

COMPLIANCE

1. Orange acts in accordance with the values and guidelines of the “Orange Group Code of Ethics” and the “Orange Group’s anti-corruption policy” available on www.orange.com (Supplier Code of conduct : <http://www.fournisseurs.orange.com/en/web/guest/nos-fournisseurs.jsessionid=B8F834D0FC5DCCABD1BCFBBECB8D37CF>).

2. In that order, each Party undertakes to comply with all national, European and international legal and regulatory provisions applicable to their business related to fight against corruption, notably OCDE’s guidelines (particularly regarding efforts to fight corruption), the US Foreign Corrupt Practices Act, the UK Bribery Act, the law “Sapin II” for transparency and fight against corruption, and the French criminal code pertaining to financial and economic misdemeanors and crimes and also subject to the international trade sanctions that may have been imposed by the European Union (including France) and the United States authorities pursuant to Chapter VII of the UN Charter, (hereinafter referred as the “**Rules**”).

Each Party undertakes not to be on lists such as the “Consolidated Travel Ban and Assets Freeze List” published by the United Nation Sanctions Committee, the “Specially Designated Nationals and Blocked Persons list” maintained by the OFAC, the “Asset Freeze Target List” held by the Treasury of United Kingdom, and the consolidated list of people, groups and entities subject to EU financial sanctions.

3. In case of modification of the legal and/or regulatory framework as well as any judicial decision that would imply violation of the Rules by one of the Parties, the Parties shall introduce the relevant modifications to remedy it as quickly as possible.

4. Each Party undertakes, and also require its shareholders, directors, officers, employees, suppliers, affiliates and sub-contractors and each respective representative (hereinafter the “**Third Parties**”):

- to respect the Rules, by appropriate means for the effective implementation and maintaining of a compliance framework;
- that (i) the Third Parties and each person involved in any way in the performance of the Agreement comply with the Rules and that (ii) every necessary means used by the Party for the performance of the Agreement comply with the Rules.

5. In order to ensure compliance with the Rules for the duration of the Agreement, the Parties shall provide on demand and at all time to the other Party all elements requested to establish such compliance, and shall inform the other Party without any delay, when they know or have reason to know, of any failure to comply with the Rules by them or any Third Party, as well as the corrective measures adopted to ensure compliance with the Rules.

At any time, Orange is entitled to audit, directly or by a third party designated by Orange, the Supplier and its Third Parties, in order to check the compliance with the “Orange Group Code of Ethics”, the “Orange Group’s anti-corruption policy” and the Rules.

6. In the event that a failure by one of the Party to comply with the Rules and undertakings mentioned above is detected, the other Party shall have the right to terminate the Agreement.