

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 **Wednesday 6 May 2015 at 11.00 hours** 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 2014.**
- b) **Presentation and discussion of the statutory auditor's report on the company's annual accounts for the financial year ended 31 December 2014.**
- c) **Approval of the remuneration report for the financial year ended 31 December 2014.**

Proposed resolution No. 1:

'The general meeting approves the remuneration report for the financial year ended 31 December 2014.'

- d) **Approval of the company's annual accounts for the financial year ended 31 December 2014 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 2014, including the appropriation of the results as presented.

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 2014.'

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 2014.'

g) Board of directors: appointment.

Proposed resolution No. 5:

'The general meeting resolves to proceed to the final appointment of Mr Gervais PELLISSIER (co-opted by the Board of Directors on 23 July 2014, in replacement of Mr Benoit SCHEEN, resigning director) as a director of the company for a term of two years. His mandate will not be remunerated and will expire after the annual general meeting in 2017.'*

h) Approval and, to the extent necessary, ratification of article 37 of the agreement "GNOC MSA for the supply of engineering, network and operational services of mobile and fixed networks" entered into on 16 December 2014 by the company and ORANGE POLSKA SPÓLKA AKCYJNA, pursuant to article 556 of the Belgian Companies Code. This agreement deals with the level 1 and level 2 operational management (supervision, maintenance,...) by ORANGE POLSKA SPÓLKA AKCYJNA of certain infrastructure being part of the company's mobile and fix telecommunication network. Article 37 allows ORANGE POLSKA SPÓLKA AKCYJNA to terminate this agreement under certain conditions in case of a change of control over the company.

Proposed resolution No. 6:

'Pursuant to article 556 of the Belgian Companies Code, the general meeting approves and, to the extent necessary, ratifies article 37 of the agreement "GNOC MSA for the supply of engineering, network and operational services of mobile and fixed networks" entered into on 16 December 2014 by the company and ORANGE POLSKA SPÓLKA AKCYJNA.'

i) Approval and, to the extent necessary, ratification of article 36 of Annex I of the agreement called "Framework contract for the provision of mobile telecommunication services N° Proc/0052/14" entered into on 21 January 2015 by the company and the "Special Investigative Task Force (SITF)", pursuant to article 556 of the Belgian Companies Code. This agreement deals with the provision of mobile telecommunication services to the "European Union Rule of Law Mission in Kosovo (EULEX Kosovo)" in Brussels. Article 36 allows the SITF to terminate this agreement under certain conditions in case of a change of control over the company.

Proposed resolution No. 7:

'Pursuant to article 556 of the Belgian Companies Code, the general meeting approves and, to the extent necessary, ratifies article 36 of Annex I of the agreement called "Framework contract for the provision of mobile telecommunication services N° Proc/0052/14" entered into on 21 January 2015 by the company and the "Special Investigative Task Force (SITF)".'

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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 No. 1 up to and including No. 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 **Wednesday 22 April 2015 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.

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 or by the clearing house, 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 Brussels). These must arrive at Euroclear Belgium at the latest on **Thursday 30 April 2015 at 16.00 hours**.

The holders of dematerialised shares are invited to ask their financial institution to directly notify Euroclear Belgium within the aforementioned deadline of their intent to participate in

UNOFFICIAL TRANSLATION

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 Mrs Anske De Porre).

The original proxies and the original forms for voting by correspondence must arrive at the company (for the attention of Mrs Anske De Porre) at the latest on **Thursday 30 April 2015 at 17.00 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 **Thursday 30 April 2015 at 17.00 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 Mrs Anske De Porre). Any requests to this end must arrive at the company at the latest on **Tuesday 14 April 2015 at 17.00 hours**. The company will confirm receipt of these requests by e-mail or postal services at the address given to it by the shareholder.

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

UNOFFICIAL TRANSLATION

The agenda which will then, as the case may be, be modified will be published at the latest on **Tuesday 21 April 2015**.

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 Mrs Anske De Porre). These questions must arrive at the company at the latest on **Thursday 30 April 2015 at 17.00 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 **Thursday 2 April 2015**. 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 Mrs Anske De Porre).

The board of directors



* The resume of Mr. Gervais PELLISSIER is available on the website of the company.