

The Board of Directors of Proximus SA of public law is pleased to invite its shareholders to attend the extraordinary general meeting to be held on Wednesday, April 15, 2026, at 9:30 a.m., as well as the annual general meeting at 10:00 a.m. at the Proximus Lounge, Stroobants Street, 51 in 1140 Brussels (Belgium).

Agenda – extraordinary general meeting (at 9:30)

1. Powers granted in view of a capital increase within the limits of the authorized capital.

Acknowledgement of the special report of the Board of Directors concerning the powers regarding the authorized capital, drawn up in accordance with Article 7:199 in conjunction with 7:202, second paragraph, 2° of the Belgian Code of Companies and Associations.

Motion for a resolution: proposal to renew the powers of the Board of Directors, for a five-year term as from the date of notification of the amendment to these bylaws by the general meeting of 15 April 2026, to increase the company's share capital in one or more transactions with a maximum of EUR 200,000,000.00, pursuant to Section 1 of Article 5 of the bylaws.

Pursuant to this decision, proposal to amend Article 5, Section 2 of the bylaws as follows: replace "April twenty-first, two thousand and twenty-one" by "April fifteenth, two thousand and twenty-six".

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

Motion for a resolution: proposal to renew the powers of the Board of Directors to acquire, within the limits set by law, the maximum number of shares permitted by law, within a five-year period, starting on 15 April 2026. The price of such shares must not be higher than 5% above the highest closing price in the 30-day trading period preceding the transaction and not be lower than 10% below the lowest closing price in the same 30-day trading period.

Pursuant to this decision, proposal to amend Article 13, Subsection 2 of the bylaws as follows: replace "April twenty-first, two thousand and twenty-one" by "April fifteenth, two thousand and twenty-six".

3. Amendment of formalities for convening the general meeting

Abolition of the obligation to publish the convenings for the general meetings of shareholders of listed companies in the Belgian Official Gazette and in a nationally distributed newspaper (amendment of Article 7:128 of the Companies and Associations Code by the law of 4/12/2025). Proposal to amend the articles of association and align them with the simplified formalities regarding the publication of notices for a general meeting.

Pursuant to this decision, proposal to delete the words "in the Belgian Official Gazette, in at least one nationally distributed Dutch-language and one nationally distributed French-language newspaper," in Article 31, paragraph 1, of the articles of association.

4. Proxy.

Motion for a resolution: proposal to grant a power of attorney to each employee of the company "Berquin Notaires LLC", at 1000 Brussels, Lloyd Georgelaan 11, to draw up, sign and file the coordinated text of the bylaws of the company with the clerk's office of the competent court.

In accordance with Article 41§4 of the Law of 21 March 1991 concerning the reorganization of certain economic public companies, the aforementioned amendments to the bylaws only enter into effect after approval by the King, by a decision taken by the Council of Ministers.

Agenda annual general meeting (at 10:00)

- 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 2025.**
- 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 2025.**
- 3. Examination of the information provided by the Joint Committee.**
- 4. Examination of the consolidated annual accounts at 31 December 2025.**
- 5. Approval of the annual accounts of Proximus SA under public law at 31 December 2025.**

Motion for a resolution: approval of the annual accounts with regard to the financial year closed on 31 December 2025, including the following allocation of the results:

Profit of the financial year to be appropriated	+	139,549,922 EUR
Accumulated profits	+	285,333,356 EUR
Profit to be appropriated	=	424,883,278 EUR
Transfers from capital and reserves	+	4,168,865 EUR
Transfers to capital and reserves	-	31,776,614 EUR
Profit to be distributed (dividends)	-	193,891,474 EUR
Profit to be carried forward	=	203,384,055 EUR

For 2025, 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 0.30 per share (EUR 0.21 per share net of withholding tax) was already paid out on 5 December 2025; this means that a gross dividend of EUR 0.30 per share (EUR 0.21 per share net of withholding tax) will be paid on 24 April 2026. The ex-dividend date is fixed on 22 April 2026, the record date is 23 April 2026.

