

Belgacom Group Convocation

The Board of Directors of Belgacom SA under public law is pleased to invite its shareholders to attend the annual general meeting on Wednesday 17 April 2013 at 10:00 a.m. The meeting will take place at the Brussels44Center, in the Jacques Brel meeting room, Bd. Pacheco 44, 1000 Brussels, Belgium. We kindly request that you arrive at least 45 minutes before the start of the meeting, so that the registration formalities can be completed.

Agenda - annual general meeting

1. Examination of the annual reports of the Board of Directors of Belgacom SA under public law with regard to the annual accounts and the consolidated annual accounts at 31 December 2012.
2. Examination of the reports of the Board of Auditors of Belgacom SA under public law with regard to the annual accounts and of the Independent Auditors with regard to the consolidated annual accounts at 31 December 2012.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2012.
5. Ratification of the decisions of the Board of Directors dated 25 October 2012 and 28 February 2013.
Motion for a resolution: ratification of the decisions of the Board of Directors dated 25 October 2012 and 28 February 2013 to recognize for the future, but suspend the dividend rights that were cancelled up to then, for the total amount of shares needed to cover the long-term incentive plans for employees, tranches 2012 and 2013.
6. Approval of the annual accounts of Belgacom SA under public law at 31 December 2012.
Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2012, including the following allocation of the results:

Distributable profits for the financial year	746,264,285.72 EUR
Net reserves from reserves	96,852,128.91 EUR
Profits to be distributed	843,116,414.63 EUR
Return on capital (gross dividend)	798,323,900.52 EUR
Other beneficiaries (Personnel)	44,792,514.11 EUR

For 2012, the gross dividend amounts to EUR 2.49 per share, entitling shareholders to a dividend net of withholding tax of EUR 1.8675 per share, of which an interim dividend of EUR 0.81 (EUR 0.6075 per share net of withholding tax) was already paid out on 14 December 2012; this means that a gross dividend of EUR 1.68 per share (EUR 1.26 per share net of withholding tax) will be paid on 26 April 2013. The ex-dividend date is fixed on 23 April 2013, the record date is 25 April 2013.

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 on 31 December 2012.
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 2012.
10. Granting of a discharge to the Independent Auditors for the consolidated accounts of the Belgacom Group.
Motion for a resolution: granting of a discharge to the Independent Auditors Deloitte Statutory Auditors SC sfd SCRL, represented by Mr. Geert Verstraeten and Mr. Luc Van Coppenolle, for the exercise of their mandate during the financial year closed on 31 December 2012.
11. Appointment of a Board Member.
Motion for a resolution: To appoint, on nomination by the Board of Directors after recommendation of the Nomination and Remuneration Committee, Mr. Guido J.M. Demuynck as Board Member for a period which will expire at the annual general meeting of 2019.
12. Appointment of a Board Member.
Motion for a resolution: To appoint, on nomination by the Board of Directors after recommendation of the Nomination and Remuneration Committee, Mrs. Carine Doutrelepont as Board Member for a period which will expire at the annual general meeting of 2016.
13. Appointment of a Board Member.
Motion for a resolution: To appoint, on nomination by the Board of Directors after recommendation of the Nomination and Remuneration Committee, Mr. Oren G. Shaffer as Board Member for a period which will expire at the annual general meeting of 2014.
14. Remuneration of Board Members.
Motion for a resolution: To set the remuneration for the mandate of Mr. Guido J.M. Demuynck, Mrs. Carine Doutrelepont and Mr. Oren G. Shaffer as follows:
 - Fixed annual remuneration of EUR 25,000;
 - Attendance fee of EUR 5,000 per Board meeting attended;
 - Attendance fee of EUR 2,500 per Board advisory committee meeting attended;
 - EUR 2,000 per year to cover communications costs.
15. Appointment of the Auditor in charge of certifying the consolidated accounts for the Belgacom Group.
Motion for a resolution: To appoint Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises SC sfd VERSTRAETEN and Mr. Nico Houthaeve, for the certification of the consolidated accounts of the Belgacom Group, for a period of three years for an annual audit fee of 298,061 EUR (to be indexed annually).
16. Miscellaneous.

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

Regarding the decision concerning the appointment of Mr. Guido J.M. Demuynck, Mrs. Carine Doutrelepont and Mr. Oren G. Shaffer, the Belgian State may not participate in the voting, pursuant to Article 18§3 of the Company's Articles of Association.

Practical provisions

Registration and participation

The company wishes to draw attention to the fact that, in order to participate and vote in the ordinary general meeting, shareholders must satisfy the two conditions set out in points A and B, namely:

- A. Their shares must be **registered** in their name **by midnight, 3 April 2013** (Belgian time) (= «registration date»).

