

PROXY
Annual General Meeting
of April 19, 2017 (10.00 a.m.)

A copy of this form must be received at the latest on **April 13, 2017** by :
 Proximus SA/NV of public law
 Mrs. Patricia Van de Wiele, Secretary General
 Bd du Roi Albert II, 27 (26U021)
 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):

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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 19, 2017 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 2016.
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 Auditors with regard to the consolidated annual accounts at 31 December 2016.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2016.

5. Approval of the annual accounts of Proximus SA under public law at 31 December 2016.

Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2016, including the following allocation of the results:

Profit of the financial year	+	479,265,083 EUR
Accumulated profits	+	336,107,163 EUR
Profit to be appropriated	=	815,372,246 EUR
Net transfers from the reserves	+	229,631 EUR
Return on capital (gross dividend)	-	485,884,870 EUR
Other beneficiaries (personnel)	-	25,215,774 EUR
Profit to be carried forward	=	304,501,233 EUR

For 2016, the gross dividend amounts to EUR 1.50 per share, entitling shareholders to a dividend net of withholding tax of EUR 1.065 per share, of which an interim dividend of EUR 0.50 (EUR 0.365 per share net of withholding tax) was already paid out on 9 December 2016; 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 28 April 2017. The ex-dividend date is fixed on 26 April 2017, the record date is 27 April 2017.

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 2016.

FOR		AGAINST		ABSTAIN	
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8. Granting of a special discharge to the members of the Board of Directors whose mandate ended on 20 April 2016.

Motion for a resolution: granting of a special discharge to Mrs. Carine Doutrelepont and to Mrs. Lutgart Van den Berghe for the exercise of their mandate until 20 April 2016.

FOR		AGAINST		ABSTAIN	
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9. 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 2016.

FOR		AGAINST		ABSTAIN	
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10. Granting of a special discharge to Mr. Geert Verstraeten, representative of Deloitte Statutory Auditors SC sfd SCRL for the exercise of his mandate as chairman and member of the Board of Auditors until 20 April 2016.

Motion for a resolution: granting of a special discharge to Mr. Geert Verstraeten, representative of Deloitte Statutory Auditors SC sfd SCRL, for the exercise of his mandate as chairman and member of the Board of Auditors until 20 April 2016.

FOR		AGAINST		ABSTAIN	
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11. Granting of a special discharge to Luc Callaert SC sfd SPRLU, represented by Mr. Luc Callaert for the exercise of his mandate as member of the Board of Auditors until 20 April 2016.
 Motion for a resolution: granting of a special discharge to Luc Callaert SC sfd SPRLU, represented by Mr. Luc Callaert, for the exercise of this mandate as member of the Board of Auditors until 20 April 2016.

FOR		AGAINST		ABSTAIN	
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12. 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 SC sfd SCRL, represented by Mr. Michel Denayer and Mr. Nico Houthaeve, for the exercise of their mandate during the financial year closed on 31 December 2016.

FOR		AGAINST		ABSTAIN	
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13. Granting of a special discharge to Mr. Geert Verstraeten, representative of Deloitte Statutory Auditors SC sfd SCRL, as auditor of the consolidated accounts of the Proximus Group, for the exercise of his mandate until 20 April 2016.
 Motion for a resolution: granting of a special discharge to Mr. Geert Verstraeten, representative of Deloitte Statutory Auditors SC sfd SCRL, as auditor of the consolidated accounts of the Proximus Group, for the exercise of his mandate until 20 April 2016.

FOR		AGAINST		ABSTAIN	
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14. Reappointment of a Board Member.
 Motion for a resolution: to reappoint Mr. Pierre Demuelenaere on 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 2021.

FOR		AGAINST		ABSTAIN	
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15. Approval of the annual accounts at 30 September 2016 of Wireless Technologies SA.
 Motion for a resolution: approval of the annual accounts of Wireless Technologies SA with regard to the financial year closed on 30 September 2016 in accordance with article 727 of the Belgian Companies Code.

FOR		AGAINST		ABSTAIN	
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16. Examination of the annual report of the Board of Directors and of the report of the Auditor of Wireless Technologies SA with regard to the annual accounts at 30 September 2016.

No vote

17. Granting of a discharge to the members of the Board of Directors of Wireless Technologies SA.
 Motion for a resolution: granting of a discharge to the members of the Board of Directors of Wireless Technologies SA for the exercise of their mandate during the financial year closed on 30 September 2016 and the submission of the annual accounts at 30 September 2016 and the relating annual report to the ordinary shareholders' meeting of Proximus SA in accordance with article 727 of the Belgian Companies Code.

FOR		AGAINST		ABSTAIN	
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18. Granting of a discharge to the Auditor of Wireless Technologies SA.
Motion for a resolution: granting of a discharge to Deloitte Statutory Auditors SC sfd SCRL, represented by Mr. Luc Van Coppenolle, auditor of Wireless Technologies SA for the exercise of his mandate during the financial year closed on 30 September 2016 and the submission of the relating auditor's report to the ordinary shareholders' meeting of Proximus SA in accordance with article 727 of the Belgian Companies Code.

FOR	
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AGAINST	
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ABSTAIN	
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19. 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, 2017.

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.