

VRIJWILLIG EN VOORWAARDELIJK OPENBAAR OVERNAMEBOD IN CONTANTEN

in voorkomend geval gevolgd door een vereenvoudigd uitkoopbod

door

ORANGE S.A.



op

**alle aandelen die niet reeds in het bezit zijn van Orange S.A. of met Orange S.A. verbonden
personen**

uitgegeven door

ORANGE BELGIUM NV

MEMORIE VAN ANTWOORD VAN DE RAAD VAN BESTUUR VAN ORANGE BELGIUM NV

1 APRIL 2021

Deze versie van de Memorie van Antwoord is een vertaling van de Franse versie van de Memorie van Antwoord. De Franstalige versie van de Memorie van Antwoord is de enige officiële versie goedgekeurd door de FSMA.

In overeenstemming met artikel 29, §1 van de Overnamewet, is de Bieder, vertegenwoordigd door haar raad van bestuur, verantwoordelijk voor de consistentie tussen de Nederlandstalige en Franstalige versies van de Memorie van Antwoord.

De officiële Franstalige versie van de Memorie van Antwoord is in elektronische vorm beschikbaar op de volgende website: <https://corporate.orange.be>. Papieren exemplaren van de officiële Franstalige versie van de Memorie van Antwoord zijn kosteloos verkrijgbaar op de zetel van de Vennootschap of door een verzoek in te dienen per e-mail aan Koen Van Mol, Head of Investor Relations op het adres ir@orange.be.

1 Inleiding

1.1 Definities

De termen met hoofdletter die in deze Memorie van Antwoord worden gebruikt, hebben de betekenis die hieronder of elders in deze Memorie van Antwoord wordt gegeven. Indien niet gedefinieerd in deze Memorie van Antwoord, hebben de termen met hoofdletter de betekenis die eraan wordt gegeven in het Prospectus.

"Aandelen" betekent elk van de 28.191.657 aandelen in de Vennootschap waarop het Bod betrekking heeft (zijnde alle aandelen in de Vennootschap met uitsluiting van de aandelen die reeds in het bezit zijn van de Bieder of haar Verbonden Personen).

"Bieder" betekent Orange S.A., een naamloze vennootschap naar Frans recht, met zetel te rue Olivier de Serres 78, 75015 Parijs, Frankrijk en ingeschreven in het Handels- en Vennootschappenregister van Parijs onder nummer 380 129 866.

"Biedprijs" betekent de vergoeding in contanten die door de Bieder wordt gegeven voor ieder Aandeel, in voorkomend geval aangepast, zoals beschreven in hoofdstuk 6.2 van het Prospectus.

"Bod" betekent het vrijwillig en voorwaardelijk openbaar overnamebod in contanten op de Aandelen, uitgegeven door de Bieder, volgens de modaliteiten beschreven in het Prospectus.

"FSMA" betekent de Belgische Autoriteit voor Financiële Diensten en Markten.

"Memorie van Antwoord" betekent deze memorie van antwoord.

"Orange Group" betekent de Bieder en zijn rechtstreekse of onrechtstreekse dochterondernemingen, met inbegrip van de Vennootschap.

"Overnamebesluit" betekent het koninklijk besluit van 27 april 2007 op de openbare overnamebiedingen, zoals gewijzigd.

"Overnamewet" betekent de wet van 1 april 2007 op de openbare overnamebiedingen, zoals gewijzigd.

"Prospectus" betekent het prospectus van de Bieder waarin de voorwaarden van het Bod zijn uiteengezet, met inbegrip van de bijlagen en iedere aanvulling, zoals goedgekeurd door de FSMA op 31 maart 2021.

"Raad van Bestuur" betekent de raad van bestuur van de Vennootschap.

"Vennootschap" betekent Orange Belgium SA, een naamloze vennootschap naar Belgisch recht, met zetel te Bourgetlaan 3, 1140 Brussel, België, ingeschreven in het Rechtspersonenregister van Brussel (Franstalige afdeling) onder nummer 0456.810.810.

"Verbonden Personen" betekent een met de Bieder verbonden persoon in de zin van artikel 1:20 van het Wetboek van vennootschappen en verenigingen.

1.2 Beschrijving van het Bod

1.2.1 Inleiding

Op 2 december 2020 heeft de Bieder zijn voornemen aangekondigd om een vrijwillig en voorwaardelijk openbaar overnamebod in contanten uit te brengen op alle

Aandelen van de Vennootschap die nog niet in het bezit zijn van de Bieder of haar Verbonden Personen.

Aangezien het Bod werd gelanceerd door een entiteit die reeds controle heeft over de Vennootschap, werd Degroof Petercam Corporate Finance SA aangewezen als onafhankelijk expert door de onafhankelijke bestuurders van de Vennootschap om een waardering te maken en hierover een verslag op te stellen in overeenstemming met artikel 23 van het Overnamebesluit.

Op 21 januari 2021 heeft de Bieder het formele Bod ingediend bij de FSMA, met inbegrip van het verslag van Degroof Petercam Corporate Finance SA en het ontwerp van het Prospectus.

Overeenkomstig met artikel 26 van het Overnamebesluit heeft de FSMA het ontwerp van het Prospectus van de Bieder op 21 januari 2021 meegedeeld aan de Raad van Bestuur van de Vennootschap.

Op 31 maart 2021 heeft de FSMA het Prospectus goedgekeurd en het op dezelfde dag meegedeeld aan de Raad van Bestuur, overeenkomstig artikel 27 van het Overnamebesluit.

Deze Memorie van Antwoord is opgesteld op basis van en in antwoord op het Prospectus, zoals goedgekeurd door de FSMA.

Het verslag van de onafhankelijk expert is gedateerd op 25 maart 2021 en wordt bij deze Memorie van Antwoord gevoegd als **Bijlage 1**.

1.2.2 Aandelen en Biedprijs

Het Bod heeft betrekking op de 28.191.657 Aandelen uitgegeven door de Vennootschap die nog niet in het bezit zijn van de Bieder en de met de Bieder Verbonden Personen (namelijk de Vennootschap (wat de eigen aandelen in haar bezit betreft) en Atlas Services Belgium SA) op de datum van het Prospectus, die 46,97 % vertegenwoordigen van het totaal van de door de Vennootschap uitgegeven aandelen. De Biedprijs bedraagt 22 EUR per Aandeel, betaalbaar in contanten.

Indien de Vennootschap een uitkering toekent of uitkeert in de vorm van een jaarlijkse dividend (in contanten of in natura) op de aandelen van de Vennootschap en de referentiedatum die het recht op deze uitkering bepaalt valt vóór de datum van betaling van de Biedprijs, wordt de Biedprijs van 22 EUR per Aandeel verminderd met het totaal bedrag van deze uitkering per aandeel betaald aan de aandeelhouders van de Vennootschap (vóór elke toepasselijke fiscale aftrek). De aandeelhouders zullen op de hoogte worden gebracht van elke aanpassing van de Biedprijs na een uitkering via een persbericht dat ook beschikbaar zal zijn op de volgende websites: www.bnpparibasfortis.be/sparenenbeleggen (in het Nederlands) en www.bnpparibasfortis.be/epargneretplacer (in het Frans) en op de websites van de Vennootschap (www.orange.be) en de Bieder (www.orange.com).

De Biedprijs bedraagt in principe 22 EUR per Aandeel, wat het brutobedrag vertegenwoordigt dat aan de aandeelhouders van de Vennootschap toekomt indien het Bod slaagt. In ieder geval, indien de gewone algemene vergadering van de Vennootschap van 5 mei 2021 een voorgestelde brutodividend van 0,50 EUR per Aandeel voor het boekjaar 2020 goedkeurt en de ex-dividend datum valt vóór de datum van betaling van de Biedprijs, wordt het bedrag van dit brutodividend in

minderings gebracht op de Biedprijs van 22 EUR per Aandeel en zal de Biedprijs dus 21,50 EUR bedragen. De verantwoording van de Biedprijs wordt uiteengezet in sectie 6.2.2 van het Prospectus. Er wordt ook verwezen naar sectie 3.1.2(i) van deze Memorie van Antwoord.

1.2.3 Voorwaarden

Het Bod is onderworpen aan de volgende voorwaarden:

- (i) gedurende de periode voorafgaand aan de datum waarop de resultaten van de Initiële Aanvaardingsperiode worden aangekondigd, doet er zich geen terugval voor van de slotkoers van de Bel-20 index van meer dan 15 % in vergelijking met de slotkoers van de Bel-20 index op de dag voorafgaand aan de datum van aankondiging van het Bod overeenkomstig artikel 5 van het Overnamebesluit (namelijk 3.746,97 punten). Indien de Bieder beslist om het Bod niet in te trekken op een ogenblik waarop de slotkoers van de Bel-20 index minder dan 3.184,92 punten bedraagt en deze slotkoers vervolgens terug boven dit niveau uitstijgt, zal de Bieder zich nadien niet meer kunnen beroepen op deze eerdere en tijdelijke daling van de Bel-20 index. De eventuele beslissing van de Bieder om het Bod te handhaven tijdens een periode waarin de slotkoers van de Bel-20 index tijdelijk gedaald is onder 3.184,92 punten, doet geen afbreuk aan het recht van de Bieder om alsnog de voorwaarde in te roepen en het Bod in te trekken, indien de slotkoers van de Bel-20 index, na een heropleving, vervolgens opnieuw onder 3.184,92 punten zou dalen; en
- (ii) gedurende de periode voorafgaand aan de datum waarop de resultaten van de Initiële Aanvaardingsperiode worden aangekondigd (i) is de slotkoers van de Proximus aandelen (ISIN BE0003810273) die op de gereguleerde markt van Euronext Brussels genoteerd zijn, niet lager dan 14,56 EUR per aandeel, zijnde een vermindering van meer dan 15 % in vergelijking met de slotkoers op de dag voorafgaand aan de datum van aankondiging van het Bod overeenkomstig artikel 5 van het Overnamebesluit en (ii) is de slotkoers van de Telenet aandelen (ISIN BE0003826436) die op de gereguleerde markt van Euronext Brussels zijn genoteerd, niet lager dan 30,99 EUR per aandeel, zijnde een vermindering van meer dan 15 % in vergelijking met de slotkoers op de dag voorafgaand aan de datum van aankondiging van het Bod overeenkomstig artikel 5 van het Overnamebesluit. De eventuele beslissing van de Bieder om het Bod te handhaven tijdens een periode waarin (i) de slotkoers van Proximus-aandelen tijdelijk gedaald is onder 14,56 EUR per aandeel en (ii) de slotkoers van de Telenet-aandelen tijdelijk gedaald is onder 30,99 EUR per aandeel, doet geen afbreuk aan het recht van de Bieder om alsnog de voorwaarde in te roepen en het Bod in te trekken, indien de slotkoers van de Proximus-aandelen en de slotkoers van de Telenet-aandelen, na een heropleving, vervolgens opnieuw onder de drempel van respectievelijk 14,56 EUR per aandeel (voor Proximus-aandelen) en 30,99 EUR (voor Telenet-aandelen) zou dalen.

1.3 Verantwoordelijke personen

De Vennootschap, vertegenwoordigd door haar Raad van Bestuur, is verantwoordelijk voor de informatie in deze Memorie van Antwoord.

De samenstelling van de Raad van Bestuur wordt uiteengezet in sectie 2.

De Vennootschap, vertegenwoordigd door haar Raad van Bestuur, verklaart dat, voor zover haar bekend, de gegevens in deze Memorie van Antwoord in overeenstemming zijn met de feiten en dat geen gegevens zijn weggelaten die de strekking ervan zou wijzigen.

1.4 Goedkeuring door de FSMA

De Memorie van Antwoord voor goedkeuring door de FSMA werd op 1 april 2021 unaniem goedgekeurd door de Raad van Bestuur en werd op dezelfde dag bij de FSMA neergelegd. Alle bestuurders van de Vennootschap waren aanwezig of vertegenwoordigd.

De Memorie van Antwoord werd op 6 april 2021 door de FSMA goedgekeurd, overeenkomstig artikel 28, §3 van de Overnamewet.

Deze goedkeuring houdt geen enkele beoordeling of oordeel van de FSMA in over de verdiensten en de kwaliteit van het Bod.

1.5 Toekomstgerichte verklaringen

De Memorie van Antwoord bevat toekomstgerichte verklaringen, vooruitzichten en ramingen met betrekking tot de verwachte toekomstige prestaties van de Vennootschap, haar dochterondernemingen of verbonden entiteiten en de markten waarop zij actief zijn. Sommige van deze toekomstgerichte verklaringen, vooruitzichten en ramingen worden gekenmerkt door het gebruik van termen zoals (niet-exhaustieve lijst): “geloven”, “denken”, “voorzien”, “anticiperen”, “zoeken”, “zouden”, “plannen”, “bedoelen”, “berekenen”, “kunnen”, “zullen”, “blijven”, “wensen”, “willen”, “zouden willen”, “de intentie hebben te”, “zich baseren op”, “proberen”, “ramen”, “van oordeel zijn dat” en door soortgelijke uitdrukkingen, en door de toekomstige en voorwaardelijke wijs.

Dergelijke verklaringen, vooruitzichten en ramingen zijn gebaseerd op verschillende veronderstellingen en beoordelingen van bekende of onbekende risico's, onzekerheden en andere factoren die redelijk en aanvaardbaar lijken op het moment van de beoordeling, maar die later onjuist kunnen blijken. De werkelijke gebeurtenissen zijn moeilijk te voorspellen en kunnen afhankelijk zijn van factoren waarover de Vennootschap geen controle heeft.

Het is dus mogelijk dat de resultaten, de financiële situatie, de prestaties of de realisaties van de Vennootschap of de resultaten van de sector in werkelijkheid aanzienlijk verschillen van de toekomstige resultaten, prestaties of realisaties die in deze toekomstgerichte verklaringen, vooruitzichten of ramingen worden beschreven of voorgesteld.

Gezien deze onzekerheden mogen aandeelhouders slechts in redelijke mate voortgaan op zulke toekomstgerichte verklaringen, vooruitzichten en ramingen.

De verklaringen, vooruitzichten en ramingen gelden enkel op de datum van deze Memorie van Antwoord en de Vennootschap verbindt zich er niet toe om dergelijke verklaringen, vooruitzichten en ramingen bij te werken om eventuele wijzigingen in haar verwachtingen dienaangaande of eventuele wijzigingen in gebeurtenissen, voorwaarden of omstandigheden waarop dergelijke verklaringen, vooruitzichten of ramingen zijn gebaseerd, weer te geven, tenzij wanneer een dergelijke aanpassing vereist is overeenkomstig artikel 30 van de Overnamewet.

1.6 Uitsluiting van aansprakelijkheid

Niets in deze Memorie van Antwoord mag worden opgevat als een beleggings-, fiscaal, juridisch, financieel, boekhoudkundig of ander advies. Deze Memorie van Antwoord is niet bedoeld voor gebruik door of verspreiding onder enige persoon indien het beschikbaar stellen van de informatie aan een dergelijke persoon verboden is door enige wet of rechtsgebied. De aandeelhouders dienen hun eigen evaluatie van het Bod te maken alvorens enige investeringsbeslissing te nemen en worden uitgenodigd om advies in te winnen bij professionele adviseurs om hen te helpen bij het nemen van een dergelijke beslissing.

2 Samenstelling van de Raad van Bestuur

Naam	Functie
The House of Value- Advisory&Solutions SRL (vertegenwoordigd door Johan Deschuyffeleer)	Voorzitter van de Raad van Bestuur
Xavier Pichon	Bestuurder
Christophe Naulleau	Bestuurder
Beatrice Mandine	Bestuurder
Jean-Marc Vignolles	Bestuurder
Ramon Fernandez	Bestuurder
Mari-Noëlle Jégo-Laveissière	Bestuurder
Clarisse Heriard Dubreuil	Bestuurder
LMAS SRL (vertegenwoordigd door Grégoire Dallemagne)	Onafhankelijk bestuurder
Martine De Rouck	Onafhankelijk bestuurder
Société de Conseil en Gestion et Stratégie d'Entreprises (vertegenwoordigd door Nadine Lemaitre)	Onafhankelijk bestuurder
K2A Management and Investment Services SRL (vertegenwoordigd door Wilfried Verstraete)	Onafhankelijk bestuurder

3 Beoordeling van het vrijwillig Bod

3.1 Gevolgen voor de belangen van de aandeelhouders

3.1.1 Verklaringen van de Bieder

De Bieder biedt 22 EUR voor elk Aandeel dat nog niet in het bezit is van de Bieder of de met de Bieder Verbonden Personen. Zoals hierboven vermeld, wordt de

verantwoording door de Bieder van de Biedprijs uiteengezet in sectie 6.2.2 van het Prospectus.

Overeenkomstig sectie 6.4.4.1 van het Prospectus is het belangrijkste voordeel voor de aandeelhouders van de Vennootschap de onmiddellijke liquiditeit die zij kunnen genieten dankzij het Bod, aan de Biedprijs. De aandeelhouders van de Vennootschap kunnen hun Aandelen geheel of gedeeltelijk onderwerpen aan het Bod en genieten van een premie van 35,6 % in vergelijking met de slotkoers van de aandelen van de Vennootschap op 2 december 2020 (laatste koers voorafgaand aan de aankondiging van de intentie van de Bieder om het Bod te lanceren) (gelijk aan een premie van 49,3 % in vergelijking met de met de naar volume gewogen gemiddelde beurskoers van de Vennootschap over de laatste zes maanden vóór 2 december 2020). De aandeelhouders kunnen hun Aandelen bovendien zonder bijkomende transactiekosten in rekening brengen (zie hoofdstuk 7.3 van het Prospectus).

3.1.2 Standpunt van de Raad van Bestuur

(i) Biedprijs

De onafhankelijke bestuurders van de Raad van Bestuur hebben Degroof Petercam Corporate Finance SA aangewezen als onafhankelijk expert voor de waardering van het Bod overeenkomstig artikel 23 van het Overnamebesluit. De Vennootschap heeft Degroof Petercam Corporate Finance SA toegang verleend tot haar financiële prognoses en haar management.

De onafhankelijke bestuurders van de Raad van Bestuur hebben dertien (13) vergaderingen gehad met Degroof Petercam Corporate Finance SA om de informatieverzameling, de voorgestelde methodologie, de voorbereidende conclusies alsook het te publiceren ontwerpverslag te bespreken.

Degroof Petercam Corporate Finance SA is onder meer tot de volgende conclusies gekomen met betrekking tot de waardering van het aandeel van de Vennootschap, overeenkomstig haar verslag van 25 maart 2021:

"Wij schatten de waarde van het eigen vermogen per Aandeel van Orange Belgium op basis van de DCF-waarderingsmethode ("Discounted Free Cash Flow" of waarderingsmethode door actualisering van de kasstromen) tussen 15,6 EUR en 22,3 EUR met een mediaan van 18,5 EUR. Onze secundaire methode, de CCA ("Comparable Companies Analysis" of de analyse van de multiples van vergelijkbare beursgenoteerde vennootschappen), geeft een waarderingsvork van 15,6 EUR tot 22,9 EUR met een mediaan van 19,2 EUR.

Op basis van de bovenvermelde waarderingsvork en kunnen wij besluiten dat de Biedprijs binnen onze waarderingsvork ligt en hoger is dan de medianen die voortvloeien uit de toepassing van onze primaire (DCF) en secundaire (CCA) waarderingsmethoden.

Onze andere waarderingsreferenties resulteren in waarderingspunten onder de Biedprijs ("Share price performance" en "Public bid premium analysis") of in een waarderingsvork waarbinnen de Biedprijs ligt ("Broker target prices") en ondersteunen aldus onze conclusie.

Hoewel wij de CTA ("Comparable Transaction Analysis") en de analyse van de biedpremie gebaseerd op de openbare overnamebiedingen in de Europese telecommunicatiesector ("Bid Premium Analysis") niet als waarderingsmethoden of benchmarks hebben gebruikt, merken wij het volgende op:

- de analyse van de multiples van eerdere transacties (CTA) resulteert in een vork van 24,9 EUR tot 29,1 EUR met een mediaan van 27 EUR, hetgeen hoger is dan de Biedprijs; en*
- de analyse van de biedpremie voor een selectie van openbare overnamebiedingen in de Europese telecommunicatiesector levert een waarde per aandeel op van 20,3 EUR, hetgeen lager is dan de Biedprijs.*

In de context van het voorgestelde vrijwillig en voorwaardelijk openbaar overnamebod dat de Bieder heeft aangekondigd op alle aandelen van Orange Belgium die zij nog niet bezit, zijn wij dus van mening dat de Biedprijs de belangen van de minderheidsaandeelhouders niet miskent" (vrije vertaling).

Deze stellingen werden door Degroof Petercam Corporate Finance SA aan de Raad van Bestuur voorgesteld en / of besproken tijdens de vergaderingen van de Raad van Bestuur van 25 januari 2021, 4 februari 2021, 25 maart 2021 en 1 april 2021.

De Raad van Bestuur is het eens met de conclusies van Degroof Petercam Corporate Finance SA. De Raad van Bestuur is van oordeel dat de hypothesen die ten grondslag liggen aan het bedrijfsplan die gebruikt werden door de onafhankelijk expert redelijk zijn en bevestigt dat er zich sinds de opstelling van voornoemd bedrijfsplan geen enkel element heeft voorgedaan dat een aanzienlijke invloed zou kunnen hebben op de waarde van de Vennootschap.

(ii) Beurskoers hoger dan de Biedprijs

De Raad van Bestuur merkt op dat de beursprijs van het aandeel van de Vennootschap licht boven de Biedprijs blijft. De Raad van Bestuur merkt ook op dat de verhandelde volumes relatief laag zijn in vergelijking met het aantal aandelen van de Vennootschap dat nog in omloop is op de markt. De Raad van Bestuur is van oordeel dat de conclusies van het verslag van Degroof Petercam Corporate Finance SA nog steeds relevant zijn. In elk geval stelt het Bod de aandeelhouders van de Vennootschap in staat om te genieten van een onmiddellijke liquiditeit en van een premie van 35,6 % ten opzichte van de slotkoers van het aandeel van de Vennootschap op 2 december 2020 (laatste koers voorafgaand aan de aankondiging van de intentie van de Bieder om het Bod te lanceren).

(iii) Waardering voorgesteld door Polygon Global Partners LLP

Op 1 februari 2021, namelijk de datum van de laatste transparantieverklaring betreffende de belangrijke deelnemingen die de Vennootschap heeft ontvangen en gepubliceerd overeenkomstig de wet van 2 mei 2007, bezit

Polygon Global Partners LLP 3.175.000 aandelen van de Vennootschap, hetzij 5,29 % van het totaal aantal aandelen van de Vennootschap.

Het verslag van Degroof Petercam Corporate Finance SA heeft, in haar bijlage C, de waarderingsanalyse onderzocht die door Ondra, financieel adviseur van Polygon Global Partners LLP, werd uitgevoerd naar aanleiding van de twee brieven die op 7 december 2020 en 17 februari 2021 aan de Raad van Bestuur werden verstuurd, met het oog op het toezenden van haar standpunt over de Biedprijs. Deze analyse is te vinden op pagina's 67 tot 70 van het voornoemde verslag. In het bijzonder worden twee soorten waarderingsanalyses in overweging genomen door Polygon Global Partners LLP en geanalyseerd door Degroof Petercam Corporate Finance SA: (i) een "as is" waardering waarbij de Vennootschap gewaardeerd wordt als een *going concern* op basis van een multi-criteria benadering en (ii) een zogenaamde "OpCo + TowerCo" waardering waarbij de mobiele infrastructuur van de Vennootschap afzonderlijk van de rest van de activiteiten wordt gewaardeerd.

Degroof Petercam Corporate Finance SA komt tot de volgende conclusie betreffende de waardering voorgesteld door Polygon Global Partners LLP:

"Degroof Petercam Corporate Finance SA heeft de verschillen geanalyseerd tussen haar waarderingsoefening en die van Ondra, de financiële adviseur van Polygon. Op basis van deze analyse concludeert Degroof Petercam Corporate Finance SA dat zij de conclusies van haar verslag niet moet wijzigen" (vrije vertaling).

(iv) Oprichting van een TowerCo

(a) *Contextualisering*

De Bieder heeft op 18 februari 2021 de oprichting aangekondigd van een Europese TowerCo genaamd TOTEM, die in eerste instantie een portfolio van torens in Frankrijk en Spanje zal exploiteren om de operationele efficiëntie te optimaliseren en de organische en anorganische groei te bevorderen. De Bieder zal de mogelijkheid onderzoeken om andere activa van de Europese mobiele passieve infrastructuur van Orange op te nemen voor zover dergelijke activa waarde kunnen creëren voor de TowerCo.

De Bieder voorziet niet om de geconsolideerde activa van de Vennootschap in TOTEM te integreren om redenen die specifiek zijn voor het Belgische reglementair kader en het beheer van haar torenpark in België.

De Vennootschap bekijkt evenmin om haar torenpark of antenne-sites in België te verkopen om twee hoofdredenen: (i) België is een bijzondere markt en niet vergelijkbaar met haar Europese bureaus, wat de telecommunicatietorens betreft, en (ii) het torenpark van de Vennootschap zal worden geoptimaliseerd door de hieronder vermelde *RAN sharing* overeenkomst met Proximus. In deze context zou elk theoretisch scenario van de verkoop van de torens van de Vennootschap neerkomen op een financiële verrichting van *sale-and-lease-back*. Een dergelijke transactie zou geen waarde creëren voor de Vennootschap, gelet op de te betalen huren en het door de koper van de torens verwachte rendement op het kapitaal.

(b) *Wettelijk kader*

In België genieten alle operatoren van de wet van 13 juni 2005 betreffende de elektronische communicatie, die voorziet in de verplichting om toestemming te verlenen voor het gedeeld gebruik van antenne-sites tegen een bij wet geregeld tarief. Overeenkomstig artikel 25, §4 van voornoemde wet bestaat de vergoeding voor het gedeeld sitegebruik uit de globale kosten, zijnde de directe verwervingskosten van het terrein alsook de werkelijke bouw- en onderhoudskosten, vermeerderd met een percentage dat gelijk is aan de gewogen gemiddelde kapitaalkosten van de operator die gedeeld sitegebruik verleent. Deze vergoeding wordt voorafgaandelijk door het Belgisch Instituut voor postdiensten en telecommunicatie goedgekeurd. Bovendien bepaalt deze wet van 13 juni 2005 dat de operatoren de nodige maatregelen nemen om de stabiliteit en de hoogte van de pylonen van de antenne-sites, alsook andere onderdelen van de antenne-sites die zij bouwen, laten bouwen of wijzigen, geschikt te maken voor gedeeld gebruik met andere operatoren die erom hebben verzocht. Het Belgisch Instituut voor postdiensten en telecommunicatie kan het gedeeld gebruik verplichten met inachtneming van het evenredigheidsbeginsel.

