

PROXY
Annual General Meeting
of April 17, 2019 (10.00 a.m.)

A copy of this form must be received at the latest on **April 11, 2019** by :

Proximus SA/NV of public law
 Mr. Dirk Lybaert, Secretary General
 Bd du Roi Albert II, 27 (26U)
 B - 1030 Brussels (Belgium)

The signed original proxy form must be given to the proxy holder. He/she will be required to present it to the company representatives on the day of the meeting to be admitted to the meeting.

The undersigned (name and first name/Name of the company):

.....

Domicile/Registered office:

.....

Owner of	<div style="border: 1px solid black; width: 100%; height: 50px; margin: 0 auto;"></div>	Dematerialized shares (1) Registered shares (1)	of Proximus SA/NV
	Quantity	(1) cross out what is not applicable	

Hereby appoints as proxyholder:

Name and first name:

.....

Residing at:

.....

In order to represent him/her as shareholder at the annual general meeting of above mentioned company which will be held in the Proximus Lounge, rue Stroobants 51, 1140 Brussels, Belgium, on Wednesday April 17, 2019 at 10.00 a.m. with the following agenda:

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 2018.
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 2018.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2018.

5. Approval of the annual accounts of Proximus SA under public law at 31 December 2018.
Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2018, including the following allocation of the results:

Profit of the financial year to be appropriated	+	451,153,877.43
Accumulated profits	+	130,230,237.97
Profit to be appropriated	=	581,384,115.40
Net transfers from reserves	+	248,878,155.51
Profit to be distributed (dividends)	-	484,602,858.38
Other beneficiaries (personnel)	-	28,003,503.37
Profit to be carried forward	=	317,655,909.16

For 2018, the gross dividend amounts to EUR 1.50 per share, entitling shareholders to a dividend net of withholding tax of EUR 1.05 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 7 December 2018; this means that a gross dividend of EUR 1.00 per share (EUR 0.70 per share net of withholding tax) will be paid on 26 April 2019. The ex-dividend date is fixed on 24 April 2019, the record date is 25 April 2019.

FOR		AGAINST		ABSTAIN	
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6. Approval of the remuneration report.
Motion for a resolution: approval of the remuneration report.

FOR		AGAINST		ABSTAIN	
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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 2018.

FOR		AGAINST		ABSTAIN	
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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 2018.

FOR		AGAINST		ABSTAIN	
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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 SCRL, represented by Mr. Michel Denayer and Mr. Nico Houthaeve, for the exercise of their mandate during the financial year closed on 31 December 2018.

FOR		AGAINST		ABSTAIN	
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10. Reappointment of a Board Member.
Motion for a resolution: to reappoint Mr. Martin De Prycker 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 2023.
This Board member retains his capacity of independent member as he meets the criteria laid down in Article 526ter of the Belgian Company Code and in the Belgian Corporate Governance Code 2009. His CV is available on www.proximus.com. This second mandate will be remunerated in the same way as that of the other directors, in accordance with the decision taken by the shareholders' meeting of 2004.

FOR		AGAINST		ABSTAIN	
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11. Reappointment of a Board Member

Motion for a resolution: to reappoint Mrs. Dominique Leroy upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, as Board Member for a period, which will expire at the annual general meeting of 2023. This Board mandate is not remunerated.

FOR	AGAINST	ABSTAIN
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12. Appointment of a new Board Member

Motion for a resolution: to appoint Mrs. Catherine Rutten 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 2023.

This Board member has the capacity of independent member as she meets the criteria laid down in Article 526ter of the Company Code and in the Belgian Corporate Governance Code 2009. Her CV is available on www.proximus.com. This mandate will be remunerated in the same way as that of the other directors, in accordance with the decision taken by the shareholders' meeting of 2004.

FOR	AGAINST	ABSTAIN
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13. 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 CVBA/Réviseurs d'Entreprises SCRL, represented by Mr. Geert Verstraeten and CDP Petit & Co SPRL, represented by Mr. Damien Petit, 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 325,149 EUR (to be indexed annually).

FOR	AGAINST	ABSTAIN
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14. Acknowledgment of change of the permanent representative of the auditor Deloitte Bedrijfsrevisoren CVBA for the certification of the annual accounts of Proximus SA under public law.

Motion for a resolution: the meeting takes note of the change of the permanent representative of Deloitte Bedrijfsrevisoren CVBA/Deloitte Réviseurs d'Entreprises SCRL. Deloitte Bedrijfsrevisoren CVBA/Deloitte Réviseurs d'Entreprises SCRL has decided to replace Mr Michel Denayer as permanent representative by Mr. Geert Verstraeten from 17 April 2019.

15. Miscellaneous.

If you do not give specific voting instructions, you will be considered having instructed to vote in favour of the resolutions proposed by the Board of Directors of the company.

Done at, on, 2019.

Signature(s) :

Legal entities must specify the name, first name and title of the natural person(s) who signs this proxy form on their behalf.