Anti-corruption Policy
LRA.POL05.V2.0

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Orange is dedicated to the fight against corruption

Orange Egypt has zero tolerance towards corruption in all of its activities.

Our mission to be always in touch to connect what is essential in everyone's life and our ambition to deliver an unmatched customer experience are supported by our commitment to conduct our activities in a healthy business environment, in compliance with all applicable laws.

We want to achieve our objectives in compliance with corporate social performance by being an ethical company, respectful of the ecosystem in which it operates.

We all hold the responsibility to prevent corruption within Orange Egypt, as others working for us or under our control also do. That is why, along with all members of the Executive Committee, I ask everyone, and notably our managers, to take an active leadership role in promoting a culture where corruption cannot thrive and is unacceptable in all forms.

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Department	Legal & Regulatory Affairs
Division	Compliance
Sub-division	N/A
Related macro ETOM process	

Policy owner		
Name	Rania Gharib	
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Version	Description	Author	Date
V1	New policy		
V2	Ownership transferred from Human Resources to Legal & Regulatory Affairs under compliance supervision	Gina Ashraf	Feb. 2020

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Name	Ahmed Kamel	
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7

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1. Policy purpose and scope

- The policy aims to provide all Orange Egypt staff and employees with a framework of principles to comply within all our business operations and to provide them with a set of prohibited conducts because they may qualify as corruption or influence peddling, implant principles of compliance and integrity, build a healthy business environment and set parameters for compliance measurements to comply within our business operations and set a prohibited conducts qualified as corruption practices.

- The policy applies to all Orange Egypt employees, off-payroll employees, and Orange supplier Code of Conduct shall be applied to all suppliers who are contracted with Orange Egypt. i.e. Sub-contractors, suppliers, partners, consultants, resellers, distributors, charities and commercial sponsorships, intermediaries acting on behalf of Orange…etc.

- This policy is in conformity with :
  - Orange Code of Conduct
  - Group Anticorruption Policy

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2. Policy statement

- Orange Egypt is committed to apply responsible practices and steering business activities in an honorable manner in compliance with the applicable laws and international conventions, including:
  - Egyptian Law.
  - 1997 OECD Anti-Bribery Convention
  - U.K. Bribery Act 2010
  - 2003 United Nations Convention against Corruption
  - U.S. Foreign Corrupt Practices Act "FCPA".
  - Sapin II Law

- Orange Egypt publicly announce its "Zero Tolerance" towards corruption to its affiliates, shareholders and customers by announcing the policy on Orange website.

- In the event of breach of the anti-corruption policy, any employee will face disciplinary sanctions as provided in the disciplinary policy as well as the local applicable laws and regulations.

I. Definition of corruption

- Corruption constitutes a manipulation on the part of an authority or party of power (public office) via illegal or unethical channels. Such manipulations are associated with commercial transactions or dealings.
- Corruption is regarded under criminal law as the unlawful proffering, offering or promise to offer (active corruption), or the unlawful request or acceptance (passive corruption), directly or indirectly, of any offer, promise, gift, or advantage of any kind to carry out or abstain from carrying out (or having carried out or abstained from carrying out) an act of one's function, duty or mandate.

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II. Conducts required or prohibited by the company in relation to the prevention of corruption

- Orange Egypt assertively prohibits the following practices in any form and at all times:

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1. Gifts, Meals and Entertainment :

- Gifts, invitations or other reasonable hospitality may contribute to establishing, maintaining or developing business relations that are useful to the company activities.
- However, the inappropriate offering or acceptance of a present or invitation, particularly with the intention of influencing the outcome of a business transaction or obtaining an undue advantage in return therefore, is prohibited and may constitute, for an employee and for Orange Egypt, a breach of our anti-corruption policy as well as of the regulations in force.
- The thresholds are defined in relation to the present or advantage received by or offered. A specific procedure is set up for the strict monitoring of any decision to offer or receive advantages such as gifts, meals, or entertainment events the following thresholds :

