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# Ethics charter

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## A SUSTAINABLE COMPANY IS AN ETHICAL COMPANY

ENGIE is a global benchmark player in the energy sector. Responsible growth is central to the Group's areas of activity (low-carbon electricity generation, networks, customer solutions), which positions itself as a pioneer to address the main challenges of the new energy landscape: reducing and adapting to climate change, access to sustainable energy and reasonable use of resources.

To meet these challenges we need a trustworthy and reliable relationship with all our stakeholders: trust of consumers and industrialists, of the public authorities and civil society, of our partners, suppliers, and our customers.

Building and preserving this trust is based on two requirements: that of appropriation and uncompromising respect for our values by every Group employee; and that of our own responsibility in the decisions we take or the projects in which we become involved. This daily requirement shapes our identity around a simple and strong conviction: a sustainable company is an ethical company.



## This ethical ambition, shared by all, requires every individual to be exemplary

We have a very clear policy: zero tolerance, particularly regarding fraud and corruption, and complete commitment to compliance with ethical rules - those of the countries in which we operate and those we set for ourselves. This requires every employee to take seriously their role in building and protecting the Group's reputation, by acting in full compliance with the applicable laws and our values and ethical principles, in all of our activities.

Ethics must be at the core of managing our daily activities'. It must feed our managerial, commercial and operational practices. Ethics is not only the issue of a line, it's everyone's issue and an issue for all of us. We build together the trust of our stakeholders, which is a major value creation lever for the Group.

This ethical ambition is embedded in the principles set out in the present Charter. No development or performance objective should therefore be set within the Group or its entities if implementation leads to any infringement of these principles.

Although our Group draws strength from its operational excellence, it is also recognised by all of its partners and customers for its very high level of reliability and responsibility. It is therefore down to each and every one of us to live up to the trust that is placed on us, by making ethics an absolute priority every day.

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This **Ethics charter**, along with the **Practical guide to ethics**, is the foundation for all of the referentials, internal policies and codes of conduct adopted by the Group, and which each and every one of us must promote and protect, whatever our position in the hierarchy, our entity, or our geographical sphere of intervention.

This charter defines the 4 fundamental ethical principles underlying all of ENGIE's ethical commitments and it determines their field of application and presents the general architecture for the Group's ethics and compliance governance and organisation.

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Isabelle Kocher



## **PRINCIPLE 1**

### **Act in accordance with laws and regulations**

In all circumstances, all Group employees must observe international, federal, national and local regulations, as well as rules of professional ethics for their activities, and the Group's ethics and compliance policies.

Regarding these specific rules, as they shape the Group's identity, all entities must respect them in substance, subject to the binding provisions of relevant laws and local customs.



## **PRINCIPLE 2**

### **Behave honestly and promote a culture of integrity**

Honesty and integrity must govern both business and interpersonal relationships, and everyday professional practices. It is essential for every individual to act in an upright manner in all circumstances, and promote a culture of honesty and integrity. Based on this principle, the Group attaches the utmost importance to exemplary behaviour from its employees. In choosing its partners, ENGIE is careful to maintain high requirements regarding honesty and respect for human rights.

As a consequence, ENGIE encourages reporting of ethical incidents, and no employee may be sanctioned neither for using a reporting measure for these incidents, selflessly and in good faith, nor for refusing to carry out an act which they believe goes against the Group's ethical principles.

# **ENGIE's fundamental ethical principles**



## **PRINCIPLE 3**

### **Be loyal**

For the Group, the quality of a relationship relies on the loyalty of the parties, particularly in the execution of contracts. In particular, this requires that we honour the commitments made and that we do not make any commitment that the Group cannot keep.

Every time one of the Group's employees communicates with their contacts, they do so in good faith, in a constructive spirit, in respect of everyone's interests, and caring about providing sincere information.

The principle of transparency, which guides a large company like ENGIE, does not prevent employees respecting business secrecy, within the framework of the applicable laws.

ENGIE, which expects its employees to respect the principles laid out in the present Charter, offers in return the necessary protection when they are challenged or jeopardised, provided that they have acted in good faith in the course of their duties.



## **PRINCIPLE 4**

### **Respect others**

Convinced that a sustainable company is a company that unites economic development and human progress, ENGIE attaches the utmost importance to the values of tolerance and respect for others, to which all employees must adhere in the course of their professional activities, and which govern every ENGIE entity's relationship with them.

Respect for others implies treating everyone fairly, by giving equal importance to everyone. It requires reciprocity: everyone has rights they can exercise, but also duties to fulfil, towards others, their entity, the Group and society as a whole.

In particular, this principle covers respecting, in all circumstances, the rights of persons, their dignity and their singularity, and respecting different cultures. It also applies to material and immaterial goods belonging to others, and more generally to the preservation of heritage and the environment.

It guides the Group's policy for gender equality, respect for private life, promoting diversity and fighting all forms of discrimination, protecting health and safety at work, and in particular preventing and sanctioning all situations of harassment.

It underlies all of ENGIE's internal and external policies, and must even inspire the mode of conflict resolution.

Tolerance, which is manifested in kindness and openness to others, rules out any form of extremist behaviour.



## Application of ENGIE's Ethics charter

### THE ETHICS CHARTER AND ITS 4 PRINCIPLES APPLY:



#### To all of the Group's employees and Group entities

ENGIE expects its employees to act in accordance with the Group's ethical principles, in all circumstances, and whatever their jobs, level of responsibility and contacts.

A healthy working environment contributes to the successful operation of the Group and to employee well-being. The Group therefore pays great attention to quality of life at work. Respect and trust must guide relationships between employees and dialogue with social partners.

Everyone, from board members to employees, has the responsibility never to act in any way which might raise the slightest doubt about the Group's ethics.

The fundamental ethical principles must be promoted by the Group employees who sit on the boards of directors or supervisory boards of companies not controlled by ENGIE.

ENGIE directors and managers are the primary promoters of the Group's Ethics charter and its everyday application among employees and stakeholders. While managers must verify that their employees are familiar with their ethical and legal obligations, it is even more important that they should make sure that practices reflect those obligations.

When using of sanctions in case of infringement of ethical and legal obligations, it is done in accordance with local law and practice.



## To the Group's customers and stakeholders

ENGIE applies its ethical principles to its relationships with all parties involved in the markets, particularly customers, investors, partners, suppliers, service providers and subcontractors (including intermediaries or business consultants) or non-governmental organisations (NGOs).

The Group promotes these principles among all of its stakeholders.

Regarding customers, the Group pays utmost attention to their satisfaction, based on quality products and services, an open dialogue, procedural transparency, honouring commitments and respecting rules of competition.

In their dealing with all stakeholders in the market, ENGIE's employees behave loyally, and show fairness and impartiality in negotiations. They ensure that the ethical concerns of partners, suppliers, service providers and subcontractors are compatible with those of the Group, and bring ENGIE's **Ethics charter** to their attention.

The Group requires its contracts with partners, suppliers, service providers and subcontractors to include a clause stipulating compliance with ENGIE's commitments in the areas of human rights and fighting corruption, on the part of both the parties and their own partners. The Group looks into the integrity and the reputation of its partners, suppliers, service providers and subcontractors.



## To society as a whole

The Group applies its ethical principles wherever it is present. It conducts its business in accordance with internationally recognised human rights.

ENGIE is socially responsible and committed to respecting the environment and cultural diversity, and minimising its ecological impact in the communities where it develops its business. It communicates openly about its achievements and its challenges in this area, and cooperates with environmental and humanitarian non-governmental organisations (NGOs).

# The Group's ethics and compliance organisation



## Governance

ENGIE's ethical commitment is promoted at the highest level of the Group: the Chairman, the CEO and the Executive Committee have equipped the Group with structures for this purpose.

The ENGIE Board of Directors' **Committee for Ethics, Environment and Sustainable Development** ("CEEDD") monitors respect of the individual and collective values underlying the Group's action, and of the rules of conduct to be followed by every employee. It ensures that the Group has adequate means to apply these values and rules.

ENGIE's **Compliance Committee**, chaired by the General Secretary, monitors the proper implementation of the Group's ethical commitments, follows up on identified failures, and ensures that they are adequately dealt with. Its work gives the Group's governing bodies and the General Management reasonable assurance that ENGIE's ethics program is applied and monitored.

The **Group Ethics & Compliance Department** helps to integrate ethics into the Group's vision, strategy, management and practices. It proposes reference texts for ethics and compliance, supervises their implementation by the operational entities and the functional departments, leads training initiatives, receives reports on ethical incidents and contributes to the necessary control activities with the Group's other monitoring and control organisations.

All **ethics & compliance officers** and ethics correspondents from the Group's entities are brought together in the authoritative Ethics & Compliance line. The Group Ethics & Compliance Department is responsible for this line, and provides the necessary directives and observations to its members, and receives reports and observations from the entities.





## Role of the ethics & compliance officer

In every entity of sufficient independence and size, the manager, in agreement with the Ethics & Compliance line, nominates an ethics & compliance officer and ensures they are given the appropriate human and budgetary resources, as well as giving them the authority required to carry out their missions.

The ethics & compliance officers help to define ethics and compliance rules and duties, and ensure they are respected within the entity. They ensure that the **Ethics charter** and all reference documents on ethics and compliance are implemented within their entity. They help to manage ethical risk, in particular using support from the management of their entity and by reminding them of the primary importance of ethics within the Group, especially fighting corruption and respecting human rights.

The ethics & compliance officers provide assistance and advice for any employee who consults them about ethics, and ensure that no sanction of any kind can be applied against any employee who has, in good faith and selflessly, used a procedure to report ethical incidents.



## Compliance controls

For ethics and compliance, evaluating the implementation of measures is part of a continuous improvement process.

In this context, ENGIE's Ethics & Compliance Department determines and promotes the necessary compliance controls. It ensures that ethical audits are conducted, reporting the results to the Compliance Committee, and if necessary to the Group's Executive Committee.

Every year, the compliance procedure produces a detailed evaluation of ethical policy implementation in the Group's entities. All the ethics & compliance officers must produce an annual report on activities and progress by their entity in ethics and compliance, in accordance with ENGIE's rules and procedures, as well as with any specific actions taken by the entity itself. This report, submitted to the upper-level organisation, is accompanied by a compliance letter from the manager, certifying their commitment to applying the ethics and compliance program in the organisation that they manage.

