

ANNUAL GENERAL MEETING

PROXIMUS

public limited company under public law
Boulevard du Roi Albert II, 27, 1030 Brussels
VAT (BE) 0202.239.951 – Register of Legal Entities (Brussels)

On the fifteenth of April, two thousand and twenty-six
At Rue Stroobants 51, 1140 Brussels,

WAS HELD

the Annual General Meeting of shareholders of “**PROXIMUS**” SA under public law, with its office at Boulevard du Roi Albert II, 27, 1030 Brussels, hereinafter referred to as “*the Company*”

OPENING OF THE MEETING - COMPOSITION OF THE BUREAU

The meeting is held in a hybrid manner. Consequently, the shareholders have the opportunity to participate in person or remotely by means of an electronic communication tool provided by the Company.

The meeting can also be followed live by means of a stream available on the company’s website (www.proximus.com) and on the Pickx Showcase channel (channel 11).

The meeting opens at 10 a.m. under the chairmanship of Mr. Stefaan De Clerck, Chairman of the Board of Directors.

Working language

The Chairman points out that, in accordance with the law, the languages used during the meeting are Dutch and French. Translations to French, Dutch and English are also provided.

Composition of the bureau

The Chairman states that he has appointed Mrs. Anne-Valérie Heuschen as the secretary of the Meeting. The meeting appoints Mr. Igor Makedonsky and Mr. Koen Van Parys as tellers. The Chairman, the secretary and the tellers constitute the bureau of the meeting.

VERIFICATIONS BY THE BUREAU – ATTENDANCE

The Chairman reports to the meeting on the findings and verifications made by the Bureau, during and after the registration formalities of the participants, in view of the composition of the meeting:

1. Notice convening shareholders to the meeting

Before the meeting opened, evidence of the publication of the notices convening the meeting published in the *Belgian Official Gazette* and in the press were filed with the bureau. They will be filed in the Company’s archives together with the minutes of the meeting.

The bureau noted that said notices were published:

- on the thirteenth of March two thousand twenty-six in the Belgian Official Gazette;
- on the thirteenth of March two thousand twenty-six in De Tijd;
- on the thirteenth of March two thousand twenty-six in l’Echo.

The text of the notice convening the meeting, the proxy forms and the voting forms by post, were made available to shareholders on the Company's website (www.proximus.com) as from the thirteenth of March two thousand twenty-six. A communication was sent to Belga, Bloomberg, Reuters and Dow Jones in order to ensure international distribution.

The bureau has also noted, while acknowledging the copy of the letters sent or, as the case may be, the e-mails, that a notice convening the meeting was sent on the thirteenth of March two thousand twenty-six, by letter to the holders of registered shares, as well as to the directors and the auditors.

2. Verification of the powers of those participating in the meeting

With regard to admission to the General Meeting, the bureau checked whether Articles 32, 33 and 39 of the Articles of Association were being respected.

Shareholders who participate in this meeting remotely by means of the electronic communication tool made available by the Company in accordance with Article 7:137 of the Belgian Companies and Associations Code, were required to notify their intention to attend this general meeting, as well as the number of shares with which they wished to participate in the voting, either on the Lumi platform via the link www.lumiconnect.com, or, for holders of dematerialised securities, to request their financial institution to inform Euroclear Belgium immediately, and, for holders of registered securities, to notify the General Secretariat in writing. The notification had to be made as stated in the convening notice.

The compliance with the aforementioned formalities was confirmed by the bureau. The various supporting documents will be kept in the Company's archives.

3. Attendance list

An attendance list was drawn up, in which the name and address, or the name and registered office, of all shareholders participating in the meeting in person, either by means of the electronic communication tool provided by the Company, or by proxy, were recorded. The original shall remain attached to these minutes. The respective proxies shall be kept in the archives of the Company.

This list is completed with a list of all shareholders who have voted remotely, by letter or by electronic means, in accordance with Article 39 of the Articles of Association. The forms of remote voting shall be kept in the archives of the Company.

4. Verification of a quorum

The bureau notes that the list of attendances shows that 239,920,355 shares out of a total of 338,025,135 are represented. The Company holds 15,287,431 treasury shares at present.

Since neither the law nor the bylaws require a quorum for the meeting to be held, the bureau notes that the meeting is validly composed to deliberate on the items on the agenda.

