

EXTRAORDINARY GENERAL MEETING

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"PROXIMUS"

public limited company under Belgian public law
as a listed company
located at 1030 Schaerbeek, Boulevard du Roi Albert II 27
VAT (BE) 0202.239.951
Brussels Register of Legal Entities
www.proximus.com
secretary.general@proximus.com

RENEWAL OF AUTHORIZED CAPITAL

-

RENEWAL OF AUTHORIZATION TO ACQUIRE THE COMPANY'S OWN SHARES

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AMENDMENT OF THE BYLAWS

On this day, April twenty-first, two thousand and twenty-one.

At 1140 Evere, rue Stroobants 51.

Before me, **Tim Carnewal**, notary in Brussels (first canton), exercising his function in the company, "Berquin Notaires", having its registered office in Brussels, avenue Lloyd George 11,

WAS CONVENED:

the Extraordinary General Meeting of the public limited company "**PROXIMUS**" in its capacity as a listed company, having its registered office at 1030 Schaerbeek, Boulevard du Roi Albert II 27, hereinafter referred to as "*the Company*".

IDENTIFICATION OF THE COMPANY

The Company was incorporated as an autonomous public company, governed by the law of July 19, 1930, creating the Régie des télégraphes et des téléphones (Telegraph and Telephone Company), as amended by the law of March 21, 1991, on the reform of certain economic public undertakings, by the law of December 12, 1994 amending the law of March 21, 1991 on the reform of certain economic public undertakings and the law of June 17, 1991 on the organization of the public credit sector and the holding of public sector shareholdings in certain financial companies under private law, and the Royal Decree of August 19, 1992 approving the first management contract of the Telegraph and Telephone Company, and was transformed, without interruption of the continuity of its legal personality, into a public limited company under public law, the bylaws of which were laid down by Royal Decree of December 16, 1994, published in the Annexes to the Belgian Official Gazette of December 22, 1994.

The bylaws have been amended several times and for the last time by minutes drawn up by Mr. Tim Carnewal, notary public in Brussels, on April 15, 2020, published in the Annexes to the Belgian Official Gazette of May 14, 2020, under numbers 20057591 and 20057592,

approved by Royal Decree approving amendments to the bylaws of Proximus of July 3, 2020, published in the Belgian Official Gazette of July 13, 2020, under number 2020031091.

The Company's website is www.proximus.com.

The Company's electronic address is secretary.general@proximus.com.

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

OPENING OF THE MEETING - COMPOSITION OF THE BUREAU

The meeting began at 11:55 am, under the chairmanship of Mr. **Stefaan Maria De Clerck**, residing at 8500 Kortrijk, Damkaai 7.

Mr. **Dirk Joris Lybaert**, residing at 2547 Lint, Veldstraat 81, was appointed as secretary.

Mr. **Koen Van Parys**, residing at 3511 Kuringen, Pierre Coxstraat 61, and Mr. **Igor Makedonsky**, residing at 4140 Sprimont, Rue de Warnoumont 99, were appointed as tellers.

VERIFICATIONS BY THE BUREAU - ATTENDANCE

Preliminary statement regarding the current extraordinary circumstances (Corona Crisis)

The Chairman stated that the Board of Directors, taking into account the measures imposed by the Belgian government to deal with the Covid-19 pandemic, had decided to hold this extraordinary general meeting digitally. Therefore, shareholders had been offered the possibility of participating remotely by electronic means of communication made available by the Company.

It was possible to follow the meeting by live streaming which was made available on the Company's website (www.proximus.com) and on the Pickx Live channel (channel 11).

The Company permitted physical access of shareholders to this meeting only where authorized in light of the measures applicable to physical meetings, and always taking into account the recommendations of the authorities and health and safety considerations.

The Chairman informed the meeting of the observations and verifications made by the bureau, during and following the participants' registration formalities with respect to the composition of the meeting.

1. Convening of the holders of securities

Before the opening of the meeting, the proof of the notices published in the *Belgian Official Gazette* and in the press were handed to the bureau. These will be kept in the Company's archives. The bureau noted that said notices were published:

- on March 19, 2021 in the *Belgian Official Gazette*;
- on March 19, 2021 in *De Tijd*;
- on March 19, 2021 in *L'Echo*.

The text of the convening notice, together with the proxy form and the remote voting form, as well as the special report of the Board of Directors drawn up in accordance with Article 7:199 in conjunction with Article 7:202, second paragraph, 2° of the Companies and Associations Code, and a coordinated version of the proposed amendments to the bylaws, were also made available to the shareholders on the Company's website (<https://www.proximus.com/investors/shareholders-meeting.html>) from March 19, 2021 onwards.

A communication was sent to Belga, Bloomberg, Reuters and Dow Jones in order to ensure international distribution.

The bureau also noted, by taking note of the copy of the letters sent or, as the case may be, of the e-mails, that a notice convening the meeting was sent by letter or, as the case

may be, by e-mail (if an electronic address was communicated to the company for notification by this means of communication) on March 19, 2021 to the registered shareholders, as well as to the directors and the statutory auditors.

