

Cautionary Statement

"This communication may include some forward-looking statements, without limitation, regarding Proximus' financial or operational results, certain strategic plans or objectives, macro-economic 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 Proximus' control. Therefore the actual future results may differ materially from those expressed in or implied by the statements. Readers are cautioned not to put undue reliance on forward-looking statements, which speak only of the date of this communication. Except as required by applicable law, Proximus disclaims any intention or obligation to update and revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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Table of Content

Group

BICS

CSR

Appendix

Cioap	•
Consumer	P 22
Enterprise	P30
Wholesale	P38

P 4

P39

P 42

P 45

Notes

- The financials results of Proximus Group are reported under the accounting standards IFRS 15 and, as of 2019, IFRS 16 (replacing IAS 17).
- All figures included in this presentation are on 'Underlying' basis, allowing for a meaningful YOY comparison.
- Figures are rounded. Variances are calculated from the source data before rounding, implying that some variances may not add up.



Key figures Q3

Adding customers in competitive setting



+23,000 postpaid



8,000



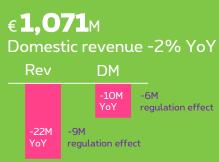
□ +3,000

Strong cost control -2.9% Domestic expenses 409 397 (M€) Q3 '18 Q3 '19



€ 430M underlying Domestic EBITDA +0.4% YoY

€470M underlying Group EBITDA +0.5% YoY





+ 2.9% Convergent revenue

Tuttimus Minimus



+4.4% Soics DM YoY +0.9% **EBITDA YoY**

Strong increase in SMS A2P & roaming MTN insourcing impact slower than foreseen

Key figures YTD Sept'19

€ 4,235M YTD Group Underlying Revenue

€ 3,251M Domestic € 983M BICS **€ 1,417**M YTD Group Underlying EBITDA

€ 1,304M Domestic € 113M BICS € **688**M YTD Capex excl. spectrum € **517**M YTD Normalized Free Cash Flow

€ 482M incl. acquisitions

Domestic Revenue

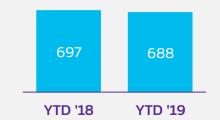
Significantly impacted by low-margin Terminals and Regulation.

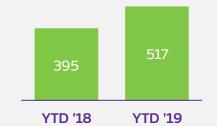


Nearly stable
Domestic DM
-0.3% YTD YoY

Solid Domestic cost reduction -1.2% YTD YoY

Stable BICS EBITDA





Lines

+38_K

YoY

+1.9%

+31_K

YoY

+1.9%

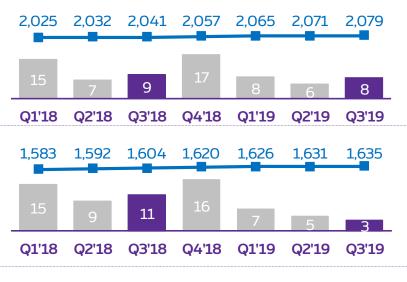
Positive momentum maintained for Broadband and TV

Growing base for Broadband and TV. in spite of intense competition, supported by segmentation and convergence strategy.





Declining trend of fixed voice intake, with move to new voice Fixed Voice solutions and nonin '000 Voice Packs (Minimus. EPIC Combo).

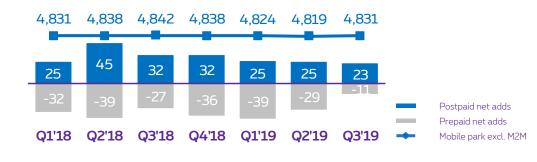


Net adds - Park

2.626 2.601 2.550 2.513 2.440 -26 -36 Q4'18 Q1'19 Q2'19 03'19 **Q3'18**

-135K YoY -5.2%

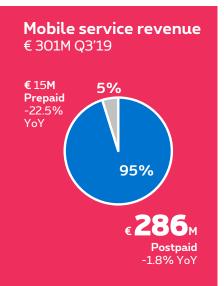
Continuing good growth in Postpaid base



Postpaid YoY +104_K +2.6% Prepaid YoY -**116**_K



Mobile Postpaid revenues Q3 impacted by international calling regulation

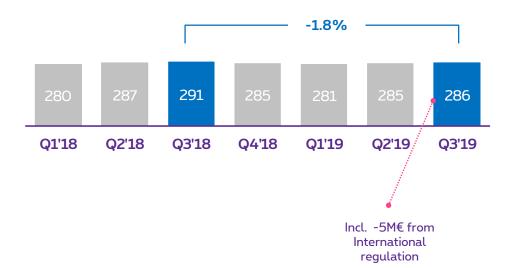




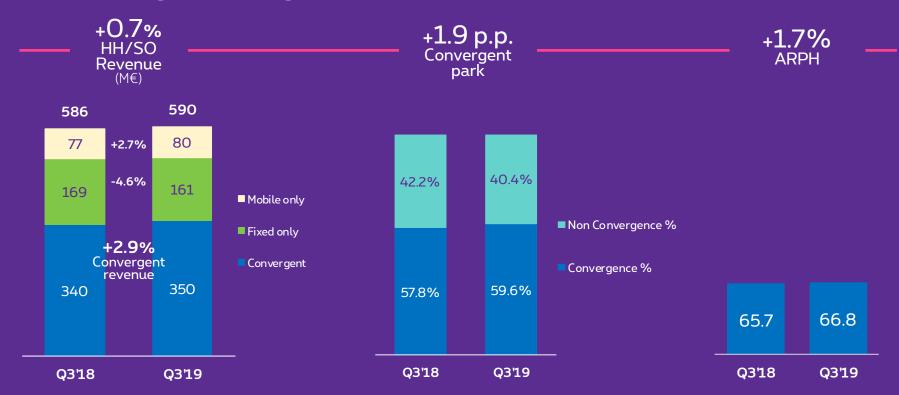
- Growing base
- Uptiering
- Data usage



- Out-of-bundle
- Inbound (low margin)



Increased convergent customer base resulting in a higher ARPH



Q3'19 Group Revenue

-2.3% **┌** -2.3% ¬ 4,332 4.235 1,475 1.440 1,452 1.440 1.415 1.413 1,407 -2.2% -3.2% bics 1,006 983 340 341 YoY 319 347 319 329 335 YoY 3.327 3.251 1,121 1,112 1.094 1.134 1.096 1.084 1.071 -2.0% -2.3% Domestic YoY YoY YTD '18 YTD '19 0118 Q2'18 Q3'18 Q4'18 Q1'19 Q2'19 Q319





