



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 / registered¹) shares of Orange Belgium SA on the Record date (**Wednesday 19 April 2023 at 24 hours – Belgian time**), hereby appoints as special representative, with the right of substitution (surname, name / company name):

.....

Domicile / company address :

.....

¹Cross 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 3 May 2023 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 2022.**
- **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 2022.**

Proposed resolution No. 1 :

The general meeting approves the remuneration report for the financial year ended 31 December 2022.

- **Approval of the Company's annual accounts for the financial year ended 31 December 2022 and appropriation of the result. 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 2022, 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 2022 and ending on 31 December 2022. 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 three hundred eighteen euros and fifty-five eurocents (EUR 318.55) 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 2022 and ending on 31 December 2022. The amount will be granted proportionally in relation to the actual occupation of the employees during the financial year 2022.*
- *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 2022 and ending on 31 December 2022.*

- **Discharge of the directors.**

Proposed resolution No. 3 :

The general meeting grants the directors discharge for the performance of their function up to and including 31 December 2022.

- **Discharge of the statutory auditor.**

Proposed resolution No. 4 :

The general meeting grants the statutory auditor discharge for the performance of its function up to and including 31 December 2022.

- **Upsize SA/NV – operation assimilated to a merger by absorption dd. 14 December 2022 – approval of the annual accounts closed on 30 June 2022 of the absorbed company and discharge of the directors and the statutory auditor.**

Proposed resolution No. 5 :

After the presentation of the management report and the report of the statutory auditor on the annual accounts closed on 30 June 2022 of Upsize SA/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 30 June 2022.

- **Board of directors: end of mandates, renewals and appointments. The mandate of the following directors ends immediately after this general meeting: Mr Matthieu BOUCHERY, Mrs Clarisse HÉRIARD DUBREUIL, Mrs Mari-Noëlle JÉGO-LAVEISSIÈRE, K2A MANAGEMENT AND INVESTMENT SERVICES BVBA represented by Mr Wilfried VERSTRAETE, LEADERSHIP AND MANAGEMENT ADVISORY SERVICES SPRL represented by Mr Grégoire DALLEMAGNE, Mr Christian LUGINBÜHL, Mr Xavier PICHON, THE HOUSE OF VALUE – ADVISORY & SOLUTIONS BV represented by Mr Johan DESCHUYFFELEER, SOCIÉTÉ DE CONSEIL EN GESTION ET STRATÉGIE D'ENTREPRISES SPRL represented by Mrs Nadine ROZENCWEIG-LEMAITRE and Mr Jean-Marc VIGNOLLES.**

Proposed resolution No. 6 :

The general meeting resolves to re-appoint Mr Matthieu BOUCHERY as director for a term of four years. His mandate will expire after the ordinary general meeting in 2027.

Proposed resolution No. 7 :

The general meeting resolves to re-appoint Mrs Clarisse HÉRIARD DUBREUIL as director for a term of four years. Her mandate will expire after the ordinary general meeting in 2027.

Proposed resolution No. 8 :

The general meeting resolves to re-appoint Mrs Mari-Noëlle JÉGO-LAVEISSIÈRE as director for a term of four years. Her mandate will expire after the ordinary general meeting in 2027.

Proposed resolution No. 9 :

The general meeting resolves to re-appoint BVBA K2A MANAGEMENT AND INVESTMENT SERVICES represented by Mr Wilfried VERSTRAETE as director for a term of four years. Its mandate will expire after the ordinary general meeting in 2027. It appears from the elements known by the Company and from the statement made by BVBA K2A MANAGEMENT AND INVESTMENT SERVICES represented by Mr Wilfried VERSTRAETE that they meet the independence criteria set out in article 7:87 of the Code on Companies and Associations and in article 3.5 of the Code of Corporate Governance.

Proposed resolution No. 10 :

The general meeting resolves to re-appoint SPRL LEADERSHIP AND MANAGEMENT ADVISORY SERVICES (LMAS) represented by Mr Grégoire DALLEMAGNE as director for a term of four years. Its mandate will expire after the ordinary general meeting in 2027. It appears from the elements known by the Company and from the statement made by SPRL LEADERSHIP AND MANAGEMENT ADVISORY SERVICES represented by Mr Grégoire DALLEMAGNE that they – while exceeding by one year the twelve-year limit applicable to independent directors – can be considered as being effectively independent within the meaning of Article 7:87 of the Code on Companies and Associations, since they have no relationship with the company or with a major shareholder of the latter that is likely to jeopardise their independence. The board of directors of the Company further considers that this one-year extension is justified by the need to ensure continuity among the independent directors during a complex integration period.

Proposed resolution No. 11 :

The general meeting resolves to re-appoint Mr Christian LUGINBÜHL as director for a term of four years. His mandate will expire after the ordinary general meeting in 2027.

Proposed resolution No. 12 :

The general meeting resolves to re-appoint Mr Xavier PICHON as director for a term of four years. His mandate will expire after the ordinary general meeting in 2027.