De wet bepaalt ook dat teneinde het milieu, de volksgezondheid, en de openbare veiligheid te beschermen of om stedenbouwkundige of planologische redenen de operator alles in het werk stelt om, in de mate van het mogelijke, zijn antennes op reeds bestaande steunen te bevestigen.

De sites van de portefeuille van de Vennootschap zijn zo al massaal gedeeld.

(c) *Impact van de RAN sharing overeenkomst met Proximus*

De prioriteit van de Vennootschap blijft de optimalisering van het beheer van haar sites door de uitvoering van de in 2019 gesloten *RAN sharing* overeenkomst met Proximus en de operationalisering van *mWings*, de joint venture hiertoe opgericht door beide operatoren. *mWings* beheert de huidige antenne-sites van de Vennootschap en voert de overeenkomst van *RAN sharing* uit met het oog op het consolideren van de twee netwerken. De *RAN sharing* overeenkomst zal leiden tot een duidelijke vermindering van het park van antenne-sites van de Vennootschap en een wederzijds gebruik van de radioapparatuur met die van Proximus.

De implementatie van deze overeenkomst loopt tot 2023 en beoogt het beheer van de twee torenportfolio's te optimaliseren voor een periode van zestien (16) jaar. Dit zal resulteren in een uitgebreide dekking van het grondgebied voor elk van de operatoren, maar met een verminderd totaal aantal pylonen en aanwezigheidspunten. De voordelen van deze overeenkomst inzake het delen van netwerken zijn reeds opgenomen in het bedrijfsplan van de Vennootschap en gewaardeerd in de Biedprijs.

Als dusdanig belet de *RAN sharing* overeenkomst een partij niet om haar torens aan een derde partij te verkopen. De *RAN sharing* overeenkomst zou echter de omvang en het niveau van uitbesteding van diensten van een potentiële TowerCo in België beperken. Daarom zou de opname van alle of een deel van de door de Vennootschap geëxploiteerde telecommunicatietorens in het mechanisme van de TowerCo kunnen

betekenen dat de *RAN sharing* overeenkomst heronderhandeld moet worden, hetgeen in strijd is met de strategische en operationele doelstelling van de Vennootschap om de *RAN sharing* voort te zetten.

(d) *Kenmerken van de Belgische markt voor torens en antenne-sites*

België is een bijzondere markt en niet vergelijkbaar met zijn Europese burens, wat de telecommunicatietorens betreft. Naast het gedeeld gebruik van sites, dat door de wet van 13 juni 2005 wordt gemaximaliseerd, is de potentiële groei van de Belgische markt van torens immers laag op het vlak van de bouw van nieuwe sites, aangezien de mobiele dekking al op een goed niveau ligt en veel cellulaire sites buiten gebruik zullen worden gesteld in het kader van de *RAN sharing* overeenkomst tussen Proximus en de Vennootschap. Bovendien zijn er momenteel geen onafhankelijke operatoren van torens in België.

Deze kenmerken zouden elke investeerder in torens in België beroven van de belangrijkste hefboomen voor het creëren van waarde die het hoge waarderingsniveau van torentransacties in de buurlanden verklaren.

(e) *Conclusie van Degroof Petercam Corporate Finance SA*

Degroof Petercam Corporate Finance SA presenteert haar analyse van de overwegingen in verband met de TowerCo op pagina's 71 tot 73 van haar verslag en komt tot de volgende conclusie:

"Op basis van de argumenten die in deze bijlage (C) worden gepresenteerd, concludeert Degroof Petercam Corporate Finance SA dat er geen bewijs is van enige creatie van waarde in geval van de oprichting van een TowerCo van Orange Belgium zoals aangenomen door Ondra (i.e. de financiële adviseur van Polygon Global Partners LLP)" (vrije vertaling).

(v) Gevolgen van het niet aanvaarden van het Bod

De Raad van Bestuur heeft ook de risico's voor de aandeelhouders in overweging genomen indien zij het Bod niet aanvaarden.

(a) *Schrapping van de notering*

Het is de intentie van de Bieder om de notering van de aandelen in de Vennootschap, die zijn toegelaten tot de verhandeling op de gereguleerde markt van Euronext Brussels, in voorkomend geval met inbegrip van de eigen aandelen aangehouden door de Vennootschap, te schrappen. Deze schrapping zou automatisch gebeuren indien aan de voorwaarden van een vereenvoudigd uitkoopbod in de zin van artikel 43, lid 4 van het Overnamebesluit is voldaan. In het geval dat de Bieder niet in staat zou zijn om een vereenvoudigd uitkoopbod uit te brengen, zal de Bieder niettemin trachten de schrapping van de notering van de aandelen van de Vennootschap te bekomen. De FSMA kan zich tegen een dergelijk verzoek verzetten in het belang van de bescherming van de beleggers. De Raad van Bestuur merkt op dat een dergelijk verzoek slechts in uitzonderlijke gevallen werd ingewilligd, telkens in omstandigheden die verschillen van die in het onderhavige geval.

(b) Uitkoopbod

Onder voorbehoud van een bredere aanvaarding van het Bod, heeft de Bieder zijn voornemen aangekondigd om het Bod op te volgen met een uitkoopbod aan de resterende minderheidsaandeelhouders tegen de Biedprijs, indien aan de wettelijke vereisten voor een dergelijk uitkoopbod is voldaan. Overeenkomstig de artikelen 42 en 43 van het Overnamebesluit moet het uitkoopbod plaatsvinden binnen de drie maanden na de Aanvaardingsperiode. Overeenkomstig deze bepalingen kan een vereenvoudigd uitkoopbod slechts plaatsvinden indien, na het Bod (of de heropening ervan), (i) de Bieder en de met de Bieder Verbonden Personen gezamenlijk 95 % van het kapitaal en van de stemgerechtigde effecten bezitten en (ii) de Bieder, via de aanvaarding van het Bod, effecten heeft verworven die ten minste 90 % van het kapitaal met stemrecht waarop het Bod betrekking heeft vertegenwoordigen.

Indien niet aan de voorwaarden voor een vereenvoudigd uitkoopbod is voldaan, is een verplichte heropening van het Bod voorzien indien de Bieder en de met de Bieder Verbonden Personen na het Bod 90 % of meer van de stemgerechtigde effecten van de Vennootschap bezitten.

Overeenkomstig artikel 7:82 §1 van het Wetboek van vennootschappen en verenigingen, indien de Bieder en de met de Bieder Verbonden Personen na de definitieve afsluiting van het Bod 95 % van de stemgerechtigde effecten bezitten, mag de Bieder een uitkoopbod uitbrengen om alle stemgerechtigde effecten van de Vennootschap te verwerven. De kalender en de prijs zouden dan onzeker zijn.

Indien de Bieder niet over voldoende aandelen beschikt om een uitkoopbod uit te brengen, kan hij nog steeds trachten Aandelen te blijven verwerven van de resterende aandeelhouders. De prijs die de Bieder voor deze Aandelen biedt, is onzeker en kan lager zijn dan de Biedprijs.

3.2 Gevolgen voor de belangen van de schuldeisers

3.2.1 Verklaringen van de Bieder

Het Prospectus bevat geen bespreking van de eventuele gevolgen voor de schuldeisers van de Vennootschap.

3.2.2 Standpunt van de Raad van Bestuur

De solvabiliteit van de Vennootschap zal niet nadelig worden beïnvloed, rekening houdend met de identiteit van de Bieder, de financiële situatie van de Vennootschap en de strategische plannen van de Vennootschap als bedoeld in sectie 3.4.

3.3 Gevolgen voor de belangen van de werknemers, met inbegrip van de gevolgen voor de werkgelegenheid

3.3.1 Verklaringen van de Bieder

De Bieder is van plan de vaardigheden en ervaring van het personeel van de Vennootschap te behouden. Bijgevolg voorziet de Bieder, op de datum van het Prospectus, geen enkele herstructurering van het personeel of van de vestigingen

van de Vennootschap, noch enige wijziging in de arbeidsvoorwaarden van het personeel.

3.3.2 Standpunt van de Raad van Bestuur

De belangen van de werknemers zullen niet worden geschaad. Uit de in punt 3.4 vermelde strategische plannen van de Vennootschap blijkt een sterke ambitie op het vlak van groei. De werknemers zijn essentieel om deze doelstellingen te bereiken. In ieder geval zal de werkgelegenheid niet worden geschaad door het Bod.

Deze overname kadert in de wens van de Bieder om zijn positie in België te versterken, zodat de Vennootschap haar strategie van creatie van waarde op lange termijn kan uitvoeren. Deze aanpak is gebaseerd op het ontwikkelingsscenario van de Vennootschap, dat de werknemers nieuwe beroepsperspectieven en beroepsmogelijkheden zal bieden op het vlak van de inhoud van hun functie en de uitbreiding van hun vaardigheden.

De Raad van Bestuur heeft het Prospectus overeenkomstig artikel 43 van de Overnamewet ter kennis gebracht van de ondernemingsraad. De Raad van Bestuur heeft eveneens de Memorie van Antwoord meegedeeld aan de ondernemingsraad, overeenkomstig artikel 44 van de Overnamewet. De ondernemingsraad heeft de gelegenheid gehad commentaar te geven op het Bod en in het bijzonder over de gevolgen ervan voor de werkgelegenheid binnen de Vennootschap. Ten slotte zal de Bieder een ontmoeting hebben met de leden van de ondernemingsraad overeenkomstig artikel 45 van de Overnamewet.

3.4 Strategische plannen van de Bieder voor de Vennootschap

3.4.1 Verklaringen van de Bieder

Volgens de Bieder, overeenkomstig sectie 6.4.3.1 van het Prospectus, zijn de vier pijlers van de strategie van de Vennootschap: (i) het vergroten van de convergentie ter ondersteuning van de waarde van de mobiele markt, (ii) haar positie als leidende speler op de mobiele markt opeisen, (iii) digitale communicatie- en samenwerkingsdiensten verlenen aan elk Belgisch bedrijf en (iv) een digitale en culturele transformatie realiseren (interne transformatie rond drie fundamentele principes: vereenvoudiging, digitalisering en *empowerment*), door de klantervaring voortdurend te verbeteren, door steeds meer kwaliteit van dienstverlening en innovatie aan te bieden, vooral door de reële behoeften van de consumenten te respecteren, en door op eenvoudige en transparante wijze te communiceren, is de belangrijkste prioriteit van de Vennootschap om haar klanten te respecteren en hen het beste aan te bieden.

De Bieder wil de uitvoering van de strategische plannen van de Vennootschap voortzetten.

Bovendien, wat betreft de rol en positie van de Vennootschap binnen de Orange Group, in overeenstemming met sectie 6.4.3.2 van het Prospectus, is de Bieder van plan om deze rol en positie te behouden. Overeenkomstig sectie 6.4.3.2 van het Prospectus is de Vennootschap immers een dochteronderneming van de Bieder, één van de belangrijkste Europese en Afrikaanse operatoren van mobiele telefonie en internettoegang en één van de wereldleiders op het gebied van telecommunicatiediensten aan bedrijven. De Bieder is sinds haar oprichting en de

lancering van haar telecommunicatieactiviteiten een controlerende aandeelhouder van de Vennootschap, sinds zij van het BIPT (Belgisch Instituut voor postdiensten en telecommunicatie) een GSM-exploitatievergunning verkreeg in november 1995, wat werd gevolgd door de lancering van Mobistar, het tweede GSM 900-netwerk in België in augustus 1996. Om redenen van eenvoud en betere communicatie bij de realisatie van het Bod is de Bieder echter na afloop van het Bod voornemens de aandelen die in het kader van het Bod zijn verworven te consolideren onder Atlas Services Belgium NV, die momenteel de deelneming van de Orange Group in de Vennootschap aanhoudt, evenals de deelneming van andere niet-Franse dochterondernemingen van de Orange Group.

3.4.2 Standpunt van de Raad van Bestuur

De Vennootschap zet haar strategie voort door de "verbreker van conventies op vlak van telecommunicatie" te zijn, de operationele wendbaarheid te herstellen en de cashflow te verhogen.

In het kader van het op efficiëntie gerichte transformatieplan "*Bold Inside*" worden drie beginselen gehanteerd:

- Vereenvoudiging: ontwerp van een eenvoudige portefeuille van aanbiedingen, volledige migratie van de legacy naar een enkele portefeuille van aanbiedingen en toepassing van een "*more for same*" beleid. Dit verlaagt de operationele en IT-kosten. Dit vergemakkelijkt de IT-transformatie die nodig is om het hoofd te bieden aan de veroudering en de digitalisering van zijn processen om zijn klanten te activeren en te dienen. De facto verbetert dit de klantervaring.
- Digitalisering: ambitieuze omschakeling van het combineren van fysieke handelingen naar digitale handelingen, door de kostenstructuur voor ondersteuning en distributie te verlagen en door de vraag van de klanten te bedienen.
- *Empowerment*: managementteams worden verantwoordelijk gemaakt voor hun operationele en financiële resultaten, inclusief winstgevendheid, en krijgen de nodige middelen, prestatiekernindicatoren en doelstellingen.

De strategische plannen voorzien van jaar tot jaar een stijging van de inkomsten, van de ebitda en van de kasstromen.

Het Bod zal de Vennootschap in staat stellen de strategische plannen van de Vennootschap verder uit te voeren in optimale omstandigheden en met de nodige wendbaarheid. De Raad van Bestuur is daarom van mening dat het Bod in het belang van de Vennootschap is.

3.5 Algemene beoordeling van het Bod

In het licht van de overwegingen zoals hierboven uiteengezet in sectie 3 van deze Memorie van Antwoord, heeft de Raad van Bestuur unaniem besloten om haar aandeelhouders aan te bevelen hun aandelen te verkopen aan de Bieder in het kader van het Bod.

De Raad van Bestuur is van mening dat de strategische plannen van de Bieder in het belang van de Vennootschap zijn.

4 Intentieverklaring met betrekking tot de aandelen gehouden door de bestuurders en door de personen die in feite door die bestuurders worden vertegenwoordigd

Op de datum van deze Memorie van Antwoord is geen enkele bestuurder of wettelijke vertegenwoordiger in het bezit van Aandelen in de Vennootschap.

Bovendien bezitten de permanente vertegenwoordigers van de volgende rechtspersonen die als bestuurders werden benoemd, namelijk The House of Value- Advisory&Solutions SRL, LMAS SRL, Société de Conseil en Gestion et Stratégie d'Entreprises en K2A Management and Investment Services SRL, geen Aandelen in de Vennootschap.

De volgende bestuurders vertegenwoordigen in feite de Bieder: Christophe Naulleau, Béatrice Mandine, Jean-Marc Vignolles, Ramon Fernandez, Mari-Noëlle Jégo-Laveissière, Clarisse Heriard Dubreuil en Xavier Pichon. Zij bevestigen dat de Bieder, onrechtstreeks via haar 100 % dochteronderneming, Atlas Services Belgium SA, 31.753.100 aandelen (zijnde 52,91 % van de uitgegeven aandelen) in de Vennootschap bezit en dus onrechtstreeks via deze tussenpersoon controle over de Vennootschap uitoefent. Deze aandelen zijn niet in het Bod opgenomen. Wegens de controle die de Bieder over de Vennootschap uitoefent, is de Vennootschap reeds een met de Bieder Verbonden Persoon. De Vennootschap bezit 69.657 eigen aandelen (zijnde 0,12 % van de uitgegeven aandelen). Deze eigen aandelen zijn evenmin in het Bod opgenomen. Bijgevolg bezitten de Bieder en de met de Bieder Verbonden Personen (zijnde de Vennootschap (in de mate dat zij eigen aandelen bezit) en Atlas Services Belgium NV) samen 31.822.757 aandelen (zijnde 53,03 % van de uitgegeven aandelen) van de Vennootschap, die niet in het Bod zijn opgenomen.

5 Toepassing van de goedkeuringsclausules en de voorkeuren

De statuten van de Vennootschap bevatten geen goedkeuringsclausule of voorkeurenrecht met betrekking tot de overdracht van de Aandelen die het voorwerp uitmaken van het Bod.

6 Advies van de ondernemingsraad van de Vennootschap

Het Prospectus en deze Memorie van Antwoord werden meegedeeld aan de ondernemingsraad van de Vennootschap, zodat deze overeenkomstig artikel 44 van de Overnamewet haar advies zou kunnen geven ten aanzien van het Bod en de gevolgen ervan voor de werkgelegenheid. Dit advies werd gegeven op 2 april 2021 en werd aangehecht als **Bijlage 2**.

7 Overige

7.1 Aanvulling

De informatie in deze Memorie van Antwoord heeft betrekking op de situatie op de datum van de Memorie van Antwoord. Enig nieuw wezenlijk feit, of enige wezenlijke fout of onnauwkeurigheid met betrekking tot de informatie vervat in de Memorie van Antwoord, die de beoordeling van het Bod kan beïnvloeden en die zich zou voordoen of ter kennis zou worden gebracht van de Raad van Bestuur tussen de datum van goedkeuring van de Memorie van Antwoord en het einde van de Aanvaardingsperiode, zal in België openbaar worden gemaakt door middel van een aanvulling op de Memorie van Antwoord in overeenstemming met artikel 30 van de Overnamewet.

7.2 Talen

De Memorie van Antwoord is beschikbaar in het Frans, die de versie is die door de FSMA is goedgekeurd.

Een vertaling van de Memorie van Antwoord in het Nederlands en het Engels is beschikbaar op de volgende website: <https://corporate.orange.be>. De Vennootschap heeft de consistentie tussen de taalversies gecontroleerd en is daarvoor verantwoordelijk. In geval van verschillen tussen de Franse, de Nederlandse en de Engelse versie, heeft de Franse versie voorrang.

7.3 Juridische adviseurs van de onafhankelijke bestuurders en van de Vennootschap

BakerMcKenzie heeft de onafhankelijke bestuurders geadviseerd over bepaalde juridische aspecten van het Bod. Deze diensten werden uitsluitend verleend aan de onafhankelijke bestuurders en kunnen niet worden ingeroepen door enige andere partij. BakerMcKenzie aanvaardt geen enkele verantwoordelijkheid voor de informatie vervat in de Memorie van Antwoord.

Linklaters LLP heeft de Vennootschap geadviseerd over bepaalde juridische aspecten van het Bod. Deze diensten werden uitsluitend verleend aan de Vennootschap en kunnen niet worden ingeroepen door enige andere partij. Linklaters LLP aanvaardt geen enkele verantwoordelijkheid voor de informatie vervat in de Memorie van Antwoord.

7.4 Beschikbaarheid van de Memorie van Antwoord

Deze Memorie van Antwoord is in elektronische vorm beschikbaar op de volgende website: <https://corporate.orange.be>.

Papieren exemplaren van de Memorie van Antwoord zijn kosteloos verkrijgbaar op de zetel van de Vennootschap of door een verzoek in te dienen per e-mail aan Koen Van Mol, Head of Investor Relations op het adres ir@orange.be.

Bijlage 1

Verslag van Degroef Petercam Corporate Finance SA van 25 maart 2021

Orange Belgium

Independent financial expert report

March 25, 2021

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1. Introduction



Context

- Orange SA, a public limited company incorporated under French law with its registered office at rue Olivier de Serres 78, 75 015 Paris, France, and registered at the *Registre du Commerce et des Sociétés* under the number 380.129.866, Legal Persons Register Paris, France, (“Orange Group” or the “Bidder”), has informed the Board of Directors of Orange Belgium SA/NV, a public limited company incorporated under Belgian law with its registered office at Bourgetlaan 3, 1140 Brussels, Belgium, and registered at the *Kruispuntbank van Ondernemingen / Banque-Carrefour des Entreprises* under the number 0456.810.810 (“Orange Belgium”, “OBEL” or the “Company”), about its intention to launch a conditional voluntary public takeover bid on all the shares of Orange Belgium that it does not yet own (the “Transaction”)
- The offer would be a cash offer, without any minimum acceptance threshold, made at a price of € 22.00 per share (the “Offer Price”). The offer will be followed by a simplified squeeze out carried out at similar conditions if certain conditions are met
- Orange Group holds through its subsidiary Atlas Services Belgium SA/NV 31,753,100 shares of Orange Belgium, representing 52.91% of the outstanding share capital. Other important shareholders are Polygon Global Partners LLP and Boussard & Gavaudan Asset Management LP holding respectively 3,032,213 shares (5.05%), and 1,810,714 shares (3.02%). The 23,418,387 remaining shares⁽¹⁾ (39.02%) of the share capital, are being traded on Euronext Brussels⁽²⁾
- As Orange Group is a controlling shareholder at the time of the announcement of its intention to launch a conditional voluntary public takeover bid, the Transaction falls within the scope of articles 20 to 23 of the Royal Decree of 27 April 2007 (as amended) on public takeover bids (the “Royal Decree”)
- In light thereof, Orange Belgium has appointed Degroof Petercam Corporate Finance NV/SA, having its registered office at Guimardstraat 18,1040 Brussels, Belgium and registered at the *Kruispuntbank van Ondernemingen / Banque-Carrefour des Entreprises* under the number 0864.424.606 (“DPCF”), as an independent financial expert with the request to prepare a report in accordance with article 23 of the Royal Decree (the “Report”). DPCF is a wholly owned subsidiary of Bank Degroof Petercam SA/NV, having its registered office at rue de l’Industrie 44, 1040 Brussels, Belgium and registered at the *Kruispuntbank van Ondernemingen / Banque-Carrefour des Entreprises* under the number 0403.212.172 (“Bank Degroof Petercam”)
- The Report includes:
 - A description of the scope and tasks performed by DPCF, as well as its remuneration structure;
 - A statement of independence;
 - A description of the main factual information regarding the Company, its financials and the Transaction;
 - A valuation of the Company, including an overview of the valuation methods applied;
 - Conclusions on our valuation analysis; and
 - An analysis of the valuation performed by Orange Group and its adviser
- This Report will be attached to the prospectus which will be submitted by Orange Group to the FSMA in accordance with article 23 of the Royal Decree

(1) Including 69,657 treasury shares related to a liquidity contract with a financial institution

(2) As per 2-Dec-20



Assignment scope

- DPCF has allocated 5 resources to prepare this Report, consisting of:
 - Alexis Meeùs, CEO & Managing Partner;
 - Stefaan Genoe, Managing Partner;
 - Timothy Martens, Vice President;
 - Sam Daneels, Associate; and
 - Edward Lecomte, Analyst
- DPCF has a vast experience in financial expert assignments and provided numerous company valuations as well as fairness opinions as illustrated in Appendix D
- During our assignment carried out between December 8, 2020 and January 19, 2021⁽¹⁾, we have performed the following tasks:
 - Had several meetings with the Company management, the independent directors and the financial adviser of the Bidder. More specifically, we interacted with the following individuals from the Company:
 - Arnaud Castille, former CFO
 - Bernard Petit, Business Strategy Specialist
 - Fatiha El Bouchaïbi, Central controlling and Treasury Manager
 - Koen Van Mol, Head of Investor Relations
 - Luc Caignie, Director Accounting & Tax
 - Nathalie Guilmot, Accounting Manager
 - Vincent Bouton, Tax Manager
 - Collected and analysed detailed financial information on the Company;
 - Analysed publicly available documents regarding the historical financial performance of the Company as per the Valuation Date, independent market research reports, broker reports and other external information sources;
 - Analysed the latest available business plan provided by the management of Orange Belgium and discussed updates and key assumptions;
 - Analysed the Transaction and its conditions in detail;
 - Performed an independent analysis regarding the valuation of Orange Belgium
- Appendix A lists the documents we have received from the Company, the Bidder or its adviser
- Appendix B contains an analysis of the valuation performed by the Bidder
- Appendix C contains an analysis of the valuation performed by the financial adviser of Polygon, a minority shareholder
- In accordance with the engagement letter signed on December 10, 2020 between DPCF and Orange Belgium, DPCF will have received a fixed fee of € 275,000 (excluding VAT) for the issuance of this Report

(1) Submission date of the draft version of the Report; Assignment continued until prospectus approval



Disclaimer

- The purpose of the Report is solely to comply with articles 20 to 23 of the Royal Decree
- DPCF has assumed and relied upon, without independent verification, the accuracy and completeness of the historic financial, accounting, legal and fiscal information in respect of the Company or the Bidder, as the case may be, provided to DPCF by or on behalf of the Company or the Bidder, as the case may be, as requested by DPCF, and therefore we do not bear any responsibility relating to the accuracy or completeness of this information
- In addition, we have selected information from independent external sources of quality that we believe are relevant to the valuation of the securities subject to the Transaction (e.g. market research, comparable Company information, valuation multiples of listed comparable companies and valuation multiples of transactions on comparable companies). DPCF assumes that information on market research, comparable companies and transactions on comparable companies provided by these external sources are in any respect, accurate, precise and complete. DPCF can not be held liable for the erroneous, inaccurate or incomplete nature of the above information
- DPCF confirms that the assumptions made and methods withheld in the Report are reasonable and relevant
- The preparation of this Report has been completed in draft version for filing with the FSMA on January 19, 2021 and in final version on March 25, 2021 and is based on market information as per December 2, 2020 (the “Valuation Date”) and Company information as available on the date of this Report, which includes the impact of the pending sale of Mobile Vikings to Proximus as well as the 2020A results presentation. Subsequent events may have had an impact on the Company's estimated value. DPCF is under no obligation to amend this report or to confirm it beyond the aforementioned date. DPCF has not been informed of any events or new information that have arisen and which would have had a significant impact on the valuation between the Valuation Date and the prospectus approval, other than the ones included in this Report
- This Report may not be used for any other purpose, or reproduced, disseminated or quoted at any time and in any manner without prior written consent other than possibly in or as an attachment of the prospectus regarding the Transaction



Independence of DPCF

- DPCF and Bank Degroof Petercam declare and warrant to be in an independent position towards the Bidder, the Company and any affiliated company, as per article 22 of the Royal Decree. More particularly, DPCF declares not to be in any of the situations described in article 22 of the Royal Decree
- Bank Degroof Petercam was founded in 1871. It is a global and integrated bank active in wealth and asset management and in investment banking through, amongst others, its 100% subsidiary DPCF. It is therefore actively involved in a large number of financial transactions for the account of its clients and for its own account
- Neither DPCF nor Bank Degroof Petercam have been mandated to advise or to assist in any manner any of the parties involved in the Transaction, with the exception of this assignment. In addition, DPCF has not been involved in any advice with regard to the terms of the Transaction
- Neither DPCF nor Bank Degroof Petercam have a financial interest in the Transaction other than the fixed remuneration that DPCF will receive for the issuance of this Report
- There is no legal or shareholding link between the Bidder, the Company or their affiliated companies and any entity of the Bank Degroof Petercam group. No member of the Bank Degroof Petercam group serves as director of the Bidder, the Company or their affiliated companies
- In the two years prior to the announcement of the Transaction, neither DPCF nor Bank Degroof Petercam did perform any other assignment on behalf of the Bidder, the Company or the companies related to them
- DPCF confirms to have the requisite skills and experience to act as an independent expert and that its structure and organisation are adapted to execute such role as per article 22 §4 of the Royal Decree
- Finally, neither DPCF nor Bank Degroof Petercam are holding a receivable or debt towards the Bidder, the Company or any of their affiliated companies to the extent that such receivable or debt is creating or likely to create a situation of economical dependency