Consumer: -2.0% YoY

- + Growing TV/Internet/Postpaid base
- + Value accretive customer mix, convergent HH growing
- Lower Mobile devices sales and inbound (low margin)
- Loss in Mobile Prepaid revenue
- International calling/SMS regulation



Enterprise: -1.4% YoY

- + ICT stable (acquisitions lapping)
- + Mobile Services flattish
- + Advanced Business Services
- Erosion legacy services



-1.8%

excl. Terminals

Wholesale: -7.3% YoY

- + Roaming revenue
- Regulatory impact Fixed termination rates
- Lower revenue from traditional wholesale services



BICS: -3.2% YoY

- + Growing A2P volumes, non-Voice revenue growth
- Insourcing by MTN (limited impact, timing)
- Voice revenue

-1.5%

excl. Terminals

Domestic revenue by product nature, YoY evolution

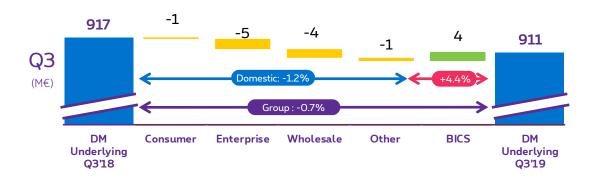


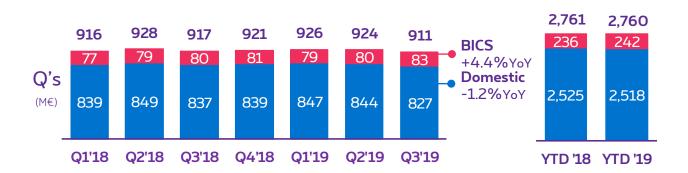
1. Incl. international calling/SMS impact (€-5M in Q3 and -7 YTD Sept.)

2. Incl. impact of reminder fees

3. Incl. FTR impact (€-5M in Q3 and €-15M YTD Sept.)

Group direct margin -0.7%





Part of the revenue pressure relates to low-margin products.

Q3 Domestic DM -1.2% incl. -6M regulation impact

Consumer - 0.1%

Enterprise -1.9 %

Wholesale -8.6%

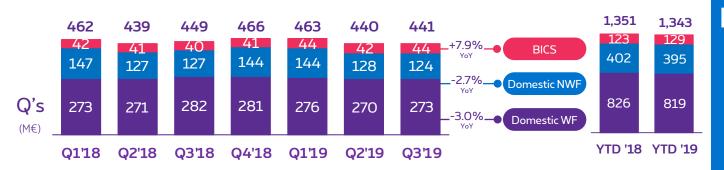
Q3 BICS DM +4.4%

Voice -5.4%

Non-voice +11.2%

Lower expenses driven by solid cost reduction in Domestic operations.



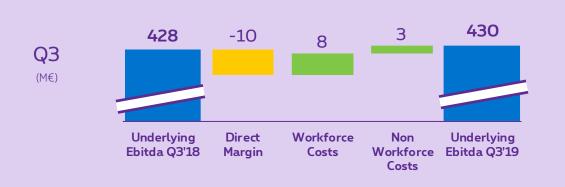


-2.9% YoY

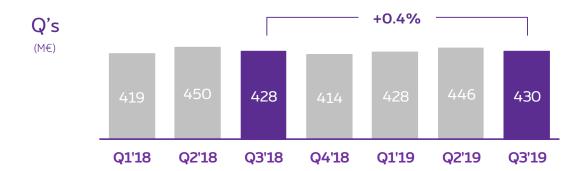
Domestic expenses.
Solid cost control & operational efficiencies.



Positive Domestic EBITDA evolution

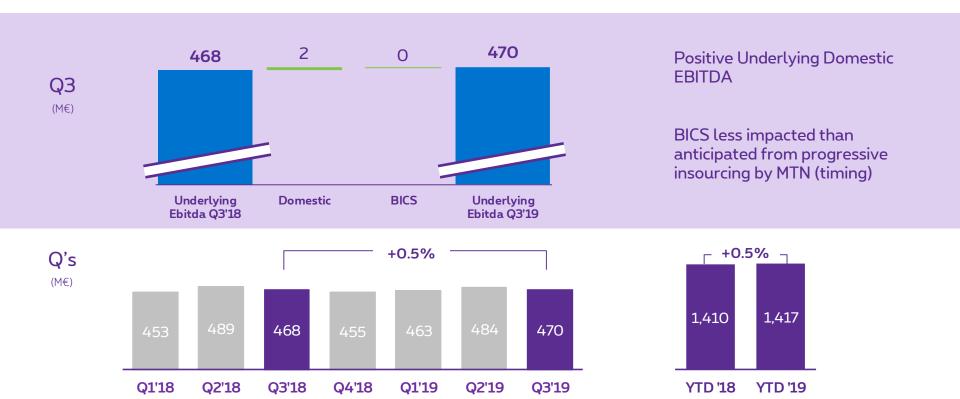


+ O. 4% YoY driven by good cost control

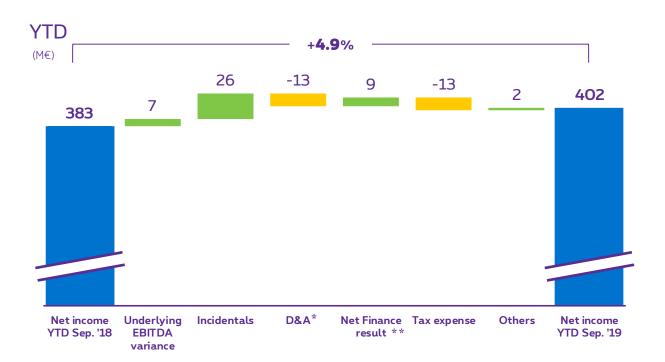




Group EBITDA +0.5% YoY



Net income (Group share)



- Higher underlying EBITDA
- Lower impact from incidentals
- Lower net finance cost
- Partially offset by higher D&A (higher investments & acquired companies),
- and by higher tax expenses

27.40% ETR

^{*}Excluding Lease depreciations

^{**} Excluding Lease interest

€ 688 million capex YTD

YTD investments in line with FY projections.

