

CORPORATE GOVERNANCE CHARTER

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I. INTRODUCTION

Proximus NV/SA under public law (the “**Company**”) is a telecommunications company operating in the Belgian and international markets. It is the leading national provider of telephony, internet, television and network-based ICT services.

The Company is governed by the Belgian Companies Code (the “**BCC**”) and, as a limited liability company under public law, by the law of 21 March 1991 reforming certain public economic enterprises, as amended from time to time (the “**Law of 1991**”).

The Company subscribes to the principles of good governance and transparency, as defined by the Belgian Corporate Governance Code 2009, which the Company adheres to as the code of reference. The Corporate Governance Code 2009 is available on the website of the Corporate Governance Committee at www.corporategovernancecommittee.be/en/about-2009-code/2009-belgian-code-corporate-governance.

The Corporate Governance Charter was approved by the Board on 15 September 2016 and is adapted regularly.

The Corporate Governance Charter has been published together with the Company’s bylaws on the website: www.proximus.com

II. MISSION, GOVERNANCE MODEL & STRUCTURE

II.1. The company mission

The Company has the following mission: “**We connect everyone and everything so people live better and work smarter**”. This sense of purpose is translated into the brand promise “Proximus brings you instantly close to what matters”. This brand promise is delivered by providing excellent quality and service to the customer in everything the Company does.

To realize the Company’s mission, its activities are carried out by its managers and employees under the leadership of the Chief Executive Officer (the “**CEO**”), assisted by the Executive Committee, and under the supervision of the Board of Directors (the “**Board**”), with strategic support of this Board, all in the interest of promoting the Company’s long-term value.

In this way, the Company aims to meet, in a responsible manner, the expectations of all stakeholders and parties concerned, including shareholders, employees, customers and suppliers, as well as the community and environment in which the Company operates. In creating long-term value, the Company takes into account ethical standards and applies a policy that limits operational risks.

II.2. The governance model

The main characteristics of the Company's governance model are:

- ❑ A Board that defines the Company's general policy and strategy and monitors the Company's operational management;
- ❑ An Audit and Compliance Committee, a Nomination and Remuneration Committee and a Strategic and Business Development Committee, created by the Board and all composed of Directors;
- ❑ A CEO, member of the Board, who takes the primary responsibility for operational management, including, but not limited to, day-to-day management.

II.3. The company structure

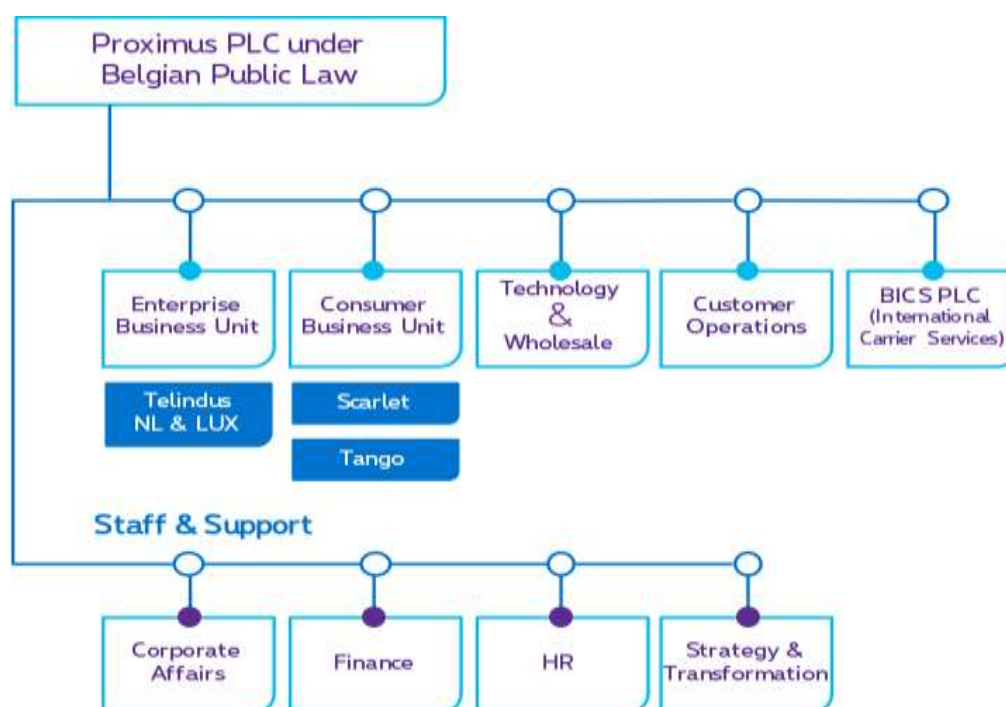
The Company realizes its intention to pursue integrated solutions, leveraging its strong brands through customer-centric business units with specific market segment focuses (consumer and professional).

