

## **ANNUAL GENERAL MEETING**

### **PROXIMUS**

company limited by shares under public law  
Boulevard du Roi Albert II, 27, 1030 Brussels  
VAT (BE) 0202.239.951 – Register of Legal Entities (Brussels)

On seventeen April, two thousand and nineteen  
At Rue Stroobants 51, 1140 Brussels,

the Annual General Meeting of shareholders of **PROXIMUS SA** under public law, with its registered office at Boulevard du Roi Albert II, 27, 1030 Brussels, hereinafter referred to as “*the Company*”

### **WAS CONVENED**

#### **OPENING OF THE MEETING - COMPOSITION OF THE BUREAU**

The meeting opens at 10.10 a.m. under the chairmanship of Mr. Stefaan De Clerck, Chairman of the Board of Directors.

#### **Working language**

The Chairman points out that, in accordance with the law, the languages used during the meeting are Dutch and French. Those not speaking said languages are invited to express themselves in English. The Chairman also points out that any statements made in one of those three languages will be translated simultaneously into the other two languages and that headphones are available to those participants wanting to make use of this translation service.

#### **Composition of the bureau**

The Chairman states that he has appointed Mr. Dirk Lybaert as the Secretary of the Meeting. The meeting appoints Mr. Igor Makedonsky and Mr. Koen Van Parys as Tellers. The Chairman, Secretary and the Tellers constitute the bureau of the meeting.

#### **VERIFICATIONS BY THE BUREAU – ATTENDANCE**

The Chairman reports on the observations and verifications made by the bureau during and at the end of the participants’ registration formalities with respect to the constitution of the meeting:

##### **1. Notice convening shareholders to the meeting**

Before the meeting opened, references of the notices convening the meeting published in the Belgian Official Gazette and in the press were filed with the bureau. They will be filed in the Company's archives together with the minutes of the meeting.

The bureau noted that said notices were published:

- on the fifteenth of March two thousand and nineteen in the Belgian Official Gazette;
- on the fifteenth of March two thousand and nineteen in De Tijd;
- on the fifteenth of March two thousand and nineteen in l’Echo.

The text of the notice convening the meeting, and the proxy forms, were made available to shareholders on the Company's website ([www.proximus.com](http://www.proximus.com)) as from the fifteenth of March two thousand and nineteen. A communication was sent to Belga, Bloomberg and Reuters in order to ensure international distribution.

The bureau also notes, while acknowledging the copy of the letters sent, that a notice convening the meeting has been sent by letter on the fifteenth of March two thousand and nineteen to the registered shareholders, the holders of registered bonds, the directors and the members of the Board of Auditors.

## **2. Verification of the powers of those participating in the meeting**

Confirmations of attendance of the holders of dematerialized and registered shares, as well as proxies, were filed with the bureau for verification to ensure that the rules for participating in the meeting were complied with. The originals of these documents will be filed in the Company's archives.

## **3. Attendance list**

An attendance list was drawn up, containing the name and address, or the company name and registered office, of all shareholders present or represented at the meeting. It was signed by each of the shareholders and shareholder representatives attending the meeting. This list was complemented by a list of the shareholders who voted by letter in compliance with Article 39 of the bylaws.

The original list will remain appended to these minutes. The related proxies will be filed in the Company's archives.

## **4. Verification of a quorum**

The bureau notes on the basis of the attendance list that the shareholders present or represented at the meeting hold 251,149,290 shares, of a total of 338,025,135 shares issued by the Company. After the deduction of own shares, the number of shares with a voting right is 322,930,867.

Since neither the law nor the bylaws require a quorum for the meeting to be held, the bureau notes that the meeting is validly composed to deliberate on the items on the agenda.

## **5. Third parties attending the meeting**

Other than the persons mentioned above, the following persons are also present at the meeting (inter alia):

- members of the Board of Directors;
- members of the Executive Committee;
- members of the Board of Auditors;
- company employees and staff of firms employed by Proximus, in charge of logistics at the meeting.

The Chairman then invites the meeting to determine the validity of its composition.

By unanimous consent, the meeting acknowledges that it is validly composed to deliberate on the items on the agenda.

The meeting takes due note of the speeches by the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer.

