

## CHARTER OF THE NOMINATION AND REMUNERATION COMMITTEE

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- I. Status
  - II. Membership
  - III. Tasks and responsibilities
  - IV. Functioning
  - V. External advice
  - VI. Communication
- 

<b>I. STATUS</b>
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The Nomination and Remuneration Committee is an advisory committee of the Board of Directors (the “**Board**”). In addition to its function as nomination committee (*benoemingscomité/comité de nomination*), it also performs, within Proximus SA/NV under public law (the “**Company**”), the functions of the remuneration committee (*bezoldigingscomité/comité de rémunérations*) referred to in Article 526quater of the Belgian Companies Code (the “**BCC**”).

This Nomination and Remuneration Committee Charter has been adopted by the Board in accordance with Article 25 of the bylaws, and may only be modified by a decision of the Board 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 Nomination and Remuneration Committee, will only be adopted if they have been prepared in consultation with the Nomination and Remuneration Committee and if they receive broad support within the Board.

The Nomination and Remuneration Committee regularly reviews the present Charter and recommends to the Board any changes that are needed.

<b>II. MEMBERSHIP</b>
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The Nomination and Remuneration Committee consists of at least 3 and maximum 5 Directors, with at all times a majority of independent Directors.

The members are appointed by the Board after consultation of the Nomination and Remuneration Committee, for a renewable term of, in principle, three years, except for the Chairman of the Board, who is automatically a member of the Committee.

The Board will ensure a degree of continuity in the Committee by adhering to a policy of partial changeover and may, to that effect, appoint members for a shorter or longer period of time. Except for the Chairman of the Board, members of the Committee may be removed prior to the expiration of their term by the Board.

The Chief Executive Officer (the “**CEO**”) participates with a consultative vote to the meetings when the Committee discusses the remuneration of the members of the Executive Committee. Moreover, the CEO and the Chief Human Resources Officer are invited to attend meetings of the Nomination and Remuneration Committee, whenever appropriate in view of the matters on the agenda, such as internal appointment and remuneration procedures. When matters are discussed that concern them personally, or when requested to do so by the Nomination and Remuneration Committee, they leave the meeting.

The Chairman of the Board chairs the Nomination and Remuneration Committee.

Directors serving on the Nomination and Remuneration Committee receive an additional compensation equal to EUR 2,500 for each meeting of the Committee they attend in consideration for the additional commitment and workload involved in committee duties. The Chairman is entitled to an amount of EUR 5,000 per meeting.

Minutes of the meetings are kept by the Secretary General.

### III. TASKS AND RESONSIBILITIES

#### 1. *Nomination and appointment*

##### 1.1. ***Members of the Board and of Board committees***

The Committee reviews the appropriate size and composition:

- for the Board in view of Articles 16, 18 and 21 of the bylaws; and
- for the committees of the Board, i.e. it proposes the candidates Directors to be appointed for each committee to the Board.

The Committee has an important role in the nomination and appointment of Directors:

- With respect to the Directors to be appointed by the Shareholders' Meeting upon proposal of the Nomination and Remuneration Committee pursuant to Article 18, section 2 of the bylaws, the Committee leads the search for individuals qualified to become Directors, duly assesses all candidates identified and proposes to the Board those candidates retained for nomination. The Board file of each candidate is completed with a CV and an assessment. The Board shall not change of its own initiative the list of candidates proposed by the Committee. If the Board disagrees with one or more candidates proposed by the Committee, it must refer the matter back to the Committee duly explaining its reasons for the refusal. The Committee will then propose new names for the candidates not retained by the Board.
- With respect to candidate Directors proposed by a shareholder holding at least 25% of the shares (who is entitled to propose candidate Directors *pro rata* to its shareholding, i.e. the "**Nomination Right**") pursuant to Article 18 section 3 of the bylaws, the Committee assesses the candidate and submits a recommendation to the Board.
- If a vacant Director's mandate must be filled pursuant to the Nomination Right of a shareholder, the Board can only appoint a new Director to temporarily fill such vacancy upon a proposal by that shareholder, and after recommendation of the Nomination and Recommendation Committee. If a shareholder with a Nomination Right fails to propose candidates upon request of the Nomination and Remuneration Committee, then the Nomination and Remuneration Committee searches, pursuant to Article 21 of the bylaws, for candidate Directors and proposes such candidates to the Board for vacancies to be filled by the Board.

In performing its tasks, the Nomination and Remuneration Committee aims at achieving a reasonable representation of significant stable shareholders.

The Nomination and Remuneration Committee aims to positively evaluate and, as the case may be, propose as candidates, individuals who aspire to the highest personal and professional integrity and ethics, who attain high standards of professional ability and judgment and who are most suited, in conjunction with the other nominees and sitting Board members, for collectively serving the long-term interests of the Company.

The Committee must ensure that an appropriate number of candidates qualify as independent under applicable legal requirements, the bylaws and best practice guidelines. Moreover, the Committee

should, in view of the age limit which is in principle set at 70 years, strive to have candidates appointed who can take up the full tenure.