 $\sqrt{2}$



High-quality Mobile network

4G pop coverage outdoor >98 % indoor >97 %

- + Mobile sites to support traffic increase
- + 4.5G deployment

TITAN Project



Backbone of all voice, data & TV traffic:

data capacity

10

Fiber build **Fiber build** progressing well

FttH/B ongoing in 12 cities

Nation-wide greenfield deployment

>60% companies in industrial zonings passed

Copper upgrade

60% @ 100 Mbps



toring

New Digital platforms

Finalizing migration to single mass market order-to-cash IT chain

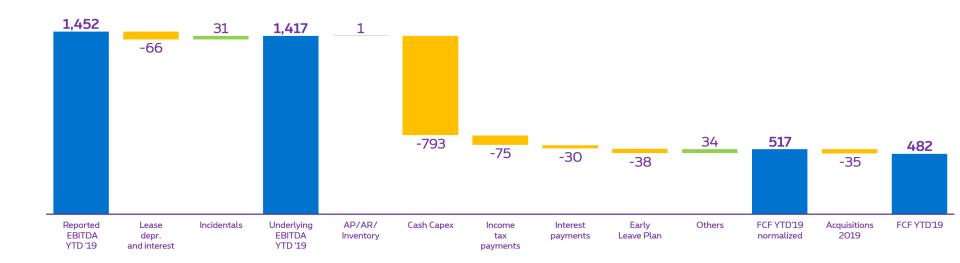
Automation & Al boosting efficiency & customer experience

Digital tools & integrated cockpits

78_{Mbps} Av. VDSL speed

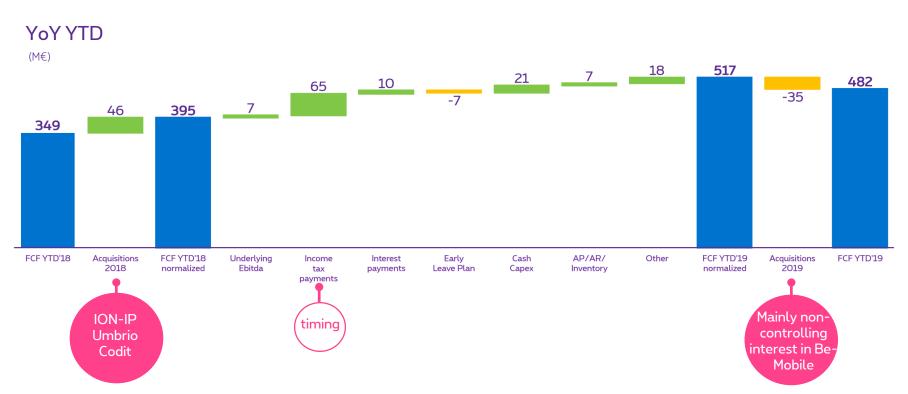
From EBITDA to FCF

Solid FCF generation, € 517M YTD, acquisitions impact excluded.



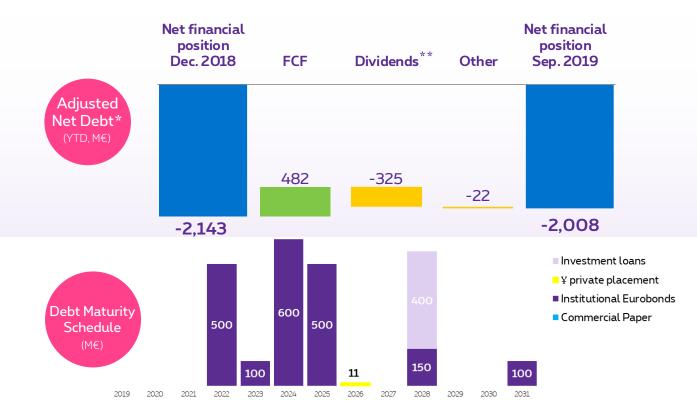
• Early leave plan refers to the ongoing voluntary early leave before retirement

Maintaining a solid FCF level



- Early leave plan refers to voluntary early leave before retirement
- FCF includes the lease payments to stay comparable to 2018 FCF

Keeping a sound financial position



5.7 Yr Average debt duration

1.80%

Weighted average coupon

Credit ratings: Standard & Poor's A, Moody's A1, both stable outlook

Liquidity end Q3'19:

- €354m investments, cash & cash equivalents (incl. derivatives)
- EMTN Program €3,500m (€1,950m outstanding)
- CP Program €1,000m (no outstanding)
- Committed credit line (bilaterals/club/syndicate): €700m

^{*} Excluding Lease liabilities

^{**} Excluding dividends paid to non-controlling interest

Guidance FY 2019

- FY19 variance for **Domestic revenue excl. terminals** to remain close to 1.5% YTD decrease, in spite of the intensifying competition.
- Proximus expects a slight growth for its FY **Domestic EBITDA** with solid cost reduction realized so far, and obtaining cost benefits coming somewhat sooner than expected.
- Negative impact of the renewed agreement with MTN so far was limited and is expected to progressively build
 up in the coming quarters.
- About EUR -20 million FY negative Direct margin impact from regulatory measures.

€0.5/share

Gross Interim Dividend To be paid on 6 Dec'19

Stable gross dividend per share of

€1.50

expected over result 2019

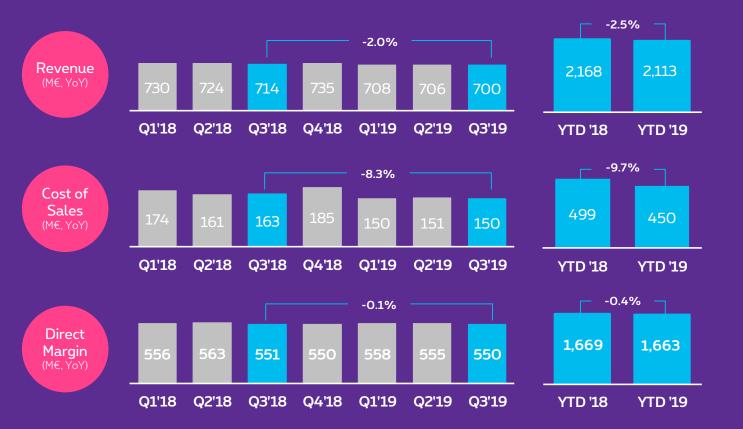
Guidance metric	FY'18 Actuals	FY'19 Guidance	YTD Actuals
Domestic underlying revenue excluding terminals	€4,153M	nearly stable	-1.5%
Group underlying EBITDA	€1,865M	stable	0.5%
Capex (excluding Spectrum)	€1,019M	stable	€688M

Consumer results

- Main customer bases growing in spite of intensifying competition.
- 59.6% convergent HH/SO, +1.9 p.p. YoY.
- 4&3 Play growing. Driving +1.7% ARPH growth to EUR 66.8.
- Revenue pressured by legacy Fixed Voice, regulation, Mobile inbound and Prepaid.
- Stable Direct margin, 78.6% of revenue, + 1.5 p.p. YoY.



