belgacom

2014 Q3

Company presentation

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Group financials Q3 2014

Q3 2014 confirming a solid business performance



- Underlying Group revenue of € 1,487m, i.e. -1.0% YoY.
- Core revenue +1.1% YoY, Consumer and Business segment showing good improvement
- Revenue from BICS down 6.1% on lower Voice volumes



- Underlying EBITDA of € 431m, up 1.5% YoY
- Continued improvement in Mobile Services revenue
- Structural cost reduction through simplification starting to show in favourable trends for personnel and other expenses



- Belgacom invested € 198m in Q3 2014
- Further improving Fixed and Mobile networks, and IT systems
- Ytd 2014 capex of EUR 623m

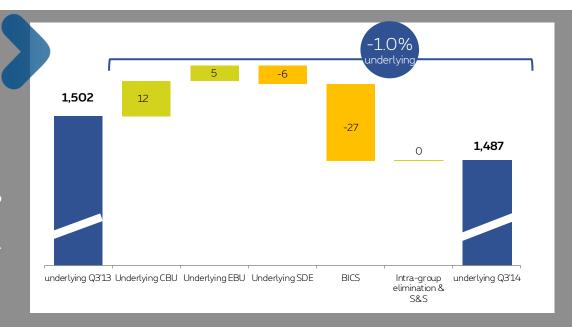
Group underlying* revenue

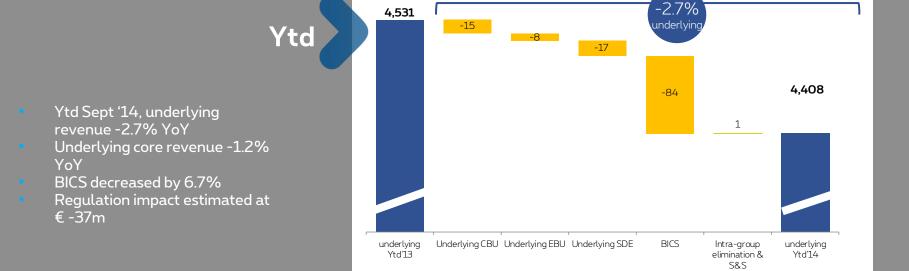
Q3

* Adjusted for incidentals



- Enterprise: strong Mobile services revenue, and growth in organic ICT revenue
- Carrier Wholesale Services continued to be under pressure.
- BICS: -6.1% YoY, growing non-voice revenue not fully covering for the lower Voice revenue
- Regulation impact estimated at €-18 m





5

Recovering Mobile Service revenue important driver of higher Core revenue

- Solid mobile customer growth +172,000 YoY for Group
- Impact from customer **re-pricing further faded**
- Steep increase in data usage as Smartphone penetration goes up

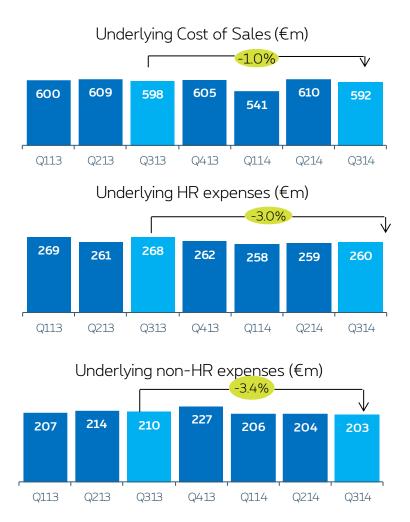


- Improved **customer tiering**, helped by joint-offers
- Churn levels kept under control in spite of increased competitive intensity





'Fit for Growth' strategy showing in positive underlying cost evolution



- Lower CoS due to BICS, -6.6% YoY

 Partly offset by higher CoS from the Consumer segment, including a timing difference of tactical handset-joint-offers and other promotional costs

 Ytd Sept'14 underlying Cost of Sales totaled €

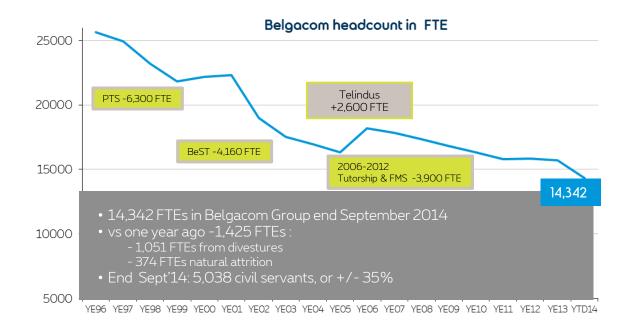
 1,743m, or -3.6% YoY
- Positive HR-cost evolution results from a natural attrition of -374 FTEs over the past 12 months
 No impact from inflation-based salary indexations
 Ytd Sept'14 € 777m underlying HR expenses, -2.7% YoY

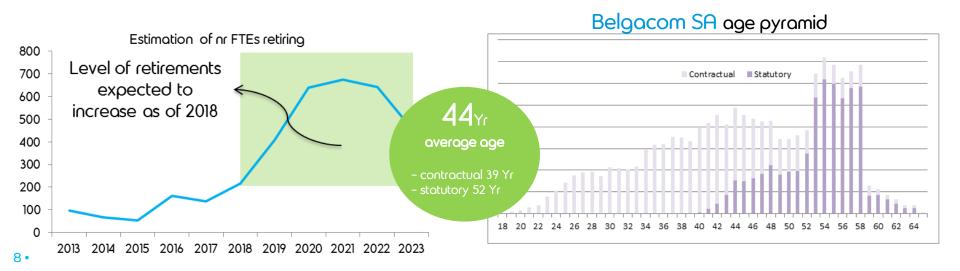
Implementation of 'Fit-for-Growth' strategy showing in solid cost reduction
 Ytd Sept'14, underlying non-HR expenses totaled € 612m, -3.0% YoY

Divestures and natural attrition reducing headcount

Estimated cash-out for termination benefits related to past headcount reduction programs:

	€ million
2014	49
2015	22
2016	6
2017	5
2018-2035	15*
	(* Cumulative for
	full period)



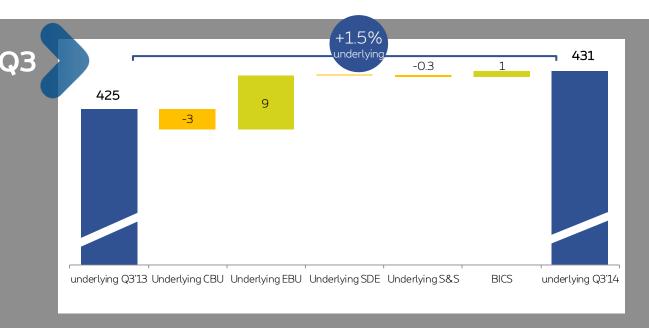


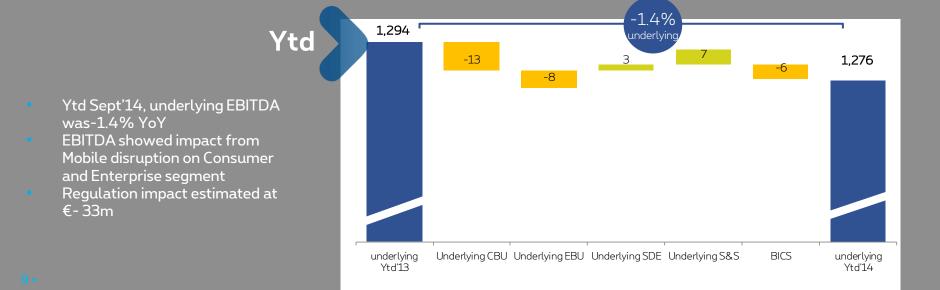
Group underlying* EBITDA

* Adjusted for incidentals

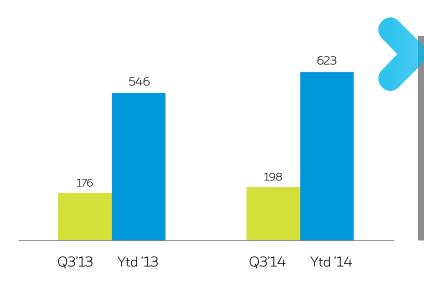


- Strong segment result from the Enterprise business unit
- BICS' segment result too was up by 2.6%
- Partly offset by a 1.2% decline for the Consumer segment
- Regulation impact estimated at €-17m





€ 623 million capex ytd'14 Investing in excelling customer experience



Over first 9 months of 2014 Belgacom invested € 623m a.o. in:

- Further improving the Fixed experience for customers through Vectoring, which offers dedicated speeds of 70 Mbps
- Providing the best Mobile experience combining wide coverage with very high standards in calling and Mobile speeds
- Network transformation and simplification enabling significant efficiencies in the network and costs savings

FY 2014 capex to be around € 960m:

- Access networks
- IT and systems
- Convergence services
- Brand image
- and includes Belgian Jupiler Pro League football

