

The Board of Directors of Proximus SA under public law is pleased to invite its shareholders to attend the annual general meeting on Wednesday 17 April 2019 at 10 a.m. The meeting is held in the Proximus Lounge, rue Stroobants 51, 1140 Brussels, Belgium.

We kindly request that you arrive at least 45 minutes before the start of the meeting so that the registration formalities can be completed.

AGENDA - ANNUAL GENERAL MEETING

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 2018.
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 2018.
3. Examination of the information provided by the Joint Committee.
4. Examination of the consolidated annual accounts at 31 December 2018.
5. Approval of the annual accounts of Proximus SA under public law at 31 December 2018.
Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2018, including the following allocation of the results:

Profit of the financial year to be appropriated	+	451,153,877.43 EUR
Accumulated profits	+	130,230,237.97 EUR
Profit to be appropriated	=	581,384,115.40 EUR
Net transfers from reserves	+	248,878,155.51 EUR
Profit to be distributed (dividends)	-	484,602,858.38 EUR
Other beneficiaries (personnel)	-	28,003,503.37 EUR
Profit to be carried forward	=	317,655,909.16 EUR

For 2018, the gross dividend amounts to EUR 1.50 per share, entitling shareholders to a dividend net of withholding tax of EUR 1.05 per share, of which an interim dividend of EUR 0.50 per share (EUR 0.35 per share net of withholding tax) was already paid out on 7 December 2018; 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 26 April 2019. The ex-dividend date is fixed on 24 April 2019, the record date is 25 April 2019.

6. Approval of the remuneration report.
Motion for a resolution: approval of the remuneration report.
7. Granting of a discharge to the members of the Board of Directors.
Motion for a resolution: granting of a discharge to the members of the Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2018.
8. Granting of a discharge to the members of the Board of Auditors.
Motion for a resolution: granting of a discharge to the members of the Board of Auditors for the exercise of their mandate during the financial year closed on 31 December 2018.
9. Granting of a discharge to the Independent Auditors for the consolidated accounts of the Proximus Group.
Motion for a resolution: granting of a discharge to the Independent Auditors Deloitte Statutory Auditors SCRL, represented by Mr. Michel Denayer and Mr. Nico Houthaeve, for the exercise of their mandate during the financial year closed on 31 December 2018.

10. Reappointment of a Board Member.
Motion for a resolution: to reappoint Mr. Martin De Prycker upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, as independent Board Member for a period, which will expire at the annual general meeting of 2023.

This Board member retains his capacity of independent member as he meets the criteria laid down in Article 526ter of the Belgian Company Code and in the Belgian Corporate Governance Code 2009. His CV is available on www.proximus.com. This second mandate will be remunerated in the same way as that of the other directors, in accordance with the decision taken by the shareholders' meeting of 2004.
11. Reappointment of a Board Member
Motion for a resolution: to reappoint Mrs. Dominique Leroy upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, as Board Member for a period, which will expire at the annual general meeting of 2023. This Board mandate is not remunerated.
12. Appointment of a new Board Member
Motion for a resolution: to appoint Mrs. Catherine Rutten upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, as independent Board Member for a period which will expire at the annual general meeting of 2023.

This Board member has the capacity of independent member as she meets the criteria laid down in Article 526ter of the Company Code and in the Belgian Corporate Governance Code 2009. Her CV is available on www.proximus.com. This mandate will be remunerated in the same way as that of the other directors, in accordance with the decision taken by the shareholders' meeting of 2004.
13. Appointment of a Board of Auditors in charge of the joint audit of the consolidated accounts for the Proximus Group.
Motion for a resolution: to appoint Deloitte Bedrijfsrevisoren CVBA/Réviseurs d'Entreprises SCRL, represented by Mr. Geert Verstraeten and CDP Petit & Co SPRL, represented by Mr. Damien Petit, responsible for the joint audit of the consolidated accounts of the Proximus Group, for a period of three years for an annual audit fee of 325,149 EUR (to be indexed annually).
14. Acknowledgment of change of the permanent representative of the auditor Deloitte Bedrijfsrevisoren CVBA for the certification of the annual accounts of Proximus SA under public law.
Motion for a resolution: the meeting takes note of the change of the permanent representative of **Deloitte Bedrijfsrevisoren CVBA/Deloitte Réviseurs d'Entreprises SCRL. Deloitte Bedrijfsrevisoren CVBA/Deloitte Réviseurs d'Entreprises SCRL has decided to replace** Mr Michel Denayer as permanent representative by Mr. Geert Verstraeten from 17 April 2019.
15. Miscellaneous.