2. Verification of the powers of the participants in the meeting

With regard to participation in this meeting, the bureau checked whether Articles 32, 33 and 39 of the bylaws had been respected.

Holders of shares participating in this meeting remotely via the electronic means of communication made available by the Company in accordance with Article 7:137 of the Companies and Associations Code, were to send notification of their intention to participate in this meeting, as well as the number of shares for which they intend to take part in the vote, either on the Lumi platform via the link www.lumiagm.com, or, in the case of holders of dematerialized shares, to ask their financial institution to inform Euroclear Belgium immediately, and, in the case of holders of registered shares, to notify the General Secretariat in writing. The notification was to be sent to Euroclear Belgium, preferably by e-mail (ebe.issuer@euroclear.com) or by post (for the attention of the Issuer Relations Department, Boulevard du Roi Albert II, 1 - 1210 Brussels), and was to be made on the Lumi platform via the link www.lumiagm.com, or be received by Euroclear Belgium by Thursday April 15, 2021 at 4 p.m. at the latest.

The conformity of the above-mentioned formalities has been confirmed to me, notary, by the bureau. The various supporting documents will be kept in the Company's archives.

3. Attendance list

An attendance list has been drawn up showing the name and address, or the name and registered office, of all shareholders taking part in the meeting in person, if applicable via the electronic means of communication made available by the Company, or by proxy. The original list will remain appended to these minutes. The related proxies will be kept in the Company's archives.

This list will be supplemented by a list of shareholders who have voted remotely, by correspondence or in electronic form, in accordance with Article 39 of the bylaws. The remote voting forms will be kept in the Company's archives.

4. Verification of the attendance quorum

The bureau noted, on the basis of the attendance list, that 245,790,258 shares of a total three hundred and thirty-eight million, twenty-five thousand, one hundred and thirty-five (338,025,135) shares were represented.

The Company currently holds 15,171,491 of its own shares.

In accordance with Article 40 of the bylaws in conjunction with Article 7:153 of the Companies and Associations Code, the meeting can only validly deliberate and decide if the participants in the meeting represent at least half of the capital.

Consequently, the bureau noted that the meeting could validly deliberate on the items on the agenda.

5. Third parties present at the meeting

In addition to the above-mentioned persons, the following persons, among others, were also present at the meeting:

- Mr. Guillaume Boutin (*Chief Executive Officer*); and
- Ms. Katleen Vandeweyer (*Chief Financial Officer*).

AGENDA

The Chairman reminded those present of the meeting's agenda:

1. Authorization for a capital increase within the limits of the authorized capital

Acknowledgment of the special report of the Board of Directors on the authorization in relation to the authorized capital, prepared in accordance with Article 7:199 in conjunction with Article 7:202, second paragraph, 2° of the Companies and Associations Code.

Proposed resolution: motion to renew the authorization conferred on the Board of Directors, for a period of five years from the date of the notification of the amendment of these bylaws by the general meeting of April twenty-first, two thousand and twenty-one, to increase the capital of the company, in one or more transactions, up to a maximum of EUR 200,000,000.00, in accordance with the provisions of Article 5, paragraph 1 of the bylaws.

Following this decision, proposal to amend Article 5, paragraph 2 of the bylaws as follows: replacement of the date "April twentieth, two thousand and sixteen" by "April twenty-first, two thousand and twenty-one".

2. Authorization to the Board of Directors to acquire the Company's own shares.

Proposed resolution: motion to renew the authorization conferred on the Board of Directors to acquire, within a period of five years from April twenty-first, two thousand and twenty-one, and within the legal limits, the maximum number of shares permitted by law at a price that may not be more than five percent higher than the highest closing price of the thirty trading days preceding the transaction, or more than ten percent lower than the lowest closing price of the thirty trading days preceding the transaction.

Following this resolution, motion to amend Article 13, paragraph 2 of the bylaws as follows: replacement of the date "April twentieth, two thousand and sixteen" by "April twenty-first, two thousand and twenty-one".

3. Proxy

Proposed resolution: motion to grant a proxy to each employee of the cooperative company with limited liability "Berquin Notaires", at 1000 Brussels, avenue Lloyd George 11, to prepare, sign and deposit the coordinated text of the company's bylaws at the registry of the competent court.

Pursuant to Article 41, paragraph 4, of the law of March 21, 1991 on the reform of certain public economic enterprises, the above-mentioned amendments to the bylaws only take effect after approval by the Crown, in the form of a decree deliberated by the Council of Ministers.

CHAIRMAN'S STATEMENT

I. Voting procedures

The Chairman reminded the meeting that, in accordance with Article 38 of the bylaws, each share gives the right to one vote. He also pointed out that only shareholders and their representatives could participate in the vote.

Shareholders could vote in advance electronically on the Lumi platform, using the link www.lumiagm.com, and by post, in accordance with Article 39 of the bylaws. Remote, postal or electronic votes, duly cast, will also be taken into account as duly cast votes.

In addition, shareholders participating in the meeting via the electronic means of communication made available by the Company, also had the possibility to vote electronically at the meeting.