The Company has four business units:

- The Consumer Business Unit (CBU) that focuses on Customer Channels, Marketing and Business Development activities for the mass market and small enterprises;
- The Enterprise Business Unit (EBU) that focuses on Marketing, Customers projects delivery and Business Development activities for the ME and Corporate Segments;
- The Technology & Wholesale Unit (TEC) which is responsible for a consolidated architecture, design, deployment, operation and maintenance of all networks, IT technical infrastructure, service platforms and support systems.
- The Customer Operations Unit (CUO) which is responsible for aligning procedures and creating synergies between the operational after-sales activities of the different business units.

Alongside the business units, the Company exercises its international carrier activities through a joint venture, i.e. Belgacom International Carrier Services (BICS).

The Company also has support departments including Finance, Strategy, Human Resources and Corporate Affairs. These services provide specialized support, ensure coherence between the business units and create synergies.



III. THE BOARD OF DIRECTORS

III.1. Authority of the Board

The Board has the power to perform any acts that are necessary or useful for the achievement of the Company's corporate objects, with the exception of those reserved by law, or by the bylaws, to other bodies within the Company.

The Board defines the general policy and strategy of the Company, on proposal of the CEO, and monitors the latter's management activities.

The CEO reports regularly to the Board. The Board or its Chairman may, at any time, require the CEO to submit a report on all or part of the Company's activities.

III.2. Board Charter

The Board adopted a Board charter, which, together with the charters of the Board committees, lays down the principles on the basis of which the Board, its Directors and its committees shall operate (the "**Board Charter**").

The Board Charter describes all material aspects applicable to the Board as a corporate body or to the Directors in their capacity as Board members:

- i. The composition of the Board
- ii. The role of the Board
- iii. The tasks and responsibilities of the Board
- iv. The functioning of the Board
- v. Board committees
- vi. External advice
- vii. Communication
- viii. Evaluation of performance

The chapter "Composition of the Board" includes a detailed description of, among other things, the size and composition of the Board, as well as the selection, nomination and appointment of Directors.

The most recent version of the Board Charter is annexed to this Corporate Governance Charter aiming to provide the Company's stakeholders the most elaborate information possible on the Company's Board.

III.3. Remuneration of the Directors

The remuneration of the Directors, with the exception of the CEO, consists of an annual fixed payment of €50,000 for the Chairman of the Board, and €25,000 for the other Directors. Moreover, all Directors are entitled to an attendance fee of €5,000 per Board meeting. Finally, members of a Board committee are entitled to a €2,500 attendance fee per meeting. For the Chairman of the Board or of a committee, this attendance fee per meeting is doubled. The members receive an additional €2,000 per year for communication costs. This amount is doubled for the Chairman of the Board of Directors.

IV. THE BOARD COMMITTEES

IV.1. General

The Board has set up an Audit and Compliance Committee, a Nomination and Remuneration Committee and a Strategic and Business Development Committee. The Board may also set up, from among its own members, any advisory committees it considers useful.

IV.2. Membership of committees

The Audit and Compliance Committee shall be composed of minimum three and maximum five Directors, with at all times a majority of independent Directors. Its Chairman shall also be an independent Director.

The Nomination and Remuneration Committee shall be composed of minimum three and maximum five Directors, with at all times a majority of independent Directors. The Chairman of the Board shall preside the Committee.

The Strategic and Business Development Committee shall consist of maximum six Directors. It is chaired by the Chairman of the Board, with the CEO participating as an *ex officio* member.

The committee members and the Chairman of the Audit and Compliance Committee are appointed by the Board after consultation with the Nomination and Remuneration Committee, taking into account the requirements set out in the committee charters and the personal preferences, experiences and expertise of the individual Directors.

For the composition of the committees, preference is given to a partial renewal system.

IV.3. Committee charters

Each committee has its own charter, which sets out the composition, function, tasks & responsibilities, and the functioning of the committee. The charters are approved by the Board by simple majority vote, on the recommendation of the committee in question. Every committee evaluates its charter regularly and make recommendations to the Board about any changes that may be necessary.

However, changes to important principles, such as the composition and the core functions of the committees, should only be made if they can count on broad support in the Board.

The most recent versions of the Audit and Compliance Committee charter, the Nomination and Remuneration Committee charter and the Strategic and Business Development Committee charter are annexed to this Corporate Governance Charter.

