

Orange Belgium

A LIMITED LIABILITY COMPANY
AVENUE DU BOURGET 3, 1140 BRUSSELS
VAT BE 0456.810.810 RLE BRUSSELS
(the "Company")

CONVENING NOTICE OF A GENERAL MEETING OF SHAREHOLDERS

The board of directors invites the shareholders to attend the ordinary general meeting, which will take place on **Wednesday 5 May 2021 at 11 am** at Avenue du Bourget 3, Evere (1140 Brussels).

The practical organisation of the general meeting will depend on the sanitary context and the regulatory measures applicable at the time of the meeting. As last minute changes cannot be excluded, the company recommends to vote by correspondence. Any change with respect to the practical organisation of the general meeting will be published as soon as possible on the Company's Website (<http://corporate.orange.be/en/>), which the shareholders are invited to consult on a regular basis.

The shareholders wishing to attend the general meeting should in any case respect all necessary measures imposed in the framework of the Covid-19 pandemic. They will be requested to be present at the starting time of the meeting and to leave the company premises right after the meeting has ended.

THE AGENDA FOR THIS MEETING IS AS FOLLOWS :

- Presentation and discussion of the board of directors' management report on the Company's annual accounts for the financial year ended 31 December 2020.
- Presentation and discussion of the statutory auditor's report on the Company's said annual accounts.
- Approval of the remuneration report for the financial year ended 31 December 2020.

Draft resolution No. 1 :

The general meeting approves the remuneration report for the financial year ended 31 December 2020.

- Approval of the remuneration policy

Draft resolution No. 2 :

The general meeting approves the remuneration policy* established pursuant to article 7:89/1 of the Code on Companies and Associations.

- Approval of the Company's annual accounts for the financial year ended 31 December 2020 and appropriation of the result. Presentation of the annual consolidated accounts as at the same date.

Draft resolution No. 3 :

The general meeting approves the Company's annual accounts for the financial year ended 31 December 2020, including the appropriation of the result as proposed, in particular distribution of an ordinary gross dividend of fifty eurocents (EUR 0.50) per share, payable in exchange for coupon No. 21 as follows:
* "Ex dividend date" on 15 June 2021;
* "Record date" on 16 June 2021; and
* "Payment date" on 17 June 2021.

The general meeting decides to grant an identical profit premium pursuant to the Law of 22 May 2001 regarding the employee participation in the company's capital and the establishment of a profit premium for employees, in order to involve the employees in the results of the financial year starting on 1 January 2020 and ending on 31 December 2020. The identical profit premium that the general meeting decides to grant the employees shall comply with the following terms:

- The gross profit premium amounts to eight hundred fifty euros and nineteen eurocents (EUR 850.19) for an employee having an employment contract with Orange Belgium SA and having worked on a full time basis during the financial year starting on 1 January 2020 and ending on 31 December 2020. The amount will be granted proportionally in relation to the actual occupation of the employees during the financial year 2020.
- The amount of the profit premium will be calculated prorata temporis (on a daily basis) in case of voluntary suspension or termination of the employment contract. No profit premium will be granted to employees dismissed for serious cause or who voluntarily terminated their employment with the Company during the financial year starting on 1 January 2020 and ending on 31 December 2020.

- Discharge of the directors.

Draft resolution No. 4 :

The general meeting grants the directors discharge for the performance of their function up to and including 31 December 2020.

- Discharge of the statutory auditor.

Draft resolution No. 5 :

The general meeting grants the statutory auditor discharge for the performance of its function up to and including 31 December 2020.

- Board of directors: end of mandate - appointments.

