



Sofrecom's Guide of Good Ethical Practices



Each and every one of us must display integrity, professionalism and responsibility in their professional activities.

In its Deontology Charter, the Orange Group has pledged to respect and ensure that everyone respects its values through principles of collective actions and individual behaviors. The Group Deontology Charter is the cornerstone of our ethical approach. It comprises the very core of our common values.

Adapted for Sofrecom, it represents, for every Sofrecom employee a common standard concerning the daily conduct to be respected amongst ourselves, but also towards our customers, our competitors and more broadly speaking, with regards to our environment.

In an operational concern, we have taken up the axes of this charter in a "Guide to good ethical practices" which applies to all entities of Sofrecom.

Since its certification by Ethic Intelligence in 2010 for its anti-corruption program, been renewed in 2014, Sofrecom has affirmed its position of zero tolerance towards any form of corruption.

It is an asset that gives confidence to our customers and partners.

Aware of this challenge, we are strengthening our system of due diligence and risk management every year.

The new Sapin II law applicable on 1 June 2017 accentuates the requirements in terms of prevention and repression, by requiring companies to implement adequate and evolving programs for the prevention and detection of corruption.

Essentially, this includes: a code of conduct, an alert system, risk mapping, stakeholder status assessment procedures, a training plan for exposed people, sanction measures and internal controls.

This is the opportunity for Sofrecom to reaffirm its fight against corruption, by evolving its ethical certification to include the new international standard ISO 37001.

The governance of our Ethics and Compliance approach is conducted under the direction of, a Chief Compliance Officer (CCO), with the help of an Ethics advisor. Compliance Officer's mission is to coordinate and supervise the effectiveness of Compliance actions within Sofrecom.

Ethics Advisor's mission is to guide managers and staff and to help develop ethical behavior across the entire Sofrecom Group notably through ethics training and awareness communication.

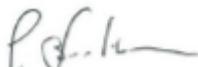
Each local office has appointed a local Compliance Officer (CO) who is functionally attached to the CCO for this role. which mission consists of ensuring the local implementation of the program.

I invite you once to consult this "Guide of Good Ethical Practices" which addresses the entire Sofrecom Group and to make it yours.

To further facilitate your understanding of our ethics and compliance rules, we indicate, in this new edition of our ethical guide, the sections of "Sofrecom's principles in applying the Orange anti-corruption policy" to which you should refer, in certain situations.

The fight against corruption involves all of us.

It's the commitment of everyone that makes Sofrecom an ethical and responsible company!



Guillaume Boudin
CEO Sofrecom Group

Introduction

Within Sofrecom, we are committed to maintaining an attitude that complies with the values associated with the Orange brand, notably responsibility.

Giving in to practices that could harm our integrity as well as our reputation would damage our long term growth and would prejudice our current and future actions. We must do away with such practices.

Sofrecom employees may sometimes find themselves in ambiguous situations where the ethical choice is not apparent.

This guide to good practices is intended to help us act with integrity and to make the right choices. It presents the standard for our principles of action and our behavior and provides examples of ambiguous situations to help us better react when faced with delicate choices.

Each and every one of us must read it, and understand its letter and its spirit and do everything possible to adhere to it.

In all situations where an ethical dilemma may arise at work, always ask yourself the following questions:

Would I hide this from my family, my superiors, from the media?

Am I trying to convince myself that what I am doing is right?

Could what I am doing be detrimental to the Group? Am I the only one that may benefit from this?

If you find yourself answering 'yes' to one of these questions, what you are considering is likely contrary to our good practices. Do not proceed with it, or ask for advice from your superiors or your Ethics Advisor.

Sofrecom principles

Each director or employee must display integrity, respect, objectivity, professional conscience and sense of responsibility in his mission or his activity within the Group. Everyone, regardless of their activity and responsibilities, aims for excellence, striving to develop their skills and their ability to innovate. Each contributes to the establishment and maintenance of an environment of trust and quality, as well as fostering performance, initiative and team spirit.

As an administrator or collaborator, if I am aware of any infringements or frauds committed to the detriment of the Orange Group and / or Sofrecom or its entities, I must alert, as appropriate: my hierarchy, the Direction in charge of Audit and Internal Control of Sofrecom, or any governance body reporting to Sofrecom's Board of Directors.

Towards our customers

Our success is built on quality and improvement of the services we provide together with the satisfaction our customers. That is why employees must refrain from any behavior that does not respect business regulations or from any falsification or manipulation of figures and accounts.

Towards our shareholders

The trust of our shareholders grows with the pursuit of our goal of ensuring the profitability of their investment.

