

The Board of Directors of Proximus SA under public law is pleased to invite its shareholders to attend the annual general meeting on Wednesday 19 April 2023 at 10 a.m. The meeting is held in the Proximus Lounge, rue Stroobants 51, 1140 Brussels, Belgium.

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 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 Auditors 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.

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 at 31 December 2022.
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.
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.

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.

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.

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.

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. 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.

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. 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.

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. 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.

- 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.**
- 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.
- 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.
- 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.
- 21. Miscellaneous.**

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

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 5 April 2023** (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 platform via the link 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 platform via the link 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) 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 13 April 2023 at 4 pm** preferably on the Lumi platform via the link 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 platform via the link www.Lumiconnect.com, or sent to Proximus' Secretary General **no later than Thursday 13 April 2023**.

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 platform, using the link www.Lumiconnect.com, **no later than Thursday 13 April 2023**.

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 13 April 2023**.

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 platform, via the link www.Lumiconnect.com, or must reach the Secretary General of Proximus **no later than Thursday 13 April 2023**.

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 **no later than Tuesday 28 March 2023**. In this case, the company will announce the revised agenda no later than Tuesday 4 April 2023.

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).

Contact details Proximus' Secretary General

Proximus SA under public law, to the attention of Dirk Lybaert, Secretary General (office 26U), Boulevard du Roi Albert II 27, B-1030 Brussels – secretary.general@proximus.com – website www.proximus.com.