

Orange Belgium

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

NOTICE OF A GENERAL MEETING OF SHAREHOLDERS

The board of directors invites the shareholders to attend the ordinary, extraordinary and special general meeting, which will take place on **Thursday 2 May 2019 at 11.00 hours** at Avenue du Bourget 3, Evere (1140 Brussels).

THE AGENDA FOR THIS MEETING IS AS FOLLOWS:

- **Presentation and discussion of the board of directors' management report on the Company's annual accounts for the financial year ended 31 December 2018.**

- **Presentation and discussion of the statutory auditor's report on the Company's said annual accounts.**

- **Approval of the remuneration report for the financial year ended 31 December 2018.**

Proposed resolution No. 1:

The general meeting approves the remuneration report for the financial year ended 31 December 2018.

- **Approval of the Company's annual accounts for the financial year ended 31 December 2018 and appropriation of the results. Presentation of the annual consolidated accounts as at the same date.**

Proposed resolution No. 2:

The general meeting approves the Company's annual accounts for the financial year ended 31 December 2018, including the appropriation of the results as presented with distribution of an ordinary gross dividend of fifty eurocents (EUR 0.50) per share, payable in exchange for coupon No. 19 as follows:

"Ex date" on 14 May 2019;

"Record date" on 15 May 2019; and

"Payment date" on 16 May 2019.

The general meeting decides to grant an identical profit premium pursuant to the Law of 22 May 2001 regarding the employee participation in the company's capital and the establishment of a profit premium for employees, in order to involve the employees in the results of the financial year starting on 1 January 2018 and ending on 31 December 2018. The identical profit premium that the general assembly decides to grant to the employees shall comply with the following modalities:

- The profit premium amounts to a gross amount of two hundred forty-four euros and fifty-one cent (EUR 244.51) for an employee bound by an employment contract with Orange Belgium SA and who has worked in a full time regime during the financial year starting on 1 January 2018 and ending on 31 December 2018. The amount will be granted proportionally according to the occupation of the employees during the financial year 2018.

- The amount of the profit premium will be calculated prorata temporis (on a daily basis) in case of voluntary suspension or termination of the employment contract. No profit premium will be granted to employees dismissed for serious cause or who voluntarily left the enterprise during the financial year starting on 1 January 2018 and ending on 31 December 2018.

- **Discharge of the directors.**

Proposed resolution No. 3:

The general meeting discharges the directors for fulfilling their mandate up to and including 31 December 2018.

- **Discharge of the statutory auditor.**

Proposed resolution No. 4:

The general meeting discharges the statutory auditor for fulfilling its mandate up to and including 31 December 2018.

- **Board of directors : appointments.**

Proposed resolution No. 5:

The general meeting resolves to proceed to the final appointment of Mr Ramon FERNANDEZ (co-opted by the Board of Directors on 19 July 2018, in replacement of Mr Gervais PELLISSIER, resigning director) as director of the Company for a term of two years. His mandate will be unremunerated and will expire after the ordinary general meeting in 2021.*

Proposed resolution No. 6:

The general meeting resolves to proceed to the final appointment of Mrs Valérie LE BOULANGER (co-opted by the Board of Directors on 19 July 2018, in replacement of Mr Jérôme BARRE, resigning director) as director of the Company for a term of two years. Her mandate will be unremunerated and will expire after the ordinary general meeting in 2021.*

Proposed resolution No. 7:

The general meeting resolves to proceed to the final appointment of Mr Jean-Marc VIGNOLLES (co-opted by the Board of Directors on 19 July 2018, in replacement of Mr Patrice LAMBERT DE DIESBACH DE BELLEROCHE, resigning director) as director of the Company for a term of two years. His mandate will be unremunerated and will expire after the ordinary general meeting in 2021.*

- **Approval and, to the extent necessary, ratification, of article 16.2.2. of the Basis Contract (version dd. 20 February 2018 – Specifications No. 2017/HFB/OPMB/33326) from the Flemish government ("Vlaamse Overheid"). Article 16.2.2.**

allows the Flemish government to terminate the contractual relations under certain conditions if there is a change of control over the Company.

Proposed resolution No. 8:

Pursuant to article 556 of the Belgian Companies Code, the general meeting approves and, to the extent necessary, ratifies article 16.2.2. of the Basis Contract (version dd. 20 February 2018 – Specifications No. 2017/HFB/OPMB/33326) applicable between the Company and the Flemish government.

