



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

The undersigned (surname, name / company name):

Domicile / company address :

Holder of ..... (dematerialised / registered<sup>1</sup>) shares of Orange Belgium SA on the Record date (**Wednesday 17 September 2025 at 24 hours – Belgian time**), hereby appoints as special representative, with the right of substitution (surname, name / company name):

Domicile / company address :

To represent him/her at the extraordinary general meeting of shareholders of Orange Belgium SA, which will be held on **Wednesday 1 October 2025 at 10.00 hours** at Evere (1140 Brussels), Avenue du Bourget 3.

<sup>1</sup> Cross out what is not applicable.

#### THE AGENDA FOR THIS MEETING IS AS FOLLOWS:

• **Acknowledgement by the shareholders of the following documents, of which they may obtain a copy free of charge:**

- The demerger proposal drawn up by the boards of directors of the companies involved in the demerger, in accordance with article 12:4 *juncto* article 12:59 of the Belgian Code on Companies and Associations (the "**Demerger Proposal**");
- The report of the board of directors of the Company regarding the Demerger (as defined below), drawn up in accordance with article 12:61 of the Belgian Code on Companies and Associations; and
- The report of the statutory auditor of the Company on the Demerger Proposal, drawn up in accordance with article 12:62 of the Belgian Code on Companies and Associations.

• **Communication regarding any material change in the assets and liabilities of the companies involved in the Demerger, between the date of the preparation of the Demerger Proposal and the date of the demerger, in accordance with article 12:63 of the Belgian Code on Companies and Associations.**

• **Decision on demerger by acquisition – Determination of the exchange ratio – General terms and conditions – Retroactive effect from an accounting and tax perspective.**

**Proposed resolution No. 1:**

The general meeting approves the Demerger Proposal and resolves on the demerger by acquisition of the public limited liability company **VOO S.A.** ("VOO"), with registered office at rue Jean Jaurès 46, 4430 Ans, and company number 0696.668.549, as a result of which VOO transfers universally, as a result of its dissolution without liquidation (i) all assets and liabilities constituting the Fixed Network Activities, as described in the Demerger Proposal, to the public limited liability company **Orange NetCo** ("Orange NetCo"), with registered office at Avenue du Bourget 3, 1140 Evere, and company number 1022.514.315, (ii) all assets and liabilities constituting the Other Activities, as described in the Demerger Proposal, to the Company ((i) and (ii) together the "**Demerged Assets and Liabilities**" as further detailed in the Demerger Proposal) and this in accordance with the terms and conditions set out in the Demerger Proposal, pursuant to articles 12:59 and subsequent of the Code on Companies and Associations (the "**Demerger**").

In the context of the Demerger, and more specifically the universal transfer of the Other Activities of VOO to the Company, in accordance with article 12:71, §2 of the Belgian Code on Companies and Associations, and given that the Company is the sole shareholder of VOO, no shares of the Company will be issued and/or allotted in exchange for shares of VOO.

From an accounting and tax perspective, all transactions of VOO as from 1 July 2025 relating to the assets and liabilities constituting the Other Activities shall be deemed to have been carried out on behalf of the Company, and all profits and losses relating to the Other Activities and realised during the period since 1 July 2025 shall be deemed to have been realised by the Company.

• **Power of attorney for the formalities.**

**Proposed resolution No. 2:**

The general meeting grants all powers:

- to the board of directors of the Company, as well as to each director of the Company, acting individually, to implement the resolutions adopted;
- to each employee of the notarial office Berquin Notarissen, established at Lloyd Georgelaan 11, 1000 Brussels, with the right of substitution, to record in one or more authentic deeds of amendment or supplement any errors or omissions relating to the description of real estate included in the minutes of the extraordinary general meeting of the Company, and to make all necessary declarations, elect domicile, grant exemption to the General Administration of Patrimonial Documentation from ex officio registration, and do all that is necessary or useful in the context of mortgage publicity; and
- to B-DOCS BV, with registered office at rue du Taciturne 27/Willem de Zwijgerstraat 27, 1000 Brussels, represented by Ms. Hanane Mejdoubi and/or Ms. Carmen Theunis, as well as to its employees, appointees and proxies and/or Mr. Nicolas Janssens de Bisthoven and/or Ms. Lara Trawinski, with the right of substitution, to carry out any act, step and/or formality that appears useful and/or necessary with the legal entities register, a business one-stop shop, the Belgian Official Gazette, the Belgian Cross-roads Bank for Enterprises and/or, as the case may be, the Administration for Value Added Tax or any other service.

**Voting instructions :**

Proposed resolution No. 1	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution No. 2	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain

**If no voting instruction is given (please cross out what is not applicable):**

- (a) the representative will vote for the proposed resolution; OR
- (b) in case the undersigned crossed out the above-mentioned option (a), the representative shall vote in the best interest of the undersigned.

However, should there exist a possible conflict of interests between the representative and the shareholder as per article 7:143 § 4 of the Belgian Code on Companies and Associations, the representative will only be allowed to vote on the items included in the agenda for which he has received clear and specific voting instructions<sup>2</sup>. Please note that a proxy that would not include the name of the special representative will be treated as equivalent to this hypothesis of conflict of interests.

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 himself/herself substituted 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 reach the Company at the latest on **Thursday 25 September 2025 at 16.00 hours** by e-mail ([anske.deporre@orange.com](mailto:anske.deporre@orange.com)) or by postal services (at the registered office of the Company – to the attention of Ms. Anske De Porre).

- New draft resolution for an item included on the agenda

In case the present proxy is notified to the Company before the publication of the revised agenda in accordance with article 7:130 of the Belgian Code on Companies and Associations, it will remain valid for those items included on the agenda which are covered by the proxy. As an exception to this rule, the proxy holder may, with respect to the agenda items for which in accordance with article 7:130 of the Belgian Code on Companies and Associations new draft resolutions are submitted, deviate during the meeting from the instructions of the shareholder, if carrying out the instructions could prejudice the interests of the shareholder. The proxy holder must in any case inform the shareholder hereof.

- Newly-added items on the agenda

In the event that new items are added to the agenda in accordance with article 7:130 of the Belgian Code on Companies and Associations, the proxy holder (please select box):

- ☐ is entitled to vote on the newly-added items on the agenda;
- ☐ should abstain from voting on these new agenda items.

If no selection is made, the representative will **not** cast a vote on these newly-added items.

In any case, the representative referred to in Article 7:143 § 4 of the Belgian Code on Companies and Associations (conflict of interests) who did not receive clear and specific voting instructions on a new item added or to be added on the agenda or on a new draft resolution, will **not** cast a vote for this newly-added item or new draft resolution.

Done in ..... on ..... 2025 (\*)

Signature : .....

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

<sup>2</sup> A conflict of interest within the meaning of article 7:143 § 4 of the Belgian Code on Companies and Associations may in particular arise where the proxy holder:

<sup>1°</sup> is the Company itself or an entity controlled by the Company, a controlling shareholder of the Company or is another entity controlled by such shareholder;

<sup>2°</sup> is a member of a governing body of the Company, or of a controlling shareholder or controlled entity referred to in <sup>1°</sup>;

<sup>3°</sup> is an employee or an auditor of the Company, or of a controlling shareholder or controlled entity referred to in <sup>1°</sup>;

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