

ANNUAL GENERAL MEETING

PROXIMUS

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

On nineteenth of April, two thousand and twenty-three
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 had 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) 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 seventeenth of March two thousand twenty-three in the Belgian Official Gazette;
- on the seventeenth of March two thousand twenty-three in De Tijd;
- on the seventeenth of March two thousand twenty-three 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) as from the seventeenth of March two thousand twenty-three. 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 seventeenth of March two thousand twenty-three, 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, 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 means of 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 showed that 243,634,872 shares out of a total of 338,025,135 were represented. The Company holds 15,613,831 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 3 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 declared 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 2022, (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 2022, (iii) the information provided by the Joint Committee, and (iv) the consolidated annual accounts at 31 December 2022.

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, 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 2022 including the following allocation of the results:

Profit of the financial year to be appropriated	+	352,981,697 EUR
Accumulated profits	+	253,549,223 EUR
Profit to be appropriated	=	606,530,920 EUR
Net transfers from reserves	+	121,328,753 EUR
Profit to be distributed (dividends)	-	387,008,570 EUR
Other beneficiaries (personnel)	-	23,390,219 EUR
Profit to be carried forward	=	317,460,884 EUR

For 2022, 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 9 December 2022; 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 28 April 2023. The ex-dividend date is fixed on 26 April 2023, the record date is 27 April 2023.

Vote:

The motion is put to the vote.

It is adopted as indicated below:

1/ number of shares with valid votes: 243,625,021

2/ percentage that such votes represent in the share capital: 72.07 %

3/ total number of valid votes: 243,625,021 including:

FOR	243,452,635	99.99 %
AGAINST	17,118	0.01 %
ABSTENTION	155,268	

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: 243,624,381

2/ percentage that such votes represent in the share capital: 72.07 %

3/ total number of valid votes: 243,624,381 including:

FOR	208,061,879	85.43 %
AGAINST	35,482,822	14.57 %
ABSTENTION	79,680	

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: 243,623,972

2/ percentage that such votes represent in the share capital: 72.07 %

3/ total number of valid votes: 243,623,972 including:

FOR	204,019,377	83.78 %
AGAINST	39,487,281	16.22 %
ABSTENTION	117,314	

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 2022.

Vote:

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

1/ number of shares with valid votes: 243,623,972

2/ percentage that such votes represent in the share capital: 72.07 %

3/ total number of valid votes: 243,623,972 including:

FOR	234,413,835	96.34 %
AGAINST	8,893,858	3.66 %
ABSTENTION	316,279	

FIFTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Directors whose mandate ended on 20 April 2022.

Vote:

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

1/ number of shares with valid votes: 243,624,612

2/ percentage that such votes represent in the share capital: 72.07%

3/ total number of valid votes: 243,624,612 including:

FOR	243,191,947	99.95 %
AGAINST	116,865	0.05 %
ABSTENTION	315,800	

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 2022.

Vote:

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

- 1/ number of shares with valid votes: 243,623,972
- 2/ percentage that such votes represent in the share capital: 72.07 %
- 3/ total number of valid votes: 243,623,972 including:

FOR	243,168,999	99.94 %
AGAINST	135,038	0.06 %
ABSTENTION	319,935	

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 2022.

Vote:

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

- 1/ number of shares with valid votes: 243,623,972
- 2/ percentage that such votes represent in the share capital: 72.07 %
- 3/ total number of valid votes: 243,623,972 including:

FOR	243,172,892	99.94 %
AGAINST	135,163	0.06 %
ABSTENTION	315,917	

EIGHTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant special discharge to Mr. Geert Verstraeten, representing Deloitte Réviseurs d'Entreprises SRL and Mr. Damien Petit, representing CDP Petit & Co SRL for the exercise of their mandate as member of the Board of Auditors until 20 April 2022.

Vote:

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

- 1/ number of shares with valid votes: 243,623,972
- 2/ percentage that such votes represent in the share capital: 72.07 %
- 3/ total number of valid votes: 243,623,972 including:

FOR	243,163,692	99.94 %
AGAINST	144,498	0.06 %
ABSTENTION	315,782	

NINETH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant special discharge to Mr. Geert Verstraeten, representing Deloitte Réviseurs d'Entreprises SRL and Mr. Damien Petit, representing CDP Petit & Co SRL for the exercise of their mandate as auditors of the consolidated accounts until 20 April 2022.