The Group's Ethics & Compliance Department also ensures that individual and structural measures are taken in the event of an ethical breach, working with the management, local departments and functional lines concerned.

All of these actors must pay attention to information and weak signals that might indicate a potential violation of the rules. They inform the ethics & compliance officer of this, and if necessary contribute to reviews and specific investigations, and to the implementation of corrective measures.



ENGIE's ethics and compliance procedure action is based on 3 levels of reference texts:

1. The current **Group Ethics charter** and the **Practical guide to ethics**, which outlines the application methods and gives situational examples.
2. **The referentials**, which unify the policies and procedures used by ENGIE for the concrete implementation and development of ethical culture within the Group: integrity referential, human rights referential and managing compliance referential.
3. **The codes of conduct**, which set out the implications of the Group's ethical commitments by professional category or practice.

All ENGIE's ethics and compliance documents are available on the website [www.engie.com](http://www.engie.com) and on the [\*\*Group intranet\*\*](#).

## The Group's reference documents

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Translations of this document may be subject to interpretation. Only the French and English versions are authoritative.

For all information on ethics and compliance, contact:  
[ethics-communication@engie.com](mailto:ethics-communication@engie.com)

To report an ethics incident to the Group, contact:  
[ethics@engie.com](mailto:ethics@engie.com)

First edition – November 2009

New edition – April 2012

Update – November 2016

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This document is available on the website [library.engie.com](http://library.engie.com), where all Group's publications can be viewed, downloaded or ordered.

Publisher and content:



Graphic design and production:  
[scriptosensu.com](http://scriptosensu.com)



Photos: Havas / Chamussy Laurent, Havas / Guibbaud  
Christophe, Dunouau Franck, Neus / Brunet Arnaud.



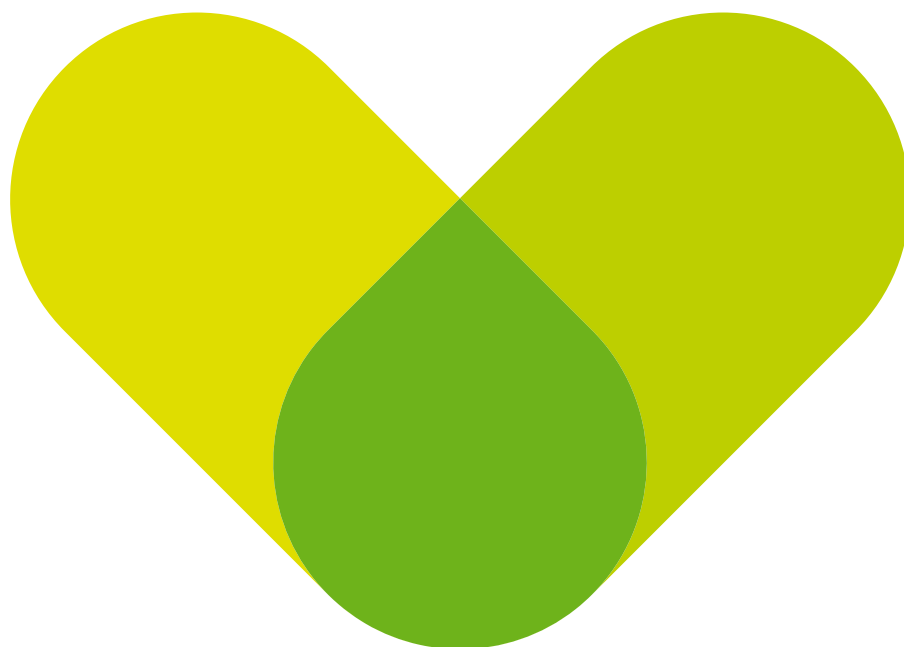
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# Practical guide to ethics

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# Introduction

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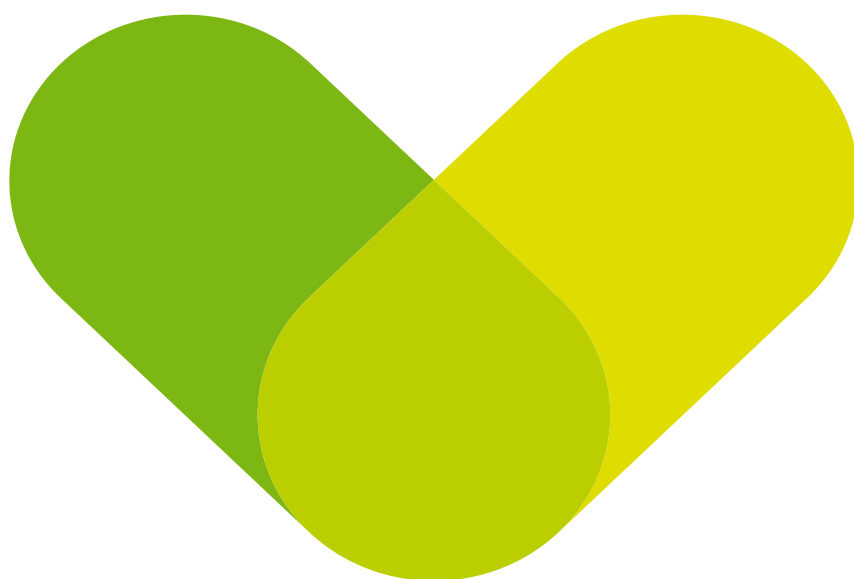
ENGIE's **Ethics charter** sets out the general framework for the professional behaviour of all of the Group's employees. This **Practical guide to ethics** details how the general framework is to be applied and gives situational examples.

Through their daily behaviour, in the course of their professional duties, in business relationships and with all their contacts, employees must promote and apply the Group's 4 fundamental ethical principles.

The **Practical guide to ethics** is for the permanent or temporary employees of the Group's entities, any person seconded to a Group entity by an outside company, and for the directors of companies of the ENGIE Group.

Everyone, whatever their role, is personally responsible for their own behaviour and the consequences of their choices. If an employee commits an ethical infringement, depending on the exact situation, they may face disciplinary, administrative, civil and/or penal sanctions; these sanctions are applied in accordance with the regulations in force in their entity.

ENGIE's ethics and compliance documents additional to the **Ethics charter** and this **Practical guide to ethics** are available on the website [www.engie.com](http://www.engie.com) and on the **Group intranet**.



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## **The Group's ethical commitments**

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## The Group's 4 fundamental ethical principles

1

**Act in accordance with laws  
and regulations**

2

**Behave honestly and promote  
a culture of integrity**

3

**Show loyalty**

4

**Respect others**

Generally, everyone must be aware of the Group's ethical commitments contained in the **Ethics charter** and the **Practical guide to ethics**, and everyone in the Group is responsible for honouring these commitments.



## Adherence to the highest ethical standards

ENGIE upholds the highest ethical standards. ENGIE's principles of action are rooted in the international benchmark texts, in particular:

- the Universal Declaration of Human Rights and the additional protocols
- the conventions of the International Labour Organization (ILO), and the guidelines of the Organisation for Economic Co-operation and Development (OECD) for multinational enterprises
- the United Nations Convention against Corruption

As part of its commitment to fighting corruption, the Group has made voluntary commitments, by adhering:

- To the United Nations Global Compact, whose 10<sup>th</sup> principle relates to the fight against corruption
- To the Extractive Industries Transparency Initiative (EITI), a civil society organisation dedicated to fighting corruption
- To the French section of the NGO Transparency International





## Aiming for exemplarity

ENGIE considers integrity to be one of the founding principles of its ethics.

The need to identify ethical acts and avoid errors contributes to the drive for excellence. This implies both the personal and the collective commitment of teams.

The Group condemns all forms of corruption, and ensures that employees who work to respect this principle suffer no prejudice as a result. Reporting of ethics incidents helps to prevent and remedy breaches. It is encouraged by the Group, which provides the necessary procedures and ensures that no sanction of any kind can be brought by the Group against an employee who has, in good faith and selflessly, used a procedure to report ethical incidents.



## Application of the subsidiarity and responsibility principle

The Group's ethics and compliance documents define general rules and principles. The entities must apply them, or are invited to implement them in substance, according to the principle of subsidiarity, in line with the local rules and the policies defined by the entity management.

For example, the Group accepts the principle of gifts, as long as they remain reasonable; there must never be any doubt about the honesty, independence and objectivity of the givers and beneficiaries. This rule must of course be adapted, prohibiting gifts in countries where the law requires it. It can also be expanded, if necessary, by obligations setting a maximum value for gifts. Locally, in any case, managers must clearly indicate the acceptable values to their employees.

### Comply or explain

**For Group-specific rules, entities are given the opportunity to adapt their mode of organisation if necessary. For example, this may be required in order to respect laws or certain aspects of local culture embodied in customs that differ from the Group practices.**

**Exemptions are governed by the “comply or explain” principle. The motive for exemptions must be explained and formally accepted by the upper level entity ethics & compliance officer prior to application. The explanation must be clear and duly motivated, recorded in writing, and must be in compliance with ENGIE's ethical principles. Under no circumstances must this exemption entail a violation of the law. Any exemption policy discovered after its implementation without the agreement of the upper level entity will be considered a breach of this rule.**



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## **Application of the Group's ethical commitments**

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The **Ethics charter** contains the fundamental ethical principles which must be applied in professional practices and in behaviour towards the Group's contacts. Concretely, these principles apply to the 3 circles within which ENGIE works: the Group circle, the market circle and the circle of society as a whole, everywhere where the Group is present.

## THE GROUP

ENGIE's ethics first of all applies within the first circle of its employees, Group entities, and shareholders and partners.



## Employees

At all levels, ENGIE is committed to maintaining high-quality and harmonious human relationships. Every individual is therefore responsible for allowing all employees to carry out their role in good physical and psychological conditions. Thus, when exercising responsibilities and hierarchical relations, the person must always be respected. The Group favours relationships between colleagues that are based on courtesy, consideration, appreciation and discretion. ENGIE condemns psychological or sexual harassment. ● ● ●

The Group respects diversity and private life, and prioritises the competency of its employees. ENGIE's demand for a high level of professionalism encourages individual development, both professional and personal.