The Chairman also reminded the meeting that:

- for the motions for a resolution relating to items 1 and 2 of this agenda to be validly adopted, the shares giving voting rights must represent at least half of the capital and the motions must receive three quarters of the votes cast, in accordance with Article 40 of the Company's bylaws in conjunction with Article 7:153 of the Companies and Associations Code;
- for the motion for a resolution on item 3 of this agenda to be validly adopted, the motion must receive a majority of half plus one of the votes cast, in accordance with Article 36 of the Company's bylaws.

The Chairman informed those present that voting would take place electronically.

The Chairman stated that the votes of those shareholders who had voted remotely, by post or electronically, had already been automatically entered into the database and that these votes would be added to the votes cast at the meeting. The exact totals of the votes cast remotely, by post or in electronic form, and the votes cast at the meeting, are recorded in the minutes.

Finally, the Chairman reminded the meeting that by virtue of Article 41, paragraph 4 of the Law of March 21, 1991 on the reform of certain economic public undertakings, an amendment to the bylaws only enters into effect after approval by the Crown, by decree deliberated in the Council of Ministers.

II. Questions

In accordance with Article 37 of the bylaws, the Chairman invited the shareholders participating in the meeting in person, if applicable via the electronic means of communication made available by the Company, or by proxy, and who wish to do so, to ask any questions arising from the items on the agenda.

The Chairman reminded the meeting that shareholders had the possibility to ask their questions in advance in writing (on the Lumi platform, via the link www.lumiagm.com, or to the General Secretariat).

There were no questions during the question time.

The Chairman then noted the closing of the discussions.

DELIBERATION - RESOLUTIONS

The Chairman subsequently submitted each of the motions for resolution on the agenda to a vote.

FIRST RESOLUTION - Authorization for a capital increase within the limits of the authorized capital

Acknowledgment of the report

The meeting exempted the Chairman from reading out the special report of the Board of Directors on the authorization in matters of authorized capital, prepared in accordance with Article 7:199 in conjunction with Article 7:202, second paragraph, 2° of the Companies and Associations Code.

A copy of this report was presented to the notary so that it could be stored in his file.

Renewal of authorization

The Chairman submitted to the meeting the motion to renew the authorization granted to the Board of Directors, for a period of five years from the date of notification of the amendment of these bylaws by the general meeting of April twenty-first, two thousand and twenty-one, to increase the capital of the company, in one or more transactions, up to EUR 200,000,000.00, in accordance with the provisions of paragraph 1 of Article 5 of the bylaws.

Therefore, the Chairman submitted to the meeting the motion to amend Article 5, paragraph 2 of the bylaws as follows: replacement of the date "*April twentieth, two thousand and sixteen*" by "*April twenty-first, two thousand and twenty-one*".

Vote:

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

1/ Number of shares for which votes have been validly cast: 245,790,258

2/ Proportion of capital represented by these votes: 72.7%

3/ Total number of validly cast votes: 245,790,258

of which:

FOR	213,216,517
AGAINST	32,270,796
ABSTENTIONS	302,945

RESOLUTION TWO - Authorization to the Board of Directors to acquire the Company's own shares

The Chairman submitted to the meeting the motion to renew the authorization granted to the Board of Directors to acquire, within a period of five years from April twenty-first, two thousand and twenty-one, and within the legal limits, the maximum number of shares authorized by law at a price that may not be more than five percent higher than the highest closing price of the thirty trading days preceding the transaction nor more than ten percent lower than the lowest closing price of the thirty trading days preceding the transaction.

Therefore, the Chairman submitted to the meeting the motion to amend Article 13, paragraph 2 of the bylaws as follows: replacement of the date "*April twentieth, two thousand and sixteen*" by "*April twenty-first, two thousand and twenty-one*".

Vote:

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

1/ Number of shares for which votes have been validly cast: 245,790,258

2/ Proportion of capital represented by these votes: 72.7%

3/ Total number of validly cast votes: 245,790,258

of which:

FOR	195,653,047
AGAINST	48,041,740
ABSTENTIONS	2,095,471

THIRD RESOLUTION - Proxy for coordination

The Chairman submitted to the meeting the motion to grant a proxy to each employee of the cooperative company with limited liability "Berquin Notaires", at 1000 Brussels, avenue Lloyd George 11, to prepare, sign and deposit the coordinated text of the bylaws of the company at the registry of the competent court.

Vote:

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

1/ Number of shares for which votes have been validly cast: 245,790,258

2/ Proportion of capital represented by these votes: 72.7%

3/ Total number of validly cast votes: 245,790,258

of which:

FOR	245,014,869
AGAINST	472,444
ABSTENTIONS	302,945

CLOSING OF THE MEETING

There being no further business to conduct, the meeting was adjourned.

REGISTRATION FEE

The registration fee is ninety-five euros (EUR 95.00).

IDENTITY

The notary confirmed the last name, first names, date and place of birth and domicile of the members of the Bureau on the basis of their identity cards.

FOR WHICH THESE MINUTES

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

After reading and commenting on the minutes, the present minutes were signed by the members of the bureau, and me, notary.

(Followed by the signatures)

CERTIFIED TRUE COPY.