

GOVERNANCE CHARTER OF THE ORANGE CORPORATE FOUNDATION

The Orange Corporate Foundation (hereinafter "**the Foundation**") has drafted a governance document describing the rules and processes according to which it operates, manages and controls the budget allocated to it. The aim of this document is to ensure transparency for all Group stakeholders and, in particular, partners or institutions to which it might offer its support.

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I. Decision-making processes

1) Origin of projects

The projects are submitted to the Foundation in response to calls for projects or at the initiative of organizations and institutions.

2) Eligibility criteria

To be eligible, projects must meet the following criteria:

- **Principle of non-subsidiarity**

Corporate philanthropy must not replace the missions of state and local authorities.

- **Non-substitution of the market**

The Foundation only supports non-commercial projects. Thus, the Foundation does not provide support for the development of technologies designed for sales, particularly by Orange.

- **Direct support for projects**

The project must be specific, with a timeline and a budget and must take place within the area defined by the call for projects.

The Foundation does not provide financial support for fundraising events.

The Foundation does not fund general operating costs for organizations (wages, overheads, structural costs, etc.).

In accordance with its stated aims as a corporate foundation, the Orange Foundation does not support any political party or trade union.

- **Sustainability of the action**

The Foundation supports long-term projects. However, the Foundation may offer support to conference type events which would represent an important stage in achieving the aims of a project.

The Orange Foundation does not fund humanitarian trips or operations, short-term appeals, collecting and/or sending and/or shipping books, clothing, medication or school supplies, or contributions to gala charity events.

- **Ethical responsibility**

The project should be in accordance with the guiding principles of the Orange Group Ethics Charter.

- **Project timeline**

The project must take place after the selection committee for the call for projects has made its decision.

- **Selection criteria**

The project must meet the selection criteria for the call for projects.

- **Nature of the projects submitted following the call for projects**

Funding will not be provided to projects led by individuals or projects submitted by organizations set up to carry out the project of an individual.

3) Project Selection

- **Projects received in response to calls for projects**

The Foundation sets up selection committees whose members include representatives of the Foundation, the Orange Group and external experts selected for their skills in the area in question, to provide their opinion about the projects in question, always endeavouring to avoid conflicts of interest.

- **Projects received outside calls for projects**

The Foundation can decide to support philanthropy projects meeting all the relevant criteria within the framework of its philanthropy policy, image strategy and social commitment.

4) How calls for projects operate

At the start of the year, the Foundation's managers establish their programme for calls for projects. All the programmes for calls for projects are then presented to the Foundation's Board of Directors for approval.

5) Formalization of decisions

All decisions concerning to philanthropy projects within the framework of calls for projects are made by selection committees. In the event that the request is received outside a call for projects, the decision is made with the approval of the Foundation's President or Secretary General.

The decision to provide support is validated in an official statement or on a decision sheet including:

- the project name,
- the name of the organization being supported,
- the amount of funding provided,
- the date,
- the name of the signatory, in accordance with rules of delegation for signatures.

II. Validation of partners

	Financial philanthropy		Skills philanthropy
	In France	Abroad	France only
Documents required from partners (NGO, foundation, international organization, etc.) of the project	<ul style="list-style-type: none"> • The partner's articles of association, • The registration number, or declaration of non-profit status, • The partner's yearly reports and accounts for the past three financial years, • Contact details for the partner's representative, and the name of the agreement's signatory, • The report to the French external auditors for the past three financial years, if relevant, • The partner's provisional budget for the following year and the budget for the project submitted to the Foundation with the list of other financial partners and funding which has already been granted or is pending confirmation. 	<ul style="list-style-type: none"> • The partner's articles of association, • The official government registration number (or n° Siret for French organizations), • The partner's balance sheets, annual reports and P&L statements for the past three financial years, • The report to the external auditors (or equivalent) for the past three financial years, if relevant, • Contact details for the partner's representative, and the name of the agreement's signatory, • The partner's provisional budget for the following year and the budget for the project submitted to the Foundation with the list of other financial partners and funding which has already been granted or is pending confirmation. 	<ul style="list-style-type: none"> • The partner's articles of association, • The copy of the registration certificate for the official French register of non-profit organizations, • The tax document confirming the partner's status as a public interest organization, • The partner's balance sheets, annual reports and P&L statements for the past three financial years, • Contact details for the partner's representative, • The tax certificate or document certifying that it can be provided (article 238Bis of the French code for public interest organizations) • A mission statement describing the Orange employee's responsibilities within the organization.
Mandatory complementary verifications	<ul style="list-style-type: none"> • Documentary evidence of the partner's background and history as well that of its managers (Reuters Worldcheck database, etc.), • For large organizations, verification of the partner's position in national and international rankings, • A meeting in person or over the phone with the partner's representative, • A phone conversation with the regional or local "community services" closest to where the organization is based to hear their opinion about the partner's credibility, if required, • For GIPs (Public Interest Group) with an end date, check that its length exceeds the duration of the proposed project • For organizations in France working with people with autism, whatever the call for projects, an official CROSM (Comité Régional de l'Organisation Sociale et Médico-sociale) or ARS (Agence Régionale de Santé) type agreement or partnership with a National Education institution is required. 	<ul style="list-style-type: none"> • Documentary evidence of the partner's background and history as well that of its managers (Reuters Worldcheck database, etc.), • Verification of the partner's position in national and international rankings, • A field survey in the country or countries concerned by the project submitted by the organization, and carried out by the Orange Foundation or subsidiary in the country. • A phone call to the French Embassy, in particular in countries where the Orange Foundation is not present, or where there is no team responsible for philanthropic activities within the Group subsidiary. 	

III. Managing, monitoring and archiving projects

Every decision to support a project is subject to an agreement which describes, alongside classic legal terms, the applicant's obligations in terms of communication, monitoring and reporting back on the project. In most cases, this report should be sent to the Foundation within six months of the project end date.

The Orange Foundation will only transfer funds after the agreement has been signed by all relevant stakeholders and after receiving a call for funds corresponding to the amount of funding granted.

IV. Ethical rules specific to the Foundation

In addition to the rules listed in the Orange Group Ethics Charter, the following specific points apply specifically to the Foundation team, delegates of the regional philanthropy and solidarity network of the Group., international Foundation or philanthropy teams, members of the project selection committees and members of the Foundation's Board of Directors.

All are required to sign a confidentiality agreement relating to all projects received and discussions about these projects as well as the "Orange Corporate Foundation Policy on conflicts of interest".

Members of the Foundation selection committees or Board of Directors may not derive any material or financial gain from these duties.

Only travel and accommodation costs for selection committees or the Board of Directors may be covered by the Foundation, and only by the submission of supporting documents.

V. Preventing corruption

The Foundation acts in accordance with the Group's Anti-Corruption Policy. Orange employees working for the Foundation, philanthropy and solidarity delegates, members of the selection committees, and the members of the Board of Directors agree to respect the principles described in this policy.