

PROXY Annual General Meeting of April 17, 2024 (10.00 a.m.)
<p>A copy of this form must be received at the latest on Thursday April 11, 2024 by :</p> <p>Proximus SA/NV of public law</p> <p>Mr. Dirk Lybaert, Secretary General</p> <p>Postal address : Rue Carli 2</p> <p>B - 1140 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 17, 2024 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 2023.
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 2023.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2023.

5. Approval of the annual accounts of Proximus SA under public law at 31 December 2023.
Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2023, including the following allocation of the results:

Profit of the financial year to be appropriated	+	134,862,203 EUR
Accumulated profits	+	317,460,884 EUR
Profit to be appropriated	=	452,323,087 EUR
Transfers from capital and reserves	+	11,270,811 EUR
Transfers to capital and reserves	-	1,793,369 EUR
Profit to be distributed (dividends)	-	387,158,830 EUR
Other beneficiaries (personnel)	-	9,531,693 EUR
Profit to be carried forward	=	65,110,006 EUR

For 2023, 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 8 December 2023; 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 26 April 2024. The ex-dividend date is fixed on 24 April 2024, the record date is 25 April 2024.

FOR		AGAINST		ABSTAIN	
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6. Approval of the remuneration policy.
Motion for a resolution: approval of the remuneration policy.

FOR		AGAINST		ABSTAIN	
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7. Approval of the remuneration report.
Motion for a resolution: approval of the remuneration report.

FOR		AGAINST		ABSTAIN	
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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 2023.

FOR		AGAINST		ABSTAIN	
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9. Granting of a special discharge to the members of the Board of Directors whose mandate ended on 19 April 2023 and on 1 December 2023.
Motion for a resolution: granting of a special discharge to Mr. Pierre Demuelenaere for the exercise of his mandate until 19 April 2023 and to Mrs. Agnès Touraine for the exercise of her mandate until 1 December 2023.

FOR		AGAINST		ABSTAIN	
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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 on 31 December 2023.

FOR		AGAINST		ABSTAIN	
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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 on 31 December 2023.

FOR		AGAINST		ABSTAIN	
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12. Reappointment of a Board Member.
Motion for a resolution: to reappoint Mr. Joachim Sonne 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 2028.
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 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		AGAINST		ABSTAIN	
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13. Reappointment of a Board Member.
Motion for a resolution: to reappoint Mr. Luc Van den hove 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 2028.
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		AGAINST		ABSTAIN	
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14. Reappointment of a Board Member
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. Guillaume Boutin, as Board Member for a period expiring on the date of the annual general meeting of 2028. His CV is available on www.proximus.com. This Board mandate is not remunerated.

FOR		AGAINST		ABSTAIN	
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15. Appointment of a new Board Member
Motion for a resolution: to appoint Mrs. Caroline Basyn 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 2028.
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.

FOR		AGAINST		ABSTAIN	
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16. Appointment of the auditor in charge of the "assurance" of the CSRD sustainability reporting
 Motion for a resolution: in accordance with the nomination for appointment by the Board of Directors after recommendation of the Audit & Compliance Committee, to appoint Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens, responsible for the "assurance" of the CSRD sustainability report, for a period of one year.

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AGAINST	
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ABSTAIN	
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17. Acknowledgment appointment of a member of the Board of Auditors
 The annual general meeting acknowledges the decision of the general meeting of the "Cour des Comptes" held on 19 July 2023, to appoint Mr. Christophe Rappe, councillor, to replace the outgoing councillor Mr. Dominique Guide, as member of the Board of Auditors of Proximus SA of public law for a renewable term of six years as of 17 April 2024.

18. 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, 2024.

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.