



ORANGE
EUR 35,000,000,000
Euro Medium Term Note Programme

This supplement (the “**Second Supplement**”) is supplemental to, and should be read in conjunction with the Base Prospectus dated 26 June 2019 (the “**Base Prospectus**”) and the first supplement thereto dated 31 July 2019 (the “**First Supplement**”) in connection with the €35,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Orange (the “**Issuer**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of Directive 2003/71/EC as amended (the “**Prospectus Directive**”). The *Autorité des marchés financiers* (the “**AMF**”) has granted visa no. 19-0299 on 26 June 2019 on the Base Prospectus and and visa no. 19-0387 on 31 July 2019 on the First Supplement.

Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement. To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in this Second Supplement will prevail.

Application has been made for approval of this Second Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its General Regulation (*Règlement Général*) which implements the Prospectus Directive.

This Second Supplement has been prepared pursuant to Article 16 of the Prospectus Directive and article 212-25 of the General Regulation (*Règlement Général*) of the AMF for the purposes of updating the section entitled “Documents incorporated by reference” of the Base Prospectus, by incorporating by reference the issuer’s English free translation of the Consolidated Financial Statements for the year ended December 31, 2019 (the “**2019 Consolidated Financial Statements**”), which include an English free translation of the Audits report on the 2019 Consolidated Financial Statements (the “**Audits report on the 2019 Consolidated Financial Statements**”), and the press release dated 13 February 2020, as well as the SUMMARY, and supplementing sections entitled “Recent Developments” and “General Information” of the Base Prospectus.

In accordance with Article 212-27 of the General Regulation (*Règlement Général*) of the AMF, this Supplement is posted on the Issuer’s website: www.orange.com and on the AMF website : www.amf-france.org. A copy of the Supplement is also available free of charge at the Issuer’s registered office.

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of the Notes to be issued under the Programme since the publication of the Base Prospectus.

To the extent applicable, and provided that the conditions of Article 212-25 I of the AMF’s General Regulation are fulfilled, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Second Supplement is published, have the right, according to Article 212-25 II of the AMF’s General Regulation, to withdraw their acceptances by no later than 5 March 2020.



In accordance with articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the *Autorité des marchés financiers* (AMF), in particular articles 212-31 to 212-33, the AMF granted to this Supplement the visa n°20-068 on 3 March 2020. This Supplement has been prepared by the Issuer and its signatories assume responsibility for it. In accordance with article L.621-8-1-I of the French *Code monétaire et financier*, the visa has been granted following an examination by the AMF of whether the document is complete and comprehensible, and whether the information in it is coherent. It does not imply an approval by the AMF of the opportunity of the transaction contemplated hereby nor that the AMF has verified the accounting and financial data set out in it. In accordance with Article 212-32 of the AMF’s General Regulations, any issuance or admission to trading of notes on the basis of the Base Prospectus, as supplemented by this Supplement, shall be subject to the publication of Final Terms.

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SUMMARY OF THE PROGRAMME

RÉSUMÉ EN FRANÇAIS (FRENCH LANGUAGE SUMMARY)

The sections B.4b, B.5 and B.12 of the Programme's French language summary appearing on pages 4 to 25 are deleted and replaced as follows:

B.4b	Tendances	<ul style="list-style-type: none">• Sur la base d'un EBITDAaL 2019 en légère croissance, et après un EBITDAaL 2020 stable positif, le Groupe vise une croissance annuelle de l'EBITDAaL comprise entre 2% et 3% par an en moyenne sur la période 2021-2023.• Sur une base glissante annuelle, les eCAPEX seront d'environ 200 millions d'euros en 2020 en raison des accords de RAN sharing en Espagne et en Belgique. Ils se stabiliseront en 2021 avant de commencer à baisser à partir de 2022, date à laquelle l'essentiel du déploiement FTTH sera finalisé en France.• Le Cash-Flow organique des activités télécoms partant d'une base supérieure à 2 milliards d'euros en 2019 et 2020 sera en croissance avec une cible comprise entre 3,5 et 4 milliards d'euros en 2023.• L'objectif d'un ratio dette nette/EBITDAaL des activités télécoms reste inchangé autour de 2x à moyen-terme.
B.5	Le Groupe et la position de l'Emetteur au sein du Groupe	<p>Orange est l'un des principaux opérateurs de télécommunication dans le monde, avec un chiffre d'affaires de 42 milliards d'euros et 147 000 salariés au 31 décembre 2019, dont 87 000 en France. Le Groupe servait 266 millions de clients au 31 décembre 2019, dont 207 millions de clients mobile, 21 millions de clients haut débit fixe. Le Groupe est présent dans 26 pays. Orange est également l'un des leaders mondiaux des services de télécommunication aux entreprises multinationales sous la marque Orange Business Services. En décembre 2019, le Groupe a présenté son nouveau plan stratégique « Engage 2025 » qui, guidé par l'exemplarité sociale et environnementale, a pour but de réinventer son métier d'opérateur. Tout en accélérant sur les territoires et domaines porteurs de croissance et en plaçant la data et l'IA au cœur de son modèle d'innovation, le Groupe entend être un employeur attractif et responsable, adapté aux métiers émergents.</p> <p>Orange est cotée sur Euronext Paris (compartiment A) et sur le New York Stock Exchange (NYSE).</p>

