

## EXTRAORDINARY GENERAL MEETING

**BELGACOM**

Company limited by shares under public law  
with its registered office at Bd. du Roi Albert II 27, B-1030 Brussels  
VAT (BE) 0202.239.951 – Brussels Register of Legal Entities

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**RENEWAL POWERS**  
--**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
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On this day, 14 April 2010

At Rue Stroobants 51, 1140 Brussels

Before Mr. **Eric SPRUYT**, Notary and Partner of the non-trading, limited liability cooperative firm, "Berquin Notarissen," with its registered office at 11 Boulevard Lloyd George, B-1000 Brussels and entered in the Brussels register of companies under the number 0474.073.840,

**IS CONVENED**

the Extraordinary General Meeting of Shareholders of '**BELGACOM**,' *société anonyme société anonyme de droit public* (company limited by shares under public law), with its registered office at Boulevard du Roi Albert II, 27, B-1030 Brussels.

**IDENTIFICATION OF THE COMPANY**

The company was established as an autonomous public-sector company, governed by the Law of 19 July 1930 setting up the RTT (Régie des Téléphones et Télégraphes – Belgian National Telephone and Telegraph Company), as amended by the Law of 21 March 1991 concerning the reorganization of certain public-sector commercial undertakings, the Law of 12 December 1994 amending the Law of 21 March 1991 on the reorganization of certain public-sector commercial undertakings and the Law of 17 June 1991 concerning the organization of the public credit sector and the holding by the public sector of participating interests in certain private-sector financial corporations, and the Order in Council (Royal Decree) of 19 August 1992 approving the first RTT management contract. The Company was transformed into a *société anonyme* (company limited by shares) under public law without putting an end to its legal personality, and its Articles of Association were established in the Order in Council of 16 December 1994, published in the Appendix to the Belgian Official Gazette (*Belgisch Staatsblad/Moniteur Belge*) of 22 December 1994.

The Articles of Association have been modified on several occasions, most recently via a deed drawn up by the Brussels notary Mr. Eric Spruyt on 8 April 2009, published in the Appendix to the Belgian Official Gazette of 23 April 2009 under number 058761 approved by the Order in

Council approving a change to BELGACOM's Articles of Association of 5 May 2009, and published in the Belgian Official Gazette of 25 May 2009 under number 2009-002031

The last Extraordinary General Meeting of Shareholders (without modification of the Articles of Association) took place via a deed drawn up by the Brussels notary Mr. Eric Spruyt on 4 January 2010, published in the Appendix to the Belgian Official Gazette of 25 January 2010 under number 13143.

The company is entered in the register of legal entities under the number 0202.239.951.

### **OPENING OF THE MEETING - COMPOSITION OF THE BUREAU**

The meeting is opened at 12:08 under the chairmanship of Mr. Theodoor Jacob Dilissen, born in Wilrijk on 3 August 1953, residing at Dikkemeerweg 54, national number 530803 41384, Chairman of the Board of Directors.

Composition of the bureau

- Mr. Dirk Joris Lybaert, born in Wilrijk on 29 July 1960, residing at Veldstraat 81, 2547 Lint, national number 60072931923, has been designated as Secretary to the meeting;

- Mr. Jean-Pierre A. Dekocker, born in Kortrijk on 10 May 1952, residing at Zuringweg 19, 8791 Waregem, national number 520510 28953 and

- Mr. Johan Jozef Hubert Robeyns, born in Leuven on 27 May 1968, residing at Platte Lostraat 19, 3010 Leuven, nation number 680527 3237, have been designated as Tellers.

### **VERIFICATIONS BY THE BUREAU - ATTENDANCE**

The Chairman informs the meeting of the observations and verifications made by the bureau, during and following the participants' registration formalities with respect to the constitution of the meeting:

#### **1. Convocation of the shareholders**

The references of the notices convening the meeting that appeared in the *Belgian Official Gazette* and in the press were submitted to the bureau before the opening of the meeting. These will be filed in the company's archives. The bureau has confirmed that the notices were published on the following dates:

- 19 March 2010 in the *Belgian Official Gazette*;

- 19 March 2010 in *De Tijd* newspaper;

- 19 March 2010 in *L'Echo* newspaper.

