

Notice of a general meeting of shareholders

ORANGE BELGIUM SA
AVENUE DU BOURGET 3, 1140 BRUSSELS
TVA BE 0456.810.810 RLE BRUSSELS (the "Company")

UNOFFICIAL TRANSLATION

The board of directors invites the shareholders to attend the ordinary and special general meeting, which will take place on **Wednesday 2 May 2018 at 11.00 hours** 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 2017.**
- **Presentation and discussion of the statutory auditor's report on the Company's annual accounts for the financial year ended 31 December 2017.**
- **Approval of the remuneration report for the financial year ended 31 December 2017.**

Proposed resolution No. 1:

The general meeting approves the remuneration report for the financial year ended 31 December 2017.

- **Approval of the Company's annual accounts for the financial year ended 31 December 2017 and appropriation of the results. Presentation of the annual consolidated accounts as at the same date.**

Proposed resolution No. 2:

The general meeting approves the Company's annual accounts for the financial year ended 31 December 2017, including the appropriation of the results as presented with distribution of an ordinary gross dividend of fifty eurocents (EUR 0.50) per share, payable in exchange for coupon No. 18 as follows:

- o "Ex date" on 14 May 2018;
- o "Record date" on 15 May 2018; and
- o "Payment date" on 16 May 2018.

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 2017 and ending on 31 December 2017. The profit premium replaces the employees' participation in the company's profit applicable until 31 December 2017 included, prior to its replacement by the profit premium by the program Law of 25 December 2017 applicable as from 1 January 2018.

The identical profit premium that the general assembly decides to grant to the employees shall comply with the following modalities:

- o *The profit premium amounts to a gross amount of three hundred and two euros and fifty-seven cent (EUR 302.57) for an employee bound by an employment contract with Orange Belgium SA and who has worked in a full time regime during the financial year starting on 1 January 2017 and ending on 31 December 2017. The amount will be granted proportionally according to the occupation of the employees during the financial year 2017.*
- o *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 during the financial year starting on 1 January 2017 and ending on 31 December 2017.*

- **Discharge of the directors.**

Proposed resolution No. 3:

The general meeting discharges the directors for fulfilling their mandate up to and including 31 December 2017.

- **Discharge of the statutory auditor.**

Proposed resolution No. 4:

The general meeting discharges the statutory auditor for fulfilling its mandate up to and including 31 December 2017.

- **Remuneration of the directors.**

Proposed resolution No. 5:

The general meeting decides that the additional remuneration granted to the independent directors and the chairman of the board of directors for the meetings of a committee of the Company of which that director is a member and which that director has personally attended is fixed at two thousand four hundred euro (EUR 2,400) per meeting with a maximum of fourteen thousand four hundred euro (EUR 14,400) per financial year and per statutory committee and a maximum of twelve thousand euro (EUR 12,000) for non-statutory committees. This modification will enter into force on 1 June 2018 and will be applicable as from the financial year 2018; all the other decisions regarding the remuneration of the directors as confirmed by the general assembly of 3 May 2017 will remain unchanged.

- **Approval and, to the extent necessary, ratification, pursuant to article 556 of the Belgian Companies Code, of article 10.3.4 of the Services Agreement entered into on 23 June 2017 by the Company and AG Insurance SA-NV. Based on this agreement, the Company will provide Dense Wavelength Division Multiplexing (DWDM) services. Article 10.3.4 allows AG Insurance SA-NV to terminate this agreement certain conditions if there is a change of control over the Company.**

Proposed resolution No. 6:

Pursuant to article 556 of the Belgian Companies Code, the general meeting approves and, to the extent necessary, ratifies article 10.3.4 of the Services Agreement entered into on 23 June 2017 by the Company and AG Insurance SA-NV.

- **Approval and, to the extent necessary, ratification, pursuant to article 556 of the Belgian Companies Code, of article 12.1.3 of the Telecom Agreement – Base Contract entered into on 18 September 2017 by the Company and International Business Machines of Belgium SPRL (IBM). Based on this agreement, the Company will provide mobile telecommunication services. Article 12.1.3 allows IBM to terminate this agreement certain conditions if there is a change of control over the Company.**

Proposed resolution No. 7:

Pursuant to article 556 of the Belgian Companies Code, the general meeting approves and, to the extent necessary, ratifies article 12.1.3 of the Telecom Agreement – Base Contract entered into on 18 September 2017 by the Company and International Business Machines of Belgium SPRL (IBM).

- **Powers for the formalities.**

Proposed resolution No. 8:

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 deeds, procedures and/or formalities with the legal entities register, an enterprise counter ("Guichet d'entreprise"), the Belgian Official Gazette and/or the Crossroad Bank for Enterprises, to ensure (i) the necessary filings, (ii) the publication in the Annexes to the Belgian Official Gazette 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 60,014,414 shares without nominal value that each represents 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. 8 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 18 April 2018 at 24.00 hours (Belgian time) ("Record date").

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

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 (for 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 arrive at Euroclear Belgium at the latest on **Thursday 26 April 2018 at 16.00 hours**.

The holders of dematerialised shares are invited to ask 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, shareholder will have to prove their identity. The representative of a shareholder, who is a legal person, must be able to present the documents proving his/her capacity as company representative or proxy holder, at the latest before the commencement of the general meeting.

The Company emphasises that these formalities are without cost to the shareholders.

EXERCISE OF THE VOTING RIGHT:

Shareholders may exercise voting rights themselves, 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 via fax (+32 2 745 86 45), via e-mail (anske.deporre@orange.com) or via postal services (at the registered office of the Company – for the attention of Mrs Anske De Porre).

The original proxies and the original forms for voting by correspondence must arrive at the Company (for the attention of Mrs Anske De Porre) at the latest on **Thursday 26 April 2018 at 16.00 hours**. A copy may also be sent in advance via fax (+32 2 745 86 45) or e-mail (anske.deporre@orange.com) insofar as the signed originals arrive at the Company at the latest on **Thursday 26 April 2018 at 16.00 hours**.

RIGHT TO ADD AGENDA ITEMS OR TO PRESENT NEW PROPOSALS FOR DECISION:

One or more shareholders who together own at least 3% of the share capital of the Company have the right to (i) add new agenda items to the agenda of the general meeting and/or to (ii) present new proposals for decision concerning agenda items that were or will be written in 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 via e-mail (anske.deporre@orange.com) or via postal services (at the registered office of the Company – for the attention of Mrs Anske De Porre). Any requests to this end must arrive at the Company at the latest on **Tuesday 10 April 2018 at 17.00 hours**. The Company will confirm receipt of these requests by e-mail or postal services at the address given to it by the shareholder.

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

The agenda will then, as the case may be, be modified and published at the latest on **Tuesday 17 April 2018**.

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 via fax (+32 2 745 86 45), e-mail (anske.deporre@orange.com) or postal services (at the registered office of the Company – for the attention of Mrs Anske De Porre). These questions must arrive at the Company at the latest on **Thursday 26 April 2018 at 16.00 hours**.

Detailed information concerning this right will be made available on the website of the Company 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 website of the Company (<http://corporate.orange.be/en/>) as from **Friday 30 March 2018**. From this date onwards, the shareholders may also consult these documents at the registered office of the Company (during normal business days and hours) and obtain a copy, free of charge, on simple request via fax (+32 2 745 86 45), e-mail (anske.deporre@orange.com) or postal services (at the registered office of the Company – for the attention of Mrs Anske De Porre).

The board of directors