

## **Orange Foundation Governance Charter**

### **Introduction**

In order to carry out its mission in the public interest, the Orange Foundation has drawn up a Governance Charter that defines the principles that govern its actions and operations.

This Charter also defines the Foundation's relationship with the Orange Group's stakeholders, in particular the partners or institutions that request or benefit from its support as a donor.

### **Orange Foundation's Principles of Action**

The Orange Foundation is committed to actions in the areas of education and culture, with a particular focus on supporting disadvantaged and socially excluded people, including people with autism.

It operates in countries within the Orange Group's footprint and develops its activities over the long term.

### **How the Orange Foundation Operates**

#### **Board of Directors**

The Board of Directors, which meets at least twice a year, determines the direction and overall strategy of the Orange Foundation.

Each year, it reviews and approves the multi-year action plan and ensures that spending is in line with the schedule set out in the statutes.

It also oversees all commitments: it approves the projects selected in response to calls for projects and controls the list of projects approved outside of these calls for projects.

#### **Selection Committees**

Selection Committees are set up for each call for projects. They are chaired by the Executive Director and consist of internal experts and qualified individuals.

They examine the applications submitted and select those to be presented to the Foundation's Board of Directors for overall approval.

### **Selection Criteria for Projects**

The projects that receive funding are selected on the basis of pre-established eligibility criteria, which include criteria specific to each call for projects, as well as more general criteria described below.

The Orange Foundation prioritizes projects led by non-profit organizations that fall under the provisions of article 238 bis of the French General Tax Code<sup>1</sup>, in countries recognized by the French tax authorities.

The projects supported by the Orange Foundation are not related to the company's business and do not generate any economic activity for the Orange Group.

They are clearly defined and aligned with the Foundation's principles of action.

They are consistent with the principles of the Orange Group Code of Ethics<sup>2</sup>.

The Orange Foundation does not provide funding to:

- Religious, political or trade union organizations or projects;
- Organizations or projects that are a substitute for state and local government functions;
- Individual projects,
- Charity events,
- Humanitarian trips or rallies.

Neither does it fund the general or recurring operations of any association or organization (salaries of permanent staff, operating costs, structural costs), unless the Foundation's Board of Directors approves the practice.

### **Projects Approved Outside Calls for Projects**

In rare cases, the Orange Foundation may provide direct support to projects outside the scope of calls for projects in order to meet urgent needs or to seize ad hoc opportunities, particularly those proposed by strategic partners.

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<sup>1</sup> [https://www.legifrance.gouv.fr/codes/article\\_lc/LEGIARTI000041470858](https://www.legifrance.gouv.fr/codes/article_lc/LEGIARTI000041470858)

<sup>2</sup> <https://gallery.orange.com/rse/media/a2f6f030-01b9-11e8-972c-83699ad7b55f#v=Version1&l=en&p=0&lc=1>

In this case, the decision will be made by the Executive Director. All projects of one hundred thousand euros (€100,000) or more require the approval of the Foundation's Deputy Chairperson or Chairperson.

Funding granted outside of the call for projects will be presented to the Foundation's Board of Directors at their next meeting following the decision.

### **Application of the Orange Group Ethics and Compliance Policy<sup>3</sup> to the Orange Foundation**

Orange Foundation initiatives are selected and implemented according to the Orange Group's anti-corruption, anti-fraud and conflict of interest policies.

The Orange Foundation team, the members of the selection committees and the members of the Board of Directors are bound by a confidentiality agreement regarding the projects received and the information exchanged.

Only after the Orange Group's anti-corruption due diligence has been completed and a corporate philanthropy agreement has been signed does a positive decision become final.

**Approved by the Board of Directors of the Orange Foundation on November 29, 2024.**

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<sup>3</sup> <https://gallery.orange.com/rse?lang=en&od=e39effe2-208c-4b3a-abe7-a5a0711eac16&om=84c5ab25-8814-467f-9d73-dde3b6088b41&v=135d1b5b-aa96-4e5d-8767-51019b71de74>