

The Board of Directors of Proximus SA under public law is pleased to invite its shareholders to attend the annual general meeting on Wednesday 17 April 2024 at 10 a.m. The meeting is held in the Proximus Lounge, rue Stroobants 51, 1140 Brussels, Belgium.

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## Agenda annual general meeting

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 2023.**
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 2023.**
3. **Examination of the information provided by the Joint Committee.**
4. **Examination of the consolidated annual accounts at 31 December 2023.**
5. **Approval of the annual accounts of Proximus SA under public law at 31 December 2023.**

Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2023, including the following allocation of the results:

Profit of the financial year to be appropriated	+	134,862,203 EUR
Accumulated profits	+	317,460,884 EUR
Profit to be appropriated	=	452,323,087 EUR
Transfers from capital and reserves	+	11,270,811 EUR
Transfers to capital and reserves	-	1,793,369 EUR
Profit to be distributed (dividends)	-	387,158,830 EUR
Other beneficiaries (personnel)	-	9,531,693 EUR
Profit to be carried forward	=	65,110,006 EUR

For 2023, the gross dividend amounts to EUR 1.20 per share, entitling shareholders to a dividend net of withholding tax of EUR 0.84 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 8 December 2023; this means that a gross dividend of EUR 0.70 per share (EUR 0.49 per share net of withholding tax) will be paid on 26 April 2024. The ex-dividend date is fixed on 24 April 2024, the record date is 25 April 2024.

6. **Approval of the remuneration policy.**  
Motion for a resolution: approval of the remuneration policy.
7. **Approval of the remuneration report.**  
Motion for a resolution: approval of the remuneration report.
8. **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 2023.
9. **Granting of a special discharge to the members of the Board of Directors whose mandate ended on 19 April 2023 and on 1 December 2023.**  
Motion for a resolution: granting of a special discharge to Mr. Pierre Demuelenaere for the exercise of his mandate until 19 April 2023 and to Mrs. Agnès Touraine for the exercise of her mandate until 1 December 2023.

**10. 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 2023.

**11. Granting of a discharge to the Auditors for the consolidated accounts of the Proximus Group.**

Motion for a resolution: granting of a discharge to the Auditors Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens and Luc Callaert BV, represented by Mr. Luc Callaert, for the exercise of their mandate during the financial year closed on 31 December 2023.

**12. Reappointment of a Board Member.**

Motion for a resolution: to reappoint Mr. Joachim Sonne upon 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 2028.

This Board member retains his capacity of independent member as he meets the criteria laid down in article 7:87 of the Belgian Code of Companies and Associations and in the Belgian Corporate Governance Code 2020. His 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 Board Members, in accordance with the decision taken by the shareholders' meeting of 2004.

**13. Reappointment of a Board Member.**

Motion for a resolution: to reappoint Mr. Luc Van den hove upon 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 2028.

This Board member retains his capacity of independent member as he meets the criteria laid down in article 7:87 of the Belgian Code of Companies and Associations and in the Belgian Corporate Governance Code 2020. His CV is available on [www.proximus.com](http://www.proximus.com). This third mandate will be remunerated in the same way as that of the other Board Members, in accordance with the decision taken by the shareholders' meeting of 2004.

**14. Reappointment of a Board Member**

Motion for a resolution: in accordance with the nomination for appointment by the Board of Directors and after recommendation of the Nomination and Remuneration Committee, on behalf of the Belgian State, in accordance with article 18, §3 of Proximus' bylaws, to reappoint Mr. Guillaume Boutin, as Board Member for a period expiring on the date of the annual general meeting of 2028. His CV is available on [www.proximus.com](http://www.proximus.com). This Board mandate is not remunerated.

**15. Appointment of a new Board Member**

Motion for a resolution: to appoint Mrs. Caroline Basyn upon 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 2028.

This Board member has the capacity of independent member as she meets the criteria laid down in article 7:87 of the Belgian Code of Companies and Associations and in the Belgian Corporate Governance Code 2020. Her CV is available on [www.proximus.com](http://www.proximus.com). This mandate will be remunerated in the same way as that of the other Board Members, in accordance with the decision taken by the shareholders' meeting of 2004.

**16. Appointment of the auditor in charge of the "assurance" of the CSRD sustainability reporting**

Motion for a resolution: in accordance with the nomination for appointment by the Board of Directors after recommendation of the Audit & Compliance Committee, to appoint Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens, responsible for the "assurance" of the CSRD sustainability report, for a period of one year.

## **17. Acknowledgment appointment of a member of the Board of Auditors**

The annual general meeting acknowledges the decision of the general meeting of the "Cour des Comptes" held on 19 July 2023, to appoint Mr. Christophe Rappe, councillor, to replace the outgoing councillor Mr. Dominique Guide, as member of the Board of Auditors of Proximus SA of public law for a renewable term of six years as of 17 April 2024.

## **18. Miscellaneous.**

The annual general meeting will be able to deliberate validly regardless of how many shareholders are present or represented.

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## **Practical provisions**

### **Registration and participation**

The company draws attention to the fact that only shareholders who fulfill the two conditions set out in points A and B are authorized to participate and vote in the general meeting. These conditions are as follows:

- A. The **registration** of the shares in the name of the shareholder at **midnight, Wednesday 3 April 2024** (Belgian time) (= "Registration Date").

*For dematerialized shares:* the shares must be registered in the name of the shareholder, on the "Registration Date", in the accounts of a recognized account holder or a clearing body, without any action being required on the part of the shareholder.

*For registered shares:* the shares must be registered in the name of the shareholder, on the "Registration Date", in the company's register of shareholders, without any action being required on the part of the shareholder.