Gifts (Offered or received)	150 EUR or equivalent in EGP
Meals (Offered or received)	75 EUR or equivalent in EGP
Invites to events or entertainment (Offered or received)	150 EUR or equivalent in EGP

- The applicable rules regarding gifts, invites and travel are described in the principles relating to gifts and invites and summarized below:

Transparency	They can only be offered or received openly and transparently as a sign of courtesy or as a sign of appreciation. They must be given as thanks without an influence on the relationship: nothing is expected in return.
Frequency	They must be occasional
Type	The type of gift or invite must comply with regulation and must not be offensive, unreasonable or contrary to dignity. The type must reflect business practices and local uses and also comply with the rules of the recipient company.
Value	The value must be reasonable and comply with the applicable thresholds. A gift can only be accepted if it is modest.
Identity of donor	They can only be offered on behalf of Orange and not in the name of the employee under any circumstances.
Brand	The objects offered as a gift must ideally be stamped with "Orange".
Period	Sensitive periods are prohibited, particularly negotiation periods and contract renewal periods.
Declaration	If thresholds are exceeded, they must be declared to the compliance officer and approved by a manager.

- Orange shall be entitled to make sure that gifts, entertainment and corporate hospitality are budgeted ahead, financially and officially uploaded in its proper accounting books and finally passed through the series of hierarchical approvals up to executives levels aligned with getting the situational assessment approval of the compliance officer or the compliance team in case of suspicious offers and/or requests.

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2. **Travel :**

- Orange can pay for reasonable travel and/or hospitality costs for people invited to take part in an event organized by Orange or to visit an office, a business site, a technical facility or a business laboratory during discussions relating to a project, an opportunity or a specific business contract or as part of a demonstration, promotion or an awareness campaign for Orange products or services.
- Travel cannot be organized under any circumstances with the intention to fraudulently or unduly obtain or keep business advantages in return. As a result, Orange does not pay for travel or accommodation costs for a friend, family member or any other person other than people travelling for the purposes of that trip.
- When an OEG employee is invited by a partner, client or supplier, Orange directly pays for the employee's transport or accommodation. If it is not possible to do this, costs paid by the inviting entity must be repaid to the inviting legal entity and not an individual. The expenditure is repaid on presentation of receipts and duly recorded in the entity's accounts.

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3. **Bribery:**

- The deeds of receiving, taking, offering, giving, soliciting, demanding a valuable thing for the purpose of stimulating an illegal, inappropriate or an unethical action. Bribery also includes ignoring or withdrawing an action with the intention of influencing the recipient in some way favorable to the party providing the bribe.
  - **Active Bribery:** Offering, Promising and giving are known.
  - **Passive Bribery:** Soliciting, demanding, receipt and acceptance
- Bribery is normally categorized as illegal and can be punishable under the Egyptian law and considered as a gross misconduct that is handled with [Zero Tolerance] in Orange Egypt's disciplinary policy. "HR.POL01.V.4"
- Before accepting or offering any gift, hospitality and entertainment, from or to anyone Orange Egypt's staff or any of its affiliates acting in their behalf are to refer to the anticorruption Guideline Ref. "HR.GUI09.V1" and the compliance team for assistance.

4. **Facilitation Payment:**

- A payment made to a government official to facilitate approval of some type of business transaction or activity.
- In other cases where facilitation payments are requested "from the other party" for the sake of increasing the chances that unwilling official to proceed with legitimate business operations; thus, the individual exposed to such situation should transparently report the incident mutually to management and compliance team in order to settle on the best handling scenario, provide alternative solutions and to mitigate the risk in conformity with applicable laws.

  - Extortion (refusal to perform a government service without receiving a bribe first) or solicitation (request for a bribe).
  - Trading in influence.
  - Laundering the proceeds of corrupt practices.

