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Orange announces the results of the consent solicitation in respect of its outstanding £600,000,000 Undated 8.5 Year Non-Call Deeply Subordinated Fixed to Reset Rate Notes

Orange announced on 22 October 2021 an invitation (such invitation, the “**Consent Solicitation**”) to eligible holders of its outstanding £600,000,000 Undated 8.5 Year Non-Call Deeply Subordinated Fixed to Reset Rate Notes (ISIN: XS1115502988) (the “**Notes**”) to consent to the execution of the Notes Amendment Deed to effect, *inter alia*, the modification of the terms and conditions of the Notes in order to change the basis of the interest reset provisions from GBP LIBOR to GBP SONIA and to include appropriate benchmark fallback provisions in respect of GBP SONIA.

The Meeting was held on 15 November 2021. The Meeting was quorate, the Extraordinary Resolution was passed and the Eligibility Condition was satisfied.

Accordingly, the Implementation Date is 15 November 2021, and the Notes Amendment Deed has been dated 15 November 2021 and entered into by, *inter alios*, the Issuer and the Agent. The proposed modification to the terms and conditions of the Notes described in the Consent Solicitation Memorandum have, therefore, been made with effect on and from 15 November 2021.

Unless otherwise indicated, capitalised terms used but not otherwise defined in this announcement have the meanings given in the Consent Solicitation Memorandum dated 22 October 2021 prepared by Orange, which was made available to Eligible Noteholders from the Tabulation Agent (including on its website via the link <https://deals.lucid-is.com/orange>).

NatWest Markets N.V. acted as Solicitation Agent for the Consent Solicitation.

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Disclaimer

The Consent Solicitation has now concluded and no further Consent Instructions or other voting instructions may be submitted.

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell securities in the United States or any other jurisdiction. The Notes have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and the Notes may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. UK MiFIR professionals/Eligible Counterparties only / No UK PRIIPs KID – Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No UK PRIIPs key information document (KID) has been prepared. EU MiFID II professional investors/Eligible Counterparties only / No EEA PRIIPs KID – Manufacturer target market (EU MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No EEA PRIIPs key information document (KID) has been prepared.

The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.

About Orange

Orange is one of the world's leading telecommunications carriers with sales of 42.3 billion euro in 2020 and 137,000 employees at September 30, 2021, including 79,000 in France. The Group had a total customer base of 266 million customers at September 30, 2021, including 222 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, www.orange-business.com or to follow us on Twitter: [@orangegrouppr](https://twitter.com/orangegrouppr).

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