

**SUPPLEMENT N°3 DATED 19 MARCH 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 19 March 2024 (the **Supplement N°3**) 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°3 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 and the supplement n°2 dated 27 February 2024 (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°3.

This Supplement N°3 has been approved on 19 March 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°3. 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°3. 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°3 is in accordance with the facts and does not omit anything likely to affect the import of such information.

1 NEW INFORMATION

1.1 Annual Report

On 15 March 2024, the Issuer published its annual report for the year 2023. Due to this new information, the following item is added to the section “*Documents incorporated by reference*” starting on page 34 of the Base Prospectus:

“(h) the audited consolidated annual financial statements of the Group prepared in accordance with IFRS for the financial year ended 31 December 2023, together with the related audit report

thereon and the consolidated management report (the consolidated annual financial statements, together with the related audit report and the consolidated management report, can be found on https://www.proximus-cdn.com/dam/jcr:53e3969e-19a1-459c-a81f-619251efbb3d/proximus-integrated-annual-report-2023_en.pdf). The auditor has consented with the audit report being incorporated by reference into the Base Prospectus.”

Further, the following item 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:

“(i) the audited consolidated financial statements of the Group in respect of the financial year ended 31 December 2023 (https://www.proximus-cdn.com/dam/jcr:53e3969e-19a1-459c-a81f-619251efbb3d/proximus-integrated-annual-report-2023_en.pdf) (with an English translation thereof).”

The first sentence of the fifth paragraph of the section “*Documents incorporated by reference*” starting on page 34 of the Base Prospectus is replaced by the following sentence:

“The tables below include references to the sections of the documents mentioned in paragraphs (a) to (c) and (h) that are incorporated by reference into this Base Prospectus.”

Finally, the following table is added under the table titled “*Unaudited IFRS consolidated financial statements of the Group for the financial quarter ended 31 March 2023*” in the section “*Cross Reference List*” on page 36 of the Base Prospectus:

Audited IFRS consolidated financial statements of the Group for the financial year ended 31 December 2023.

Consolidated balance sheet	p. 163
Consolidated income statement	p. 164
Consolidated Cash Flow Statement	p. 166
Consolidated Statement of Changes in equity	p. 168
Notes to the consolidated financial statements	p. 169-269
Consolidated management report	p. 270-319
Auditor’s Report	p. 320-330

1.2 **Route Mobile acquisition**

On 17 July 2023, the Issuer successfully finalised a definitive agreement to acquire, via its subsidiary Proximus Opal NV, a majority stake in Route Mobile. As set out in the annual report for the financial year ending on 31 December 2023, there are risks related to the closing and the implementation of the acquisition. Therefore, the following paragraph is added after the first paragraph of the risk factor entitled “*Failure to timely respond to new technologies and market developments and its ability to introduce new competitive products or services could generate lower revenues and/or lower profitability and consequentially negatively impact Proximus’ top and bottom line*” on page 17 of the Base Prospectus:

“Additionally, on 17 July 2023, Proximus Group successfully finalised a definitive agreement to acquire a majority stake in Route Mobile. For more information on this acquisition, please refer to the subsection “*Latest developments in 2023*” on page 100 of this Base Prospectus. The transaction is expected to generate substantial value thanks to the high complementarity of Route Mobile and Telesign, both in terms of product offerings and geographic coverage. However, should the closing of the transaction fail, this would significantly impact the Group’s growth prospects in CPaaS and digital identity. The transaction creates a pathway to significant synergies, that are estimated to be at least EUR 90 million EBITDA to benefit both Route Mobile and Telesign, three years after the closing of the transaction. Failure to realise the expected synergies would limit the Group’s EBITDA growth.”

2 GENERAL

Save as disclosed in this Supplement N°3, 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°3 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°3 and (ii) any statement in, or incorporated by reference into, the Base Prospectus, the statement in (i) above will prevail.

Signed on behalf of Proximus, SA de droit public

Name : Koen Van Parys

Title : Authorised signatory