2. Overview of Orange Belgium

Business description of Orange Belgium

Description

- Majority owned by Orange Group, Orange Belgium is the second largest mobile operator in Belgium. It also owns Orange Lux, the second largest operator in Luxembourg.
- In Q3 2020, Orange Belgium reached 2.6m postpaid mobile subscribers which represents a 2.6% YoY increase and a 26.3% subscriber market share in the Belgian mobile market
- Alongside its mobile telephony activities, Orange Belgium offers cable services such as broadband and TV packages via wholesale access
- In 2019, Proximus and OBEL announced a mobile network sharing agreement for 2G/3G and 4G technologies

Key KPIs (2019)



1,389
full-time
equivalents



150 km²
of 5G test zone

Love

258,000
convergent Love
customers



1.4m
connected objects
(M2M and IoT)

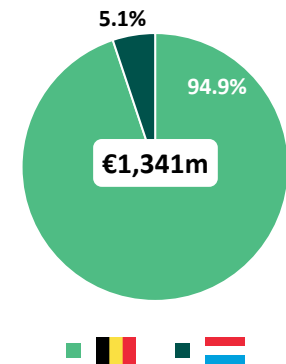


2.6m
postpaid mobile
customers



15.9%
of mobile postpaid
customers are
convergent

Geographical split (2019)

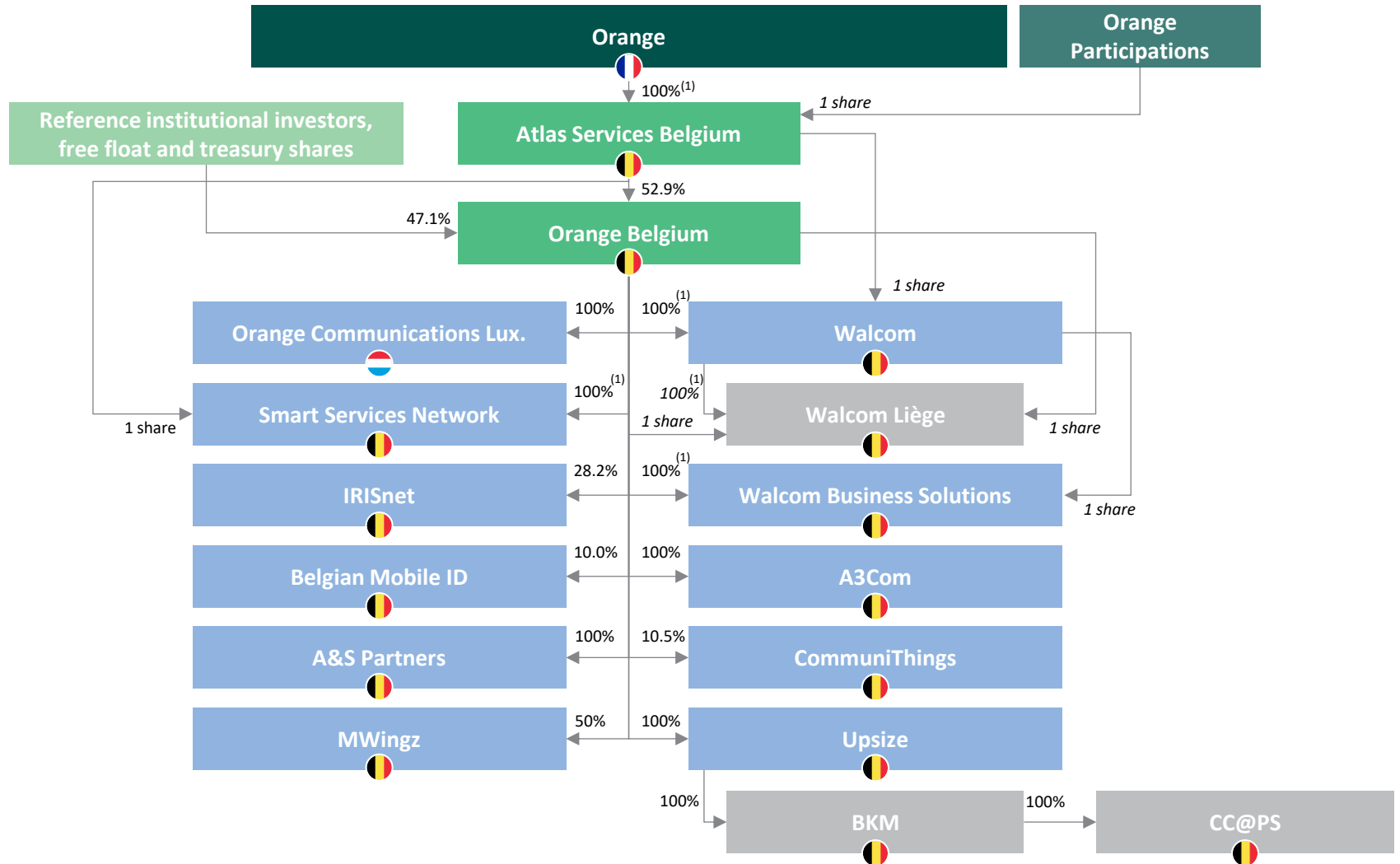


Business overview

Segments	Revenue split (2019)	Business Activities
Retail Services 63.4% of total revenue		<ul style="list-style-type: none"> Convergent: revenues from offers combining at least a broadband access and a mobile voice contract Mobile: revenues from mobile offers and M2M connectivity Fixed: revenues from fixed offers including (i) fixed broadband, (ii) fixed narrowband, and (iii) data infrastructure, managed networks, and incoming phone calls to customer relation call centers IT & Integration: revenues from collaborative, application services, hosting, cloud computing services, security services, video-conferencing and M2M services. It also includes equipment sales associated with the supply of these services
Wholesale 21.5% of total revenue		<ul style="list-style-type: none"> Wholesale: revenues with third-party telecom operators for (i) mobile: incoming, visitor roaming, domestic mobile interconnection and MVNO, and for (ii) fixed carriers services
Other 15.1% of total revenue		<ul style="list-style-type: none"> Equipment: revenues from all mobile and fixed equipment sales, excluding (i) equipment sales associated with the supply of IT & Integration services, and (ii) equipment sales to dealers and brokers Other revenues: include (i) equipment sales to brokers and dealers, (ii) portal, on-line advertising revenues, (iii) corporate transversal business line activities, and (iv) other miscellaneous revenues



Overview of Orange Belgium's legal structure



(1) 100% - 1 share

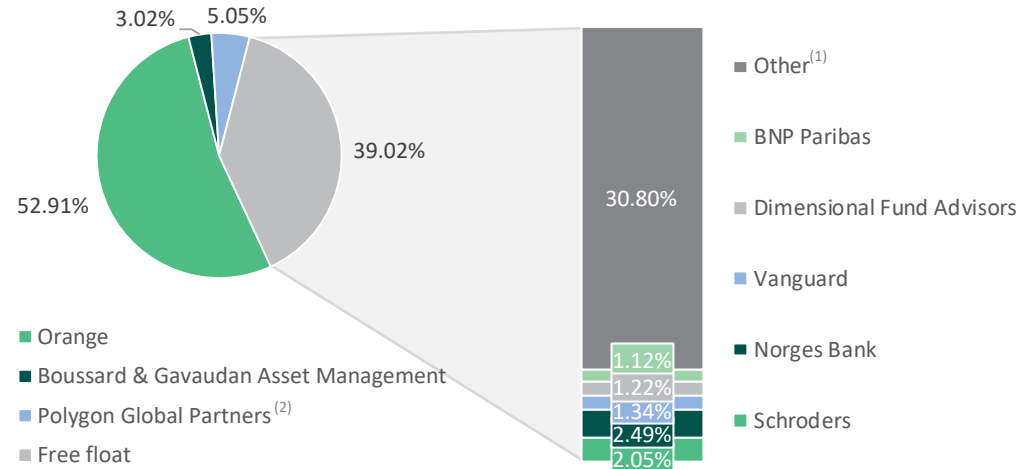
Source: Company information as of 31-Dec-19



Overview of Orange Belgium's ownership and corporate governance structures

Shareholding structure

Market	Euronext Brussels
Instrument type	Ordinary shares
Quotation currency	EUR
Shares outstanding	60,014,414
Quotation frequency	Continuous
ISIN	BE0003735496
Incorporation	Belgium



Governance structure

Board members		Executive team	
Johan Deschuyffeleer	Chairman	Xavier Pichon	Chief Executive Officer
Grégoire Dallemagne	Independent Director	Antoine Chouc	Chief Financial Officer
Martine De Rouck	Independent Director	Stefan Slavnicu	Chief Technology Officer
Nadine Lemaitre	Independent Director	Isabel Carrion	Chief People Officer
Wilfried Verstraete	Independent Director	Paul Marie Dessart	General Secretary
Ramon Fernandez	Director	Werner De Laet	Chief Enterprise Officer
Clarisse Heriard Dubreuil	Director		Chief Wholesale & Innovation Officer
Marie-Nöelle Jégo-Lavessière	Director	Christophe Dujardin	Chief Consumer Officer
Béatrice Mandine	Director	Javier Diaz Sagredo	Chief IT Officer
Christophe Nulleau	Director	Bart Staelens	Chief Transformation & Customer Experience Officer
Xavier Pichon	Director	Isabelle Vanden Eede	Chief Brand, Communication & CSR Officer
Jean-Marc Vignolles	Director		

(1) Including 69,657 treasury shares related to a liquidity contract with a financial institution; (2) Collective stake of Polygon Global Partners LLP via its Polygon European Equity Opportunity Master Fund and certain client accounts amounts to 5.29%

Sources: Bloomberg as of 2-Dec-20, Euronext, Company information





3. Valuation methods and considerations



Analysis and selection of valuation methods (1/2)

Valuation scope and basis

- The purpose of this Report is to value Orange Belgium on a consolidated and going concern basis as per the Valuation Date
- DPCF has received the FY2020 forecast and the FY2021 budget from management, as well as historical figures until the 3rd quarter of FY2020. Management also provided a business plan initially drafted and approved in February 2019 for which partial updates are continuously prepared (“Trajectories Update”). The latest update integrates the FY2020 forecast and FY2021 budget
- DPCF has reviewed and adjusted the latest partial update of the aforementioned business plan to prepare a 5-year business plan for the period FY2020-FY2024 (the “Business Plan”). DPCF's review and adjustments are based on discussions with management as well as comparisons with the Company's historical performance and the estimates prepared by brokers covering the Company and listed comparable companies
- We have based our valuation analysis on the Business Plan

Primary valuation method

Discounted Cash Flow (“DCF”) Analysis

- We selected the DCF analysis as the leading valuation method for Orange Belgium considering the Company's outlook and its ability to generate future cash flows. Additionally, the DCF analysis is the most widely used valuation method in the telecom sector⁽¹⁾

Secondary valuation method

Comparable Company Analysis (“CCA”)

- Next to the DCF analysis, we have retained the CCA as additional valuation method considering the availability of a relevant and wide set of listed comparable companies active in the European telecom sector
- More specifically, EV/EBITDA, EV/EBITDA-Capex and dividend yields are the most appropriate and usual indicators in the telecom sector⁽¹⁾
- Dividend yield, despite being an appropriate valuation metric, has not been retained since OBEL management does not provide clear guidance on its dividend policy

Other valuation references

Share Price Performance (“SPP”)

- The analysis of the SP is a meaningful benchmark of how the market values Orange Belgium considering the adequate level of liquidity and free float. However, this analysis is usually used as a benchmark for other retained methods rather than as a standalone valuation method

Brokers' Target Prices (“TP”)

- The Brokers' TP provide a useful benchmark of Orange Belgium's value considering the strong and active coverage with over 15 recent broker target prices available

(1) Based on an analysis of methods retained by brokers



Analysis and selection of valuation methods (2/2)

Other valuation references (cont'd)

Bid Premium Analysis

- The analysis is a meaningful benchmark of the premium which controlling shareholders have paid in the past for acquiring full ownership in listed companies. However, this analysis is usually used as a benchmark for other retained methods rather than standalone valuation methods
- DPCF has analysed the public bid premiums of Belgian takeover bids and European Telecom takeover bids and did not retain the latter considering the very limited number of transactions in our sample and the limited comparability of these transactions with OBEL. An indicative list of selected European Telecom public bid premiums is added in Appendix F for information purposes only

Excluded valuation methods

Comparable Transaction Analysis (“CTA”)

- The CTA has a very limited applicability considering the small sample of recent comparable transactions available involving significant minority stake acquisitions of companies directly comparable with Orange Belgium (out of the 5 retained minority transactions, only 3 deals had a similar shareholder structure vs. Orange Belgium and Orange Group whereby the bidder acquiring a minority stake was already a controlling shareholder of the target) and the impact of IFRS 16 which has only been applicable since January 1, 2019 while most of our selected transactions occur before this date. An indicative list of selected transactions is added in Appendix F for information purposes only, and also includes the selection criteria used (geography, time horizon, business profile, etc.)
- Majority transactions are deemed to be irrelevant given the control premium included in the valuations of such deals, which is not compatible with the situation of Orange Belgium

Net asset value method (“NAV”)

- DPCF has not selected the NAV analysis as it is a backward-looking approach and is more adequate for companies with significant tangible assets (e.g. investment holdings and real estate companies). This method does not assume a going concern and is thus rather used in case of liquidation scenarios (or for the specific aforementioned type of companies)

Dividend discount model (“DDM”)






- DPCF has excluded the DDM approach, an equity-based valuation method based on assumed dividend distributions in the future, considering the lack of visibility on the Company’s future dividends

Leveraged Buyout (“LBO”)

- The LBO analysis is not relevant considering the Transaction context and the profile of the Bidder














Overview of valuation methods and references

Primary valuation method	Secondary valuation method	Other valuation references		
DCF	CCA	Share price performance	Brokers' target prices	Public bid premium analysis
<ul style="list-style-type: none"> Calculating the present value of the Company's unlevered free cash flow over a projection period and the terminal value, discounted at the expected rate of return Preliminary cash flow analysis based on the Business Plan Relies on several assumptions concerning valuation parameters (e.g. WACC, perpetual growth) <p style="text-align: center;">▼</p> <ul style="list-style-type: none"> Captures the company's future growth prospects and risk profile but complexity of accurately predicting medium to long term cash flows Highly dependable on several assumptions (e.g. sales growth, costs evolution) 	<ul style="list-style-type: none"> Analysis based on market valuations of "comparable" publicly traded companies with similar activities, financial characteristics and risk profile Market multiples analysis applied to the Company's operating results Valuation based on relative prices paid by minority shareholders for comparable companies <p style="text-align: center;">▼</p> <ul style="list-style-type: none"> Valuation is relative rather than absolute Does not include any control or synergies premium Assumes that similar companies share key business and financial characteristics, business drivers and risks 	<ul style="list-style-type: none"> Analysis of the share price performance and traded volumes of the Company before announcement date vs. index benchmarks over a certain period 	<ul style="list-style-type: none"> Analysis of target prices published by research analysts covering the Company's stock and based on selected methods Most brokers use the DCF method as a primary valuation methodology <p style="text-align: center;">▼</p> <ul style="list-style-type: none"> Often insufficient/recent information is available to verify the valuation assumptions in detail Wide coverage of OBE (>15 brokers) provides comprehensive view on valuation of analysts 	<ul style="list-style-type: none"> Analysis of voluntary and mandatory public takeover bids for companies (i) listed on Euronext Brussels' main market and (ii) active in the European telecom sector Median premium applied to the Company's relevant share price metrics Final selection based on the public bid premiums of Belgian takeover bids only as the European Telecom takeover bids showcase a limited number of transactions in our sample and a limited comparability of these transactions with OBEL
Valuation focus 				



Valuation methods applied by selected equity research analysts for Orange Belgium

Broker ⁽¹⁾	Methodology used for target price	Other supporting methodology	Comments
 ABN-AMRO	DCF	Trading multiples	"P/E multiples vary greatly in the sector and are not the most sensible multiples to look at for telecom companies, we believe cash flow, asset intensity and returns are more relevant" (27-Nov-19)
 BARCLAYS	DCF	Trading multiples	-
 citi	DCF	Trading multiples	"Comps are hard given IFRS16 introduction (which we opt to ignore and focus on EBITDA AL for consistency), FCF definitions from corporates that are no longer indicative of the real FCF and significant working cap movements etc" (7-Apr-20)
 CREDIT SUISSE	Trading multiples	-	-
 Degroof Petercam	Trading multiples	-	-
 Deutsche Bank	DCF	Trading multiples	-
 HSBC	DCF	Trading multiples	-
 ING	DCF	Trading multiples	-
J.P.Morgan	DCF	Trading multiples	-
 KBC Securities	DCF	Trading multiples	-
 SOCIETE GENERALE	DCF	Trading multiples	-
 UBS	DCF	Trading multiples	"On forward EV/EBITDA, the sector is trading on <5x compared to an average of 5.7x over the past 15 years. However, we think EV/OpFCF is a better measure for the sector and has shown the strongest correlation to share price performance" (30-Mar-20)

The Discounted Cash Flow valuation methodology for Orange Belgium appears to be the most frequent methodology used amongst brokers

(1) Selected based on available information as of 12 months before the Announcement
Source: Research analysts' reports



From Enterprise Value to Equity Value per share: Adjusted Net Financial Debt and Number of shares outstanding

Valuation methods

Enterprise Value ("EV")

-

NFD (31-Dec-20, €m)

Financial liabilities	3.5
Lease liabilities (IFRS 16)	259.6
Non-current financial debt	263.1
Financial liabilities	202.1
Lease liabilities (IFRS 16)	44.4
Current financial debt	246.6
Cash and cash equivalents	(60.8)
Net Financial Debt (incl. IFRS 16 leases)	448.9
1 Interests in associates and joint ventures	(5.5)
2 Financial assets	(2.6)
3 Provisions for dismantling, restructuring & other	84.1
4 NPV spectrum & license payments	279.0
5 Other	(3.9)
Adjustments	351.2
Adjusted Net Financial Debt (incl. IFRS 16 leases)	800.1

=

Equity Value ("EqV")

÷

Number of shares outstanding: 59,944,757

=

Equity Value per Share

- The aforementioned valuation methods yield an estimate of Orange Belgium's Enterprise Value which is to be corrected with the Adjusted Net Financial Debt as per December 31, 2020, the result being the Equity Value

– Adjustments include:

- 1 Book value of interests in associates and joint ventures related to the 21.18% stake in IRISnet S.C.R.L.
- 2 Financial assets including dividends and interests to be received
- 3 Non-operating provisions
- 4 Spectrum & licenses payments in 2021E as estimated by OBEL's management discounted at a WACC of 5.4% (see page 30)
- 5 Net deferred taxes related to tax losses carried forward, dividends to be paid, payments related to other securities and IRS derivatives

- Number of shares outstanding is calculated by subtracting treasury shares as of December 31, 2020 from the total share count

– Total share count:	60,014,414
– Treasury shares:	(69,657)
– Number of shares outstanding ("NOSH"):	59,944,757



Additional remarks

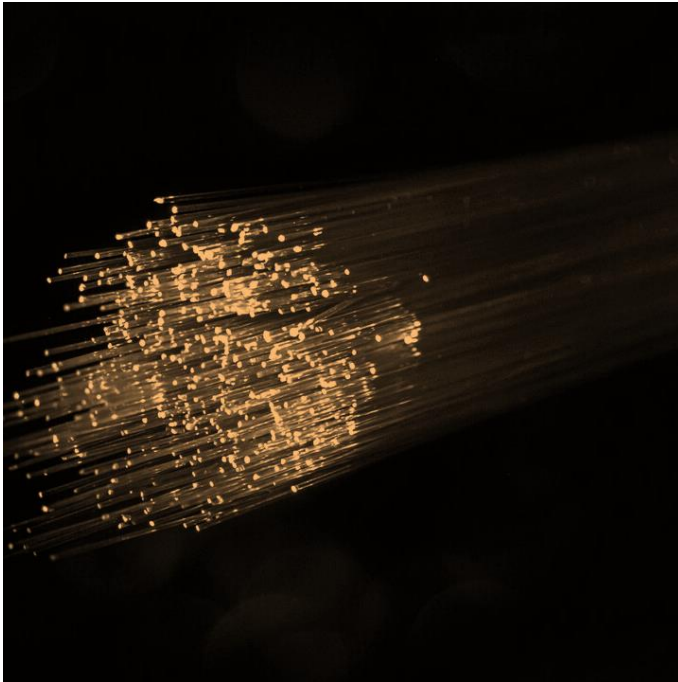
Impact of the COVID crisis

- The COVID crisis caused a global recession in 2020 with a significant impact on the economy and stock markets. The share prices and financial projections (and thus the trading multiples) of comparable companies, as well as the forecasts for Orange Belgium and the Orange Belgium share price were affected by the COVID crisis
- However, it is impossible to quantify the exact short- and long-term effects of the COVID crisis on stock prices and financial projections in addition to other macro-economic effects and the impact of sector and company specific developments
- Furthermore, there is currently no clear consensus on the impact of the COVID crisis on the world economy and the recovery for the coming years

General comments on IFRS 16

- DPCF has made consistent use of EBITDA, FCF and net financial debt figures for all valuation methods elaborated in this report, both for Orange Belgium and for comparable listed companies. Adjustments have been made to be able to compare companies reporting on a pre-IFRS 16 or post-IFRS 16 basis
- The introduction of IFRS 16 improves the transparency of leasing policies and the comparability of listed companies:
 - The distinction between a financial and an operating lease disappears, making financial debts (including leases) a stronger measure of capital intensity (external resources used by a company to finance its operating assets). It is therefore no longer possible to hide part of the costs related to productive assets in operating costs by means of operating leases
 - All operating lease costs disappear from EBITDA, making EBITDA a more comparable measure of operational profitability. Differences in productivity (EBITDA / Invested Capital) become clearer as a result
- However, it should be noted that comparability under IFRS 16 will never be optimal because, inter alia, IFRS 16 provides scope for interpretation and subjectivity and differences in the terms of operating leases will create a higher/lower lease liability
- IFRS 16 thus has, according to DPCF, a positive impact on the comparability between companies in the context of an analysis of comparable listed companies (both for the valuation ratios and for the key data)





4. Valuation of Orange Belgium

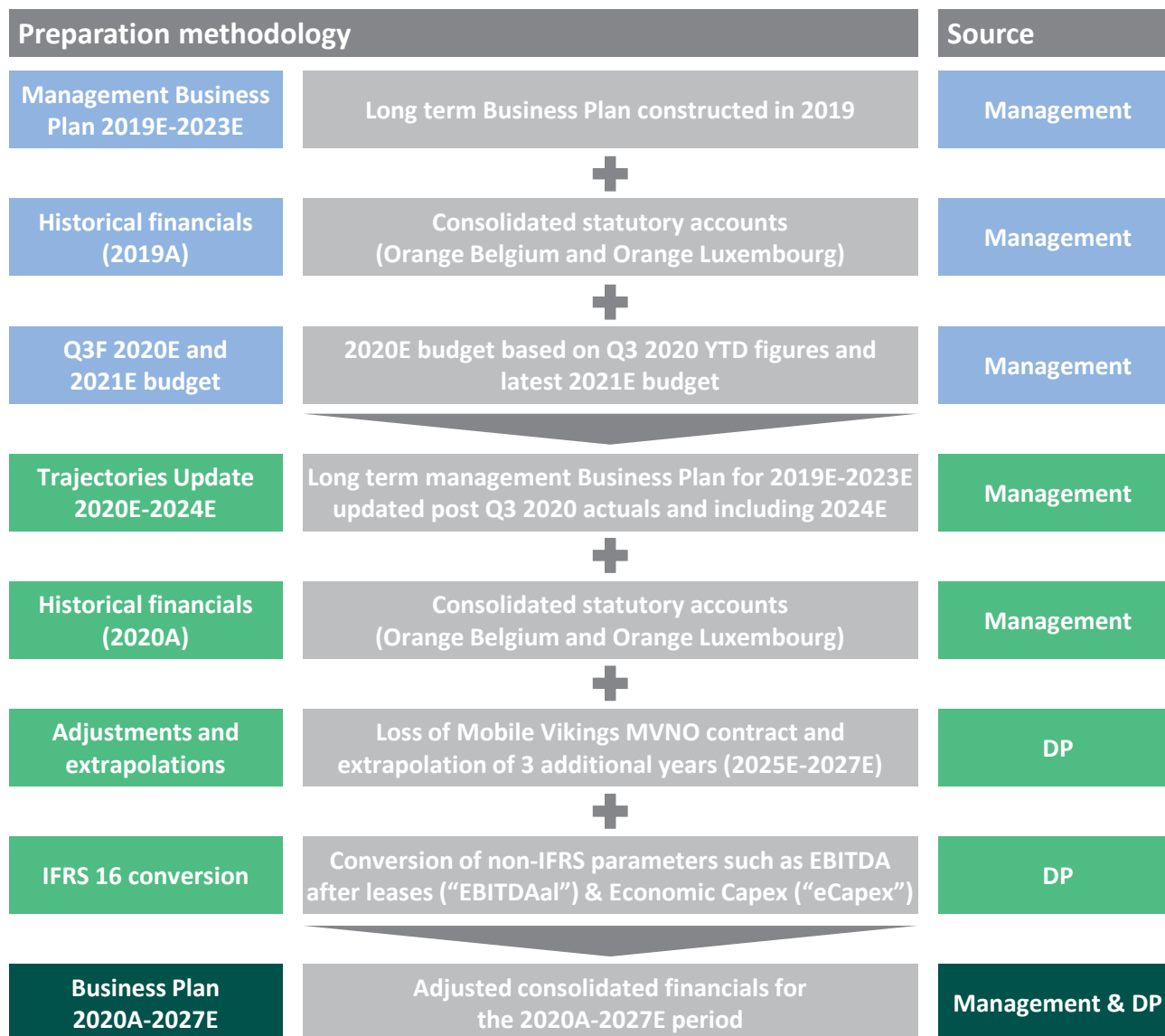
4.1	Business plan	20
4.2	Discounted Cash Flow Analysis (DCF)	29
4.3	Comparable Company Analysis (CCA)	36

