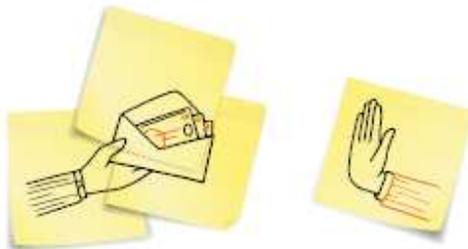




ORANGE

ANTI-CORRUPTION POLICY



Date December 21, 2012
Version 1.1
Approved by Orange Group Ethics Committee

Foreword

The Orange Group has zero tolerance towards corruption.

We want to build tomorrow's digital world as a trusted and responsible company.

We are committed to building a healthy business environment that is delivered with integrity and in line with our Company's Code of Ethics; as part of this we adopt a policy of zero tolerance to corruption in all of our business activities across the group.

This Policy applies to all of us, including those who act on our behalf.

All management must take an active leadership role to create a culture where corruption cannot thrive and is unacceptable in all forms.

This Policy must be communicated widely, promoted strongly and supported with excellent training initiatives in order to ensure it is thoroughly understood and complied with by all.



Stéphane Richard

1. Purpose

The purpose of this Policy is to set out our responsibilities, and those of all who work for or on behalf of us, in observing and upholding our 'zero tolerance' position on bribery and corruption and using proportionate measures to ensure compliance. This Policy also provides guidance on how to recognise and mitigate risks.

This Policy applies to Orange Group employees and directors and to employees assigned to or working for the group.

This Anti-Corruption Policy (ACP) should be read in conjunction with the Group Code of Ethics.

This Anti-Corruption Policy is complemented by (i) the Group Guidelines for preventing corruption, which provide the framework to define local procedures (each entity should apply these guidelines to their needs and local context in a document made available to all employees), (ii) the step-plan to implement the program and (iii) the review of the program by the Board of Directors of the group's entities.

As part of our communication and prevention approach, it is expected that this Policy will be shared with third parties, namely customers, suppliers and consultants.

Importantly, a Policy cannot cover every situation or provide information on every law that may be applicable where Orange conducts business. Therefore it is fundamentally the responsibility of us all to read these important reference documents. If you are still unsure what to do in a given situation, then you should ask your Manager, your local Ethics Advisor or your Compliance Officer.

2. What do bribery and corruption mean ?

Bribery is :

- the offer, promise or giving (active bribery)
- the soliciting, demanding, receipt, agreement to the receipt or acceptance (passive bribery)

of anything of value as an inducement for an action (or lack of action) which is improper, illegal, corrupt, unethical or a breach of trust. Any attempt to bribe shall be included in this definition.

Corruption is the misuse of public office or power for private gain; or the misuse of private power in relation to commercial dealings not involving government.

Corruption as used in this Policy shall include bribery, extortion or solicitation, trading in influence and laundering the proceeds of these practices.

3. Policy Statement

3.1. Integrity in Corporate Conduct

The Orange group, including Orange S.A., its subsidiaries and controlled companies, is committed to conducting business fairly, honorably, with integrity and honesty, and in compliance with all applicable laws. Orange adopts a zero tolerance Policy to corruption in all of its business activities across the group.

We are active in our enforcement of these policies and also committed to training those that work for us to abide by our policies.

Accordingly, the following practices are prohibited, at all times and in any form, whether these practices are engaged in directly or indirectly, including through third parties:

- bribery;
- extortion or solicitation;
- trading in influence;
- laundering the proceeds of corrupt practices.

We are also committed to ensuring that no one suffers any detrimental treatment as a result of reporting, in good faith, suspected violations or refusing to take part in bribery or corruption.

3.2. Compliance with Applicable Laws and International Conventions

The laws of most countries make attempted or actual acts of bribery a crime with substantial penalties for both companies and workers, including fines and/or imprisonment.

Some of these laws also have an extraterritorial reach and several major international conventions (the OECD convention on combating Bribery of Foreign Public Officials in international business transactions, The United Nations Convention against Corruption, etc.) exist to combat bribery and corruption.

Each group entity shall therefore take all necessary steps to inform its employees, its associated persons and third parties of their respective relevant obligations, responsibilities and applicable offences in light of their respective local laws and regulations and to cause them to abide by such laws and regulations.

4. Corruption Risk Areas

Reasonable gifts and hospitality can contribute to establish, maintain and develop relationships that are important to our business.

However, we do not want you to feel vulnerable or exposed to allegations of inappropriate behaviour in maintaining business relationships. Offering or receiving gifts and hospitality in an inappropriate way can also place you and/or the company in breach of anti-corruption legislation.

For these reasons, before accepting or offering any gifts and hospitality from or to anyone, you should ensure that you are acting according to the guidance set out by the group and adapted in your entity, which includes a clear framework of authorizations.

It is **never acceptable for you** (or someone on your behalf) to do **any** of the following:

- give, promise to give, offer or solicit a payment, gift, travel, hospitality or other benefit with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- give, promise to give, or offer a payment, gift, travel, hospitality or other benefit to a government official, agent or representative to “facilitate” or expedite a routine procedure.
- accept payment or the promise of payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them.
- accept a gift, hospitality, travel or other benefit or the promise of such from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return.

We do not make, nor tolerate, facilitation payments. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. In the event

that you feel you have no option but to make a payment for fear of life, limb or liberty, you should do what is necessary to protect yourself and report the incident as soon as you can to your Manager and the compliance officer; they shall have responsibility for coordinating the proper response to this incident.

If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the compliance officer.

Third parties are required to **adhere to our Policy** and will be retained after appropriate due diligence is conducted.

5. Your Responsibilities

Please ensure that you read, understand and comply with this Policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All workers are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

Please notify your manager or the compliance officer as soon as possible if you believe or suspect that a conflict with, or breach of this Policy has occurred, or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us, or indicates to you that a gift or payment is required to secure their business.

6. Reporting Concerns

Dedicated channels are available to workers within Orange entities to raise concerns, seek advice or report in good faith if they have good reasons to believe that there has or will be deviations from Orange Policy and Guidelines or violations of law without fear of retaliation or of discriminatory or disciplinary action. Reports can be treated in confidence and all bona fide reports will be investigated.

7. Record Keeping, Transparency and Auditing Procedures

The applicable laws listed above require each Orange Group entity to be able to demonstrate compliance with their provisions and an adequate system in place in order to ensure the accuracy of books and records. Therefore, each Orange entity shall ensure that proper transparency and auditing procedures are in place.

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must comply with the applicable Gifts and Hospitality Policy in relation to record keeping and expensing gifts or hospitality accepted or offered.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

8. Awareness and Training

Orange implements and maintains a program to provide ongoing education and training.

Orange communicates periodically its anti-corruption Policy both internally and externally.

Orange provides its directors, officers, employees and business partners, appropriate guidance and training for identifying corruption risks in a daily business dealings.

9. Policy Administration

The Executive Committee of the Entity has overall responsibility for ensuring this Policy complies with our legal and ethical obligations and that all those under our control comply with it. The Board of Directors of the Entity and of the Group will review at least once a year the effectiveness of the prevention programme.

The Chief Compliance Officers and all Compliance Officers have responsibility for supervising the implementation of this Policy in the local entities and monitoring its effectiveness. Any improvements identified will be implemented in a subsequent version of the Policy.

Managers at all levels are responsible for ensuring those reporting to them are made aware of, understand and comply with this Policy.

END