

Free translation**EXTRAORDINARY GENERAL MEETING**

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BELGACOM

public limited company under public law
 with its registered office at Bd. du Roi Albert II 27, B-1030 Brussels
 VAT (BE) 0202.239.951 - Brussels Register of Legal Entities

NAME CHANGE**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Today, 15 April 2015,
 At Rue Stroobants 51, 1140 Brussels
 Before me, Mr. **Eric SPRUYT**, Associated Notary in Brussels,

WAS CONVENED

the Extraordinary General Meeting of Shareholders of '**BELGACOM**', société anonyme société anonyme de droit public (company limited by shares under public law), with its registered office at Boulevard du Roi Albert II, 27, B-1030 Brussels, hereinafter referred to as "*the company*" or "*the Company*".

IDENTIFICATION OF THE COMPANY

The company was established as an autonomous public-sector company, governed by the Law of 19 July 1930 setting up the RTT (Régie des Téléphones et Télégraphes – Belgian National Telephone and Telegraph Company), as amended by: the Law of 21 March 1991 on the reorganization of certain public-sector commercial undertakings, the Law of 12 December 1994 amending the Law of 21 March 1991 on the reorganization of certain public-sector commercial undertakings, the Law of 17 June 1991 concerning the organization of the public credit sector and the holding by the public sector of participating interests in certain private-sector financial corporations, and the Order in Council (Royal Decree) of 19 August 1992 approving the first RTT management contract. The company was transformed into a société anonyme (company limited by shares) under public law without putting an end to its legal personality, and its Articles of Association were established in the Royal Decree of 16 December 1994, published in the Appendix to the Belgian Official Gazette (*Belgisch Staatsblad/Moniteur Belge*) of 22 December 1994.

The Articles of Association have been amended on several occasions, most recently via an act drawn up by the Brussels notary Mr. Tim Carnewal on 16 April 2014, published in the Appendix to the Belgian Official Gazette of 12 May of the same year under number 97126, approved by the Royal Decree on 16 February approving an amendment to BELGACOM's Articles of Association of 16 April 2014, and published in the Belgian Official Gazette of 27 February 2015 year under number c-2015/14086.

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

OPENING OF THE MEETING AND COMPOSITION OF THE BUREAU

The meeting is opened at 11:30 a.m.

under the chairmanship of Mr. **Stefaan Maria DE CLERCK**, born in Kortrijk on 12 December 1951, residing at 7 Damkaai, 8500 Kortrijk, with the national ID number 511212 347 60.

Composition of the bureau

- Mr. **Dirk Joris LYBAERT**, born in Wilrijk on 29 July 1960, residing at 81 Veldstraat, 2547 Lint, with national number 600729 31923, was appointed secretary of the meeting;

- Mr. **Johan Jozef Hubert ROBEYNS**, born in Leuven on 27 May 1968, residing at 19 Platte Lostraat, 3010 Leuven, with national ID number 680527 325 37, and

- Ms. **Cathérine Cécile de DORLODOT**, born in Namur on 28 October 1965, residing at 226 Avenue Baron Albert d'Huart, 1950 Kraainem, with national ID number 651028 088 22 were appointed as tellers.

VERIFICATIONS BY THE BUREAU - ATTENDANCE

The Chairman informs 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. Convocation of the shareholders

The references of the notices convening the meeting which appeared in the *Belgian Official Gazette* and in the press were submitted to the bureau before the meeting was opened. These will be filed in the company's archives. The bureau confirmed that the notices were published on the following dates:

- thirteenth of March 2015 in the *Belgian Official Gazette*;
- thirteenth of March 2015 in *De Tijd*;
- thirteenth of March 2015 in *L'Echo*.

The text of the notice convening the meeting, as well as the proxy models and forms for voting by letter, have been available to shareholders on the company's website (www.belgacom.be/investor) since thirteenth of March 2015. A communication was sent to Belga, Bloomberg, Reuters and Dow Jones in order to ensure international distribution.

The bureau also noted, having seen the copy of the letters sent, that a notice convening the meeting had been sent by regular post to the registered shareholders, the holders of registered bonds, and the directors and the auditors on thirteenth of March 2015.

2. Verification of the powers of those participating in the meeting

As regards the participation in the General Shareholders' Meeting, the bureau checked whether Articles 34, 35 and 39bis of the Articles of Association had been respected. The bureau confirmed this to our notary. The different supporting documents and the original mandates will be filed in the company's archives.

3. Attendance list

An attendance list was drawn up, containing the name and address or company name and registered address of all shareholders participating in the meeting in person or by proxy. The original list will remain appended to these minutes. The related proxies will be stored in the company's archives.