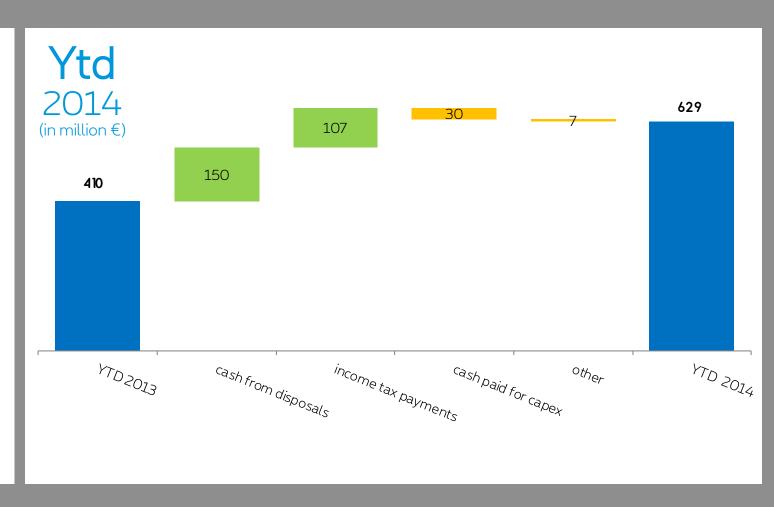


^{*}This does not include the € 120 mio capex paid for a 800 Mhz spectrum

Q3'14 FCF of € 238m; bringing ytd'14 FCF to € 629m

Belgacom generated € 629m of FCF ytd'14, or € +219m YoY. Main drivers for the FCF increase are

- higher cash received from the sale of consolidated companies and buildings
- lower income tax payments, partly due to timing differences
- partly offset by more cash paid for the acquisition of intangible assets and property, plant and equipment.



Shareholder remuneration & structure

Interim dividend over 2014 result On 23 October 2014, Belgacom's Board of Directors approved to return to the shareholders a total gross interim dividend of EUR 0.50 per share. The Board of Directors also confirmed their intention to pay a stable total gross dividend of €1.50 per share over the result of 2014, 2015 and 2016.

For the interim dividend:

- Ex-coupon date: 10 December 2014
- Record date: 11 December 2014
- Payment date: 12 December 2014

General policy shareholder return

Belgacom commits to an attractive shareholder remuneration policy by returning, in principle, most of its annual free cash flow, to its shareholders.

The return of free cash flow either through dividends or share buybacks, will be reviewed on an annual basis, in order to keep strategic financial flexibility for future growth, organically or via selective M&A, with a clear focus on value creation. This also includes confirming appropriate levels of distributable reserves.

The shareholder remuneration policy is based on a number of assumptions regarding future business and market evolutions, and may be subject to change in case of unforeseen risks or events outside the company's control

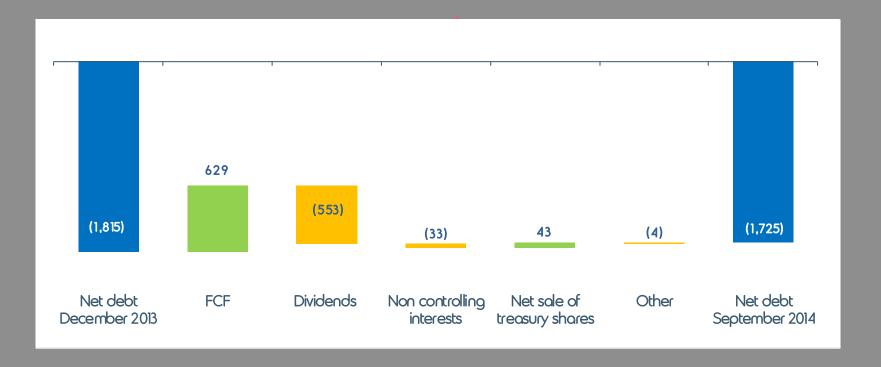
Belgacom ownership

338,025,135 shares in total

Status 31 Oct '14	Shares	% shares	% Voting	% Dividend
Belgian state	180,887,569	53.51%	56.34%	55.94%
Free float	140,156,615	41.46%	43.66%	43.34%
Own shares	16,980,951	5.02%	-	0.72%

Sound financial position

- Net financial debt at € 1,725m, € 90m lower versus end 2013
- The outstanding long term financial gross debt amounted to € 2.5Bio
- Credit ratings: Standard & Poor's A; Moody's A1 both stable outlook





5 0m €500n 2023 €100m 2024 € 600m 2026 73m 2028 € 150m

Full-year EBITDA outlook raised to 'slightly positive' on Belgacom's good business trends

Metrics	FY 2013	YtD 2013	YtD 2014	% Change YtD	Guidance FY 2014 (revised on 1 August 2014)	New Guidance FY 2014 (revised on 24 October 2014)
Reported Group revenue	6,318	4,736	4,597			
non-recurring	0	0	62			
Telindus France	242	177	75			
Core business*	4,410	3,293	3,279	-0.4%	Decline between '-1% and -2%'	Decline between '-1% and -2%
BICS	1,666	1,266	1,182	-6.7%	Decline between '-5% and -10%'	Decline between '-5% and -10%
Reported Group EBITDA	1,699	1,301	1,400			
non-recurring	-13	1	67			
Telindus France	11	6	-0.4			
EBITDA-base for guidance**	1,702	1,294	1,334	3.1%	Decline between '-1% and -2%'	Slightly positive
Сарех	972	546	623		Around EUR 960 million	Around EUR 960 million

^{*} i.e. Reported group revenue minus non-recurring & Telindus FR & BICS; including capital gain on building sales

^{**} i.e. Reported group EBITDA minus non-recurring & Telindus FR

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Group
Operationals
Q3 2014

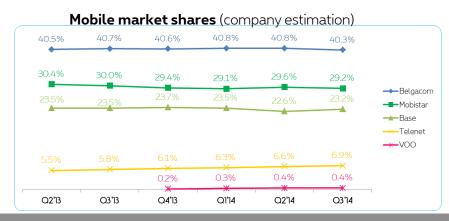
Continued solid operational Mobile performance

4,029k

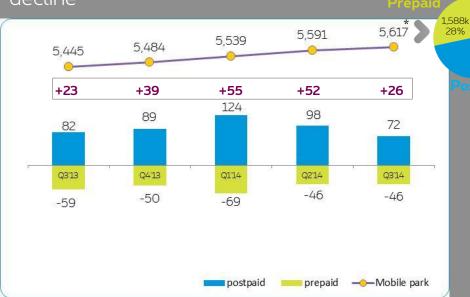
72%



- Belgian Mobile market growing by 3.2% YoY to 12.6 million mobile cards
- Mobile penetration at 113%
- Belgacom market share at 40.3%, slightly down mainly due lower prepaid market share

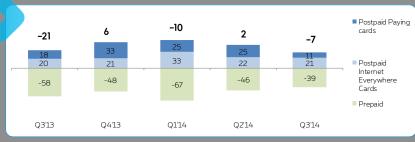


Mobile customer base growing Increase on mobile postpaid; slowing prepaid decline

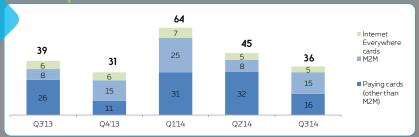


*Including Voice and Data mobile cards sold through CBU, as well as M2M cards in EBU. Mobile cards from the Tango, MVNO and SDE&W segment are included as well.

Consumer mobile net adds

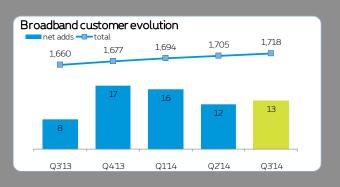


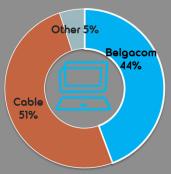
Enterprise mobile net adds



Good performance for Fixed products, especially for Proximus TV



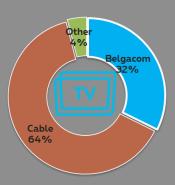




- Belgian Fixed internet market still growing, but at slower pace
- Internet penetration @ 79%
- Belgacom market share stable

77% of the 1.3 mio Consumer Internet lines has a Belgacom TV subscription





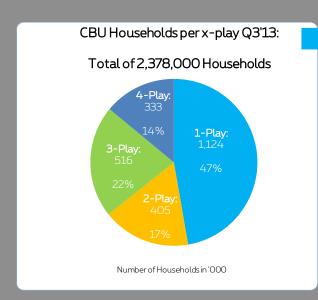
- Digital TV market growing at stable pace.
 Belgian digital TV penetration @ 80.6%
- Stable DTV market share of 32.3%
- Continued growth of TV customer base
- Total TV market** share of 28%; +2pp YoY

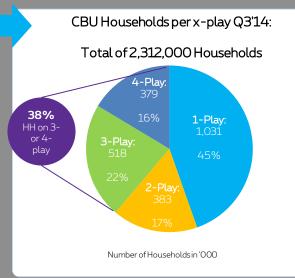


- Stable market, Fixed Voice penetration @ 71%
- Belgacom containing Fixed Voice line erosion
- Fixed Voice line "upgraded" via:
 - ✓ Flat rate calling "Happy Time XL" and "Happy Time International"
 - Multi-play packaging