B.12 Informations financières historiques clés sélectionnées

Les tableaux ci-dessous présentent les chiffres audités clés concernant le compte de résultat et l'état de la situation financière de l'Emetteur, en termes consolidés, au 31 décembre 2019 et au 31 décembre 2018.

Exercices clos le 31 décembre

(en millions, sauf les données par action)

	2019⁽¹⁾	2018
	(Euro)	(Euro)
Chiffre d'affaires	42.238	41.381
Résultat d'exploitation	12.860	4.829
Résultat financier	(1.254)	(1.362)
Résultat net attribuable aux propriétaires de la société mère	3.006	1.954
Résultat net par action - de base	1,03	0,63
Résultat net par action – dilué	1,02	0,62
EBITDA ajusté	n/a	13.005
CAPEX (hors licences)	n/a	7.442
EBITDA ajusté - CAPEX	n/a	5.563
EBITDAaL	12.860	n/a
eCAPEX (hors licences)	7.293	n/a
EBITDAaL – eCAPEX	5.568	n/a

(1) tient compte des effets de l'application d'IFRS 16

Exercices clos le 31 décembre*(en millions)*

	2019⁽¹⁾	2018
	(Euro)	(Euro)
Total de l'actif	106.303	96.592
Endettement financier net	25.466	25.441
	31.727	30.669
Capitaux propres attribuables aux propriétaires de la société mère		

(1) tient compte des effets de l'application d'IFRS 16

Exercices clos le 31 décembre*(en millions)*

	2019	2018
	(Euro)	(Euro)
Flux net de trésorerie généré par l'activité	10.159	9.506
Flux net de trésorerie affecté aux opérations d'investissement	(9.370)	(8.552)
Flux net de trésorerie lié aux opérations de financement	55	(1.131)
Disponibilités et quasi- disponibilités à la clôture	6.481	5.634

Il ne s'est produit aucune détérioration significative ayant des répercussions sur les perspectives de l'Emetteur depuis le 31 décembre 2019.

Il ne s'est produit aucun changement significatif concernant la situation commerciale

		ou financière de l'Emetteur ou du Groupe depuis le 31 décembre 2019.
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SUMMARY OF THE PROGRAMME

The sections B.4b, B.5 and B.12 of the Programme’s summary appearing on pages 26 to 45 are deleted and replaced as follows:

B.4b	Trends	<ul style="list-style-type: none"> • Based on a slightly increasing 2019 EBITDAaL and following a “flat positive” 2020 EBITDAaL, the Group is targeting EBITDAaL growth of between 2% and 3% per year on average for the 2021-2023 period. • On a rolling, 12-month basis, eCapex will increase by around 200 million euros in 2020 due to the RAN-sharing agreements in Spain and Belgium. This will then stabilise in 2021 before starting to decline from 2022, once the bulk of FTTH deployment in France is completed. • The organic cash flow from telecoms activities will grow from a base of more than 2 billion euros in 2019 and 2020 to a target of between 3.5 and 4 billion euros by 2023. • The objective of a net debt/EBITDAaL ratio for telecoms activities remains unchanged at around 2x in the medium term.
B.5	The Group and the Issuer’s position within the Group	<p>Orange is one of the world’s leading telecommunications operators with sales of 42 billion euros in 2019 and 147,000 employees worldwide at 31 December 2019, including 87,000 employees in France. The Group has a total customer base of 266 million customers worldwide at 31 December 2019, including 207 million mobile customers and 21million fixed broadband customers. The Group is present in 26 countries. Orange is also a leading provider of global IT and telecommunication services to multinational companies, under the brand Orange Business Services. In December 2019, the Group presented its new "Engage 2025" strategic plan, which, guided by social and environmental accountability, aims to reinvent its operator model. While accelerating in growth areas and placing data and AI at the heart of its innovation model, the Group will be an attractive and responsible employer, adapted to emerging professions.</p> <p>Orange is listed on NYSE Euronext Paris (compartment A) and on the New York Stock Exchange.</p>