- **Approval and, to the extent necessary, ratification, of article 20.1.4.3 of the MVNO Services Agreement entered into on 24 May 2018 by the Company and Unleashed NV. Article 20.1.4.3 allows Unleashed NV to terminate this agreement under certain conditions if there is a change of control over the Company.**

Proposed resolution No. 9:

Pursuant to article 556 of the Belgian Companies Code, the general meeting approves and, to the extent necessary, ratifies article 20.1.4.3 of the MVNO Services Agreement entered into on 24 May 2018 by the Company and Unleashed NV.

- **Decision to extend the authorization of the board of directors in accordance with Articles 620-628 of the Companies Code.**

Proposed resolution No. 10:

The general meeting decides to replace Article 48 of the Articles of Association of the Company by the following text:

"ARTICLE 48

The extraordinary general meeting of 2 May 2019 has, in accordance with and within the limitations set out in the Companies Code, authorised the board of directors to acquire (by purchase or exchange) on or outside the Stock Exchange the maximum number of shares permitted by the said Code. The price shall not be less than eighty-five per cent (85%) or more than one hundred and fifteen per cent (115%) of the average closing price during the five working days preceding the purchase or exchange. This authorisation shall also be valid for the acquisition (by purchase or exchange) of shares in the company by a direct subsidiary pursuant to article 627, paragraph 1 of the Companies Code. This authorisation shall remain valid for a period of five (5) years as from 2 May 2019.

In accordance with the Companies Code, the board of directors is authorised to alienate, on or outside the Stock Exchange, to exchange and/or to cancel the shares acquired by the company at the conditions determined by the board of directors. This authorisation shall also be valid for the alienation, the exchange and/or the cancellation of the shares of the company acquired by a direct subsidiary at a price determined by the board of directors of the latter. The board of directors of the company is also authorised to have such cancellation recorded by a notary public, and to amend and co-ordinate the by-laws in order to bring them in line with the relevant decisions."

- **Coordination of the bylaws – powers.**

Proposed resolution No. 11:

The general meeting grants full powers to Mr Johan VAN DEN CRUIJCE, with right of substitution, to coordinate the text of the Articles of Association of the Company, in accordance with the decisions of this general meeting, to sign and file them with the Registrars Office of the competent Business Court to comply with the relevant legal provisions..

Proposed resolution No. 12:

The general meeting grants full powers to B-DOCS SPRL having its registered office at rue du Taciturne 27, 1000 Brussels, as well as to its respective employees, servants and agents, with right of substitution, to fulfil all required and/or necessary deeds, procedures and/or formalities with the legal entities register, an enterprise counter ("Guichet d'entreprise"), the Belgian Official Gazette and/or the Crossroads Bank for Enterprises, to ensure (i) the necessary filings, (ii) the publication in the Annexes to the Belgian Official Gazette and, (iii) the recording/modification of the data in the Crossroads Bank for Enterprises.

NUMBER OF SHARES ON THE DATE OF CONVOCATION:

The share capital is represented by 60,014,414 shares without nominal value that each represents an equal share of the share capital. Each share represents one vote.

CONDITIONS CONCERNING PRESENCE AND MAJORITY:

In order to be adopted, the proposed resolutions No. 1 up to and including No. 9 and No. 11 and 12 of the agenda require a simple majority of the votes of those present or validly represented participating in the vote.

In order to be adopted, the proposed resolution No. 10 of the agenda requires a four-fifth majority of the votes of those present or validly represented participating in the vote. Furthermore, those participating to the meeting shall represent at least half of the Company's share capital, as required by article 559 of the Belgian Companies Code.

FORMALITIES TO BE FULFILLED TO BE ADMITTED TO THE GENERAL MEETING AND EXERCISE VOTING RIGHTS:

The Company points out that only those persons who satisfy the two conditions referred to under items A and B will have the right to participate in the general meeting and exercise their voting rights, namely:

A - The **registration** of the shares in their name on **Thursday 18 April 2019 at 24.00 hours** (Belgian time) ("Record date").

Dematerialised shares: the registration will be determined by the registration in the name of the shareholder on the Record date of the shares in the accounts of a recognised account holder or clearing house without any initiative being

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required by the shareholder. The shareholder will receive from the recognised account holder or clearing house a certificate listing the number of dematerialised shares registered in the name of the shareholder on the Record date.