V. THE EXECUTIVE MANAGEMENT

V.1. Chief Executive Officer

The CEO is appointed and dismissed by the Board from among its members. The CEO and Chairman of the Board must belong to a different language group.

The CEO is responsible for the day-to-day management, and reports to the Board.

Besides the day-to-day management, the Board has delegated broad powers to the CEO in accordance with article 22 §2 of the bylaws. This delegation of powers has been published in the Annexes to the Belgian Official Gazette on 14 June 2006 (under the number 0096147 in Dutch and 0096148 in French).

In accordance with article 26, §3, of the bylaws, the CEO prepares each year the draft business plan, fixing the objectives and the medium-term strategy of the Company. This draft respects the strategic orientations defined by the Board on proposal of the CEO. It includes the analysis of the implementation of these orientations and proposes the changes that should be brought to it. The draft business plan is presented to the Board for discussion and approval.

V.2. Executive Committee

The current members of the Executive Committee (the “EXCO”) are:

- the CEO;
- the Chief Financial Officer;
- the Chief Enterprise Market Officer;
- the Chief Consumer Market Officer;
- the Chief Human Resources Officer;
- the Chief Corporate Affairs Officer;
- the Chief Technology Officer;
- the Chief Customer Operations Officer.

The powers and functioning of the Executive Committee are determined by the CEO.

The CEO convenes the meetings on a regular basis. The deliberations of the Executive Committee are recorded in the EXCO minutes.

The role of the Executive Committee is to support the CEO in the exercise of its powers and act as a team interested in all matters affecting the Proximus Group. The Executive Committee deliberates in any event on the following files:

- all files with a value between €7.5 million and €12.5 million;
- all files impacting more than 1 business unit;
- all projects, contracts, expenditure, commitments, etc. requiring Board approval must be submitted to the EXCO for its prior approval.

Neither the Executive Committee nor any of its members (except the CEO) has the legal capacity to represent the Company, except through a special power of attorney granted by the CEO.

The most recent delegation of powers by the CEO was adopted on 1 January 2016 and includes a.o.:

- a delegation by the CEO to each of the members of the Executive Committee of the power of approval and signature for amounts of up to €7.5 million per decision or act;
- the possibility for the members of the Executive Committee to sub-delegate their powers within certain limits;
- the obligation to apply certain general principles, such as the four-eyes principle and unseverability, on all (sub-)delegations.

The Executive Committee does not qualify as a management committee in the sense of article 524bis BCC.

VI. THE SHAREHOLDERS

VI.1. Capital and shareholding

The Company's share capital amounts to one billion euro (EUR 1,000,000,000) and is fully paid-up.

This share capital is represented by three hundred thirty-eight million twenty-five thousand and one hundred and thirty-five (338,025,135) no-par-value shares.

A recent overview of the Company's shareholding structure on the investors' page of the corporate website www.proximus.com and, more specifically, under the heading "Shareholders Structure" at www.proximus.com/en/investors/proximus-share#.

In accordance with the Belgian Transparency Law, holdings of 5 % (or a multiple of 5 %) of the total share capital must be declared to both the FSMA and the Company itself. In addition, holdings must also be declared if they reach the 3 % and 7.5 % threshold, in accordance with the Company's bylaws.

Notifications made in accordance with the Belgian Transparency Law are published on the Company's corporate website www.proximus.com and, more specifically, under the heading "Transparency Declarations" at www.proximus.com/en/investors/proximus-share#.

VI.2. Shareholder information

The Company aims to make all information which is useful for existing shareholders and potential investors available on its corporate website www.proximus.com. Such information includes the financial calendar (e.g. quarterly results), analyst coverage and the financial position (e.g. credit rating).

VI.3. Special shareholder rights

In order to reach a fair reflection of the Company's shareholding in the Board, article 18 of the bylaws stipulates that any shareholder who holds at least 25% of the Company's shares, has the right to propose directors for appointment *pro rata* to his shareholding.

However, prior to recommending candidate directors for appointment to the Shareholders' Meeting, the following principles govern the process:

- The Nomination and Remuneration Committee aims to take the principle of reasonable representation of significant stable shareholders into account.

- Upon considering a person as candidate Director, the Nomination and Remuneration Committee takes a number of requirements into account as described into detail in the Board Charter.
- The Board of Directors exclusively recommends candidates for appointment to the Shareholders' Meeting who have been proposed by the Nomination and Remuneration Committee.
- The other directors have to be independent in the meaning of article 526ter BCC. The CEO, being an executive Director, always qualifies as an non-independent Director.

VI.4. Direct and indirect relationships between the Company and major shareholders

On the date at which this Corporate Governance Charter is approved by the Board, the Belgian State is the only major shareholder of the Company.

