

VOTE BY MAIL

Annual General Meeting of April 19, 2017 (10.00 a.m.)

This form must be received at the latest on **April 13, 2017** by :

Proximus SA/NV of public law

Mrs. Patricia Van de Wiele, Secretary General

Bd du Roi Albert II, 27 (26U021)

B - 1030 Brussels (Belgium)

	The undersigned (name and first r	name / Name of the company)	
	Domicile / Regist	tered Office	
Owner of		Dematerialized shares (1) Registered shares (1)	of Proximus SA/NV
	Quantity	(1) cross out what is not applicable	

votes by mail in the following way with respect to the annual general meeting of the company, which will be held on Wednesday April 19, 2017 at 10.00 a.m.

My / Our vote on each of the proposed resolutions is as follows: (please tick the appropriate boxes)

- 1. Examination of the annual reports of the Board of Directors of Proximus SA under public law with regard to the annual accounts and the consolidated annual accounts at 31 December 2016.
- 2. Examination of the reports of the Board of Auditors of Proximus SA under public law with regard to the annual accounts and of the Independent Auditor with regard to the consolidated annual accounts at 31 December 2016.
- 3. Examination of the information provided by the Joint Committee.
- 4. Examination of the consolidated annual accounts at 31 December 2016.



Approval of the annual accounts of Proximus SA under public law at 31 December 2016.
 Motion for a resolution: approval of 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

Profit of the financial year	+	479,265,083 EUR
Accumulated profits	+	336,107,163 EUR
Profit to be appropriated	=	815,372,246 EUR
Net transfers from the reserves	+	229,631 EUR
Return on capital (gross dividend)	-	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.

pproval of the remuneration report. The position for a resolution: approval of the remuneration report. The position for a resolution: approval of the remuneration report. The position for a resolution: approval of the Board of Directors. The position for a resolution: granting of a discharge to the members of the Board of Director (sercise of their mandate during the financial year closed on 31 December 2016. The position for a special discharge to the members of the Board of Directors whose mandate of April 2016. The position for a resolution: granting of a special discharge to Mrs. Carine Doutrelepont and autgart Van den Berghe for the exercise of their mandate until 20 April 2016. The position for a resolution: granting of a discharge to the members of the Board of Auditors. The position for a resolution: granting of a discharge to the members of the Board of Auditors. The position for a resolution: granting of a discharge to the members of the Board of Auditors. The position for a resolution: granting of a discharge to the members of the Board of Auditors. The position for a resolution: granting of a discharge to the members of the Board of Auditors. The position for a resolution: granting of a discharge to the members of the Board of Auditors. The position for a resolution: granting of a discharge to the members of the Board of Auditors. The position for a resolution: granting of a discharge to the members of the Board of Auditors.	FOR		AGAINST	ABSTA	IN
ranting of a discharge to the members of the Board of Directors. otion for a resolution: granting of a discharge to the members of the Board of Directo cercise of their mandate during the financial year closed on 31 December 2016. FOR AGAINST ABSTAIN ranting of a special discharge to the members of the Board of Directors whose mandate D April 2016. otion for a resolution: granting of a special discharge to Mrs. Carine Doutrelepont an utgart Van den Berghe for the exercise of their mandate until 20 April 2016. FOR AGAINST ABSTAIN ranting of a discharge to the members of the Board of Auditors. otion for a resolution: granting of a discharge to the members of the Board of Auditors.	• •		•		
ranting of a discharge to the members of the Board of Directors. otion for a resolution: granting of a discharge to the members of the Board of Director cercise of their mandate during the financial year closed on 31 December 2016. FOR AGAINST ABSTAIN ranting of a special discharge to the members of the Board of Directors whose mandate Diagraphical April 2016. otion for a resolution: granting of a special discharge to Mrs. Carine Doutrelepont and attendant Van den Berghe for the exercise of their mandate until 20 April 2016. FOR AGAINST ABSTAIN ranting of a discharge to the members of the Board of Auditors. otion for a resolution: granting of a discharge to the members of the Board of Auditors.	otion for a	resolution: approv	al of the remuneration rep	oort.	
otion for a resolution: granting of a discharge to the members of the Board of Directo kercise of their mandate during the financial year closed on 31 December 2016. FOR AGAINST ABSTAIN ranting of a special discharge to the members of the Board of Directors whose mandate Diagram April 2016. Otion for a resolution: granting of a special discharge to Mrs. Carine Doutrelepont analyzer Van den Berghe for the exercise of their mandate until 20 April 2016. FOR AGAINST ABSTAIN ranting of a discharge to the members of the Board of Auditors. Otion for a resolution: granting of a discharge to the members of the Board of Auditors. Otion for a resolution: granting of a discharge to the members of the Board of Auditors.	FOR		AGAINST	ABSTA	IN
April 2016. Otion for a resolution: granting of a special discharge to Mrs. Carine Doutrelepont an atgart Van den Berghe for the exercise of their mandate until 20 April 2016. FOR AGAINST ABSTAIN ranting of a discharge to the members of the Board of Auditors. otion for a resolution: granting of a discharge to the members of the Board of Audito	FOR		AGAINST	ABSTA	IN
April 2016. Otion for a resolution: granting of a special discharge to Mrs. Carine Doutrelepont an atgart Van den Berghe for the exercise of their mandate until 20 April 2016. FOR AGAINST ABSTAIN ranting of a discharge to the members of the Board of Auditors. otion for a resolution: granting of a discharge to the members of the Board of Audito	FOR		AGAINST	ABSTA	IN
otion for a resolution: granting of a special discharge to Mrs. Carine Doutrelepont an utgart Van den Berghe for the exercise of their mandate until 20 April 2016. FOR AGAINST ABSTAIN ranting of a discharge to the members of the Board of Auditors. otion for a resolution: granting of a discharge to the members of the Board of Audito					
ranting of a discharge to the members of the Board of Auditors. otion for a resolution: granting of a discharge to the members of the Board of Auditors.	ranting of a	a special discharg	e to the members of the E	Board of Directors wh	ose mandate
ranting of a discharge to the members of the Board of Auditors. otion for a resolution: granting of a discharge to the members of the Board of Audito) April 2016	6.			
otion for a resolution: granting of a discharge to the members of the Board of Audito	April 2016 otion for a	6. resolution: grant	ing of a special discharg	ge to Mrs. Carine Do	
otion for a resolution: granting of a discharge to the members of the Board of Audito	O April 2016 lotion for a utgart Van	6. resolution: grant	ing of a special discharge exercise of their mandate	ge to Mrs. Carine Do te until 20 April 2016.	utrelepont and
	O April 2016 lotion for a utgart Van	6. resolution: grant	ing of a special discharge exercise of their mandate	ge to Mrs. Carine Do te until 20 April 2016.	utrelepont and
	O April 2016 otion for a utgart Van	6. resolution: grant den Berghe for the	ing of a special discharge exercise of their mandate. AGAINST members of the Board of	ge to Mrs. Carine Dote until 20 April 2016. ABSTA Auditors.	utrelepont and
	O April 2016 otion for a utgart Van FOR ranting of a otion for a	a discharge to the	ing of a special discharge exercise of their mandate AGAINST members of the Board of ing of a discharge to the	ge to Mrs. Carine Do te until 20 April 2016. ABSTA Auditors. e members of the Bo	IN ard of Audito

