

<p>VOTE BY MAIL</p> <p>Extraordinary Shareholders' Meeting</p> <p>of 4 January 2010 (3 p.m.)</p>
<p>To be returned by mail by 29 December 2009 at the latest to :</p> <p>Belgacom S.A./N.V. of public law</p> <p>Mr. Dirk Lybaert, Secretary General</p> <p>Bd du Roi Albert II, 27 (26U021)</p> <p>B - 1030 Brussels (Belgium)</p>

The undersigned (name and first name / Name of the company)

.....

Domicile / Registered Office

.....

.....

Owner of	<div style="display: flex; justify-content: space-around; align-items: center;"> </div>	Bearer Shares (1) Registered Shares (1)	of Belgacom S.A./N.V.
	Quantity	(1) cross out what is not applicable	

votes by mail in the following way with respect to the extraordinary shareholders' meeting of the company, which will be held on Monday 4 January 2010 at 3 p.m.

My / Our vote on the proposed resolutions is as follows:
(please tick the appropriate boxes):

A. Partial demerger of Telindus Group NV through acquisition by Belgacom SA under public law

A.1. Proposal, reports and preliminary declarations

A.1.1. Acknowledgment and discussion of the following documents:

- the proposal for a partial demerger by acquisition approved in accordance with Article 677 in conjunction with Article 728 of the Belgian Companies Code, by the Boards of Directors of Belgacom SA under public law (hereafter "Belgacom SA") and Telindus Group NV, with its registered office at 3001 Heverlee, Geldenaaksebaan, 355 and with company number 0422.674.035 on 22 and 26 October 2009, and filed with the Clerk of the Commercial Courts of Brussels and Leuven on 19 November 2009;
- the report of the Board of Directors of 30 November 2009 in accordance with (i) Article 677 in conjunction with Article 730 and (ii) Article 602 of the Belgian Companies Code;

- the auditor's report of 30 November 2009 on the partial demerger in accordance with Article 602, paragraph 3 in conjunction with Article 731 of the Belgian Companies Code;

A.1.2. Pursuant to Article 677 in conjunction with Article 732 of the Belgian Companies Code, notification by the Board of Directors of any important change in the assets or liabilities of the companies involved that has occurred since the date of the proposal for a partial demerger.

A.2. Resolution for a partial demerger

A.2.1. Partial demerger of Telindus Group through acquisition by Belgacom SA.

Motion for a resolution: the meeting decides to approve the partial demerger of Telindus Group, with the transfer of part of its corporate assets to Belgacom SA, without dissolution and without ceasing to exist.

The transfer of the demerged corporate assets will take place in accordance with Article 740, §2 of the Belgian Companies Code, i.e., without the issue of shares by Belgacom SA and without the exchange of Belgacom SA shares for shares of the Telindus Group NV.

As from 1 January 2010, from the point of view of direct taxes and accounting, all operations made by the Telindus Group will be carried out for the account of Belgacom.

As detailed in the proposal for a partial demerger, as a consequence of the proposed partial demerger, Telindus Group shall transfer to Belgacom the Belgian participations of Telindus Group as well as any supporting activities that are exclusively or mainly at the service of these Belgian companies. The international participations and the activities specifically aimed at supporting these international companies shall remain with Telindus Group.

FOR		AGAINST		ABSTAIN	
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A.2.2. Adoption of the partial demerger – impact.

Motion for a resolution: the meeting decides, in application of Article 740, §2 of the Belgian Companies Code, that Belgacom shall not issue any new shares and/or acquire its own shares in exchange for the shares which it holds in Telindus Group. At the level of Belgacom, the book value of the participation in the Telindus Group (which is part of the financial fixed assets) as a result of this partial demerger will be partially replaced by (i) the property components transferred by Telindus Group and (ii) goodwill.

FOR		AGAINST		ABSTAIN	
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B. Partial demerger of Belgacom Skynet SA through acquisition by Belgacom SA under public law

B.1. Proposal, reports and preliminary declarations

B.1.1. Acknowledgment and discussion of the following documents:

- the proposal for a partial demerger by acquisition approved, in accordance with Article 677 in conjunction with Article 728 of the Belgian Companies Code, by the Boards of Directors of Belgacom SA and of Belgacom Skynet SA, with its registered office at 1030 Brussels, Boulevard du Roi Albert II, 27, and with company number 0460.102.672 on 22 and 23 October 2009 and filed with the Clerk of the Brussels Commercial Court on 19 November 2009;
- the report of the Board of Directors of 30 November 2009 in accordance with (i) Article 677 in conjunction with Article 730 and (ii) Article 602 of the Belgian Companies Code;
- the auditor's report of 30 November 2009 on the partial demerger in accordance with Article 602, paragraph 3 in conjunction with Article 731 of the Belgian Companies Code;

B.1.2. Pursuant to Article 677 in conjunction with Article 732 of the Belgian Companies Code, notification by the Board of Directors of any important change in the assets or liabilities of the companies involved that has occurred since the date of the proposal for a partial demerger.