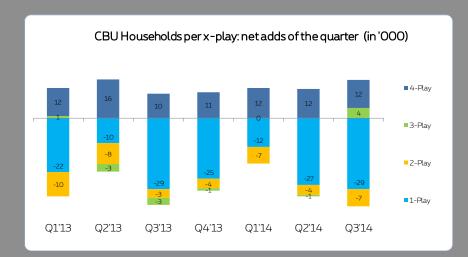
Good progress in convergence strategy - Operational drivers x-play Household reporting

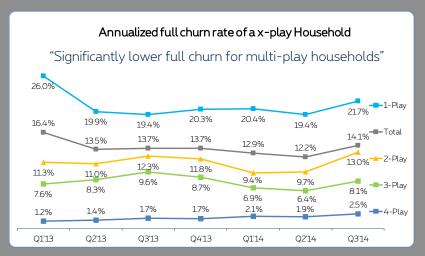




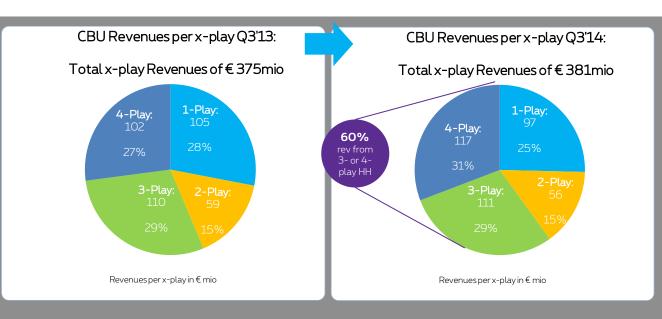


- 55% of HH are multi-play , +2.7p.p. yoy
- # 4-play HH +14% YoY, at very low churn
- multi-play convergent household, i.e. **Fixed + Mobile, grew 3.5pp to 51.0%.**



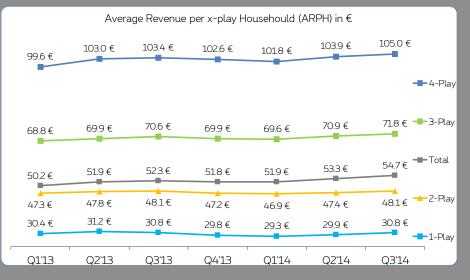


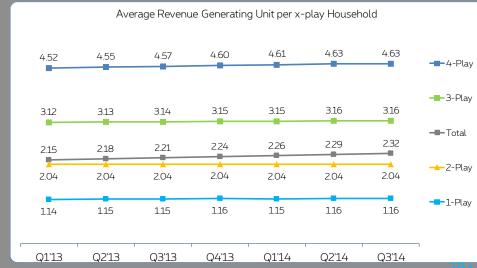
CBU revenue from households slightly up YoY - higher ARPH & RGUs



- € 381m came from X-play households; +1.6% YoY
- 75% from multi-play HH +2.7 p.p. YoY
- 4-play HH revenue +15.5%

 YoY due to growing number of 4play HH and YoY increase in ARPH to
 € 105.0





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High-quality & innovative networks

Mobile Network

- Best true customer experience as TOP priority

Best Customer Experience...

Overall best speed experience in Belgium to its customers

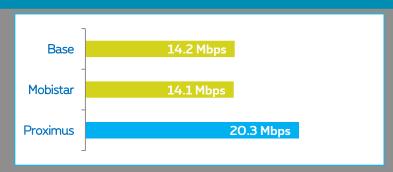
...where it matters...

Best 4G experience in the cities & at the coast (on 1800 Mhz band)

...across technologies

Best optimized experience cross 2G, 3G, 4G technologies & WiFi

Average download speed on 4G capable device *



>40% faster average download speed experience with a 4G capable device vs nearest competition









Leverage mobile experience through wifi

- 970.000 WiFi hotspots available today for our customers all throughout Belgium (+40.000 vs Q2)
- 13.200.000 WiFi hotspots available abroad (e.g. NL, FR, UK, DE,...)
- **EAP SIM**: Since November, mobile devices of Proximus customers will connect automatically to WiFi when present, via SIM authentication: bringing true convergence

Mobile Network Outdoor Coverage:

~99% 3G & 2G coverage

~66% 4G coverage

Fixed Network

- Driving customer experience with new technologies

Vectoring technology on VDSL

Through cancellation of crosstalk on a VDSL2 line, Vectoring enables up-to-70 Mbps speeds on copper

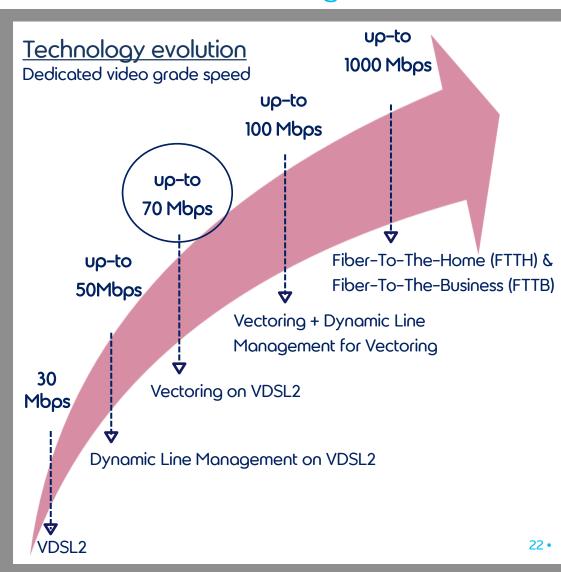
Mass roll-out well underway: in Q3 13% of remote optical platforms made vectoring-ready

FTTB in Industrial Zonings

Go-to-market campaign launched to promote presence of FTTB in industrial zonings Majority of regional industrial zonings in Belgium are already equipped with Belgacom fiber

FTTH in Greenfields

Deployment of FTTH in new residential zonings started in 2014 following successful trials last year All new residential zonings that are sufficiently large are by default equipped with Belgacom fiber

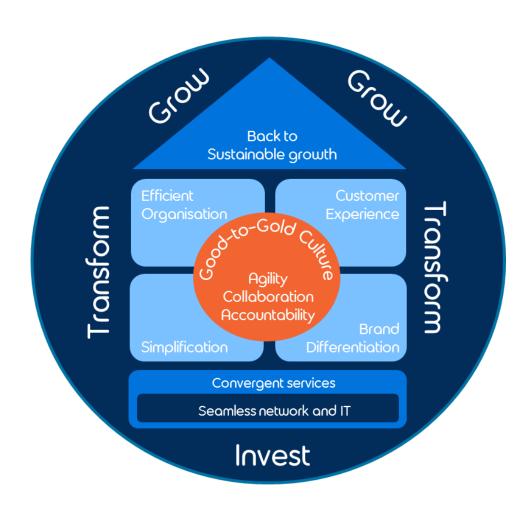


2100 MHz 900 MHz & 1800 MHz 2600 MHz 800 MHz Will be used for 4G Used for 2G, 3G and 4G Used for 3G Used for 4G Licenses granted in July '12 Licenses granted in '95 • UMTS licenses granted in Licenses granted in • 15 year-license valid until 1st tacit extension ('10-'15): 2001 November '13 30/6/2027 Belgacom pays €74m (annual • 20 year-licenses valid until • 20 year-license valid until • Out of 5 candidates, 4 have payments). 15/3/2021 29/11/2033 obtained spectrum in 2.6 GHz • 2nd tacit extension (7/4/2015-• Belgacom paid € 150m (one-Belgacom pays € 120 Mio in band 15/03/2021): no auction (fee based off payment) total (annual instalments) Belgacom paid € 20.22 Mio on current law – annual or one-off) • 2 Aug '11, BIPT awarded 4th Coverage obligations (one-off payment) Regulator re-assigned recently the license to Telenet/Voo for € No coverage obligations spectrum reserved for Telenet/Voo 71.5m (2X 14.8 MHz) Allowed to deploy UMTS in 900 MHz • In May '14 Telenet/Voo spectrum & 4G in 1800 MHz handed back their license



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Fit for Growth strategy



Invest

Access

To build the foundation of our next wave of growth

- Maintain mobile leadership and further deploy 4G
- Push legacy copper network to max capabilities (vectoring, DLM)
- Gradually introduce FTTH

IT and systems

- Push digital (e-sales, e-services)
- Renew selling and ordering
- Support end-to-end processes
- Improve systems stability and (cyber) security

Convergence services

- Build seamless fixed-mobile hand-over
- Push TV replay, TV everywhere
- Leverage cloud, unified communication and collaboration
- Develop ICT as a service and security

Brand image

- Enrich entertainment offer
- Introduce new CPE for better in-house experience

We estimate our annual investment needs to be around €900m* over the coming years to cover network, convergence, new services and content needs

^{*} For 2014 increased to 'around € 960m'; also including capitalised Belgian football broadcasting rights for the next 3 seasons.

Transform

Develop superior customer experience

- Product usage experience (TV Everywhere, FON, ...)
- Touchpoints experience (call centers, technicians, ...)
- End-to-end process (first time right)
- 360° customer communication quality

Simplify to structurally reduce cost

- Products and services portfolio
- Network
- IT and platforms
- E sales and services

Build efficient organization

- Simpler and leaner organization for faster decision
- Reduction of resource costs leveraging pension wall
- Right talent at right place
- Real performance management

Improve brand differentiation

- Address different segments with differentiated offers (Scarlet)
- Push convergence via triple-play, quad-play and ICT services
- Reinforce brand investment

To support the transformation and commercial brand image, we foresee about € 20m exceptional spending (mainly opex) in 2014.

