

EXTRAORDINARY GENERAL MEETING

File: TC/TD/2260831/ADC

Register: 2026/151147

“PROXIMUS”

public limited company under Belgian public law

at 1030 Schaerbeek, Bd du Roi Albert II 27

VAT BE 0202.239.951, Brussels Register of Legal Entities

AUTHORISATION REGARDING AUTHORISED CAPITAL

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AUTHORISATION TO REPURCHASE OWN SHARES

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AMENDMENT OF THE BYLAWS

Today, 15 April 2026,

At 1140 Etterbeek, Rue Stroobants 51,

Before me, Mr. **Tim CARNEWAL**, notary residing in Brussels (first canton), exercising his office within the company “Berquin Notaires”, having its registered office in Brussels, avenue Lloyd George 11,

THERE WAS HELD:

The Annual General Meeting of Shareholders of the public limited company under Belgian public law “**PROXIMUS**”, in its capacity as a listed company, having its registered office at 1030 Schaerbeek, Bd du Roi Albert II 27, hereinafter referred to as “*the Company*”,

IDENTIFICATION OF THE COMPANY

The Company was established as an autonomous public-sector company, governed by the Law of 19 July 1930 setting up the Belgian National Telephone and Telegraph Company (*Régie des Téléphones et Télégraphes / Regie van telegraaf en telefoon*), as amended by: the Law of 21 March 1991 reforming certain economic public companies; the Law of 12 December 1994 amending the Law of 21 March 1991 reforming certain economic public companies; the Law of 17 June 1991 concerning the organization of the public credit sector and the holding by the public sector of participating interests in certain private-sector financial corporations; and the Order in Council (Royal Decree) of 19 August 1992 approving the first RTT management contract. The Company was transformed into a *société anonyme* (company limited by shares) under public law without putting an end to its legal personality, and its bylaws were established in the Royal Decree of 16 December 1994, published in the Annexes to the *Belgian Official Gazette (Belgisch Staatsblad Staatsblad/Moniteur Belge)* of 22 December 1994.

The bylaws have been amended several times and most recently by resolution of the extraordinary general meeting of 21 April 2021, the minutes of which were drawn up by Tim Carnewal, notary in Brussels, and published by extract in the Annexes to the *Belgian Official Gazette* on 10 May thereafter, under numbers 21056336 (in Dutch) and 21056337 (in French), approved by Royal Decree approving an amendment to the bylaws of PROXIMUS dated 21 April 2021, published in the *Belgian Official Gazette* of 6 September 2021 thereafter, under number C-2021/32573.

The Company’s website is www.proximus.com.

The Company's e-mail address is secretary.general@proximus.com.

The Company is entered in the register of legal entities under the number 0202.239.951.

OPENING OF THE MEETING AND COMPOSITION OF THE BUREAU

The meeting was opened at 9:36 a.m.

chaired by Mr. **DE CLERCK Stefaan Maria**, residing at 8500 Kortrijk, Damkaai 7.

Composition of the Bureau

- Mrs. **HEUSCHEN Anne-Valérie**, residing at 1050 Ixelles, Rue Alfred Girion 14, was appointed Secretary of the meeting.

- Mr. **VAN PARYS Koen**, residing at 3511 Kuringen, Pierre Coxstraat 61, and

- Mr. **MAKEDONSKY Igor**, residing at 4140 Sprimont, Rue de Warnoumont 99 were appointed Tellers.

VERIFICATIONS BY THE BUREAU - ATTENDANCE

The Chairman informed the meeting about the observations and verifications made by the Bureau, during and following the participants' registration procedures, for the composition of the meeting:

1. Convocation of shareholders

Before the opening of the meeting, the documentary evidence of the notices convening the meeting published in the *Belgian Official Gazette* and in the press was submitted to the Bureau. Such evidence will be kept in the Company's records. The Bureau confirmed that the notices were published on the following dates:

- on 13 March 2026 in the *Belgian Official Gazette*;

- on 13 March 2026 in *De Tijd*; and

- on 13 March 2026 in *L'Echo*.