The annual general meeting will be able to deliberate validly regardless of how many shareholders are present or represented.

Practical provisions

Registration and participation

The company draws attention to the fact that only shareholders who fulfill the two conditions set out in points A and B are authorized to participate and vote in the annual general meeting. These conditions are as follows:

- A. The registration of the shares in the name of the shareholder at midnight, Wednesday 3 April 2019 (Belgian time) (= "Registration Date").

For dematerialized shares: the shares must be registered in the name of the shareholder, on the "Registration Date", in the accounts of a recognized account holder or a clearing body, without any action being required on the part of the shareholder.

For registered shares: the shares must be registered in the name of the shareholder, on the "Registration Date", in the company's register of shareholders, without any action being required on the part of the shareholder.

- B. Shareholders must give notification of their wish to participate in the annual general meeting and of the number of shares they wish to represent in the voting.

This notification takes place in the following manner:

Holders of dematerialized shares will receive a certificate from the recognized account holder or the clearing body, stating the number of dematerialized shares registered in the name of the shareholder on the "Registration Date". They are requested to instruct their financial institution to immediately inform Euroclear Belgium, within the deadline cited below, of their wish to participate in the annual general meeting and the number of shares they wish to represent in the voting.

Holders of registered shares are requested to inform Proximus' Secretary General in writing, within the deadline cited below, of the number of shares they wish to represent in the voting at the annual general meeting.

The notification, in the form of the aforementioned certificate (from the recognized account holder or from the clearing body) or a copy of the notification to the Secretary General, must be provided to Euroclear Belgium by e-mail (ebe.issuer@euroclear.com), by post (FAO the Issuer Relations department, Bd. du Roi Albert II 1, B-1210 Brussels) or by fax (+32 2 337 54 46). The notification must reach Euroclear Belgium by no later than 4 p.m. on Thursday 11 April 2019.

Holders of bonds, warrants or certificates issued with the cooperation of the company, who, under the terms of Article 537 of the Belgian Companies Code, are entitled to attend the meeting with an advisory vote only, are asked to follow the same deposit and prior notification formalities as those imposed on shareholders.

These formalities are free of charge for shareholders.

Proxies

Under Article 33 of Proximus' bylaws, shareholders may designate in writing another person as their proxy by e-mail or fax. In this case, the shareholder must complete and sign the proxy form available on our website. A copy of the proxy form must be provided to Proximus' Secretary General by no later than Thursday 11 April 2019.

The signed original proxy form must be given to the proxyholder. He/she will be required to present it to the company representatives on the day of the meeting to be admitted to the meeting.

Admittance

Every natural person attending the meeting in his/her capacity as shareholder, proxyholder or representative of a legal person must be able to show proof of his/her identity to be admitted to the venue of the meeting. Representatives of legal persons must prove their capacity of corporate body or special proxyholder.

Voting by post

Pursuant to Article 39 of Proximus' bylaws, each shareholder is entitled to vote by post on matters decided upon at this meeting. The voting by post must be done using the form that is issued by the company. It is available at Proximus' Secretary General and on **the company's** website. An original copy of the duly signed voting form by post must be received by the Secretary General by no later than Thursday 11 April 2019.

Documentation

All documents are made available on the company's website. On working days and during normal office hours, holders of shares, bonds, warrants or certificates issued with the cooperation of the company, may obtain a copy of the documents to be submitted by law, at the Secretary General of Proximus.

The documents were sent free of charge to the owners of registered shares on Friday 15 March 2019. These documents are also sent to the directors and the auditors as well as to the persons who have completed the formalities to participate in the annual general meeting.

Written questions

Shareholders who have validly given notification in writing of their participation in the annual general meeting by e-mail or fax, may submit questions to the directors about their report or the items on the agenda, and to the auditors about their report. Such questions must be received by Proximus' Secretary General by no later than Thursday 11 April 2019.

Additional items on the agenda

One or more shareholders, who together possess at least 3% of Proximus' share capital, may have items to be dealt with placed on the agenda of the annual general meeting and submit motions for resolution on items included or to be included in the agenda. Such requests, together with proof of ownership of the required participation, and, as the case may be, the text of the items to be dealt with and the related motions for resolution, must be submitted by e-mail to secretary.general@proximus.com by no later than Tuesday 26 March 2019. In this case, the company will announce the revised agenda by no later than Tuesday 2 April 2019.

Contact details **Proximus' Secretary General**

Proximus SA under public law, to the attention of Dirk Lybaert, Secretary General (office 26U027), Boulevard du Roi Albert II 27, B-1030 Brussels – secretary.general@proximus.com – fax +32 2 202 52 00 – website www.proximus.com