

**PROXY**  
**Annual General Meeting**  
**of April 18, 2018 (10.00 a.m.)**

A copy of this form must be received at the latest on **April 12, 2018** 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): .....

.....

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 18, 2018 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 2017.
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 2017.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2017.

5. Approval of the annual accounts of Proximus SA under public law at 31 December 2017.

Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2017, including the following allocation of the results:

Profit of the financial year	+	334,766,320 EUR
Accumulated profits	+	304,501,233 EUR
Profit to be appropriated	=	639,267,553 EUR
Net transfers from the reserves	+	2,418,856 EUR
Return on capital (gross dividend)	-	487,730,988 EUR
Other beneficiaries (personnel)	-	23,725,183 EUR
Profit to be carried forward	=	130,230,238 EUR

For 2017, 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 (EUR 0.35 per share net of withholding tax) was already paid out on 8 December 2017; 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 27 April 2018. The ex-dividend date is fixed on 25 April 2018, the record date is 26 April 2018.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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6. Approval of the remuneration report.

Motion for a resolution: approval of the remuneration report.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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 2017.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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 2017.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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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 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 2017.

<b>FOR</b>		<b>AGAINST</b>		<b>ABSTAIN</b>	
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10. Reappointment of a Board Member.

Motion for a resolution: to reappoint Mrs. Agnès Touraine 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 2022.

This Board member retains her 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](http://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.

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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11. Reappointment of a Board Member.

Motion for a resolution: to reappoint Mrs. Catherine Vandendorre 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 2022.

This Board member retains her 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](http://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.

<b>FOR</b>	
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<b>AGAINST</b>	
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<b>ABSTAIN</b>	
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12. 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 ....., 2018.

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.