Consolidated Financial Statements

Year ended December 31, 2024

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Significant events 2024

Creation of the MásOrange joint venture, 50% owned by the Orange group, following the combination of the activities of Orange Espagne and MásMóvil

The European Commission's green light for the transaction was obtained on February 20, 2024. Accordingly, since that date, the Orange group has presented the contribution of the activities of Orange Espagne and its subsidiaries in the Consolidated Financial Statements by applying the principles of IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" (see Note 3 Discontinued operations and Note 1 Segment information).

On March 26, 2024, the transaction was completed and led to the creation of the MásOrange joint venture, jointly controlled by Orange and the MásMóvil shareholders. As part of this transaction, the Orange group lost exclusive control of Orange Espagne and its subsidiaries, which had until then been fully consolidated, and now consolidates its interest in MásOrange using the equity method. The gains (losses) on disposal resulting from the loss of exclusive control was recognized in consolidated net income of discontinued operations. The capital loss resulting from that disposal amounted to (135) million euros.

Disposal of Orange Cinéma Series (OCS) and Orange Studio

On January 31, 2024, the Orange group completed the disposal of its entire stake in OCS and Orange Studio to the Canal+ group, generating a loss on disposal of (173) million euros.

Orange Bank closure plan in Europe

In 2024, Orange and BNP Paribas implemented a customer account referral partnership with Hello bank! and BNP Paribas, providing a banking continuity solution for the Orange Bank customer portfolio in France and Spain. Orange Bank also retroactively sold all its credit portfolios in Spain to Banco Cetelem and in France to KKR. The total capital loss resulting from these disposals amounts to (196) million euros at December 31, 2024.

Transactions between shareholders with no impact on the nature of the control exercised

Conversion of Nethys' stake in VOO into Orange Belgium shares

Following the takeover of VOO by Orange Belgium on June 2, 2023, Nethys had a put option to convert its residual stake in VOO (25% + 1 share) into Orange Belgium shares. The put option was exercised in the first half of 2024 and Nethys now holds 11% of Orange Belgium's capital as a result of this transaction.

Nethys has a put option with a floor price of 279 million euros (excluding interest) granted by Orange on its stake in Orange Belgium, exercisable until March 2026.

The effects of the transaction on the Consolidated Financial Statements only affect consolidated equity.

Merger of Orange Romania Communications into Orange Romania

On June 1, 2024, Orange Romania and Orange Romania Communications merged. Following this merger, the Romanian State held 20% of the merged entity.

The effects of the merger on the Consolidated Financial Statements only affect consolidated equity.

The various significant events mentioned above are detailed in Notes 4.2, 6.3 and 18.1.

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Notes to the Consolidated Financial Statements

The accompanying notes form an integral part of the Consolidated Financial Statements. The accounting policies are set out in the shaded areas of each note.

Consolidated income statement

(in millions of euros, except for per share data)	Note	2024	2023[1]	2022[1]
Revenue	5.1	**40,260**	**39,678**	**39,127**
External purchases	6.1	(16,649)	(16,762)	(16,164)
Other operating income	5.2	970	869	748
Other operating expenses	6.2	(519)	(394)	(342)
Labor expenses	7.1	(8,458)	(8,742)	(8,654)
Operating taxes and levies	11.1.1	(1,771)	(1,669)	(1,742)
Gains (losses) on disposal of fixed assets, investments and activities	4.1	(279)	90	233
Restructuring costs	6.3	(134)	(456)	(117)
Depreciation and amortization of fixed assets	9.2	(6,348)	(6,272)	(5,928)
Depreciation and amortization of financed assets	9.5	(160)	(129)	(107)
Depreciation and amortization of right-of-use assets	10.1	(1,383)	(1,346)	(1,337)
Effects resulting from business combinations		(2)	11	-
Impairment of goodwill	8.1	-	-	(817)
Impairment of fixed assets	9.3	(14)	(47)	(56)
Impairment of right-of-use assets	10.1	(48)	(69)	(54)
Share of profits (losses) of associates and joint ventures	12.1	(348)	(29)	(2)
Operating income		**5,116**	**4,731**	**4,789**
Cost of gross financial debt excluding financed assets		(1,043)	(1,068)	(770)
Interests on debts related to financed assets		(17)	(14)	(3)
Gains (losses) on assets contributing to net financial debt		375	283	48
Foreign exchange gain (loss)		(43)	(32)	(97)
Interests on lease liabilities		(252)	(221)	(128)
Other net financial expenses		(87)	(116)	46
Finance costs, net	14.2	**(1,066)**	**(1,168)**	**(904)**
Income taxes	11.2.1	**(1,355)**	**(875)**	**(1,313)**
Consolidated net income of continuing operations		**2,695**	**2,688**	**2,572**
Consolidated net income of discontinued operations	3	**207**	**203**	**45**
Consolidated net income		**2,902**	**2,892**	**2,617**
Net income attributable to owners of the parent company		2,350	2,440	2,146
Non-controlling interests	16.6	552	451	471

(1) December 2023 and December 2022 figures have been restated retrospectively following the application of IFRS 5 in connection with the combination of Orange Espagne and MásMóvil (see Note 3).

	Note	2024	2023	2022
Earnings per share (in euros) attributable to owners of the parent company	16.7			
Net income of continuing operations				
- basic		0.74	0.78	0.72
- diluted		0.74	0.78	0.71
Net income of discontinued operations				
- basic		0.08	0.08	0.02
- diluted		0.08	0.08	0.02
Net income				
- basic		0.82	0.85	0.73
- diluted		0.82	0.85	0.73

Consolidated statement of comprehensive income

(in millions of euros)	Note	2024	2023[1]	2022[1]
Consolidated net income		**2,902**	**2,892**	**2,617**
Remeasurements of the net defined benefit liability	7.2	(39)	(96)	176
Assets at fair value	14.7-18.2	7	3	(116)
Income tax relating to items that will not be reclassified	11.2.2	4	20	(47)
Share of other comprehensive income in associates and joint ventures that will not be reclassified		0	14	0
Items that will not be reclassified to profit or loss (a)		**(28)**	**(59)**	**13**
Assets at fair value	14.7-18.2	(1)	2	4
Cash flow hedges	14.8.2	(329)	(269)	295
Translation adjustment gains and losses	16.5	(34)	(28)	(374)
Income tax relating to items that are or may be reclassified subsequently	11.2.2	84	66	(70)
Share of other comprehensive income in associates and joint ventures that are or may be reclassified subsequently		(35)	(26)	51
Items that are or may be reclassified subsequently to profit or loss (b)		**(315)**	**(255)**	**(93)**
Other comprehensive income of continuing operations (a) + (b)		**(343)**	**(314)**	**(80)**
Remeasurements of the net defined benefit liability	7.2	-	-	-
Income tax relating to items that will not be reclassified	11.2.2	-	-	-
Items that will not be reclassified to profit or loss (c)		**-**	**-**	**-**
Translation adjustment gains and losses	16.5	-	-	-
Items that are or may be reclassified subsequently to profit or loss (d)		**-**	**-**	**-**
Other comprehensive income of discontinued operations (c) + (d)		**-**	**-**	**-**
Other consolidated comprehensive income (a) + (b) + (c) + (d)		**(343)**	**(314)**	**(80)**
Consolidated comprehensive income		**2,558**	**2,578**	**2,537**
Comprehensive income attributable to the owners of the parent company		1,956	2,108	2,050
Comprehensive income attributable to non-controlling interests		602	470	487

Associates and joint ventures: entities accounted for using the equity method; amount before currency translation adjustments.

(1) The data for December 31, 2023 and December 31, 2022 were restated retrospectively following the application of IFRS 5 in the context of the business combination between Orange Espagne and MásMóvil (see Note 3).

Consolidated statement of financial position

(in millions of euros)	Note	December 31, 2024[1]	December 31, 2023	December 31, 2022
Assets				
Goodwill	8.2	21,100	23,775	23,113
Other intangible assets	9.4	12,456	15,098	14,946
Property, plant and equipment	9.5	30,421	33,193	31,640
Right-of-use assets	10.1	7,096	8,175	7,936
Interests in associates and joint ventures	12	3,979	1,491	1,486
Non-current financial assets related to Mobile Financial Services activities	18.2	245	297	656
Non-current financial assets	14.1	1,270	1,036	977
Non-current derivatives assets	14.1	917	956	1,458
Other non-current assets	5.5	172	192	216
Deferred tax assets	11.2.3	522	598	421
Total non-current assets		**78,179**	**84,811**	**82,847**
Inventories	6.4	791	1,152	1,048
Trade receivables	5.3	5,838	6,013	6,305
Other customer contract assets	5.4	1,630	1,795	1,570
Current financial assets related to Mobile Financial Services activities	18.2	343	3,184	2,742
Current financial assets	14.1	3,063	2,713	4,541
Current derivatives assets	14.1	109	37	112
Other current assets	5.5	3,199	2,388	2,217
Operating taxes and levies receivables	11.1.2	1,261	1,233	1,265
Current taxes assets	11.2.3	188	240	149
Prepaid expenses	6.5	507	868	851
Cash and cash equivalents	14.1	8,766	5,618	6,004
Total current assets		**25,695**	**25,241**	**26,803**
Total assets		**103,874**	**110,052**	**109,650**

(1) The balance sheet at December 31,2024 takes into account the loss of exclusive control of Orange Espagne and its subsidiaries and the creation in March 2024 of the joint venture MásOrange accounted for using the equity method (see Note 4).

(in millions of euros)	Note	December 31, 2024[1]	December 31, 2023	December 31, 2022
Equity and liabilities				
Share capital		10,640	10,640	10,640
Share premiums and statutory reserve		16,859	16,859	16,859
Subordinated notes		4,950	4,950	4,950
Retained earnings		(676)	(625)	(666)
Equity attributable to the owners of the parent company		**31,773**	**31,825**	**31,784**
Non-controlling interests		3,388	3,274	3,172
Total equity	16	**35,162**	**35,098**	**34,956**
Non-current financial liabilities	14.1	28,981	30,535	31,930
Non-current derivatives liabilities	14.1	231	225	397
Non-current lease liabilities	10.2	5,992	7,099	6,901
Non-current fixed assets payables	9.6	1,084	1,608	1,480
Non-current financial liabilities related to Mobile Financial Services activities	18.1	12	73	82
Non-current employee benefits	7.2	2,274	2,551	2,567
Non-current dismantling provisions	9.7	767	698	670
Non-current restructuring provisions	6.3	99	196	43
Other non-current liabilities	6.7	333	299	276
Deferred tax liabilities	11.2.3	1,032	1,143	1,124
Total non-current liabilities		**40,805**	**44,427**	**45,471**
Current financial liabilities	14.1	6,033	5,451	4,702
Current derivatives liabilities	14.1	55	40	51
Current lease liabilities	10.2	1,374	1,469	1,509
Current fixed assets payables	9.6	2,373	2,926	3,101
Trade payables	6.6	6,448	7,042	7,067
Customer contract liabilities	5.4	2,426	2,717	2,579
Current financial liabilities related to Mobile Financial Services activities	18.1	625	3,073	3,034
Current employee benefits	7.2	2,475	2,632	2,418
Current dismantling provisions	9.7	33	40	26
Current restructuring provisions	6.3	231	281	119
Other current liabilities	6.7	3,725	2,779	2,526
Operating taxes and levies payables	11.1.2	1,444	1,483	1,405
Current taxes payables	11.2.3	555	460	538
Deferred income		110	135	149
Total current liabilities		**27,908**	**30,526**	**29,223**
Total equity and liabilities		**103,874**	**110,052**	**109,650**

(1) The balance sheet at December 31,2024 takes into account the loss of exclusive control of Orange Espagne and its subsidiaries and the creation in March 2024 of the joint venture MásOrange accounted for using the equity method (see Note 4).

Consolidated statement of changes in shareholders' equity

(in millions of euros)	Note	Attributable to owners of the parent company							Attributable to non-controlling interests			Total equity
		Number of issued shares	Share capital	Share premiums and statutory reserve	Subordinated notes	Reserves	Other comprehensive income	Total	Reserves	Other comprehensive income	Total	
Balance as of January 1, 2022		**2,660,056,599**	**10,640**	**16,859**	**5,497**	**(399)**	**(257)**	**32,341**	**2,825**	**195**	**3,020**	**35,361**
Consolidated comprehensive income		**-**	**-**	**-**	**-**	**2,146**	**(96)**	**2,050**	**471**	**16**	**487**	**2,537**
Share-based compensation	7.3	-	-	-	-	11	-	11	3	-	3	14
Purchase of treasury shares	16.2	-	-	-	-	(7)	-	(7)	-	-	-	(7)
Dividends	16.3	-	-	-	-	(1,861)	-	(1,861)	(328)	-	(328)	(2,189)
Issues and purchases of subordinated notes	16.4	-	-	-	(547)	51	-	(496)	-	-	-	(496)
Subordinated notes remuneration	16.4	-	-	-	-	(215)	-	(215)	-	-	-	(215)
Changes in ownership interests with no gain/loss of control	4.2	-	-	-	-	(10)	-	(10)	0	-	0	(10)
Changes in ownership interests with gain/loss of control	4.2	-	-	-	-	(0)	-	(0)	0	-	0	(0)
Other movements		-	-	-	-	(29)	-	(29)	(10)	-	(10)	(39)
Balance as of December 31, 2022		**2,660,056,599**	**10,640**	**16,859**	**4,950**	**(313)**	**(353)**	**31,784**	**2,960**	**211**	**3,172**	**34,956**
Consolidated comprehensive income		**-**	**-**	**-**	**-**	**2,440**	**(332)**	**2,108**	**451**	**19**	**470**	**2,578**
Share-based compensation	7.3	-	-	-	-	13	-	13	3	-	3	16
Purchase of treasury shares	16.2	-	-	-	-	(15)	-	(15)	-	-	-	(15)
Dividends	16.3	-	-	-	-	(1,862)	-	(1,862)	(381)	-	(381)	(2,242)
Issues and purchases of subordinated notes	16.4	-	-	-	-	(22)	-	(22)	-	-	-	(22)
Subordinated notes remuneration	16.4	-	-	-	-	(185)	-	(185)	-	-	-	(185)
Changes in ownership interests with no gain/loss of control	4.2	-	-	-	-	(6)	-	(6)	(2)	-	(2)	(8)
Changes in ownership interests with gain/loss of control[1]	4.2	-	-	-	-	-	-	-	0	-	0	0
Other movements		-	-	-	-	10	-	10	11	-	11	21
Balance as of December 31, 2023		**2,660,056,599**	**10,640**	**16,859**	**4,950**	**61**	**(686)**	**31,825**	**3,043**	**230**	**3,274**	**35,098**
Consolidated comprehensive income		**-**	**-**	**-**	**-**	**2,350**	**(394)**	**1,956**	**552**	**51**	**602**	**2,558**
Share-based compensation	7.3	-	-	-	-	14	-	14	4	-	4	18
Purchase of treasury shares	16.2	-	-	-	-	(8)	-	(8)	-	-	-	(8)
Dividends	16.3	-	-	-	-	(1,915)	-	(1,915)	(396)	-	(396)	(2,310)
Issues and purchases of subordinated notes	16.4	-	-	-	0	(4)	-	(4)	-	-	-	(4)
Subordinated notes remuneration	16.4	-	-	-	-	(164)	-	(164)	-	-	-	(164)
Changes in ownership interests with no gain/loss of control	4.2	-	-	-	-	76	-	76	(97)	-	(97)	(21)
Changes in ownership interests with gain/loss of control	4.2	-	-	-	-	1	-	1	(0)	-	(0)	1
Other movements		-	-	-	-	(7)	-	(7)	1	-	1	(6)
Balance as of December 31, 2024		**2,660,056,599**	**10,640**	**16,859**	**4,950**	**403**	**(1,079)**	**31,773**	**3,107**	**280**	**3,388**	**35,162**

(1) Includes the fair value of the minority interests in VOO's equity at the acquisition date, offset by the effect of the initial recognition of the financial liability related to the put option granted to Nethys by Orange (see Note 4.2).

Analysis of changes in shareholders' equity related to components of the other comprehensive income

(in millions of euros)	Attributable to owners of the parent company							Attributable to non-controlling interests							Total other compre-hensive income
	Assets at fair value	Hedging instruments	Translation adjustments	Actuarial gains and losses	Deferred tax	Other compre-hensive income of associates and joint ventures	Total	Assets at fair value	Hedging instruments	Translation adjustments	Actuarial gains and losses	Deferred tax	Other compre-hensive income of associates and joint ventures	Total	
Balance as of January 1, 2022	**78**	**220**	**(96)**	**(516)**	**97**	**(39)**	**(257)**	**(3)**	**(3)**	**212**	**(11)**	**1**	**-**	**195**	**(62)**
Variation(1)	(111)	267	(360)	179	(112)	42	(96)	(0)	28	(14)	(3)	(4)	9	16	(80)
Balance as of December 31, 2022	**(33)**	**487**	**(455)**	**(337)**	**(16)**	**3**	**(353)**	**(4)**	**25**	**198**	**(14)**	**(4)**	**9**	**211**	**(142)**
Variation(1)	5	(254)	(71)	(89)	81	(6)	(332)	(0)	(15)	43	(7)	4	(6)	19	(314)
Balance as of December 31, 2023	**(28)**	**233**	**(526)**	**(426)**	**65**	**(3)**	**(686)**	**(4)**	**10**	**240**	**(21)**	**1**	**3**	**230**	**(456)**
Variation(1)	7	(324)	(89)	(37)	86	(36)	(394)	(0)	(5)	55	(2)	2	1	51	(343)
Balance as of December 31, 2024	**(21)**	**(91)**	**(615)**	**(463)**	**152**	**(39)**	**(1,079)**	**(4)**	**5**	**296**	**(24)**	**3**	**4**	**280**	**(799)**

Associates and joint ventures: entities accounted for using the equity method; amount before currency translation adjustments.

(1) In 2024, the variation of (343) million euros includes:
- A variation of (329) million euros related to hedging financial instruments, including (318) million euros of hedging in American dollars and pound sterling of Orange SA;
- Actuarial losses of (39) million euros, in particular due to the decrease in discount rates;
- Translation adjustments of (34) million euros, mainly due to the depreciation of the Egyptian pound.

In 2023, the variation of (314) million euros included:
- A variation of (269) million euros related to hedging financial instruments, including (236) million euros of hedging in American dollars and pound sterling of Orange SA;
- Actuarial losses of (80) million euros, in particular due to the decrease in discount rates;
- Translation adjustments of (28) million euros, mainly due to the depreciation of the Egyptian pound.

In 2022, the variation of (80) million euros included:
- A variation of 295 million euros in hedging instruments, including 187 million euros of hedging in American dollars and pound sterling of Orange SA;
- An actuarial gain of 176 million euros, related in particular to the increase in discount rates;
- Translation adjustments of (374) million euros, mainly due to the depreciation of the Egyptian pound.

Consolidated statement of cash flows

(in millions of euros)	Note	2024	2023	2022
Operating activities				
Consolidated net income		2,902	2,892	2,617
Non-monetary items and reclassified items for presentation		12,382	12,971	13,298
Operating taxes and levies	11.1.1	1,563	1,794	1,882
Gains (losses) on disposal of fixed assets, investments and activities	4.1	415	(90)	(233)
Other gains and losses		(48)	(44)	(22)
Depreciation and amortization of fixed assets	9.2	6,519	7,312	7,035
Depreciation and amortization of financed assets	9.5	160	129	107
Depreciation and amortization of right-of-use assets	10.1	1,414	1,522	1,507
Changes in provisions	5-6-7-9	(535)	117	(133)
Effects resulting from business combinations		2	(11)	-
Impairment of goodwill	8.1	-	-	817
Impairment of fixed assets	9.3	14	47	56
Impairment of right-of-use assets	10.1	48	69	54
Share of profits (losses) of associates and joint ventures	12	348	29	2
Operational net foreign exchange and derivatives		2	5	28
Finance costs, net	14.2	1,081	1,206	920
Income tax	11.2.3	1,381	871	1,265
Share-based compensation		18	16	14
Changes in working capital and operating banking activities[1]		(1,311)	(8)	(792)
Decrease (increase) in inventories, gross		200	(84)	(108)
Decrease (increase) in trade receivables, gross		(251)	441	(289)
Increase (decrease) in trade payables		152	(100)	297
Changes in other customer contract assets and liabilities		(117)	(103)	(26)
Changes in other assets and liabilities[2]		(1,296)	(163)	(666)
Other net cash out		(3,777)	(3,801)	(3,888)
Operating taxes and levies paid	11.1.2	(1,779)	(1,680)	(1,906)
Dividends received		15	44	13
Interest paid and interest rates effects on derivatives, net[3]		(1,026)	(1,035)	(963)
Income tax paid	11.2.3	(988)	(1,129)	(1,033)
Net cash provided by operating activities (a)		**10,195**	**12,054**	**11,235**
o/w discontinued operations		*105*	*1,352*	*1,408*
Investing activities				
Purchases and sales of property, plant and equipment and intangible assets[4]		(6,733)	(7,630)	(8,282)
Purchases of property, plant and equipment and intangible assets[5]	9.4-9.5	(6,710)	(7,829)	(8,777)
Increase (decrease) in fixed assets payables		(318)	(133)	170
Investing donations received in advance		24	16	1
Sales of property, plant and equipment and intangible assets		270	316	324
Cash paid for investment securities, net of cash acquired	4.2	(35)	(1,416)	(58)
Takeover of VOO in Belgium		-	(1,373)	-
Other		(35)	(43)	(58)
Investments in associates and joint ventures		(61)	(38)	(10)
Purchases of investment securities measured at fair value		(19)	(46)	(34)
Proceeds from sales of investment securities, net of cash transferred	4.2	4,391	34	12
Loss of exclusive control of Orange Espagne and its subsidiaries		4,423	-	-
Sale of OCS and Orange Studio		(67)	-	-
Other		35	34	12
Proceeds from sales of investment securities at fair value		104	3	5
Other decrease (increase) in securities and other financial assets		892	2,085	(2,081)
Investments at fair value, excluding cash equivalents		(1,213)	1,831	(2,256)
Sale of Orange Bank's credit portfolios	18.1	1,808	-	-
Other[6]		297	254	175
Net cash used in investing activities (b)		**(1,460)**	**(7,008)**	**(10,448)**
o/w discontinued operations		*(166)*	*(1,065)*	*(1,368)*

(in millions of euros)	Note	2024	2023	2022
Financing activities				
Medium and long-term debt issuances	14.5-14.6	1,243	1,442	1,809
Medium and long-term debt redemptions and repayments[7]	14.5-14.6	(2,437)	(2,595)	(1,088)
Repayments of lease liabilities	10.2	(1,499)	(1,657)	(1,519)
Increase (decrease) of bank overdrafts and short-term borrowings		(566)	56	(400)
Decrease (increase) in debt related financial assets		36	(466)	771
o/w decrease (increase) of cash collateral deposits		60	(466)	771
Exchange rates effects on derivatives, net		(6)	5	(91)
Subordinated notes issuances (purchases) and other related fees	16.4	(4)	177	(451)
Coupon on subordinated notes	16.4	(175)	(177)	(213)
Proceeds (purchases) treasury shares	16.2	(8)	(15)	14
Capital increase (decrease) - non-controlling interests	4.2	3	2	0
Changes in ownership interests with no gain / loss of control	4.2	(24)	(9)	(11)
Dividends paid to owners of the parent company	16.3	(1,915)	(1,862)	(1,861)
Dividends paid to non-controlling interests	16.6	(375)	(368)	(304)
Net cash used in financing activities (c)		**(5,726)**	**(5,465)**	**(3,343)**
o/w discontinued operations		*26*	*(286)*	*(41)*
Cash change in cash and cash equivalents (a) + (b) + (c)		**3,009**	**(419)**	**(2,556)**
Net change in cash and cash equivalents				
Cash and cash equivalents in the opening balance		**5,618**	**6,004**	**8,621**
o/w cash and cash equivalents of continuing operations		5,582	5,970	8,586
o/w cash and cash equivalents of discontinued operations		35	34	36
Cash change in cash and cash equivalents		**3,009**	**(419)**	**(2,556)**
Non-cash change in cash and cash equivalents		**139**	**32**	**(61)**
o/w effect of exchange rates changes and other non-monetary effects		139	32	(61)
Cash and cash equivalents in the closing balance		**8,766**	**5,618**	**6,004**
o/w cash and cash equivalents of continuing operations		8,766	5,582	5,970
o/w cash and cash equivalents of discontinued operations		-	35	34

(1) Operating banking activities mainly include transactions with customers and credit institutions. They are presented in changes in other assets and liabilities.

(2) Excluding operating tax receivables and payables.

(3) Including interests paid on lease liabilities for (255) million euros in 2024, (247) million euros in 2023 and (141) million euros in 2022 and interests paid on debt related to financed assets for (17) million euros in 2024, (14) million euros in 2023 and (3) million euros in 2022.

(4) Including telecommunication licenses paid for (263) million euros in 2024, (521) million euros in 2023 and (981) million euros in 2022.

(5) Investments in financed assets for 120 million euros in 2024, 233 million euros in 2023 and 229 million euros in 2022 have no effect on the net cash used in investing activities.

(6) Including a tax dispute related to VAT on digital offerings for (312) million euros (see Note 11.4).

(7) Including payments on debts related to financed assets for (136) million euros in 2024, (117) million euros in 2023 and (97) million euros in 2022.

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Note 1 Segment information

1.1 Basis of preparation of segment information

Changes in segment information

Following the approval of the European Commission in the context of the business combination of the activities of Orange Espagne and MásMóvil and in connection with the presentation of the Spain segment under discontinued operations in accordance with IFRS 5 (see Note 3 Discontinued operations), the presentation of the Spain segment has changed in the segment information as follows:

- On the income statement, the contribution of the Spain segment to Group income, from January 1 to March 25, 2024, is presented separately and aggregated on the "consolidated net income of discontinued operations" line:
  - inter-business segment flows (between the Spain segment and the Group's other business segments) are no longer eliminated during the reported periods, in particular between Totem Spain and Orange Espagne and its subsidiaries;
  - depreciation and amortization of the property, plant and equipment and intangible assets of Orange Espagne and its subsidiaries was discontinued as from the date on which the criteria of IFRS 5 were met, i.e. on February 20, 2024 (corresponding to the date of approval of the transaction by the European Commission).
- The investment flows of the Spain segment from January 1, 2024 to March 25, 2024 are included in segment investments over the period.
- As of March 26, 2024, Orange Espagne and its subsidiaries, which made up the Spain segment, are no longer fully consolidated. The assets and liabilities of these entities are therefore no longer recognized in the Group's balance sheet as from that date and, as a result, the Spain segment is no longer presented in 2024.

The Europe segment includes all other European countries, mainly Poland, Belgium, Romania and Slovakia. Orange's interest in the MásOrange joint venture, as well as the results of this joint venture, subject to equity accounting, from March 26, 2024, are also presented in the Europe segment.

In accordance with IFRS 5, the income statement data for fiscal years 2023 and 2022 have been restated for the purpose of comparability of the reported periods.

The information disclosed in the segment information, in the "Europe (excluding Spain)" segment, also takes into account VOO's contribution as from June 2, 2023.

1.2 Segment revenue

(in millions of euros)	France	Europe (excluding Spain)	Africa & Middle East	Orange Business[(1)]
	Continuing operations			
December 31, 2024				
Revenue	**17,798**	**7,101**	**7,683**	**7,777**
Convergence services	5,268	1,423	-	-
Mobile services only	2,347	2,180	5,904	716
Fixed services only	3,689 [(4)]	991	955	2,958 [(5)]
IT & integration services	-	494	77	3,828
Wholesale	4,337	814	612	40
Equipment sales	1,419	1,049	96	235
Other revenue	738	150	39	-
External	*17,137*	*7,030*	*7,566*	*7,436*
Inter-operating segments	*661*	*71*	*116*	*341*
December 31, 2023				
Revenue	**17,730**	**6,889**	**7,152**	**7,927**
Convergence services	5,065	1,194	-	-
Mobile services only	2,364	2,150	5,456	693
Fixed services only	3,725 [(4)]	904	847	3,220 [(5)]
IT & integration services	-	507	53	3,706
Wholesale	4,514	919	666	41
Equipment sales	1,394	1,047	90	267
Other revenue	668	168	40	-
External	*17,033*	*6,801*	*6,989*	*7,592*
Inter-operating segments	*697*	*88*	*163*	*334*
December 31, 2022				
Revenue	**17,983**	**6,329**	**6,918**	**7,930**
Convergence services	4,857	959	-	-
Mobile services only	2,332	2,079	5,272	659
Fixed services only	3,787 [(4)]	783	800	3,466 [(5)]
IT & integration services	-	430	40	3,489
Wholesale	4,938	964	663	41
Equipment sales	1,323	927	104	275
Other revenue	746	185	39	-
External	*17,267*	*6,225*	*6,751*	*7,559*
Inter-operating segments	*716*	*104*	*167*	*371*

(1) Including, in 2024, revenue of 5,083 million euros in France, 1,667 million euros in other European countries and 1,026 million euros in other countries.
Including, in 2023, revenue of 5,126 million euros in France, 1,722 million euros in other European countries and 1,079 million euros in other countries.
Including, in 2022, revenue of 5,126 million euros in France, 1,781 million euros in other European countries and 1,023 million euros in other countries.
(2) Including, in 2024, revenue of 509 million euros in France and 201 million euros in Spain.
Including, in 2023, revenue of 492 million euros in France and 195 million euros in Spain.
Including, in 2022, revenue of 473 million euros in France and 212 million euros in Spain.
(3) Including revenue of 1,092 million euros in 2024, 1,283 million euros in 2023 and 1,361 million euros in 2022.
(4) Including, in 2024, fixed-only broadband services revenue of 3,098 million euros and fixed-only narrowband services revenue of 590 million euros.
Including, in 2023, fixed-only broadband services revenue of 3,018 million euros and fixed-only narrowband revenue of 707 million euros.
Including, in 2022, fixed-only broadband services revenue of 2,955 million euros and fixed-only narrowband revenue of 831 million euros.
(5) Including, in 2024, 2,186 million euros for data services and 773 million euros of revenue for voice services.
Including, in 2023, 2,330 million euros for data services and 890 million euros in revenue for voice services.
Including, in 2022, 2,448 million euros for data services and 1,018 million euros in revenue for voice services.

Continuing operations							Discontinued operations
Totem[2]	International Carriers & Shared Services[3]	Eliminations	Total telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consolidated Financial Statements	Spain
709	**1,292**	**(2,095)**	**40,264**	**-**	**(4)**	**40,260**	**1,149**
-	-	-	6,691	-	-	6,691	479
-	-	(46)	11,101	-	1	11,101	198
-	-	(95)	8,498	-	(1)	8,497	116
-	-	(187)	4,212	-	(4)	4,208	16
709	851	(1,450)	5,914	-	-	5,914	161
-	-	(7)	2,792	-	(0)	2,792	178
-	441	(311)	1,056	-	(0)	1,056	1
284	*807*	-	*40,260*	-	-	*40,260*	*1,149*
425	*484*	*(2,095)*	*4*	-	*(4)*	-	-
686	**1,478**	**(2,177)**	**39,686**	**-**	**(8)**	**39,678**	**4,698**
-	-	-	6,259	-	-	6,259	1,894
-	-	(37)	10,626	-	(2)	10,624	782
-	-	(109)	8,587	-	(1)	8,586	457
-	-	(170)	4,096	-	(5)	4,091	58
686	982	(1,546)	6,263	-	-	6,263	793
-	-	(6)	2,792	-	(0)	2,792	711
-	496	(310)	1,062	-	(0)	1,062	2
264	*998*	-	*39,678*	-	-	*39,678*	*4,698*
423	*480*	*(2,177)*	*8*	-	*(8)*	-	-
685	**1,540**	**(2,249)**	**39,135**	**-**	**(8)**	**39,127**	**4,647**
-	-	-	5,817	-	-	5,817	1,870
-	-	(38)	10,304	-	(0)	10,303	790
-	-	(136)	8,700	-	(1)	8,699	436
-	-	(177)	3,783	-	(6)	3,777	41
685	1,060	(1,596)	6,755	-	-	6,755	878
-	-	(7)	2,623	-	(0)	2,623	632
-	480	(295)	1,155	-	(0)	1,154	1
276	*1,050*	-	*39,127*	-	-	*39,127*	*4,647*
409	*490*	*(2,249)*	*8*	-	*(8)*	-	-

1.3 Segment revenue to consolidated net income in 2024

	Continuing operations				
(in millions of euros)	**France**	**Europe (excluding Spain)**	**Africa & Middle East**	**Orange Business**	**Totem**
Revenue	**17,798**	**7,101**	**7,683**	**7,777**	**709**
External purchases	(7,396)	(4,013)	(2,976)	(4,267)	(146)
Other operating income	1,158	361	150	232	0
Other operating expenses	(550)	(204)	(264)	(584)	(2)
Labor expenses	(3,266)	(905)	(609)	(2,308)	(17)
Operating taxes and levies	(788)	(108)	(740)	(66)	(5)
Gains (losses) on disposal of fixed assets, investments and activities	-	-	-	-	-
Restructuring costs	-	-	-	-	-
Depreciation and amortization of financed assets	(160)	-	-	-	-
Depreciation and amortization of right-of-use assets	(309)	(231)	(209)	(148)	(156)
Impairment of right-of-use assets	-	-	-	1	-
Interests on debts related to financed assets(2)	(17)	-	-	-	-
Interests on lease liabilities(2)	(78)	(50)	(56)	(13)	(18)
EBITDAaL	**6,393**	**1,950**	**2,979**	**624**	**367**
Significant litigations	(24)	-	-	-	-
Specific labour expenses	(27)	-	-	(5)	(0)
Fixed assets, investments and businesses portfolio review	28	28	7	2	0
Restructuring programs costs	(2)	(27)	(4)	21	-
Acquisition and integration costs	-	(7)	-	-	-
Depreciation and amortization of fixed assets	(3,084)	(1,354)	(1,088)	(340)	(135)
Effects resulting from business combinations	-	-	-	(2)	-
Impairment of goodwill	-	-	-	-	-
Impairment of fixed assets	(5)	(5)	0	(1)	-
Share of profits (losses) of associates and joint ventures	(83)	(267)	16	(9)	-
Elimination of interests on debts related to financed assets(2)	*17*	-	-	-	-
Elimination of interests on lease liabilities(2)	*78*	*50*	*56*	*13*	*18*
Operating Income	**3,289**	**369**	**1,966**	**303**	**250**
Cost of gross financial debt except financed assets					
Interests on debts related to financed assets(2)					
Gains (losses) on assets contributing to net financial debt					
Foreign exchange gain (loss)					
Interests on lease liabilities(2)					
Other net financial expenses					
Finance costs, net					
Income taxes					
Consolidated net income of continuing operations					
Consolidated net income of discontinued operations					
Consolidated net income					

(1) Mobile Financial Services' net banking income is recognized in other operating income and amounts to 47 million euros in 2024. The cost of risk is included in other operating expenses and amounts to (9) million euros in 2024.
(2) Presentation adjustments allow the reallocation of the lines of specific items identified in the segment information to the operating revenue and expense lines presented in the consolidated income statement. Interests on debts related to financed assets and interests on lease liabilities are included in segment EBITDAaL. They are excluded from segment operating income and included in net finance costs presented in the Consolidated Financial Statements.
The contribution of 342 million euros of Orange Espagne and its subsidiaries to consolidated net income for the period is presented on the "Consolidated net income of discontinued operations" line and detailed in the "Discontinued operations" column (see Note 3).

	Continuing operations								Discontinued operations
	International Carriers & Shared Services	**Elimination telecom activities**	**Total telecom activities**	**Mobile Financial Services[1]**	**Eliminations telecom activities / mobile financial services**	**Total**	**Presentation adjustments[2]**	**Orange Consolidated Financial Statements**	**Spain**
	1,292	**(2,095)**	**40,264**	**-**	**(4)**	**40,260**	**-**	**40,260**	**1,149**
	(1,752)	3,991	(16,560)	(89)	5	(16,644)	(5)	(16,649)	(683)
	2,119	(3,128)	893	51	0	944	26	970	21
	(71)	1,232	(443)	(10)	0	(453)	(67)	(519)	(37)
	(1,247)	-	(8,352)	(65)	-	(8,417)	(40)	(8,458)	(71)
	(62)	-	(1,769)	(2)	-	(1,770)	(1)	(1,771)	(31)
	-	-	-	-	-	-	(279)	(279)	(0)
	-	-	-	-	-	-	(134)	(134)	-
	-	-	(160)	-	-	(160)	-	(160)	-
	(326)	-	(1,380)	(4)	-	(1,383)	(0)	(1,383)	(31)
	-	-	1	-	-	1	(49)	(48)	-
	-	-	(17)	-	-	(17)	17	n/a	-
	(37)	-	(251)	(0)	-	(252)	252	n/a	(12)
	(85)	**-**	**12,227**	**(119)**	**1**	**12,109**	**(281)**	**n/a**	**305**
	-	-	(24)	-	-	(24)	24	n/a	239
	(9)	-	(41)	1	-	(40)	40	n/a	-
	(150)	-	(86)	(194)	-	(279)	279	n/a	(0)
	(118)	-	(130)	(63)	-	(193)	193	n/a	(2)
	(6)	-	(13)	-	-	(13)	13	n/a	-
	(328)	-	(6,330)	(18)	-	(6,348)	-	(6,348)	(172)
	-	-	(2)	-	-	(2)	-	(2)	-
	-	-	-	-	-	-	-	-	-
	0	-	(10)	(4)	-	(14)	-	(14)	-
	(6)	-	(348)	-	-	(348)	-	(348)	-
	-	-	*17*	-	-	*17*	*(17)*	*n/a*	-
	37	-	*251*	*0*	-	*252*	*(252)*	*n/a*	*12*
	(666)	**-**	**5,511**	**(396)**	**1**	**5,116**	**-**	**5,116**	**383**
								(1,043)	(2)
								(17)	-
								375	-
								(43)	-
								(252)	(12)
								(87)	(0)
			(1,065)	**(0)**	**(1)**	**(1,066)**		**(1,066)**	**(15)**
			(1,385)	**30**	**-**	**(1,355)**		**(1,355)**	**(26)**
			3,060	**(365)**	**-**	**2,695**		**2,695**	**n/a**
			207	**-**	**-**	**(135)**	**342**	**207**	**342**
			3,267	**(365)**	**-**	**2,902**		**2,902**	

1.4 Segment revenue to consolidated net income in 2023

	Continuing operations				
(in millions of euros)	France	Europe (excluding Spain)	Africa & Middle East	Orange Business	Totem
Revenue	**17,730**	**6,889**	**7,152**	**7,927**	**686**
External purchases	(7,518)	(4,046)	(2,754)	(4,383)	(116)
Other operating income	1,214	302	101	201	0
Other operating expenses	(535)	(170)	(247)	(601)	(1)
Labor expenses	(3,280)	(830)	(584)	(2,229)	(17)
Operating taxes and levies	(765)	(100)	(678)	(65)	(7)
Gains (losses) on disposal of fixed assets, investments and activities	-	-	-	-	-
Restructuring costs	-	-	-	-	-
Depreciation and amortization of financed assets	(129)	-	-	-	-
Depreciation and amortization of right-of-use assets	(273)	(208)	(199)	(158)	(163)
Impairment of right-of-use assets	-	(0)	-	(1)	-
Interests on debts related to financed assets(2)	(14)	-	-	-	-
Interests on lease liabilities(2)	(66)	(46)	(58)	(10)	(11)
EBITDAaL	**6,364**	**1,791**	**2,734**	**679**	**372**
Significant litigations	68	-	(38)	-	-
Specific labour expenses	(349)	-	-	(61)	(0)
Fixed assets, investments and businesses portfolio review	(1)	32	28	16	-
Restructuring programs costs	(4)	(63)	(4)	(210)	(4)
Acquisition and integration costs	1	(33)	-	(1)	(0)
Depreciation and amortization of fixed assets	(3,154)	(1,223)	(1,041)	(361)	(127)
Effects resulting from business combinations	-	-	-	11	-
Impairment of goodwill	-	-	-	-	-
Impairment of fixed assets	(1)	(10)	(3)	8	-
Share of profits (losses) of associates and joint ventures	(36)	(8)	22	0	-
Elimination of interests on debts related to financed assets(2)	*14*	-	-	-	-
Elimination of interests on lease liabilities(2)	*66*	*46*	*58*	*10*	*11*
Operating Income	**2,967**	**533**	**1,755**	**92**	**251**
Cost of gross financial debt except financed assets					
Interests on debts related to financed assets(2)					
Gains (losses) on assets contributing to net financial debt					
Foreign exchange gain (loss)					
Interests on lease liabilities(2)					
Other net financial expenses					
Finance costs, net					
Income taxes					
Consolidated net income of continuing operations					
Consolidated net income of discontinued operations					
Consolidated net income					

(1) Mobile Financial Services' net banking income is recognized in other operating income and amounted to 149 million euros in 2023. The cost of risk is included in other operating expenses and amounted to (63) million euros in 2023.

(2) Presentation adjustments allow the reallocation of the lines of specific items identified in the segment information to the operating revenue and expense lines presented in the consolidated income statement. Interests on debts related to financed assets and interests on lease liabilities are included in segment EBITDAaL. They are excluded from segment operating income and included in net finance costs presented in the Consolidated Financial Statements.

The contribution of 203 million euros of Orange Espagne and its subsidiaries to consolidated net income for the period is presented on the “Consolidated net income of discontinued operations” line and detailed in the “Discontinued operations” column (see Note 3).

		Continuing operations						Discontinued operations
International Carriers & Shared Services	**Elimination telecom activities**	**Total telecom activities**	**Mobile Financial Services[(1)]**	**Eliminations telecom activities / mobile financial services**	**Total**	**Presentation adjustments[(2)]**	**Orange Consolidated Financial Statements**	**Spain**
1,478	**(2,177)**	**39,686**	**-**	**(8)**	**39,678**	**-**	**39,678**	**4,698**
(1,943)	4,133	(16,626)	(125)	10	(16,742)	(21)	(16,762)	(2,814)
2,111	(3,210)	720	151	(2)	869	-	869	125
(29)	1,254	(330)	(60)	1	(389)	(5)	(394)	(150)
(1,231)	-	(8,171)	(77)	-	(8,247)	(495)	(8,742)	(275)
(51)	-	(1,664)	(7)	-	(1,672)	3	(1,669)	(125)
-	-	-	-	-	-	90	90	-
-	-	-	-	-	-	(456)	(456)	-
-	-	(129)	-	-	(129)	-	(129)	-
(337)	-	(1,339)	(4)	-	(1,342)	(4)	(1,346)	(175)
0	-	(1)	-	-	(1)	(67)	(69)	-
-	-	(14)	-	-	(14)	14	n/a	-
(29)	-	(221)	(0)	-	(221)	221	n/a	(37)
(30)	**1**	**11,911**	**(122)**	**1**	**11,789**	**(721)**	**n/a**	**1,246**
-	-	30	-	-	30	(30)	n/a	-
(92)	-	(502)	(1)	-	(503)	503	n/a	-
15	-	90	-	-	90	(90)	n/a	-
(119)	-	(405)	(121)	-	(526)	526	n/a	-
(14)	-	(48)	-	-	(48)	48	n/a	(6)
(345)	-	(6,251)	(21)	-	(6,272)	-	(6,272)	(1,040)
-	-	11	-	-	11	-	11	-
-	-	-	-	-	-	-	-	-
1	-	(5)	(42)	-	(47)	-	(47)	-
(8)	-	(29)	-	-	(29)	-	(29)	-
-	-	*14*	-	-	*14*	*(14)*	*n/a*	-
29	-	*221*	*0*	-	*221*	*(221)*	*n/a*	*37*
(563)	**1**	**5,037**	**(306)**	**1**	**4,731**	**0**	**4,731**	**238**
							(1,068)	(5)
							(14)	-
							283	-
							(32)	(0)
							(221)	(37)
							(116)	4
		(1,167)	**(0)**	**(1)**	**(1,168)**		**(1,168)**	**(38)**
		(875)	**(0)**	**-**	**(875)**		**(875)**	**4**
		2,995	**(307)**	**(0)**	**2,688**		**2,688**	**n/a**
		203	**-**	**-**	**-**	**203**	**203**	**203**
		3,198	**(307)**	**(0)**	**2,892**		**2,892**	

1.5 Segment revenue to consolidated net income in 2022

(in millions of euros)	Continuing operations				
	France	Europe (excluding Spain)	Africa & Middle East	Orange Business	Totem
Revenue	**17,983**	**6,329**	**6,918**	**7,930**	**685**
External purchases	(7,429)	(3,684)	(2,740)	(4,240)	(131)
Other operating income	1,229	270	69	191	0
Other operating expenses	(486)	(187)	(171)	(657)	(0)
Labor expenses	(3,435)	(736)	(575)	(2,179)	(14)
Operating taxes and levies	(834)	(101)	(660)	(82)	(5)
Gains (losses) on disposal of fixed assets, investments and activities	-	-	-	-	-
Restructuring costs	-	-	-	-	-
Depreciation and amortization of financed assets	(107)	-	-	-	-
Depreciation and amortization of right-of-use assets	(254)	(201)	(194)	(154)	(159)
Impairment of right-of-use assets	-	-	-	(1)	-
Interests on debts related to financed assets[(2)]	(3)	-	-	-	-
Interests on lease liabilities[(2)]	(18)	(27)	(64)	(6)	(4)
EBITDAaL	**6,645**	**1,662**	**2,584**	**804**	**371**
Significant litigations	(3)	-	-	-	-
Specific labour expenses	(330)	0	-	(35)	-
Fixed assets, investments and businesses portfolio review	(0)	29	76	8	-
Restructuring programs costs	(18)	(14)	(8)	(47)	-
Acquisition and integration costs	-	(41)	-	(1)	(1)
Depreciation and amortization of fixed assets	(2,922)	(1,057)	(1,075)	(398)	(122)
Impairment of goodwill	-	(789)	-	-	-
Impairment of fixed assets	(15)	(3)	2	(20)	0
Share of profits (losses) of associates and joint ventures	(18)	(3)	22	1	-
Elimination of interests on debts related to financed assets[(2)]	*3*	-	-	-	-
Elimination of interests on lease liabilities[(2)]	*18*	*27*	*64*	*6*	*4*
Operating Income	**3,361**	**(190)**	**1,665**	**317**	**252**
Cost of gross financial debt except financed assets					
Interests on debts related to financed assets[(2)]					
Gains (losses) on assets contributing to net financial debt					
Foreign exchange gain (loss)					
Interests on lease liabilities[(2)]					
Other net financial expenses					
Finance costs, net					
Income taxes					
Consolidated net income of continuing operations					
Consolidated net income of discontinued operations					
Consolidated net income					

(1) Mobile Financial Services' net banking income is recognized in other operating income and amounted to 116 million euros in 2022. The cost of risk is included in other operating expenses and amounted to (45) million euros in 2022.

(2) Presentation adjustments allow the reallocation of the lines of specific items identified in the segment information to the operating revenue and expense lines presented in the consolidated income statement. Interests on debts related to financed assets and interests on lease liabilities are included in segment EBITDAaL. They are excluded from segment operating income and included in net finance costs presented in the Consolidated Financial Statements.

The contribution of 45 million euros of Orange Espagne and its subsidiaries to consolidated net income for the period is presented on the "Consolidated net income of discontinued operations" line and detailed in the "Discontinued operations" column (see Note 3).

Continuing operations								Discontinued operations
International Carriers & Shared Services	**Elimination telecom activities**	**Total telecom activities**	**Mobile Financial Services[1]**	**Eliminations telecom activities / mobile financial services**	**Total**	**Presentation adjustments[2]**	**Orange Consolidated Financial Statements**	**Spain**
1,540	**(2,249)**	**39,135**	**-**	**(8)**	**39,127**	**-**	**39,127**	**4,647**
(1,997)	4,196	(16,024)	(129)	13	(16,140)	(24)	(16,164)	(2,879)
2,101	(3,233)	627	128	(9)	746	2	748	97
(49)	1,286	(264)	(36)	4	(295)	(47)	(342)	(162)
(1,255)	-	(8,195)	(76)	-	(8,271)	(383)	(8,654)	(266)
(55)	-	(1,737)	(2)	-	(1,739)	(3)	(1,742)	(140)
-	-	-	-	-	-	233	233	-
-	-	-	-	-	-	(117)	(117)	-
-	-	(107)	-	-	(107)	-	(107)	-
(372)	-	(1,334)	(3)	-	(1,337)	-	(1,337)	(169)
0	-	(1)	-	-	(1)	(52)	(54)	-
-	-	(3)	-	-	(3)	3	n/a	-
(10)	-	(127)	(0)	-	(128)	128	n/a	(17)
(96)	**-**	**11,970**	**(118)**	**1**	**11,853**	**(260)**	**n/a**	**1,111**
(6)	-	(9)	-	-	(9)	9	n/a	-
(9)	-	(373)	1	-	(372)	372	n/a	-
120	-	233	-	-	233	(233)	n/a	-
(89)	-	(176)	7	-	(169)	169	n/a	(8)
(33)	-	(76)	2	-	(74)	74	n/a	-
(311)	-	(5,885)	(44)	-	(5,928)	-	(5,928)	(1,107)
-	-	(789)	(28)	-	(817)	-	(817)	-
0	-	(36)	(21)	-	(56)	-	(56)	-
(3)	-	(2)	-	-	(2)	-	(2)	-
-	*-*	*3*	*-*	*-*	*3*	*(3)*	*n/a*	*-*
10	*-*	*127*	*0*	*-*	*128*	*(128)*	*n/a*	*17*
(417)	**-**	**4,988**	**(200)**	**1**	**4,789**	**-**	**4,789**	**12**
							(770)	(5)
							(3)	-
							48	-
							(97)	0
							(128)	(17)
							46	6
		(904)	**1**	**(1)**	**(904)**		**(904)**	**(16)**
		(1,319)	**5**	**-**	**(1,313)**		**(1,313)**	**48**
		2,766	**(194)**	**-**	**2,572**		**2,572**	**n/a**
		-	**-**	**-**	**-**	**45**	**45**	**45**
		2,810	(194)	-	2,617		2,617	

1.6 Segment investments

(in millions of euros)	France	Europe			
		Spain[4]	*Other European countries*	*Elimina-tions Europe*	Total
December 31, 2024					
eCAPEX	3,101	*166*	*1,170*	-	1,336
Elimination of proceeds from sales of property, plant and equipment and intangible assets	144	-	*58*	-	58
Telecommunications licenses	0	*2*	*7*	-	9
Financed assets	120	-	-	-	-
Total investments	**3,365**	***168***	***1,236***	**-**	**1,404**
Including other intangible assets					
Including property, plant and equipment					
December 31, 2023					
eCAPEX	3,039	*755*	*1,076*	-	1,831
Elimination of proceeds from sales of property, plant and equipment and intangible assets	158	-	*60*	-	60
Telecommunications licenses	2	*32*	*436*	-	468
Financed assets	233	-	-	-	-
Total investments	**3,432**	***787***	***1,572***	**-**	**2,359**
Including other intangible assets					
Including property, plant and equipment					
December 31, 2022					
eCAPEX	3,429	*863*	*1,020*	-	1,883
Elimination of proceeds from sales of property, plant and equipment and intangible assets	126	-	*56*	-	56
Telecommunications licenses	9	*10*	*664*	-	674
Financed assets	229	-	-	-	-
Total investments	**3,793**	***873***	***1,739***	**-**	**2,612**
Including other intangible assets					
Including property, plant and equipment					

(1) Including investments in intangible assets and property, plant and equipment in France for 250 million euros in 2024, 222 million euros in 2023 and 209 million euros in 2022.
(2) Including investments in intangible assets and property, plant and equipment in France for 124 million euros in 2024, 115 million euros in 2023 and 110 million euros in 2022.
(3) Including investments in intangible assets and property, plant and equipment in France for 209 million euros in 2024, 238 million euros in 2023 and 325 million euros in 2022.
(4) Includes the contribution of Orange Espagne and its subsidiaries until March 25, 2024 (see Note 4.2).

Africa & Middle East	Orange Business[1]	Totem[2]	International Carriers & Shared Services[3]	Eliminations telecom activities and unallocated items	Total telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consolidated Financial Statements
1,324	323	157	183	-	6,423	1	-	6,425
14	3	0	32	-	251	-	-	251
25	-	-	-	-	35	-	-	35
-	-	-	-	-	120	-	-	120
1,363	**326**	**157**	**215**	**-**	**6,829**	**1**	**-**	**6,830**
								1,468
								5,362
1,248	296	144	225	-	6,783	33	-	6,815
35	19	-	20	-	292	-	-	292
251	-	-	-	-	721	-	-	721
-	-	-	-	-	233	-	-	233
1,535	**315**	**144**	**245**	**-**	**8,030**	**33**	**-**	**8,062**
								2,365
								5,698
1,271	332	142	278	-	7,335	35	-	7,371
99	11	-	55	-	347	-	-	347
377	-	-	-	-	1,060	-	-	1,060
-	-	-	-	-	229	-	-	229
1,747	**344**	**142**	**333**	**-**	**8,971**	**35**	**-**	**9,007**
								2,678
								6,329

1.7 Segment assets

(in millions of euros)	France	Europe
		Total[1]
December 31, 2024		
Goodwill	13,176	2,568
Other intangible assets	3,730	2,704
Property, plant and equipment	17,444	5,710
Right-of-use assets	2,468	1,031
Interests in associates and joint ventures	943	2,930 [2]
Non-current assets included in the calculation of net financial debt	-	-
Other	10	38
Total non-current assets	**37,771**	**14,981**
Inventories	403	181
Trade receivables	1,857	1,420
Other customer contract assets	368	489
Prepaid expenses	65	100
Current assets included in the calculation of net financial debt	-	-
Other	974	128
Total current assets	**3,667**	**2,318**
Total assets	**41,438**	**17,299**

Africa & Middle East	Orange Business	Totem	International Carriers & Shared Services	Eliminations telecom activities and unallocated items	Total telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consolidated Financial Statements
1,431	2,292	1,624	11	-	21,100	-	-	21,100
1,715	593 [4]	9 [5]	3,702 [6]	-	12,454	3	-	12,456
4,869	358 [4]	1,045 [5]	991 [6]	(0)	30,417	5	-	30,421
719	354	766	1,746	-	7,084	12	-	7,096
90	12	-	4	-	3,979	-	-	3,979
-	-	-	-	942	942	-	-	942
28	34	5	19	1,781	1,914	298 [7]	(27)	2,185
8,851	**3,642**	**3,449**	**6,473**	**2,722**	**77,889**	**317**	**(27)**	**78,179**
129	50	-	28	-	791	0	-	791
1,134	1,239	175	1,268	(1,262)	5,831	8	0	5,838
9	763	-	-	-	1,630	-	-	1,630
180	108	37	36	(21)	504	3	(0)	507
-	-	-	-	11,580	11,580	-	-	11,580
2,617 [3]	265	39	447	174	4,644	815 [8]	(109)	5,349
4,070	**2,425**	**250**	**1,779**	**10,471**	**24,979**	**825**	**(109)**	**25,695**
12,921	**6,067**	**3,699**	**8,251**	**13,193**	**102,868**	**1,142**	**(136)**	**103,874**

(1) Orange Espagne and its subsidiaries are no longer fully consolidated from March 26, 2024 following the business combination with MásMóvil (see Note 4.2).

(2) Includes interests in associates and joint ventures from the MásOrange joint venture created on March 26, 2024, with a value of 2,556 million euros at December 31, 2024 (see Note 12).

(3) Including 1,923 million euros of current assets related to the restriction of electronic money in 2024, 1,430 million euros in 2023 and 1,242 million euros in 2022.

(4) Including intangible and tangible assets in France for 586 million euros in 2024, 548 million euros in 2023 and 526 million euros in 2022.

(5) Including intangible and tangible assets in France for 859 million euros in 2024, 791 million euros in 2023 and 748 million euros in 2022.