Consumer financials

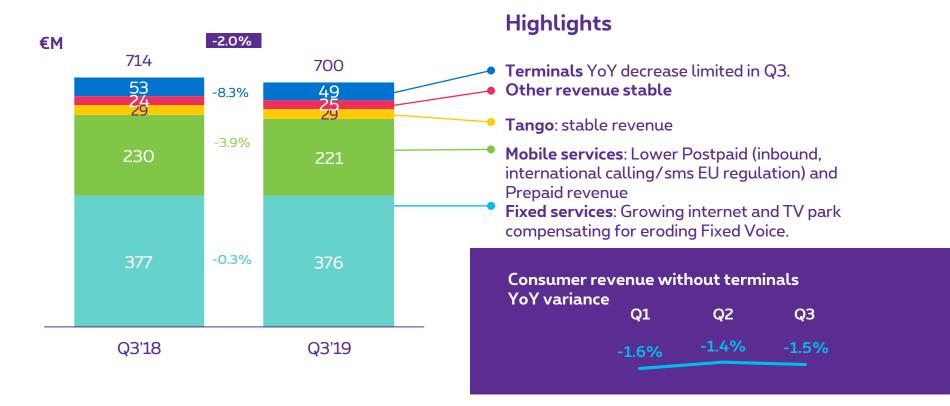


Revenue variance improved sequentially, in spite of competitive moves, and International calling taking full effect in Q3.

Part of the revenue loss has no meaningful margin impact, keeping margin stable YoY at €550M.

78.6%
Direct margin/revenue

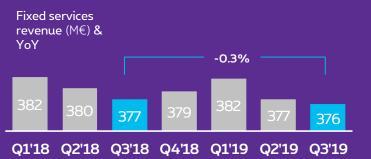
Revenue by product nature

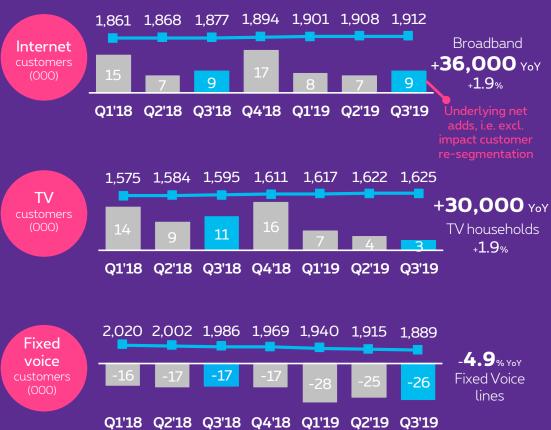


Fixed Services

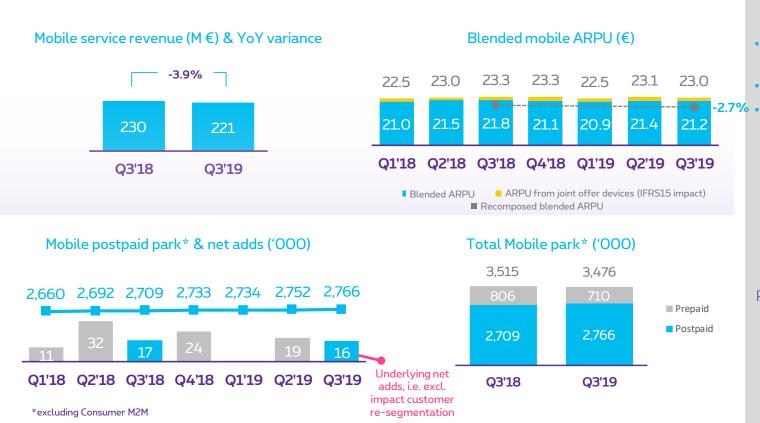
Evolution Broadband and TV customer bases remaining positive, in increasingly competitive setting.

Revenue supported by Internet and TV growth, and 1 January 2019 price indexation; nearly offsetting the Fixed Voice erosion.





Mobile services



Lower MSR driven by

- International calling/sms regulation
- Lower inbound revenue
- Prepaid erosion

+56,000 Postpaid customers +2.0% yoy

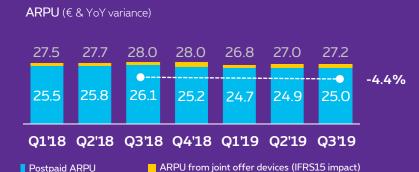


Postpaid

Postpaid ARPU

Customer growth offset by ARPU pressure

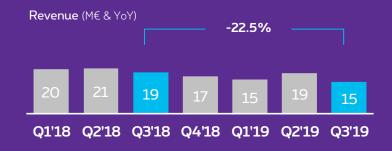


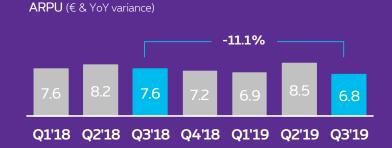


Recomposed Postpaid ARPU

Prepaid

Revenue erosion due lower park & lower usage

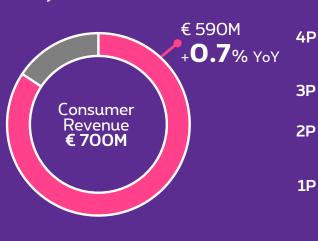




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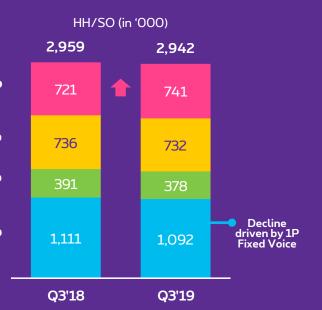
Growing household revenue driven by favorable customer mix.



