

ANNUAL GENERAL MEETING

PROXIMUS

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

On twenty-first of April, two thousand and twenty-one
At Rue Stroobants 51, 1140 Brussels,

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

WAS CONVENED

OPENING OF THE MEETING - COMPOSITION OF THE BUREAU

In view of the measures imposed by the Belgian government to deal with the Covid-19 pandemic, the Board of Directors decided to hold the Annual General Meeting digitally. Therefore, shareholders participated in the meeting remotely by means of an electronic communication tool provided by the company.

The meeting was also followed live by means of a stream which was available on the company's website (www.proximus.com) and on the Pickx Live 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 Mr. Dirk Lybaert 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 explained that, in view of the current circumstances (Corona crisis), the Board of Directors had decided to hold this meeting digitally.

In addition, the Board of Directors has decided that shareholders can make use of the possibility to ask their questions in writing and during the meeting. Shareholders who have validly notified their participation in the meeting may also vote electronically.

The meeting can be followed via live streaming which will be made available on the Company's website (<https://www.proximus.com/investors/shareholders-meeting.html>) and also on Channel 11 Pickx Live. The answers to the written questions of the shareholders will be explained orally during this live streaming.

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, references 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 nineteenth of March two thousand twenty-one in the Belgian Official Gazette;
- on the nineteenth of March two thousand twenty-one in De Tijd;
- on the nineteenth of March two thousand twenty-one 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 nineteenth of March two thousand twenty-one. 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 nineteenth of March two thousand twenty-one, 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.lumiagm.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 sent at the latest on Thursday, April 15, 2021 at 4:00 pm as mentioned in the convening notice.

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 means of communication 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 on the basis of the attendance list that the shareholders present or represented at the meeting hold 244,323,038 shares, of a total of 338,025,135 shares issued by

the Company. After the deduction of treasury shares, the number of shares with a voting right is 322,853644.

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:

- Guillaume Boutin, Managing Director and Katleen Vandeweyer, CFO a.i.
- 3 candidate members of the Board of Directors;
- the staff of the company and of the firms hired by it, who are responsible for logistical functions in connection with the meeting.

The meeting takes due note of the speeches by the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer a.i.

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 2020, (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 2020, (iii) the information provided by the Joint Committee, and (iv) the consolidated annual accounts at 31 December 2020.

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 reminded that the shareholders had the possibility to ask their questions in advance in writing. No written questions were received.

The meeting treats the questions asked via the chat forum.

The Chairman then declares the question session closed.

TERMS AND CONDITIONS OF THE VOTING

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.lumiagm.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, 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 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.

Vote:

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

1/ number of shares with valid votes: 244,323,038

2/ percentage that such votes represent in the share capital: 72.27 %

3/ total number of valid votes: 244,323,038 including:

FOR	242,900,782	99.46 %
AGAINST	1,307,460	0.54 %
ABSTENTION	114,796	

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: 244,323,038

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

3/ total number of valid votes: 244,323,038 including:

FOR	238,233,061	97.54 %
AGAINST	6,013,434	2.46 %
ABSTENTION	76,543	

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: 244,323,038

2/ percentage that such votes represent in the share capital: 72.27 %

3/ total number of valid votes: 244,323,038 including:

FOR	190,449,558	78.95 %
AGAINST	50,791,015	21.05 %
ABSTENTION	3,082,465	

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 2020.

Vote:

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

1/ number of shares with valid votes: 244,323,038

2/ percentage that such votes represent in the share capital: 72.27 %

3/ total number of valid votes: 244,323,038 including:

FOR	242,604,249	99.36 %
AGAINST	1,564,880.	0.64 %
ABSTENTION	153,909	

FIFTH 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 2020.

Vote:

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

- 1/ number of shares with valid votes: 244,323,038
 2/ percentage that such votes represent in the share capital: 72.27 %
 3/ total number of valid votes: 244,323,038 including:

FOR	242,587,942	99.45 %
AGAINST	1,333,858	0.55 %
ABSTENTION	401,238	

SIXTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant 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, auditors for the consolidated accounts, for the exercise of their mandate during the financial year closed on 31 December 2020.

Vote:

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

- 1/ number of shares with valid votes: 244,323,038
 2/ percentage that such votes represent in the share capital: 72.27 %
 3/ total number of valid votes: 244,323,038 including:

FOR	242,587,942	99.45 %
AGAINST	1,333,858	0.55 %
ABSTENTION	401,238	

SEVENTH RESOLUTION

The Chairman asks the meeting to vote on the motion 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.

Vote:

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

- 1/ number of shares with valid votes: 244,323,038
 2/ percentage that such votes represent in the share capital: 72.27 %
 3/ total number of valid votes: 244,323,038 including:

FOR	224,779,416	92.03 %
AGAINST	19,469,212	7.97 %
ABSTENTION	74,410	

EIGHTH RESOLUTION

The Chairman asks the meeting to vote on the motion to reappoint Mr. Karel De Gucht as Board Member for a period expiring on the date of the annual general meeting of 2025, 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.

Vote:

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

- 1/ number of shares with valid votes: 244,323,038
- 2/ percentage that such votes represent in the share capital: 72.27 %
- 3/ total number of valid votes: 244,323,038 including:

FOR	241,704,218	98.96 %
AGAINST	2,544,360	1.04 %
ABSTENTION	74,460	

NINETH RESOLUTION

The Chairman asks the meeting to vote on the motion to appoint Mr. Ibrahim Ouassari as Board Member for a period expiring on the date of the annual general meeting of 2025, 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.

Vote:

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

- 1/ number of shares with valid votes: 244,323,038
- 2/ percentage that such votes represent in the share capital: 72.27 %
- 3/ total number of valid votes: 244,323,038 including:

FOR	241,618,422	98.92 %
AGAINST	2,630,156	1.08 %
ABSTENTION	74,460	

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.

CLOSURE OF THE MEETING

The meeting was closed at 12:25.

MINUTES

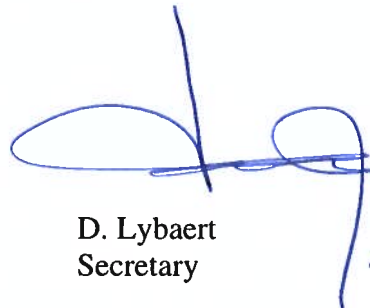
These minutes are drawn up in Brussels and on the date indicated above.
They were signed by the members of the bureau.



S. De Clerck
Chairman



K. Van Parys
Teller



D. Lybaert
Secretary



I. Makedonsky
Teller