

## Together 2021, share offering reserved for employees of Orange group companies

### Local supplement for Brazil

You have been invited to invest in the shares of Orange SA, a company incorporated in France («Orange») through the subscription of units of the FCPE Orange International and its compartments Orange International Classique and Orange International Garanti 2021 under the Share Offering Together 2021 (the «Offering») reserved for the employees of Orange group companies. You will find below local Offering information and principal tax consequences for Brazil.

This document is provided to you in addition to the Offering documents (in particular, the Brochure, the Reservation/Subscription form, and the Revocation form as well as the Key Investor Information Documents («KIID») of the compartments Orange International Classique and Orange International Garanti 2021 of the FCPE Orange International. For more details, please refer to the Rules of the Orange International Savings Plan (the «Plan») and to the Regulations of the FCPE Orange International, available upon request to Orange and/or your local Human Resources correspondent. You are also invited to consult the Universal Registration Document of Orange, which contains important information relating to Orange's business, its strategy and goals, the risks inherent to its business, its financial results and certain risks associated with investment in its shares.

## Local Offering Information

### Private Offering

This Offering is a private offering of shares limited to eligible employees of Orange's subsidiaries in Brazil and, as such, is not and will not be registered with the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários – CVM). Orange's shares cannot be offered or sold in Brazil, except in circumstances that do not characterize a public offer or unauthorized distribution of securities in Brazil. Eligible employees should consult their own counsel and financial advisors, and/or make their own assessment of the legal and tax impacts and the risks of participating in the Offering. There can be no assurance that similar plans will be implemented in the future in Brazil.

## Foreign Exchange Control

Your employer will carry out, on your behalf, the remittances of funds abroad related to the payment of the subscription price. Such remittances will be effected through the closing of a foreign exchange transaction on your behalf and, for that purpose, the following documents and information will need to be presented to the financial institution that will close the foreign exchange transaction:

- your name and your Taxpayer Identification Number (CPF/ME), as well as the total amount of the remittances to be made by your employer, on your behalf;
- an authorization given by you allowing your employer to effect the remittances on your behalf; and
- relevant documentation evidencing the legality of the Offering (such as communication documents and other documents distributed to you).

Please note that additional documentation and information may be requested by the financial institution that will close the foreign exchange transaction, for instance, tax clearance certificates.

In addition, please note that as the documentation required by the financial institution for closing the foreign exchange transaction is defined at its sole discretion, such documentation should be checked with the relevant financial institution before the contracting of such transaction.

## Payment method

The full amount of your subscription shall be paid by wire transfer to the following account, and must be received no later than 25 November 2021.

### ■ Bank details to be used by OBS Brasil LTDA subscribers:

Beneficiary: Orange Business Service Brasil Ltda  
Bank: Citibank  
BIC/Swift code: CITIBRBR  
IBAN: BR2733479023000010001468570C1  
Message for the beneficiary: «Together 2021» + Employee ID

## Subscription Price / Euros / Real exchange

Please note that your investment will be held in euros. For purposes of making your investment, the amount of your payment in reais will be converted into euros by your employer. The exchange rate used to determine the amount of your investment in euros will be set by Orange on November 2, 2021. Any variation between the exchange rate set by Orange and the exchange rate in effect on the date of the actual remittance of funds abroad will not affect the amount of your investment.

Any taxes, brokerage fees, transaction costs and other expenses applicable to the remittances of proceeds abroad related to your investment will be borne by your employer. Similar expenses arising from the repatriation of proceeds to Brazil due to the redemption of your assets shall be borne by you.

During the life of your investment, the value of the Orange shares purchased through the FCPE, on your behalf, will be affected by fluctuations in the currency exchange rate between the Euro and the Real. As a result, if the value of the Euro strengthens relative to the Real, the value of the shares expressed in Reais will increase. On the other hand, if the value of the Euro weakens relative to Real, the value of the shares expressed in Reais will decrease.

## Lock-up period of 5 years and early release events

In consideration of the benefits granted to you under the Offering, your investment is subject to a 5-year lock-up period (up to and including June 1st, 2026), during which you will not be able to redeem your investment.

