



## 1 SERVICE DESCRIPTION FOR PROGRAM MANAGEMENT

### 1.1 Definitions

As used in this Service Description, the following capitalized terms will have the meanings given to such terms in this Clause 1.1. In the event of any conflict between the definitions provided in this Service Description and those provided elsewhere in the Agreement, the definitions in this Service Description will control for purposes of this Service Description. Capitalized terms used and not otherwise defined in this Service Description will have the meanings ascribed to them elsewhere in the Agreement.

**"Program Board"** means the group of senior Stakeholders providing sponsorship of the Program within or on behalf of Customer and Orange, who will provide endorsement of the Program objectives for the Parties as well as guidance and direction to the Program Manager for the Program's duration.

**"Program Sponsor"** means the personnel provided or approved by Customer ultimately responsible for the success of the Program and who represents the interests of the Program Board.

**"Stakeholder"** means any person, group, company, corporation, partnership, association or organization or statutory authority engaged in, affected by, or with an interest in or influence over the Program, as may be identified by the Parties in the Program Management Plan. Stakeholders may include, without limitation, Customer or Orange personnel, divisions, customers, or suppliers, as well as independent third parties.

### 1.2 Service Overview

The Orange Program Management Service is the coordinated management of a Program by the Orange Program Manager to achieve strategic benefits for Customer using:

- **Benefits Management Process** – the management process for the identification, monitoring, and measurement of the quantifiable and measurable benefits to be achieved throughout the Program.
- **Program Stakeholder Management** – the management process for the identification of and effective communication between Stakeholders.
- **Program Governance** - the Program control and review processes implemented to ensure that the Program meets the needs for which it is undertaken.

If Customer orders Program Management Services, then the Parties will mutually agree on and execute a SOW or letter of engagement setting forth the scope and description of the Program and the Charges applicable thereto; the SOW or letter of engagement will be deemed incorporated herein by reference.

### 1.3 Program Manager/Program Director

Except as otherwise provided herein, as part of the Program Management Services, Orange will provide a Program Manager, who will work with Customer to plan, execute and close the Program. The Program Manager will prepare a Program Management Plan, which may include, among other things, the Stakeholders, the Projects included in the Program, their expected costs, resources, perceived risks, and transition activities together with monitoring and controlling activities. The Program Management Plan will be submitted to the Program Board for approval. For large and complex Programs, Orange may provide a Program Director in addition to or in lieu of the Program Manager who will provide integrated management of the Program by ensuring that the component projects are initiated, directed, and closed as appropriate.

Subject to the terms of the SOW or letter of engagement executed by the Parties and upon the Program Management Plan's approval by the Program Board, the Program Manager may:

- Proactively manage the Program's progress, resolving issues and conducting corrective and preventative action as appropriate.
- Provide the Program Deliverables within the agreed schedule and cost objectives.
- Facilitate the appointment of individuals to Project delivery teams.
- Ensure efficiencies in the allocation of resources and skills across the Projects.
- Manage communications with the Stakeholders, including the contributions of third parties to the Program.
- Manage interdependencies and interfaces between Projects.
- Manage the Program benefits process.
- Monitor the delivery of products, services, and capabilities from Projects.
- Manage Program level risks and monitor Project level risks.

- Report Program progress at regular intervals to the Program Sponsor.

The Program Management Plan also will be updated as agreed upon by the Parties throughout the Program's lifecycle. Upon completion of the Program, the Program Manager will evaluate the Program outcomes, support the transition of any new capabilities over to Customer, and perform a post-Program review.

#### **1.4 Customer Responsibilities**

Customer will ensure that all of the Customer Stakeholders as well as any Customer personnel serving as the Program Sponsor are available to, and that they will work in good faith with, the Program Manager for the duration of the Program, including working with the Program Manager regarding any changes to the Program Management Plan that may be needed. Customer will provide to the Program Manager any information reasonably requested by the Program Manager for the Program, including without limitation, Customer's objectives, desired benefits of the Program, and Project information. Each Party will be responsible for its respective Stakeholders as well as all information provided by such Stakeholders. The Parties acknowledge and agree that Force Majeure Events or third party Stakeholders may adversely affect the Program as well as any benefits to be achieved through the Program, for which Orange will be responsible or liable; in such case, the Parties agree to meet and discuss in good faith any changes that may need to be made to the Program.

#### **END OF SERVICE DESCRIPTION FOR PROGRAM MANAGEMENT**