

MOBISTAR
A LIMITED LIABILITY COMPANY
AVENUE DU BOURGET 3
1140 BRUSSELS

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NOTICE OF A GENERAL MEETING OF SHAREHOLDERS

The Board of Directors invites the shareholders to attend the annual and special general meeting, which will take place on **Thursday 2 May 2013 at 11 am** at Evere (1140 Brussels), Avenue du Bourget 3.

THE AGENDA FOR THIS MEETING IS AS FOLLOWS:

- a) Presentation and discussion of the Board of Directors' management report on the company's annual accounts for the financial year ended 31 December 2012.
- b) Presentation and discussion of the statutory auditor's report on the company's annual accounts for the financial year ended 31 December 2012.
- c) Approval of the remuneration report for the financial year ended 31 December 2012.
Proposed resolution No. 1:
'The general meeting approves the remuneration report for the financial year ended 31 December 2012.'
- d) Approval of the company's annual accounts for the financial year ended 31 December 2012 and appropriation of the results. Presentation of the annual consolidated accounts as at the same date.
Proposed resolution No. 2:
'The general meeting approves the company's annual accounts for the financial year ended 31 December 2012, including the appropriation of the results as presented with distribution of a gross dividend of one euro and eighty cents (EUR 1.80) per share payable in exchange for coupon No. 16 (ordinary dividend) as follows:
 * "Ex date" on 21 May 2013;
 * "Record date" on 23 May 2013; and
 * "Payment date" on 24 May 2013.
An amount equal to one per cent (1%) of the consolidated net result after taxes has been reserved for an employee participation plan pursuant to the law of 22 May 2001 on the participation of workers in the capital and profit of companies.'
- e) Discharge of the directors.
Proposed resolution No. 3:
'The general meeting discharges the directors for fulfilling their mandate up to and including 31 December 2012.'

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- f) Discharge of the statutory auditor.

Proposed resolution No. 4:

'The general meeting discharges the statutory auditor for fulfilling his mandate up to and including 31 December 2012.'

- g) Approval, and insofar as necessary, ratification in accordance with article 556 of the Belgian Companies Code of article 7.3 of the "Service Contract n° 8.12-59" of 7 November 2012 between the company and the PERMANENT REPRESENTATION OF LITHUANIA TO THE EUROPEAN UNION. This contract defines the conditions for the delivery of mobile 'voice' and data communication services by the company. Article 7.3 allows the PERMANENT REPRESENTATION OF LITHUANIA TO THE EUROPEAN UNION to terminate the contract in case of a change in the organisational or management structure of the company that could affect the proper performance of the contract.

Proposed resolution No. 5:

'In accordance with article 556 of the Belgian Companies Code, the general meeting approves and ratifies insofar as necessary article 7.3 of the "Service Contract n° 8.12-59" of 7 November 2012 between the company and the PERMANENT REPRESENTATION OF LITHUANIA TO THE EUROPEAN UNION.'

- h) Approval and, insofar as necessary, ratification in accordance with article 556 of the Belgian Companies Code of article 41.1 (a) of the contract "Provision of Mobile Telecommunication Services for the UK Foreign and Commonwealth office in Belgium" of 23 January 2013 between the company and CORPORATE SERVICES BENELUX, BRITISH EMBASSY. This contract defines the conditions for the delivery of mobile communication services by the company. Article 41.1 (a) allows CORPORATE SERVICES BENELUX, BRITISH EMBASSY to terminate the contract in case a change of control over the company could adversely or materially impact on the performance of the contract.

Proposed resolution No. 6:

'In accordance with article 556 of the Belgian Companies Code the general meeting approves and ratifies insofar as necessary article 41.1 (a) of the contract "Provision of Mobile Telecommunication Services for the UK Foreign and Commonwealth office in Belgium" of 23 January 2013 between the company and CORPORATE SERVICES BENELUX, BRITISH EMBASSY.'

- i) Approval and, insofar as necessary, ratification in accordance with article 556 of the Belgian Companies Code of article 13.4 of the "Full MVNO for the Provision of Mobile Services" of 27 April 2012 between the company and TELENET NV. This contract defines the services provided by the company to TELENET NV, pursuant to which the latter can operate as a "Full Mobile Virtual Network Operator". Article 13.4 allows TELENET NV to terminate the contract in case the control of the company would be acquired by a direct competitor of TELENET NV or LIBERTY GLOBAL Inc. in Belgium.

Proposed resolution No. 7:

'In accordance with article 556 of the Belgian Companies Code the general meeting approves and ratifies insofar as necessary article 13.4 of the "Full MVNO for the

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Provision of Mobile Services” of 27 April 2012 between the company and TELENET NV.’

NUMBER OF SHARES ON THE DATE OF CONVOCATION:

The share capital is represented by 60,014,414 shares without nominal value that each represents an equal share of the share capital. Each share represents one vote.

CONDITIONS CONCERNING PRESENCE AND MAJORITY:

In order to be adopted, the proposed resolutions Nos. 1 up to and including 7 of the agenda require a simple majority of the votes of those present or validly represented participating in the vote.