The mandate of the following directors ends immediately after this general meeting: Mrs **artine DE ROUCK**, Mr **Ramon FERNANDEZ**, Mrs **Clarisse HÉRIARD DUBREUIL**, Mrs **Mari-Noëlle JÉGO-LAVEISSIÈRE**, K2A MANAGEMENT AND INVESTMENT SERVICES BVBA represented by Mr **Wilfried VERSTRAETE**, LEADERSHIP AND MANAGEMENT ADVISORY SERVICES SPRL represented by Mr **Grégoire DALLEMAGNE**, Mrs **Béatrice MANDINE**, Mr **Christophe NAULLEAU**, Mr **Xavier PICHON**, THE HOUSE OF VALUE – ADVISORY & SOLUTIONS BVBA represented by Mr **Johan DESCHUYFFELEER**, SOCIÉTÉ DE CONSEIL EN GESTION ET STRATÉGIE D'ENTREPRISES SPRL represented by Mrs **Nadine ROZENCWEIG-LEMAITRE** and Mr **Jean-Marc VIGNOLLES**.

Proposed resolution No. 6 :

The general meeting resolves to proceed to the appointment of Mr **Matthieu BOUCHÉRY**** as director of the Company, with effect as of today, for a term of two years. His mandate will be unremunerated and will expire after the ordinary general meeting in 2023.

Proposed resolution No. 7 :

The general meeting resolves to re-appoint Mrs **Clarisse HÉRIARD DUBREUIL**** as director for a term of two years. Her mandate will expire after the ordinary general meeting in 2023.

Proposed resolution No. 8 :

The general meeting resolves to proceed to the final appointment of Mrs **Mari-Noëlle JÉGO-LAVEISSIÈRE**** (co-opted by the Board of Directors on 23 July 2020, with effect as of 1 September 2020, in replacement of Mrs **Valérie LE BOULANGER**, resigning director) as director of the Company, and to renew her mandate

for a term of two years. Her mandate will expire after the ordinary general meeting in 2023.

Proposed resolution No. 9 :

The general meeting resolves to re-appoint BVBA K2A MANAGEMENT AND INVESTMENT SERVICES represented by Mr **Wilfried VERSTRAETE**** as director for a term of two years. Its mandate will expire after the ordinary general meeting in 2023. It appears from the elements known by the Company and from the statement made by BVBA K2A MANAGEMENT AND INVESTMENT SERVICES represented by Mr **Wilfried VERSTRAETE** that they meet the independence criteria set out in article 7:87 of the Code on Companies and Associations and in article 3.5 of the Code of Corporate Governance.

Proposed resolution No. 10 :

The general meeting resolves to re-appoint SPRL LEADERSHIP AND MANAGEMENT ADVISORY SERVICES (LMAS) represented by Mr **Grégoire DALLEMAGNE**** as director for a term of two years. Its mandate will expire after the ordinary general meeting in 2023. It appears from the elements known by the Company and from the statement made by SPRL LEADERSHIP AND MANAGEMENT ADVISORY SERVICES represented by Mr **Grégoire DALLEMAGNE** that they meet the independence criteria set out in article 7:87 of the Code on Companies and Associations and in article 3.5 of the Code of Corporate Governance.

Proposed resolution No. 11 :

The general meeting resolves to re-appoint Mrs **Béatrice MANDINE**** as director for a term of two years. Her mandate will expire after the ordinary general meeting in 2023.

Proposed resolution No. 12 :

The general meeting resolves to re-appoint Mr **Christophe NAULLEAU**** as director for a term of two years. His mandate will expire after the ordinary general meeting in 2023.

Proposed resolution No. 13 :

The general meeting resolves to proceed to the final appointment of Mr **Xavier PICHON**** (co-opted by the Board of Directors on 23 July 2020, with effect as of 1 September 2020, in replacement of Mr **Michaël TRABIA**, resigning director) as director of the Company, and to renew his mandate for a term of two years. His mandate will expire after the ordinary general meeting in 2023.

Proposed resolution No. 14 :

The general meeting resolves to re-appoint BVBA THE HOUSE OF VALUE – ADVISORY & SOLUTIONS represented by Mr **Johan DESCHUYFFELEER**** as director for a term of two years. Its mandate will expire after the ordinary general meeting in 2023.