5. Third parties attending the meeting

In addition to the above-mentioned members of the Bureau, the following persons (a.o.) are also present at the meeting:

- Stijn Bijmens, Managing Director/CEO and Nicolas Gaertner, Group Finance Lead a.i.;
- Members of the Board of Directors and candidate members of the Board of Directors;
- Members of the Leadership Squad;
- Members of the Board of Auditors ;
- Members of the trade union organisations;
- The staff of the Company and of the firms hired by it, who are responsible for logistical functions in connection with the meeting.

The Chairman then invites the meeting to determine the validity of its composition. With unanimous consent, the meeting declares itself validly constituted to deliberate on the items on the agenda.

The meeting takes due note of the speeches by the Chairman of the Board of Directors, the Chief Executive Officer and the Group Finance Lead.

AGENDA

The Chairman proceeds with the deliberation on the items on the agenda. He informs the meeting that the first four items on the agenda concern the communication of (i) the management reports of the Board of Directors relating to the annual accounts and consolidated annual accounts at 31 December 2025, (ii) the reports of the Board of Auditors and the Independent Auditor respectively relating to the annual accounts and to the consolidated annual accounts at 31 December 2025, (iii) the information provided by the Joint Committee, and (iv) the consolidated annual accounts at 31 December 2025.

The meeting takes due note of these documents and information.

QUESTIONS

In accordance with Article 37 of the Articles of Association, the Chairman invites all shareholders attending the meeting in person, either by means of the electronic means of communication provided by the Company, or by proxy, and who so wished, to ask the questions raised from the items on the agenda.

The Chairman reminds that the shareholders had the possibility to ask their questions in advance in writing.

No written questions or questions via the chat forum were received. The meeting then addresses the oral questions.

The Chairman then declares the question session closed.

VOTING PROCEDURE

The Chairman then invites the shareholders to vote on each of the proposed resolutions on the agenda.

He informs the meeting that each share, with the exception of treasury shares, gives the right to one vote. He also reminds the meeting that only shareholders and shareholders' proxies may take part in the vote.

In accordance with Article 39 of the Articles of Association, shareholders were able to vote electronically in advance on the Lumi platform, via the link www.lumiconnect.com, and by letter. The votes validly cast remotely, by letter or by electronic means, shall be deemed to have been validly cast.

In addition, the shareholders who participate in the meeting by means of the electronic communication tool made available by the Company or in person, have the possibility to vote electronically during the meeting.

DELIBERATIONS - RESOLUTIONS

The Chairman then invites the shareholders to vote on each motion for resolution on the agenda.

FIRST RESOLUTION

The Chairman asks the meeting to vote on the motion to approve the annual accounts with regard to the financial year closed on 31 December 2025 including the following allocation of the results:

Profit of the financial year to be appropriated	+	139,549,922 EUR
Accumulated profits	+	285,333,356 EUR
Profit to be appropriated	=	424,883,278 EUR
Transfers from capital and reserves	+	4,168,865 EUR
Transfers to capital and reserves	-	31,776,614 EUR
Profit to be distributed (dividends)	-	193,891,474 EUR
Profit to be carried forward	=	203,384,055 EUR

For 2025, the gross dividend amounts to EUR 0.60 per share, entitling shareholders to a dividend net of withholding tax of EUR 0.42 per share, of which an interim dividend of EUR 0.30 per share (EUR 0.21 per share net of withholding tax) was already paid out on 5 December 2025; this means that a gross dividend of EUR 0.30 per share (EUR 0.21 per share net of withholding tax) will be paid on 24 April 2026. The ex-dividend date is fixed on 22 April 2026, the record date is 23 April 2026.

Vote:

The motion is put to the vote.

It is adopted as indicated below:

1/ number of shares with valid votes: 239,919,324

2/ percentage that such votes represent in the share capital: 74.34%

3/ total number of valid votes: 239,919,324 including:

FOR	239,108,447	99.99 %
AGAINST	311	0,01 %
ABSTENTION	810,566	

SECOND RESOLUTION

The Chairman asks the meeting to vote on the motion to approve the Remuneration Policy.

Vote:

The motion is put to the vote. It is adopted as indicated below:

1/ number of shares with valid votes: 239,919,324

2/ percentage that such votes represent in the share capital: 74.34 %

3/ total number of valid votes: 239,919,324 including:

FOR	196,705,244	82.09 %
AGAINST	42,913,486	17.91 %
ABSTENTION	300,594	

THIRD RESOLUTION

The Chairman asks the meeting to vote on the motion to approve the Remuneration Report.