(6) Including property, plant and equipment and intangible assets in France for 1,525 million euros in 2024, 1,639 million euros in 2023 and 1,746 million euros in 2022. Intangible assets include the Orange brand for 3,133 million euros.

(7) Including 245 million euros of non-current financial assets related to Mobile Financial Services in 2024, 297 million euros in 2023 and 656 million euros in 2022 (see Note 18.2).

(8) Including 452 million euros in current financial assets related to Mobile Financial Services in 2024, 3,192 million euros in 2023 and 2,747 million euros in 2022 (see Note 18.2).

(in millions of euros)	France	Europe			
		Spain	*Other European countries*	*Elimina-tions Europe*	Total
December 31, 2023					
Goodwill	13,176	*2,734*	*2,558*	-	5,291
Other intangible assets	4,093	*1,864*	*2,828*	-	4,691
Property, plant and equipment	17,077	*3,518*	*5,631*	-	9,149
Right-of-use assets	2,248	*1,220*	*1,018*	-	2,238
Interests in associates and joint ventures	1,035	-	*339*	-	339
Non-current assets included in the calculation of net financial debt	-	-	-	-	-
Other	8	*13*	*38*	-	51
Total non-current assets	**37,637**	***9,348***	***12,411***	**-**	**21,759**
Inventories	507	*88*	*199*	-	287
Trade receivables	1,807	*587*	*1,321*	*2*	1,910
Other customer contract assets	391	*213*	*461*	-	674
Prepaid expenses	62	*374*	*87*	-	461
Current assets included in the calculation of net financial debt	-	-	-	-	-
Other	756	*20*	*165*	-	184
Total current assets	**3,522**	***1,282***	***2,233***	***2***	**3,517**
Total assets	**41,159**	***10,630***	***14,644***	***2***	**25,276**

December 31, 2022					
Goodwill	13,176	*2,734*	*1,852*	-	4,586
Other intangible assets	4,331	*1,994*	*2,287*	-	4,280
Property, plant and equipment	16,906	*3,640*	*4,239*	-	7,879
Right-of-use assets	1,946	*1,035*	*1,023*	-	2,058
Interests in associates and joint ventures	1,070	-	*313*	-	313
Non-current assets included in the calculation of net financial debt	-	-	-	-	-
Other	9	*12*	*43*	-	55
Total non-current assets	**37,438**	***9,415***	***9,755***	**-**	**19,171**
Inventories	429	*73*	*187*	-	260
Trade receivables	2,055	*601*	*1,176*	*(1)*	1,776
Other customer contract assets	371	*174*	*425*	-	600
Prepaid expenses	41	*373*	*61*	-	434
Current assets included in the calculation of net financial debt	-	-	-	-	-
Other	789	*77*	*215*	-	292
Total current assets	**3,685**	***1,298***	***2,064***	***(1)***	**3,361**
Total assets	**41,123**	***10,714***	***11,819***	***(1)***	**22,532**

Africa & Middle East	Orange Business	Totem	International Carriers & Shared Services	Eliminations telecom activities and unallocated items	Total telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consolidated Financial Statements
1,403	2,263	1,624	18	(0)	23,775	-	-	23,775
1,957	585 [4]	9 [5]	3,739 [6]	-	15,074	24	-	15,098
4,522	391 [4]	980 [5]	1,065 [6]	0	33,184	10	-	33,193
754	392	665	1,859	-	8,155	20	-	8,175
106	3	-	8	0	1,491	-	-	1,491
-	-	-	-	916	916	-	-	916
21	36	4	20	1,670	1,812	378 [7]	(27)	2,162
8,763	**3,670**	**3,282**	**6,709**	**2,586**	**84,406**	**432**	**(27)**	**84,811**
169	82	-	107	0	1,152	0	-	1,152
996	1,322	336	1,121	(1,445)	6,046	38	(71)	6,013
10	721	-	-	-	1,795	-	-	1,795
189	88	14	52	(31)	835	34	(0)	868
-	-	-	-	8,210	8,210	-	-	8,210
2,002 [3]	255	27	436	244	3,903	3,316 [8]	(16)	7,203
3,366	**2,468**	**377**	**1,715**	**6,977**	**21,942**	**3,387**	**(87)**	**25,241**
12,128	**6,138**	**3,659**	**8,424**	**9,563**	**106,347**	**3,819**	**(115)**	**110,052**
1,420	2,289	1,624	18	-	23,113	-	-	23,113
1,956	577 [4]	6 [5]	3,741 [6]	-	14,892	54	-	14,946
4,315	417 [4]	943 [5]	1,169 [6]	-	31,630	10	-	31,640
819	438	649	2,002	-	7,912	23	-	7,936
89	3	-	12	(0)	1,486	-	-	1,486
-	-	-	-	1,390	1,390	-	-	1,390
27	36	4	21	1,430	1,583	781 [7]	(27)	2,337
8,626	**3,761**	**3,226**	**6,964**	**2,820**	**82,005**	**869**	**(27)**	**82,847**
127	91	-	141	-	1,048	0	-	1,048
954	1,339	272	1,042	(1,200)	6,237	130	(62)	6,305
11	588	-	-	-	1,570	-	-	1,570
178	125	19	61	(28)	830	22	(0)	851
-	-	-	-	10,451	10,451	-	-	10,451
1,720 [3]	278	13	424	150	3,666	2,931 [8]	(18)	6,579
2,991	**2,421**	**304**	**1,668**	**9,373**	**23,801**	**3,083**	**(81)**	**26,803**
11,616	**6,182**	**3,530**	**8,631**	**12,192**	**105,807**	**3,951**	**(108)**	**109,650**

1.8 Segment equity and liabilities

(in millions of euros)	France	Europe	
			Total[(1)]
December 31, 2024			
Equity	**-**		**-**
Non-current lease liabilities	2,223		870
Fixed assets payables	558		405
Non-current employee benefits	1,223		24
Non-current liabilities included in the calculation of net financial debt	-		-
Other	316		335
Total non-current liabilities	**4,319**		**1,635**
Current lease liabilities	297		217
Fixed assets payables	1,155		462
Trade payables	2,874		1,057
Customer contracts liabilities	647		529
Current employee benefits	1,268		167
Deferred income	(0)		23
Current liabilities included in the calculation of net financial debt	-		-
Other	1,121		401
Total current liabilities	**7,362**		**2,856**
Total equity and liabilities	**11,681**		**4,491**

	Africa & Middle East	Orange Business	Totem	International Carriers & Shared Services	Eliminations telecom activities and unallocated items	Total telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consolidated Financial Statements
	-	**-**	**-**	**-**	**36,440**	**36,440**	**(1,279)**	**-**	**35,162**
	556	260	573	1,496	-	5,978	14	-	5,992
	121	-	-	-	-	1,084	-	-	1,084
	105	193	3	721	-	2,270	5	-	2,274
	-	-	-	-	29,207	29,207	-	-	29,207
	169	12	177	51	1,121	2,181	94 (3)	(27)	2,248
	951	**465**	**753**	**2,268**	**30,328**	**40,720**	**113**	**(27)**	**40,805**
	239	118	156	342	-	1,370	4	-	1,374
	620	56	25	55	(0)	2,373	-	-	2,373
	1,677	982	312	769	(1,262)	6,408	40	0	6,448
	78	970	14	208	(21)	2,425	1	(0)	2,426
	112	491	6	412	(0)	2,457	18	-	2,475
	63	9	-	14	(0)	110	1	-	110
	-	-	-	-	6,197	6,197	-	(109)	6,089
	2,859 (2)	381	10	606	(1,008)	4,369	2,245 (4)	(0)	6,613
	5,649	**3,007**	**523**	**2,405**	**3,906**	**25,709**	**2,308**	**(109)**	**27,908**
	6,601	**3,472**	**1,276**	**4,674**	**70,674**	**102,869**	**1,142**	**(136)**	**103,874**

(1) Orange Espagne and its subsidiaries are no longer fully consolidated from March 26, 2024 following the business combination with MásMóvil (see Note 4.2).

(2) Including 1,923 million euros of current liabilities related to the restriction of electronic money in 2024, 1,430 million euros in 2023 and 1,242 million euros in 2022.

(3) Including in 2024, 40 million euros of non-current financial liabilities related to Mobile Financial Services, 100 million euros in 2023 and 109 million euros in 2022 (see Note 18.2).

(4) Including 625 million euros of current financial liabilities related to Mobile Financial Services in 2024, 3,073 million euros in 2023 and 3,034 million euros in 2022 (see Note 18.2).

(in millions of euros)	France	Europe			
		Spain	*Other European countries*	*Elimina-tions Europe*	Total
December 31, 2023					
Equity	**-**	***-***	***-***	***-***	**-**
Non-current lease liabilities	2,026	*1,117*	*847*	*-*	1,964
Non-current fixed assets payables	589	*398*	*487*	*-*	886
Non-current employee benefits	1,466	*5*	*23*	*-*	28
Non-current liabilities included in the calculation of net financial debt	-	*-*	*-*	*-*	-
Other	272	*9*	*346*	*-*	355
Total non-current liabilities	**4,352**	***1,529***	***1,704***	***-***	**3,233**
Current lease liabilities	257	*199*	*228*	*-*	427
Current fixed assets payables	1,168	*464*	*468*	*-*	932
Trade payables	2,962	*883*	*1,068*	*2*	1,953
Customer contracts liabilities	743	*219*	*569*	*-*	788
Current employee benefits	1,339	*58*	*153*	*-*	211
Deferred income	-	*50*	*23*	*-*	73
Current liabilities included in the calculation of net financial debt	-	*-*	*-*	*-*	-
Other	780	*136*	*341*	*-*	477
Total current liabilities	**7,248**	***2,008***	***2,850***	***2***	**4,860**
Total equity and liabilities	**11,600**	***3,538***	***4,554***	***2***	**8,093**

December 31, 2022					
Equity	**-**	***-***	***-***	***-***	**-**
Non-current lease liabilities	1,740	*961*	*870*	*-*	1,831
Non-current fixed assets payables	468	*429*	*396*	*-*	825
Non-current employee benefits	1,522	*5*	*18*	*-*	23
Non-current liabilities included in the calculation of net financial debt	-	*-*	*-*	*-*	-
Other	347	*13*	*247*	*-*	259
Total non-current liabilities	**4,076**	***1,408***	***1,531***	***-***	**2,939**
Current lease liabilities	214	*178*	*194*	*-*	373
Current fixed assets payables	1,383	*451*	*460*	*-*	911
Trade payables	2,924	*868*	*971*	*(1)*	1,839
Customer contracts liabilities	830	*228*	*513*	*-*	740
Current employee benefits	1,243	*56*	*125*	*-*	181
Deferred income	-	*67*	*20*	*-*	86
Current liabilities included in the calculation of net financial debt	-	*-*	*-*	*-*	-
Other	763	*143*	*269*	*-*	412
Total current liabilities	**7,357**	***1,992***	***2,552***	***(1)***	**4,542**
Total equity and liabilities	**11,433**	***3,399***	***4,083***	***(1)***	**7,481**

Africa & Middle East	Orange Business	Totem	International Carriers & Shared Services	Eliminations telecom activities and unallocated items	Total telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consolidated Financial Statements
-	**-**	**-**	**-**	**36,040**	**36,040**	**(941)**	**-**	**35,098**
675	285	490	1,641	-	7,081	18	-	7,099
133	-	-	-	-	1,608	-	-	1,608
98	229	3	721	0	2,545	7	-	2,551
-	-	-	-	30,741	30,741	-	-	30,741
121	27	140	46	1,247	2,207	248 [3]	(27)	2,428
1,027	**540**	**633**	**2,409**	**31,987**	**44,181**	**273**	**(27)**	**44,427**
163	128	139	351	-	1,464	4	-	1,469
657	52	23	92	(0)	2,923	3	-	2,926
1,472	936	305	883	(1,445)	7,065	48	(71)	7,042
87	929	10	191	(31)	2,716	1	(0)	2,717
103	504	5	450	(0)	2,612	20	-	2,632
39	10	-	9	(0)	132	2	-	135
-	-	-	-	5,498	5,498	-	(7)	5,490
2,279 [2]	495	11	575	(900)	3,716	4,409 [4]	(9)	8,116
4,800	**3,053**	**494**	**2,551**	**3,121**	**26,126**	**4,487**	**(87)**	**30,526**
5,827	**3,593**	**1,126**	**4,960**	**71,148**	**106,347**	**3,819**	**(115)**	**110,052**

Africa & Middle East	Orange Business	Totem	International Carriers & Shared Services	Eliminations telecom activities and unallocated items	Total telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consolidated Financial Statements
-	**-**	**-**	**-**	**35,589**	**35,589**	**(633)**	**-**	**34,956**
691	320	476	1,820	-	6,879	23	-	6,901
188	-	-	-	-	1,480	-	-	1,480
89	242	2	682	0	2,560	7	-	2,567
-	-	-	-	32,265	32,265	-	-	32,265
96	16	115	43	1,235	2,112	172 [3]	(27)	2,257
1,064	**579**	**593**	**2,545**	**33,500**	**45,296**	**202**	**(27)**	**45,471**
209	134	142	433	-	1,504	4	-	1,509
589	68	9	134	(0)	3,094	6	-	3,101
1,307	909	256	942	(1,200)	6,976	153	(62)	7,067
93	750	9	184	(27)	2,580	-	(0)	2,579
88	455	6	421	-	2,394	24	-	2,418
40	8	-	10	(0)	145	5	(0)	149
-	-	-	-	4,759	4,759	-	(6)	4,753
2,031 [2]	311	11	572	(630)	3,470	4,190 [4]	(12)	7,647
4,358	**2,636**	**432**	**2,696**	**2,901**	**24,922**	**4,382**	**(81)**	**29,223**
5,422	**3,215**	**1,026**	**5,240**	**71,989**	**105,807**	**3,951**	**(108)**	**109,650**

1.9 Simplified statement of cash flows on telecommunication and Mobile Financial Services activities

(in millions of euros)	2024			
	Telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consolidated Financial Statements
Operating activities				
Consolidated net income	3,267	(365)	-	2,902
Non-monetary items and reclassified items for presentation	12,156	226	0	12,382
Changes in working capital and operating banking activities	(243)	(1,069)	0	(1,311)
Decrease (increase) in inventories, gross	200	(0)	-	200
Decrease (increase) in trade receivables, gross	(213)	31	(69)	(251)
Increase (decrease) in trade payables	91	(8)	69	152
Changes in other customer contract assets and liabilities	(117)	(0)	0	(117)
Changes in other assets and liabilities	(205)	(1,091)	-	(1,296)
Other net cash out	(3,770)	(6)	(0)	(3,777)
Operating taxes and levies paid	(1,775)	(4)	-	(1,779)
Dividends received	15	-	-	15
Interest paid and interest rates effects on derivatives, net	(1,023) [1]	(2)	(0)	(1,026)
Income tax paid	(988)	(0)	-	(988)
Net cash provided by operating activities (a)	**11,410** [2]	**(1,215)**	**-**	**10,195**
Investing activities				
Purchases (sales) of property, plant and equipment and intangible assets[3]	(6,729)	(4)	-	(6,733)
Purchases of property, plant and equipment and intangible assets[4]	(6,709)	(1)	-	(6,710)
Increase (decrease) in fixed assets payables	(315)	(3)	-	(318)
Investing donations received in advance	24	-	-	24
Sales of property, plant and equipment and intangible assets	270	-	-	270
Cash paid for investment securities, net of cash acquired	(34)	(1)	-	(35)
Investments in associates and joint ventures	(61)	-	-	(61)
Purchases of equity securities measured at fair value	(19)	-	-	(19)
Proceeds from sales of investment securities, net of cash transferred	4,391	-	-	4,391
Proceeds from sales of investment securities at fair value	104	-	-	104
Other decrease (increase) in securities and other financial assets	(654) [5]	1,445	102	892
Net cash used in investing activities (b)	**(3,001)**	**1,440**	**102**	**(1,460)**
Financing activities				
Cash flows from financing activities				
Medium and long-term debt issuances	1,244	(1)	-	1,243
Medium and long-term debt redemptions and repayments[6]	(2,437)	-	-	(2,437)
Increase (decrease) of bank overdrafts and short-term borrowings	(258)	(207)	(102)	(566)
Decrease (increase) in debt related financial assets	81	(45)	-	36
Exchange rates effects on derivatives, net	(6)	-	-	(6)
Other cash flows				
Repayments of lease liabilities	(1,494)	(4)	-	(1,499)
Subordinated notes issuances (purchases) and other related fees	(4)	-	-	(4)
Coupon on subordinated notes	(175)	-	-	(175)
Proceeds (purchases) from treasury shares	(8)	-	-	(8)
Capital increase (decrease) - non-controlling interests	3	-	-	3
Capital increase (decrease) - telecom activities / mobile financial services[7]	(250)	250	-	-
Changes in ownership interests with no gain / loss of control	(24)	-	-	(24)
Dividends paid to owners of the parent company	(1,915)	-	-	(1,915)
Dividends paid to non-controlling interests	(375)	-	-	(375)
Net cash used in financing activities (c)	**(5,618)**	**(7)**	**(102)**	**(5,726)**
Cash change in cash and cash equivalents (a) + (b) + (c)	**2,791**	**218**	**-**	**3,009**
Net change in cash and cash equivalents				
Cash and cash equivalents in the opening balance	**5,504**	**113**	**-**	**5,618**
Cash change in cash and cash equivalents (a) + (b) + (c)	**2,791**	**218**	**-**	**3,009**
Non-cash change in cash and cash equivalents	**139**	**(0)**	**-**	**139**
o/w effect of exchange rates changes and other non-monetary effects	139	(0)	-	139
Cash and cash equivalents in the closing balance	**8,434**	**331**	**-**	**8,766**

(in millions of euros)	2023			
	Telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consolidated Financial Statements
Operating activities				
Consolidated net income	3,198	(307)	(0)	2,892
Non-monetary items and reclassified items for presentation	12,755	216	1	12,971
Changes in working capital and operating banking activities	319	(327)	(0)	(8)
Decrease (increase) in inventories, gross	(84)	0	-	(84)
Decrease (increase) in trade receivables, gross	341	92	9	441
Increase (decrease) in trade payables	18	(109)	(9)	(100)
Changes in other customer contract assets and liabilities	(102)	(0)	(0)	(103)
Changes in other assets and liabilities	147	(310)	-	(163)
Other net cash out	(3,792)	(8)	(1)	(3,801)
Operating taxes and levies paid	(1,671)	(9)	-	(1,680)
Dividends received	44	-	-	44
Interest paid and interest rates effects on derivatives, net	(1,036) [1]	1	(1)	(1,035)
Income tax paid	(1,128)	(1)	-	(1,129)
Net cash provided by operating activities (a)	**12,480** [2]	**(426)**	**-**	**12,054**
Investing activities				
Purchases (sales) of property, plant and equipment and intangible assets[3]	(7,594)	(36)	-	(7,630)
Purchases of property, plant and equipment and intangible assets[4]	(7,797)	(33)	-	(7,829)
Increase (decrease) in fixed assets payables	(129)	(3)	-	(133)
Investing donations received in advance	16	-	-	16
Sales of property, plant and equipment and intangible assets	316	-	-	316
Cash paid for investment securities, net of cash acquired	(1,416)	-	-	(1,416)
Investments in associates and joint ventures	(38)	-	-	(38)
Purchases of equity securities measured at fair value	(46)	(0)	-	(46)
Proceeds from sales of investment securities, net of cash transferred	34	-	-	34
Proceeds from sales of investment securities at fair value	3	-	-	3
Other decrease (increase) in securities and other financial assets	1,760	324	1	2,085
Net cash used in investing activities (b)	**(7,297)**	**288**	**1**	**(7,008)**
Financing activities				
Cash flows from financing activities				
Medium and long-term debt issuances	1,442	-	-	1,442
Medium and long-term debt redemptions and repayments[6]	(2,595)	-	-	(2,595)
Increase (decrease) of bank overdrafts and short-term borrowings	164	(107)	(1)	56
Decrease (increase) in debt related financial assets	(470)	4	-	(466)
Exchange rates effects on derivatives, net	5	-	-	5
Other cash flows				
Repayments of lease liabilities	(1,652)	(4)	-	(1,657)
Subordinated notes issuances (purchases) and other related fees	177	-	-	177
Coupon on subordinated notes	(177)	-	-	(177)
Proceeds (purchases) from treasury shares	(15)	-	-	(15)
Capital increase (decrease) - non-controlling interests	2	-	-	2
Capital increase (decrease) - telecom activities / mobile financial services[7]	(200)	200	-	-
Changes in ownership interests with no gain / loss of control	(9)	-	-	(9)
Dividends paid to owners of the parent company	(1,862)	-	-	(1,862)
Dividends paid to non-controlling interests	(368)	-	-	(368)
Net cash used in financing activities (c)	**(5,557)**	**93**	**(1)**	**(5,465)**
Cash change in cash and cash equivalents (a) + (b) + (c)	**(374)**	**(45)**	**-**	**(419)**
Net change in cash and cash equivalents				
Cash and cash equivalents in the opening balance	**5,846**	**158**	**-**	**6,004**
Cash change in cash and cash equivalents (a) + (b) + (c)	**(374)**	**(45)**	**-**	**(419)**
Non-cash change in cash and cash equivalents	**32**	**-**	**-**	**32**
o/w effect of exchange rates changes and other non-monetary effects	32	-	-	32
Cash and cash equivalents in the closing balance	**5,504**	**113**	**-**	**5,618**

(in millions of euros)	2022			
	Telecom activities	Mobile Financial Services	Eliminations telecom activities / mobile financial services	Orange Consoli-dated Financial Statements
Operating activities				
Consolidated net income	2,810	(194)	(0)	2,617
Non-monetary items and reclassified items for presentation	13,283	14	1	13,298
Changes in working capital and operating banking activities	(284)	(508)	1	(792)
Decrease (increase) in inventories, gross	(108)	(0)	-	(108)
Decrease (increase) in trade receivables, gross	(209)	(39)	(41)	(289)
Increase (decrease) in trade payables	260	(4)	41	297
Changes in other customer contract assets and liabilities	(26)	-	1	(26)
Changes in other assets and liabilities	(201)	(465)	-	(666)
Other net cash out	(3,889)	1	(1)	(3,889)
Operating taxes and levies paid	(1,907)	1	-	(1,906)
Dividends received	13	-	-	13
Interest paid and interest rates effects on derivatives, net	(962) (1)	0	(1)	(963)
Income tax paid	(1,033)	(0)	-	(1,033)
Net cash provided by operating activities (a)	**11,921** (2)	**(686)**	**-**	**11,235**
Investing activities				
Purchases (sales) of property, plant and equipment and intangible assets(3)	(8,251)	(31)	-	(8,282)
Purchases of property, plant and equipment and intangible assets(4)	(8,742)	(35)	-	(8,777)
Increase (decrease) in fixed assets payables	165	5	-	170
Investing donations received in advance	1	-	-	1
Sales of property, plant and equipment and intangible assets	324	-	-	324
Cash paid for investment securities, net of cash acquired	(57)	(0)	-	(58)
Investments in associates and joint ventures	(10)	-	-	(10)
Purchases of equity securities measured at fair value	(34)	-	-	(34)
Proceeds from sales of investment securities, net of cash transferred	12	-	-	12
Proceeds from sales of investment securities at fair value	5	-	-	5
Other decrease (increase) in securities and other financial assets	(2,289)	206	2	(2,081)
Net cash used in investing activities (b)	**(10,625)**	**175**	**2**	**(10,448)**
Financing activities				
Cash flows from financing activities				
Medium and long-term debt issuances	1,809	-	-	1,809
Medium and long-term debt redemptions and repayments(6)	(1,088)	-	-	(1,088)
Increase (decrease) of bank overdrafts and short-term borrowings	(367)	(32)	(2)	(400)
Decrease (increase) in debt related financial assets	673	99	-	771
Exchange rates effects on derivatives, net	(91)	-	-	(91)
Other cash flows				
Repayments of lease liabilities	(1,514)	(4)	-	(1,519)
Subordinated notes issuances (purchases) and other related fees	(451)	-	-	(451)
Coupon on subordinated notes	(213)	-	-	(213)
Proceeds (purchases) from treasury shares	14	-	-	14
Capital increase (decrease) - non-controlling interests	0	0	-	0
Capital increase (decrease) - telecom activities / mobile financial services(7)	(173)	173	-	-
Changes in ownership interests with no gain / loss of control	(11)	-	-	(11)
Dividends paid to owners of the parent company	(1,861)	-	-	(1,861)
Dividends paid to non-controlling interests	(304)	-	-	(304)
Net cash used in financing activities (c)	**(3,577)**	**236**	**(2)**	**(3,343)**
Cash change in cash and cash equivalents (a) + (b) + (c)	**(2,281)**	**(275)**	**-**	**(2,556)**
Net change in cash and cash equivalents				
Cash and cash equivalents in the opening balance	**8,188**	**433**	**-**	**8,621**
Cash change in cash and cash equivalents (a) + (b) + (c)	**(2,281)**	**(275)**	**-**	**(2,556)**
Non-cash change in cash and cash equivalents	**(61)**	**-**	**-**	**(61)**
o/w effect of exchange rates changes and other non-monetary effects	(61)	-	-	(61)
Cash and cash equivalents in the closing balance	**5,846**	**158**	**-**	**6,004**

(1) Including interests paid on lease liabilities for (254) million euros in 2024, (247) million euros in 2023 and (141) million euros in 2022 and interests paid on debt related to financed assets for (17) million euros in 2024, (14) million euros in 2023 and (3) million euros in 2022.
(2) Including significant litigation (paid) and received for 54 million euros in 2024, (23) million euros in 2023 and (20) million euros in 2022.
(3) Including telecommunication licenses paid for (263) million euros in 2024, (521) million euros in 2023 and (981) million euros in 2022.
(4) Investments in financed assets for 120 million euros in 2024, 233 million euros in 2023 and 229 million euros in 2022 have no effect on the net cash used in investing activities.
(5) Including a tax dispute related to VAT on digital offerings for (312) million euros (see Note 11.4).
(6) Including payments on debts related to financed assets for (136) million euros in 2024, (117) million euros in 2023 and (97) million euros in 2022.
(7) Including Orange Bank's share capital invested by Orange group for 250 million euros in 2024, 200 million euros in 2023 and 150 million euros in 2022.

The table below shows the reconciliation between net cash provided by operating activities (telecom activities), as shown in the simplified statement of cash flows, and organic cash flow from telecom activities.

(in millions of euros)	2024	2023	2022
Net cash provided by operating activities (telecom activities)	**11,410**	**12,480**	**11,921**
Purchases (sales) of property, plant and equipment and intangible assets	(6,729)	(7,594)	(8,251)
Repayment of lease liabilities	(1,494)	(1,652)	(1,514)
Repayment of debt related to financed assets	(136)	(117)	(97)
Elimination of telecommunication licenses paid	263	521	981
Elimination of significant litigation paid (and received)	(54)	23	20
Organic cash flow from telecom activities	**3,259**	**3,661**	**3,058**

The table below shows the reconciliation between net cash provided by operating activities (telecom activities), as shown in the simplified statement of cash flows, and free cash flow all-in from telecom activities.

(in millions of euros)	2024	2023	2022
Net cash provided by operating activities (telecom activities)(1)	**11,410**	**12,480**	**11,921**
Purchases (sales) of property, plant and equipment and intangible assets	(6,729)	(7,594)	(8,251)
o/w telecommunication licenses paid	*(263)*	*(521)*	*(981)*
Repayments of lease liabilities	(1,494)	(1,652)	(1,514)
Repayments of debts relating to financed assets	(136)	(117)	(97)
Payment of coupons on subordinated notes(2)	(175)	(177)	(213)
Free cash flow all-in from telecom activities	**2,875**	**2,940**	**1,845**

(1) The net cash provided by telecom activities includes significant litigation paid for 54 million euros in 2024 ((23) million euros in 2023 and (20) million euros in 2022).
(2) See Note 16.4.

1.10 Definition of operating segments and performance indicators

Accounting policies

Segment information

Decisions regarding the allocation of resources and the assessment of the performance of Orange (hereinafter referred to as “the Group”) are made by the Chief Executive Officer (main operational decision-maker) at business segment level, mainly consisting of the geographical establishments.

The business segments are:

- France (excluding Orange Business);
- Spain and each of the Other European countries (including the Poland, Belgium and Luxembourg business segments and each of the Central European countries). The Europe aggregate thus includes all the business segments in this region;
- the Sonatel sub-group (grouping together Sonatel in Senegal, Orange Mali, Orange Bissau, Orange in Guinea and Orange in Sierra Leone), the Côte d’Ivoire sub-group (including the Orange Côte d’Ivoire entities, Orange in Burkina Faso and Orange in Liberia) and each of the other countries in Africa & Middle East. The Africa & Middle East aggregate thus presents all the business segments in this region;
- Orange Business, which combines communication solutions and services as well as integration and information technology services for businesses in France and around the world (including the cybersecurity activity);
- Totem, which combines the activities of the European TowerCo and operates a portfolio of some 27,000 tower sites in France and Spain;
- International Carriers & Shared Services (IC&SS) activities, which includes certain resources, mainly in the areas of networks, information systems, Research and Development and other shared Group activities, as well as the Orange brand;
- Mobile Financial Services, which includes Orange Bank.

The use of shared resources, mainly provided by International Carriers & Shared Services, is taken into account in segment results based either on the terms of contractual agreements between legal entities, external benchmarks or by reallocating costs among the segments. The supply of shared resources is included in the other income of the service provider, and the use of these resources is included in the expenses of the service user. The cost of shared resources may be affected by changes in contractual relationships or organization and may therefore impact the segment results presented from one fiscal year to another.

Operating performance indicators

EBITDAaL and eCAPEX are the key operating performance indicators used by the Group to:

- manage and assess its operating and segment results; and

- implement its investment and resource allocation strategy.

The Group's management believes that the presentation of these indicators is relevant as it provides readers with the same management indicators as those used internally.

EBITDAaL relates to operating income before depreciation and amortization of fixed assets, effects resulting from takeovers, impairment of goodwill and fixed assets, share of profits (losses) of associates and joint ventures, and after interest on lease liabilities and on debt relating to financed assets, adjusted for:

- significant litigation effects;
- specific labor expenses;
- review of fixed assets, investments and business portfolio;
- restructuring programs costs;
- acquisition and integration costs;
- where appropriate, other specific items.

This measurement indicator allows for the effects of certain specific factors to be isolated, irrespective of their recurrence and the type of income and expense, when they are linked to:

- significant litigation: significant litigation expenses relate to risk reassessments regarding various disputes. The associated procedures are based on third-party decisions (regulatory authority, court, etc.) and occur over a different period from the activities at the source of the litigation. Costs are by nature difficult to predict in terms of their source, amount and period;
- specific labor expenses: irrespective of any departure plans included in restructuring programs costs, certain employee working time adjustment programs have a negative impact on the period in which they are signed and implemented. Specific labor expenses also relate to changes in assumptions and experience effects for the various part-time for seniors plans in France;
- review of fixed assets, investments and business portfolio: the Group conducts an ongoing review of its fixed assets, investments and business portfolio. In this context, exit or disposal decisions are implemented and, by their nature, have an impact on the period in which they take place;
- restructuring programs costs: the adaptation of the Group's activities to changes in the environment may generate costs related to the shutdown or major transformation of an activity. These costs, linked to the cessation or major transformation of an activity, mainly consist of employee departure plans, contract terminations and costs in respect of contracts that have become onerous;
- acquisition and integration costs: the Group incurs costs directly related to the acquisition of entities and their integration in the months following their acquisition. These are primarily fees, registration costs and earn-outs;
- where appropriate, other specific items that are systematically specified in relation to income and/or expenses.

EBITDAaL is a financial indicator not defined by IFRS and may not be comparable to similarly titled indicators used by other groups. It is provided as additional information only and should not be considered a substitute for operating income or cash flows provided by operating activities.

eCAPEX relates to acquisitions of property, plant and equipment and intangible assets excluding telecommunication licenses and financed assets, minus the price of disposal of fixed assets. It is used internally as an indicator to allocate resources. eCAPEX is not a financial indicator defined by IFRS and may not be comparable to similarly titled indicators used by other companies.

The Group uses organic cash flow from telecom activities as an operating performance measure for telecom activities as a whole. Organic cash flow from telecom activities relates to net cash flows provided by telecom activities minus (i) repayment of lease liabilities and debt related to financed assets, (ii) purchases and sales of property, plant and equipment and intangible assets, net of the change in fixed asset payables, (iii) excluding the effect of telecommunication licenses paid and significant litigation paid (and received). Organic cash flow is a financial indicator not defined by IFRS and may not be comparable to similarly titled indicators used by other groups.

The Group uses free cash flow all-in from telecom activities as an operating performance measure for telecom activities as a whole. Free cash flow all-in from telecom activities relate to net cash provided by telecom activities minus (i) repayment of lease liabilities and debt relating to financed assets, (ii) purchases and sales of property, plant and equipment and intangible assets, net of the change in fixed asset payables, and (iii) payments of coupons on subordinated notes. Free cash flow all-in from telecom activities is a financial indicator not defined by IFRS and may not be comparable to similarly titled indicators used by other groups.

Assets and liabilities

Inter-segment assets and liabilities are reported in each business segment.

Non-allocated assets and liabilities of telecom activities mainly include external financial debt, external cash and cash equivalents, current and deferred tax assets and liabilities and equity. Financial debt and investments between these segments are presented as unallocated items.

For Mobile Financial Services, the line "Other" includes the assets and liabilities listed above as well as loans and receivables and payables related to Mobile Financial Services transactions.

The other accounting policies are presented within each note to which they refer.

Note 2 Description of business and basis of preparation of the Consolidated Financial Statements

2.1 Description of business

Orange provides B2C and B2B customers and other telecommunication operators with a wide range of connectivity services, including fixed telephony, mobile telecommunication, data transmission and other value-added services, including Mobile Financial Services. In addition to its role as a supplier of connectivity, the Group provides enterprise services, primarily solutions in the fields of digital work, security and improving business line processes.

Telecommunication operator activities are regulated and dependent upon the granting of licenses, just as Mobile Financial Services activities have their own regulations.

2.2 Basis of preparation of the financial statements

The Consolidated Financial Statements were approved by the Board of Directors at its meeting of February 12, 2025 and will be submitted for approval by the Shareholders' Meeting on May 21, 2025.

The 2024 Consolidated Financial Statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as endorsed by the European Union. Comparative figures are presented for 2023 and 2022 using the same basis of preparation.

The data are presented in millions of euros, without a decimal. Rounding to the nearest million may in some cases lead to non-significant discrepancies in the totals and subtotals shown in the tables.

The principles applied to prepare the 2024 financial data are based on:

- all the standards and interpretations endorsed by the European Union that were compulsory at December 31, 2024;
- the options taken relating to the date and methods of first-time adoption (see 2.3 below);
- the recognition and measurement options allowed under IFRS:

Standard		Alternative used
IAS 1	Accretion expense on operating liabilities (employee benefits, environmental liabilities and licenses)	Classification as financial expenses
IAS 2	Inventories	Measurement of inventories according to the weighted average unit cost method
IAS 7	Interest paid and dividends received	Classification as net cash provided by operating activities
IAS 16	Property, plant and equipment	Measurement at amortized historical cost
IAS 38	Intangible assets	Measurement at amortized historical cost
IFRS 3	Non-controlling interests	At the acquisition date, measurement either at fair value or according to the portion of the identifiable net assets of the acquired entity

- accounting positions adopted by the Group in accordance with paragraphs 10 to 12 of IAS 8:

Topic	Note
Presentation of Consolidated Financial Statements	Financial statements and segment information
Operating taxes and levies	11.1
Income taxes	11.2
Non-controlling interests: commitments to purchase non-controlling interests and transactions with shareholders of a controlled entity	4 and 16.6

In the absence of any accounting standard or interpretation applicable to a specific transaction or event, the Group's management uses its judgment to define and apply an accounting policy that will result in relevant and reliable information, such that the financial statements:

- present a true and fair view of the Group's financial position, financial performance and cash flows;
- reflect the economic substance of transactions;
- are neutral;
- are prepared on a prudent basis; and
- are complete in all material respects.

2.3 New standards and interpretations applied from January 1, 2024

Only the amendments of the standards applicable to the Group whose effective date is January 1, 2024 are described below.

2.3.1 Amendment to IAS 7 and IFRS 7: Reverse factoring – Supplier finance agreements

The amendment to the two standards is added to the list of disclosures, with a specific focus on reverse factoring transactions. This amendment does not materially change the information provided by the Group in its notes to the Consolidated Financial Statements, such factoring transactions were already described in the Group's notes, additional information has been provided to meet the new requirements of the amendment.

2.3.2 Amendment to IAS 1: Classification of liabilities as current or non-current

The amendment to the standard sets out new provisions for assessing the presentation of a liability in the balance sheet at the reporting date, based on conditions that might make the liability payable within the 12 months following the reporting date. This amendment has no impact on the Group's Consolidated Financial Statements and does not materially change the information provided by the Group in its notes to the Consolidated Financial Statements.

2.3.3 Amendment to IFRS 16: Lease liability in a sale and leaseback

The amendment clarifies the accounting treatment of changes in the lease liability arising from the sale of an asset followed by the leaseback of the asset at variable rents. This amendment does not change the initial accounting treatment of the lease liability, but specifies that in the event of subsequent changes in rents, the difference between the rent actually paid and the reduction in the liability is recognized in the income statement. The implementation of this amendment has had no material impact on the Group, as sale and leaseback transactions are not common within the Group.

2.4 Standards and interpretations compulsory after December 31, 2024 with no early adoption

2.4.1 IFRS 18: Presentation and disclosure in financial statements

Issued in April 2024, IFRS 18 will replace IAS 1 and the related interpretations. The aim of the standard is to enable investors to obtain more detailed and comparable information on the presentation of financial performance, in particular concerning:

- better comparability of the income statement thanks to the addition of new categories of income and expenses (operating, investing and financing) and required sub-totals;
- enhanced information to be provided on performance indicators;
- a critical review of the information disclosed either in the summary statements or in the notes to ensure that the information needed by investors is provided.

IFRS 18 will apply retrospectively as from January 1, 2027, with an earlier application option from January 1, 2026, subject to its adoption by the European Union. The Group has launched a working group to analyze the expected impacts on its Consolidated Financial Statements as well as those of its listed subsidiaries, while taking into account the changes required for the tools used to produce the Consolidated Financial Statements.

2.4.2 Amendments to IFRS 7 and IFRS 9: the classification and measurement of financial instruments

The amendment to the two standards specifies the date on which a financial asset or liability is to be derecognized with specific details on the derecognition of financial liabilities settled through electronic payment systems. The amendment also clarifies the application of the management intention criterion to certain financial assets (ESG-indexed loans, non-recourse loans, contractually linked securitization shares held) and requires new disclosures financial instruments whose contractual terms could change cash flows. New disclosures will also be required on equity instruments designated at fair value through other comprehensive income. These amendments may have a unique effect on cash flows when implemented due to the revaluation of the derecognition date of financial assets and liabilities. This amendment will apply from January 1, 2026, subject to its adoption by the European Union.

2.4.3 Amendment to IAS 21: Lack of exchangeability

The amendment to the standard specifies in which situations a currency is convertible and clarifies how to determine the exchange rate if there is a lack of exchangeability. This amendment, which is applicable from January 1, 2025, is not expected to have a material impact on the Group's Consolidated Financial Statements.

2.4.4 Annual improvements to IFRS accounting standards

The IASB has published the eleventh volume of annual improvements to IFRS accounting standards that provide clarifications to five standards (IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7). These improvements are corrections or clarifications that do not change the principles of the revised standards. The Group does not expect the implementation of these improvements to have any impact. The implementation date for these improvements is January 1, 2026, subject to their adoption by the European Union.

2.4.5 Amendments to IFRS 9 and IFRS 7: nature-dependent renewable power purchase agreements

These amendments are intended to improve the financial statement presentation of renewable power purchase agreements. The amendments clarify how the “clean use” exemption applies to physical energy supply contracts. The amendments simplify the application of hedge accounting to virtual energy purchase contracts used as cash hedging instruments by qualifying the volume of energy hedged with reference to the volume determined in the hedging contract. New disclosures in the notes to the financial statements are also aimed at providing a better understanding of the effect of these contracts on the financial performance and cash flows of the company. Subject to its adoption by the European Union, these amendments apply from January 1, 2026 or earlier.

2.5 Accounting policies, use of judgment and estimates

The accounting policies are presented within each note to which they refer. In summary:

Note	Topic	Accounting policies	Judgments and estimates[1]
1	Segment information	X	
4	Changes in the scope of consolidation, takeovers (business combinations), internal transfer of consolidated shares, assets held for sale	X	X
5.1	Revenue	X	X
5.3	Trade receivables	X	X
5.4	Customer contract net assets and liabilities, costs of obtaining a contract and costs to fulfill a contract, unfulfilled performance obligations	X	X
5.5	Submarine cable consortiums, Orange Money	X	
6.1	Advertising, promotion, sponsoring, communication and brand marketing costs	X	
6.2	Litigation, acquisition and integration costs	X	X
6.3	Restructuring costs	X	X
6.4	Broadcasting rights and equipment inventories	X	
6.6	Trade payables (goods and services)	X	X
7.2	Employee benefits	X	X
7.3	Employee share-based compensation	X	
8	Goodwill, impairment of goodwill	X	X
9.2	Depreciation and amortization	X	
9.3	Impairment of fixed assets	X	X
9.4	Other intangible assets	X	X
9.5	Property, plant and equipment	X	X
9.6	Fixed asset payables	X	X
9.7	Dismantling provisions	X	X
10	Leases	X	X
10.1	Right-of-use assets	X	
10.2	Lease liabilities	X	X
11.1	Operating taxes and levies	X	X
11.2	Income taxes	X	X
12	Interests in associates and joint ventures	X	X
13	Related-party transactions	X	
14.3	Net financial debt	X	X
14.3	Cash and cash equivalents, bonds, bank loans and loans from multilateral lending institutions	X	
14.4	Perpetual bonds redeemable for shares (*TDIRA*)	X	X
14.7	Financial assets (telecom activities)	X	X
14.8	Derivatives (telecom activities)	X	
15.9	Fair value of financial assets and liabilities (telecom activities)	X	X
16.2	Treasury shares	X	
16.4	Subordinated notes, equity component of perpetual bonds redeemable for shares (*TDIRA*)	X	X
16.5	Translation adjustments	X	
16.6	Non-controlling interests	X	
16.7	Earnings per share	X	
18.2	Financial assets and liabilities of Mobile Financial Services	X	
18.2.1	Financial assets related to Orange Bank transactions	X	X
18.3.7	Fair value of financial assets and liabilities of Orange Bank		X
19	Litigation		X
21	Scope		X

(1) See Notes 2.5.1 and 2.5.2

2.5.1 Use of judgment

In addition to the alternatives or accounting positions mentioned above in 2.2, management exercises judgment in order to define the accounting policies for certain transactions:

Topic		Nature of accounting judgment
Notes 4 and 21	Control	Exercise of judgment in certain circumstances with respect to the existence or not of control Continuous control assessment which can affect the scope of consolidation, as for instance when a shareholders' agreement is revised or terminated, or when protective rights turn into substantive rights
Note 5	Sales	Splitting transaction price between mobile and service Identification of distinct or non-distinct performance obligations
Notes 6, 11 and 19	Purchases and other expenses, tax and litigation	Litigation (including tax disputes and audits): measurement of technical merits of the interpretations and legislative positions and qualification of the facts and circumstances Onerous supplier contracts: trigger event, nature of unavoidable costs
Note 6	Purchases and other expenses	Reverse factoring: distinguishing operating debt and financial debt
Note 9	Fixed assets	Qualifying network, sites or equipment sharing among operators as joint operations
Note 10	Leases	Determination of the non-cancellable lease term and assessment of the exercise or not of termination, extension and purchase option Separation of service and lease components of leases "TowerCos" arrangements: electing the unit of account (tower or used space) and analyzing the arrangements in order to determine whether they contain a lease
Notes 14 and 16	Financial assets, liabilities and financial results (telecom activities) Equity	Distinguishing equity and debt: assessing specific contractual clauses

2.5.2 Use of estimates

In preparing the Group's financial statements, Orange's management makes estimates, insofar as many elements included in the financial statements cannot be measured precisely. Management revises these estimates if the underlying circumstances evolve or in light of new information or more experience. Consequently, the estimates made at December 31, 2024 may subsequently be changed.

Topic		Key sources of estimates on future income and/or cash flows
Notes 5, 15 and 18	Sales	Deciding duration of legally binding rights and obligations
Notes 6, 11 and 19	Risk of resources outflow linked to litigation (including tax disputes and audits) Onerous contracts	Underlying assumptions of the assessment of legal and tax positions Identifying and releasing of uncertain legal and tax positions Underlying assumptions of the assessment
Notes 8.3, 8.4, 9.3, 9.4, 9.5 and 12	Measurement of the recoverable values for the impairment tests (goodwill, property, plant and equipment and intangible assets interests in associates and joint ventures)	Sensitivity to the discount rate, perpetual growth rate and business plan assumptions affecting expected cash flows (revenue, EBITDAaL and investments) Assessing the competitive, economic and financial environment of the countries where the Group operates
Note 11.2	Measurement of the recoverable value of deferred tax assets	Assessing the time frame for recovering deferred tax assets when a tax entity returns to profit or when tax legislation limits the use of tax losses carryforward
Note 9	Fixed assets	Assessing the useful life of assets based on changes in the technological, regulatory or economic environment (notably the migration from the copper local loop into fiber and other greater bandwidth technologies, radio technology migration) Site dismantling and restoration provisions: dismantling time frame, discount rate, expected cost
Note 10	Leases	Determination of the incremental borrowing rate of the lease when the implied interest rate is not identifiable in the lease Determination of the term of certain leases
Note 7.2	Employee benefits	Sensitivity to discount rates
Notes 15 and 18	Fair value of financial assets and liabilities	Models, selection of parameters, fair value hierarchy, assessment of non-performance risks

Furthermore, aside from the elements linked to the level of activity, income and future cash flows are sensitive to changes in financial market risks, notably interest rate and foreign exchange risks (see Note 15).

2.5.3 Consideration of climate change risks

The Group faces certain climate-related challenges in terms of physical and transition risks that may affect its assets and business.

Natural disasters and other accidental events related to climate change, such as fires, could lead to significant destruction of the Orange group's facilities, resulting in both service interruptions and high repair costs. The frequency and intensity of weather events related to climate change (e.g. floods, storms and heat waves) continue to increase, which could aggravate claims and increase the related damage. In the medium term, rising sea levels could affect sites and facilities located near the coast more often. While coverage of claims by insurers could decrease further, the damage caused by major disasters could result in significant costs to Orange, some of which could be at the expense of the Orange group and thus affect its financial position and outlook.

The Group is therefore integrating physical risks related to the consequences of climate change more systematically into its activities. Most of the physical risks identified may occur in the future, without, however, fulfilling the necessary conditions for the recognition of provisions. This can mainly be seen in the assessment of these risks on the value of some of its assets through their depreciation schedule or as an event that could lead to the identification of an impairment loss indicator or on the future prospects of obtaining financing.

Various projects have been initiated within the Group in order to understand the impacts of climate change on its operations. The Group has thus begun a process of analysis in order to diagnose the exposure to climate risks of its various geographic locations based on the study of various impact scenarios related to climate change. The outcomes of these projects could lead the Group to review certain accounting treatments, judgments or financial risk estimates. The Group's resilience and adaptation to climate change is being analyzed in a targeted manner as part of its new strategic plan, which is being developed, and will be formalized in the Group's climate risk adaptation plan. However, at December 31, 2024, the Group has not identified any reliably estimated material impact on its financial statements at the stage of completion of the projects in progress.

With regard to transition risks, Orange's priority is to reduce its carbon footprint and it has made a commitment to be Net Zero Carbon by 2040. This commitment has led to changes in certain investment choices related to its activity. The implementation of actions to limit the effects of the Group's activities on climate change is also underway. To manage the other transition risks (tension in the energy market, disputes and operational risks related to the difficulty of adapting its infrastructure and activities to climate change), Orange is mainly developing a responsible purchasing policy and seeking to secure its logistics chains.

Orange is firmly committed to decarbonizing its energy supply and, as such, uses renewable energy supply agreements, mainly in France and certain European countries (see Note 15.6).

To achieve Net Zero Carbon, mitigation alone is not enough. Orange has therefore developed a carbon sink program to capture residual emissions up to the limit of 10% of emissions in 2020, the reference year. The ongoing projects launched in the last four years have not yet delivered carbon credits. The financing allocated to these projects is recognized in advances on carbon credits, equivalent to a forward purchase falling under the provisions of the "own use" exemption of IFRS 9. In the absence of an accounting provision dedicated to these carbon sinks, it is planned, to date, to enter carbon credits in inventory when delivered and then in operating expenses as they are offset.

2.5.4 Changes in the macroeconomic environment

The judgment and estimates made by the Group also take into account the volatility of certain data linked to the complexity of the current macroeconomic context, and the Group has paid particular attention to:

- possible impacts on impairment testing, whether on changes in market data (discount rates, changes in inflation) or on the flows used;
- consequences of changes in market data on the valuation of certain Group assets and liabilities;
- changes to the list of countries whose economies are suffering from hyperinflation and the materiality of the restatements required by IAS 29;
- price volatility or the risk of supply difficulties in certain countries, particularly for electricity.

Note 3 Discontinued operations

IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" specifies the accounting treatment applicable to assets held for sale and the presentation and disclosure of discontinued operations.

In particular, it requires that depreciation and amortization on these assets be discontinued as soon as the criteria for applying the standard are met.

A discontinued operation is a component from which the Group is separated or that is classified as held for sale and represents a primary and distinct line of business within the meaning of IFRS 5. Net income from discontinued operations must be presented separately from continuing operations in the income statement.

Presentation of Orange Espagne and its subsidiaries in discontinued operations

On July 23, 2022, Orange and MásMóvil signed an agreement to combine their activities in Spain (excluding Totem Spain and MásMóvil Portugal) and to create a new joint venture, jointly controlled by Orange and Lorca. At December 31, 2023, the transaction remained subject to approval by the European Competition Authority and, according to the Group, the IFRS 5 criteria for the measurement and presentation of activities held for sale were not met.

On February 20, 2024, the European Commission authorized the transaction after the parties had agreed to implement the proposed remedies. On March 26, 2024, Orange and MásMóvil finalized the transaction and announced the creation on that date of the new joint venture, MásOrange, in which Orange and the shareholders of MásMóvil each hold 50% of the capital. The governance of the partnership requires unanimous decision-making.

The transaction resulted in Orange ceasing to have exclusive control of Orange Espagne and its subsidiaries, which constituted a Group business segment, on March 26, 2024. In accordance with the principles of IFRS 5, the Spanish segment's contribution to the Group's results is presented separately in the consolidated income statement on the "Consolidated net income of discontinued operations" line retrospectively for all the periods presented, and depreciation and amortization of property, plant and equipment and intangible assets was discontinued as from February 20, 2024.

Operational activities between the MásOrange joint venture and the Group's entities continued after March 26, 2024, the date of the loss of exclusive control of Orange Espagne and its subsidiaries. For better comparability of financial information, operating flows between the Spain segment and other Group segments have not been eliminated for all periods presented.

(in millions of euros)	**Period from January 1st to March 25 2024**	**Period from January 1st to December 31 2023**	**Period from January 1st to December 31 2022**
Revenue	1,149	4,698	4,647
Operating Income(1)	383	238	12
Finance costs, net	(15)	(38)	(16)
Income taxes	(26)	4	48
Net income of Orange Espagne and its subsidiaries	**342**	**203**	**45**
Net loss resulting from the loss of sole control of Orange Espagne and its subsidiaries	**(135)**	**-**	**-**
Net income of discontinued operations	**207**	**203**	**45**

(1) In 2024, the contribution of Orange Espagne and its subsidiaries included income of 240 million euros relating to the tax on economic activities (*Impuesto de Actividades Económicas* – IAE) recognized following the favorable decision rendered by the National Tribunal for fiscal years 2012 to 2018. In addition, depreciation and amortization of the property, plant and equipment and intangible assets of Orange Espagne and its subsidiaries were discontinued on February 20, 2024, the date on which the Group considers that the criteria set out in IFRS 5 were met, i.e. a favorable impact of around 100 million euros.

Orange Espagne tax disputes

Orange Espagne contests the conformity of business activity tax (*Impuesto de Actividades Económicas*) with the European directives and claims the restitution of the amounts paid for this tax for the years 2003–2021. Orange Espagne has thus initiated various disputes relating to this tax.

On February 5, 2024, a favorable decision for Orange Espagne was issued by the National Court (*Audiencia Nacional*) ordering the tax authorities to reimburse an amount of 174 million euros (including interest) for the years 2012 to 2018. Income of 240 million euros (including interest) was recognized in consolidated net income of discontinued operations for fiscal years 2012 to 2021 (including 65 million euros for fiscal years 2019 to 2021).

At March 26, 2024, the date of the loss of exclusive control of Orange Espagne and its subsidiaries, disputes for fiscal years 2003–2011 and 2019–2021 remained open and are currently being monitored via the MásOrange joint venture.

Note 4 Gains and losses on disposal and main changes in scope of consolidation

4.1 Gains (losses) on disposal of fixed assets, investments and activities

(in millions of euros)	Note	**2024**	**2023**	**2022**
Gains (losses) on disposal of fixed assets	9.1	87	91	159
o/w proceeds from disposal of fixed assets		*251*	*292*	*347*
o/w net book value of fixed assets sold		*(164)*	*(201)*	*(187)*
Gains (losses) on disposal of investments and activities		(366)	(1)	74
o/w losses on the credit portfolios of Orange Bank in France and in Spain		*(196)*	-	-
o/w loss on the sale of OCS and Orange Studio	4.2	*(173)*	-	-
Gain (losses) on disposal of fixed assets, investments and activities		**(279)**	**90**	**233**

The transactions related to Orange Bank's closure plan are described in Note 18.1.

4.2 Main changes in the scope of consolidation

Changes in the scope of consolidation during 2024

Finalization of the combination of the activities of Orange and MásMóvil in Spain and creation of a joint venture, jointly controlled by the Orange group and the MásMóvil shareholder

On March 26, 2024, Orange and MásMóvil finalized the transaction to combine their activities in Spain (excluding Totem Spain and MásMóvil Portugal), and announced the creation on that date of a new joint venture, MásOrange, in which Orange and the shareholders of MásMóvil each hold 50% of the capital. The governance of the partnership requires unanimous decision-making.

With over 37 million fixed and mobile broadband lines, the new joint venture is positioned as a leading player in the Spanish telecommunications market in terms of customer volume and is expected to generate significant synergies.

The transaction resulted in Orange ceasing to have exclusive control of Orange Espagne and its subsidiaries on March 26, 2024. Since that date, Orange's stake in the MásOrange joint venture has been consolidated using the equity method. The fair value of the remaining stake retained by the Orange group (corresponding to 50% of the fair value of MásOrange) amounted to 2,839 million euros at the transaction date (see Note 12).

In accordance with IFRS 5 "Non-current assets held for sale and discontinued operations," the contributions of Orange Espagne and its subsidiaries have been combined on a single line of the income statement entitled "Consolidated net income of discontinued operations" for 2024, up to the date of loss of control and for the comparative periods presented (see Note 3).