The Company contracts or otherwise deals with the Belgian State at arm's length basis and in the same manner as it does with other contractual parties who are not shareholders of the Company.

VI.5. Shareholders' Meeting

VI.5.1. Date and venue

The Annual Shareholders' Meeting is held each year on the 3rd Wednesday of April at 10 a.m. If this day is a public holiday, it is held on the next working day.

An Extraordinary Shareholders' Meeting can be convened whenever it is considered to be in the Company's interest.

A Shareholders' Meeting can be convened by the Board or the Board of Auditors, and must be convened if requested by shareholders representing at least one-fifth of the share capital.

Shareholders' Meetings are held at the Company's headquarters located at 27 bd. du Roi Albert II, 1030 Brussels, unless a different venue is specified in the notice.

VI.5.2. Prior to the meeting

Notice and documentation

For each Shareholders' Meeting, a notice is sent to the holders of registered shares and the holders of registered subscription rights. A notice is also published in the Belgian Official Gazette and at least in one French-language and one Dutch-language national newspaper in Belgium at least 30 days prior to the meeting.

Agendas and supporting documents are published on the Company's website www.proximus.com. Shareholders, holders of bonds, warrants or certificates issued with the cooperation of the Company may also consult them at the Company's headquarters. They are sent to the holders of registered shares and to the persons who completed the formalities to participate in the Shareholders' Meeting.

Registration and participation

In order to participate and vote in any Shareholders' Meeting, shareholders must satisfy the two conditions set out hereunder in points 1 and 2, namely:

1. Their shares must be registered in their name on the registration date.

The registration date is the 14th day at midnight before the Shareholders' Meeting. This means specifically:

For dematerialized shares: the shares must be registered in the name of the shareholder, on the "registration date", in the accounts of the account holder or a clearing body, without any action being required on the part of the shareholder.

For registered shares: the shares must be registered in the name of the shareholder, on the “registration date”, in the Company’s register of shareholders, without any action being required on the part of the shareholder.

2. They must give notification of their intention to participate in the Shareholders’ Meeting and of the number of shares they want represented in the voting.

Holders of dematerialized shares will receive a certificate from the recognized account holder or the clearing body, stating the number of dematerialized shares registered in the name of the shareholder on the “registration date”. They are asked to instruct their financial institution to inform the Company in the manner indicated in the invitation, no later than 6 days before the date of the meeting, about their intention to participate in the Shareholders’ Meeting and the number of shares they want represented in the voting.

Holders of registered shares are asked to inform the Company’s Secretary General in writing, no later than 6 days before the date of the meeting, about the number of shares they want represented in the voting during the Shareholders’ Meeting.

Holders of bonds, warrants or certificates issued with the cooperation of the Company, who, under the terms of article 537 BCC, are entitled to attend each meeting with an advisory vote only, are asked to follow the same deposit and prior notification formalities as those imposed on shareholders.

Proxies

Under article 33 of the Company’s bylaws, shareholders may designate another person as their proxy. Shareholders who wish to designate another person as their proxy are requested to fill in and sign the proxy forms appended to the notices or available on the Company’s website www.proximus.com. A copy of the proxy form must be provided to the Company no later than six days before the date of the meeting at the place indicated in the notice. The signed originals must be given to the proxy holder. He/she will be obliged to present them to Company representatives on the day of the meeting in order to be admitted.

Voting by post

Every shareholder can vote at any Shareholders’ Meeting by letter, via a form containing the following information:

- (i) the name and address of the shareholder or its registered office;
- (ii) the number of shares that he/she/it represents when voting;
- (iii) a clear indication, for each item on the agenda, of the shareholder’s vote: Yes, No or Abstain. For the establishment of a quorum, only those forms received by the Company at the address specified in the notice, no later than six days before the day of the meeting, will be taken into account.

The Board may also organize an electronic vote.

Written questions

Shareholders who have validly given notification of their participation in the Shareholders’ Meeting, may submit questions to the Directors about their report or the items on the agenda, and to the auditors about their report. Such questions must be submitted to the Company at the latest 6 days before the meeting.

Additional items on the agenda

One or more shareholders, who together possess at least 3% of the Company’s share capital, may have items to be dealt with placed on the agenda of the Shareholders’ Meeting and submit motions for resolution on items included or to be included in the agenda. Such requests, along with proof of ownership of the required participation, and, as the case may be, the text of the items to be dealt with and the related motions for resolution, must be submitted by e-mail to secretary.general@proximus.com by no later than the 22nd day before the

meeting. Where applicable, the Company will announce the revised agenda by no later than the 15th day before the meeting.