In the execution of its task, the Committee complies with the stipulations of the Board Charter in which the preparatory process and selection criteria for Directors are extensively described, which includes the following requirements to be taken into account at all times:

- the independent and non-independent status of Directors to meet the requirements set out in Article 524, section 4 in conjunction with Article 526ter BCC and Article 18 section 3 of the bylaws;
- the language parity requirements of Article 16 of the Law of 21 March 1991 and Article 16, section 3 of the bylaws;
- a reasonable gender distribution in application of the law of 28 July 2011 on the requirements with respect to the number of women in state owned companies and listed companies;
- the incompatibility provisions as set out in Articles 22 and 59 of the Law of 21 March 1991 and Article 17 of the Bylaws.

With respect to questions arising during the tenure of a Director, the Committee formulates a non-binding advice to the Board. The Board can only deviate from such recommendation with a duly motivated decision.

## **1.2. The CEO and Management**

The Committee provides assistance in the search for candidates for the position of CEO.

Upon proposal of the CEO, the Committee:

- reviews and assesses potential candidates for membership of the Executive Committee and oversees the development of executive succession plans;
- evaluates potential candidates for the function of Secretary General.

## **2. Remuneration**

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### **2.1. Remuneration policy**

The Committee formulates proposals to the Board on the remuneration policy for Directors, CEO and members of the Executive Committee, and, where appropriate, on the proposals that result from that.

### **2.2. Individual remuneration**

The Committee performs the following tasks relating to the CEO:

- evaluates and formulates a proposal on the compensation and benefits of the CEO;
- discusses performance goals for the CEO;
- reviews the performance of the CEO against such performance goals as well as any periodic compensation for meeting such performance goals;
- reviews any severance package to be awarded to the CEO;
- submits a proposal to the Board prior to any decision with respect to financial benefits, direct or indirect, immediate or postponed, awarded to the CEO or attached to his/her function.

Upon proposal of the CEO, the Committee performs the following tasks relating to the Executive Management:

- reviews the compensation and benefits of the members of the Executive Committee;
- discusses performance goals for the members of the Executive Committee;

- reviews the performance of the members of the Executive Committee against such performance goals as well as any periodic compensation for meeting such performance goals;
- reviews any severance package to be awarded to the members of the Executive Committee;
- submits a proposal to the Board prior to any decision with respect to financial benefits, direct or indirect, immediate or postponed, awarded to the members of the Executive Committee or attached to their function.

The Committee shall not make any recommendations or submit any proposals regarding performance goals for Executive Committee members, or regarding their evaluation and compensation against such performance goals, which the CEO has not proposed or supported.

The Committee performs the following tasks relating to other remuneration decisions:

- oversees the decisions of the CEO and/or of the Executive Committee with respect to compensation, benefits and severance packages of the other members of management;
- reviews the Company's incentive compensation and other equity-based plans;
- reviews Director's compensation and benefits.

### **2.3. The remuneration report**

The Committee prepares the remuneration report that is inserted by the Board in the annual report, referred to in Article 96, section 2 of the BCC.

## **3. Corporate Governance**

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The Committee reviews and monitors all Corporate Governance aspects and compliance with the Corporate Governance Code.

<b>IV. FUNCTIONING</b>
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### **1. Timing and agenda**

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The Nomination and Remuneration Committee meets as many times as its duties require, and in any event at least four times a year.

The first meeting is intended to review the performance, budgets for payout of bonus and merits, long term incentive plans and short term incentive plans. At that meeting an annual review of the philosophy and strategy of the remuneration is discussed as well.

In the first or second meeting the Nomination and Remuneration Committee determines the performance measurement targets of the CEO and the members of the Executive Committee through Key Performance Indicators ("KPI's").

On top of these meetings the Committee regularly organizes a meeting on Human Resources and a meeting on Corporate Governance.

Members are expected to attend all meetings of the Committee.

### **2. Notice and prior distribution of documents**

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A meeting of the Nomination and Remuneration Committee is convened by its Chairman. The Chairman of the Committee must call a meeting if so requested by a member of the Committee or the CEO.

As a principle, at least 10 days notice of the Committee meeting is 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 members' 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 members at the end of the week preceding the meeting. If supporting material is of a highly sensitive or confidential nature, the Chairman may deem it appropriate that no copies or information are distributed, but that members are given an opportunity to look into such materials before or at the meeting. Members are expected to review the material 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.

The Chairman shall ensure 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 Chairman can directly communicate with management to seek additional information. Other members should ask their questions through the Chairman. A tutorial or information sessions will be organised for new Committee members.

### **3. Reporting to the Board**

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The Nomination and Remuneration Committee reports its decisions, findings, recommendations and/or proposals to the Board after each meeting. In addition, the Committee presents to the Board an annual report regarding its activities.

<b>V. EXTERNAL ADVICE</b>
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The Committee may retain such outside counsel, experts, consultants and other advisors as it deems appropriate for the discharge of its duties. The Board 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 to that end by the Board. 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 obtain prior approval of the Board.

<b>VI. COMMUNICATION</b>
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The Nomination and Remuneration 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 Committee may meet separately with the Company's Chief Human Resources Officer to discuss any matters that the Committee or the division believes should be discussed privately with the Committee. The Human Resources Division shall fully cooperate with the Committee and report to it when so requested.