

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

The undersigned (surname, name / company's registered name):

.....

.....

Domicile / company's registered address:

.....

.....

Holder of (dematerialised / registered¹) shares of Orange Belgium SA on the Record date (**Thursday 18 April 2019 at 24 hours** – Belgian time), hereby appoints as special representative, with the right of substitution (surname, name / company's registered name):

.....

.....

Domicile / company's registered address:

.....

.....

To represent him/her at the ordinary, extraordinary and special general meeting of shareholders of Orange SA, which will be held on **Thursday 2 May 2019 at 11.00 hours** at Evere (1140 Brussels), Avenue du Bourget 3.

THE AGENDA FOR THIS MEETING IS AS FOLLOWS:

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

Voting instructions:

Voting instruction on proposed resolution No. 1	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 2	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 3	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 4	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 5	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 6	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 7	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 8	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 9	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 10	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 11	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain
Voting instruction on proposed resolution No. 12	<input type="checkbox"/> for	<input type="checkbox"/> against	<input type="checkbox"/> abstain

If no voting instruction is made:

- (a) The representative will vote for; OR
- (b) In case the undersigned crossed out the above mentioned option (a), the representative shall vote in the best interest of the undersigned.

However, should there exist a possible conflict of interest between the representative and the shareholder as foreseen in article 547bis § 4 of the Belgian Companies Code only the specific voting instructions for each proposed resolution on the agenda will be taken into account ².

The representative may also, by virtue of this proxy, represent the undersigned at all subsequent general meetings, that are held with the same agenda by reason of postponement of the latter.

For these purposes, the representative has the power to execute and sign all deeds, documents and minutes, to elect domicile, to have him replaced and, in general, to do what is necessary or useful to execute this mandate, with the promise of ratification on behalf of the undersigned.

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

In case the present proxy is notified to the Company before the publication of the revised agenda in accordance with article 533ter of the Belgian Companies Code, it will remain valid for those items on the agenda covered by the proxy. As an exception to this rule, the proxy holder may, for the agenda items for which in accordance with article 533ter of the Belgian Companies Code new proposals for decisions could be submitted, deviate during the meeting from the instructions of the proxy giver, if carrying out the instructions could prejudice the interests of the proxy giver. The proxy holder must in any case inform the proxy giver of this.

In the event that new items are added to the agenda in accordance with article 533ter of the Belgian Companies Code, the proxy holder³:

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

Done in on 2019

Signature :

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

¹ Cross out what is not applicable.
² A conflict of interest within the meaning of article 547bis § 4 of the Belgian Companies Code may in particular arise where the proxy holder:
¹ is the Company itself or an entity controlled by the Company, a controlling shareholder of the Company or is another entity controlled by such shareholder;
² is a member of the board of directors, of the corporate bodies of the Company, or of a controlling shareholder or controlled entity referred to in 1^o;
³ is an employee or an auditor of the Company, or of a controlling shareholder or controlled entity referred to in 1^o;
⁴ has a family relationship with a natural person referred to in 1^o to 3^o, or is the spouse or the legal cohabitant of such person or of a relative of such person.
³ Cross out what is not applicable.