 Granting of 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.

Motion for a resolution: granting of 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.

FOR		AGAINST		ABSTAIN	
l l	1			l l	



	FOR		AGAINST		ABSTAIN	
Gr	oup.		o the Independent Auditor			
Au	iditors SC sfd	SCRL,	represented by Mr. Mich during the financial year c	iel Denayer ar	nd Mr. Nico Ho	
	FOR		AGAINST		ABSTAIN	
Au exe Mo De	ditors SC sfd ercise of his m otion for a reso eloitte Statutory	SCRL, andate upolition: go Auditon	ischarge to Mr. Geert Ve as auditor of the consolid intil 20 April 2016. granting of a special dischars SC sfd SCRL, as audito f his mandate until 20 April	ated accounts arge to Mr. Geor of the consol	of the Proximu ert Verstraeten,	s Group, representa
	FOR		AGAINST		ABSTAIN	
Re	eappointment c	f a Boar	d Member.			
Mo aft	otion for a reso ter recommen	olution: to	d Member. o reappoint Mr. Pierre Dem f the Nomination and Re ch will expire at the annual	muneration Co	mmittee, as inc	
Mo aft	otion for a reso ter recommen	olution: to	reappoint Mr. Pierre Dem f the Nomination and Re	muneration Co	mmittee, as inc	
Ap Mo	otion for a reso ter recommend ember for a pe FOR oproval of the a otion for a reso	olution: to dation or riod whice whice whice whice whice whice whice whice which will be sufficient to the control of the cont	reappoint Mr. Pierre Dem f the Nomination and Re ch will expire at the annual	muneration Co general meetin D16 of Wireless unts of Wireless	ABSTAIN Technologies S s Technologies S	lependent A. SA with re
Ap Mo	otion for a resorter recommendember for a pe FOR pproval of the action for a resorter for a resorter for a resorter financial years.	olution: to dation or riod whice whice whice whice whice whice whice whice which will be sufficient to the control of the cont	reappoint Mr. Pierre Dem f the Nomination and Rech will expire at the annual AGAINST counts at 30 September 20 pproval of the annual according to the ac	muneration Co general meetin D16 of Wireless unts of Wireless	ABSTAIN Technologies S s Technologies S	lependent A. SA with re
Ap Mc the Co	rection for a rescriptor recommender for a percentage of the approval of the a	nnual action: apar closed	reappoint Mr. Pierre Dem f the Nomination and Re ch will expire at the annual AGAINST Counts at 30 September 20 pproval of the annual accounts at 30 September 2016	muneration Cogeneral meetin D16 of Wireless unts of Wireless in accordance Directors and	ABSTAIN ABSTAIN Technologies Sometimes Somet	A. SA with reg 7 of the E
Ap Mc the Co	otion for a resorter recommendember for a performance of the approval of the a	nnual action: apar closed	reappoint Mr. Pierre Dem f the Nomination and Re ch will expire at the annual AGAINST counts at 30 September 20 pproval of the annual acco I on 30 September 2016 AGAINST all report of the Board of	muneration Cogeneral meetin D16 of Wireless unts of Wireless in accordance Directors and	ABSTAIN ABSTAIN Technologies Sometimes Somet	A. SA with reg 7 of the E



18. Granting of a discharge to the Auditor of Wireless Technologies SA. Motion for a resolution: granting of a discharge to Deloitte Statutory Auditors SC represented by Mr. Luc Van Coppenolle, auditor of Wireless Technologies SA for the eximandate during the financial year closed on 30 September 2016 and the submission of auditor's report to the ordinary shareholders' meeting of Proximus SA in accordance with of the Belgian Companies Code.							
	FOR		AGAINST		ABSTAIN		
19.	Miscellaneous.						
Done	e at		, on	, 201	7.		
Signa	ature(s) :						

Legal entities must specify the name, first name and title of the natural person(s) who signs this letter on their behalf. Owners of dematerialized shares or registered shares intending to vote by mail must also have completed the formalities described in the invitation.