Team spirit is particularly highly valued, and is based on open and constructive dialogue, which strengthens cohesion.

The Group does all it can to inform its employees about its objectives and challenges, in order to facilitate their involvement in company life.

ENGIE strives to ensure that salaries in all countries allow a decent life in view of local living standards.

The Group is committed to providing everything required for the health and safety of its employees in the workplace.

Because of their specific responsibilities, the manager must promote ENGIE's ethical principles among their employees. They are responsible for deploying and implementing ethics and compliance policy in operational and functional organisation processes within the Group's entities.

They therefore have a responsibility not only to inform employees in a practical and concrete manner about the rules they are required to observe, but also to ensure that these rules are understood. They must also advise their employees and encourage them to share their ethical queries and their questions about the application of regulations, and the Group's commitments. Managers must not hesitate to report to their hierarchy or to the ethics & compliance officer for their entity any problems encountered in applying the Group's ethical commitments. It is their responsibility to check that employees are following the rules they are required to apply. Managers must lead by example through their own behaviour, in order to convey the ethical message and a spirit of compliance to their team.

If an unethical order is carried out, both the person who followed the order and the person who gave it are responsible. Anyone encountering pressure to act against ENGIE's principles is invited to talk to someone who can help. All individuals must strive to act with common sense and judgment. It is therefore normal and natural to bring up the ethical questions and dilemmas inherent in any professional activity, with colleagues and line managers.



## The Group's entities

ENGIE strives to ensure that relationships within its entities operate in a transparent and balanced way. The organisation of the Group, based on decentralisation of responsibility around Business Units, means that every entity has a duty of loyalty and transparency towards the Group's Corporate organisation and its General Management.

The Group ensures that information shared amongst its entities is accurate and honest. When engaged in business relationships amongst themselves, ENGIE's entities apply the same principles as those governing their relationships with market players.

Entities operating in a regulated context ensure compliance with the required procedures, particularly concerning commercially sensitive information.

Intra-Group transactions have an industrial or commercial objective, and are carried out in normal market conditions, in line with internationally recognised practices.

With a view to coherence and loyalty, the entities must put measures in place locally to allow the implementation of the **Ethics charter** and the fulfilment of its requirements.



## Shareholders

The Group ensures respect of shareholder equality, and considers it a point of honour to give correct, transparent, honest and verifiable financial information within the required time frame. This principle is key as the Group's development depends particularly on its ability to find the necessary capital for its investments.

Shareholders and partners place their trust in ENGIE, not only to manage the Group successfully, but also to create growth.

To this end, ENGIE applies high corporate governance standards alongside the rules defined by financial market regulatory authorities, particularly aiming to ensure optimum growth and remuneration of the invested capital.



# THE MARKET

Beyond the Group, ENGIE applies its ethical principles to its relationships with market players, namely the Group's customers, suppliers and competitors.



## Customers

Customer satisfaction, and consequently the Group's sustainability, depend on many factors, in particular: availability, imagination, innovative spirit, constant improvement of quality and traceability (especially for health and safety), and the integration of the social dimension in public service activities.

These requirements imply an open dialogue based on true and honest information, protection of customer personal data, compliance with rules regarding commercially sensitive information, transparency of the procedures used by the Group, and, of course, respect of commitments and of competition rules.



## Partners, suppliers, service providers and subcontractors

The quality of the products and services that ENGIE provides to its customers also depends on its capacity to obtain excellent services from its partners, suppliers, service providers and subcontractors. Consequently, their selection must be rigorous and impartial. The Group chooses them for their professionalism and competitiveness, aiming to build a relationship of trust.

All negotiations respect the quality principles defined within the Group. In this context, the collective dimension of purchase decisions involves all parties concerned. Relationships with suppliers are governed by fairness and impartiality, in order to maintain a balanced and objective relationship with them. Employees dealing with partners, suppliers, service providers, and subcontractors must demonstrate irreproachable ethics and must act in conformity with regulations, particularly those concerning rules of competition.

The selection criteria for partners, suppliers, service providers and subcontractors integrate the Group's commitments to fighting corruption, respecting human rights and preserving the environment.



## Competitors

The Group respects the market's rules of operation. It therefore complies with rules of competition and those of regulated markets, through loyal behaviour: in particular, it commits not to defame or denigrate its competitors. It uses only legal and honest methods to collect information on its competitors.

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# SOCIETY AS A WHOLE

ENGIE wishes to rise to the major energy challenges of the 21<sup>st</sup> century without derogating its corporate social responsibility. Objectives which can be achieved by honouring sustainable development commitments are defined within the Group.

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## The community

ENGIE respects legal requirements and local regulations. It also listens to the expectations of its customers, local inhabitants, employees and the community. Within its projects, the Group is attentive to a continuous consultation with stakeholders, particularly the free, prior and informed collection of views from communities, whose rights it respects (health, environment, property, right to water, etc.)

The Group's activities place it at the heart of the communities where it works, and it accords particular importance to supporting these communities. Thus, ENGIE applies an active solidarity policy towards populations in difficulty, working with the public authorities if appropriate. It also carries out sponsorship and patronage actions, and local integration actions, in consultation and in partnership with public authorities, with the aim of supporting their initiatives.

To carry out local actions in line with its areas of business, the Group maintains a dialogue in partnership with environmental and humanitarian non-governmental organisations (NGOs). It also encourages its employees to pursue personal civic and associative commitments.







## The planet

The environment, its conservation and sustainable development are particularly important to ENGIE. The Group's sustainable development policy makes this clear, indicating that respect for people and the environment is central to ENGIE's identity and values.

Aware of its responsibilities towards present and future generations, the Group defines its strategy and sets objectives in line with sustainable development principles, and reports its results.

Vigilant about the emissions and impacts of its activities, it also wishes to encourage its partners, suppliers, and where necessary owners of the facilities that it manages, to share its environmental objectives.

The Group uses the most appropriate methods and techniques to promote sustainable development.

It encourages research and innovation to develop know-how regarding quality and safety, regarding reuse and recycling of materials, saving natural resources, and regarding reducing harmful impacts.



## The public authorities

ENGIE is committed to showing transparency, and to cooperating with the public monitoring and regulation authorities and the judiciary authorities. The Group bases its relationships with the public sector on integrity and honesty.

ENGIE condemns all forms of influence peddling and corruption. It refuses to partake in any financing of political activity, including in countries where this is authorised and regulated by the law.

The Group respects internationally recognised human rights in all of its relationships with the public authorities.

ENGIE commits to respect the relevant tax laws and regulations with honesty and integrity, and to pay the taxes required in the countries where it operates.

On principle, the Group avoids holding entities or assets not connected to a localised operational production, in countries that are non-cooperative in fiscal terms.



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## **Communicating about ethical practices**

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## How to communicate about an ethical problem

The variety and diversity of situations makes it impossible to anticipate every possible case. To find a response that fits the Group's ethics principles, it is necessary to make dialogue possible.

Because it can concern the behaviour of people that we know, asking an ethics question is often a delicate matter. It takes courage to tackle these subjects and bring up the dilemma for resolution. However, this is the only way of ending unacceptable practices and initiating improvement procedures. The Group therefore encourages its employees to report such matters and address them with a trusted person.



## Information and training

ENGIE provides many documents for its employees, to explain the objectives and content of its ethical commitments and give them concrete examples.

ENGIE also offers ethics training modules in both classroom and e-learning formats. These training courses aim to raise awareness among employees and managers about the Group's ethical principles and practices, to help them integrate these principles into their everyday professional work, and to help them develop the reflexes to adopt when faced with ethical dilemmas. Certain training courses may be rendered mandatory and/or may be made subject to knowledge tests.

Each entity can offer ethical training adapted to its needs, with support from the Group's Ethics & Compliance Department.

Additional information on these trainings is available on the Ethics & Compliance pages of ENGIE's intranet or the entity intranet pages.



## Who to talk to

- You think that the company rules have been infringed or are at risk of being infringed
- You think that you are or are going to be implicated in an action that goes against the rules of your company
- You are unsure about how to behave or about the procedure to follow
- You want advice

In all of these cases, employees are invited to consult trusted people: colleagues, their line manager, any other management representative, a manager whose role is connected to the issue (human resources, security, legal, etc.), staff representatives if the law authorises this, the entity ethics & compliance officer, or the Group Ethics & Compliance Director, etc.

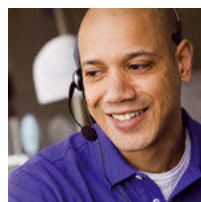


## Reporting an ethics incident

Any employee or any Group stakeholder who has been a victim or witness of unethical practices is invited to report this to the managerial staff or ethics & compliance officer of the entity in question, or to the Group Ethics & Compliance Director.

ENGIE also has an email address for use by all of its employees and stakeholders [ethics@engie.com](mailto:ethics@engie.com): they can use it to inform the Group if they suspect any breach of the ethics and compliance rules.

The option to email the Group sits alongside other existing reporting channels (managers, entity ethics & compliance officer, staff representatives, public authority, etc.).



## Protection of whistleblowers

People receiving an ethics incident report inform the ethics & compliance officer of the entity concerned. In all circumstances, these people and the ethics & compliance officer will keep the information received confidential.

A person expressing in good faith and selflessly their ethical or compliance concerns cannot have any measures brought against them for expressing this concern.

The identity of the whistleblower and the identity of those possibly implicated remain confidential, and breaking confidentiality may lead to sanctions. Any abusive use of the reporting mechanisms can, however, result in proceedings (e.g. defamation, etc.).