B.2. Resolution for a partial demerger

B.2.1. Partial demerger of Belgacom Skynet SA through acquisition by Belgacom SA.

Motion for a resolution: the meeting decides to approve the partial demerger of Belgacom Skynet, which involves the transfer of part of its corporate assets to Belgacom SA, without dissolution and without ceasing to exist.

The transfer of the demerged corporate assets shall take place in accordance with Article 740, §2 of the Belgian Companies Code, i.e., without the issue of shares by Belgacom SA and without the exchange of Belgacom SA shares for shares of Belgacom Skynet.

As from 1 January 2010, from the point of view of direct taxes and accounting, all operations made by Belgacom Skynet will be carried out for the account of Belgacom.

As detailed in the proposal for a partial demerger, as a result of the partial demerger, Belgacom Skynet shall transfer all its operational activities and related assets and liabilities to Belgacom SA with the exception of (i) the financial participation in Skynet iMotion Activities SA, with its registered office at rue Carli 2, 1140 Evere and with company number 0875.092.626 and (ii) the investments placed with Belgacom Group International Services NV, with its registered office at Geldenaaksebaan 335, 3001 Heverlee and with company number 0466.917.220.

FOR		AGAINST		ABSTAIN	
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B.2.2. Adoption of the partial demerger – impact.

Motion for a resolution: the meeting decides, in application of Article 740, §2 of the Belgian Companies Code, that Belgacom shall not issue any new shares and/or acquire shares in itself in exchange for the shares which it holds in Belgacom Skynet. At the level of Belgacom, the book value of the participation in Belgacom Skynet (which is part of the financial fixed assets) as a result of this partial demerger will be partially replaced by (i) the property components transferred by Belgacom Skynet and (ii) goodwill.

FOR		AGAINST		ABSTAIN	
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C. A transaction equivalent to a merger by acquisition between Belgacom SA on the one hand and Belgacom Mobile SA, Telindus NV and Telindus Sourcing SA on the other.

C.1. Proposal, reports and preliminary declarations

Acknowledgment, discussion and approval of the joint merger proposal equivalent to a merger by acquisition, by the Board of Directors of Belgacom SA on the one hand and by the Boards of Directors of the following companies on the other hand, drawn up in accordance with Article 719 of the Belgian Companies Code (the "Merger proposal"):

- Belgacom Mobile SA, with its registered office at 1030 Brussels, Boulevard du Roi Albert II, 27, and with company number 0453.918.428
- Telindus NV, with its registered office at 3001 Heverlee, Geldenaaksebaan, 355, and company number 0442.257.642
- Telindus Sourcing SA, with its registered office at 7000 Mons, Avenue Thomas Edison, 1, and company number 0457.839.802.

This merger proposal was drawn up on 22, 23 and 28 October 2009 and was filed on behalf of Belgacom SA and Belgacom Mobile SA with the Clerk of the Brussels Commercial Court on 19 November 2009. It was filed on behalf of Telindus SA with the Clerk of the Leuven Commercial Court on 19 November 2009, and filed on behalf of Telindus Sourcing SA with the Clerk of the Mons Commercial Court on 20 November 2009.

C.2. Resolution for a merger by takeover

Motion for a resolution: the meeting approves the acquisition by the company Belgacom SA of the companies Belgacom Mobile SA, Telindus NV and Telindus Sourcing SA, in the form of a transaction equivalent to a merger in the sense of Article 676, section 1 of the Belgian Companies Code.

As from 1 January 2010, from the point of view of direct taxes and accounting, all the operations performed by each of the three afore-mentioned companies will be deemed to have been carried out for the account of Belgacom SA.

FOR		AGAINST		ABSTAIN	
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D. Miscellaneous

D.1. Proposal to grant authority for the implementation of the decisions taken.

Motion for a resolution: the meeting decides to grant authority to the Board of Directors, with power of substitution, for the implementation of the decisions taken.

FOR		AGAINST		ABSTAIN	
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D.2. Proposal to grant special authority for the procedures for the VAT authorities and the Crossroads Bank for Enterprises and publication in the appendixes of the Belgian Official Gazette.

Motion for a resolution: the meeting decides to grant special authority for the procedures or the VAT authorities and the Crossroads Bank for Enterprises and publication in the appendixes of the Belgian Official Gazette.

FOR		AGAINST		ABSTAIN	
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Done at, on, 2009.

Signature(s) :

Legal entities must specify the name, first name and title of the natural person(s) who signs this letter on their behalf.

Owners of bearer shares or registered shares intending to vote by mail must also have completed the formalities described in the invitation.