

PROXY

The undersigned : _____
Surname, name / company's registered name

Domicile / company's registered address:

Holder of _____ (*dematerialised / registered / bearer*¹) shares of Mobistar SA, with registered address at 3, Avenue du Bourget, 1140 Brussels, on the Record date (**Wednesday 18 April 2012 at 24 hours**),

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

Surname, name / company's registered name:

Domicile / registered address:

To represent him/her at the annual, extraordinary and special general meeting of shareholders of Mobistar SA, which will be held on **Wednesday 2 May 2012 at 11 AM** at 3, Avenue du Bourget, 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 2011.
- b) Report of the statutory auditor on the company's annual accounts for the financial year ended 31 December 2011.
- c) Approval of the remuneration report for the financial year ended 31 December 2011.

Proposed resolution No. 1:

'The general meeting approves the remuneration report for the financial year ended 31 December 2011.'

- d) Approval of the company's annual accounts for the financial year ended 31 December 2011 and appropriation of the results. Presentation of the annual consolidated accounts as at the same date.

¹ Cross out what is not applicable

Proposed resolution No. 2:

'The general meeting approves the company's annual accounts for the financial year ended 31 December 2011, including the appropriation of the results as presented with distribution of a gross dividend of three euro and seventy cents (EUR 3.70) per share payable as follows:

- *gross payment of two euro and ninety cents (EUR 2.90) per share payable in exchange for coupon No. 14 (ordinary dividend) as follows:
 - * "Ex date" on 22 May 2012;
 - * "Record date" on 24 May 2012; and
 - * "Payment date" on 25 May 2012.*

- *gross payment of eighty cents (EUR 0.80) per share payable in exchange for coupon No. 15 (extraordinary dividend) as follows:
 - * "Ex date" on 21 August 2012;
 - * "Record date" on 23 August 2012; and
 - * "Payment date" on 24 August 2012.*

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 2011.'

- 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 2011.'

- g) Board of Directors: appointment of directors.

Proposed resolution No. 5:

'The general meeting resolves to proceed to the final appointment of Mr Jean Marc HARION (co-opted by the Board of Directors on 18 October 2011, in replacement of Mr Olaf MEIJER SWANTEE, 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 2014.'*

Proposed resolution No. 6:

'The general meeting resolves to proceed to the final appointment of Ms Geneviève ANDRÉ-BERLIAT (co-opted by the Board of Directors on 18 October 2011, in*

UNOFFICIAL TRANSLATION

replacement of Ms Nathalie CLERE-THEVENON, resigning director) as a director of the company for a term of two years. Her mandate will not be remunerated and will expire after the annual general meeting in 2014.'

- h) Change of article 20 of the company's by-laws in order to take into account the remuneration policy for the members of the executive management.

Proposal to apply the exception set out in article 520ter of the Belgian Companies Code (combined with article 525 of the Belgian Companies Code) in order to take into account the competitive context and the constant evolution inherent in the telecommunications sector. As a consequence, the Board of Directors proposes to the general meeting (i) to maintain (and to the extent necessary, to ratify the application of) the same remuneration policy as that of preceding years for the members of the executive management with respect to the variable part short term ("performance bonus"), the Strategic Letter and the LTI's as stated in the remuneration report published by the company and (ii) to replace the stipulations of article 20 of the company's by-laws.

Proposed resolution No. 7:

'The general meeting resolves to apply the exception in article 520ter of the Belgian Companies Code (combined with article 525 of the Belgian Companies Code) with respect to the variable remuneration of the members of the executive management. It resolves, in particular, to maintain (and to the extent necessary, to ratify the application of) the same remuneration policy as that of preceding years for the members of the executive management with respect to the variable part short term ("performance bonus"), the Strategic Letter and the LTI's as stated in the remuneration report published by the company. Also, the general meeting resolves to replace the stipulations of article 20 of the company's by-laws as follows:

"ARTICLE 20 – REMUNERATION

The task of director is not remunerated, save for a different decision of the General Meeting.

The company may deviate from the stipulations of article 520ter (as the case may be in combination with article 525 of the Belgian Companies Code) for anyone who falls within the scope of application of these stipulations."'

- i) Change of the Company's Purpose

Proposal to change the company's purpose in order to take into account the evolution of the activities of the company.

- Special report of the board of directors concerning the change of the company's purpose – statement of assets and liabilities of the company on 29 February 2012.

- Report of the statutory auditor on the statement of assets and liabilities of the company on 29 February 2012.

- Change of article 3 of the company's by-laws.