The text of the notice convening the meeting, together with the proxy forms and the forms for voting by correspondence, as well as a coordinated version of the proposed amendments to the bylaws, were also made available to shareholders on the Company's website (<https://www.proximus.com/fr/investors/shareholders-meeting.html>) as from 13 March 2026. A communication was sent to Belga, Bloomberg, Reuters and Dow Jones in order to ensure international distribution.

The Bureau also established, after taking note of the copy of the letters sent or, as the case may be, of the e-mails, that a notice convening the meeting was sent by letter or, where applicable, by e-mail (if an e-mail address had been communicated to the company for communication by that means) on 13 March 2026 to the registered shareholders, the holders of registered (convertible) bonds, as well as the directors and the statutory auditors.

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

With regard to participation in the present meeting, the Bureau verified whether Articles 32, 33 and 39 of the bylaws had been complied with.

Compliance with the above formalities was confirmed by the bureau to me, the undersigned notary. The various supporting documents as well as the proxies and the votes by correspondence, for which a scanned or photographed version suffices, will be kept in the Company's records.

3. Attendance list

An attendance list was drawn up, setting out the name and address, or corporate name and registered office, of all shareholders taking part in the meeting in person or by proxy. The original shall remain annexed to these minutes. The relevant proxies will be kept in the Company's records.

This list is supplemented by a list of the shareholders who voted by correspondence in accordance with Article 39 of the bylaws.

4. Verification of the attendance quorum

The Bureau established from the attendance list that 239,713,527 shares, out of a total of three hundred and thirty-eight million twenty-five thousand one hundred and thirty-five (338,025,135), are represented.

As of today, the Company holds 15,287,431 treasury shares, consequently, the number of shares carrying voting rights amounts to 322,737,704.

There are no holders of (convertible) bonds present or represented.

In accordance with Article 40 of the bylaws, in conjunction with Article 7:153 of the Belgian Companies and Associations Code, the meeting may validly deliberate and resolve only if the participants in the meeting represent at least one half of the share capital.

Accordingly, the Bureau establishes that the meeting may validly deliberate on the items on the agenda.

5. Third persons present at the meeting

In addition to the persons mentioned above, the following persons, among others, are also attending the meeting:

- some Company directors;
- members of the executive committee of the Company;
- the Company's statutory auditors;
- members of the Company's staff, and of the companies engaged by it, entrusted with logistical functions in connection with the meeting.

AGENDA

The Chairman reminded those present of the meeting's agenda:

1. Powers granted to increase the share capital within the framework of authorised capital

Acknowledgement of the special report of the Board of Directors concerning the powers relating to authorised capital, drawn up in accordance with Article 7:199 in conjunction with Article 7:202, second paragraph, 2° of the Belgian Code of Companies and Associations.

Proposed resolution : proposal to renew the powers granted to the Board of Directors, for a period of five years as from the day of notification of the amendment of these bylaws by the general meeting of fifteen April two thousand and twenty-six, to increase the Company's share capital, in one or more transactions, by an amount of EUR 200,000,000.00, in accordance with the provisions of paragraph 1 of Article 5 of the bylaws.

Following this resolution, proposal to amend Article 5, paragraph 2 of the bylaws as follows: replacement of the date "twenty-first April two thousand and twenty-one" by "fifteenth April two thousand and twenty-six".

2. Powers granted to the Board of Directors for the repurchase of own shares

Proposed resolution : proposal to renew the powers granted to the Board of Directors to acquire, within a period of five years from fifteen April two thousand and twenty-six, and within the legal limits, the maximum number of shares authorised by law, at a price not exceeding by more than five per cent the highest closing price of the thirty trading days preceding the transaction nor lower by more than ten per cent than the lowest closing price of the thirty trading days preceding the transaction.