Proposed resolution No. 15 :

The general meeting resolves to re-appoint SPRL SOCIÉTÉ DE CONSEIL EN GESTION ET STRATÉGIE D'ENTREPRISES (SOGESTRA) represented by Mrs **Nadine ROZENCWEIG-LEMAITRE**** as director for a term of two years. Its mandate will expire after the ordinary general meeting in 2023. It appears from the elements known by the Company and from the statement made by SPRL SOCIÉTÉ DE CONSEIL EN GESTION ET STRATÉGIE D'ENTREPRISES represented by Mrs **Nadine ROZENCWEIG-LEMAITRE** that they meet the independence criteria set out in article 7:87 of the Code on Companies and Associations and in article 3.5 of the Code of Corporate Governance.

Proposed resolution No. 16 :

The general meeting resolves to re-appoint Mr **Jean-Marc VIGNOLLES**** as director for a term of two years. His mandate will expire after the annual general meeting in 2023.

- Board of directors: remuneration.

Proposed resolution No. 17 :

On the proposal of the board of directors, the general meeting resolves as follows:

- The remuneration of each independent director is fixed at a lump sum of thirty-six thousand euro (EUR 36,000) per full financial year. Additional remuneration of two thousand four hundred euro (EUR 2,400) will be granted to each independent director for each meeting of a committee of the Company of which that independent director is a member and which that independent director has personally attended. This additional remuneration is capped, for each independent director, at fourteen thousand four hundred euro (EUR 14,400) per financial year and per statutory committee and at twelve thousand euro (EUR 12,000) for non-statutory committees. The payment of all remuneration will be made (where applicable pro rata) after the general meeting approving the annual accounts for the relevant financial year.
- The remuneration of the Chairman of the board of directors is fixed at a lump sum of seventy-two thousand euro (EUR 72,000) per full financial year and for the entire duration of his mandate as Chairman. Additional remuneration of two thousand four hundred euro (EUR 2,400) will be granted to the Chairman for each meeting of a committee of the Company of which the Chairman is a member and which he has personally attended. The above-mentioned caps will also apply to him. The payment of all remuneration will be made (where applicable pro rata) after the general meeting approving the annual accounts for the relevant financial year.
- An additional lump sum payment of EUR 3,000 is granted to the Vice-Chairman and to the presidents of the statutory committees. This remuneration will only be paid if the concerned person is an independent director of the Company or the Chairman of the board. The payment of this additional lump sum will be made (where applicable pro rata) after the general meeting approving the annual accounts for the relevant financial year.
- The mandate of the other directors is not remunerated, pursuant to article 20 of the Company's Articles of Association and the Company's Corporate Governance Charter.

- Coordination of the articles of association – powers.

Draft resolution No. 18 :

The general meeting grants full powers to B-DOCS SPRL having its registered office at rue du Taciturne 27, 1000 Brussels, as well as to its respective employees, servants and agents, with right of substitution, to fulfil all required and/or necessary actions, procedures and/or formalities with the legal entities register, an enterprise counter ("Guichet d'entreprise"), the Belgian Official Journal and/or the Crossroads Bank for Enterprises, to ensure (i) the necessary filings, (ii) the publication in the Annexes to the Belgian Official Journal and, (iii) the recording/modification of the data in the Crossroads Bank for Enterprises.

NUMBER OF SHARES ON THE DATE OF CONVOCACTION :

The share capital is represented by 60,014,414 shares without nominal value that each represent an equal share of the share capital. Each share represents one vote. On the date of convocation, de Company owns 69,657 own shares, of which the voting right has been suspended.

CONDITIONS CONCERNING PRESENCE AND MAJORITY :

In order to be adopted, the proposed resolutions No. 1 up to and including No. 18 of the agenda require a simple majority of the votes of those present or validly represented participating in the vote.

UNOFFICIAL TRANSLATION FORMALITIES TO BE FULFILLED TO BE ADMITTED TO THE GENERAL MEETING AND EXERCISE VOTING RIGHTS :

The Company points out that only those persons who satisfy the two conditions referred to under items A and B will have the right to participate in the general meeting and exercise their voting rights, namely:

A – The registration of the shares in their name on **Wednesday 21 April 2021 at 12 pm** (Belgian time) ("Record date").