5. **Conflict of interest :**

- If there is interference between Orange's interest and any employee private interests or those of individuals or legal entities to which the employee is linked or have a close relationship, and the interference is likely to influence or seem to influence the independent and impartial performance of the employee's professional duties.
- A conflict of interest is not an offence in itself, but this type of situation may lead to an offence such as fraud, misappropriation or an act of corruption, and it can lead to suspicions regarding the integrity of the person in question and Orange Egypt.

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- If a potential conflict of interest occurs despite efforts to avoid it, the conflict of interest must be declared to the compliance officer and to the line manager to protect oneself and Orange Egypt and they shall take the necessary steps to ensure any influence to the independency and impartiality of the employee's professional duties.

For reporting any incidents (Gifts, invitations, Travel, conflict of interest, bribery or facilitation payment) or violations related to corruption and influence peddling, Any OEG employee should report the case through :

- "Ask Compliance" Channel through whistleblowing mechanism/People Share
- Send critical or sensitive cases directly to the compliance Officer or the chief Compliance officer.
- Send to compliance team on their functional email Egypt Compliance compliance.eg@orange.com

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III. Measures to prevent and fight corruption

1. Raising awareness and training

Orange Egypt is entitled to regularly support the Anti-Corruption Policy and its guidelines through an extensive awareness campaign, events, interactive training programs to staff and management, while encouraging discussions across team meetings, with suppliers and joint venture partners to ensure everyone abides by the Company's anti-corruption policy.

Orange sets up and maintains a program aimed at raising awareness among and training its staff on a regular basis and imposing the training of staff members who are most exposed to the risk of corruption, regardless of their managerial level.

Orange provides appropriate guidelines on how to identify and prevent risks of corruption in business relations to its managers, employees, and intermediaries (agents, sales representatives, consultants, consulting firms, suppliers, distributors, dealers, sub-contractors, franchisees, co-contractors and other commercial partners, including lawyers and accountants).

2. Request for advice or information

An employee who wishes to request an advice, an opinion, to find information, ask a question on a matter related to corruption or influence peddling refers to his/her manager or Compliance Officer.

3. Whistleblowing mechanism "People Share" :

Orange has implemented a whistleblowing mechanism "People share Tool" in relation to corruption and influence peddling. This mechanism applies to corruption, influence peddling and offences or frauds related to accounting, internal control and audit.

In accordance with the laws in force, the procedures implemented to receive alerts via the whistleblowing mechanism of OEG guarantee a strict confidentiality as to the identity of the author(s) of the alert, any good faith individuals targeted by the alert and the information received. No employee who files a warning in a good faith may be sanctioned or subject to any discriminatory measure for having notified an alert selflessly and in good faith via OEG whistleblowing mechanism. The author of any misuse of the whistleblowing mechanism may face disciplinary and/or legal proceedings.

Orange is responsible to protect good faith whistle blowers against any retaliation acts .

4. **Risk-mapping**

Orange Egypt is following the same methodology as the one established for the risk-mapping in relation to corruption and updates it regularly.

5. **Due diligence procedure :**

Orange Egypt is committed to implement Due-Diligence programs through the following :

Apply necessary measures and check to assure that potential partners, suppliers, third parties, intermediaries and Orange affiliates are ought to adhere to Orange Egypt anticorruption policy. Such third parties should be approved for contractual agreements after running a proper due-diligence investigation by the compliance team.

Orange shall be entitled to conduct the required due diligence to identify Orange's partners conformity to Orange's compliance standards and the anticorruption policy and guidelines.

Orange expects the very same compliance from its suppliers and their respective employees/ shareholders, associates and/or controlled /controlling parties.

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IV. Management of the anti-corruption Policy

The Executive Committee and board of directors of Orange Egypt review the efficiency of the anti-corruption program at least once a year. The Chief Compliance Officer and the Compliance Officer are responsible, within their respective areas, for monitoring the policy deployment program and monitoring its effectiveness.

V. References

Name	Date

VI. Reviewed and accepted by

Department	Name	Title