B.12 Selected historical key financial information

The tables below present key audited figures of the consolidated income statement and statement of financial position of the Issuer relating to the years ending 31 December 2019 and 2018.

Year ended 31 December

(in millions, except for per share data)

	2019⁽¹⁾	2018
	(Euro)	(Euro)
Revenues	42,238	41,381
Operating income	12,860	4,829
Finance costs, net	(1,254)	(1,362)
Net income attributable to owners of the parent company	3,006	1,954
earning per share – basic	1.03	0.63
earning per share – diluted	1.02	0.62
Adjusted EBITDA	n/a	13,005
CAPEX (excluding licences)	n/a	7,442
Adjusted EBITDA - CAPEX	n/a	5,563
EBITDAaL	12,860	n/a
eCAPEX (excluding licences)	7,293	n/a
EBITDAaL – eCAPEX	5,568	n/a

⁽¹⁾ including the effects of IFRS 16

Year ended 31 December*(in millions)*

	2019⁽¹⁾	2018
	(Euro)	(Euro)
Total assets	106,303	96,592
Net financial debt	25,466	25,441
Equity attributable to the owners of the parent company	31,727	30,669

⁽¹⁾ including the effects of IFRS 16**Year ended 31 December***(in millions)*

	2019	2018
	(Euro)	(Euro)
Net cash provided by operating activities	10,159	9,506
Net cash used in investing activities	(9,370)	(8,552)
Net cash used in financing activities	55	(1,131)
Cash and cash equivalents at year-end	6,481	5,634

There has been no material adverse change in the prospects of the Issuer since 31 December 2019.

There has been no significant change in the financial or trading position of the Issuer or of the Group since 31 December 2019.

DOCUMENTS INCORPORATED BY REFERENCE

The section “Documents Incorporated by Reference” appearing on pages 64 to 73 of the Base Prospectus is hereby amended with the addition of the following paragraph:

- the English free translation of the Consolidated Financial Statements for the year ended December 31, 2019 (the “**2019 Consolidated Financial Statements**”), which includes an English free translation of the Audits report on the 2019 Consolidated Financial Statements (the “**Audits report on the 2019 Consolidated Financial Statements**”), and the English version of the press release dated 13 February 2020 were filed with the AMF and are by virtue of this Second Supplement incorporated by reference in, and form part of, the Base Prospectus .

All these documents are available on the Issuer’s website: www.orange.com

For the purpose of the Prospectus Directive, information can be found in the documents incorporated by reference in this Supplement in accordance with the following cross-reference table:

Cross-reference table

Annexes IV and IX of the European Regulation N°809/2004/EC of 29 April 2004, as amended		2019 Consolidated Financial Statement	Press Release
3.	SELECTED FINANCIAL INFORMATION		
3.1	<p>Selected historical financial information regarding the issuer, presented, for each financial year for the period covered by the historical financial information, and any subsequent interim financial period, in the same currency as the financial information.</p> <p>The selected historical information for interim periods must provide key figures that summarise the financial condition of the issuer.</p>	4-11	1-15
13	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
13.1	<u>Historical Financial Information</u>		
	<p>Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. Such financial information must be prepared according to Regulation (EC) No 1606/2002, or if not applicable to a Member's State national accounting standards for issuers</p>	4-130	1-21

