

Orange Belgium

PUBLIC LIMITED LIABILITY COMPANY
AVENUE DU BOURGET 3 / BOURGETLAAN 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, special and extraordinary general meeting, which will take place on **Thursday 2 May 2024 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 2023.**
- **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 2023.**

Proposed resolution No. 1 :

The general meeting approves the remuneration report for the financial year ended 31 December 2023.

- **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 2023 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 2023, including the appropriation of the result as proposed.

- **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 2023.

- **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 2023.

- **BKM NV – operation assimilated to a merger by absorption dd. 1 March 2024 (with accounting and fiscal retroactivity on 1st January 2024) – approval of the annual accounts closed on 31 December 2023 of the absorbed company and discharge of the directors and the statutory auditor.**

Proposed resolution No. 6 :

After the presentation of the management report and the report of the statutory auditor on the annual accounts closed on 31 December 2023 of BKM NV, the general meeting – pursuant to Article 12:58 of the Code on Companies and Associations – approves said annual accounts and grants discharge respectively to the directors and the statutory auditor for the performance of their mandates up to and including 31 December 2023.

- **Approval of article 15.3 of the Managed Services Agreement – Indoor Coverage MDP entered into between BNP Paribas Fortis SA and the Company on 1 March 2023 related to the indoor coverage of mobile communications. Article 15.3 allows BNP Paribas Fortis SA 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 15.3 of the Managed Services Agreement – Indoor Coverage MDP entered into between BNP Paribas Fortis SA and the Company on 1 March 2023 related to the indoor coverage of mobile communications.

- **Approval of article 23 of the Framework Agreement for the provision of services entered into between Carrefour Belgium SA and the Company on 18 April 2023 related to the provision of various services by the Company. Article 23 allows Carrefour Belgium SA under certain conditions to terminate the agreement if there is a change of control over the Company.**

Proposed resolution No. 8 :

Pursuant to article 7:151 of the Code on Companies and Associations, the general meeting approves article 23 of the Framework Agreement for the provision of services entered into between Carrefour Belgium SA and the Company on 18 April 2023 related to the provision of various services by the Company.

- **Approval of article 11 of the EUR Credit Facility Agreement entered into between Atlas Services Belgium SA and the Company on 2 August 2023 related to the financing of the Company by Atlas Services Belgium SA. Article 11 allows Atlas Services Belgium SA under certain conditions to terminate the agreement if there is a change of control over the Company.**

Proposed resolution No. 9 :

Pursuant to article 7:151 of the Code on Companies and Associations, the general meeting approves article 11 of the EUR Credit Facility Agreement entered into between Atlas Services Belgium SA and the Company on 2 August 2023 related to the financing of the Company by Atlas Services Belgium SA.

- **Approval of article 30.3.7 of the « Raamovereenkomst voor Telecommunicatie-diensten – Uitvoeringsovereenkomst » entered into between the Flemish Community and the Company on 22 August 2023 related to telecommunication services. Article 30.3.7 allows the Flemish Community under certain conditions to terminate the agreement if there is a change of control over the Company.**

Proposed resolution No. 10 :

Pursuant to article 7:151 of the Code on Companies and Associations, the general meeting approves article 30.3.7 of the « Raamovereenkomst voor Telecommunicatie-diensten – Uitvoeringsovereenkomst » entered into between the Flemish Community and the Company on 22 August 2023 related to telecommunication services.

- **Terms of reference of the board of directors.**

Proposed resolution No. 11 :

The general meeting decides to add the following paragraph to article 19 of the articles of association of the Company :

"The board of directors is authorised to issue terms of reference. The latest approved version of the terms of reference is attached to the Company's corporate governance charter as published on the Company's website."

