

**AGENDA OF THE
COMBINED GENERAL MEETING
OF APRIL 21, 2006 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, 2005.
- 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.
- Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code.
- Authorization to be granted to the Board of Directors to purchase, retain or transfer France Telecom shares.

RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

- Board of Directors' report.
- Statutory Auditors' report.
- Amendment of Article 15 of the by-laws in order to bring it into conformity with Article L. 225-37 of the French Commercial Code, as amended by Law n° 2005-842 of July 26, 2005.
- Amendment of Article 21 of the by-laws in order to bring it into conformity with Articles L. 225-96 and L. 225-98 of the French Commercial Code, as amended by Law n° 2005-842 of July 26, 2005.
- 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.

*This translation has been prepared for the convenience of English-speaking readers.
The original French version alone is binding.*

- 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.
- Delegation of authority to the Board of Directors to allocate, free of charge, ordinary shares.
- Powers of attorney.