Following this resolution, proposal to amend Article 13, paragraph 2 of the bylaws as follows: replacement of the date "twenty-first April two thousand and twenty-one" by "fifteenth April two thousand and twenty-six".

3. Amendment of the formalities for convening the general meeting

Abolition of the obligation to publish notices convening general meetings of shareholders of listed companies in the *Belgian Official Gazette* and in a nationally distributed newspaper (amendment of Article 7:128 of the Belgian Code of Companies and Associations by the Law of 4/12/2025). Proposal to adapt the bylaws and align them with the simplified formalities relating to the publication of notices convening a general meeting.

Following this resolution, proposal to delete, in Article 31, paragraph 1 of the bylaws, the words “in the Belgian Official Gazette, in at least one nationally distributed French-language press organ and one nationally distributed Dutch-language press organ, as well as”.

4. Power of attorney

Proposed resolution: proposal to grant a power of attorney to each employee of “Berquin Notaires SRL”, with registered office at 1000 Brussels, avenue Lloyd George 11, to draw up, sign and file the coordinated text of the Company’s bylaws with the registry of the competent court.

Pursuant to Article 41, § 4, of the Law of 21 March 1991 reforming certain economic public companies, the aforementioned amendments to the bylaws shall only take effect after approval by the King, by way of a decree deliberated in the Council of Ministers.

STATEMENT BY THE CHAIRMAN

I. Voting procedure

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

The Chairman notes that each share entitles its holder to one vote. He also notes that only shareholders and the proxies of shareholders may take part in the vote. Furthermore, the Chairman states that the votes duly cast by correspondence shall also be taken into account as duly cast votes.

The Chairman also notes that:

- for the proposed resolutions relating to items 1 to 3 of the agenda to be validly adopted, the shares in respect of which a valid vote is cast must represent at least one half of the share capital, and the proposed resolutions must obtain three quarters of the votes, in accordance with Article 40 of the Company’s bylaws in conjunction with Article 7:153 of the Belgian Code of Companies and Associations;
- for the proposed resolution relating to item 4 of the agenda to be validly adopted, the said proposal must obtain a majority of one half plus one of the votes cast, in accordance with Article 36 of the Company’s bylaws.

The Chairman indicates that the vote will take place by means of an electronic voting system.

The Chairman states that the voting instructions of the shareholders who voted by correspondence have already been automatically entered into the database and that these votes will be added to the votes cast during the meeting (being the votes given by proxy). The exact totals of the votes cast by correspondence and of the votes cast during the meeting are set out in these minutes.

Finally, the Chairman notes that, pursuant to Article 41, § 4 of the Law of 21 March 1991 reforming certain economic public companies, an amendment to the bylaws shall only take effect after approval by the King, by way of a decree deliberated in the Council of Ministers.

II. Questions

In accordance with Article 37 of the bylaws, the Chairman invites participants wishing to do so to ask such questions as the items on the agenda may give rise to on their part.

The question session did not give rise to any questions.

The Chairman then declares the debates closed.

DELIBERATIONS - RESOLUTIONS

The Chairman then submits to the vote each of the proposed resolutions appearing on the agenda.

FIRST RESOLUTION: Powers granted to increase the share capital within the framework of authorised capital

Report

Acknowledgement

The meeting releases the Chairman from reading the special report of the Board of Directors concerning the powers relating to authorised capital, drawn up in accordance with Article 7:199 in conjunction with Article 7:202, second paragraph, 2° of the Belgian Code of Companies and Associations.

Retention

A copy of this report shall be kept in the file of the undersigned notary.

Resolution

The Chairman submits to the meeting the proposal to renew the powers granted to the Board of Directors, for a period of five years as from the day of notification of the amendment of these bylaws by the general meeting of fifteen April two thousand and twenty-six, to increase the share capital of the Company, in one or more transactions, by an amount of EUR 200,000,000.00, in accordance with the provisions of paragraph 1 of Article 5 of the bylaws.