	Annexes IV and IX of the European Regulation N°809/2004/EC of 29 April 2004, as amended	2019 Consolidated Financial Statement	Press Release
	from the Community.		
	<p>The historical annual financial information must be independently audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view, in accordance with auditing standards applicable in a Member State or an equivalent standard.</p> <p>Balance sheet:</p> <p>Income statement:</p> <p>Cash flow statement:</p> <p>Accounting policies and explanatory notes:</p>	<p>6-7</p> <p>4-5</p> <p>10-11</p> <p>12-124</p>	<p>-</p> <p>18</p> <p>-</p>
	Audit report:	125-130	
13.2	<p><u>Financial statements</u></p> <p>If the issuer prepares both own and consolidated statements, include at least the consolidated financial statements in the registration document.</p>	4-124	1-21
13.4	<u>Age of latest financial information</u>		
13.4.1	The last year of audited financial information may not be older than 18 months from the date of the registration document.	4-124	1-21
13.6	<p><u>Legal and arbitration proceedings</u></p> <p>Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.</p>	120-122	

RECENT DEVELOPMENTS

The section “Recent Developments” on pages 152 to 162 of the Base Prospectus is completed as follows:

- On 4 September 2019, Orange issued EUR 750,000,000 0.00% Fixed Rate Notes due September 4, 2026,
- On 4 September 2019, Orange issued EUR 1,000,000,000 0.50 % Fixed Rate Notes due September 4, 2032,
- On 4 September 2019, Orange issued EUR 750,000,000 1.375 % Fixed Rate Notes due September 4, 2049,
- On 19 September 2019, Orange issued €500,000,000 Undated 7.5 Year Non-Call Deeply Subordinated Fixed to Reset Rate Notes, with a fixed coupon of 1.75% until the first call date,
- On 7 February 2020, Orange exercised with respect to all relevant outstanding notes, its call option the €1,000,000,000 Undated 6 Year Non-Call Deeply Subordinated Fixed to Reset Rate Notes with first call date on 7 February 2020 (ISIN XS1028600473).

On 4 December 2019, the Issuer published the following press release:

Orange presents its new strategic plan Engage2025

Today Orange is presenting Engage2025, its new strategic plan looking forward to 2025. This new growth plan, following on from Essentials2020 launched in 2015, is guided by the aspiration to be exemplary in **social and environmental accountability**, and is based on four ambitions:

Reinvent Orange’s operator model:

- o offer retail and wholesale customers enhanced connectivity;
- o strengthen its leadership in more open and higher-valued infrastructures.

Accelerate in growth areas:

- o make Orange MEA the reference digital operator in Africa & the Middle East;
- o accelerate the development of IT services for B2B customers and scale up cybersecurity;
- o continue to expand in financial services across its entire footprint.

Place data and AI at the heart of its innovation model:

- o for a reinvented customer experience;
- o for smarter networks;
- o for greater operating efficiency.

Building the company of tomorrow, together:

- o tackle the skills challenge;
- o become one of the most attractive employers;
- o support everyone as part of a responsible transformation.

In financial terms, Orange has strong objectives:

Growth of EBITDAaL between 2% and 3% per year on average for the 2021-2023 period.

Increasing organic cash flow for telecoms activities between 2020 and 2023 with a target of between 3.5 and 4 billion euros in 2023 (vs. over 2 billion euros in 2019).

A net debt/EBITDAaL ratio for telecoms activities of around 2x in the medium term.

On the announcement of this new strategic plan, Stéphane Richard, Chairman and CEO of the Orange Group, said: *“If I had to summarise Engage2025, Orange’s new strategic plan, I would use two words: growth and sustainability. The first one is **growth**. We are going to grow our core business – connectivity – by adding to our competitive edge and by making the most of our network infrastructure. We are also going to foster growth beyond connectivity in Europe thanks to three elements which set us apart from our competitors, namely Africa & the Middle East, B2B IT services and financial services.*

To support this growth ambition, by 2025 Orange will have to reinvent itself and adapt to a constantly changing world. Artificial intelligence and data will be at the heart of this reinvention, both to improve customer experience and to make our networks smarter and the whole company more agile. Orange must also address the need for new skills while supporting all its employees.

*The second is **sustainability**. At Orange we are convinced that in the years ahead strong economic performance will not be possible without exemplary performance on social and environmental issues. The story of this new strategic plan is therefore a story of sustainable growth, enabled by the emergence of a reinvented Orange. Our financial objectives for 2023 reflect this, with increased EBITDAaL and organic cash flow from telecoms activities between 2020 and 2023.”*

Engage2025, a strong commitment guided by social and environmental responsibility

The Group wants to foster a business model that is committed and accountable to its employees, its customers and society as a whole.