As from 2014, we ambition to keep workforce cost at least flat over the next 5 years, while pursuing additional cost savings building up to another €100m annually by 2018 (HR & non-HR opex)

Grow

Regain market shares

- Exploit mobile leadership
- Improved broadband experience
- Roll-out fiber in greenfield and gradually in brownfield to offer the ultimate broadband experience
- Superior customer experience (web, shops of the future, ...)

Leverage convergence value

- Deliver solution-centricity to unlock value in EBU
- Exploit upselling potential to quad-play
- Leverage seamless network integration and convergent applications

Capture new growth potential

- Pursue data monetization
- Leverage entertainment platform
- Seize the opportunities of cloud and security
- Be selective in development of new innovative services

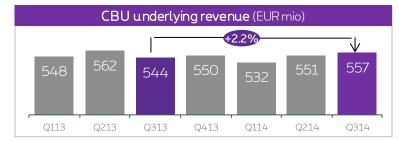
We ambition to return to top line and EBITDA growth in 2016

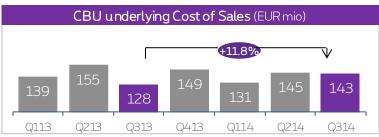
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Consumer results
Q3 2014

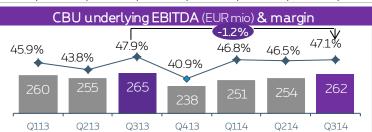
Consumer - Underlying* quarterly P&L

*Adjusted for incidentals









Q3'14 underlying revenue +2.2% YoY

- Strong TV revenue compensating for Fixed Voice revenue erosion
- Recovering Mobile service revenue and higher terminal sales.
- Regulatory measures impacted Q3 revenue by an estimated amount of € -8 m (-1.4%).

Ytd Sept'14 € 1,639m in underlying revenue, -0.9% YoY

Q3' 14 Cost of Sales +11.8% YoY from a low comparable basis

different timing of tactical handset-subsidies and other promotional costs.

Ytd Sept'14, Cost of Sales remained fairly stable at € 420m, -0.4% YoY

- Q3'14 HR expenses +0.9% to € 85m: higher headcount to support touchpoint experiences (call centers, home installations, etc...) for Proximus customers, in line with company's Fit-for-Growth strategy.
- Ytd Sept'14, HR-costs +1.7% YoY to € 255 m
- Q3'14 non-HR expenses of €67 m -0.9%, supported by a continued focus on cost efficiency.
- Ytd Sept'14 Non-HR expenses 2.1% to €198m

Q3' 14 adjusted segment result -1,2% YoY

- Revenue increase offset by higher Cost of Goods sold
- operational expenses for the quarter remained stable yoy
- estimated negative regulation impact of € -6 m (-2.3%).
- segment contribution margin of 47.1%, 1.6 p.p. YoY

Ytd Sept'14 segment result of € 767m, -1.7 % YoY

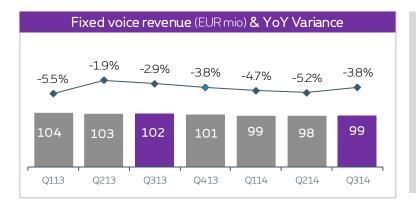
Consumer underlying* revenue variance



Consumer - Fixed voice



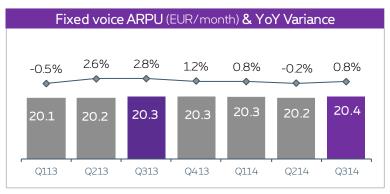
Stable Fixed Voice ARPU; slowing of customer loss continued



- Fixed Voice revenue decline resulted mainly from the YoY line loss
- Ytd Sept'14 revenue from Fixed Voice totaled € 296m, -4.6% YoY.



- Q3'14 Fixed line erosion limited to -10,000 lines, an improvement versus the prior quarters through mitigated churn and good gross customer gain, driven by convergent offers
- End-September 2014, CBU Fixed Voice customer base of 1,592,000 lines

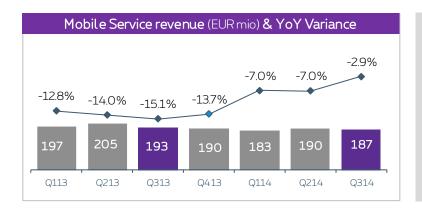


- Overall fairly stable Fixed Voice ARPU
- Q3'14 ARPU up 0.8% YoY to € 20.4

Consumer – Mobile Service



Solid further recovery of Mobile service revenue; Postpaid customer base growing



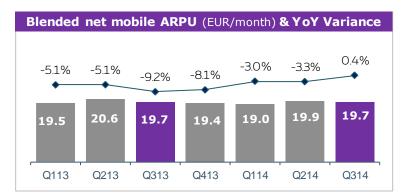
Q3'14 revenue from Mobile services at € 187m, - 2.9% YoY

In spite of the additional roaming price cut on 1 July 2014, the revenue decline improved notably vs. H1. on growing mobile postpaid customer base and ARPU trend improvement



- attractive convergent Packs and value-based Joint-Offers kept gross customer gains high in Q3, churn somewhat up on competitive moves
- +32,000 Postpaid cards, +11,000 excl Internet-Everywhere data cards.
- decline of Mobile Prepaid cards slowed, especially for the Proximus brand: successful summer promotion, strong take-up of Pay&Go Max
- Prepaid includes a loss of 10,000 rather promo-sensitive Mobisud cards

^{***}As of 2014, the calculation of active customers is based on the monthly activity rate instead of a rolling



Blended mobile ARPU stabilized in Q3'14

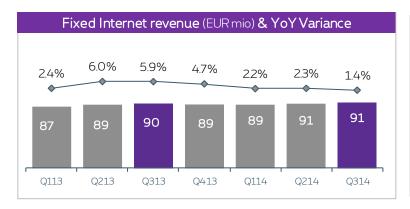
- further fading of customer re-pricing and better tiering of customers through increased smartphone penetration and value-driving Joint-Offers
- Q3 Postpaid ARPU of € 26.9, -1.3% YoY; i.e. strong improvement from the +/- 5% decline in the prior quarters
- Q3 Prepaid ARPU at € 11.7, -6.9% YoY, which is an improvement over the prior quarters as well.

^{**}As of 2014, Belgacom calculates the Mobile ARPU excluding Free Mobile data cards and excluding M2M. 2013 figures have been restated.

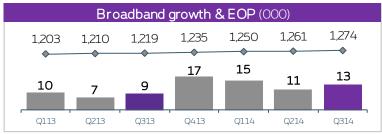
Consumer - Fixed Internet



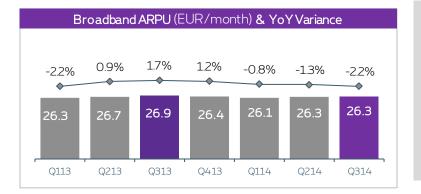
Fixed Internet revenue up 1.4%; Proximus and Scarlet adding +13,000 customers in the quarter



 Q3'14 Fixed Internet revenue of € 91m, i.e. +1.4% YoY, driven by the growing customer base.



- Fixed Internet customer base grew with 13,000 Proximus and Scarlet customers; continuing the improvement versus 2013
- Q3'14 supported by the 'September back-to-school campaign'
- Total Fixed Internet customer base of 1,274,000 end-September 2014.

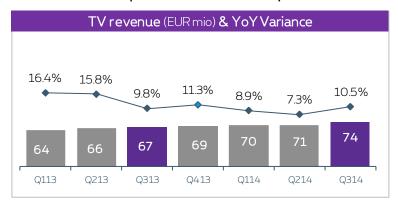


Q3'14 Broadband ARPU of € 26.3, slightly down from the same period in 2013 due to increased convergent pack penetration, with more value for the customer.

Proximus TV



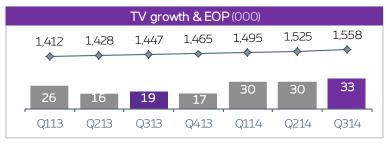
Double digit revenue growth for Proximus TV through larger customer base and uptake of TV-options



Q3'14 TV revenue grew by 10.5% to €74m continued subscriber growth,

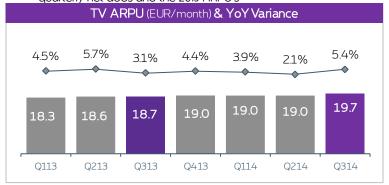
and TV-options such as football subscriptions and TV-replay.

Ytd'14 revenue from Proximus TV totaled € 214m i.e. +8.5% YoY



- Continued good customer growth
- solid +33,000 TV subscriptions in Q3'14; incl. +13,000 multiple set-top boxes
- CBU ended Sept'14 with a total TV customer base of 1,558,000, of which 294,000 were multiple streams

*As of 2014, pending orders are excluded from the total TV customer base. Q4 2013 TV customer figures have been restated accordingly. There is no impact on the 2013 quarterly net adds and the 2013 ARPU's

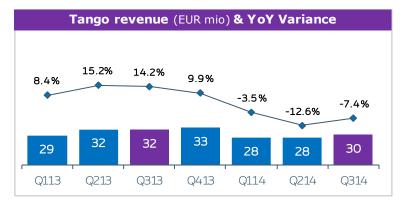


TV ARPU showed a 5.4% growth YoY to € 19.7 driven by the uptake of TV options.