We strive to regularly provide them with intelligible, pertinent and reliable information.

We insist upon the scrupulous respect of the regulations and principles of corporate governance.

Towards our employees

We have confidence in the loyalty, integrity, motivation and the sense of initiative and responsibilities of our employees. We make every effort to ensure them a working environment that is healthy and safe, and to encourage the development of their professional qualities and their individual responsibilities. Our teams reflect the diversity of cultures and skills.

We shall not tolerate any form of discrimination.

We shall ensure the existence of mechanisms that enable an employee to signal infractions or frauds that they may be aware of as well as the appropriate and diligent handling of these particulars.

Towards our suppliers, subcontractors and partners

We have established a relationship of trust and loyalty with our suppliers and partners so that our customers may enjoy the highest quality of service.

We expect them to share and respect ethical principles.

Towards our competitors

We strive to surpass our competitors using means that are both honest and legal and by the quality of the services we provide.

Towards the environment in the countries where we are present:

We respect the natural environments and the cultures of the countries in which we operate (by setting up local facilities – a subsidiary or branch – or through pre-sale actions or carrying out projects / missions).

We shall respect the applicable laws and regulations and we expect our employees to comply with them.

We shall maintain ethical relations with the governments and the administrative and tax authorities.

We shall reject any and all forms of corruption.

Examples include corruption in winning a bid, settling a tax inspection or for managing administrative processes.

Non-ethical behavior: real-life cases

Processing of confidential information

During the execution of their work, employees may sometimes obtain non-public information that belongs to either the Group or to Sofrecom, namely, the personal or confidential information provided to us by our customers, suppliers and employees. They also concern, without being exhaustive, customers of Sofrecom or of our own customers and the awarding or terminations of contracts; the development of products and marketing strategies, the sale prices; technical processes and creations; unpublished financial results; changes in share ownership on Sofrecom and on the Boards of Directors of Orange Group and subsidiaries, and also any information concerning the awarding or the termination of contracts, the mergers, acquisitions, sales and winding up of subsidiaries of the Group or Sofrecom.

In this light, employees are expressly forbidden from using such information for:

- advising third parties from inside or from outside the Company for the purpose of carrying out certain operations on the stock exchange prior to publication of said information
- informing third parties for any reason whatsoever, by transmitting customer files, activation codes, procedures or operating methods or by circulation of sensitive data.

Non protection of Orange Group and Sofrecom's assets

Whether as an administrator or employee, one must make sure that all projects and know-how of the Group and Sofrecom are protected, that its intellectual property is respected and that its resources are used conscientiously. Malicious behavior with regards to both tangible property (premises, equipment, etc.) and intangible property is thus expressly forbidden. For example, employees shall not commit nor abet to commit theft, fraud, degradation, sabotage, etc.

Abuse in terms of public expression or public behaviour

All employees shall display loyalty, integrity, impartiality and a sense of responsibility: every employee represents the image of the brand and the Group on the outside at all times.

For example, the following types of behavior are prohibited:

- the denigration of offers or products
- the denigration of service providers
- any behavior that may damage the image of the Group and be contrary to its rules, namely with regards to the host country, its inhabitants and its institutions: racist remarks and behavior, usage and trade of drugs, alcohol abuse, so-called sexual tourism, etc.

Non respect of the legislation

All employees shall respect local and national legislation, wherever they may be in the world. None of the provisions of the present Guide to Good Ethical Practices shall be interpreted as an encouragement to infringe the legislation in force in any field of law, whether commercial, labor, public, or other branches of law.

Non respect of the individual

Employees shall respect the individuals and the right to protection of their private life, wherever they may be in the world. They shall thus reject all forms of discrimination and the following types of behavior:

- moral or sexual harassment
- behavior that is insulting, racist or violent
- intrusive behavior in private spheres
- casual and contemptuous behavior
- discriminatory behavior such as that based on sex, true or alleged belonging to a race or ethnic group, sexual orientation, state of health, pregnancy or religion.

Conflicts of interest

Conflicts arise when the perspective of personal, family or financial profit, or of any other form of advantage, incites employees to act against the best interest of the Orange Group and /or Sofrecom. Conflict of interest shall also be understood as the fact of accepting or offering excessive or inappropriate gifts, in cash, in kind, discounts, goods or entertainment that may influence or compensate professional decisions.