## **AGENDA**

The Chairman proceeds with the deliberation on the items on the agenda. He informs the meeting that the first four items on the agenda concern the communication of (i) the management reports of the Board of Directors relating to the annual accounts and consolidated annual accounts at 31 December 2018, (ii) the reports of the Board of Auditors and the Independent Auditor respectively relating to the annual accounts and to the consolidated annual accounts at 31 December 2018, (iii) the information provided by the Joint Committee, and (iv) the consolidated annual accounts at 31 December 2018.

The meeting takes due note of these documents and information.

## **QUESTIONS**

Before inviting the shareholders to vote on the motions for resolution set out on the agenda, the Chairman asks the participants whether they have any questions relating to the items on the agenda.

The meeting dealt with the written and oral questions of the shareholders. The written questions and their answers will remain attached to the minutes.

The Chairman then notes the end of the questions session.

## **TERMS AND CONDITIONS OF THE VOTING**

The Chairman then invites the shareholders to vote on each motion for resolution on the agenda.

He informs them that each share, except for own shares, gives the right to one vote. He also reminded the meeting that only shareholders and representatives of shareholders are entitled to vote.

The Chairman points out that an electronic voting system is used for the voting.

## **DELIBERATIONS - RESOLUTIONS**

The Chairman then invites the shareholders to vote on each motion for resolution on the agenda.

### **FIRST RESOLUTION**

The Chairman asks the meeting to vote on the motion to approve 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 EUR
Accumulated profits	+	130,230,237.97 EUR
Profit to be appropriated	=	581,384,115.40 EUR
Net transfers from reserves	+	248,878,155.51 EUR
Profit to be distributed (dividends)	-	484,602,858.38 EUR
Other beneficiaries (personnel)	-	28,003,503.37 EUR
Profit to be carried forward	=	317,655,909.16 EUR

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.

**Vote:**

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 251,148,928
- 2/ percentage that such votes represent in the share capital: 74.29%
- 3/ total number of valid votes: 251,148,928 including:

<b>FOR</b>	249,327,195	99.27%
<b>AGAINST</b>	577,700	0.23%
<b>ABSTENTION</b>	1,244,033	0.49%

**SECOND RESOLUTION**

The Chairman asks the meeting to vote on the motion to approve the Remuneration Report.

**Vote:**

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 251,149,289
- 2/ percentage that such votes represent in the share capital: 74.29%
- 3/ total number of valid votes: 251,149,289 including:

<b>FOR</b>	244,283,473	97.26%
<b>AGAINST</b>	4,003,876	1.59%
<b>ABSTENTION</b>	2,861,940	1.13%

**THIRD RESOLUTION**

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2018.

**Vote:**

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 251,149,173
- 2/ percentage that such votes represent in the share capital: 74.29%
- 3/ total number of valid votes: 251,149,173 including:

<b>FOR</b>	249,840,323	99.47%
<b>AGAINST</b>	1,131,275	0.45%
<b>ABSTENTION</b>	177,575	0.07%

#### **FOURTH RESOLUTION**

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Auditors for the exercise of their mandate during the financial year ended on 31 December 2018.

##### **Vote:**

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 251,149,289
- 2/ percentage that such votes represent in the share capital: 74.29%
- 3/ total number of valid votes: 251,149,289 including:

<b>FOR</b>	248,733,598	99.03%
<b>AGAINST</b>	1,065,473	0.42%
<b>ABSTENTION</b>	1,350,218	0.53%

#### **FIFTH RESOLUTION**

The Chairman asks the meeting to vote on the motion to grant discharge to the Independent Auditors Deloitte Statutory Auditors SCRL, auditor of the consolidated accounts, represented by Mr. Michel Denayer and Mr. Nico Houthaevé, for the exercise of their mandate during the financial year closed on 31 December 2018.

##### **Vote:**

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 251,149,199
- 2/ percentage that such votes represent in the share capital: 74.29%
- 3/ total number of valid votes: 251,149,199 including:

<b>FOR</b>	248,539,444	98.96%
<b>AGAINST</b>	1,220,478	0.48%
<b>ABSTENTION</b>	1,389,277	0.55%

## **SIXTH RESOLUTION**

The Chairman asks the meeting to vote on the motion to reappoint Mr. Martin De Prycker as independent Board Member for a period which will expire at the annual general meeting of 2023.

