

VOTE BY CORRESPONDENCE

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

.....
.....

Domicile / company's registered address:

.....
.....

Holder of (*dematerialised / registered*¹) shares of Mobistar SA on the Record date (**Wednesday 22 April 2015 at 24 hours**),

Decides to vote by correspondence in advance of the annual and special general meeting of shareholders of Mobistar SA, which will be held 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.**

¹ Cross out what is not applicable

UNOFFICIAL TRANSLATION

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)''

Voting instructions:

No vote is required for item a)

No vote is required for item b)

- | | | | |
|---|------------------------------|----------------------------------|----------------------------------|
| Voting instruction on proposed resolution No. 1 | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| Voting instruction on proposed resolution No. 2 | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| Voting instruction on proposed resolution No. 3 | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| Voting instruction on proposed resolution No. 4 | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| Voting instruction on proposed resolution No. 5 | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| Voting instruction on proposed resolution No. 6 | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| Voting instruction on proposed resolution No. 7 | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |

The forms to vote by correspondence in respect with this meeting and addressed to the company will be valid for all subsequent meetings to be held with the same agenda.

Forms not mentioning any voting instruction or abstention are null and void. When during the meeting a proposed resolution for which a vote has been casted is modified, the casted vote will be considered as null and void.

All forms for voting by correspondence which the company would have received before the publication of a revised agenda in accordance with article 533ter of the Belgian Companies Code, remain valid for the agenda items they cover. As an exception to this rule, voting on an agenda item for which in accordance with article 533ter of the Belgian Companies Code a new proposal for decision has been submitted is null and void.

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 be sent in advance via fax (+32 2 745 86 45) or e-mail (anske.deporre@mail.mobistar.be) insofar as the originals arrive at the company at the latest on **Thursday 30 April 2015 at 17.00 hours**.

Done in on2015

Signature: