

<p>PROXY</p> <p>Annual General Meeting</p> <p>of April 20, 2022 (10.00 a.m.)</p>
<p>A copy of this form must be received at the latest on April 14, 2022 by :</p> <p>Proximus SA/NV of public law</p> <p>Mr. Dirk Lybaert, Secretary General</p> <p>Bd du Roi Albert II, 27 (26U)</p> <p>B - 1030 Brussels (Belgium)</p>

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

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Domicile/Registered office:

.....

Owner of	<div style="display: flex; justify-content: center; align-items: center; height: 100%;"> } } </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 20, 2022 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 2021.
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 Independent Auditor with regard to the consolidated annual accounts at 31 December 2021.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2021.

5. Approval of the annual accounts of Proximus SA under public law at 31 December 2021.
Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2021, including the following allocation of the results:

Profit of the financial year to be appropriated	+	377,994,626 EUR
Accumulated profits	+	301,143,039 EUR
Profit to be appropriated	=	679,137,665 EUR
Net transfers to reserves	-	13,350,288 EUR
Profit to be distributed (dividends)	-	387,522,929 EUR
Other beneficiaries (personnel)	-	24,715,225 EUR
Profit to be carried forward	=	253,549,223 EUR

For 2021, 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 10 December 2021; 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 29 April 2022. The ex-dividend date is fixed on 27 April 2022, the record date is 28 April 2022.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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6. Approval of the remuneration report.
Motion for a resolution: approval of the remuneration report.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<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 2021.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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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 2021.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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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 SRL, represented by Mr. Geert Verstraeten and CDP Petit & Co SRL, represented by Mr. Damien Petit, for the exercise of their mandate during the financial year closed on 31 December 2021.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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10. Granting of a special discharge to Mr. Pierre Rion for the exercise of his mandate as member of the Board of Auditors until 21 April 2021.
Motion for a resolution: granting of a special discharge to Mr Pierre Rion for the exercise of this mandate as member of the Board of Auditors until 21 April 2021.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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11. Reappointment of a Board Member.
 Motion for a resolution: to reappoint Mrs. Agnès Touraine 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 2026.
 This Board member retains her 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. 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.

FOR		AGAINST		ABSTAIN	
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12. Reappointment of a Board Member.
 Motion for a resolution: to reappoint Mrs. Catherine Vandendorpe 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 2026.
 This Board member retains her 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. 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.

FOR		AGAINST		ABSTAIN	
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13. Reappointment of a Board Member in accordance with the right of nomination of the Belgian State.
 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. Stefaan De Clerck as Board Member for a period expiring on the date of the annual general meeting of 2025. His CV is available on 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.

FOR		AGAINST		ABSTAIN	
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14. Appointment of a new Board Member in accordance with the right of nomination of the Belgian State.
 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 appoint Mrs. Claire Tillekaerts as Board Member for a period expiring on the date of the annual general meeting of 2026. Her CV is available on 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.

FOR		AGAINST		ABSTAIN	
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15. Appointment of a new Board Member in accordance with the right of nomination of the Belgian State.
 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 appoint Mrs. Béatrice de Mahieu as Board Member for a period expiring on the date of the annual general meeting of 2026. Her CV is available on 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.

FOR		AGAINST		ABSTAIN	
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16. Appointment of a new Board Member in accordance with the right of nomination of the Belgian State.
 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 appoint Mrs. Audrey Hanard as Board Member for a period expiring on the date of the annual general meeting of 2026. Her CV is available on 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.

FOR	AGAINST	ABSTAIN
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17. Appointment of a Board of Auditors in charge of certifying the accounts for Proximus SA of public law.
 Motion for a resolution: to appoint Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens and Luc Callaert BV, represented by Mr. Luc Callaert, for the statutory audit mandate of Proximus SA of public law for a period of six years for an annual audit fee of 293,000 EUR (to be indexed annually).

FOR	AGAINST	ABSTAIN
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18. Appointment of a Board of Auditors in charge of the joint audit of the consolidated accounts for the Proximus Group.

Motion for a resolution: to appoint Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens and Luc Callaert BV, represented by Mr. Luc Callaert, 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 353,000 EUR (to be indexed annually).

FOR	AGAINST	ABSTAIN
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19. 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, 2022.

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.