The text of the notice convening the meeting, as well as the proxy forms, have been available to investors on the company's website ([www.belgacom.com](http://www.belgacom.com)) since 19 March 2010.

The bureau has also noted, having seen the copy of the letters sent, that a notice convening the meeting was sent via regular post to the registered shareholders, holders of registered bonds, directors and auditors on 19 March 2010.

#### **2. Verification of the powers of those participating in the meeting**

The acknowledgements of receipt of bearer shares, the documents attesting to the presence of the holders of registered shares and the proxy statements have been submitted to the bureau for

the purpose of ensuring that the rules for participating in the meeting have been met. The original copies of these documents will be filed in the company's archives.

### **3. Attendance list**

An attendance list has been drawn up, containing the name and address or company name and registered address of all shareholders participating in the meeting in person or by proxy. The list has been signed by all shareholders or shareholder proxies present. The original will remain appended to these minutes. The proxy statements will be filed in the company's archives.

### **4. Establishment of a quorum**

The bureau has established that, according to the attendance list, the shareholders presented or represented at the meeting hold 212,629,339 shares out of a total of 338,025,135 shares issued by the company. After deduction of own shares, the number of votes with a voting right totals 320,997,720. The bureau has thus determined that the meeting may validly deliberate on the items on the agenda.

### **5. Third persons present at the meeting**

In addition to the persons cited above, the following are also present at the meeting:

- several directors of the company;
- members of the company's Management Committee;
- the company's auditors;
- employees of the company and of firms hired by it, responsible for the meeting's logistics.

## **AGENDA**

**The Chairman reminds those present that the meeting will have the following agenda:**

### **1. *Conferring power to the Board of Directors to acquire own shares in case of imminent and serious prejudice to the Company***

**Motion for a resolution:** *proposal to renew the powers of the Board of Directors to acquire the maximum number of shares permitted by law in case this acquisition is necessary for preventing any imminent and serious prejudice to the Company. This mandate is granted for a new period of three years starting on the day of disclosure of this amendment to the Articles of Association by the General Meeting of 14 April 2010. The price paid for such shares may not be more than 5% above the highest closing price in the 30-day trading period preceding the transaction, and no more than 10% below the lowest closing price in that same 30-day trading period.*

*Pursuant to this decision, proposal to modify Article 13, Section 4 of the Articles of Association as follows: replace "11 April 2007" by "14 April 2010" in Article 13, Section 4 of the Articles of Association.*

### **2. *Conferring power to the Board of Directors to increase capital in case of a public takeover bid***

**Motion for a resolution:** *proposal to renew the powers of the Board of Directors, for a new period of three years starting from the day of this amendment to the Articles of Association by the General Meeting of 14 April 2010, to increase capital, in any and all forms, including a capital increase where the pre-emptive rights of shareholders are restricted or withdrawn, even after receipt by the Company of a notification from the Belgian Banking, Finance and Insurance Commission of a takeover bid for the Company's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions laid down in Article 607 of the Commercial Companies Code.*

*Pursuant to this decision, proposal to modify Article 5, Section 3, Sub-section 2 of the Articles of Association as follows: replace "11 April 2007" by "14 April 2010" in Article 5, Section 3, Sub-section 2 of the Articles of Association,*

### **3. Powers regarding Items 1 and 2.**

**Motion for a resolution:** *proposal to grant all powers to the Secretary General, including that of replacement, for the purpose of coordinating the Articles of Association to reflect the resolutions above.*

## **VOTING METHOD**

The Chairman then invites the shareholders to vote on each motion for a resolution appearing on the agenda.

He reminds those present that each share carries one voting right. He also states that only the shareholders and their representatives may participate in the vote.

- in order for the motion for a resolution regarding Item 1 of this agenda to be validly approved, the shareholders attending the meeting in person or by proxy must represent at least one-half of the Company's share capital, and resolutions must be approved with four-fifths of the vote (Article 620, Commercial Companies Code).
- in order for the motion for a resolution regarding Item 2 of this agenda to be validly approved, the shareholders attending the meeting in person or by proxy must represent at least one-half of the Company's share capital, and resolution must be approved with three-fourths of the vote (Article 558, Commercial Companies Code).
- in order for the motion for a resolution regarding Item 3 of this agenda to be validly approved, the shareholders attending the meeting in person or by proxy must represent at least one half of the Company's share capital and resolution must be approved with half plus one of the vote in compliance with the Commercial Companies Code.

The Chairman informs those present that voting will take place electronically.

Under Article 41(4) of the Law of 21 March 1991, any amendment to the Articles of Association only comes into effect on approval by the Crown, in an Order in Council deliberated in the Council of Ministers.

## **QUESTIONS**

The Chairman invites the participants to pose any questions they might wish concerning the items on the agenda.

The meeting deals with the questions of the shareholders which are answered by the Chairman of the Board of Directors and/or the Chief executive Officer, Mr. D. Bellens.

The Chairman then notes that the discussions have been closed.

### **DELIBERATIONS - RESOLUTIONS**

The Chairman subsequently submits each of the agenda items to a vote by the shareholders.

#### **FIRST MOTION**

The Chairman submits to the meeting the proposal to renew the powers of the Board of Directors to acquire the maximum number of shares permitted by law in case this acquisition is necessary for preventing any imminent and serious prejudice to the Company. This mandate is granted for a new period of three years starting on the day of disclosure of this amendment to the Articles of Association by the General Meeting of 14 April 2010. The price paid for such shares may not be more than 5% above the highest closing price in the 30-day trading period preceding the transaction, and no more than 10% below the lowest closing price in that same 30-day trading period.

The current powers came to an end on 11 April 2010.

The meeting is requested to renew the powers.

The Chairman proposes to replace "11 April 2007" by "14 April 2010" in Article 13, Section 4 of the Articles of Association.

#### **Vote:**

The motion is put to vote. It is adopted as indicated below:

<b>FOR</b>	186,312,731 votes
<b>AGAINST</b>	26,316,451 votes
<b>ABSTENTION</b>	157 votes

#### **SECOND MOTION**

The Chairman submits to the meeting the proposal to renew the powers of the Board of Directors, for a new period of three years starting from the day of this amendment to the Articles of Association by the General Meeting of 14 April 2010, to increase capital, in any and all forms, including a capital increase where the pre-emptive rights of shareholders are restricted or withdrawn, even after receipt by the Company of a notification from the Belgian Banking, Finance and Insurance Commission of a takeover bid for the Company's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions laid down in Article 607 of the Commercial Companies Code.

The current powers came to an end on 11 April 2010.

The meeting is requested to renew the powers.

The Chairman proposes to replace “11 April 2007” by “14 April 2010” in Article 5, Section 3, Sub-section 2 of the Articles of Association,

**Vote:**

The motion is put to vote. It is adopted as indicated below:

<b>FOR</b>	186,278,170 votes
<b>AGAINST</b>	26,351,012 votes
<b>ABSTENTION</b>	157 votes

**THIRD MOTION**

The Chairman submits to the meeting the motion to grant all powers to the Secretary General, including that of replacement, for the purpose of coordinating the Articles of Association to reflect the resolutions above.

**Vote:**

The motion is put to vote. It is adopted as indicated below:

<b>FOR</b>	187,012,898 votes
<b>AGAINST</b>	25,616,284 votes
<b>ABSTENTION</b>	157 votes

A document generated by the electronic voting system and printed after the final vote, including how each shareholder voted, is countersigned by the members of the bureau and will be filed in the Company’s archives.

**CLOSING OF THE MEETING**

The meeting is closed at 12:20.

**Rights to documents**

The right amounts to 95 euro.

**FOR WHICH THESE MINUTES**

Have been drawn up at the location and on the date indicated above.

After having been read in their entirety, these minutes are signed by the members of the bureau, as well as by those shareholders and their representatives wishing to do so, and by the aforementioned notary.

Follow the signatures.

*Delivered before registration in compliance with the administrative decision d.d. 7 June 1977, nr. E.E./85.234*