

ANNUAL GENERAL MEETING

PROXIMUS

company limited by shares under public law
Boulevard du Roi Albert II, 27, 1030 Brussels
VAT (BE) 0202.239.951 – Register of Legal Entities (Brussels)

On nineteen April, two thousand and seventeen
At Rue Stroobants 51, 1140 Brussels,

the Annual General Meeting of shareholders of **PROXIMUS SA** under public law, with its registered office at Boulevard du Roi Albert II, 27, 1030 Brussels, hereinafter referred to as “*the Company*”

WAS CONVENED

OPENING OF THE MEETING - COMPOSITION OF THE BUREAU

The meeting opens at 10.10 a.m. under the chairmanship of Mr. Stefaan De Clerck, Chairman of the Board of Directors.

Working language

The Chairman points out that, in accordance with the law, the languages used during the meeting are Dutch and French. Those not speaking said languages are invited to express themselves in English. The Chairman also points out that any statements made in one of those three languages will be translated simultaneously into the other two languages and that headphones are available to those participants wanting to make use of this translation service.

Composition of the bureau

The Chairman states that he has appointed Mr. Dirk Lybaert as the Secretary of the Meeting. The meeting appoints Ms. Catherine de Dorlodot and Mr. Koen Van Parys as Tellers. The Chairman, Secretary and the Tellers constitute the bureau of the meeting.

VERIFICATIONS BY THE BUREAU – ATTENDANCE

The Chairman reports on the observations and verifications made by the bureau during and at the end of the participants’ registration formalities with respect to the constitution of the meeting:

1. Notice convening shareholders to the meeting

Before the meeting opened, references of the notices convening the meeting published in the Belgian Official Gazette and in the press were filed with the bureau. They will be filed in the Company's archives together with the minutes of the meeting.

The bureau noted that said notices were published:

- on the seventeenth of March two thousand and seventeen in the Belgian Official Gazette;
- on the seventeenth of March two thousand and seventeen in De Tijd;
- on the seventeenth of March two thousand and seventeen in l'Echo.

The text of the notice convening the meeting, and the proxy forms, were made available to shareholders on the Company's website (www.proximus.com) as from the seventeenth of March two thousand and seventeen. A communication was sent to Belga, Bloomberg, Reuters and Dow Jones in order to ensure international distribution.

The bureau also notes, while acknowledging the copy of the letters sent, that a notice convening the meeting has been sent by letter on the seventeenth of March two thousand and seventeen to the registered shareholders, the holders of registered bonds, the directors and the members of the Board of Auditors.

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

Confirmations of attendance of the holders of dematerialized and registered shares, as well as proxies, were filed with the bureau for verification to ensure that the rules for participating in the meeting were complied with. The originals of these documents will be filed in the Company's archives.

3. Attendance list

An attendance list was drawn up, containing the name and address, or the company name and registered office, of all shareholders present or represented at the meeting. It was signed by each of the shareholders and shareholder representatives attending the meeting. This list was complemented by a list of the shareholders who voted by letter in compliance with Article 39 of the bylaws.

The original list will remain appended to these minutes. The related proxies will be filed in the Company's archives.

4. Verification of a quorum

The bureau notes on the basis of the attendance list that the shareholders present or represented at the meeting hold 247,961,731 shares, of a total of 338,025,135 shares issued by the Company. After the deduction of own shares, the number of shares with a voting right is 322,767,963.

Since neither the law nor the bylaws require a quorum for the meeting to be held, the bureau notes that the meeting is validly composed to deliberate on the items on the agenda.

5. Third parties attending the meeting

Other than the persons mentioned above, the following persons are also present at the meeting (inter alia):

- members of the Board of Directors;
- members of the Executive Committee;
- members of the Board of Auditors;
- company employees and staff of firms employed by Proximus, in charge of logistics at the meeting.

The Chairman then invites the meeting to determine the validity of its composition.

By unanimous consent, the meeting acknowledges that it is validly composed to deliberate on the items on the agenda.

The meeting takes due note of the speeches by the Chairman of the Board of Directors and by the Chief Executive Officer.

AGENDA

The Chairman proceeds with the deliberation on the items on the agenda. He informs the meeting that the first four items on the agenda concern the communication of (i) the management reports of the Board of Directors relating to the annual accounts and consolidated annual accounts at 31 December 2016, (ii) the reports of the Board of Auditors and the auditor respectively relating to the annual accounts and to the consolidated annual accounts at 31 December 2016, (iii) the information provided by the Joint Committee, and (iv) the consolidated annual accounts at 31 December 2016.

The meeting takes due note of these documents and information.

QUESTIONS

Before inviting the shareholders to vote on the motions for resolution set out on the agenda, the Chairman asks the participants whether they have any questions relating to the items on the agenda.

