

PROXIMUS SA under public law

STRATEGIC AND BUSINESS DEVELOPMENT COMMITTEE CHARTER

Status

The Strategic and Business Development Committee is an advisory committee of the Board of Directors.

The present Strategic and Business Development Committee 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 Strategic and Business Development Committee, should be prepared in consultation with the Strategic and Business Development Committee and should have broad support within the Board of Directors.

Membership

The Strategic and Business Development Committee shall consist of 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 Group Strategy Officer will be invited to attend meetings of the Strategic and Business Development 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 Strategic and Business Development Committee.

Additional compensation equal to EUR 2,500 for each meeting of the Committee they attend will be paid to directors serving on the Strategic and Business Development 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.

Role

The Strategic and Business Development Committee's role is to assist and advise the Board of Directors on matters of general policy and strategy of the Company, as well as on major issues regarding the Company's strategic development.

Duties and responsibilities

In furtherance of its role, the Strategic and Business Development Committee has the following duties and responsibilities:

- a) analyze the yearly budget of the company.
- b) Review envisaged acquisitions, mergers, and divestments over 100 million EUR.
- c) Review large corporate restructuring programs.

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.

Functioning

I. Timing and agenda

The Strategic and Business Development Committee meets as many times as the discharge of its duties requires, and in any event twice a year. Members are expected to attend all meetings of the Committee.

II. Notice and prior distribution of documents

A meeting of the Strategic and Business Development Committee is called by its Chairman. The Chairman of the Committee must call a meeting if so requested by a member of the Committee.

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 Strategic and Business Development 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 Strategic and Business Development 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 Strategic and Business Development 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 a performance self-evaluation of the Committee, covering membership, scope of mandate and functioning.

VI. Charter

The Strategic and Business Development Committee must at least annually review the present Charter and recommend to the Board of Directors any changes that are needed.