Vote:

The motion is put to the vote. It is adopted as indicated below:

1/ number of shares with valid votes: 239,919,324

2/ percentage that such votes represent in the share capital: 74.34 %

3/ total number of valid votes: 239,919,324 including:

FOR	191,471,514	80.19 %
AGAINST	47,312,703	19.81 %
ABSTENTION	1,135,107	

FOURTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2025.

Vote:

The motion is put to the vote. It is adopted as indicated below:

1/ number of shares with valid votes: 239,919,324

2/ percentage that such votes represent in the share capital: 74.34 %

3/ total number of valid votes: 239,919,324 including:

FOR	236,404,398	98.89 %
AGAINST	2,664,530	1.11 %
ABSTENTION	850,396	

FIFTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant special discharge to Mr. Karel De Gucht and Ibrahim Ouassari for the exercise of their mandate until 16 April 2025 and to Mr. Guillaume Boutin for the exercise of his mandate until 15 May 2025.

Vote:

The motion is put to the vote. It is adopted as indicated below:

1/ number of shares with valid votes: 239,919,324

2/ percentage that such votes represent in the share capital: 74.34 %

3/ total number of valid votes: 239,919,324 including:

FOR	236,746,521	99.03 %
AGAINST	2,322,230	0.97 %
ABSTENTION	850,573	

SIXTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Auditors for the exercise of their mandate during the financial year ended on 31 December 2025.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,919,324
- 2/ percentage that such votes represent in the share capital: 74.34%
- 3/ total number of valid votes: 239,919,324 including:

FOR	236,713,748	99.01 %
AGAINST	2,355,048	0.99 %
ABSTENTION	850,528	

SEVENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant a special discharge to Mr. Koen Neijens, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, for the exercise of his mandate as member of the Board of Auditors until 16 April 2025.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,919,324
- 2/ percentage that such votes represent in the share capital: 74.34 %
- 3/ total number of valid votes: 239,919,324 including:

FOR	236,710,868	99.01 %
AGAINST	2,355,068	0.99 %
ABSTENTION	853,388	

EIGHTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the Auditors Deloitte Réviseurs d'Entreprises SRL, represented by Mr. Fabio De Clercq and Luc Callaert SRL, represented by Mr. Luc Callaert, auditors for the consolidated accounts, for the exercise of their mandate during the financial year closed on 31 December 2025.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,812,214
- 2/ percentage that such votes represent in the share capital: 74.31 %

3/ total number of valid votes: 239,812,214 including:

FOR	236,713,298	99.06 %
AGAINST	2,248,518	0.94 %
ABSTENTION	850,398	

NINTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant special discharge to Mr. Koen Neijens, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, as auditor of the consolidated accounts of the Proximus Group, for the exercise of his mandate until 16 April 2025.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,812,214
- 2/ percentage that such votes represent in the share capital: 74.31 %
- 3/ total number of valid votes: 239,812,214 including:

FOR	236,710,508	99.06 %
AGAINST	2,248,518	0.94 %
ABSTENTION	853,188	

TENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mr. Stijn Bijnsens, as co-opted by the Board of Directors on 18 September 2025, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, on behalf of the SFPIM, in accordance with article 18, §3 of Proximus' Articles of Association, as Board Member for a period expiring on the date of the annual general meeting of 2030. This Board mandate is not remunerated

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,919,214
- 2/ percentage that such votes represent in the share capital: 74.34 %
- 3/ total number of valid votes: 239,919,214 including:

FOR	238,818,304	99.56 %
AGAINST	1,064,647	0.44 %
ABSTENTION	36,263	

ELEVENTH RESOLUTION

The Chairman informs the meeting that the mandate of Mrs. Béatrice de Mahieu, Mrs. Audrey Hanard, Mrs. Claire Tillekaerts, Mrs. Catherine Vandendorre and Mr. Stefaan De Clerck expire at this meeting.

