

The Board of Directors of Proximus SA under public law is pleased to invite its shareholders to attend the annual general meeting on Wednesday 20 April 2022 at 10 a.m. The meeting is held in the Proximus Lounge, rue Stroobants 51, 1140 Brussels, Belgium.

COVID-19

The annual general meeting of the company will be held in a hybrid manner this year. Consequently, the shareholders will have the possibility to participate on site or remotely by means of an electronic communication tool provided by the Company.

The meeting will also be able to be followed live via live streaming that will be made available on the company's website (www.proximus.com) and on Pickx Live (channel 11).

For more information with respect to the organization of the meeting, reference is made to the practical provisions below, as well as to any additional information the company may provide in this regard on its website (www.proximus.com).

The company will only grant shareholders physical access to the meeting to the extent that this would be permitted at the time in light of the applicable measures relating to physical meetings, and always taking into account the recommendations of the authorities and health and safety considerations.

Depending on the evolution of the health situation and the applicable rules in the coming weeks, the company may further communicate about the participation in and the organization of the shareholders' meeting on the company's website (www.proximus.com).

Shareholders are encouraged to make maximum use of the possibility to participate and vote remotely.

Agenda annual general meeting

- 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 2021.**
- 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 2021.**
- 3. Examination of the information provided by the Joint Committee.**
- 4. Examination of the consolidated annual accounts at 31 December 2021.**
- 5. Approval of the annual accounts of Proximus SA under public law at 31 December 2021.**

Motion for a resolution: approval of 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.

6. Approval of the remuneration report.

Motion for a resolution: approval of the remuneration report.

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 2021.

8. 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 2021.

9. 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 SRL, represented by Mr. Geert Verstraeten and CDP Petit & Co SRL, represented by Mr. Damien Petit, for the exercise of their mandate during the financial year closed on 31 December 2021.

10. Granting of a special discharge to Mr. Pierre Rion for the exercise of his mandate as member of the Board of Auditors until 21 April 2021.

Motion for a resolution: granting of a special discharge to Mr Pierre Rion for the exercise of this mandate as member of the Board of Auditors until 21 April 2021.

11. Reappointment of a Board Member.

Motion for a resolution: 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.

This Board member retains her capacity of independent member as she 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. Her CV is available on www.proximus.com. This third 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.

12. Reappointment of a Board Member.

Motion for a resolution: to reappoint Mrs. Catherine Vandendorre 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.

This Board member retains her capacity of independent member as she 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. Her CV is available on www.proximus.com. This third 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.

13. Reappointment of a 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 reappoint Mr. Stefaan De Clerck as Board Member for a period expiring on the date of the annual general meeting of 2025. His CV is available on 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.

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 Mrs. Claire Tillekaerts as Board Member for a period expiring on the date of the annual general meeting of 2026. Her CV is available on 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.

15. 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 Mrs. Béatrice de Mahieu as Board Member for a period expiring on the date of the annual general meeting of 2026. Her CV is available on 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.

16. 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 Mrs. Audrey Hanard as Board Member for a period expiring on the date of the annual general meeting of 2026. Her CV is available on 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.

17. Appointment of a Board of Auditors in charge of certifying the accounts for Proximus SA of public law.

Motion for a resolution: 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).

18. Appointment of a Board of Auditors in charge of the joint audit of the consolidated accounts for the Proximus Group.

Motion for a resolution: 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).

19. Miscellaneous.

The annual general meeting will be able to deliberate validly regardless of how many shareholders are present or represented.

Practical provisions

Registration and participation

The company draws attention to the fact that only shareholders who fulfill the two conditions set out in points A and B are authorized to participate and vote in the general meeting. These conditions are as follows:

- A. The **registration** of the shares in the name of the shareholder at **midnight, Wednesday 6 April 2022** (Belgian time) (= "Registration Date").

For dematerialized shares: the shares must be registered in the name of the shareholder, on the "Registration Date", in the accounts of a recognized account holder or a clearing body, without any action being required on the part of the shareholder.

For registered shares: the shares must be registered in the name of the shareholder, on the "Registration Date", in the company's register of shareholders, without any action being required on the part of the shareholder.

- B. Shareholders must give **notification** of their wish to participate in the general meeting and of the number of shares they wish to represent in the voting.

This notification takes place in the following manner:

Holders of dematerialized shares will receive a certificate from the recognized account holder or the clearing body, stating the number of dematerialized shares registered in the name of the shareholder on the "Registration Date".

They are requested either to make their notification on the Lumi platform via the link www.Lumiconnect.com, or to instruct their financial institution to inform Euroclear Belgium immediately, and also within the time limit specified below, of their intention to attend the general meeting, as well as of the number of shares with which they wish to participate in the voting.

