

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 extraordinary general meeting, which will take place on **Wednesday 1 October 2025 at 10 a.m.** at Avenue du Bourget 3/Bourgetlaan 3, Evere (1140 Brussels).

THE AGENDA FOR THIS MEETING IS AS FOLLOWS :

- Acknowledgement by the shareholders of the following documents, of which they may obtain a copy free of charge:

- The demerger proposal drawn up by the boards of directors of the companies involved in the demerger, in accordance with article 12:4 *juncto* article 12:59 of the Belgian Code on Companies and Associations (the “**Demerger Proposal**”);
- The report of the board of directors of the Company regarding the Demerger (as defined below), drawn up in accordance with article 12:61 of the Belgian Code on Companies and Associations; and
- The report of the statutory auditor of the Company on the Demerger Proposal, drawn up in accordance with article 12:62 of the Belgian Code on Companies and Associations.

- Communication regarding any material change in the assets and liabilities of the companies involved in the Demerger, between the date of the preparation of the Demerger Proposal and the date of the demerger, in accordance with article 12:63 of the Belgian Code on Companies and Associations.

- Decision on demerger by acquisition – Determination of the exchange ratio – General terms and conditions – Retroactive effect from an accounting and tax perspective.

Proposed resolution No. 1 :

The general meeting approves the Demerger Proposal and resolves on the demerger by acquisition of the public limited liability company **VOO S.A.** (“**VOO**”), with registered office at rue Jean Jaurès 46, 4430 Ans, and company number 0696.668.549, as a result of which VOO transfers universally, as a result of its dissolution without liquidation (i) all assets and liabilities constituting the Fixed Network Activities, as described in the Demerger Proposal, to the public limited liability company **Orange NetCo** (“**Orange NetCo**”), with registered office at Avenue du Bourget 3, 1140 Evere, and company number 1022.514.315, (ii) all assets and liabilities constituting the Other Activities, as described in the Demerger Proposal, to the Company (i) and (ii) together the “**Demerged Assets and Liabilities**” as further detailed in the Demerger Proposal and this in accordance with the terms and conditions set out in the Demerger Proposal, pursuant to articles 12:59 and subsequent of the Code on Companies and Associations (the “**Demerger**”).

In the context of the Demerger, and more specifically the universal transfer of the Other Activities of VOO to the Company, in accordance with article 12:71, §2 of the Belgian Code on Companies and Associations, and given that the Company is the sole shareholder of VOO, no shares of the Company will be issued and/or allotted in exchange for shares of VOO.

From an accounting and tax perspective, all transactions of VOO as from 1 July 2025 relating to the assets and liabilities constituting the Other Activities shall be deemed to have been carried out on behalf of the Company, and all profits and losses relating to the Other Activities and realised during the period since 1 July 2025 shall be deemed to have been realised by the Company.

- Power of attorney for the formalities.

Proposed resolution No. 2 :

The general meeting grants all powers:

- to the board of directors of the Company, as well as to each director of the Company, acting individually, to implement the resolutions adopted;
- to each employee of the notarial office Berquin Notarissen, established at Lloyd Geogelaan 11, 1000 Brussels, with the right of substitution, to record in one or more authentic deeds of amend-

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ment or supplement any errors or omissions relating to the description of real estate included in the minutes of the extraordinary general meeting of the Company, and to make all necessary declarations, elect domicile, grant exemption to the General Administration of Patrimonial Documentation from ex officio registration, and do all that is necessary or useful in the context of mortgage publicity; and - to B-DOCS BV, with registered office at rue du Taciturne 27/Willem de Zwijgerstraat 27, 1000 Brussels, represented by Ms. Hanane Mejoudi and/or Ms. Carmen Theunis, as well as to its employees, appointees and proxies and/or Mr. Nicolas Janssens de Bisthoven and/or Ms. Lara Trawinski, with the right of substitution, to carry out any act, step and/or formality that appears useful and/or necessary with the legal entities register, a business one-stop shop, the Belgian Official Gazette, the Belgian Crossroads Bank for Enterprises and/or, as the case may be, the Administration for Value Added Tax or any other service.

NUMBER OF SHARES ON THE DATE OF CONVOCATION :

The share capital is represented by 67,412,205 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 resolution No. 1 of the agenda requires a majority of three-quarters of the votes cast, whereby the abstentions shall neither be included in the numerator nor in the denominator. Furthermore, those participating to the meeting must represent at least half of the Company's share capital, as required by article 12:4 *juncto* article 12:67 of the Belgian Code on Companies and Associations.

In order to be adopted, the proposed resolution No. 2 of the agenda requires 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 below 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 17 September 2025 at 12 p.m.** (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 its 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(s) document(s) must reach Euroclear Belgium at the latest on **Thursday 25 September 2025 at 4 p.m.**

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 before 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* form 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 Ms. Anske De Porre).

The proxies and the forms for voting by correspondence must arrive at the Company at the latest on **Thursday 25 September 2025 at 4 p.m.** by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Ms. Anske De Porre).

Please note that a new voting form drawn up by Febelfin (Belgian Financial Sector Federation) for intermediaries/banks is in force since 1 January 2025. This standardised model must be used by intermediaries who currently use the electronic messaging channel to submit their clients' voting instructions to the issuer or its agent. It is available on request from our agent Euroclear Belgium (ebe.issuer@euroclear.com) or from Ms. Anske De Porre (anske.deporre@orange.com). This document does not replace the proxy or forms for voting by correspondence to be used by shareholders.

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 Ms. Anske De Porre). Any requests to this end must reach the Company at the latest on **Tuesday 9 September 2025 at 4 p.m.** 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 16 September 2025**.

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 by e-mail (anske.deporre@orange.com) or by postal services (at the registered office of the Company – to the attention of Ms. Anske De Porre). These questions must reach the Company at the latest on **Thursday 25 September 2025 at 4 p.m.**

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 OR MADE AVAILABLE TO THE SHAREHOLDERS :

The documents that must be presented to the general meeting or made available to the shareholders can be consulted on the Company's website (<http://corporate.orange.be/en/>) as from **Friday 29 August 2025**. 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 Ms. Anske De Porre).

The board of directors