However, you can request that your investment be released in advance upon the occurrence of any of the following events:

- Marriage or civil union agreement; (\*)
- Birth or adoption of a third (or subsequent) child provided that your household is already financially responsible for at least two children; (\*)
- Divorce or separation when it is accompanied by a court decision specifying that your home is to be the sole or shared ordinary place of residence of at least one child; (\*)
- Termination of employment contract;
- Use of invested amounts for the purpose of creation of certain type of business by you, your spouse or child; (\*)
- Use of invested amounts for the purpose of acquisition or enlargement of a principal residence which includes the creation of new living space; (\*)
- Your disability or disability of your spouse or child;
- Your death or death of your spouse; or
- Violence committed against the employee by his/her spouse, partner, civil partner, or his/her former spouse, partner, or civil partner.

Please note that for events marked (\*), the request for early release must be submitted within 6 (six) months following the event.

Redemption shall take place in the form of a single payment that, at your choice, shall relate to all or some of your assets that may be redeemed.

These early release events are defined by French law and must be interpreted and applied in a manner consistent with French law. You should not conclude that an early release event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon providing the required supporting documentation.

## Labor law disclaimer

Please note that this Offering is provided to you by the French company Orange, not by your local employer. The decision to include a beneficiary in this or any future offering is taken by Orange, at its sole discretion. This Offering does not form part of your employment agreement and does not amend or supplement such agreement. Your participation in this Offering does not entitle you to future benefits or payments of a similar nature or value and does not entitle you to any compensation in case you lose your rights under this Offering as a result of the termination of your employment. Benefits or payments that you may receive or be eligible for under this Offering will not be taken into consideration in determining the amount of any future benefits, payments or other entitlements that may be due to you, if any (including in cases of termination of employment).

# Tax Information for employees

**This summary sets forth general principles that are expected to apply to employees who participate in the Offering and (i) are resident in Brazil for the purposes of the tax laws of Brazil and the Treaty between Brazil and the French Republic for the avoidance of double taxation, dated September 10, 1971 (the «Treaty») and (ii) are entitled to the benefits of the Treaty, but may not apply in all specific cases.**

**This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive. For definitive advice, employees should consult their own tax advisors regarding the tax consequences of participating in this Offering.**

**The tax consequences listed below are described in accordance with Brazilian and certain French tax law and tax practices, as well as the Treaty, all of which are applicable at the time of the Offering. These laws, practices and the Treaty may change over time.**

## Taxation in France

You will not be subject to tax in France with respect to the subscription of shares of Orange via the compartments Orange International Classique and Orange International Garanti 2021 of the FCPE Orange International or with respect to the redemption of your FCPE units. You will not be subject to tax in France during the 5-year investment period provided that you hold your shares (including bonus shares) in the compartments Orange International Classique and Orange International Garanti 2021 and that any dividends that may be distributed by Orange on shares held in these compartments are not paid out to you.

## Taxation in Brazil

**Question: If I decide to participate in the Offering, will I be required to pay any tax or social security charges when I subscribe for Orange shares?**

### With respect to the discount:

The subscription of shares through the FCPE is not a taxable event under Brazilian law. Therefore, no tax or social security charges are due upon the subscription of FCPE units or upon subscription by the FCPE, on your behalf, of the Orange shares.

However, the outflow of proceeds from Brazil to abroad as a result of the subscription/acquisition of the FCPE units by you requires the closing of a foreign exchange transaction with a Brazilian bank and, as such, will be subject to Tax on Foreign Exchange Transactions («IOF/Exchange») at a rate of 0.38%. Such IOF/Exchange must be withheld by the Brazilian bank responsible for the relevant foreign exchange transaction and paid by such bank. The IOF/Exchange costs related to your investment will be borne by your employer.

### With respect to bonus shares:

When the bonus shares are delivered in the FCPE and the FCPE, as a result of such delivery, issues and delivers to you new FCPE units representing such shares, you will be subject in Brazil to individual income tax calculated on the amount of taxable income, which shall be equal to the market value of the FCPE units representing the Bonus Shares on the date such FCPE units are delivered to you («Date of Delivery»), at progressive income tax rates which range from 0% to 27.5%, in accordance with the schedule below, as the amount corresponding to these FCPE units will be deemed compensation with salary nature, and taxed accordingly.