The transaction that led to the loss of control resulted in a capital loss of (135) million euros in the Group's Consolidated Financial Statements, recorded on the "Consolidated net income of discontinued operations" line in the income statement. The capital loss is broken down as follows:

(in millions of euros)	**At disposal date**
Fair value of MásOrange joint venture	5,678
Orange's stake percentage in MásOrange joint venture	50%
Fair value of Orange's stake in MásOrange joint venture (a)	**2,839**
Net book value of Orange Espagne and its subsidiaries (b)	**(2,946)**
Transaction costs (c)	**(28)**
Net loss resulting from the loss of sole control (a)+(b)+(c)	**(135)**

The effects of the transaction presented in the statement of cash flows are as follows:

(in millions of euros)	**At disposal date**
Fair value of Orange Espagne shares (a)	7,301
Fair value of Orange's stake in MásOrange joint venture (b)	2,839
Cash proceeds received by Orange from the transaction (a) - (b)	**4,461**
Transferred cash of Orange Espagne and its subsidiaries	(10)
Transaction costs	(28)
Sales of investment securities, net of cash transferred	**4,423**

The following assets and liabilities of Orange Espagne and its subsidiaries were derecognized on the date of creation of the joint venture:

(in millions of euros)	At disposal date
Assets	**11,571**
Goodwill	2,734
Intangible and tangible assets	5,377
Right-of-use assets	1,232
Deferred tax assets	417
Trade receivables	715
Other customer contract assets	236
Financial assets	1
Other assets	849
Cash and cash equivalents	10
Liabilities	**11,571**
Net equity	2,946
Lease liabilities	1,321
Deferred tax liabilities	611
Trade payables	1,684
Customer contract liabilities	210
Financial liabilities	4,463
Other liabilities	336

The contribution to income of Orange Espagne and its subsidiaries from January 1 to March 25, 2024, combined on the "Consolidated net income of discontinued operations" line, is as follows:

(in millions of euros)	
Income statement	
Revenue	1,149
Operating Income	383
Finance cost, net	(15)
Income taxes	(26)
Net income	**342**

Disposal of OCS and Orange Studio to the Canal+ group

On January 31, 2024, following the approval of the Competition Authority, the Orange group finalized the sale of OCS, Orange Studio and its subsidiaries to the Canal+ group.

Following the transaction, Canal+ became the sole shareholder of these companies.

The capital loss associated with the loss of control of OCS, Orange Studio and its subsidiaries amounts to (173) million euros and breaks down as follows:

(in millions of euros)	At disposal date
Indemnity paid to Canal+ (a)	(54)
Net book value of sold entities (b)	(117)
Transaction costs (c)	(2)
Net loss resulting from the sale of OCS and Orange Studio (a)+(b)+(c)	**(173)**

The effects of the transaction presented in the statement of cash flows are as follows:

(in millions of euros)	At disposal date
Indemnity paid to Canal+ (a)	(54)
Transferred cash (b)	(11)
Transaction costs (c)	(2)
Sales of investment securities, net of cash transferred (a)+(b)+(c)	**(67)**

Merger of Orange Romania Communications into Orange Romania

On December 6, 2023, an agreement was signed with the Romanian government setting out the key principles of the merger of Orange Romania Communications, jointly owned by Orange Romania with a 54% stake and the Romanian government with a 46% stake, into Orange Romania. The transaction resulted in the Romanian government becoming a shareholder in Orange Romania's capital, with a 20% stake.

The merger of Orange Romania Communications with Orange Romania came into effect on June 1, 2024. The transaction between shareholders was recorded in equity and changes, in particular, the distribution of equity between the share attributable to the owners of the parent company and the share attributable to non-controlling interests.

Conversion of Nethys' stake in VOO into Orange Belgium shares

As part of Orange Belgium's acquisition of VOO in Belgium, finalized on June 2, 2023, Nethys had the option of converting its minority interest in VOO (25% plus one share) into Orange Belgium shares until June 2025. At the end of 2023, the Board of Directors of Nethys announced its intention to convert its stake into Orange Belgium shares.

On May 2, 2024, the Shareholders' Meeting of Orange Belgium approved the acquisition by Nethys of an approximate 11% stake in the capital of Orange Belgium. Nethys' entry into the capital of Orange Belgium was achieved by a capital increase in which Nethys contributed all the VOO shares it held.

Nethys has a put option with a floor price of 279 million euros (excluding interest) granted by Orange on its stake in Orange Belgium, exercisable until March 2026.

The transaction between shareholders was recorded in equity and changes, in particular, the distribution of equity between the share attributable to the owners of the parent company and the share attributable to non-controlling interests.

Changes in the scope of consolidation during 2023

Takeover of VOO in Belgium

On June 2, 2023, Orange Belgium finalized the acquisition from Nethys of 75% of the capital minus one share of VOO for 1,369 million euros. VOO's contribution is consolidated in the Group's financial statements from this date.

This transaction intended to support Orange Belgium's national convergent strategy and is expected to generate significant synergies, mainly related to the transfer of VOO's MVNO business to the Orange Belgium network.

At the end of the transaction, Nethys retained a minority interest in VOO and had protective rights to ensure the completion of the industrial and social project.

(in millions of euros)	**At acquisition date**
Acquisition cost, net of transaction costs	1,369
Transaction costs	24
Cash acquired	(19)
Cash paid for investment securities, net of cash acquired	**1,373**

In accordance with IFRS 3 "Business Combinations" the fair value measurement of the identifiable assets acquired and liabilities assumed was completed in the 2023 fiscal year. The purchase price allocation was as follows:

(in millions of euros)	**At acquisition date**
Purchase price related to the acquisition of the 75% share	1,369
Fair value of the non-controlling interests	279
Acquisition cost (a)	**1,648**
Net book value acquired before purchase price allocation	760
Effects of fair value measurement:	
Tangible assets	152
Customer relationship	114
Trademark	16
Other intangibles	(11)
Net deferred tax	(68)
Net asset remeasured at fair value (b)	**964**
Goodwill (a)-(b)	**684**

Liability guarantees, which are customary in this type of transaction, were also granted to Orange (see Note 17.2).

Below is VOO's contribution to the Group's consolidated statement of financial position at the acquisition date:

(in millions of euros)	2023
Assets	
Goodwill	684
Other intangible assets	166
Property, plant and equipment	1,132
Right-of-use assets	30
Other	8
Total non-current assets	**2,020**
Inventories	24
Trade receivables	86
Cash and cash equivalents	19
Other	58
Total current assets	**187**
Total assets	**2,207**

(in millions of euros)	2023
Equity and liabilities	
Total equity	**1,648**
Non-current financial liabilities	86
Non-current lease liabilities	30
Deferred tax liabilities	56
Other	43
Total non-current liabilities	**214**
Current financial liabilities	119
Trade payables	145
Operating taxes and levies payables	31
Income tax	18
Other	32
Total current liabilities	**345**
Total equity and liabilities	**2,207**

The contribution of VOO and its subsidiaries to the Group's consolidated income statement at December 31, 2023, since its acquisition on June 2, 2023, is shown below:

(in millions of euros)	2023
Revenue	**300**
Operating income	**(18)**
Finance costs, net	**(6)**
Income taxes	**5**
Consolidated net income	**(19)**

Changes in the scope of consolidation during 2022

Merger by incorporation of Deezer by the SPAC I2PO and initial public offering of the global music streaming platform

On April 19, 2022, I2PO, a SPAC (Special Purpose Acquisition Company) publicly traded since July 2021, and Deezer (the global music and audio streaming platform) announced that they had reached a definitive agreement for a business combination.

On July 4, 2022, Deezer's shareholders contributed their shares to the SPAC in exchange for newly issued shares of the SPAC. A capital increase was carried out at the same time.

The merged entity, renamed Deezer, was floated on the stock exchange on July 5, 2022, and has since been listed on the professional compartment of the Euronext Paris regulated market. Before the initial public offering, the transaction valued Deezer's shares at 1.05 billion euros.

Prior to the transaction, the Group held an equity interest of 10.42% in Deezer and exercised a significant influence over the entity due to its presence on the Board of Directors.

After the transaction, Orange held 8.13% of the new entity and no longer exercised a significant influence. Pursuant to IAS 28 and IFRS 9, the transaction entailed the disposal of all of Deezer's interests in associates and joint ventures and the purchase at fair value of 9,061,723 shares in the new entity. Orange also purchased 500,000 additional shares by participating in the capital increase that followed the merger.

The Deezer shares had been fully impaired in the Group's financial statements and the fair value of the I2PO shares had been calculated on the basis of the price proposed for the initial public offering of July 5, 2022, i.e. 8.50 euros per share.

This transaction thus resulted in the Orange group recognizing a gain on disposal of 77 million euros in the income statement for the second half-year.

The shares of the new entity have been presented in the balance sheet as equity securities at fair value through other comprehensive income since the date of the transaction.

Accounting policies

Changes in the scope of consolidation

Entities are fully consolidated if the Group has the following:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of its returns.

IFRS 10 requires the exercise of judgment and continuous assessment of the control situation.

Clarifications of when the ownership interest does not imply a *de facto* presumption are provided in Note 21, which lists the main consolidated entities.

Joint ventures and companies over which the Group exercises significant influence (generally corresponding to an ownership interest of 20% to 50%) are accounted for using the equity method.

When assessing the level of control or significant influence exercised over a subsidiary or associate, the existence and effect of any exercisable or convertible potential voting rights at the closing date are taken into account.

Takeovers (business combinations)

Business combinations are accounted for using the acquisition method:

- the acquisition cost is measured at the fair value of the consideration transferred, including all contingent consideration, at the acquisition date. Subsequent changes in the fair value of a contingent consideration are accounted for either through profit or loss or in equity, in accordance with the applicable standards, facts and circumstances;
- goodwill is the difference between the consideration transferred, plus the non-controlling interests and the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date, and is recognized as an asset in the statement of financial position. Considering the Group's activity, the fair value measurements of the identifiable assets mainly relate to licenses, customer bases and brands (which cannot be capitalized when developed in-house), generating associated deferred tax. The fair value of these assets, which cannot be observed, is established using commonly adopted methods, such as those based on revenues or costs (e.g.: the "Greenfield" method for the valuation of licenses, the "relief from royalty" method for the valuation of brands and the "excess earnings" method for customer bases);
- when the consideration transferred, plus the non-controlling interests, is less than the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date, a badwill is recognized as income for the period in the income statement on the line "Effects resulting from business combination".

For each takeover involving an equity investment below 100%, the fraction of the interest not acquired (non-controlling interests) is measured:

- either at its fair value, in which case goodwill is recognized for the portion relating to non-controlling interests;
- or proportionate to its share of the acquiree's identifiable net assets: in which case, goodwill is only recognized for the portion acquired.

Costs directly attributable to the acquisition are recognized directly in operating expenses in the period in which they are incurred.

When a takeover is achieved in stages, the previously held equity interest is re-measured at fair value at the acquisition date through operating income. The related other comprehensive income, if any, is fully reclassified to profit or loss. When the previous portion was measured at fair value through other comprehensive income, the remeasurement was recognized in other comprehensive income.

Loss of exclusive control resulting from the partial disposal of consolidated shares

A loss of exclusive control by the Group over one of its subsidiaries results in the recognition in profit or loss of a capital gain or loss on the disposal, and in the remeasurement at fair value of the residual interest retained in accordance with the requirements of IFRS 10 applicable in the event of a loss of control.

Loss of significant influence or joint control leading to the discontinuation of the equity method while retaining a residual interest

A loss of significant influence or joint control by the Group over one of its associates or joint ventures while retaining a residual interest results in the recognition in profit or loss of a capital gain or loss on the disposal of the shares sold, and, in accordance with the provisions of IAS 28, the remeasurement at fair value of the residual interest retained. The fair value of the retained interest constitutes the entry value of the financial asset within the scope of IFRS 9.

Internal transfer of consolidated shares

The IFRS do not address the accounting treatment of a transfer of consolidated shares within the Group resulting in changes in ownership interest. The Group applies the following accounting policy:

- the transferred shares are carried at historical cost and the gain or loss on disposal is fully eliminated in the acquirer's accounts;
- the non-controlling interests are adjusted to reflect the change in their share in equity against Group retained earnings, with no impact on profit and loss and equity.

Assets held for sale

The Group qualifies an asset or group of assets as "held for sale" when:

- the management is committed to a plan to sell;
- the asset is available for immediate sale in its current state (subject to any conditions precedent that are usual in such disposals); and
- the disposal is highly likely to take place within 12 months.

Thus, when the Group is committed to a plan to sell involving the loss of control or significant influence over one of its assets, it classifies all assets and liabilities of the entity concerned on a separate line in the statement of financial position: "Assets/Liabilities held for sale," at a value equal to the lower of the net carrying value and the fair value net of disposal costs.

In addition, when the asset or group of assets held for sale is a major component of a business segment, its contribution to the income statement is presented separately below "Net income from continuing operations" and its cash flow contribution is presented in the statement of cash flows.

Note 5 Sales

5.1 Revenue

Revenue is presented by category and segment in Note 1. The breakdown of revenue by type is as follows:

- Convergent services: these include revenue from convergent services in the B2C market (combined Internet + Mobile offers);
- Mobile-only services: mobile-only services revenue includes call revenues (voice, SMS and data), mainly outgoing, excluding convergent services (see below);
- Fixed-only services: revenue from fixed-only services includes revenue from retail sales of fixed broadband and narrowband services, excluding convergent services (see below) and B2B fixed solutions and networks services, including voice and data services;
- IT & Integration Services: these services include unified communication and collaboration services (Local Area Network and telephony, consultancy, integration, project management), hosting and infrastructure services (including Cloud Computing), application services (customer relations management and other application services), security services, video conferencing offers and equipment sales related to the above products and services;
- Services to carriers (wholesale): wholesale revenue includes roaming revenue from customers of other networks (national and international roaming), from Mobile Virtual Network Operators (MVNO), from network sharing and from equipment sales to operators;
- Equipment sales: equipment sales include all sales of equipment (handsets, broadband equipment, connected devices and accessories) with the exception of equipment sales related to IT & Integration Services (presented on the "IT & Integration Services" line), sales of network equipment related to the operation of voice and data services in the Orange Business segment (presented on the "Fixed-only services" line), equipment sales to external distributors or brokers (presented on the "Other revenues" line) and equipment sales to operators;
- Other revenues: these revenues include, in particular, equipment sales to external distributors and brokers, revenue from portals, online advertising and the Group's cross-functional activities and miscellaneous other revenues.

Accounting policies

Most revenue falls within the application scope of IFRS 15 "Revenue from Contracts with Customers." Orange's products and services are offered to customers under services-only contracts and contracts combining the equipment used to access services and/or other service offers. Revenue is recognized net of VAT and other taxes collected on behalf of governments.

- **Standalone service offers** (mobile-only services, fixed-only services, convergent services)

Orange offers its B2C and B2B customers a range of fixed and mobile telephony services, fixed and mobile Internet access offers and content offers (TV, video, media, value-added audio service, etc.). Some contracts are for a fixed term (generally 12 or 24 months), while others may be terminated at short notice (i.e. monthly arrangements or portions of services).

Service revenue is recognized when the service is provided, based on use (e.g. minutes of traffic or bytes of data processed) or the period (e.g. monthly service costs).

For some content services, Orange may act solely as an agent enabling the supply by a third-party of goods or services to the customer and not as a principal in the supply of the content. In such cases, revenue is recognized net of amounts transferred to the third party.

Contracts with customers generally do not include a material right, as the price invoiced for subscriptions and the services purchased and consumed by the customer beyond the specific scope (e.g. additional consumption, options, etc.) generally reflect their standalone selling prices. There is no significant impact from contract modification for this type of service contract. Service obligations transferred to the customer at the same pace are treated as a single obligation.

When contracts include contractual clauses relating to commercial discounts (initial discount on signing the contract or conditional on reaching a consumption threshold) or items provided free of charge (for example: a free three-month subscription), the Group spreads these discounts or free items over the term of the contract (the period during which the Group and the customer have firm commitments). Where applicable, the consideration payable to the customer is recognized as a deduction from revenue in accordance with the specific terms and conditions of each contract.

If the performance obligations are not classified as distinct, the offer revenue is recognized on a straight-line basis over the contract term. One of the main applications of this method is the initial service connection in the context of a subscription and communication offer. It is not generally separable from the subscription and communication offer and its invoicing is therefore recognized in income over the average term of the expected contractual relationship.

– **Separate equipment sales**

Orange offers its B2C and B2B customers several ways to buy their equipment (primarily mobile devices): equipment sales may be separate from or bundled with a service offer. When separate from a service offer, the amount invoiced is recognized in revenue on delivery and receivable immediately or in installments over a period of up to 24 months. Where payment is received in installments, the offer comprises a financial component and gives rise to the calculation of interest deducted from the amount invoiced and recognized over the payment period in finance costs, net.

Where Orange purchases and sells equipment to indirect channels, the Group generally considers that Orange maintains control until resale to the end-customer (the distributor acts as an agent), even where ownership is transferred to the distributor. Sale proceeds are therefore recognized when the end-customer takes possession of the equipment (on activation).

– **Bundled equipment and service offers**

Orange proposes numerous offers to its B2C and B2B customers comprising equipment (e.g. a mobile device) and services (e.g. a talk & text plan).

Equipment revenue is recognized separately from service revenue if the two components are distinct (i.e. if the customer can receive one or other of the services separately). Where one of the components in the offer is not at its separate selling price, revenue is allocated to each component in proportion to their individual selling prices. This is notably the case in offers combining the sale of a mobile phone at a reduced price, where the individual selling price of the mobile phone is considered equal to its purchase cost and logistics expenses plus a commercial margin based on market practice. The amount allocated to equipment sales is recognized under revenue on delivery in exchange for a contract asset, spread over the term of the service contract.

The provision of a Livebox® (proprietary Internet box) is neither a separate component of the Internet access service offer nor a lease, as Orange maintains control of the box.

– **Services including both a build and run phase**

For B2B customers, some contracts have two phases: build and then management (operation and maintenance) of assets built and delivered to customers. Revenue recognition requires an analysis of the facts and circumstances of each contract in order to determine whether distinct performance obligations exist. Under these contracts, if the build phase is classified as separate, the Group recognizes the revenue of this phase according to the percentage of completion. However, if the Group does not have a certain right to payment and/or if there is no continuous transfer of control of the asset being built, then revenues for this phase are recognized upon completion. These contracts are generally multi-year, with scalable offers. On each contract modification, we assess the scope of the modification and its impact on the contract price in order to determine whether the modification should be treated as a separate contract, as though the existing contract were terminated and a new contract signed, or whether the modification should be considered as a change to the existing contract.

– **Service offers to carriers (wholesale)**

Three types of commercial agreements are entered into with wholesale customers for domestic wholesale activities or international carrier offers:

- “pay-as-you-go” model: contract generally applied to “legacy” regulated activities (bitstream call termination, local loop access, roaming and certain data solution contracts), where contract services are not covered by a firm volume commitment. Revenue is recognized as the services are provided (which relates to transfer of control) over the contractual term;
- “send-or-pay” model: contract where the price, volume and term are defined. The customer has a commitment to pay the amount indicated in the contract irrespective of actual traffic consumed over the commitment period. This contract category notably includes certain MVNO (mobile virtual network operator), IDD (international direct dialing) or hubbing (call free floating) contracts. The relevant revenue is recognized progressively based on actual traffic during the period, to reflect transfer of control to the customer;
- mix model: hybrid contract combining the “pay-as-you-go” and “send-or-pay” models, comprising a fixed entry fee paid by the customer providing access to preferential pricing conditions for a given volume (“send-or-pay” component). In addition to this entry fee, an amount is invoiced based on traffic consumption (“pay-as-you-go” component). The amount invoiced for the entry fee included in this type of commercial agreement is recognized progressively in revenue based on actual traffic over the period.

Current agreements between major transit carriers are not invoiced or cross-invoiced ("free peering") and are therefore not recognized in revenue.

- **Quality of service commitment clause**

The contracts entered into by the Group and its customers include service level commitments regarding the processing of orders, delivery and after-sales support (delivery time, performance, recovery time). If the Group fails to comply with one of these commitments, it then compensates the customer, usually in the form of a price reduction. The projected amount of these penalties is recognized as a deduction from revenue whenever it is expected that the commitment will not be fulfilled.

- **Public-private service concession arrangements**

The Group rolls out and/or operates certain networks under service concessions, such as the Public Initiative Networks implemented in France to roll out fiber optic networks in less populated areas. Some contracts are analyzed in accordance with IFRIC 12 "Service Concession Arrangements." When the Group builds a network, construction revenue is recognized in consideration of a right to receive compensation from either a public entity or users of the public service. This right is accounted for as:

- an intangible asset for the right to receive payments from public service users amounting to the fair value of the corresponding infrastructure and is amortized over the term of the contract; and/or
- a financial receivable for the unconditional right to receive royalties from the public entity, for the fair value of the consideration expected from the public entity. This receivable is recognized at amortized cost.

- **Lease agreements**

Orange's lease revenue is related either to its regulatory obligations to lease technical sites to its competitors, to the supply of equipment in certain contracts with B2B customers, to the granting of rights of use meeting the criteria for leasing network equipment, or to the occasional leases of surplus space in certain buildings to third parties.

Lease revenue is recognized on a straight-line basis over the contract term, except for certain equipment leases to B2B customers, which are classified as finance leases; in such cases the equipment is considered sold on credit.

5.2 Other operating income

(in millions of euros)	2024	2023	2022
Net banking income (NBI)	71	155	124
Income from customer collection	37	74	78
Site rentals and franchises income	18	16	12
Tax credits and subsidies	49	47	48
Income from universal service	0	6	3
Other income	795	571	483
Total	**970**	**869**	**748**

Net banking income (NBI) represents the net balance between income from banking operations (fees charged to customers, interest from loans, banking activities retail commissions and other income from banking operations) and expenses from banking operations (interest paid on loans, commissions paid and other bank operating expenses). It is prepared in accordance with accounting practices that are commonly used in France in the banking sector. For changes related to net banking income, see Note 18.1, which mentions the events related to Orange Bank closure plan.

Income from customer collection mainly includes interest charged to customers for late payments and recovery of trade receivables previously recognized as losses.

Other income predominantly comprises re-invoicing of network sharing costs, income received from litigation and income relating to line damage.

5.3 Trade receivables

(in millions of euros)	2024	2023	2022
Gross book value of trade receivables	**6,875**	**7,070**	**7,301**
Allowances on trade receivables	(1,036)	(1,058)	(996)
Net book value of trade receivables	**5,838**	**6,013**	**6,305**

(in millions of euros)	2024	2023	2022
Net book value of trade receivables - in the opening balance	**6,013**	**6,305**	**6,029**
Business related variations	463	(379)	299
Changes in the scope of consolidation(1)	(724)	96	(3)
Translation adjustment	(19)	(2)	(76)
Reclassifications and other items	105	(7)	56
Net book value of trade receivables - in the closing balance	**5,838**	**6,013**	**6,305**

(1) In 2024, the changes in the scope of consolidation mainly include the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 for (715) million euros (see Note 4.2).
In 2023, changes in the scope of consolidation mainly included the acquisition of VOO for 86 million euros (see Note 4.2).

Sales of receivables program

Orange has set up non-recourse programs for the sales of its receivables due in installments in several countries. These are no longer recorded on the balance sheet. The amount received for the receivables disposed of was around 430 million euros in 2024, 806 million euros in 2023, 640 million euros in 2022 and mainly relates to Spain (who was the main contributor until the loss of exclusive control on March 26, 2024 with 162 million euros, 565 million euros in 2023 and 484 million euros in 2022), Poland, Romania and France.

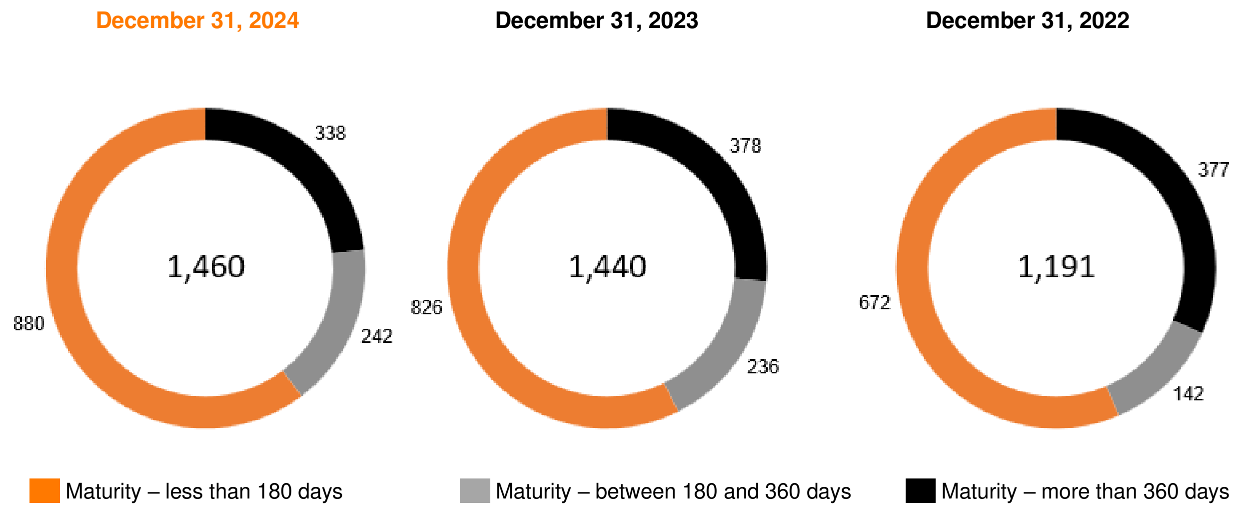
Since 2020 and until the loss of exclusive control, Orange Espagne has implemented a non-recourse program with Orange Bank for the disposal of receivables due in installments, replacing an existing program with a third-party bank. This program led to these receivables being derecognized from the balance sheet of Orange Espagne (within telecom activities) and presented as customer loans and receivables within Mobile Financial Services activities (see Note 18.2.1).

(in millions of euros)			December 31, 2024	December 31, 2023	December 31, 2022
	Gross	Allowances	Net	Net	Net
Trade receivables not past due	**4,141**	**(206)**	**3,935**	**4,190**	**4,790**
Trade receivables past due	**2,734**	**(831)**	**1,903**	**1,823**	**1,515**
Trade receivables, depreciated according to their age	2,177	(718)	1,460	1,440	1,191
Trade receivables, depreciated according to other criteria	556	(113)	443	383	324
Trade receivables	**6,875**	**(1,036)**	**5,838**	**6,013**	**6,305**
o/w short-term trade receivables	6,517	(1,026)	5,492	5,681	6,022
o/w long-term trade receivables(1)	357	(11)	347	332	283

(1) Include receivables from sales of handsets with installments that are payable in more than 12 months and receivables from equipment financial lease offers for business.

Shown below is the ageing table of the net trade receivables which are past due and impaired according to their maturity:

(in millions of euros)



The Group has assessed the risk of non-recovery of trade receivables at December 31, 2024 and has recognized impairment and losses on trade receivables in the income statement for an amount of (254) million euros over the period.

For Mobile Financial Services, the bank credit risk is described in Note 18.3.1.

The table below provides an analysis of the change in allowances on trade receivables in the statement of financial position:

(in millions of euros)	2024	2023	2022
Allowances on trade receivables - in the opening balance	**(1,058)**	**(996)**	**(1,012)**
Net addition with impact on income statement(1)	(254)	(148)	(118)
Losses on trade receivables	218	210	128
Changes in the scope of consolidation(2)	57	(126)	(6)
Translation adjustment	(0)	4	16
Reclassifications and other items	(0)	(2)	(4)
Allowances on trade receivables - in the closing balance	**(1,036)**	**(1,058)**	**(996)**

(1) Includes net addition from Orange Espagne and its subsidiaries, which are presented in net income from discontinued operations (for (11) million euros in 2024, 16 million euros in 2023 and 27 million euros in 2022).
(2) The changes in the scope of consolidation mainly included the acquisition of VOO for (124) million euros in 2023 (see Note 4.2).

Accounting policies

Trade receivables are mainly short-term with no stated interest rate and are measured in the statement of financial position at the par value of the receivable, in accordance with IFRS 15. Those trade receivables which include deferred payment terms over 12 or 24 months for customers buying a mobile phone are discounted and classified as current items in the statement of financial position. Receivables from B2B equipment finance leases are recognized as current operating receivables because they are acquired in the normal course of business.

In order to meet the requirements of IFRS 9, the impairment of trade receivables is based on three methods:

- a collective statistical method: this is based on historical losses and leads to a separate impairment rate for each aging balance category. This analysis is performed over a homogeneous group of receivables with similar credit characteristics because they belong to a customer category (B2C, professionals);
- a stand-alone method: the assessment of impairment probability and its amount are based on a set of relevant qualitative factors (aging of late payment, other balances with the counterparty, rating from independent agencies, geographical area). This method is mainly used for carrier customers (national and international), administrations and public authorities, as well as for businesses services key accounts;
- a provisioning method based on expected loss: IFRS 9 requires recognition of expected losses on receivables immediately upon recognition of the financial instruments. In addition to the pre-existing provisioning system, the Group applies a simplified approach of early impairment at the time the asset is recognized. The rate applied depends on the maximum revenue non-recoverability rate.

Recognition of impairment losses for a group of receivables is the step preceding identification of impairment losses on individual receivables. As soon as information is available (customers in bankruptcy or subject to court-ordered liquidation), these receivables are then excluded from the statistical impairment database and individually impaired.

The trade receivables may be part of non-recourse programs. When they are assigned to consolidated securitization mutual funds, they remain on the statement of financial position. Other disposals to financial institutions may lead to their de-recognition in the event that legal ownership and almost all the risks and benefits of the receivables are transferred as described by IFRS 9.

5.4 Customer contract net assets and liabilities

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Customer contract net assets(1)	657	786	733
Costs to fulfill a contract	750	687	539
Costs of obtaining a contract	223	322	298
Total customer contract net assets	**1,630**	**1,795**	**1,570**
Prepaid telephone cards	(147)	(170)	(175)
Connection fees	(365)	(436)	(507)
Loyalty programs	(9)	(10)	(31)
Other deferred revenue(2)	(1,886)	(2,082)	(1,847)
Other customer contract liabilities	(19)	(19)	(19)
Total deferred revenue related to customer contracts	**(2,426)**	**(2,717)**	**(2,579)**
Total customer contract net assets and liabilities	**(796)**	**(922)**	**(1,009)**

(1) Assets net of performance obligations.
(2) Includes in particular subscriptions. The change in Other deferred revenue is detailed below.

The following tables give an analysis of the balances of customer contract net assets and the costs of acquiring and fulfilling contracts in the statement of financial position.

(in millions of euros)	2024	2023	2022
Customer contract net assets - in the opening balance	**786**	**733**	**740**
Business related variations(1)	(12)	39	(1)
Changes in the scope of consolidation(2)	(118)	14	-
Translation adjustment	1	2	(1)
Reclassifications and other items	(0)	(2)	(6)
Customer contract net assets - in the closing balance	**657**	**786**	**733**

(1) Mainly includes new contract assets net of related liabilities, transfers of net contract assets directly to trade receivables and impairment in the period.
(2) In 2024, the changes in the scope of consolidation are mainly related to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2). In 2023, the changes in the scope of consolidation were mainly related to the acquisition of VOO (see Note 4.2).

(in millions of euros)	2024	2023	2022
Costs of obtaining a contract - in the opening balance	**322**	**298**	**294**
Business related variations	16	15	6
Changes in the scope of consolidation(1)	(117)	-	(0)
Translation adjustment	2	9	(2)
Reclassifications and other items	-	-	-
Costs of obtaining a contract - in the closing balance	**223**	**322**	**298**

(1) In 2024, the changes in the scope of consolidation are mainly related to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).

(in millions of euros)	2024	2023	2022
Costs to fulfill a contract - in the opening balance	**687**	**539**	**426**
Business related variations	59	118	122
Changes in the scope of consolidation	-	28	-
Translation adjustment	6	(1)	(5)
Reclassifications and other items	(2)	3	(4)
Costs to fulfill a contract - in the closing balance	**750**	**687**	**539**

Below is presented the change in deferred income related to customer contracts (prepaid telephone cards, connection fees, loyalty programs and other unearned income) in the statement of financial position:

(in millions of euros)	2024	2023	2022
Deferred revenue related to customer contracts - in the opening balance	**2,717**	**2,579**	**2,512**
Business related variations	(54)	72	101
Changes in the scope of consolidation(1)	(209)	39	1
Translation adjustment	8	24	(23)
Reclassifications and other items	(35)	2	(13)
Deferred revenue related to customer contracts - in the closing balance	**2,426**	**2,717**	**2,579**

(1) In 2024, the changes in the scope of consolidation are mainly related to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).

Accounting policies

Customer contract net assets and liabilities

The timing of income recognition may differ from the timing of customer invoicing.

Trade receivables presented in the consolidated statement of financial position represent an unconditional right to receive consideration (primarily cash), i.e. the services and goods promised to the customer have been provided.

In contrast, contract assets mainly refer to amounts allocated under IFRS 15 as consideration for goods or services provided to customers, but for which the right to collect payment is contingent on the provision of other services or goods under the same contract (or group of contracts). This is the case in a bundled offer combining the sale of a mobile phone and mobile telecommunication services for a fixed period, where the mobile phone is invoiced at a reduced price leading to the reallocation of a portion of amounts invoiced for the telecommunication service to the supply of the mobile phone. The excess amount allocated to the mobile phone over the price invoiced is recognized as a contract asset and transferred to trade receivables as the service is invoiced.

Contract assets, like trade receivables, are subject to impairment for credit risk. The recoverability of contract assets is also verified, including to cover the risk of impairment loss should the contract be interrupted. Recoverability may also be impacted by a change in the legal environment governing offers.

Contract liabilities represent amounts paid by customers to Orange before receiving the goods and/or services promised in the contract. This is typically the case for advances received from customers or amounts invoiced and received for goods or services not yet provided, for example for subscriptions payable in advance or prepaid contracts (previously recognized in deferred income).

Customer contract assets and liabilities are presented, respectively, in current assets and current liabilities since they are a normal part of the Group's operations.

Costs of obtaining a contract

Where a telecommunication service contract is signed via a third-party distributor, this distributor may receive business provider remuneration, generally paid in the form of a commission for each subscription or invoice-indexed commission. Where the Group considers that these commissions are incremental and would not have been paid in the absence of the customer contract, the commission cost is estimated and capitalized in the balance sheet. It should be noted that the Group has adopted the simplification measure authorized by IFRS 15 to recognize the costs of obtaining a contract as an expense at the time they are incurred, if the amortization period of the asset that the Group would recognize for them does not exceed one year.

The costs of obtaining fixed-period mobile services contracts are capitalized and expensed on a pro rata basis over the enforceable period of the contract, as these costs are generally incurred each time a customer renews the fixed period. The costs of obtaining fixed services contracts for a pre-determined term for B2C market customers are expensed on a pro rata basis over the estimated period of the customer relationship. The costs of obtaining B2B and operator solution contracts are not material.

Costs to fulfill a contract

Costs to fulfill a contract consist of all the initial contractual costs necessary to fulfill one or more performance obligations of a contract. These costs, when they are directly related to a contract, are capitalized and expensed on a *pro rata* basis over the enforceable period of the contract.

At Group level, these costs mainly concern contracts for B2B customers, with, for example, design, installation, connection and migration costs that relate to a future performance obligation of the contract.

The assumptions underlying the period over which the costs of fulfilling a contract are expensed are periodically reviewed and adjusted in line with observations; termination of the contractual relationship with the customer results in the immediate expensing of the remaining deferred costs. Where the carrying value of deferred costs exceeds the remaining consideration expected to be received for the transfer of the related goods and services, less expected costs relating directly to the transfer of these goods and services yet to be incurred, the excess amount is similarly immediately expensed.

The following table presents the transaction price assigned to unfulfilled performance obligations at December 31, 2024. Unfulfilled performance obligations are the services that the Group is obliged to provide to customers during the remaining fixed term of the contract. As allowed by the simplification procedure under IFRS 15, these disclosures are only related to performance obligations with an initial term greater than one year.

(in millions of euros)	**December 31, 2024**
Less than one year	5,135
Between 1 and 2 years	2,388
Between 2 and 3 years	802
Between 3 and 4 years	319
Between 4 and 5 years	166
More than 5 years	80
Total remaining performance obligations	**8,890**

Accounting policies

Unfulfilled performance obligations

During allocation of the total contract transaction price to identified performance obligations, a portion of the total transaction price can be allocated to performance obligations that are unsatisfied or partially satisfied at the end of the reporting period. We have elected to apply certain available practical expedients when disclosing unfulfilled performance obligations, including the option to exclude expected revenues from unsatisfied obligations of contracts with an original expected duration of one year or less. These contracts are primarily monthly service contracts.

In addition, certain contracts offer customers the ability to purchase additional services. These additional services are not included in the transaction price and are recognized when the customer exercises the option (generally on a monthly basis). They are not therefore included in unfulfilled performance obligations.

Some multi-year service contracts with B2B and operator customers include fixed monthly costs and variable user fees. These variable user fees are excluded from the table of unfulfilled performance obligations.

5.5 Other assets

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Orange Money - restriction of electronic money[1]	1,923	1,430	1,242
Submarine cable consortiums	281	272	230
Advances and downpayments	471	191	177
Security deposits paid	96	108	96
Other	601	578	688
Total other assets	**3,371**	**2,579**	**2,433**

(1) These receivables are offset by the liabilities of the same amount (see accounting policies below and Note 6.7).

(in millions of euros)	2024	2023	2022
Other assets - in the opening balance	**2,579**	**2,433**	**2,130**
Business related variations	812	174	304
o/w Orange Money - restriction of electronic money	*465*	*199*	*210*
Changes in the scope of consolidation	(25)	11	5
Translation adjustment	23	(10)	(17)
Reclassifications and other items	(18)	(29)	11
Other assets - in the closing balance	**3,370**	**2,579**	**2,433**
o/w other non-current assets	172	192	216
o/w other current assets	3,199	2,388	2,217

Accounting policies

Other assets relating to **"Submarine cable consortiums"** are receivables from submarine cable consortium members when Orange is in charge of centralizing the payments to the equipment suppliers that build and manage these cables. These receivables are offset by the liabilities of the same amount (see Note 6.7).

Orange Money is a money transfer, payment and financial services solution provided via an electronic money ("e-money") account linked to an Orange mobile number.

Since 2016, the Orange group has become an Electronic Money Issuer ("EMI") in some of the countries in which it operates, via dedicated, approved, internal subsidiaries. Regulations state that EMIs, as last-resort guarantors for the reimbursement of e-money holders, are obliged to restrict the funds collected in exchange for the issue of e-money (obligation to protect holders). The e-money distribution model relies on Orange's subsidiaries and third-party distributors. EMIs issue e-money (or units of value "UV") at the request of these distributors in exchange for funds collected therefrom. The distributors then transfer the e-money to end holders.

Within the Orange group, this restriction includes the protection of third-party holders (distributors and customers).

These transactions have no impact on the Group's net financial debt and are listed under the following headings:

- assets restricted to an amount equal to the e-money in circulation outside of the Orange group (or UV in circulation);
- UV in circulation under liabilities, representing the obligation to reimburse the third-party holders (customers and third-party distributors).

These two headings are presented under “other assets” and “other liabilities” and under operating activities as “change in working capital requirement”.

Note 6 Purchases and other expenses

6.1 External purchases

(in millions of euros)	2024	2023	2022
Commercial, equipment expenses and content rights	(6,586)	(6,504)	(6,176)
o/w costs of terminals and other equipment sold	*(4,054)*	*(4,059)*	*(3,777)*
o/w advertising, promotional, sponsoring and rebranding costs	*(710)*	*(698)*	*(714)*
Service fees and inter-operator costs	(3,206)	(3,438)	(3,654)
o/w interconnexion costs	*(1,852)*	*(2,125)*	*(2,397)*
Other network expenses, IT expenses	(3,934)	(3,765)	(3,418)
Other external purchases	(2,924)	(3,054)	(2,915)
o/w building cost for resale	*(1,066)*	*(1,160)*	*(1,233)*
o/w overhead	*(1,289)*	*(1,235)*	*(1,112)*
o/w rental expenses	*(100)*	*(111)*	*(134)*
Total external purchases[1]	**(16,649)**	**(16,762)**	**(16,164)**

(1) Energy purchases, mainly comprising electricity, represent (951) million euros in 2024, (982) million euros in 2023 and (760) million euros in 2022.

Accounting policies

Firm purchase commitments are disclosed as unrecognized contractual commitments (see Note 17).

Advertising, promotion, sponsoring, communication and brand development costs are recorded as expenses during the period in which they are incurred.

Since the application of IFRS 16, on January 1, 2019, lease expenses have included rental payments on leases with an enforceable period, with no option to extend, of 12 months or less, leases where the value, when new, of the underlying asset is less than approximately 5,000 euros, and variable lease payments which were not included in the measurement of the lease liability (see Note 10).

6.2 Other operating expenses

(in millions of euros)	2024	2023	2022
Litigation[1]	(162)	(41)	(50)
Allowances and losses on trade receivables - telecom activities	(247)	(164)	(143)
Cost of bank credit risk	(17)	(64)	(49)
Expenses from universal service	(29)	(26)	(24)
Operating foreign exchange gains (losses)	3	(19)	(20)
Acquisition and integration costs	(15)	(28)	(40)
Other expenses	(52)	(52)	(16)
Total other operating expenses	**(519)**	**(394)**	**(342)**

(1) In 2024, mainly corresponds to the fine of (50) million euros issued by the CNIL (*Commission nationale de l'informatique et des libertés*) (see Note 19).
In 2023, mainly corresponded to the provision reversal of 97 million euros for the Digicel litigation after a favorable decision by the French Supreme Court (see Note 19).

Allowances and losses on trade receivables from telecom activities are detailed in Note 5.3.

The cost of credit risk applies only to Mobile Financial Services and includes impairment charges and reversals on fixed-income securities, loans and receivables to customers as well as impairment charges and reversals relating to guarantee commitments given, losses on receivables and recovery of amortized debts (see Note 18.3.1). For changes in the cost of bank credit risk, see Note 18.1 mentioning the events related to Orange Bank closure plan.

Payments related to certain litigation are directly recorded in other operating expenses. The Group's significant litigation are described in Note 19.

Certain expenses related to litigation are directly recorded in operating income and are not included in the following movements of provisions:

(in millions of euros)	2024	2023	2022
Provisions for litigation - in the opening balance	**283**	**387**	**405**
Additions with impact on income statement	109	49	26
Reversals with impact on income statement[1]	(20)	(132)	(12)
Discounting with impact on income statement	1	0	1
Utilizations without impact on income statement	(64)	(24)	(34)
Changes in consolidation scope	(7)	2	2
Translation adjustment	0	1	0
Reclassifications and other items	1	1	(0)
Provisions for litigation - in the closing balance	**305**	**283**	**387**
o/w non-current provisions	45	40	47
o/w current provisions	261	244	340

(1) Mainly corresponded to the provision reversal of (97) million euros for the Digicel litigation after a favorable decision by the French Supreme Court in 2023 (see Note 19).

The Group's significant litigation are described in Note 19.

Accounting policies

Litigation

In the ordinary course of business, the Group is involved in a number of legal and arbitration proceedings and administrative actions described in Note 19.

The costs which may result from these proceedings are accrued at the reporting date if the Group has a present obligation toward a third party resulting from a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of that liability can be quantified or estimated within a reasonable range. The amount of provision recorded is based on a case-by-case assessment of the risk level, and events arising during the course of legal proceedings may require a reassessment of this risk at any time. Where appropriate, litigation cases may be analyzed as contingent liabilities, which correspond to:

- probable obligations arising from past events that are not recognized because their existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the Company's control; or
- present obligations arising from past events that are not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or because the amount of the obligation cannot be measured with sufficient reliability.

Acquisition and integration costs

Acquisition and integration costs are incurred at the time of acquisition of legal entities (costs linked to the acquisition of the entity, consultancy fees, training costs for new employees, migration costs associated with customer offers, labor expenses associated with the transition). They are incurred over a maximum period of 12 months following the acquisition date.

6.3 Restructuring costs

(in millions of euros)	2024	2023	2022
Orange Bank closure plan costs[1]	(59)	(124)	-
Orange Business plan costs[2]	14	(219)	-
o/w departure plans	*39*	*(180)*	-
Other restructuring costs	(89)	(113)	(117)
Departure plans[3]	*(34)*	*(53)*	*(54)*
Lease property restructuring	*(31)*	*(22)*	*(21)*
Distribution channels	*(6)*	*(3)*	*(4)*
Other	*(18)*	*(35)*	*(38)*
Total restructuring costs	**(134)**	**(456)**	**(117)**

(1) In 2023, mainly concerned the costs and provisions associated with Orange Bank's departure plans relating to around 600 jobs for 122 million euros.
(2) In 2024, mainly concerns the reversal of provision associated with Orange Business's departure plan in France for 60 million euros and costs and provisions associated with other Orange Business's departure plans for (17) million euros.
In 2023, mainly concerned the costs and provisions associated with Orange Business's departure plans for 180 million euros (including 141 million euros in France relating to around 650 jobs).
(3) In 2022, mainly related to Equant's departure plan for around 300 people.

Orange Business restructuring plan in France

Orange Business has presented the operational implementation of its strategic priorities within the framework of the strategic plan *Lead the future*. This plan carries a strong ambition to transform and simplify Orange Business, whose market is undergoing profound changes. The plan includes the discontinuation of the commercialization of around 150 products and services and the elimination of around 650 jobs in France, on a voluntary basis.

All restructuring costs had been recognized at December 31, 2023 for a total amount of 176 million euros, including a provision of 132 million euros for the voluntary departure plan. The departure plan was approved by the DRIEETS (*Direction régionale interdépartementale de l'économie, de l'emploi, du travail et des solidarités*) and is currently being rolled out. Departures are expected to take place over the course of the period to 2025. A reversal of the provision of 74 million euros has been recorded at December 31, 2024, including 60 million euros in connection with the downward revision of the number of employees benefiting from the plan (due to fewer external departures than initially planned). The provision amounts to 58 million euros at December 31, 2024.

End of Orange Bank activities

On June 28, 2023, the Orange group announced its intention to withdraw from retail banking in France and Spain, as well as the launch of discussions with BNP Paribas with a view to providing Orange Bank customers with a dedicated offering, customer journey and support. Since then, Orange Bank has embarked on negotiations with employee representative bodies to initiate a departure plan (around 600 jobs in France). At December 31, 2023, the plan was still being negotiated and a restructuring provision totaling 122 million euros was recognized at December 31, 2023, corresponding to the best estimate to date of the costs of the plan.

In 2024, an agreement was signed between Orange Bank and the employee representative bodies. The provision has not changed significantly at December 31, 2024, with departures mainly expected in 2025 and 2026. Other restructuring costs were recorded for 56 million euros.

In addition, Orange and the BNP Paribas group signed several agreements in 2024, including a continuity solution for Orange Bank customers in France and Spain, as well as the disposal of credit portfolios in France and Spain (see Note 18).

Some restructuring costs are directly recorded in operating income and are not included in the following movements of provisions:

(in millions of euros)	2024	2023	2022
Restructuring provisions - in the opening balance	**477**	**162**	**185**
Additions with impact on income statement (1)	66	393	98
Reversals with impact on income statement	(76)	(26)	(26)
Discounting with impact on income statement	1	(1)	(5)
Utilizations without impact on income statement	(92)	(54)	(90)
Changes in consolidation scope (2)	(47)	0	-
Translation adjustment	0	1	(1)
Reclassifications and other items	0	0	0
Restructuring provisions - in the closing balance	**330**	**477**	**162**
o/w non-current provisions	99	196	43
o/w current provisions	231	281	119

(1) In 2023, mainly related to provisions of 173 million euros for Orange Business's departure plans (including 134 million euros in France) and 122 million euros for Orange Bank's departure plan.
In 2022, related to provisions of 30 million euros for Equant's departure plans.
(2) In 2024, the changes in the scope of consolidation are mainly due to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).

Accounting policies

Restructuring costs

The adaptation of the Group's activities to changes in the environment may generate costs related to the discontinuation or major transformation of an activity. These actions may have a negative effect on the period during which they are announced or implemented; for instance but not limited to, some of the transformation plans approved by the internal governance bodies.

Provisions are recognized only when the restructuring has been announced and the Group has drawn up or started to implement a detailed formal plan prior to the end of the reporting period.

The types of costs approved by the Group as restructuring costs primarily consist of:

- employee departure plans;
- termination of contracts linked to a fundamental reorganization of the activity (compensation paid to suppliers to terminate contracts, etc.);
- cost of vacant buildings (outside the scope of IFRS 16);
- fundamental transformation plans for communication network infrastructures;
- onerous contracts related to the termination or fundamental reorganization of business: during the course of a contract, when the economic circumstances that prevailed at inception change, some commitments toward the suppliers may become onerous, i.e. the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

6.4 Broadcasting rights and equipment inventories

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Handset inventories(1)	562	787	629
Other products/services sold	83	96	125
Available broadcasting rights(2)	2	80	102
Other supplies	200	265	258
Gross value	**847**	**1,228**	**1,114**
Depreciation	**(55)**	**(76)**	**(67)**
Net book value of equipment inventories and broadcasting rights	**791**	**1,152**	**1,048**

(1) Of which inventories treated as consignment with distributors amounting to 46 million euros at December 31,2024, 47 million euros at December 31, 2023, 42 million euros at December 31, 2022.
(2) In 2024, includes the disposal of OCS and Orange Studio (see Note 4.2).

(in millions of euros)	2024	2023	2022
Net balance of inventories - in the opening balance	**1,152**	**1,048**	**952**
Business related variations	(188)	77	104
Changes in the scope of consolidation(1)	(160)	25	3
Translation adjustment	(0)	2	(4)
Reclassifications and other items	(12)	-	(6)
Net balance of inventories - in the closing balance	**791**	**1,152**	**1,048**

(1) In 2024, changes in the scope of consolidation include the loss of exclusive control of Orange Espagne and its subsidiaries for (87) million euros on March 26, 2024 and the disposal of OCS and Orange Studio for (73) million in euros (see Note 4.2).
In 2023, changes in the scope of consolidation mainly included the acquisition of VOO (see Note 4.2).

Accounting policies

Network maintenance equipment and equipment intended for sale to customers are measured at the lower of cost or likely realizable net carrying value. The cost corresponds to the purchase or production cost determined by the weighted average cost method.

Handset inventories include inventories treated as consignment with distributors when these are qualified, for accounting purposes, as agents in the sales of handsets bought from the Group.

Film or sports broadcasting rights are recognized in the statement of financial position when they are available for exhibition and expensed when broadcast.

6.5 Prepaid expenses

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Prepaid external purchases	466	800	780
Other prepaid operating expenses	41	68	72
Total prepaid expenses	**507**	**868**	**851**

(in millions of euros)	2024	2023	2022
Prepaid expenses - in the opening balance	**868**	**851**	**851**
Business related variations	162	19	57
Changes in the scope of consolidation[1]	(482)	16	0
Translation adjustment	(34)	(27)	(49)
Reclassifications and other items	(7)	10	(8)
Prepaid expenses - in the closing balance	**507**	**868**	**851**

(1) In 2024, changes in the scope of consolidation include the loss of exclusive control of Orange Espagne and its subsidiaries for (482) million euros on March 26, 2024 (see Note 4.2).

6.6 Trade payables (goods and services)

(in millions of euros)	2024	2023	2022
Trade payables - in the opening balance	**7,042**	**7,067**	**6,738**
Business related variations	135	(124)	297
Changes in the scope of consolidation[1]	(891)	126	9
Translation adjustment	(11)	(36)	(71)
Reclassifications and other items	172	10	95
Trade payables - in the closing balance	**6,448**	**7,042**	**7,067**
o/w trade payables from telecoms activities	6,408	7,031	6,951
o/w trade payables from Mobile Financial Services	40	11	116

(1) In 2024, changes in the scope of consolidation mainly include the loss of exclusive control of Orange Espagne and its subsidiaries for (873) million euros (see Note 4.2).
In 2023, changes in the scope of consolidation mainly included 123 million euros related to the acquisition of VOO (see Note 4.2).

The Orange group has implemented reverse factoring programs, whereby suppliers can transfer their receivables to external financial institutions. These programs offer the opportunity:

- for the suppliers concerned to benefit from an advance payment in return for a discount;
- and for the Orange group to benefit from an extension of the payment period granted by financial institutions, which may extend up to 120 days beyond the contractual period.

At December 31, 2024, the Group is engaged in several reverse factoring programs. The main program is in partnership with Société Générale Factoring Bank in France and allows suppliers to receive early payment on their invoices and/or for Orange to extend the usual payment period from 45 to 60 days for suppliers (by extending the contractual period up to 120 days). The authorized outstanding cap for the program is 700 million euros at December 31, 2024. At December 31, 2024, the utilization amount of the payment extension program for Orange is 317 million euros (335 million euros at December 31, 2023 and 372 million euros at December 31, 2022), and the utilization amount of the advance payment program for suppliers is 61 million euros, with no impact on Orange's working capital requirement (98 million euros at December 31, 2023 and 129 million euros at December 31, 2022).

Accounting policies

Trade payables resulting from commercial transactions and settled in the normal operating cycle are classified as current items. They include payables that the supplier may have assigned, with or without notification, to financial institutions as part of direct or reverse factoring, and those for which the supplier proposed an extended payment period to Orange and for which Orange confirmed the payment arrangement under the agreed terms. Orange considers these financial liabilities to have the characteristics of trade payables, in particular due to the ongoing commercial relationship, the payment schedules ultimately consistent with the operating cycle of a telecommunication operator, in particular for the purchase of primary infrastructure, the supplier's autonomy in the anticipated relationship and a financial cost borne by Orange that corresponds to the compensation of the supplier for the extended payment schedule agreed.

Trade payables without specified interest rates are measured at par value if the interest component is negligible. Interest-bearing trade payables are recognized at amortized cost.

6.7 Other liabilities

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Orange Money - restriction of electronic money(1)	1,923	1,430	1,242
Provisions for litigations(2)	305	283	387
Submarine cable consortium(1)	281	272	230
Security deposits received	89	103	111
Cable network access fees (URI)	3	14	25
Other	1,458	976	806
Total other liabilities	**4,058**	**3,078**	**2,802**
o/w other non-current liabilities	333	299	276
o/w other current liabilities	3,725	2,779	2,526

(1) These liabilities are offset by the receivables of the same amount (see Note 5.5).
(2) See Note 6.2 and Note 19.

(in millions of euros)	2024	2023	2022
Other liabilities - in the opening balance	**3,078**	**2,802**	**2,644**
Business related variations	1,014	176	129
w/o Orange Money - restriction of electronic money	*465*	*199*	*210*
Changes in the scope of consolidation(1)	(42)	63	6
Translation adjustment	34	(13)	(0)
Reclassifications and other items	(27)	52	23
Other liabilities - in the closing balance	**4,058**	**3,078**	**2,802**

(1) In 2024, changes in the scope of consolidation mainly include the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 for (43) million euros (see Note 4.2).
In 2023, changes in the scope of consolidation mainly included the acquisition of VOO for 41 million euros (see Note 4.2).

Note 7 Employee benefits

7.1 Labor expenses

(in millions of euros)	Note	2024	2023	2022
Average number of employees (full-time equivalents)(1)		119,270	121,013	124,140
Wages and employee benefit expenses		**(8,298)**	**(8,588)**	**(8,489)**
o/w wages and salaries		*(6,197)*	*(6,101)*	*(6,094)*
o/w social security charges		*(2,011)*	*(2,013)*	*(2,067)*
o/w French part-time for seniors plans	7.2	*(23)*	*(364)*	*(313)*
o/w capitalized costs(2)		*752*	*729*	*764*
o/w other labor expenses(3)		*(819)*	*(840)*	*(780)*
Employee profit sharing		**(137)**	**(134)**	**(149)**
Share-based compensation	7.2	**(22)**	**(21)**	**(15)**
o/w free share award plans		*(22)*	*(20)*	*(15)*
Total labor expenses in operating income		**(8,458)**	**(8,742)**	**(8,654)**
Net interest on the net defined liability in finance costs		(80)	(86)	(13)
Actuarial (gains)/losses in other comprehensive income		(39)	(96)	176
Total labor expenses in comprehensive income		**(8,577)**	**(8,924)**	**(8,491)**

(1) Of whom 23% were Orange SA's civil servants at December 31, 2024 (compared with 25% at December 31, 2023 and 28% at December 31, 2022).
(2) Capitalized costs correspond to labor expenses included in the cost of assets produced by the Group (see Notes 9.4 and 9.5).
(3) Other labor expenses comprise other short-term allowances and benefits, payroll taxes, post-employment benefits and other long-term benefits (except French part-time for seniors plans (*TPS*)).