Vote:

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

- 1/ number of shares with valid votes: 243,617,061
- 2/ percentage that such votes represent in the share capital: 72.07 %
- 3/ total number of valid votes: 243,617,061 including:

FOR	243,156,981	99.94 %
AGAINST	144,163	0.06 %
ABSTENTION	315,917	

TENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to reappoint Mr. Martin De Prycker 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 2027.

Vote:

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

- 1/ number of shares with valid votes: 243,623,972
- 2/ percentage that such votes represent in the share capital: 72.07 %
- 3/ total number of valid votes: 243,623,972 including:

FOR	233,267,620	95.78 %
AGAINST	10,283,889	4.22 %
ABSTENTION	72,463	

ELEVENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to reappoint Mrs. Catherine Rutten 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 2027.

Vote:

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

1/ number of shares with valid votes: 243,623,972

2/ percentage that such votes represent in the share capital: 72.07 %

3/ total number of valid votes: 243,623,972 including:

FOR	242,063,054	99.43 %
AGAINST	1,378,043	0.57 %
ABSTENTION	182,875	

TWELVETH RESOLUTION

The Chairman informs the meeting that the mandate of Mr. Pierre Demuelenaere is expiring today.

The Chairman asks the meeting to vote on the motion to appoint Mrs. Cécile Coune 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 2027.

Vote:

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

1/ number of shares with valid votes: 243,623,972

2/ percentage that such votes represent in the share capital: 72.07 %

3/ total number of valid votes: 243,623,972 including:

FOR	243,436,537	99.96 %
AGAINST	108,061	0.04 %
ABSTENTION	79,374	

These 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.

THIRTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to approve the annual accounts of Scarlet Belgium SA with regard to the financial year closed at 30 September 2022 in accordance with article 12:35 of the Belgian Code of Companies and Associations.

Vote:

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

1/ number of shares with valid votes: 243,617,054

2/ percentage that such votes represent in the share capital: 72.07 %

3/ total number of valid votes: 243,617,054 including:

FOR	243,397,850	99.98 %
AGAINST	57,618	0.02 %
ABSTENTION	161,586	

FOURTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Directors of Scarlet Belgium SA for the exercise of their mandate during the financial year closed at 30 September 2022 and the submission of the annual accounts at 30 September 2022 and the relating annual report to the annual general meeting of Proximus SA in accordance with article 12:35 of the Belgian Code of Companies and Associations.

Vote:

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

- 1/ number of shares with valid votes: 243,616,552
- 2/ percentage that such votes represent in the share capital: 72.07 %
- 3/ total number of valid votes: 243,616,552 including:

FOR	243,178,722	99.95 %
AGAINST	122,030	0.05 %
ABSTENTION	315,800	

FIFTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to Deloitte Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens, auditor of Scarlet Belgium SA for the exercise of his mandate during the financial year closed at 30 September 2022 and the submission of the relating auditor's report to the annual general meeting of Proximus SA in accordance with article 12:35 of the Belgian Code of Companies and Associations.

Vote:

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

- 1/ number of shares with valid votes: 243,611,552
- 2/ percentage that such votes represent in the share capital: 72.06 %
- 3/ total number of valid votes: 243,611,552 including:

FOR	243,156,911	99.94 %
AGAINST	138,859	0.06 %
ABSTENTION	315,782	

CLOSURE OF THE MEETING

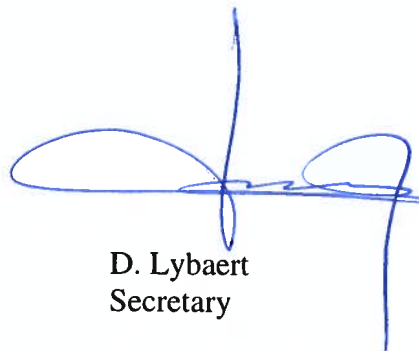
The meeting is closed at 12:20.

MINUTES

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



S. De Clerck
Chairman



D. Lybaert
Secretary



K. Van Parys
Teller



I. Makedonsky
Teller

STOQUART A.