Proposed resolution No. 13 :

The general meeting resolves to re-appoint BV THE HOUSE OF VALUE – ADVISORY & SOLUTIONS represented by Mr Johan DESCHUYFFELEER as director for a term of four years. Its mandate will expire after the ordinary general meeting in 2027.

Proposed resolution No. 14 :

The general meeting resolves to re-appoint Mr Jean-Marc VIGNOLLES as director for a term of four years. His mandate will expire after the annual general meeting in 2027.

Proposed resolution No. 15 :

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

Proposed resolution No. 16 :

The general meeting resolves to proceed to the appointment of Mrs Inne MERTENS as director of the Company, with effect as of today, for a term of four years. Her mandate will expire after the ordinary general meeting in 2027. It appears from the elements known by the Company and from the statement made by Mrs Inne MERTENS that she meets the independence criteria set out in article 7:87 of the Code on Companies and Associations and in article 3.5 of the Code of Corporate Governance.

Proposed resolution No. 17 :

The general meeting resolves to proceed to the appointment of Mr Bernard RAMANANTSOA as director of the Company, with effect as of today, for a term of four years. His mandate will expire after the ordinary general meeting in 2027. It appears from the elements known by the Company and from the statement made by Mr Bernard RAMANANTSOA that the latter - while having sat on the board of directors of Orange SA as an independent director - can be considered as being effectively independent within the meaning of Article 7:87 of the Code on Companies and Associations, since he has no relationship with the company or with a major shareholder of the latter that is likely to jeopardise his independence. The board of directors of the Company considers that his experience, his sector expertise and the independence of mind that he has demonstrated in the exercise of his mandates will make a useful contribution to the work of the board.

• **Board of directors: remuneration.**

Proposed resolution No. 18 :

On the proposal of the board of directors, the general meeting resolves as follows:

- The remuneration of each independent director is fixed at a lump sum of thirty-six thousand euro (EUR 36,000) per full financial year. Additional remuneration of two thousand four hundred euro (EUR 2,400) will be granted to each independent director for each meeting of a committee of the Company of which that independent director is a member and which that independent director has personally attended. This additional remuneration is capped, for each independent director, at fourteen thousand four hundred euro (EUR 14,400) per financial year and per statutory committee and at twelve thousand euro (EUR 12,000) for non-statutory committees. The payment of all remuneration will be made (where applicable pro rata) after the general meeting approving the annual accounts for the relevant financial year.
- The remuneration of the Chairman of the board of directors is fixed at a lump sum of seventy-two thousand euro (EUR 72,000) per full financial year and for the entire duration of his mandate as Chairman. Additional remuneration of two thousand four hundred euro (EUR 2,400) will be granted to the Chairman for each meeting of a committee of the Company of which the Chairman is a member and which he has personally attended. The above-mentioned caps will also apply to him. The payment of all remuneration will be made (where applicable pro rata) after the general meeting approving the annual accounts for the relevant financial year.
- An additional lump sum payment of EUR 3,000 is granted to the Vice-Chairman and to the presidents of the statutory committees. This remuneration will only be paid if the concerned person is an independent director of the Company or the Chairman of the board. The payment of this additional lump sum will be made (where applicable pro rata) after the general meeting approving the annual accounts for the relevant financial year.
- The mandate of the other directors is not remunerated, pursuant to article 20 of the Company's Articles of Association and the Company's Corporate Governance Charter.

• **Statutory auditor: end of mandate - appointment.**

Proposed resolution No. 19 :

The general meeting takes notice of the fact that the mandate of the statutory auditor of the Company ends immediately after this general meeting. On the recommendation of the audit committee and on the proposal of the board of directors, the general meeting has decided to assign the mandate of the auditor to the corporation with limited responsibility, Deloitte Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL, registered office located at Gateway building, Luchthaven Brussel Nationaal 1 J, B-1930 Zaventem, represented by Nico Houthaeve, certified auditor, for a 3-year period from today onwards, to execute the audit for the periods ended 31 December 2023, 2024 en 2025.

The annual fees of the auditor amount to 375,000 EUR, excluding contribution to the Institut des Réviseurs d'Entreprises / Instituut van de Bedrijfsrevisoren (i.e. 1.3% of our fees plus a fixed amount per mandate of 40 EUR) and excluding VAT. These fees will be yearly adapted to the index of consumption prices.

• **Approval of article 11 of the EUR Credit Facility Agreement to be entered into between Atlas Services Belgium SA and the Company 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. 20 :

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

• **Powers.**

Proposed resolution No. 21 :

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 :

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
Voting instruction on proposed resolution No. 9	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 10	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 11	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 12	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 13	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 14	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 15	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 16	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 17	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 18	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 19	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 20	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 21	<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 specific voting instructions². 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 27 April 2023 at 16.00 hours** 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).

- **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 inon 2023 (*)

Signature :

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