

combined shareholders' meeting of june 9, 2010



AGENDA OF THE COMBINED SHAREHOLDERS' MEETING OF JUNE 9, 2010 AT 4 P.M.

resolutions within the competence of the ordinary meeting

- Board of Directors' Management Report.
- Statutory Auditors' Reports on the Annual Accounts for the financial year ended December 31, 2009.
- Statutory Auditors' Special Report on the agreements referred to in Article L. 225-38 of the French Commercial Code.
- Approval of the annual financial statements for the financial year ended December 31, 2009 – Quitus to the Board Members.
- Approval of the consolidated financial statements for the financial year ended December 31, 2009.
- Allocation of income for the financial year ended December 31, 2009 and decision on the dividend amount.
- Agreements referred to in Article L. 225-38 and L. 225-42-1 last paragraph of the French Commercial Code.
- Authorization to be granted to the Board of Directors to purchase or transfer France Telecom shares.
- Appointment of Mr Stéphane Richard as director.
- Election of the director representing the employee shareholders.

resolutions within the competence of the extraordinary meeting

- Board of Directors' Report.
- Statutory Auditors' Report.
- Delegation of powers of attorney 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 Orange S.A.
- Delegation of powers of attorney to the Board of Directors to proceed with the free issuance of option-based liquidity instruments reserved for those holders of stock options of Orange S.A. that have signed a liquidity contract with the Company.
- Authorization given to the Board of Directors to grant subscription and/or purchase options to the Company's shares.
- Delegation of authority to the Board of Directors to proceed with capital increases reserved for members of the savings plans.
- Authorization to the Board of Directors to reduce the share capital through the cancellation of shares.
- Powers for formalities.