



Proximus NV van publiek recht / Proximus SA de droit public

Statutory report of the joint auditors to the shareholders' meeting for the year ended 31 December 2024 - Consolidated financial statements

The original text of this report is in Dutch and French

Statutory report of the joint auditors to the shareholders' meeting of Proximus NV van publiek recht / Proximus SA de droit public for the year ended 31 December 2024 - Consolidated financial statements

In the context of the statutory audit of the consolidated financial statements of Proximus NV van publiek recht / Proximus SA de droit public ("the company") and its subsidiaries (jointly "the group"), we hereby submit our statutory audit report. This report includes our report on the consolidated financial statements and the other legal and regulatory requirements. These parts should be considered as integral to the report.

We, members of the joint auditors, were appointed in our capacity as statutory auditor by the shareholders' meeting of 20 April 2022, in accordance with the proposal of the board of directors issued upon recommendation of the audit and compliance committee. Our mandate will expire on the date of the shareholders' meeting deliberating on the financial statements for the year ending 31 December 2024. Deloitte Bedrijfsrevisoren / Réviseurs d'Entreprises BV/SRL has performed the statutory audit of the consolidated financial statements of Proximus NV van publiek recht / Proximus SA de droit public for 15 consecutive periods. Luc Callaert BV/SRL has performed the statutory audit of the consolidated financial statements of Proximus NV van publiek recht / Proximus SA de droit public for 3 consecutive periods.

Report on the consolidated financial statements

Unqualified opinion

We have audited the consolidated financial statements of the group, which comprise the consolidated balance sheet as at 31 December 2024, the consolidated income statement, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, as well as the summary of significant accounting policies and other explanatory notes. The consolidated balance sheet shows total assets of 13 327 million EUR and the consolidated income statement shows a profit for the year then ended of 456 million EUR.

In our opinion, the consolidated financial statements give a true and fair view of the group's net equity and financial position as of 31 December 2024 and of its consolidated results and its consolidated cash flow for the year then ended, in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

Basis for the unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISA), as applicable in Belgium. In addition, we have applied the International Standards on Auditing approved by the IAASB applicable to the current financial year, but not yet approved at national level. Our responsibilities under those standards are further described in the "Responsibilities of the joint auditors for the audit of the consolidated financial statements" section of our report. We have complied with all ethical requirements relevant to the statutory audit of consolidated financial statements in Belgium, including those regarding independence.

We have obtained from the board of directors and the company's officials the explanations and information necessary for performing our audit.

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matters
<p>Revenue recognition on telecommunication activities</p> <p>The accuracy of revenue is an inherent risk in the telecommunications industry. This is driven by the complexity of billing systems, the magnitude of volumes of data in combination with different products on the market and price changes during the year. The correct application of revenue recognition accounting standards to the separate elements of a customer’s contract is complex and requires judgement by management.</p> <p>The details on revenue recognition are included in notes 2 ‘Material accounting policy information’, 14.2 ‘Contract Assets’, 22 ‘Other current payables and contract liabilities’ and 23 ‘Net Revenue’.</p>	<p>We addressed this key audit matter by applying the following controls and substantive test procedures to the material revenue streams:</p> <ul style="list-style-type: none"> • We tested the design, implementation and operating effectiveness of the relevant key controls in place in the revenue cycle, as well as in the IT environment in which billing, rating and other relevant support systems reside, including the change control procedures in place around systems that support material revenue streams; • We performed tests of details on a sample of individual revenue transactions, tracing these back to order documentation and cash receipts; and • We performed a substantive analytical review. <p>Additionally, we assessed the appropriateness of the group's accounting policies with respect to revenue recognition and assessed compliance with the applicable accounting standards.</p>
<p>Goodwill impairment test</p> <p>Per 31 December 2024, goodwill amounts to 3 275 million EUR and relates to the group’s two Cash Generating Units (‘CGU’), respectively Domestic CGU (2 442 million EUR) and International CGU (833 million EUR).</p> <p>The annual impairment testing of goodwill was important for our audit because it relies on a number of critical judgements, such as the determination of the CGU as well as estimates and assumptions used in a discounted free cash flow model to determine the CGU’s recoverable value, especially with respect to the ongoing fiber roll-out project which impacts free cash flows over a longer period than the typical forecast period of three years. The group uses a business plan reflecting its strategy and using internal and external sources for macro-economic assumptions such as inflation and long-term industry growth rate, as well as group specific assumptions on tax rates, capital spending and discount rates.</p>	<p>We obtained an understanding, evaluated the design of controls over the group’s goodwill impairment review process.</p> <p>We performed audit procedures that included evaluating the appropriateness of the determination of the CGU’s identified and tested the allocation of assets and liabilities to the carrying value of each CGU.</p> <p>We assessed the available information with reference to the recoverable value of the CGU:</p> <ul style="list-style-type: none"> • We assessed the key assumptions, methodologies, key areas of judgement and data used by the group in its determination of the recoverable value, for example by analysing sensitivities in the group’s discounted cash flow models and benchmarking with external macro-economic data to determine if they were reasonable and consistent with the current economic climate.

