

<p>VOTE BY MAIL</p> <p>Extraordinary Shareholders' Meeting</p> <p>of April 20, 2016 (11.30 a.m.)</p>
<p>This form must be received at the latest on April 14, 2016 by :</p> <p>Proximus SA/NV of public law</p> <p>Ms. Patricia Van de Wiele, Secretary General</p> <p>Bd du Roi Albert II, 27 (26U021)</p> <p>B - 1030 Brussels (Belgium)</p>

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

.....

Domicile / Registered Office

.....

.....

Owner of		Dematerialized shares (1) Registered shares (1)	of Proximus SA/NV
	Quantity		

(1) cross out what is not applicable

votes by mail in the following way with respect to the extraordinary shareholders' meeting of the company, which will be held on Wednesday April 20, 2016 at 11.30 a.m.

My / Our vote on each of the proposed resolutions is as follows:
(please tick the appropriate boxes)

1. Implementation of the provisions of the Law of 16 December 2015 amending the Law of 21 March 1991 concerning the reorganization of certain economic public companies, as published in the Appendixes to the Belgian Official Gazette of 12 January 2016 (entry into effect on 12 January 2016).
Motion for a resolution: proposal to implement the provisions of the Law of 16 December 2015 amending the Law of 21 March 1991 concerning the reorganization of certain economic public companies, as published in the Appendixes to the Belgian Official Gazette of 12 January 2016 (entry into effect on 12 January 2016). The implementation will be evidenced by the new text of the bylaws to be adopted, and concerns, among other things, the following:
 - a. reference to the competitive sector in which Proximus operates;
 - b. amendment of the provisions regarding the appointment and dismissal of directors, the Chairman of the Board of Directors and the Chief Executive Officer;
 - c. amendment to the provisions on the term of the Chief Executive Officer's mandate;
 - d. deletion of the provisions on the Management Committee;
 - e. deletion of certain limitations on the delegation authority of the Board of Directors;

- f. deletion of the unilateral rights of the government to intervene in and supervise the operations of the Company, which includes the abandonment of the mandate of the government commissioner;
- g. reference to the possibility of the Belgian government to decrease its equity stake in the Company's share capital to less than 50% plus one share.

Pursuant to this decision, proposal to amend the bylaws as per the new text of the bylaws to be adopted.

FOR	
------------	--

AGAINST	
----------------	--

ABSTAIN	
----------------	--

2. Various amendments to the bylaws to simplify the management and the operations of the Company and to improve the corporate governance.

Motion for a resolution: proposal for various amendments to the bylaws to simplify the management and operations of the Company and to improve the corporate governance and, among other things:

- a. reduce the maximum number of members of the Board of Directors to fourteen;
- b. shortening of the duration of the mandate of new directors from six to four years;
- c. introduction of the principle that all directors are appointed by the general meeting upon proposal by the Board of Directors based on the candidate directors that are proposed by the Nomination and Remuneration Committee. The latter takes the principle of reasonable representation of significant stable shareholders into account. Shareholders holding at least twenty-five per cent (25%) of the shares in the Company, have the right to nominate directors and this pro rata to their shareholding;
- d. amendment of the provisions regarding the replacement of the Chairman of the Board of Directors if he or she is prevented from attending a meeting;
- e. introduction of the possibility to keep the register of registered shares in electronic format.

Pursuant to this decision, proposal to amend the bylaws as per the new text of the bylaws to be adopted.

FOR	
------------	--

AGAINST	
----------------	--

ABSTAIN	
----------------	--

3. Various amendments to the bylaws to improve the readability of the bylaws, including the deletion of provisions or wording which is no longer relevant, the deletion of provisions that reflect general legal principles and the deletion of the reference to the dates of various previous amendments to the bylaws, as per the new text of the bylaws to be adopted.

Motion for a resolution: proposal for various amendments to the bylaws to improve the readability of the bylaws.

FOR	
------------	--

AGAINST	
----------------	--

ABSTAIN	
----------------	--

4. Change to the Company's corporate object to include current and future technological developments and services and other, more general, acts that are directly or indirectly linked to the corporate object.