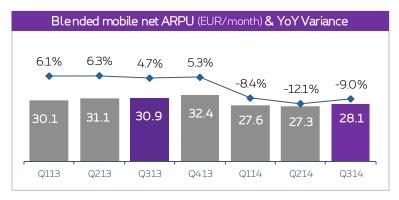
Tango Luxembourg

Impacted by regulated MTR reduction









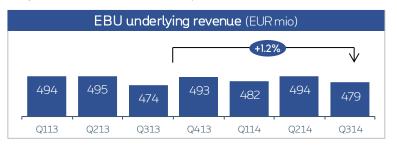
- Tango Q3'14 revenue of € 30m, i.e. -7.4% YoY; mainly caused by the regulated MTR decrease.
- The regulation impact was partly offset by the revenue growth coming from the growing postpaid, triple and quadruple-play customer base. However, the prepaid customer base declined, due to a reduction in lifetime of the prepaid offers.

belgacom

Enterprise results Q3 2014

Enterprise - Underlying* quarterly P&L

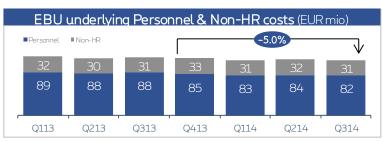
*Adjusted for incidentals, mainly effect from Telindus France divesture



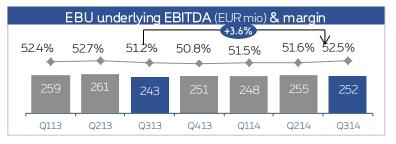
- EBU's underlying revenue turned to growth in Q3'14
- Incl. estimated regulation impact of € -10m (-2.2%).
- Trend improvement from prior quarters driven by growing revenue from Mobile services and underlying ICT, more than offsetting lower revenue from Fixed Voice and Fixed Data
- Ytd'14, EBU posted €1,456m underlying revenue, -0.5% YoY



- Higher underlying Cost of Sales mainly related to ICT
- Ytd'14, EBU's underlying Cost of Sales were € 358m, +4.6% YoY

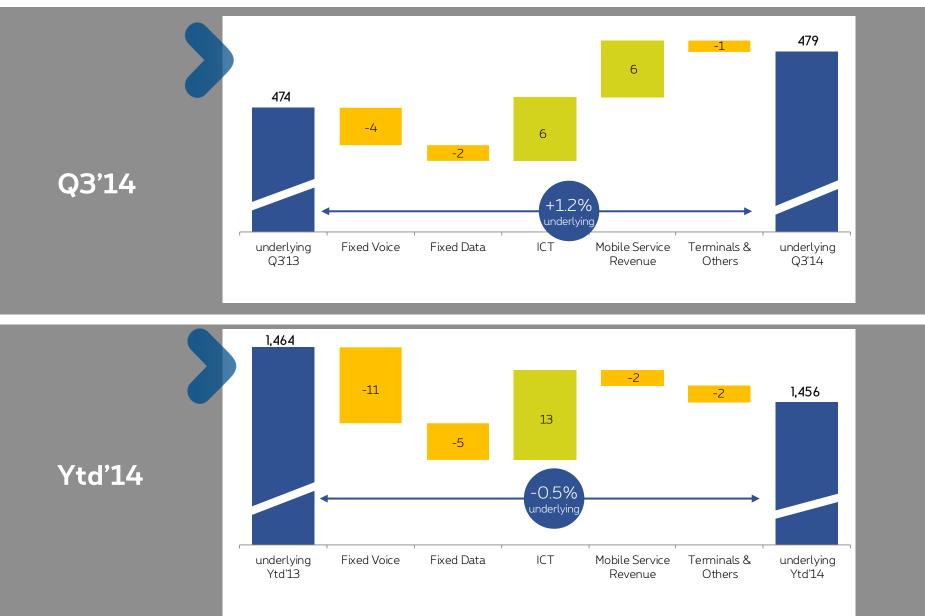


- Q3'14 HR expenses on underlying basis -6.8% to € 82m, in general positively impacted by lower headcount, showing benefits from initiatives launched to improve efficiency. Ytd Sept'14 underlying HR expenses of EBU totaled € 249m -6.2% YoY
- Q3'14 non-HR expenses of € 31m, stable YoY. Ytd Sept'14, EBU's underlying non HR-expenses were € 94m, +1.2% YoY



- Q3'14 underlying segment result totaled € 252m, +3.6% YoY
- Strong improvement from previous quarters driven by better Direct Margin, especially for Mobile, and lower HR-expenses.
- Underlying contribution margin ended 1.3pp higher at 52.5%.
- Ytd'14, EBU's underlying segment result totaled € 755m, -1.1% YoY

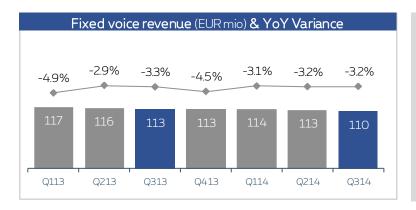
Enterprise underlying* revenue



Enterprise - Fixed Voice*



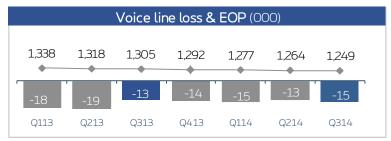
Continued stable Fixed Voice revenue decline



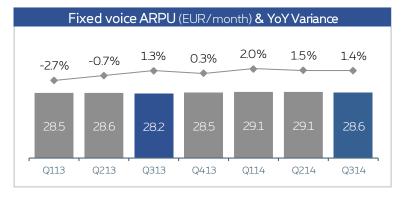
Q3'14 EBU Fixed Voice revenue of € 110m

- Fairly stable decline of 3.2% YoY
- Key driver of the revenue decline is continued Fixed Voice line erosion triggered by companies rationalizing on Fixed line connections, only partly compensated for by price indexations

Ytd Sept'14, EBU reported € 336m Fixed Voice revenue, -3.2% YoY



- Q3'14 Fixed Line erosion of -15,000 lines
- EBU total Fixed Voice Line customer base of 1,249,000 by end-Sept'14,
 -4.3% line loss YoY



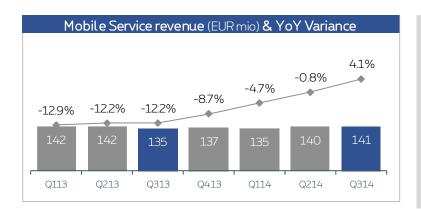
Somewhat higher Q3'14 Fixed Voice ARPU of EUR 28.6, up 1.4% YoY, a result of the price indexation early 2014.

^{*}revenue from Belgacom Meeting Services (BMS) moved from Fixed Voice revenue to ICT, impacting both revenue and ARPU of Fixed Voice .2013 figures have been restated.

Enterprise - Mobile Service



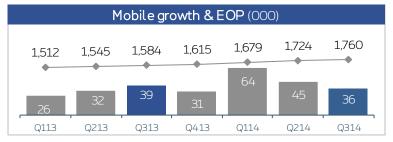
Mobile Service revenue showing 4.1% year-on-year growth on larger mobile customer base, better tiering and slowing ARPU decline



Q3'14 Mobile service revenue trend again showed a significant improvement

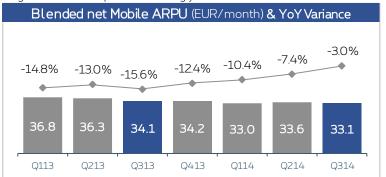
- continuously growing mobile customer base,
- strong improved customer tiering within the Business customer segment, growing its mid- and high end customer base firmly
- sharp uptake in mobile data usage, in part driven by a greater smartphone penetration and a growing number of 4G-users
- Higher data roaming volumes more than offsetting lower roaming prices

Ytd Sept'14, EBU generated € 416m revenue from Mobile services, limiting the decline YoY to -0.5%.