Following this resolution, it is proposed to amend Article 5, paragraph 2 of the bylaws as follows: replacement of the date *“twenty-first April two thousand and twenty-one”* by *“fifteenth April two thousand and twenty-six”*.

Vote:

This proposal is put to the vote. It is adopted as indicated below:

1/ Number of shares for which valid votes were cast: 239,707,650

2/ Percentage that these shares represent in the capital: 74,27%

3/ Number of validly cast votes: 239,707,650

of which

FOR	210,840,943
AGAINST	28,676,540
ABSTENTIONS	190,167

SECOND RESOLUTION: Powers granted to the Board of Directors for the repurchase of own shares

The Chairman submits to the meeting the proposal to renew the powers granted to the Board of Directors to acquire, within a period of five years from fifteen April two thousand and twenty-six, and within the legal limits, the maximum number of shares authorised by law, at a price not exceeding by more than five per cent the highest closing price of the thirty trading days preceding the transaction nor lower by more than ten per cent than the lowest closing price of the thirty trading days preceding the transaction.

Following this resolution, it is proposed to amend Article 13, paragraph 2 of the bylaws as follows: replacement of the date “twenty-first April two thousand and twenty-one” by “fifteenth April two thousand and twenty-six”.

Vote:

This proposal is put to the vote. It is adopted as indicated below:

- 1/ Number of shares for which valid votes were cast: 239,707,650
 - 2/ Percentage that these shares represent in the capital: 74,27%
 - 3/ Number of validly cast votes: 239,707,650
- of which

FOR	200,712,520
AGAINST	38,803,033
ABSTENTIONS	192,097

THIRD RESOLUTION: Amendment of the formalities for convening the general meeting

The Chairman draws attention to the fact that the obligation to publish notices convening general meetings of shareholders of listed companies in the *Belgian Official Gazette* and in a nationally distributed newspaper has been abolished (amendment of Article 7:128 of the Belgian Code of Companies and Associations by the Law of 4/12/2025), and submits to the meeting the proposal to adapt the bylaws and align them with the simplified formalities relating to the publication of notices convening a general meeting.

Following this resolution, it is proposed to delete, in Article 31, paragraph 1 of the bylaws, the words “*in the Belgian Official Gazette, in at least one nationally distributed French-language press organ and one nationally distributed Dutch-language press organ, as well as*”.

Vote:

This proposal is put to the vote. It is adopted as indicated below:

- 1/ Number of shares for which valid votes were cast: 239,707,650
 - 2/ Percentage that these shares represent in the capital: 74,27%
 - 3/ Number of validly cast votes: 239,707,650
- of which

FOR	239,516,405
AGAINST	1,054
ABSTENTIONS	190,191

FOURTH RESOLUTION: Power of attorney

The Chairman submits to the meeting the proposal to grant a power of attorney to each employee of “Berquin Notaires” SRL, with registered office at 1000 Brussels, avenue Lloyd George 11, to draw up, sign and file the coordinated text of the Company’s bylaws with the registry of the competent court.

Vote:

This proposal is put to the vote. It is adopted as indicated below:

- 1/ Number of shares for which valid votes were cast: 239,707,200
- 2/ Percentage that these shares represent in the capital: 74,27%

3/ Number of validly cast votes: 239,707,200
of which

FOR	239,644,604
AGAINST	327
ABSTENTIONS	62,269

CLOSING OF THE MEETING

With no outstanding items on the agenda, the meeting was closed.

REGISTRATION DUTY

The registration duty amounts to one hundred euros (EUR 100.00).

IDENTITY

The Notary confirms the surname, first names, date and place of birth and domicile of the members of the Bureau on the basis of their identity cards.

MINUTES

The minutes were drawn up at the location and on the date indicated above.

After the minutes were read out in their entirety, they were signed by the members of the Bureau, and by me, the Notary.

Signature