

<p><b>VOTE BY MAIL</b></p> <p><b>Ordinary Shareholders' Meeting</b></p> <p><b>of April 20, 2016 (10.00 a.m.)</b></p>
<p>This form must be received at the latest on <b>April 14, 2016</b> 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	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>	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 ordinary shareholders' meeting of the company, which will be held on Wednesday April 20, 2016 at 10.00 a.m.**

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

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 2015.
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 2015.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2015.

5. Approval of the annual accounts of Proximus SA under public law at 31 December 2015.

Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2015, including the following allocation of the results:

Profit of the financial year	+	635,492,734 EUR
Accumulated profits	+	220,214,627 EUR
Profit to be appropriated	=	855,707,361 EUR
Net transfers from the reserves	+	4,991,622 EUR
Return on capital (gross dividend)	-	490,048,341 EUR
Other beneficiaries (personnel)	-	34,543,478 EUR
Profit to be carried forward	=	336,107,163 EUR

For 2015, the gross dividend amounts to EUR 1.50 per share, entitling shareholders to a dividend net of withholding tax of EUR 1.105 per share, of which an interim dividend of EUR 0.50 (EUR 0.375 per share net of withholding tax) was already paid out on 11 December 2015; this means that a gross dividend of EUR 1.00 per share (EUR 0.73 per share net of withholding tax) will be paid on 29 April 2016. The ex-dividend date is fixed on 27 April 2016, the record date is 28 April 2016.

<b>FOR</b>	<input type="checkbox"/>
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<b>AGAINST</b>	<input type="checkbox"/>
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<b>ABSTAIN</b>	<input type="checkbox"/>
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6. Approval of the remuneration report.

Motion for a resolution: approval of the remuneration report.

<b>FOR</b>	<input type="checkbox"/>
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<b>AGAINST</b>	<input type="checkbox"/>
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<b>ABSTAIN</b>	<input type="checkbox"/>
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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 2015.

<b>FOR</b>	<input type="checkbox"/>
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<b>AGAINST</b>	<input type="checkbox"/>
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<b>ABSTAIN</b>	<input type="checkbox"/>
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8. Granting of a special discharge to the members of the Board of Directors whose mandate ended on 15 April 2015 and 25 September 2015.

Motion for a resolution: granting of a special discharge to Mr. Jozef Cornu for the exercise of his mandate until 15 April 2015 and to Mr. Theo Dilissen for the exercise of his mandate until 25 September 2015.

<b>FOR</b>	<input type="checkbox"/>
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<b>AGAINST</b>	<input type="checkbox"/>
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<b>ABSTAIN</b>	<input type="checkbox"/>
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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 2015.

<b>FOR</b>	<input type="checkbox"/>
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<b>AGAINST</b>	<input type="checkbox"/>
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<b>ABSTAIN</b>	<input type="checkbox"/>
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10. Granting of a special discharge to Mr. Romain Lesage for the exercise of his mandate as member of the Board of Auditors until 31 March 2015.

Motion for a resolution: granting of a special discharge to Mr Romain Lesage for the exercise of this mandate as member of the Board of Auditors until 31 March 2015.

<b>FOR</b>	<input type="checkbox"/>
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<b>AGAINST</b>	<input type="checkbox"/>
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<b>ABSTAIN</b>	<input type="checkbox"/>
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11. Granting of a discharge to the Auditor for the consolidated accounts of the Proximus Group.

Motion for a resolution: granting of a discharge to the auditor Deloitte Statutory Auditors SC sfd SCRL, represented by Mr. Geert Verstraeten and Mr. Nico Houthaeve, for the exercise of their mandate during the financial year closed on 31 December 2015.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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12. Appointment of new Board Members.

Motion for a resolution: to appoint Mrs. Tanuja Randery and Mr. Luc Van den hove on nomination by the Board of Directors after recommendation of the Nomination and Remuneration Committee, as Board Members for a period which will expire at the annual general meeting of 2020.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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13. Appointment of the Auditor in charge of certifying the accounts for Proximus SA of public law

Motion for a resolution: to appoint Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises SC sfd scrl, represented by Mr. Michel Denayer and CDP Petit & Co SPRL, represented by Mr. Damien Petit for the statutory audit mandate of Proximus SA of public law for a period of six years for an annual audit fee of 226,850 EUR (to be indexed annually).

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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14. Appointment of the Auditor in charge of certifying the consolidated accounts for the Proximus Group.

Motion for a resolution: to appoint Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises SC sfd SCRL, represented by Mr. Michel Denayer and Mr. Nico Houthaeve, for a period of three years for an annual audit fee of 306,126 EUR (to be indexed annually).

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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15. Acknowledgment of the appointment of a member of the Board of Auditors of Proximus SA of public law.

The annual general meeting takes note of the decision of the "Cour des Comptes" taken on 20 January 2016, regarding the reappointment as of 10 February 2016 of Mr. Pierre Rion as member of the Board of Auditors of Proximus SA of public law.

*No vote*

16. Miscellaneous

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.