



# PROXY

**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 23 April 2025 at 24 hours – Belgian time**), Hereby appoints as special representative, with the right of substitution (surname, name / company name):

.....

.....

Domicile / company address : .....

.....

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

To represent him/her at the ordinary and special general meeting of shareholders of Orange Belgium SA, which will be held on **Wednesday 7 May 2025 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 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 HÉRIARD 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 Houthaeye, 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.*

**Voting instructions :**

Proposed resolution nr. 1	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 2	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 3	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 4	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 5	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 6	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 7	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 8	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 9	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 10	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Proposed resolution nr. 11	<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 1<sup>st</sup> May 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 Mrs Anske De Porre).

**Thursday 1<sup>st</sup> May 2025** being a public holiday in Belgium, 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.

- 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"

2 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:  
 1° 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;  
 2° is a member of a governing body of the Company, or of a controlling shareholder or controlled entity referred to in 1°;  
 3° is an employee or an auditor of the Company, or of a controlling shareholder or controlled entity referred to in 1°;  
 4° has a family relationship with a natural person referred to in 1° to 3°, or is the spouse or the legal cohabitant of such person or of a relative of such person.