Holders of registered shares are invited either to make their notification on the Lumi platform via the link www.Lumiconnect.com, or to notify the General Secretariat of Proximus in writing of the number of shares with which they wish to vote at the general meeting, by the deadline specified below.

The notification, in the form of the aforementioned certificate (from the recognized account holder or from the clearing body) or a copy of the notification to the Secretary General, must be provided to Euroclear Belgium preferably by e-mail (ebe.issuer@euroclear.com) or by post (FAO the Issuer Relations department, Bd. du Roi Albert II 1, B-1210 Brussels). The notification must be made **no later than Thursday 14 April 2022 at 4 pm** on the Lumi platform via the link www.Lumiconnect.com, or be received by Euroclear Belgium.

Holders of bonds, subscription rights or certificates issued with the cooperation of the company, who, under the terms of article 7:135 of the Belgian Code of Companies and Associations, are entitled to attend the general meeting with an advisory vote only, are asked to follow the same deposit and prior notification formalities as those imposed on shareholders.

These formalities are free of charge for shareholders.

Proxies

Under article 33 of Proximus' bylaws, shareholders may designate in writing another person as their proxy by e-mail. In this case, the shareholder must complete and sign the proxy form available on our website. The proxy form must be entered on the Lumi platform via the link www.Lumiconnect.com, or sent to Proximus' Secretary General **no later than Thursday 14 April 2022**.

Admittance

Every natural person attending the general meeting in his/her capacity as shareholder, proxyholder or representative of a legal person must be able to show proof of his/her identity. Representatives of legal persons must prove their capacity of corporate body or special proxyholder.

The obtention by shareholders of personal login details in connection with their participation in the digital meeting via the Lumi platform shall constitute full proof of identity in the aforementioned sense.

Voting

Shareholders who have validly notified their participation in the general meeting may vote at this meeting.

Shareholders may vote electronically in advance, in accordance with Article 39 of the Proximus' bylaws. This electronic vote must be cast on the Lumi platform, using the link www.Lumiconnect.com, **no later than Thursday 14 April 2022**.

Shareholders may vote by correspondence in accordance with Article 39 of Proximus' bylaws. This vote by correspondence must be cast using the form that is issued by the company, which is available at the Proximus' Secretary General and on the company's website. The signed voting by correspondence form must be received by the Secretary General **no later than Thursday 14 April 2022**.

In addition, the shareholders who participate will also have the possibility to vote electronically during the meeting.

Documentation

All documents are made available on the company's website. On working days and during normal office hours or by requesting them by e-mail, holders of shares, bonds, subscription rights or certificates issued with the cooperation of the company, may obtain a copy of the documents to be submitted by law, at the General Secretariat of Proximus.

Right to ask questions

The shareholders who have validly notified their participation in the general meeting may ask questions to the directors about their report or the items on the agenda, and to the auditors with regard to their report.

The shareholders will have the possibility to ask written questions in advance. These questions must be entered in the application available for this purpose on the Lumi platform, via the link www.Lumiconnect.com, or must reach the Secretary General of Proximus **no later than Thursday 14 April 2022**.

In addition, shareholders participating on site or remotely will also have the opportunity to ask questions during the meeting.

Additional items on the agenda

One or more shareholders, who together possess at least 3% of Proximus' share capital, may have items to be dealt with placed on the agenda of the general meeting and submit motions for resolution on items included or to be included in the agenda. Such requests, together with proof of ownership of the required participation, and, as the case may be, the text of the items to be dealt with and the related motions for resolution, must be submitted by e-mail to secretary.general@proximus.com **no later than Tuesday 29 March 2022**. In this case, the company will announce the revised agenda no later than Tuesday 5 April 2022.

Data Protection

Proximus is the data controller for the processing of the personal data collected directly or indirectly from its shareholders, security holders and their proxy holders in connection with the organization of the general shareholders' meeting. Proximus processes this data with the help of a processor in order to identify the participants of the general meeting and manage the attendance and voting procedure. This data collection is mandatory for participation to the general meeting and is based on the legal obligations surrounding shareholder meetings. Proximus retains the data for as long as necessary to fulfil its legal obligations.

For the contact details of the Proximus Data Protection Officer and for more information on exercising the privacy rights of the persons concerned, please see the Proximus Privacy Policy (www.proximus.be/privacy).

Contact details Proximus' Secretary General

Proximus SA under public law, to the attention of Dirk Lybaert, Secretary General (office 26U), Boulevard du Roi Albert II 27, B-1030 Brussels – secretary.general@proximus.com – website www.proximus.com.