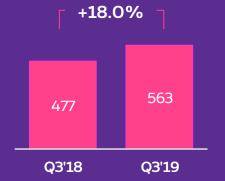




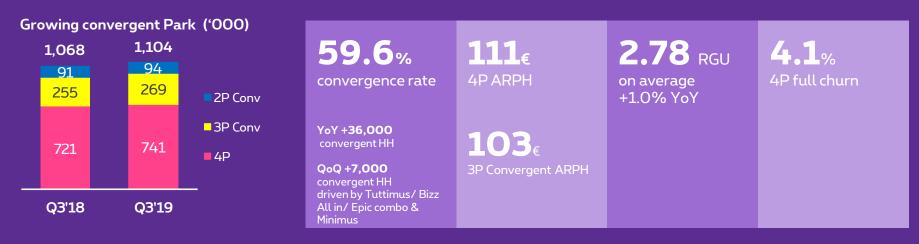


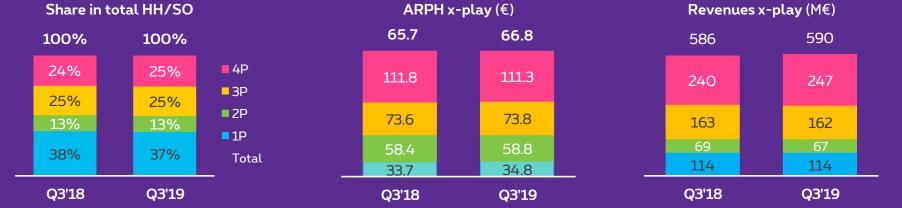


Driven by Tuttimus/Bizz All-in Subscribers ('000)



Upselling to 4P & convergent 3P, at higher ARPH



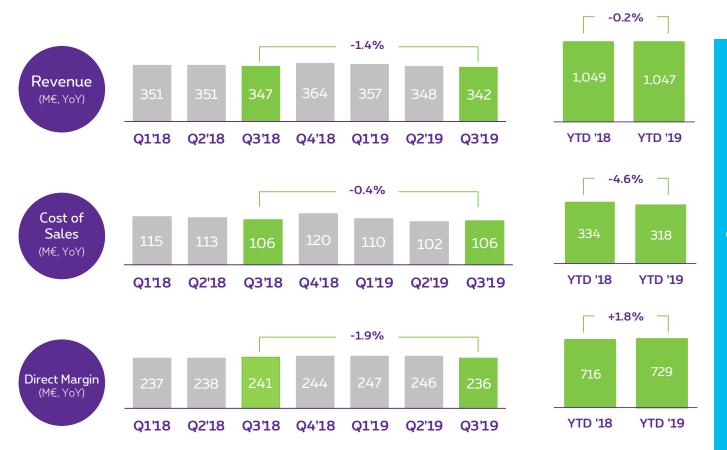


Enterprise results

- Fairly stable internet park in highly competitive market.
- Flattish Mobile Services revenue.
 Growing base, managing churn, ARPU under pressure.
- Stable ICT revenue with acquisitions fully lapping.
- Strategic focus on higher-margin ICT services rather than low-margin ICT products.
- Continued erosion in legacy services driving a decrease in Enterprise revenue and direct margin for Q3.



Enterprise

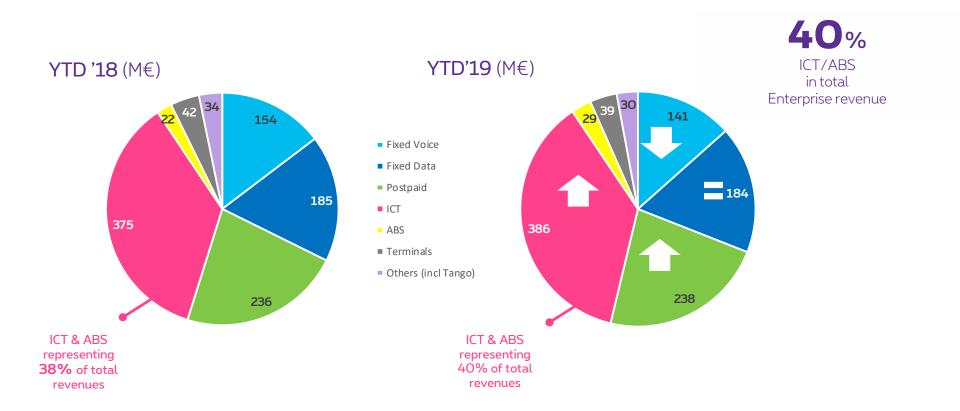


Revenue: -1.4% YoY, resulting from erosion of legacy services.

Direct margin: -1.9% YoY
lapping of the acquired ICT
companies delivering high-margin
ICT services.

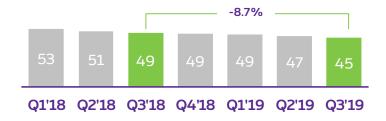
69.1% Q3 Direct margin/revenue -0.3 p.p.

Revenue by product nature

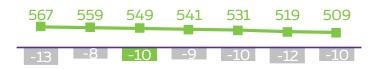


Fixed Voice

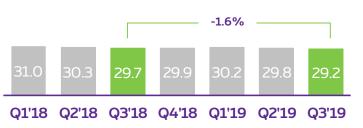
Fixed voice revenue (M€) & YoY variance



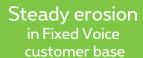
Voice line loss/gain & EOP ('000)



Q1'18 Q2'18 Q3'18 Q4'18 Q1'19 Q2'19 Q3'19



Fixed voice ARPU (€) & YoY variance

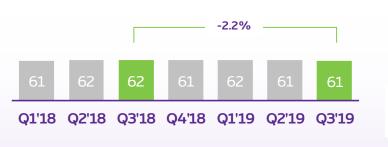


- + (Limited) price indexation on 1 January 2019
- Erosion in Fixed Voice park
- Decrease in traffic per line
- Higher penetration of unlimited call options

509k Fixed voice park, steadily declining, -7.2% YoY

Fixed Data

Fixed data* revenue (M€) & YoY variance



Slightly negative balance between legacy and new data connectivity services.

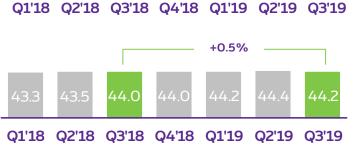


- + Growing P2P Fiber park
- Ongoing outphasing/migration legacy products



Internet revenue drivers

Broadband ARPU (€) & YoY variance



Fairly stable Broadband park in competitive setting, -0.6% YoY

Underlying net adds, i.e. excl. impact customer resegmentation

ARPU +0.5% YoY.

Increased share of high-end internet lines.