4. Valuation of Orange Belgium

4.1	Business plan	20
4.2	Discounted Cash Flow Analysis (DCF)	29
4.3	Comparable Company Analysis (CCA)	36



Basis of preparation for the retained Business Plan



- DPCF has constructed the Business Plan based on the budget and Trajectories Update from the management (as presented to the Board of Directors on November 26, 2020 and December 15, 2020 respectively), as well as several interactions with the management
- The management of Orange Belgium has shared assumptions and drivers for the following metrics:
 - Operational KPIs such as ARPO⁽¹⁾ and subscribers (used to calculate revenue);
 - Direct and indirect costs;
 - Depreciation and amortization;
 - Other cash items and adjustments;
 - Taxes;
 - Net working capital; and
 - Capex (including spectrum payments)
- The Business Plan does not include any potential future acquisitions
- DPCF has made modifications to reflect the sale of Mobile Vikings to Proximus in December 2020⁽²⁾
- In order to ensure comparability with peers the business plan is constructed based on post-IFRS 16 figures
- In order to fully capture the business life cycle of the Company, three additional years are forecasted (2025E - 2027E)

(1) Average Revenue Per Offer; (2) Pending



Analysis of key Business Plan drivers and assumptions (1/5)

1

Revenue

Methodology

- The 2021E-2024E revenue is constructed based on a bottom-up approach. The Retail revenue is based on pricing (Average Revenue Per Offer) and volume (subscribers) drivers for each service and/or customer type (e.g. B2C postpaid mobile voice, B2B fixed, etc.). Other revenue streams are forecasted based on a bottom-up approach per subdivision for each country
- Assumptions and forecasts are reviewed on an on-going basis by management and the Business Plan incorporates the latest changes of exogenous elements such as the competitive environment and regulatory changes, as well as the applied strategy of Orange Belgium
- Revenue streams are calculated on a consolidated basis (Orange Belgium and Orange Luxembourg)

Retail revenue – Mass Market⁽¹⁾

- Mass Market revenue comprises B2C mobile, fixed and convergent (bundle of broadband and mobile) offers
- Forecasts take into account:
 - Impact of COVID on the closure of shops, which impacted subscriber adds, causing a lower starting base in 2021 and beyond
 - Increased competitive tension primarily in regards to the pricing of mobile and convergent bundles offered by some of the competitors, which resulted in pricing discounts offered by Orange Belgium
 - Current strategy of the Company based on providing attractively priced offers in order to increase market share in the converged segment ('Bold Challenger' strategy) in combination with upselling of mobile-only to converged bundles decreasing churn and price sensitivity
- As a result the Mass Market revenue is expected to grow with a 6.3% CAGR over the 2021E-2024E period mainly driven by net adds and the pricing effect of adding convergent subscribers (vs. 4.7% YoY 2019 A-2020A growth)

Retail revenue – Enterprises⁽¹⁾

- Enterprises revenue mainly includes B2B mobile, broadband/cable, ICT and convergent services
- Forecasts take into account:
 - Negative impact of COVID on business closures and the general economic climate affecting the installed base and ARPO (mainly of smaller businesses)
 - Strong offerings such a convergent and ICT supported by new services such as cloud telephony supporting net adds and market share gains
- Based on the strategy and market environment, the management expects the top line of this service revenue to grow by 5.2% CAGR between 2021E-2024E (vs. 5.6% YoY 2019A-2020A CAGR)

(1) The segmentation of revenue streams used for internal management reporting/forecasting purposes slightly diverges from the externally reported segmentation, which is aligned with Orange Group



Analysis of key Business Plan drivers and assumptions (2/5)

1

Revenue
(cont'd)

Wholesale revenue⁽¹⁾

- Revenues of third-party telecom operators for providing visitor roaming, domestic mobile interconnection and access for Mobile Virtual Network Operators (MVNOs)⁽²⁾ to its infrastructure
- On 14-Dec-20 DPG Media announced the sale of its MVNO operations⁽³⁾ including the Mobile Vikings and Jim Mobile brands (c. 335,000 users)⁽⁴⁾ to Proximus, which is estimated to have a significant impact on Orange Belgium's Wholesale revenue as the Company currently has a MVNO partnership with this party
- Since this event occurred after the management Trajectories Update was established, the impact on the Business Plan has been included by DPCF based on input from the management:
 - The Mobile Vikings partnership is expected to be terminated in 2022E as subscribers are migrated to Proximus
 - The contract was budgeted to generate €18.9m revenue per year during the 2021E-2024E period and does not entail any noteworthy marginal costs. As such, a 100% drop-through to EBITDA(al) is assumed
 - As a result the Wholesale revenue have been adjusted vs. the original Trajectories Update
- Even without taking into account the loss of the Mobile Vikings partnership, the Wholesale revenues are forecasted to slightly decrease by a -5.7% CAGR over the 2021E-2024E period, in line with the historical trend (-14.8% YoY in 2019A-2020A) due to lower MVNO and interconnection revenues

Equipment and Others revenue⁽¹⁾

- Revenues from: i) mobile and fixed equipment (re)selling such as handsets; ii) other activities such as online advertising and other miscellaneous activities
- Segment forecasted to remain rather stable with a CAGR of 0.7% over the 2021E-2024E period, an increase vs. the historical decline (-12.8% YoY in 2019A-2020A)

Total revenue

- The 3.8% revenue CAGR over the period 2021E-2023E is higher than the research analyst consensus CAGR of 2.0% for that same period⁽⁵⁾
- On aggregate the revenue decline in 2020A is mainly related to COVID, while the growth in the years thereafter is mainly driven by increased adoption of Mass Market convergent revenues. By the end of the Trajectories Update period the YoY revenue growth amounts to 1.6% (in 2024E)
- In the long term, the growth of Orange Belgium is expected to be in line with the total telecom services market. For the extrapolation period and the terminal value DPCF has applied a 0.25% growth rate, equal to the median forecast of research analysts for OBEL⁽⁶⁾ (in line with other European telecom players)

(1) The segmentation of revenue streams used for internal management reporting/forecasting purposes slightly diverges from the externally reported segmentation, which is aligned with Orange Group; (2) Wireless communications services providers that do not own the wireless network infrastructure; (3) Transaction pending; (4) Going forward referred to as Mobile Vikings; (5) 2023E used as reference due to lack of research analyst forecasts in 2024E; (6) See page 33



Analysis of key Business Plan drivers and assumptions (3/5)

2

Direct costs

- The most significant direct costs include interconnection, customer access connectivity and customer equipment expenses
- The mobile network sharing agreement with Proximus will be a major driver to realize Opex savings by reducing the rent of mobile sites of external parties and energy, repair, maintenance and transmission costs of proprietary mobile sites in the coming years. The combined savings from both Opex and Capex is estimated to amount to €300m⁽¹⁾ in the coming years (fully reflected in the Business Plan)
- The Trajectories Update incorporates the new regulation regarding wholesale cable prices, which will have an effect on the wholesale prices that Orange Belgium needs to pay to other operators to access their cable network. This increase in the higher unit prices together with a strong volume growth (due to convergence) are the main reasons why the direct costs increase during the 2021E-2024E period
- The customer equipment expenses are strongly linked to the equipment revenue (only a small margin is realised on these revenues)
- As a % of revenue the direct costs range from 40.6% to 43.0% during the Business Plan period (2021E-2024E) vs. 41.8% in 2020A, 45.8% in 2019A, which saw significantly higher equipment revenue impacting this ratio, and 46.4% in 2018A
- Direct costs are assumed constant as 43.0% of revenue over the extrapolation period (equalling the 2024E level)

3

Indirect costs

- 2020E labour costs were slightly impacted by COVID and the temporary unemployment of commercial FTEs active in OBEL shops. Hence, the coming years are expected to see a more normalised level of salary expenses. 2021E shows a higher salary increase per employee vs. previous years due to raises that were agreed between employees' and employers' associations
- From 2021E the total amount of FTEs is expected to decrease due to more digital adoption and process simplifications, which will compress the total labour costs
- The evolution of the non labour indirect costs are mainly driven by the operating taxes (related to spectrum fees and pylon taxes), as the former is expected to increase by 4.0% YoY in 2022E due to the new 5G spectrum, while some other indirect network costs are expected to decrease due to the aforementioned JV with Proximus
- In aggregate, the indirect costs as a % of revenue are evolving from 33.4% in 2021E to 30.7% in 2024E (vs. 33.6% in 2020A, 31.8% in 2019A and 31.6% in 2018A)
- EBITDA margin is assumed to be constant in the extrapolation period and in the calculation of the terminal value
- Indirect costs are assumed constant as 30.7% of revenue over the extrapolation period (equalling the 2024E level)

(1) Of which c. 55% related to Capex c. 45% to Opex



Analysis of key Business Plan drivers and assumptions (4/5)

4

EBITDA(a)

- The aforementioned assumptions result in an EBITDA after lease expenses (EBITDAal) margin uplift from 24.6% in 2020A to 26.3% in 2024E. Given that the strategic initiatives supporting this increase in profitability are expected to be realized over the 4 year forecast period, DPCF assumes a constant margin vs. 2024E in the extrapolation period of the Business Plan and the terminal value
- Overall, the 25.7% 2023E⁽¹⁾ EBITDAal margin of the Trajectories Update is slightly higher vs. the 24.3% margin that research analysts expected in that year. This difference might be caused by an underestimation of the network sharing JV with Proximus or the FTE reduction, or alternatively an overestimation of the new regulatory wholesale pricing impact
- The EBITDAal is restated to exclude the lease expenses such as the lease interest expenses and the Depreciation & Amortization (D&A) of right-of-use capital leases (included in the indirect costs) to retrieve an adjusted EBITDA post IFRS 16
 - The lease expenses vary between €41-50m over the forecasted period
 - Other expense adjustments such as restructuring costs are excluded from the adjusted EBITDA, in order to have a comparable metric that is consistent with the definition of Orange Belgium's peers. However, these expenses are taken into account when calculating the free cash flows

5

(e)Capex

- Consistent with the EBITDAal, Orange Belgium uses Economic Capex (eCapex) for reporting purposes and when providing guidance to the market. The eCapex excludes any investments through financial leases
- The eCapex levels are expected to increase significantly in the next years due to several reasons:
 - Initial set-up costs related to mobile site decommissioning mainly related to the deployment of the mobile network sharing agreement with Proximus
 - IT transformation
 - Network densification due to 5G roll-out
- As a % of revenue the eCapex level amounts to 14.4% in 2023E⁽¹⁾ according to the broker consensus vs. 15.6% in the Trajectories Update
- In the long term, management believes the eCapex level will remain close to 15% as % of revenue as the cable wholesale regulation might not last forever and OBEL needs to invest in Fibre-To-The-Home (FTTH) infrastructure in order to remain competitive with its convergence offering. As a result, this capital intensity is reflected in the terminal value with an extrapolation period in between
- DPCF has included the investments in financial leases to calculate Capex on a post IFRS 16 basis (consistent with Adjusted Net Financial Debt and adj. EBITDA). This adjustment ranges between €39-49m over the 2021E-2024E period, as provided by Orange Belgium
- Spectrum and license payments expected to materialise during the Business Plan period (2021E-2022E) are included in the Adjusted Net Financial Debt (see page 30)

(1) 2023E used as reference due to lack of research analyst forecasts in 2024E



Analysis of key Business Plan drivers and assumptions (5/5)

6

Taxes

- As of fiscal year 2021 the Belgian corporate income tax rate will be lowered to 25.0% (the tax rate in Luxembourg stands at 24.9%), which explains the tax rate % between the forecasted years and the historical period
- Furthermore Orange Belgium's effective tax rate is lower than the theoretical income tax by using three main investment deductions:
 - Partial exemption of withholding tax on wages of its scientific researchers
 - R&D investment deduction
 - Patent income deduction
- The setup of the JV with Proximus is also expected to realise some one-off additional tax deductions, which will cease to exist in 2022E after which a stable tax rate is forecasted (also used in the extrapolation period)
- In the terminal year however, DPCF assumes the effective income tax rate will equal the theoretical income tax rate of 25.0% as some effects will cease to exist

7

Other

Restructuring costs & other non-recurring items

- The majority of the restructuring costs relate to labour reorganisation & integration expenses and are expected to be of a non-recurring nature in the long term. As such, no restructuring costs are forecasted in the extrapolation period
- The amount of €18.2m in 2023E is caused by an expected break-up fee to be paid for ending a commercial partnership

Change in Net Working Capital (NWC)

- The working capital items are forecasted by the management based on historical KPIs such as Day Sales Outstanding (DSO), Days Inventory Outstanding (DIO), Days Payable Outstanding (DPO), etc.
- KPIs are mostly held constant, but adjusted based on expectations of the management (e.g. 8 day decrease of DPO due to change in internal policies)

(Non-)cash items (not) incl. in EBITDA

- Primarily caused by a difference between operating tax expensed and operating tax actually paid. The operating tax is related to taxes and levies charged on pylons and masts (not part of the corporate tax income). The aforementioned delta is created by the applied accounting rules for reporting the financial results that can be different vs. rules applicable when paying taxes (the most common point of difference is related to the depreciation methodologies used⁽¹⁾). Also includes a smaller adjustment for non-cash restructuring costs

(1) Orange Belgium can depreciate assets based on various methods as long as the schedule is 'orderly and reasonable', while for tax purposes Orange Belgium has to adhere to the rules of the Belgian ITC/92



Overview of Business Plan (1/2)

IFRS	Historical			OBEL Business Plan				DP extrapolation			
<i>in €m; FYE 31-Dec</i>	2018A	2019A	2020A	2021E	2022E	2023E	2024E	2025E	2026E	2027E	Term. value
Mass Market	n.a.	572.4	599.5	634.4	712.7	748.6	762.6				
Enterprises	n.a.	277.4	293.0	313.0	337.8	347.1	364.3				
Retail Revenue	n.a.	849.8	892.5	947.4	1,050.5	1,095.7	1,126.9				
% YoY growth	n.a.	n.a.	5.3%	5.9%	10.9%	4.3%	2.8%				
Wholesale revenue	n.a.	288.9	246.2	226.7	194.0	183.0	171.5				
% YoY growth	n.a.	n.a.	(14.8%)	(7.9%)	(14.4%)	(5.6%)	(6.3%)				
Equipment revenue	n.a.	196.8	170.9	178.6	177.3	179.9	183.5				
% YoY growth	n.a.	n.a.	(12.7%)	4.0%	(0.7%)	1.5%	2.0%				
Other revenue	n.a.	5.2	5.3	4.7	3.7	3.8	3.5				
% YoY growth	n.a.	n.a.	2.0%	(12.6%)	(20.0%)	1.9%	(6.7%)				
1 Revenue	1,298.1	1,340.8	1,314.9	1,357.4	1,425.5	1,462.5	1,485.4	1,489.2	1,492.9	1,496.7	1,500.4
% YoY growth	n.a.	3.3%	(1.9%)	3.2%	5.0%	2.6%	1.6%	0.3%	0.3%	0.3%	0.3%
2 Direct costs	(602.4)	(614.3)	(549.0)	(551.7)	(586.9)	(618.1)	(638.3)				
% of revenue	46.4%	45.8%	41.8%	40.6%	41.2%	42.3%	43.0%				
3 Indirect costs - Labour	(145.1)	(148.2)	(146.9)	(159.4)	(169.2)	(164.6)	(160.7)				
% of revenue	11.2%	11.1%	11.2%	11.7%	11.9%	11.3%	10.8%				
Indirect costs - Non labour	(264.9)	(278.2)	(295.5)	(293.6)	(314.2)	(303.4)	(295.7)				
% of revenue	20.4%	20.8%	22.5%	21.6%	22.0%	20.7%	19.9%				
4 EBITDAal	285.6	300.1	323.5	352.7	355.2	376.4	390.7	392.7	394.2	395.6	397.1
% margin	22.0%	22.4%	24.6%	26.0%	24.9%	25.7%	26.3%	26.4%	26.4%	26.4%	26.5%

Note: The segmentation of revenue streams used for internal management reporting/forecasting purposes slightly diverges from the externally reported segmentation, which is aligned with Orange Group. In general, a limited set of comparable 2018A figures are available due to IFRS changes

Sources: Company info, DPCF



Overview of Business Plan (2/2)

IFRS	Historical		OBEL Business Plan				DP extrapolation			Term. value
	2019A	2020A	2021E	2022E	2023E	2024E	2025E	2026E	2027E	
<i>in €m; FYE 31-Dec</i>										
1 Revenue	1,340.8	1,314.9	1,357.4	1,425.5	1,462.5	1,485.4	1,489.2	1,492.9	1,496.7	1,500.4
% YoY growth	3.3%	(1.9%)	3.2%	5.0%	2.6%	1.6%	0.3%	0.3%	0.3%	0.3%
4 EBITDAal	300.1	323.5	352.7	355.2	376.4	390.7	392.7	394.2	395.6	397.1
% margin	22.4%	24.6%	26.0%	24.9%	25.7%	26.3%	26.4%	26.4%	26.4%	26.5%
Depreciation of RoU ⁽¹⁾ of leased assets	49.8	52.0	47.1	43.9	41.1	41.0	40.1	39.7	39.3	39.0
% of revenue	3.7%	4.0%	3.5%	3.1%	2.8%	2.8%	2.7%	2.7%	2.6%	2.6%
4 Adj. EBITDA	349.9	375.5	399.8	399.0	417.5	431.7	432.8	433.9	435.0	436.1
% margin	26.1%	28.6%	29.5%	28.0%	28.5%	29.1%	29.1%	29.1%	29.1%	29.1%
7 Restructuring costs & other non-recurring items	(10.7)	(5.6)	(8.1)	(8.9)	(18.3)	(7.7)	-	-	-	-
4 EBITDA	339.2	369.9	391.7	390.1	399.3	424.0	432.8	433.9	435.0	436.1
% margin	25.3%	28.1%	28.9%	27.4%	27.3%	28.5%	29.1%	29.1%	29.1%	29.1%
D&A	(293.9)	(301.5)	(340.8)	(272.4)	(269.1)	(258.9)	(260.8)	(262.6)	(263.7)	(264.0)
% of revenue	21.9%	22.9%	25.1%	19.1%	18.4%	17.4%	17.5%	17.6%	17.6%	17.6%
EBIT	45.3	68.3	51.0	117.7	130.2	165.1	172.0	171.3	171.3	172.0
% margin	3.4%	5.2%	3.8%	8.3%	8.9%	11.1%	11.5%	11.5%	11.4%	11.5%
6 Taxes	(9.6)	(12.4)	(7.9)	(25.1)	(27.4)	(35.1)	(36.6)	(36.4)	(36.4)	(43.0)
% of EBIT	21.1%	18.2%	15.5%	21.3%	21.1%	21.3%	21.3%	21.3%	21.3%	25.0%
5 eCapex	(180.6)	(177.7)	(209.9)	(230.8)	(228.3)	(188.3)	(197.4)	(206.6)	(215.8)	(225.1)
% of revenue	13.5%	13.5%	15.5%	16.2%	15.6%	12.7%	13.3%	13.8%	14.4%	15.0%
Lease activities included to FCF	(48.9)	(50.7)	(47.3)	(42.1)	(39.3)	(39.1)	(38.7)	(38.8)	(38.9)	(39.0)
5 Capex excl. spectrum	(229.5)	(228.4)	(257.2)	(272.9)	(267.6)	(227.3)	(236.1)	(245.4)	(254.7)	(264.0)
% of revenue	17.1%	17.4%	18.9%	19.1%	18.3%	15.3%	15.9%	16.4%	17.0%	17.6%
7 Change in Net Working Capital	21.4	(9.3)	2.8	0.8	(4.1)	(9.6)	(0.7)	(0.7)	(0.7)	(0.7)
% of change in revenue	50.1%	35.8%	6.7%	1.2%	(11.2%)	(42.0%)	(17.3%)	(17.3%)	(17.3%)	(17.5%)
7 (Non-)cash items (not) incl. in EBITDA	(6.1)	(5.3)	(8.8)	(6.2)	(6.2)	(6.2)	(6.2)	(6.2)	(6.2)	(6.2)
Unlevered free cash flow to firm (FCFF)	115.4	114.5	120.7	86.7	93.9	145.7	153.3	145.2	137.0	122.1

Note: The segmentation of revenue streams used for internal management reporting/forecasting purposes slightly diverges from the externally reported segmentation, which is aligned with Orange Group. In general, a limited set of comparable 2018A figures are available due to IFRS changes

(1) Right-of-use; (2) Calculations for the Adjusted FCFF including spectrum costs shown on page 34

Sources: Company info, DPCF



4. Valuation of Orange Belgium

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DCF methodology (1/2)

DCF definition

The DCF method is an intrinsic valuation methodology, which is based on:

- Free Cash Flows to the Firm (“FCFF”) projections over a period between 2021E and 2027E, calculated from the forecasted financials of the Business Plan; and
- A discount rate: the Weighted Average Cost of Capital (“WACC”)

$$EV = \sum_{t=1}^N \frac{FCFF_t}{(1+WACC)^t} + \frac{Terminal\ Value}{(1+WACC)^N}$$

Where:

- t = the specific year
- N = the number of projection years

FCFF

The FCFF has been computed as follows:

- **EBITDA:** based on the EBITDAaI forecasted in the Business Plan, including adjustments made by DPCF
- **Taxes:** according to the Business Plan and the nominal corporate income tax rate of Belgium and Luxembourg (25.0% and 24.9% respectively) in the terminal value
- **Capex:** based on estimates as presented in the Business Plan, including adjustments made by DPCF
- **(Change) in NWC:** based on historical KPIs such as Day Sales / Inventory / Payables Outstanding (DSO, DIO, DPO), etc.

Spectrum auction costs

- The NPV of the spectrum auction costs related to 5G that are expected to be incurred in 2021E are included in the Adjusted NFD. This approach ensures that the CCA methodology results in an apples-to-apples comparison when benchmarking the 2021E multiples of the comparable peers active across Europe (since each country has alternative spectrum auction timings)
- Spectrum auctions are related to the introduction of new connectivity technologies and are expected to be recurring beyond the explicit 7 year Business Plan period. Given that there is no impact on the comparability of the 2021E and 2022E multiples, the annualised average spectrum auction costs are included in the terminal value:
 - Management estimates that every c. 8 years a new major spectrum auction will occur. DPCF made the assumption that these expected expenses (similar amount as in 2021E) will materialize every 8 years by taking this annualized average into account in the terminal value



DCF methodology (2/2)

WACC

- The WACC has been estimated based on management information, our selection of listed peers, Damodaran database and DPCF estimates (see page 32)

Terminal Value

- The Terminal Value has been estimated based on the following Gordon-Shapiro formula, assuming a perpetual growth rate of 0.25%
$$\frac{\text{Terminal free cash flow to the firm}}{\text{WACC} - \text{perpetual growth}}$$
- 0.25% reflects the median perpetual growth rate retained by equity research analysts covering Orange Belgium. Furthermore, 6 out of the selected 7 equity research analysts⁽¹⁾ retain a PGR of 0.0% to 0.5%. The PGR depicts the overall low-growth environment of the European telecom sector

Present value & sensitivity analysis

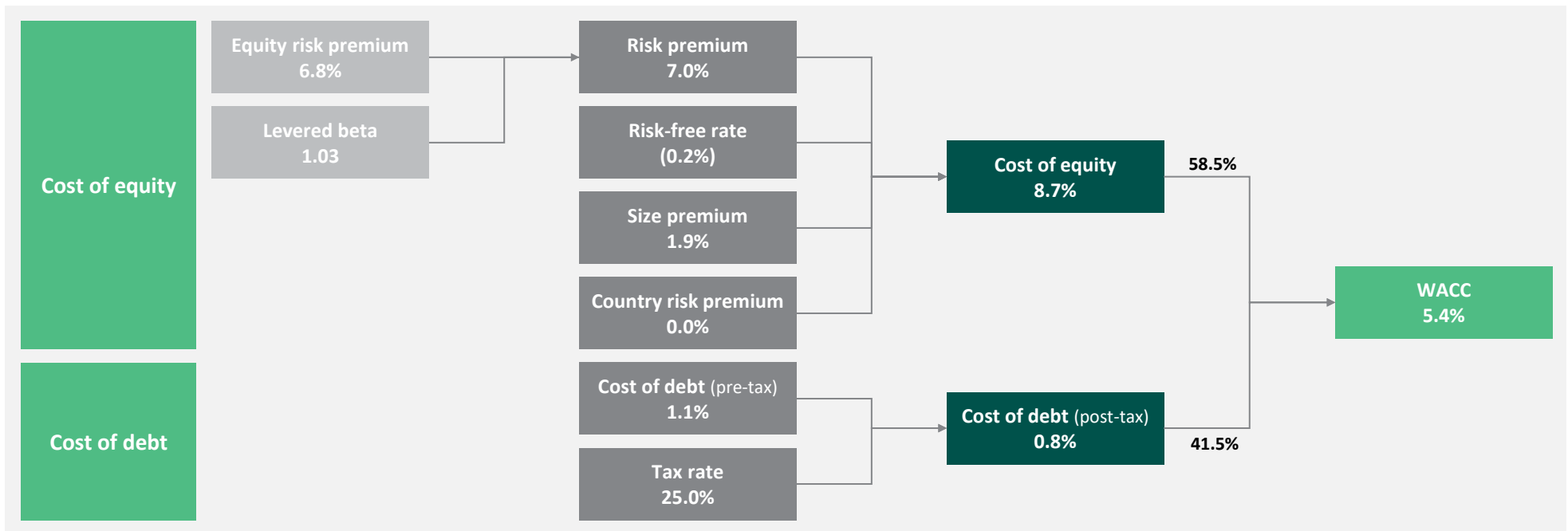
- DPCF made the assumption that cash flows are evenly distributed over the year and used the mid-year convention, which means that the cash flows will be discounted on the following time factors: 0.5, 1.5, 2.5, etc. (in years)
- The DCF method is sensitive to the assumptions made. Consequently, we applied a sensitivity analysis on market parameters such as the WACC and the perpetual growth rate, as well as the average revenue growth and EBITDA margin per year
- The sensitivities comprise a 1.00% range for each of the aforementioned parameters with two lower and two higher increments vs. the retained midpoint (i.e. four additional steps of +/- 0.25%)

(1) Equity research analysts having published DCF parameters maximum 12 months before the Announcement, excluding ING which is considered as an outlier (see page 33)



Weighted Average Cost of Capital (WACC) calculation

- The Cost of Equity⁽¹⁾ is calculated based on the Capital Asset Pricing Model (“CAPM”) formula:
 - Risk-free rate of -0.2%, based on the French 10-year government bond⁽²⁾ for the twelve months preceding the Valuation date;
 - Unlevered beta of 0.67, based on Damodaran research for the telecom services sector. Orange Belgium’s levered beta is 1.03⁽³⁾;
 - Equity risk premium of 6.8% as estimated by DPCF for the twelve months preceding the Valuation date;
 - Size premium of 1.9% based on research by Duff & Phelps (see appendix G);
 - Country risk premium of 0.0% (nihil) for Belgium and Luxembourg based on research by Duff & Phelps
- Cost of debt (pre-tax) of 1.1% based on Orange Belgium’s current financial cost structure related to its outstanding financial liabilities (incl. IFRS 16 leases)
- Target capital structure of 41.5% (financial liabilities / enterprise value), calculated on the basis of the target gearing ratio of a peer group of listed mobile peers (less asset-heavy than telecom operators which own a network). Capital structure includes the impact of IFRS 16