- **Decision to extend the authorization of the board of directors in accordance with Articles 7:215 et seq. of the Code on Companies and Associations.**

Proposed resolution No. 12 :

The general meeting decides to extend the authorization of the board of directors in accordance with Articles 7:215 et seq. of the Code on Companies and Associations and to replace the Article 43 of the articles of association of the Company by the following text:

"ARTICLE 43

The extraordinary general meeting of 2 May 2024 has, in accordance with and within the limitations set out in the Code on Companies and Associations, authorised the board of directors to acquire shares of the company be it through purchase or exchange, be it on or outside of the regulated market. The company can only acquire shares to the extent that it does not hold more than 20% of its shares. The price of the acquisition shall not be less than eighty-five per cent (85%) nor more than one hundred and fifteen per cent (115%) of the average closing price on the regulated market on which the shares have been admitted to

trading during the five working days preceding the purchase or exchange. This authorisation shall remain valid for a period of five (5) years as from 2 May 2024.

This authorisation shall also be valid for the acquisition (by purchase or exchange) of shares in the company by a direct subsidiary pursuant to and under the conditions of article 7:221 et seq. of the Code on Companies and Associations.

To the extent necessary, the board of directors is also authorised, in accordance with the Code on Companies and Associations, to alienate or to cancel the shares acquired by the company. This authorisation shall equally be valid for the cancellation and alienation of the company's shares acquired by a direct subsidiary at a price determined by the board of directors of the latter. The board of directors of the company is also authorised to have such cancellation of own shares recorded by a notary public, and to amend and co-ordinate the by-laws in order to bring them in line with the relevant decisions."

- **Acknowledgement of the following reports:**

- **Report of the board of directors setting out why the contribution is in the interest of the Company and including a description and a justified valuation of the contribution, as well as the justification of the issuance price and the description of the consequences of the transaction on the economic and voting rights of the shareholders, established in accordance with Article 7:179, §1, first paragraph and 7:197, §1, first paragraph of the Code on Companies and Associations;** and

- **Report of the statutory auditor in which the description of the contribution in kind, the applied valuation as well as the applied valuation methods are analysed and in which it is assessed whether the financial and accounting data as included in the report of the board of directors are accurate and complete, established in accordance with Article 7:179, §1, second paragraph and 7:197, §1, second paragraph of the Code on Companies and Associations.**

- **Capital increase by contribution in kind of shares with share premium - Subscription and paying up of the new shares and of the share premium - Acknowledgement of the completion of the capital increase - Booking of the share premium - Amendment of article 5 of the articles of association.**

Proposed resolution No. 13 :

The general meeting decides to increase the capital of the Company by 16,428,385.60 EUR to bring it from 131,720,619.14 EUR to 148,149,004.74 EUR, by issuance of 7,467,448 shares, which shall be of the same kind and which shall participate in profits pro rata temporis from the date of subscription (the "New Shares").

The general meeting decides that the capital increase will be effected by contribution in kind of all the class B shares of the public limited liability company "VOO Holding", having its registered office at 4000 Liège, Rue Louvrex 95 ("VOO Holding"), registered in the register of legal entities under number 0801.965.613 (the "VOO Holding Shares"), which are in details described in the aforementioned reports.

The VOO Holding shares represent 25% (+ 1 share) of VOO Holding's capital and comprise 557,941,104 class B shares held by the public limited liability company "NETHYS", with registered office at 4000 Liège, rue Louvrex 95, registered in the register of legal entities under number 0465.607.720 ("NETHYS" or the "Contributor") and, as the case may be, the class B shares allocated to NETHYS following the capitalization of outstanding interest on the loan granted by NETHYS to VOO Holding on September 4, 2023.

The New Shares will be allocated to NETHYS as remuneration for the contribution in kind of shares.

Share Premium

Since the full value of the contribution of the VOO Holding Shares amounts to 153,196,833.00 EUR, a share premium of 136,768,447.40 EUR will be booked on an unavailable account "share premium". This share premium will be fully paid up.

Proposed resolution No. 14 :

Intervention - subscription and payment of the new shares

Then intervened the Contributor, here represented by Grégory DEMAL, acting in his capacity as proxy holder pursuant to one private power of attorney attached hereto, who declares to know the Company's financial situation and its Articles of Association, and who states that he held the VOO Holding Shares.

After this exposition, the Contributor declares to contribute the VOO Holding Shares to the Company, for a total contribution value of 153,196,833.00 EUR.