Dematerialised shares: the registration will be determined by the registration of the shares in the name of the shareholder on the Record date in the accounts of a recognised account holder or clearing house without any initiative being required by the shareholder. The shareholder will receive from the recognised account holder or clearing house a certificate listing the number of dematerialised shares registered in the name of the shareholder on the Record date.

Registered shares: the registration will be determined by the registration of the shares in the name of the shareholder on the Record date in the Company's share register.

B – The notification by the shareholder of the intent to participate in the general meeting and the number of shares in respect of which the shareholder wishes to exercise voting rights. The certificate that is delivered by the recognised account holder or by the clearing house, as the case may be, shall be attached to the notification.

This notification and as the case may be, the certificate ad hoc, must be delivered to Euroclear Belgium (to the attention of the Issuer Relation Department) by e-mail (ebe.issuer@euroclear.com) or by postal services (Boulevard du Roi Albert II 1 - 1210 Brussels). The(se) document(s) must reach Euroclear Belgium at the latest on **Thursday 29 April 2021 at 4 pm**.

The holders of dematerialised shares are invited to request their financial institution to directly notify Euroclear Belgium within the aforementioned deadline of their intent to participate in the general meeting and of the number of shares in respect of which they wish to exercise their voting rights.

The holders of registered shares must notify Euroclear Belgium within the aforementioned deadline of their intent to participate in the general meeting and of the number of shares in respect of which they wish to exercise their voting rights.

In general, all shareholders will have to prove their identity. The representative of a shareholder, who is a legal entity, must be able to present the documents proving his/her representation powers, at the latest at the opening of the general meeting.

The Company emphasises that these formalities do not generate any cost to the shareholders.

EXERCISE OF THE VOTING RIGHT :

Shareholders may exercise voting rights in person, through proxy or by correspondence.

An ad hoc template for voting by proxy or by correspondence is available on the website of the Company at the following address: <http://corporate.orange.be/en/>. This form may also be requested by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Mrs **Anske De Porre**).

The original proxies and the original forms for voting by correspondence must arrive at the Company (to the attention of Mrs **Anske De Porre**) at the latest on **Thursday 29 April 2021 at 4 pm**. A copy may also be sent in advance via e-mail (anske.deporre@orange.com) provided that the signed originals arrive at the Company at the latest on **Thursday 29 April 2021 at 4 pm**.

RIGHT TO PUT ITEMS ON THE AGENDA OR TO TABLE DRAFT RESOLUTIONS FOR DECISION :

One or more shareholders collectively owning at least 3% of the Company's share capital have the right (i) to put items on the agenda of the general meeting and/or (ii) to table draft resolutions for items included or to be included on the agenda.

This right may be exercised by delivering the text of the new agenda items and/or of the proposed resolutions to the Company by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Mrs **Anske De Porre**). Any requests to this end must reach the Company at the latest on **Tuesday 13 April 2021 at 4 pm**. The Company will confirm receipt of these requests by e-mail or postal services at the address provided by the shareholder.

Detailed information on this right will be made available on the Company's website at the following address: <http://corporate.orange.be/en/>.

The agenda will then, as the case may be, be revised and published at the latest on **Tuesday 20 April 2021**.

RIGHT TO ASK QUESTIONS IN WRITING :

The shareholders who have adhered to the formalities to be admitted to the general meeting have the right to ask questions during the meeting or in writing to the directors and/or statutory auditor of the Company. The written questions may be submitted prior to the meeting by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Mrs **Anske De Porre**). These questions must reach the Company at the latest on **Thursday 29 April 2021 at 4 pm**.

Detailed information on this right will be made available on the Company's website at the following address: <http://corporate.orange.be/en/>.

DOCUMENTS THAT MUST BE PRESENTED TO THE GENERAL MEETING :

The documents that must be presented to the general meeting can be consulted on the Company's website (<http://corporate.orange.be/en/>) as from **Thursday 1 April 2021**. From this date onwards, the shareholders may also consult these documents at the registered office of the Company (during normal business days and hours) or obtain a copy, free of charge, on simple request by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Mrs **Anske De Porre**).

The board of directors

* The remuneration policy is available on the website of the Company.

** The resumes of the proposed directors are available on the website of the Company.