This list was supplemented with a list of all the shareholders who voted by letter, in accordance with Article 39bis of the Articles of Association.

4. Verification of a quorum

The bureau noted, on the basis of the attendance list, that 242,570,233 shares of a total 338,025,135 shares were represented. After deduction of own shares, the number of voting shares was: 321,608,457.

This means that the legal quorum of fifty percent plus one (50% + 1) share was exceeded. Consequently, the meeting could validly deliberate and decide on the agenda.

5. Third persons present at the meeting

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

- some directors of the company;
- members of the company's Management Committee;
- the company's auditors;
- students of the Artemis Hogeschool Antwerp
- employees of the company and of firms hired by it, responsible for the meeting's logistics.

AGENDA

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

1. Name change

Motion for a resolution: proposal to change the company name to "**PROXIMUS**".

This proposal for a resolution relating to the name change is subject to a double condition precedent, namely: a) the change of the name "Belgacom" to "Proximus" in the Law of 21 March 1991 on the reorganization of certain public-sector commercial undertakings and b) the approval of this name change by Royal Decree deliberated before the Council of Ministers in accordance with Article 41, §4 of the aforementioned law.

2. Amendment of Article 1 and Article 17.4 of the Articles of Association pursuant to the name change

Motion for a resolution: proposal to replace Article 1 of the Articles of Association with the following text:

"The autonomous public-sector company "Proximus" is a company limited by shares under public law in accordance with provisions of the Law of 21 March 1991 on the reorganization of certain public-sector commercial undertakings.

The Company is subject to the statutory and regulatory provisions of commercial law applicable to companies limited by shares in all matters not expressly determined by (or by virtue of) the Law of 21 March 1991 or any other specific legislation.

It is a company which makes or has made public share offerings.

The name "Proximus", preceded or followed by the expressions "société anonyme de droit public" or "naamloze vennootschap van publiek recht" [company limited by shares under public law], must appear on all official documents, invoices, notices, publications, correspondence, order forms and other documents issued by the Company."

And proposal to replace Article 17.4 of the Articles of Association with the following text:

"Section 4

Proximus may only nominate, directly or indirectly, as Directors for its subsidiaries persons that satisfy the criteria laid down in Sections 1 to 3 above, the exception being that it may nominate Proximus employees for such offices."

This proposal for a resolution relating to the change of Articles 1 and 17.4 of the Articles of Association is subject to a double condition precedent, namely: a) the change of the name

"Belgacom" to "Proximus" in the Law of 21 March 1991 on the reorganization of certain public-sector commercial undertakings and b) the approval of this name change by Royal Decree deliberated before the Council of Ministers in accordance with Article 41, §4 of the aforementioned law.

3. Powers regarding Items 1 and 2.

3.a. Motion for a resolution: proposal to grant all powers to the Secretary General, including the authority of substitution, for the purpose of coordinating the Articles of Association to reflect the resolutions above.

3.b. Motion for a resolution: proposal to grant all powers to the Secretary General, including the authority of substitution, in order to make an unofficial, coordinated version of the Articles of Association available to the shareholders on the website (www.belgacom.be).

VOTING PROCEDURES

The Chairman then invites the shareholders to vote on each motion for a resolution appearing on the agenda.

He reminds those present that each share carries one voting right. He also points out that only shareholders and their representatives can participate in the vote.

The Chairman also reminds those present that:

- in order for the motion for a resolution regarding items 1 and 2 of this agenda to be validly approved, the shareholders attending the meeting in person or by proxy must represent at least one-half of the Company's share capital, and resolutions must be approved with three-quarters of the vote, in accordance with Article 558 of the Commercial Companies Code;

- in order for the motion for a resolution regarding item 3 of this agenda to be validly approved, the shareholders attending the meeting in person or by proxy must represent at least one-half of the Company's share capital, and resolutions must be approved with a majority of 50% plus one of the vote, in accordance with the Commercial Companies Code.

The Chairman informs those present that voting will take place electronically.

The Chairman indicates that the votes of the shareholders who voted by letter had already been entered into the database of this electronic system, and would be automatically added to the votes obtained at the meeting. The exact totals of the votes obtained by letter and the votes obtained during the meeting would be recorded in the minutes.

Under Article 41(4) of the Law of 21 March 1991, any amendment to the Articles of Association comes into effect only following approval by the Crown, in a Royal Decree deliberated in the Council of Ministers.

QUESTIONS

In accordance with Article 38bis of the Articles of Association, the Chairman invites the participants to ask any questions they had on the agenda items.

Mr. Luc Rosiers asks what the reasons and the costs are of this name change. Mrs. Dominique Leroy, CEO, replies to the question.