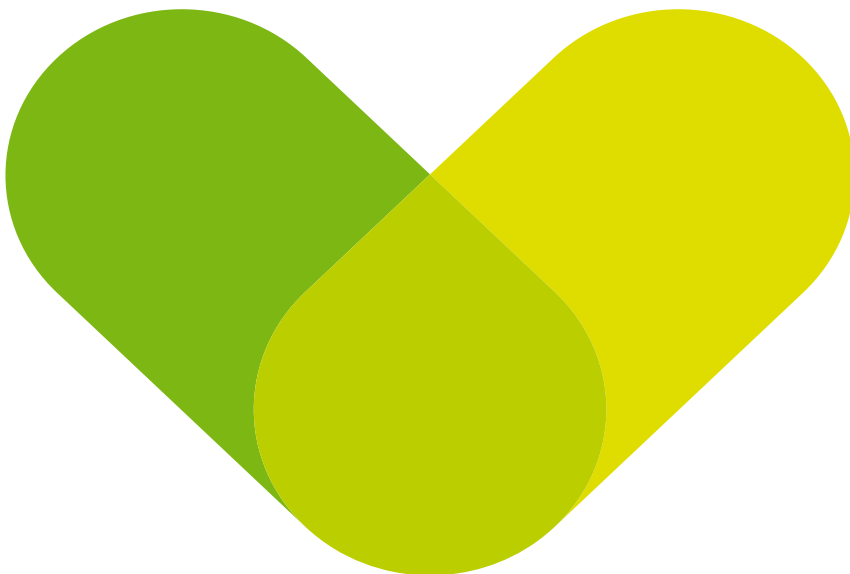
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## Key day-to-day ethical reference points

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To help employees who may face an ethical problem, benchmarks are provided below, with details available in the Group's internal policies and procedures.

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## HUMAN RIGHTS

The Group considers respect for others to be one of its basic ethical principles. It is therefore particularly mindful, in all of its activities, to respect the spirit and letter of the international conventions and texts the Group adheres to.

Everyone is encouraged to assess the impact of their actions and decisions on others, so that no infringement on the integrity or dignity of others may be caused by a Group entity or one of its employees.

The Group commits to regularly evaluate, at all stages of its projects and activities, their potential impacts on communities, and makes sure to take into account their expectations through dialogue and consultation.

Every ENGIE employee is careful to avoid discrimination in words or acts, particularly in connection with age, gender, ethnic, social or cultural origin, religion, political opinions, union activities, sexual orientation or identity, pregnancy, health, particular vulnerability, or physical differences or handicaps.



## HEALTH, SAFETY, ENVIRONMENT

ENGIE carefully considers the impact of its activities on all stakeholders and the environment. This is why the Group has drawn up a rigorous health, safety and environmental policy.

Everyone must be engaged and vigilant, in order to carry this policy forward towards sustainable commitments, which are ever more ambitious, firm, and respectful to individuals, society and the planet.



## FRAUD

Any deliberate and dissimulated action or omission committed with the intention to deceive or circumvent laws or company rules, with the aim of obtaining undue material or moral advantage for the perpetrator or a third party, is considered to be fraud.

Corporate fraud is a sensitive subject, the impact of which is sometimes understated. However, fraud has financial costs, which can be high, difficult to recover, and represent a serious risk to both people and businesses.

Fraud can take many forms: theft of money, goods or data, deliberate alteration, concealment or destruction of documents, false written information or declarations, manipulation of accounts, counterfeiting, money laundering, scams, corruption, etc.

ENGIE considers all forms of fraud to be unacceptable. Any fraudulent act exposes the perpetrator to the sanctions specified under international or local law and in the internal regulations of the Group's entities.



## CORRUPTION

Corruption is a specific form of fraud. It can be active or passive:

- active corruption involves providing undue advantage to another, in order to distort a decision procedure (authorisation, right, supply, market, contract, etc.)
- passive corruption involves receiving undue advantage in return for abstaining from action or acting against the obligations of one's role. Passive corruption is not necessarily solicited, but can go as far as extortion.

Corruption takes the form of various types of actions, such as gratuities, commission, embezzlement, undue payment for public service (extortion). ●●●

**Extortion is demanding undue recompense in return for the award of a market, a contract or a clearance, by exerting pressure that can extend from occasional or daily demands for money, to exaggerated administrative red tape, or even physical threats against individuals and their family.**

Corruption creates costs by reducing economic efficiency. It both deprives communities of some services rendered for the benefit of a few, and diverts the effort of organisations from continuous development of their technology and competitiveness. Corruption can also threaten the dignity and integrity of those who suffer its consequences through no fault of their own. Therefore, ENGIE condemns all forms of corruption, whenever, wherever and in whatever circumstances they take place.



## COMPETITION

The Group attaches the utmost importance to complying with rules of competition, and refuses any practice that violates these rules. Its employees are encouraged to behave irreproachably towards their competitors, customers, suppliers, subcontractors and prospects. Prohibited behaviour includes: unlawful agreement, abuse of dominant position, acts of corruption, exchange of insider information, and discriminatory, excessive or predatory prices.

ENGIE prohibits all disloyal practices, for example collusion with competitors, which have the aim of:

- Bid rigging
- Fixing a purchase or sales price
- Limiting production, investments, innovation and their use
- Sharing or segmenting markets, outlets or supply sources, be this by territory, customer type or any other criteria
- Eliminating a competitor, customer, supplier, or newcomer on the market. ●●●

All Group employees must use only legal and ethical means when researching information on competitors. For example, intrusion and identity concealment are prohibited. Employees must not defame or denigrate competitors, or seek benefit from incorrect, falsified or distorted documents.

When a Group entity intervenes in a regulated market, it must make sure it informs employees about legal provisions affecting them, and ensure that these are correctly applied.



## RECOURSE TO A COMMERCIAL INTERMEDIARY OR BUSINESS CONSULTANT

To ensure that using commercial intermediaries can in no case expose the Group to a risk of corruption, ENGIE requires a prior ethics investigation and a validation procedure in proportion with the stakes, detailed in the Group's business consultant policy.

For example, particular requirements for commercial intermediaries selected by the Group include:

- Having a good reputation, an adequate network of contacts, recognised professional competence, and knowledge of the laws, context and local customs
- Not being an employee or official agent of a public sector body, a political party, a potential customer or a competitor, who has a connection with or interest in the project for which they are being asked to provide services
- Conforming to regulations
- Not being selected solely on the basis of a recommendation from a potential customer
- Being chosen and approved in line with the applicable procedure
- Demonstrating the services have been provided, particularly via an activity report.



## GIFTS AND HOSPITALITY

Gifts and hospitality are signs of courtesy, and must correspond with local tastes and customs. The Group wants to limit, as far as possible, the quantity and value of gifts and hospitality (including travel), whether they are given or received by Group employees. Their frequency and total value must be defined by line management; particular vigilance is required for relationships with representatives of public authorities. To find out how this policy is applied in their entity, employees can consult their line manager.

An example of good hospitality practice, provided that local law authorises it, is to never invite a stakeholder somewhere where they could not invite you in return.

Before accepting or giving a gift, 4 key questions should be asked:

- What are the rules within my entity about gifts and hospitality?
- Do I have my line manager's permission to give/receive this gift?
- Could this gift change my attitude to the person or company?
- Can I comfortably talk about this gift with my fellow employees and those close to me?

Never agree to give or receive a gift or hospitality which for any reason makes you uncomfortable, or which might make the other party or people in your circle uncomfortable.

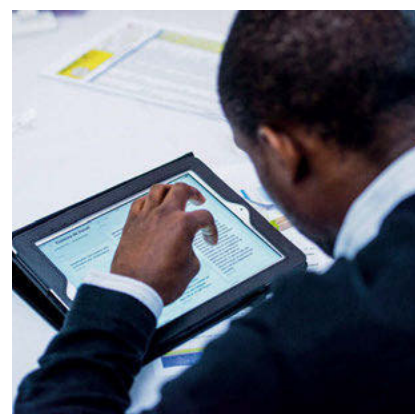


## PURCHASING AND SUPPLIERS

All employees in a professional relationship with partners, suppliers, service providers and subcontractors must be especially vigilant in terms of respecting ethics.

They must follow ENGIE's fundamental ethics principles, particularly the 7 principles of the Code of conduct for the relationship with suppliers:

- Comply with laws, regulations, external standards, Group commitments and internal procedures
- Treat suppliers fairly, transparently and impartially
- Ensure that mutual commitments are respected
- Protect the confidentiality of all information exchanged
- Foster awareness of and meet the Group's commitments with regard to ethical standards, sustainable development and social responsibility
- Avoid any conflict of interests that may undermine objective and independent decision making
- Report any situation that does not comply with these rules.







## CONFLICTS OF INTERESTS

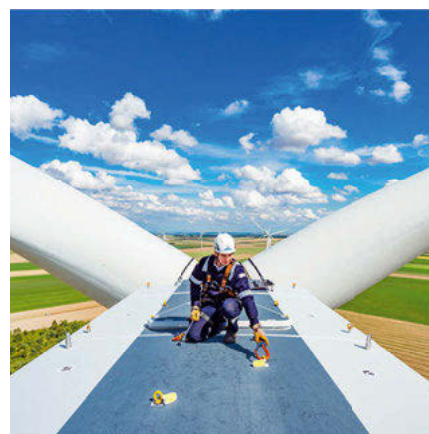
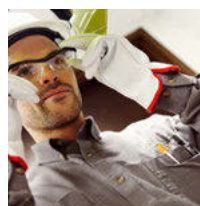
A conflict of interests can arise when a person has private interests (i.e. the personal or professional interests of an employee) which might influence or appear to influence the way in which he or she carries out the role and responsibilities given to them by the Group. This is the case, for example, when an employee encounters a situation where they might take a decision not according to the interests of their company, but according to their own interests, or those of a relative or friend.

When faced with such a situation, it is necessary either:

- to abstain from taking part in the tasks and missions entrusted to you, and to inform your ethics & compliance officer and line manager
- to obtain an exemption from your line manager, who will consult the entity ethics & compliance officer, to allow you to continue the activity

If in doubt, it is wise to ensure that you are not in a conflict of interest situation, for example:

- if you or someone close to you has interests in a customer, competitor or Group supplier organisation
- if you exercise a professional activity outside the Group
- if you have responsibilities in associations or public sector bodies which are customers.



## LOBBYING

ENGIE defines lobbying activity as promoting and defending the interests of the Group (or the interests of its entities) by informing its stakeholders in the technical, economic and social domains. ENGIE wishes to share its vision of the energy system and its technical expertise with institutional bodies, and with members of government and parliament, and to inform them about the Group, its ethical commitments, its businesses and its services. These positions, whilst taking into account the common good, aim to inform public decision-making. To this end, ENGIE acts directly with its institutional contacts and/or contributes to the work of professional associations which also carry out lobbying activities. Additionally, the Group can call upon external lobbying organisations to support it on a particular project.