The Chairman asks the meeting to vote on the motion to appoint Mrs. Cécile Coune, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, on behalf of the SFPIM, as Board Member for a period expiring on the date of the annual general meeting of 2030.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,919,214
- 2/ percentage that such votes represent in the share capital: 74.34 %
- 3/ total number of valid votes: 239,919,214 including:

FOR	221,542,582	92.41 %
AGAINST	18,209,112	7.59 %
ABSTENTION	167,520	

TWELFTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mr. Francis De Meyere, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, on behalf of the SFPIM, as Board Member for a period expiring on the date of the annual general meeting of 2030.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,919,214
- 2/ percentage that such votes represent in the share capital: 74,34 %
- 3/ total number of valid votes: 239,919,214 including:

FOR	238,678,159	99.55 %
AGAINST	1,076,325	0.45 %
ABSTENTION	164,730	

THIRTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mr. Eric Domb, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, on behalf of the SFPIM, as Board Member for a period expiring on the date of the annual general meeting of 2030.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,919,214
- 2/ percentage that such votes represent in the share capital: 74.34 %

3/ total number of valid votes: 239,919,214 including:

FOR	238,808,035	99.55 %
AGAINST	1,074,725	0.45 %
ABSTENTION	36,454	

FOURTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to reappoint Mrs. Béatrice de Mahieu, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, on behalf of the SFPIM, as Board Member for a period expiring on the date of the annual general meeting of 2030.

Vote:

The motion is put to the vote. It is adopted as indicated below:

1/ number of shares with valid votes: 239,919,089

2/ percentage that such votes represent in the share capital: 74.34 %

3/ total number of valid votes: 239,919,089 including:

FOR	231,750,435	96,61 %
AGAINST	8,131,904	3,39 %
ABSTENTION	36,750	

FIFTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mrs. Muriel De Lathouwer, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, on behalf of the SFPIM, as Board Member for a period expiring on the date of the annual general meeting of 2030.

Vote:

The motion is put to the vote. It is adopted as indicated below:

1/ number of shares with valid votes: 239,919,089

2/ percentage that such votes represent in the share capital: 74.34 %

3/ total number of valid votes: 239,919,089 including:

FOR	231,621,962	96,61 %
AGAINST	8,129,899	3,39 %
ABSTENTION	167,228	

SIXTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mrs. Emmanuèle Attout as independent Board Member, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, for a period which will expire at the annual general meeting of 2030.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,919,089
- 2/ percentage that such votes represent in the share capital: 74.34 %
- 3/ total number of valid votes: 239,919,089 including:

FOR	238,952,324	99,67 %
AGAINST	799,537	0,33 %
ABSTENTION	167,228	

SEVENTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mr. Pierre Winand as independent Board Member, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, for a period which will expire at the annual general meeting of 2030.

Vote:

The motion is put to the vote. It is adopted as indicated below:

- 1/ number of shares with valid votes: 239,919,089
- 2/ percentage that such votes represent in the share capital: 74.34 %
- 3/ total number of valid votes: 239,919,089 including:

FOR	239,553,719	99.86 %
AGAINST	328,897	0.14 %
ABSTENTION	36,473	

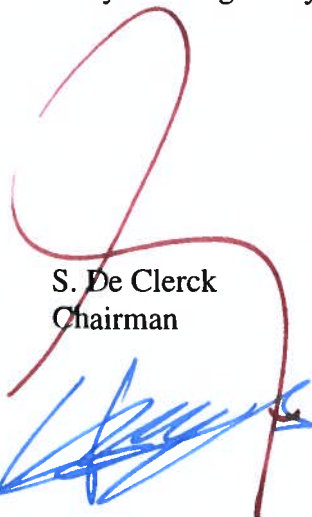
These mandates will be remunerated in the same way as the other directors, in accordance with the decision of the General Meeting of Shareholders of 2004.

CLOSURE OF THE MEETING

The meeting is closed at 12:45.

MINUTES

These minutes are drawn up in Brussels and on the date indicated above.
They were signed by the members of the bureau.

A large, stylized signature in red ink, consisting of a large loop at the top and a long, sweeping stroke that curves downwards and to the right.

**S. De Clerck
Chairman**

A signature in blue ink, appearing as a series of overlapping, horizontal strokes with some vertical lines, creating a dense, scribbled appearance.

**K. Van Parys
Teller**

A signature in blue ink, featuring a series of connected, wavy, horizontal strokes that flow from left to right.

**A-V. Heuschen
Secretary**

A signature in blue ink, consisting of a few long, sweeping, horizontal strokes that taper off to the right.

**I. Makedonsky
Teller**