(1) Cost of Equity remains overall unaffected by IFRS 16 considerations. However, some of its components are impacted individually










(2) Since no government bonds are issued at European level, we approximate the European risk-free rate using French government bonds

(3) Unlevered beta is assumed to be post-IFRS 16. Levered beta (β_L) calculated as follows: $\beta_L = \beta_U \times (1 + (1-T) \times D/E)$ where β_U = unlevered beta, T = tax rate, en D/E = financial leverage of Orange Belgium

Sources: Bloomberg, Capital IQ, Duff & Phelps (2018). *Valuation Handbook – International Guide to Cost of Capital*, DPCF



Overview of WACC and PGR used by equity research analysts covering Orange Belgium

Broker ⁽¹⁾	Latest report date	WACC	PGR ⁽²⁾
 ABN-AMRO	24-Apr-20	8.6%	n.a.
 BARCLAYS	2-Nov-20	7.5%	1.0%
 Citi	5-Nov-20	8.0%	0.5%
 CREDIT SUISSE	27-Oct-20	5.1%	n.a.
 HSBC	27-Jul-20	7.4%	0.0%
 ING	18-Feb-20	7.2%	1.0%
J.P.Morgan	23-Oct-20	7.5%	0.5%
 KBC Securities	9-Apr-20	8.5%	0.0%
 SOCIETE GENERALE	23-Oct-20	5.2%	0.0%
 UBS	23-Oct-20	7.5%	0.0%
		Median: 7.50%	Median: 0.3%

We do not rely on the equity research analysts' estimates for OBEL's WACC as there is limited transparency on the exact inputs and on IFRS 16 recognition. DPCF's PGR is in line with research analysts' estimates

(1) Selected based on available information as of 12 months before the Announcement

(2) Perpetual Growth Rate



DCF overview

IFRS		Historical		OBEL Business Plan				DP extrapolation			
in €m; FYE 31-Dec		2019A	2020A	2021E	2022E	2023E	2024E	2025E	2026E	2027E	Term. value
Revenue		1,340.8	1,314.9	1,357.4	1,425.5	1,462.5	1,485.4	1,489.2	1,492.9	1,496.7	1,500.4
% YoY growth		3.3%	(1.9%)	3.2%	5.0%	2.6%	1.6%	0.3%	0.3%	0.3%	0.3%
EBITDA	A	339.2	369.9	391.7	390.1	399.3	424.0	432.8	433.9	435.0	436.1
% margin		25.3%	28.1%	28.9%	27.4%	27.3%	28.5%	29.1%	29.1%	29.1%	29.1%
D&A	B	(293.9)	(301.5)	(340.8)	(272.4)	(269.1)	(258.9)	(260.8)	(262.6)	(263.7)	(264.0)
% of revenue		21.9%	22.9%	25.1%	19.1%	18.4%	17.4%	17.5%	17.6%	17.6%	17.6%
EBIT	C = A+B	45.3	68.3	51.0	117.7	130.2	165.1	172.0	171.3	171.3	172.0
% margin		3.4%	5.2%	3.8%	8.3%	8.9%	11.1%	11.5%	11.5%	11.4%	11.5%
Taxes	D = d*C	(9.6)	(12.4)	(7.9)	(25.1)	(27.4)	(35.1)	(36.6)	(36.4)	(36.4)	(43.0)
% of EBIT	d	21.1%	18.2%	15.5%	21.3%	21.1%	21.3%	21.3%	21.3%	21.3%	25.0%
Capex excl. spectrum	E	(229.5)	(228.4)	(257.2)	(272.9)	(267.6)	(227.3)	(236.1)	(245.4)	(254.7)	(264.0)
% of revenue		17.1%	17.4%	18.9%	19.1%	18.3%	15.3%	15.9%	16.4%	17.0%	17.6%
Change in Net Working Capital	F	21.4	(9.3)	2.8	0.8	(4.1)	(9.6)	(0.7)	(0.7)	(0.7)	(0.7)
% of change in revenue		50.1%	35.8%	6.7%	1.2%	(11.2%)	(42.0%)	(17.3%)	(17.3%)	(17.3%)	(17.5%)
(Non-)cash items (not) incl. in EBITDA	G	(6.1)	(5.3)	(8.8)	(6.2)	(6.2)	(6.2)	(6.2)	(6.2)	(6.2)	(6.2)
Unlevered free cash flow to firm (FCFF)	A+D+E+F+G	115.4	114.5	120.7	86.7	93.9	145.7	153.3	145.2	137.0	122.1
Annualized avg. spectrum auction cost	H										(36.0)
Adj. FCFF	A+D+E+F+G+H	115.4	114.5	120.7	86.7	93.9	145.7	153.3	145.2	137.0	86.1
Discounted adj. FCFF				117.0	79.8	82.0	120.7	120.4	108.3	96.9	

Including annualized average spectrum auction costs in the Terminal Value (see page 30)

Enterprise and Equity Value		
Sum of discounted adj. FCFF	A	725.0
PGR		0.25%
WACC		5.40%
Discounted terminal value	B	1,182.7
Enterprise Value	C = A + B	1,907.7
Adjusted Net Financial Debt	D	(800.1)
Equity Value	C + D	1,107.7
NOSH (m)		59.9
Equity Value per Share (€)		18.5

Implied valuation		
EV/Adj. EBITDA 2020E		5.1x
EV/Adj. EBITDA 2021E		4.8x
EV/Adj. EBITDA 2022E		4.8x
EV/Adj. EBITDA-Capex excl. spectrum 2020E		13.0x
EV/Adj. EBITDA-Capex excl. spectrum 2021E		13.4x
EV/Adj. EBITDA-Capex excl. spectrum 2022E		15.1x



DCF sensitivity analysis

WACC vs. PGR

Enterprise value (€m)						Equity value per share (€)					
WACC	PGR					WACC	PGR				
	(0.25%)	0.00%	0.25%	0.50%	0.75%		(0.25%)	0.00%	0.25%	0.50%	0.75%
	5.90%	1,666	1,710	1,758	1,810		1,868	5.90%	14.5	15.2	16.0
5.65%	1,728	1,776	1,829	1,888	1,952	5.65%	15.5	16.3	17.2	18.1	19.2
5.40%	1,795	1,849	1,908	1,973	2,045	5.40%	16.6	17.5	18.5	19.6	20.8
5.15%	1,869	1,928	1,994	2,067	2,148	5.15%	17.8	18.8	19.9	21.1	22.5
4.90%	1,949	2,016	2,089	2,171	2,263	4.90%	19.2	20.3	21.5	22.9	24.4

Adjusted EBITDA margin⁽¹⁾ vs. revenue growth rate⁽¹⁾

Enterprise value (€m)						Equity value per share (€)					
Change in avg. adj. EBITDA margin per year	Change in avg. revenue growth per year					Change in avg. adj. EBITDA margin per year	Change in avg. revenue growth per year				
	(0.50%)	(0.25%)	0.00%	0.25%	0.50%		(0.50%)	(0.25%)	0.00%	0.25%	0.50%
	0.50%	1,922	1,974	2,027	2,082		2,137	0.50%	18.7	19.6	20.5
0.25%	1,864	1,915	1,968	2,021	2,075	0.25%	17.8	18.6	19.5	20.4	21.3
0.00%	1,807	1,857	1,908	1,960	2,013	0.00%	16.8	17.6	18.5	19.3	20.2
(0.25%)	1,749	1,798	1,848	1,899	1,951	(0.25%)	15.8	16.6	17.5	18.3	19.2
(0.50%)	1,691	1,739	1,788	1,838	1,888	(0.50%)	14.9	15.7	16.5	17.3	18.2

Estimated cost per spectrum auction incl. the TV (€m) vs. recurrence of spectrum auction incl. in the TV (yrs)

Enterprise value (€m)						Equity value per share (€)					
Est. cost per spectrum auction incl. in TV (€m)	Recurrence of spectrum auction inc. in the TV (yrs)					Est. cost per spectrum auction incl. in TV (€m)	Recurrence of spectrum auction inc. in the TV (yrs)				
	6.0	7.0	8.0	11.5	15.0		6.0	7.0	8.0	11.5	15.0
	188	1,972	2,033	2,079	2,178		2,230	188	19.5	20.6	21.3
238	1,857	1,935	1,994	2,118	2,184	238	17.6	18.9	19.9	22.0	23.1
288	1,743	1,837	1,908	2,058	2,139	288	15.7	17.3	18.5	21.0	22.3
338	1,628	1,739	1,822	1,999	2,093	338	13.8	15.7	17.0	20.0	21.6
388	1,514	1,641	1,736	1,939	2,047	388	11.9	14.0	15.6	19.0	20.8

Based on these sensitivities, the Enterprise Value ranges between €1,736m and €2,139m corresponding to an Equity Value per Share range of €15.6-€22.3⁽²⁾

(1) Sensitivities on changes in adjusted EBITDA margin and revenue growth rate over the full Business Plan period (including terminal value)

(2) Based on the maximum and minimum of the upper and lower limits of each sensitivity



4. Valuation of Orange Belgium

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Peer group selection approach and trading multiples calculation methodology

- We have selected 15 relevant listed peers, divided in three reference groups:
 - Mobile operators
 - Belgian operators
 - Other European incumbents
- We have selected telecom companies that are headquartered in and generate the majority of their revenue in Europe (excluding Eastern Europe due to different market dynamics)
- We have excluded telecom operators with market shares indicating clear domestic market dominance, as those companies' competitive environment is not comparable to that of Orange Belgium
- Even though the selected companies in our reference groups have certain similarities with Orange Belgium, it should be noted that these companies are not fully comparable, in particular due to differences in geography, size, margin, financial structure and/or business model
- Based on the share price of these companies as of the Valuation Date, we have calculated their market capitalisations and enterprise values by summing the most recent available net financial debts, adjusted for minorities, preference shares, pension obligations, investments⁽¹⁾, spectrum auction costs (based on broker benchmarking and company info), non-operating provisions and other non-operating assets or liabilities
- We have calculated the trading multiples based on the EBITDA, EBITDA – Capex and dividends forecasts estimated by research analysts for 2020A, 2021E and 2022E
- Some peers issue guidance based on pre-IFRS 16 EBITDA. For these companies, we made the adjustments to make all multiples comparable on a post-IFRS 16 basis
- We have retained EV/EBITDA and EV/(EBITDA – Capex) as valuation multiple as we consider EBITDA and EBITDA – Capex as the most relevant financial metrics in the context of Orange Belgium. Research analysts also use dividend yield and FCF yield as reference. Dividend yield is less relevant as Orange Belgium does not issue specific dividend guidance. FCF yield is not retained due to many differences in definitions between peers. Therefore, we provide a dividend yield benchmarking for information purposes only
- OBEL EBITDA and Capex figures are based on the retained Business Plan. OBEL dividend yield is based on broker consensus as the Company does not issue specific guidance on future dividends
- Trading multiples are calculated based on the local currency financials. For financials not reported in €, DPCF has used the exchange rate of (i) the Announcement Date for the market capitalisation, Net Financial Debt, Enterprise Value, and (ii) the closing date of the financial year for financials to show financials in €

(1) Investments consist of a.o. investments in non-consolidated companies (associates & affiliates), non-operational real estate and other financial assets



Peers and trading multiples retained by selected equity research analysts for Orange Belgium

Broker ⁽¹⁾	Trading multiples retained						Peers retained ⁽²⁾																	
	EV/EBITDA	EV/(EBITDA-Capex)	P/E	FCF yield ⁽³⁾	Dividend yield	Other	altice	BT	T	elisa	iliad	kpn	orange	proximus	swisscom	TELE2	TIM	Telefonica	Telefonica Deutschland	telenet	telenor	Telia	vodafone	
ABN-AMRO	✓			✓	✓		✓	✓	✓		✓	✓	✓				✓	✓		✓	✓	✓	✓	✓
BARCLAYS	✓	✓		✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓		✓		✓	✓	✓	✓	✓	✓
citi	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
CREDIT SUISSE	✓			✓			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓
Degroof Petercam	✓			✓																				
Deutsche Bank	✓		✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
HSBC	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
ING	✓	✓	✓	✓	✓	✓	✓	✓			✓		✓							✓				
J.P.Morgan	✓	✓		✓			✓		✓	✓						✓			✓	✓				
KBC Securities	✓	✓	✓	✓		✓			✓	✓	✓	✓			✓			✓			✓	✓	✓	✓
SOCIETE GENERALE	✓		✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓
UBS	✓	✓						✓	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓			✓




In terms of trading multiples, EV/EBITDA, EV/(EBITDA-Capex) and dividend yield are the most prevalent⁽³⁾

(1) Selected based on available information as of 12 months before the Announcement
 (2) Peers shown are featured by at least half of the brokers analysed
 (3) FCF yield is not retained due to many differences in definition (eFCF yield, OpFCF yield, etc.)
 Source: Research analysts' reports



Peer group overview

Overview of reference groups and median multiples and yields

Reference Group	Members	Key Metrics (2021E vs 2022E)	Characteristics									
Mobile players		<table border="1"> <tr> <td>EV/EBITDA</td> <td>2021E: 5.3x</td> <td>2022E: 5.0x</td> </tr> <tr> <td>EV/(EBITDA - Capex)</td> <td>2021E: 18.8x</td> <td>2022E: 16.5x</td> </tr> <tr> <td>Dividend yield</td> <td>2021E: 6.5%</td> <td>2022E: 6.8%</td> </tr> </table>	EV/EBITDA	2021E: 5.3x	2022E: 5.0x	EV/(EBITDA - Capex)	2021E: 18.8x	2022E: 16.5x	Dividend yield	2021E: 6.5%	2022E: 6.8%	<ul style="list-style-type: none"> Reference group consisting of telecommunication services players with focus on mobile services No owned fixed network Headquarters and main activities in Europe (excluding Eastern Europe)
EV/EBITDA	2021E: 5.3x	2022E: 5.0x										
EV/(EBITDA - Capex)	2021E: 18.8x	2022E: 16.5x										
Dividend yield	2021E: 6.5%	2022E: 6.8%										
Belgian players		<table border="1"> <tr> <td>EV/EBITDA</td> <td>2021E: 5.9x</td> <td>2022E: 5.9x</td> </tr> <tr> <td>EV/(EBITDA - Capex)</td> <td>2021E: 13.6x</td> <td>2022E: 13.7x</td> </tr> <tr> <td>Dividend yield</td> <td>2021E: 7.1%</td> <td>2022E: 7.1%</td> </tr> </table>	EV/EBITDA	2021E: 5.9x	2022E: 5.9x	EV/(EBITDA - Capex)	2021E: 13.6x	2022E: 13.7x	Dividend yield	2021E: 7.1%	2022E: 7.1%	<ul style="list-style-type: none"> Reference group consisting of players with largest part of activities in Belgium Players with both fixed and mobile network Headquarters in Belgium
EV/EBITDA	2021E: 5.9x	2022E: 5.9x										
EV/(EBITDA - Capex)	2021E: 13.6x	2022E: 13.7x										
Dividend yield	2021E: 7.1%	2022E: 7.1%										
Other European Incumbents		<table border="1"> <tr> <td>EV/EBITDA</td> <td>2021E: 6.6x</td> <td>2022E: 6.2x</td> </tr> <tr> <td>EV/(EBITDA - Capex)</td> <td>2021E: 14.1x</td> <td>2022E: 14.5x</td> </tr> <tr> <td>Dividend yield</td> <td>2021E: 5.5%</td> <td>2022E: 5.5%</td> </tr> </table>	EV/EBITDA	2021E: 6.6x	2022E: 6.2x	EV/(EBITDA - Capex)	2021E: 14.1x	2022E: 14.5x	Dividend yield	2021E: 5.5%	2022E: 5.5%	<ul style="list-style-type: none"> Reference group consisting of players with oligopolistic market shares Headquarters and main activities in Europe (excluding Eastern Europe and Switzerland) Players with both fixed and mobile network
EV/EBITDA	2021E: 6.6x	2022E: 6.2x										
EV/(EBITDA - Capex)	2021E: 14.1x	2022E: 14.5x										
Dividend yield	2021E: 5.5%	2022E: 5.5%										





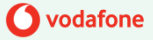








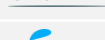
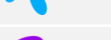
Note: EV, EBITDA and Capex include pro forma impact of IFRS 16

(1) Orange Group

Sources: Capital IQ as of 2-Dec-20, Bloomberg



Peer group KPIs overview

	Company	EBITDA margin			Capex as % of sales			Sales growth	
		2020A	2021E	2022E	2020A	2021E	2022E	2017A-2019A	2020A-2022E
	 Orange Belgium	28.6%	29.5%	28.0%	17.4% (3)	18.9% (3)	19.1% (3)	3.7%	4.1%
Mobile	 iliad	43.1%	44.6%	46.1%	42.5%	36.5%	35.8%	4.7%	10.0%
	 Telefonica Deutschland	32.6%	31.5%	31.3%	21.5%	23.8%	22.1%	0.7%	1.8%
	 TELE2	37.7%	38.6%	40.4%	16.8%	16.4%	17.1%	13.5%	1.1%
	 vodafone	41.5%	42.0%	42.6%	24.1%	25.2%	24.7%	(2.4%)	1.0%
BE	proXimus	33.8%	34.0%	34.0%	19.8%	23.2%	23.5%	(1.0%)	(0.3%)
	 telenet	52.9%	53.0%	53.1%	21.5%	21.8%	21.1%	1.2%	1.1%
Other European incumbents	 BT	34.5%	35.1%	36.0%	22.6%	23.4%	24.0%	(1.7%)	(0.9%)
	 Deutsche Telekom	35.0%	35.1%	37.1%	21.0%	21.7%	21.4%	3.7%	3.6%
	 elisa	36.2%	36.6%	36.8%	14.5%	14.4%	14.5%	1.6%	1.5%
	 kpn	48.2%	49.3%	50.4%	25.1%	24.6%	25.1%	(2.1%)	(0.6%)
	 Orange (1)	33.0%	33.4%	33.7%	20.5%	21.0%	19.8%	1.7%	1.0%
	 TIM	43.5%	43.5%	43.7%	28.5%	28.3%	30.9%	(4.8%)	(0.2%)
	 Telefonica	31.8%	33.5%	33.5%	17.5%	20.7%	17.5%	(3.5%)	(0.5%)
	 telenor	45.4%	45.8%	46.5%	21.8%	21.9%	21.4%	0.7%	1.5%
	 Telia	34.1%	34.7%	35.6%	18.0%	18.4%	18.3%	3.8%	(1.0%)
		Overall median⁽⁴⁾	36.2%	36.6%	37.1%	21.5%	21.9%	21.4%	0.7%
















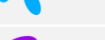
Note: EV, EBITDA and Capex include pro forma impact of IFRS 16

(1) Orange Group; (2) Based on total revenue (all service lines); (3) OBEL's capex as a % of Retail revenue amounts to 24.4%, 27.1% and 26.0% in 2020A, 2021E and 2022E respectively; (4) excluding Orange Belgium

Sources: Capital IQ as of 2-Dec-20, Bloomberg



Peer group multiples overview

	Company	EV/EBITDA			EV/(EBITDA – CAPEX)			Dividend Yield		
		2020A	2021E	2022E	2020A	2021E	2022E	2020A	2021E	2022E
	 Orange Belgium	4.7x	4.4x	4.4x	12.0x	12.4x	14.0x	3.7%	4.3%	5.1%
Mobile	 iliad	6.4x	5.4x	5.0x	n.m.	29.6x	22.1x	1.4%	1.5%	1.5%
	 Telefonica Deutschland	5.1x	5.1x	5.1x	14.9x	21.0x	17.2x	7.3%	7.3%	7.3%
	 TELE2	9.9x	9.6x	9.1x	17.9x	16.7x	15.7x	7.3%	7.2%	7.4%
	 vodafone	5.2x	5.1x	4.9x	12.3x	12.7x	11.7x	6.6%	5.9%	6.3%
BE	Median: 5.8x	Median: 5.3x	Median: 5.0x	Median: 14.9x	Median: 18.8x	Median: 16.5x	Median: 6.9%	Median: 6.5%	Median: 6.8%	
	 proximus	4.9x	4.9x	4.9x	11.9x	15.4x	15.9x	6.8%	6.8%	7.0%
	 telenet	7.1x	7.0x	6.9x	11.9x	11.8x	11.4x	7.6%	7.5%	7.3%
	Median: 6.0x	Median: 5.9x	Median: 5.9x	Median: 11.9x	Median: 13.6x	Median: 13.7x	Median: 7.2%	Median: 7.1%	Median: 7.1%	
Other European incumbents	 BT	4.9x	4.9x	4.8x	14.3x	14.8x	14.5x	8.5%	2.7%	3.5%
	 Deutsche Telekom	7.0x	6.6x	6.2x	17.5x	17.4x	14.6x	4.0%	4.0%	4.4%
	 elisa	12.4x	12.1x	11.9x	20.7x	20.0x	19.5x	4.3%	4.4%	4.7%
	 kpn	6.8x	6.7x	6.6x	14.1x	13.3x	13.1x	5.2%	5.6%	5.7%
	 (1)	4.9x	4.8x	4.7x	12.8x	12.8x	11.4x	6.5%	6.6%	6.9%
	 TIM	4.9x	4.9x	4.9x	14.3x	14.1x	16.9x	2.6%	2.6%	2.8%
	 Telefonica	5.4x	5.2x	5.2x	12.0x	13.6x	10.8x	10.7%	11.0%	11.4%
	 telenor	6.8x	6.7x	6.5x	13.1x	12.8x	12.0x	6.0%	6.1%	6.3%
	 Telia	7.7x	7.6x	7.5x	16.2x	16.1x	15.4x	5.6%	5.5%	5.5%
		Median: 6.8x	Median: 6.6x	Median: 6.2x	Median: 14.3x	Median: 14.1x	Median: 14.5x	Median: 5.6%	Median: 5.5%	Median: 5.5%
	Overall median⁽²⁾	Median: 6.4x	Median: 5.4x	Median: 5.2x	Median: 14.2x	Median: 14.8x	Median: 14.6x	Median: 6.5%	Median: 5.9%	Median: 6.3%

Note: EV, EBITDA and Capex include pro forma impact of IFRS 16

(1) Orange Group; (2) excluding Orange Belgium

Sources: Capital IQ as of 2-Dec-20, Bloomberg



Conclusion of Comparable Companies Analysis

Calculation of Equity Value per share based on CCA methodology

	EV/EBITDA		EV/(EBITDA-Capex)	
	2021E	2022E	2021E	2022E
Actual KPI Orange Belgium (€m)	400	399	143	126
<i>Pro forma Mobile Vikings loss (€m)</i>	<i>(19)</i>	<i>-</i>	<i>(19)</i>	<i>-</i>
Pro forma KPI Orange Belgium after Mobile Vikings loss (€m)	381	399	124	126
Multiple	5.4x	5.2x	14.8x	14.6x
Enterprise value (€m)	2,046	2,068	1,826	1,836
Net financial debt (€m)	(800)	(800)	(800)	(800)
Equity Value (€m)	1,246	1,268	1,026	1,036
Number of shares outstanding (m)	59.9	59.9	59.9	59.9
Equity Value per Share (€)	20.8	21.2	17.1	17.3
<i>Range on retained multiple -5%</i>	<i>19.1</i>	<i>19.4</i>	<i>15.6</i>	<i>15.7</i>
<i>Range on retained multiple +5%</i>	<i>22.5</i>	<i>22.9</i>	<i>18.6</i>	<i>18.8</i>

- DPCF has based its CCA on the median EV/EBITDA and EV/(EBITDA-Capex) multiples of the selected comparable companies for the financial years 2021E and 2022E to limit the exceptional impact of the COVID crisis:
 - The EV/EBITDA ratio for 2021E results in an estimated Equity Value per Share of €19.1 to €22.5 with €20.8 as midpoint
 - The EV/EBITDA ratio for 2022E results in an estimated Equity Value per Share of €19.4 to €22.9 with €21.2 as midpoint
 - The EV/(EBITDA-Capex) ratio for 2021E results in an estimated Equity Value per Share of €15.6 to €18.6 with €17.1 as midpoint
 - The EV/(EBITDA-Capex) ratio for 2022E results in an estimated Equity Value per Share of €15.7 to €18.8 with €17.3 as midpoint
- Taking the minimum and maximum of the multiples over the retained years (2021E and 2022E), we obtain the following Equity Value per Share ranges:
 - EV/EBITDA: €19.1 to €22.9 with €21.0 as midpoint (computed as the average of the 2021E and 2022E midpoints)
 - EV/(EBITDA-Capex): €15.6 to €18.8 with €17.2 as midpoint (idem)
- We refer to our introductory remark on page 18 regarding the potential impact of the COVID crisis

Note: EV, EBITDA and Capex include pro forma impact of IFRS 16; EBITDA includes the pro forma impact of the loss of the Mobile Vikings partnership
Sources: Capital IQ as of 2-Dec-20, Bloomberg





