

<p>PROXY</p> <p>Annual General Meeting</p> <p>of April 21, 2021 (10.00 a.m.)</p>
<p>A copy of this form must be received at the latest on April 15, 2021 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

Quantity

Dematerialized shares (1)
Registered shares (1)

of Proximus
SA/NV

(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 21, 2021 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 2020.
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 2020.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2020.

5. Approval of the annual accounts of Proximus SA under public law at 31 December 2020.
Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2020, including the following allocation of the results:

Profit of the financial year to be appropriated	+	397,845,796 EUR
Accumulated profits	+	167,288,106 EUR
Profit to be appropriated	=	565,133,902 EUR
Net transfers from reserves	+	149,774,003 EUR
Profit to be distributed (dividends)	-	387,581,903 EUR
Other beneficiaries (personnel)	-	26,182,963 EUR
Profit to be carried forward	=	301,143,039 EUR

For 2020, 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 11 December 2020; 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 30 April 2021. The ex-dividend date is fixed on 28 April 2021, the record date is 29 April 2021.

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

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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7. 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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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 2020.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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9. 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 2020.

FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
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10. 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 SCRL, 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 2020.

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 Mr. Pierre Demuelenaere 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 2023.

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.

FOR	
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AGAINST	
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ABSTAIN	
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12. 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. Karel De Gucht 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 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.

FOR	
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AGAINST	
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ABSTAIN	
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13. 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 Mr. Ibrahim Ouassari 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	
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AGAINST	
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ABSTAIN	
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14. Acknowledgment appointment and reappointment of members of the Board of Auditors.

The annual general meeting acknowledges the decision of the general meeting of the "Cour des Comptes" held on 3 February 2021, to appoint Mr Dominique Guide, councillor, to replace the outgoing councillor Pierre Rion and to reappoint Mr Jan Debucquoy, councillor, as members of the Board of Auditors of Proximus SA of public law for a renewable term of six years.

15. 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, 2021.

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.