

The tables below summarize these compensation items.

Gross amounts (in euros)	Amounts due in respect of fiscal year to Stéphane Richard	Amounts paid during fiscal year to Stéphane Richard	Amounts due in respect of fiscal year to Ramon Fernandez	Amounts paid during fiscal year to Ramon Fernandez	Amounts due in respect of fiscal year to Gervais Pellissier	Amounts paid during fiscal year to Gervais Pellissier
Fixed compensation	932,930	932,930	600,000	600,000	600,000	600,000
Variable compensation	626,124	533,250	294,235	296,250	294,235	355,500
Multi-year variable compensation	300,000	300,000	200,000	160,000	200,000	200,000
Exceptional compensation	0	0	0	0	0	0
Attendance fees	0 ⁽¹⁾	0 ⁽¹⁾	NA ⁽²⁾	NA ⁽²⁾	NA ⁽²⁾	NA ⁽²⁾
Welcome bonuses or payments for termination of service	NA	NA	NA	NA	NA	NA
Supplemental retirement plan	NA	NA	NA	NA	NA	NA
Benefits in kind	11,708	11,708	10,236	10,236	18,152	18,152
Total⁽³⁾	1,870,762	1,777,888	1,104,471	1,066,486	1,112,387	1,173,652

(1) Stéphane Richard has waived his right to receive attendance fees.

(2) Not applicable.

(3) For the allocation of stock-options, performance shares or any long-term compensation items, see Section 5.4.1.2.

A detailed presentation of the compensation of Directors and Officers is shown in Section 5.4.1.2 *Amount of compensation paid to Directors and Officers in respect of 2018*.

Thirteenth and fourteenth resolutions

Approval of the compensation principles and criteria for the Chairman and Chief Executive Officer and the Delegate CEOs

Pursuant to Article L. 225-37-2 of the French Commercial Code, shareholders must approve at the Shareholders' Meeting the principles and criteria for determining, apportioning and allocating the fixed, variable and exceptional items comprising the total compensation and all benefits in kind allocated to the Directors and Officers.

The thirteenth and fourteenth resolutions thus propose that shareholders vote on the compensation policy of the Chairman and Chief Executive Officer for fiscal year 2019, Stéphane Richard (thirteenth resolution) as well as the Delegate CEOs (fourteenth resolution).

Details on this policy are shown in the Report on the compensation and benefits of Directors and Officers, produced by your Board and in particular in Section 5.4.1.3. *Compensation policy for Directors and Officers in respect of 2019*.

Fifteenth resolution

Authorization to be granted to the Board of Directors to purchase or transfer Orange shares

Your Board of Directors proposes that you authorize the Buyback of Company shares to a maximum number of shares representing 10% of the capital and at a maximum price of 24 euros per share (this price may be adjusted in the event of transactions on capital). The maximum amount of funds for the Buyback program is therefore set at 6,384,135,837.60 euros.

This authorization will be valid for a period of 18 months from the date of the Shareholders' Meeting and may be implemented at any time except in the event of a public tender offer on the Company's securities.

The purpose of the Buyback program would be to (i) enable the Company to comply with obligations related to securities giving access to capital or to stock option programs or any other type of share allocation or grant to employees (in particular, free share awards or employee shareholding plans), (ii) ensure the liquidity of the Orange share pursuant to a liquidity contract with a financial services provider in compliance with the AMF decision N° 2018-01 dated July 2, 2018, (iii) have shares to deliver in exchange or in payment for external growth transactions, and (iv) reduce the Company's capital.

The Board of Directors would have full authority to implement this delegation and set the terms.

The adoption of this resolution would terminate the authorization to buy back shares granted by the Combined Ordinary and Extraordinary Shareholders' Meeting of May 4, 2018. This authorization was used to acquire shares (outside the liquidity contract) in June and December 2018 (to honor obligations related to the award of shares to employees) and within the framework of the liquidity contract with the independent investment services provider (ISP) (Rothschild) (see section 6.1.4 *Treasury shares – Share Buyback program*). This contract was revised in February 2019 further to changes in regulation regarding liquidity contracts.

The Board of Directors will inform you, in its Annual Report, of share purchases, transfers or cancellations and, as the case may be, of the allocation of shares acquired for the various objectives pursued.