5. Other valuation references

5.1	Share Price Performance (SPP)	44
5.2	Brokers' target prices (TP)	48
5.3	Bid Premium Analysis	50



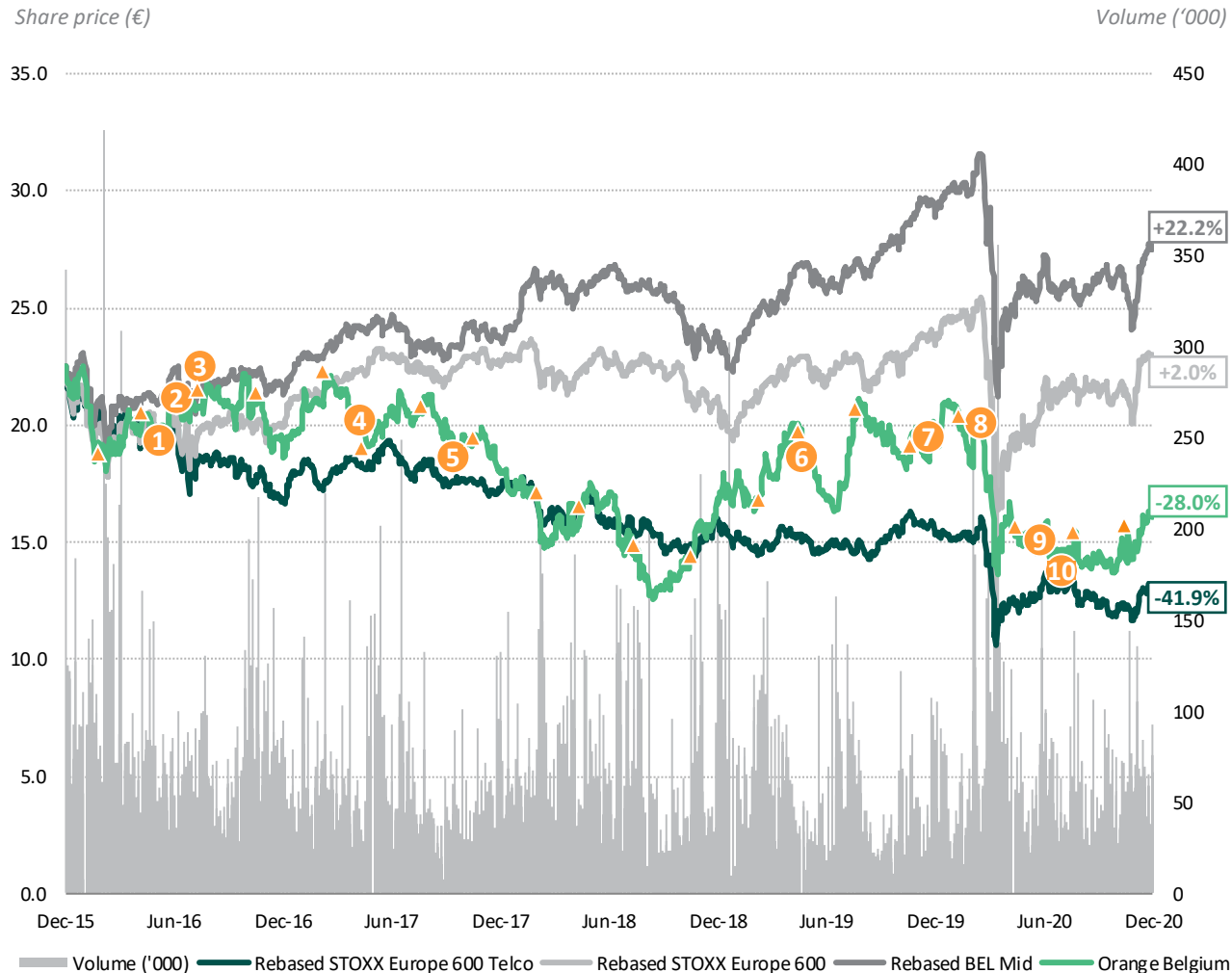
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Share performance analysis (1/3)

5-year share performance evolution (pre-announcement)



- Orange Belgium is listed on Euronext Brussels since 1998
- The graph shows the evolution of the stock market price of Orange Belgium as well as the volumes exchanged in the five years preceding the announcement by Orange Group on December 2, 2020 of its intention to launch a conditional voluntary public takeover bid on all the shares of Orange Belgium that it does not yet own
- Over a 5-year period, Orange Belgium shares outperformed the STOXX Europe 600 Telecommunications Index (-41.9%), decreasing by 28.0%, but underperformed the BEL Mid Index (+22.2%) and the STOXX Europe 600 (+2.0%)

News flow

- Rebranding from Mobistar to Orange Belgium
- Resignation of Jean Marc Harion as CEO
- Michael Trabbia is appointed as CEO
- Mr. Johan Deschuyffeleer is nominated as new Chairman
- Orange Belgium acquired A3Com and A&S Partners
- Orange Belgium signed an agreement to acquire Upsize for an enterprise value of €52.4 million
- Orange Belgium and Proximus signed an agreement to establish Mobile Access Network Sharing Collaboration
- Start of the COVID crisis
- BIPT confirms new tariffs for access to the Belgian cable networks
- Xavier Pichon is appointed as CEO and replaces Michael Trabbia

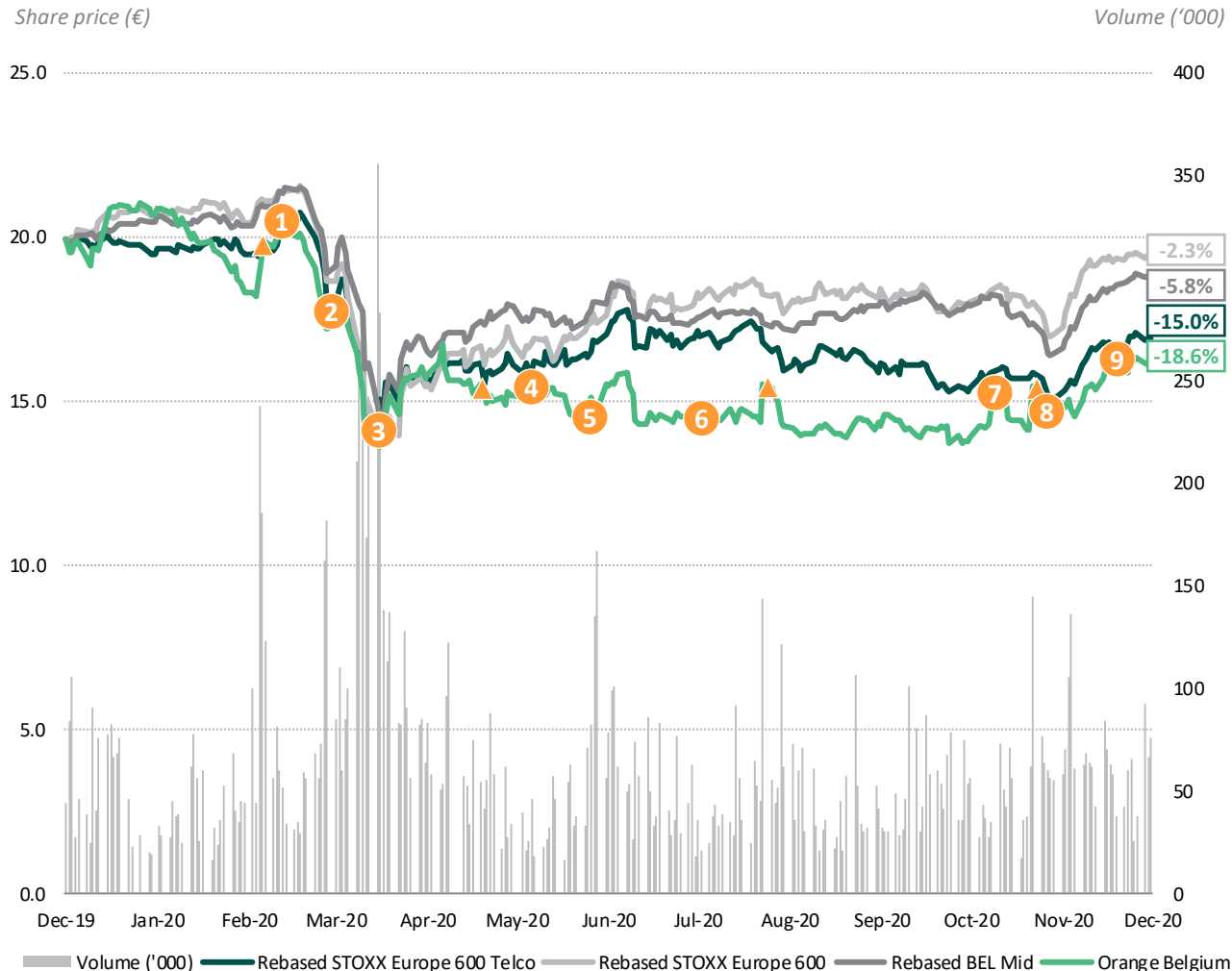
▲ Results announcements

Sources: Capital IQ as of 2-Dec-20, Press releases



Share performance analysis (2/3)

1-year share performance evolution (pre-announcement)



- Over the last year preceding the announcement, Orange Belgium share price decreased by 18.6% and underperformed the STOXX Europe 600 Telecommunications Index (-15.0%), the BEL Mid Index (-5.8%) and the STOXX Europe 600 (-2.3%)
- On December 2, 2020, Orange Belgium share price reached €16.22, representing a market capitalisation of €972m
- On December 2, 2020 post-market, it was announced that the preliminary Offer Price was set at €22.00, which made the share price jump by 35.3% to €21.95 the next day

News flow

- Start of the COVID crisis
- Government announced lockdown
- All Orange shops closed in Belgium due to lockdown restrictions
- All Orange shops reopened in Belgium
- BIPT confirms new tariffs for access to the Belgian cable networks
- Xavier Pichon is appointed as CEO and replaces Michael Trabbia
- BIPT granted four operators (Orange, Proximus, Telenet and Cegeka) temporary usage rights in the 3.6GHz-3.8GHz band for 5G services
- Orange Belgium introduces standalone fixed services without mobile
- Isabelle Vanden Eede is appointed Chief Brand, Communication & CSR Officer
Bart Staelens is appointed Chief Transformation & Customer Experience Officer



Share performance analysis (3/3)

Premium and liquidity analysis

	Average	Max	Min	VWAP
Share price (€) before the Announcement				
Share price (€) as of 2-Dec-20	16.22	16.22	16.22	16.22
1 month	15.66	16.34	14.56	15.58
3 months	14.78	16.34	13.72	14.84
6 months	14.66	16.34	13.72	14.73
12 months	16.11	21.05	13.60	15.99
Pre-COVID Share price (€) ⁽¹⁾				
1 month	19.38	20.50	18.22	19.31
3 months	19.77	21.05	18.22	19.65
6 months	19.56	21.05	18.10	19.49
12 months	19.06	21.15	16.32	18.92
Offer price (€)	22.0	22.0	22.0	22.0
Implied premium (%) of Offer Price (€22.0)				
Share price (€) as of 2-Dec-20	36%	36%	36%	36%
1 month	40%	35%	51%	41%
3 months	49%	35%	60%	48%
6 months	50%	35%	60%	49%
12 months	37%	5%	62%	38%
Pre-COVID Share price (€) ⁽¹⁾				
1 month	14%	7%	21%	14%
3 months	11%	5%	21%	12%
6 months	12%	5%	22%	13%
12 months	15%	4%	35%	16%
Daily volumes ('000)				
1 month	65.9	136.0	25.7	-
3 months	57.7	144.5	17.0	-
6 months	53.8	144.5	17.0	-
12 months	63.7	356.1	16.4	-

- The table on the left shows a detailed analysis of the evolution of Orange Belgium's price over the selected periods before the Valuation date. For each period, the following elements were observed:
 - The average share price;
 - The highest share price;
 - The lowest share price; and
 - The volume weighted average share price ("VWAP")
- The Offer Price was then compared to the different share prices aforementioned
 - Compared to the closing share price on Valuation date, the Offer Price represents a premium of 36%
 - Compared to the average 3-month VWAP on Valuation date, the Offer Price represents a premium of 48%
 - Compared to the average 12-month VWAP on Valuation date, the Offer Price represents a premium of 37%
- Over the last year preceding the Announcement, 16,317,890 shares were traded, representing c. 27% of the 59,944,757 outstanding shares
- The average daily traded volume over the last 12 months was 63,742 shares, representing 0.1% of NOSH and 0.3% of the shares subject to the contemplated transaction
- These observations indicate that the market for Orange Belgium shares is quite liquid
- We refer to our introductory remark on page 18 regarding the potential impact of the COVID crisis, as well as the table on the left estimating the share price performance prior to the COVID crisis

(1) 12-Feb-20 (date of highest share price in February 2020)
Sources: Capital IQ as of 2-Dec-20, Press releases



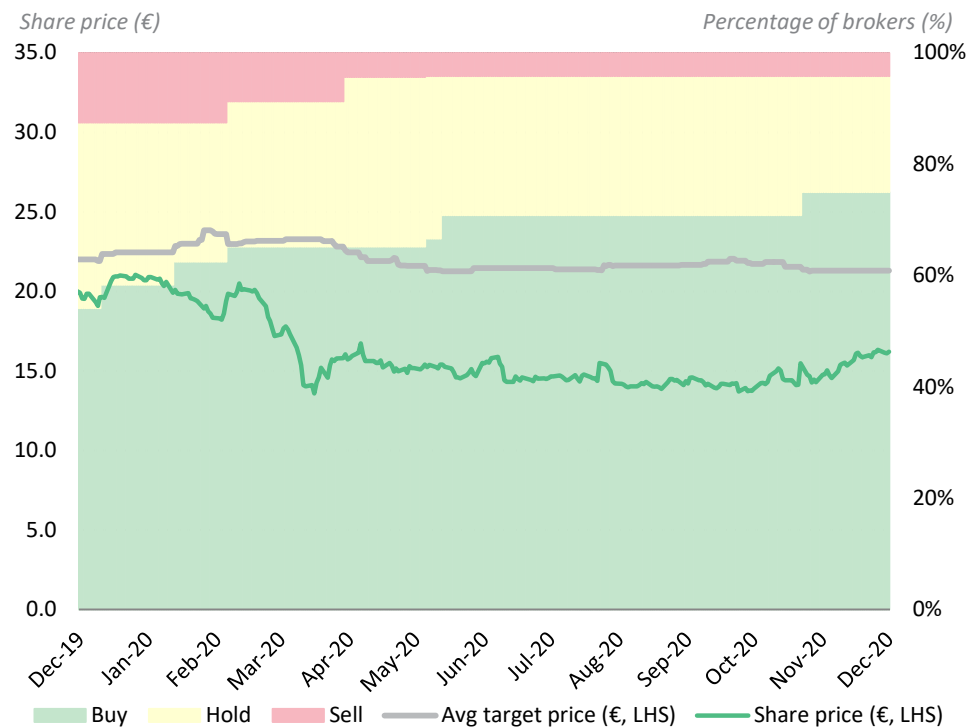
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Brokers' target prices analysis

Historical evolution of broker outlook



- Only brokers who have issued a target price in the last 6 months have been taken into consideration
- 17 target prices have been retained as the €29.0 target price issued by ING and the €15.0 target price by Citi are treated as outliers and are therefore excluded
- **Median of the retained brokers' target prices is €22.0**

(1) For the last 6 months
Source: Bloomberg as of 2-Dec-20

Current broker outlook⁽¹⁾

Broker	Analyst	Target Price (€)	Recommendation	Date
EXANE BNP PARIBAS	Alexandre Roncier	19.5	Outperform	02-Dec-20
ING	David Vagman	29.0	Buy	27-Nov-20
BAADER	Jean-Michel Salvador	21.9	Buy	19-Nov-20
Kempen	Emmanuel Carlier	23.0	Buy	16-Nov-20
HSBC	Nicolas Cote-Colisson	22.0	Buy	09-Nov-20
KBC Securities	Ruben Devos	23.0	Buy	05-Nov-20
citi	Nayab Amjad	15.0	Neutral	05-Nov-20
BARCLAYS	Simon Coles	23.0	Overweight	02-Nov-20
CREDIT SUISSE	Paul Sidney	23.0	Outperform	27-Oct-20
Deutsche Bank	Roshan Ranjit	21.5	Hold	26-Oct-20
newstreet RESEARCH	Russell Waller	20.0	Neutral	23-Oct-20
ODDO BHF	Alexandre Iatrides	20.0	Buy	23-Oct-20
SOCIETE GENERALE	Stephane Schlatter	22.0	Buy	23-Oct-20
Jefferies	Ulrich Rathe	20.5	Buy	23-Oct-20
ABN-AMRO	Konrad Zomer	22.0	Buy	23-Oct-20
Morgan Stanley	Nawar Cristini	19.2	Equal weight	23-Oct-20
Degroof Petercam	Vivien Maquet	19.0	Buy	23-Oct-20
J.P.Morgan	Akhil Dattani	22.5	Overweight	23-Oct-20
UBS	Polo Tang	22.0	Buy	23-Oct-20
P25		19.9		
Median		22.0		
P75		22.6		



5. Other valuation references

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5.3	Bid Premium Analysis	50



Belgian public bid premium analysis

Selection of Belgian public bid premiums						
Announcement Date	Target	Bidder	Premium (in %)			
			Last closing pre-announcement	1 month average	3 months average	
16-Nov-20	Zenitel ⁽¹⁾	3D Investors	38.0%	41.0%	39.0%	
29-Oct-20	Sioen ⁽¹⁾	Sihold	26.0%	24.0%	25.0%	
03-Oct-18	Connect Group	IPTE Factory Automation	40.4%	36.0%	43.4%	
19-Jun-17	Saptec	Soclinpar	83.9%	81.3%	67.4%	
04-Sep-15	CMB	Saverco	20.5%	15.2%	19.4%	
21-Oct-13	Henex	UFB	26.5%	25.6%	26.4%	
12-Oct-12	Duvel Moortgat	Fibemi	8.9%	12.3%	18.6%	
30-Aug-12	VPK Packaging	Auriga Finance	17.0%	18.0%	16.9%	
27-May-11	Omega Pharma	Couckinvest	12.6%	9.7%	7.2%	
03-Mar-11	CNP	Fingen	22.0%	18.9%	24.5%	
			<i>1st quartile</i>	15.9%	14.5%	18.2%
			Median	21.2%	18.4%	21.9%
			Average	29.0%	27.1%	28.0%
			<i>3rd quartile</i>	30.0%	28.2%	30.7%
Share price Orange Belgium			16.2	15.7	14.8	
Implied Orange Belgium share price			<i>1st quartile</i>	18.8	17.9	17.5
			Median	19.7	18.5	18.0
			<i>3rd quartile</i>	21.1	20.1	19.3

- The table aside shows voluntary public takeover bids from controlling shareholders for companies listed on the main market of Euronext Brussels since 2011
- Only successful takeover bids were considered for the calculation of the implied share price of Orange Belgium. Ongoing takeover bids on Zenitel and Sioen are mentioned for reference purposes only
- The historical average and median premium paid by controlling shareholders over the last 10 years in Belgium compared to the pre-announcement share price amounts to 29.0% and 21.2% respectively
- Based on the 1th and 3rd percentile of premiums (compared to latest share price prior to announcement) on public bids from controlling shareholders, an implied share price range of €18.8 – €21.1 is obtained
- Due to the limited comparability between transactions, this valuation consideration serves merely as a reference point
- Appendix F shows the European Telecom public bid premium analysis. This valuation consideration was not retained as a reference point due to the very limited number of relevant transactions in our sample

(1) Pending and not taken into account to calculate premiums
 Note: Premiums are computed on the last closing price preceding the announcement
 Sources: Capital IQ, Company info





6. Conclusion



Valuation overview

	Methodology	Equity Value per Share (€)		EV/'21E Adj. EBITDA		EV (€m)	
				Min	Max	Min	Max
DCF	PGR: (0.3%) - 0.8%	16.6	20.8	4.7x	5.4x	1,795	2,045
	WACC: 4.9% - 5.9%	16.0	21.5	4.6x	5.5x	1,758	2,089
	Δ EBITDA margin: (0.5%) - 0.5%	16.5	20.5	4.7x	5.3x	1,788	2,027
	Δ revenue growth: (0.5%) - 0.5%	16.8	20.2	4.7x	5.3x	1,807	2,013
	Estimated total auction cost ⁽¹⁾ +/- €100m	15.6	21.3	4.6x	5.5x	1,736	2,079
	Time period per auction (yrs) ⁽¹⁾ - 2 years / +7 years	15.7	22.3	4.6x	5.6x	1,743	2,139
CCA ⁽²⁾	EV/Adj. EBITDA 2021E-2022E: 4.9 - 5.6x	19.1	22.9	5.1x	5.7x	1,944	2,172
	EV/Adj. EBITDA-Capex 2021E-2022E: 14.0 - 15.3x	15.6	18.8	4.6x	5.1x	1,735	1,927
SPP analysis	Spot 2-Dec-20	16.2		4.7x		1,772	
	1-month VWAP	15.6		4.6x		1,734	
	3-month VWAP	14.8		4.4x		1,689	
	3-month VWAP (pre-COVID)	19.7		5.2x		1,978	
Brokers' target prices	17 brokers (low-high)	19.0	23.0	5.1x	5.7x	1,939	2,179
Belgium bid premium	Belgian transactions: last closing price with median 21.2% premium	19.7		5.2x		1,979	
Telecom bid premium ⁽³⁾	Telecom transactions: last closing price with median 25.0% premium	20.3		5.3x		2,015	
CTA ⁽³⁾	EV/EBITDAaL 2020A	25.5	29.1	6.1x	6.7x		
	EV/EBITDAaL-Capex 2020A	24.9	28.4	6.0x	6.6x		

Bid price: €22.0

Note: all EBITDA(aL) metrics take into account the estimated run-rate loss of €18.9m related to the Mobile Vikings partnership

(1) In terminal value only; (2) Ranges calculated as the minimum and maximum of the lower and upper limits of the 2021E and 2022E CCA valuation ranges; (3) Not retained; Valuation shown in appendix



Conclusion regarding the share price valuation of the target

- DPCF has retained the Discounted Free Cash Flow analysis as primary valuation method as it reflects the intrinsic value of Orange Belgium. The CCA was retained as a secondary valuation method and provides a market-based value. The share price performance analysis, brokers' target prices and the public bid premium analysis based on Belgian takeover bids past were not retained, but rather serve as additional benchmarks. The CTA and the public bid premium analysis based on European telecom takeover bids were not retained as valuation methods, nor as additional benchmarks considering the limited number of transactions in our sample and the limited comparability of these transactions with OBEL
- We refer to our introductory remark on page 18 regarding the potential impact of the COVID crisis
- We estimate the Equity Value per share of Orange Belgium Share based on the DCF valuation method within the range of €15.6 to €22.3⁽¹⁾ with a midpoint of €18.5. Our secondary method, the CCA, yields a valuation range of €15.6 to €22.9⁽²⁾ with a midpoint of €19.2
- Based on the aforementioned valuation ranges, we can conclude that the Offer Price is within our valuation range and above the midpoint of our primary valuation method (DCF) and above the midpoint of the secondary valuation method (CCA)⁽³⁾
- Our other valuation references yield valuation points below the Offer Price (Share price performance and Public bid premium analysis) or valuation range which include the Offer Price (Broker target prices) and therefore support our conclusion
- Although we did not retain the CTA and the public bid premium analysis based on European telecom takeover bids as valuation methods or benchmarks, we note the following:
 - the CTA results in a range of €24.9 to €29.1⁽⁴⁾ with a midpoint of €27.0 which is above the Offer Price; and
 - the public bid premium analysis for selected European telecom takeovers yields an Implied Equity Value per share of €20.3 which is below the Offer Price
- Hence, in the context of the intended conditional voluntary public takeover bid announced by Orange Group on all the shares of Orange Belgium that it does not yet own, we believe that the Offer Price does not disregard the interests of the minority shareholders

(1) Based on the maximum and minimum of the upper and lower limits of each sensitivity (ranges based on sensitivity analyses presented on page 35)

(2) Based on the maximum and minimum of the upper and lower limits of the 4 CCA valuation ranges depicted on page 53 (ranges based on a +/-5% range of the retained EV/EBITDA and EV/(EBITDA-Capex) multiples)

(3) Note that the upper range limits of the EV/EBITDA and EV/(EBITDA-Capex) methods are respectively above and below the Offer Price

(4) Based on the maximum and minimum of the upper and lower limits of the 2 CTA valuation ranges depicted on page 77 (ranges based on a +/-5% range of the retained EV/EBITDA and EV/(EBITDA-Capex) multiples)



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List of information received

- In the context of our assignment, we received the following information from the Company:
 - Overview of the shareholding as of December 2, 2020, including the latest treasury shares position;
 - Management accounts over the last 3 years (FY18-FY19-FY20) including revenue stream and entity splits;
 - Monthly working capital evolution over the last 3 years (FY18-FY19-Q3 20);
 - Details of material non-recurring items impacting the financial statements;
 - Details of any intragroup revenues and costs with Orange Group (the Bidder);
 - Historical breakdown of capital expenditures (FY19-FY20);
 - Historical depreciation and amortization table (FY19-FY20);
 - Business plan for the period 2020A-2024E including the main assumptions and drivers per revenue stream and entity, KPIs like ARPO and subscribers, supporting our revenue forecasts, forecasts of all cash flow items, items impacted by IFRS 16 and the latest 2020A forecast and 2021E budget;
 - Board presentations providing qualitative underpinning of Business Plan drivers and Orange Belgium’s strategy
 - Detailed consolidated balance sheet as of September 30, 2020;
 - Management analysis on the timing and expected pricing for next spectrum auction;
 - Management analysis on the expected evolution of wholesale prices on the Belgian Telecom market;
 - Details on the impact of the acquisition of Mobile Vikings by Proximus SA; and
 - Details on ongoing litigations
- DPCF has also analysed the following publicly available documents:
 - Annual reports of 2018 and 2019;
 - 2020A results presentation;
 - Quarterly reports of 2020 (Q1, Q2, Q3);
 - Investor presentations regarding the activities and results of the Company;
 - Reports of equity research analysts;
 - Annual reports of 2019 of publicly listed comparable companies; and
 - Quarterly reports of 2020 (Q1, Q2, Q3) of publicly listed comparable companies, if available



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Analysis of the valuation performed by the Bidder ^(1/6)

Side-by-side comparison of valuation methodologies used			
DPCF applied significance of methods			BNPP significance
Primary valuation method	Discounted Cash Flow Analysis		Main valuation method
Secondary valuation method	Comparable Company Analysis		Indicative valuation method
Other valuation references	Share Price Performance		Valuation reference
	Brokers' Target Prices		
	Bid Premium Analysis		
Excluded valuation methods	Comparable Transactions Analysis		Excluded
	Net Asset Value Method		
	Dividend Discount Model		
	Leveraged Buyout		

- This section includes DPCF's view on the valuation performed by the Bidder together with its adviser, BNP Paribas ("BNPP"), in support of the Offer Price
- We received the valuation from BNPP on December 14, 2020, as well as an addendum addressing the sale of Mobile Vikings to Proximus on December 22, 2020. Furthermore, DPCF had several conference calls (on December 11, 2020, January 13 & 15, February 8, 2021 and March 2, 5 & 22, 2021) with BNPP or the Bidder to discuss their approach, the underlying assumptions and the methods they retained to support the Offer Price
- The valuation methods used by DPCF and BNPP are broadly the same. However, DPCF considers the Bid premium analysis as a reference while BNPP excludes it
- As an introductory note, we want to point out that the Bidder has relied upon a pre-IFRS 16 valuation using metrics such as EBITDA after leases expenses (EBITDAal) and economic Capex (eCapex)⁽¹⁾, whereas DPCF has performed a valuation based on post-IFRS 16 metrics as highlighted throughout the report. Both approaches are acceptable and comparable if applied in a consistent way

(1) Capex that excludes investments in financial leases



Analysis of the valuation performed by the Bidder (2/6)