The candidate member presents himself to the meeting.

### **Vote:**

The motion on the appointment of Mr. Martin De Prycker is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 251,149,289
- 2/ percentage that such votes represent in the share capital: 74.29%
- 3/ total number of valid votes: 251,149,289 including:

<b>FOR</b>	247,733,533	98.64%
<b>AGAINST</b>	3,358,064	1.33%
<b>ABSTENTION</b>	57,692	0.02%

## **SEVENTH RESOLUTION**

The Chairman asks the meeting to vote on the motion to reappoint Mrs. Dominique Leroy as Board Member for a period which will expire at the annual general meeting of 2023.

### **Vote:**

The motion on the appointment of Mrs. Dominique Leroy is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 251,149,289
- 2/ percentage that such votes represent in the share capital: 74.29%
- 3/ total number of valid votes: 251,149,289 including:

<b>FOR</b>	247,425,892	98.51%
<b>AGAINST</b>	3,708,913	1.47%
<b>ABSTENTION</b>	14,484	0.008%

## **EIGHTH RESOLUTION**

The Chairman asks the meeting to vote on the motion to appoint Mrs. Catherine Rutten as independent Board Member for a period which will expire at the annual general meeting of 2023.

The candidate member presents herself to the meeting.

**Vote:**

The motion on the appointment of Mrs. Catherine Rutten is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 251,149,289
- 2/ percentage that such votes represent in the share capital: 74.29%
- 3/ total number of valid votes: 251,149,289 including:

<b>FOR</b>	251,057,118	99.96%
<b>AGAINST</b>	35,835	0.01%
<b>ABSTENTION</b>	56,336	0.02%

**NINETH RESOLUTION**

The Chairman asks the meeting to vote on to appoint Deloitte Bedrijfsrevisoren/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).

**Vote:**

The motion on the appointment of Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises SCRL, represented by Mr. Geert Verstraeten and CDP Petit & Co SPRL, represented by Mr. Damien Petit, is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 251,149,173
- 2/ percentage that such votes represent in the share capital: 74.29%
- 3/ total number of valid votes: 251,149,173 including:

<b>FOR</b>	249,941,233	99.51%
<b>AGAINST</b>	1,186,426	0.47%
<b>ABSTENTION</b>	21,514	0.008%

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 for the certification of the annual accounts of Proximus SA under public law.

**CLOSURE OF THE MEETING**

The meeting was closed at 12:40.

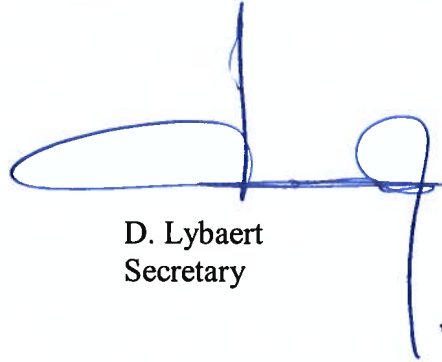
**MINUTES**

These minutes are drawn up in Brussels and on the date indicated above.

They were signed by the members of the bureau and by those shareholders and shareholder representatives wishing to do so.



S. De Clerck  
Chairman



D. Lybaert  
Secretary



K. Van Parys  
Teller



I. Makedonsky  
Teller



## Written Q&A

### Questions of Mr. Edouard de Ganay

I have two questions I would like to ask the General Assembly, which are formulated below:

"I have been contacted on several occasions by a company claiming to represent Proximus, proposing rate plans which, for €20 extra per month, offer unlimited communications to Europe and North America (fixed and mobile!!).

To support this offer, my interlocutor was able to cite all the plans I have subscribed to, but not the bills. When I asked for a copy of the contract they offered by e-mail, the contact never provided it.

I subsequently contacted the Proximus customer service, who told me they would pass this on to their superiors. Failing to receive any news, I mentioned this to one of your employees, who also told me he would pass this information on, but once again, I received no news.

