

<p><b>PROXY</b></p> <p><b>Annual General Meeting</b></p> <p><b>of April 19, 2023 (10.00 a.m.)</b></p>
<p>A copy of this form must be received at the latest on <b>April 13, 2023</b> 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): .....

.....

Domicile/Registered office: .....

.....

Owner of	<div style="display: flex; justify-content: center; align-items: center; height: 100%;"> <span style="font-size: 2em; margin-right: 10px;"> </span> </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 19, 2023 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 2022.
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 Auditor with regard to the consolidated annual accounts at 31 December 2022.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2022.

5. Approval of the annual accounts of Proximus SA under public law at 31 December 2022.  
Motion for a resolution: approval of the annual accounts with regard to the financial year closed at 31 December 2022, including the following allocation of the results:

Profit of the financial year to be appropriated	+	352,981,697
Accumulated profits	+	253,549,223
Profit to be appropriated	=	606,530,920
Net transfers from reserves	+	121,328,753
Profit to be distributed (dividends)	-	387,008,570
Other beneficiaries (personnel)	-	23,390,219
Profit to be carried forward	=	317,460,884

For 2022, 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 9 December 2022; 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 28 April 2023. The ex-dividend date is fixed on 26 April 2023, the record date is 27 April 2023.

FOR		AGAINST		ABSTAIN	
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6. Approval of the remuneration policy  
Motion for a resolution: approval of the remuneration policy.

FOR		AGAINST		ABSTAIN	
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7. Approval of the remuneration report.  
Motion for a resolution: approval of the remuneration report.

FOR		AGAINST		ABSTAIN	
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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 at 31 December 2022.

FOR		AGAINST		ABSTAIN	
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9. Granting of a special discharge to the members of the Board of Directors whose mandate ended on 20 April 2022.  
Motion for a resolution: granting of a special discharge to Mrs. Martine Durez, to Mrs. Isabelle Santens and to Mr. Paul Van de Perre for the exercise of their mandate until 20 April 2022.

FOR		AGAINST		ABSTAIN	
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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 at 31 December 2022.

FOR		AGAINST		ABSTAIN	
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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 at 31 December 2022.

FOR		AGAINST		ABSTAIN	
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12. Granting of a special discharge to Mr. Geert Verstraeten, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL and to Mr. Damien Petit, representative of CDP Petit & Co SRL, for the exercise of their mandate as member of the Board of Auditors until 20 April 2022.

Motion for a resolution: granting of a special discharge to Mr. Geert Verstraeten, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL and to Mr. Damien Petit, representative of CDP Petit & Co SRL, for the exercise of their mandate as members of the Board of Auditors until 20 April 2022.

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13. Granting of a special discharge to Mr. Geert Verstraeten, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL and to Mr. Damien Petit, representative of CDP Petit & Co SRL, as auditors of the consolidated accounts of the Proximus Group, for the exercise of their mandate until 20 April 2022.

Motion for a resolution: granting of a special discharge to Mr. Geert Verstraeten, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL and to Mr. Damien Petit, representative of CDP Petit & Co SRL, as auditors of the consolidated accounts of the Proximus Group, for the exercise of their mandate until 20 April 2022.

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14. Reappointment of a Board Member.

Motion for a resolution: to reappoint Mr. Martin De Prycker 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 2027.

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.

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15. Reappointment of a Board Member.

Motion for a resolution: to reappoint Mrs. Catherine Rutten 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 2027.

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](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.

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16. Appointment of a new Board Member.

Motion for a resolution: to appoint Mrs. Cécile Coune 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 2027.

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.

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17. Examination of the annual report of the Board of Directors and of the report of the Auditor of Scarlet Belgium SA with regard to the annual accounts at 30 September 2022.

No vote

18. Approval of the annual accounts at 30 September 2022 of Scarlet Belgium SA.  
 Motion for a resolution: approval of the annual accounts of Scarlet Belgium SA with regard to the financial year closed at 30 September 2022 in accordance with article 12:35 of the Belgian Code of Companies and Associations.

FOR	AGAINST	ABSTAIN
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19. Granting of a discharge to the members of the Board of Directors of Scarlet Belgium SA.  
 Motion for a resolution: granting of a discharge to the members of the Board of Directors of Scarlet Belgium SA for the exercise of their mandate during the financial year closed at 30 September 2022 and the submission of the annual accounts at 30 September 2022 and the relating annual report to the annual general meeting of Proximus SA in accordance with article 12:35 of the Belgian Code of Companies and Associations.

FOR	AGAINST	ABSTAIN
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20. Granting of a discharge to the Auditor of Scarlet Belgium SA.  
 Motion for a resolution: granting of a discharge to Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens, auditor of Scarlet Belgium SA for the exercise of his mandate during the financial year closed at 30 September 2022 and the submission of the relating auditor's report to the annual general meeting of Proximus SA in accordance with article 12:35 of the Belgian Code of Companies and Associations.

FOR	AGAINST	ABSTAIN
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21. 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 ....., 2023.

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.