Deloitte.

Deloitte Bedrijfsrevisoren /
Reviseurs d'Entreprises
Berkenaan 8b
1831 Diegem
Belgium
Tel. + 32 2 800 20 00
Fax + 32 2 800 20 01
www.deloitte.be

Mobistar NV

Statutory auditor's report on the statement of assets and liabilities as of 29 February 2012 related to the proposed change of the corporate goal

Free translation

The original text of this report is in Dutch/French

Deloitte.

Table of Contents   Page

Deloitte.

1. Introduction

In the context of the planned change of the corporate goal of Mobistar SA, which will be proposed to the extraordinary shareholders meeting of 2 May 2012, and in accordance with Article 559 of the Companies Code, we have performed a limited review of the attached statement of assets and liabilities for the period ending 29 February 2012, which shows a balance sheet total of 1,268,150 (000) EUR. This statement of assets and liabilities was established under the responsibility of the board of directors.

Article 559 reads as follows (free translation):

"If a change in the bylaws relates to the corporate goal, the board of directors has to justify the proposed change in a report that is mentioned in the agenda of the shareholders meeting. A statement of assets and liabilities not older than three months is attached to this report. The statutory auditor reports separately on this statement.

A copy of these reports can be obtained according Article 535.

The absent of these reports leads to the invalidity of the decision of the shareholders meeting.

(...)".

2. Performed review

Our mission was executed in accordance with the audit recommendations of the Instituut van de Bedrijfsrevisoren/Institut des Réviseurs d'Entreprises on limited reviews. A limited review of statements of assets and liabilities mainly consists of an analytical review of the financial data and a discussion of this information with management. The scope of this review is less than a full scope audit performed in accordance with the general accepted audit standards. As such, we cannot express an opinion on the attached statement of assets and liabilities.

3. Remarks on the statement of assets and liabilities

The interim statement of assets and liabilities as of 29 February 2012 was established under the responsibility of the board of directors in accordance with the accounting legislation and the company's accounting policies and is based on the accounting records of Mobistar SA. The accounting policies are consistent with those used during previous accounting years.

The statement of assets and liabilities as of 29 February 2012, includes comparative figures of the statement per 31 December 2011, which is an integral part of the annual accounts as of that date. These annual accounts are established by the board of directors on 23 March 2012. We have audited these annual accounts and issued an unqualified opinion. These annual accounts will be presented at the shareholders' meeting of 2 May 2012 for approval by the shareholders.

Deloitte.

4. Events after balance sheet date

On the date of the present report and based on our discussions with management no important events occurred after 29 February 2012, date of the interim statement of assets and liabilities, which could have a material impact.

5. Conclusion

Our review did not reveal any facts or elements which could result in significant adjustments to the interim statement of assets and liabilities as of 29 February 2012.

This report has been prepared for the sole use by the shareholders of the company in the context of the planned change of the corporate goal as described above and can therefore not be used for any other purpose.

Diegem, 26 March 2012

The statutory auditor

DELOITTE Bedrijfsrevisoren/Reviseurs d'Entreprises
BV o.v.v.e. CVBA / SC s.f.d. SCRL
Represented by Rik Neckebroeck

Enclosures: Special report of the board of directors in accordance with article 559 of the Company Code to the extraordinary general shareholders'meeting
Statement of assets and liabilities as of 29 February 2012 and the company's accounting principles.

