

**SUPPLEMENT N°2 DATED 27 FEBRUARY 2024  
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 27 February 2024 (the **Supplement N°2**) 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°2 is supplemental to, forms part of, and must be read in conjunction with the base prospectus dated 4 July 2023, as supplemented by the supplement n°1 dated 6 November 2023 (together, 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°2.

This Supplement N°2 has been approved on 27 February 2024 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 further supplemented by this Supplement N°2. 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°2. 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°2 is in accordance with the facts and does not omit anything likely to affect the import of such information.

## **1 NEW INFORMATION**

### **1.1 Litigation – EDPnet**

The Belgian Competition Authority (BCA) decided on 6 November 2023 to terminate the ongoing proceedings regarding the acquisition of EDPnet. The decision follows an agreement between the Issuer and Citymesh, whereby the Issuer sells the activities of EDPnet to the latter. The appeal filed by Citymesh against the assignment of EDPnet to the Issuer, in the context of the ongoing judicial reorganisation, will also come to an end. Consequently, paragraph 7 of subsection “*Litigation*” on page 116 of the Base Prospectus is deemed removed.

## 1.2 Q4 Financial Report

On 23 February 2024, the Issuer published its financial results for the fourth quarter of 2023. Due to this new information, the following bullet is added to the section “*Documents incorporated by reference*” starting on page 34 of the Base Prospectus:

“(g) the quarterly report of the Group for the financial quarter ended 31 December 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:1065eaa8-7744-4f24-a3d4-f1747e3420df/2023-q4-proximus-report\\_en\\_fr\\_nl.pdf](https://www.proximus-cdn.com/dam/jcr:1065eaa8-7744-4f24-a3d4-f1747e3420df/2023-q4-proximus-report_en_fr_nl.pdf)).”

Further, the following bullet is 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:

“(h) the unaudited financial statements of the Group prepared in accordance with IFRS for the financial quarter ended 31 December 2023 (which can be found on [https://www.proximus-cdn.com/dam/jcr:1065eaa8-7744-4f24-a3d4-f1747e3420df/2023-q4-proximus-report\\_en\\_fr\\_nl.pdf](https://www.proximus-cdn.com/dam/jcr:1065eaa8-7744-4f24-a3d4-f1747e3420df/2023-q4-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 31 December 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.”

## 1.3 Bond issuance

On 17 November 2023, a green bond for a nominal amount of EUR 750 million was issued with a maturity of ten years at a fixed rate with a coupon of 4.125%. An amount equivalent to the net proceeds will be allocated to (re)finance and/or invest in projects from the Eligible Projects portfolio, in accordance with the Issuer’s Sustainable Finance Framework.

Consequently, the following paragraph is added to the subsection “*Information about the debt instruments of Proximus*” on page 132 of the Base Prospectus:

“On 17 November 2023, a green bond for a nominal amount of EUR 750 million was issued with a maturity of ten years at a fixed rate with a coupon of 4.125%.”

Further, the “Current outstanding EMTN bonds” table on page 132 of the Base Prospectus is deemed removed and replaced as follows:

| Amount   | Tenor      | Maturity         | Coupon | ISIN         |
|----------|------------|------------------|--------|--------------|
| 600M EUR | 10 years   | 4 April 2024     | 2.375% | BE6265262327 |
| 500M EUR | 10 years   | 1 October 2025   | 1.875% | BE0002237064 |
| 150M EUR | 15 years   | 20 March 2028    | 3.19%  | BE6251142749 |
| 100M EUR | 12.5 years | 8 September 2031 | 1.75%  | BE0002639202 |

|          |          |                  |        |              |
|----------|----------|------------------|--------|--------------|
| 500M EUR | 7 years  | 8 March 2030     | 4.00%  | BE0002925064 |
| 750M EUR | 15 years | 17 November 2036 | 0.75%  | BE0002830116 |
| 150M EUR | 20 years | 14 May 2040      | 1.50%  | BE0002697788 |
| 750M EUR | 10 years | 17 November 2033 | 4.125% | BE0002977586 |

## 2 GENERAL

Save as disclosed in this Supplement N°2, there has been no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus.

Copies of this Supplement N°2 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°2 and (ii) any statement in, or incorporated by reference into, the Base Prospectus, the statement in (i) above will prevail.