the unaudited financial statements of the Group prepared in accordance with IFRS for the financial quarter ended 30 June 2023 (which can be found on https://www.proximus-cdn.com/dam/jcr:c9773ab8-cf8e-4d1a-bce8-b8c4e9976367/2023-q2-proximus-report_en_fr_nl.pdf); and

(g) the unaudited financial statements of the Group prepared in accordance with IFRS for the financial quarter ended 30 September 2023 (which can be found on https://www.proximus-cdn.com/dam/jcr:8efcdf81-f5ca-413c-b300-d68846915cce/2023-q3-proximus-report_en_fr_nl.pdf).

Finally, the subsection “*Significant or Material Change*” on page 150 of the Base Prospectus in the section “*General information*” starting on page 149 of the Base Prospectus is deemed removed and replaced as follows:

“There has been no significant change in the financial position or the financial performance of the Issuer or its subsidiaries since 30 September 2023 and there has been no material adverse change in the prospects of the Issuer or its subsidiaries as a whole since 31 December 2022.”

1.2 Latest developments

(a) *Route Mobile*

The following paragraph is added to the subsection “*Latest developments in 2023*” on page 100 of the Base Prospectus in the section “*Description of Proximus, SA de droit public*” starting on page 92 of the Base Prospectus:

“On 17 July 2023, Proximus Group successfully finalised a definitive agreement to acquire a majority stake in Route Mobile. The agreement entails Proximus Opal acquiring a controlling interest (57.56%) in Route Mobile from the company's founding shareholders. With this move, Proximus aims to become one of the global leaders in digital communication and digital identity.”

(b) *Replacement of Joseph Burton as CEO of Telesign*

The following paragraph is added to the subsection “*Latest developments in 2023*” on page 100 of the Base Prospectus in the section “*Description of Proximus, SA de droit public*” starting on page 92 of the Base Prospectus:

“Christophe Van de Weyer has been appointed as the new CEO of Telesign since 15 September 2023, replacing Joseph Burton. Mr. Van de Weyer holds a master's degree in Commercial Engineering from the KU Leuven. He joined the Proximus Group in July 2020 after a career of almost 20 years at Bain & Company.”

Further, the section “*Joseph BURTON*” on page 128 and 129 of the Base Prospectus is deemed removed

and replaced as follows:

“Christophe VAN DE WEYER

Mr. Christophe Van de Weyer was appointed CEO of Telesign in September 2023. Before joining Telesign, Mr. Christophe Van de Weyer held senior leadership positions at the Proximus Group, serving as Managing Director of its ICT Subsidiaries across Belgium, Luxembourg, and The Netherlands, as well as Chief Operating Officer of Proximus Enterprise Business Unit. He also led numerous strategic projects at the Proximus Group level, including sovereign cloud strategy and roadmap, and strategic partnerships with hyperscalers.

Prior to Proximus, Mr. Christophe Van de Weyer spent almost 20 years at the global management consulting firm Bain & Company. During his tenure, he served as a partner for nine years and held various leadership roles within Bain’s Telecom and Tech practice.

Mr. Christophe Van de Weyer possesses a results-oriented, positive mindset, with a strong ability to get things done. He excels at articulating a clear strategy and vision, aligning stakeholders, and delivering results through effective leadership. He completed the Stanford Executive Program at Stanford Graduate School of Business and holds a master’s degree in commercial engineering from Katholieke Universiteit Leuven.”

2 GENERAL

Save as disclosed in this Supplement N°1, there has been no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus since 4 July 2023, the date of the publication of the Base Prospectus.

Copies of this Supplement N°1 will be available at <https://www.proximus.com/investors/funding.html>.

To the extent that there is any inconsistency between (i) any statement in this Supplement N°1 and (ii) any statement in, or incorporated by reference into, the Base Prospectus, the statement in (i) above will prevail.