Motion for a resolution: proposal to change the Company's corporate object to include current and future technological developments and services and other, more general, acts that are directly or indirectly linked to the corporate object.

Pursuant to this decision, proposal to amend Article 3 of the bylaws by inserting the text: "5° The delivery of ICT and digital services.

The Company may carry out all commercial, financial, technological and other acts that are directly or indirectly linked to its corporate object or which are useful for achieving this object."

FOR	
------------	--

AGAINST	
----------------	--

ABSTAIN	
----------------	--

5. Authorization for a capital increase within the limits of the authorized capital.

Motion for a resolution: proposal to renew the power of the Board of Directors, for a five-year term as from the date of notification of the amendment to these bylaws by the General Meeting of 20 April 2016, to increase the Company's share capital in one or more transactions with a maximum of EUR 200,000,000.00, pursuant to Section 1 of Article 5 of the bylaws.

Pursuant to this decision, proposal to amend Article 5, Section 2 of the bylaws as follows: replace “16 April 2014” by “20 April 2016”.

FOR		AGAINST		ABSTAIN	
-----	--	---------	--	---------	--

6. Authorization to the Board of Directors to increase the capital in case of a public takeover bid.

Motion for a resolution: proposal to renew the power of the Board of Directors, for a period of three years starting from the day of this amendment to the bylaws by the General Meeting of 20 April 2016, to increase the Company's capital, in any and all forms, including a capital increase whereby the pre-emptive rights of shareholders are restricted or withdrawn, even after receipt by the Company of a notification from the FSMA of a takeover bid for the Company's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions that are applicable in such circumstances, as laid down in Article 607 of the Belgian Companies Code.

Pursuant to this decision, proposal to amend Article 5, Section 3, Subsection 2 of the bylaws as follows: replace “16 April 2014” by “20 April 2016”.

FOR		AGAINST		ABSTAIN	
-----	--	---------	--	---------	--

7. Authorization to the Board of Directors to acquire the Company's own shares.

Motion for a resolution: proposal to renew the power of the Board of Directors to acquire, within the limits set by law, the maximum number of shares permitted by law, within a five-year period, starting on 20 April 2016. The price of such shares must not be higher than 5% above the highest closing price in the 30-day trading period preceding the transaction, and not be lower than 10% below the lowest closing price in the same 30-day trading period.

Pursuant to this decision, proposal to amend Article 13, Subsection 2 of the bylaws as follows: replace “16 April 2014” by “20 April 2016”.

FOR		AGAINST		ABSTAIN	
-----	--	---------	--	---------	--

8. Authorization to the Board of Directors to acquire own shares in case of imminent and serious prejudice to the Company.

Motion for a resolution: proposal to renew the power of the Board of Directors to acquire or transfer the maximum number of shares permitted by law in case such acquisition or transfer is necessary to prevent any imminent and serious prejudice to the Company. This mandate is granted for a period of three years starting on the date that this amendment to the bylaws by the General Meeting of 20 April 2016 is published in the Appendixes to the Belgian Official Gazette.

Pursuant to this decision, proposal to amend Article 13, Subsection 4 of the bylaws as follows: replace “16 April 2014” by “20 April 2016”.

FOR		AGAINST		ABSTAIN	
-----	--	---------	--	---------	--

9. Proxies.

9.a. Motion for a resolution: proposal to grant each director of the Company, acting alone, the power to draft the coordination of the bylaws and to execute the decisions taken.

FOR		AGAINST		ABSTAIN	
-----	--	---------	--	---------	--

9.b. Motion for a resolution: *proposal to grant all powers to the Secretary General, with the power of substitution, for the purpose of undertaking the formalities at an enterprise counter with respect to registering/amending the data in the Crossroads Bank of Enterprises, and, where applicable, at the VAT Authority, and to make available to the shareholders an unofficial coordinated version of the bylaws on the website of the Company (www.proximus.com).*

FOR	
------------	--

AGAINST	
----------------	--

ABSTAIN	
----------------	--

Done at, on, 2016.

Signature(s) :

Legal entities must specify the name, first name and title of the natural person(s) who signs this letter on their behalf. Owners of dematerialized shares or registered shares intending to vote by mail must also have completed the formalities described in the invitation.