Orange is committed to inclusion so that each person can benefit from the digital revolution. In addition to its ambitions for regional network coverage, Orange is committed to training and supporting those excluded from the digital ecosystem. By 2025, Orange will open an Orange Digital Centre in all Group regions and in its operational divisions in France. Orange will also provide offers aimed at low-income households in Europe like the “coup de pouce” offer in France or “gigas solidarios” in Spain. Finally, in Africa & the Middle East, Orange will pursue its efforts to offer increasingly affordable smartphones.

The climate challenge is the second aspect of Orange’s commitment. The Group has set an ambitious objective: to beat the GSMA’s objectives by 10 years and achieve carbon neutrality by 2040, despite the explosion of data usage on its networks. This will require the increased use of renewable energy, which will account for over 50% of the Group’s energy mix by 2025, as well as unprecedented efforts in terms of energy efficiency. Orange will strengthen its Green ITN programme to reduce the energy consumption of its networks, it will multiply the number of electrified vehicles in France by 10 and it will rely more on the circular economy, for example by offering eco-designed products and using second-hand network equipment, and by having more second-hand devices available in stores.

Engage2025, four bold ambitions to tackle a changing ecosystem

Orange’s first ambition is to reinvent its operator model by capitalising on its leading network position.

Firstly, Orange will offer enhanced connectivity to its retail and wholesale customers. This will be based on two pillars: providing speeds up to 10 times faster and new associated services.

For fixed services, whether thanks to our own infrastructure or the use of third-party networks, Orange will be able to offer FTTH to more than 65 million households in Europe by 2023, underlining its leadership in Europe in terms of fibre. Orange will rely on the gradual increase in speeds and the constant improvement in quality of connectivity in homes (Homelan) to offer new services. In terms of content, Orange will enhance its OTT TV experience to respond to changing uses. In services relating to the home of the future, Orange will continue to develop its security and remote assistance offers.

In mobile, Orange will focus on 5G. After an initial commercial launch in Romania, 5G will begin to be rolled out in most of the European countries where the Group operates in 2020. From launch, 5G will deliver speeds up to 10x faster, and will offer greater capacity. Then, from 2023 - when core networks transition to 5G - Orange will be able to offer lower latency and implement *network slicing*, i.e. prioritising certain sections of the network to cover critical uses or specific requirements. 5G’s technical performance will allow the introduction of various different uses for B2C (immersive videos, cloud gaming) as well as for business customers, for whom 5G will be a real breakthrough (optimised production time, remote machine control, predictive maintenance, etc.). Orange has already started to construct these future use-cases jointly with its B2B customers and in 2020 will inaugurate an open centre of co-innovation in Chatillon (France) which will be dedicated to new 5G use-cases.

To reinvent its model, Orange will also optimise, develop and derive greater value from its infrastructure, whilst still retaining control.

For its FTTH infrastructure, Orange will continue to invest on its own in order to fulfil its commitments in medium-density areas (AMII) in France, for example. However, to continue its industrial efforts in some areas, whilst controlling its CAPEX, Orange could link up with partners. This is the objective of the project to create a subsidiary in France from 2020 - *Orange Concessions* - which will cover the 4 million Public Initiative Network (RIP) connections belonging to local authorities and for which Orange is the concession holder. In addition, the creation of this subsidiary will enable Orange to seize potential growth or consolidation opportunities in this market. In Spain

and Poland, Orange also plans to share future FTTH deployments with other operators via FiberCos, potentially involving third parties.

Orange will also continue to optimise its copper network in France. This will be done in a very gradual manner so as to support users of the network with the transition to fibre: after an initial experimental phase, copper decommissioning will start in 2023 and should end in 2030.

To optimise the deployment of its mobile infrastructure, particularly 5G, in terms of pace, coverage and financial capacity, Orange will rely on RAN-sharing agreements, whilst maintaining areas of differentiation. This was the impetus for the existing agreements in Poland and Romania and those signed in recent months in Spain and Belgium.

Alongside this, to derive higher value from its owned 40,000 towers of its mobile network in Europe, Orange will create TowerCos in most of its European countries. These entities will be dedicated to the management of the towers and will have three key objectives: to improve operational efficiency and optimise mobile CAPEX, to increase the tower colocation rate whilst retaining Orange's competitive advantage, and finally to better understand and highlight the quality and value of these assets. Orange will retain control of these entities in all the European countries where they are created. The first projects will start in 2020 in France and Spain. Eventually, the consolidation of all or part of these local TowerCos into a European TowerCo, in which Orange will retain majority control, will be considered in order to seize opportunities for consolidation of the tower market at a European level.

