

## **ANNUAL GENERAL MEETING**

### **PROXIMUS**

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

On seventeenth of April, two thousand and twenty-four  
At Rue Stroobants 51, 1140 Brussels,

### **WAS CONVENED**

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”

### **OPENING OF THE MEETING - COMPOSITION OF THE BUREAU**

The meeting is held in a hybrid manner. Consequently, the shareholders have the opportunity to participate in person or remotely by means of an electronic communication tool provided by the Company.

The meeting can also be followed live by means of a stream available on the company's website ([www.proximus.com](http://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 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 fifteenth of March two thousand twenty-four in the Belgian Official Gazette;
- on the fifteenth of March two thousand twenty-four in De Tijd;
- on the fifteenth of March two thousand twenty-four 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](http://www.proximus.com)) as from the fifteenth of March two thousand twenty-four. 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 fifteenth of March two thousand twenty-four, 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.lumiconnect.com](http://www.lumiconnect.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 made as stated in the convening notice.

The compliance with the aforementioned formalities was confirmed by the bureau. The various supporting documents will be kept in the Company's archives.

## **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 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 that the list of attendances shows that 239,635,341 shares out of a total of 338,025,135 are represented. The Company holds 15.679.480 treasury shares at present.

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/CEO and Mark Reid, Finance Lead;
- Members of the Board of Directors and 4 candidate members of the Board of Directors;
- Members of the Leadership Squad;
- Members of the Board of Auditors;
- Members of the Representative Unions;
- The staff of the company and of the firms hired by it, who are responsible for logistical functions in connection with the meeting.

The Chairman then invites the meeting to determine the validity of its composition. With unanimous consent, the meeting declares itself validly constituted to deliberate on the items on the agenda.

The meeting takes due note of the speeches by the Chairman of the Board of Directors, the Chief Executive Officer and the Finance Lead.

### **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 2023, (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 2023, (iii) the information provided by the Joint Committee, and (iv) the consolidated annual accounts at 31 December 2023.

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 reminds that the shareholders had the possibility to ask their questions in advance in writing.

No written questions or questions via the chat forum were received.

The meeting treats the oral questions.

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.lumiconnect.com](http://www.lumiconnect.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 or in person, 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 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.

### Vote:

The motion is put to the vote.

It is adopted as indicated below:

1/ number of shares with valid votes: 239,629,289

2/ percentage that such votes represent in the share capital: 70.89 %

3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	239,333,391	99.97 %
<b>AGAINST</b>	77,895	0.03 %
<b>ABSTENTION</b>	218,003	

## 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: 239,628,789

2/ percentage that such votes represent in the share capital: 70.89 %

3/ total number of valid votes: 239,628,789 including:

<b>FOR</b>	219,495,637	91.68 %
<b>AGAINST</b>	19,918,308	8.32 %
<b>ABSTENTION</b>	214,844	

### 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: 239,629,289

2/ percentage that such votes represent in the share capital: 70.89 %

3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	210,780,180	88 %
<b>AGAINST</b>	28,755,370	12 %
<b>ABSTENTION</b>	93,739	

### 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 2023.

#### Vote:

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

1/ number of shares with valid votes: 239,629,289

2/ percentage that such votes represent in the share capital: 70.89 %

3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	229,372,343	95.76 %
<b>AGAINST</b>	10,160,381	4.24 %
<b>ABSTENTION</b>	96,565	

### FIFTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant special discharge to the members of the Board of Directors whose mandate ended on 19 April 2023 and 1 December 2023, respectively Mr. Pierre Demuelenaere and Mrs. Agnès Touraine.

#### Vote:

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

1/ number of shares with valid votes: 239,629,289

2/ percentage that such votes represent in the share capital: 70.89 %

3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	236,371,678	98.68 %
<b>AGAINST</b>	3,161,035	1.32 %
<b>ABSTENTION</b>	96,576	

## SIXTH 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 2023.

### Vote:

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

1/ number of shares with valid votes: 239,629,289

2/ percentage that such votes represent in the share capital: 70.89 %

3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	237,452,773	99.13 %
<b>AGAINST</b>	2,078,911	0.87 %
<b>ABSTENTION</b>	97,605	

## SEVENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the Auditors Deloitte Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens and Luc Callaert SRL, represented by Mr. Luc Callaert, auditors for the consolidated accounts, for the exercise of their mandate during the financial year closed on 31 December 2023.

### Vote:

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

1/ number of shares with valid votes: 239,629,289

2/ percentage that such votes represent in the share capital: 70.89 %

3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	236,006,016	98.53 %
<b>AGAINST</b>	3,530,686	1.47 %
<b>ABSTENTION</b>	92,587	

## EIGHTH RESOLUTION

The Chairman asks the meeting to vote on the motion 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.