The two questions I would therefore like to ask the representative of the Board of Directors of Proximus are as follows:

*Question 1. What measures will you take to better protect the data of your customers in future?*

*The protection of customer data is an absolute priority for Proximus. Access to such data is strictly regulated and controlled. In this particular case, the customer was contacted by our indirect sales partner. This partner requires access to customer data to perform its work. However, this access is limited and does not extend to bills.*

*So, there is not really a problem of data protection in this case. We may contact our customers for marketing purposes ("legitimate interest" under the GDPR).*

*Customers who don't want their data to be used for marketing purposes have two possibilities: they can either opt out or register on the "Do Not Call Me" list.*

*Question 2: If, by chance, one of your customers should find themselves in this position, what would you do to help them?*

*To avoid being called, a customer must opt out or register on the "Do Not Call Me" list.*

*To opt out (and no longer be called), the customer must register on the "Do Not Call Me" list via the following website: <https://www.dncm.be/>*

*If customers no longer wish to receive Direct Marketing (e-mail, text, push notification, letter, etc.) from Proximus, they can opt out:*

- either via our different channels (shop, call centers)
- or via My Proximus (web or mobile app)

### Questions of Mr. Bart Neyens:

Question 1. Given that the valuation of Proximus and other telecom operators, expressed in EBITDA, gives a ratio of less than 6, why did you offer more than 12 times the EBITDA (of 2019!) for Telesign?

*BICS acquired Telesign at the end of October 2017 for a total value of 230 million dollars. At the time, the valuation metrics had not been disclosed to the market. Based on our 2019 forecast, the implicit 2019 EBITDA multiple is much lower than that mentioned in the question. The EBITDA multiple is just one valuation metric which complements other valuation techniques, such as discounted free cash flow. The growth potential of a company is also taken into account. The Telesign valuation was done using different valuation techniques and multiples, applicable to*

*comparable companies, taking into account its growth potential. The superior long-term growth prospects of Telesign compared with traditional telecom operators, combined with the synergies Telesign has generated with BICS, justify a higher multiple. If you look at the successful integration of the business, the trajectory of the results since the acquisition, and the valuation of other listed companies operating in the same sector, the price paid is quite reasonable. By way of comparison, the listed company Twilio, which has a similar business activity, is trading at a multiple of 626 times the 2019 EBITDA forecast (according to Bloomberg). We are therefore very satisfied with this acquisition, which offers considerable added value to our subsidiary BICS, including a larger geographic portfolio and customer expansion.*

Question 2: In the auditor's report, particular attention is also paid to the acquisition of Telesign, the "goodwill" that is still registered for BICS. The auditor refers to "our understanding of Telesign activities". Can you explain this in more detail?

*As this is quite a technical matter, the answer to this question was drawn up together with the auditor.*

*When you perform an impairment exercise, an important initial step is the determination of the so-called cash-generating unit. A cash-generating unit is a group of assets that generates cash inflows that are largely independent of the cash inflows of other asset groups. Determining the cash-generating unit is necessary for establishing the level at which the goodwill (in this case, the goodwill for BICS) will be tested for impairment. It is important that the determination of the cash-generating unit by management is consistent with the operational activities of the entities involved (in this case, BICS and Telesign). Understanding Telesign's activities is therefore a relevant procedure for the auditor to determine the position taken by management in its impairment analysis.*

Question 3: In 2018, Proximus spent 50 million euro on the acquisition of companies. Can you give some guidelines on how they will contribute to Proximus' EBITDA/profit in the coming years?

*Our subsidiaries contribute new types of solutions and hence increase our relevance to customers, especially in the business segment. This concerns companies such as Be-Mobile (specializing in mobility solutions), Davinsi Labs (active in cybersecurity), and Codit (which has the highest Microsoft certificates for the integration of business applications). For its part, Proximus offers these companies added value through its broad expertise and access to customers in the business segment.*

*These companies have a strong growth profile, and if we compare 2018 with 2015, EBITDA increased by 60% with a 2.5% improvement in the EBITDA margin.*

*Although these companies are already profitable on their own, it is also important that they support the traditional telecom activities of the Enterprise Business Unit, which makes the Enterprise segment of Proximus very successful compared to other European competitors.*

Question 4. Can you clarify why you now call your plan "Fit for Purpose" and not "Fit for Growth"? Is "growth" no longer a goal for Proximus in the coming years?