The meeting dealt with the oral questions of the shareholders.

The Chairman then notes the end of the questions session.

TERMS AND CONDITIONS OF THE VOTING

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

He informs them that each share, except for own shares, gives the right to one vote. He also reminded the meeting that only shareholders and representatives of shareholders are entitled to vote.

The Chairman points out that an electronic voting system is used for the voting.

DELIBERATIONS - RESOLUTIONS

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

FIRST RESOLUTION

The Chairman asks the meeting to vote on the motion to approve the annual accounts with regard to the financial year closed on 31 December 2016, including the following allocation of the results:

Profit of the financial year	+	479,265,083 EUR
Accumulated profits from previous year	+	336,107,163 EUR
Profit to be appropriated	=	815,372,246 EUR
Net transfers from the reserves	+	229,631 EUR
Return on capital (gross dividends)	-	485,884,870 EUR
Other beneficiaries (personnel)	-	25,215,774 EUR
Profit to be carried forward	=	304,501,233 EUR

For 2016, the gross dividend amounts to EUR 1.50 per share, entitling shareholders to a dividend net of withholding tax of EUR 1.065 per share, of which an interim dividend of EUR 0.50 (EUR 0.365 per share net of withholding tax) was already paid out on 9 December 2016; this means that a gross dividend of EUR 1.00 per share (EUR 0.70 per share net of withholding tax) will be paid on 28 April 2017. The ex-dividend date is fixed on 26 April 2017, the record date is 27 April 2017.

Vote:

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

1/ number of shares with valid votes: 247,961,726

2/ percentage that such votes represent in the share capital: 73.35 %

3/ total number of valid votes: 247,961,726 including:

FOR	247,579,361	99.85 %
AGAINST	382,365	0.15 %
ABSTENTION	0	0.00 %

SECOND RESOLUTION

The Chairman asks the meeting to vote on the motion to approve the Remuneration Report.

Vote:

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

1/ number of shares with valid votes: 247,961,730

2/ percentage that such votes represent in the share capital: 73.35 %

3/ total number of valid votes: 247,961,730 including:

FOR	240,419,703	96.96 %
AGAINST	6,138,798	2.48 %
ABSTENTION	1,403,229	0.57 %

THIRD RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2016.

Vote:

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

1/ number of shares with valid votes: 247,961,726

2/ percentage that such votes represent in the share capital: 73.35 %

3/ total number of valid votes: 247,961,726 including:

FOR	246,526,126	99.42 %
AGAINST	1,310,220	0.53 %
ABSTENTION	125,380	0.05 %

FOURTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant a special discharge to Mrs. Carine Doutrelepont and to Mrs. Lutgart Van den Berghe for the exercise of their mandate until 20 April 2016.

Vote:

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

1/ number of shares with valid votes: 247,961,726

2/ percentage that such votes represent in the share capital: 73.35 %

3/ total number of valid votes: 247,961,726 including:

FOR	246,531,430	99.42 %
AGAINST	1,301,235	0.52 %
ABSTENTION	129,061	0.05 %

FIFTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the members of the Board of Auditors for the exercise of their mandate during the financial year ended on 31 December 2016.

Vote:

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

- 1/ number of shares with valid votes: 247,961,725
- 2/ percentage that such votes represent in the share capital: 73.35 %
- 3/ total number of valid votes: 247,961,725 including:

FOR	246,503,756	99.41 %
AGAINST	1,324,600	0.53 %
ABSTENTION	133,369	0.05 %

SIXTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant a special discharge to Mr. Geert Verstraeten, representative of Deloitte Statutory Auditors SC sfd SCRL, for the exercise of his mandate as chairman and member of the Board of Auditors until 20 April 2016.

Vote:

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

- 1/ number of shares with valid votes: 247,961,725
- 2/ percentage that such votes represent in the share capital: 73.35 %
- 3/ total number of valid votes: 247,961,725 including:

FOR	246,508,256	99,41 %
AGAINST	1,327,850	0,54 %
ABSTENTION	125,619	0,05 %

SEVENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant a special discharge to Luc Callaert SC sfd SPRLU, represented by Mr. Luc Callaert, for the exercise of this mandate as member of the Board of Auditors until 20 April 2016.

Vote:

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

- 1/ number of shares with valid votes: 247,961,425
 2/ percentage that such votes represent in the share capital: 73.35 %
 3/ total number of valid votes: 247,961,425 including:

FOR	246,503,924	99.41 %
AGAINST	1,331,960	0.54 %
ABSTENTION	125,541	0.05 %

EIGHTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant discharge to the Independent Auditors Deloitte Statutory Auditors SC sfd SCRL, auditor of the consolidated accounts, represented by Mr. Michel Denayer and Mr. Nico Houthaeve, for the exercise of their mandate during the financial year closed on 31 December 2016.

