

# The Depository Trust Company

# **IMPORTANT**

**B#:** 0415

**DATE:** August 03, 2000

**TO:** All Participants

**CATEGORY:** Reorganization

**FROM:** DTC Proxy Department

**ATTENTION:** Proxy/Reorganization Manager

**SUBJECT:** France Telecom American Depositary Shares  
CUSIP #35177Q 10 5

The Bank of New York ('BNY'), Depository for the above captioned American Depositary Shares (ADS) has advised DTC that France Telecom, the issuer of the ordinary shares underlying these ADS's, is holding an Extraordinary Shareholders' meeting on August 22, 2000. France Telecom advises BNY that under the French Law, shareholders wishing to vote at the meeting must, among other matters, effectively own shares on the day of the meeting itself.

To enable U.S. holders of France Telecom ADSs to vote at the meeting, BNY has established a record date of July 20, 2000. Person who hold France Telecom ADSs on July 20, 2000 and on the day of the meeting and wish to vote the ordinary shares underlying their ADSs (subject to any applicable requirements or restrictions under French Law or under France Telecom Articles of Association) may provide instructions to BNY by August 15, 2000. Participants should obtain the voting instruction forms for that purpose from Corporate Investor Communications by calling (201) 896-1900, attention Processing Department. In addition, Participants must follow the procedures described below.

To provide BNY with assurance that ADSs on which it has received voting instructions from a Participant will still be held in that Participant's account on the meeting date, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number. The number to be used for this purpose is 35177Q 99 8. A Participant filing voting instructions with BNY on a position in its DTC account will be asked to provide BNY as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the Participant's behalf and to take certain other actions (described below). The form of the authorization letter and the proxy are attached; extra copies will be available from Corporate Investor Communications.

BNY will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute the proxy, temporarily deduct the position being voted from the Participant's holdings under the France Telecom ADSs CUSIP (35177Q 10 5), temporarily credit the position to an account maintained by BNY, and indicate that movement in the Participant's account under the France Telecom ADSs contra-CUSIP (35177Q 99 8). DTC will return this position to the Participant's account under the base CUSIP number upon instructions from BNY once the voting has been completed, this should occur on August 23, 2000.

Inquiries regarding this notice should be directed to Steven McGregor at (212) 855-5198 or Kathy Caziarc at (212) 855-5201.

Karl Baker

Manager

**THE DEPOSITORY TRUST COMPANY  
55 WATER STREET  
NEW YORK, NY 10041**

**VIA FACSIMILE: (212) 571-3050**

THE BANK OF NEW YORK, AS DEPOSITARY ('BNY')  
NEW YORK, NY 10286  
ATTN.: ELLEN O'BRIEN  
ADR DEPARTMENT

FOR PURPOSES OF ATTENDING THE EXTRAORDINARY MEETING OF SHAREHOLDERS OF FRANCE TELECOM, A CORPORATION ORGANIZED UNDER THE LAWS OF FRANCE, ON AUGUST 22, 2000, ("THE MEETING"), TO ADDRESS THE MEETING AND TO VOTE THEREAT.

CEDE & CO., THE NOMINEE OF THE DEPOSITORY TRUST COMPANY, ('DTC') CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW, DTC HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF BNY THE NUMBER OF AMERICAN DEPOSITARY SHARES (ADS's) SPECIFIED BELOW WHICH ADS's REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL THE BANK OF NEW YORK ADVISES DTC THAT THE MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANTS AS ITS AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO BNY AS MAY BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER (S) OF THE NUMBER OF ADSs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE BENEFICIAL OWNERS (S) OF THE ADS's REPRESENTED BY THE ADS's SPECIFIED BELOW TO ATTEND AND ADDRESS THE MEETING AND VOTE THEREAFTER.

THIS PROXY IS REVOCABLE ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT LIMITED TO THE FILING BY CEDE & CO., WITH BNY OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADS's SPECIFIED BELOW AT THE MEETING, THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

\_\_\_\_\_  
NAME OF PARTICIPANT

\_\_\_\_\_  
NUMBER OF AMERICAN DEPOSITARY RECEIPTS

DATED: \_\_\_\_\_ 2000

\_\_\_\_\_  
FACSIMILE SIGNATURE OF CEDE & CO.

**THE DEPOSITORY TRUST COMPANY  
55 WATER STREET  
NEW YORK, NY 10041**

The Depository Trust Company \_\_\_\_\_, 2000  
55 Water Street – 50<sup>th</sup> Floor  
New York, NY 10041  
RE: FRANCE TELECOM - CUSIP # 35177Q 10 5  
DTC Account No.: \_\_\_\_\_  
Number of ADSs: \_\_\_\_\_

Gentlemen:

In order to enable the beneficial owner(s) of the number specified above (the ‘Deposited ADSs’) of France Telecom American Depositary Shares to vote at the Extraordinary General Meeting of Shareholders of France Telecom scheduled to be held on August 22, 2000, please take the following actions:

- (1) Have the nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADSs and make the signed Proxy available for pick-up by The Bank of New York (‘BNY’); and
- (2) Deliver the Deposited ADSs from the undersigned’s above-referenced account to an account with you maintained on behalf of BNY instructs you to return the Deposited ADSs to the undersigned’s above-referenced account

The undersigned certifies to you that the Deposited ADSs were on July 20, 2000, and are on the date hereof, on deposit in the undersigned’s above-referenced account.

Very truly yours,

\_\_\_\_\_  
Print Participant’s Name  
BY:

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Title)