7.2 Employee benefits

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Post-employment benefits[1]	908	837	739
Other long-term benefits	1,854	2,389	2,358
o/w French part-time for seniors plans	*1,225*	*1,711*	*1,753*
Provisions for employment termination benefits	0	2	1
Other employee-related payables and payroll taxes due	1,942	1,923	1,857
Provisions for social risks and litigation	45	32	29
Total employee benefits	**4,750**	**5,183**	**4,985**
o/w non-current employee benefits	2,274	2,551	2,567
o/w current employee benefits	2,475	2,632	2,418

(1) Does not include defined contribution plans.

The accrued post-employment and other long-term benefits are presented below. These are estimated based on Group headcounts at December 31, 2024, including vested and unvested rights at December 31, 2024, but which the Group estimates will be vested by approximately 2050:

(in millions of euros)	Schedule of benefits to be paid, undiscounted					
	2025	2026	2027	2028	2029	2030 and beyond
Post-employment benefits	76	63	88	109	62	2,971
Other long-term benefits[1]	547	454	319	128	22	10
o/w French part-time for seniors plans	*472*	*388*	*278*	*117*	*16*	*5*
Total	**623**	**517**	**407**	**237**	**84**	**2,981**

(1) Provisions for Time Savings Account *(Compte Epargne Temps (CET))* and long-term sick leave and long-term leave are not included.

Effect of French pension reform

In France, the pension reform law, gradually raising the legal retirement age to 64, was enacted on April 14, 2023.

In 2023, the effects of this reform were recognized in the income statement as a plan amendment, including an additional provision of (241) million euros that was recognized for the French part-time for seniors plans *(TPS)* signed in 2018 and 2021, and a provision reversal of 22 million euros that was recognized on annuity-based or capital-based defined-benefit plans.

7.2.1 Types of post-employment benefits and other long-term benefits

In accordance with the laws and practices in force in the countries where it operates, the Group has obligations in terms of employee benefits:

- with regard to retirement, the majority of employees are covered by **defined contribution plans** required by law or under national agreements. In France, civil servants employed by Orange SA are covered by the French government sponsored civil and military pension plan. Orange SA's obligation under the plan is limited to the payment of annual contributions (French law No. 96-660 dated July 26, 1996). Consequently, Orange SA has no obligation to fund future deficits of the pension plans covering its own civil servant employees or any other civil service plans. Expenses recognized under the terms of defined contribution pension plans amounted to (638) million euros in 2024 (compared with (667) million euros in 2023 and (691) million euros in 2022);
- the Group is committed to a limited number of **annuity-based defined-benefit plans**: notably the Equant plans in the United Kingdom for 206 million euros in 2024 and a plan for senior managers in France for 189 million euros in 2024. Plan assets were established to cover the obligations of these plans in the United Kingdom and in France. A few years ago, these plans were closed to new subscribers and also closed in the United Kingdom with regard to vesting;
- the Group is also committed to **capital-based defined-benefit plans** where, in accordance with the law or contractual agreements, employees are entitled to bonuses on retirement, depending on their years of service and end of career salary; this essentially relates to bonuses due upon retirement in France, particularly for employees under private-law contracts (719 million euros for Orange SA in 2024, i.e. 80% of the capital-based plans) and for civil servants (11 million euros in 2024, i.e. 1% of capital-based plans);
- **other post-employment benefits** are also granted to retired employees: these are benefits other than defined-benefit and defined-contribution plans;
- **other long-term benefits** may also be granted such as seniority awards, long-term compensated absences and French part-time for seniors plans (*Temps Partiel Seniors* (*TPS*)) detailed below.

With regard to defined-benefit pension plans in the United Kingdom, Orange took note of the Virgin Media Limited case heard by the High Court, UK which requires, in the event of changes to a plan, a certificate to be provided demonstrating that the changes made comply with legal standards. Without the certificate, these changes do not apply. The Group is examining the implications of this case for its own plans and is unable to estimate the potential impacts at December 31, 2024.

French part-time for seniors plans

The French part-time for seniors plans *(TPS)* are accessible to civil servants and employees under private contract with French entities who are eligible for full retirement benefits from January 1, 2028 (before the application of the 2023 pension reform) and who have at least 15 years of service in the Group.

These plans give employees the opportunity to work 50% or 60% of a full-time job whilst receiving:

- base compensation of between 65% and 80% of a full-time job;
- the retirement entitlement benefits of full-time employment during the period in question (both the Company's and the employee's contributions);
- and a minimum compensation level.

These plans last for a period of at least 18 months and no longer than 5 years.

The beneficiaries may decide to invest part of their base compensation (5%, 10% or 15%) in a Time Savings Account *(Compte Epargne Temps (CET)*) with an additional Group contribution. The *CET* allows for a reduction in the amount of time worked.

As part of the intergenerational agreement renegotiations, a French part-time for seniors *(TPS)* plan was signed on December 17, 2021, resulting in the recognition of an employee benefit liability of 1,225 million euros at December 31, 2021.

At December 31, 2024, the number of employees who are participating in the French part-time for seniors plans *(TPS)*, and thus included in the provision, is approximately 7,500 employees.

7.2.2 Key assumptions used to calculate obligations

The assessment of post-employment benefits and other long-term benefits is based in particular on retirement age calculated in accordance with the provisions applicable to each plan and the necessary conditions to ensure entitlement to a full pension, both of which are often subject to legislative changes.

The valuation of the obligation of the French part-time for seniors plans *(TPS)* had been sensitive to estimates of the potentially eligible population and to the sign-up rate for the plans (estimated at 70% on average), and the trade-offs that the beneficiaries ultimately made between the different plans proposed. At December 31, 2024, with sign-ups to French part-time for seniors plans *(TPS)* no longer being possible, the sensitivity to the sign-up rate was not presented.

The discount rates used for the French entities (which accounts for 95% of Orange's net pension and other long-term employee benefit obligations at December 31, 2024) are as follows:

	December 31, 2024	December 31, 2023	December 31, 2022
More than 10 years	3.35% to 3.45%	3.25% to 4.20%	3.75% to 3.85%
Less than 10 years(1)	2.75% to 3.40%	3.20% to 4.15%	3.20% to 3.75%

(1) Rates of 2.80% and 2.75%, respectively, were used to value commitments relating to the 2018 and 2021 French part-time for seniors plans *(TPS)* (compared with 3.45% and 3.20% at December 31, 2023 and 3.40% and 3.55% at December 31, 2022).

The discount rates used for the euro zone are based on corporate bonds rated AA with a duration equivalent to the duration of the obligations.

The revaluation in annuities of the Equant plans in the United Kingdom is based on inflation (3% used) up to 5%.

The main capital-based defined-benefit plan (retirement bonuses for employees under private-law contracts in France) is principally sensitive to employment policy assumptions (Orange has historically had high numbers of employees of retirement age), salary revaluation and long-term inflation of 2%.

The impacts on pension benefit obligations of a change in the key assumption would be as follows:

(in millions of euros)	Rate increases by 50 points	Rate decreases by 50 points
Discount rates(1)	(67)	71

(1) Including respectively (10) million euros and 11 million euros for the French part-time for seniors plans *(TPS)* (short-term duration).

7.2.3 Commitments and plan assets

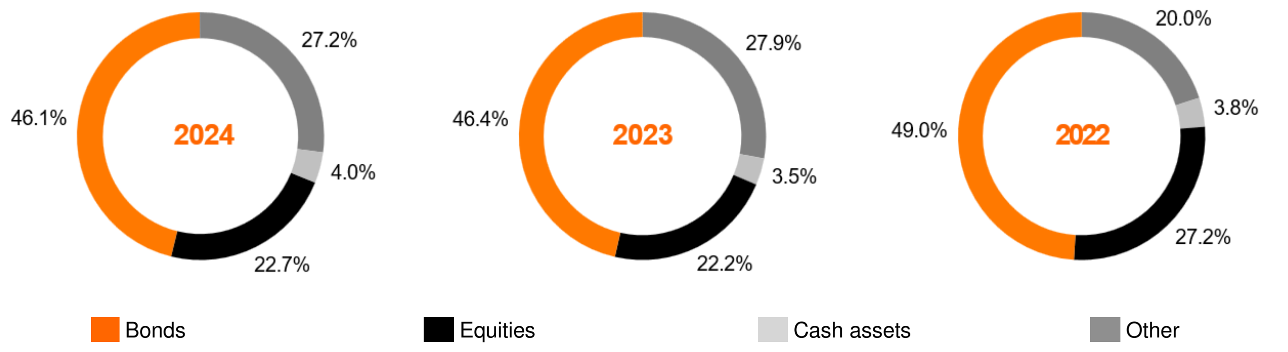
(in millions of euros)	Post-employment benefits			Long-term benefits		2024	2023	2022
	Annuity-based plans	Capital-based plans	Other	French part-time for seniors plans (TPS)	Other			
Total benefit obligations in the opening balance	**405**	**828**	**2**	**1,711**	**678**	**3,625**	**3,471**	**3,740**
Service cost	0	59	0	10	35	105	208	131
Plan amendment[(1)]	-	-	-	-	-	-	219	-
Net interest on the defined benefit liability	17	31	0	47	1	95	101	19
Actuarial (gains)/losses arising from changes of assumptions	(20)	31	0	9	(0)	20	68	(490)
o/w arising from change in discount rate	*(21)*	*(3)*	*0*	*8*	*0*	*(15)*	*52*	*(495)* [(2)]
Actuarial losses/(gains) arising from experience[(3)]	6	13	-	2	(1)	21	120	459
Benefits paid	(19)	(47)	(0)	(548)	(76)	(690)	(587)	(374)
Translation adjustment and others	10	(1)	-	(5)	(8)	(5)	26	(14)
Total benefit obligations in the closing balance (a)	**401**	**914**	**2**	**1,225**	**629**	**3,171**	**3,625**	**3,471**
o/w benefit obligations in respect of employee benefit plans that are wholly or partly funded	403	47	-	-	-	450	446	419
o/w benefit obligations in respect of employee benefit plans that are unfunded	(2)	867	2	1,225	629	2,721	3,179	3,052
Weighted average duration of the plans (in years)	**7**	**11**	**15**	**2**	**0**	**4**	**4**	**4**

(1) In 2023, mainly included the effect of the French pension reform enacted on April 14,2023.
(2) In 2022, including (352) million euros in France and (130) million euros in the United Kingdom related to the increase in discount rates.
(3) In 2023 and 2024, actuarial gains and losses were primarily related to experience effects and mainly included the effect of salary revaluations.
In 2022, actuarial losses related to experience effects mainly took into account an increase in the number of sign-ups for the French part-time for seniors plans *(TPS)*, and particularly the plan signed in 2021.

(in millions of euros)	Post-employment benefits			Long-term benefits		2024	2023	2022
	Annuity-based plans	Capital-based plans	Other	French part-time for seniors plans (TPS)	Other			
Fair value of plan assets in the opening balance	**383**	**16**	**-**	**-**	**-**	**399**	**373**	**541**
Net interest on the defined benefit liability	16	1	-	-	-	17	16	7
Actuarial (gains)/losses arising from experience	(10)	0	-	-	-	(10)	(0)	(154)
Employer contributions	10	2	-	-	-	12	10	11
Benefits paid by the fund	(19)	(1)	-	-	-	(20)	(19)	(18)
Translation adjustment and other	10	0	-	-	-	10	19	(13)
Fair value of plan assets in the closing balance (b)	**390**	**19**	**-**	**-**	**-**	**409**	**399**	**373**

Funded annuity-based plans represent 14% of Group social commitments.

The funded annuity-based plans are primarily located in the United Kingdom (52%) and France (42%) and their assets are broken down as follows:



Employee benefits in the statement of financial position correspond to commitments less plan assets. These have not been subject to any material asset capping adjustment for the periods presented.

(in millions of euros)	**Post-employment benefits**			**Long-term benefits**		**2024**	**2023**	**2022**
	Annuity-based plans	Capital-based plans	Other	French part-time for seniors plans (TPS)	Other			
Employee benefits in the opening balance - Net position	**23**	**812**	**2**	**1,711**	**678**	**3,226**	**3,097**	**3,199**
Net expense for the period	1	90	0	67	35	193	605	443
of which plan amendment[(1)]	-	-	-	-	-	-	*(220)*	-
Employer contributions	(10)	(2)	-	-	-	(12)	(10)	(11)
Benefits directly paid by the employer	0	(46)	(0)	(548)	(76)	(670)	(568)	(355)
Actuarial (gains)/losses generated during the year through other comprehensive income	(4)	43	0	-	-	39	96	(176)
Other	0	(2)	-	(5)	(8)	(15)	5	(2)
Employee benefits in the closing balance - Net position (a) - (b)	**10**	**895**	**2**	**1,225**	**629**	**2,762**	**3,226**	**3,097**
o/w non-current	9	840	2	753	628	2,154	2,618	2,605
o/w current	1	54	0	472	1	608	608	492

(1) In 2023, mainly included the effect of the French pension reform enacted on April 14, 2023.

The following table details the net expense:

(in millions of euros)	**Post-employment benefits**			**Long-term benefits**		**2024**	**2023**	**2022**
	Annuity-based plans	Capital-based plans	Other	French part-time for seniors plans (TPS)	Other			
Service cost	(0)	(59)	(0)	(10)	(35)	(105)	(207)	(131)
Plan amendment[(1)]	-	-	-	-	-	-	(220)	-
Net interest on the net defined benefit liability	(1)	(30)	(0)	(47)	(1)	(79)	(86)	(12)
Actuarial gains/(losses)	-	(0)	-	(11)	1	(10)	(93)	(299)
Total of employee benefits expenses	**(1)**	**(90)**	**(0)**	**(67)**	**(36)**	**(194)**	**(606)**	**(443)**
o/w expenses in operating income	(0)	(60)	(0)	(21)	(35)	(115)	(521)	(430)
o/w net interest on the net defined liability in finance cost	(1)	(30)	(0)	(47)	(1)	(79)	(86)	(12)

(1) In 2023, mainly included the effect of the French pension reform enacted on April 14, 2023.

Accounting policies

Post-employment benefits are granted through:

- defined-contribution plans: the contributions, paid to independent institutions which are in charge of the administrative and financial management thereof, are recognized in the fiscal year during which the services are rendered;

- defined-benefit plans: the sum of future obligations under these plans are based on actuarial assumptions using the projected unit credit method:
  - their calculation is based on demographic (employee turnover, mortality, gender parity, etc.) and financial assumptions (salary increases, inflation, etc.) defined at the level of each entity concerned;
  - the discount rate is defined by country or geographical area and by reference to market yields on high quality corporate bonds (or government bonds where no active market exists). It is calculated on the basis of external indices commonly used as a reference for the eurozone;
  - actuarial gains and losses on post-employment benefits are fully recorded in other comprehensive income;
  - the Group's defined-benefit plans are generally not funded. In the rare cases where they are, the plan assets are set up by employer and employee contributions which are managed by separate legal entities whose investments are subject to fluctuations in the financial markets. These entities are generally administered by joint committees comprising representatives of the Group and of the beneficiaries. Each committee adopts its own investment strategy which is designed to strike the optimum strategies to match assets and liabilities, based on specific studies performed by external experts. It is generally carried out by fund managers selected by the committees and depends on market opportunities. Assets are measured at fair value, determined by reference to quoted prices, since they are mostly invested in listed securities (mainly equities and bonds) and the use of other asset classes is limited.

Other **long-term employee benefits** may be granted, such as seniority awards, long-term compensated absences and the French part-time for seniors plan *(TPS)* agreements. The calculation of the related commitments is based on actuarial assumptions (including demographic, financial and discounting assumptions) similar to those relating to post-employment benefits. The relevant actuarial gains and losses are recognized in net income for the period when they arise.

Termination benefits are subject to provisions (up to the related obligation). For all commitments entailing the payment of termination benefits, actuarial gains and losses are recognized in net income for the period when modifications take place.

7.3 Share-based compensation

Free share award plans in force at December 31, 2024

The Board of Directors approved the implementation of free share award plans (Long-Term Incentive Plans – LTIP) reserved for the Corporate Officers, Executive Committee and Senior Management.

Main characteristics

	LTIP 2024 - 2026	LTIP 2023 - 2025	LTIP 2022 - 2024
Implementation date by the Board of Directors	July 23, 2024	July 25, 2023	July 27, 2022
Maximum number of free share units(1)	2.7 million	1.9 million	1.8 million
Estimated number of beneficiaries	1,300	1,200	1,300
Acquisition date of the rights by the beneficiaries	March 31, 2027	March 31, 2026	December 31, 2024
Delivery date of the shares to the beneficiaries	March 31, 2027	March 31, 2026	March 31, 2025

(1) In countries where the regulations, tax codes or labor laws do not permit awards of shares, the beneficiaries of the plan will receive a cash value based on the market price of Orange share at the delivery date of the shares.

Continued employment condition

The allocation of rights to beneficiaries is subject to a continued employment condition:

	LTIP 2024 - 2026	LTIP 2023 - 2025	LTIP 2022 - 2024
Assessment of the employment continuation	From July 23, 2024 to March 31, 2027	From July 25, 2023 to March 31, 2026	From July 27, 2022 to December 31, 2024

Performance conditions

Depending on the plans, the allocation of rights to beneficiaries is subject to the achievement of internal and external performance conditions, i.e.:

- the organic cash flow from telecom activities internal performance condition, as defined in the plan regulations, assessed at the end of the three years of the plan against the objective set by the Board of Directors for the LTIP 2022-2024, 2023-2025 and 2024-2026;
- the Corporate Social Responsibility (CSR) internal performance condition, two-thirds of which comprises renewable energy as a proportion of electricity consumption and one-third the proportion of women in the Group's management networks for the 2024-2026 LTIP. For the 2023-2025 LTIP, two-thirds of the performance condition is based on reducing CO_2 emissions and one-third on the proportion of women in the Group's management networks. For the 2022-2024 LTIP, half of the performance condition is based on reducing customer CO_2 emissions and half on the proportion of women in the Group's management networks. This performance condition is assessed at the end of the three-year plan against the targets set by the Board of Directors;

- the Total Shareholder Return (TSR) external performance condition is assessed by comparing the change in the Orange TSR based on the relative performance of the total return for Orange shareholders over the three fiscal years and the change in the TSR calculated on the average values of a panel of companies from the benchmark index, Stoxx Europe 600 Telecommunications, for the 2024-2026 LTIP. For the 2022-2024 and 2023-2025 LTIP plans, the TSR performance condition is assessed by comparing the change in the Orange TSR and the change in the TSR calculated on the average values of the benchmark index, Stoxx Europe 600 Telecommunications, or any other index having the same purpose and replacing it during the term of the plan.

Rights subject to the achievement of performance conditions (as a % of the total entitlement):

	LTIP 2024 - 2026	LTIP 2023 - 2025	LTIP 2022 - 2024
Organic cash-flow from telecom activities	40%	40%	50%
Total Shareholder Return (TSR)	30%	30%	30%
Corporate Social Responsability (CSR)	30%	30%	20%

At December 31, 2024, for the 2024-2026 and 2023-2025 LTIP plans, all internal performance conditions are estimated to be met at the end of the three years of these plans. At December 31, 2024, for 2022-2024 LTIP plan, all performance conditions are met at the end of the three years of this plan.

Valuation assumptions

	LTIP 2024 - 2026	LTIP 2023 - 2025	LTIP 2022 - 2024
Measurement date	July 23, 2024	July 25, 2023	July 27, 2022
Vesting date	March 31, 2027	March 31, 2026	December 31, 2024
Price of underlying instrument at measurement date	10.08 euros	10.73 euros	10.16 euros
Price of underlying instrument at closing date	9.63 euros	9.63 euros	9.63 euros
Dividends per share (% of the share price)	7.4%	6.7%	6.9%
Risk free yield	2.89%	3.09%	0.59%
Fair value per share of benefit granted to employees	6.35 euros	8.31 euros	7.53 euros
o/w fair value of internal performance condition	8.17 euros	8.86 euros	8.30 euros
o/w fair value of external performance condition	2.09 euros	7.02 euros	5.74 euros

For the portion of the plan issued in the form of shares, fair value was determined based on the market price of Orange shares on the date of allocation and the expected dividends. The fair value also takes into account the likelihood of achievement of the market performance conditions, determined on the basis of a model constructed using the Monte Carlo method. For the portion of the plan issued in cash, the fair value was determined based on the market price of Orange shares.

Accounting effect

In 2024, an expense of (14) million euros (including social security contributions) has been recognized with corresponding entries in equity (12 million euros) and employee benefits (2 million euros).

In 2023, an expense of (13) million euros (including social security contributions) had been recognized with corresponding entries in equity (11 million euros) and employee benefits (2 million euros).

In 2022, an expense of (11) million euros (including social security contributions) had been recognized with corresponding entries in equity (10 million euros) and employee benefits (1 million euros).

Closure of the free share award plan LTIP 2021–2023

In 2021, the Board of Directors approved the implementation of a free share award plan (LTIP) reserved for the Corporate Officers, Executive Committee and Senior Management.

The shares were delivered to the beneficiaries on March 31, 2024.

Main characteristics

	LTIP 2021 - 2023
Implementation date by the Board of Directors	July 28, 2021
Maximum number of free share units(1)	1.8 million
Estimated number of beneficiaries at the beginning	1,300
Number of free share units delivered at delivery date(1)	1.6 million
Number of beneficiaries	1,222
Acquisition date of the rights by the beneficiaries	December 31, 2023
Delivery date of the shares to the beneficiaries	March 31, 2024

(1) In countries where the regulatory conditions, tax codes or labor laws do not permit awards of shares, the beneficiaries of the plan received a cash amount value based on the market price of Orange share at the delivery date of the shares, on March 31, 2024.

Continued employment condition

The allocation of rights to beneficiaries was subject to a continued employment condition:

	LTIP 2021 - 2023
Assessment of the employment continuation	From July 28, 2021 to December 31, 2023

Performance conditions

Depending on the plans, the allocation of rights to beneficiaries was subject to the achievement of internal and external performance conditions, i.e.:

- the organic cash flow from telecom activities internal performance condition, as defined in the plan regulations;
- the Corporate Social Responsibility (CSR) internal performance condition, half of which is based on the reduction in customer CO_2 emissions and half on the proportion of women in the Group's management networks;
- the Total Shareholder Return (TSR) external performance condition. The TSR performance is assessed by comparing the change in the Orange TSR based on the relative performance of the total return for Orange shareholders over the three fiscal years and the change in the TSR calculated on the average values of the benchmark index, Stoxx Europe 600 Telecommunications, or any other index having the same purpose and replacing it during the term of the plan.

Rights subject to the achievement of performance conditions (as a % of the total entitlement):

	LTIP 2021 - 2023
Organic cash-flow from telecom activities	50%
Total Shareholder Return (TSR)	30%
Corporate Social Responsability (CSR)	20%

Performance was assessed for the years 2021, 2022 and 2023 in relation to the budget for each of these three years, as approved in advance by the Board of Directors. The internal conditions relating to organic cash flow from telecom activities and Corporate Social Responsibility have been met. Similarly, the condition relating to TSR was met for the period.

Valuation assumptions

	LTIP 2021 - 2023
Measurement date	July 28, 2021
Vesting date	December 31, 2023
Price of underlying instrument at measurement date	9.63 euros
Price of underlying instrument at vesting date	10.30 euros
Price of underlying instrument at delivery date	10.89 euros
Expected dividends (% of the share price)	7.3%
Risk free yield	-0.68%
Fair value per share of benefit granted to employees	6.33 euros
o/w fair value of internal performance condition	7.74 euros
o/w fair value of external performance condition	3.04 euros

For the portion of the free share award plan issued in the form of shares, fair value was determined based on the market price of Orange shares on the award date and the expected dividends. The fair value also took into account the likelihood of achieving the market performance condition, determined on the basis of a model constructed using the Monte Carlo method. For the portion of the plans remitted in the form of cash, the fair value was determined on the basis of the Orange share price.

Accounting effect

The cost of the plan including social security contributions is presented below:

(in millions of euros)	2024	2023	2022	2021
LTIP 2021 - 2023 (1)	-	(5)	(5)	(2)

(1) With corresponding entries in equity for (10) million euros and in employee-related payables for (2) million euros settled on delivery of the shares in 2024.

Other plans

The other share-based compensation and similar plans implemented in the Orange group are not material at Group level.

Accounting policies

Employee share-based compensation: the fair value of stock options and free shares is determined by reference to the exercise price, the life of the option, the current price of the underlying shares at the grant date, the expected share price volatility, expected dividends, and the risk-free interest rate over the option's life. Vesting conditions other than market conditions are not part of the fair value assessment, but are part of the grant assumptions (employee turnover, probability of achieving performance criteria).

The determined amount is recognized in labor expenses on a straight-line basis over the vesting period, with corresponding entries for:

- employee benefit liabilities for cash-settled plans, remeasured in profit or loss at each year-end; and
- equity for equity-settled plans.

The share-based compensation expense recognized in the income statement includes social contributions whose counterpart is not presented in equity.

7.4 Executive compensation

The following table shows the compensation booked by Orange SA and its controlled companies to persons who were members of Orange SA's Board of Directors or Executive Committee at the end of the year or at any time during the year.

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Short-term benefits excluding employer social security contributions[1]	(15)	(12)	(12)
Short-term benefits: employer's social security contributions	(5)	(4)	(4)
Post-employment benefits[2]	(0)	(0)	(0)
Share-based compensation[3]	(3)	(2)	(1)

(1) Includes all compensation: gross salaries, the variable component, bonuses and benefits (excluding termination benefits), benefits in kind, incentives and profit-sharing attendance compensation and the share-based Long Term Incentive Plan (LTIP) which matured at December 31, 2023 and was paid out in 2024.
(2) Service cost.
(3) Includes employee shareholding plans and share-based Long-Term Incentive Plans (LTIP) in force.

The total amount of retirement benefits (contractual retirement bonuses and supplementary defined-benefit pension plan) provided in respect of persons who were members of the Board of Directors or Executive Committee at the end of the fiscal year is 2 million euros in 2024 (compared with 1 million euros in 2023 and 2 million euros in 2022).

The Chief Executive Officer, appointed on April 4, 2022, does not have an employment contract.

In the event of dismissal or non-renewal of the corporate office not motivated by serious misconduct or gross negligence, Orange will pay the Chief Executive Officer gross severance pay equal to 12 months of fixed compensation and annual variable compensation paid, with the latter being calculated based on the average annual variable compensation paid for the last 24 months prior to departure from the Company. This severance pay will only be due if the performance conditions for annual variable compensation for the two years prior to departure were achieved at an average of at least 90%.

In accordance with the Afep-Medef Code, the total amount of severance pay and non-compete compensation that would be paid to the Chief Executive Officer may not exceed 24 months of fixed compensation and annual variable compensation.

Executive Committee members' contracts include a clause providing for a contractual termination settlement not exceeding 15 months of their total gross annual compensation (including the contractual termination benefit).

Orange has not acquired any other goods or services from persons who are, at the end of the fiscal year, members of the Board of Directors or Executive Committee of Orange SA (or any parties related thereto).

Note 8 Impairment losses and goodwill

8.1 Impairment losses

(in millions of euros)	2024	2023	2022
Romania	-	-	(789)
Mobile Financial Services	-	-	(28)
Total of impairment of goodwill	**-**	**-**	**(817)**

Impairment tests on Cash-Generating Units (CGUs) may result in impairment losses on goodwill (see Note 8.2) and on fixed assets (see Note 9.3).

At December 31, 2024

At December 31, 2024, impairment tests do not result in the Group recognizing any impairment losses.

At December 31, 2023

At December 31, 2023, impairment tests did not result in the Group recognizing any impairment losses.

At December 31, 2022

Romania

In Romania, the goodwill impairment of (789) million euros mainly reflected:

- a material increase in the discount rate due to changes in market assumptions;
- greater competitive pressure; and
- the downward revision of the business plan compared with the plan used at December 31, 2021, particularly in the early years.

Following the impairment of goodwill in Romania, the net carrying value of the assets of the CGU was reduced to the value in use of current and long-term assets at 100% at December 31, 2022, i.e. 1.7 billion euros.

Mobile Financial Services

Impairment of (49) million euros was recorded on Mobile Financial Services (including (28) million euros on goodwill and (21) million euros on fixed assets) due to deterioration of the business plan.

At December 31, 2022, the net carrying value of goodwill was reduced to zero and the value in use of the CGU amounted to 0.4 billion euros.

8.2 Goodwill

(in millions of euros)	December 31, 2024			December 31, 2023	December 31, 2022
	Gross value	Accumulated impairment losses	Net book value	Net book value	Net book value
France	**13,189**	**(13)**	**13,176**	**13,176**	**13,176**
Europe	**7,363**	**(4,795)**	**2,568**	**5,291**	**4,586**
Spain[1]	-	-	-	2,734	2,734
Belgium	1,733	(713)	1,020	1,020	336
Slovakia	806	-	806	806	806
Romania	1,806	(1,359)	447	447	447
Poland	2,865	(2,704)	161	151	135
Moldova	84	-	84	84	78
Luxembourg	68	(19)	50	50	50
Africa & Middle East	**2,191**	**(761)**	**1,431**	**1,403**	**1,420**
Burkina Faso	428	-	428	428	428
Côte d'Ivoire	417	(42)	375	375	375
Morocco	266	-	266	255	249
Jordan	303	(182)	122	114	118
Liberia	93	-	93	88	91
Sierra Leone	62	-	62	58	73
Cameroon	134	(90)	44	44	44
Other	489	(448)	41	41	42
Orange Business	**2,944**	**(652)**	**2,292**	**2,263**	**2,289**
Totem	**1,624**	**-**	**1,624**	**1,624**	**1,624**
Mobile Financial Services	**28**	**(28)**	**-**	**-**	**-**
International Carriers & Shared Services	**11**	**-**	**11**	**18**	**18**
Goodwill	**27,350**	**(6,249)**	**21,100**	**23,775**	**23,113**

(1) Orange Espagne and its subsidiaries are no longer fully consolidated as from March 26, 2024, following the business combination with MásMóvil (see Note 4.2).

(in millions of euros)	Note	2024	2023	2022
Gross Value in the opening balance		**33,886**	**33,140**	**33,626**
Acquisitions[1]	4.2	39	675	(206)
Disposals[2]		(6,557)	-	-
Translation adjustment		(19)	71	(280)
Gross Value in the closing balance		**27,349**	**33,886**	**33,140**
Accumulated impairment losses in the opening balance		**(10,112)**	**(10,028)**	**(9,435)**
Impairment	8.1	-	-	(817)
Disposals[2]		3,816	-	-
Translation adjustment		46	(84)	225
Accumulated impairment losses in the closing balance		**(6,249)**	**(10,112)**	**(10,028)**
Net book value of goodwill		**21,100**	**23,775**	**23,113**

(1) In 2023, mainly included goodwill on the acquisition of VOO of 684 million euros.
In 2022, mainly included the finalization of the purchase price allocation for Telekom Romania Communications, resulting in the revision of the amount of preliminary goodwill recognized in 2021 for (272) million euros.
(2) In 2024, mainly corresponds to the derecognition of goodwill and accumulated impairment losses following the loss of exclusive control of Orange Espagne (see Note 4.2).

8.3 Key assumptions used to determine recoverable amounts

The key operational assumptions reflect past experience and expected trends: unforeseen changes have in the past affected and could continue to significantly affect these expectations. In this respect, the review of expectations could affect the margin of recoverable amounts over the carrying value tested (see Note 8.4) and result in impairment of goodwill and fixed assets.

In 2024, the Group has updated its financial trajectories.

The **discount rates and perpetual growth rates** used to determine the values in use were revised as follows at the end of December 2024:

- by the fall of discount rates:
  - on the one hand, following the downward revision of the risk-free rate,
  - on the other hand, by the revision of specific premiums that may reflect a risk assessment of executing certain business plans or country risks;
- by maintaining perpetual growth rates across all geographical areas following the Group's review.

At December 31, 2024, the business plans and key operating assumptions are sensitive to the following:

- inflation, in particular rising energy prices, and the ability to preserve margins by adjusting rates and optimizing costs and investments (in particular through the implementation of transformation plans);
- the fiercely competitive nature of the markets in which the Group operates, where price pressure is strong, particularly with the actual or expected arrival of new players;
- the decisions by regulatory and competition authorities in terms of stimulating business investment, and rules for awarding 5G operating licenses and market concentration; and
- specifically in the Middle East and the Maghreb (Jordan, Egypt and Tunisia) as well as in some African countries (Mali, Democratic Republic of the Congo, Central African Republic, Sierra Leone and Burkina Faso): changes in the political situation and security with their resulting negative economic impacts on the overall business climate.

The parameters used to determine the recoverable amount of the main consolidated activities or the activities most sensitive to the assumptions of the impairment tests are as follows:

December 31, 2024	Basis of recoverable amount	Used source	Methodology	Cost of equity	Discount rate		Perpetuity growth rate
					Post-tax	Pre-tax	
France	Value in use	Internal plan	Discounted cash flow	n/a	5.8%	7.4%	0.8%
Poland				n/a	7.2%	8.5%	2.0%
Enterprise				n/a	7.1%	9.2%	0.5%
Romania				n/a	8.6%	9.2%	2.5%
Belgium				n/a	6.7%	8.1%	0.8%
Mobile Financial Services(1)	n/a	n/a	n/a	n/a	n/a	n/a	n/a

December 31, 2023	Basis of recoverable amount	Used source	Methodology	Cost of equity	Discount rate		Perpetuity growth rate
					Post-tax	Pre-tax	
France	Value in use	Internal plan	Discounted cash flow	n/a	6.3%	8.4%	0.8%
Spain				n/a	7.8%	10.3%	1.5%
Poland				n/a	8.0%	9.4%	2.0%
Enterprise				n/a	8.5%	11.7%	0.5%
Mobile Financial Services				13.0%	n/a	n/a	2.1%
Romania	Fair value	n/a	n/a	n/a	n/a	n/a	n/a
Belgium/ Luxembourg				n/a	n/a	n/a	n/a

December 31, 2022	Basis of recoverable amount	Used source	Methodology	Cost of equity	Discount rate		Perpetuity growth rate
					Post-tax	Pre-tax	
France	Value in use	Internal plan	Discounted cash flow	n/a	6.3%	8.4%	0.8%
Spain				n/a	7.5%	10.0%	1.5%
Poland				n/a	7.8%	9.1%	2.0%
Enterprise				n/a	6.8%	9.2%	0.5%
Romania				n/a	10.5%	11.8%	2.5%
Belgium				n/a	7.0%	8.8%	0.8%
Mobile Financial Services				12.3%	n/a	n/a	2.0%
Côte d'Ivoire / Burkina Faso / Liberia	Fair value	n/a	n/a	n/a	n/a	n/a	n/a

(1) In view of the discontinuation of Orange Bank, the main residual assets of the Mobile Financial Services CGU were not tested in accordance with IAS 36 at December 31, 2024. Furthermore, all assets eligible for impairment under that standard had already been impaired at December 31, 2023.

At December 31, 2023, the fair value of the Belgium/Luxembourg combination was defined according to the conversion ratio expected in the context of the transaction for Nethys to acquire a stake in Orange Belgium by converting its stake in VOO into Orange Belgium shares (see Note 4.2).

At December 31, 2023, the fair value of Romania was defined on the basis of the expected merger of Orange Romania Communications (formerly Telekom Romania Communications) into Orange Romania, with the Romanian state acquiring a stake in Orange Romania (see Note 4.2).

As of December 31, 2024, the values retained for these CGUs correspond to the calculated value in use and no longer to a transaction value.

8.4 Sensitivity of recoverable amounts

Because of the correlation between operating cash flows and investment capacity, a sensitivity of net cash flows is used. As cash flows at the terminal point represent a significant portion of the recoverable amount, a change of plus or minus 10% in these cash flows is presented as a sensitivity assumption.

The cash flows are those generated by operating activities net of acquisitions and disposals of property, plant and equipment and intangible assets (including a tax expense at a standard rate, repayment of lease liabilities and debt related to financed assets, related interest expenses and excluding other interest expenses). An additional analysis was carried out on the most sensitive CGUs for which the amount of lease liabilities was material in order to confirm the absence of impairment losses or additional impairment losses.

A sensitivity analysis was carried out on the main consolidated activities or the activities most sensitive to the assumptions of the impairment tests and is presented below to enable readers of the financial statements to estimate the effects of their own estimates. Changes in cash flows, perpetual growth rates or discount rates exceeding the sensitivity levels presented have been observed in the past.

	Increase in discount rate in order for the recoverable amount to be equal to the net carrying value (in basis points)	Decrease in the perpetual growth rate in order for the recoverable amount to be equal to the net carrying value (in basis points)	Decrease in the discounted cash flows of the terminal value in order for the recoverable amount to be equal to the net carrying value (in %)
December 31, 2024			
France	+203 bp	(197) bp	-35%
Poland	+280 bp	(266) bp	-36%
Belgium	+97 bp	(110) bp	-16%
Romania	+36 bp	(40) bp	-6%
Enterprise	+180 bp	(224) bp	-28%
December 31, 2023			
France	+134 bp	(115) bp	-25%
Spain	+67 bp	(71) bp	-12%
Poland	+254 bp	(295) bp	-33%
Enterprise	+279 bp	(369) bp	-36%
December 31, 2022			
France	+139 bp	(120) bp	-26%
Spain	+44 bp	(47) bp	-8%
Poland	+249 bp	(272) bp	-32%
Enterprise	+100 bp	(115) bp	-19%
Belgium	+97 bp	(97) bp	-15%
Sierra Leone	+50 bp	(72) bp	-6%

Mobile Financial Services

At December 31, 2023, the value in use of the Mobile Financial Services CGU had been revised on the basis of key valuation assumptions established by local governance. The revised assumptions had resulted in the identification of a negative margin, however, the impairment of fixed assets of (42) million euros recognized over the period, represented all the assets eligible for impairment under IAS 36 at December 31, 2023. Sensitivity analyses are therefore not relevant.

Accounting policies

Goodwill recognized as an asset in the statement of financial position comprises the excess calculated:

- either on the basis of the equity interest acquired (and for business combinations after January 1, 2010, with no subsequent changes for any additional purchases of non-controlling interests); or
- on a 100% basis, leading to the recognition of goodwill relating to non-controlling interests.

Goodwill is not amortized. It is tested for impairment at least annually and more frequently when there is an indication that it may be impaired. Thus, changes in general economic and financial trends, the different levels of resilience of the telecommunication operators with respect to the deterioration of local economic environments, changes in the market capitalization of telecommunication operators, as well as financial performance compared to market expectations represent external impairment indicators that are analyzed by the Group, together with internal performance indicators, in order to assess whether an impairment test should be performed more than once a year.

These tests are performed at the level of each Cash-Generating Unit (CGU) (or group of CGUs). These generally correspond to business segments or to each country in the Africa and Middle East region and Europe. This is reviewed if the Group changes the level at which it monitors return on investment for goodwill testing purposes.

To determine whether an impairment loss should be recognized, the carrying value of the assets and liabilities of the CGUs or groups of CGUs is compared to their recoverable amount, for which Orange uses mostly the value in use.

Value in use is estimated as the present value of the expected future cash flows. Cash flow projections are based on economic and regulatory assumptions, license renewal assumptions and sales activity and investment forecasts drawn up by the Group's management, as follows:

- cash flow projections are based on three-to-five-year business plans and also include a tax cash flow calculated as EBIT (operating income) multiplied by the statutory tax rate (excluding the impact of deferred tax and unrecognized tax loss carryforwards at the date of valuation). In the case of recent acquisitions, longer-term business plans may be used;
- post-tax cash flow projections beyond that timeframe may be extrapolated by applying a declining or flat growth rate for the next year, and then a perpetual growth rate reflecting the expected long-term growth in the market;
- post-tax cash flows are subject to a post-tax discount rate, using rates which incorporate a relevant premium reflecting a risk assessment for the implementation of certain business plans or country risks. The value in use derived from these calculations is identical to the one that would result from discounting pre-tax cash flows at pre-tax discount rates.

The key operating assumptions used to determine values in use are common across all of the Group's business segments. Key assumptions for most CGUs include:

- key revenue assumptions, which reflect market level, penetration rate of the offers and market share, positioning of the competition's offers and their potential impact on market price levels and their transposition to the Group's offer bases, regulatory authority decisions on pricing of services to customers and on access and pricing of inter-operator services, technology migration of networks (e.g. extinction of copper local loops), decisions of competition authorities in terms of concentration or regulation of adjacent sectors such as cable;
- key cost assumptions, on the level of marketing expenses required to deal with the pace of product line renewals and the positioning of the competition, the ability to adjust costs to potential changes in revenues or the effects of natural attrition and employee departure plans underway;
- key assumptions on the level of capital expenditure, which may be affected by the rollout of new technologies, by decisions of regulatory authorities relating to licenses and spectrum allocation, deployment of fiber networks, mobile network coverage, sharing of network elements or obligations to open up networks to competitors;
- key assumptions on climate risks, the expected or estimated impacts must be taken into account in the assumptions used to determine the values in use of the CGUs.

The tested net carrying values include goodwill, land and assets with finite useful lives (property, plant and equipment, intangible assets and net working capital requirements including intra-group balances). The Orange brand, an asset with an indefinite useful life, is subject to a specific test, see Note 9.3.

If an entity partially owned by the Group includes goodwill attributable to non-controlling interests, the impairment loss is allocated between the shareholders of Orange SA and the non-controlling interests on the same basis as that on which profit or loss is allocated (i.e. ownership interest).

Impairment loss for goodwill is recorded definitively in operating income.

Note 9 Fixed assets

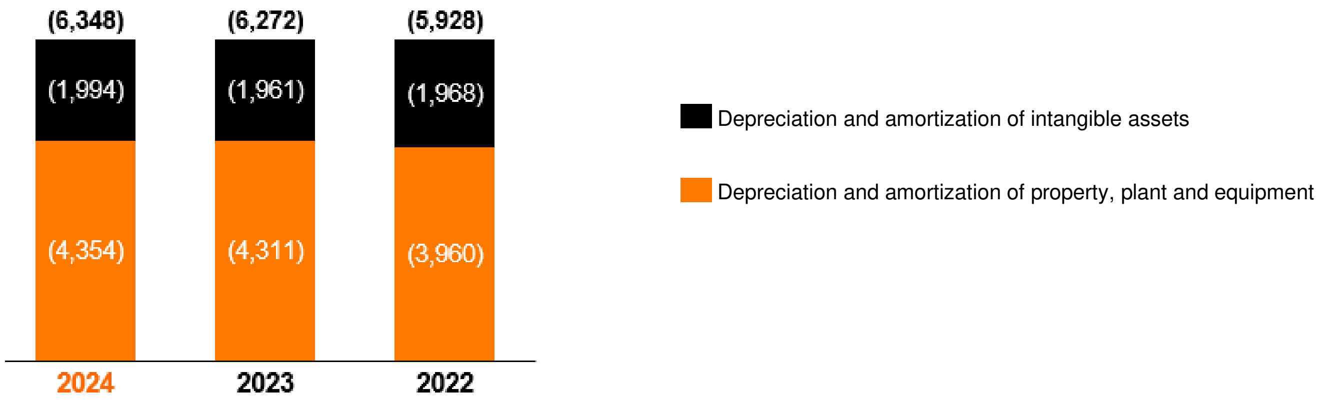
9.1 Gains (losses) on disposal of fixed assets

(in millions of euros)	2024	2023	2022
Transfer price[1]	251	292	347
Net book value of assets sold	(164)	(201)	(187)
Proceeds from the disposal of fixed assets	**87**	**91**	**159**

(1) The proceeds from disposal of fixed assets is used to calculate eCAPEX. This operating performance indicator relates to acquisition of property, plant and equipment and intangible assets excluding telecommunication licenses and financed assets, net of the price of disposal of fixed assets.

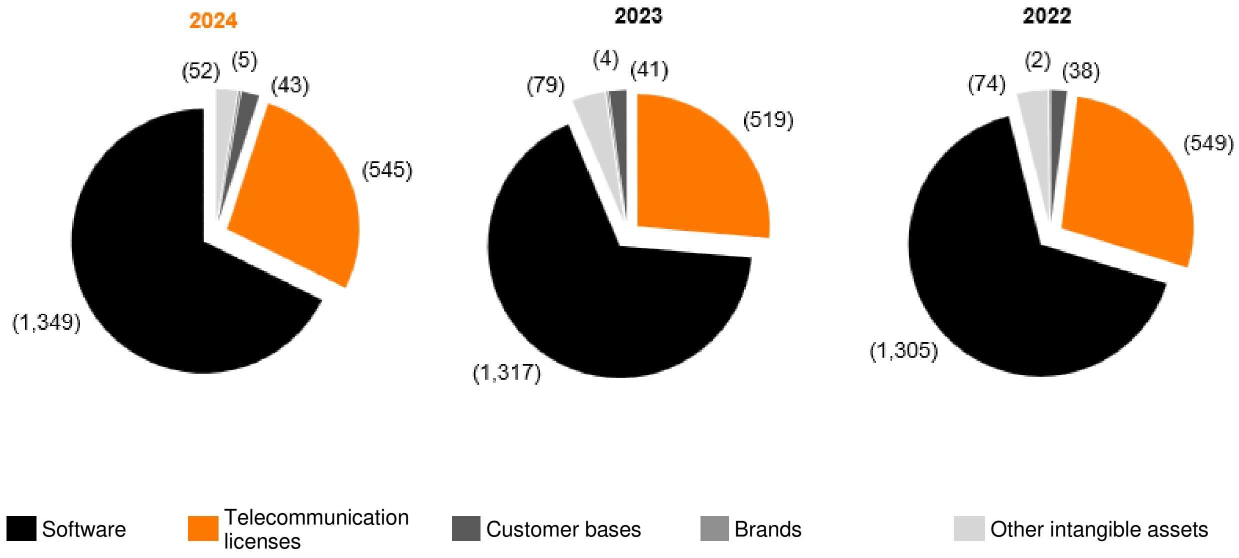
9.2 Depreciation and amortization

(in millions of euros)



Depreciation and amortization of intangible assets

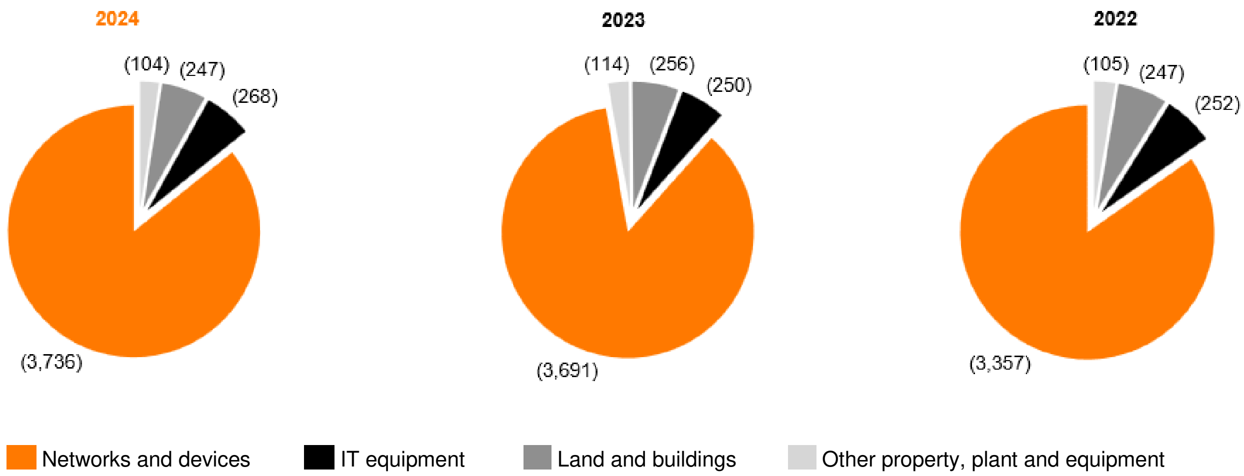
(in millions of euros)



(in millions of euros)	2024	2023	2022
Software	(1,349)	(1,317)	(1,305)
Telecommunication licenses	(545)	(519)	(549)
Customer bases	(43)	(41)	(38)
Brands	(5)	(4)	(2)
Other intangible assets	(52)	(79)	(74)
Total of depreciation and amortization of intangible assets	**(1,994)**	**(1,961)**	**(1,968)**

Depreciation and amortization of property, plant and equipment

(in millions of euros)



(en millions d'euros)	2024	2023	2022
Networks and devices	(3,736)	(3,691)	(3,357)
IT equipment	(268)	(250)	(252)
Land and buildings	(247)	(256)	(247)
Other property, plant and equipment	(104)	(114)	(105)
Total of depreciation and amortization of property, plant and equipment	**(4,354)**	**(4,311)**	**(3,960)**

Accounting policies

Assets are amortized to expense their cost (generally with no residual value deducted) on a basis that reflects the pattern in which their future economic benefits are expected to be consumed. The straight-line basis is usually applied. The useful lives are reviewed annually and are adjusted if current estimated useful lives differ from previous estimates. This may be the case for outlooks on the implementation of new technologies (for example, the replacement of copper local loop by optical fiber). These changes in accounting estimates are recognized prospectively.

Main assets	Depreciation period (average)
Brands acquired	Up to 15 years, except for the Orange brand with indefinite useful life
Customer bases acquired	Expected life of the commercial relationship: 3 to 21 years
Mobile network licenses	Grant period from the date when the network is technically ready and the service can be marketed
Indefeasible Rights of Use of submarine and terrestrial cables	Shorter of the expected period of use and the contractual period, generally less than 20 years
Patents	20 years maximum
Software	5 years maximum
Development costs	3 to 5 years
Buildings	10 to 30 years
Transmission and other network equipment	5 to 10 years
Copper cables, optical fiber and civil works	10 to 30 years
Computer hardware	3 to 5 years

9.3 Impairment of fixed assets

(in millions of euros)	2024	2023	2022
Mobile Financial Services(1)	(4)	(42)	(21)
Europe	(5)	(10)	(3)
France	(5)	(1)	(15)
International Carriers & Shared Services	0	1	0
Orange Business	(1)	8	(20)
Other	0	(3)	2
Total of impairment of fixed assets	**(14)**	**(47)**	**(56)**

(1) In 2023, the impairment of fixed assets was the result of the freezing of some IT developments.
In 2022, the impairment of fixed assets resulted from impairment tests on Cash-Generating Units (CGUs), described in Note 8.1.

Key assumptions and sensitivity of the recoverable amount of the Orange brand

The key assumptions and sources of sensitivity used in the assessment of the recoverable amount of the Orange brand are similar to those used for the goodwill of consolidated activities (see Note 8.3), which affect the revenue base and potentially the level of brand royalties.

Other assumptions that affect the assessment of the recoverable amount are as follows:

	December 31, 2024	December 31, 2023	December 31, 2022
Basis of recoverable amount	Value in use	Value in use	Value in use
Used source	Internal plan	Internal plan	Internal plan
Methodology	Discounted net fees	Discounted net fees	Discounted net fees
Perpetuity growth rate	1.4 %	1.4 %	1.4 %
Post-tax discount rate	7.8 %	8.5 %	8.2 %
Pre-tax discount rate	10.0 %	11.0 %	10.5 %

The sensitivity analysis did not highlight any risk of impairment of the Orange brand.

Accounting policies

Given the nature of its assets and businesses, most of the Group's individual assets do not generate cash inflows independent of those of the Cash-Generating Units. The recoverable amount is therefore determined at the level of the CGU (or group of CGUs) to which the assets belong, according to a method similar to that described for goodwill.

The Orange brand has an indefinite useful life and is not amortized but is tested for impairment at least annually. Its recoverable amount is assessed based on the expected contractual royalties discounted in perpetuity (and included in the business plan), less costs attributable to the brand's owner.

9.4 Other intangible assets

(in millions of euros)	December 31, 2024				December 31, 2023	December 31, 2022
	Gross value	Accumulated depreciation and amortization	Accumulated impairment	Net book value	Net book value	Net book value
Telecommunications licenses	10,137	(5,092)	(55)	4,990	6,878	6,869
Software	11,396	(7,470)	(107)	3,819	4,344	4,280
Orange brand	3,133	-	-	3,133	3,133	3,133
Other brands	616	(74)	(530)	12	65	60
Customer bases	2,422	(2,097)	(14)	311	344	246
Other intangible assets	1,209	(815)	(202)	191	335	358
Total other intangible assets	**28,912**	**(15,548)**	**(908)**	**12,456**	**15,098**	**14,946**

(in millions of euros)	2024	2023	2022
Net book value of other intangible assets - in the opening balance	**15,098**	**14,946**	**14,940**
Acquisitions of other intangible assets	1,468	2,365	2,678
o/w telecommunications licenses[(1)]	*35*	*721*	*1,060*
Impact of changes in the scope of consolidation[(2)]	(1,865)	208	35
Disposals	(9)	(7)	(5)
Depreciation and amortization [(3)]	(2,054)	(2,332)	(2,418)
Impairment	(8)	(48)	(33)
Translation adjustment	(116)	(69)	(245)
Reclassifications and other items	(58)	35	(7)
Net book value of other intangible assets - in the closing balance	**12,456**	**15,098**	**14,946**

(1) In 2023, mainly included the purchase of the 5G licenses in Belgium for 303 million euros and the 5G license in Poland for 121 million euros.
In 2022, mainly included the acquisition of the 5G licenses in Romania for 319 million euros and in Belgium for 213 million euros, and for the 2,600 MHz band license in Egypt for 311 million euros.
(2) In 2024, the changes in the scope of consolidation are mainly due to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).
In 2023, mainly included the effects of the acquisition of VOO for 166 million euros (see Note 4.2).
(3) Includes the depreciation and amortization of Orange Espagne and its subsidiaries, which are presented in net income of discontinued operations (for (60) million euros in 2024, (371) million euros in 2023 and (450) million euros in 2022) (see Note 3).

Internal costs capitalized as intangible assets

Internal costs capitalized as intangible assets mainly include labor expenses and amount to 345 million euros in 2024, 393 million euros in 2023, and 391 million euros in 2022.

Information on telecommunications licenses at December 31, 2024

Orange's principal commitments under licenses awarded are disclosed in Note 17.

To take into account the principle of technological neutrality, Orange presents licenses by frequency band rather than by technology.

(in millions of euros)	Frequency band	Gross value	Net book value	Residual useful life[1]
France	700 MHz	960	640	10.9 to 13.6
	800 MHz	932	364	7.0 to 11.9
	900 MHz	93	58	0.3 to 6.3
	1,800 MHz	117	71	0.3 to 6.3
	2.1 GHz	343	115	0.3 to 6.6
	2.6 GHz	302	110	6.8 to 11.9
	3.4 - 3.8 GHz	876	636	10.9 to 13.6
		3,624	**1,995**	
Poland	800 MHz	714	291	6.1
	2.1 GHz	82	71	13.0
	3.4 - 3.8 GHz	128	120	14.0
	Other	220	48	
		1,145	**530**	
Morocco	900 MHz	772	111	6.2
	Other	223	113	
		994	**224**	
Romania	700 MHz	136	125	23.0
	900 MHz	173	40	4.3
	1,500 MHz	62	57	23.0
	3.4 - 3.8 GHz	120	120	22.0
	Other	417	113	
		909	**456**	
Egypt	2.1 GHz	154	75	6.8
	2.6 GHz	192	168	9.1
	Other	203	38	
		549	**280**	
Belgium	700 MHz	146	129	17.7
	800 MHz	138	67	9.9
	900 MHz	83	75	18.0
	1,400 MHz	89	82	18.6
	2.1 GHz	82	74	18.0
	3.4 - 3.8 GHz	67	58	15.3
	Other	76	52	
		681	**537**	
Jordan	900 MHz	210	71	24.4
	2.6 GHz	73	53	28.3 to 33.8
	3.4 - 3.8 GHz	68	64	23.2
	Other	203	70	
		553	**258**	
Other countries		**1,682**	**712**	
Total telecommunications licenses		**10,137**	**4,990**	

(1) In number of years, at December 31, 2024.