*The "Fit for Growth" strategy ensured that Proximus, as sole incumbent telecom operator in Europe, was able to achieve growth for four consecutive years, both in terms of turnover and profit. This year, the strategy was replaced by an adapted strategy, #shift to digital, which aims to focus more strongly on the fact that if Proximus wants to stay relevant to its customers – whether consumer or business customers – it must evolve from a pure connectivity player to a provider of digital services. At the same time, we need to become more efficient and agile. That's why we have the "Fit for Purpose" transformation plan. Although, this year, we expect a stabilization of turnover and profit compared to last year, the new strategy and the transformation plan will allow Proximus to grow in the future.*

Question 5. In the Belgian parliament, the Chairman of the Board of Directors suggested that, *mutatis mutandis*, the Renault law would be applied to the collective redundancy plan. Does this also mean that no regular redundancies have taken place during the past period, or that they can still be used on top of what is potentially negotiated?

*The Renault law is not applicable to Proximus. However, in the current social dialog, Proximus wants to be inspired as much as possible by the spirit of that law by introducing an information and consultation period for the representative trade unions, a phase that is ongoing for three months. As regards regular redundancies, the freezing thereof is not a provision of the Renault law, but of the Royal Decree of 24 May 1976 on collective redundancies, which prohibits an employer from dismissing employees who are the object of a collective redundancy project within 30 days of the notification of the project. This text is also not applicable to Proximus. Nevertheless, I can confirm that since the notification of the plan, no such redundancies linked to the project have taken place at Proximus.*

Question 6: The trade unions reproach the board and management for a lack of creativity and have asked for an "industrial" plan. This remained so unclear that, after three months, they came up with their own proposals. Will the Board of Directors and ExCo work on a clear vision for the future of Proximus? When will the shareholders be informed about this?

*Proximus has a clear, forward-looking strategy in which the company aims to evolve from a pure connectivity player to a digital service provider. To this end, the "Fit for Growth" strategy of the past five years was adjusted and replaced by the new #shift to digital strategy. This strategy was subsequently explained by the CEO, in accordance with annual custom. Early this week, the representative trade unions presented their suggestions to the Joint Labor Committee. These are now being evaluated by management.*

Question 7: The CEO said that the timing of the "FFP" plan was linked to the arrival of a fourth telecom operator. Since that has now been put on the back burner (5G licenses), will it also have an impact on the timing of the plan's implementation?

*At the start of the information and consultation period, Proximus indicated that the plan as such was not linked to the arrival of a fourth player. There was a need for transformation even without a fourth player. However, it is true that the timing of the plan is influenced by the possible arrival of a fourth player in the sense that it is essential for Proximus to be ready with its transformation before a fourth player enters the market. The timing of the spectrum auction has been postponed until the next government and, based on information from the BIPT, it will not take place in Q4 of 2019 but in the beginning of 2020 at the earliest. Therefore, it is currently unclear how long the auction process will be postponed for.*

Question 8: Is the company planning any other important projects besides the "network" investments?

*Proximus invests more than one billion euro per year. This investment is not just in the network. A growing part of CAPEX investments are in digital and ICT projects which aim to make Proximus more agile and to improve the customer experience, while making Belgian companies more competitive in the digital world. At the same time, Proximus works on new digital services in the field of entertainment, targeted advertising, and online services among others.*

Question 9: Are the company's operations too dependent on external (foreign) partners such as Huawei, Cisco and Infosys? Were the different incidents this past year due to lack of a strong anchoring in Belgium?

*For Proximus, it is important to incorporate the innovations of global technology players. In this field, there are no Belgian players that can meet the majority of our needs, so we have to rely on*

*foreign partners. However, as far as Nokia is concerned (one of our key suppliers), we have the advantage that Nokia has a strong research presence in Antwerp. In the fixed network field in particular, we have launched new technologies on the market in close collaboration with them (e.g. vectoring and our recent Titan project, on which we have already provided information). Proximus also develops innovative solutions with other Belgian companies, such as Tessares. In this regard, we also promote their products abroad. In general, we keep track of the solutions being developed by Belgian companies and are happy to partner up with them when they offer high-quality products at competitive prices.*

Question 10: Following the example of Solvay, and in the context of cost savings, will the number of ExCo members be reviewed?