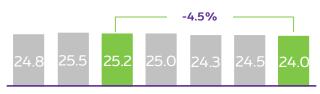
Mobile Services

Mobile service revenue (M€) & YoY variance



Q1'18 Q2'18 Q3'18 Q4'18 Q1'19 Q2'19 Q3'19

Postpaid ARPU (€) & YoY variance



Q1'18 Q2'18 Q3'18 Q4'18 Q1'19 Q2'19 Q3'19

Postpaid growth & EOP (000)



Q1'18 Q2'18 Q3'18 Q4'18 Q1'19 Q2'19 Q3'19

M2M growth & EOP (000)



Mobile service revenue kept fairly stable in competitive setting.

Solid revenue growth from subscriptions, off-set by price pressure and lower out-of-bundle.

> +**3.6**% YoY Postpaid cards

+4,000

Excl. customer

> Mobile net adds in Q3'19 in increasingly competitive market.

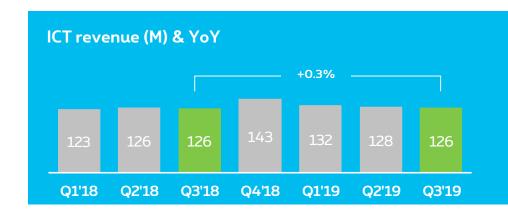
> > € 24.0 Mobile ARPU,

-4.5% YoY

Competitive price pressure and move to mobile price bundles.

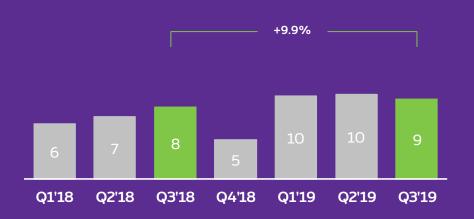
ICT

Q3 revenue stable, 2018 acquisitions fully lapping.



- Favorable evolution in high-value professional services.
- Lower revenues from legacy infrastructure products, incl. softer Public sector revenue during the government formation process.
- Specialized ICT companies acquired in 2018 all annualized in Q3'19, yet continue to support Proximus in bringing digital transformation solutions for its professional customers.

Advanced Business Services

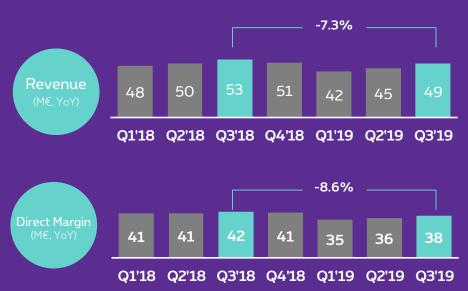








• Wholesale roaming revenue up.





BICS results

- Overall volume of messages +32% for Q3 following strong TeleSign A2P volumes and high roaming volumes in the holiday season.
- Progressive insourcing by MTN impacted margin to lesser extent than foreseen, due to shift in timing.
- Q3 Direct margin +4.4% compared to the prior year, driven by non-Voice.



BICS segment result



Impact from insourcing by MTN slower than foreseen. Effect YTD limited (timing).

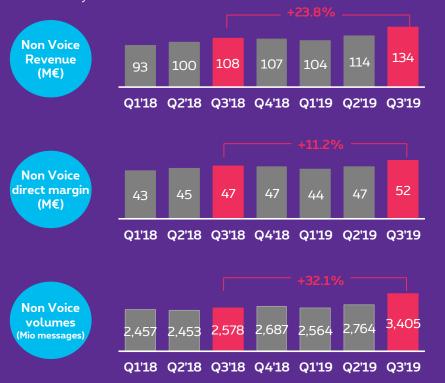
Higher WF expenses following additional hiring by Telesign to support its growth.

24.9% DM/rev +1.8p.p.

11.9% segment margin, +0.5p.p.

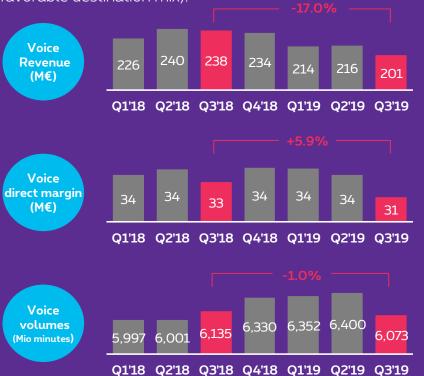
Non-Voice

Benefitting from increasing messaging revenue, following strong TeleSign A2P volumes and high roaming volumes in the holiday season.



Voice

Continued its eroding trend coming from lower unit revenue (lower termination rates, competition and less favorable destination mix).

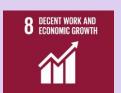


Doing business with a heart for sustainability

- An ambition, inspired by our sense of purpose:
 - Creating an inclusive, safe, sustainable & prosperous digital Belgium
- Commitment to the UN Sustainable Development Goals

















Our company sense of purpose

We open up a world of digital opportunities so people live better and work smarter





Creating an inclusive, safe, sustainable and prosperous digital Belgium







We are committed to making a societal impact



















Improving fixed and mobile connectivity in white zones



Supporting local innovation ecosystems



Building trust in digital as founding partner in coalition



Easy to find and understand privacy settings on App, TV and websites



Responsible mktg parental control on TV and smartphones



Upskilling effort from 3 to 6 days per employee per year in next 3y

Hires or promotions in leadership team in 2018 are women

CSR clause in all contracts



Founding partner of Coding School 19



12.500 kids trained on safer internet use



>1000 long-term ill kids connected to school



Sponsor of the Paralympic athletes



CO2 neutral for own activities

CO2 reduction -75% vs 2007 -18% vs 2015



-43% energy consumption of decoders in past 5 vears



Since 2013 145K smartphones collected in schools for recycling

Appendix

Regulation impacts	P 46
From reported to underlying	P 47
Tango Luxembourg	P 48
Mobile Network sharing	P49
Pricing information	P 51
Spectrum	P 57
Shareholder structure	P 60
Contact information	P 61

Regulation impacts

	3rd Quarter	Year-to-date
(YoY variance in EUR million)	2019	2019
Revenue	-9	-21
Fixed termination Rate	-5	-15
International calling	-5	-7
Direct Margin	-6	-12
Fixed termination Rate	-2	-5
International calling	-5	-7

