

Extraordinary General Shareholders' Meeting

Brussels, 14 April 2010

belgacom

Theo Dilissen

Chairman of the Board

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Dirk Lybaert

Secretary General

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Proposed resolutions

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Questions & Answers

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**Vote on
the proposed resolutions**

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Proposed resolution

Proposal to renew the powers of the Board of Directors to acquire the maximum number of shares permitted by law in case this acquisition is necessary for preventing any imminent and serious prejudice to the Company. This mandate is granted for a new period of three years starting on the day of disclosure of this amendment to the Articles of Association by the General Meeting of 14 April 2010. The price paid for such shares may not be more than 5% above the highest closing price in the 30-day trading period preceding the transaction, and no more than 10% below the lowest closing price in that same 30-day trading period.

Proposal to modify Article 13, Section 4 of the Articles of Association as follows: *replace "11 April 2007" by "14 April 2010" in Article 13, Section 4 of the Articles of Association.*

- 1. FOR**
- 2. AGAINST**
- 3. ABSTAIN**

Proposed resolution

Proposal to renew the powers of the Board of Directors, for a new period of three years starting from the day of this amendment to the Articles of Association by the General Meeting of 14 April 2010, to increase capital, in any and all forms, including a capital increase where the pre-emptive rights of shareholders are restricted or withdrawn, even after receipt by the Company of a notification from the Belgian Banking, Finance and Insurance Commission of a takeover bid for the Company's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions laid down in Article 607 of the Commercial Companies Code.

Proposal to modify Article 5, Section 3, Sub-section 2 of the Articles of Association as follows: *replace "11 April 2007" by "14 April 2010" in Article 5, Section 3, Sub-section 2 of the Articles of Association,*

- 1. FOR**
- 2. AGAINST**
- 3. ABSTAIN**

Proposed resolution

Proposal to grant all powers to the Secretary General, including that of replacement, for the purpose of coordinating the Articles of Association to reflect the resolutions above.

1. **FOR**
2. **AGAINST**
3. **ABSTAIN**

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