

PROXY

The undersigned (surname, name / company's registered name):

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Domicile / company's registered address:

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Holder of \_\_\_\_\_ (*dematerialised / registered / bearer*<sup>1</sup>) shares of Mobistar SA on the Record date (**Thursday 18 April 2013 at 24 hours**),

Hereby appoints as special representative (with the right of substitution):

Surname, name / company's registered name:

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Domicile / registered address:

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To represent him/her at the annual and special general meeting of shareholders of Mobistar SA, which will be held on **Thursday 2 May 2013 at 11 AM** at Avenue du Bourget 3, 1140 Brussels.

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*

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<sup>1</sup> Cross out what is not applicable

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*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.'*

- 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

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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 Provision of Mobile Services" of 27 April 2012 between the company and TELENET NV.'*

### **Voting instructions:**

No vote is required for item a)	No vote is required for item b)
Voting instruction on proposed resolution No. 1 - for - against - abstain	Voting instruction on proposed resolution No. 2 - for - against - abstain
Voting instruction on proposed resolution No. 3 - for - against - abstain	Voting instruction on proposed resolution No. 4 - for - against - abstain
Voting instruction on proposed resolution No. 5 - for - against - abstain	Voting instruction on proposed resolution No. 6 - for - against - abstain
Voting instruction on proposed resolution No. 7 - for - against - abstain	

### **If no voting instruction is made:**

- (a) The representative will vote FOR; OR
- (b) In case the undersigned crossed out the above mentioned option (a), the representative shall vote in the best interest of the undersigned.

However, should there exist a possible conflict of interest between the representative and the shareholder as foreseen in article 547bis § 4 of the Belgian Companies Code<sup>2</sup>, only the specific voting instructions for each proposed resolution on the agenda will be taken into account.

<sup>2</sup> A conflict of interest within the meaning of article 547bis § 4 of the Belgian Companies Code may in particular arise where the proxy holder:

- (i) is the company itself or a controlling entity of the company, a controlling shareholder of the company or is another entity controlled by such shareholder;
- (ii) is a member of the board of directors, of the corporate bodies of the company, or of a controlling shareholder or controlled entity referred to in (i);
- (iii) is an employee or an auditor of the company, or of a controlling shareholder or controlled entity referred to in (i);
- (iv) has a family relationship with a natural person referred to in (i) to (iii) or is the spouse or the legal cohabitant of such person or of a relative of such person.

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The representative may also, by virtue of this proxy, represent the undersigned at all subsequent general meetings, that are held with the same agenda by reason of postponement of the latter.

For these purposes, the representative has the power to execute and sign all deeds, documents and minutes, to elect domicile, to have him replaced and, in general, to do what is necessary or useful to execute this mandate, with the promise of ratification on behalf of the undersigned.

The present proxy must arrive at the company at the latest on **Friday 26 April 2013 at 16 hours** (for the attention of Ms Anske De Porre). A copy of the proxy may also be sent in advance via fax (+32 2 745 86 45) or e-mail ([anske.deporre@mail.mobistar.be](mailto:anske.deporre@mail.mobistar.be)) in so far as the signed original arrives at the company at the latest on **Friday 26 April 2013 at 16 hours**.

In case the present proxy is notified to the company before the publication of the revised agenda in accordance with article 533ter of the Belgian Companies Code, it will remain valid for those items on the agenda covered by the proxy. As an exception to this rule, the proxy holder could, for the agenda items for which in accordance with article 533ter of the Belgian Companies Code new proposals for decisions could be submitted, deviate during the meeting from the instructions of the proxy giver, if carrying out the instructions could prejudice the interests of the proxy giver. The proxy holder must in any case inform the proxy giver of this.

In the event that new items are added to the agenda in accordance with article 533ter of the Belgian Companies Code, the proxy holder:

- is entitled to vote on the newly-added items on the agenda (\*);
- should abstain from voting on the newly-added items on the agenda (\*).

(\*) Cross out what is not applicable

Done in ..... on ..... 2013 \*

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(\*) Please have your signature preceded by the handwritten wording "Good for proxy"