Adjusted Net Financial Debt and NOSH

- Apart from the different treatment of lease liabilities (included by DPCF, but excluded by BNPP to be consistent with the respective post-IFRS 16 vs. pre-IFRS 16 approach), the material differences vs. BNPP's Adjusted NFD calculation stem from the following items:
 - BNPP takes into account non-operating provisions on a post-tax basis (DPCF uses a pre-tax approach given that there is a limited visibility when the provision will be used and if all these provisions are indeed tax deductible)
 - BNPP includes €25m of pensions and other employment benefits (not included by DPCF as we understand from discussions with management that these obligations towards employees are not unfunded)
 - The NPV for the spectrum & license payments is different due to the WACC assumption (see slide 31)
 - BNPP does not take into account smaller cash- and debt-like adjustments such net deferred taxes related to tax losses carried forward, dividends to be paid, payments related to other securities and IRS derivatives
- DPCF and BNPP use a similar approach to determine the NOSH taking into account an adjustment for treasury shares

Business Plan

- The Bidder uses financial forecasts based on a selected broker consensus as provided by the management of Orange Belgium. In this consensus the EBITDAal and eCapex (pre-IFRS 16 metrics) forecasts over the 2021E-2023E period have been adjusted and extrapolated to reflect the expected 2021E performance by the management. Additionally, the management has provided some specific items such as the change in working capital in 2021E, restructuring costs and the expected cost of 5G spectrum
- DPCF has constructed the Business Plan based on the budget (2021E) and Trajectories Update (2022E-2024E) from the management (as presented to the Board of Directors on November 26, 2020 and December 15, 2020 respectively), as well as several interactions and Q&A sessions with the management to challenge and understand the underlying assumptions. Financial input received included: revenue, direct and indirect costs, depreciation and amortization, other cash items and adjustments, taxes, NWC, Capex (including spectrum payments) etc. DPCF has consistently restated the relevant financials to reflect the implementation of IFRS 16
- Both BNPP and DPCF have included the loss of the Mobile Vikings partnership in 2022E onwards and assume a 100% margin on these revenues (i.e. no associated costs to this partnership) based on management guidance. DPCF has taken a Mobile Vikings revenue of €18.9m (the amount included in the 2021E budget) vs. BNPP which assumes a €20.0m impact per year (based on management guidance)



Analysis of the valuation performed by the Bidder (3/6)

Business Plan (cont'd)

- Both BNPP and DPCF have included a three year extrapolation period for 2025E-2027E. Differences throughout the extrapolation period and the subsequent terminal value period include:
 - Perpetual Growth Rate (PGR): BNPP uses a 0.5% growth rate vs. 0.25% as per DPCF. Both estimates are based upon the median of benchmarked PGRs retained by equity analysts for OBEL. The difference stems from the time horizon selection criteria of the reports (DPCF cut-off of 12 months before the Announcement vs. BNPP's 3 months cut-off) and the availability of certain research reports on the financial databases used. Apart from the terminal value, the PGR is used by both DPCF and the Bidder to project the revenue growth in the extrapolation period
 - Effective tax rate: DPCF relies on the effective tax rate as per management guidance vs. the 25% corporate tax rate in Belgium/Luxembourg assumed by BNPP in the extrapolation period. This 25% tax rate is only used by DPCF in the terminal value
 - Relative capex levels: DPCF assumes an uplift in relative capex levels (as % of revenue) after the 2024E period to reflect the planned long term spending on proprietary fibre infrastructure (based on management projections) whereas BNPP uses more stable projections when looking at the capex as a % of revenue
 - NWC: DPCF has used management estimates for the 2021E-2024E period and held the underlying KPIs such as DSO/DIO/DPO constant, similar to BNPP, but starting off from a different 2024E base
 - Annualized average spectrum auction cost: average expected spectrum payments included in the terminal value by both DPCF and BNPP. To calculate the yearly average both parties use the same total cost. However, DPCF assumes a payment every 8 years (as per management's expectations) vs. 15 years applied by BNPP
 - (Non-)cash items (not) incl. in EBITDA: a recurring delta between operating tax expensed and operating actually tax paid (causing a higher cash outflow) and non-cash restructuring costs have been taken into account by DPCF
- Overall, the previously described assumptions result in different forecasted FCFs. Although the higher PGR and lower capex as % of revenue (for some years) retained by BNPP have a positive impact of FCFs, this is offset by a higher revenue growth and EBITDAal margin uplift as well as lower corporate tax rates used by DPCF. As a result, BNPP' business plan retains FCFs that are more conservative in the 2021E-2024 period and in the 2025E-2027E extrapolation period vs. DPCF. However, the Bidder has a higher FCF in the terminal value, which can be explained by a lower average yearly license renewal cost (assumed to be spread out of 15 years by BNPP vs. 8 years by DPCF) and lower relative capex levels (as % of revenue) as explained above

Discounted Cash Flow analysis

- The calculation determining the terminal value is the same between DPCF and the Bidder, as both parties apply the Gordon-Shapiro method. The retained PGR figure does differ, as highlighted on the previous page
- The free cash flows to the firm have been computed in a similar fashion when comparing DPCF and BNPP, albeit that the retained figures used in the calculation differ



Analysis of the valuation performed by the Bidder (4/6)

Discounted Cash Flow analysis (cont'd)

- With regards to the WACC, a diverging methodology is observed. Both the Bidder and DPCF use the Capital Asset Pricing Model (CAPM). However, BNPP also takes into account the WACC retained by equity research analysts of OBEL by taking the average between the CAPM WACC and the median of the equity research analysts' WACC. DPCF has not relied on equity research analysts as there is limited transparency on the exact inputs used by analysts and only applying the CAPM ensures that the retained capital structure is consistent with the application of IFRS 16. When looking at components used in the CAPM calculations the following differences can be observed:
 - The Bidder uses a lower risk free rate of -0.6% (-0.2% for DPCF). Additionally, the Bidder applies an equity risk premium of 8.2% (vs. 6.8% for DPCF), meaning that the market risk premium (i.e. the sum of the risk free rate and the equity risk premium) of 7.6% of the Bidder is higher vs. the 6.4% retained by DPCF. The difference are caused by the different sources used (German 10-year government bond and the Euro Stoxx respectively by BNPP and the French 10-year government bond & internal estimates based on the Euro Stoxx 600 for the equity risk premium by DPCF) and the time period (3-month average applied by the Bidder vs. a 12-month average used by DPCF)⁽¹⁾
 - In terms of unleveraged beta's BNPP has retained 0.65, which is the average asset beta of three selected mobile-oriented peers (Telefonica Deutschland, Vodafone Group and Tele2 (as per MSCI Barra Global Betas). DPCF on the other has used the latest Damodaran research for the telecom services sector resulting in an unleveraged beta of 0.67. Despite quasi similar unleveraged beta's the levered beta's do show a difference (0.72 as per BNPP and 1.03 as per DPCF)
 - The Bidder has applied a country risk premium based on a multi-factorial methodology (not the case for DPCF)
 - DPCF includes a size discount of 1.9% based on research by Duff & Phelps (based on the post-announcement market capitalisation of Orange Belgium), which is also the case for BNPP
 - DPCF estimates the cost of debt (1.1% on a pre-tax basis) based on Orange Belgium's current financial cost structure related to its outstanding financial liabilities (incl. IFRS 16 leases) whereas BNPP retains a 1.7% pre-tax cost of debt based on the interest paid in 2019/2018 as % of the average gross debt of OBEL
 - In terms of target gearing, the Bidder assumes the current capital structure of Orange Belgium on a pre-IFRS 16 basis. On the other hand, DPCF has used a target capital structure of 41.5%, calculated based on the target gearing of mobile-focused peers (less asset-heavy vs. players who own a cable network). This capital structure consistently includes the impact of IFRS 16
- BNPP retains a WACC of 7.1% (vs. 5.4% for DPCF). DPCF believes that the difference is mainly driven by the pre-IFRS 16 approach of the Bidder on the CAPM WACC (vs. post-IFRS 16 for DPCF), as well as the usage of the WACC retained by equity research analysts of OBEL. We believe the latter has its limitations as there is limited transparency on the exact inputs and IFRS 16 approach used by analysts

(1) It has to be noted that the risk free rate is closely connected with the calculated equity risk premium and therefore both components need to be analysed together



Analysis of the valuation performed by the Bidder ^(5/6)

Comparable Company Analysis

- The approach for the CCA is similar for BNPP and DPCF, as EV/EBITDA and EV/(EBITDA-Capex) are used as reference multiples
- DPCF also opted to show a dividend yield for illustrative purposes
- In terms of peer group selection, BNPP retains two mobile-oriented peers (Telefonica Deutschland and Vodafone) while DPCF relies on 15 listed European telecom peers (including Telefonica Deutschland and Vodafone):
 - In terms of business profile, DPCF agrees there is a merit in looking at mobile-focused peers. However, it is also observed that the regulatory and competitive environment is different on a country-by-country basis. Therefore, Proximus and Telenet are included as well
 - Additionally, given that Orange Belgium has access to the cable network of its competitors via the wholesale regulation, it also offers cable/converged services. As a consequence we believe retaining a wider benchmark of European⁽¹⁾ telecom players is desirable
- Computational variations might occur as DPCF includes all IFRS 16-related leases in the Adjusted Net Financial Debt calculation of the peers, while also using IFRS 16 EBITDA and Capex figures for each peer. Secondly, DPCF relies on the equity research consensus of Bloomberg for financial forecasts. Both the IFRS 16 methodology and the used data source are different vs. BNPP (using a FactSet consensus). Lastly, it should be noted that the reporting of the comparable companies often includes insufficient detail in order to make an educated judgement with regards to certain exceptional non-operational assets and liabilities. As such, a level of interpretation and/or subjectivity might cause a small difference in the calculated Adjusted Net Financial Debt
- In order to reflect the loss of the Mobile Vikings EBITDA in 2022E DPCF has applied the run-rate negative impact of €18.9m on the Orange Belgium financials. BNPP on the other hand has opted to only look at the 2022E multiples to illustrate this impact

Share Price Performance

- DPCF has analysed the evolution of the historical share price and the traded volumes of Orange Belgium over different time periods in a similar fashion to the Bidder
- A small difference regarding the benchmark indices can be observed: BNPP compares the SPP of OBEL with the same indices as DPCF, but DPCF also shows the Bel-Mid index (in which the OBEL stock is included)
- DPCF and BNPP opt to only use this data as a benchmark

(1) Eastern European peers are not retained due to different market dynamics



Analysis of the valuation performed by the Bidder (6/6)

Brokers' Target Prices

- BNPP uses two extra target prices: Kepler Cheuvreux (€18.5) and Bank of America (€23.5). DPCF has no access to recent reports of these equity research analysts via its data bases, so has not included the corresponding target prices. Alternatively, DPCF shows (for illustrative purposes) the target price of Citi (€15.0), which is not the case for BNPP. As a result the range of BNPP is slightly different (€18.5 to €23.5) vs. DPCF (€19.0-23.0)
- Both parties exclude the €29.0 target price of ING, which is a clear outlier vs. the other target prices. DPCF also excludes the €15.0 target price of Citi for the same reason
- As highlighted previously, the Bidder has retained the Brokers' Target Prices as a valuation reference. DPCF also opts to use this data as a benchmark for valuation methodologies

Bid Premium Analysis

- DPCF only uses this method as a benchmark reference (Belgian takeover bids selection only) as these type of analyses are usually applied as a benchmark for other retained methodologies rather than a standalone valuation method. The Bidder does not retain this analysis as reference point

Comparable Transactions Analysis

- DPCF and the Bidder exclude this method as they are of the opinion that the CTA relevance is very limited given that:
 - No narrow comparability of the acquired targets in terms of the business profile vs. Orange Belgium exists
 - There is only a small sample size of transactions whereby a ≤50% stake is acquired by a bidder that is already the controlling shareholder of the target (as is the case for Orange Group and Orange Belgium)
 - The impact of IFRS 16 on transactions occurring before 2019 is very complex to quantify



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Appendix C – Context

- Polygon Global Partners LLP, a limited liability partnership incorporated under the laws of the United Kingdom with its registered office at 4 Sloane Terrace, London SW1X 9DQ, United Kingdom, and registered at the *Companies House* under the number OC343805, (“Polygon”), collectively holds 5.29% of Orange Belgium’s total share capital via its Polygon European Equity Opportunity Master Fund and certain client accounts. On December 7, 2020 and February 17, 2021 Polygon sent two letters to the members of the Board of Directors of Orange Belgium to address its concerns regarding the Bidder’s offer price of € 22.00 per share (the “Offer Price”). In this context Polygon hired a financial adviser, Ondra, which drafted a valuation report of Orange Belgium. The report from Ondra was attached to the letter of February 17, 2021, but has not been made public. Ondra has valued Orange Belgium's shares, on a standalone basis, in a range between € 34 and € 35 per share⁽¹⁾, with the possibility of a value of up to € 45 per share⁽¹⁾ in the case of a partial or total monetisation of its telecom towers
- DPCF received the Polygon valuation on February 17, 2021 via the Board of Directors of Orange Belgium. DPCF did not have any discussions with Polygon nor its adviser
- The purpose of this appendix is to comment on the report of Polygon’s financial adviser and the implied valuation range mentioned in this report. Two types of valuations are considered by Polygon and analysed by DPCF:
 - The “as-is” valuation whereby Orange Belgium is valued as a going concern using a multi-criteria approach (addressed in the *Analysis of the “as-is” valuation performed by Polygon* section)
 - A so called “OpCo + TowerCo” sum-of-the-parts valuation whereby the mobile infrastructure of Orange Belgium is valued separately from the rest of the business (addressed in the *Analysis of the “OpCo + TowerCo” valuation performed by Polygon* section)
- It should be noted that the valuation of Polygon is based on public information only
- All disclaimers and statements regarding independence of DCPF mentioned in the Report apply

(1) To be reduced by € 2.0 - € 2.5 when taking into account the impact of the upcoming 5G auction (as indicated in the Ondra addendum)



Summary overview of the key differences between DPCF's and Polygon's "as-is" valuation approach

	Valuation component	DPCF	Polygon
Methodology	1 Valuation Methodology	Comparable transaction method (CTA)	X
	2 Business plan data	Management business plan as presented to the BoD	Based on equity research analysts
Valuation inputs	3 Adjusted Net Financial Debt	Post-IFRS 16 & including upcoming spectrum auction	Pre-IFRS 16 & excluding upcoming spectrum auction
	4 Inclusion of Orange brand fees	✓	X
	5 Inclusion of Mobile Vikings loss	✓	X
	6 Inclusion of spectrum auction payments (in the TV)	✓	X
	7 PGR	0.25%	1.25%
	8 WACC	5.40%	7.00%
Trading multiples (CCA)	9 Selected peers	15 (Mobile + Belgian + European incumbents)	9 (Belgian + Others)

The table above summarizes the key differences between DPCF's and Polygon's valuation approach which are explained in further detail on the following pages



Analysis of the valuation performed by Polygon (1/3)

Material differences

1

Comparable transaction method (CTA)

- DPCF excludes this method as it believes the CTA relevance is very limited given that:
 - No narrow comparability of the acquired targets in terms of business profile vs. Orange Belgium exists (mobile player with convergence strategy)
 - There is only a very small sample size of transactions whereby a $\leq 50\%$ stake is acquired by a bidder that is already the controlling shareholder of the target (as is the case for Orange Group and Orange Belgium)
 - The impact of IFRS 16 on transactions occurring before 2019, which should be taken into account to be coherent, cannot be quantified based on the available information
- Polygon includes the CTA method as a secondary valuation methodology. Furthermore, Polygon deems majority deals as relevant as they believe a control premium should be paid to acquire the remaining stake in the company, which leads to a large sample of transactions
- Regarding Polygon's approach DPCF notes that:
 - Given that Orange Group is already a majority owner of Orange, it argues that only minority transactions should be considered and not majority transactions
 - Some of the transactions retained by Ondra have limited comparability as they include convergence synergies (combining mobile and cable operations) e.g.: T-Mobile Austria / UPC Austria, Telenet / BASE, etc.
 - Some of the transactions retained by Ondra were cancelled and never materialised e.g.: Sunrise Communications / UPC Switzerland

2

Business plan data

- Polygon uses financial forecasts based on a selection of 12 equity research analysts for the 2021E-2025E period
- DPCF has constructed the Business Plan based on the budget (2021E) and Trajectories Update (2022E-2024E) from the management, as well as several interactions and Q&A sessions with the management to challenge and understand the underlying assumptions. DPCF believes its approach is more granular vs. a broker consensus as some forecasts of particular items such as other cash items and adjustments, taxes, NWC, etc. are not always disclosed in detail by equity research analysts. More details on the specific BP differences are provided on the following pages. Overall, Ondra's business plan retains FCFs that are higher in the 2021E-2027E period and in the terminal value vs. DPCF

3

Adjusted NFD

- Ondra has relied on a pre-IFRS 16 valuation⁽¹⁾ and therefore did not include the IFRS 16 related lease liabilities of €304m in the NFD. DPCF on the other hand uses a post-IFRS 16 valuation approach and includes these lease liabilities
- Ondra does not include spectrum payments in the NFD (see next page for more detail). DPCF has included spectrum auction payments with an NPV of €279m in its calculation of the NFD, which is a market standard and applied by most equity research analysts covering EU telecom stocks

(1) Polygon has relied upon a pre-IFRS 16 valuation using metrics such as EBITDA after leases expenses (EBITDAal) and economic Capex (eCapex), whereas DPCF has performed a valuation based on post-IFRS 16 metrics. Both approaches are acceptable and comparable if applied in a consistent way



Analysis of the valuation performed by Polygon (2/3)

Material differences

4
Brand fees

- Ondra excludes the €15-20m yearly brand fee cost paid by Orange Belgium, arguing this fee is no longer applicable after a full acquisition by Orange Belgium by Orange Group. DPCF was told by Orange Belgium that this is not the case, as the brand fee would still need to be paid in this scenario (as this is the case for other subsidiaries within the Orange Group), therefore it has not excluded these costs

5
Mobile Vikings

- DPCF has included the loss of the Mobile Vikings partnership in 2022E onwards and assumes a 100% margin on these revenues (i.e. no associated costs to this partnership) based on management guidance. DPCF has taken a Mobile Vikings revenue of €18.9m (the amount included in the 2021E budget). Ondra does not include any impact of the pending sale of Mobile Vikings to Proximus. It is unclear if Polygon's adviser has taken note of this sale, as it does not provide any argumentation why the impact is not reflected

6
Spectrum auction payments

- In an addendum to its valuation report Ondra takes into account an estimated spectrum cost range of €200-300m and has spread out the payments over 5 to 20 years⁽¹⁾. However, based on the budget of the Orange Belgium management team this does not reflect the economic reality as it is estimated that the full payment will have to be made at the time of the auction (as reflected in DPCF's approach by including the NPV of the estimated spectrum costs in the NFD)
- Ondra only assumes a one-off 5G spectrum auction payment in the near future. However, new technologies will give rise to new spectrum auctions in the future. Hence, DPCF has included payments in the terminal value of its DCF valuation to account for a spectrum auction every 8 years, in line with Orange Belgium's management estimates (see page 30 for more detail)
- The impact on DPCF's valuation of alternative assumptions regarding the recurrence and the amount of spectrum payments can be found on page 35

7
PGR

- Perpetual Growth Rate (PGR): Ondra uses a 1.25% growth rate vs. 0.25% as per DPCF. DPCF's rate is based on the median of benchmarked PGRs retained by equity analysts for OBEL. Ondra's report does not mention which method is used to calculate the 1.25% PGR. The 1.25% used by Ondra is above the upper range of the benchmarking PGR performed by DPCF (see report page 33)

(1) In an addendum Ondra has estimated that the share price has to be reduced by € 2.0 - € 2.5 when taking into account the spectrum cost impact



Analysis of the valuation performed by Polygon (3/3)

Material differences

8 WACC

- Ondra retains a WACC of 7.0% (vs. 5.4% for DPCF). DPCF believes that the difference is mainly driven by a different peers set (affecting the beta and the target gearing) and the pre-IFRS 16 approach of Polygon on the CAPM WACC (vs. post-IFRS 16 for DPCF). However, it should be noted that Ondra's higher WACC has a negative impact on the valuation, as opposed to the other key differences mentioned in this section. The effect of the WACC on DPCF's valuation is shown on page 35 above

9 CCA selected peers

- In terms of peer group selection, Ondra retains nine telecom peers while DPCF relies on 15 listed European telecom peers. The five peers the parties have both retained include Iliad, Tele2, Telenet, KPN and Proximus. The peers retained by Ondra, but not by DPCF include:
 - Sunrise: Liberty Global is acquiring Sunrise (offer price reflected in the share price), so DPCF believes this peer is no longer relevant
 - Telekom Austria: more than 40% of Telekom Austria's revenues are generated in Eastern Europe. DPCF does not include Eastern European peers in its CCA selection due to the different market conditions in this region
 - Euskaltel: a cable-focused operator (c. 50% EBITDA margin) with high growth expectations due to a planned network roll-out in new regions in Spain. This peer is not included by DPCF due to the difference in business and growth profile vs. Orange Belgium
 - NOS: a cable-focused operator and therefore not retained by DPCF
- Peers retained by DPCF but not by Ondra include Telefonica Deutschland, Vodafone, BT, Telecom Italia, Elisa, Telefonica, Orange Group, Telenor, Telia and Deutsche Telekom. DPCF believes all of these peers are relevant based on its selection criteria outlined on page 37, which is also supported by a benchmarking of equity research analysts (see page 38)
- These differences in terms of selection of peers affect the retained multiples (albeit on an IFRS 16 basis) and the resulting valuation ranges of Ondra which are higher than those of DPCF. Other reasons include:
 - In order to reflect the loss of the Mobile Vikings EBITDA in 2022E DPCF has applied the run-rate negative impact of €18.9m on the Orange Belgium financials, while Ondra has included a run-rate positive impact of the assumed Orange brand fee (having a positive impact on the EBITDA(al) that Ondra uses as basis for its CCA valuation, therefore positively affecting the estimated Orange Belgium share value)
 - DPCF uses the median value of the multiples (as the average is more sensitive to outlier values), while Ondra uses the average (leading to higher values than the median shown)

Conclusion

- DPCF has analyzed the differences between its valuation exercise and that of the adviser of Polygon. On the basis of this analysis DPCF concludes that it should not modify the conclusions of its Report

Orange Belgium TowerCo considerations (1/2)

Context

- DPCF had several discussions with the management of Orange Group and Orange Belgium to discuss their views on their respective mobile towers strategy
- The topics discussed are summarized below and on the next page

TOTEM

- The mobile telecom towers are of strategic importance to Orange Group and will not be sold to third parties
- On February 18, 2021, Orange Group announced the creation of a European TowerCo named TOTEM, which will initially operate its own portfolio of towers in France and Spain, in order to optimise operational efficiencies and promote both organic and inorganic growth
- Later on, Orange Group will explore the possibility of integrating other European mobile telecom towers of Orange Group to the extent that such assets are likely to create value for TOTEM
- Orange Group and Orange Belgium do not envisage the integration of Orange Belgium's mobile telecom towers into TOTEM for reasons specific to the Belgian regulatory environment and the management of its tower portfolio in Belgium:
 - In Belgium, operators benefit from the regulations applicable to mobile telecom towers, which includes an obligation to share these towers at a regulated rate according to the law of June 2005. As a consequence, towers are already shared to a larger extent in comparison with other European countries, meaning there is less upside for colocation of antennas on these towers and margin improvements
 - Orange Belgium's priority remains optimising the management of its mobile telecom towers through the implementation of the RAN sharing agreement signed in 2019 with Proximus



Orange Belgium TowerCo considerations (2/2)

Potential monetization intentions of mobile towers

- Orange Belgium does not intend to sell its portfolio of towers due to the following three reasons:
 - As indicated on the previous page Orange Group's strategy is opposed to the sale of its towers. Furthermore, Orange Group or Orange Belgium do not need to reduce their leverage or improve liquidity, which was the main rationale for some of the recent TowerCo spin-offs of other operators
 - The specific characteristics of the Belgian market limit the potential value creation due to:
 - As indicated on the previous page, the already maximised collocation rate per tower as a result of the regulation on passive infrastructure sharing in Belgium, which might explain why in contrast to other Western European countries there is no independent tower operators in Belgium to date
 - The weak potential growth of the Belgian tower market in comparison to other European countries, as mobile coverage is already strong and thousands of existing cell sites will be decommissioned (limiting new site constructions)
 - Orange's tower assets will be optimized by the RAN sharing agreement with Proximus

RAN sharing agreement with Proximus

- The RAN sharing agreement will result in a significant reduction in the number of Orange Belgium towers. Therefore, Orange Belgium plans to decommission part of its existing towers
- The resulting opex and capex savings related to this JV are already captured in the retained Business Plan by DPCF and are therefore reflected in the stand-alone "as-is" valuation in the Report. Additionally, these savings amounting to €300m over the next 10 years have already been communicated by Orange Belgium to the market and the equity research analyst community (see Orange Belgium's Q4 2019 Financial Results presentation)
- The JV does not entail a transfer of assets as each party remains owner of the respective towers. As such, the RAN sharing agreement does not prevent that one party could sell its towers to a third party. However, the RAN sharing agreement limits the level of service outsourcing of a potential TowerCo (e.g. the current JV entity is in charge of all the field services). A sale of towers could potentially imply a renegotiation of the RAN sharing agreement, which is in contradiction with the strategic and operational goal to run the RAN sharing agreement



DPCF's critical review of Polygon's "OpCo + TowerCo" valuation

Review of the valuation methodology used by Ondra

- DPCF did not calculate a sum-of-the-parts "OpCo + TowerCo" valuation methodology in its Report due to:
 - The reasons and intentions laid out on the previous pages
 - There is no existing TowerCo Business Plan meaning that such valuation would be highly hypothetical and conditional to various assumptions with limited to no market-based comparables
 - ? Master Service/Lease Agreement: determining, amongst others, the rental costs that an acquirer would charge Orange Belgium for using the mobile towers and the duration of the contract between Orange Belgium and an acquirer
 - ? Future commitments towards a potential acquirer to decommission existing sites or construct new sites, etc.
 - The value of optimising Orange Belgium's mobile telecom towers costs is already captured in the "as-is" valuation in our Report as the Business Plan includes the savings resulting from the RAN sharing agreement with Proximus
- Ondra mentions that the retained sample of transactions includes run-rate synergies influencing the calculated results. As no independent TowerCo exists in Belgium, it could be argued that transactions with synergies are not suitable for analysing a hypothetical Orange Belgium TowerCo transaction
- Ondra does not take into account the tenancy ratio of Orange Belgium's towers when looking at comparable transactions. Based on discussions with the management of Orange Belgium it is clear that the tenancy ratio of Orange Belgium differs significantly when comparing it to some of the transactions retained
- The RAN sharing agreement could be renegotiated in case of a sale of towers, but the calculation provided by Ondra does not take into account the potential loss of cost savings related to the RAN sharing agreement (total amount of €300m of opex and capex savings over 10 years) in case of such a potential renegotiation
- When Ondra calculates a DCF value of Orange Belgium with the deconsolidated TowerCo it only takes into account part of the financial impact (e.g. no impact on depreciation, which would be substantially impacted by a deconsolidation of the TowerCo)
- Ondra's calculations do not take into considerations any transaction costs related to such an operation