UNOFFICIAL TRANSLATION

Proposed resolution No. 8:

'The general meeting resolves to replace the stipulations of article 3 of the company's by-laws as follows:

"ARTICLE 3 - PURPOSE

The company's purpose, both in Belgium and abroad, in its own name and for its own account as well as in the name and for the account of third parties, alone or in cooperation with third parties is:

- *the installation, exploitation, securing, maintaining and commercialising of electronic communication networks and their derivatives;*
- *the providing of services whether or not through electronic communication networks, systems, infrastructures or installations. These services are regarded in the broadest sense of the word, including but not limited to telephony and (as the case may be) electronic communication services;*
- *the installation, exploitation, securing, maintaining and commercialising of radio- and television networks and their derivatives and the providing of radio and television services, including but not limited to the providing of non-linear television services, particularly digitally, and all activities related to that.*

The company may both in Belgium and abroad, in its own name and for its own account and in name and for the account of third parties, alone or in cooperation with third parties:

- *execute all trade, industrial, financial and moveable and real property activities, that are directly or indirectly related to its purpose or are of such a nature as to promote it;*
- *in any manner acquire, exploit and use all intellectual property rights, patents, brands, models and/or designs;*
- *in any way acquire, alienate, trade, hire, rent, lease, develop, make ready for use and exploit all real estate, whether or not built on, or legal rights to real estate, that has a direct or indirect, complete or partial, relationship to or promotes the accomplishment of its purpose;*
- *acquire any interests or participations in all existing or yet to be incorporated companies, enterprises, businesses or associations through subscription, contribution, merger, cooperation, financial intervention or otherwise;*
- *manage, value and realise these interests or participations;*
- *participate directly or indirectly in the governance, board, control and liquidation of the companies, enterprises, businesses and associations in which it has an interest or participation;*
- *to the extent these matters are not reserved by law to banks and/or credit institutions, grant to those companies, enterprises, businesses and associations in which it holds an interest or participation a guarantee, give its backing, act as agent or representative, grant advances, credit, mortgages or other securities.*

It can execute all transactions of any nature whatsoever that have a direct or indirect relation to its purpose or can be of such a nature as to advance the realisation of it." '

UNOFFICIAL TRANSLATION

- j) Coordination of the Company's by-laws – Power of attorney.

Proposed resolution No. 9:

'The general meeting grants to Mr Johan VAN DEN CRUIJCE, with the right of substitution, all powers necessary to coordinate the text of the company's by-laws in accordance with the decisions taken following the proposed resolution no. 7 and 8 of the general meeting, to sign it and file it with the clerk of the relevant Commercial Court in accordance with the applicable legal provisions.'

- k) Approval in accordance with article 556 of the Belgian Companies Code of article 41.1 of the “Master Partnership Agreement for Telecommunication” between SOCIÉTÉ GÉNÉRALE and FRANCE TÉLÉCOM to which reference is made in article 4 of the “Local Service Agreement” of 24 August 2011 between the company and SOCIÉTÉ GÉNÉRALE. The “Local Service Agreement” concerns mobile 'voice' and data communication services delivered by the company. Article 41.1 (combined with article 4) allows SOCIÉTÉ GÉNÉRALE (subject to the approval of article 41.1 by the general meeting) to terminate the “Local Service Agreement” (i) within three months in the case of a change of control over the company by a competitor of SOCIÉTÉ GÉNÉRALE or (ii) in the case of a change of control over the company without SOCIÉTÉ GÉNÉRALE being informed of this in accordance with the stipulations of the “Local Service Agreement”.

Proposed resolution No. 10:

'In accordance with article 556 of the Belgian Companies Code, the general meeting approves article 41.1 of the “Master Partnership Agreement for Telecommunication” between SOCIÉTÉ GÉNÉRALE and FRANCE TÉLÉCOM to which reference is made in article 4 of the “Local Service Agreement” of 24 August 2011 between the company and SOCIÉTÉ GÉNÉRALE.'

- l) Approval in accordance with article 556 of the Belgian Companies Code of article 41.1 of the “Master Partnership Agreement for Telecommunication” between AXUS and FRANCE TÉLÉCOM to which reference is made in article 4 of the “Local Service Agreement” of 24 August 2011 between the company and AXUS. The “Local Service Agreement” concerns mobile 'voice' and data communication services delivered by the company. Article 41.1 (combined with article 4) allows AXUS (subject to the approval of article 41.1 by the general meeting) to terminate the “Local Service Agreement” (i) within three months in the case of a change of control over the company by a competitor of AXUS or (ii) in the case of a change of control over the company without AXUS being informed of this in accordance with the stipulations of the “Local Service Agreement”.

Proposed resolution No. 11:

'In accordance with article 556 of the Belgian Companies Code, the general meeting approves article 41.1 of the “Master Partnership Agreement for Telecommunication” between AXUS and FRANCE TÉLÉCOM to which reference is made in article 4 of the “Local Service Agreement” of 24 August 2011 between the company and AXUS.'