Vote:

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

- 1/ number of shares with valid votes: 247,961,716
 2/ percentage that such votes represent in the share capital: 73.35 %
 3/ total number of valid votes: 247,961,716 including:

FOR	246,507,301	99.41 %
AGAINST	1,328,000	0.54 %
ABSTENTION	126,415	0.05 %

NINETH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant special discharge to Mr. Geert Verstraeten, representative of Deloitte Statutory Auditors SC sfd SCRL, as auditor of the consolidated accounts of the Proximus Group, for the exercise of his mandate until 20 April 2016.

Vote:

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

- 1/ number of shares with valid votes: 247,961,721
 2/ percentage that such votes represent in the share capital: 73.35 %
 3/ total number of valid votes: 247,961,721 including:

FOR	246,503,920	99.41 %
AGAINST	1,327,560	0.54 %
ABSTENTION	130,241	0.05 %

TENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to reappoint Mr. Pierre as independent Board Member for a period which will expire at the annual general meeting of 2021.

The candidate member presents himself to the meeting.

Vote:

The motion on the appointment of Mr. Pierre Demuelenaere is put to the vote. It is adopted as indicated below:

1/ number of shares with valid votes: 247,961,616

2/ percentage that such votes represent in the share capital: 73.35 %

3/ total number of valid votes: 247,961,616 including:

FOR	246,807,492	99.53 %
AGAINST	1,030,596	0.42 %
ABSTENTION	123,528	0.05 %

ELEVENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to approve the annual accounts of Wireless Technologies SA with regard to the financial year closed on 30 September 2016 in accordance with article 727 of the Belgian Companies Code.

Vote:

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

1/ number of shares with valid votes: 247,961,726

2/ percentage that such votes represent in the share capital: 73.35 %

3/ total number of valid votes: 247,961,726 including:

FOR	247,548,282	99.83 %
AGAINST	377,232	0.15 %
ABSTENTION	36,212	0.01 %

The Chairman reminds that the next item on the agenda is the communication of the annual report of the Board of Directors and the report of the statutory auditor of Wireless Technologies SA concerning the annual accounts as of September 30, 2016.

The meeting takes note of these documents and information.

TWELFTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant a discharge to the members of the Board of Directors of Wireless Technologies SA for the exercise of their mandate during the financial year closed on 30 September 2016 and the submission of the annual accounts at 30 September 2016 and the relating annual report to the ordinary shareholders' meeting of Proximus SA in accordance with article 727 of the Belgian Companies Code.

Vote:

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

- 1/ number of shares with valid votes: 247,961,451
- 2/ percentage that such votes represent in the share capital: 73.35 %
- 3/ total number of valid votes: 247,961,451 including:

FOR	246,267,390	99.32 %
AGAINST	1,566,230	0.63 %
ABSTENTION	127,831	0.05 %

THIRTEENTH RESOLUTION

The Chairman asks the meeting to vote on the motion to grant a discharge to Deloitte Statutory Auditors SC sfd SCRL, represented by Mr. Luc Van Coppenolle, auditor of Wireless Technologies SA for the exercise of his mandate during the financial year closed on 30 September 2016 and the submission of the relating auditor's report to the ordinary shareholders' meeting of Proximus SA in accordance with article 727 of the Belgian Companies Code

Vote:

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

- 1/ number of shares with valid votes: 247,961,726
- 2/ percentage that such votes represent in the share capital: 73.35 %
- 3/ total number of valid votes: 247,961,726 including:

FOR	246,509,070	99.41 %
AGAINST	1,323,860	0.53 %
ABSTENTION	128,796	0.05 %

CLOSURE OF THE MEETING

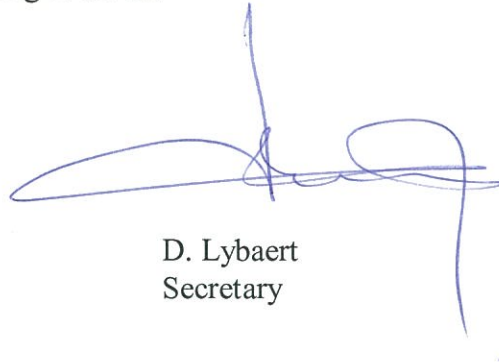
The meeting was closed at 19.15

MINUTES


These minutes are drawn up in Brussels and on the date indicated above.
They were signed by the members of the bureau and by those shareholders and shareholder representatives wishing to do so.




S. De Clerck
Chairman



D. Lybaert
Secretary



K. Van Parys
Teller



C. de Dorlodot
Teller