Cable and Broadband regulation

- · Regulators have imposed a 'fair pricing'
- The consultation ran until 6 September: in our view, not all cost elements have been taken into account resulting in too low cable prices
- Final decision is expected in Q12020
- Consultation on the FTTH fair pricing is still pending

Fixed Termination Rates (FTR):

- Since 1 Jan 2019: 0.116€ct/min (from 0.709€ct for regional and 0.909€ct for national previously)
- Based on a pure LRIC "Long Run Incremental Cost" model
- Est. FY'19 impact: €-20M on revenue; €-6M Margin

International regulation:

- Since 15 May 2019: 0.19€ct/min and 6€ct/SMS
- Est. FY'19 impact: €-13M on Revenue and Margin

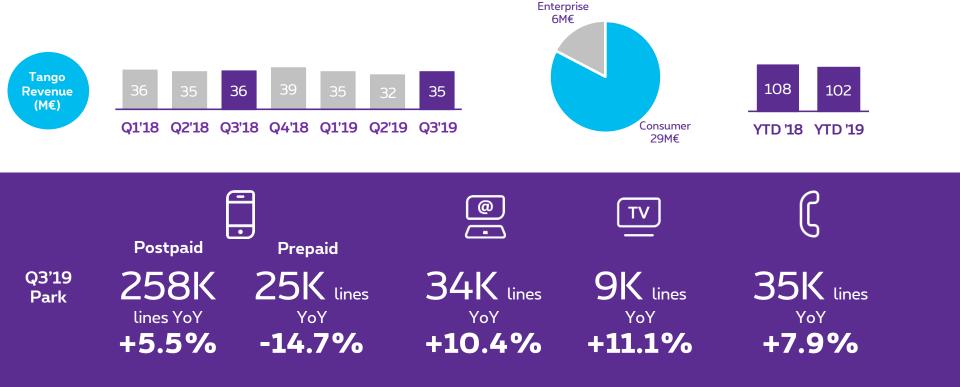
Reminder fees (Consumer protection)

- Since 1 July 2018:
 - First reminder free
 - Subsequent reminders max €10
- Reactivation fees capped at €30

From reported to underlying figures

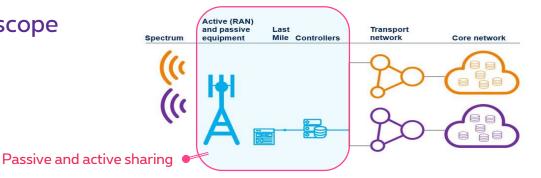
	1	OUP enue		OUP ITDA		OUP enue	GRO EBIT	
(EUR million)	Q3 '18	Q3 '19	Q3 '18	Q3 '19	YTD '18	YTD '19	YTD '18	YTD '19
Reported	1,441	1,407	454	477	4,335	4,239	1,352	1,452
Lease Depreciations	nr	0	nr	-21	nr	0	nr	-64
Lease Interest	nr	0	nr	-1	nr	0	nr	-2
Incidentals	-1	0	13	15	-2	-4	57	31
Underlying	1,440	1,407	468	470	4,332	4,235	1,410	1,417
Incidentals	-1	0	13	15	-2	-4	57	31
Capital gains on building sales	-1		-1		-2		-2	
Early Leave Plan and Collective Agreement			11	5			33	17
Shift to Digital plan				9				10
M&A-related transaction costs			3	3			5	8
Change in M&A contingent consideration						-4		-4
Pylon Tax provision update (re. past years)				-1			21	-1

Tango Luxembourg



Proximus & Orange join forces to develop the mobile network of the future

In scope



Term sheet signed with Orange Belgium on 11 July '19

Benefits



Better overall experience, meet increasing customer demand for mobile network quality



Further improving deep-indoor and overall coverage



Allow faster and cost efficient 5G roll out

Proximus & Orange join forces to develop the mobile network of the future (continued)

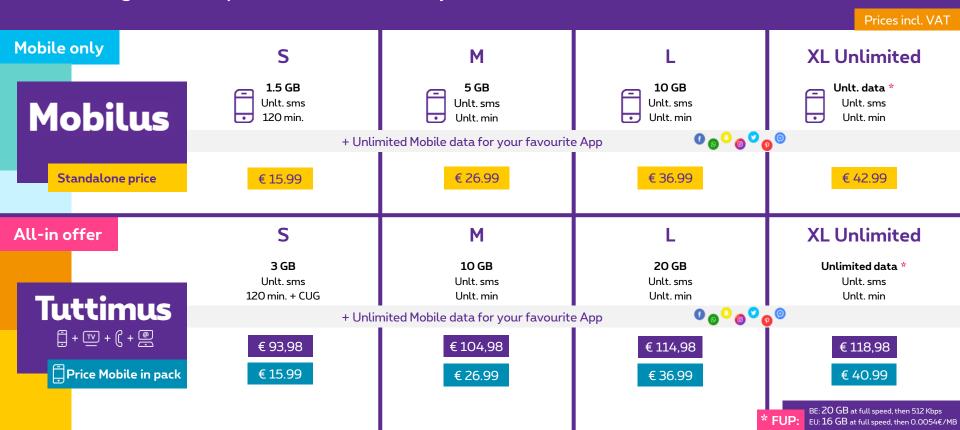
Proximus expects to generate a very good return on the outlined agreement

- Target final agreement end 2019
- Creation 50/50 Join-Venture
- Upgrading retained sites, dismantling unretained sites.
- Enablement cost partly offset by some initial benefits of the shared network.
- Opex savings: lower rental fees, energy, repair and maintenance.
- Capex savings on 5G deployment, new sites and site relocation.

^{*} Additional costs compared to standalone projections

Mobilus/Tuttimus pricing

Including Tuttimus price increase 1 January 2019

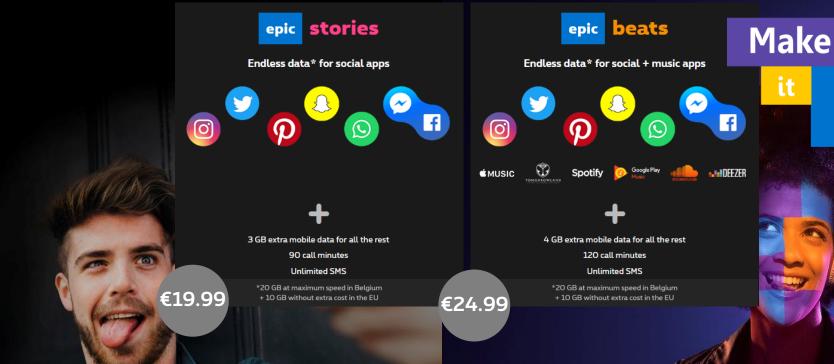


Bizz Mobile portfolio





53



Full-digital journey

Worry-free connection, anytime, anywhere

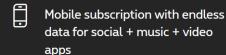
Pioneering in the Millennials & Gen Z segment

combo

epic

The pack at home & on the go

Epic combo, what's that?!