For example, the following types of behavior are prohibited:

- influencing decisions or allowing decisions to be influenced regarding suppliers, customers or other contractual partners
- accepting a gift of excessive value having a link with the signature or the renewal of a contract and the business relationship overall
- accepting to participate in a seminar for work and relaxation organised by a supplier that is of no true utility for the company
- favoring a personal interest that conflicts with the impartial and objective exercise of my professional activity
- favoring my personal interest that could influence or seem to influence the position or decision taken for the company.

The rules applicable within the Sofrecom group regarding gifts and invitation are described in "Sofrecom's principles in applying the Orange anti-corruption policy" and the "Application Principles Summary", online on the soflink intranet. Thresholds applicable in each country are defined in the "Thresholds for gift & hospitality" grid (also online on the intranet).

Unfair competition

Employees shall not use any illicit means for finding information regarding their competitors.

They shall not act in any way as to fail to fulfil their obligations and shall not seek to obtain undue advantages for the Company. Practices to be avoided thus include:

- yielding to pressure of a nature as to hinder free competition
- helping suppliers or customers to benefit from privileged information
- accepting or paying bribes, whether directly or through intermediaries
- basing the business decisions on the existence or non-existence of a mutual relationship
- using information disclosed by a competitor in an illicit manner in order to obtain an undue business advantage.

Sofrecom's Application Principles of Orange Policy

Charitable donations and corporate sponsorship

Sofrecom applies oranges guidelines on "Charitable donations and corporate sponsorship" according to the principles described in section 9 of Sofrecom's application principles of Orange anti-corruption policy, online on the sof'link intranet.

Sponsorship actions and partnerships with associations are managed by Human Resources or the ESR Department and systematically require the prior approval of the Sofrecom CEO.

Contribution to political parties or related organizations

Sofrecom applies Orange's guidelines on "Contribution to political parties" according to the principles described in section 8 of Sofrecom's application principles of Orange Anti-corruption Policy, online on the sof'link intranet.

Facilitation payments, solicitations and extortion

Sofrecom applies Orange's guidelines on "Facilitation payments, solicitations and extortion" according to the principles described in section 10 of Sofrecom's application principles of Orange anti-corruption policy and in the Application Principles Summary, online on the sof'link intranet.

Facilitation payments (improper and unofficial small payments made to subordinate employees in order to guarantee or accelerate the provision of current or necessary services to which the user is entitled) are prohibited, unless it has been done under duress with threat to personal safety.

For better clarity, if payments have been made as a result of a threat to personal safety or some criminal act, they are considered to have been made under duress with threat. A situation under duress with threat may justify payments made to avoid loss of human life or physical injury or deprivation of freedom. In this case, those payments will not be considered to be facilitation payments.

However, such incidents must be reported in full detail to Sofrecom's CEO, Director of CXMB, Local Office's CEO, the employee's manager, the Chief Compliance Officer and relevant Compliance Officers so as to enable appropriate action to be taken.

Warning Procedure

If a Sofrecom employee is faced with a decision that could potentially lead to a contravention of this Ethical Practices Guide, or if he has reasonable cause to believe that another person is not respecting the Guide, he should report this to his superiors.

For understandable reasons, people may be reluctant to discuss such issues directly with their own manager, the Compliance Officer, the Chief Compliance Officer or the Human Resources Department, in which case they have the option of using the alert system. Its use is optional, so non-use of the system is in no way reprehensible.

Scope

The alert system concerns first and foremost infractions and fraud concerning accounting, internal control and auditing, corruption or fair competition.

If a serious incident is reported outside this scope, the alert must be forwarded immediately to the appropriate manager (e.g. administrative and financial director, human resources director, etc.).

How is the system triggered?

Reports can be made by email to: deontologie.alerte@orange.com

Any report made in good faith is guaranteed to remain confidential and the sender is protected against all repercussions.

Protection of people when dealing with alerts

Any employee who triggers an alert in compliance with the procedure described above shall be completely protected against threats, discrimination and detrimental actions – unless he has knowingly distorted the information. All people implicated in reports made using the alert system shall have information access and rectification rights.

Employees exploiting the alert system in a patently abusive manner expose themselves to disciplinary measures, even legal proceedings. Inversely, if the system is used in good faith, no action will ever be taken against reporting staff, even if their report proves to be inexact or unfounded, or if a decision is made not to follow it up.

Sofrecom guarantees the durable protection of all personnel reporting ethics violations.

Alert management

Total confidentiality of electronic messages is guaranteed in order to protect senders of alerts against reprisals. However, they are invited to identify themselves in order to ensure that the system is used responsibly, to avoid slanderous denunciation, to facilitate the protection of the author of the alert against possible reprisals and to enable better follow-up of alerts by asking senders for additional information.