- Q3'14 commercially less intensive quarter for Proximus
- Nevertheless; 36,000 mobile cards added, of which 16,000 Mobile Voice and paying data cards
- low Mobile churn level of 8.8% in Q3'14
- EBU ended Sept'14 with a total of 1,760,000 mobile cards, +11.1% YoY

*As of 2014, the calculation of active customers is based on the monthly activity rate instead of a rolling average activity rate. The definition of an active customer remains unchanged. 2013 figures have been updated accordingly



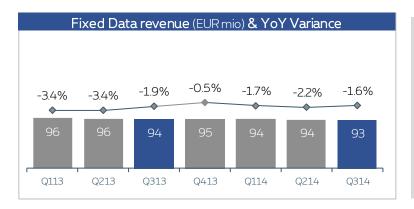
Blended ARPU trend further improving to -3% YoY

- fading effect from mobile customer re-pricing
- increased consumption of data volumes
- improved customer tiering

Enterprise - Fixed Data



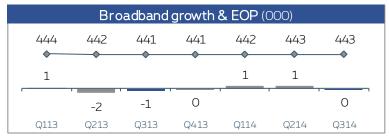
Fixed Data revenue impacted by migrations to Explore platform, Fixed Internet revenue stable



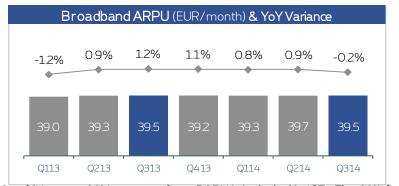
Q3'14 revenue was -1.6% YoY to € 93m

- Fixed Data, revenue consists of Fixed Internet and data connectivity
- continued migration from older technologies such as leased lines to the Belgacom Explore platform, for which pricing is more favorable for customers
- Fixed Internet revenue remained stable YoY

Ytd Sept'14, EBU recorded € 280m revenue in Fixed Data, -1.9% YoY



EBU ended Sept'14 with 443,000 Fixed Internet customers, or +0.5%
 YoY



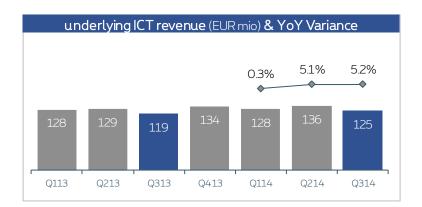
- ARPU flattish YoY at FUR 39 5
- SME customers opting more and more for advantageous converged Packs including internet.

^{*}As of 1 January 2014, revenue from PABX is included in ICT. The 2013 figures have been restated accordingly. Previously PABX revenue was reported as part of Fixed Terminals.

Enterprise – underlying ICT*

Underlying ICT revenue growth of 5.2%

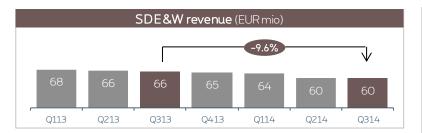
- EBU posted € 125 m underlying ICT revenue. This resulted from a solid revenue from the Belux ICT activities.
- Ytd Sept'14 organic ICT revenue totaled € 389m, +3.5%
 YoY



On divesture of Telindus France:

On 30 April 2014, Belgacom disposed 100% of the shares in the Group Telindus France to Vivendi for EUR 86 million net of cash disposed of and recognized a gain on disposal of EUR 43 million (through non-recurring income). The Group Telindus France generated pro-forma revenues of € 241m and EBITDA of € 11m in 2013.

Service Delivery & Wholesale - P&L



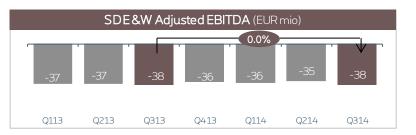
- 9.6% YoY revenue decline to € 60m, in line with the previous quarter
- eroding Carrier Wholesale Services revenue due to continued decline in wholesale broadband lines, leased lines and traffic volumes.
- negative impact from lowered Wholesale roaming tariffs, only partly compensated for by the roaming volume growth



■ CoS Q3'14 -3.3%



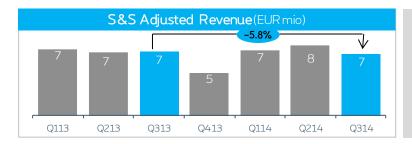
- focus on lowering both HR and non-HR-related operating expenses., in line with company's strategy to optimize the overall workforce cost
- Q3'14 HR expenses of € 44m -1.1% YoY on lower headcount
- non-HR expenses decreased to €45m, including the benefits from lower external workforce costs and maintenance cost optimization.



- The revenue erosion in Q3'14 was fully offset by lower expenses, leading to a stable segment result of € -38m.
- Ytd Sept'14, the segment result totaled € -109m, or a 2.4% improvement YoY

^{* 2013} figures have been restated to reflect the allocation of Belgacom wholesale revenues invoiced to Scarlet to the Consumer Business Unit segment.

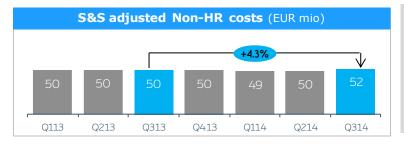
Staff & Support – P&L



- For Q3'14, Staff and Support recorded revenue of €7m.
- Ytd'14 revenue of € 22 million, on an underlying basis (i.e. excluding proceeds from building sales)



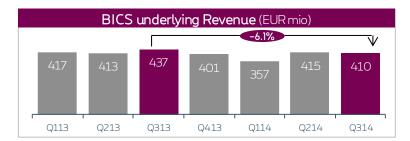
- Q3'14 HR expenses were 6.4% lower YoY mainly as result of a lower personnel base.
- For the same reason, the Ytd'14 HR expenses of € 111 million were 5.5% YoY



- Q3'14 non-HR expenses totaled € 52m.
- Ytď14 € 151m non HR-expenses, fairly stable YoY

BICS - Underlying quarterly P&L

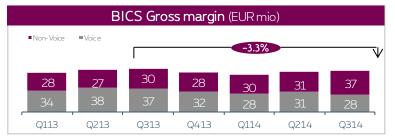




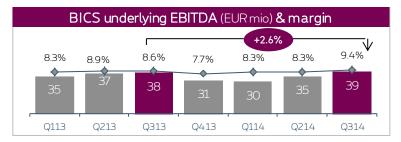
BICS Q3'14 revenue totaled € 410m, -6.1% or € 27m YoY

- lower Voice revenue, down 8.7% on lower Voice traffic,
- not fully offset by continued growth in non-voice revenue, up by 11% in Q3'14

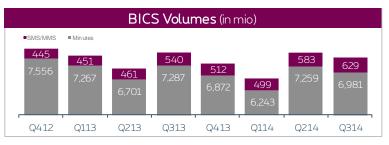




- non-Voice gross margin up 23% in Q3'14, in part offsetting the pressure on the Voice gross margin.
- overall, BICS' gross margin erosion was limited to -3.3% or € -2m YoY



- lower Gross margin was more than offset by a favorable evolution in operating expenses, leading to a € 39m segment result, +2.6% YoY.
- EBITDA margin rose to 9.4%, from 8.6% for the year before



- lower Voice traffic showing effect from the lost temporary traffic to Asia which BICS captured in 2013. In Q3'14 BICS handled 6,981m minutes, -4.2% YoY
- Non-Voice volumes +16.6% YoY

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Other information

Group – quarterly P&L – as reported

in mio €	Q113	Q213	Q313	YTD- Sep	Q413	Year	Q114	Q214	Q314	YTD- Sep	VAR Q3/Q3	VAR YTD
Total Revenues	1,586	1,583	1,568	4,736	1,582	6,318	1,480	1,631	1,486	4,597	-5.2%	-2.9%
Total OPEX Costs of materials and charges to revenues Personnel expenses and pensions Other operating expenses Non recurring expenses	-1,144 -637 -290 -218 0	-1,153 -645 -283 -225 0	-1,139 -636 -288 -216	-3,436 -1,918 -860 -659	-1,184 -643 -282 -244 -15	-4,619 -2,561 -1,142 -903 -14	-1,069 -575 -278 -215 -1	-1,074 -620 -255 -202 2	-1,053 -592 -263 -202 4	-3,196 -1,787 -797 -618 5	-7.5% -6.9% -8.5% -6.4% 254.6%	-7.0% -6.8% -7.3% -6.2% 383.0%
EBITDA	441	430	430	1,301	398	1,699	411	556	433	1,400	0.7%	7.7%
EBITDA margin	27.8%	27.2%	27.4%	27.5%	25.2%	26.9%	27.8%	34.1%	29.1%	30.5%		
Depreciation	-192	-200	-197	-589	-193	-782	-196	-207	-207	-610	5.0%	3.5%
EBIT	250	230	232	712	206	917	215	350	226	790	-2.9%	11.1%
Financial result Tax expense Share of loss on associates	-20 -53 0	-24 -44 0	-27 -44 0	-72 -141 0	-24 -29 0	-96 -170 0	-23 -40 0	-20 -66 -1	-28 -34 -1	-71 -139 -1	4.8% -21.7%	-0.5% -1.1%
Net income (Group) Non-controlling interest	171 5	155 6	156 6	482 17	148 4	630 22	149 4	251 12	156 7	556 23	0.2% 9.4%	15.3% 31.9%
Earnings/share in €	0.54	0.49	0.49	1.51	0.46	1.98	0.47	0.78	0.49	1.74	-0.3%	14.9%

From reported to underlying – incidentals

GROUP - Revenue incide	ntals			
(EUR million)	Q313	Q314	ytd13	ytd14
Reported Underlying	1,568 1,502	1,486 1,487	4,736 4,531	4,597 4,408
Incidentals - Total	-67	1	-206	-189
Non Recurring Items Other incidentals	0 -67	1 0	0 -206	-62 -127

GROUP - EBITDA incident	als			
(EUR million)	Q313	Q314	ytd13	ytd14
Reported	430	433	1,301	1,400
Underlying	425	431	1,294	1,276
Incidentals - Total	-4	-1	-7	-125
Non Recurring Items	-1	-3	-1	-67
Other incidentals	-3	2	-6	-57

Incidental Elements Split	Reve ytd13	enue ytd14	EBI1 ytd13	TDA ytd14
Incidental Elements	-206	-189	-7	-125
Non-recurring items:	0	-62	-1	-67
Gain/losses from disposals	0	-62	0	-59
- e.g. the non-recurring revenue of EUR 63 million recognized in the second quarter 2014 includes the gain on the disposal of Group Telindus France (EUR 43 million) and of the mobile remittance activities (EUR 20 million)				
Other			-1	-8

⁻ e.g. a positive non-recurring expense of EUR 2 million was recorded in the second quarter of 2014 mainly resulting from a partial settlement of a post-employment benefit plan.

