ANTI-CORRUPTION POLICY
OF ORANGE POLSKA
Introduction

Orange Polska has zero-tolerance policy towards corruption.

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

It is our duty to create 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 towards corruption** with respect to all areas of Orange Polska’s business activity.

The zero-tolerance policy towards corruption 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.

The Anti-corruption Policy should be broadly communicated and propagated among our Organization’s employees, with the support of training initiatives that enable proper understanding and use of its principles in day-to-day work.

1. Purpose

The purpose of this Anti-corruption Policy is to provide all Orange Polska staff and employees with a code of conduct defined as a set of principles to comply with in all our business operations, and a set of prohibited conducts that may qualify as corruption or influence peddling.

This Anti-corruption Policy has been supplemented with Guidelines for preventing corruption at Orange Polska which include detailed principles and standards of applying this Policy and employing it on a case-by-case basis.

This Policy is addressed to Orange Polska employees, co-workers and management.

The Orange Polska Anti-corruption Policy should be understood and considered consistently with the Orange Polska Code of Ethics.

As part of our communication activities aimed at preventing any forms of corruption, this Anti-corruption Policy should also reach all Orange Polska stakeholders (including customers and suppliers).

It is important that the Anti-corruption Policy does not become the sole source of information or interpretation for any business situation taking place in or outside Orange Polska. Therefore, each of us is required to acknowledge the regulations concerning corruption and influence peddling.

2. Definition of corruption and influence peddling

Corruption is defined as the unlawful proffering, offering or promise to offer, either directly or indirectly, or the unlawful request or acceptance, either directly or indirectly, of any bribe or undue benefit of any kind, in order to distort proper carrying out of one’s duty or to distort one’s behavior.
Crimes related to corruption have been defined in the Penal Code.

Corruption, as understood in this Policy, shall include bribery and laundering the proceeds of such practices.

Bribery means:

- proposing, promising or giving (the active form)
- soliciting, requiring or accepting a bribe, i.e. venality (the passive form)

in any form, of any value, which may be deemed to be an encouragement of (active or passive) bribery, which is contrary to the adopted principles of conduct or illegal, may amount to corruption, is unethical or in breach of law.

Influence peddling is regarded as claiming one’s influence in an organization that has public funds at its disposal, or convincing or asserting another person in the belief that such influence exists, while proffering (passive influence peddling) one’s mediation services in a specific case, or seeking (active influence peddling) such mediation services, with a view to obtaining employments, contracts or financial support, or any other material or personal profits, or a promise thereof.

3. Principles of the Anti-corruption Policy

3.1. Transparency of the Corporate Governance

We act with fairness, honesty and honor. We endeavor to be modern, dynamic and friendly while ensuring the openness and transparency of our activities. With this attitude, we are perceived by our shareholders and customers as an innovative, responsible and trustworthy Company. We comply with the applicable law. Orange Polska adopts a zero-tolerance policy towards corruption and influence peddling in all aspects of its activity.

In accordance with the adopted Policy, actions listed below are always forbidden, whatever their form may be, and whether they are direct or indirect, both within Orange Polska and in relationships with its stakeholders:

✓ bribery,
✓ extortion or solicitation,
✓ influence peddling,
✓ legalization of revenue from bribery.

Any person who reports a suspected violations or refuses to participate in an act of corruption or influence peddling, will not face any adverse consequences of his/her decision.
3.2. Compliance with applicable laws and international conventions

In most countries, actual or attempted bribery is considered to be a crime which carries important penal sanctions in the form of pecuniary penalties or imprisonment, imposed both on companies and employees. Some of these regulations are international acts of global reach aimed at the fight against bribery and corruption (e.g. the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the United Nations Convention against Corruption).

As a global company headquartered in France whose shares are listed in both France and the United States, Orange is subject to applicable French anti-corruption laws, including the legislation addressing transparency, anti-corruption and economic modernization (SAPIN II), as well as U.S. anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (the “U.S. FCPA”) as well as to applicable local law in the jurisdictions in which it operates and/or has subsidiaries. It is important to note that individual countries are currently strengthening their anti-corruption legislation. As a matter of example, the United Kingdom strengthened its anti-corruption legislation with the U.K. Bribery Act 2010 (the “U.K. Bribery Act”).

Each legal entity should take adequate measures with respect to its employees, collaborators and stakeholders to inform them of their duties and responsibilities.

4. Corruption risk areas

Reasonable gifts and invitations (meals, events, and entertainment) may support the process of initiating, maintaining and developing important business relationships.

In such situations, Orange Polska does not want its employees to be exposed to accusations of maintaining business relationships by breaching applicable standards and regulations. Making or accepting gifts in a manner deemed inappropriate may expose our employees and our Company to accusations of breaching the anti-corruption legislation.

Thus, before you accept a gift or before you propose one, make sure your behavior complies with principles adopted by Orange Polska.

Below, you may find some examples or actions we find unacceptable:

✓ delivering, promising to deliver, offering or soliciting a consideration in the form of payment, gift, travel, invitation or other benefit in order to obtain, or in return for obtaining, a specific business benefit,

✓ delivering, promising to deliver or offering a consideration in the form of payment, gift, travel, invitation (meals, events, entertainment) or other benefits to a state official or agent in order to improve or accelerate the course of routine procedures,

✓ payments promised by, or accepted from, third parties if you suspect or are sure that such parties expect specific business benefits in return,

✓ gifts, travels, invitations (meals, events, entertainment) or other benefits promised by, or accepted from, third parties.
We neither pay nor accept any bribes (pecuniary considerations). Usually, such considerations are amounts of money that are supposed to guarantee or accelerate the routine tasks of officials. Whenever facing a situation where your only choice is to pay a bribe because your life, health or freedom is threatened, do whatever is necessary in self-defense. Then, report such event as quickly as possible to your superior and to the Compliance Officer of Orange Polska who is duly authorized to take adequate measures in response to such cases.