Conditions of the contribution in kind

The contribution is made under the following conditions:

- 1) The Company acquires full ownership and enjoyment of the VOO Holding Shares as of the date of the extraordinary general meeting, with the obligation to bear and pay, as of the same date, all related taxes and duties of any kind whatsoever, until such time as the Contributor pays in full;
- 2) The Contributor declares that it is the rightful owner of the VOO Holding shares; it further declares that they are not subject to any usufruct or seizure whatsoever and that they have not been pledged;
- 3) The Contributor declares that all eventual procedures described in VOO Holding's articles of association and/or shareholders' agreements relating to the transfer of shares in any form whatsoever have been complied with.

Reward for the contribution

As a reward for this contribution, of which the general meeting declares having full knowledge, the New Share are allocated to the Contributor who accepts them.

The Contributor, represented as aforesaid, grants full powers to Grégory DEMAL to complete and sign the Company's share register on behalf of the Contributor.

Proposed resolution No. 15 :

The general meeting acknowledges and asks the notary to acknowledge by authentic deed the fact that the aforementioned capital increase has been effectively realized and that the share capital has been effectively increased to 148,149,004.74 EUR, represented by 67,412,205 shares, without mention of par value.

Proposed resolution No. 16 :

The general meeting decides to book the full amount of the share premium, which is 136,768,447.40 EUR, on an unavailable account "share premium", which like the capital of the Company constitutes a warrantee for third parties and which can only be paid out, without prejudice to the possibility of inversion into capital, in accordance with the dispositions of the Code on Companies and Associations relating to amendments of the articles of association.

The general meeting decides not to incorporate the aforementioned share premium into the capital.

Proposed resolution No. 17 :

In order to bring the articles of association in accordance with the decisions taken, the general meeting decides to replace article 5 of the articles of association of the Company by the following text:

"ARTICLE 5 – SUSCRIBED CAPITAL

The capital amounts to one hundred and forty-eight million one hundred and forty-nine thousand four euro seventy-four cents (148,149,004.74 EUR). It is represented by sixty-seven million four hundred and twelve thousand two hundred and five (67,412,205) shares, without statement of nominal value, each share representing an equal share in the capital."

- **Board of directors: appointments.**

Proposed resolution No. 18 :

The general meeting resolves to proceed to the appointment of Mr Philippe DELUSINNE** as director of the Company, with effect as of today, for a term of three years. His mandate will be unremunerated and will expire after the ordinary general meeting in 2027.

Proposed resolution No. 19 :

The general meeting resolves to proceed to the appointment of Mr Bertrand DEMONCEAU** as director of the Company, with effect as of today, for a term of three years. His mandate will be unremunerated and will expire after the ordinary general meeting in 2027.

Proposed resolution No. 20 :

The general meeting resolves to proceed to the appointment of Mrs Laetitia ORSINI** as director of the Company, with effect as of today, for a term of three years. Her mandate will be unremunerated and will expire after the ordinary general meeting in 2027.

- **Coordination of the articles of association – powers.**

Proposed resolution No. 21 :

The general meeting grants the undersigned notary, or any other notary and/or employee of "Berquin Notarissen" SRL/BV, all powers to draft, sign and deposit the coordinated text of the Company's articles of association in the electronic database provided for that purpose, in accordance with the relevant legal provisions.

Proposed resolution No. 22 :

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 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 10 and including No. 18 up to 22 of the agenda require a simple majority of the votes of those present or validly represented participating in the vote.

In order to be adopted, the proposed resolutions No. 11 up to 17 of the agenda require a majority of three-quarters of the votes cast, whereby the abstentions shall neither be included in the numerator nor in the denominator. Furthermore, those participating to the meeting must represent at least half of the Company's share capital, as required by article 7:153 of the Belgian Code on Companies and Associations.

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 **Thursday 18 April 2024 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 **Friday 26 April 2024 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 proxies and the forms for voting by correspondence must arrive at the Company at the latest on **Friday 26 April 2024 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).

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 **Wednesday 10 April 2024 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 **Wednesday 17 April 2024**.

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 **Friday 26 April 2024 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 29 March 2024**. From this date onwards, the shareholders may also consult these documents at the registered office of the Company (during normal business days and/or) 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 resumes of the proposed directors are available on the website of the Company.