

Orange Belgium

PUBLIC LIMITED LIABILITY COMPANY
AVENUE DU BOURGET 3 / BOURGETLAAN 3
1140 BRUSSELS
VAT BE 0456.810.810 RLE BRUSSELS
(the "Company")

CONVENING NOTICE OF A GENERAL MEETING OF SHAREHOLDERS

The board of directors invites the shareholders to attend the ordinary and special general meeting, which will take place on **Wednesday 3 May 2023 at 11 am** 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 2022.**

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

- **Approval of the remuneration report for the financial year ended 31 December 2022.**

Proposed resolution No. 1:

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

- **Approval of the Company's annual accounts for the financial year ended 31 December 2022 and appropriation of the result. Presentation of the annual consolidated accounts as at the same date.**

Proposed resolution No. 2:

The general meeting approves the Company's annual accounts for the financial year ended 31 December 2022, including the appropriation of the result as proposed.

The general meeting decides to grant an identical profit premium pursuant to the Law of 22 May 2001 regarding the employee participation in the company's capital and the establishment of a profit premium for employees, in order to involve the employees in the results of the financial year starting on 1 January 2022 and ending on 31 December 2022. The identical profit premium that the general meeting decides to grant the employees shall comply with the following terms:

- The gross profit premium amounts to three hundred eighteen euros and fifty-five eurocents (EUR 318.55) for an employee having an employment contract with Orange Belgium SA and having worked on a full time basis during the financial year starting on 1 January 2022 and ending on 31 December 2022. The amount will be granted proportionally in relation to the actual occupation of the employees during the financial year 2022.

- The amount of the profit premium will be calculated prorata temporis (on a daily basis) in case of voluntary suspension or termination of the employment contract. No profit premium will be granted to employees dismissed for serious cause or who voluntarily terminated their employment with the Company during the financial year starting on 1 January 2022 and ending on 31 December 2022.

- **Discharge of the directors.**

Proposed resolution No. 3:

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

- **Discharge of the statutory auditor.**

Proposed resolution No. 4:

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

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

Proposed resolution N° 5:

After the presentation of the management report and the report of the statutory auditor on the annual accounts closed on 30 June 2022 of Upsize SA/NV, the general meeting – pursuant to Article 12:58 of the Code on Companies and Associations – approves said annual accounts and grants discharge respectively to the directors and the statutory auditor for the performance of their mandates up to and including 30 June 2022.

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

Proposed resolution N° 6:

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

Proposed resolution N° 7:

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

Proposed resolution N° 8:

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

Proposed resolution N° 9:

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

Proposed resolution N° 10:

The general meeting resolves to re-appoint SPRL LEADERSHIP AND MANAGEMENT ADVISORY SERVICES (LMAS) represented by Mr Grégoire DALLEMAGNE* as director for a term of four years. Its mandate will expire after the ordinary general meeting in 2027. It appears from the elements known by the Com-

pany and from the statement made by SPRL LEADERSHIP AND MANAGEMENT ADVISORY SERVICES represented by Mr Grégoire DALLEMAGNE that they – while exceeding by one year the twelve-year limit applicable to independent directors – can be considered as being effectively independent within the meaning of Article 7:87 of the Code on Companies and Associations, since they have no relationship with the company or with a major shareholder of the latter that is likely to jeopardise their independence. The board of directors of the Company further considers that this one-year extension is justified by the need to ensure continuity among the independent directors during a complex integration period

Proposed resolution N° 11:

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

Proposed resolution N° 12:

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

Proposed resolution N° 13:

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

Proposed resolution N° 14:

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

Proposed resolution N° 15:

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

Proposed resolution N° 16:

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

Proposed resolution N° 17:

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

- **Board of directors: remuneration.**

Proposed resolution N° 18:

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

- The remuneration of each independent director is fixed at a lump sum of thirty-six thousand euro (EUR 36,000) per full financial year. Additional remuneration of two thousand four hundred euro (EUR 2,400) will be granted to each independent director for each meeting of a committee of the Company of which that independent director is a member and which that independent director has personally attended. This additional remuneration is capped, for each independent director, at fourteen thousand four hundred euro (EUR 14,400) per financial year and per statutory committee and at twelve thousand euro (EUR 12,000) for non-statutory committees. The payment of all remuneration will be made (where applicable pro rata) after the general meeting approving the annual accounts for the relevant financial year.