**Vote:**

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

- 1/ number of shares with valid votes: 239,629,289
- 2/ percentage that such votes represent in the share capital: 70.89 %
- 3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	238,697,672	99.68 %
<b>AGAINST</b>	760,692	0.32 %
<b>ABSTENTION</b>	170,925	

**NINETH RESOLUTION**

The Chairman asks the meeting to vote on the motion 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.

**Vote:**

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

- 1/ number of shares with valid votes: 239,629,289
- 2/ percentage that such votes represent in the share capital: 70.89 %
- 3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	217,997,128	91.01 %
<b>AGAINST</b>	21,539,806	8.99 %
<b>ABSTENTION</b>	92,355	

**TENTH RESOLUTION**

The Chairman asks the meeting to vote on the motion to reappoint Mr. Guillaume Boutin, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, on behalf of the Belgian State, as Board Member for a period expiring on the date of the annual general meeting of 2028.

**Vote:**

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

- 1/ number of shares with valid votes: 239,629,289
- 2/ percentage that such votes represent in the share capital: 70.89 %
- 3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	221,133,803	92.32 %
<b>AGAINST</b>	18,403,231	7.68 %
<b>ABSTENTION</b>	92,255	

**ELEVENTH RESOLUTION**

The Chairman asks the meeting to vote on the motion to appoint Mrs. Caroline Basyn as independent Board Member, upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, for a period which will expire at the annual general meeting of 2028.

**Vote:**

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

- 1/ number of shares with valid votes: 239,629,149
- 2/ percentage that such votes represent in the share capital: 70.89 %
- 3/ total number of valid votes: 239,629,149 including:

<b>FOR</b>	234,837,669	98.09 %
<b>AGAINST</b>	4,572,569	1.91 %
<b>ABSTENTION</b>	218,911	

The mandate of Mr. Guillaume Boutin as director will not be remunerated.

The other three mandates will be remunerated in the same way as the other directors, in accordance with the decision of the General Meeting of Shareholders of 2004.

**TWELFTH RESOLUTION**

The Chairman asks the meeting to vote on the motion to appoint Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens, in accordance with the nomination for appointment by the Board of Directors after recommendation of the Audit & Compliance Committee, as auditor responsible for the "assurance" of the CSRD sustainability report, for a period of one year.

**Vote:**

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

- 1/ number of shares with valid votes: 239,629,289
- 2/ percentage that such votes represent in the share capital: 70.89 %
- 3/ total number of valid votes: 239,629,289 including:

<b>FOR</b>	237,282,695	99.11 %
<b>AGAINST</b>	2,129,686	0.89 %
<b>ABSTENTION</b>	216,908	

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.

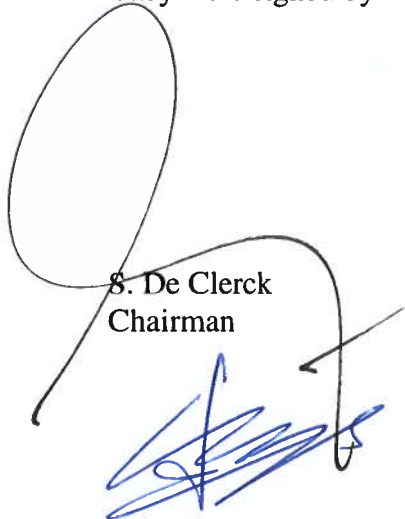
**CLOSURE OF THE MEETING**

The meeting is closed at 12:25



**MINUTES**

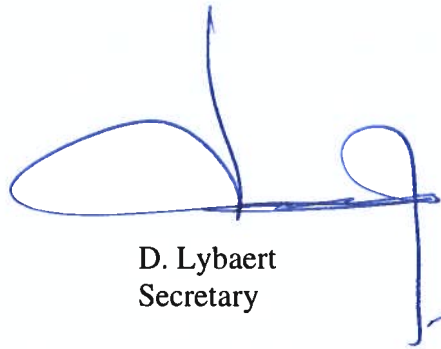
These minutes are drawn up in Brussels and on the date indicated above.  
They were signed by the members of the bureau.

A large, stylized handwritten signature in black ink, consisting of a large loop at the top and a long, sweeping stroke that curves back down to the left.

S. De Clerck  
Chairman

A handwritten signature in blue ink, featuring several overlapping, horizontal strokes.

K. Van Parys  
Teller

A handwritten signature in blue ink, starting with a large loop on the left, followed by a horizontal line and a vertical stroke on the right.

D. Lybaert  
Secretary

A handwritten signature in blue ink, consisting of several overlapping, horizontal strokes.

I. Makedonsky  
Teller