Orange announces the disposal of 1,500 non-strategic sites in Spain to Cellnex for 260 million euros. This transaction is consistent with our commitment to maintain control of our strategic assets.

Orange's second ambition is to accelerate its development in three areas of growth: Africa & the Middle East, B2B services and financial services.

Orange has the ambition to be the reference digital operator in Africa & the Middle East. To achieve this, the Group will initially rely on the growth in mobile data driven by increased smartphone penetration and the deployment of 4G. In 2020, Orange will have deployed 4G in almost all countries where it operates and will rely on RAN-sharing agreements and innovative technologies (e.g. lighter pylons) to extend its coverage in rural areas. In addition, Orange will reinforce its multi-services strategy so that they represent 20% of turnover in the area by 2025. In financial services, Orange Money will reach about 900 million euros in revenue in 2023 and alongside this, the Group will continue to develop content, e-health and energy offers. The Group's objective is to have a compound annual growth rate (CAGR) in revenues for the 2020-2023 period of around 5% for the region.

Orange will accelerate the transformation of its B2B activities to take advantage of the convergence of telco/IT businesses, proven by the explosion in demand from companies for on-demand and virtualised connectivity services (such as SD-WAN). Orange will therefore maintain its leadership in connectivity with a focus on network virtualisation, fibre and 5G. At the same time, Orange will continue the development of integration services to provide its customers a complete IT ecosystem: data analytics to support companies in their digital transformation; cloud services and, in the future, edge computing, a key foundation for the digital revolution underway; smart mobility and IoT to deliver all the promises of 5G and edge computing; and of course, cybersecurity in which the Group aims to exceed 1 billion euros in revenue and to be the European leader by 2023. As a result, more than half of the Group's revenue in the Enterprise segment will come from new connectivity services (SD-WAN, 5G) and IT services in 2023.

Finally, in financial services, Orange Bank, having attracted 500,000 customers in its two years of operation, will be launched in all European countries where the Group operates by 2025. Banking services, such as micro-credit, will also be launched in Africa & the Middle East from 2020 to extend the range of services already offered through Orange Money. Capitalising on the success of offers combining banking and telecoms (device financing, cash back on shop purchases, etc.), Orange Bank will develop new products relating to payment, credit and insurance, and is working on a specific digital banking offer for professionals and small businesses. Orange Bank will break-even in Europe towards the end of 2023, with nearly 5 million customers and around 400 million euros in net banking income. Orange Bank Africa will reach nearly 10 million customers by 2023 with net banking income of about 100 million euros.

The Group's growth will also be based on its historic business lines:

In France, services revenue will experience moderate growth in the 2020-2023 period, mainly due to increased FTTH penetration and mobile (5G) services, which secures market share and encourages the acquisition of new customers.

Spain will return to growth in 2021, with increasingly optimised use of its brands in order to capture their value potential, and increased B2B and wholesale opportunities, excluding those with international operators.

Europe will have growth that is better than the market average in each of its six countries, principally led by strong commercial momentum in convergence thanks to the deployment of ultra-high speed broadband.

Orange’s third ambition is to attain a new level in its digital transformation by positioning AI and data at the heart of its innovation model.

These new technologies will enable Orange to improve the customer experience combining the best of both digital and human interactions, offering simplicity, expertise and accountability. Orange will deploy 100% digital pathways and streamline its distribution network, which will remain an essential means for ensuring proximity with customers and for marketing new services. AI and data will allow the Group to provide more personalised offers, leading to greater satisfaction and improved commercial efficiency. Beyond commercial interactions, Orange will increase use of digital tools in its everyday dealings with its customers. By 2023, the number of calls to call centres in Europe will have decreased by 55%. Similarly, Orange will rely on Djingo, which will become a direct voice-controlled interface with the customer, and on the “My Orange” application, which will double the number of users by 2023 to reach nearly 50 million. With smoother pathways and better customer insight, the Group aims to have 9 out of 10 customers recommend Orange in all its countries by 2025.

