



Press release  
Paris, 19 April 2021

## Special procedures of holding the Orange Annual Shareholders' Meeting on 18 May 2021

The context of the covid-19 pandemic and following the measures taken by the French authorities to curb its spread, the Board of Directors has decided that the Combined Shareholders' Meeting will be held "behind closed doors" on 18 May 2021, at Orange's premises located at 111, quai du Président Roosevelt, Issy-les-Moulineaux (92130), France, without the shareholders and other persons entitled to attend being physically present.

This decision of the Board of Directors is made in accordance with (i) the provisions of the French Ordinance no. 2020-321 of 25 March 2020 (as extended and amended by Ordinance no. 2020-1497 of 2 December 2020 and Decree no. 2021-255 of 9 March 2021) adapting the meeting and deliberation rules of the assemblies and governing bodies of legal persons and non-legal entities, due to the covid-19 pandemic and (ii) the provisions of the French Decree no. 2020-418 of 10 April 2020 (as extended and amended by Decrees no. 2020-1614 of 18 December 2020 and no. 2021-255 of 9 March 2021).

Indeed, given the administrative measures limiting or prohibiting travel or collective gatherings for health reasons, Orange is unable to physically bring together its shareholders particularly given the closure of the conference and meeting rooms, the obligation to respect physical distancing measures and the number of people usually present at previous annual shareholders' meetings.

The Combined Shareholders' Meeting will be broadcasted live on 18 May 2021 at 4pm (CET time), and then as a replay on the Orange website at <https://oran.ge/ag2021>, unless technical reasons make this broadcast impossible or seriously disrupt it.

The public sector (to which the two largest Orange shareholders belong, i.e. the French State and Bpifrance Participations), attentive to the plurality of representation within the Combined Shareholders' Meeting, has agreed that the "Orange Actions" mutual fund of the Group savings plan, the third largest Orange shareholder, will act as scrutineer.

Accordingly, Bpifrance Participations, represented by Mr. Thierry Sommelet, and the "Orange Actions" mutual fund of the Group's savings plan, represented by Mrs. Nadia Zak-Calvet, have been appointed as scrutineers for the Combined Shareholders' Meeting of 18 May 2021 by the Board of Directors, in accordance with Decree no. 2020-418 of 10 April 2020 (as extended and amended by Decrees no. 2020-1614 of 18 December 2020, and no. 2021-255 of 9 March 2021).

### Information for Shareholders

All information related to the Combined Shareholders' Meeting is available on Orange Internet website at <https://oran.ge/ag2021>, under "Documentation".

Shareholders can request documentation that is not accessible online by sending a request by email to the following address: [assemblee.generale@orange.com](mailto:assemblee.generale@orange.com). Requests will be answered in electronic form provided that a return email address is indicated in the initial request.

## Attendance terms

Given the current restrictions on travel and events, it will not be possible to request an admission card to the meeting.

During the Shareholders' Meeting, it will not be possible to ask questions live or propose new resolutions.

Shareholders who wish to ask written questions can send them by registered letter to the Chairman of the Board of Directors, 78 rue Olivier de Serres, 75505 Paris Cedex 15 (France), or by email to [assemblee.generale@orange.com](mailto:assemblee.generale@orange.com), together with the account registration certificate for those holding their shares in bearer form. All questions must be received by Friday 14 May 2021 at midnight (CET time), at the latest.

Answers to written questions may be published directly on Orange's website at <https://oran.ge/ag2021> upon Combined Shareholders' Meeting completion and at the latest before the fifth business day following the date of the Combined Shareholders' Meeting.

In order to encourage shareholder dialogue, and in addition to the legal framework of "written questions", Orange has planned to offer shareholders the possibility to ask questions between 10 May 2021 and 18 May 2021, including live during the Shareholders' Meeting, with either of the following mean:

- on a dedicated platform available on the Company's website at <https://oran.ge/ag2021>; or
- by e-mail at [assemblee.generale@orange.com](mailto:assemblee.generale@orange.com); or
- by contacting the Shareholder Relations Department on 0800 05 10 10 (free service & call).

Questions will be grouped by topic (in particular according to their number) and will be answered, as far as possible and within the time limit, during the Shareholders' Meeting.

## Voting mechanism

Shareholders will only be able to exercise their right to vote remotely and ahead of the Shareholders' Meeting.