Other adjustments:	-206	-127	-6	-57
Impact from disposed companies	-192	-82	-5	1
- CBU: Scarlet Netherlands (March 2014) and Sahara Net (May 2014), no longer contributing to the CBU revenue.	-15	-7	1	0
- EBU: Divesture of Telindus France in May 2014: no longer contributing to the EBU revenue	-177	-75	-6	0
Capitalization customer installations			17	0
- Accounting alignment within the company for capitalization of network installation activities for customer connections as from of 1 January 2014. This lowers the HR and non-HR expenses (about EUR 20 mio on annual basis for the Belgacom Group).				
Transformation & Rebranding			0	8
- About € 20m exceptional spending (mainly opex) on full-year 2014 on transformation & commercial brand image, spending mainly in H2.				
Capital gains on building sales thin the framework of the Network Simplification project.	-11	-45	-11	-45
HR-items of transient nature			0	-8
Litigation provisions & reversals	-3	0	-8	-13

Belgacom consolidated balance sheet

	As of 31 December	As of 30 September
(EUR million)	2013	2014
ASSETS		
NON-CURRENT ASSETS	6.254	6.212
Goodwill	2,320	2,294
Intangible assets with finite useful life (*)	1,185	1,121
Property, plant and equipment	2,558	2,600
Investments in associates	6	
Other participating interests	6	12
Deferred income tax assets	105	8:
Other non-current assets	74	100
CURRENT ASSETS	2,163	2,434
Inventories	163	138
Trade receivables	1,289	1,250
Current tax assets	137	94
Other current assets	148	170
nvestments	60	Ç
Cash and cash equivalents	355	773
Assets classified as held for sale	11	C
TOTAL ASSETS	8,417	8,646
LIABILITIES AND EQUITY		
EQUITY	3,042	3,100
Shareholders' equity	2,846	2,914
Issued capital	1,000	1,000
Treasury shares	-527	-482
Restricted reserve	100	100
Remeasurement reserve	-51	-44
Stock compensation	13	2.22
Retained earnings	2,310	2,331
Foreign currency translation Non-controlling interests	1 196	1 8 5
Non-Controlling interests	190	100
NON-CURRENT LIABILITIES	2,865	3,362
nterest-bearing liabilities	1,950	2,548
Liability for pensions, other post-employment benefits and termination benefits	473	41.
Provisions	204	180
Deferred income tax liabilities	128	114
Other non-current payables	111	109
CURRENT LIABILITIES	2,511	2,184
Interest-bearing liabilities	316	Ź
Trade payables	1,320	1,290
Tax payables	132	158
Other current payables	731	734
Liabilities associated with assets classified as held for sale	13	С
TOTAL LIABILITIES AND EQUITY	8,417	8,646

All balance sheet captions impacted by disposal of Group Telindus France:

Decrease of goodwill by € 26m Intangible fixed assets & property, plant & equipment decreased € 23m

Shareholders' equity increased from € 2,846m end 2013 to € 2,914m end September 2014. This mainly results from the net income generated over the first nine months exceeding the 2013 dividend payment in April 2014 of € 537m.

Pricing – Fixed products







€ 20.99 / month

Note: Lower tariffs during peak compared to Happy Time

Peak: 8-19h

Happy Time XL

€ 20.99 / month

Free to FIX & to MOB during OffPeak & Weekend

Peak: 8-17h

No Limit National Anytime

€ 30.67 / month

Free to FIX Anytime

24/24

Happy time international

€ 21.99 / month

Free to FIX ,to MOB & to most European countries during OffPeak & Weekend

Peak: 8-17h

Internet Stari



Internet

€ 25.50 / month

Volume incl:

100 GB

3 Mbps

50 MB

Upload speed: 3G:

Cloud: 10 GB

+ hotspot access

Internet Comfort

€ 36.95 / month

Volume incl:

150 GB

4 Mbos

Upload speed:

3G: 100 MB Cloud: 10 GB

+ hotspot access

Internet Maxi

€ 46.20 / month

Volume incl: Unlimited

Upload speed: 5 Mbps

3G: 250 MB Cloud: 10 GB

+ unlimited hotspot access

- No price differentiation on "download speed"
- Customers get highest available download speed
- The average speed a Proximus Internet customer receives is currently at 40 Mbps, and rising. This is dedicated speed at videograde quality.
- The actual received speed is higher for homes connected through Dynamic Line management (50 Mbps) or Vectoring (70 Mbps)
- Speeds can be lower due to factors as the distance between the connection point and the telephone exchange, the computer system and the internal cabling.

TV

only as option on Fixed connection



€ 21.5 / month

>70 channels

Internet Start+TV: € 43.95

Tel+TV: € 35.75

Pricing – TV options





TV Everywhere

€ 4.95 / month

Thanks to TV Overall, your smartphone, tablet or laptop becomes an additional TV screen! You won't miss any of your favourite programs anymore since your TV can now follow you anywhere. You can enjoy TV Everywhere at home and anywhere else. At home via your Belgacom Wi-Fi connection. Everywhere else via a Wi-Fi Fon Spot or the Proximus 3G/4G network.

Note: TV Overall is free for customers having a comfort or maxi Pack



TV Replay

€ 3 / month

I can go back up to 36 hours in my TV guide.

€ 7/ month

I can go back up to 36 hours in my TV guide and fast forward in the program I have chosen.



Movies & Series Pass

€ 14.95 / month

Unlimited access to an extensive range of movies in a specific on-demand catalog and to the "ms" channel which offers varied programming. Every day a new film or episode of a series on the "ms" channel, at the same time available in the on-demand catalog of this Pass.

Belgacom 11

€ 9.95 / month

Belgian football:

All the matches of the Jupiler Pro League

Belgacom 11+

€ 9.95 / month

European football:

- UEFA Champions League
 - English League Cup
 - Spanish League
 - Copa del Rey
 - Portuguese League

All Foot

€ 14.95 / month

The best of **Belgian and European** football:

Belgacom 11

+

Belgacom 11+

belgacom

Consumer Mobile Postpaid subscriptions



On Oct 1st, Smart 25 and Smart 35 offers reviewed, increasing the competitiveness of Proximus mid-end offers, especially in Pack

voice & sms only (non-Smartphone

users)

4G for everyone!

Voice, sms & data (Smartphone users)

€10

20 min **Unlt SMS**

€ 0.25 / min € 0.25 / MMS € 0.85 / MB

€ 15 € 13 in PACK

> 150 min Unlt SMS

€ 0.25 / min € 0.25 / MMS € 0.85 / MB

€ 25 € 20 in PACK

> 240 min **Unlt SMS**

€ 0.25 / min € 0.25 / MMS € 0.85 / MB

€ 45

€ 35 in PACK

Unlt min **Unlt SMS**

€ 0.25 / MMS € 0.85 / MB

€ 15 € 13 in PACK

> 120 min Unlt SMS **500MB**

€ 0.25 / min € 0.25 / MMS € 0.10 / MB

€ 25 € 20 in PACK

> 300 min Unlt SMS 2 GB

€ 0.25 / min € 0.25 / MMS € 0.10 / MB

Reviewed

1 Oct'14

€ 35 € 30 in PACK

300min & Unlt Px-2-Px Unlt SMS 2 GB

€ 0.25 / min € 0.25 / MMS € 0.10 / MB

€ 50 € 40 in PACK

> Unlt voice **Unlt SMS 3 GB**

Unlimited / min € 0.25 / MMS € 0.10 / MB

€ 65 €55 in PACK

Unlt voice Unlt SMS (incl EU) 5 GB

> Unlimited / min € 0.25 / MMS € 0.10 / MB

Speed Tiering



VERY FAST



ideal for social media and surf

Up to 25 Mbps

SUPER FAST



ideal for video

Up to 129 Mbps i.e. maximum possible speed

Pricing - Mobile Voice (Prepaid)



Peak: 7 - 16h

4G for everyone!

Focus on colls

Pay & Go Easy

€ 0.27/ min € 0.12 / SMS € 0.25 / MMS € 0.5 /MB

Focus on Calls & SMS

Pay & Go Smart

€ 0.50 / min Peak € 0.25 / min OffPeak € 0.12 / SMS Peak € 0.08 / SMS OffPeak € 0.25 / MMS € 0.5/MB

Focus on Calls, SMS & Data

Pay & Go

€ 0.30 / min € 0.12 / SMS € 0.25 / MMS € 0.5/MB

Reload bonus

For each reload, with Pay&Go Easy you get:

Bonus 1 (towards fix and Mobile): € 10 reload= 30min, € 15 reload= 60min, € 25 reload= 90min, € 50 reload= 200 min
 OR Bonus 2 (towards fix): € 10 reload=150 min, € 15 reload=600 min, € 25 reload=unlimited min, € 50 reload=unlimited

Reload bonus

For each reload, with Pay&Go Smart you get:

• Bonus € 10 Reload: unltd. SMS OffPeak + 10 MB

Bonus € 15 Reload: unltd. SMS + 150 MB

• Bonus € 25 Reload: unltd. SMS + 500 MB

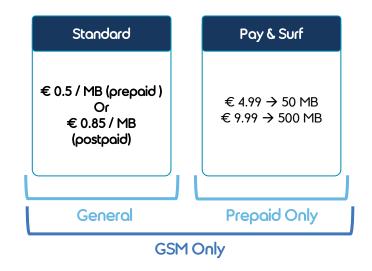
Reload bundles

For Pay&Go Max reload you get:

- € 15 Reload: 90 min + unltd. SMS + 250 MB
- € 25 Reload: 150 min + unltd. SMS + 500 MB
- € 50 Reload: 360 min + unltd. SMS + 2 GB
 - ✓ For each reload, you get a bundle and no more credit
 - ✓ The bundle has a validity of 31 days
 - ✓ Out of bundle usage is possible with additional reloads

Pricing - Mobile Data





Laptop & Tablet Only

Prepaid Only

Pay & Surf Daily € 4.99 / month + € 1/day of surf €10 → 500 MB €15 → 750 MB € 25 → 1250 MB 1 GB incl. € 50 → 2500 MB

330 7 23301 IB	€0.03 / MB	
Reload € 10 > in 31d: +50% data volume		

Comfort	Favorite					
€ 19.99 / month	€ 34.99 / month					
2 GB incl.	4 GB incl.					
€0.03 / MB	€0.03 / MB					
€ 5 reduction if you are already a Proximus fixed internet customer						

iPad Only

Prepaid Only

Favorite for iPad	Pay & Surf for iPad
€ 24.99 / month 3 GB incl. (if you use more – usage is free but at a lower speed)	€10 → 500 MB €15 → 750 MB €25 → 1250 MB €50 → 2500 MB
	Reload € 10 > in 31d: +50% data volume

Pricing converged Belgacom PACKS



- successful combinations



2-Play



4-Play

€ 53.95 / month

TV

TV Everywhere

Internet Comfort

+Unlimited volume +Unlimited hotspot access +500 MB + 1 GB (Tv Everywhere) 3G/4G 10 GB cloud



Fix+ Internet

€ 53.95 / month

Fixed Voice (incl. Happy Time XL and Happy Time International)

Internet Comfort

+Unlimited volume +Unlimited hotspot occess +500 MB 3G/4G 10 GB cloud





€ 62.95 / month

TV

TV Everywhere

Fixed Voice (incl.

Happy Time XL and Happy Time International)

Internet Comfort

+Unlimited volume **+Unlimited hotspot** occess +500 MB + 1 GB (Tv Everywhere) 3G/4G 10 GB cloud







TV & Mobile &

€ 66.95 / month

TV

TV Everywhere

Mobile

Smart+/Easy+ 15

Internet Comfort

+Unlimited volume +Unlimited hotspot occess +500 MB + 1 GB (Tv Everywhere) 3G/4G

10 GB cloud



TV & Fix & Mobile &

€ 75.95 / month TV

TV Everywhere

Fixed voice (incl. Happy Time XL and **Happy Time** International)

Mobile

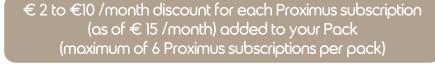
Smart+/Easy+ 15

Internet Comfort

+Unlimited volume **+Unlimited hotspot** occess +500 MB + 1 GB (Tv

Everywhere) 3G/4G 10 GB cloud







Positioning Scarlet as no frills brand, with very attractive pricing for 'price seekers'









scarlet Trio*



Regulation-1

Estimated negative financial impact from regulatory price decreases

		Outlook			
Regulation impacts	FY 2014	Q1 2014	Q2 2014	Q3 2014	
(Decrease in EUR million)		F12014 Q12014			Q3 201 4
MTR	Revenue	€14m	€3m	€4m	€ 4m
	EBITDA	€7m	€1m	€2m	€2m
Roaming	Revenue	€36m	€5m	€7m	€14m
(i.e. Voice, SMS and Data)	EBITDA	€36m	€5m	€7m	€14m
Total	Revenue EBITDA	€ 50m € 43m	€ 8m € 7m	€ 11m € 9m	€ 18m € 17m

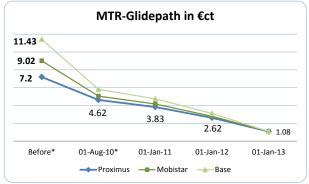
MTR -regulation

Luxembourg - Regulator implements symmetrical MTR at 0.98 €cts, down from 8.2 €cts

On 16 January 2014, the Luxembourg regulator, ILR, published its final decision concerning its review of the MTR market analysis. The three mobile operators (EPT, Tango and Orange) are submitted a.o to an obligation of cost orientation for their MTR. ILR intends to define the MTR on basis of a pure bottom-up long run incremental cost (LRIC) cost model. Until the finalisation of this model, ILR sets symmetrical MTR at 0.98 €ct/min (based on a benchmarking) as from 1 February 2014. MTR were previously at 8.2 €ct for EPT and Tango and 10.5 eurocents for Orange. Tango has appealed the decision.

The estimated impact on TANGO (reported in CBU) for 2014 is: € -14 m revenue, € -7m EBITDA

Belgium - the last MTR-cut was applied on 1 January 2013

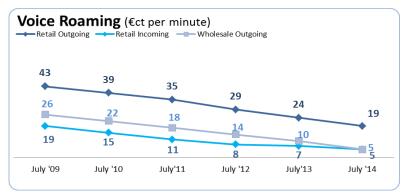


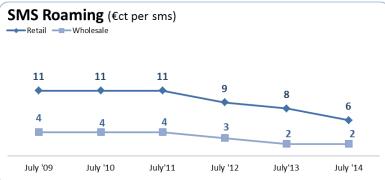
BIPT is developing a new cost model to set MTR for period '14-'17

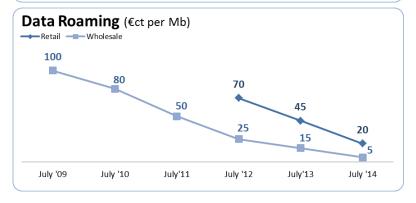
*excl VAT, including inflation

Regulation- 2

Mobile voice and data-roaming: EU Roaming III Regulation regulation

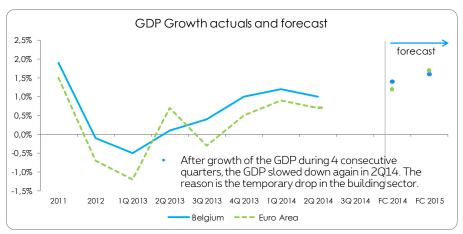


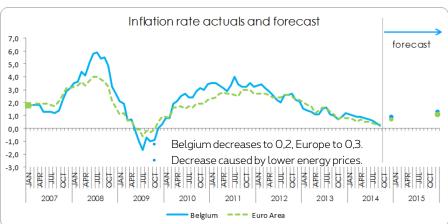


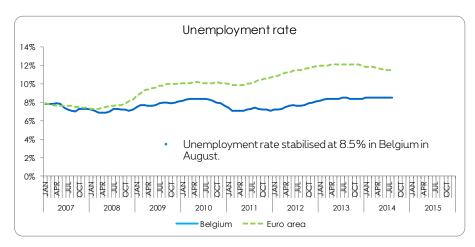


- Roaming III Regulation entered into force on 1 July 2012.
- This regulation covers a ten-year period until 30 June 2022.
- It imposed a further lowering of the existing regulated price caps, and extended the roaming regulation to retail data as from July 2012. It also imposed transparency measure to avoid bill shocks and has extended the transparency measures to roaming outside EU since July 2012.
- Roaming III Regulation also foresees structural measures
 - Wholesale roaming access (1 July 2012)
 - Decoupling, i.e. separate selling of roaming services from domestic mobile services (1 July 2014)
- In its package of measures to address the fragmentation of the EU telecoms sector, referred now to as "Connected Continent", the EU Commission has proposed to impose additional measures to abolish roaming in the coming years. On 3 April 2014, the European Parliament voted on its first reading on the EC proposal and proposed to ban such charges as from 15 December 2015. The reform has now to be discussed with the EU Council. Timing is unclear for the moment. Adoption of the package possible in the first half of 2015.
- Estimated impact on Q3 2014 financials:
- Revenue: ~ € -14m
- EBITDA: ~ € -14m
- Estimated impact on FY 14 financials:
 - Revenue: ~ € -36m
- EBITDA: ~ € -36m

Macro economic environment







Source: National Bank, 28/07/2014

- GDP percentage change on preceding year
- 2 Number of unemployed as a percentage of total labour force
- 3 Index of consumer prices percentage change on preceding year

Cautionary Statement

"This communication might include some forward-looking statements, without limitation, regarding Belgacom's financial or operational results, certain strategic plans or objectives, macroeconomic trends, regulation, future market conditions and other risk factors. These forward-looking statements rely on a number of assumptions concerning future events and are subject to uncertainties and other factors, many of which are outside Belgacom's control. Therefore the actual future results may differ materially from those expressed in or implied by the statements.

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