BALANCE SHEET

	Notes	Codes	Period	Previous period
ASSETS				
FIXED ASSETS		20/28	997.881.838	1.017.278.644
Formation expenses	5.1	20	1.723.771	1.800.000
Intangible fixed assets	5.2	21	295.775.234	305.088.195
Tangible fixed assets	5.3	22/27	536.233.854	546.241.589
Land and buildings		22	295.713.415	294.894.820
Plant, machinery and equipment		23	209.178.407	219.606.663
Furniture and vehicles		24	21.090.432	21.487.998
Leasing and other similar rights		25		
Other tangible fixed assets		26	10.251.600	10.252.108
Assets under construction and advance payments		27		
Financial fixed assets	5.4/ 5.5.1	28	164.148.979	164.148.860
Affiliated enterprises	5.14	280/1	164.077.170	164.077.170
Participating interests		280	164.077.170	164.077.170
Amounts receivable		281		
Other enterprises linked by participating interests	5.14	282/3		
Participating interests		282		
Amounts receivable		283		
Other financial assets		284/8	71.809	71.690
Shares		284		
Amounts receivable and cash guarantees		285/8	71.809	71.690
CURRENT ASSETS		29/58	270.267.745	273.253.262
Amounts receivable after more than one year		29	5.556.000	5.556.310
Trade debtors		290		
Other amounts receivable		291	5.556.000	5.556.310
Stocks and contracts in progress		3	17.107.509	14.622.112
Stocks		30/36	17.107.509	14.622.112
Raw materials and consumables		30/31		
Work in progress		32		
Finished goods		33		
Goods purchased for resale		34	17.107.509	14.622.112
Immovable property intended for sale		35		
Advance payments		36		
Contracts in progress		37		
Amounts receivable within one year	5.5.1/ 5.6	40/41	206.826.900	215.692.709
Trade debtors		40	191.331.394	196.328.464
Other amounts receivable		41	15.495.506	19.364.245
Current investments		50/53	2.161.198	1.518.475
Own shares		50		
Other investments and deposits		51/53	2.161.198	1.518.475
Cash at bank and in hand		54/58	885.776	1.415.729
Deferred charges and accrued income	5.6	490/1	37.730.362	34.447.927
TOTAL ASSETS		20/58	1.268.149.583	1.290.531.906

Nr.	0456.810.810

C 2.2

EQUITY AND LIABILITIES

	Notes	Codes	Period	Previous period
EQUITY		10/15	201.145.418	178.343.214
Capital	5.7	10	131.720.619	131.720.619
Issued capital		100	131.720.619	131.720.619
Uncalled capital		101		
Share premium account		11		
Revaluation surpluses		12		
Reserves		13	13.172.062	13.172.062
Legal reserve		130	13.172.062	13.172.062
Reserves not available		131		
In respect of own shares held		1310		
Other		1311		
Untaxed reserves		132		
Available reserves		133		
Accumulated profits (losses) (+)/(-)		14	56.133.192	33.326.674
Investment grants		15	119.545	123.859
Advance to associates on the sharing out of the assets		19		
PROVISIONS AND DEFERRED TAXES		16	6.330.901	6.074.577
Provisions for liabilities and charges		160/5	6.330.901	6.074.577
Pensions and similar obligations		160	294.548	
Taxation		161		
Major repairs and maintenance		162		
Other liabilities and charges	5.8	163/5	6.036.353	6.074.577
Deferred taxes		168		
AMOUNTS PAYABLE		17/49	1.060.673.264	1.106.114.115
Amounts payable after more than one year	5.9	17	323.320.721	323.320.721
Financial debts		170/4	295.000.000	295.000.000
Subordinated loans		170		
Unsubordinated debentures		171		
Leasing and other similar obligations		172		
Credit institutions		173		
Other loans		174	295.000.000	295.000.000
Trade debts		175	28.320.721	28.320.721
Suppliers		1750	28.320.721	28.320.721
Bills of exchange payable		1751		
Advances received on contracts in progress		176		
Other amounts payable		178/9		
Amounts payable within one year		42/48	669.366.998	711.342.343
Current portion of amounts payable after more than one year falling due within one year	5.9	42	14.873.472	14.873.472
Financial debts		43	19.008.781	26.069.012
Credit institutions		430/8		
Other loans		439	19.008.781	26.069.012
Trade debts		44	288.185.780	302.915.039
Suppliers		440/4	288.185.780	302.915.039
Bills of exchange payable		441		
Advances received on contracts in progress		46		
Taxes, remuneration and social security	5.9	45	119.985.424	140.485.552
Taxes		450/3	88.969.319	111.998.970
Remuneration and social security		454/9	31.016.105	28.486.582
Other amounts payable		47/48	227.313.541	226.999.268
Accrued charges and deferred income	5.9	492/3	67.985.545	71.451.051
TOTAL LIABILITIES		10/49	1.268.149.583	1.290.531.906

Accounting principles

Formation costs

The first formation costs are capitalised on the balance sheet at cost and amortised over five years on a linear basis, starting from the date of payment. The costs related to increases in the issued capital are expensed as incurred from the initial public offer in 1998 onwards. Since 2010, the formation costs include the costs related to the negociation of a long-term credit facility. These costs are amortised over the validity period of the credit facility, i.e. 5 years as from 31 December 2010.

Intangible assets

The intangible assets are booked at cost value and are essentially comprised of the following capitalised costs and expenditures, including, if applicable, the fixed assets produced for use by the company: acquisition of the GSM network licence, acquisition of the UMTS licence, cost of the design and development of the network in execution of the GSM and UMTS licences, permits, software licences and related development cost and goodwill. In 2011, the acquisition cost of the 4G licence has been added in this section.

