

## PROXIMUS SA under public law

### TRANSFORMATION AND INNOVATION COMMITTEE CHARTER

#### Status

The Board of Directors decided at its meeting of September 22, 2017 to rename and refocus as of 2018 the 'Strategic and Business Development Committee' into '**Transformation & Innovation Committee**'.

#### Role

The Transformation and Innovation Committee is a permanent committee of the Board, discussing those selected files that need preparatory reflection and need to mature before being brought to the Board for decision.

The topics discussed at the Transformation and Innovation Committee may be of diverse nature and will evolve overtime depending on the company's needs and could deal with matters concerning e.g. technology, network, branding/marketing, transformation, HR skills, digitalisation...

Unless indicated otherwise, all duties and responsibilities listed above are carried out prior to Board discussion of the matters concerned and are aimed at preparing Board decision-making by submitting to the Board the Committee's findings and opinions, together with such proposals or recommendations the Committee deems appropriate.

#### Membership

The Transformation and Innovation Committee shall consist of maximum six directors, appointed by the Board of Directors after consultation of the Nomination and Remuneration Committee. They shall be appointed for a renewable term of, in principle, three years, except for: (i) the Chairman of the Board of Directors; and (ii) the Chief Executive Officer, who are *ex officio* members of the Committee. The Committee shall moreover have three members who are chosen among independent directors not appointed by the State, and one other member among the Directors who are appointed by the State. The Board of Directors will, to the extent that the composition of the Committee so allows, ensure a degree of continuity in the Committee by adhering to a policy of partial changeover, and may to that effect appoint some members for a shorter or longer period of time. Except for the Chairman of the Board of Directors and the Chief Executive Officer, the members of the Committee may be removed prior to the expiration of their term by the Board of Directors.

Whenever appropriate in view of the matters on the agenda, the Corporate Strategy & Market Insight Director will be invited to attend meetings of the Transformation and Innovation Committee.

If appropriate, the Board can decide on organizing a special ad hoc Committee, dealing with a specific file, composed of the members with the experience needed for such file.

The Chairman of the Board of Directors will chair the Transformation and Innovation Committee.

Additional compensation equal to EUR 2,500 for each meeting of the Committee they attend will be paid to directors serving on the Transformation and Innovation Committee in consideration for the additional commitment and workload involved in committee duty. The Chairman of the Committee is entitled to an amount of EUR 5,000 per meeting.

Minutes of the meetings will be kept by the Secretary General.

## **Functioning**

### ***I. Timing and agenda***

The Transformation and Innovation Committee meets as many times as the discharge of its duties requires. Members are expected to attend all meetings of the Committee.

### ***II. Notice and prior distribution of documents***

The Chairman or the Board can decide to call a meeting of the Transformation and Innovation Committee when required in the interest of the company.

As a principle, at least 10 days' notice of the Committee meeting shall be given to the members. However, the term of notice can be shortened if (i) the Chairman decides that due to unforeseen circumstances and in the interest of the Company, such shorter term of notice is required, or if (ii) all members agree to such shorter term of notice.

The notice specifies the time and venue of the meeting, as well as its agenda.

Information and data that are important to the directors' understanding of the items to be discussed at a meeting, as well as the final draft minutes of the previous meeting, should in principle be distributed in writing to each of the directors at the end of the week preceding the meeting. If however supporting material is of a highly sensitive or confidential nature, the Chairman shall see to it that no copies are distributed, but that members can look into such materials before the meeting. Members are expected to review the materials distributed in advance of the meeting. Where the subject matter is too sensitive to put in writing, the matter will be discussed at the meeting.

### ***III. Access to independent advisors***

In the performance of the duties and responsibilities listed above, the Transformation and Innovation Committee may retain such outside counsel, experts, consultants and other advisors as it deems appropriate for the discharge of its duties. The Board of Directors specifically delegates to the Committee the authority to approve in a manner which is binding upon the Company all retention terms and conditions and sign off on all fees in connection therewith within the confines of the yearly budget awarded therefore by the Board of Directors.

The Secretary General is in charge of coordinating the hiring initiatives of the various committees of the Board with a view of achieving cost efficiency and avoiding duplication of efforts. Initiatives undertaken by the Committee that exceed the annual budget should get prior approval of the Board of Directors.

### ***IV. Access to information***

The Transformation and Innovation Committee is expected to maintain free and open communication with management. The Committee may invite to its meetings anyone whose attendance it deems useful.

The Chairperson is responsible for ensuring that the members receive accurate, timely and clear information. Management has an obligation to provide such information but the Committee should seek clarification or amplification where necessary. Only the Chairperson can directly communicate with management to seek additional information. Other members should ask their questions through the Chairperson.

### ***V. Reporting***

The Transformation and Innovation Committee must report its decisions, findings, opinions, recommendations and/or proposals to the Board of Directors after each meeting. In addition, the Committee shall present to the Board an annual report regarding its activities. The annual report shall include membership, scope of mandate and functioning.

## **VI. Charter**

This Charter has been adopted by the Board of Directors in accordance with Article 25 of the Articles of Association and may only be modified by a decision of the Board of Directors taken with a simple majority of its members present or represented. However, amendments to key principles, such as the composition and the core tasks of the Transformation and Innovation Committee, should be prepared in consultation with the Transformation and Innovation Committee and should have broad support within the Board of Directors.

The Transformation and Innovation Committee will at least annually review the present Charter and recommend to the Board of Directors any changes that are needed.

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