Main telecommunication licenses obtained or renewed in 2024

Orange Centre Afrique renewed a license on the 1,500 MHz frequency band for 23 million euros, resulting in the recognition of an intangible asset for the same amount.

Accounting policies

Intangible assets mainly consist of acquired brands, acquired customer bases, telecommunications licenses and software, as well as operating rights granted under certain concession agreement.

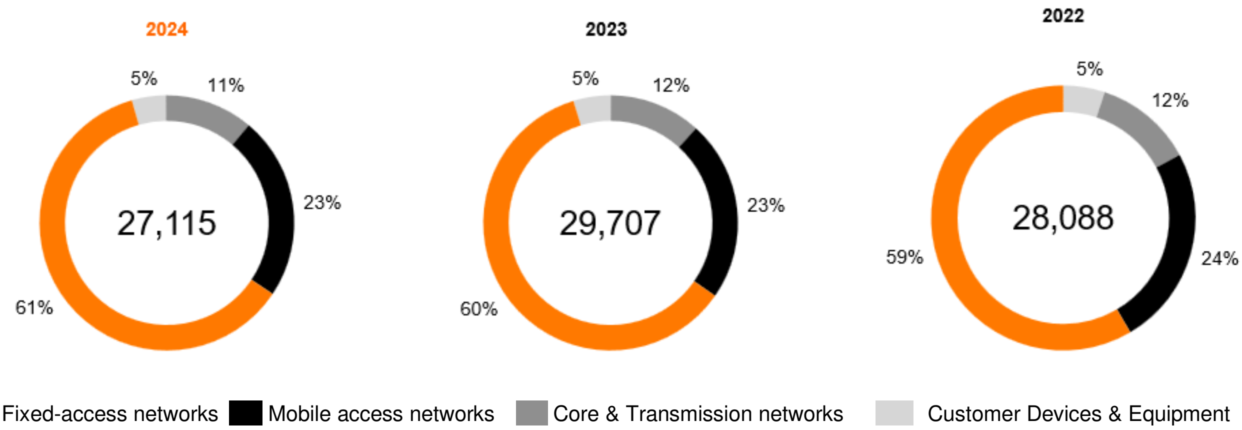
Intangible assets are initially recognized at acquisition or production cost. The payments indexed to revenue, especially for some telecommunications licenses, are expensed in the relevant periods.

The operating rights granted under certain concession arrangements are recognized in other intangible assets and correspond to the right to charge users of the public service (see Note 5.1).

9.5 Property, plant and equipment

(in millions of euros)	December 31, 2024				December 31, 2023	December 31, 2022
	Gross value	Accumulated depreciation and amortization	Accumulated impairment	Net book value	Net book value	Net book value
Networks and devices	95,497	(67,986)	(397)	27,115	29,707	28,088
Land and buildings	8,129	(5,729)	(226)	2,174	2,289	2,299
IT equipment	3,336	(2,660)	(2)	674	763	793
Other property, plant and equipment	1,602	(1,137)	(6)	459	434	460
Total property, plant and equipment	**108,565**	**(77,512)**	**(631)**	**30,421**	**33,193**	**31,640**

Networks and devices are broken down as follows:



(in millions of euros)	2024		2023		2022	
Total of networks and devices	**27,115**	**100%**	**29,707**	**100%**	**28,088**	**100%**
Fixed-access networks	*16,580*	*61%*	*18,001*	*60%*	*16,415*	*59%*
Mobile access networks	*6,314*	*23%*	*6,827*	*23%*	*6,869*	*24%*
Core & Transmission networks	*3,050*	*11%*	*3,464*	*12%*	*3,381*	*12%*
Customer Devices & Equipment	*1,170*	*5%*	*1,414*	*5%*	*1,423*	*5%*

(in millions of euros)	2024	2023	2022
Net book value of property, plant and equipment - in the opening balance	**33,193**	**31,640**	**30,484**
Acquisitions of property, plant and equipment	5,362	5,698	6,329
o/w financed assets	*120*	*233*	*229*
Impact of changes in the scope of consolidation(1)	(3,487)	1,142	262
Disposals and retirements	(145)	(192)	(181)
Depreciation and amortization	(4,624)	(5,109)	(4,725)
o/w fixed assets(2)(3)	*(4,464)*	*(4,980)*	*(4,618)*
o/w financed assets	*(160)*	*(129)*	*(107)*
Impairment	(6)	1	(23)
Translation adjustment	(18)	13	(291)
Reclassifications and other items(4)	146	1	(216)
Net book value of property, plant and equipment - in the closing balance	**30,421**	**33,193**	**31,640**

(1) In 2024, the changes in the scope of consolidation are mainly due to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).
In 2023, mainly included the effects of the acquisition of VOO for 1,132 million euros (see Note 4.2).
In 2022, included 261 million euros for the purchase price allocation of Telekom Romania Communications (see Note 4.2).
(2) Includes the effect of extending the depreciation and amortization period for the copper network in France from 2022.
(3) Includes the depreciation and amortization of Orange Espagne and its subsidiaries, which are presented in net income of discontinued operations (for (110) million euros in 2024, (669) million euros in 2023 and (658) million euros in 2022) (see Note 3).
(4) In 2022, mainly included the effect of the increase in discount rates on dismantling assets (see Note 9.7).

Financed assets

Financed assets include at December 31, 2024 the set-up boxes in France financed by an intermediary bank: they meet the standard criterion of a tangible asset according to IAS 16. The associated payables to these financed assets are presented in financial liabilities and are included in the definition of the net financial debt (see Note 14.3).

Internal costs capitalized as property, plant and equipment

Internal costs capitalized as property, plant and equipment include labor expenses and amount to 407 million euros in 2024, 336 million euros in 2023, and 373 million euros in 2022.

Accounting policies

Property, plant and equipment is made up of tangible fixed assets and financed assets. It mainly comprises network facilities and equipment.

The gross value of property, plant and equipment is made up of its acquisition or production cost, which includes study and construction fees as well as enhancement costs that increase the capacity of equipment and facilities. Maintenance and repair costs are expensed as incurred, except where they serve to increase the asset's productivity or extend its useful life.

The cost of property, plant and equipment also includes the estimated cost of dismantling and removing the fixed asset and restoring the site where it was located under the obligation incurred by the Group.

The roll-out of assets by stage, particularly network assets, in the Group's assessment, does not generally require a substantial period of preparation. As a result, the Group does not generally capitalize the interest expense incurred during the construction and acquisition phase for its property, plant and equipment and intangible assets.

In France, the regulatory framework governing the fiber optic network roll-out (Fiber To The Home – FTTH) organizes the access by commercial operators to the last mile of networks rolled out by another operator on a co-funding basis (*ab initio* or *a posteriori*) or through a line access. The sharing of rights and obligations between the various operators co-financing the last mile of networks is classified as a joint operation in accordance with IFRS 11 "Partnerships": Orange only recognizes in its assets the portions (built or acquired) in networks that it has co-financed or built.

The Group has entered into network sharing arrangements with other mobile operators on a reciprocal basis, which may cover passive infrastructure sharing, active network and even spectrum equipment.

9.6 Fixed assets payables

(in millions of euros)	2024	2023	2022
Fixed assets payable - in the opening balance	**4,534**	**4,581**	**4,481**
Business related variations	(265)	(45)	124
o/w telecommunication licences payable[(1)]	*(192)*	*214*	*51*
Changes in the scope of consolidation[(2)]	(816)	9	(0)
Translation adjustment	4	(15)	(54)
Reclassifications and other items	(1)	4	30
Fixed assets payable - in the closing balance	**3,456**	**4,534**	**4,581**
o/w long-term fixed assets payable	1,084	1,608	1,480
o/w short-term fixed assets payable	2,373	2,926	3,101

(1) In 2024, includes (68) million euros paid out of the 2G license in Jordan and (71) million euros paid out of the 5G license in Poland.
In 2023, included 85 million euros relating to the acquisition of 5G license in Belgium and 77 million euros relating to the acquisition of 5G license in Poland.
(2) In 2024, includes (812) million euros resulting from the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).

Accounting policies

These payables are generated from trading activities. The payment terms may be over several years in the case of infrastructure roll-out and license acquisition. Payables due in more than 12 months are presented in non-current items. Trade payables without specified interest rates are measured at par value if the interest component is negligible. Interest-bearing trade payables are recognized at amortized cost.

Trade payables also include payables that the supplier may have disposed of, with or without notifying financial institutions, in a direct or reverse factoring arrangement (see Note 6.6).

Firm commitments to purchase fixed assets are presented as unrecognized contractual commitments (see Note 17), net of any down payments which are recorded as down payments on fixed assets.

9.7 Dismantling provisions

Asset dismantling obligations mainly relate to the restoration of mobile telephony antenna sites, the treatment of telephone poles and management of waste electrical and electronic equipment.

(in millions of euros)	2024	2023	2022
Dismantling provisions - in the opening balance	**738**	**696**	**897**
Discounting with impact on income statement	21	23	36
Utilizations without impact on income statement	(40)	(29)	(20)
Changes in provision with impact on assets[1]	90	35	(221)
Changes in the scope of consolidation	(4)	2	-
Translation adjustment	3	11	(5)
Reclassifications and other items	(8)	0	10
Dismantling provisions - in the closing balance	**800**	**738**	**696**
o/w non-current provisions	767	698	670
o/w current provisions	33	40	26

(1) In 2022, mainly included the effect of the increase in discount rates.

Accounting policies

The Group has an obligation to dismantle installed technical equipment and restore the technical sites it occupies.

When the obligation arises, a dismantling asset is recognized against a dismantling provision.

The provision is based on dismantling costs (on a per-unit basis for telephone poles, devices and telephone booths, and on a per-site basis for mobile antennas) incurred by the Group to meet its environmental commitments over the asset dismantling and site restoration planning. The provision is assessed on the basis of the identified costs for the current fiscal year, extrapolated for future years using the best estimate that will allow the obligation to be settled. This estimate is reviewed annually and the provision is adjusted where necessary against the dismantling asset recognized and the underlying assets, if any. The provision is discounted at a rate set by geographical area corresponding to the average risk-free rate of a 15-year government bond.

When the obligation is settled, the provision is reversed against the net carrying value of the dismantling asset and the net carrying value of the underlying assets if the dismantling asset is less than the financial provision reversal.

Note 10 Lease agreements

In the course of its activities, the Group regularly enters into leases as a lessee. These leases are divided between the following asset categories:

- Land and buildings;
- Networks and devices;
- IT equipment;
- Other.

Accounting policies

The mandatory IFRS 16 "Leases," has been applied within the Group since January 1, 2019.

IFRS 16 defines a lease as a contract that conveys to the lessee the right to control the use of an identified asset. All leases are recognized in the balance sheet as an asset reflecting the right to use the leased assets and a corresponding liability reflecting the related lease obligations (see Notes 10.1 and 10.2). In the income statement, amortization of right-of-use assets (see Note 10.1) is presented separately from interest on lease liabilities. In the statement of cash flows, cash outflows relating to interest expenses impact cash flows provided by operating activities, while principal repayments on lease liabilities impact cash flows related to financing activities.

For the lessor, assets subject to leases must be presented in the balance sheet according to the nature of the asset and the associated lease revenues as income on a straight-line basis over the lease term.

When the Group carries out a transaction categorized as sale and leaseback in accordance with IFRS 16, a right-of-use asset is recognized in proportion to the previous carrying value of the asset corresponding to the right-of-use asset retained to offset a lease liability. Gains (losses) on disposal of fixed assets are recognized in the income statement in proportion to the rights actually transferred to the buyer-lessor. The adjustment of the gains (losses) on disposal recognized in the income statement for the share on which the Group retains its user rights via the lease corresponds to the difference between the right-of-use asset and the lease liability recognized in the balance sheet.

Finally, the Group applies the two exemptions provided for in IFRS 16, i.e. leases with a term of 12 months or less that are not automatically renewable and those where the replacement value of the underlying asset is less than approximately 5,000 euros. Leases covered by either of these two exemptions are presented in off-balance sheet commitments and an expense is recognized in “external purchases” in the income statement.

The Group classifies as a lease a contract that confers to the lessee the right to control the use of an identified asset for a given period, including a service contract if it contains a lease component.

The Group has defined 4 major categories of leases:

- Land and buildings: these leases mainly concern commercial (point of sale) or service activity (offices and headquarters) leases, as well as leases of technical buildings not owned by the Group. Real-estate leases entered into in France generally have long terms (nine-year commercial leases with early termination options after three and six years, known as “3/6/9 leases”) (see Note 10.2). However, depending on the geographical location of the leases, their legal term may vary and the Group may be required to adopt a specific enforceable period taking into account the local legal and economic environment;
- Networks and devices: the Group is required to lease a certain number of assets in connection with its mobile activities. This is notably the case for land for antenna installation, mobile sites leased from third-party operators and certain “TowerCos” contracts (companies operating telecom masts). Leases are also entered into as part of fixed-line network activities. These leases mainly concern access to the local loop where the Orange group is a market challenger (full or partial unbundling), as well as the lease of land transmission cables;
- IT equipment: this asset category primarily comprises leases for servers and hosting space in Data centers;
- Other: this asset category primarily comprises leases for vehicles and technical equipment.

10.1 Right-of-use assets

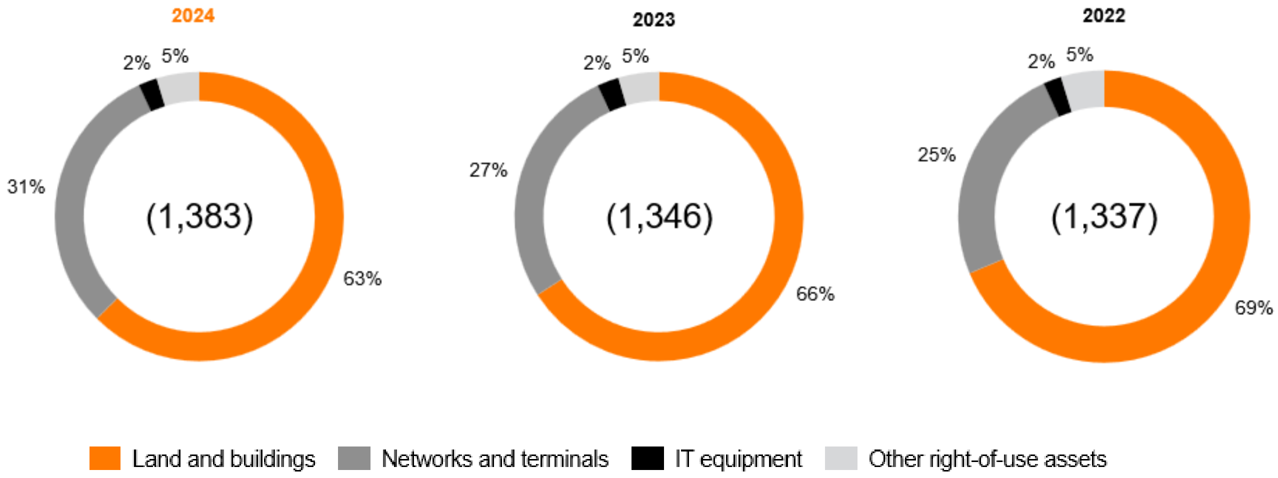
	December 31, 2024				December 31, 2023	December 31, 2022
(in millions of euros)	Gross value	Accumulated depreciation and amortization	Accumulated impairment	Net book value	Net book value	Net book value
Land and buildings	8,648	(3,999)	(489)	4,161	4,424	4,667
Networks and devices(1)	4,023	(1,377)	-	2,647	3,522	3,049
IT equipment	149	(99)	-	50	59	59
Other right-of-use assets	473	(235)	-	238	170	161
Total right-of-use assets	**13,294**	**(5,709)**	**(489)**	**7,096**	**8,175**	**7,936**

(1) In 2024, the decrease in right-of-use assets is mainly due to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).

(in millions of euros)	2024	2023	2022
Net book value of right-of-use assets - in the opening balance	**8,175**	**7,936**	**7,702**
Increase (new right-of-use assets)	962	1,317	1,930
Impact of changes in the scope of consolidation(1)	(1,232)	30	-
Depreciation and amortization (2)	(1,414)	(1,522)	(1,507)
Impairment(3)	(48)	(69)	(54)
Impact of changes in the assessments	667	472	(49)
Translation adjustment	18	10	(35)
Reclassifications and other items	(32)	1	(52)
Net book value of right-of-use assets - in the closing balance	**7,096**	**8,175**	**7,936**

(1) In 2024, the changes in the scope of consolidation are mainly due to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).
(2) Include the depreciation and amortization of Orange Espagne and its subsidiaries, which are presented in net income of discontinued operations (for (31) million euros in 2024, (176) million euros in 2023 and (170) million euros in 2022) (see Note 3).
(3) Impairment losses on right-of-use assets mainly concern lease property restructuring.

Depreciation and amortization of right-of-use assets



In 2024, the rental expense recognized in external purchases in the income statement amounts to (100) million euros, compared with (111) million euros in 2023 and (134) million euros in 2022 (see Note 6.1). It includes lease payments on contracts of 12 months or less which are not automatically renewable, contracts where the new value of the underlying asset is less than 5,000 euros, and variable lease payments which were not taken into account in the measurement of the lease liability.

Accounting policies

A right-of-use asset is recognized in assets, with a corresponding lease liability (see Note 10.2). This right-of-use asset is equal to the amount of the lease liability, plus any direct costs incurred under certain leases, such as fees, lease negotiation expenses or administration costs, and less rent-free period liabilities and lessor financial contributions.

This right-of-use asset is depreciated in the income statement on a straight-line basis over the lease term chosen by the Group, in accordance with the lease terms defined in IFRS 16.

Work performed by the lessee and modifications to the leased asset, as well as guarantee deposits, are not components of the right-of-use asset and are recognized in accordance with other standards.

10.2 Lease liabilities

(in millions of euros)	2024	2023	2022
Lease liabilities - in the opening balance	**8,568**	**8,410**	**8,065**
Increase with counterpart in right-of-use	928	1,289	1,915
Impact of changes in the scope of consolidation[1]	(1,321)	30	1
Decrease in lease liabilities following rental payments	(1,498)	(1,645)	(1,514)
Impact of changes in the assessments	676	493	(43)
Translation adjustment	16	1	(29)
Reclassifications and other items	(2)	(10)	16
Lease liabilities - in the closing balance	**7,366**	**8,568**	**8,410**
O/w non-current lease liabilities	5,992	7,099	6,901
O/w current lease liabilities	1,374	1,469	1,509

(1) In 2024, the decrease in right-of-use assets is mainly due to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).

The following table details the undiscounted future cash flows of lease liabilities as known at December 31, 2024:

(in millions of euros)	Total	2025	2026	2027	2028	2029	2030 and beyond
Undiscounted lease liabilities	**8,428**	1,601	1,324	1,096	963	828	2,618

Accounting policies

The Group recognizes a liability (i.e. a lease liability) at the date the underlying asset is made available. This lease liability is equal to the present value of fixed and in-substance fixed payments not paid at that date, plus any amounts that Orange is reasonably certain to pay at the end of the lease, such as the exercise price of a purchase option (where it is reasonably certain to be exercised), or penalties payable to the lessor for terminating the lease (where termination is reasonably certain).

The Group only takes the lease component of the contract into account when measuring the lease liability. For certain asset classes where leases include both service and lease components, the Group may recognize a single contract, classified as a lease (i.e. without distinguishing between the service and lease components).

Orange systematically determines the lease term as the period during which leases cannot be terminated, plus periods covered by any extension options that the lessee is reasonably certain to exercise and any termination options that the lessee is reasonably certain not to exercise. In the case of “3/6/9” leases in France, the term adopted is assessed on a contract-by-contract basis.

The term is also defined taking into account any laws and practices specific to each jurisdiction or business sector regarding firm lease commitment terms granted by lessors. The Group nonetheless assesses the enforceable term, based on the circumstances of each lease, taking into account certain indicators such as the existence of significant penalties in the event of termination by the lessee. To determine the length of this enforceable period, the Group considers the economic importance of the leased asset and the assumptions made in its strategic plan.

When non-removable leasehold improvements have been made to leased assets, the Group assesses, on a case-by-case basis, whether these improvements provide an economic benefit when determining the enforceable term of the lease.

When a lease includes a purchase option, the Group considers the enforceable term to be equal to the useful life of the underlying asset where the Group is reasonably certain to exercise the purchase option.

For each lease, the discount rate used is determined based on the yield on government bonds in the lessee country, taking into account the term and currency of the lease, plus the Group’s credit spread.

After the lease commencement date, the amount of the lease liability may be reassessed to reflect changes introduced by the following main cases:

- a change in term resulting from a contract amendment or a change in the assessment of the reasonable certainty that a renewal option will be exercised or a termination option will not be exercised;
- a change in the amount of lease payments, for example following the application of a new index or rate in the case of variable payments;
- a change in the assessment of whether a purchase option will be exercised;
- any other contractual change, for example a change to the scope of the lease or its underlying asset.

Note 11 Taxes

11.1 Operating taxes and levies

Although comprising a directly identifiable counterpart, the periodic spectrum fees are presented within the operating taxes and levies as they are set by and paid to States and local authorities.

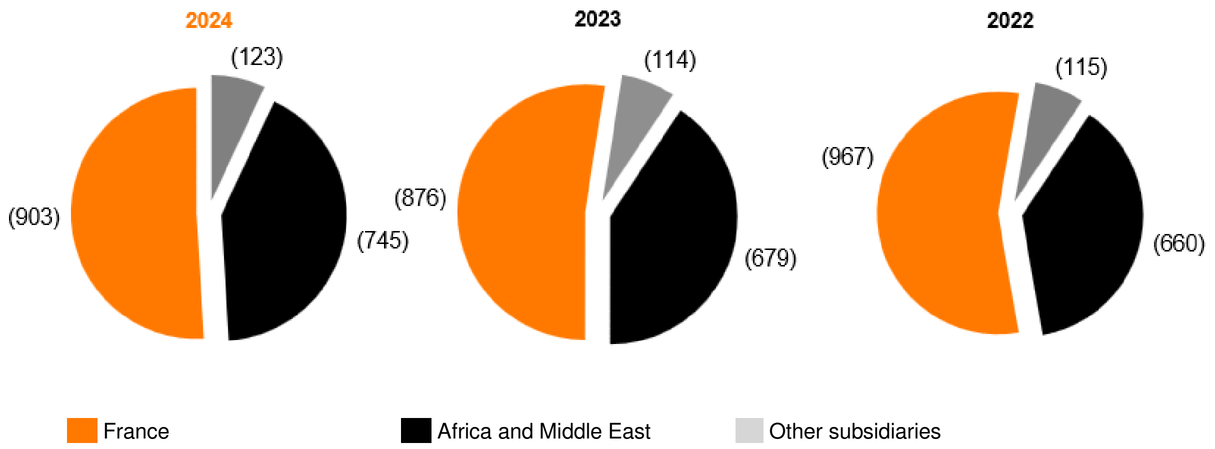
11.1.1 Operating taxes and levies recognized in profit or loss

(in millions of euros)	2024	2023	2022
Territorial Economic Contribution, IFER and similar taxes	(586)	(556)	(640)
Spectrum fees	(291)	(275)	(274)
Levies on telecommunication services	(305)	(313)	(306)
Other operating taxes and levies	(589)	(525)	(522)
Total operating taxes and levies	**(1,771)**	**(1,669)**	**(1,742)**

The 2023 French Finance Act enacted the postponement of the reduction of the applicable rate of the contribution on the added value of companies (*Cotisation sur la Valeur Ajoutée des Entreprises* (CVAE)) in France, the main component of the Territorial Economic Contribution (*Contribution Économique Territoriale* (CET)). The applicable rate for this tax is gradually reducing over 4 years. It was reduced from 0.375% to 0.28% for the fiscal year 2024.

The breakdown of operating taxes and levies per geographical area is as follows:

(in millions of euros)



11.1.2 Operating taxes and levies in the statement of financial position

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Value Added Tax (VAT)	1,157	1,111	1,114
Other operating taxes and levies	104	122	151
Operating taxes and levies - receivables	**1,261**	**1,233**	**1,265**
Value added tax (VAT)	(685)	(743)	(687)
Territorial Economic Contribution, IFER and similar taxes	(118)	(109)	(96)
Spectrum fees	(24)	(21)	(19)
Levies on telecommunication services	(127)	(132)	(107)
Other operating taxes and levies	(490)	(479)	(496)
Operating taxes and levies - payables	**(1,444)**	**(1,483)**	**(1,405)**
Operating taxes and levies - net	**(183)**	**(251)**	**(140)**

Changes in operating taxes and levies

(in millions of euros)	2024	2023	2022
Net tax liabilities and operating taxes and levies - in the opening balance	**(251)**	**(140)**	**(273)**
Operating taxes and levies recognized in profit or loss	(1,563)	(1,794)	(1,882)
o/w operating taxes and levies recognized in profit or loss of continuing operations	*(1,771)*	*(1,669)*	*(1,742)*
o/w operating taxes and levies recognized in profit or loss of discontinued operations	*208*	*(125)*	*(140)*
Operating taxes and levies paid	1,779	1,680	1,906
Changes in the scope of consolidation(1)	(73)	(33)	-
Translation adjustment	25	21	42
Reclassifications and other items	(100)	16	68
Net tax liabilities and operating taxes and levies - in the closing balance	**(183)**	**(251)**	**(140)**

(1) In 2024, mainly include the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).
In 2023, mainly included the acquisition of VOO (see Note 4.2).

Accounting policies

Value Added Tax (VAT) receivables and payables correspond to the VAT collected or deductible from various states. Collections and remittances to states have no impact on the income statement.

In the normal course of business, the Group regularly deals with differences of interpretation of tax law with the tax authorities, which can lead to tax adjustments or tax disputes.

Operating taxes and levies are measured by the Group at the amount expected to be paid or recovered from the tax authorities of each country, based on its interpretation with regard to the application of tax legislation. The Group calculates its tax assets and liabilities (including provisions) based on the technical merits of the positions it defends versus the tax authorities.

11.2 Income taxes

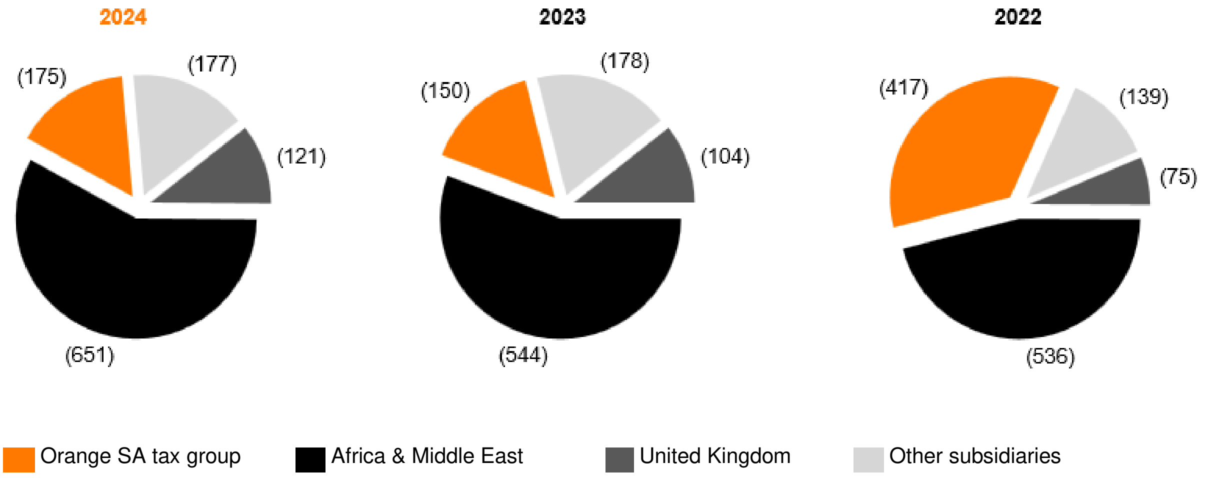
11.2.1 Income tax expense

(in millions of euros)	2024	2023	2022
Orange SA tax group	**(439)**	**(243)**	**(541)**
• Current tax	(175)	(150)	(417)
• Deferred tax	(264)	(92)	(124)
Africa & Middle East	**(642)**	**(552)**	**(528)**
• Current tax	(651)	(544)	(536)
• Deferred tax	9	(9)	8
United Kingdom	**(121)**	**(103)**	**(74)**
• Current tax	(121)	(104)	(75)
• Deferred tax	0	1	1
Other subsidiaries	**(153)**	**22**	**(170)**
• Current tax	(177)	(178)	(139)
• Deferred tax(1)	24	200	(31)
Total Income taxes	**(1,355)**	**(875)**	**(1,313)**
Current tax	(1,124)	(975)	(1,167)
Deferred tax	(231)	100	(146)

(1) In 2024 and 2023, include a deferred tax income of respectively 157 million euros and 190 million euros recognized for Belgian subsidiaries to reflect the favorable effect of the change in business projections for the recoverability of deferred tax assets.

The breakdown of current tax by geographical area or by tax group is as follows:

(in millions of euros)



Orange SA tax group

Current tax expense

The current tax expense reflects the requirement to pay income tax calculated on the basis of taxable income.

In 2023, the reduction in the current tax expense was due in particular to changes in the income of entities in the French tax group.

In 2022, the applicable corporate tax rate in France had declined from 28.41% to 25.83%. This decline in the corporate tax rate resulted in a reduction in the current tax expense of 35 million euros in 2022.

Deferred tax expense

In 2024, the increase of the deferred tax expense is mainly related to the reversal of employee benefits deferred tax assets due to the actual departure of employees under the French part-time for seniors plans (TPS).

Deferred taxes are recorded at the tax rate applicable at the time of their reversal, i.e. 25.83%.

Africa & Middle East

The main contributors to the income tax expense are the entities of the Group operating in Guinea, Mali, Côte d'Ivoire and Senegal:

- in Guinea, the corporate tax rate is 35% and the current tax expense amounts to (135) million euros in 2024, (110) million euros in 2023 and (94) million euros in 2022;
- in Mali, the corporate tax rate is 30% and the current tax expense amounts to (92) million euros in 2024, (75) million euros in 2023 and (64) million euros in 2022;
- in Côte d'Ivoire, the corporate tax rate is 30% and the current tax expense amounts to (83) million euros in 2024, (74) million euros in 2023 and (86) million euros in 2022;
- in Senegal, the corporate tax rate is 30% and the current tax expense amounts to (69) million euros in 2024, (58) million euros in 2023 and (55) million euros in 2022.

United Kingdom

Current tax expense

The applicable corporate tax rate in the United Kingdom increased from 19% in 2022 to 25% from 2023. This increase in the corporate tax rate resulted in an increase in the current tax expense of (20) million euros in 2023.

The current tax expense primarily reflects the taxation of activities related to the Orange brand.

Other subsidiaries

Deferred tax expense

In 2024 and 2023, a deferred tax income of respectively 157 million euros and 190 million euros has been recognized for Belgian subsidiaries, to reflect the favorable effect of the change in business projections for the recoverability of deferred tax assets.

Group tax proof

(in millions of euros)	Note	2024	2023	2022
Profit before tax of continuing operations		**4,050**	**3,564**	**3,885**
Statutory tax rate in France		25.83%	25.83%	25.83%
Theoretical income tax		**(1,046)**	**(920)**	**(1,003)**
Reconciling items:				
Impairment of goodwill(1)	8.1	-	-	(211)
Share of profits (losses) of associates and joint ventures		(90)	(8)	(0)
Adjustment of prior-year taxes		(27)	(18)	(13)
Recognition / (derecognition) of deferred tax assets(2)		112	172	83
Negative effect of the non-taxation of the sale loss(3)		(44)	-	-
Difference in tax rates(4)		(65)	(27)	10
Change in applicable tax rates		(8)	-	-
Non deductible expense CNIL		(13)	-	-
Other reconciling items		(174)	(74)	(178)
Effective income tax		**(1,355)**	**(875)**	**(1,313)**
Effective tax rate (ETR)		*33.46%*	*24.56%*	*33.80%*

(1) Reconciliation effect calculated based on the tax rate applicable to the parent company of the Group. The difference in tax rates between the parent company and the subsidiary locally is presented below in "Difference in tax rates".
In 2022, the impairment losses recorded on goodwill generated a reconciliation effect at the Group tax rate of (211) million euros. Excluding these effects, the Group ETR was 26.9% in 2022.
(2) In 2024 and in 2023, deferred tax incomes of respectively 157 million euros and 190 million euros have been recognized for Belgian subsidiaries to reflect the favorable effect of the change in business projections for the recoverability of deferred tax assets.
(3) In 2024, refers to the effects of the non-taxed sale losses on disposals of OCS and Orange Studio (see Note 4.2).
(4) The Group is present in jurisdictions in which tax rates are different from the French tax rate, mainly in Morocco (tax rate of 38%), in Guinea (tax rate of 35%), in Poland (tax rate of 19%), in Senegal (tax rate of 30%), in Mali (tax rate of 30%) and in Côte d'Ivoire (tax rate of 30%).

11.2.2 Income tax on other comprehensive income

(in millions of euros)	2024		2023		2022	
	Gross amount	Deferred tax	Gross amount	Deferred tax	Gross amount	Deferred tax
Actuarial gains and losses on post-employment benefits	(39)	4	(96)	20	176	(47)
Assets at fair value	6	-	5	-	(112)	-
Cash flow hedges	(329)	84	(269)	66	295	(70)
Translation adjustment	(34)	-	(28)	-	(374)	-
Other comprehensive income of associates and joint ventures	(35)	-	(12)	-	51	-
Total presented in other comprehensive income	**(431)**	**88**	**(400)**	**86**	**37**	**(117)**

11.2.3 Tax position in the statement of financial position

(in millions of euros)	December 31, 2024			December 31, 2023			December 31, 2022		
	Assets	Liabi-lities	Net	Assets	Liabi-lities	Net	Assets	Liabi-lities	Net
Orange SA tax group									
• Current tax	-	26	(26)	59	-	59	-	31	(31)
• Deferred tax	-	49	(49)	123	-	123	135	-	135
Spanish tax group									
• Current tax	-	-	-	9	-	9	1	-	1
• Deferred tax(1)	-	-	-	-	156	(156)	-	161	(161)
Africa & Middle East									
• Current tax	83	392	(309)	92	343	(251)	68	395	(327)
• Deferred tax	151	50	101	134	59	75	128	58	70
United Kingdom									
• Current tax	3	-	3	(0)	0	(0)	2	-	2
• Deferred tax(2)	(0)	785	(785)	-	785	(785)	-	786	(786)
Other subsidiaries									
• Current tax	102	137	(35)	80	117	(37)	77	112	(34)
• Deferred tax(3)	371	148	223	341	143	198	157	120	38
Total									
• Current tax	**188**	**555**	**(367)**	**240**	**460**	**(220)**	**149**	**538**	**(389)**
• Deferred tax	**522**	**1,032**	**(510)**	**598**	**1,143**	**(545)**	**421**	**1,124**	**(704)**

(1) In 2024, corresponds to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).
In 2023 and 2022, the recognized deferred tax assets were offset by deferred tax liabilities on goodwill which is tax deductible.
(2) Mainly deferred tax liabilities on the Orange brand.
(3) In 2024 and in 2023, a deferred tax asset of respectively 259 million euros and 190 million euros has been recognized for Belgian subsidiaries to reflect the favorable effect of the change in business projections for the recoverability of deferred tax assets.

Change in net current tax

(in millions of euros)	2024	2023	2022
Net current tax assets / (liabilities) - in the opening balance	**(220)**	**(389)**	**(244)**
Cash tax payments / (reimbursements)(1)	994	1,133	1,022
Change in income statement	(1,124)	(975)	(1,168)
o/w income taxes recognized in profit or loss of continuing operations	*(1,124)*	*(975)*	*(1,167)*
o/w income taxes recognized in profit or loss of discontinued operations	*(0)*	*0*	*(1)*
Change in retained earnings(2)	1	6	(2)
Changes in the scope of consolidation	(22)	(13)	(0)
Translation adjustment	4	6	2
Reclassifications and other items	1	11	1
Net current tax assets/(liabilities) - in the closing balance	**(367)**	**(220)**	**(389)**

(1) For the exercises disclosed, includes tax payments / (reimbursements) related to the loss of exclusive control on the FiberCo in Poland, reclassified in investing activities in the consolidated statement of cash flows.
(2) Mainly correspond to the tax effects of transaction costs and premium paid related to the refinancing of subordinated notes.

Change in net deferred tax

(in millions of euros)	2024	2023	2022
Net deferred tax assets/(liabilities) - in the opening balance	**(545)**	**(704)**	**(493)**
Change in income statement	(257)	103	(97)
o/w change in net income recognized in profit or loss of continuing operations	*(231)*	*100*	*(146)*
o/w change in net income recognized in profit or loss of discontinued operations	*(26)*	*3*	*49*
Change in other comprehensive income	88	86	(117)
Change in the scope of consolidation[1]	187	(51)	(21)
Translation adjustment	17	20	25
Reclassifications and other items	0	1	(0)
Net deferred tax assets/(liabilities) - in the closing balance	**(510)**	**(545)**	**(704)**

(1) In 2024, corresponds to the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024 (see Note 4.2).
(2) In 2023, mainly corresponded to the acquisition of VOO (see Note 4.2).

Deferred tax assets and liabilities by type

(in millions of euros)	December 31, 2024			December 31, 2023			December 31, 2022		
	Assets	Liabilities	Income statement[1]	Assets	Liabilities	Income statement[1]	Assets	Liabilities	Income statement[1]
Provisions for employee benefit obligations	602	-	(148)	747	-	46	679	-	22
Fixed assets	441	1,228	(52)	477	1,603	(32)	465	1,481	(75)
Tax loss carryforwards	1,771	-	(61)	4,037	-	(21)	3,935	-	20
Other differences	2,656	3,191	(93)	2,717	3,216	(84)	2,658	3,168	(145)
Deferred tax	**5,470**	**4,420**	**(353)**	**7,978**	**4,819**	**(90)**	**7,736**	**4,649**	**(178)**
Depreciation of deferred tax assets	(1,561)	-	96	(3,704)	-	193	(3,791)	-	80
Netting	(3,388)	(3,388)	-	(3,676)	(3,676)	-	(3,525)	(3,525)	-
Total	**522**	**1,032**	**(257)**	**598**	**1,143**	**103**	**421**	**1,124**	**(97)**

(1) Includes change in net income recognized in profit or loss of discontinued operations.

At December 31, 2024, the unrecognized deferred tax assets mainly relate to Belgian subsidiaries (other than Orange Belgium group) for 0.4 billion euros and Equant for 0.4 billion euros, and mostly include tax losses.

At December 31, 2023, the unrecognized deferred tax assets mainly related to Spain for 2.1 billion euros and Belgian subsidiaries (other than Orange Belgium group) for 0.6 billion euros, and mostly included tax losses that can be carried forward indefinitely.

Most of the other tax loss carryforwards for which no deferred tax assets have been recognized will expire beyond 2029.

11.3 International tax reform – Pillar 2

Pillar 2 Rules

The Group, which has consolidated revenues exceeding 750 million euros, must comply with the OECD / G20 Pillar 2 Model Rules, which are designed to ensure a minimum tax of 15% in each jurisdiction where it operates. These rules introduce several tax mechanisms, including:

- the Qualified Domestic Minimum Top-Up Tax (QDMTT);
- the Income Inclusion Rule (IIR);
- the Undertaxed Profits Rule (UTPR).

These rules were adopted in Europe at the end of 2023 and have been implemented in France since January 1, 2024. The Group has assessed its potential exposure to the additional taxes. Although most jurisdictions where it operates exceed the 15% rate, some do not meet the criteria due to unrecognized tax loss carryforwards, non-taxed capital gains and low tax rates in certain activities. Despite this, the Group does not estimate any material impact on its current accounts.

The Group monitors changes in Pillar 2 tax legislation and applies the IAS 12 exception concerning deferred tax assets and liabilities related to those rules.

11.4 Developments in tax disputes and audits

Developments in tax disputes and audits in France

Tax audits

Orange SA was the subject of several tax audits for fiscal years 2019–2020 and 2021–2022, for which the tax adjustments notified to date total approximately 175 million euros. These tax adjustments mainly relate to the calculation of VAT on digital offerings, tax on electronic communication services on these same digital offerings or other revenues and a portion of brand royalties paid by Orange SA to the UK company Orange Brand Services Ltd, for reasons similar to the tax adjustments notified during the previous audits (questioning the inclusion of revenues from the fixed Public Switched Telephone Network (PSTN) business and revenues from equipment sales).

All of these adjustments are being challenged by Orange SA.

The tax audit for fiscal years 2021 and 2022, which Orange SA is currently subject to, is ongoing in 2025.

Tax disputes

Orange SA has brought a legal action to challenge the tax adjustments notified by the authorities in relation with the calculation of brand royalties paid by Orange SA to the UK company Orange Brand Services over the period 2011–2018 (questioning the inclusion of revenues from the roaming contract with Free and revenues from the fixed PSTN business). An application initiating proceedings has been lodged with the Montreuil Administrative Court for fiscal years 2011–2016 and claims were also filed for fiscal years 2017–2018, totaling around 150 million euros.

In addition, Orange SA has initiated a legal claim to challenge the reminders for non-payment of VAT and tax on electronic communications services related to digital offerings for fiscal years 2017 and 2018, in the amount of 360 million euros. These disputed tax adjustments were the subject of a seizure on October 7, 2024 by the French National Financial Prosecutor's Office for an amount totaling 312 million euros (which includes tax adjustments for fiscal year 2019). The corresponding funds were deposited with the *Caisse des dépôts et consignations* and will remain frozen for the duration of the proceedings. This amount is presented in the balance sheet in "Non-current financial assets" at December 31, 2024. Orange has appealed the seizure decision.

Furthermore, since the reminders of non-payment of VAT and tax on electronic communications services generated a tax-deductible expense, thereby reducing taxable income for fiscal years 2017 and 2018, Orange SA received around 70 million euros as a reimbursement of income tax. If Orange SA's legal action is successful, this amount will have to be paid back to the public treasury. A liability has therefore been recognized to reflect the Group's position.

In accordance with its accounting policies, the Group makes the best estimate of the risk of these adjustments and disputes based on the technical merits of the defined positions, for which the effects are non-material.

Developments in tax disputes and audits in the rest of the Group

In the same way as other telecom operators, the Group regularly deals with disagreements concerning the taxation of its network in various countries.

In the Democratic Republic of Congo, Orange was subject to a tax audit for the years 2017–2019, for which the legal tax adjustments notified totaled approximately 294 billion Congolese francs, i.e. 99 million euros, at December 31, 2024. These adjustments mainly relate to the recognition method for mobile prepaid revenue and the non-taxation of electronic money flows in third-party accounts to be transferred to end customers. All of these adjustments are being challenged by Orange RDC, which has appealed to the Finance Minister.

There were no major developments in other tax disputes and audits in the rest of the Group over the period.

Accounting policies

Current income tax and deferred tax are measured by the Group at the amount expected to be paid or recovered from the tax authorities of each country, based on its interpretation with regard to the application of tax legislation. The Group calculates the tax assets and liabilities recognized in the statement of financial position based on the technical merits of the positions it defends versus that of the tax authorities.

Deferred taxes are recognized for all temporary differences between the carrying values of assets and liabilities and their tax basis, as well as for unused tax losses, using the liability method. Deferred tax assets are recognized only when their recovery is considered probable.

A deferred tax liability is recognized for all taxable temporary differences associated with investments in subsidiaries, interests in joint ventures and associates, except to the extent that both of the following conditions are satisfied:

- the Group is able to control the timing of the reversal of the temporary difference (e.g. the payment of dividends); and
- it is probable that the temporary difference will not reverse in the foreseeable future.

Accordingly, for fully consolidated companies, a deferred tax liability is only recognized in the amount of the taxes payable on planned dividend distributions by the Group.

Deferred tax assets and liabilities are not discounted.

At each period end, the Group reviews the recoverable amount of the deferred tax assets carried by certain tax entities with significant tax losses carryforwards. The recoverability of the deferred tax assets is assessed in the light of the business plans used for impairment testing. This plan may be adjusted for any tax specificities.

Deferred tax assets arising on these tax losses are not recognized under certain circumstances specific to each company / tax consolidation group concerned, and particularly where:

- entities cannot assess the probability of the tax loss carryforwards being set off against future taxable profits, due to the horizon for forecasts based on business plans used for impairment testing and uncertainties as to the economic environment;
- entities have not yet begun to use the tax loss carryforwards;
- entities do not expect to use the losses within the timeframe allowed by tax regulations;
- it is estimated that tax losses are uncertain to be used due to risks of differing interpretations with regard to the application of tax legislation.

Note 12 Interests in associates and joint ventures

12.1 Change in interests in associates and joint ventures

The table below shows the value of the main interests in associates and joint ventures:

Company (in millions of euros)	**Main activity**	**Main co-shareholder**	**% interest**	**December 31, 2024**	**December 31, 2023**	**December 31, 2022**
Entities jointly controlled						
MásOrange[1]	Telecommunications operator in Spain	Lorca (50%)	50%	2,556	-	-
Orange Concessions and its subsidiaries	Operation / maintenance related to Public Initiative Networks	Consortium HIN (50%)	50%	925	1,012	1,057
Światłowód Inwestycje Sp. z o.o. (*FiberCo* in Poland)	Construction / operation in Poland	APG Group (50%)	50%[2]	367	332	306
Mauritius Telecom and its subsidiaries	Telecommunications operator in Mauritius	Mauritius government (34%)	40%	58	86	72
Other				20	14	17
Entities under significant influence						
Orange Tunisie	Telecommunications operator in Tunisia	Investec (51%)	49%	31	20	17
Savoie connectée	Fiber infrastructure operator	XPFibre.Co (70%)	30%	11	17	7
IRISnet	Telecommunications operator in Belgium	Ministry of the Brussels-Capital Region (MBCR) (53%)	20%	7	7	6
Other				3	4	3
Total associates and joint ventures				**3,979**	**1,491**	**1,486**

(1) Creation of the MásOrange joint venture, 50% owned by Orange SA, resulting from the combination of the activities of Orange Espagne and MásMóvil on March 26, 2024 (see Note 4.2).
(2) Corresponds to the percentage interest of Orange Polska in Światłowód Inwestycje SP. z o.o. (FiberCo in Poland).

The change in interests in associates and joint ventures is as follows:

(in millions of euros)	**2024**	**2023**	**2022**
Interests in associates and joint ventures - in the opening balance	**1,491**	**1,486**	**1,440**
Dividends	(7)	(16)	(5)
Share of profits (losses)	(348)	(29)	(2)
o/w MásOrange	*(255)*	-	-
o/w Orange Concessions[1]	*(78)*	*(36)*	*(18)*
Change in components of other comprehensive income	(35)	(12)	51
Changes in the scope of consolidation[2]	2,839	4	(3)
Change in capital	61	33	11
Translation adjustment	7	21	(2)
Reclassifications and other items	(28)	4	(3)
Interests in associates and joint ventures - in the closing balance	**3,979**	**1,491**	**1,486**

(1) In 2024, includes (31) million euros related to the business and (47) million euros related to the impairment loss recognized during annual impairment tests.
(2) On March 26, 2024, creation of the MásOrange joint venture, 50% owned by Orange, resulting from the combination of the activities of Orange Espagne and MásMóvil, whose value was 2,839 million euros at the date of the transaction (see Note 4.2)

The main transactions between the Group and companies consolidated using the equity method are presented in Note 13.

12.2 Key figures from associates and joint ventures

The key figures relating to MásOrange, Orange Concessions and Światłowód Inwestycje Sp. z o.o. (FiberCo in Poland) are as follows (taken as a whole):

(in millions of euros)	December 31, 2024			December 31, 2023		December 31, 2022	
	MásOrange	Orange Concessions	Światłowód Inwestycje Sp. z o.o.	Orange Concessions	Światłowód Inwestycje Sp. z o.o.	Orange Concessions	Światłowód Inwestycje Sp. z o.o.
Assets							
Non-current assets	22,879	3,393	795	3,639	577	3,699	372
o/w goodwill[(1)]	*6,917*	*1,071*	-	*1,117*	-	*1,117*	-
o/w other intangible assets	*7,732*	*2,232*	*0*	*2,391*	*0*	*2,344*	*0*
o/w property, plant and equipment	*6,356*	*11*	*702*	*9*	*501*	*5*	*281*
Current assets	1,829	347	183	408	186	417	197
o/w cash and cash equivalents	*96*	*73*	*27*	*137*	*35*	*158*	*141*
Assets held for sale	143	-	-	-	-	-	-
Total assets	**24,852**	**3,740**	**978**	**4,046**	**763**	**4,115**	**569**
Liabilities							
Shareholder's equity	5,112	1,809	370	2,026	306	2,117	281
Non-current liabilities	14,721	1,498	524	1,540	359	1,494	198
o/w non-current financial liabilities	*11,071*	*805*	*500*	*827*	*341*	*781*	*181*
Current liabilities	5,019	434	84	480	97	505	90
o/w current financial liabilities	*1,558*	*0*	*1*	*0*	*13*	*0*	*0*
Total equity and liabilities	**24,852**	**3,740**	**978**	**4,046**	**763**	**4,115**	**569**
Income statement							
Revenue	5,562	486	69	623	45	768	29
Operating income	130	(55)	(6)	(61)	(8)	(7)	(4)
Finance costs, net	(825)	(19)	(24)	(25)	(13)	(35)	(5)
Income tax	186	13	6	15	4	8	1
Net income	**(510)**	**(61)** [(2)]	**(24)**	**(71)**	**(17)**	**(35)**	**(8)**

(1) Preliminary purchase price allocation of MásOrange at December 31, 2024.
(2) Net income is presented before the impairment loss recognized for the fiscal year.

12.3 Contractual commitments on interests in associates and joint ventures

Public Initiative Networks commitments

As part of the roll-out of the high-speed and very high-speed broadband network in France, the Group has entered into contracts via Public Initiative Networks (mainly public service delegation contracts and public-private partnership contracts as well as public design, construction, operation and maintenance contracts). On November 3, 2021, the Orange group sold 50% of the capital in Orange Concessions to the consortium HIN, comprising *La Banque des Territoires (Caisse des Dépôts)*, *CNP Assurances* and *EDF* resulting in the loss of Orange's exclusive control over this entity and its subsidiaries. The Orange Concessions group is jointly controlled with the consortium and is consolidated in the financial statements of the Orange group according to the equity method. The Group continues to have obligations under network construction, concession and operation contracts in proportion to its shareholding, i.e. 925 million euros at December 31, 2024.

Accounting policies

The carrying value of interests in associates or joint ventures corresponds to the initial acquisition cost plus the share of net income for the period. If an associate or joint venture incurs losses and the carrying value of the investment is reduced to zero, the Group ceases to recognize the additional share of losses since it has no commitment beyond its investment.

An impairment test is performed at least annually and whenever there is objective evidence of impairment loss, such as a decrease in the quoted price when the investee is listed, significant financial difficulty of the entity, observable data indicating a measurable decrease in the estimated future cash flows, or information about significant changes having an adverse effect on the entity.

An impairment loss is recorded when the recoverable amount is lower than the carrying value, the recoverable amount being the higher of the value in use and the fair value less transaction costs. The unit of account is the whole investment. Any impairment loss is recognized in the “share of profits (losses) of associates and joint ventures”. Impairment losses can be reversed once the recoverable amount exceeds the carrying value.

Note 13 Related party transactions

Transactions with the French State and affiliated bodies

The French State, either directly or through Bpifrance Participations, is one of the main shareholders of Orange SA.

The communication services provided to the French State are awarded as part of a competitive process arranged by each department according to the nature of the service. They have no material impact on consolidated revenues.

Orange does not purchase goods or services from the French State (either directly or via Bpifrance Participations), except for the use of spectrum resources. These resources are allocated after a competitive process.

Transactions with the main associates and joint ventures

The transactions between the Group and its associates and joint ventures are reflected as follows in Orange's Consolidated Financial Statements:

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Assets			
Non-current financial assets	22	43	43
Trade receivables	328	226	254
o/w MásOrange[(1)]	*127*	-	-
o/w Orange Concessions[(2)]	*145*	*177*	*209*
Current financial assets	10	10	12
Other current assets	12	16	40
Liabilities			
Non-current financial liabilities	41	-	-
Current financial liabilities	5	3	0
Trade payables	37	13	11
Other current liabilities	31	1	2
Customer contract liabilities	165	204	154
o/w Światłowód Inwestycje Sp.z o.o.[(3)]	*164*	*202*	*146*
Income statement			
Revenue	650	639	726
o/w MásOrange	*149*	-	-
o/w Orange Concessions	*473*	*600*	*705*
External purchases and other operating expenses	(244)	(132)	(29)
Other operating income	209	81	8
Operating income	615	588	700
Finance costs, net	4	(0)	2
Net income	619	588	702

(1) Transactions between the Group and MásOrange mainly comprise Orange SA receivables from MásOrange in relation to roaming activities and receivables from Totem Spain in relation to the provision of infrastructure.
(2) Transactions between the Group and Orange Concessions mainly comprise Orange SA receivables from Orange Concessions in relation with fiber deployment and maintenance activities operated by the Group.
(3) Customer contract liabilities mainly correspond to the recognition of deferred income by Orange Polska in connection with the prepayment of services provided to the FiberCo in Poland.

Accounting policies

Orange group's related parties are listed below:

- the Group's key management personnel and their families (see Note 7.4);
- the French State, Bpifrance Participations, central State departments and companies controlled by the French state (see Notes 11 and 16);
- associates, joint ventures and companies in which the Group holds a significant stake (see Note 12);
- shareholders legal entities exercising ultimate control, joint control or significant influence over subsidiaries and affiliates.

Note 14 Financial assets, liabilities and financial results (telecom activities)

14.1 Financial assets and liabilities of telecom activities

In order to improve the readability of financial statements and distinguish the performance of telecom activities from the performance of the Mobile Financial Services activities, the notes related to financial assets and liabilities as well as financial income or expenses are split to respect these two business areas.

Note 14 presents the financial assets, liabilities and related gains and losses specific to telecom activities and Note 18 presents the activities of Mobile Financial Services with regard to its assets and liabilities, with net financial income being not material.

The following table reconciles the contributive balances of assets and liabilities for each of these two areas to the consolidated balance sheet (intra-group transactions between telecom activities and Mobile Financial Services activities are not eliminated) with the consolidated statement of financial position at December 31, 2024.

(in millions of euros)	**Orange consolidated financial statements**	**o/w telecom activities**	*Note*	**o/w Mobile Finance Services**	*Note*	**o/w eliminations telecom activities / mobile finance services**
Non-current financial assets related to Mobile Financial Services activities	**245**	-		245	*18.2.1*	-
Non-current financial assets	**1,270**	1,298	*14.7*	-		(27) (1)
Non-current derivatives assets	**917**	906	*14.8*	11	*18.2.3*	-
Current financial assets related to Mobile Financial Services activities	**343**	-		452	*18.2.1*	(109) (2)
Current financial assets	**3,063**	3,063	*14.7*	-		-
Current derivatives assets	**109**	109	*14.8*	-	*18.2.3*	-
Cash and cash equivalents	**8,766**	8,434	*15.3*	331		-
Total	**14,713**	**13,810**		**1,040**		**(136)**
Non-current financial liabilities related to Mobile Financial Services activities	**12**	-		40	*18.2.2*	(27) (1)
Non-current financial liabilities	**28,981**	28,981	*14.3*	-		-
Non-current derivatives liabilities	**231**	226	*14.8*	5	*18.2.3*	-
Current financial liabilities related to Mobile Financial Services activities	**625**	-		625	*18.2.2*	-
Current financial liabilities	**6,033**	6,142	*14.3*	-		(109) (2)
Current derivatives liabilities	**55**	55	*14.8*	-	*18.2.3*	-
Total	**35,938**	**35,404**		**670**		**(136)**

(1) Loan granted by Orange SA to Orange Bank.
(2) Mostly related to Orange Bank's purchase of a Negotiable European Commercial Paper (NEU CP) from Orange SA for 100 million euros.