For dematerialized shares: the shares will be registered in the name of the shareholder, on the «registration date», in the accounts of the account holder or a clearing body, without any action being required on the part of the shareholder.

For registered shares: the shares will 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.

For bearer shares: the shares will be registered after the shareholder has submitted his shares to a financial institution of his choice, **by no later than 3 April 2013**.

- B. They 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 and (where applicable) the ad hoc certificate must be submitted to the company via Euroclear Belgium by e-mail (ebe.issuer@euroclear.com), by post (to the attention of Issuer Relations Team, boulevard du Roi Albert II, 1 - 1210 Brussels) or by fax (+32 2 337 54 46). It must reach Euroclear Belgium **by Thursday 11 April 2013 at the latest**.

Holders of dematerialized shares will receive a certificate from the authorized account holder or a clearing body, stating the number of dematerialized shares registered in the name of the shareholder on the «registration date». They are asked to instruct their financial institution to directly inform Euroclear Belgium, within

the deadline mentioned above, about their wish to participate in the general meeting and the number of shares they wish to represent in the voting.

Holders of bearer shares will receive a certificate from the financial institution, stating the number of shares submitted on the «registration date». They are asked to instruct their financial institution to directly inform Euroclear Belgium, within the deadline mentioned above, about their wish to participate in the general meeting and the number of shares they wish to represent in the voting.

Holders of registered shares are asked to inform the Belgacom Secretary General in writing (at boulevard du Roi Albert II 27 (26U021), B-1030 Brussels – secretary.general@belgacom.be – fax +32 2 202 52 00), within the deadline mentioned above, about the number of shares they wish to represent in the voting during the general meeting.

Holders of bonds, warrants or certificates issued with the cooperation of the company, who, under the terms of Article 537 of the Belgian Companies Code, are entitled to attend each meeting with an advisory vote only, are asked to follow the same deposit and prior notification formalities as those imposed on shareholders.

The company insists that these formalities are free of charge for the shareholders.

Proxies

Under Article 35 of Belgacom's Articles of Association, shareholders may designate another person as their proxy by post, e-mail or fax. If you arrange to be represented by a third party, please complete and sign the proxy forms available on our website (www.belgacom.com). A copy of the proxy form must be provided to Belgacom by **no later than Thursday 11 April 2013** (Belgacom, Secretary General, Bd. du Roi Albert II 27 (26U021), B-1030 Brussels), by e-mail (secretary.general@belgacom.be) or by fax (+32 2 202 52 00).

Please give the signed originals to your proxy. He/she will be required to present them to company representatives on the day of the meeting in order to be admitted.

Natural persons attending the meeting in their capacity as shareholders, proxies or representatives of a legal person must be able to show proof of their identity in order to be admitted to the meeting. Representatives of legal persons must prove their capacity of representative or special proxy.

Voting by post

Pursuant to Article 39bis of Belgacom's Articles of Association, owners of shares may vote by post on matters transacted at this meeting. If voting by post, a form that is issued by the company must be used which can be obtained from the Secretary General of Belgacom, Bd. du Roi Albert II (26U021), B-1030 Brussels. It is also available on our website: www.belgacom.com. An original copy of the voting form by post, duly signed, must be received by the company by **no later than Thursday 11 April 2013** (c/o Secretariat General, at the address indicated above). Owners of bearer shares intending to vote by post must also have completed the registration and notification formalities described above.

Documentation

All documents will be made available on the company's website: www.belgacom.com. On working days and during normal office hours, holders of shares, bonds, warrants or certificates issued with the cooperation of the company, may obtain a copy of the documents to be submitted by law, at the following address: Belgacom, Secretary General, Bd. du Roi Albert II 27, B-1030 Brussels.

The documents were sent free of charge to the owners of registered shares on 15 March 2013. These documents are also sent to the directors and the auditors as well as to the persons who will have

completed the formalities to participate in the general meeting.

Written questions

Shareholders who have validly given notification of their participation in the general meeting by post, e-mail or fax, may submit questions to the directors about their report or the items on the agenda, and to the auditors about their report. Such questions should be submitted to Belgacom, Secretary General, Bd. du Roi Albert II 27 (26U021), B-1030 Brussels, by e-mail (secretary.general@belgacom.be) or by fax (+32 2 202 52 00). Belgacom must receive these by **no later than Thursday 11 April 2013**.

Additional items on the agenda

One or more shareholders, who together possess at least 3% of Belgacom's 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, along 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@belgacom.be by **no later than 26 March 2013**. Where applicable, the company will announce the supplemented agenda by no later than 2 April 2013.