In any case, lobbyists always disclose the identity of the people or organisations for whom they are working when making their lobbying contacts. They neither provide nor demand paid information.

The Group draws their attention in particular to the risks of conflicts of interests, corruption and influence peddling. All employees should be careful not to give the impression that the Group or the entity they represent seeks to unduly influence internal political affairs in a country.



## INSIDER INFORMATION AND INSIDER TRADING

Insider information is any specific information which has not been officially made public, directly or indirectly concerning a listed company, and which – if made public – could affect the share price of a company or its related financial products (shares, bonds, loans, call or put options, etc.). Certain insider information can also concern financial instruments. A person who has insider information is automatically considered an insider. The person who holds insider information about a listed company must not divulge such information, buy or sell securities in this company, or even recommend or suggest that a third party buy, sell or keep securities, during the period defined by local regulations. Such actions constitute an insider breach.

This restriction concerns securities in the company in which this person is employed, as well as those of any other listed company about which they possess insider information.



## CORPORATE PATRONAGE AND PARTNERSHIPS

Patronage and partnership actions are authorised under the Group's patronage and partnership policy. They show a socially responsible, corporate citizen approach.

Only persons authorised to do so by their line manager can command or initiate these operations. They ensure that these initiatives are well-founded, and do not create conflicts of interests or provide an inappropriate means of funding.

To this end, a prior ethical investigation and a monitoring of the implemented actions are systematically carried out.





## CONFIDENTIALITY

In the course of their duties, every employee may manage or possess various information. This information may concern customers, staff, the company, or more generally, the economic, commercial or legal environment of the company (commercial or financial partners, suppliers, administrations, other Group companies, etc.).

As a general rule, any information which has not been made public should be considered confidential. Special care must be taken with information which is subject to particular regulation in certain areas of activity, for example commercially sensitive information or personal data.

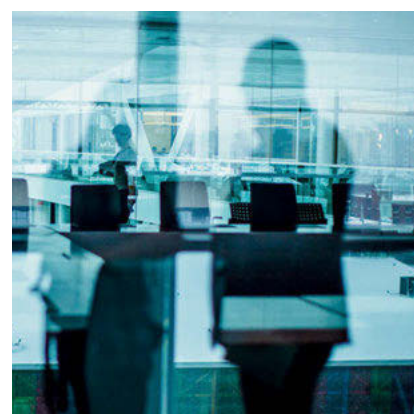
For the protection or transfer of personal data, the Group put in place internal juridical rules which must be obeyed by all employees (in particular the Binding Corporate Rules validated by European data protection authorities).

Both within and outside of ENGIE, it is recommended that employees maintain the utmost discretion regarding information of any nature from or about the company. If such information must be communicated to another person so that they can complete the task assigned to them, all parties will take care to provide only the necessary elements, particularly if this information belongs partly or entirely to a third party or service provider. The receiver will also be informed of the confidentiality level of the information transmitted and of cyber-security instructions, to use or to exchange this information within or outside the Group.

Much of the confidential information accessible to employees is in electronic form. For this reason, the Group has defined rules for information systems, which must be followed by all.

### A few good IT security practices

- I do not leave sensitive documents on printers or in meeting rooms, and I apply the clear desk policy, locking documents away.
- I am responsible for my visitors and I never leave them alone on company premises.
- I lock my computer by activating the password-protected screensaver whenever I leave my desk, even for a short while.
- I do not open email attachments in suspicious or unsolicited emails, and I do not reply to these emails.
- I only use IS authorized by the Group and respect related cyber-security instructions.





## GENUINENESS AND TRUTH OF DOCUMENTS, TRACEABILITY

Generally, it is prudent to keep a written trace of the main stages of a decision or action for which an entity or employee might be held responsible. This might concern any document used to establish scientific, technical, administrative, accounting or financial results.

Documents created and archived by an ENGIE entity must accurately reflect the facts, locations and dates that they record. Employees must not fake or falsify a document. Anyone who suspects the existence of such a document must immediately inform their line management or the ethics & compliance officer for their entity.

These documents, information, data processing or registers, computerized or not, must be done, exchanged, transferred or kept for the duration and in the form specified by applicable laws and regulations, particularly in respect of personal data related regulations.



## COMMUNICATION

In their communication policy, Group entities strive to ensure that the information provided is complete, correct, precise, understandable and published in good time. Aside from their director, only those duly mandated have the right to speak on behalf of the entities.

An employee who wants to speak in public, publish, or answer an interview on a subject concerning a Group entity must therefore have permission to do so from an authorised person (except in specific circumstances defined by applicable regulations).

Any employee not authorised to do this can nevertheless express themselves freely, as long as they first specify that they are speaking or writing in their own name, and not on behalf of their entity. They must in particular be careful not to implicate their entity in a partisan stance, or use their role in their entity to support their opinion.



## INTELLECTUAL PROPERTY

Just as employees have a duty to protect the Group's intangible assets, they must take care to respect and acknowledge the intellectual property of the Group and of others.

For example, they must ban the unauthorised use of patents and copyrights, and the copying or plagiarising of others' trademarks, studies, projects or publications.





## PROTECTION OF COMPANY ASSETS

The assets of the Group's entities must only be used for professional purposes, in legitimate conditions and with the legitimate authorisations.

All employees must do what they can to protect and promote these assets, avoid harming them, and ensure they are not used fraudulently. This rule applies to material assets (property, premises, equipment, supplies, etc.) and immaterial assets (patents, information, images, software, trademarks, reputation, trade secrets, etc.).

Any employee who notices that protection measures are insufficient must alert the line manager. The same applies if they become aware of any theft, attempted theft, piracy, espionage, sabotage or damage.



## DELEGATION OF AUTHORITY

All managers and employees contribute to the company's overall performance and have a share of responsibility corresponding to their perimeter of activity. Thus, in order to guarantee the appropriate distribution of competences, obligations and responsibilities, management must ensure effective and operational empowerment through delegation of authority and signature, according to the principles defined by the Group's General Secretariat.

The Group's delegations of authority and engagement letters include a specific reference to ethical responsibilities.

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Translations of this document may be subject to interpretation. Only the French and English versions are authoritative.

ENGIE's ethics and compliance documents are available on the website [www.engie.com](http://www.engie.com) and [Group intranet](#).

For all information on ethics and compliance, contact: [ethics-communication@engie.com](mailto:ethics-communication@engie.com)

To report an ethics incident to the Group, contact: [ethics@engie.com](mailto:ethics@engie.com)

First edition – November 2009  
New edition – April 2012  
Updated – November 2016

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This document is available on the website [library.engie.com](http://library.engie.com), where all Group's publications can be viewed, downloaded or ordered.

Publisher and content:



Graphic design and production:  
[scriptosensu.com](http://scriptosensu.com)



Photos: Miro / Meyssonier Antoine, Capa Pictures / Simard David, Havas / Mustaphat Mohamed, Helsly Cédric, Sipa press / Messyas Nicolas, Bestimage / Ozkazanc Yunu, Dunouau Franck, Abacapress / Guibbaud Christophe, Capa Pictures / Olivier Raphaël, Neus / Girette Benjamin, Hilal Nino, Dureuil Philippe, Miro / Bailleuil Cyril.



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# ETHICS OF BUSINESS RELATIONSHIPS: GOVERNING PRINCIPLES

RESPECT  
INTEGRITY  
LOYALTY  
HONESTY  
ETHICS & COMPLIANCE

MAY 2013

# ETHICS OF BUSINESS RELATIONSHIPS: GOVERNING PRINCIPLES

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## INTERVIEW

with **Gérard Mestrallet**, Chairman and CEO of GDF SUEZ



“Our business relationships must uphold the Group’s ethical principles, and scrupulously promote its values.”

### Why implement new governing principles at GDF SUEZ?

**Gérard Mestrallet :** Our company has evolved, and has been reorganized. Given the merger with International Power, the creation of the Europe business line and the renewed focus on energy, we felt it was important to review GDF SUEZ’s ethical principles in what is a key area for any company: business relationships with its stakeholders. In addition, we aim to circulate these principles widely, in order to better promote and uphold them. Everyone must comply with the applicable laws, as well as the Group’s ethical values and governing principles presented in this document. We believe that beyond the quality of our products/services and our professionalism, compliance with the Group’s ethical principles in our business relationships is essential for building customer confidence and enhancing our reputation with regulators, the public and our shareholders, as well as promoting pride and a sense of belonging among employees.

### Who is affected by these governing principles?

**Gérard Mestrallet :** These principles apply to directors, top managers and employees of the GDF SUEZ Group and, more generally, to anyone who may act on behalf of the Group. Management must ensure they are passed on to all teams, and should act as an example, motivating their colleagues on these issues. These principles outline the behavior expected in business relationships from all employees towards stakeholders, in order to establish lasting relationships based on an equitable balance between the interests of each party.

### What is your goal?

**Gérard Mestrallet :** GDF SUEZ aspires to be the benchmark in its sector. This aspiration, this imperative, will be achieved in the way we promote our values. In our environment, and in society as a whole, progress rightly continues to be made towards higher ethical standards in business and improved means to attain them. This has naturally resulted in changes to the international legislative context, based on three major developments: more laws, more accountability, including the actions of our partners, and more extraterritorial applicability of laws. GDF SUEZ is fully committed to this goal for society and wants to ensure it has the means to be active in these changes. Our governing principles are therefore inspired by the highest ethical standards.

# INTRODUCTION

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**The document “*Ethics of Business Relationships : governing principles*” outlines GDF SUEZ’s ethics, according to the fundamental principles of the Group’s Ethics Charter.**

These principles form part of GDF SUEZ’s commitment to raise ethical standards in business relationships and guide employees’ behavior in their day-to-day activities with the various stakeholders in business relationships.

## HOW TO USE THESE PRINCIPLES

Each part of this document includes a contextual introduction, an explanation of the specific governing principles and, for gifts and hospitality, key points based on which implementation policies must be established. Inserts have also been added to add emphasis or facilitate the understanding of various topics.