*Solvay's situation can't be compared to that of Proximus. However, it is true that the transformation plan is not limited to specific levels: the exercise will also take place at management level. As an outcome of the exercise, the number of functions within ExCo meets the needs of the company. If you compare companies of a similar size and complexity, an ExCo of eight members is not an exceptional situation.*

Question 11: Will the Board of Directors also contribute to the foreseen cost savings?

*The composition of the Board of Directors has been reduced over the past years from 18 to 16 members, and a few years ago to 14 members. The number of members has always been a discussion point with our majority shareholder. Also, the remuneration of directors has not been adapted or even indexed since 2004, so that a director today is de facto paid at least 30% less than a director in the past.*

Question 12: How does the Board of Directors explain the fact that the CEO's performance in 2017 received the maximum valuation (200%), while this did not apply to rest of the staff? (Collective bonus and now collective redundancy.)

*The remuneration of the CEO, as contractually defined, provides for a variable remuneration of which 60%, as for all Level 1 employees, is determined by the Group's results. This 60% is therefore mathematically applied to everyone in the same level, so also for the CEO. The other 40% is determined on the basis of the achievement of personal objectives. These objectives are set for the CEO every year by the Board of Directors, acting on a proposal of the Remuneration Committee. The achievement of these objectives is also evaluated by the Board of Directors and leads to a result of between 0% and 200%. "On target" corresponds to a result of 100%. A score of 200% on this personal part of the bonus was allocated because the Board of Directors considered that the CEO had achieved more than her maximum personal objectives. The collective bonus for all employees is historically calculated on the basis of a formula laid down by law, which is tied more to the accounting profits than the operational results. In the social dialog, the company has repeatedly offered to review this formula so that there are equal objectives for everyone.*

Question 13: The book value of Proximus SpearIT has been zero euro since 2017, yet management sees the future there. How does management reconcile this?

*SpearIT plays a complementary role in Proximus ICT services, where it focuses on selling ICT services (Smart Box Moving) and making ICT profiles available to medium-sized companies. These are usually applied at a low margin but are still needed to complement our Proximus ICT EBU solutions. The book value is zero because, historically, SpearIT was a loss-making company and only recently achieved a small positive margin.*

Question 14: Why have the annual accounts of Telindus BV for 2016 (!! ) not yet been published? The negative equity was apparently solved by a capital increase. Can more information be given about this?

*The timing of the closing and the preparation of the annual accounts at Telindus BV was impacted by a change in the ERP system, and the audit process has also taken longer than anticipated. Telindus BV expects to sign and publish the annual accounts before the end of this month (April 2019).*

*Equity at the end of 2016 was EUR 7.5 million (positive) and further increased in 2017 and 2018, thanks to positive results. In addition, the acquisition of Umbrio BV in 2018 was financed by a capital increase.*

Question 15: How do you explain the fact that the goodwill at Group level is never amortized, when this is done systematically within Proximus PLC?

*Goodwill is not amortized in the Group accounts because this is not allowed under IFRS rules. However, goodwill must be amortized in the Proximus PLC accounts since this is required according to Belgian GAAP.*

Question 16: The Remuneration Committee had to intervene in the predefined KPIs in 2018. Why did you adjust the objectives, and do you plan to do this again?

*In November, the Remuneration Committee adapted the calculation method used in the KPI for "net adds". Without changing the scope or the targets, the Remuneration Committee decided to use a new methodology that better reflects the importance of retaining existing customers and doesn't just focus on the acquisition of new customers. In a mature market, it is vital for teams to pay attention to both aspects – the retention of existing customers and the acquisition of new customers. This new methodology was also used in the KPIs for 2019.*

Question 17. At a low level, the consolidation within the telecom sector is already taking shape (in the Netherlands, Germany, and France). How will Proximus protect itself against a takeover by an AT&T, Vodafone, Deutsche Telekom or other major player? Why don't we present the "poison pill" plan to shareholders any more? Are they working on an alternative plan (e.g. a foundation) to ensure the Belgian anchoring?

*Today, the Belgian anchoring is ensured because the state holds 53.51% of the shares. So, without the will of the majority shareholder, it is impossible for another major player to take over Proximus.*