- 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 2025.
- 9. Granting of a special discharge to the members of the Board of Directors whose mandate ended on 16 April 2025 and on 15 May 2025.**
Motion for a resolution: granting of a special discharge to Mr. Karel De Gucht and Ibrahim Ouassari for the exercise of their mandate until 16 April 2025 and to Mr. Guillaume Boutin for the exercise of his mandate until 15 May 2025.
- 10. 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 2025.

11. Granting of a special discharge to Mr. Koen Neijens, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, for the exercise of his mandate as member of the Board of Auditors until 16 April 2025.

Motion for a resolution: granting of a special discharge to Mr. Koen Neijens, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, for the exercise of his mandate as member of the Board of Auditors until 16 April 2025.

12. 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. Fabio De Clercq and Luc Callaert BV, represented by Mr. Luc Callaert, for the exercise of their mandate during the financial year closed on 31 December 2025.

13. Granting of a special discharge to Mr. Koen Neijens, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, as auditor of the consolidated accounts of the Proximus Group, for the exercise of his mandate until 16 April 2025.

Motion for a resolution: granting of a special discharge to Mr. Koen Neijens, representative of Deloitte Bedrijfsrevisoren BV/Réviseurs d'Entreprises SRL, as auditor of the consolidated accounts of the Proximus Group, for the exercise of his mandate until 16 April 2025.

14. Appointment of a Board Member in accordance with the right of nomination of the Federal Holding and Investment Company (SFPIM).

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, on behalf of the SFPIM, in accordance with article 18, §3 of Proximus' bylaws, to appoint Mr. Stijn Bijmens, as co-opted by the Board of Directors on 18 September 2025, as Board Member for a period expiring on the date of the annual general meeting of 2030. His CV is available on [Shareholder meetings | Proximus Group](#). This Board mandate is not remunerated.

15. Appointment of Board Members, in accordance with the right of nomination of the Federal Holding and Investment Company (SFPIM) pro rata its shareholdership.

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:

- a. to appoint Mrs. Cécile Coune as Board Member for a period expiring on the date of the annual general meeting of 2030;
- b. to appoint Mr. Francis De Meyere as Board Member for a period expiring on the date of the annual general meeting of 2030;
- c. to appoint Mr. Eric Domb as Board Member for a period expiring on the date of the annual general meeting of 2030;
- d. to reappoint Mrs. Béatrice de Mahieu as Board Member for a period expiring on the date of the annual general meeting of 2030.
- e. to (re)appoint Mrs. Audrey Hanard as Board Member for a period expiring on the date of the annual general meeting of 2027.

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 2030.

16. Appointment of an independent Board Member

Motion for a resolution: to appoint Mrs. Emmanuèle Attout upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, as independent Board Member for a period expiring on the date of the annual general meeting of 2030.

This Board member has the capacity of independent member as she meets the criteria laid down in article 7:87 of the Belgian Code of Companies and Associations and in the Belgian Corporate Governance Code 2020.

17. Appointment of an independent Board Member

Motion for a resolution: to appoint Mr. Pierre Winand upon proposal by the Board of Directors after recommendation of the Nomination and Remuneration Committee, as independent Board Member for a period expiring on the date of the annual general meeting of 2030.

This Board member has the capacity of independent member as he meets the criteria laid down in article 7:87 of the Belgian Code of Companies and Associations and in the Belgian Corporate Governance Code 2020.

All 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 taken by the shareholders' meeting of 2004.

18. 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 meetings. These conditions are as follows:

- A. The **registration** of the shares in the name of the shareholder at **midnight, Wednesday 1 April 2026** (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 meetings 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 meetings, 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 meetings, 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 9 April 2026 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 meetings 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 9 April 2026**.

Admittance

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

Every natural person attending the general meetings 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 meetings 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 meetings may vote at these meetings.

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 9 April 2026**.

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 9 April 2026**.

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

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 meetings 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 opportunity 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 9 April 2026**.

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

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 meetings 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 24 March 2026**. In this case, the company will announce the revised agenda no later than Tuesday 31 March 2026.

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' meetings. Proximus processes this data with the help of a processor in order to identify the participants of the general meetings and manage the attendance and voting procedure. This data collection is mandatory for participation to the general meetings 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 Anne-Valérie Heuschen, Secretary General, postal address Proximus Netcenter, Rue Carli 2, 4th floor, B-1140 Brussels – secretary.general@proximus.com – website www.proximus.com.