## SCOPE OF IMPLEMENTATION

**The governing principles apply to all GDF SUEZ entities.** Each Business Line must develop a policy for implementing the principles so that they are applied in each of the Group entities, taking into account, in particular, the specific local needs and the practices of the activity sector concerned.

These principles are aimed at all employees in their professional relationships

with all their correspondents: customers, consumer organizations, private and public authorities, suppliers, partners, etc. They also apply to external service providers acting **on behalf of GDF SUEZ**.

Employees must distribute the governing principles to external service providers and ensure they are complied with.

## GDF SUEZ’S FUNDAMENTAL ETHICAL PRINCIPLES

**The governing principles are consistent with the four fundamental principles of the Group Ethics Charter.**

### Act in accordance with laws and regulations

- **Know** and **comply with** national and international laws, policies and regulations applicable to business relationships in all countries in which we operate (local laws but also those with provisions for application abroad). Know and comply with the Group’s commitments in terms of: human rights, anti-corruption, quality, health and safety, environment, consumer rights and fair sales, and competition law.
- **Ensure** that partners, suppliers, and subcontractors comply with the laws applicable locally, adhere to the Group’s ethical principles, and have an equivalent code of ethical conduct.



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### Establish a culture of integrity

- **Act** in accordance with commitments of zero tolerance on corruption presented in the «Group Global Agreement on fundamental rights, social dialogue and sustainable development» and the Ethics Charter.
- **Ensure** increased vigilance in situations where a risk of corruption and/or violation of human rights has been identified, particularly for activities carried out in countries with weak governance.

### Behave fairly and honestly

- **Provide** customers with the professional standards and the quality of services expected locally, keep commitments, and provide sincere, complete information, for long-lasting relationships.
- **Adhere** to ethical principles with all stakeholders across the entire value chain of business relationships.

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### Respect others

- **In business relationships, respect** human rights, people's dignity, privacy, material property and intangible assets, diversity, and local customs and cultures, ensuring these are systematically compatible with applicable legislation and the Group's ethical principles.
- **Take into** reasonable consideration the interests of stakeholders and ensure the confidentiality of the information exchanged.
- **Analyze** the impact of current and future Group projects.

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### HOW TO MANAGE BUSINESS INFORMATION IN AN ETHICAL WAY?

As part of the business relationship, it is important to protect sensitive information during exchanges with all of our partners: customers, consumer organizations, private and public authorities, suppliers, partners, etc.

This is consistent with Group regulations in terms of secure information management.

Sensitive information means confidential, restricted or internal information, which is therefore not public, and which may have an impact on the business relationship:

- commercial and technological developments;
- financial results and prospects;
- disputes and investigations;
- ongoing trials;
- change of ownership;
- customer data;
- etc.

Sensitive information must be managed in compliance with applicable legislation and internal Group regulations.

Disclosing sensitive information can constitute a violation of internal regulations, as well as the confidentiality agreements signed by GDF SUEZ with respect to third parties (partners, etc.) and competition rules. It may even constitute insider trading.

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### BASIC SOURCES

The governing principles are primarily based on:

- **FCPA a resource guide to U.S. Foreign Corrupt Practices Act** – DOJ & SEC 2012.
- **The OECD guiding principles for multinational companies**, updated in 2011.
- **UK Bribery Act Guidance** – 2011
- **The ethical principles of the International Chamber of Commerce** “Improving customer-supplier relations” – 2010.
- **The Principles of the European Union** “Consumer protection”, “Programme of Community action in the field of consumer policy 2007-2013.”
- **The principles of The United Nations Convention against corruption** – 2003.
- **The Universal Declaration of Human Rights** – 2003.
- **The principles of the Global Compact** – 2000.



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### Spotlight

*It is important to monitor and control any exchange of information between competitors (partners, consortia, joint-ventures, participation in inter-company seminars, and training).*

# 1 / GIFTS AND HOSPITALITY

## GOVERNING PRINCIPLES & KEY POINTS



### GUIDELINES

- *Gifts and hospitality are permitted under certain conditions.*
- *Expenses must be reasonable and made in good faith.*
- *These governing principles and key points must be part of an implementation policy established by the Group entities.*

## CONTEXT

### BUILDING AN ETHICAL BUSINESS RELATIONSHIP

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**Giving and/or receiving gifts and hospitality may help to strengthen commercial relations with the stakeholders in the business relationship. However, these practices may in some cases be seen as an unfair advantage and be the cause of an ethical breach, or even corruption.**

**This is why it is important to develop business relationships in accordance with applicable laws as well as our ethical principles. To this end, GDF SUEZ has developed some governing principles and key points for gifts and hospitality.**

#### Definition

Gifts and hospitality are taken to mean any benefit given or received, of any kind whatsoever. Invitations to travel as part of events (demonstrations, conferences) organized by the Group, and travel for technical reasons fall into this category.

#### Objectives

GDF SUEZ intends to develop a culture of integrity according to the highest ethical standards. The goal of “zero tolerance” on corruption is one of the Group’s commitments, in accordance with the «Group Global Agreement on basic rights, social dialogue and sustainable development”.

#### Making the right decision

The governing principles, key points and the implementation policies should allow employees of the Group and people acting on its behalf to make informed decisions when they give or receive gifts and hospitality.

#### Importance of implementation policies

It is imperative that Business Lines and Group entities always apply the governing principles and key points regarding gifts and hospitality in their implementation policies.



#### Spotlight

##### *The notion of corruption*

##### **It is forbidden**

- *to offer and/or promise any undue advantage, financial or otherwise, directly or through intermediaries, to a public official, a private buyer, customers or political parties for their benefit or for the benefit of a third party, in order to obtain or retain business or any other undue advantage in national or international trade.*
- *to solicit or receive via others an undue advantage, financial or otherwise, to obtain or retain business or any other unfair advantage in national or international trade.*

## GOVERNING PRINCIPLES FOR GIFTS AND HOSPITALITY

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Giving and/or receiving gifts and hospitality is permitted under certain conditions :

- These practices must strictly **comply with the laws of the countries concerned, laws with extraterritorial application**, and the Group's ethical principles.
- In general, **the Group strives to limit the number and cost of gifts and hospitality given or received by its employees**. The frequency and the reasonable value of gifts and hospitality must be assessed in accordance with the legal framework and the local context in order to ensure that the decision-making process remains neutral for each party in the business relationship.
- **Gifts and hospitality must be made in good faith, be of a professional nature and be linked either to promoting the company's activity**, developing business, or improving the quality of working relationships between GDF SUEZ and their customers and partners.
- **All employees must inform their manager of gifts and hospitality** given and/or received as part of their work.
- Any **travel invitation** given or received in a professional context must be subject to prior **permission from management**.

- **Each Business Line has to develop an implementation policy for the principles** so that they and the key points are applied in each of the Group entities, taking into account specific local conditions and practices in the activity sectors concerned.
- **A process of traceability needs to be put in place by the management** of each Group entity. Employees must be able to prove at any time that they have acted with honesty, independence, good faith, prudence and transparency.



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### In practice

*To ensure traceability, entities may, for example: create a register of gifts and hospitality given or received, set up quality control for the accounting of gifts and hospitality expenses, and/or establish a records policy for these documents.*

## KEY POINTS FOR GIFTS AND HOSPITALITY

The following key points fall within the governing principles on gifts and hospitality, as an addition to the Group's Ethics Charter.

They serve as a basis for the implementation policies developed by Business Lines and Group entities.

### The Group prohibits the following practices:

- *Donations in cash or cash equivalents, loans, securities.*
- *Conditional gifts, "solicited gifts".*
- *Gifts given with the aim of obtaining an unfair advantage, especially in the context of procedures for awarding tenders or contracts.*
- *Gifts that do not comply with local or extra-territorial laws and regulations.*
- *Products or services of an outrageous or obscene character, or that are contrary to human dignity.*
- *Gifts in the form of services or other benefits in kind (for example the promise of employment).*
- *Services to the company offered free of charge or at a value below the market prices usually charged by the company (all services must be charged at the market price except in the case of philanthropic or corporate patronage programs).*
- *Gifts that the recipient would not theoretically be able to give due to their value, to avoid any risk of dependency.*

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## Strictly professional

*Gifts and invitations must be of a professional nature and aim to:*

- *Promote the name or activities of the Group.*
- *Foster the development of business opportunities.*
- *Contribute to the quality of the professional relationship.*

## Reasonable gifts and invitations, in good faith

*The reasonableness of gifts and hospitality given and received must be assessed, in particular with regard to:*

- *The specific nature of activities, local customs.*
- *The context and culture of the country.*
- *Reciprocity, that is to say the possibility of being able to return a gift or hospitality of equivalent value.*
- *The job/position of the giver and recipient of the gift or hospitality.*

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The reasonableness of gifts or hospitality can be translated into financial thresholds. It can also be assessed on a case-by-case basis using objective assessment criteria and general application to ensure the uniformity and consistency of this assessment.

The following are likely to fulfill the reasonableness test: gifts of modest value given or received occasionally as part of special events, and promotional gifts for publicizing the Group's brands, with a low or nominal value.

Gifts and hospitality must be given or received in good faith, without the intent to obtain or provide an unfair advantage or influence a business decision.

To this end, the Group will avoid giving or receiving gifts and hospitality during periods that precede, are concurrent with, or follow the awarding of a contract or agreement.

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## Validation and approval

An adequate procedure must be implemented for the approval and validation of any decision relating to the reasonableness of gifts and hospitality, and involve as a minimum the ethics officer and general manager of the entity concerned, or person duly authorized.

## Transparency and traceability

Gifts and hospitality must be given and received in complete transparency, which as a minimum requires informing the line manager. They must also be able to be properly traced using an efficient registration system (e.g., an ad hoc register).

The exceptions granted through the method selected for assessing the reasonableness of gifts and hospitality must also be traceable.

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## Public officials, civil servants and their relatives or friends (significant others)

The issue of gifts and hospitality given to public officials and civil servants is very sensitive. The laws in some countries prohibit gifts and hospitality for officials and civil servants even if local custom may encourage it. A specific approach must therefore be provided for this, which must involve at least getting the gifts and hospitality approved in advance by the ethics officer of the entity concerned.