FORMALITIES TO BE FULFILLED TO BE ADMITTED TO THE GENERAL MEETING AND EXERCISE VOTING RIGHTS:

The company points out that only those persons who satisfy the two conditions referred to under items A and B will have the right to participate in the general meeting and exercise their voting rights.

A – The **registration** of the shares in their name on **Thursday 18 April 2013 at 24.00 hours** (Belgian time) (« Record date »).

*Dematerialised shares: the registration will be determined by the registration in the name of the shareholder on the Record date of the shares in the accounts of a recognised account holder or clearing house without any initiative being required on the part of the shareholder. The shareholder will receive from the recognised account holder or clearing house a certificate listing the number of dematerialised shares registered in the name of the shareholder on the Record date.

*Registered shares: the registration will be determined by registration in the name of the shareholder on the Record date of the shares in the share register of the company.

*Bearer shares: registration will occur on the delivery of the shares to a financial institution of choice by the shareholder at the latest on **Thursday 18 April 2013**. The shareholder will receive from the financial institution a certificate listing the number of shares that were delivered on the Record date.

B – The **notification** by the shareholder of the intent to participate in the general meeting and the number of shares in respect of which the shareholder wishes to exercise voting rights. The certificate that is delivered by the recognised account holder, by the clearing house or the financial institution, as the case may be, will be attached to the notification.

This notification and as the case may be, the certificate *ad hoc*, must be delivered to Euroclear Belgium (for the attention of the Issuer Relation Department) by e-mail (ebe.issuer@euroclear.com) or by postal services (Boulevard du Roi Albert II 1 - 1210

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Brussels). These must arrive at Euroclear Belgium at the latest on **Friday 26 April 2013 at 16.00 hours**.

The holders of dematerialised shares and of bearer shares are asked to notify Euroclear Belgium directly through their financial institution within the aforementioned deadline of their intent to participate in the general meeting and of the number of shares in respect of which they wish to exercise their voting rights.

The holders of registered shares must notify Euroclear Belgium within the aforementioned deadline of their intent to participate in the general meeting and of the number of shares in respect of which they wish to exercise their voting rights.

In general, a shareholder will have to prove its identity. The representative of a shareholder, who is a legal person, must be able to present the documents proving his/her capacity as company representative or proxy holder, at the latest before the commencement of the general meeting.

The company emphasises that these formalities are without cost to the shareholders.

EXERCISE OF THE VOTING RIGHT:

Shareholders may exercise voting rights themselves, through proxy or by correspondence.

An *ad hoc* template for voting by proxy or by correspondence is available on the website of the company at the following address: <http://corporate.mobistar.be/en/>. This form may also be requested via fax (+32 2 745 86 45), via e-mail (anske.deporre@mail.mobistar.be) or via postal services (at the seat of the company – for the attention of Ms Anske De Porre).

The original proxies and the original forms for voting by correspondence should arrive at the company (for the attention of Ms Anske De Porre) at the latest on **Friday 26 April 2013 at 16.00 hours**. A copy may also be sent in advance via fax (+32 2 745 86 45) or e-mail (anske.deporre@mail.mobistar.be) in so far as the signed originals arrive at the company at the latest on **Friday 26 April 2013 at 16 hours**.

RIGHT TO ADD AGENDA ITEMS OR TO PRESENT NEW PROPOSALS FOR DECISION:

One or more shareholders who together own at least 3% of the share capital of the company have the right to (i) add new agenda items to the agenda of the general meeting and/or to (ii) present new proposals for decision concerning agenda items that were or will be written in the agenda.

This right can be exercised by delivering the text of the new agenda items and/or of the proposed resolutions to the company via e-mail (anske.deporre@mail.mobistar.be) or via postal services (at the registered office of the company – for the attention of Ms Anske De Porre). Any requests to this end must arrive at the company at the latest on **Wednesday 10 April 2013 at 16.00 hours**. The company will confirm receipt of these requests by e-mail or postal services at the address given to it by the shareholder.

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Detailed information concerning this right will be made available on the website of the company at the following address: <http://corporate.mobistar.be/en/>.

The agenda which will then, as the case may be, be modified will be published at the latest on **Wednesday 17 April 2013**.

RIGHT TO ASK QUESTIONS IN WRITING:

The shareholders who have adhered to the formalities to be admitted to the general meeting have the right to ask questions during the meeting or in writing to the directors and/or statutory auditor of the company. The written questions must be submitted prior to the meeting via fax (+32 2 745 86 45), e-mail (anske.deporre@mail.mobistar.be) or postal services (at the registered office of the company – for the attention of Ms Anske De Porre). These questions must arrive at the company at the latest on **Friday 26 April 2013 at 16.00 hours**.

Detailed information concerning this right will be made available on the website of the company at the following address: <http://corporate.mobistar.be/en/>.

DOCUMENTS THAT MUST BE PRESENTED TO THE GENERAL MEETING:

The documents that must be presented to the general meeting can be consulted on the website of the company (<http://corporate.mobistar.be/en/>) as from **Friday 29 March 2013**. From this date the shareholders can also consult these documents at the registered office of the company (during normal business days and hours) and obtain a copy free of charge on simple request via fax (+32 2 745 86 45), e-mail (anske.deporre@mail.mobistar.be) or postal services (at the registered office of the company – for the attention of Ms Anske De Porre).

The board of directors