UNOFFICIAL TRANSLATION

- m) Approval in accordance with article 556 of the Belgian Companies Code of article 41.1 of the “Master Partnership Agreement for Telecommunication” between SOCIÉTÉ GÉNÉRALE PRIVATE BANKING BELGIUM and FRANCE TÉLÉCOM to which reference is made in article 4 of the “Local Service Agreement” of 24 August 2011 between the company and SOCIÉTÉ GÉNÉRALE PRIVATE BANKING BELGIUM. The “Local Service Agreement” concerns mobile 'voice' and data communication services delivered by the company. Article 41.1 (combined with article 4) allows SOCIÉTÉ GÉNÉRALE PRIVATE BANKING BELGIUM (subject to the approval of article 41.1 by the general meeting) to terminate the “Local Service Agreement” (i) within three months in the case of a change of control over the company by a competitor of SOCIÉTÉ GÉNÉRALE PRIVATE BANKING BELGIUM or (ii) in the case of a change of control over the company without SOCIÉTÉ GÉNÉRALE PRIVATE BANKING BELGIUM being informed of this in accordance with the stipulations of the “Local Service Agreement”.

Proposed resolution No. 12:

'In accordance with article 556 of the Belgian Companies Code, the general meeting approves article 41.1 of the “Master Partnership Agreement for Telecommunication” between SOCIÉTÉ GÉNÉRALE PRIVATE BANKING BELGIUM and FRANCE TÉLÉCOM in which reference is made to article 4 of the “Local Service Agreement” of 24 August 2011 between the company and SOCIÉTÉ GÉNÉRALE PRIVATE BANKING BELGIUM.'

- n) Approval, and insofar as necessary, ratification in accordance with article 556 of the Belgian Companies Code of article II.34.2.2 of the “Public procurement through a limited call for bids Offer nr. e-IB/2010-0” granted on 10 June 2011 by the Flemish authorities (“Flemish Ministry of Governmental Affairs”) to the company. This contract concerns fixed phone services and mobile 'voice' and data communication. It is valid for 7 years. Article II.34.2.2 allows the Flemish government to terminate the contract in the case of a change of control over the company.

Proposed resolution No. 13:

'In accordance with article 556 of the Belgian Companies Code, the general meeting approves and ratifies insofar as necessary article II.34.2.2 of the “Public procurement through a limited call for bids Offer nr. e-IB/2010-02” granted to the company on 10 June 2011 by the Flemish government (“Flemish Ministry of Governmental Affairs”).'

- o) Approval and, insofar as necessary, ratification in accordance with article 556 of the Belgian Companies Code of article 13.11 of the “Machine to Machine Service Agreement” between the company and SPRINT SPECTRUM L.P. on 1 February 2012. This contract determines the modalities of cooperation between SPRINT SPECTRUM L.P. and the company for the delivery of international “Machine to Machine” services to SPRINT SPECTRUM L.P.. Article 13.11 allows SPRINT SPECTRUM L.P. to terminate the “Machine to Machine Service Agreement” or to stop all orders in the case of a change of control over the company by a competitor of SPRINT SPECTRUM L.P..

Proposed resolution No. 14:

'In accordance with article 556 of the Belgian Companies Code the general meeting approves and ratifies insofar as necessary article 13.11 of the “Machine to Machine

UNOFFICIAL TRANSLATION

Service Agreement” between the company and SPRINT SPECTRUM L.P. on 1 February 2012.’

Voting instructions:

(*) Cross out what is not applicable

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 (*)	Voting instruction on proposed resolution No. 8 - for (*) - against (*) - abstain (*)
Voting instruction on proposed resolution No. 9 - for (*) - against (*) - abstain (*)	Voting instruction on proposed resolution No. 10 - for (*) - against (*) - abstain (*)
Voting instruction on proposed resolution No. 11 - for (*) - against (*) - abstain (*)	Voting instruction on proposed resolution No. 12 - for (*) - against (*) - abstain (*)
Voting instruction on proposed resolution No.13 - for (*) - against (*) - abstain (*)	Voting instruction on proposed resolution No.14 - 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.

UNOFFICIAL TRANSLATION

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, only the specific voting instructions for each proposed resolution on the agenda will be taken into account.

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 original proxies, drafted in accordance with the template prescribed by the company, must be handed to the company (for the attention of Ms Anske De Porre) at the latest on **Thursday 26 April 2012 at 16.00 hours**. The proxies may also be sent via fax (+32 2 745 86 45) or e-mail (anske.deporre@mail.mobistar.be) within the same deadline, in so far as the signed original proxies are handed over at the latest at the beginning of the meeting at the bureau of the general meeting.

The proxies that the company has been informed of before the publication of the revised agenda remain valid for those agenda items they cover. As an exception to this rule, the proxy holder can, for the agenda items for which in accordance with article 533ter of the Belgian Companies Code new proposals for decisions have been 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 inform the proxy giver of this. The proxy must state whether the proxy holder is entitled to vote on the newly-added items on the agenda, or if he/she should abstain.

Done in on 2012 *

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