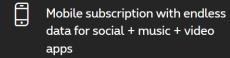


TV everywhere via Pickx app and web

4GB extra mobile data for all the rest 300 call minutes Unlimited SMS

€ 64.99 / month

Epic combo, what's that?!



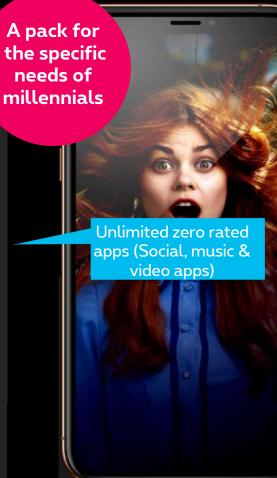
Internet at home

TV New: TV on all your screens

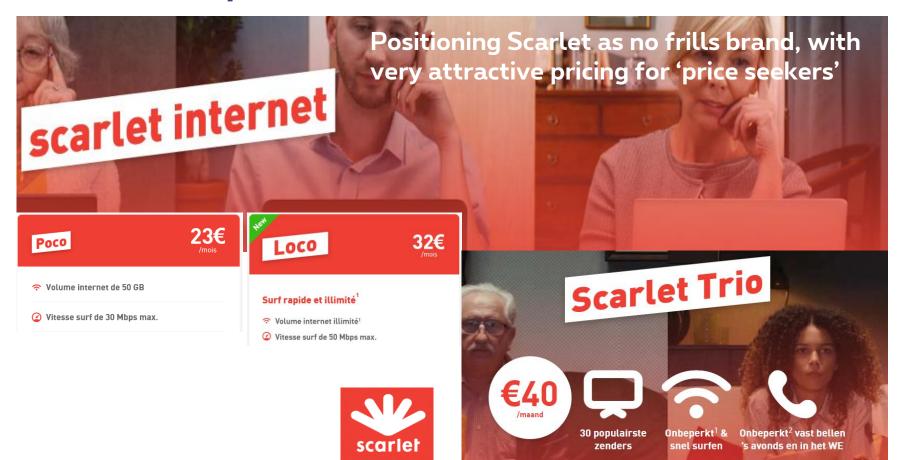
New: High performance cloud gaming offered with Epic combo full TV experience

4GB extra mobile data for all the rest 300 call minutes Unlimited SMS

€ 79.99 / month



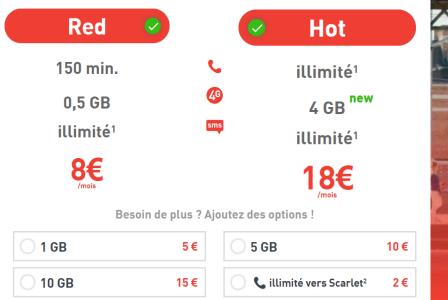
Scarlet Fixed portfolio



Scarlet Fixed portfolio

New simplified offers as from 28th February 2019







Current ownership and new spectrum



Spectrum auction – reserved spectrum

The final legislations have not been approved yet. The whole spectrum auction process is on hold until after the formation of a new government. Therefor the timing and the final conditions of the auction remain uncertain.

Details of reserved spectrum as was published by BIPT

Frequency band	Total capacity	Spectrum cap	Spectrum reserved		
			For each existing operator	For a new entrant	
700 MHz	30 MHz duplex	10 MHz duplex	-	5 MHz duplex	
900 MHz	35 MHz duplex	15 MHz duplex	5 MHz duplex	5 MHz duplex	
1,400 MHz	90 MHz	35 MHz	-	-	
1,800 MHz	75 MHz duplex	30 MHz duplex	15 MHz duplex	15 MHz duplex	
2,100 MHz	60 MHz duplex	25 MHz duplex	10 MHz duplex	10 MHz duplex	
3,600 MHz*	400 MHz	100 MHz	-	-	

^{* 20}MHz TDD is reserved at national level for existing licensees

Spectrum auction -coverage obligations

The final legislations have not been approved yet. The whole spectrum auction process is on hold until after the formation of a new government. Therefor the timing and the final conditions of the auction remain uncertain.

	Frequency band	Obligations for existing operators	Obligation for new entrant
Details of coverage	700 MHz	 70% population after 1 year 99.5% population after 2 years 99.8% population after 6 years Speed requirement varies between 3 and Mbps, according to Spectrum ownership Coverage of main train lines within 2 years 	Mbps, according to Spectrum ownership
obligations* as was - published by BIPT	900 MHz (Renewal) 1,800 MHz (Renewal) 2,100 MHz (Renewal)	 99.5% of population as from 15 March 2021 No speed requirement 	After 3 years: 30%After 6 years: 70%After 8 years: 99.5%No speed requirement
-	1,400 MHz	No coverage obligation	No coverage obligation
-	3,600 MHz	No coverage obligation	No coverage obligation

^{*}These coverage obligations can be fulfilled using all available spectrum

Shareholder structure

Total number of shares

338,025,135

Free-float

42%

Belgian government

54%

	Number of shares	% shares	% Voting rights	% Dividend rights	Number of shares with voting rights	Number of shares with dividend rights
Belgian state	180,887,569	53.51%	56.00%	55.88%	180,887,569	180,887,569
Proximus own shares	15,007,761	4.44%	0.00%	0.22%	O	711,512
Free-float	142,129,805	42.05%	44.00%	43.90%	142,129,805	142,129,805
Total	338,025,135	100.00%	100.00%	100.00%	323,017,374	323,728,886

~€ 8.8 Bn Market Capitalisation*

~ 5.5% Dividend yield*

The voting rights of the treasury shares are suspended by law. The dividend rights of the treasury shares acquired in 2004 are also suspended, whereas the dividend rights for shares acquired as from 2005 are cancelled.

* 30/09/19

Transparency declarations

According to Proximus' bylaws, the thresholds as from which a shareholding needs to be disclosed have been set at 3% and 7.5%, in addition to the legal thresholds of 5% and each multiple of 5%.

For further information

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