



Proxy

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

UNOFFICIAL TRANSLATION

The undersigned (surname, name / company's registered name):

Domicile / company's registered address:

Holder of (dematerialised / registered¹) shares of Orange Belgium SA on the Record date (**Wednesday 18 April 2018 at 24 hours – Belgian time**), hereby appoints as special representative, with the right of substitution (surname, name / company's registered name):

Domicile / company's registered address:

¹Cross out what is not applicable

To represent him/her at the ordinary and special general meeting of shareholders of Orange SA, which will be held on **Wednesday 2 May 2018 at 11.00 hours** at Evere (1140 Brussels), Avenue du Bourget 3.

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 31st 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.

Voting instructions:

Voting instruction on proposed resolution No. 1	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 2	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 3	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 4	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 5	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 6	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 7	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 8	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain

If no voting instruction is made:

- The representative will vote for; OR
- 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 interest between the representative and the shareholder as foreseen in article 547bis § 4 of the Belgian Companies Code, only the specific voting instructions for each proposed resolution on the agenda will be taken into account.²

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 him replaced 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 arrive at the Company at the latest on **Thursday 26 April 2018 at 16.00 hours** (for the attention of Mrs Anske De Porre). A copy of the proxy may also be sent in advance via fax (+32 2 745 86 45) or e-mail (anske.deporre@orange.com) in so far as the signed original arrives at the Company at the latest on **Thursday 26 April 2018 at 16.00 hours**.

In case the present proxy is notified to the Company before the publication of the revised agenda in accordance with article 533ter of the Belgian Companies Code, it will remain valid for those items on the agenda covered by the proxy. As an exception to this rule, the proxy holder may, for the agenda items for which in accordance with article 533ter of the Belgian Companies Code new proposals for decisions could be submitted, deviate during the meeting from the instructions of the proxy giver, if carrying out the instructions could prejudice the interests of the proxy giver. The proxy holder must in any case inform the proxy giver of this.

In the event that new items are added to the agenda in accordance with article 533ter of the Belgian Companies Code, the proxy holder:

- is entitled to vote on the newly-added items on the agenda (*);
- should abstain from voting on the newly-added items on the agenda (*).

(*) Cross out what is not applicable

Done in on2018 (**)

Signature:

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

² A conflict of interest within the meaning of article 547bis § 4 of the Belgian Companies Code may in particular arise where the proxy holder:

- 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;
- is a member of the board of directors, of the corporate bodies of the Company, or of a controlling shareholder or controlled entity referred to in 1^o;
- is an employee or an auditor of the Company, or of a controlling shareholder or controlled entity referred to in 1^o;
- has a family relationship with a natural person referred to in 1^o to 3^o, or is the spouse or the legal cohabitant of such person or of a relative of such person.