

**PROXIMUS, SA de droit public/NV van publiek recht (formerly Belgacom, S.A. de droit public) announces Final Tender Offer Results**

**NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA, TO ANY U.S. PERSON OR TO ANY PERSON LOCATED OR RESIDENT IN THE REPUBLIC OF ITALY**

*Neither this announcement nor any other documents or materials relating to the Offers (as defined below) have been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority (Autorité des services et marchés financiers / Autoriteit voor financiële diensten en markten) and, accordingly, the Offers may not be made in Belgium by way of a public offering, as defined in Articles 3, §1, 1° and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the Belgian Takeover Law) as amended or replaced from time to time. Accordingly, the Offers may not be advertised and the Offers will not be extended, and neither this announcement nor any other documents or materials relating to the Offers (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” as referred to in Article 6, §3 of the Belgian Takeover Law and as defined in Article 10 of the Belgian law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets, acting on their own account. This announcement has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Offers. Accordingly, the information contained in this announcement may not be used for any other purpose or disclosed to any other person in Belgium.*

**29 September 2015 - Regulated Information** - On 21 September 2015, PROXIMUS, SA de droit public/NV van publiek recht (formerly Belgacom, S.A. de droit public) (the **Company**) announced an invitation to holders of its outstanding (i) €950,000,000 4.375 per cent. Fixed Rate Notes due November 2016 (ISIN: BE 0932180103) (issued in two tranches on 23 November 2006 and 21 November 2008) (the **2016 Notes**) and (ii) holders of its €500,000,000 3.875 per cent. notes due 7 February 2018 (ISIN: BE6215434620) (the **2018 Notes**, and together with the **2016 Notes**, the **Notes**) to tender their Notes for purchase by the Company for cash (each an **Offer** and together, the **Offers**).

The Offers expired at 4:00 p.m., (CET), on 28 September 2015 (the **Expiration Deadline**).

**New Issue Condition** - The New Issue Condition (as further described in the Tender Offer Memorandum) has been satisfied in respect of the Offers.

**2018 Notes Offer** - As at the Expiration Deadline the Company has received valid tenders of approximately €95,200,000.00 in aggregate principal amount of the 2018 Notes. As announced in the Indicative Results Announcement dated today's date, the Company will accept for purchase all 2018 Notes validly tendered pursuant to the 2018 Notes Offer with no *pro rata* scaling.

**2016 Notes Offer** - As at the Expiration Deadline the Company has received valid tenders of approximately €274,750,000.00 in aggregate principal amount of the 2016 Notes. The Company hereby announces that it will accept for purchase all 2016 Notes validly tendered for purchase pursuant to the 2016 Notes Offer.

**Pricing** - Pricing for the Offers took place at or around 1.00 p.m. (CET) today, 29 September 2015 (the **Pricing Time**). The final pricing details in respect of each Offer are set out below:

Description of the Notes	ISIN/Common Code	Interpolated Mid-Swap Rate	2018 Purchase Yield	Aggregate Nominal Amount Tendered	Aggregate Nominal Amount Accepted for Purchase	Purchase Price
€950,000,000 4.375 per cent. Fixed Rate Notes due November 2016 <sup>1</sup> (the <b>2016 Notes</b> )	BE0932180103 / 27650872	n/a	n/a	€274,750,000.00	€274,750,000.00	105.010 per cent.
€500,000,000 3.875 per cent. Notes due 7 February 2018 (the <b>2018 Notes</b> )	BE6215434620 / 058976547	0.080 per cent.	0.080 per cent.	€95,200,000.00	€95,200,000.00	108.919 per cent.

**Settlement** – Settlement is expected to occur on 1 October 2015 (the **Settlement Date**, subject to the right of the Company to delay settlement of the Offers pursuant to the terms and conditions of the Offers), when the Purchase Price for each Series of Notes will be paid.

Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

BNP Paribas (Liability Management Group, Email: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)) and ING Bank N.V., Belgian Branch (Liability Management Group, Email: [liabilitymanagement@ing.be](mailto:liabilitymanagement@ing.be)) acted as a Dealer Managers.

Lucid Issuer Services Limited acted as the Tender Agent (Thomas Choquet, Email: [proximus@lucid-is.com](mailto:proximus@lucid-is.com)).

**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or any Tender Offer Memorandum comes are required by each of the Company, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

---

<sup>1</sup> Issued in two tranches on 23 November 2006 and 21 November 2008.