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

Local supplement for Mauritius

You have been invited to invest in the shares of Orange through the subscription of units of the FCPE Orange International and its compartments Orange International Classique and Orange International Garanti 2021 in a 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 your country.

This document is provided to you in addition to the Offering documents (in particular, the Brochure and 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. You are also invited to consult the Universal Registration Document of ORANGE that 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

The Offering described in this document and in the other communication materials relating to it is presented to you because you are an employee of the Orange group. Participation in this Offering is not obligatory and your decision to participate or not will not impact your employment with the Orange group. The decision whether or not to participate is yours to make.

The information contained in this document is being provided to you solely as information and shall not be construed as advice, guidance, recommendation, or solicitation in connection to the Offering. Neither Orange nor your employer can give you investment advice, guidance, recommendation or guarantees regarding the future price of the Orange shares.

Securities laws information

By virtue of Section 70(1)(g) of the Securities Act 2005, this Offering is exempted from the requirements for a prospectus under the Securities Act 2005.

Payment method

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

Bank details to be used by OBS Mauritius Ltd subscribers
Beneficiary: OBS Mauritius Ltd
Bank: HSBC
BIC/Swift code: HSBCMUMU
IBAN: MU30 HSBC 0701 0018 5334 0006 000MUR
Please indicate as reference for the transfer “Together 2021” and your employee identification number (Employee ID).

Bank details to be used by Business & Decision LTEE subscribers
Beneficiary: Business & Decision LTEE
Bank: ABSA bank Mauritius
BIC/Swift code: BARCMUMUMAF
IBAN: MU69BARC0307000002092155000EUR
Please indicate as reference for the transfer “Together 2021” and your employee identification number (Employee ID).

Euros / local currency exchange

Shares of Orange are subscribed in Euros. Thus, the amount of your investment will be converted into Euros at the exchange rate as of the date of determination of the subscription price by Orange. During the life of your investment, the value of your assets will be affected by fluctuations in the currency exchange rate between Euros and the currency of your country. As a result, if the value of Euros strengthens relative to the currency of your country, the value of the shares expressed in the currency of your country will increase. On the other hand, if the value of Euros weakens relative to the currency of your country, the value of the shares expressed in the currency of your country will decrease.

Lock-up period of 5 years and early release events

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

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

- Marriage (*)
- 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
- Overindebtedness acknowledged by a commission of overindebtedness or a judge
- 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 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 made 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 in its sole discretion.

The Offering does not form part of your employment agreement and does not amend or supplement such agreement.

The launch of this Offering results from a decision taken at the discretion of Orange. It does not constitute a right granted and participation in this Offering in no way confers any right to participate in similar transactions. There is no obligation of Orange to launch new offerings in subsequent years.

Gains or benefits that you may receive or be eligible for under the 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 (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 Together 2021 Offering.

This summary applies to employees who (i) are and will remain during their investment resident in Mauritius for the purposes of the tax laws of Mauritius and the Convention between Mauritius and the French Republic dated June 23, 2011 for the avoidance of double taxation (the “Treaty”) and (ii) are entitled to the benefits of the Treaty.

The tax treatment applicable to you may be different subject to your personal situation and in particular if you are internationally mobile.

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 tax law and tax practices of France and Mauritius, as well as the Treaty, all of which as 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 Mauritius

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 tax treatment is the same under the Classic formula and under the Guaranteed formula.

CLASSIC FORMULA

Answer: Under the Classic formula, you will be subject to tax at the time when you will exercise the share offer, that is, when you will buy the shares and the shares will be delivered to you on December 16, 2021. The taxable amount will be determined with reference to the proposed discount of 30% on the shares subscribed, being the difference between the fair market value (assumed to be the reference price) and the subscription price. This will be treated as the taxable benefit and you will be taxed at the rate of 15% on the same amount. Orange will treat the discount as benefit in kind in your payslip and will withhold tax under the Pay As You Earn (“PAYE”) from the salaries you will be paid in the month you will exercise the share offer. There will be no social security implications on the share discount amount as social security contributions are calculated with reference to the basic salary.

GUARANTEED FORMULA

Answer: Under the Guaranteed formula, you will be subject to tax at the time when you will exercise the share offer on December 16, 2021. The taxable amount will be determined with reference to the proposed discount of 30% on the shares subscribed, being the difference between the fair market value (assumed to be the reference price) and the subscription price. This will be treated as the taxable benefit and you will be taxed at the rate of 15% on the same amount. Orange will treat the discount as benefit in kind in your payslip and will withhold tax under the PAYE from the salaries you will be paid in the month you will exercise the share offer. There will be no social security implications on the share discount amount as social security contributions are calculated with reference to the basic salary.

You will later benefit from a gain on the shares calculated based on a formula. This will be treated as a separable and independent component reward associated with the shares.

With respect to bonus shares:

Answer: In respect to the bonus shares, you will be subject to tax on the market price of such bonus shares. This will be treated as the taxable benefit and you will be taxed at the rate of 15% on the same amount under PAYE in the same month you will receive the bonus shares. There will be no social security implications on the bonus share amount as social security contributions are calculated with reference to the basic salary.

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?

The tax treatment is different under the Classic formula and under the Guaranteed formula.

CLASSIC FORMULA

Dividends that may be paid by Orange will be reinvested in the compartment Orange International Classique and will result in issuance to additional units.

Answer: You will be not be taxed in respect of the dividends distributed on the Orange shares subscribed as the FCPE will reinvest the dividends in the issuance of additional shares from France without any remittance in Mauritius. However, you will be taxed at 15% on the additional units or fraction of units issued to you at the time of reinvestment of the dividends. The taxable amount will be equivalent to the reinvested dividends. There will also be no social contribution implications in Mauritius. However, if the dividends are remitted to Mauritius, these will be taxed at 15% on a remittance basis.

GUARANTEED FORMULA

For all dividends paid on Orange shares held in the compartment Orange International Garanti 2021 are paid out to the bank which provides the guarantee. 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.

Answer: No, to the extent that you do not benefit from such dividends under the Guarantee formula, there will be no tax implications.

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

Answer: No. Wealth tax is not applicable in Mauritius.

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)?

CLASSIC FORMULA

Answer: No. Any gain that you will receive from the sale of the FCPE units will be considered as a capital gain and will not be subject to tax as there is no Capital Gains Tax ("CGT") in Mauritius. Also, there is no social security tax applicable on this gain as social security contributions are calculated with reference to the basic salary.

GUARANTEED FORMULA

Answer: The proceeds paid to you under the Guaranteed Plan will be calculated based on a formula. This will not constitute to be a taxable benefit paid to you by Orange as it will be treated as a separable and independent component associated with the shares. Orange will not be responsible to withhold any tax on this gain under PAYE.

Any gain that you will receive from the sale of the shares will be considered as a capital gain and will not be subject to tax as there is no CGT in Mauritius. Also, there is no social security tax applicable on this gain as social security contributions are calculated with reference to the basic salary.

Question: What are my reporting obligations in Mauritius 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?

Answer: When you buy the Orange shares, you must report the taxable benefit in respect of the share discount and the bonus shares on your tax return for that year. This should match the amount reported by Orange on the Statement of Emoluments.
Any dividend remitted to you in Mauritius under the Classic Formula, you will be required to self-declare the receipt of the dividend remitted as 'other income' in your tax return and pay the tax accordingly. However, no dividend is expected to be remitted as they will either be reinvested (classic formula) or paid to the guaranteed bank (guaranteed formula). There are no reporting obligations in respect of the gain arising from the redemption of the shares under both the Classic formula and the Guaranteed formula as such gain is not taxable in Mauritius.