The issue is even more complicated if the gifts and hospitality also cover close relatives or friends (significant others) of the official or civil servant. In this case, the approval of the entity's general manager, or person duly authorized, is also required.





### Specific case: technical travel

*As well as taking into account the key points, implementation policies for technical travel should be structured around the following points:*

- *Technical travel must be a necessity. Its purpose should be purely professional. It should not be the pretext for a vacation.*
- *Depending on the technical objective pursued, travel should be organized at the nearest Group site to where the person travelling lives.*
- *Technical trips paid for by the Group may not extend to the families, relatives or friends (significant others) of those taking the trip.*
- *The standard of accommodation and travel must be in accordance with the internal rules of the Group.*
- *The expenses covered under such travel must be reasonable, justified and in line with the professional nature of these trips.*
- *Non-professional activities may be offered to the person taking the trip as long as the time spent on these activities is minimal compared to the main purpose of the trip and the cost is reasonable and modest.*

- *Technical travel required as part of tender procedures must be specifically approved, as a minimum, by the ethics officer of the entity concerned so as to ensure that these trips remain strictly in accordance with what is required, and not be an opportunity for unjustified largesse.*



### Spotlight

*Procedures and points to pay attention to regarding hospitality offered to public officials*

- *Make payments directly to the service provider on presentation of a receipt.*
- *Make sure that an important business transaction is not being discussed with the government entity to which the public official belongs.*
- *Let the government entity itself choose the public officials who will benefit.*
- *Do not offer compensation to the public official to reward their participation.*
- *Get written assurance that promotional expenses do not violate local legislation.*



# 2/ RELATIONSHIPS WITH CUSTOMERS AND PUBLIC AUTHORITIES

## GOVERNING PRINCIPLES



### GUIDELINES

- *GDF SUEZ is committed to establishing business relationships in accordance with fair practice selling under the laws in force.*
- *Upholding commitments and behaving ethically in business relationships is essential for the satisfaction of our customers.*
- *Legal measures to prevent and punish breaches of public procurement rules are very strict worldwide.*

## I/ CUSTOMERS

### ETHICS IN CUSTOMER RELATIONS, CONSUMER RIGHTS, AND FAIR SALES PRACTICES

**Upholding commitments and behaving ethically in business relationships with customers is essential.**

**It goes without saying that respect for these principles helps to enhance our reputation, to create trust, satisfaction, loyalty and business growth.**

#### Complying with laws

In accordance with its commitment to maintain the highest ethical standards, GDF SUEZ seeks to establish business relationships on the basis of local legislation regarding consumer protection and fair sales. Managers will ensure their teams are aware of this.

#### Objectives

GDF SUEZ entities must comply with fair practices in sales, marketing and advertising. They must take all reasonable steps to ensure the quality and reliability of the goods and services they provide.

#### Scope of application

At GDF SUEZ, the functions of strategic direction, marketing, sales, customer portfolio management, customer expertise and business communications are all affected by these guidelines. Entities must apply them using implementation policies and procedures.

Employees must distribute the governing principles to external service providers who are in contact with the Group's customers, and ensure they are complied with.



### Further information

- *The OECD guiding principles for multinational enterprises:*  
<http://www.oecd.org/daf/inv/mne/48004323.pdf>
- *The United Nations Guidelines for Consumer Protection:*  
<http://unctad.org/en/docs/poditccclpm21.en.pdf>
- *Consumer protection in the European Union. Ten basic principles:*  
[http://ec.europa.eu/consumers/cons\\_info/10principles/en.pdf](http://ec.europa.eu/consumers/cons_info/10principles/en.pdf)

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## GOVERNING PRINCIPLES

- Professional behavior vis-à-vis customers and prospects must be consistent with fair practices in the marketplace and the general principle of good faith.
- The characteristics and standards of quality for products, services and infrastructures must comply with local standards on environmental protection, and the health and safety of the population.
- Human rights must be respected within business relationships (compliance with labor law, non-discrimination, etc.).
- Information provided to prospects and customers should allow free and informed decision-making, taking into account, in particular: the nature of services, prices, conditions of supply, security and payment options.
- Problems must be able to be detected and handled effectively. The expectations, complaints, and areas of dissatisfaction reported by customers, prospects or consumer organizations should be taken into account.
- The Group forbids the tying of sales and any abuse of a dominant position. Clauses that are unfair to customers and the denigration of competitors are also prohibited.
- Contractual obligations and commitments to customers, prospects or consumer organizations must be respected. The interests of the parties should be taken into account, within reason.
- The Group strives to carry out its public service work in compliance with its commitments.
- GDF SUEZ ensures the strict confidentiality of customers' personal data in accordance with applicable local laws and the Group's commitments. The use of data should be limited to business purposes.



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### Spotlight

*The general principle of good faith in the customer relationship*

*This general principle is characterized by honesty, respect for other people and the reasonable consideration of the interests of each party in the relationship.*

## II/ PUBLIC AUTHORITIES

### ETHICS IN RELATIONSHIPS WITH PUBLIC ENTITIES FOR PUBLIC WORKS CONTRACTS AND PUBLIC SERVICE CONCESSIONS

**Public procurement accounts for an average of 16% of the gross domestic product in OECD countries. GDF SUEZ is very active in this market.**

**Business relationships in the context of public procurement must meet the Group's highest ethical standards. The stakes are high for the reputation and integrity of the Group, as well as its access to public funding.**

#### Objectives

GDF SUEZ entities must uphold and promote integrity in business relationships with public procurement customers. They must ensure the quality of infrastructure and projects, comply with the laws of competition, and respect human rights.

### GOVERNING PRINCIPLES

- Comply with applicable laws and regulations, the decisions of public authorities, and the ethical principles of the Group and the customer, for transparency, good governance, integrity, equal treatment, fairness and control.
- Prohibit any corruption or fraud and strictly adhere to the Group's governing principles on gifts and hospitality.
- Make sure that provision of services, supply of energy and water, and infrastructures all meet the relevant standards for the protection of local populations.
- Prohibit any conduct that goes against the rules of competition.
- Ensure that private partners associated with Group projects comply with applicable laws, adhere to GDF SUEZ ethical principles, and/or have an equivalent code of ethics.

- 
- Incorporate ethical criteria, particularly in terms of corruption and non-respect of human rights, into the evaluation process for investment decisions and projects.
  - Employees with political roles must ensure complete separation of these activities and their professional role in the Group, in order to avoid any conflict of interest.



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### In practice

*Distribute the governing principles to stakeholders (customers, suppliers, subcontractors, and partners).*



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### Further information

- <http://www.connexite.fr/actualites/201104299751-integrite-dans-marches-publicscode-ethique-a-initiative-ocde>





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# 3/ COMPETITORS, SUPPLIERS, BUSINESS PARTNERS AND CORPORATE PATRONAGE & PARTNERSHIPS

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## GOVERNING PRINCIPLES

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### GUIDELINES

- *GDF SUEZ helps develop ethical standards in business through the distribution of its ethical principles to partners and suppliers of the Group.*
- *The Charter of Corporate Patronage and Partnerships sets the operating and decision-making procedures in terms of corporate patronage and partnerships.*

## I/ COMPETITORS

### COMPLIANCE WITH GROUP ETHICS AND WITH APPLICABLE LAWS

**The Group considers compliance with competition law to be essential because it helps to improve the economic effectiveness, quality and diversity of services, and boosts innovation.**

#### Sensible precaution

Given the complexity of the matter and issues involved, support from legal departments is essential.

#### Objectives

Establishing business relationships should never lead to unlawful agreements between competitors, to abuse of a dominant position or to groupings that infringe upon the competitive functioning of the economy.

### GOVERNING PRINCIPLES

- It is up to each individual to respect competition laws and to prohibit any collusion and abuse of a dominant position. These practices may include: exclusion of customers, suppliers or new entrants, allocation of contracts or sources of supply with competitors, sales restriction or exclusion of market players, concerted bidding, and restrictions on innovation, investment and production.
- Particular care must be taken for situations of potential conflict of interest including relationships with customers who may also be competitors, suppliers, co-investors, or partners, throughout the chain of the Group's business activities.
- Any contact with competitors must be strictly regulated in order to avoid situations that flout competition rules. Consultation of the legal department is required.
- Inter-company meetings and discussions during round tables or training courses cannot be diverted from their original purpose and used for unauthorized exchange of information.

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- Relations between Group entities should also be included in competition rules.
  - Group employees should use only legal and ethical means to search for information about competitors and must not denigrate the competition.



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### In practice

- *I contact the legal department of my company and my ethics officer in case of doubt.*
- *I do not exchange information with competitors regarding the commercial policy, customers or business practices of my entity or of the Group.*



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### Question to consider

- *Could a meeting of members of a professional organization be regarded as an opportunity for collusion?*



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### Further information

- DVD produced by the Energy Services Business Line published on the Group's Horizon intranet site:  
[http://horizon.gdfsuez.net/fr/business\\_lines/energy\\_services/Concurrence\\_Regles\\_Risques/Pages/home.aspx](http://horizon.gdfsuez.net/fr/business_lines/energy_services/Concurrence_Regles_Risques/Pages/home.aspx)
- The OECD guiding principles for multinational companies:  
<http://www.oecd.org/daf/inv/mne/48004323.pdf>
- Compliance Matters  
[http://ec.europa.eu/competition/antitrust/compliance/compliancematters\\_en.pdf](http://ec.europa.eu/competition/antitrust/compliance/compliancematters_en.pdf)

## II/ SUPPLIERS

### DEVELOPING BUSINESS ETHICS STANDARDS

**GDF SUEZ contributes to improving the standard of business ethics by distributing its ethical principles to suppliers, and by giving priority to relationships with suppliers that have ethical principles equivalent to those of the Group. The stakes are high, especially in terms of reputation. In the event of unethical behavior by a supplier, the Group's image can be directly affected.**

#### Well-defined rules

The principles outlined in the “Guide to Ethics in Supplier Relations” and the “Ethics in Practice” guide, present our ethical approach for relations with suppliers.

They apply to all employees in contact with suppliers: users, prescribers, suppliers, accountants, etc., and especially to all employees in charge of purchasing.

