

PROXY

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),

Hereby appoints as special representative, with the right of substitution (surname, name /
company's registered name):

.....
.....

Domicile / company's registered address:

.....
.....

To represent him/her at 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:

¹ Cross out what is not applicable

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'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.'

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- 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 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.

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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 Code², 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 present proxy must arrive at the company at the latest on **Thursday 30 April 2015 at 17.00 hours** (for the attention of Mrs 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) in so far as the signed original arrives at the company at the latest on **Thursday 30 April 2015 at 17.00 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 may, 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 2015 **

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

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

1° 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;

2° 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 1°;

3° is an employee or an auditor of the company, or of a controlling shareholder or controlled entity referred to in 1°;

4° has a family relationship with a natural person referred to in 1° to 3°, or is the spouse or the legal cohabitant of such person or of a relative of such person.