Shareholders are therefore strongly encouraged to convey their voting instructions online before the Combined Shareholders' Meeting through the VOTACCESS voting platform, or, if preferred, by granting a proxy as described below.

In view of the situation related to the covid-19 pandemic, shareholders are recommended to use, whenever possible, electronic means of communication to transmit their voting instructions or their powers of attorney.

The VOTACCESS platform will be operational from Monday 26 April 2021. The deadline for online voting before the Shareholders' Meeting is Monday 17 May 2021 at 3pm (CET time). However, in order to avoid any potential congestion of the VOTACCESS platform, it is recommended that shareholders do not wait until the day before the Shareholders' Meeting to vote.

Exceptionally, and in accordance with Decree no. 2020-418 of 10 April 2020 (as extended and amended by Decrees no. 2020-1614 of 18 December 2020, and no. 2021-255 of 9 March 2021), (i) appointments or revocations of mandates with indication of proxy must be received by at the latest four days before the date of the Shareholders' Meeting, i.e. no later than 14 May 2021 and (ii) the proxy must send his instructions for the exercise of the mandates

available to BNP Paribas Securities Services by email (to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com), by filling out the postal voting form, at the latest four days before the date of the Shareholders' Meeting, i.e. no later than 14 May 2021.

Only shareholders holding an account registration certificate, either in their name or in the name of a financial intermediary on their behalf, dated at the latest on Friday 14 May 2021 at midnight (CET time) will be authorized to participate in the Shareholder's Meeting.

### **Electronic voting (Internet)**

- For the shareholder holding shares in registered form: holders of shares in pure or administered registered form who wish to cast their vote online can log in to the VOTACCESS platform via the Planetshares website at: <https://planetshares.bnpparibas.com>.
- For shareholders holding shares in bearer form: the holder of shares in bearer form must make the necessary enquiries to find out if her/his custodian is connected or not to the VOTACCESS platform and, as the case may be, if this access has specific terms and conditions. If the custodian is connected to the VOTACCESS platform, the shareholder can identify her/himself on the Internet portal of her/his financial intermediary with her/his usual ID codes to vote, or grant proxy to the Chairman of the meeting, or give a proxy to another person, or revoke a proxy

### **Postal voting**

- For shareholder holding shares in registered form: send back the postal voting form or the proxy form alongside the notice of meeting to BNP Paribas Securities Services, Service "Assemblées Générales" (see address below).
- For shareholders holding shares in bearer form: a request for the specific postal voting form or the proxy form must be made to the financial intermediary managing the securities account as from the date of calling of the Shareholders' Meeting. The form, once filled out, shall be sent back to the custodian who will send it to BNP Paribas Securities Services, Service "Assemblées Générales" with the appropriate shareholder certificate.

In order to be taken into account, the postal voting ballots must be received by the Company or BNP Paribas Securities Services, Service "Assemblées Générales", at the latest on Monday 17 May 2021 at 3pm (CET time).

In case of a proxy given to the Company without any indication of intention, it is important to understand that the Chairman will cast a vote "in favour" of the resolutions presented or approved by the Board of Directors and will vote "against" the other resolutions.

The postal address of BNP Paribas Securities Services, Service "Assemblées Générales" is: CTS Assemblées Générales – Les Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex (France).

The detailed timeline and guidelines concerning the voting mechanism for the Shareholders' Meeting are available online (please see Shareholders' Information section above).

The procedures for holding and participating in the Combined Shareholders' Meeting may be subject to change depending on health requirements and/or legal and regulatory requirements. In this respect, shareholders are invited to regularly consult the section dedicated to the Combined Shareholders' Meeting on the Orange website (<https://oran.ge/ag2021>), under the

heading "Documentation", or to contact the Shareholder Relations Department on 0800 05 10 10 (free service & call).

#### About Orange

Orange is one of the world's leading telecommunications operators with sales of 42.3 billion euros in 2020 and 142,000 employees worldwide at 31 December 2020, including 82,000 employees in France. The Group has a total customer base of 259 million customers worldwide at 31 December 2020, including 214 million mobile customers and 22 million 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.

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](http://www.orange.com), [www.orange-business.com](http://www.orange-business.com) or to follow us on Twitter: [@orangegrouppr](https://twitter.com/orangegrouppr).

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