If you are required to make a payment on behalf of Orange Polska, you need to be aware of the subject matter of such payment and to know whether the requested amount corresponds to the value of goods or services. Always request a bill where the subject matter of your payment is identified. Should you have any suspicions, doubts or questions concerning such payment, consult it with the Compliance Coordinator.

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

5. Measures to prevent corruption and influence peddling

5.1. Raising awareness and training

The Anti-corruption Policy forms a part of the Compliance Management Program and is therefore communicated both internally and externally. Orange Polska sets up a program of activities aimed at raising awareness among and training its staff on a regular basis, including obligatory training of employees who are most exposed to the risk of corruption, regardless of their managerial level.

Orange Polska provides its managers, employees and associates relevant guidelines that enable them to identify and prevent corruption risks in relationships with their business partners (representatives, consulting companies, suppliers, distributors, subcontractors and contractors’ collaborators).

5.2. Getting advice and information

If unsure how to react when facing a risk of corruption or influence peddling, you should contact your superior, the Compliance Coordinator from your business area or Compliance Officer of Orange Polska. Compliance Coordinators are N+1 managers appointed by the Management Board.

Your responsibility, and the responsibility of your subordinates, is to prevent, detect and report cases of bribery and of other forms of corruption, as well as cases of influence peddling. All Orange Polska employees are required to avoid any actions that could result in infringing that principle. If you suspect such infringement has taken place or may take place in the future, report it as soon as possible through the dedicated channel.

5.3. Whistleblowing mechanism

Orange Polska has implemented a whistleblowing mechanism in relation to corruption and influence peddling. This mechanism applies also to offences or frauds related to accounting, internal control and audit.
Suspected violations of Orange Polska’s Anti-corruption Policy or other legal regulations can be reported via the same channel that is used for notifying of any unethical actions:
* zaptyaj_etyka (zaptyaj.etyka@orange.com)

or, if You believe it is necessary, directly to the Chairman of the Audit Committee of the Orange Polska S.A. Supervisory Board.

Orange Polska employees, acting in good faith, may report their concerns or ask for advice if suspecting an infringement of the Orange Polska Anti-corruption Policy or of other regulations of the law. When doing so, they should not be afraid of any repressive measures, acts of discrimination or disciplinary proceedings. Reports are confidential and are examined with due diligence. The originator of any misuse of the whistleblowing mechanism may face disciplinary and/or legal proceedings.

The data that can be used to determine the identity of the reporting person may be disclosed only with the consent of that person, unless disclosed at the request of a legitimate body acting under the law, in particular a court of law or the public prosecutor.

The data that can be used to determine the identity of the reporting person may be disclosed only after the report has been recognized as legitimate, unless disclosed at the request of a legitimate body acting under the law, in particular a court of law or the public prosecutor.

The Orange group has implemented a whistleblowing mechanism 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. Any reports related to such issues may be sent to: deontologie.alerte@orange.com.

5.4. Record keeping, transparency and auditing procedures

Orange Polska implements and maintains accounting and operational control procedures aimed at ensuring that the financial statements are not used to cover up corruption or influence peddling. All registers, invoices, memos and other documents related to transactions with third parties such as customers, suppliers and other business partners, must be prepared, maintained and controlled with the utmost level of accuracy and completeness.

If an employee finds him/herself in a situation where he/she must make a payment on behalf of the company, he/she must always be aware of the purpose of such payment and assess whether it is proportionate to the product(s) or service(s) provided. He/she must always ask for a receipt or an invoice specifying the reasons for such payment. If there are any doubts or queries in relation to a payment, he/she must refer to his/her manager, the Compliance Coordinator of his/her business area, and if required, to the Compliance Officer of Orange Polska.

5.5. Document retention

Orange Polska has appropriate procedures in place in order to ensure that all documents are archived in a way that shows the implementation and efficiency of its approach to prevent corruption and influence peddling.
5.6. Staff responsibility

Any non-compliance with provisions set forth in the Anti-corruption Policy constitutes a breach of employee’s obligations and may result in taking relevant disciplinary measures, as defined in the Working Regulations, and in criminal liability, as imposed by the generally applicable legislation.

5.7. Risk mapping

Orange Polska has established a risk mapping process in relation to corruption and updates it regularly.

5.8. Conflict of interest

Orange Polska has procedures in place in order to identify, prevent and manage conflicts of interest.

5.9. Due diligence procedure

Orange Polska applies due diligence procedures in relationships with its business partners in order to eliminate risks related to corruption, non-compliance with economic sanctions, and financing of terrorism, as well as fraud risks.

5.10. Management of the Anti-corruption Policy

The Management Board of Orange Polska is responsible for ensuring that the Anti-corruption Policy complies with the legal system, good practices and business ethics standards, and that everyone under its control complies with the Policy provisions.

The Management Board reviews the efficiency of the anti-corruption program at least once a year.

Chief Compliance Officer, Compliance Officer of Orange Polska, and N+1 managers appointed as Compliance Coordinators are responsible, within their respective areas, for monitoring the Anti-corruption Policy deployment program and ensuring its effectiveness.