

The Board of Directors of Proximus SA under public law is pleased to invite its shareholders to attend the annual general meeting on Wednesday 16 April 2025 at 10 a.m. The meeting is held in the Proximus Lounge, rue Stroobants 51, 1140 Brussels, Belgium.

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 2024.**
- 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 Auditors with regard to the consolidated annual accounts at 31 December 2024.**
- 3. Examination of the information provided by the Joint Committee.**
- 4. Examination of the consolidated annual accounts at 31 December 2024.**
- 5. Approval of the annual accounts of Proximus SA under public law at 31 December 2024.**

Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2024, including the following allocation of the results:

Profit of the financial year to be appropriated	+	360,486,285 EUR
Accumulated profits	+	65,110,006 EUR
Profit to be appropriated	=	425,596,291 EUR
Transfers from capital and reserves	+	54,376,483 EUR
Transfers to capital and reserves	-	1,174,561 EUR
Profit to be distributed (dividends)	-	193,464,857 EUR
Profit to be carried forward	=	285,333,356 EUR

For 2024, the gross dividend amounts to EUR 0.60 per share, entitling shareholders to a dividend net of withholding tax of EUR 0.42 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 6 December 2024; this means that a gross dividend of EUR 0.10 per share (EUR 0.07 per share net of withholding tax) will be paid on 25 April 2025. The ex-dividend date is fixed on 23 April 2025, the record date is 24 April 2025.

- 6. Approval of the remuneration policy.**
Motion for a resolution: approval of the remuneration policy.
- 7. Approval of the remuneration report.**
Motion for a resolution: approval of the remuneration report.
- 8. 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 2024.
- 9. 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 2024.

10. Granting of a discharge to the Auditors for the consolidated accounts of the Proximus Group.

Motion for a resolution: granting of a discharge to the Auditors Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Koen Neijens and Luc Callaert BV, represented by Mr. Luc Callaert, for the exercise of their mandate during the financial year closed on 31 December 2024.

11. Appointment of Board Members, in accordance with the right of nomination of the Federal Holding and Investment Company (SFPIM).

The mandate of Messrs Stefaan De Clerck, Karel De Gucht and Ibrahim Ouassari will expire at this annual general meeting on 16 April 2025. In accordance with article 18, §3 of the Proximus' bylaws, the SFPIM has the right to nominate for appointment candidates to the Nomination and Remuneration Committee for these three vacancies. At the date of this invitation, the SFPIM has not yet exercised its right to nominate for appointment candidates. Should the SFPIM still nominate for appointment candidates, this will then be immediately announced on the Proximus website, together with all available information. When applicable, the Nomination and Remuneration Committee will immediately submit its advice to the Board of Directors, which will nominate the candidates concerned to the annual general meeting that will vote on their appointment. In the absence of the exercise of the right by the SFPIM, the Board of Directors will propose to the annual general meeting to extend the current mandates for a term of 1 year in order not to compromise, in the interest of Proximus, the continuity within, and the proper functioning of the company's Board of Directors.

Motion for a resolution:

In accordance with the nomination for appointment by the Board of Directors and after recommendation of the Nomination and Remuneration Committee, in accordance with article 18, §3 of Proximus' bylaws:

11.a. (re)appointment of Mr. Stefaan De Clerck as Board Member for a period expiring on the date of the annual general meeting of 2026,

11.b. (re)appointment of Mr. Karel De Gucht as Board Member for a period expiring on the date of the annual general meeting of 2026,

11.c. (re)appointment of Mr. Ibrahim Ouassari as Board Member for a period expiring on the date of the annual general meeting of 2026,

Or appointment, after advice of the Nomination and Remuneration Committee, of the alternative candidates nominated for appointment by the SFPIM as Board Members for a period expiring on the date of the annual general meeting of 2029.

The CVs are available on www.proximus.com. These mandates will be remunerated in the same way as that of the other Board Members, in accordance with the decision of the general shareholders' meeting of 2004.

12. Appointment of the auditors in charge of the joint audit of the consolidated accounts for the Proximus Group.

Motion for a resolution: to appoint Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Fabio De Clercq and Luc Callaert BV, represented by Mr. Luc Callaert, 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 635,000 EUR (to be indexed annually).

13. Appointment of the auditor in charge of the "assurance" of the CSRD sustainability reporting

Motion for a resolution: in accordance with the nomination for appointment by the Board of Directors after recommendation of the Audit & Compliance Committee, to appoint Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, represented by Mr. Fabio De Clercq, responsible for the "assurance" of the CSRD sustainability report, for a period of three years for an annual audit fee of 150,000 EUR (to be indexed annually).