The details on the accounting for goodwill and the disclosure requirements under IAS 36 - *Impairment of assets* are included in note 2 'Material accounting policy information' and 3 'Goodwill' of the consolidated financial statements.

- We assessed management's methodology to determine the recoverable value, the mechanical accuracy of the model and the appropriateness of other assumptions applied.
- We involved our valuation specialists to challenge the determination of the discount rate given the sensitivity of the Domestic model.
- We assessed the historical accuracy of management's estimates.
- We assessed the sensitivities of assumptions on the CGU's headroom and verified whether a reasonable possible change in assumptions could cause the carrying amounts to exceed its recoverable value.
- We assessed the adequacy of the company's disclosures in the consolidated financial statements.

Purchase Price Allocation for the business combination of Route Mobile

On 8 May 2024, Proximus Group completed the acquisition of a 58% stake in Route Mobile for a total consideration of 812 million EUR.

IFRS 3 Business combinations requires a purchase price allocation exercise, whereby the total consideration is allocated to identifiable assets, liabilities and contingent liabilities, with the remaining amount being presented as goodwill. A purchase price allocation exercise has been performed by management assisted by an external expert. Management has the discretion to make judgments, estimates and assumptions in allocating the purchase price and determining the fair values. Changes in these assumptions could have a significant effect on the purchase price allocation and fair values. We focused on this because the acquisition is significant to the group and requires use of significant management judgment regarding the identification of assets acquired and the valuation of assets and liabilities acquired. More details on the acquisition accounting and the disclosure requirements under IFRS 3 Business Combinations are included in note 8.4 'Acquisitions and disposal of subsidiaries, joint ventures and associates'.

We addressed this key audit matter through the following main procedures:

- We obtained an understanding of management's processes over the acquisition accounting
- We obtained the underlying documentation, terms and conditions of the transaction and assessed the accounting treatment of the consideration transferred and the assets and liabilities acquired in accordance with IFRS 3 Business Combinations;
- We performed a risk assessment over the assets acquired and liabilities assumed to determine the nature and extent of further procedures and performed opening balance sheet testing for selected acquired assets and liabilities;
- Together with our valuation specialists we audited management's valuations and assessed the methodology used to determine the assets acquired and liabilities assumed, in particular the methodologies and discount rates as key assumptions, used in the valuation of the acquired business, and a reconciliation of the key inputs used in the fair value measurement.
- We assessed the adequacy of related disclosures in note 8.4.

Responsibilities of the board of directors for the preparation of the consolidated financial statements

The board of directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the board of directors is responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters to be considered for going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the group or to cease operations, or has no other realistic alternative but to do so.

Responsibilities of the joint auditors for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a statutory auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

During the performance of our audit, we comply with the legal, regulatory and normative framework as applicable to the audit of consolidated financial statements in Belgium. The scope of the audit does not comprise any assurance regarding the future viability of the company nor regarding the efficiency or effectiveness demonstrated by the board of directors in the way that the company's business has been conducted or will be conducted.