The following table reconciles the contributive balances of assets and liabilities for each of these two areas to the consolidated balance sheet (intra-group transactions between telecom activities and Mobile Financial Services activities are not eliminated) with the consolidated statement of financial position at December 31, 2023.

(in millions of euros)	**Orange consolidated financial statements**	**o/w telecom activities**	*Note*	**o/w Mobile Finance Services**	*Note*	**o/w eliminations telecom activities / mobile finance services**
Non-current financial assets related to Mobile Financial Services activities	**297**	-		297	*18.2.1*	-
Non-current financial assets	**1,036**	1,063	*14.7*	-		(27) (1)
Non-current derivatives assets	**956**	886	*14.8*	70	*18.2.3*	-
Current financial assets related to Mobile Financial Services activities	**3,184**	-		3,192	*18.2.1*	(7)
Current financial assets	**2,713**	2,713	*14.7*	-		-
Current derivatives assets	**37**	37	*14.8*	-	*18.2.3*	-
Cash and cash equivalents	**5,618**	5,504	*15.3*	113		-
Total	**13,841**	**10,204**		**3,672**		**(35)**
Non-current financial liabilities related to Mobile Financial Services activities	**73**	-		100	*18.2.2*	(27) (1)
Non-current financial liabilities	**30,535**	30,535	*14.3*	-		-
Non-current derivatives liabilities	**225**	205	*14.8*	19	*18.2.3*	-
Current financial liabilities related to Mobile Financial Services activities	**3,073**	-		3,073	*18.2.2*	-
Current financial liabilities	**5,451**	5,458	*14.3*	-		(7)
Current derivatives liabilities	**40**	40	*14.8*	-	*18.2.3*	-
Total	**39,396**	**36,238**		**3,193**		**(35)**

(1) Loan granted by Orange SA to Orange Bank.

The following table reconciles the contributive balances of assets and liabilities for each of these two areas to the consolidated balance sheet (intra-group transactions between telecom activities and Mobile Financial Services activities are not eliminated) with the consolidated statement of financial position at December 31, 2022.

(in millions of euros)	**Orange consolidated financial statements**	**o/w telecom activities**	*Note*	**o/w Mobile Finance Services**	*Note*	**o/w eliminations telecom activities / mobile finance services**
Non-current financial assets related to Mobile Financial Services activities	**656**	-		656	*18.2.1*	-
Non-current financial assets	**977**	1,004	*14.7*	-		(27) (1)
Non-current derivatives assets	**1,458**	1,342	*14.8*	116	*18.2.3*	-
Current financial assets related to Mobile Financial Services activities	**2,742**	-		2,747	*18.2.1*	(6)
Current financial assets	**4,541**	4,541	*14.7*	-		-
Current derivatives assets	**112**	112	*14.8*	-	*18.2.3*	-
Cash and cash equivalents	**6,004**	5,846	*15.3*	158		-
Total	**16,489**	**12,846**		**3,677**		**(33)**
Non-current financial liabilities related to Mobile Financial Services activities	**82**	-		109	*18.2.2*	(27) (1)
Non-current financial liabilities	**31,930**	31,930	*14.3*	-		-
Non-current derivatives liabilities	**397**	335	*14.8*	62	*18.2.3*	-
Current financial liabilities related to Mobile Financial Services activities	**3,034**	-		3,034	*18.2.2*	-
Current financial liabilities	**4,702**	4,708	*14.3*	-		(6)
Current derivatives liabilities	**51**	51	*14.8*	-	*18.2.3*	-
Total	**40,196**	**37,024**		**3,205**		**(33)**

(1) Loan granted by Orange SA to Orange Bank.

14.2 Profits and losses related to financial assets and liabilities

The cost of net financial debt consists of gains and losses related to the components of net financial debt (see Note 14.3) for the period.

Foreign exchange gains & losses mainly include the revaluation in euros of bonds (see Note 14.5) and bank loans (see Note 14.6) denominated in foreign currencies as well as the symmetrical revaluation, where applicable, of the associated hedges as defined by IFRS 9.

In 2022, foreign exchange gains and losses also included the effects of the revaluation of trading derivatives held as economic hedges on notional amounts of subordinated notes denominated in pounds sterling and recognized in equity at their historical value. Following the repurchase at the end of 2022 of the last subordinated notes denominated in pounds sterling (see Note 16.4), the Group is no longer exposed to the financial exchange risk resulting from these instruments.

Income and expenses on assets included in net financial debt mainly comprise interest on the Group's financial assets of 375 million euros in 2024, 283 million euros in 2023 and 48 million euros in 2022. The change in these items since 2022 is mainly due to an increase in interest rates.

Other net financial expenses are mainly composed of interests on lease liabilities for (252) million euros in 2024, (221) million euros in 2023 and (127) million euros in 2022 (see Note 10.2).

Finally, other comprehensive income includes the revaluation of financial assets at fair value through other comprehensive income (see Note 14.7) and cash flow hedges (see Note 14.8.2).

Other gains and losses related to financial assets and liabilities are recognized in operating income (foreign exchange gains and losses on trade receivables, trade payables and the associated hedge derivatives) in the amount of 6 million euros in 2024, (18) million euros in 2023 and (29) million euros in 2022.

(in millions of euros)	Finance costs, net						Other comprehensive income
	Cost of gross financial debt[(1)]	Gains (losses) on assets contributing to net financial debt	Cost of net financial debt	Foreign exchange gains (losses)	Other net financial expenses	Finance costs, net	Reserves
2024							
Financial assets	-	375	375	64	28		6
Financial liabilities	(1,199)	-	(1,199)	(477)	-		-
Lease liabilities	-	-	-	-	(252)		-
Derivatives	140	-	140	370	-		(327)
Discounting expense	-	-	-	-	(115)		-
Total	**(1,059)**	**375**	**(684)**	**(43)**	**(339)**	**(1,065)**	**(321)**
2023							
Financial assets	-	283	283	36	11		5
Financial liabilities	(1,148)	-	(1,148)	59	0		-
Lease liabilities	-	-	-	-	(221)		-
Derivatives	66	-	66	(128)	-		(297)
Discounting expense	-	-	-	-	(127)		-
Total	**(1,082)**	**283**	**(799)**	**(32)**	**(337)**	**(1,167)**	**(292)**
2022							
Financial assets	-	48	48	(38)	53		(110)
Financial liabilities	(1,018)	-	(1,018)	(196)	0		-
Lease liabilities	-	-	-	-	(128)		-
Derivatives	245	-	245	137	-		288
Discounting expense	-	-	-	-	(7)		-
Total	**(773)**	**48**	**(726)**	**(97)**	**(82)**	**(904)**	**178**

(1) Includes interests on debts related to financed assets of (17) million euros in 2024, (14) million euros in 2023 and (3) million euros in 2022.

14.3 Net financial debt

The definition of net financial debt excludes the lease liabilities included in the scope of IFRS 16 (see Note 10.2) and includes debt related to financed assets.

Net financial debt is one of the indicators of financial position used by the Group. This aggregate, not defined by IFRS, may not be comparable to similarly titled indicators used by other companies. It is provided as additional information only and should not be considered a substitute for an analysis of all the Group's assets and liabilities.

Net financial debt as defined and used by Orange does not take into account Mobile Financial Services activities, for which this concept is not relevant.

It consists of (a) financial liabilities excluding operating payables (translated into euros at the year-end closing rate) including derivative instruments (assets and liabilities), less (b) cash collateral paid, cash, cash equivalents and financial assets at fair value.

Furthermore, financial instruments designated as cash flow hedges included in net financial debt are set up to hedge items that are not included therein, such as future cash flows. As a result, the portion relating to these unmatured hedging instruments recorded in other comprehensive income is added to gross financial debt to offset this temporary difference.

(in millions of euros)	Note	December 31, 2024	December 31, 2023	December 31, 2022
TDIRA	14.4	626	643	638
Bonds	14.5	27,898	28,919	29,943
Bank loans and from development organizations and multilateral lending institutions	14.6	3,606	3,339	3,309
Debt relating to financed assets		339	411	316
Cash collateral received	15.5	696	586	1,072
NEU Commercial Paper[1]		1,020	1,247	1,004
Bank overdrafts		326	234	250
Other financial liabilities[2]		611	615	105
Current and non-current financial liabilities excluding derivatives included in the calculation of net financial debt		**35,123**	**35,993**	**36,638**
Current and non-current derivatives (liabilities)	14.8	281	245	386
Current and non-current derivatives (assets)	14.8	(1,014)	(923)	(1,455)
Other comprehensive income components related to unmatured hedging instruments	14.8	(400)	(110)	114
Gross financial debt after derivatives (a)		**33,989**	**35,205**	**35,684**
Cash collateral paid[3]	15.5	(26)	(21)	(38)
Investments at fair value[4]	15.3	(3,023)	(2,678)	(4,500)
Cash equivalents	15.3	(5,316)	(2,444)	(3,178)
Cash		(3,118)	(3,060)	(2,668)
Other financial assets		(24)	(0)	(2)
Assets included in the calculation of net financial debt (b)		**(11,507)**	**(8,203)**	**(10,386)**
Net financial debt (a) + (b)		**22,482**	**27,002**	**25,298**

(1) Negociable European Commercial Paper (formerly called "commercial paper").
(2) In 2024, includes 281 million euros recognized in relation to the purchase option granted by Orange Belgium to Nethys in connection with the acquisition of VOO in 2023 (see Note 4.2), and also includes 100 million euros related to the purchase of NEU CP to Orange SA from Orange Bank.
In 2023, included 279 million euros recognized in respect of the purchase commitment granted by Orange Belgium to Nethys as part of the acquisition of VOO in 2023 (see Note 4.2). It also included the outstanding amount of 198 million euros in subordinated notes, reclassified as current financial liabilities following the announcement on December 13, 2023, of Orange's intention to exercise its redemption option on this outstanding amount on February 7, 2024 (see Note 16.4).
(3) Only cash collateral paid, included in non-current financial assets of the consolidated statement of financial position, is deducted from gross financial debt.
(4) Only investments at fair value, included in current financial assets of the consolidated statement of financial position, are deducted from gross financial debt (see Note 15.3).

Net financial debt is mainly held by Orange SA, the Group's parent company.

The debt maturity schedules are presented in Note 15.3.

Changes in financial assets or financial liabilities whose cash flows are disclosed in financing activities in the cash flow statement are the following (see Note 1.9):

(in millions of euros)	December 31, 2023	Cash flows	Other changes with no impact on cash flows			December 31, 2024
			Changes in the scope of consolidation	Foreign exchange movement	Other[1]	
TDIRA	643	(15)	-	-	(1)	626
Bonds	28,919	(1,407)	-	381	5	27,898
Bank loans and from development organizations and multilateral lending institutions	3,339	266	2	(7)	6	3,606
Debt relating to financed assets	411	(136)	-	-	65	339
Cash collateral received	586	110	-	-	-	696
NEU Commercial Paper	1,247	(226)	-	-	(1)	1,020
Bank overdrafts	234	118	(0)	(25)	(0)	326
Other financial liabilities	615	(50)	(13)	0	60	611
Current and non-current financial liabilities excluding derivatives included in the calculation of net financial debt	**35,993**	**(1,341)**	**(11)**	**350**	**133**	**35,123**
Net derivatives	(678)	(6)	-	(384)	334	(733)
Cash collateral paid	(21)	(6)	-	-	-	(26)
Cash flows from financing activities		**(1,376)**				

(1) Mainly includes changes in accrued interests not yet due.

(in millions of euros)	December 31, 2022	Cash flows	Other changes with no impact on cash flows			December 31, 2023
			Changes in the scope of consolidation	Foreign exchange movement	Other(1)	
TDIRA	638	-	-	-	4	643
Bonds	29,943	(979)	-	(54)	9	28,919
Bank loans and from development organizations and multilateral lending institutions	3,309	(117)	147	(16)	16	3,339
Debt relating to financed assets	316	(117)	-	-	212	411
Cash collateral received	1,072	(487)	-	-	-	586
NEU Commercial Paper	1,004	235	-	-	8	1,247
Bank overdrafts	250	15	-	(31)	-	234
Other financial liabilities	105	(26)	336 (2)	(3)	202 (3)	615
Current and non-current financial liabilities excluding derivatives included in the calculation of net financial debt	**36,638**	**(1,476)**	**483**	**(104)**	**452**	**35,993**
Net derivatives	(1,069)	5	-	59	326	(678)
Cash collateral paid	(38)	17	-	0	-	(21)
Cash flows from financing activities		**(1,454)**				

(1) Mainly includes changes in accrued interest not yet due.
(2) Includes 279 million euros recognized in relation to the purchase option granted by Orange Belgium to Nethys in connection with the acquisition of VOO in 2023 (see Note 4.2).
(3) Includes 198 million euros in subordinated notes reclassified as current financial liabilities following the announcement on December 13, 2023 of Orange's intention to exercise its redemption option on February 7, 2024 in respect of these notes (see Note 16.4).

(in millions of euros)	December 31, 2021	Cash flows	Other changes with no impact on cash flows			December 31, 2022
			Changes in the scope of consolidation	Foreign exchange movement	Other(1)	
TDIRA	636	-	-	-	2	638
Bonds	29,010	813	-	88	32	29,943
Bank loans and from development organizations and multilateral lending institutions	3,206	135	6	(28)	(11)	3,309
Debt relating to financed assets	245	(97)	-	-	168	316
Cash collateral received	389	684	-	-	(0)	1,072
NEU Commercial Paper	1,457	(456)	-	-	3	1,004
Bank overdrafts	342	(39)	0	(46)	(7)	250
Other financial liabilities	64	(1)	4	4	35	105
Current and non-current financial liabilities excluding derivatives included in the calculation of net financial debt	**35,348**	**1,038**	**10**	**18**	**222**	**36,638**
Net derivatives	(405)	(91)	-	(213)	(360)	(1,069)
Cash collateral paid	(27)	(12)	-	0	-	(38)
Cash flows from financing activities		**936**				

(1) Mainly includes changes in accrued interest not yet due.

Net financial debt by currency

Net financial debt by currency is presented in the table below, after foreign exchange effects of hedging derivatives (excluding instruments set up to hedge operating items).

(equivalent value in millions of euros at year-end closing rate)	EUR	USD	GBP	PLN	EGP	JOD	MAD	Other	Total
Gross financial debt after derivatives	23,651	4,255	3,081	33	153	169	525	2,122	33,989
Financial assets included in the calculation of net financial debt	(9,248)	(215)	(4)	(85)	(4)	(61)	(71)	(1,821)	(11,507)
Net debt by currency before effect of foreign exchange derivatives(1)	**14,403**	**4,040**	**3,077**	**(52)**	**149**	**108**	**454**	**301**	**22,482**
Effect of foreign exchange derivatives	7,000	(4,291)	(2,996)	889	-	-	-	(602)	-
Net financial debt by currency after effect of foreign exchange derivatives	**21,403**	**(250)**	**81**	**837**	**149**	**108**	**454**	**(301)**	**22,482**

(1) Including the market value of derivatives in local currency.

Accounting policies

Cash and cash equivalents

The Group classifies investments as cash equivalents in the statement of financial position and statement of cash flows when they comply with the conditions of IAS 7 (see cash management detailed in Notes 15.3 and 15.5):

- held in order to face short-term cash commitments; and
- short-term and highly liquid assets at the acquisition date, readily convertible into known amount of cash and not exposed to any material risk of change in value.

Bonds, bank loans and loans from multilateral lending institutions

Among financial liabilities, only commitments to repurchase non-controlling interests are recognized at fair value through profit or loss.

Borrowings are recognized upon origination at the discounted value of the sums to be paid and subsequently measured at amortized cost using the effective interest method. Transaction costs that are directly attributable to the acquisition or issue of the financial liability are deducted from the liability's carrying value. The costs are subsequently amortized over the life of the liability, using the effective interest rate method.

Some financial liabilities at amortized cost, including borrowings, are subject to hedging. This mainly relates to the hedging of payables in foreign currencies against the exposure of their future cash flows to foreign exchange risk (cash flow hedging).

14.4 TDIRA

Perpetual bonds redeemable for shares (*titres à durée indéterminée remboursables en actions* or TDIRAs) with a par value of 14,100 euros are listed on Euronext Paris. Their issuance was described in a prospectus approved by the *Commission des Opérations de Bourse* (now the *Autorité des marchés financiers* or AMF – French Financial Markets Authority) on February 24, 2003. At December 31, 2024, taking into account redemptions since their issuance, 43,813 TDIRAs remain outstanding with a total par value of 618 million euros.

These TDIRAs are redeemable for new Orange SA shares at any time at the holders' request or, under certain conditions as described in the appropriate prospectus, at Orange SA's initiative based on a ratio of 634.366 shares to one TDIRA (i.e. a conversion price of 22.227 euros). The initial ratio of 300 shares to one TDIRA has been adjusted several times to protect bondholders' rights and may be further adjusted under the terms and conditions set out in the prospectus.

Since January 1, 2010, the interest rate on the TDIRAs has been the three-month Euribor + 2.5%.

TDIRAs are subject to split accounting with one part treated as equity and another part as a liability. For the securities outstanding at December 31, 2024, the "equity" component before deferred tax stood at 148 million euros.

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Number of securities	**43,813**	**44,880**	**44,880**
Equity component before deferred taxes	148	152	152
Debt component	626	643	638
o/w accrued interests not yet due	*9*	*10*	*6*
Paid interests	39	36	16

Accounting policies

Some Group financial instruments include both a financial debt component and an equity component. This relates to perpetual bonds redeemable for shares (TDIRAs). On initial recognition, the debt component is measured at its market value, corresponding to the value of the contractually determined future cash flows discounted at the market rate applied at the date of issuance to comparable instruments providing substantially the same conditions, but without the option to convert to or redeem for shares. This debt component is subsequently recognized at amortized cost.

The equity component, originally calculated as the difference between the notional value of the instrument and the fair value of the debt component, remains the same throughout the life of the instrument.

14.5 Bonds

In 2024, the Group carried out the following bond issues:

Notional currency	Initial nominal amount (in millions of currency)	Maturity	Interest rate (%)	Issuer	Type of operations	Amounts (in millions of euros)
EUR	600	January 17, 2035	3.250	Orange SA	Issuance	600
Total of issuances						**600**
EUR	650	January 9, 2024	3.125	Orange SA	Repayment at maturity	(650)
EUR	1,250	July 15, 2024	1.125	Orange SA	Repayment at maturity	(1,250)
MAD	1,090	December 18, 2025	3.970	Médi Telecom	Regular annual basis repayment	(14)
MAD	720	December 18, 2025	1Y BDT + 1.00 (1)	Médi Telecom	Regular annual basis repayment	(10)
MAD	300	June 3, 2026	2.600	Médi Telecom	Regular annual basis repayment	(13)
MAD	1,200	June 3, 2026	1Y BDT + 0.55 (1)	Médi Telecom	Regular annual basis repayment	(10)
MAD	1,002	December 10, 2026	3.400	Médi Telecom	Regular annual basis repayment	(7)
MAD	788	December 10, 2026	1Y BDT + 0.85 (1)	Médi Telecom	Regular annual basis repayment	(28)
XOF	100,000	July 16, 2027	6.500	Sonatel	Regular annual basis repayment	(30)
Total of repayments						**(2,013)**

(1) The 1Y BDT rate corresponds to the 52 weeks Moroccan treasury notes rate (recalculated once a year).

The unmatured bonds at December 31, 2024, presented below, were all issued by Orange SA, with the exception of three commitments (each with a fixed-rate tranche and a variable-rate tranche) denominated in Moroccan dirhams held by Médi Telecom and one bond in CFA francs issued by Sonatel.

With the exception of the commitments made by Médi Telecom and Sonatel which are redeemable on a regular annual basis, at December 31, 2024, the bonds issued by the Group are redeemable at maturity. No specific guarantee has been given in relation to their issuance. Some bonds may be redeemed in advance at the request of the issuer.

Notional currency	Initial nominal amount (in millions of currency units)	Maturity	Interest rate (%)	Outstanding amount (in millions of euros)		
				December 31, 2024	December 31, 2023	December 31, 2022
Bonds matured before December 31, 2024					1,900	3,277
EUR	750	May 12, 2025	1.000	750	750	750
EUR	800	September 12, 2025	1.000	800	800	800
NOK	500	September 17, 2025	3.350	42	44	48
CHF	400	November 24, 2025	0.200	425	432	406
GBP	350	December 5, 2025	5.250	316	302	296
MAD	1,090	December 18, 2025	3.970	15	28	42
MAD(1)	720	December 18, 2025	1Y BDT + 1.00	10	19	28
MAD	300	June 3, 2026	2.600	11	17	24
MAD(1)	1,200	June 3, 2026	1Y BDT + 0.55	43	69	94
EUR	700	June 29, 2026	0.000	700	700	700
EUR	750	September 4, 2026	0.000	750	750	750
EUR	75	November 30, 2026	4.125	75	75	75
MAD	1,002	December 10, 2026	3.400	27	39	51
MAD(1)	788	December 10, 2026	1Y BDT + 0.85	21	31	40
EUR	750	February 3, 2027	0.875	750	750	750
EUR	750	July 7, 2027	1.250	750	750	750
XOF	100,000	July 15, 2027	6.500	91	122	152
EUR	500	September 9, 2027	1.500	500	500	500
EUR	1,000	March 20, 2028	1.375	1,000	1,000	1,000
EUR	50	April 11, 2028	3.220	50	50	50
NOK	800	July 24, 2028	2.955	68	71	76
GBP	500	November 20, 2028	8.125	603	575	564
EUR	1,250	January 15, 2029	2.000	1,250	1,250	1,250
EUR	150	April 11, 2029	3.300	150	150	150
CHF	100	June 22, 2029	0.625	106	108	102
EUR	500	September 16, 2029	0.125	500	500	500
EUR	1,000	January 16, 2030	1.375	1,000	1,000	1,000
EUR	1,200	September 12, 2030	1.875	1,200	1,200	1,200
EUR	105	September 17, 2030	2.600	105	105	105
EUR	100	November 6, 2030	0.000(2)	100	100	100
USD	2,500	March 1, 2031	9.000(3)	2,369	2,227	2,308
EUR	300	May 29, 2031	1.342	300	300	300
EUR	750	November 16, 2031	3.625	750	750	750
EUR	50	December 5, 2031	4.300 (zero coupon)	86	82	79
EUR	50	December 8, 2031	4.350 (zero coupon)	87	83	80
EUR	50	January 5, 2032	4.450 (zero coupon)	84	80	77
GBP	750	January 15, 2032	3.250	905	863	846
EUR	750	April 7, 2032	1.625	750	750	750
EUR	500	May 18, 2032	2.375	500	500	500
EUR	1,000	September 4, 2032	0.500	1,000	1,000	1,000
EUR	1,500	January 28, 2033	8.125	1,500	1,500	1,500
EUR	55	September 30, 2033	3.750	55	55	55
EUR	1,000	December 16, 2033	0.625	1,000	1,000	1,000
GBP	500	January 23, 2034	5.625	603	575	564
HKD	939	June 12, 2034	3.070	116	109	113
EUR	800	June 29, 2034	0.750	800	800	800
EUR	300	July 11, 2034	1.200	300	300	300
EUR	600	January 17, 2035	3.250	600	-	-
EUR	500	September 11, 2035	3.875(4)	500	500	-
EUR	50	April 16, 2038	3.500	50	50	50
USD	900	January 13, 2042	5.375	866	814	844
USD	850	February 6, 2044	5.500	818	769	797
EUR	750	September 4, 2049	1.375	750	750	750
GBP	500	November 22, 2050	5.375	603	575	564
Outstanding amount of bonds				**27,601**	**28,623**	**29,654**
Accrued interests				432	443	454
Amortized cost				(135)	(147)	(164)
Total				**27,898**	**28,919**	**29,943**

(1) Bonds issued by Médi Telecom. The 1Y BDT rate corresponds to the 52 weeks Moroccan treasury notes rate (recalculated once a year).
(2) Bond bearing interest at a fixed rate of 2% until 2017 and then at CMS 10 years × 166% fixed annually (0% for November 2025 maturity), floored at 0% and capped at 5%.
(3) Bond with a step-up clause (clause that triggers a change in the coupon rate if Orange's credit rating from the rating agencies changes, see Note 15.3).
(4) Bond with a step-up clause (clause that triggers a change in the coupon rate if Orange's breaches its sustainable performance commitments, see Note 15.4).

14.6 Loans from development organizations and multilateral lending institutions

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Orange Côte d'Ivoire	478	304	253
Médi Telecom	396	336	183
Sonatel	341	238	266
Orange Mali	130	217	201
Orange Egypt	99	167	163
VOO	62	85	-
Jordan Telecom	41	0	0
Orange Jordanie	41	18	35
Orange Madagascar	39	24	12
Orange Burkina Faso	33	33	36
Orange Bail	30	36	12
Orange Cameroon	23	12	36
Orange Botswana	21	8	9
Orange Romania	8	0	0
Other	16	16	15
Bank loans	**1,759**	**1,493**	**1,222**
Orange SA	1,847	1,846 (1)	2,087
Loans from development organizations and multilateral lending institutions(2)	**1,847**	**1,846**	**2,087**
Total	**3,606**	**3,339**	**3,309**

(1) In 2023, Orange SA negotiated a new loan of 500 million euros, maturing in 2030 and repaid a loan at maturity of 750 million euros.
(2) Entirely the European Investment Bank.

14.7 Financial assets

Financial assets break down as follows:

(in millions of euros)	December 31, 2024			December 31, 2023	December 31, 2022
	Non-current	Current	Total	Total	Total
Financial assets at fair value through other comprehensive income that will not be reclassified to profit or loss	**414**	**-**	**414**	**490**	**419**
Investments securities	414	-	414	490	419
Financial assets at fair value through profit or loss	**161**	**3,023**	**3,184**	**2,871**	**4,745**
Investments at fair value(1)	-	3,023	3,023	2,678	4,500
Investments securities	134	-	134	173	206
Cash collateral paid(2)	26	-	26	21	38
Other	-	1	1	-	2
Financial assets at amortized cost	**723**	**40**	**763**	**415**	**381**
Receivables related to investments	70	20	90	94	106
Other	653 (3)	20	673	321	275
Total financial assets	**1,298**	**3,063**	**4,361**	**3,776**	**5,545**

(1) NEU Commercial Paper and bonds only (see Note 15.3).
(2) See Note 15.5.
(3) Mainly composed of the seizure of 312 million euros by the French National Financial Prosecutor's Office concerning VAT on digital offerings.

Equity securities

Equity securities measured at fair value through other comprehensive income that will not be reclassified to profit or loss

(in millions of euros)	2024	2023	2022
Investment securities measured at fair value through other comprehensive income that will not be reclassified to profit or loss - in the opening balance	**490**	**419**	**432**
Changes in fair value(1)	(31)	(2)	(108)
Acquisitions(2)	8	72	98
Sales	(24)	(4)	(7)
Other movements	(29)	5	3
Investment securities measured at fair value through other comprehensive income that will not be reclassified to profit or loss - in the closing balance	**414**	**490**	**419**

(1) Deezer's share price at December 31, 2022 led to a decrease in the fair value of (54) million euros (see Note 4.2).
(2) In 2022, included the effect of Deezer's initial public offering for 77 million euros (see Note 4.2).

Equity securities measured at fair value through profit or loss

(in millions of euros)	2024	2023	2022
Investment securities measured at fair value through profit or loss - in the opening balance	**173**	**205**	**203**
Changes in fair value	13	(25)	10
Other movements	(51)	(8)	(8)
Investment securities measured at fair value through profit or loss - in the closing balance	**134**	**173**	**205**

Equity securities measured at fair value through other comprehensive income that will not be reclassified to profit or loss include numerous shares in companies held by investment funds.

Accounting policies

Financial assets

- Financial assets at fair value through profit or loss (FVR)

Certain equity securities which are not consolidated or equity-accounted and cash investments such as negotiable debt securities, deposits and UCITS (Undertakings for Collective Investment in Transferable Securities), which are compliant with the Group's liquidity risk management policy, may be designated by Orange as recognized at fair value through profit or loss. These assets are recognized at fair value at initial recognition and subsequently. All changes in fair value are recorded in net financial costs, net.

- Financial assets at fair value through other comprehensive income that will not be reclassified to profit or loss (FVOCI)

Equity securities which are not consolidated or equity-accounted are, subject to exceptions, recognized as assets at fair value through other comprehensive income that will not be reclassified to profit or loss. They are recognized at fair value at initial recognition and subsequently. Temporary changes in value and gains (losses) on disposals are recorded as other comprehensive income that will not be reclassified to profit or loss.

- Financial assets at amortized cost (AC)

This category mainly includes miscellaneous loans and receivables. These instruments are recognized at fair value at initial recognition and are subsequently measured at amortized cost using the effective interest method. If there is any objective evidence of impairment of these assets, the value of the asset is reviewed at the end of each reporting period. An impairment loss is recognized in the income statement when impairment tests demonstrate that the financial asset's carrying value is higher than its recoverable amount. For these financial assets, the provisioning system also covers expected losses according to IFRS 9.

14.8 Derivatives

14.8.1 Market value of derivatives

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Hedging derivatives	**674**	**583**	**893**
Cash flow hedge derivatives	674	583	893
Derivatives held for trading(1)	**59**	**95**	**176**
Net derivatives(2)	**733**	**678**	**1,069**

(1) Mainly related to the effect of the economic hedges of subsidiaries for 7 million euros in 2024, 35 million euros in 2023 and 140 million euros in 2022, the effect of hedges entered into in the context of future issuances for 52 million euros in 2024, 56 million euros in 2023 and 64 million euros in 2022, and the foreign exchange effects of the economic hedges against the revaluation of subordinated notes denominated in pounds sterling (equity instruments recognized at their historical value (see Note 16.4)) for a zero amount in 2024 and 2023 and (70) million euros in 2022.
(2) Of which foreign exchange effects of the cross currency swaps (classified as hedging or trading) for 1,019 million euros in 2024, 635 million euros in 2023 and 694 million euros in 2022, hedging foreign exchange risk on the notional amount of gross debt. The foreign exchange effect of the cross currency swaps is the difference between the notional converted at the closing rate and the notional converted at the opening rate (or at the trading day spot rate in the case of a new instrument).

The risks hedged by these derivatives are described in Note 15. These derivatives are associated with cash-collateral agreements, the effects of which are described in Note 15.5.

Accounting policies

Derivatives are measured at fair value in the statement of financial position and presented according to their maturity date, regardless of whether they qualify for hedge accounting under IFRS 9 (hedging instruments versus trading derivatives).

Derivatives are classified as a separate line item in the statement of financial position.

Trading derivatives are economic hedge derivatives not classified as hedges for accounting purposes. Changes in the value of these instruments are recognized directly in profit or loss.

Hedge accounting is applicable when:

- at the inception of the hedge, there is a formal designation and documentation of the hedging relationship;

- the effectiveness of the hedge is demonstrated at inception and it is expected to continue in subsequent periods: i.e. at inception and throughout its duration, the company expects changes in the fair value of the hedged item to be almost fully offset by changes in the fair value of the hedging instrument.

There are three types of hedging accounting:

- a fair value hedge is a hedge of the exposure to changes in the fair value of a recognized asset or liability (or an identified portion of the asset or liability) that are attributable to a particular interest rate and/or currency risk and which could affect profit or loss. The hedged portion of these items is remeasured at fair value in the statement of financial position. Changes in this fair value are recognized in the income statement and offset by symmetrical changes in the fair value of financial hedging instruments to the extent of the hedge effectiveness;
- a cash flow hedge is a hedge of exposure to changes in cash flows attributable to a particular interest rate and/or currency risk associated with a recognized asset or liability or a transaction believed to be highly probable (such as a future purchase or sale) which could affect profit or loss. As the hedged item is not recognized in the statement of financial position, the effective portion of the change in the fair value of the hedging instrument is recognized in other comprehensive income. It is reclassified in profit or loss when the hedged item (financial asset or liability) affects the profit or loss or in the initial cost of the hedged item when it relates to the hedge of a non-financial asset acquisition cost;
- a net investment hedge is a hedge of exposure to changes in value attributable to the foreign exchange risk of a net investment in a foreign operation, which could affect profit or loss on the disposal of the foreign operation. The effective portion of the net investment hedge is recorded in other comprehensive income. It is reclassified in profit or loss on disposal of the net investment.

For transactions qualified as fair value hedges and for economic hedges, the foreign exchange impact of changes in the fair value of derivatives is booked in operating income when the underlying hedged item is a commercial transaction and in finance costs, net when the underlying hedged item is a financial asset or liability.

Hedge accounting can be terminated when the hedged item is no longer recognized, i.e. when the Group revokes the designation of the hedging relationship or when the hedging instrument is terminated or exercised. The accounting consequences are as follows:

- fair value hedge: at the hedge accounting termination date, the adjustment of the fair value of the liability is amortized using an effective interest rate recalculated at this date. Should the item hedged disappear, the change in fair value is recognized in the income statement;
- cash flow hedge: amounts recorded in other comprehensive income are immediately reclassified in profit or loss when the hedged item is no longer recognized. In all other cases, amounts are reclassified in profit or loss, on a straight-line basis, throughout the remaining life of the original hedging relationship.

In both cases, subsequent changes in the value of the hedging instrument are recorded in profit or loss.

Concerning the effects of the foreign currency basis spread of cross-currency swaps designated as cash flow hedges, the Group has chosen to designate these as hedging costs. This option enables recognition of these effects in other comprehensive income and amortization of the cost of the basis spread in profit or loss over the period of the hedge.

14.8.2 Cash flow hedges

The main purpose of the Group's cash flow hedges is to neutralize foreign exchange risk on future cash flows (notional, coupons) or to switch floating-rate debt to fixed-rate debt.

The ineffective portion of cash flow hedges recognized in the income statement was not significant during the periods presented. The main hedges unmatured at December 31, 2024, as well as their effects on the financial statements, are detailed in the table below.

(in millions of euros)	Hedged risk				
	Total	**Exchange and interest rate risk**	**Exchange risk**	**Interest rate risk**	**Commodity risk**
Hedging instruments	**674**	**Cross Currency Swap**	**Forward FX swap Option**	**Interest rate swap Option**	**Commodity contracts**
Carrying amount - asset	869	841	8	0	20
Carrying amount - liability	(194)	(183)	(3)	(9)	-
Change in cash flow hedge reserve	**(327)**	**(321)**	**7**	**(2)**	**(11)**
Gain (loss) recognized in other comprehensive income	(293)	(285)	4	(2)	(11)
Reclassification in financial result	(37)	(37)	-	-	-
Reclassification in operating income	(2)	-	(2)	-	-
Reclassification in initial carrying amount of hedged item	5	-	5	-	-
Cash flow hedge reserve	**(90)**	**(106)**	**5**	**0**	**11**
o/w related to unmatured hedging instruments	(400)	(416)	5	-	11
o/w related to discontinued hedges	310	310	(0)	-	-
Hedged item		**Bonds and credit lines**	**Purchases of handsets and equipment**	**Bonds and Lease liabilities**	**Purchase of energy**
Balance sheet item		Current and non-current financial liabilities	Property, plant and equipment	Lease and Financial Liabilities - current and non-current	Operating result

The main hedges unmatured at December 31, 2023, as well as their effects on the financial statements, are detailed in the table below.

(in millions of euros)	Hedged risk				
	Total	**Exchange and interest rate risk**	**Exchange risk**	**Interest rate risk**	**Commodity risk**
Hedging instruments	**583**	**Cross Currency Swap**	**Forward FX swap Option**	**Interest rate swap Option**	**Commodity contracts**
Carrying amount - asset	735	703	1	0	31
Carrying amount - liability	(152)	(143)	(5)	(3)	-
Change in cash flow hedge reserve	**(263)**	**(236)**	**9**	**1**	**(38)**
Gain (loss) recognized in other comprehensive income	(227)	(200)	10	1	(38)
Reclassification in financial result	(36)	(36)	0	-	-
Reclassification in operating income	2	-	2	-	-
Reclassification in initial carrying amount of hedged item	(3)	-	(3)	-	-
Cash flow hedge reserve	**237**	**218**	**(2)**	**(0)**	**22**
o/w related to unmatured hedging instruments	(110)	(129)	(2)	(0)	22
o/w related to discontinued hedges	347	347	-	-	-
Hedged item		**Bonds and credit lines**	**Purchases of handsets and equipment**	**Bonds and Lease liabilities**	**Purchase of energy**
Balance sheet item		Current and non-current financial liabilities	Property, plant and equipment	Lease and Financial Liabilities - current and non-current	Operating result

The main hedges unmatured at December 31, 2022, as well as their effects on the financial statements, are detailed in the table below.

(in millions of euros)	Hedged risk				
	Total	**Exchange and interest rate risk**	**Exchange risk**	**Interest rate risk**	**Commodity risk**
Hedging instruments	**893**	**Cross Currency Swap**	**Forward FX swap Option**	**Interest rate swap Option**	**Commodity contracts**
Carrying amount - asset	1,065	1,002	3	-	74
Carrying amount - liability	(172)	(156)	(11)	(5)	-
Change in cash flow hedge reserve	**288**	**225**	**(6)**	**9**	**60**
Gain (loss) recognized in other comprehensive income	304	244	(8)	9	59
Reclassification in financial result	(19)	(19)	-	0	-
Reclassification in operating income	(1)	-	(1)	-	(0)
Reclassification in initial carrying amount of hedged item	4	-	4	-	0
Cash flow hedge reserve	**497**	**457**	**(4)**	**(5)**	**49**
o/w related to unmatured hedging instruments	114	74	(4)	(5)	49
o/w related to discontinued hedges	383	383	-	(0)	-
Hedged item		**Bonds and credit lines**	**Purchases of handsets and equipment**	**Bonds and Lease liabilities**	**Purchase of energy**
Balance sheet item		Current and non-current financial liabilities	Property, plant and equipment	Lease and Financial Liabilities - current and non-current	Operating result

The nominal amounts of the main cash flow hedges as of December 31, 2024 are presented below.

	Notional amounts of hedging instruments per maturity (in millions of hedged currency units)				
	2025	2026	2027	2028	2029 and beyond
Orange SA					
Cross currency swaps					
CHF	400	-	-	-	100 (1)
GBP	262	-	-	500	1,750 (2)
HKD	-	-	-	-	939 (3)
NOK	500	-	-	800	-
USD	-	-	-	-	4,200 (4)
Interest rate swaps					
EUR	-	-	-	-	450 (5)
FX Forward					
USD	70	-	-	-	-
Commodity hedging					
PLN	7	6	10	11	50

(1) 100 million Swiss francs maturing in 2029.
(2) 750 million pounds sterling maturing in 2032, 500 million pounds sterling maturing in 2034 and 500 million pounds sterling maturing in 2050.
(3) 939 million Hong Kong dollars maturing in 2034.
(4) 2,450 million US dollars maturing in 2031, 900 million US dollars maturing in 2042 and 850 million US dollars maturing in 2044.
(5) 450 million euros maturing in 2030.

Note 15 Information on market risk and fair value of financial assets and liabilities (telecom activities)

The Group uses financial position or performance indicators that are not specifically defined by IFRS, such as EBITDAaL (see Note 1.10) and net financial debt (see Note 14.3).

Market risks are monitored by Orange's Treasury and Financing Committee, which reports to the Executive Committee. The Committee is chaired by the Group's Executive Committee member in charge of Finance, Performance and Development and meets on a quarterly basis.

It sets the guidelines for managing the Group's debt, especially in respect of its interest rate, foreign exchange, liquidity and counterparty risk exposure for the coming months, and reviews past management (transactions carried out, financial results).

Macroeconomic events and their consequences on the financial market did not call into question the risk management policy relating to financial instruments. The Group continued to set up and manage hedging instruments in order to limit its exposure to operational and financial foreign exchange and interest rate risks, while maintaining a diversified financing policy.

15.1 Interest rate risk management

Management of fixed-rate/variable-rate debt

Orange group seeks to manage its fixed-rate/variable-rate exposure in euros in order to minimize interest costs by using firm and conditional interest rate derivatives such as swaps, futures, caps and floors.

The fixed-rate component of gross financial debt, excluding cash collateral received and agreements to buy back non-controlling interests, is estimated at 91% at December 31, 2024, 91% at December 31, 2023 and 96% at December 31, 2022.

Sensitivity analysis of the Group's position to changes in interest rates

The sensitivity of the Group's financial assets and liabilities to interest rate risk is only analyzed for the components of net financial debt that are interest-bearing and therefore exposed to interest rate risk.

Sensitivity of financial expenses

Based on a constant amount of debt and a constant management policy, a 1% rise in interest rates would increase the annual cost of gross financial debt by 21 million euros, while a decrease of 1% would lower it by 9 million euros.

Sensitivity of cash flow hedge reserves

A 1% rise in euro interest rates would improve the market value of derivatives designated as cash flow hedges and increase the associated cash flow hedge reserves by approximately 634 million euros. A 1% decrease in euro interest rates would reduce their market value and decrease the cash flow hedge reserve by approximately 635 million euros.

15.2 Foreign exchange risk management

Operational foreign exchange risk

The Group's foreign operations are carried out by entities that operate in their own country and mainly in their own currency. Their operational exposure to foreign exchange risk is therefore limited to certain types of flows: purchases of equipment or network capacity, purchases of devices and equipment sold or leased to customers and purchases from or sales to international carriers.

Whenever possible, the entities of the Orange group have put in place policies to hedge this exposure (see Note 14.8).

Financial foreign exchange risk

Financial foreign exchange risk mainly relates to:

- dividends paid to the parent company: in general, the Group's policy is to economically hedge this risk from the date of the relevant subsidiary's Shareholders' Meeting;
- financing of the subsidiaries: except in special cases, the subsidiaries are required to cover their funding needs in their functional currency;
- Group financing: most of the Group's bonds, after derivatives, are denominated in euros. From time to time, Orange SA issues bonds in markets other than euro markets (primarily the US dollar, pound sterling and Swiss franc). If Orange SA does not have assets in these currencies, in most cases, the issues are translated into euros through cross-currency swaps. The debt allocation by currency also depends on the level of interest rates and particularly on the interest rate differential relative to the euro.

Following the repurchase at the end of 2022 of the last subordinated notes denominated in pounds sterling (see Note 16.4), the Group is no longer exposed to the financial exchange risk resulting from these instruments.

The table below shows the main exposures to foreign exchange fluctuations of the net financial debt in foreign currencies of Orange SA, Orange Polska and Orange Egypt, and also shows the sensitivity of the entity to a 10% change in the foreign exchange rates of the currencies to which it is exposed. Orange SA and Orange Egypt are the entities bearing the main foreign exchange risk, including internal transactions that generate a net foreign exchange gain or loss in the Consolidated Financial Statements.

(in millions of currency units)	Exposure in currency units						Sensitivity analysis	
	EUR	**USD**	**GBP**	**PLN**	**CHF**	**Total translated**	**10% gain in euro**	**10% loss in euro**
Orange SA	-	(1)	(0)	(2)	(1)	(2)	0	(0)
Orange Polska	(100)	(5)	-	-	-	(104)	9	(12)
Orange Egypt	-	(64)	-	-	-	(62)	6	(7)
Total (currencies)	**(100)**	**(70)**	**(0)**	**(2)**	**(1)**	**(168)**		

Foreign exchange risk to assets

Due to its international presence, the Orange group's statement of financial position is exposed to foreign exchange fluctuations, as these affect the translation of the assets of subsidiaries and shareholdings denominated in foreign currencies. The currencies concerned are mainly the pound sterling, the zloty, the Egyptian pound, the US dollar, the Jordanian dinar and the Moroccan dirham.

To hedge its largest foreign asset exposures, Orange has issued debt in the relevant currencies.

The amounts presented below take into account Mobile Financial Services activities (mainly in euros).

(in millions of euros)	Contribution to consolidated net assets									Sensitivity analysis	
	EUR	**USD**	**GBP**	**PLN**	**EGP**	**JOD**	**MAD**	**Other currencies**	**Total**	**10% gain in euro**	**10% loss in euro**
Net assets excluding net debt (a)[1]	47,255	154	139	3,680	644	678	1,070	4,022	57,643	(676)	827
Net debt by currency including derivatives (b)[2]	(21,403)	250	(81)	(837)	(149)	(108)	(454)	301	(22,482)	101	(124)
Net assets by currency (a) + (b)	**25,851**	**405**	**59**	**2,843** [3]	**495**	**570**	**616**	**4,323**	**35,162**	**(575)**	**703**

(1) Excluding components of net financial debt.
(2) Net financial debt as defined and used by Orange does not take into account Mobile Financial Services activities, for which this concept is not relevant (see Note 14.3).
(3) Share of net assets attributable to owners of the parent company in zlotys amounts to 1.440 million euros.

Due to its international presence, the Orange group income statement is also exposed to risk arising from changes in foreign exchange rates due to the conversion, in the consolidated financial statements, of its foreign subsidiaries' financial statements.

(in millions of euros)	Contribution to consolidated financial income statement									Sensitivity analysis	
	EUR	USD	GBP	PLN	EGP	JOD	MAD	Other currencies	Total	10% gain in euro	10% loss in euro
Revenue	27,391	1,178	259	2,929	726	465	781	6,531	40,260	(815)	996
EBITDAaL	8,173	200	(16)	769	314	198	214	2,257	12,109	(209)	256
Operating income	2,778	123	(27)	350	215	110	65	1,503	5,116	(111)	136

15.3 Liquidity risk management

Diversification of sources of funding

Orange has diversified sources of funding:

- regular issues in the bond markets;
- occasional financing through loans from multilateral or development lending institutions;
- issues in the short-term securities markets under the Negotiable European Commercial Paper program (NEU Commercial Paper, formerly called "commercial paper").

Liquidity of investments

Orange invests its cash surpluses in cash equivalents that meet IAS 7 cash equivalent criteria or in fair value investments (negotiable debt securities, bonds with a maturity of no more than two years, UCITS and term deposits). These investments prioritize minimizing the risk of capital loss over performance.

Cash, cash equivalents and fair value investments are held mainly in France and other European Union countries, which are not subject to restrictions on convertibility or exchange controls.

Smoothing debt maturities

The policy followed by Orange is to apportion debt maturities evenly over the years to come.

The following table shows undiscounted future cash flows for each financial liability shown on the statement of financial position. The key assumptions used in this maturity analysis are:

- amounts in foreign currencies are translated into euros at the year-end closing rate;
- future variable-rate interest is based on the last fixed coupon, unless a better estimate is available;
- TDIRA*s* being necessarily redeemable in new shares, no redemption is taken into account in the maturity analysis. In addition, as the interest payable on the bonds is due over an undetermined period (see Note 14.4), only interest payable for the first period is included (including interest payments for other periods would not provide relevant information);
- the maturities of revolving credit lines are the contractual maturity dates;
- "Other items" (undated and non-cash items) reconcile, for financial liabilities not accounted for at fair value, the future cash flows and the balance in the statement of financial position.

(in millions of euros)	Note	December 31, 2024	2025	2026	2027	2028	2029	2030 and beyond	Other items (1)
TDIRA	14.4	626	9	-	-	-	-	-	618
Bonds	14.5	27,898	2,881	1,559	2,037	1,721	2,006	17,830	(135)
Bank loans and from development organizations and multilateral lending institutions	14.6	3,606	1,358	602	620	205	178	651	(8)
Debt relating to financed assets		339	99	102	90	39	10	-	-
Cash collateral received	14.3	696	696	-	-	-	-	-	-
NEU commercial paper(2)	14.3	1,020	1,020	-	-	-	-	-	-
Bank overdrafts	14.3	326	326	-	-	-	-	-	-
Other financial liabilities	14.3	611	452	29	30	28	47	24	-
Derivatives liabilities	14.3	281	17	17	-	4	-	73	-
Derivatives assets	14.3	(1,014)	(73)	(3)	(4)	(4)	(22)	(926)	-
Other Comprehensive Income related to unmatured hedging instruments	14.3	(400)	-	-	-	-	-	-	-
Gross financial debt after derivatives		**33,989**	**6,785**	**2,305**	**2,774**	**1,992**	**2,219**	**17,652**	**475**
Trade payables		9,865	8,780	139	143	136	419	246	-
Total financial liabilities (including derivatives assets)		**43,854**	**15,565(3)**	**2,445**	**2,917**	**2,128**	**2,638**	**17,898**	**475**
Future interests on financial liabilities(4)			1,877	933	908	867	768	3,421	-

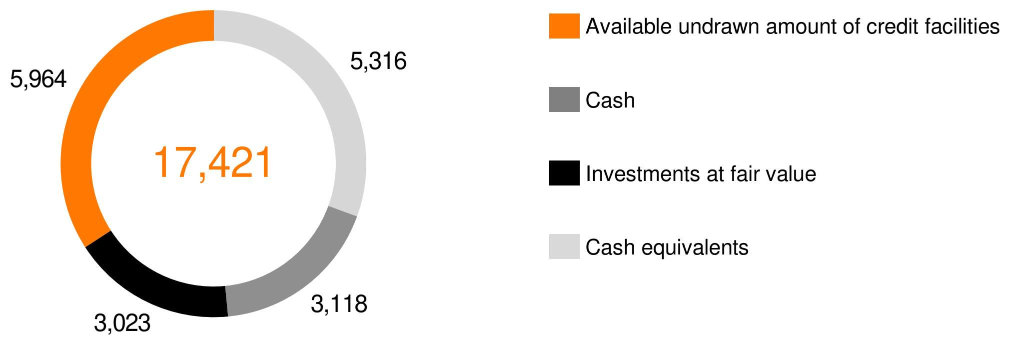
(1) Undated items: TDIRA notional. Non-cash items: amortized cost on bonds and bank loans, and discounting effect on long term trade payables.
(2) Negotiable European Commercial Paper (formerly called "commercial paper").
(3) Amounts presented for 2025 correspond to notional and accrued interest not yet due (for 464 million euros).
(4) Mainly future interests on bonds for 7,749 million euros, on bank loans for 506 million euros and on derivative instruments for (1,427) million euros.

The liquidity position is one of the indicators of financial position used by the Group. This aggregate, not defined by IFRS, may not be comparable to similarly titled indicators used by other groups.

At December 31, 2024, the liquidity position of Orange's telecom activities amounts to 17,421 million euros and exceeds the repayment obligations of its gross financial debt in 2025. It breaks down as follows:

Liquidity position

(in millions of euros)



At December 31, 2024, the Orange group's telecom activities have access to credit facilities in the form of bilateral credit lines and syndicated credit facilities. Most of these lines bear interest at variable rates. The available undrawn amount of the credit facilities is 5,964 million euros (including 5,872 million euros for Orange SA).

Cash equivalents amounted to 5,316 million euros, mainly at Orange SA, comprising 4,339 million euros of UCITS and 550 million euros of term deposits.

Investments at fair value amounted to 3,023 million euros, mainly at Orange SA, comprising 2,768 million euros of NEU Commercial Paper.

Any specific contingent commitments in terms of financial ratios are presented in Note 15.4.

Due to its cash level and other immediately disposable investments, the Group is not dependent on the sale of receivables organized in certain countries (see Note 5.3).

Change in Orange's credit rating

Orange's credit rating is an additional overall performance indicator used to assess the Group's financial policy and risk management policy and, in particular, its solvency and liquidity risk. It is not a substitute for an analysis carried out by investors. Rating agencies regularly review the ratings they award. Any change in the rating could affect the cost of future financing or access to liquidity.

In addition, a change in Orange's credit rating will, for certain outstanding financing, affect the remuneration paid to investors:

- one Orange SA bond (see Note 14.5) with an outstanding amount of 2.5 billion US dollars maturing in 2031 (equivalent to 2.4 billion euros at December 31, 2024) is subject to a step-up clause in the event that Orange's credit rating changes. This clause was triggered in 2013 and 2014: the coupon due in March 2014 was thus calculated on the basis of an interest rate of 8.75%. Since then, the bond has been bearing interest of 9%;
- the margin of the 5.9 billion euro syndicated credit facility signed on November 23, 2022 is subject to change depending on whether Orange's credit rating is raised or lowered. At December 31, 2024, this credit facility was undrawn.

Orange's rating did not change during 2024.

	Standard & Poor's	Moody's	Fitch Ratings
Long-term debt	BBB+	Baa1	BBB+
Outlook	Stable	Positive	Stable
Short-term debt	A-2	P-2	F2

15.4 Financial ratios and commitments to sustainability targets

Main commitments with regard to financial ratios

Orange SA does not have any credit line or loan subject to specific covenant with regard to financial ratios.

Certain subsidiaries of Orange SA have pledged to comply with certain financial ratios related to indicators defined in the contracts with the banks. The breach of these ratios constitutes an event of default that can lead to early repayment of the line of credit or loan concerned.

The main commitments are as follows:

- Médi Telecom: in respect of its bank financing agreements signed in 2022, of which the total amount outstanding at December 31, 2024 was 4,150 million Moroccan dirhams (i.e. 396 million euros), Médi Telecom is required to comply with ratios relating to its "net financial debt", "net financial debt/EBIT" and "net equity";
- Orange Côte d'Ivoire: in respect of its bank financing agreements signed in 2016 and 2019, of which the total amount outstanding at December 31, 2024 was 220 billion CFA francs (i.e. 335 million euros), Orange Côte d'Ivoire is required to comply with a "net debt/reported EBITDA" ratio;
- Sonatel : in respect of its bank financing agreements signed from 2019 and 2024, of which the total amount outstanding at December 31, 2024 was 157 billion CFA francs (i.e. 240 million euros), Sonatel is required to comply with ratios relating to its "net debt/EBITDA" and "net debt/EBIT";
- Orange Egypt: in respect of bank financing agreements signed in 2018 and 2022, of which the total amount outstanding at December 31, 2024 was 1,700 million Egyptian pounds and 64 million US dollars (i.e. 94 million euros), Orange Egypt is required to comply with a "net senior debt/reported EBITDA" ratio.

These ratios were complied with at December 31, 2024.

Main commitments to sustainability targets

Orange SA is committed to social and environmental responsibility. This commitment is expressed, among other things, by the introduction of financial liabilities that include a step-up clause to change the coupon rates if Orange fails to meet its sustainability target:

- On November 23, 2022, Orange signed with 27 international banks a 6 billion euros multi-currency syndicated revolving credit facility indexed on environmental and social indicators, to refinance in advance its previous syndicated loan maturing in December 2023. This sustainable refinancing illustrates the Group's environmental, social and governance (ESG) commitments, with an indexation of the margin to the achievement of objectives relating to CO_2 emissions (scopes 1, 2 & 3), in line with Orange's goal of being Net Zero Carbon by 2040, and to gender diversify its workforce. This new facility, initially maturing in November 2027, includes two options to extend for one more year each, exercisable by Orange and subject to the banks' approval. In October 2023, Orange exercised the first option enabling the initial maturity to be extended with the agreement of the lenders as follows: 5,872 million euros maturing in November 2028 and 128 million euros retaining the initial maturity of November 2027. On April 2024, 128 million euros with due date on November 2027, were cancelled with immediate effect. On October 2024, Orange SA exercised the second option enabling the initial maturity to be extended to November 2029 for 5,872 million euros of the RCF (Revolving Credit Facility).
- On September 11, 2023, Orange carried out its first sustainability-linked bond issue for a total nominal amount of 500 million euros, maturing in 2035, with a coupon rate of 3.875%. The bonds are linked to the Group's target of reducing its greenhouse gas emissions (scopes 1, 2 & 3) and its commitment to provide digital support and training to external beneficiaries.

Default or material adverse change clauses

Most of Orange's financing agreements, notably including the 5.9 billion euros syndicated credit facility set up on November 23, 2022, as well as bonds, are not subject to early redemption obligations in the event of a material adverse change or cross default provisions. However, most of these agreements include cross acceleration provisions. Thus, the mere occurrence of events of default in other financing agreements would not automatically trigger accelerated repayment under the aforementioned agreements.

15.5 Credit risk and counterparty risk management

The Group could be exposed to a concentration of counterparty risk in respect of its trade receivables, cash and cash equivalents, investments and derivatives.