Review of assumptions retained by Ondra

- Ondra uses the assumption that 3,300 towers could be monetized. However, based on discussions with the management of Orange Belgium it is clear that the scope of such a hypothetical scenario would be significantly less
- Ondra applies a 5% yield (i.e. implying 20x EV/EBITDA) on the total value of the hypothetical TowerCo to determine the financial impact of the deconsolidation of the TowerCo. This assumption is not substantiated, as the median and average tower transaction multiples shown in the Ondra report range between 15.5-16.5x EV/EBITDA

Conclusion

- Based on the arguments presented in this appendix, DPCF concludes that there is no evidence of any value creation in case of an Orange Belgium TowerCo spin-off as assumed by Ondra


























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Past experience in fairness opinion assignments (1/2)

<p>Industrials %</p>  <p>Adviser to the Board regarding the intended public takeover bid</p> <p><i>Pending</i> </p>	<p>Technology %</p> <p><i>zenitel</i></p> <p>Adviser to the Board regarding the intended public takeover bid</p> <p><i>Pending</i> </p>	<p>Food & Beverage %</p> <p>bpifrance</p> <p>sold a minority stake in</p> <p>Avril Pôle végétal</p> <p>Adviser to the Board regarding the public takeover bid</p> <p><i>January 2020</i> </p>	<p>Technology %</p>  <p>acquired</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p><i>June 2019</i> </p>	<p>Healthcare %</p>  <p>acquired</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p><i>March 2019</i> </p>	<p>Real Estate %</p> <p>vastned Venues for Premium Shopping</p> <p>acquired</p> <p>vastned Retail Belgium</p> <p>Adviser to the Board regarding the public takeover bid</p> <p><i>April 2018</i> </p>
<p>Business Services %</p>  <p>Adviser to the Board on the relative treatment of Senior Noteholder and Convertible Bondholders € 2,800 million</p> <p><i>December 2017</i> </p>	<p>Energy & Utilities %</p> <p>FLUXYS </p> <p>Adviser to the Board in the framework of Article 524 Belgian Company Code</p> <p><i>September 2017</i> </p>	<p>Food & Beverage %</p> <p>GREENYARD FOODS </p> <p>Adviser to the Board in the framework of Article 524 Belgian Company Code</p> <p><i>March 2017</i> </p>	<p>Technology %</p> <p>bpifrance</p> <p>acquired a minority stake in</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p><i>November 2016</i> </p>	<p>Materials & Chemicals %</p> <p>bpifrance</p> <p>sold a minority stake in</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p><i>August 2016</i> </p>	<p>Consumer & Retail %</p> <p>Perennitas SA</p> <p>acquired</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p><i>February 2016</i> </p>



Past experience in fairness opinion assignments (2/2)

<p>Materials & Chemicals %</p>  <p>Contribution agreement w/ PICANOL GROUP</p> <p>Adviser to the Board regarding the public takeover bid</p> <p>December 2015 </p>	<p>Materials & Chemicals %</p> <p>PICANOL GROUP</p> <p>Capital increase by means of rights issue by</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p>September 2014 </p>	<p>Financial Services %</p> <p>Union Financière Boël acquired</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p>December 2013 </p>	<p>Energy & Utilities %</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p>October 2013 </p>	<p>Industrials %</p>  <p>acquired</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p>August 2013 </p>	<p>Financial Services %</p>  <p>Adviser to the Board regarding the subscription by GBL to the Sagard III fund promoted by Power Corporation of Canada</p> <p>February 2013 </p>
<p>Financial Services %</p>  <p>Adviser to the Board regarding promotion and subscription of/to Alladin Credit Fund by GBL in partnership with Sagard III fund</p> <p>February 2013 </p>	<p>Technology %</p>  <p>acquired</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p>September 2012 </p>	<p>Materials & Chemicals %</p> <p>Auriga Finance SA acquired</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p>September 2012 </p>	<p>Technology %</p>  <p>Adviser to the Board regarding share buy-back through self offer, change of capital structure and incurrence of additional financing debt</p> <p>August 2012 </p>	<p>Financial Services %</p> <p>Fingen acquired</p>  <p>Adviser to the Board regarding the public takeover bid</p> <p>March 2011 </p>	<p>Energy & Utilities %</p>  <p>Adviser to the Board regarding financial conditions proposed to Electrabel concerning combination of Intl. Power and GDF SUEZ</p> <p>September 2010 </p>


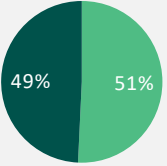
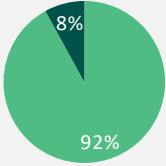

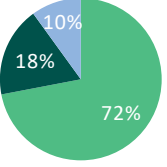
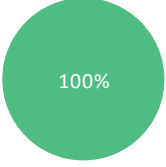

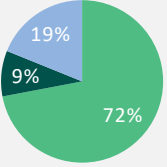
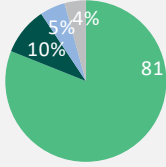


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Description of selected Mobile peers (1/2)

Company	Financials (€m)	Business Description	Subscriber base ⁽¹⁾	Activities split ⁽²⁾	Geographic split ⁽²⁾
	<p>Market cap: 10,649 Adj. NFD: 5,122</p> <p>Sales 2019A: 5,332 EBITDA 2019A: 2,428 Capex 2019A: 2,243</p>	<p>Iliad provides mobile telephony services, prepaid phone cards and internet access and hosting services</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 6.7m ▪ Mobile: 20.3m 	 <p>■ Landline ■ Mobile</p>	 <p>■ France ■ Italy</p>
	<p>Market cap: 6,922 Adj. NFD: 4,550</p> <p>Sales 2019A: 7,399 EBITDA 2019A: 2,428 Capex 2019A: 1,3790</p>	<p>Telefónica Deutschland operates second, third, fourth generation mobile networks and offers hosting services for large and mid-sized companies</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 2.3m ▪ Mobile: 44.0m 	 <p>■ Mobile Service ■ Handset ■ Fixed/DSL</p>	 <p>■ Germany</p>
	<p>Market cap: 7,372 Adj. NFD: 2,110</p> <p>Sales 2019A: 2,638 EBITDA 2019A: 1,006 Capex 2019A: 469</p>	<p>Tele2 provides fixed broadband via ADSL as well as fixed telephony and mobile network services</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 1.1m ▪ Mobile: 6.4m ▪ TV: 1.0m 	 <p>■ End-user service ■ Operator ■ Equipment</p>	 <p>■ Sweden ■ Lithuania ■ Latvia ■ Other</p>


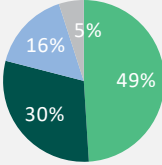
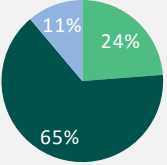
Note: Financials are calendarised; Market cap as of 2-Dec-20; Sales, EBITDA and Capex 2019A figures as reported (including adjustment for IFRS 16 if applicable)

(1) As of Q3 2020; (2) As of last reported fiscal year

Sources: Capital IQ as of 2-Dec-20, Company info



Description of selected Mobile peers (2/2)

Company	Financials (€m)	Business Description	Subscriber base ⁽¹⁾	Activities split ⁽²⁾	Geographic split ⁽²⁾
	<p>Market cap: 34,017 Adj. NFD: 51.356</p> <p>Sales 2019A: 44,647 EBITDA 2019A: 13,951 Capex 2019A: 7,940</p>	<p>Vodafone provides mostly mobile fixed services worldwide. The Group created a separate organisation (Vantage Towers) for its European mobile towers.</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 24.1m ▪ Mobile: 265.3m ▪ TV: 18.4m 	 <ul style="list-style-type: none"> ■ Mobile, Fixed & Convergent ■ Vodafone Business ■ Emerging Consumer ■ Other 	 <ul style="list-style-type: none"> ■ Germany ■ Other ■ United Kingdom



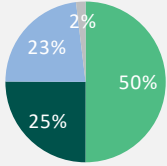
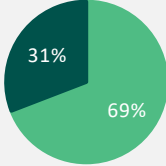


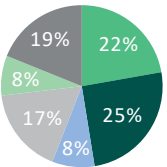

Note: Financials are calendarised; Market cap as of 2-Dec-20; Sales, EBITDA and Capex 2019A figures as reported (including adjustment for IFRS 16 if applicable)

(1) As of Q3 2020; (2) As of last reported fiscal year

Sources: Capital IQ as of 2-Dec-20, Company info



Description of selected Belgian Telecom peers

Company	Financials (€m)	Business Description	Subscriber base ⁽¹⁾	Activities split ⁽²⁾	Geographic split ⁽²⁾
 	Market cap: 5,717 Adj. NFD: 3,234 Sales 2019A: 5,686 EBITDA 2019A: 1,946 Capex 2019A: 1,091	Proximus provides landline and mobile telephone services as well as all its broadband services The Proximus network is used by several Mobile Virtual Network Operators	<ul style="list-style-type: none"> ▪ Fixed BB: 2.1m ▪ Mobile: 7.1m ▪ TV: 1.7m 	 <ul style="list-style-type: none"> ■ Consumer ■ Enterprise ■ BICS ■ Other 	 <ul style="list-style-type: none"> ■ Belgium ■ Other Countries
 	Market cap: 3,961 Adj. NFD: 5,380 Sales 2019A: 2,584 EBITDA 2019A: 1,362 Capex 2019A: 301	Telenet provides analog and digital cable television, fixed and mobile telephone services	<ul style="list-style-type: none"> ▪ Fixed BB: 1.7m ▪ Mobile: 2.8m ▪ TV: 1.8m 	 <ul style="list-style-type: none"> ■ Video ■ Broadband internet ■ Fixed ■ Mobile ■ Business Services ■ Other 	 <ul style="list-style-type: none"> ■ Belgium


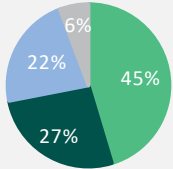
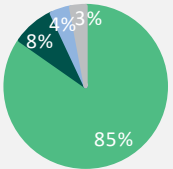

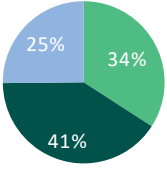
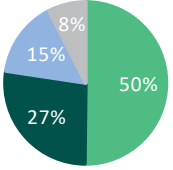

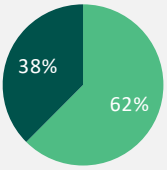
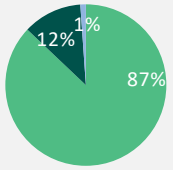
Note: Financials are calendarised; Market cap as of 2-Dec-20; Sales, EBITDA and Capex 2019A figures as reported (including adjustment for IFRS 16 if applicable)

(1) As of Q3 2020; (2) As of last reported fiscal year

Sources: Capital IQ as of 2-Dec-20, Company info



Description of selected European Incumbents peers (1/3)

Company	Financials (€m)	Business Description	Subscriber base ⁽¹⁾	Activities split ⁽²⁾	Geographic split ⁽²⁾
	<p>Market cap: 13,789 Adj. NFD: 26,316</p> <p>Sales 2019A: 27,185 EBITDA 2019A: 9,218 Capex 2019A: 5,497</p>	<p>British Telecom Group provides fixed-line, broadband and mobile services, as well as subscription television and IT services</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 28.7m ▪ Mobile: 52.8m 	 <ul style="list-style-type: none"> ■ Consumer (Incl. EE) ■ Enterprise ■ Openreach ■ Other 	 <ul style="list-style-type: none"> ■ United Kingdom ■ EMEA ■ Americas ■ Other
	<p>Market cap: 71,808 Adj. NFD: 175,228</p> <p>Sales 2019A: 80,531 EBITDA 2019A: 30,149 Capex 2019A: 13,631</p>	<p>Deutsche Telekom provides fixed-network/broadband, mobile, IPTV products and services, Internet and ICT solutions</p> <p>DT also holds substantial shares in other telecom companies</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 14.6m ▪ Mobile: 154.0m ▪ TV: 3.8m 	 <ul style="list-style-type: none"> ■ Telephony ■ Wireless ■ Other 	 <ul style="list-style-type: none"> ■ United States ■ Germany ■ Europe ■ Other
	<p>Market cap: 7,143 Adj. NFD: 1,254</p> <p>Sales 2019A: 1,844 EBITDA 2019A: 666 Capex 2019A: 285</p>	<p>Elisa provides fixed and mobile, broadband as well as cable-TV subscriptions</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 0.7m ▪ Mobile: 4.8m ▪ TV: 0.6m 	 <ul style="list-style-type: none"> ■ Consumer Customers ■ Corporate Customers 	 <ul style="list-style-type: none"> ■ Finland ■ Rest of Europe ■ Other Countries


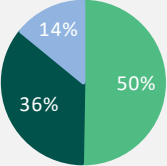
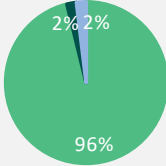

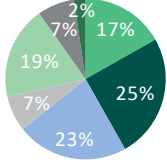
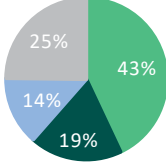

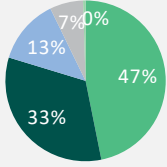
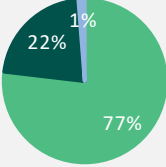
Note: Financials are calendarised; Market cap as of 2-Dec-20; Sales, EBITDA and Capex 2019A figures as reported (including adjustment for IFRS 16 if applicable)

(1) As of Q3 2020; (2) As of last reported fiscal year

Sources: Capital IQ as of 2-Dec-20, Company info



Description of selected European Incumbents peers (2/3)

Company	Financials (€m)	Business Description	Subscriber base ⁽¹⁾	Activities split ⁽²⁾	Geographic split ⁽²⁾
	<p>Market cap: 10,497 Adj. NFD: 6,734</p> <p>Sales 2019A: 5,499 EBITDA 2019A: 2,317 Capex 2019A: 997</p>	<p>In the Dutch telecommunications market, KPN is the owner of the fixed telephone operations (FLO) network and provides mobile network (MNO) services</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 2.8m ▪ Mobile: 2.3m ▪ TV: 4.6m 	 <ul style="list-style-type: none"> Consumer Business Wholesale 	 <ul style="list-style-type: none"> Netherlands Germany Other
	<p>Market cap: 28,537 Adj. NFD: 39,689</p> <p>Sales 2019A: 42,238 EBITDA 2019A: 14,263 Capex 2019A: 8,422</p>	<p>Orange Group operates under 4 business activities: Enhanced connectivity (retail, business and wholesale customers), Business IT support services, Cybersecurity and Financial services</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 21.3m ▪ Mobile: 211.9m 	 <ul style="list-style-type: none"> Convergent services Mobile Fixed IT & Integration services Wholesale Equipment sales Other 	 <ul style="list-style-type: none"> France Enterprise Europe Other
	<p>Market cap: 8,175 Adj. NFD: 25,513</p> <p>Sales 2019A: 17,989 EBITDA 2019A: 8,151 Capex 2019A: 4,924</p>	<p>Telecom Italia offers telephony services, mobile services, and DSL data services</p>	<ul style="list-style-type: none"> ▪ Fixed BB: 7.5m ▪ Mobile: 19.9m 	 <ul style="list-style-type: none"> Consumer Business National Wholesale International Wholesale Other 	 <ul style="list-style-type: none"> Italy Brazil Other



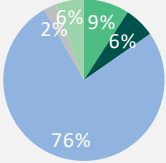
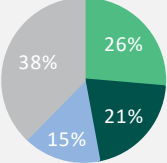


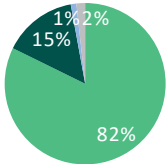
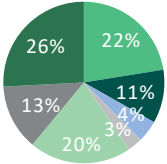


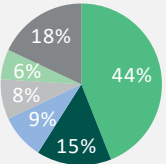
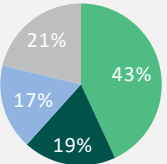
Note: Financials are calendarised; Market cap as of 2-Dec-20; Sales, EBITDA and Capex 2019A figures as reported (including adjustment for IFRS 16 if applicable)

(1) As of Q3 2020; (2) As of last reported fiscal year; (3) Domestic revenue split

Sources: Capital IQ as of 2-Dec-20, Company info



Description of selected European Incumbents peers (3/3)

Company	Financials (€m)	Business Description	Subscriber base ⁽¹⁾	Activities split ⁽²⁾	Geographic split ⁽²⁾
 	Market cap: 19,113 Adj. NFD: 49,081 Sales 2019A: 48,422 EBITDA 2019A: 15,119 Capex 2019A: 8,951	Telefonica offers provides fixed and mobile telephony, broadband and subscription television	<ul style="list-style-type: none"> ▪ Fixed BB: 20.2m ▪ Mobile: 260.9m ▪ TV: 8.1m 	 <ul style="list-style-type: none"> Fixed Internet and Data Mobile Pay TV Wholesale 	 <ul style="list-style-type: none"> Spain Brazil Germany Other
 	Market cap: 19,658 Adj. NFD: 14,036 Sales 2019A: 11,522 EBITDA 2019A: 5,158 Capex 2019A: 2,760	Telenor provides mobile and fixed telephony, Internet access and cable TV access and content	<ul style="list-style-type: none"> ▪ Fixed BB: 2.2m ▪ Mobile: 180.3m ▪ TV: 1.4m 	 <ul style="list-style-type: none"> Mobile Fixed Satellite and TV Other 	 <ul style="list-style-type: none"> Norway Sweden Denmark Finland Thailand Bangladesh
 	Market cap: 14,340 Adj. NFD: 7,975 Sales 2019A: 8,200 EBITDA 2019A: 3,054 Capex 2019A: 1,616	Telia provides fixed-voice, broadband, and mobile services Telia also owns a TV-media operation and operates the world's largest wholesale internet backbone	<ul style="list-style-type: none"> ▪ Fixed BB: 2.9m ▪ Mobile: 16.9m ▪ TV: 3.1m 	 <ul style="list-style-type: none"> Mobile Equipment Fixed BB Business Solutions TV Other 	 <ul style="list-style-type: none"> Sweden Finland Norway Other

Note: Financials are calendarised; Market cap as of 2-Dec-20; Sales, EBITDA and Capex 2019A figures as reported (including adjustment for IFRS 16 if applicable)

(1) As of Q3 2020; (2) As of last reported fiscal year; (3) Activity split in numbers of accesses

Sources: Capital IQ as of 2-Dec-20, Company info



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CTA methodology

- We have analysed a broad sample of transactions in related sectors, selecting those with acquired companies active in the telecommunications services sector and taking into account following criteria:
 - We have only retained minority transactions in Europe (excluding Eastern Europe) to ensure maximum relevancy
 - Majority transactions are deemed to be irrelevant given the control premium included in the valuations of such deals, which is not compatible with the situation of Orange Belgium
 - We have excluded telecom infrastructure transactions and cable-only transactions
 - We have excluded transactions prior to 2014
- We have identified a very limited group of 5 comparable transactions for which sufficient financial information was available to determine the valuation multiples (based on the latest historical financial figures at the time of the transaction)
- Moreover, it should be emphasized that most transaction multiples are not directly applicable to Orange Belgium as they can be influenced by various factors such as:
 - Potential control premium, if the transaction involves predominant control
 - Recent financial performance and current growth profile of the acquired company
 - Business characteristics of the target company such as its business activity, product and service mix and geographical presence
 - Potential synergies (partially) included in the price paid by the acquirer
 - Structuring of the transaction price
 - Time of the transaction
- In addition, the majority of the transactions took place before the implementation of the IFRS 16 accounting standard in January 2019. Therefore all the multiples shown are calculated based on a pre-IFRS 16 basis (as not sufficient information is disclosed to convert these multiples on a post-IFRS 16 basis)
- The CTA method is therefor not retained as a valuation method or reference point



Overview of selected transactions

Announc. Date	Bidder	Pre-transaction stake	Target	Target country	Acquired stake	Target description	LTM EBITDA ⁽¹⁾ (€m)	LTM Capex ⁽¹⁾ (€m)	EV (€m)	EV/ EBITDA ⁽¹⁾	EV/ (EBITDA – Capex) ⁽¹⁾
Sep-20	Next Private (Patrick Drahi)	77.6%			22.4%	Convergent player in telecom, content, media, entertainment & advertising	6,440 ⁽²⁾	2,413 ⁽²⁾	38,207 ⁽³⁾	6.2x	16.4x
Jul-18	 CK HUTCHISON	50.0%			50.0%	Telecom operator recognised as the largest mobile operator in Italy	2,140	1,249	14,906	7.0x	16.7x
Sep-16		77.7%			5.2%	Telecom company focusing on mobile services	3,784	2,565	32,249 ⁽⁴⁾	8.5x	16.5x
Mar-16		0.0%			23.8%	Telecom company offering mobile, internet, TV and landline services	572	252	4,577	8.0x	14.3x
Apr-14		23.7%			44.8%	Provider of digital services and communications solutions in Central and Eastern Europe	1,270	1,730	7,035	5.5x	n.m.
Median pre-IFRS 16 multiple									7.0x	16.5x	
Actual KPI Orange Belgium 2020A (€m)									305	127	
Pre-IFRS 16 Enterprise Value (€m)									2,132	2,093	
Pre-IFRS 16 Adjusted Net Financial Debt (€m)									(496)	(496)	
Equity Value (€m)									1,636	1,597	
Number of shares outstanding (m)									59.9	59.9	
Equity Value per Share (€)									27.3	26.6	
Range on retained multiple +5%									29.1	28.4	
Range on retained multiple -5%									25.5	24.9	

Note: The EV is calculated for 100.0% of the company and if the financial data is denominated in a currency other than the €, the EV and financial metrics are converted to € on the basis of the exchange rates prevailing on the date of the announcement of the acquisition




(1) On a pre-IFRS 16 basis; (2) FY 2019 figures due to unavailability of quarterly figures on lease-related expenses; (3) Based on a revised offer price of €5.35 per share; (4) Based on a revised offer price of €34.5 per share

Sources: Mergermarket, Capital IQ, Company info



Telecom public bid premium analysis

Selection of European Telecom public bid premiums

Announcement Date	Target	Bidder	Premium (in %)		
			Last closing pre-announcement	1 month average	3 months average
08-Oct-20	 Talk Talk Telecom ⁽¹⁾	Tosca Fund AM	16.4%	24.0%	26.2%
11-Sep-20	 Altice	Patrick Drahi	23.8%	7.7%	9.4%
12-Nov-19	 Iliad ⁽²⁾	Iliad	26.2%	30.9%	35.8%

<i>1st quartile</i>	24.4%	13.5%	16.0%
Median	25.0%	19.3%	22.6%
Average	25.0%	19.3%	22.6%
<i>3rd quartile</i>	25.6%	25.1%	29.2%

Share price Orange Belgium	16.2	15.7	14.8
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Implied Orange Belgium share price	<i>1st quartile</i>	20.2	17.8	17.1
	Median	20.3	18.7	18.1
	<i>3rd quartile</i>	20.4	19.6	19.1

- The table aside shows voluntary public takeover bids from controlling shareholders (excluding squeeze outs) for European (excluding Eastern Europe) Telecom companies since 2010
- Only telecom service providers are considered (i.e. no telecom infrastructure or IT-related companies)
- Only successful takeover bids were considered. Ongoing takeover bids on Talk Talk Telecom and Altice are mentioned for reference purposes only
- Both historical average and median premiums paid by controlling shareholders over the last 10 years in Europe compared to the pre-announcement share price amounts to 25.0%
- There are only two closed transactions in our sample, of which one relates to a share buyback. Due to the limited number of closed transactions in our sample and the limited comparability of these transactions with OBEL, we do not retain these bid premiums as a valuation method or as a reference point

(1) Pending and not taken into account to calculate premiums; (2) Transaction relates to a 19.7% share buyback (supported by Iliad's controlling shareholder)

Note: Premiums are computed on the last closing price preceding the announcement

Sources: Capital IQ, Company info



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Size discount

- The applicable equity value range is based on the equity value implied by the Offer Price

Equity value	
Range	Premium
€ 1m - € 7m	13.72%
€ 7m - € 15m	9.28%
€ 15m - € 27m	6.75%
€ 27m - € 41m	5.30%
€ 41m - € 63m	4.32%
€ 63m - € 99m	3.55%
€ 99m - € 153m	2.95%
€ 153m - € 227m	2.53%
€ 227m - € 341m	2.25%
€ 341m - € 543m	2.05%
€ 543m - € 835m	1.93%
€ 835m - € 1,411m	1.86%
€ 1,411m - € 2,423m	1.80%
€ 2,423m - € 4,589m	1.70%
€ 4,589m - € 10,525m	1.44%
€ 10,525m - € 69,863m	(0.49%)

Equity value between €835m to €1,411m leads to a size discount of 1.86%





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 **Degroof
Petercam** | Investment
Banking



Bijlage 2

Advies gegeven door de ondernemingsraad op 2 april 2021

Conseil d'entreprise

Avis suite à la réunion du 02 avril 2021.

Le conseil d'entreprise a pris connaissance de l'**OFFRE PUBLIQUE D'ACQUISITION VOLONTAIRE CONDITIONNELLE EN ESPÈCES** suivie, le cas échéant, d'une offre de reprise simplifiée par :

ORANGE S.A.

Société anonyme de droit français
78 rue Olivier de Serres, 75015 Paris (France)
Registre du Commerce et des Sociétés de Paris 380 129 866 (**Orange** ou l'**Offrant**)

Société cible :

ORANGE BELGIUM SA

Société anonyme de droit belge
Avenue du Bourget 3, 1140 Bruxelles (Belgique)
RPM Bruxelles (division francophone) 0456.810.810
(**Orange Belgium** ou la **Société Visée**)

Il y a eu plusieurs engagements pris par le repreneur potentiel :

Il y aura une continuité dans la direction, la vision, la gestion et la stratégie de la Société.

Par ailleurs, le conseil d'entreprise prend également acte du fait que l'Offre n'aura pas d'influence négative ni sur l'emploi, ni sur les conditions de travail et ni sur la politique d'emploi de l'entreprise.

Enfin, le conseil d'entreprise est d'avis que la sortie de bourse rend possible et plus facile la poursuite du développement de la société Orange Belgium lui donnant plus de flexibilité en termes d'investissements.

Le MÉMOIRE EN RÉPONSE DU CONSEIL D'ADMINISTRATION D'ORANGE BELGIUM SA du 1er AVRIL 2021 nous a permis également de mieux comprendre les enjeux et la finalité de l'opération.

Toutes les questions posées par les représentants du personnel ont été répondues.

Merci.

Le secrétaire du conseil d'entreprise,

Jean-François Bohet.



Jean-François
Bohet
(Signature)

Digitally signed by Jean-François Bohet (Signature)
Date: 2021.04.02 19:25:01
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