As part of an audit in accordance with ISA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from an error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors;
- conclude on the appropriateness of the use of the going concern basis of accounting by the board of directors and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern;

- evaluate the overall presentation, structure and content of the consolidated financial statements, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit and compliance committee regarding, amongst other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit and compliance committee with a statement that we have complied with relevant ethical requirements regarding independence, and we communicate with them about all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the audit and compliance committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes any public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the board of directors

The board of directors is responsible for the preparation and the content of the directors' report on the consolidated financial statements, including the sustainability statement and other matters disclosed in the annual report on the consolidated financial statements.

Responsibilities of the joint auditors

As part of our mandate and in accordance with the Belgian standard complementary to the International Standards on Auditing (ISA) as applicable in Belgium, our responsibility is to verify, in all material respects, the director's report on the consolidated financial statements and other matters disclosed in the annual report on the consolidated financial statements, as well as to report on these matters.

Aspects regarding the directors' report on the consolidated financial statements and other information disclosed in the annual report on the consolidated financial statements

The annual report contains the sustainability statement which is the subject of a separate limited assurance report on the sustainability statement. This section does not pertain to the assurance on the consolidated sustainability statement included in the annual report. For this part of the annual report on the consolidated financial statements, we refer to the relevant report on the matter.

In our opinion, after performing the specific procedures on the directors' report on the consolidated financial statements, this report is consistent with the consolidated financial statements for that same year and has been established in accordance with the requirements of article 3:32 of the Code of companies and associations.

In the context of our statutory audit of the consolidated financial statements we are responsible to consider, in particular based on information that we became aware of during the audit, if the directors' report on the consolidated financial statements and other information disclosed in the annual report on the consolidated financial statements are free of material misstatement, either by information that is incorrectly stated or otherwise misleading. In the context of the procedures performed, we are not aware of such material misstatement.

Statements regarding independence

- No services, incompatible with the statutory audit of consolidated financial statements as referred to by the law, have been performed and our audit firms and, if applicable, our networks remained independent from the company during the performance of our mandate.
- The fees for the additional non-audit services compatible with the statutory audit, as defined in article 3:65 of the Code of companies and associations, have been properly disclosed and disaggregated in the notes to the consolidated financial statements.

Single European Electronic Format (ESEF)

In accordance with the draft standard on the audit of the compliance of the financial statements with the Single European Electronic Format ("ESEF"), we have also performed the audit of the compliance of the ESEF format and of the tagging with the technical regulatory standards as defined by the European Delegated Regulation No. 2019/815 of 17 December 2018 ("Delegated Regulation").

The board of directors is responsible for the preparation, in accordance with the ESEF requirements, of the consolidated financial statements in the form of an electronic file in ESEF format ("digital consolidated financial statements") included in the annual financial report.

Our responsibility is to obtain sufficient and appropriate evidence to conclude that the format and the tagging of the digital consolidated financial statements comply, in all material respects, with the ESEF requirements as stipulated by the Delegated Regulation.

Based on our work, in our opinion, the format and the tagging of information in the digital consolidated financial statements included in the annual financial report of the company as of 31 December 2024 are, in all material respects, prepared in accordance with the ESEF requirements as stipulated by the Delegated Regulation.

Other statements

This report is consistent with our additional report to the audit committee referred to in article 11 of Regulation (EU) No 537/2014.

Signed at Brussels.

The joint auditors

Digitally signed by
Koen Neijens
Signed By: Koen Neijens (Signature)
Signing Time: 12-mrt-2025 | 15:57 CET
 C: BE
Issuer: Citizen CA
2A8E2DCFD59C4E1FB8A5EA30AB0224A5

Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL
Represented by Koen Neijens

Digitally signed by
Luc Callaert
Signed By: Luc Callaert (Signature)
Signing Time: 12-mrt-2025 | 17:34 CET
 C: BE
Issuer: Citizen CA
BDEBD8125C204907810F620A60ED35B5

Luc Callaert BV/SRL
Represented by Luc Callaert