Orange will put AI and data at the service of its networks in order to optimise the deployment of new mobile sites and those of fibre. These new technologies will also facilitate day-to-day network maintenance, helping to reduce costs and improve quality of service.

Finally, AI will help Orange to improve the efficiency of its internal processes and its back office activities, such as fraud detection.

Orange’s final ambition in this strategic plan is to tackle the skills challenge in line with its “digital and caring” employer promise.

In 2025, the profile of company will be considerably different from what it is today. It will be more international, more B2B-orientated and at the forefront of cutting-edge technologies. To support this evolution, Orange will implement an ambitious plan to increase skills and undertake career retraining. Orange will invest more than 1.5 billion euros in a skills-building programme open to all employees around the world. Specifically, 20,000 employees will be trained in network virtualisation, artificial intelligence, data, cloud computing, code and cybersecurity. To achieve this, Orange Campus will become a networked school open to all employees and, for the first time, to the external world. Meanwhile, the appeal of the company will be reinforced to attract external talent.

Finally, Orange will promote the conditions for sustainable and responsible transformation to ensure coherence at a social and human level for projects undertaken by the Group around the world.

A growth ambition backed by an operational efficiency programme

In order to secure its objectives, Orange will pursue operational efficiency programmes and aims to achieve, by 2023, net savings of one billion euros from within a defined perimeter of indirect costs from telecoms activities at the end of 2019 of 14 billion euros¹.

This ambition is based on a combination of targeted actions related to:

- the Group’s transformation plan launched in 2019, which aims to improve agility and efficiency, and achieve better internal cooperation;
- digitalisation, which reduces the cost of customer care and enables the automation of network management and maintenance processes to absorb the anticipated exponential increase in the number of connections and data traffic;
- the development of shared service initiatives, similar to those already undertaken by the Group in IT;
- the optimisation of certain expenses (“smart spending”) such as an annual 5% decrease in central function expenses excluding staff until 2023 or the control of energy costs, which is a major challenge for the future.

¹ The defined perimeter of 14 billion euros (excluding all indirect costs from Orange Africa & the Middle East, and labour, network and IT costs incurred by OBS’s IT&S activities) is taken from a total indirect cost base of around 19 billion euros.

2023 financial objectives

Based on a slightly increasing 2019 **EBITDAaL** and following a “flat positive” 2020 EBITDAaL, the Group is targeting EBITDAaL growth of between 2% and 3% per year on average for the 2021-2023 period.

For the sake of simplicity, the **eCAPEX** objectives now include RAN-sharing agreements. On a rolling, 12-month basis, eCapex will increase by approximately 50 million euros in 2019 and by around 200 million euros in 2020 due to the RAN-sharing agreements in Spain and Belgium. This will then stabilise in 2021 before starting to decline from 2022, once the bulk of FTTH deployment in France is completed. Excluding RAN-sharing agreements, the objective to reach a peak level of eCAPEX in 2018 will be met. The Group aims to reduce the eCAPEX/sales ratio to around 15% by around the end of 2023 compared to around 17% in 2018.

The **organic cash flow** from telecoms activities will grow from a base of more than 2 billion euros in 2019 and 2020 to a target of between 3.5 and 4 billion euros by 2023.

The objective of a **net debt/EBITDAaL ratio** for telecoms activities remains unchanged at around 2x in the medium term.

Finally, regarding the dividend, Orange will pay out a minimum annual dividend of 70 euro-cents per share over the period, without excluding the possibility of an increase depending on organic cash-flow performance.

Disclaimer

This press release contains forward-looking information about Orange, particularly objectives and trends regarding Orange’s financial situation, investments, results, business and strategy. Although we believe that this forward-looking information is based on reasonable assumptions, it is subject to various risks and uncertainties, including matters which are currently unknown or not considered substantial, and it cannot be guaranteed that the expected events will take place or the stated objectives will actually be reached. More detailed information on potential risks which could affect our financial results is available in the Registration Document filed on 21 March 2019 with the French Financial Markets Authority (AMF) and in the annual report (Form 20-F) filed on 16 April 2019 with the U.S. Securities and Exchange Commission. Subject to applicable regulations, Orange does not undertake to update forward-looking information in view of future developments.