The income tax on FCPE units representing bonus shares shall be assessed and withheld by your employer on the Date of Delivery by using the progressive tax schedule which rates range from 0% to 27.5%. The tax rate for personal income tax is divided into brackets, as follows:

Bracket / month	Rate	Tax Credit
Up to R\$1,903.98	0%	Nihil
From R\$1,903.99 to 2,826.65	7.5%	R\$142.80
From R\$2,826.66 to 3,751.05	15%	R\$354.80
From R\$3,751.06 to 4,664.68	22.5%	R\$636.13
Above R\$4,664.68	27.5%	R\$869.36

This income tax, nevertheless, is not final and can be offset against any final income tax assessed and payable by you in your annual income tax return («Tax Return»), because the corresponding amount of the FCPE units representing Bonus Shares will be part of your year-end taxable income. The acquisition of FCPE units must be informed in your Tax Return. Individuals must file their Tax Returns by April 30 of the subsequent calendar year, in which among other information, they must report: (i) FCPE units acquired throughout the year; and (ii) the capital gain and the amount of tax paid, in case such FCPE units are sold.

Furthermore, as the FCPE units representing Bonus Shares will be deemed compensation with salary nature and taxed accordingly, your employer will subject the market value of such FCPE units to social security charges as follows:

Contribution Salary	Tax
Up to R\$1,100.00	7.5%
From R\$1,100.01 to R\$2,203.48	9%
From R\$2,203.49 to R\$3,305.22	12%
From R\$ 3,305.23 to R\$ 6,433.57	14%

**Question: If dividends are distributed on the Orange shares subscribed or offered in this Offering, will I be required to pay any tax or social security charges on such dividends?**

#### **CLASSIC FORMULA**

Dividends that may be paid by Orange under the Classic Formula will be paid directly to the FCPE and will be automatically reinvested on your behalf by the FCPE in the compartment Orange International Classique, which will result in the issuance of additional FCPE units.

No, dividends paid directly to the FCPE and automatically reinvested by the FCPE will not be taxable.

#### **GUARANTEED FORMULA**

All dividends paid on Orange shares held in the compartment Orange International Garanti 2021 are paid out to the FCPE and the FCPE pays to the bank which provides the guarantee the amount corresponding to any of such dividends. Accordingly, you do not benefit from the dividends that may be paid with respect to Orange shares subscribed or offered and which are held in this compartment

No, as the dividends are paid directly to the FCPE and an amount corresponding to such dividends is paid by the FCPE to the bank pursuant to the swap arrangement between the FCPE and the bank.

**Question: Will I be required to pay any wealth tax with respect to the Orange shares held through the FCPE?**

No.

**Question: Will I be required to pay any tax or social security charges when I exit the plan (i.e., when I request redemption of my FCPE units for cash)?**

You, as a Brazilian taxpayer who holds units of the FCPE outside Brazil, in case of redemption of such units for cash (either at the end of the lock-up period or in the event of an authorized early exit event), will have your capital gains earned abroad (measured by the positive difference between the acquisition price and the redemption amount), if any, taxed at rates ranging from 15% to 22.5%, notwithstanding whether such gains are repatriated to Brazil or not, pursuant to the chart below. For purpose of the above, the acquisition price of the FCPE units arising from the Bonus Shares granted by Orange would be the market value of such FCPE units on the Data of Delivery.

Tax rate	Tax assessment
15%	Over the portion of capital gains that does not exceed R\$ 5,000,000.00 (five million reais)
17.5%	Over the portion of capital gains that exceeds R\$5,000,000.00 (five million reais) and does not exceed R\$10,000,000.00 (ten million reais)
20%	Over the portion of capital gains that exceeds R\$10,000,000.00 (ten million reais) and does not exceed R\$30,000,000.00 (thirty million reais)
22.5%	Over the portion of capital gains that exceeds R\$ 30,000,000.00 (thirty million reais)

However, Brazilian tax law provides for the tax exemption for gains assessed on the redemption of certain types of assets held abroad, such as the FCPE units, when the global redemption amount, on a given month, is equal or lower to R\$35,000.00. The applicability of this tax exemption to you should be assessed on a case-by-case basis by you together with your own legal and tax counsel.

For purposes of the progressive tax rates above, in the event of a redemption of FCPE units by means of more than one transaction, the capital gain obtained as of the second redemption transaction (provided that such second transaction is carried out until the end of the year subsequent to the year in which the first redemption transaction has occurred), should be added to the amounts of the capital gains obtained in the previous redemption transactions for purposes of calculating and determining the applicable tax rates, provided that the amount of income tax paid in the previous redemption transactions may be deducted.

Should the employee choose not to immediately redeem his FCPE units for cash, but rather to keep them or to redeem them for shares at the same value, no income tax shall be due until the redemption of the FCPE units for cash or sale of the shares.