The Chairman then notes the closing of the discussions.

DELIBERATIONS - RESOLUTIONS

The Chairman subsequently submits each of the motions for resolution on the agenda to a vote by the shareholders.

FIRST RESOLUTION – Name change

The Chairman submits to the meeting the motion to change the company name to "**PROXIMUS**".

The meeting also confirms that this change of the corporate name is subject to a double condition precedent, namely: a) the change of the name "Belgacom" to "Proximus" in the Law of 21 March 1991 on the reorganization of certain public-sector commercial undertakings and b) the approval of this name change by Royal Decree deliberated before the Council of Ministers in accordance with Article 41, §4 of the aforementioned law.

Vote:

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

- 1/ Number of shares for which valid votes were cast: 242,570,030
- 2/ Percentage that these shares represent in the capital: 71.7 %
- 3/ Number of validly cast votes of which:

FOR	242,430,421
AGAINST	5,547
ABSTENTIONS	134,062

SECOND RESOLUTION – Replacement of Articles 1 and 17.4 pursuant to the name change

The Chairman submits to the meeting the motion:

- a) to replace Article 1 of the Articles of Association with the following text:

"The autonomous public-sector company "Proximus" is a company limited by shares under public law in accordance with provisions of the Law of 21 March 1991 on the reorganization of certain public-sector commercial undertakings.

The Company is subject to the statutory and regulatory provisions of commercial law applicable to companies limited by shares in all matters not expressly determined by (or by virtue of) the Law of 21 March 1991 or any other specific legislation.

It is a company which makes or has made public share offerings.

The name "Proximus", preceded or followed by the expressions "société anonyme de droit public" or "naamloze vennootschap van publiek recht" [company limited by shares under public law], must appear on all official documents, invoices, notices, publications, correspondence, order forms and other documents issued by the Company."

Vote:

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

- 1/ Number of shares for which valid votes were cast: 242,570,030
- 2/ Percentage that these shares represent in the capital: 71.7 %
- 3/ Number of validly cast votes of which:

FOR	242,430,421
AGAINST	5,547
ABSTENTIONS	134,062

- b) to replace Article 17.4 of the Articles of Association with the following text:

Section 4

Proximus may only nominate, directly or indirectly, as Directors for its subsidiaries persons that satisfy the criteria laid down in Sections 1 to 3 above, the exception being that it may nominate Proximus employees for such offices."

The meeting also confirms that the change of Articles 1 and 17.4 of the Articles of Association is subject to a double condition precedent, namely: a) the change of the name "Belgacom" to "Proximus" in the Law of 21 March 1991 on the reorganization of certain public-sector commercial undertakings and b) the approval of this name change by Royal Decree deliberated before the Council of Ministers in accordance with Article 41, §4 of the aforementioned law.

Vote:

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

1/ Number of shares for which valid votes were cast: 242,570,030

2/ Percentage that these shares represent in the capital: 71.7 %

3/ Number of validly cast votes of which:

FOR	242,431,975
AGAINST	777
ABSTENTIONS	137,078

THIRD RESOLUTION – Powers

a) The Chairman submits to the meeting the motion 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.

Vote:

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

1/ Number of shares for which valid votes were cast: 242,568,764

2/ Percentage that these shares represent in the capital: 71.7 %

3/ Number of validly cast votes of which:

FOR	242,434,211
AGAINST	1,027
ABSTENTIONS	133,526

b) The Chairman submitted to the meeting the motion to grant all powers to the Secretary General, including that of substitution, in order to make an unofficial, coordinated version of the Articles of Association available to shareholders on the website (www.belgacom.be).

Vote:

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

1/ Number of shares for which valid votes were cast: 242,571,510

2/ Percentage that these shares represent in the capital: 71.7 %

3/ Number of validly cast votes of which:

FOR	242,434,211
AGAINST	227
ABSTENTIONS	137,072

A document generated by the electronic voting system and printed after the final vote, including how each shareholder voted, was countersigned by the members of the bureau and will be filed in the company's archives.

CLOSING OF THE MEETING

With no outstanding items on the agenda, the meeting is adjourned.

Rights to documents (statute book various rights and taxes)

The right amounts to ninety-five euro.

IDENTITY

The notary confirms the identity data of the Chairman and the members of the bureau upon seeing their identity card.

FOR WHICH THESE MINUTES

Are drawn up at the location and date indicated above.

After the minutes are read out in their entirety, they are signed by the members of the bureau, the shareholders and shareholder representatives who request to do so, and by the associated notary.

Signed by
Stefan De Clerck
Dirk Lybaert
Catherine de Dorlodot
Johan Robeyns