- The remuneration of the Chairman of the board of directors is fixed at a lump sum of seventy-two thousand euro (EUR 72,000) per full financial year and for the entire duration of his mandate as Chairman. Additional remuneration of two thousand four hundred euro (EUR 2,400) will be granted to the Chairman for each meeting of a committee of the Company of which the Chairman is a member and which he has personally attended. The above-mentioned caps will also apply to him. The payment of all remuneration will be made (where applicable pro rata) after the general meeting approving the annual accounts for the relevant financial year.

- An additional lump sum payment of EUR 3,000 is granted to the Vice-Chairman and to the presidents of the statutory committees. This remuneration will only be paid if the concerned person is an independent director of the Company or the Chairman of the board. The payment of this additional lump sum will be made (where applicable pro rata) after the general meeting approving the annual accounts for the relevant financial year.

- The mandate of the other directors is not remunerated, pursuant to article 20 of the Company's Articles of Association and the Company's Corporate Governance Charter.

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

Proposed resolution N° 19:

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

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

- **Approval of article 11 of the EUR Credit Facility Agreement to be entered into between Atlas Services Belgium SA and the Company related to the financing of the Company by Atlas Services Belgium SA. Article 11 allows Atlas Services Belgium SA under certain conditions to terminate the agreement if there is a change of control over the Company.**

Proposed resolution N° 20:

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

- **Powers.**

Proposed resolution N° 21:

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

NUMBER OF SHARES ON THE DATE OF CONVOCA-TION:

The share capital is represented by 59.944.757 shares without nominal value that each represent 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. 21 of the agenda require a simple majority of the votes of those present or validly represented participating in the vote.

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 **Wednesday 19 April 2023 at 12 pm** (Belgian time) ("Record date").

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

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 (to 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 reach Euroclear Belgium at the latest on **Thursday 27 April 2023 at 4 pm**.

The holders of dematerialised shares are invited to request 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, all shareholders will have to prove their identity. The representative of a shareholder, who is a legal entity, must be able to present the documents proving his/her representation powers, at the latest at the opening of the general meeting.

The Company emphasises that these formalities do not generate any cost to the shareholders.

EXERCISE OF THE VOTING RIGHT:

Shareholders may exercise voting rights in person, 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 by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Mrs Anske De Porre).

The proxies and the forms for voting by correspondence must arrive at the Company at the latest on **Thursday 27 April 2023 at 4 pm** by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Mrs Anske De Porre).

RIGHT TO PUT ITEMS ON THE AGENDA OR TO TABLE DRAFT RESOLUTIONS FOR DECISION:

One or more shareholders collectively owning at least 3% of the Company's share capital have the right (i) to put items on the agenda of the general meeting and/or (ii) to table draft resolutions for items included or to be included on 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 by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Mrs Anske De Porre). Any requests to this end must reach the Company at the latest on **Tuesday 11 April 2023 at 4 pm**. The Company will confirm receipt of these requests by e-mail or postal services at the address provided by the shareholder.

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

The agenda will then, as the case may be, be revised and published at the latest on **Tuesday 18 April 2023**.

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 must be submitted prior to the meeting by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Mrs Anske De Porre). These questions must reach the Company at the latest on **Thursday 27 April 2023 at 4 pm**.

Detailed information on this right will be made available on the Company's website 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 Company's website (<http://corporate.orange.be/en/>) as from **Friday 31 March 2023**. From this date onwards, the shareholders may also consult these documents at the registered office of the Company (during normal business days and hours) or obtain a copy, free of charge, on simple request by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Mrs Anske De Porre).

The board of directors

* The resumes of the proposed directors are available on the website of the Company.