Any capital gains tax paid abroad to a country that has entered into a tax treaty with Brazil, such as France, or offers reciprocity treatment, is creditable against Brazilian income tax up to the amount of the applicable Brazilian income tax. Such taxation is final, which means that the income tax paid in Brazil will not be considered in the calculation of the annual income tax. The calculation of the taxable gains is made in reais, therefore, any variation in the euro against the real will represent a gain or a loss, as the case may be, to be considered in the calculation of the taxable gains. It is not necessary that the selling proceeds be repatriated to Brazil in order to characterize the income as realized. It is enough that the income be at disposal of the Brazilian taxpayer, in Brazil or abroad.

The capital gain must be informed via the capital gain program of the Receita Federal do Brasil – Programa de Apuração dos Ganhos de Capital - GCAP.

In order to pay the applicable income tax on such capital gains, a federal tax payment document (DARF) must be issued by you under code No. 8523. The tax on capital gains received by you must be paid until the last business day of the month following the month in which the gain is obtained.

Moreover, the inflow of proceeds to Brazil received abroad by you as result of the redemption of your FCPE units requires the closing of a foreign exchange transaction with a Brazilian bank and, as such, will be subject to IOF/Exchange at a rate of 0.38%. Such IOF/Exchange must be withheld by the Brazilian bank in charge of the relevant foreign exchange transaction and paid by such bank. For purposes of redemption, you will bear the costs of such IOF/Exchange.

**Question: What are my reporting obligations in Brazil with respect to holding of Orange shares through the compartments Orange International Classique and Orange International Garanti 2021 of the FCPE Orange International, receipt of dividends and at the time of redemption of my FCPE units?**

**■ Subscription and ownership of FCPE units representing Orange's shares:**

Each time a Brazilian resident purchases goods or rights abroad, such as company shares or FCPE units, the purchase price and the type of goods or rights must be informed to Receita Federal do Brasil. This information is presented in Tax Return, in the proper space assigned for «Declaration of Goods and Rights» (Bens e Direitos), which must be filed every year.

The purchase price of the assets to be informed to Receita Federal do Brasil shall reflect the effective amount paid by the taxpayer to acquire such assets, which means, for the subscription of the FCPE units, the total amount in reais used by you to subscribe such units.

With respect to the Bonus Shares delivered to the FCPE on your behalf, which will result in additional FCPE units issued on your behalf, the purchase price will be equal to the market value of such FCPE units at the Date of Delivery. Such amount should also be informed by you, in the proper space of your Tax Return, as revenue received (salary), as well the corresponding income tax withheld by your local employer.

The ownership of FCPE units representing shares of Orange held by the FCPE, on your behalf, must also be informed, every year, in the «Bens e Direitos» section of your Tax Return, and should be informed in the section «situation on 12.31.20[ ]».

In addition, the location of the relevant assets (i.e. France), the price, in euros, of each unit of the FCPE acquired and the number of FCPE units acquired must be informed in the section «Discriminação» of your Tax Return. For this purpose, we suggest the following wording to be filled in the «Discriminação» section:

**«[number of units acquired] units of the FCPE [name of the FCPE] located in France, by € [amount in euros] per unit, corresponding to R\$ [amount in reais], according to the exchange rate from [exchange rate date].»**

Investments abroad higher than (i) US\$1,000,000.00 (or its equivalent in other currencies) must be annually reported to the Central Bank of Brazil in accordance with the procedures described from time to time by the Central Bank of Brazil; or (ii) US\$100,000,000.00 (or its equivalent in other currencies) must be quarterly reported to the Central Bank of Brazil in accordance with the procedures described from time to time by the Central Bank of Brazil.

**■ Redemption of FCPE units representing Orange's shares:**

Capital gains assessed upon redemption of the units of the FCPE involving amounts higher than the R\$35,000.00 threshold mentioned above must be informed in the «Rendimentos Sujeitos à Tributação Exclusiva – ganho de capital em moeda estrangeira» section of your Tax Return.

Capital gains involving amounts equal to or lower than R\$35,000.00 threshold mentioned above must be informed in the «Rendimentos Isentos/Não Tributados» section of your Tax Return. With regards to the «Bens e Direitos» section, the same procedure is applicable, and it is important to inform in the «Discriminação» section that the transaction is subject to the monthly exemption threshold. Based on the Treaty entered into between France and Brazil for the avoidance of double taxation, capital gain taxes paid in France may be offset up to the amount of the applicable Brazilian income tax in the section «Imposto Pago».

As mentioned above, you must assess on a case-by-case basis, together with your own legal and tax counsel, whether the R\$35,000.00 limit mentioned above is applicable to your specific case.