



PROXY

ORANGE BELGIUM
A LIMITED LIABILITY COMPANY
 AVENUE DU BOURGET 3, 1140 BRUSSELS
 VAT BE 0456.810.810 RLE BRUSSELS (the "Company")

UNOFFICIAL TRANSLATION

The undersigned (surname, name / company name):

Domicile / company address :

Holder of (dematerialised / registered*) shares of Orange Belgium SA on the Record date (**Wednesday 22 April 2020 at 24 hours – Belgian time**), hereby appoints as special representative, with the right of substitution (surname, name / company name):

Domicile / company address:

*Cross out what is not applicable.

To represent him/her at the ordinary, extraordinary and special general meeting of shareholders of Orange Belgium SA, which will be held on **Wednesday 6 May 2020 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 2019.**

- **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 2019.**

Proposed resolution No. 1 :

The general meeting approves the remuneration report for the financial year ended 31 December 2019.

- **Approval of the Company's annual accounts for the financial year ended 31 December 2019 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 2019, including the appropriation of the result as proposed, in particular distribution of an ordinary gross dividend of sixty eurocents (EUR 0.60) per share, payable in exchange for coupon No. 20 as follows:

* "Ex dividend date" on 12 May 2020;

* "Record date" on 13 May 2020; and

* "Payment date" on 14 May 2020.

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 2019 and ending on 31 December 2019. 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 two hundred forty-nine euros and nine eurocents (EUR 249,09) 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 2019 and ending on 31 December 2019. The amount will be granted proportionally in relation to the actual occupation of the employees during the financial year 2019.*

- *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 2019 and ending on 31 December 2019.*

- **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 2019.

- **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 2019.

- **Statutory auditor: end of mandate - reappointment.**

Proposed resolution No. 5 :

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 resolves to reappoint KPMG REVISEURS D'ENTREPRISES SCRL (B00001), as statutory auditor of the Company for a period of three years. Its mandate will expire immediately after the annual general meeting called to approve the financial statements for the 2022 financial year. KPMG REVISEURS D'ENTREPRISES SCRL appoints Mr Alexis PALM (IRE No. A01433), company auditor, as its permanent representative. The annual remuneration of the statutory auditor for the financial years ending 31 December 2020, 2021 and 2022 is fixed at the sum of two hundred seventy-eight thousand euros (EUR 278.000).

- **Board of directors: resignation – appointment.**

Proposed resolution No. 6 :

The general meeting acknowledges the resignation of Mr Francis GELIBTER as director of the Company with effect as of 6 May 2020 and resolves to proceed to the appointment of Mrs Clarisse HERIARD DUBREUIL with effect as of today. The mandate will be unremunerated and will expire after the ordinary general meeting in 2021.

- **Approval and, to the extent necessary, ratification, of article 13.1 of the shareholders' agreement dated 22 November 2019 entered into between Proximus SA, Orange Belgium SA and Mwingz SRL related to Mwingz SRL. Article 13.1 allows Proximus 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 Belgian Code on Companies and Associations, the general meeting approves and, to the extent necessary, ratifies article 13.1 of the shareholders' agreement dated 22 November 2019 entered into between Proximus SA, Orange Belgium SA and Mwingz SRL related to Mwingz SRL.

- **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. 8 :

The general meeting decides to replace the existing Article 48 of the articles of association of the Company by the following text to be incorporated in a new (renumbered) Article 43:

"ARTICLE 43

The extraordinary general meeting of 6 May 2020 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 is 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 6 May 2020.

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."

- **Adoption of a new text of the articles of association to adapt them to the decisions taken and resolutions passed and to the Code on Companies and Associations.**

Proposed resolution No. 9 :

The general meeting decides to adopt a new text of the articles of association to adapt them to the resolutions passed and to the Code on Companies and Associations.

Explanation by the board of directors :

The board of directors of the Company explains that the proposed amendments to the articles of association are merely technical and terminological amendments in order to adapt them to the Code on Companies and Associations. The board of directors refers in this respect to the proposed coordinated text of the articles of association and to the comparison with the existing text of the articles of association as published on the Company's website. Shareholders may by simple request by fax (+32 2 745 86 45), e-mail (anske.deporre@orange.com) or postal services (at the registered office of the Company – to the attention of Mrs Anske De Porre) obtain a copy of these texts

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

Proposed resolution No. 10 :

The general meeting grants full powers to Mr Johan VAN DEN CRUIJCE, with right of substitution, to coordinate the text of the articles of association of the Company, in accordance with the resolutions adopted by this general meeting, to sign and file them with the Registrar's Office of the competent Business Court in compliance with the relevant legal provisions.

Proposed resolution No. 11 :

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 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

If no voting instruction is made :

- (a) The representative will vote for; 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 interest between the representative and the shareholder as foreseen in article 7: 143 § 4 of the Belgian Code on Companies and Associations only the specific voting instructions for each proposed resolution on the agenda will be taken into account¹.

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/her 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 30 April 2020 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 reaches the Company at the latest on **Thursday 30 April 2020 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 7: 130 of the Belgian Code on Companies and Associations, 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 7: 130 of the Belgian Code on Companies and Associations new proposals for decisions are 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 hereof.

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:

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

Done in on 2020

Signature:

¹ 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^o;
- ³ is an employee or an auditor of the Company, or of a controlling shareholder or controlled entity referred to in 1^o;
- ⁴ 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.

(*) Cross out what is not applicable.

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

