

**AGENDA OF THE
COMBINED GENERAL MEETING
OF APRIL 22, 2005 at 4 :30 P.M
Palais des Congrès - 2 place de la Porte Maillot 75017 PARIS**

RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

- Management report of the Board of Directors.
- Reports of the Statutory Auditors on the financial statements for the financial year ended December 31, 2004.
- Special report of the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code.
- Approval of the statutory financial statements for the financial year.
Final discharge to directors.
- Approval of the consolidated financial statements for the financial year
Final discharge to directors.
- Allocation of the results.
- Transfer of amounts posted to the “special reserve of long-term capital gains”.
- Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code.
- Ratification of the cooptation of a director.
- Renewal of the appointment of directors.
- Appointment of the director representing employee shareholders
- Directors’ fees allocated to the Board of Directors.
- Change in corporate name of one of the Statutory Auditors.
- Authorization to be granted to the Board of Directors to purchase, retain or transfer France Telecom shares.
- Decision to terminate the authorization to the Board of Directors to issue bonds, similar securities or other securities that confer the same right of claim against the Company.

RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

- Board of Directors’ report.
- Statutory Auditors’ report.
- Amendment of Article 9 of the by-laws in order to bring it into conformity with Article L. 228-2 of the French Commercial Code, as amended by Law n° 2003-706 of August 1, 2003 and by the ordinance n° 2004-604 of June 24, 2004.

- Amendment of the by-laws as a result of the transfer to the private sector of the majority of the Company's share capital.
- Amendment of the by-laws pertaining to the age limits of the Chairman of the Board of Directors, the Chief Executive Officer and the Delegated Managing Directors.
- Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to ordinary shares of the Company or of one of its subsidiaries, with preferential subscription rights for shareholders.
- Delegation of authority to the Board Directors to issue ordinary shares of the Company and securities giving access to the ordinary shares of the Company or of one of its subsidiaries, without preferential subscription rights for shareholders.
- Authorization granted to the Board of Directors in the event of the issuance, without preferential subscription rights for shareholders, of ordinary shares or securities giving access to ordinary shares, to determine the issuance price in accordance with the terms and conditions determined by the general meeting.
- Authorization granted to the Board of Directors in the event of a capital increase with or without preferential subscription rights for shareholders, to increase the number of securities to be issued.
- Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to ordinary shares, in the event of a public exchange offer initiated by the Company.
- Delegation of powers to the Board of Directors to issue ordinary shares and securities giving access to ordinary shares, in consideration for contributions in kind granted to the Company and comprised of capital securities or securities giving access to share capital.
- Delegation of authority to the Board of Directors to issue ordinary shares, as a result of the issuance by the Company's subsidiaries of securities giving access to ordinary shares of the Company.
- Delegation of powers to the Board of Directors to issue shares reserved for persons signing a liquidity contract with the Company in their capacity as holders of shares or stock options of the company Orange S.A.
- Delegation of powers to the Board of Directors to proceed with the free issuance of option-based liquidity instruments reserved for holders of stock options of Orange S.A, and beneficiaries of a liquidity contract.
- Overall limitation of the authorizations.
- Delegation of authority to the Board of Directors to issue securities giving a right to the allocation of debt securities.
- Delegation of authority to the Board of Directors to increase the share capital of the Company by incorporation of reserves, profits or premiums.
- Delegation of authority to the Board of Directors to proceed with capital increases reserved for members of the France Telecom group savings plan.
- Authorization to the Board of Directors to reduce the share capital through the cancellation of ordinary shares.
- Powers of attorney.