About Orange

Orange is one of the world's leading telecommunications operators with sales of 41 billion euros in 2018 and 148,000 employees worldwide at 30 September 2019, including 88,000 employees in France. The Group has a total customer base of 268 million customers worldwide at 30 September 2019, including 209 million mobile customers and 21 million fixed broadband customers. The Group is present in 27 countries. Orange is also a leading provider of global IT and telecommunication services to multinational companies, under the brand Orange Business Services. In March 2015, the Group presented its new strategic plan "Essentials2020" which places customer experience at the heart of its strategy with the aim of allowing them to benefit fully from the digital universe and the power of its new generation networks.

Orange is listed on Euronext Paris (symbol ORA) and on the New York Stock Exchange (symbol ORAN).

For more information on the internet and on your mobile: www.orange.com, www.orange-business.com or to follow us on Twitter: [@orangegrouppr](https://twitter.com/orangegrouppr).

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Glossary

EBITDAaL: operating income (i) before depreciation and amortization of fixed assets, effects resulting from business combinations, reclassification of translation adjustment from liquidated entities, impairment of goodwill and fixed assets, share of profits (losses) of associates and joint ventures, (ii) after interest on lease liabilities and interest on debts related to financed assets, and (iii) adjusted for significant litigation, specific labor expenses, fixed assets, investments and businesses portfolio review, restructuring programs costs, acquisition and integration costs and, where appropriate, other specific items that are systematically specified in relation to income and/or expenses. EBITDAaL is not a financial indicator defined by IFRS and may not be comparable to similarly titled indicators used by other companies.

eCAPEX: (i) acquisitions of property, plant and equipment and intangible assets, excluding telecommunications licenses and financed assets, (ii) less the price of disposal of property, plant and equipment and intangible assets. eCAPEX is not a financial indicator defined by IFRS standards and it cannot be directly compared to similarly-named indicators used by other companies.

Organic cash flow (telecom): (i) Net cash provided by operating activities, minus (i) repayments of lease liabilities and on debts related to financed assets, and (ii) purchases and proceeds from sales of property, plant and equipment and intangible assets, net of the change in the fixed assets payables, (iii) excluding effect of litigations paid and telecommunication licences paid. Organic cash flow is not a financial aggregate indicator defined by IFRS standards and it cannot be directly compared to similarly-named indicators used by other companies.

GENERAL INFORMATION

§ 1, 7, 8, 9 and 13 of the section “General Information” on pages 171 and 174 of the Base Prospectus are replaced as follows:

“1. Orange has obtained all necessary consents, approvals and authorisations in the Republic of France in connection with the update of the Programme.

Any issue of Notes, to the extent that such Notes constitute obligations, requires the prior authorisation of the board of directors of Orange, which may delegate its powers to any of its members including its chairman and chief executive officer.

For this purpose, on 28 October 2019 the board of directors of Orange authorised the Chairman and Chief Executive Officer and the Chief Executive Officer Delegate, Finance, Performance & Europe, each acting separately, for a one (1) year period starting on 28 October 2019, to issue Notes within the limits set by the board of directors.”

“8. Save as disclosed in this Base Prospectus (in particular in section “Recent Developments” above), there has been no material adverse change in the prospects of the Issuer since 31 December 2019”.

“9. Save as disclosed in this Base Prospectus (in particular in section "Recent Developments" above), there has been no other significant development in the Group’s governmental, legal or arbitration proceedings which may have or have had in the recent past, significant effects on the Issuer and/or the Group’s financial position or profitability during the period of 12 months immediately preceding the date hereof”.

“10. Save as disclosed in this Base Prospectus (in particular in section “Recent Developments” above), there has been no significant change in the financial or trading position of Orange or of the Group since 31 December 2019”.

“15. Ernst & Young Audit and KPMG S.A. have audited in accordance with French generally accepted auditing standards the consolidated statements of financial position of the Issuer as of December 31, 2019 and 2018 and belong to the “*Compagnie Régionale des Commissaires aux Comptes de Versailles*”.”

DECLARATION BY PERSON RESPONSIBLE FOR THE SECOND SUPPLEMENT

After having taken all reasonable measures in this regard, I hereby certify that the information contained in the Second Supplement is, to the best of my knowledge, in accordance with the facts, with no omissions likely to affect its import.

Paris, 3 March 2020

Orange
78 rue Olivier de Serres
75015 Paris
France

Represented by Mr. Ramon Fernandez

Chief Executive Officer Delegate, Finance, Performance & Europe

Duly authorized