



The board of directors invites the shareholders to attend the ordinary and special general meeting, which will take place on **Wednesday 7 May 2025 at 11 am** at Avenue du Bourget 3, Evere (1140 Brussels).

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 2024.**

• **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 2024.**

Proposed resolution No. 1 :

The general meeting approves the remuneration report for the financial year ended 31 December 2024.

• **Approval of the remuneration policy.**

Proposed 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 2024 and appropriation of the result. Presentation of the annual consolidated accounts as at the same date.**

Proposed resolution No. 3 :

The general meeting approves the Company’s annual accounts for the financial year ended 31 December 2024, 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 2024 and ending on 31 December 2024. 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 one hundred sixteen euros and ninety-eight eurocents (EUR 116.98) 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 2024 and ending on 31 December 2024. The amount will be granted proportionally in relation to the actual occupation of the employees during the financial year 2024.*

• *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 2024 and ending on 31 December 2024.*

• **Discharge of the directors.**

Proposed resolution No. 4 :

The general meeting grants the directors discharge for the performance of their mandate up to and including 31 December 2024.

• **Discharge of the statutory auditor.**

Proposed resolution No. 5 :

The general meeting grants the statutory auditor discharge for the performance of its mandate up to and including 31 December 2024.

• **Approval of article 18.4 of the Dedicated Networks Reseller Agreement entered into between Ericsson NV and the Company on 26 April 2024 related to the resale of dedicated networks. Article 18.4 allows Ericsson NV under certain conditions to terminate the agreement if there is a change of control over the Company.**

Proposed resolution No. 6 :

Pursuant to article 7:151 of the Code on Companies and Associations, the general meeting approves article 18.4 of the Dedicated Networks Reseller Agreement entered into between Ericsson NV and the Company on 26 April 2024 related to the resale of dedicated networks.

• **Approval of article 3.b of the HP Partner Terms attached to the HP Partner Agreement to be entered into between HP Belgium BV and the Company related to the purchase, resale or sublicense of HP products and support. Article 3.b allows HP Belgium BV under certain conditions to terminate the agreement if there is a change of control over the Company.**

Proposed resolution No. 7 :

Pursuant to article 7:151 of the Code on Companies and Associations, the general meeting approves article 3.b of the HP Partner Terms attached to the HP Partner Agreement to be entered into between HP Belgium BV and the Company related to the purchase, resale or sublicense of HP products and support.

• **Board of directors : Appointment.**

Proposed resolution No. 8 :

*The general meeting resolves to proceed to the final appointment of Mrs Sara PUIGVERT** (co-opted by the Board of Directors on*

18 July 2024, with effect as of 19 July 2024, in replacement of Mrs Clarisse HERIARD DUBREUIL, resigning director) as director of the Company. Her mandate will expire after the ordinary general meeting in 2027.

• **Board of directors : Remuneration.**

Proposed resolution No. 9 :

On the proposal of the board of directors, the general meeting resolves, as from the financial year 2025, to grant a one-off flat-rate remuneration of three thousand euros (EUR 3,000) to the chairman of a committee set up pursuant to Article 7:97 of the Code on Companies and Associations, for the performance of his duties as chairman of that committee. The remuneration will be paid after the general meeting following completion of the procedure.

• **Assurance on sustainability report : Appointment auditor.**

Proposed resolution No. 10 :

In accordance with the recommendation of the audit committee and the proposal of the board of directors, made on the basis of a presentation by the works council, the general meeting resolves to appoint the Company’s auditor, Deloitte Bedrijfsrevisoren SRL, having its registered office at Luchthaven Brussel Nationaal 1J, 1930 Zaventem, and registered with the Crossroads Bank for Enterprises (RPM Brussels, Dutch-speaking section) under number 0429.053.863, represented by Nico Houthaeve, with the task of providing ‘limited assurance’ on the Company’s consolidated sustainability information, in accordance with the Law of 2 December 2024 on the publication of sustainability information by certain companies and groups, on the assurance of sustainability information and on miscellaneous provisions, for a period of two financial years, i.e. the remainder of the auditor’s term of mandate, in application of Article 42 of the relevant legislation, with retroactive effect for the financial year ending 31 December 2024. The retroactive effect is due to the late publication of the legislation, in this case on 20 December 2024.

In accordance with the recommendation of the audit committee and on the proposal of the board of directors, the general meeting resolves to set the remuneration of Deloitte Bedrijfsrevisoren SRL for the ‘limited assurance’ assignment relating to the financial year ending 31 December 2024 at EUR 156,519 (excluding IRE and VAT contributions).

• **Powers.**

Proposed resolution No. 11 :

The general meeting grants full powers to B-DOCS SRL 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 CONVOCATION :

The share capital is represented by 67.412.205 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 11 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 23 April 2025 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 1st May 2025 at 4 pm**.

Please note that **Thursday 1st May 2025** is a public holiday in Belgium and it is therefore recommended that shareholders take the necessary steps in a timely manner to meet this deadline. Documents sent by post must be received by Euroclear Belgium by **Wednesday 30 April 2025** at the latest.

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 proxies and the forms for voting by correspondence must arrive at the Company at the latest on **Thursday 1st May 2025 at 4 pm** 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).

Please note that **Thursday 1st May 2025** is a public holiday in Belgium and it is therefore recommended that shareholders take the necessary steps in a timely manner to meet this deadline. Documents sent by post must be received by the Company or Euroclear Belgium by **Wednesday 30 April 2025** at the latest.

Please note that a new voting form drawn up by Febelfin (Belgian Financial Sector Federation) for intermediaries/banks is in force since 1 January 2025. This standardised model must be used by intermediaries who currently use the electronic messaging channel to submit their clients’ voting instructions to the issuer or its agent. It is available on request from our agent Euroclear Belgium (ebe.issuer@euroclear.com) or from Mrs Anske De Porre (anske.deporre@orange.com). This document does not replace the proxy or forms for voting by correspondence to be used by shareholders.

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 15 April 2025 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 22 April 2025**.

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 1st May 2025 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 4 April 2025**. 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 the proposed director is available on the website of the Company.