- B. Shareholders must give **notification** of their wish to participate in the general meeting and of the number of shares they wish to represent in the voting.

This notification takes place in the following manner:

*Holders of dematerialized shares* will receive a certificate from the recognized account holder or the clearing body, stating the number of dematerialized shares registered in the name of the shareholder on the "Registration Date".

They are requested either to make their notification preferably on the Lumi Connect platform via the link [www.Lumiconnect.com](http://www.Lumiconnect.com), or to instruct their financial institution to inform Euroclear Belgium immediately, and also within the time limit specified below, of their intention to attend the general meeting, as well as of the number of shares with which they wish to participate in the voting.

*Holders of registered shares* are invited either to make their notification preferably on the Lumi Connect platform via the link [www.Lumiconnect.com](http://www.Lumiconnect.com), or to notify the General Secretariat of Proximus in writing of the number of shares with which they wish to vote at the general meeting, by the deadline specified below.

The notification, in the form of the aforementioned certificate (from the recognized account holder or from the clearing body) or a copy of the notification to the Secretary General, must be provided to Euroclear Belgium preferably by e-mail ([ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com)) or by post (FAO the EBE Issuer Services department, Bd. du Roi Albert II 1, B-1210 Brussels). The notification must be made **no later than Thursday 11 April 2024 at 4 pm** preferably on the Lumi Connect platform via the link [www.Lumiconnect.com](http://www.Lumiconnect.com), or be received by Euroclear Belgium.

Holders of bonds, subscription rights or certificates issued with the cooperation of the company, who, under the terms of article 7:135 of the Belgian Code of Companies and Associations, are entitled to attend the general meeting with an advisory vote only, are asked to follow the same deposit and prior notification formalities as those imposed on shareholders.

These formalities are free of charge for shareholders.

### **Proxies**

Under article 33 of Proximus' bylaws, shareholders may designate in writing another person as their proxy by e-mail. In this case, the shareholder must complete and sign the proxy form available on our website. The proxy form must be entered preferably on the Lumi Connect platform via the link [www.Lumiconnect.com](http://www.Lumiconnect.com), or sent to Proximus' Secretary General **no later than Thursday 11 April 2024**.

### **Admittance**

The meeting will be organised in a hybrid manner, both in person and digitally.

Every natural person attending the general meeting in his/her capacity as shareholder, proxyholder or representative of a legal person must be able to show proof of his/her identity. Representatives of legal persons must prove their capacity of corporate body or special proxyholder.

The obtention by shareholders of personal login details in connection with their participation in the digital meeting via the Lumi platform shall constitute full proof of identity in the aforementioned sense.

### **Voting**

Shareholders who have validly notified their participation in the general meeting may vote at this meeting.

Shareholders may vote electronically in advance, in accordance with Article 39 of the Proximus' bylaws. This electronic vote must be cast on the Lumi Connect platform, using the link [www.Lumiconnect.com](http://www.Lumiconnect.com), **no later than Thursday 11 April 2024**.

Shareholders may vote by correspondence in accordance with Article 39 of Proximus' bylaws. This vote by correspondence must be cast using the form that is issued by the company, which is available at the Proximus' Secretary General and on the company's website. The signed voting by correspondence form must be received by the Secretary General **no later than Thursday 11 April 2024**.

In addition, the shareholders who participate will also have the possibility to vote electronically during the meeting.

### **Documentation**

All documents are made available on the company's website. On working days and during normal office hours or by requesting them by e-mail, holders of shares, bonds, subscription rights or certificates issued with the cooperation of the company, may obtain a copy of the documents to be submitted by law, at the General Secretariat of Proximus.

### **Right to ask questions**

The shareholders who have validly notified their participation in the general meeting may ask questions to the directors about their report or the items on the agenda, and to the auditors with regard to their report.

The shareholders will have the possibility to ask written questions in advance. These questions must be entered in the application available for this purpose on the Lumi Connect platform, via the link [www.Lumiconnect.com](http://www.Lumiconnect.com), or must reach the Secretary General of Proximus **no later than Thursday 11 April 2024**.

In addition, shareholders participating on site or remotely will also have the opportunity to ask questions during the meeting.

#### **Additional items on the agenda**

One or more shareholders, who together possess at least 3% of Proximus' share capital, may have items to be dealt with placed on the agenda of the general meeting and submit motions for resolution on items included or to be included in the agenda. Such requests, together with proof of ownership of the required participation, and, as the case may be, the text of the items to be dealt with and the related motions for resolution, must be submitted by e-mail to [secretary.general@proximus.com](mailto:secretary.general@proximus.com) **no later than Tuesday 26 March 2024**. In this case, the company will announce the revised agenda no later than Tuesday 2 April 2024.

#### **Data Protection**

Proximus is the data controller for the processing of the personal data collected directly or indirectly from its shareholders, security holders and their proxy holders in connection with the organization of the general shareholders' meeting. Proximus processes this data with the help of a processor in order to identify the participants of the general meeting and manage the attendance and voting procedure. This data collection is mandatory for participation to the general meeting and is based on the legal obligations surrounding shareholder meetings. Proximus retains the data for as long as necessary to fulfil its legal obligations. For the contact details of the Proximus Data Protection Officer and for more information on exercising the privacy rights of the persons concerned, please see the Proximus Privacy Policy ([www.proximus.be/privacy](http://www.proximus.be/privacy)).

#### **Contact details Proximus' Secretary General**

Proximus SA under public law, to the attention of Dirk Lybaert, Secretary General, postal address Proximus Netcenter, Rue Carli 2, B-1140 Brussels – [secretary.general@proximus.com](mailto:secretary.general@proximus.com) – website [www.proximus.com](http://www.proximus.com).