

Orange Belgium

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 4 May 2022 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 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 2021.
- 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 2021.

Draft resolution No. 1 :

The general meeting approves the remuneration report for the financial year ended 31 December 2021.

- 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 2021 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 2021, including the appropriation of the result as proposed.

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 2021 and ending on 31 December 2021. 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 nine hundred thirty-seven euros and seven eurocents (EUR 937.07) 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 2021 and ending on 31 December 2021. The amount will be granted proportionally in relation to the actual occupation of the employees during the financial year 2021.
- 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 2021 and ending on 31 December 2021.

UNOFFICIAL TRANSLATION

- 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 2021.

- 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 2021.

- Board of directors: co-optation – final appointment.

Proposed resolution No. 6 :

*The general meeting resolves to proceed to the final appointment of Mr Christian LUGINBÜHL** (co-opted by the Board of Directors with effect as of 1 July 2021, in replacement of Mr Christophe NAULLEAU, resigning director) as director of the Company. His mandate will expire after the ordinary general meeting in 2023.*

- Coordination of the articles of association – powers.

Draft resolution No. 7 :

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 59.944.757 shares without nominal value that each represent an equal share of the share capital. Each share represents one vote.

CONDITIONS CONCERNING PRESENCE AND MAJORITY :

In order to be adopted, the proposed resolutions No. 1 up to and including No. 7 of the agenda require a simple majority of the votes of those present or validly represented participating in the vote.

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 20 April 2022 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 28 April 2022 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 28 April 2022 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 28 April 2022 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 12 April 2022 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 19 April 2022**.

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 28 April 2022 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 **Friday 1 April 2022**. 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 resume of Mr Christian Luginbühl is available on the website of the Company.