VI.5.3. Procedure during the meeting

Composition of the Bureau

A Shareholders' Meeting is chaired by the Chairman of the Board or, in his/her absence, a Director designated by the other Directors or by a person appointed for this purpose by the Shareholders' Meeting. The Secretary is appointed by the Chairman. If required by the number of shareholders present, the Shareholders' Meeting must appoint two tellers from among the shareholders present. The Chairman, Secretary and, if appointed, the tellers, together constitute the Bureau of the meeting.

Voting

Every share carries one voting right, except where this is suspended under the law. The Shareholders' Meeting may deliberate and decide by a simple majority, irrespective of the number of shares present or represented at the meeting.

When an Extraordinary Shareholders' Meeting is convened to deliberate and adopt resolutions on the following matters:

- amendments to the bylaws;
- a capital increase or decrease;
- grant or renewal of authorized capital;
- the issue of shares below par value;
- a withdrawal or restriction of the preferential rights of shareholders;
- the issue of convertible bonds or warrants,

at least half of the shares representing the Company's capital must be present or represented at the meeting. Where this criteria is not met, a new meeting must be convened, which shall validly deliberate and adopt resolutions, irrespective of the number of shares present or represented.

To be validly adopted, resolutions on such items require a majority of three-quarters of the votes, abstentions being deemed a vote against the motion. This is, however, without prejudice to any special majority requirements imposed under the BCC for such matters as changes to the Company's object, authorization for the Company or its direct subsidiaries to acquire or sell their own shares, or consent to the Company or its direct subsidiaries pledging their own shares or consent to a transformation of the Company.

Any amendment to the bylaws comes into effect only following approval by the Crown, in an Order in Council deliberated in the Council of Ministers (article 41§4 of the Law of 1991).

VII. RELATED PARTY TRANSACTIONS

The Board adopted a policy, i.e. the Related Party Transactions Policy, which applies to transactions and other contractual relationships between, on the one hand, the Company and its affiliates and, on the other hand, the following persons or entities:

- (i) a Director;
- (ii) a member of the Executive Committee;
- (iii) a close member of the family of a Director or of a member of the Executive Committee;
- (iv) entities which are linked to the aforementioned persons, as described into details in the Related Party Transactions Policy.

The scope of this policy is larger than the conflict of interest provisions of article 523 BCC. The most recent version of the Related Party Transactions Policy is annexed to this Corporate Governance Charter.

VIII. FINANCIAL SUPERVISION

The auditing of the financial situation, the annual accounts and the regularity of the transactions to be recorded in the annual accounts is entrusted to a four-member panel of auditors. Two commissioners are appointed by the Court of Auditors. The others are appointed by the Shareholders' Meeting from among the members of the Belgian Institute of Company Auditors.

IX. DEALING CODE

Proximus has been listed on the Euronext market since 22 March 2004. The value of the share is determined by the forces of supply and demand. To prevent insider trading and market manipulation, dealing in financial instruments is subject to strict rules. Both offences may result in penal and/or administrative sanctions, as well as in civil liability for the persons concerned and for the companies of the Proximus Group.

The Dealing Code is an important instrument to help avoiding any infringement of the Belgian insider dealing and market manipulation laws. The most recent version of the Dealing Code is annexed to this Corporate Governance Charter.

The Dealing Code offers a definition of "*privileged information*" i.e. any information which has not been made public, is accurate, is directly or indirectly related to one or more issuers of financial instruments and which, in case it has been made public, might significantly influence the exchange rate of these financial instruments or any financial instruments derived from the latter.

Any person in possession of privileged information is not entitled to:

- acquire or transfer or attempt to acquire or transfer, on his/her own behalf or on someone else's behalf, directly or indirectly, the financial instruments to which this inside information relates;
- share this inside information with others, unless this occurs in the context of the normal performance of his/her work, occupation or position;
- advise someone else, on the basis of this inside information, to acquire or transfer, or make others acquire or transfer, the financial instruments to which this inside information relates.

Directors and key employees are likely to be in possession of inside information on a regular basis and are therefore:

- only allowed to deal in the concerning financial instruments after receiving clearance in accordance with the provisions of the Dealing Code;
- not allowed to deal during the "closed periods";
- not allowed to engage in any possible market manipulation.

The names of the key employees are set out in one or several exhaustive lists, which is/are regularly updated.

Annexes (available on www.proximus.com/en/group/governance/charters)

Annex 1: the Board Charter

Annex 2: the Audit and Compliance Committee Charter

Annex 3: the Nomination and Remuneration Committee Charter

Annex 4: the Strategic and Business Development Committee Charter

Annex 5: the Related Party Transactions Policy

Annex 6: the Dealing Code