Registered shares: the registration will be determined by registration in the name of the shareholder on the Record date of the shares in the share register of the Company.

B - The **notification** by the shareholder of the intent to participate in the general meeting and the number of shares in respect of which the shareholder wishes to exercise voting rights. The certificate that is delivered by the recognised account holder or by the clearing house, as the case may be, shall be attached to the notification.

This notification and as the case may be, the certificate ad hoc, must be delivered to Euroclear Belgium (for the attention of the Issuer Relation Department) by e-mail (ebe.issuer@euroclear.com) or by postal services (Boulevard du Roi Albert II 1 - 1210 Brussels). The(se) document(s) must arrive at Euroclear Belgium at the latest on **Friday 26 April 2019 at 16.00 hours**.

The holders of dematerialised shares are invited to ask their financial institution to directly notify Euroclear Belgium within the aforementioned deadline of their intent to participate in the general meeting and of the number of shares in respect of which they wish to exercise their voting rights.

The holders of registered shares must notify Euroclear Belgium within the aforementioned deadline of their intent to participate in the general meeting and of the number of shares in respect of which they wish to exercise their voting rights.

In general, shareholder will have to prove their identity. The representative of a shareholder, who is a legal person, must be able to present the documents proving his/her capacity as company representative or proxy holder, at the latest before the commencement of the general meeting.

The Company emphasises that these formalities are without cost to the shareholders.

EXERCISE OF THE VOTING RIGHT:

Shareholders may exercise voting rights themselves, through proxy or by correspondence.

An ad hoc template for voting by proxy or by correspondence is available on the website of the Company at the following address: <http://corporate.orange.be/en/>. This form may also be requested via fax (+32 2 745 86 45), via e-mail (anske.deporre@orange.com) or via postal services (at the registered office of the Company – for the attention of Mrs Anske De Porre).

The original proxies and the original forms for voting by correspondence must arrive at the Company (for the attention of Mrs Anske De Porre) at the latest on **Friday 26 April 2019 at 16.00 hours**. A copy may also be sent in advance via fax (+32 2 745 86 45) or e-mail (anske.deporre@orange.com) insofar as the signed originals arrive at the Company at the latest on **Friday 26 April 2019 at 16.00 hours**.

RIGHT TO ADD AGENDA ITEMS OR TO PRESENT NEW PROPOSALS FOR DECISION:

One or more shareholders who together own at least 3% of the share capital of the Company have the right to (i) add new agenda items to the agenda of the general meeting and/or to (ii) present new proposals for decision concerning agenda items that were or will be written in the agenda.

This right may be exercised by delivering the text of the new agenda items and/or of the proposed resolutions to the Company via e-mail (anske.deporre@orange.com) or via postal services (at the registered office of the Company – for the attention of Mrs Anske De Porre). Any requests to this end must arrive at the Company at the latest on **Wednesday 10 April 2019 at 17.00 hours**. The Company will confirm receipt of these requests by e-mail or postal services at the address given to it by the shareholder.

Detailed information concerning this right will be made available on the website of the Company at the following address: <http://corporate.orange.be/en/>.

The agenda will then, as the case may be, be modified and published at the latest on **Wednesday 17 April 2019**.

RIGHT TO ASK QUESTIONS IN WRITING:

The shareholders who have adhered to the formalities to be admitted to the general meeting have the right to ask questions during the meeting or in writing to the directors and/or statutory auditor of the Company. The written questions may be submitted prior to the meeting via fax (+32 2 745 86 45), e-mail (anske.deporre@orange.com) or postal services (at the registered office of the Company – for the attention of Mrs Anske De Porre). These questions must arrive at the Company at the latest on **Friday 26 April 2019 at 16.00 hours**.

Detailed information concerning this right will be made available on the website of the Company at the following address: <http://corporate.orange.be/en/>.

DOCUMENTS THAT MUST BE PRESENTED TO THE GENERAL MEETING:

The documents that must be presented to the general meeting can be consulted on the website of the Company (<http://corporate.orange.be/en/>) as from **Friday 29 March 2019**. From this date onwards, the shareholders may also consult these documents at the registered office of the Company (during normal business days and hours) and obtain a copy, free of charge, on simple request via fax (+32 2 745 86 45), e-mail (anske.deporre@orange.com) or postal services (at the registered office of the Company – for the attention of Mrs Anske De Porre).

The board of directors

* The resume of the concerned directors is available on the Website of the Company.