The GSM network licence has been granted for a duration of 15 years, and is amortised on a linear basis. The renewal of this licence has been granted in 2010 for a duration of 5 years, and is amortised on a linear basis over this period.

The UMTS licence has a duration of 20 years and is amortised on a linear basis over 16 years as from April 2005, when the first geographical area has been technically declared able to work.

The 4G licence acquired in 2011 will be depreciated as from the start of use up to the end of the right granted, which means over a period no longer than 15 years. Currently the start date of the depreciation is not known but, due to the conditions of the acquisition, the depreciation will not start before 1st July 2012.

The goodwill generated during the acquisition of all of the assets of Mobistar Corporate Solutions S.A. is amortised over 5 years.

The other intangible assets are amortised on a linear basis over a period of 4 to 5 years.

Tangible assets

The tangible assets are entered at cost value and are amortised on a linear basis pro rata temporis using the rates defined in the current Belgian tax law, which correspond to the life span of the assets concerned, as follows:

Buildings and constructions on sites	20 years
Optical fiber	15 years
Mobile telephone equipment	7-8 years
Messaging equipment	5 years
Computer hardware	4 and 5 years
Other tangible equipment	5 to 10 years

The amortisation period and amortisation method for assets with a finite useful life are reviewed at least at each financial year-end. Any change in the useful life or in the expected pattern of consumption of the future economic benefits embodied in the asset, is accounted for prospectively as a change in an accounting estimate.

The costs of regular maintenance and repairs are booked as expenses during the period in which they are incurred. Improvements to property are capitalised. The loan costs relating to the purchase of fixed assets, if any, are activated and amortised according to the same pattern as the fixed assets in question.

Financial assets

Shareholdings, stocks and shares are recorded at their acquisition value. Receivables are valued at their nominal value. Reductions in value on shareholdings, stocks and shares are booked in the case of long-term losses in value or depreciations. Receivables are reduced in value if their payment when due is wholly or partly uncertain or compromised.

Receivables

Receivables are recorded at their nominal value. Reductions in value on doubtful receivables are assessed taking into account the potential risk of non-recovery.

Stocks

Stocks include goods purchased for resale. Stock movements are recorded using the FIFO (First In – First Out) method. Inventories are recorded at the "lower of cost or market" value.

Impairment

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, Mobistar makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognised in the income statement in the operating expenses under the heading 'Depreciation, amortisation and impairment'.

For impaired assets, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the income statement.

Cash (and cash equivalents)

Liquid assets and equivalents include cash deposits and fixed deposits of less than three months. They are booked at their nominal value. Foreign currencies are converted at the closing rate and profits and losses are recorded as operating income and expenses.

Deferred charges and accrued income

The deferred charges for assets include the expenses to be carried forward and the accrued income. The deferred charges for liabilities include accrued expenses and income to be carried forward.

Pensions

The company runs a retirement pension scheme based on a set contribution that provides a supplement to the statutory pension for employees. This pension scheme is covered and financed by an insurance company as required by Belgian law.

Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the company expects some or all of the provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

Acknowledgement of income and expenses

Income and expenses are registered at the moment they are generated, regardless of their payment or collection.

Income derived from services is declared when it is acquired. Invoices for these services are issued on a monthly basis throughout the entire month. Revenues not invoiced at the end of the month are estimated on the basis of traffic and recorded at the end of the month. Payments received in advance are carried forward and included on the balance sheet under deferred income.

Taxes on income

The company is subject to corporation tax in accordance with Belgian legislation governing income tax. Beneficial deferred taxes, which are the result of temporary differences in the declaration of income and expenses, are not acknowledged.

Foreign currency transactions

Foreign currency transactions are converted into euros at the rates in force at the time of the transaction. Receivables and debts booked in foreign currencies on the date of the balance sheet are adjusted in order to reflect the exchange rates effective at this time. These adjustments are acknowledged in the profit and loss account to the extent that Belgian accounting laws permit.

Judgments, estimates and assumptions

In the process of applying the accounting policies, management has not made any significant judgments, estimates and assumptions concerning the future and other key sources of estimating uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, except for 'Operating lease commitment – as a lessee'. The company has entered into property leases, network and cars leases. It has determined, based on an evaluation of the terms and conditions of the arrangements, that the lessor retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.