Orange considers that it has limited concentration in counterparty risk with respect to trade receivables due to its large and diverse customer base (residential, professional and large business customers) operating in numerous industries and located in many French regions and foreign countries. The maximum value of the counterparty risk on these financial assets is equal to their recognized net carrying value. An analysis of net trade receivables past due is provided in Note 5.3. Loans and other receivables mainly include elements for which the amount due but not provisioned is not material.

Orange SA is exposed to counterparty risk through its investments and derivatives. Therefore, it performs a strict selection of public, financial or industrial institutions in which it invests or with which it enters into derivative agreements. This selection takes particular note of the institutions' credit ratings. Thus:

- for each non-banking counterparty selected for investments, limits are based on the ratings and maturities of the investments;
- for each bank counterparty selected for investments and for derivatives, limits are based on equity, rating, credit default swaps (CDS, an accurate indicator of potential default risk) as well as on periodic analyses carried out by the Treasury Department;
- theoretical limits and consumption limits are monitored and reported on a daily basis to the Group treasurer and the head of the trading room. These limits are adjusted regularly depending on credit events.

For derivatives, master agreements relating to financial instruments (French Banking Federation) are signed with all counterparties and provide for the netting of payables and receivables, in case of failure of one of the parties, as well as the calculation of a final balance to be received or paid. These agreements include a CSA (Credit Support Annex) cash collateral clause that can lead to either a deposit (collateral paid) or collection (collateral received), on a daily basis. These payment amounts correspond to the change in the market value of all derivatives.

As a rule, investments are negotiated with high-grade banks. Exceptionally, subsidiaries occasionally deal with counterparties with the highest ratings available locally.

Effect of mechanisms to offset exposure to credit risk and counterparty risk of derivatives

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Collateralized Derivatives (net) (a)	**712**	**647**	**1,014**
Fair value of collateralized derivatives assets	967	867	1,374
Fair value of collateralized derivatives liabilities	(256)	(220)	(360)
Amount of cash collateral paid/(received) (b)	**(669)**	**(565)**	**(1,034)**
Amount of cash collateral paid	26	21	38
Amount of cash collateral received	(696)	(586)	(1,072)
Residual exposure to counterparty risk (a) + (b)[(1)]	**42**	**82**	**(20)**
Non collateralized Derivatives (net)	**21**	**31**	**55**
Fair value of non collateralized derivatives assets	47	56	81
Fair value of non collateralized derivatives liabilities	(26)	(25)	(26)

(1) The residual exposure to counterparty risk is mainly due to a time difference between the valuation of derivatives at the closing date and the date on which the cash collateral exchanges were made.

The change in net cash collateral deposits between 2023 and 2024 is mainly due to the appreciation of the US dollar and pound sterling against the euro and the interest rate effect of derivatives hedging bonds denominated in US dollar and pound sterling. The variation between 2022 and 2023 was mainly due to the depreciation of the US dollar and the interest rate effect of derivatives hedging bonds denominated in US dollar.

Sensitivity analysis of cash collateral to changes in market interest rates and exchange rates

A change in market interest rates (mainly euros) of +/- 1% would affect the fair value of derivatives hedging interest rate risk as follows:

(in millions of euros)

	Rate decrease of 1%	Rate increase of 1%
Change of fair value of derivatives	(656)	642
Amount of cash collateral paid (received)	656	(642)

A 10% increase or decrease in the euro exchange rate would affect the fair value of derivatives hedging foreign exchange risk as follows:

(in millions of euros)

	10% loss in euro	10% gain in euro
Change of fair value of derivatives	1,303	(1,066)
Amount of cash collateral received (paid)	(1,303)	1,066

15.6 Commodity risk management (energy contracts)

The majority of the Group's electricity needs are met through fixed-price or indexed forward purchase contracts, depending on the situation. In accordance with IFRS 9, contracts concluded on non-financial assets (electricity) to meet the normal business needs of the company and used solely for its business, rather than for speculation or arbitrage on energy price fluctuations, are not considered as derivatives (application of the own-use exemption in IFRS 9). The Group's commitments under those contracts are presented as off-balance sheet commitments in Note 17.1.

To meet its commitments in terms of Net Zero Carbon by 2040, the Group enters into Power Purchase Agreements (PPA) for electricity generated by renewable sources.
These contracts may be physical (with physical delivery of electricity and therefore not leading to the recognition of derivative instruments), or virtual. Energy supply is achieved through a portfolio of contracts mixing PPA, Solar/Energy As A Service, power purchase contracts with different terms (market), and supply contracts (aggregation and distribution).

In certain countries, the Group considers the possibility to contract Virtual Power Purchase Agreements (VPPAs). At December 31, 2024, the Group has only Virtual Power Purchase Agreements in Poland and Romania. These contracts are classified as cash flow hedges, the ineffective portion of which has a direct impact on the income statement. Fluctuations in the fair value of the effective portion of the hedge are recognized in other comprehensive income (see Note 14.8.2).

The table below sets out the Group's main energy supply agreements at December 31, 2024.

	Energy Source	**Overall contract volume** (in GWh)	**Signing date**	**Start date**	**Maturity date**	**Duration**	**Nature**	**Accounting Model**
France(1)								
Boralex	Wind power	67	2021	2021	2025	5 years	Physical PPA	Own Use exemption
Engie	Solar power	76	2023	2024	2039	15 years	Physical PPA	Own Use exemption
Total Energies	Solar power	100	2023	2025	2045	20 years	Physical PPA	Own Use exemption
Engie	Solar power	102	2023	2025	2045	20 years	Physical PPA	Own Use exemption
Ze energy	Solar power	87	2023	2026	2040	15 years	Physical PPA	Own Use exemption
Spain(1)								
Iberdrola	Energy mix	129	2022	2022	2027	5 years	Physical PPA	Own Use exemption
Iberdrola	Solar power	64	2020	2020	2031	12 years	Physical PPA	Own Use exemption
Poland								
WPD	Wind power	480	2020	2021	2031	10 years	Physical PPA	Own Use exemption
Enertrag-Dunowo Sp.	Wind power	1,274	2021	2024	2035	12 years	Virtual PPA	Cash Flow Hedge
EDF	Wind power	1,686	2022	2023	2030	8 years	Physical PPA	Own Use exemption
RPower	Solar power	613	2023	2024	2034	10.5 years	Physical PPA	Own Use exemption
Romania								
Engie Romania	Solar power	145	2023	2025	2029	4.5 years	Virtual PPA	Cash Flow Hedge
Enery Group	Solar power	400	2023	2024	2032	8 years	Virtual PPA	Cash Flow Hedge
East Wind Farm	Wind power	160	2024	2024	2031	8 years	Virtual PPA	Cash Flow Hedge
Engie Romania	Wind power	440	2024	2025	2035	10 years	Virtual PPA	Cash Flow Hedge

(1) Energy volumes of France and Spain areas are annual forecasted volumes defined in the contracts.

The volumes hedged by renewable electricity supply contracts represent a proportion of around 10% of the Group's annual consumption in 2024 (5,017 GWh in 2024, 5,284 GWh in 2023 and 5,254 GWh in 2022).

15.7 Equity market risk

Orange SA has no call options on its own shares and no commitments for forward purchases of shares. At December 31, 2024, it held 1,836,000 treasury shares (see Note 16.2). Orange SA owns subsidiaries listed on equity markets whose share value may be affected by general trends in these markets. In particular, the market value of these listed subsidiaries' shares is one of the measurement variables used in impairment testing.

The UCITS in which Orange invests for cash management purposes do not hold equities.

The Orange group is also exposed to equity risk through some of its retirement plan assets (see Note 7.2).

At December 31, 2024, the Group is not materially exposed to market risk on the shares of listed companies.

15.8 Capital management

Orange SA and its non-financial subsidiaries are not subject to regulatory requirements related to equity (other than the usual standards applicable to any commercial company).

Its financial subsidiaries (like electronic money institutions) are subject to regulatory equity requirements specific to their sector and jurisdiction.

Like any company, Orange manages its financial resources (both equity and net financial debt) as part of a balanced financial policy, aiming to ensure flexible access to capital markets, including for the purpose of selectively investing in development projects, and to provide a return to shareholders.

In terms of net financial debt (see Note 14.3), this policy translates into liquidity management as described in Note 15.3 and a specific attention to credit ratings assigned by rating agencies.

This policy is also reflected, in some markets, by the presence of minority shareholders in the capital of subsidiaries controlled by Orange. This serves to limit the Group's debt while providing a benefit from the presence of local shareholders.

15.9 Fair value of financial assets and liabilities

The market value of the net financial debt carried by Orange is estimated at 21.2 billion euros at December 31, 2024, for a book value of 22.5 billion euros.

			December 31, 2024				
(in millions of euros)	Note	**Classification under IFRS 9[1]**	**Book value**	**Estimated fair value**	**Level 1 and cash**	**Level 2**	**Level 3**
Trade receivables		**AC**	**5,831**	**5,831**	**-**	**5,831**	**-**
Financial assets	**14.7**		**4,360**	**4,360**	**18**	**3,947**	**396**
Equity securities		FVOCI	414	414	18	-	396
Equity securities		FVR	134	134	-	134	-
Investments at fair value		FVR	3,023	3,023	-	3,023	-
Cash collateral paid		FVR	26	26	-	26	-
Financial assets at amortized cost		AC	763	763	-	763	-
Cash and Cash equivalents	**14.3**		**8,434**	**8,434**	**8,434**	**-**	**-**
Cash		AC	3,118	3,118	3,118	-	-
Cash equivalents		FVR	5,316	5,316	5,316	-	-
Trade payables		**AC**	**(9,864)**	**(9,864)**	**-**	**(9,864)**	**-**
Financial liabilities	**14.3**		**(35,123)**	**(33,432)**	**(26,293)**	**(6,839)**	**(300)**
Financial debts		AC	(34,823)	(33,132)	(26,293)	(6,839)	-
Other		FVR	(300)	(300)	-	-	(300)
Derivatives (net amount)[2]	**14.8**		**733**	**733**	**-**	**733**	**-**

(1) "AC" stands for "amortized cost", "FVR" stands for "fair value through profit or loss", "FVOCI" stands for "fair value through other comprehensive income that will not be reclassified to profit or loss".
(2) The classification for derivatives depends on their hedging qualification.

The table below provides an analysis of the change in level 3 market values for financial assets and liabilities measured at fair value in the statement of financial position.

(in millions of euros)	Equity securities	Financial liabilities at fair value through profit or loss, excluding derivatives
Level 3 fair values at December 31, 2023	**392**	**(291)**
Gains (losses) taken to profit or loss	-	(9)
Gains (losses) taken to other comprehensive income	3	-
Acquisition (sale) of securities	(1)	-
Other	3	-
Level 3 fair values at December 31, 2024	**396**	**(300)**

The market value of the net financial debt carried by Orange was estimated at 26.3 billion euros at December 31, 2023, for a carrying value of 27.0 billion euros.

			December 31, 2023				
(in millions of euros)	Note	Classification under IFRS 9	Book value	Estimated fair value	Level 1 and cash	Level 2	Level 3
Trade receivables		**AC**	**6,046**	**6,046**	**-**	**6,046**	**-**
Financial assets	**14.7**		**3,777**	**3,777**	**99**	**3,286**	**392**
Equity securities		FVOCI	490	491	99	-	392
Equity securities		FVR	173	173	-	173	-
Investments at fair value		FVR	2,678	2,678	-	2,678	-
Cash collateral paid		FVR	21	21	-	21	-
Financial assets at amortized cost		AC	415	415	-	415	-
Cash and Cash equivalents	**14.3**		**5,504**	**5,504**	**5,504**	**-**	**-**
Cash		AC	3,060	3,060	3,060	-	-
Cash equivalents		FVR	2,444	2,444	2,444	-	-
Trade payables		**AC**	**(11,596)**	**(11,596)**	**-**	**(11,596)**	**-**
Financial liabilities	**14.3**		**(35,993)**	**(35,241)**	**(28,080)**	**(6,870)**	**(291)**
Financial debts		AC	(35,702)	(34,950)	(28,080)	(6,870)	-
Other		FVR	(291)	(291)	-	-	(291)
Derivatives (net amount)	**14.8**		**678**	**678**	**-**	**678**	**-**

The market value of the net financial debt carried by Orange was estimated at 23.8 billion euros at December 31, 2022, for a carrying value of 25.3 billion euros.

			December 31, 2022				
(in millions of euros)	Note	Classification under IFRS 9	Book value	Estimated fair value	Level 1 and cash	Level 2	Level 3
Trade receivables		**AC**	**6,237**	**6,237**	**-**	**6,237**	**-**
Financial assets	**14.7**		**5,545**	**5,545**	**65**	**5,124**	**355**
Equity securities		FVOCI	421	421	65	-	355
Equity securities		FVR	205	205	-	205	-
Investments at fair value		FVR	4,500	4,500	-	4,500	-
Cash collateral paid		FVR	38	38	-	38	-
Financial assets at amortized cost		AC	381	381	-	381	-
Cash and Cash equivalents	**14.3**		**5,846**	**5,846**	**5,846**	**-**	**-**
Cash		AC	2,668	2,668	2,668	-	-
Cash equivalents		FVR	3,178	3,178	3,178	-	-
Trade payables		**AC**	**(11,551)**	**(11,551)**	**-**	**(11,551)**	**-**
Financial liabilities	**14.3**		**(36,638)**	**(35,121)**	**(27,681)**	**(7,432)**	**(8)**
Financial debts		AC	(36,630)	(35,113)	(27,681)	(7,432)	-
Other		FVR	(8)	(8)	-	-	(8)
Derivatives (net amount)	**14.8**		**1,069**	**1,069**	**-**	**1,069**	**-**

Accounting policies

The fair values of financial assets and liabilities in the statement of financial position are classified based on three hierarchy levels:

- level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- level 2: inputs that are observable for the asset or liability, either directly or indirectly;
- level 3: unobservable inputs for the asset or liability.

The fair value of the **financial assets at fair value through other comprehensive income** ("FVOCI" and "FVOCIR") is the quoted price at year-end for listed securities and, for non-listed securities, uses a valuation technique determined according to the most appropriate financial criteria in each case (comparable transactions, multiples for comparable companies, shareholders' agreement, discounted future cash flows).

For **financial assets at amortized cost** ("AC"), the Group considers that the carrying value of cash, trade receivables and various deposits provides a reasonable approximation of fair value, due to the high liquidity of these items.

Among **financial assets at fair value through profit or loss** ("FVR"), with respect to very short-term investments such as deposits, deposit certificates, commercial paper or negotiable debt securities, the Group considers that the par value of the investment and any related accrued interest represent a reasonable approximation of fair value.

The fair value of UCITS is the latest net asset value.

The fair value of equity securities is the quoted price at year-end for listed securities and, for non-listed securities, uses a valuation technique determined according to the most appropriate financial criteria in each case (comparable transactions, multiples for comparable companies, shareholders' agreement, discounted future cash flows).

For **financial liabilities at amortized cost** ("AC"), the fair value of financial liabilities is determined using:

- the quoted price for listed instruments (a detailed analysis is performed in the case of a material decrease in liquidity to evidence whether the observed price corresponds to the fair value; otherwise the quoted price is adjusted);
- the present value of estimated future cash flows, discounted using rates observed by the Group at the end of the period for other instruments. The results calculated using the internal valuation model are systematically benchmarked with the values provided by Bloomberg.

The Group considers the carrying value of trade payables and deposits received from customers to be a reasonable approximation of fair value, due to the high liquidity of these items.

The fair value of long-term trade payables is the value of future cash flows discounted at the interest rates observed by the Group at the end of the period.

Financial liabilities at fair value through profit or loss ("FVR") mainly concern firm or contingent commitments to purchase non-controlling interests. Their fair value is measured in accordance with the provisions of the contractual agreements. When the commitment is based on a fixed price, a discounted value is retained.

The fair value of **derivatives**, mostly traded over the counter, is determined using the present value of estimated future cash flows, discounted using the interest rates observed by the Group at the end of the period. The results calculated using the internal valuation model are consistently benchmarked with the values provided by bank counterparties and Bloomberg.

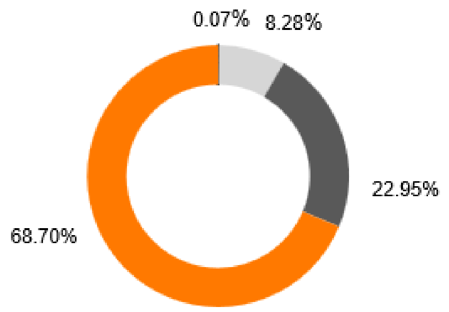
When there are no reliable market data which identify the probability of default, the CVA (Credit Value Adjustment) and the DVA (Debit Value Adjustment) are measured based on historical default charts and CDS (Credit Default Swap) trends. Counterparty credit risk and the Group's own specific default risk are also continuously monitored based on the monitoring of debt security credit spreads on the secondary market and other market information. Given the implementation of collateralization, and based on counterparty policies and the management of the indebtedness and liquidity risk described in Note 15, CVA and DVA estimates are not material compared with the measurement of the related financial instruments.

Note 16 Equity

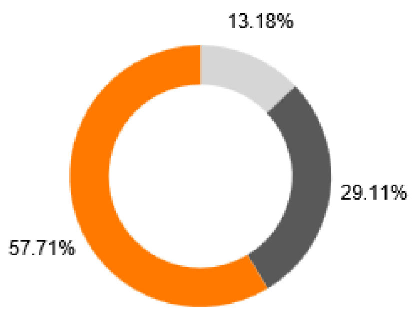
At December 31, 2024, Orange SA's share capital, based on the number of issued shares at that date, amounted to 10,640,226,396 euros, divided into 2,660,056,599 ordinary shares with a par value of 4 euros each.

At December 31, 2024, the share capital and voting rights of Orange SA broke down as follows:

Share capital ownership



Voting rights allocation



Float
State, directly or in concert with Bpifrance Participations
Treasury shares
Employees of the Group under the Group Savings Plan or in registered form

Share capital ownership

	2024
	100%
Float	68.70%
State, directly or in concert with Bpifrance Participations	22.95%
Employees of the Group under the Group Savings Plan or in registered form	8.28%
Treasury shares	0.07%

Voting rights allocation

	2024
	100%
Float	57.71%
State, directly or in concert with Bpifrance Participations	29.11%
Employees of the Group under the Group Savings Plan or in registered form	13.18%
Treasury shares	-

16.1 Changes in share capital

No new shares were issued during the 2024 fiscal year.

16.2 Treasury shares

As authorized by the Shareholders' Meeting of May 22, 2024, the Board of Directors instituted a new Share Buyback Program (the 2024 Buyback Program) and canceled the 2023 Buyback Program, with immediate effect. This authorization is granted for a period of 18 months from the aforementioned Shareholders' Meeting. The 2024 Buyback Program is described in the Orange Universal Registration Document (URD) filed with the French Financial Markets Authority (*Autorité des marchés financiers* – AMF) on March 28, 2024.

(in number of shares)	December 31, 2024	December 31, 2023	December 31, 2022
Free share award plans[1]	1,835,000	1,664,145	1,285,171
Liquidity contract	1,000	764,998	680,000
Total treasury shares	**1,836,000**	**2,429,143**	**1,965,171**

(1) Orange repurchased shares mainly under the Long-Term Incentive Plans (LTIP) (see Note 7.3).

Accounting policies

Treasury shares are recorded as a deduction from equity, at acquisition cost. Gains and losses arising from the sale of treasury shares are recognized in consolidated reserves, net of tax.

16.3 Dividends

Full Year	Approved by	Description	Dividend per share (in euro)	Payout date	Payment method	Total (in millions of euros)
2024	Board of Directors Meeting on July 23, 2024	2024 interim dividend	0.30	December 5, 2024	Cash	797
	Shareholders' Meeting on May 22, 2024	Balance for 2023	0.42	June 6, 2024	Cash	1,117
Total dividends paid in 2024						**1,915**
2023	Board of Directors Meeting on July 25, 2023	2023 interim dividend	0.30	December 6, 2023	Cash	798
	Shareholders' Meeting on May 23, 2023	Balance for 2022	0.40	June 7, 2023	Cash	1,064
Total dividends paid in 2023						**1,862**
2022	Board of Directors Meeting on July 27, 2022	2022 interim dividend	0.30	December 7, 2022	Cash	797
	Shareholders' Meeting on May 19, 2022	Balance for 2021	0.40	June 9, 2022	Cash	1,063
Total dividends paid in 2022						**1,861**
2021	Board of Directors Meeting on July 28, 2021	2021 interim dividend	0.30	December 15, 2021	Cash	797
	Shareholders' Meeting on May 18, 2021	Balance for 2020	0.50	June 17, 2021	Cash	1,330
Total dividends paid in 2021						**2,127**

The amount available to provide a return to shareholders in the form of dividends is calculated on the basis of the total net income and retained earnings, under French GAAP, of the entity Orange SA, the Group's parent company.

16.4 Subordinated notes

Nominal value of subordinated notes

Issues and repurchases of subordinated notes are presented below:

Initial issue date	Initial nominal value (in millions of currency)	Initial nominal value (in millions of euros)	Initial currency	Rate	December 31, 2022 (in millions of euros)	Issue Redemption	December 31, 2023 (in millions of euros)	Issue Redemption	December 31, 2024 (in millions of euros)	Residual nominal value (in millions of euros)
2/7/2014	1,000	1,000	EUR	5.25%	1,000	(1,000)	-	-	-	-
10/1/2014	1,250	1,250	EUR	5.00%	1,250	-	1,250	(150)	1,100	1,100
10/1/2014	600	771	GBP	5.75%	-	-	-	-	-	-
4/15/2019	1,000	1,000	EUR	2.38%	1,000	-	1,000	(550)	450	450
9/19/2019	500	500	EUR	1.75%	500	-	500	-	500	500
10/15/2020	700	700	EUR	1.75%	700	-	700	-	700	700
5/11/2021	500	500	EUR	1.38%	500	-	500	-	500	500
4/18/2023	1,000	1,000	EUR	5.38%	-	1,000	1,000	-	1,000	1,000
4/10/2024	700	700	EUR	4.50%	-	-	-	700	700	700
Issues and purchases of subordinated notes					**4,950**	**-**	**4,950**	**0**	**4,950**	

All notes, listed on Euronext Paris, are deeply subordinated notes (senior compared to ordinary shares) i.e.: the holders will only be remunerated (whether for the nominal, interest or any other amount) after all other creditors, including holders of participating loans and securities, simply subordinated or not, representing a claim on Orange.

At each interest payment date, remuneration may be either paid or deferred, at the option of the issuer. Deferred coupons are capitalized and become due and payable in full under certain circumstances defined contractually and under the control of Orange.

Gains (losses) on disposal, premiums and issuance costs related to issues/repurchases of subordinated notes are presented under "reserves" in equity.

The Group understands that some rating agencies assign an "equity" component from 0 to 50% to capital instruments.

Issues and purchases of subordinated notes

- On February 7, 2014, as part of its EMTN (Euro Medium Term Notes) program, Orange issued the equivalent of 2.8 billion euros of deeply subordinated notes, in euros and in pounds sterling, in three tranches:
  - 1 billion euros with a fixed annual coupon of 4.25% (entire tranche repurchased in 2019),
  - 1 billion euros with a fixed annual coupon of 5.25%, and
  - 650 million pounds sterling (782 million euros at the ECB fixing price on the issue date), with a fixed annual coupon of 5.875% (entire tranche repurchased in 2020 and 2021).

  A revision of interest rates based on market conditions was provided for contractually on each call option exercise date. Orange had a call option on each of these tranches respectively from February 7, 2020, February 7, 2024, and February 7, 2022 and upon the occurrence of certain contractually defined events.

  Step-up clauses provide for coupon adjustments of 0.25% in 2025 and an additional 0.75% in 2040 for the first tranche, 0.25% in 2024 and an additional 0.75% in 2044 for the second tranche, and 0.25% in 2027 and an additional 0.75% in 2042 for the third tranche.

  This issuance was the subject of a prospectus approved by the AMF (visa no. 14-036).

  On April 5, 2023, Orange launched an offer to repurchase the entire existing second and final tranche. On April 18, 2023, following this offer, the Group was able to repurchase 802 million euros of these subordinated notes. The nominal amount remaining in circulation after this repurchase amounts to 198 million euros. On December 13, 2023, Orange announced its intention to exercise its option on February 7, 2024 to repurchase the remaining outstanding amount of 198 million euros. As a result, the remaining outstanding amount was reclassified to current financial liabilities at December 31, 2023 and reimbursed in February 2024.

- On October 1, 2014, as part of its EMTN program, Orange issued the equivalent of 3 billion euros of deeply subordinated notes, in euros and pounds sterling, in three tranches:
  - 1 billion euros with a fixed annual coupon of 4% (entire tranche repurchased in 2019 and 2021),
  - 1.25 billion euros with a fixed annual coupon of 5%, and
  - 600 million pounds sterling (771 million euros at the ECB fixing price on the issue date), with a fixed annual coupon of 5.75% (entire tranche repurchased between 2020 and 2022).

  A revision of interest rates based on market conditions is provided for contractually on each call option exercise date. Orange has a call option on each of these tranches respectively from October 1, 2021, October 1, 2026, and April 1, 2023 and upon the occurrence of certain contractually defined events.

  Step-up clauses provide for coupon adjustments of 0.25% in 2026 and an additional 0.75% in 2041 for the first tranche, 0.25% in 2026 and an additional 0.75% in 2046 for the second tranche, and 0.25% in 2028 and an additional 0.75% in 2043 for the third tranche.

  This issuance was the subject of a prospectus approved by the AMF (visa no. 14-525).

  On March 27, 2024, Orange launched an offer to repurchase part of the existing second tranche. On April 5, 2024, following this offer, the Group was able to repurchase 150 million euros of these subordinated notes. The nominal amount remaining in circulation after this repurchase amounts to 1.1 billion euros.

- On April 15, 2019, as part of its EMTN program, Orange issued the equivalent of 1 billion euros of deeply subordinated notes.

  A revision of interest rates based on market conditions is provided for contractually on each call option exercise date. Orange has a call option on this tranche from April 15, 2025 (first date for the revision of the rates of the tranche in question) and upon the occurrence of certain contractually defined events.

  Step-up clauses provide for a coupon adjustment of 0.25% in 2030 and an additional 0.75% in 2045.

  This issuance was the subject of a prospectus approved by the AMF (visa no. 19-152).

  On March 27, 2024, Orange launched an offer to repurchase part of that issuance. On April 5, 2024, following this offer, the Group was able to repurchase 550 million euros of these subordinated notes. The nominal amount remaining in circulation after this repurchase amounts to 450 million euros.

- On September 19, 2019, as part of its EMTN program, Orange issued the equivalent of 500 million euros of deeply subordinated notes.

  A revision of interest rates based on market conditions is provided for contractually on each call option exercise date. Orange has a call option on this tranche from March 19, 2027 (first date for the revision of the rates of the tranche in question) and upon the occurrence of certain contractually defined events.

  Step-up clauses provide for a coupon adjustment of 0.25% in 2032 and an additional 0.75% in 2047.

  This issuance was the subject of a prospectus approved by the AMF (visa no. 19-442).

- On October 15, 2020, as part of its EMTN program, Orange issued the equivalent of 700 million euros of deeply subordinated notes.

  A revision of interest rates based on market conditions is provided for contractually from October 15, 2028. Orange has a call option on this tranche from July 15, 2028 (first date for the revision of the rates of the tranche in question) and upon the occurrence of certain contractually defined events.

  Step-up clauses provide for a coupon adjustment of 0.25% in 2033 and an additional 0.75% in 2048.

  This issuance of subordinated notes was the subject of a prospectus approved by the AMF (visa no. 20-509).

- On May 11, 2021, as part of its EMTN program, Orange issued the equivalent of 500 million euros of deeply subordinated notes with a coupon of 1.375% until the first adjustment date.

  A revision of interest rates based on market conditions is provided for contractually from May 11, 2029.

  Step-up clauses provide for a coupon adjustment of 0.25% in 2034 and an additional 1.00% in 2049.

  Orange has a call option on this tranche from May 11, 2029 (first date for the revision of the rates of the tranche in question) and upon the occurrence of certain contractually defined events.

  This issuance of subordinated notes was the subject of a prospectus approved by the AMF on May 7, 2021 (visa no. 21-141).

- On April 18, 2023, as part of its EMTN program, Orange issued 1 billion euros of subordinated notes with an annual fixed coupon of 5.375%.

  A revision of interest rates based on market conditions is provided for contractually from 2030.

  Orange has a call option on this tranche from January 18, 2030 and upon the occurrence of certain contractually defined events.

  Step-up clauses provide for a coupon adjustment of 0.25% from 2035 and an additional 0.75% from 2050.

  This issuance of subordinated notes was the subject of a prospectus approved by the AMF (visa no. 23-094).

- On April 10, 2024, Orange issued 700 million euros of perpetual subordinated notes with a fixed annual coupon of 4.50%.

  A revision of interest rates based on market conditions is provided for contractually from 2031.

  Orange has a call option on this tranche from December 15, 2030 and upon the occurrence of certain contractually defined events.

  Step-up clauses provide for a coupon adjustment of 0.25% from 2036 and an additional 1.00% from 2051.

  This issuance of subordinated notes was the subject of several prospectuses approved by the AMF (visa nos. 23-204, 23-367, 24-063 and 24-091).

The amount presented in the “subordinated notes” column of the consolidated statements of changes in shareholders’ equity of 4,950 million euros corresponds to the nominal amount recorded at historical value (the bonds denominated in pounds sterling have been fully repaid in early 2023).

Subordinated notes remuneration

The remuneration of holders is recorded in equity five working days before the annual payment date, unless Orange exercises its right to defer the payment.

The tax impact relating to the remuneration of subordinated notes is recorded through profit or loss in the period.

Since their issuance, Orange has not exercised its right to defer the coupon payments related to subordinated notes.

The remuneration of subordinated notes is as follows:

Initial issue date	Initial nominal value (in millions of currency)	Initial nominal value (in millions of euros)	Initial currency	Rate	2024		2023		2022	
					(in millions of currency)	(in millions of euros)	(in millions of currency)	(in millions of euros)	(in millions of currency)	(in millions of euros)
2/7/2014	1,000	1,000	EUR	5.25%	-	-	(71)	(71)	(53)	(53)
10/1/2014	1,250	1,250	EUR	5.00%	(59)	(59)	(63)	(63)	(63)	(63)
10/1/2014	600	771	GBP	5.75%	-	-	-	-	(41)	(49)
4/15/2019	1,000	1,000	EUR	2.38%	(24)	(24)	(24)	(24)	(24)	(24)
9/19/2019	500	500	EUR	1.75%	(9)	(9)	(9)	(9)	(9)	(9)
10/15/2020	700	700	EUR	1.75%	(12)	(12)	(12)	(12)	(12)	(12)
5/11/2021	500	500	EUR	1.38%	(7)	(7)	(7)	(7)	(7)	(7)
4/18/2023	1,000	1,000	EUR	5.38%	(54)	(54)	-	-	-	-
4/10/2024	700	700	EUR	4.50%	-	-	-	-	-	-
Subordinated notes remuneration classified in equity						**(164)**		**(185)**		**(215)**
Remuneration of subordinated notes reclassified as short--term borrowings						**(10)**		**8**		**2**
Subordinated notes remuneration paid						**(175)**		**(177)**		**(213)**

The tax effects from the conversion of subordinated notes whose par value is denominated in pounds sterling, and from the gains and losses on disposal, premiums and issuance costs on subordinated notes that have been refinanced, are presented under “other movements” in the consolidated statement of changes in shareholders’ equity.

Accounting policies

Subordinated notes

The Group issued subordinated notes in several tranches.

These instruments have no maturity and the coupon settlement may be deferred at the option of the issuer. They are booked in equity.

As equity instruments are recognized at historical value, the tranche denominated in foreign currency is never remeasured. Where appropriate, a translation adjustment impact is booked in equity when a call option is exercised.

The remuneration of holders is recorded directly in equity at the time of the decision to pay the coupons.

The tax impact related to the remuneration is accounted for through profit or loss, and that related to the remeasurement of the foreign currency portion is accounted for in equity.

Equity component of perpetual bonds redeemable for shares (*TDIRA*s) (see Note 14.4)

The equity component is determined as the difference between the fair value of the instrument taken as a whole and the fair value of the debt component. The equity component thus determined and recognized at inception is not subsequently re-measured and remains in equity, even when the instrument is extinguished.

16.5 Translation adjustments

(in millions of euros)	2024	2023	2022
Gain (loss) recognized in other comprehensive income during the period	(34)	(29)	(370)
Reclassification to net income for the period	3	1	(4)
Total transaction adjustments in the consolidated statement of comprehensive income	**(30)**	**(28)**	**(374)**

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Egyptian pound[(1)]	(1,080)	(872)	(730)
Polish zloty	839	799	603
Leone	(236)	(244)	(217)
Slovak Koruna	220	220	220
Other	(60)	(190)	(134)
Total translation adjustments	**(316)**	**(286)**	**(258)**
o/w share attributable to the owners of the parent company	(608)	(526)	(455)
o/w share attributable to non-controlling interests	292	240	198

(1) Includes the effects of the devaluation of the Egyptian pound for the fiscal years disclosed.

Accounting policies

The functional currency of foreign operations located outside the euro area is generally the local currency, unless the major cash flows are made with reference to another currency (such as the Orange Romania – euros and in the Democratic Republic of the Congo – American dollars).

The financial statements of foreign operations whose functional currency is neither the euro nor the currency of a hyper-inflationary economy are translated into euros (the Group's presentation currency) as follows:

- assets and liabilities are translated at the year-end rate;
- items in the income statement are translated at the average rate for the period;
- the translation adjustment resulting from the use of these different rates is included in other comprehensive income.

Translation adjustments are reclassified to profit or loss when the entity disposes or partially disposes (loss of control, loss of joint control, loss of significant influence) of its interest in a foreign operation through the sale, liquidation, repayment of capital or discontinuation of all, or part of, that activity. The decrease in the carrying value of a foreign operation, either due to its own losses or because of the recognition of an impairment loss, does not result in a reclassification through profit or loss of the accumulated translation adjustments.

Reclassification of translation adjustments is presented in profit or loss within:

- net income of discontinued operations, when a line of business or major geographical area is disposed of;
- gains and losses on disposal of fixed assets, investments and activities, when other businesses are disposed of.

16.6 Non-controlling interests

The data presented below concern all entities of the following groups:

(in millions of euros)	2024	2023	2022
Credit part of net income attributable to non-controlling interests (a)	599	518	509
o/w Sonatel and its subsidiaries	*360*	*320*	*269*
o/w Orange Polska and its subsidiaries	*108*	*73*	*94*
o/w Orange Côte d'Ivoire and its subsidiaries	*46*	*48*	*50*
o/w Médi Telecom and its subsidiaries	*42*	*33*	*33*
o/w Jordan Telecom and its subsidiaries	*25*	*28*	*29*
o/w Orange Belgium and its subsidiaries	-	-	*20*
Debit part of net income attributable to non-controlling interests (b)	(47)	(67)	(38)
o/w Orange Romania and its subsidiaries	*(41)*	*(48)*	*(33)*
o/w Orange Belgium and its subsidiaries	*(1)*	*(15)*	-
Total part of net income attributable to non-controlling interests (a) + (b)	**552**	**451**	**471**
Credit part of comprehensive income attributable to non-controlling interests (a)	649	540	524
o/w Sonatel and its subsidiaries	*379*	*307*	*263*
o/w Orange Polska and its subsidiaries	*117*	*114*	*114*
o/w Orange Côte d'Ivoire and its subsidiaries	*49*	*47*	*52*
o/w Médi Telecom and its subsidiaries	*48*	*36*	*24*
o/w Jordan Telecom and its subsidiaries	*40*	*21*	*39*
o/w Orange Belgium and its subsidiaries	-	-	*19*
Debit part of comprehensive income attributable to non-controlling interests (b)	(46)	(70)	(37)
o/w Orange Romania and its subsidiaries	*(41)*	*(51)*	*(31)*
o/w Orange Belgium and its subsidiaries	*(1)*	*(16)*	-
Total part of comprehensive income attributable to non-controlling interests (a) + (b)	**602**	**470**	**487**

(in millions of euros)	2024	2023	2022
Dividends paid to non-controlling interests	**396**	**381**	**328**
o/w Sonatel and its subsidiaries	*211*	*208*	*185*
o/w Orange Polska and its subsidiaries	*72*	*50*	*35*
o/w Orange Côte d'Ivoire and its subsidiaries	*55*	*53*	*51*
o/w Jordan Telecom and its subsidiaries	*26*	*25*	*18*
o/w Médi Telecom and its subsidiaries	*19*	*34*	*33*

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Credit part of equity attributable to non-controlling interests (a)	3,404	3,285	3,183
o/w Orange Polska and its subsidiaries	*1,359*	*1,313*	*1,250*
o/w Sonatel and its subsidiaries	*1,172*	*1,008*	*907*
o/w Orange Côte d'Ivoire and its subsidiaries	*242*	*247*	*253*
o/w Jordan Telecom and its subsidiaries	*203*	*189*	*193*
o/w Orange Belgium and its subsidiaries	*191*	*149*	*155*
o/w Médi Telecom and its subsidiaries	*171*	*142*	*140*
o/w Orange Romania and its subsidiaries	-	*163*	*217*
Debit part of equity attributable to non-controlling interests (b)	(16)	(11)	(11)
o/w Orange Romania and its subsidiaries	*(5)*	-	-
Total equity attributable to non-controlling interests (a) + (b)	**3,388**	**3,274**	**3,172**

Accounting policies

Commitments to purchase non-controlling interests ("put options")

When the Group grants firm or contingent commitments to purchase holdings from non-controlling shareholders, the carrying value of the non-controlling interests is reclassified to financial debt.

When the amount of the commitment exceeds the amount of the non-controlling interests, the difference is recorded as a reduction in equity attributable to the owners of the parent company. Financial debt is remeasured at each reporting period end in accordance with the contractual arrangements (at fair value or at present value if fixed price) and, in the absence of any guidance provided by IFRS, with a counterparty in net finance costs.

Non-controlling interests that are debtors

Total comprehensive income of a subsidiary is attributed to the owners of the parent company and to the non-controlling interests. In accordance with IFRS 10, this can result in the non-controlling interests having a deficit balance.

Transactions with shareholders of a controlled entity

Each transaction with minority shareholders of an entity controlled by the Group, when not resulting in a loss of control, is accounted for as an equity transaction with no effect on consolidated comprehensive income.

16.7 Earnings per share

Net income

The Group net income used to calculate basic and diluted earnings per share is determined according to the following method:

(in millions of euros)	2024	2023	2022
Net income - basic	**2,350**	**2,440**	**2,146**
Effect of subordinated notes	(176)	(175)	(200)
Net income attributable to the owners of the parent company - basic (adjusted)	**2,173**	**2,265**	**1,946**
o/w net income of continuing operations	1,967	2,062	1,901
o/w net income of discontinued operations	207	203	45
Impact of dilutive instruments on net income:			
TDIRA	-	-	12
Net income attributable to the owners of the parent company - diluted	**2,173**	**2,265**	**1,957**
o/w net income of continuing operations	1,967	2,062	1,913
o/w net income of discontinued operations	207	203	45

Number of shares

The weighted average number of shares used to calculate the basic and diluted earnings per share is presented below:

(number of shares)	2024	2023	2022
Weighted average number of ordinary shares outstanding	**2,658,606,474**	**2,659,184,216**	**2,658,328,369**
Impact of dilutive instruments on number of ordinary shares:			
TDIRA	-	-	27,269,551
Free share award plans (LTIP)	1,220,026	1,336,982	1,233,198
Weighted average number of shares outstanding - diluted	**2,659,826,500**	**2,660,521,198**	**2,686,831,119**

The average market price of the Orange share is higher than the fair value adopted under the free share award plans for all periods presented (see Note 7.3). The number of shares corresponding to this difference was thus dilutive at the reporting date of the periods presented.

At December 31, 2024 (as at December 31, 2023), the *TDIRA*s are not included in the calculation of diluted net earnings per share since they are anti-dilutive.

Earnings per share

(in euros)	2024	2023	2022
Earning per share - basic	0.82	0.85	0.73
o/w earning per share of continuing operations	0.74	0.78	0.72
o/w earning per share of discontinued operations	0.08	0.08	0.02
Earning per share diluted	0.82	0.85	0.73
o/w earning per share of continuing operations	0.74	0.78	0.71
o/w earning per share of discontinued operations	0.08	0.08	0.02

Accounting policies

Earnings per share

The Group discloses both basic earnings per share and diluted earnings per share for continuing operations and discontinued operations:

- basic earnings per share are calculated by dividing net income for the year attributable to the shareholders of the Group, after deduction of the remuneration net of the tax to holders of subordinated notes, by the weighted average number of ordinary shares outstanding during the period;
- diluted earnings per share are calculated based on the same net income, adjusted for the finance cost of dilutive debt instruments, net of the related tax effect. The number of shares used to calculate diluted earnings per share takes into account the conversion into ordinary shares of potentially dilutive instruments outstanding during the period. These instruments are considered dilutive when they have the effect of reducing earnings per share of continuing operations.

When basic earnings per share are negative, diluted earnings per share are identical to basic earnings per share. In the event of a capital increase at a price lower than the market price, and in order to ensure comparability of the reporting periods shown, the weighted average numbers of shares outstanding in current and previous periods are adjusted. Treasury shares owned, which are deducted from the consolidated equity, do not enter into the calculation of earnings per share.

Note 17 Unrecognized contractual commitments (telecom activities)

Only the contractual commitments and off-balance sheet commitments of the entities controlled by the Group are presented below.

At December 31, 2024, Orange is not aware of having entered into any commitment that may have a material effect on its current or future financial position, other than the commitments mentioned in this note.

17.1 Operating activities commitments

(in millions of euros)	Total	Less than one year	From one to five years	More than five years
Operating activities commitments	**7,522**	**2,614**	**3,173**	**1,735**
Operating leases commitments	185	51	97	37
Handsets purchase commitments	730	715	12	3
Transmission capacity purchase commitments	432	129	155	148
Other goods and services purchase commitments	3,900	884	1,973	1,044
Investment commitments	922	512	395	15
Public Initiative Networks commitments(1)	61	7	21	33
Guarantees granted to third parties in the ordinary course of business	1,291	317	520	455

(1) Including unrecognized contractual commitments carried by Orange SA in the context of the roll-out of the High and Very High Speed network in France. The unrecognized contractual commitments relating to Orange Concessions' group are presented in Note 12.3.

Lease commitments

Lease commitments include property leases relating to contracts for which the underlying asset will be available after December 31, 2024 and leases for which the Group applies the exemptions allowed by IFRS 16 (see Note 10).

(in millions of euros)	Minimum future lease payments
Property lease commitments	**148**
o/w technical activities	*29*
o/w shops/offices activities	*118*

Maturities are set forth below:

(in millions of euros)	Minimum future lease payments	Less than one year	Between one and two years	Between two and three years	Between three and four years	Between four and five years	More than five years
Property lease commitments	**148**	39	21	21	20	10	37

Lease commitments correspond to the outstanding minimum future lease payments until the normal date of renewal of the leases or the earliest possible termination date.

Property lease commitments in France represent 64% of all property lease commitments.

Handsets purchase commitments

Handsets purchase commitments amount to 730 million euros at December 31, 2024 and correspond mainly to the balance of commitments relating to contracts signed in 2021.

Transmission capacity purchase commitments

Transmission capacity purchase commitments at December 31, 2024 represent 432 million euros. They include 299 million euros for the provision of satellite transmission capacity (the maturity of these commitments extends until 2040 depending on the contracts).

Other purchase commitments for goods and services

The Group's other purchase commitments for goods and services mainly relate to network operation and maintenance.

At December 31, 2024, these commitments include:

- energy purchase commitments for an amount of 947 million euros;
- hosting services for active equipment for mobile sites under a "built-to-suit" agreement for an amount of 410 million euros;
- commitments relating to co-financed and leased lines for an amount of 319 million euros;
- site management service contracts ("TowerCos") signed in Africa: these commitments represent an amount of 316 million euros;
- maintenance of submarine cables for which Orange has joint ownership or rights, for an amount of 219 million euros;
- purchase of broadcasting rights for an amount of 216 million euros;
- network maintenance for an amount of 138 million euros;
- commitments to partners in the fields of patronage and sports sponsorship for an amount of 47 million euros.

Investment commitments

At the end of December 2024, investment commitments amount to 922 million euros.

In addition of commitments expressed in monetary terms, the Group has made commitments to National Regulatory Authorities, such as ensuring a certain coverage of the population by its fixed and mobile networks, particularly in connection with the assignment of licenses and in respect of quality of service. These commitments will require capital expenditure in future years to roll out and enhance the networks. They are not shown in the above statement of commitments related to operating activities if they have not been expressed in monetary terms, which is usually the case. The Group has accordingly agreed to meet the following conditions:

In France:

- Orange and the French government announced on November 7, 2023 that they had reached a agreement on the widespread roll-out of fiber optic by 2025. In the AMII (*Appel à Manifestation d'Intention d'Investissement* – call for expression of investment interest) zone, this roll-out commitment has replaced the 2022 milestone of the L. 33-13 commitments (i.e. the second milestone of the commitments made in 2018). This proposal is based on the following elements:

  - by 2025, 1,120,000 premises in the entire AMII zone will be made connectable (which would represent 98.5% of connectable premises, including cases of blockage/refusal);
  - by 2024, 140,000 premises within the perimeter of 55 inter-municipality cooperation zones with the lowest FTTH coverage.

  In addition, a government order incorporating the terms of Orange's commitment was published on March 14, 2024, following an advisory opinion from Arcep (*Autorité de régulation des communications électroniques, des postes et de la distribution* presse – the French Electronic Communications, Postal and Print Media Distribution Regulatory Authority). This entails the following additional obligation:

  - all remaining buildings will be declared connectable on demand, excluding refusals and unless there are exceptional construction difficulties.
- when Arcep awarded several spectrum blocks in the 700 MHz and 3.5 GHz bands for the territories of Réunion and Mayotte in 2022:
  - a network coverage obligation of 7 predefined zones by 2025;
  - an obligation to provide two sites by 2024.
- the obligations included in the authorization to use 5G spectrum in mainland France in the 3.4–3.8 GHz band issued to Orange on November 12, 2020 are as follows:
  - the roll-out of sites (3,000 sites by the end of 2022, 8,000 sites by the end of 2024 and 10,500 sites by the end of 2025), 25% of which must be located in rural areas or industrial areas outside of very densely populated areas;
  - widespread availability of a 5G service at all sites by the end of 2030, an obligation that may be met either with the 3.4–3.8 GHz band or another band;
  - the provision of a speed of at least 240 Mbits/s per segment from 75% of sites by the end of 2022, 85% of sites by the end of 2024, 90% of sites by the end of 2025 and 100% of sites by the end of 2030;
  - coverage of the main highways by the end of 2025 and major roads by the end of 2027;
  - the provision of differentiated services and the activation of the IPv6 (Internet Protocol version 6) network protocol.

In addition, the commitments made by Orange to participate in the first stage of the procedure, which enabled it to obtain 50 MHz at a reserve price, became obligations in the authorization issued:

- from the end of 2023, Orange will have to provide a fixed offer from sites using the 3.5 GHz band and a fixed offer to cover premises that benefit from fixed-access radio network services;
- Orange will have to meet reasonable requests for the provision of services from private sector companies and public sector structures, provide indoor coverage, offer hosting for Mobile Virtual Network Operators (MVNOs) and be transparent about network failures and planned roll-outs.

- on January 14, 2018, the Orange group and the other French mobile operators signed an agreement (the "New Deal") to ensure better mobile coverage of the French mainland and particularly rural areas. This agreement includes enhanced coverage obligations, which are included for the 2018–2021 period in our existing licenses in the 900 MHz, 1,800 MHz and 2,100 MHz bands, and for the post-2021 period in the 900 MHz, 1,800 MHz and 2,100 MHz licenses awarded on November 15, 2018:
  - targeted programs for the improvement of coverage, with the coverage of 5,000 areas per operator by 2029;
  - the widespread roll-out of 4G by the end of 2020 on almost all existing mobile sites;
  - acceleration of the coverage of transportation routes, ensuring that the main roads and railways have 4G coverage;
  - the supply of a fixed 4G service and the extension of the service to 500 additional sites upon request from the government by 2020;
  - the widespread provision of telephone coverage indoors, proposing voice over Wi-Fi, SMS over Wi-Fi offers and on-demand offers involving the indoor coverage of buildings;
  - improved reception quality across France, particularly in rural areas, with good coverage (according to Arcep Decision no. 2016-1678 relating to publications providing information on mobile coverage) by 2024–2027.
- in 2015, in France, when the spectrum in the 700 MHz band were allocated:
  - coverage obligations in "priority roll-out areas" (40% of the country within 5 years, 92% within 12 years and 97.7% within 15 years) and in "white areas" (100% within 12 years), at the level of priority main roads (100% within 15 years) and at the level of the national rail network (60% within 7 years, 80% within 12 years and 90% within 15 years).
- in 2011, in France, when the spectrum in the 2.6 GHz and 800 MHz bands was allocated:
  - an optional commitment to host Mobile Virtual Network Operators (MVNOs) on certain technical and pricing terms under Full MVNO schemes;
  - a coverage obligation for mobile access with theoretical maximum download speeds of at least 60 Mbits/s per user (25% of the metropolitan territory within 4 years and 75% within 12 years for the 2.6 GHz band; 98% of the metropolitan territory within 12 years and 99.6% within 15 years for the 800 MHz band) which can be met by using both the allocated spectrum and other spectrum;
  - for the 800 MHz band, specifically: a coverage obligation in priority areas (40% of the country within 5 years, 90% within 10 years) with no obligation to provide roaming services, a coverage obligation in each department (90% within 12 years, 95% within 15 years) and an obligation to pool resources in communities covered by the "white area" program.

In Europe:

- when a 5G license in the 3.4–3.8 GHz band was awarded in Poland in 2023:
  - an obligation to build 3,800 network stations within 4 years;
  - an obligation to offer 5G services in towns with fewer than 80,000 inhabitants by building stations in these municipalities based on the size of the population;
  - coverage and network quality obligations to be met within a period of 7 years.
- when a 4G license was awarded in the 2,100 MHz band in Poland in 2022, a coverage obligation of 20% of the population with a minimum speed of 144 kbits/s.
- when licenses were awarded in the 700, 900, 1,800 and 2,100 MHz bands in Belgium in 2022:
  - a network coverage obligation of the population with an outdoor download quality of service of 6 Mbits/s (70% within 1 year, 99.5% within 2 years and 99.8% within 6 years);
  - a coverage obligation for 15 railway lines with a minimum speed of 10 Mbits/s for 98% of locations by the end of 2024.

- when two spectrum blocks were awarded in the 700 MHz band and one block in the 3.4–3.8 GHz band in Romania in 2022:
  - a network coverage obligation of 95% in 80 municipalities classified as “white areas” (60 municipalities within 4 years and 80 within 6 years);
  - an indoor network coverage obligation of 70% of the population with a minimum speed of 92 kbits/s in rural areas and 85 kbits/s in urban areas within 6 years;
  - a network coverage obligation of 95% of the modern railway network and highways including new projects under construction (85% within 4 years and 95% within 6 years);
  - a network coverage obligation of 85% of international airports with a minimum speed of 100 Mbits/s within 2 years;
  - an obligation to develop network stations allowing a minimum network speed of 100 Mbits/s nationwide (including 200 stations to be built in Bucharest within 2 years, 500 stations to be built outside Bucharest within 2 years, 1,200 stations to be built outside Bucharest within 4 years and 1,800 stations to be built outside Bucharest within 8 years).
- when a 5G license in the 700 MHz band was awarded in Slovakia in 2020:
  - an obligation to provide 5G services using a new radio access network within 2 years of the award;
  - a coverage obligation of 95% of the population of the regional capitals by the end of 2025, 90% of the population outside the regional capitals and 70% of the total population by the end of 2027.

In Africa & Middle East:

- during the 4G renewal license in the Central African Republic in 2024, an obligation to provide additional 4G coverage in 20 localities between 2025 and 2029;
- during the award of the 5G license in Senegal in 2023, Sonatel made a commitment to:
  - cover the strategic areas within a period of 18 months and towns with more than 100,000 inhabitants and regional capitals within a period of 2 years;
  - roll-out 500 5G sites by 2026, 1,400 5G sites by 2030 and cover the 9 main roads within a period of 10 years (including 5 within 8 years).
- when a 5G license in the 3,500 MHz band was awarded in Jordan in 2022, a coverage obligation of the main interests spots within 3 years, a coverage obligation of 50% of the population within 4 years and 75% within 9 years;
- when the 4G license was granted and the 2G and 3G licenses renewed in Burkina Faso in 2020, a coverage obligation of 60 new localities over 8 years and main roads over 6 years;
- when the 4G license was granted in Egypt in 2016, a coverage obligation of 4G for 11% of the population in 1 year, 42.5% in 4 years, 69.5% in 6 years and 70% in 10 years;

Non-compliance with these obligations could result in fines and other sanctions, ultimately including the withdrawal of licenses awarded. At December 31, 2024, management believes that the Group is able to fulfill these commitments to the government authorities.

Guarantees granted to third parties in the ordinary course of business

Commitments made by the Group to third parties in the ordinary course of business represent 1,291 million euros at December 31, 2024. They include 453 million euros of performance guarantees granted to some of its Orange Business' customers, in particular in the context of network security and remote access.

The amount of other guarantees granted by the Group to third parties (financial institutions, partners, customers and government agencies) to cover the performance of the contractual obligations of non-consolidated entities is not material. Guarantees granted by the Group to cover the performance of the contractual obligations of the consolidated subsidiaries are not considered as unrecognized contractual commitments, as they would not increase the Group’s commitments by comparison with the underlying obligations of the consolidated subsidiaries.

17.2 Consolidation scope commitments

Asset and liability warranties granted in relation to disposals

Under the terms of disposal agreements between Group companies and the acquirers of certain assets, the Group is subject to warranty clauses relating to assets and liabilities. Nearly all material disposal agreements provide for caps on these warranties.

At December 31, 2024, the main warranties in effect are as follows:

- fundamental warranties granted to the co-shareholder Lorca of the new MásOrange entity in connection with the loss of exclusive control of Orange Espagne and its subsidiaries on March 26, 2024, expiring 60 days after the end of the longest applicable limitation period. These guarantees are granted reciprocally by the parties;
- warranties granted to the Canal+ group in connection with the disposal of OCS and Orange Studio on January 31, 2024, including a non-compete agreement for OCS and Orange Studio activities and a commitment to execute the new contract between OCS and Orange, which will expire 3 years and 4 years respectively after the transaction date;

- fundamental warranties granted to the HIN consortium (made up of La Banque des Territoires, Caisse des Dépôts, CNP Assurances and EDF) in connection with the disposal of Orange Concessions (50% of the capital sold in 2021), expiring 3 years after the date of the transaction, and tax warranties expiring 60 days after the end of the statutory limitation periods;
- warranties granted to the APG group in connection with the disposal of the FiberCo in Poland (50% of the capital sold in 2021), which will expire at the end of 18 months, with the exception of fundamental and tax warranties, which will expire after 6 and 7 years, respectively;
- miscellaneous standard warranties granted to acquirers of real estate sold by the Group.

Orange believes that the risk of all these warranties being enforced is remote or that the potential consequences of their being enforced are not material with respect to the Group's results and financial position.

Asset and liability warranties received in relation to acquisitions

Under the terms of acquisition agreements between Group companies and the transferors of certain assets, the Group has received warranty clauses relating to assets and liabilities. Nearly all material acquisition agreements provide for caps on these warranties.

At December 31, 2024, the main warranties in effect are as follows:

- standard and specific capped warranties obtained from Hellenic Telecommunications Organization S.A. in connection with the acquisition of Telekom Romania Communications, which expired on March 31, 2023 (with respect to general representations and warranties) and will expire on September 30, 2028 (with respect to fundamental warranties). Some specific capped allowances have also been obtained, for up to 10 years;
- standard and specific capped warranties obtained from Nethys in connection with the acquisition of VOO, which will expire on June 2, 2028 for the fundamental warranties. Some specific capped allowances have also been obtained, for up to 7 years.