14. Acknowledgment of change of the permanent representative of the auditor Deloitte Bedrijfsrevisoren BV/Deloitte Réviseurs d'Entreprises SRL 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 BV/Deloitte Réviseurs d'Entreprises SRL. Deloitte Bedrijfsrevisoren BV/Deloitte Réviseurs d'Entreprises SRL has decided to replace Mr Koen Neijens as permanent representative by Mr. Fabio De Clercq as of 16 April 2025.

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 general meeting. These conditions are as follows:

- A. The **registration** of the shares in the name of the shareholder at **midnight, Wednesday 2 April 2025** (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 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 either to make their notification preferably on the Lumi Connect platform via the link www.Lumiconnect.com, or to instruct their financial institution to inform Euroclear Belgium immediately, and also within the time limit specified below, of their intention to attend the general meeting, as well as of the number of shares with which they wish to participate in the voting.

Holders of registered shares are invited either to make their notification preferably on the Lumi Connect platform via the link www.Lumiconnect.com, or to notify the General Secretariat of Proximus in writing of the number of shares with which they wish to vote at the general meeting, by the deadline specified below.

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 preferably by e-mail (ebe.issuer@euroclear.com) or by post (FAO the EBE Issuer Services department, Bd. du Roi Albert II 1, B-1210 Brussels). The notification must be made **no later than Thursday 10 April 2025 at 4 pm** preferably on the Lumi Connect platform via the link www.Lumiconnect.com, or be received by Euroclear Belgium.

Holders of bonds, subscription rights or certificates issued with the cooperation of the company, who, under the terms of article 7:135 of the Belgian Code of Companies and Associations, are entitled to attend the general 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. In this case, the shareholder must complete and sign the proxy form available on our website. The proxy form must be entered preferably on the Lumi Connect platform via the link www.Lumiconnect.com, or sent to Proximus' Secretary General **no later than Thursday 10 April 2025**.

Admittance

The meeting will be organised in a hybrid manner, both in person and digitally.

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

The obtention by shareholders of personal login details in connection with their participation in the digital meeting via the Lumi platform shall constitute full proof of identity in the aforementioned sense.

Voting

Shareholders who have validly notified their participation in the general meeting may vote at this meeting.

Shareholders may vote electronically in advance, in accordance with Article 39 of the Proximus' bylaws. This electronic vote must be cast on the Lumi Connect platform, using the link www.Lumiconnect.com, **no later than Thursday 10 April 2025**.

Shareholders may vote by correspondence in accordance with Article 39 of Proximus' bylaws. This vote by correspondence must be cast using the form that is issued by the company, which is available at the Proximus' Secretary General and on the company's website. The signed voting by correspondence form must be received by the Secretary General **no later than Thursday 10 April 2025**.

In addition, the shareholders who participate will also have the possibility to vote electronically during the meeting.

Documentation

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

Right to ask questions

The shareholders who have validly notified their participation in the general meeting may ask questions to the directors about their report or the items on the agenda, and to the auditors with regard to their report.

The shareholders will have the possibility to ask written questions in advance. These questions must be entered in the application available for this purpose on the Lumi Connect platform, via the link www.Lumiconnect.com, or must reach the Secretary General of Proximus **no later than Thursday 10 April 2025**.

In addition, shareholders participating on site or remotely will also have the opportunity to ask questions during the meeting.

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 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 **no later than Tuesday 25 March 2025**. In this case, the company will announce the revised agenda no later than Tuesday 1 April 2025.

Data Protection

Proximus is the data controller for the processing of the personal data collected directly or indirectly from its shareholders, security holders and their proxy holders in connection with the organization of the general shareholders' meeting. Proximus processes this data with the help of a processor in order to identify the participants of the general meeting and manage the attendance and voting procedure. This data collection is mandatory for participation to the general meeting and is based on the legal obligations surrounding shareholder meetings. Proximus retains the data for as long as necessary to fulfil its legal obligations. For the contact details of the Proximus Data Protection Officer and for more information on exercising the privacy rights of the persons concerned, please see the Proximus Privacy Policy (www.proximus.be/privacy).

Contact details Proximus' Secretary General

Proximus SA under public law, to the attention of Dirk Lybaert, Secretary General, postal address Proximus Netcenter, Rue Carli 2, B-1140 Brussels – secretary.general@proximus.com – website www.proximus.com.