#### Objectives

GDF SUEZ intends to develop balanced and respectful relationships with its suppliers to help develop the standard of business ethics and manage the ethical and reputational risks that may arise between partners in this area.

### GOVERNING PRINCIPLES

- Each individual has to defend the interests of the Group and maintain impartiality. To do so, it is important to follow the Group's governing principles in terms of gifts and hospitality.
- Everyone is obliged to avoid all situations where their interests conflict with those of the Group or any of its entities.
- To establish trusted business relationships, employees should strive within reason to accommodate the interests of the other party. They respect their commitments and ensure the confidentiality of all information exchanged.
- GDF SUEZ gives priority to business relationships with suppliers who comply with the Group's ethical principles, including respect for human rights, integrity and anti-corruption.
- Prior to establishing a relationship, employees must assess the ethical principles of the suppliers and establish the use of an «ethics clause» in contracts.
- Employees must inform suppliers about GDF SUEZ's ethical principles.
- Competition law should be respected in vertical integration projects with subcontractors.

## III/ CONSULTANTS AND BUSINESS PARTNERS

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### WORKING TOGETHER, IN A CULTURE OF INTEGRITY

**GDF SUEZ entities may need to use the services of business consultants and work in cooperation with partners.**

**These situations raise issues of integrity, competition law and respect for human rights.**

#### **Legal risks not to be overlooked**

Members of partnerships have criminal responsibility and civil liability for their own actions and/or the actions of their partners. Changes made to laws are clearly heading in this direction (the UK Bribery Act, for example).

It is important to take precautions when it comes to corporate purchases, establishing joint-ventures, and choosing co-investors or business consultants.

Also, the nature of some projects leads us to consider long-term partnerships, so it is therefore essential to try to control and limit the ethical risks associated with this choice.

#### **Objectives**

The desire for the Group to develop in a culture of integrity means that all Group entities and their employees, as well as third-party partners, are required to act in accordance with the ethical laws and standards applicable to them.

**“Precautions are required when it comes to corporate purchases, establishing joint-ventures, and choosing co-investors or business consultants.”**



#### **Definition**

*Business Consultant:*

*A business consultant means any independent person, regardless of their title or job description (service provider, agent, supplier, co-contractor, subcontractor, etc.) acting on behalf of a GDF SUEZ Group company, by establishing, as a minimum, contact with Public Officials or private persons in order to develop, conclude, maintain or complete that company's business activity through contacts or information.*

## 1 Relationships with business consultants

### COMPLYING WITH HIGHER STANDARDS TO REDUCE RISK

**The use of business consultants requires strict precautions to be taken and analyses to be conducted beforehand, in order to be sure of their reputation and integrity.**

#### Limiter les risques

The Group's policy aims to reduce the risk of corruption related to the use of business consultants, to ensure legal compliance of operations and to protect the Group and its employees against illegal actions on the part of a business consultant.

The consequences, depending on the country, can be severe: prison sentences, fines, exclusion from public contracts and being banned from raising funds from private investors.

### GOVERNING PRINCIPLES

- The GDF SUEZ Business Consultants Policy must be strictly applied in all Group entities to define a framework for the business relationship that is transparent and efficient.
- All the Group's entities must be especially vigilant when selecting business consultants as well as in the supervision of the tasks entrusted to them.
- The decision to use a business consultant must meet a real and justified need to outsource expertise, and be made in association with clear and formalized sales objectives, for a clearly defined mission that is limited in its scope, location and duration.



### Further information

- GDF SUEZ Business Consultants Policy accessible on intranet site Horizon.

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- The inherent risk of using the services of a business consultant must be assessed during the required due diligence, taking into account their reputation, their technical, financial and commercial references, their clean criminal record and their professionalism.
  - In accordance with the Group's Business Consultants Policy, the relationship must be formalized by a contract in due form.
  - The remuneration of business consultants occurs after validation of their activity reports, by bank payment, in their name, upon presentation of an invoice. The documents must be kept in the company accounts.



### Questions to consider

- *Is the fact I have known the consultant in question for a long time and know about their integrity enough to prove my good faith in court?*
- *If I pay the consultant at rates higher than the market rates am I controlling the risk of bribery?*

## 2 Business partnerships

### CREATING ETHICAL SYNERGY

**Partnerships are used by Group entities to respond to tenders and to set up development projects.**

#### Shared liability

While the use of partnerships can provide opportunities for business, it can also make each partner accountable. There may also be a reputational risk involved.

### GOVERNING PRINCIPLES

- Partnership activities must comply with the laws of anti-corruption, human rights and competition rules.
- The legal department must be consulted for the formation of joint venture partnerships. This type of partnership requires authorization from the competition authority, specifically, at the time they are established, when the shareholders' agreement is amended, and when there are changes to the relationship between partners or to the tasks they have been given.

- GDF SUEZ gives priority to relationships with partners who respect its values and ethical commitments and/or have an equivalent code of ethics.
- Particular attention must be paid to potential conflicts of interest, including to relationships with partners who are also competitors, suppliers, co-investors, or customers, throughout the chain of the Group's business activities. These relationships must be regulated in writing.



### Question to consider

- *What would be the effect on the Group's reputation in the event that its partner's practices did not comply with local laws or ethical principles and this was reported by the media?*



## IV / CORPORATE PATRONAGE & PARTNERSHIPS

### PLACING ETHICS AT THE HEART OF SOCIAL RESPONSIBILITY

**Corporate patronage and partnerships at GDF SUEZ reflect a socially responsible strategy. They are an important vehicle for the Group's ethical values.**

#### **An ethical commitment**

This commitment is based on strict codes of conduct and a specialized organization, deployed in all Business Lines. It is formalized by the Corporate Patronage and Partnerships Policy applicable throughout the Group.

#### **A responsible governance**

A Corporate Patronage and Partnerships Committee was set up under the responsibility of the Group's Communications and Marketing Division to ensure the consistency of corporate patronage and partnership programs by the whole of the GDF SUEZ Group, and to guarantee their ethics and transparency. It is composed of

representatives from Corporate divisions, business lines and subsidiaries, and is chaired by an independent person.

#### **Objectives**

GDF SUEZ carries out corporate patronage and partnership operations, which constitute an important vehicle for its values and ethical principles, while managing issues regarding the integrity and reputation of the Group.

**“As part of its ethical commitment to corporate responsibility, GDF SUEZ is involved in the communities where it operates, according to the three areas to which the Group's ethical values are applied: society, customers, and employees.”**

Source : GDF SUEZ Ethics Charter



### **Further informations**

- *The Corporate GDF SUEZ Patronage and Partnerships Charter determines the main areas for action, the approval criteria and the priorities, and establishes the process of operation and decision-making for corporate patronage and partnerships. Employees can find it on the Horizon intranet site: [http://horizon.gdfsuez.net/en/group/Corporate\\_patronage\\_sports\\_sponsorship/Charte/EN-CharteComit%C3%A9M%C3%A9c%C3%A9natetPartenariatGDFSUEZVdef-Juillet2012\\_2.pdf](http://horizon.gdfsuez.net/en/group/Corporate_patronage_sports_sponsorship/Charte/EN-CharteComit%C3%A9M%C3%A9c%C3%A9natetPartenariatGDFSUEZVdef-Juillet2012_2.pdf)*

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## GOVERNING PRINCIPLES

- The programs selected must be in strict compliance with local legislation and be consistent with the Group's purpose and Ethics Charter.
- Corporate patronage and partnerships must fall within the four focus areas of the GDF SUEZ Corporate Patronage and Partnerships Policy:
  - solidarity (especially in relation to childhood and social integration of disadvantaged young people);
  - culture;
  - protection and promotion of the environment, and sustainable development;
  - sport: promotion of excellence, team spirit and winning spirit. Priority will be given to operations promoting the Group's business activities and programs within local communities.
- These governing principles and the GDF SUEZ Corporate Patronage and Partnerships Charter apply to all Group entities (corporate, business lines and subsidiaries) in all countries where it operates.
- The Group will strive to ensure its integrity and reputation. Prior "due diligence" should, whenever possible, be carried out to ensure the reputation of the project's beneficiaries and the compatibility thereof with the Group's purpose and Ethics Charter.

- The Group excludes any corporate patronage or partnership that involves: motorsports, undertakings that are violent, polluting, unethical, environmentally unfriendly, or sectarian, and initiatives with organizations and companies that are for profit, racist or xenophobic, which do not share the Group's objectives or ethics, or are in conflict with its interests.
- The Group prohibits any funding of political activities, except in countries where such funding is authorized and supervised by the law. Donations to a foundation should not be a means of circumventing the principle of not financing political parties, as defined by the Group's Ethics Charter.



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### In practice

*Prior due diligence measures are carried out using databases provided by the Ethics & Compliance Division. The results of these are attached to project sheets sent to members of the committee concerned.*

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# FROM PRINCIPLES TO PRACTICE

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FACILITATING IMPLEMENTATION  
OF THE GOVERNING PRINCIPLES

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RESPECT  
INTEGRITY  
LOYALTY  
HONESTY  
COMPLIANCE  
ETHICS &

## FACILITATING IMPLEMENTATION OF THE GOVERNING PRINCIPLES

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**The Governing Principles apply to all GDF SUEZ entities. Implementation policies and actions based on existing best practices will facilitate the application of these principles.**

Entities must develop implementation policies for gifts and hospitality. It is also advisable to establish:

- Analysis of ethical risks using existing mapping tools.
- Ethical training for teams.
- Information for partners regarding the Group's ethical commitments and principles.
- The introduction of ethics-related criteria in the evaluation of projects and in the choice of partners and suppliers.
- The use of an ethics clause in contracts.



### In practice

*This document should also be given to new employees in relevant functions, and to external service providers.*

## NOTES

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# NOTES

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This document is published  
on the Group's website  
for employees and our  
stakeholders.

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## Contacts

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This document was approved  
by the Group's Management  
Committee on May 6, 2013.

This document was printed using an eco-  
responsible printer on paper of certified origin.  
It is available on the [gdfsuez.com](http://gdfsuez.com) website  
where all Group publications can be viewed,  
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# Our Values

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drive  
commitment  
daring  
cohesion


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