Commitments relating to securities

Under the terms of agreements with third parties, Orange can make or receive commitments to purchase or to sell securities. The ongoing commitments at December 31, 2024 are not likely to have material impacts on the Group's financial position.

Orange Tunisie

Under the terms of the shareholders' agreement with the company Investec dated May 20, 2009, Orange has a call option giving it the right to purchase at market value 1% of the share capital of Orange Tunisie plus one share, subject to regulatory authorizations. If this option were exercised, Orange would take control of Orange Tunisie. Investec would then have the right to sell to Orange 15% of the share capital of Orange Tunisie at market value.

Orange Concessions

Under the terms of the shareholders' agreement signed on March 27, 2021, which became effective on November 3, 2021, with the HIN consortium, Orange has a call option that can be exercised from fiscal year 2026 enabling it to acquire at market value 1% of the voting rights of Orange Concessions, subject to the award of the authorizations.

FiberCo in Poland

Under the terms of the shareholders' agreement with APG Group signed on April 11, 2021, Orange has a call option that can be exercised from fiscal year 2027 giving it the right to purchase at market value 1% of the share capital of Światłowód Inwestycje Sp.z o.o., subject to the award of the authorizations.

17.3 Financing commitments

The Group's main commitments related to financial payables are set out in Note 15.

Orange has pledged (or given as guarantees) certain investment securities and other assets to financial lending institutions or used them as collateral to cover bank loans and credit facilities.

Guarantees granted to some lenders to finance consolidated subsidiaries are not set out below.

Assets covered by commitments

The items presented below do not include the impact of the regulation on the transferability of the assets or the possibility of contractual restrictions in network asset sharing agreements.

At December 31, 2024 Orange has no material pledges on its subsidiaries' securities.

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Assets held under leases	685	1,230	1,134
Non-current pledged, mortgaged or receivership assets(1)	1	2	20
Collateralized current assets	2	2	2
Total	**688**	**1,233**	**1,157**

(1) Non-current pledged, mortgaged or receivership assets are shown excluding cash collateral deposits, which are presented in Note 14.

At December 31, 2024, non-current pledged or mortgaged assets comprise the following assets given as guarantees:

(in millions of euros)	Total in statement of financial position (a)	Amount of asset pledged, mortgaged or receivership (b)	Percentage (b)/(a)
Intangible assets, net (excluding goodwill)	12,454	-	-
Property, plant and equipment, net	30,417	1	0%
Non-current financial assets	1,298	-	-
Other(1)	33,721	-	-
Total	**77,889**	**1**	**0%**

(1) Mainly includes net goodwill, interests in associates, net deferred tax assets, non-current derivatives assets and rights-of-use.

Note 18 Mobile Financial Services activities

18.1 Events related to Orange Bank closure plan in Europe

As part of its closure plan launched in 2023, Orange and BNP Paribas signed several agreements in 2024 to formalize their collaboration and offer a banking continuity solution for their clients in France and Spain.

On February 16, 2024, Orange Bank concluded a referral agreement with BNP Paribas (through its brand Hello bank!) to offer Orange Bank customers in France an alternative to terminating their banking relationship, enabling them to be introduced to a third-party bank under negotiated conditions.

Similarly, on the same date, the Spanish branch concluded a referral agreement with BNP Paribas Personal Finance, through its brand Cetelem, for its daily banking activities.

These agreements, along with all actions undertaken by Orange Bank, enabled the closure of all customer accounts in France and Spain as of December 31, 2024. In parallel, the Spanish branch of Orange Bank sold all of its credit and consumer loan portfolios to Banco Cetelem during the first half of 2024. Orange Bank sold all of its credit portfolios in France to KKR during the second half of 2024. The loss from the sale of these credit portfolios, recorded in the sale result, was 196 million euros, with total proceeds from the sale amounting to 1,822 million euros.

Regarding the employee departure plan initiated in 2023 by Orange Bank, for which a provision was recognized as of December 31, 2023, please refer to Note 6.3.

Additionally, as part of the finalization of its closure plan in 2025, Orange Bank reviewed its portfolio management strategy to subsequently sell its assets.

During the execution of its closure plan, Orange Bank remains subject to the prevailing prudential supervision framework, despite the absence of activity.

18.2 Financial assets and liabilities of Mobile Financial Services

The financial statements of Mobile Financial Services activities were put into the format of Orange group's Consolidated Financial Statements and therefore differ from a presentation that complies with the banking format.

In order to improve the readability of financial statements and distinguish the performance of telecom activities from the performance of the Mobile Financial Services activities, the Notes related to financial assets and liabilities as well as financial income or expenses are split to respect these two business areas.

Thus Note 14 presents the assets, liabilities and results specific to telecom activities and Note 18 focuses on the financial assets and liabilities of Mobile Financial Services, as its financial result is not material.

The following table reconciles the contributive balances of assets and liabilities for each of these two scopes (intra-group transactions between telecom activities and Mobile Financial Services activities are not eliminated) with the consolidated statement of financial position at December 31, 2024.

(in millions of euros)	Orange Consolidated Financial Statements	o/w telecom activities	*Note*	o/w Mobile Financial Services	*Note*	o/w eliminations telecom activities / mobile financial services
Non-current financial assets related to Mobile Financial Services activities	**245**	-		245	*18.2.1*	-
Non-current financial assets	**1,270**	1,298	*14.7*	-		(27) (1)
Non-current derivatives assets	**917**	906	*14.8*	11	*18.2.3*	-
Current financial assets related to Mobile Financial Services activities	**343**	-		452	*18.2.1*	(109)(2)
Current financial assets	**3,063**	3,063	*14.7*	-		-
Current derivatives assets	**109**	109	*14.8*	-	*18.2.3*	-
Cash and cash equivalents	**8,766**	8,434	*15.3*	331		-
Total	**14,713**	**13,810**		**1,040**		**(136)**
Non-current financial liabilities related to Mobile Financial Services activities	**12**	-		40	*18.2.2*	(27) (1)
Non-current financial liabilities	**28,981**	28,981	*14.3*	-		-
Non-current derivatives liabilities	**231**	226	*14.8*	5	*18.2.3*	-
Current financial liabilities related to Mobile Financial Services activities	**625**	-		625	*18.2.2*	-
Current financial liabilities	**6,033**	6,142	*14.3*	-		(109)(2)
Current derivatives liabilities	**55**	55	*14.8*	-	*18.2.3*	-
Total	**35,938**	**35,404**		**670**		**(136)**

(1) Loan granted by Orange SA to Orange Bank.
(2) Subscription of an Orange Bank Negotiable European Commercial Paper with Orange SA for 100 million euros.

The Mobile Financial Services segment includes Orange Bank and other entities. As the contribution of other entities to the statement of financial position of Mobile Financial Services and therefore of the Group is not material, only Orange Bank data is presented in detail below.

Accounting policies

Since the concept of current or non-current does not exist in bank accounting, financial assets and liabilities related to loans and borrowings to customers or credit institutions (the ordinary activities of a bank) are classified as current for all periods presented.

With regard to other financial assets and liabilities, classification as current and non-current has been made in light of both the original intention of management and the nature of the assets and liabilities in question. For example, with regard to Orange Bank's other financial assets, since investments are managed by portfolio, only the transaction portfolios (financial assets at fair value through profit or loss) have been recorded as current financial assets.

The current and non-current classification reflects the maturity of the instruments and not the management intention.

18.2.1 Financial assets related to Orange Bank transactions (excluding derivatives)

The financial assets related to the transactions of Orange Bank break down as follows:

(in millions of euros)	December 31, 2024			December 31, 2023	December 31, 2022
	Non-current	Current	Total	Total	Total
Financial assets at fair value through other comprehensive income that will not be reclassified to profit or loss	**4**	**-**	**4**	**3**	**3**
Investments securities	4	-	4	3	3
Financial assets at fair value through other comprehensive income that may be reclassified to profit or loss	**21**	**0**	**21**	**32**	**296**
Debt securities	21	0	21	32	296
Financial assets at fair value through profit or loss	**15**	**-**	**15**	**38**	**50**
Cash collateral paid	15	-	15	29	42
Other	-	-	-	9	8
Financial assets at amortized cost	**205**	**452**	**657**	**3,397**	**3,021**
Fixed-income securities	205	1	206	225	310
Loans and receivables to customers	-	4	4	2,394	2,517
Loans and receivables to credit institutions	-	29	29	778	191
Other[1]	-	419	419	-	2
Total financial assets related to Orange Bank activities[2]	**245**	**452**	**697**	**3,471**	**3,370**

(1) Investment of cash surpluses, mainly with banking counterparties
(2) Decrease mainly related to the referral agreements for Orange Bank's customer portfolios in France and Spain, as presented in Note 18.1

Debt securities measured at fair value through other comprehensive income that will be reclassified to profit or loss

(in millions of euros)	2024	2023	2022
Debt securities measured at fair value through other comprehensive income that may be reclassified to profit or loss - in the opening balance	**32**	**296**	**441**
Acquisitions	-	-	405
Repayments and disposals	(15)	(266)	(538)
Changes in fair value	4	2	(12)
Other items	(0)	-	-
Debt securities measured at fair value through other comprehensive income that may be reclassified to profit or loss - in the closing balance	**21**	**32**	**296**

(in millions of euros)	2024	2023	2022
Profit (loss) recognized in other comprehensive income during the period	(0)	2	(2)
Reclassification in net income during the period	-	-	-
Other comprehensive income related to Orange Bank	**(0)**	**2**	**(2)**

Loans and receivables of Orange Bank

Loans and receivables of Orange Bank are composed of loans and receivables with customers and credit institutions.

In the context of adapting the bank's accounts into the Group's financial statements, the following are considered as loans and advances to customers: clearing account as well as amounts related to securities transactions on behalf of customers.

At December 31, 2024, Orange Bank only held non-material outstanding residual loans, after selling its portfolios in Spain during the first half-year and in France on September 2, in accordance with its plan to withdraw from banking activities.

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Overdrafts[1]	-	763	900
Housing loans	-	883	956
Investment loans	2	58	72
Installment receivables	-	604[2]	519[2]
Current accounts	-	6	28
Other	2	80	42
Total loans and receivables to customers	**4**	**2,394**	**2,517**
Overnight deposits and loans	-	695	83
Loans and receivables	-	38	44
Other	29	45	64
Total loans and receivables to credit institutions	**29**	**778**	**191**

(1) Until the first half of 2024, Orange Bank has been engaged in a self-subscribed securitization program of a personal credit portfolio amounting to approximately 540 million euros, initiated in October 2020.
(2) Purchase of Orange Espagne receivables.

Accounting policies

Financial assets

- Financial assets at fair value through profit or loss (FVR)

Certain equity securities which are not consolidated or equity-accounted and cash investments such as negotiable debt securities, deposits and money market UCITS, which are compliant with the Group's liquidity risk management policy, may be designated by Orange Bank as being recognized at fair value through profit or loss. These assets are recognized at fair value at initial recognition and subsequently. All changes in value are recorded in profit or loss.

- Financial assets at fair value through other comprehensive income that will not be reclassified to profit or loss (FVOCI)

Equity securities which are not consolidated or equity-accounted are, subject to exceptions, recognized as assets at fair value through other comprehensive income that will not be reclassified to profit or loss. They are recognized at fair value at initial recognition and subsequently. Temporary changes in value and gains (losses) on disposals are recorded as other comprehensive income that will not be reclassified to profit or loss.

- Financial assets at fair value through other comprehensive income that may be reclassified to profit or loss (FVOCIR)

Assets at fair value through other comprehensive income that may be reclassified to profit or loss mainly include investments in debt securities. They are recognized at fair value at initial recognition and subsequently. Temporary changes in value are recorded in other comprehensive income that may be reclassified to profit or loss. In case of disposal, the cumulative gain (or loss) recognized in other comprehensive income that may be reclassified to profit or loss is then reclassified to profit or loss.

- Financial assets at amortized cost (AC)

This category mainly comprises various loans and receivables as well as fixed-income securities held for the purpose of collecting contractual flows. These instruments are recognized at fair value at initial recognition and are subsequently measured at amortized cost using the effective interest method.

Impairment of financial assets

In accordance with IFRS 9, debt instruments classified as financial assets at amortized cost or as financial assets at fair value through other comprehensive income, lease receivables, financing commitments and financial guarantees given are systematically subject to impairment or a provision for an expected credit loss. These impairment losses and provisions are recorded as soon as loans are granted, commitments are concluded or bonds are purchased, without waiting for the appearance of an objective indication of impairment.

To do this, the financial assets concerned are divided into three categories according to the change in credit risk observed since their initial recognition and an impairment loss is recorded on the amount outstanding of each of these categories, as follows:

- Performing loans: the calculation of expected losses is made on a 12-month basis, and the financial income (interest) is calculated on the basis of the gross amount of the instrument;
- Impaired loans: if the credit risk has significantly deteriorated since the loans were recorded in the balance sheet, the expected losses, estimated over the duration of the loan, are recognized as an impairment or a provision and the financial income (interest) is calculated on the basis of the gross amount of the instrument;
- Doubtful loans: on impairment or a provision is recognized for the expected loss, estimated over the duration of the loan. The financial income is calculated on the basis of the amount of the instrument net of the impairment.

18.2.2 Financial liabilities related to Orange Bank transactions (excluding derivatives)

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Payables to customers	612(1)	2,601	1,787
Debts with credit institutions	2	215(2)	837
Deposit certificate	10	219	325
Cash collateral deposit	13	73	82
Other	28	66	112
Total Financial liabilities related to Orange Bank activities(3)	**665**	**3,173**	**3,143**

(1) Including 587 million euros from deposits collected via the German RAISIN platform.
(2) Decrease mainly related to repayment to the European Central Bank (TLTROs) of 601 million euros.
(3) Decrease mainly related to the referral agreements for Orange Bank's customer portfolios in France and Spain, as presented in Note 18.1.

Payables related to Orange Bank transactions are composed of customer deposits and bank's payables with credit institutions.

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Current accounts	12	527	680
Passbooks and special savings accounts	-	800	1,010
Term accounts	587	1,234	40
Other	14	40	57
Total payables to customers(1)	**612**	**2,601**	**1,787**
Term borrowings and advances	2	108	700
Securities delivered under repurchase agreements	-	107	137
Other	(0)	-	-
Total debts with credit institutions(1)	**2**	**215**	**837**

(1) Decrease mainly related to the referral agreements for Orange Bank's customer portfolios in France and Spain, as presented in Note 18.1.

At December 31, 2024, all Orange Bank's customer accounts in France and Spain have been closed. The amount shown on the balance sheet corresponds to the balance of outstanding amounts being returned to customers. Term accounts are made up of deposits collected from the RAISIN platform.

18.2.3 Derivatives of Orange Bank

Derivatives qualified as fair value hedges

At December 31, 2024, the main unmatured fair value hedges set up by Orange Bank concern the following interest rate swaps:

- 100 million euros in notional value (of which 100 million euros at more than four years), hedging a portfolio of French fungible Treasury bonds (*Obligations Assimilables du Trésor* – OAT) of the same amount and maturity. The fair value of these swaps at December 31, 2024 is 11 million euros;
- 20 million euros in notional value hedging a portfolio of French fungible Treasury bonds index-linked to consumer prices harmonized within the euro zone (*Obligations Assimilables du Trésor indexées sur l'inflation des prix de la zone euro* – OAT€i) of the same amount and maturity, i.e. 2030. The fair value of these swaps at December 31, 2024 is (5) million euros.

The ineffective portion of these hedges recognized in profit or loss in 2024 is not material.

Cash flow hedge derivatives

At March 4, 2022, Orange Bank documented a micro-hedge of its issuance of negotiable debt securities with interest rate swaps which, at the end of 2024, represented:

- 10 million euros in notional value, hedging negotiable debt securities issued by the bank, the fair value of which was almost zero at December 31, 2024.

18.3 Information on market risk management with respect to Orange Bank activities

Orange Bank has its own risk management system in accordance with banking regulations. In terms of banking regulation, Orange Bank is under the supervision of the French Prudential Supervision and Resolution Authority (*Autorité de contrôle prudentiel et de résolution* – ACPR) and must at all times comply with a capital requirement (*Pillar 2 requirement & Pillar 2 guidance*) in order to withstand the risks associated with its activities.

Orange Bank's activities expose it to most of the risks defined by the ordinance of November 3, 2014, relating to the internal control of companies in the banking, payment services and investment services sector subject to the control of the ACPR. The most significant of these risks are:

- credit risk and counterparty risk: the risk of loss incurred in the event of default by a counterparty or counterparties considered as the same beneficiary;
- liquidity risk: the risk that Orange Bank will not be able to meet its commitments or not be able to unwind or offset a position due to the market situation;

- operational risk: the risk resulting from an inadequacy or failure due to procedures, employees or internal systems or to outside events, including events that are unlikely to occur but that would incur a high risk of loss. Operational risk includes the risk of internal and external fraud and IT risk;
- interest rate risk: the risk incurred in the event of changes in interest rates impacting on-balance sheet and off-balance sheet transactions, excluding, where applicable, transactions exposed to market risk;
- non-compliance risk: the risk of judicial, administrative or disciplinary sanctions, material financial loss or damage to reputation, arising from non-compliance with provisions specific to banking and financial activities;
- concentration risk: the risk arising from excessive exposure to a counterparty, to a group of counterparties operating in the same economic sector or geographic area, or the application of credit risk reduction techniques, particularly collateral issued by a single entity;
- market risk: the risk of loss due to movements in market product prices.

The size of the bank and its moderate risk profile led to the choice of standard methods regarding the application of Regulation no. 575/2013 of the European Parliament and of the Council of June 26, 2013.

Orange Bank is not involved with complex products. For market transactions, the bank's Executive Committee sets the limits while the Risk Management Department monitors compliance with these limits and the quality of the authorized signatories.

In addition, the Bank has defined and regularly tests its business continuity system. The Bank has also undertaken, as comprehensively as possible, to identify and assess its operational risks, for which it also monitors occurrences.

In line with regulations, and in particular titles IV and V of the ordinance of November 3, 2014, the bank's Executive Committee, on the recommendation of the Risk Management Department, establishes the institution's risk policy, which is formalized through the risk appetite framework, and ensures its proper implementation.

The Risk Management Department also analyzes and monitors risk, carries out the necessary controls on the risk management system and reports on its activities to the risk monitoring committee, which meets every month. The Chief Risk Officer also reports on his activities on a quarterly basis to the Board of Directors' Risk Committee.

18.3.1 Credit risk and counterparty risk management

As part of the implementation of the closure plan, Orange Bank significantly reduced the size of its balance sheet at December 31, 2024 ((3) billion euros between December 31, 2023 and December 31, 2024). In France, this reduction took place thanks to the referral to Hello Bank! of customers holding a current account, the closing of the accounts of other customers and the transfer of consumer, real estate and professional loans to private investors. In Spain, the credit portfolios and the customers holding a current account have been transferred to Cetelem.

In this context, the Risk Management Department continued to adopt a prudent risk management and portfolio provisioning policy in 2024 until their disposal in accordance with IFRS 9. The cost of risk for the year was 9 million euros. At end-December 2024, the outstanding amount of (unsold) loans amounted to 12 million euros, mainly comprising impaired bad debt, with a provision coverage ratio of 95%. The cost of risk for Spain was considered to be zero in 2024.

18.3.2 Market and interest rate risk management

Orange Bank does not carry out proprietary trading operations. Its market activity mainly consists of investments to optimize liquidity management and purchases of interest rate hedges.

The securities portfolio's outstanding balance increased in 2024 due to the disposal of credit portfolios, which resulted in a temporary liquidity surplus. The market risk indicators remain stable and associated risks are not material. Note that Orange Bank has decided to change the classification from a securities portfolio to an investment portfolio (change in management intention). The change, approved by the Board of Directors, is not motivated by the seeking of opportunities or the exploitation of a particular market situation, but is an integral part of the anticipated disposal of the securities held.

Fixed-interest securities in investment portfolios are hedged. Orange Bank has no exposure classified as trading book. Interest rate risk was less than 1% of the CET1 ratio at December 31, 2024. Finally, the basic risk is not material.

18.3.3 Liquidity risk management

In 2024, Orange Bank continued to manage its liquidity prudently until the disposal of its credit portfolios which took place in September 2024. At end-December 2024, the bank's cash balance was in credit for 330 million euros. The net stable funding ratio (NSFR) is 306.33% and the LCR (short-term liquidity coverage ratio) is 685.45%.

Orange Bank continued to diversify its sources of financing through the RAISIN term accounts program in order to offset the drop in customer deposits. New subscriptions continued until January 2024 and deposits resumed in July and August 2024 to cover the liquidity risk associated with the delayed signing of the sale of the portfolios. Since September 2024, the amount outstanding in Raisin term accounts has been decreasing; it went from 1,185 million euros at December 31, 2023 to 587 million euros at December 31, 2024.

Furthermore, Orange Bank has chosen to partially invest its available liquidity in two cash transactions, entered into in September 2024 and December 2024, with a maturity date of March 2025 (total nominal amount of 310 million euros), and in an Orange SA issue purchase transaction entered into in December 2024, with a maturity date of January 2025 (nominal value of 100 million euros).

18.3.4 Operational risk management

At bank level, the operational risk guidance scope covers:

- operational risks carried by all the bank's activities (management, operating and support activities);
- operational risks from major and critical external service providers.

Operational risk management is the responsibility of the Permanent Control and Operational Risk Director, who reports to the Executive Director of Risk and Control, a member of the Management Committee, who in turn reports directly to an effective director of Orange Bank.

The operational risk management system is based on the collection of operational incidents and losses, risk mapping, scenario analyses and key risk indicators managed by the operational risk department and monitored within the context of risk appetite, and on the management of insurance policies covering the main types of risks faced by the bank. An inventory and collection of all of the bank's operational incidents (proven risks), including non-compliance, IT and security of information systems risks are in place. Incidents are reported as soon as they are detected by all bank employees in a dedicated IT tool.

Where non-compliance incidents are identified, the Operational Risks Department notifies the Compliance Department, which is responsible for monitoring and managing them.

The operational losses sustained by the entity amounted to 2 million euros in 2024, 2 million euros in 2023 and 3 million euro in 2022. The losses recorded in 2024 were mainly due to external fraud, particularly credit fraud, as well as, to a lesser extent, execution errors (amounts held in suspense accounts). Action plans have been drawn up in collaboration with the business lines to mitigate the various types of risk described above and to further secure the various processes, given the closure plan of the bank.

18.3.5 Non-compliance risk management

Orange Bank's Compliance function is part of the Compliance, Financial Security and Investment Services Compliance Department, whose Director is a member of the Executive Committee. This function is impartial and independent from the operational business lines to safeguard its objectivity. It is also a local function responsible for ensuring that all of the bank's business lines adhere to the compliance system.

The main mission of Compliance is to oversee the management of non-compliance risk. It ensures that the level of non-compliance risk to which Orange Bank is exposed is compatible with the guidelines and policies set by the Board of Directors in this area, as well as with the overall limits for financial, non-financial and operational risk (e.g. reputational risk, regulatory sanctions, etc.).

In this context, Compliance implements all actions aimed at ensuring compliance with the requirements of external and internal standards (organization, processes, procedures). These actions take place along the entire value chain, from the execution of transactions by the various business lines to their monitoring by Compliance.

As the first level of control, employees and their superiors identify the risks arising from their activity and comply with the procedures and limits set out in the General Procedures and operating procedures. They are in particular responsible for:

- implementing operational controls and first-level controls that can be formalized, tracked and reported on;
- formalizing and verifying compliance with the procedures for processing transactions, detailing the responsibilities of those involved and the types of controls carried out;
- verifying the compliance of transactions;
- implementing the recommendations drawn up by the second-level control functions for the first-level control system;
- reporting to and alerting second-level control functions. As the second level of control, Compliance verifies in particular that the risks have been identified, assessed and managed by the first level of control in accordance with the rules and procedures in place.

In particular, Compliance is responsible for overseeing:

- the compliance of transactions executed by employees in accordance with the laws, regulations and professional standards;
- the implementation of compliance recommendations by first-level control;
- the monitoring of the adoption of remedial action plans where non-compliance risks have been identified.

In addition, the compliance function within Orange Bank mainly consists of:

- producing and updating internal standards and procedures within its remit;
- advising and assisting operational business lines in their decision-making;
- raising awareness and training all employees on compliance issues, depending on the transactions they execute;
- reporting regularly to the supervisory authorities;
- regularly assessing non-compliance risk, mapping risks and fulfilling its duty to alert General Management;
- monitoring changes in the laws and regulations in coordination with the legal department in order to incorporate new standards into internal processes (general policies, charters, codes and operating procedures) and to inform employees and the various business lines of these changes;

- verifying, as a second-level control function, the implementation of administrative, legislative and regulatory provisions as well as professional or internal standards.

Compliance also covers the areas of financial security and data protection, which are, from an organizational viewpoint, managed respectively by the Head of Financial Security, who reports to the Director of Compliance, Financial Security and Investment Services Compliance (on financial security) and by the Data Protection Officer within the legal department.

In relation to training and raising employee awareness, the Human Resources Department training unit, in conjunction with Compliance, establishes and monitors employee training courses, which are the foundation of the compliance system. Mandatory training programs are organized for all new arrivals.

Similarly, all employees concerned attended a training course on anti-money laundering and terrorist financing and a Group training course on anti-corruption was delivered. Other mandatory and regulatory training has also been provided to the employees concerned.

18.3.6 Remaining term to maturity

The following table details the remaining terms of Orange Bank's financial assets and liabilities, calculated on the basis of the contractual maturity dates:

- maturity-by-maturity for amortizable transactions;
- for roll-over loans, since renewals cannot be presumed, the renewal dates are taken to be the final maturity dates;
- since the derivatives are interest rate swaps and forwards contract, they are not subject to any exchange of notional amounts. Their fair value has been broken down by maturity.

(in millions of euros)	Note	December 31, 2024	2025	2026 to 2029	2030 and beyond
Investments securities	18.2.1	4	4	-	-
Debt securities	18.2.1	21	21	-	-
Investments at fair value	18.2.1	-	-	-	-
Fixed-income securities	18.2.1	206	41	144	21
Loans and receivables to customers	18.2.1	4	4	-	-
Loans and receivables to credit institutions	18.2.1	29	29	-	-
Other financial assets and derivatives		433	422	11	-
Total financial assets		**697**	**521**	**155**	**21**
Payable to customers	18.2.2	612	492	120	-
Debts with credit institutions	18.2.2	2	2	-	-
Deposit certificate	18.2.2	10	10	-	-
Other financial liabilities and derivatives		41	13	-	28
Total financial liabilities		**665**	**517**	**120**	**28**

18.3.7 Fair value of financial assets and liabilities of Orange Bank

(in millions of euros)			December 31, 2024				
	Note	Classification under IFRS 9(1)	Book value	Estimated fair value	Level 1 and cash	Level 2	Level 3
Loans and receivables(2)	18.2.1	AC	452	452	-	452	-
Financial assets at amortized cost	18.2.1	AC	206	206	206	-	-
Financial assets at fair value through profit or loss	18.2.1	FVR	15	15	15	-	-
Debt securities	18.2.1	FVOCIR	21	21	21	-	-
Investments securities	18.2.1	FVOCI	4	4	4	-	-
Cash and cash equivalent(3)	18.2	AC	330	330	330	-	-
Financial liabilities related to Orange Bank activities	18.2.2	AC	(665)	(665)	-	(665)	-
Derivatives (net amount)(4)	18.2.3		6	6	-	6	-

(1) "AC" stands for "amortized cost," "FVR" stands for "fair value through profit or loss," "FVOCI" stands for "fair value through other comprehensive income that will not be reclassified to profit or loss," "FVOCIR" stands for "fair value through other comprehensive income that may be reclassified to profit or loss."
(2) Loans and receivables were remeasured using an actuarial method, taking into account the changes in interest rates.
(3) Includes only cash.
(4) The classification for derivatives depends on their accounting qualification.

(in millions of euros)			December 31, 2023				
	Note	Classification under IFRS 9(1)	Book value	Estimated fair value	Level 1 and cash	Level 2	Level 3
Loans and receivables(2)	18.2.1	AC	3,173	3,000	-	3,000	-
Financial assets at amortized cost	18.2.1	AC	225	209	209	-	-
Financial assets at fair value through profit or loss	18.2.1	FVR	38	37	37	-	-
Debt securities	18.2.1	FVOCIR	32	32	32	-	-
Investments securities	18.2.1	FVOCI	3	3	3	-	-
Cash and cash equivalent(3)	18.2	AC	79	79	79	-	-
Financial liabilities related to Orange Bank activities	18.2.2	AC	(3,173)	(3,173)	-	(3,173)	-
Derivatives (net amount)(4)			51	51	-	51	-

(1) "AC" stands for "amortized cost," "FVR" stands for "fair value through profit or loss," "FVOCI" stands for "fair value through other comprehensive income that will not be reclassified to profit or loss," "FVOCIR" stands for "fair value through other comprehensive income that may be reclassified to profit or loss."
(2) Loans and receivables were remeasured using an actuarial method, taking into account the changes in interest rates.
(3) Includes only cash.
(4) The classification for derivatives depends on their accounting qualification.

(in millions of euros)			December 31, 2022				
	Note	Classification under IFRS 9(1)	Book value	Estimated fair value	Level 1 and cash	Level 2	Level 3
Loans and receivables	18.2.1	AC	2,708	2,708	-	2,708	-
Financial assets at amortized cost	18.2.1	AC	313	313	313	-	-
Financial assets at fair value through profit or loss	18.2.1	FVR	50	50	50	-	-
Debt securities	18.2.1	FVOCIR	296	296	296	-	-
Investments securities	18.2.1	FVOCI	3	3	3	-	-
Cash and cash equivalent(2)	18.2	AC	79	79	79	-	-
Financial liabilities related to Orange Bank activities	18.2.2	AC	(3,143)	(3,143)	-	(3,143)	-
Derivatives (net amount)(3)			54	54	-	54	-

(1) "AC" stands for "amortized cost", "FVR" stands for "fair value through profit or loss", "FVOCI" stands for "fair value through other comprehensive income that will not be reclassified to profit or loss", "FVOCIR" stands for "fair value through other comprehensive income that may be reclassified to profit or loss".
(2) Includes only cash.
(3) The classification for derivatives depends on their accounting qualification.

18.4 Orange Bank's unrecognized contractual commitments

At December 31, 2024, Orange Bank is not aware of having entered into any commitment that may have a material effect on its current or future financial position, other than the commitments mentioned below.

Commitments given

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Financial commitments given to customers	**2**	**17**	**53**
Guarantee commitments	**-**	**5**	**5**
On behalf of credit institutions	-	3	3
On behalf of customers	-	2	2
Property lease commitments	-	-	-
Total	**2**	**22**	**59**

At December 31, 2024, Orange Bank is no longer granting now any commitments, in accordance with the closure plan.

Commitments received

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Received from credit institutions	-	1,284	932
Received from customers	-	68	76
Total	**-**	**1,352**	**1,008**

At December 31, 2024, Orange Bank is no longer benefiting from any commitments received, in accordance with the closure plan.

Assets covered by commitments

(in millions of euros)	December 31, 2024	December 31, 2023	December 31, 2022
Assets pledged as security to lending credit institutions as guarantees for bank loans	-	126	726
Total	**-**	**126**	**726**

Note 19 Litigation

This note presents all of the significant litigation in which the Group is involved with the exception of litigation relating to disputes between Orange and the tax or social security administrations over tax, income taxes or social security contributions. These litigation are described, respectively, in Notes 7.2 and 11.4, as appropriate.

At December 31, 2024, the provisions for risks recorded by the Group for all its litigation (except those presented in Notes 7.2 and 11.4) amount to 305 million euros (283 million euros at December 31, 2023 and 387 million euros at December 31, 2022). Orange believes that any disclosure of the amount of provisions on a case-by-case basis for ongoing disputes could seriously harm the Group's position. The balance and overall movements in provisions are presented in Note 6.2.

France

Mobile services

- As part of the compensation proceedings between Digicel and Orange (implementation of anti-competitive practices on the mobile and fixed-to-mobile markets in the French Caribbean and French Guiana in the early 2000s and sanctioned by the French Competition Authority in 2009), the Commercial Court of Paris ordered Orange to pay Digicel 346 million euros after interests discounting. In June 2020, the Paris Court of Appeal reversed the discounting method applied to the damages set forth in the judgment rendered by the Commercial Court of Paris and ordered Orange to pay Digicel 249 million euros. Following this judgment, Orange has been refunded 97 million euros. In March 2023, the French Supreme Court partially quashed and annulled the Paris Court of Appeal's ruling of June 2020 on the specific point of the progressive nature of the basis on which interests are applied to compensate for the cash flow loss associated with the discounting of the principal loss. Orange then referred the matter to the Court of Appeal, which, in February 2024, definitively acknowledged a reduction in favor of Orange of nearly 40% of the damages that had been granted to Digicel by the Commercial Court of Paris, enabling Orange to obtain a new refund of 26 million euros. The dispute continues over the accrued interest in the time between March 2023 and February 2024, to which Orange has asserted its claim.

Fixed services

- Following the final decision of the French Competition Authority to fine Orange 350 million euros for having implemented four anti-competitive practices in the "enterprise" market segment on December 17, 2015, several players, including Adista, filed actions for damages against Orange. By a judgment given in May 2024, the Commercial Court of Paris dismissed in its entirety the case brought by Adista, which was claiming nearly 21 million euros in damages from Orange. Adista appealed the decision in June 2024. The proceeding is ongoing before the Paris Court of Appeal.
- In the dispute between Bouygues Telecom and Orange before the Commercial Court of Paris regarding the quality of service of Orange's wholesale offers on the copper local loop, in which Bouygues Telecom was seeking damages estimated at 85 million euros, the Commercial Court of Paris dismissed Bouygues Telecom's claims in their entirety in June 2024. Bouygues Telecom appealed the decision in August 2024. The proceeding is ongoing before the Paris Court of Appeal.
- In June 2024, Bouygues Telecom brought a case against Orange before the Commercial Court of Paris to seek compensation for alleged damages of 35 million euros suffered as a result of Orange's failure to comply with its commitments made on the basis of Article L. 33-13 of the French Postal and Electronic Communications Code (*Code des postes et des communications électroniques*) relating to the fiber optic roll-out. Orange considers these claims to be unfounded. The proceedings are ongoing.
- In December 2023, Iliad brought a case against Orange before the Commercial Court of Paris to seek compensation for an alleged damages of 76 million euros in relation to the quality of service of Orange's wholesale offers on the copper local loop. Orange considers these claims to be unfounded. The proceedings are ongoing.
- On February 24, 2023, Bouygues Telecom and SDAIF (*Société de Développement pour l'Accès à l'Infrastructure Fibre*) brought an action against Orange before the Commercial Court of Paris regarding the mechanism for returning FTTH connections, which allows commercial telecom operators with access to Orange's fiber network to connect their end-customers themselves and have part of the cost of this connection returned to them when the line is taken over by a new commercial operator. Bouygues Telecom and SDAIF maintain that the mechanism put in place by Orange does not comply with the regulations and are claiming 125 million euros, revalued at the end of January 2024 at 152 million euros, corresponding, according to them, to the refunds due in respect of terminations of FTTH lines since the origin of the contract. Orange considers these claims to be unfounded. The proceedings are ongoing.

  In parallel with this dispute, in November 2024, Orange SA received a formal notice from SFR which contests the system for returning FTTH connections. SFR makes a provisional claim for 169 million euros, corresponding, according to SFR, to the refunds due in respect of terminations of FTTH lines since 2012. Orange considers these claims to be unfounded and is strenuously challenging them.

Other proceedings in France

- In June 2018, Iliad filed for summary judgment against Orange SA before the presiding judge of the Commercial Court of Paris, aiming to ban some of its mobile telephony offers proposing mobile handsets at attractive prices accompanied by subscription packages, on the grounds that they constituted consumer credit offers. In October 2020, Iliad had estimated its losses at 790 million euros, which it has since revalued at around 992 million euros. The case is still before the judges deciding on the merits of the case.
- Orange Bank is involved in a historical dispute in which the plaintiff (co-plaintiffs A.) is claiming a total of approximately 310 million euros for the financial loss it alleges to have suffered. In January 2024 the Paris Court of Appeal dismissed the petition of co-plaintiffs A. and they have filed an appeal with the Supreme Court. As the Group believes these claims to be unfounded and is strenuously challenging them, it has not recognized any financial liability.
- In the dispute between ASSIA and Orange regarding an alleged infringement of two patents relating to the dynamic xDSL line management, for which ASSIA was claiming a provision of 500 million euros in damages as compensation for its financial loss, which it estimates at 1,418 million euros, the judgment of the Paris Judicial Court in September 2023, which dismissed ASSIA's claims in their entirety, was notified to it in the United States of America. ASSIA has appealed the judgment. The proceeding is ongoing before the Paris Court of Appeal.
- On November 7, 2023, the *Autorité de régulation des communications électroniques, des postes et de la distribution de la presse (*Arcep) fined Orange SA 26 million euros for failing to comply by April 14, 2021 with its commitment made in 2018 on the grounds of article L. 33-13 of the French Postal and Electronic Communications Code to make 100% of homes and professional premises in the communes listed in its commitment connectable or connectable on demand to fiber. The penalty has been enforced. Orange, which had also filed in parallel a complaint with the French Council of State ("Conseil d'Etat") to challenge the legitimacy and proportionality of the penalty which dismissed Orange in their entirely. The proceeding is now closed.
- Following online monitoring of processing related to the use of Orange email on the orange.fr website and the placing of cookies on the same website, as a result of which a sanctions procedure was opened in April 2024 and a restricted hearing held in October 2024, the CNIL (*Commission nationale de l'informatique et des libertés*) ordered Orange SA to pay a fine of 50 million euros. The penalty is being enforced and Orange has also filed an appeal against the decision with the French Council of State.

United Kingdom

- In December 2018, the directors of former UK retailer Phones 4U, (which is in administration and no longer trading), filed a complaint against the three main UK mobile network operators, including EE, and their parent companies, including Orange. The Phones 4U claim (for an unquantified amount) is currently being challenged in the UK courts. By judgment dated November 10, 2023, the judge dismissed Phones 4U's claim in its entirety. In March 2024, the judge authorized Phones 4U to make an appeal before the Appeal Court. The proceedings are ongoing.

Poland

- In 2015, the Polish operator P4 filed two compensation claims for a total of 630 million zlotys (147 million euros) jointly against three operators (including Orange Polska and Polkomtel), seeking compensation for the loss P4 claims to have suffered as a result of the retail rates that these three operators charge for calls to P4's network.

  Regarding the first compensation claim for 316 million zlotys (74 million euros), in January 2022 the Supreme Court dismissed Polkomtel's appeal against the Court of Appeal's decision, which had reversed the judgment of the Court of First Instance dismissing P4's claim and sent the decision back to the Court of First Instance.

  P4's second claim for 314 million zlotys (73 million euros) was joined to the first one in May 2023. The parties have requested the intervention of T-Mobile Polska in the proceedings, which it has accepted. The proceedings are ongoing.

Africa & Middle East

- A number of shareholder disputes are ongoing between the joint venture comprising Agility and Orange, on the one hand, and its Iraqi co-shareholder in the capital of the Iraqi operator, Korek Telecom, on the other hand. These disputes, which concern various breaches of contractual documents, are the subject of pre-litigation proceedings and arbitral and judicial proceedings in various countries. In one of these disputes, on March 20, 2023, an arbitration court, set up under the aegis of the International Chamber of Commerce, made a final ruling against Korek Telecom and its main shareholder in the indirect dispute between (through their joint venture) Agility, a Kuwaiti logistics group, and Orange and their former Iraqi co-shareholder in the capital of Iraqi operator Korek Telecom. The arbitration court awarded 1.7 billion US dollars in damages to the joint venture and the holding company formerly a shareholder of Korek Telecom for various breaches of the shareholders' agreement and criminal acts committed by the former Iraqi co-shareholder, including for collusion with the Iraqi telecoms regulator. In addition, on March 19, 2019, following an administrative decree adopted by the Iraqi Ministry of Trade and Industry, the General Register of companies in Erbil (Iraqi Kurdistan) restored the shareholding structure of Korek Telecom as it existed before Orange and Agility had acquired a stake. As a result, the registration of the Korek Telecom shares in the name of the original shareholders was imposed without any compensation or reimbursement of the amounts invested. Orange thus considers that it was unlawfully expropriated of its investment and, on March 24, 2019, sent a notice of dispute to the Republic of Iraq based on the Bilateral Investment Treaty between France and Iraq. In the absence of an amicable settlement with the Iraqi State, Orange submitted a request for arbitration with the International Center for the Settlement of Investment Disputes (ICSID) on October 2, 2020. The hearings before the ICSID took place in February 2024. The various proceedings are ongoing.

In order to provide its telecommunication services, the Group sometimes uses the fixed assets of other parties and the terms of use of these assets are not always formalized. The Group is sometimes subject to claims and might be subject to future claims in this respect, which could result in a cash outflow in the future. The amount of the potential obligations or future commitments cannot be measured with sufficient reliability due to the legal complexities involved.

Other than proceedings that may be initiated in respect of disputes between Orange and the tax or social security authorities over tax, income taxes and social security contributions (see Notes 7.2 and 11.4), there are no other administrative, legal or arbitration proceedings, including any proceedings that are pending, suspended or threatened, of which Orange is aware, which may have or have had in the last 12 months a material impact on the Company's and/or Group's financial position or profitability.

Note 20 Subsequent events

Signature of a new agreement on Employment and Career Path Planning in France

An agreement on Employment and Career Path Planning in France (*Gestion des Emplois et des Parcours Professionnels* - GEPP) was signed on February, 10 2025. In particular, this agreement includes the renewal of a French part-time for seniors for the period 2025-2028 and a retraining pathways initiated by the employee in the context of external mobility. The Group's commitment to the French part-time for seniors could amount to around 1.6 billion euros. This non-definitive estimate is based on the experience of previous plans.

Note 21 Main consolidated entities

At December 31, 2024, the scope of consolidation consists of 369 entities.

The main changes in the scope of consolidation in 2024 are presented in Note 4.2.

Regarding subsidiaries with non-controlling interests:

- the financial statements for the groups Orange Polska, Jordan Telecom, Orange Belgium, Sonatel and Orange Côte d'Ivoire are published, respectively, at the Warsaw Stock Exchange, the Amman Stock Exchange, the Brussels Stock Exchange and the Regional Stock Exchange (BRVM), those companies being quoted;
- the other subsidiaries do not make up a material proportion of Orange's financial aggregates and their financial information is not presented in the Notes to Consolidated Financial Statements of the Orange's group.

Pursuant to Regulation No. 2016-09 of December 2, 2016 of the ANC (*Autorité des Normes Comptables financières* - French accounting standards authority), the full list of companies included in the scope of consolidation, companies not included in the scope of consolidation and non-consolidated equity securities is available on the Group's website (*https://gallery.orange.com/finance#lang=en&v=5c6a1b51-a537-454e-b2d3-6e4664be2c6a)*

The list of the main operating entities shown below was determined mainly based on their contributions to the following financial indicators: revenue and EBITDAaL.

Company		Country
Orange SA	Parent company	France

Main consolidated entities

France	% Interest	Country
Orange SA - France Business Unit	100.00	France
Orange Concessions and its subsidiaries[1]	50.00	France
Orange Store	100.00	France

Europe	% Interest	Country
Orange Belgium	69.64	Belgium
MásOrange[1]	50.00	Spain
Orange Moldova	100.00	Moldova
Orange Polska and its subsidiaries	50.67	Poland
Orange Romania	80.00	Romania
Orange Slovensko	100.00	Slovakia
VOO SA and its subsidiaries	69.64	Belgium

Africa & Middle East	% Interest	Country
Jordan Telecom and its subsidiaries	51.00	Jordan
Médi Telecom and its subsidiaries[2]	49.00	Morocco
Orange Botswana	73.68	Botswana
Orange Burkina Faso	85.80	Burkina Faso
Orange Cameroon	94.40	Cameroon
Orange Côte d'Ivoire and its subsidaires	72.50	Côte d'Ivoire
Orange Egypt for Telecommunications and its subsidiaries	99.96	Egypt
Orange Guinée[3]	37.20	Guinea
Orange Mali[3]	29.19	Mali
Orange RDC	100.00	Congo
Sonatel[3]	42.33	Senegal

Orange Business	% Interest	Country
Orange SA - Orange Business Unit	100.00	France
Orange Business Services SA and its subsidiaries	100.00	France
Orange Business Services Participations and its subsidiaries	100.00	France
Orange Cyberdefense and its subsidiaries	100.00	France
Globecast Holding and its subsidiaries[4]	100.00	France

International Carriers & Shared Services	% Interest	Country
Orange SA - IC&SS Business Unit	100.00	France
FT IMMO H	100.00	France
Orange Brand Services	100.00	United Kingdom

Mobile Financial Services	% Interest	Country
Orange Bank	100.00	France

Totem	% Interest	Country
Totem France	100.00	France
Totem Spain	100.00	Spain

(1) Orange Concessions and MásOrange are consolidated using the equity method.
(2) Orange SA controls and consolidates Médi Telecom and its subsidiaries through a 49% equity interest and a 1,1% usufruct.
(3) Orange SA controls and consolidates Sonatel and its subsidiaries, under the terms of the shareholders' agreement as supplemented by the Strategic Committee Charter dated July 13, 2005 (Orange SA owns and controls 100% of Orange MEA, which owns and controls 42.33% of Sonatel Group).
(4) The interest rate corresponds to the rate of the majority of Globecast subsidiaries.

Note 22 Auditors' fees

As required by Decree no. 2008-1487 of December 30, 2008, the following table shows the amount of fees of the auditors of the parent company and their partner firms in respect of the fully consolidated subsidiaries.

(in millions of euros)		Audit and related services					Other services rendered by auditors' networks to fully-consolidated subsidiaries	Total
		Statutory audit fees, certification, auditing of the accounts	*o/w issuer*	Services required by the law	*o/w issuer*	Sub-total		
Deloitte								
2024		**12.0**	***5.9***	**0.4**	***0.4***	**12.4**	**0.5**	**12.9**
	%	***93 %***	***46 %***	***3 %***	***3 %***	***96 %***	***4 %***	***100 %***
2023		11.4	*4.8*	0.0	-	**11.4**	**0.2**	**11.6**
	%	*98 %*	*41 %*	*0 %*	-	*98 %*	*2 %*	*100 %*
2022		8.8	*4.6*	0.0	-	**8.8**	**0.3**	**9.1**
	%	*96 %*	*50 %*	*0 %*	-	*97 %*	*3 %*	*100 %*
KPMG								
2024		**12.8**	***5.6***	**0.8**	***0.4***	**13.6**	**1.0**	**14.6**
	%	***88 %***	***38 %***	***5 %***	***3 %***	***93 %***	***7 %***	***100 %***
2023		11.7	*4.5*	0.4	-	**12.1**	**0.7**	**12.8**
	%	*91 %*	*35 %*	*3 %*	-	*95 %*	*5 %*	*100 %*
2022		10.9	*4.3*	0.1	-	**11.0**	**0.9**	**11.9**
	%	*92 %*	*36 %*	*1 %*	-	*92 %*	*8 %*	*100 %*

The services provided by the statutory auditors were authorized pursuant to the rules adopted by the Audit Committee and updated each year since October 2016. Services required by law include other assurance services required by law, in particular sustainability information certification services. Other services rendered include other permissible services (in particular attestation engagements and agreed procedures).

Statutory auditors' report on the consolidated financial statements

This is a free translation into English of the statutory auditors' report on the financial statements of the Group issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Year ended December 31, 2024

To the Annual General Meeting of Orange S.A.

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of Orange S.A. for the year ended December 31, 2024.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors for the period from January 1, 2024 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments: Key Audit Matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Key Audit Matters	Audit Response
Revenue recognition for telecommunications activities *(Notes 5.1 and 5.4 to the consolidated financial statements)* The Group recognized in the consolidated income statement €. 40, 260 million of revenue for the year ended December 31, 2024. The Group's telecommunications activities involve a wide range of frequently changing services and large volumes of data processing. This requires various revenue recognition methods according to the type of product or service sold, and complex IT systems for revenue recognition.	For the telecommunications business, we have obtained an understanding of the processes used to recognize the various revenue streams, from the contract signature and the initiation of the communication to the invoicing and the receipt of payment. We took into account the high level of integration of the various IT systems involved in revenue recognition by including IT specialists in our audit team and by testing the design, implementation and effectiveness of automated system controls affecting revenue recognition. As part of our work, we:

Revenue recognition principles are disclosed in Note 5.1 to the consolidated financial statements. We identified revenue recognition of the telecommunications activities as a key audit matter due to the complexity of the associated IT systems.	- identified the main controls set up by Orange that are relevant to our audit; - tested the functionalities of business and commercial applications used to prepare accounting and financial information, the configuration and interfaces of accounting systems; - performed analytical procedures and tested a selection of manual entries at year end, by comparing our revenue estimates, based on a combination of internal data and publicly available external data, with revenue recorded. We have also assessed the appropriateness of the information presented in Notes 5.1 and 5.4 to the consolidated financial statements.
Evaluation of goodwill impairment for certain cash generating units *(Note 8 to the consolidated financial statements)* As at 31 December 2024, the amount of goodwill in the consolidated statement of financial position was €. 27,350 million in gross value and €. 21,100 million in net value. As disclosed in the "Accounting Policies" section of Note 8 to the notes to the consolidated financial statements, goodwill is tested for impairment when there is evidence of an impairment loss and at least annually. These tests are carried out at the level of each cash-generating unit (CGU) or group of CGUs, which most often corresponds to the operating segment, or to each country for the Africa and Middle East region and Europe. An impairment loss is recognized if the recoverable amount of the assets and liabilities of the CGU becomes lower than their carrying value. The recoverable amount is determined by the Orange Group and mostly corresponds to the value in use, estimated as the present value of the expected future cash flows. The determination of the value in use requires numerous estimates and judgments from the management as described in notes 2.5.2 and 8 of the notes to the consolidated financial statements, including the assessment of the competitive, political, economic and financial environment of the countries in which the Group operates, the ability to deliver the operating cash flows resulting from business plans, planned investments and discount and growth rates used in the calculation of recoverable amounts. The determination of the recoverable amount of the Belgium, Enterprises and Romania CGUs, including significant goodwill, is therefore particularly sensitive, as is the margin between these recoverable amounts and the carrying amounts tested, to the assumptions used by the management with regard to: - future expected cash flows used in the business plans (and specifically, the revenue growth rate, the EBITDAaL margin rate and investments),	We have obtained an understanding of the procedure implemented by the Orange group for performing impairment tests and in particular estimating the cash flows used to calculate the recoverable amount of the Belgium, Enterprises and Romania CGUs. For the aforementioned CGUs, we evaluated the design and tested the effectiveness of certain internal controls over the Group's impairment test process, the determination of the cash flows, the estimation of the discount rate and perpetuity growth rate. To assess the reliability of the data issued from the business plans used to determine the recoverable amount of these CGUs, we have, with the assistance of our valuation professionals, in particular: - compared the business plans established in 2024 with the business plans prepared in previous years; - compared the business plans established in prior years with the actual results of the relevant financial years; - inquired of the financial and operational managers of the Orange group to gain an understanding of the main assumptions used in the business plans and compared them with the explanations obtained; - analyzed the revenue growth rate, EBITDAaL margin rate and planned investments underlying the forecasted cash flows, by the Orange group, by comparing them against the Group's peer companies' analyst reports and market research reports; - reconciled the data used with the business plans presented to the board of directors. Regarding model used to determine the recoverable amount, we also involved our valuation specialists to analyze the methodologies used to determine the discount and perpetuity growth rates, compare those rates with available market data and recalculating these rates based on our own data sources. We have, in particular, verified the method used for determining and the consistency of the discount rate assumptions, based on the weighted average

– discount rate and perpetuity growth rate applied to future expected cash flows. We therefore considered the goodwill assessment of these CGUs to be a key audit matter.	cost of capital per CGU, and the reasonableness of the risk-free rates and risk premiums used by management by comparing them to underlying market data. Furthermore, we examined the sensitivity analyses carried out by the Orange Group and performed our own sensitivity analyses on key assumptions (forecasted cash flows as well as the discount and perpetuity growth rates) to assess the potential impacts of variances in those assumptions on the impairment test's conclusion. We also assessed the appropriateness of the information disclosed in Note 8 to the consolidated financial statements.
Evaluation of provisions related to the main legal disputes and tax adjustments in France *(Notes 6.2, 6.7 and 11.4 and 19 to the notes to the consolidated financial statements)* The Group is involved in a number of legal disputes (including disputes and administrative proceedings and actions, in connection with disputes of a competitive, regulatory or commercial nature in the telecom industry) or tax adjustments (notably with respect to Value Added Tax and operating taxes and levies). The existence of such procedures leads the Group to recognize provisions when it has a present obligation towards a third party arising from a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, which can be quantified or estimated within a reasonable range. As indicated in page 18 to the consolidated financial statements, the provisions for risks recognized by the Group in respect of all its disputes (excluding those presented in notes 7.2 and 11.4 relating to disagreements with social security or tax authorities) amounted to €305 million as of December 31, 2024, primarily related to legal disputes in which the Group is involved in France, the main ones of which are presented individually in sections Mobile services, Fixed services and Other proceedings in France. The Group also mentions in note 11.4 to the consolidated financial statements that Orange SA is subject to tax adjustments notified to date for the years 2019-2020 and 2021-2022 for a total amount amounting to approximately €175 million and pending litigation claims for the financial years 2011 to 2018 for a total amount of €510 million. Note 11.4 also specifies that the Group makes the best estimate of the risk on these adjustments, the effects of which are not significant, as assessed by the Group's management. The valuation of provisions relating to the main legal disputes and tax adjustments in France is largely based on management judgement, due to the nature of the estimates and assumptions used, including on future events and their outcomes, given the inherent uncertainties as to how they can be resolved. Given the Group's exposure and the high degree of judgement of management in estimating the risks relating to these main legal disputes and tax adjustments in France, we considered this subject as a key audit matter.	In order to assess the extent of the risks concerned and the estimates used in connection with the provisions relating to the main legal disputes and tax adjustments, in France, our work consisted in particular in: – gaining an understanding of management's process to identify and gather financial risks, and, where appropriate, recognize provisions and prepare the related financial statement disclosures on risks' exposure; – evaluating the design and testing the effectiveness of key controls put in place by management that we considered most relevant to our audit, including those relating to risk assessment based on information provided by the Group's legal and tax departments as well as by external counsels; – gaining an understanding of management's analysis of these risks; – inquiring of the Group's legal and tax departments and the Secretary General of the Group and analyzing available documentation (including the minutes of court hearings) in order to evaluate the assumptions used for determining the provisions for the main legal disputes and tax adjustments; – analyzing the answers received to our queries: opinions from the Group's external counsel involved in these procedures, related key information including their likely financial consequences; – assessing whether subsequent events have been taken into account in estimating provisions and in the information provided in the consolidated financial statements for the year ended 31 December 2024; – comparing historical provision estimates to actual outflow of resources. In addition, for tax adjustments and legal disputes in France, we involved tax professionals who assisted us in evaluating the appropriateness of management's risk assessment. We also assessed the appropriateness of the information disclosed in notes 6.2, 6.7, 11.4 and 19 to the consolidated financial statements.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information given in the Group's management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of Chief Executive Officier, complies with the single electronic format defined in the European Delegated Regulation N° 2019/815 of 17 Decembre 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed Statutory Auditors of Orange S.A. by the annual General Meeting held on May 27, 2015 for KPMG S.A. and on May 18, 2021 for Deloitte & Associés.

As at December 31, 2024, KPMG S.A. was in the 10th year of total uninterrupted engagement and Deloitte & Associés was in the 4th year.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.821-55 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this audit report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (code de commerce) and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris La Défense, on March 4, 2025

KPMG S.A.

Paris La Défense, on March 4, 2025

Deloitte & Associés

The statutorv auditors

French original signed by

Jacques Pierre

Partner

Sébastien Haas

Partner

Christophe Patrier

Partner