

**PROVISION OF WELL CHEMISTRY
SAMPLING, ANALYSIS AND TRACER FLOW
TEST FOR DEVELOPMENT WELLS**

Reference Number: 16000148-OS-10101

Exhibit J - Ethics

Ethics charter



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.

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.

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.

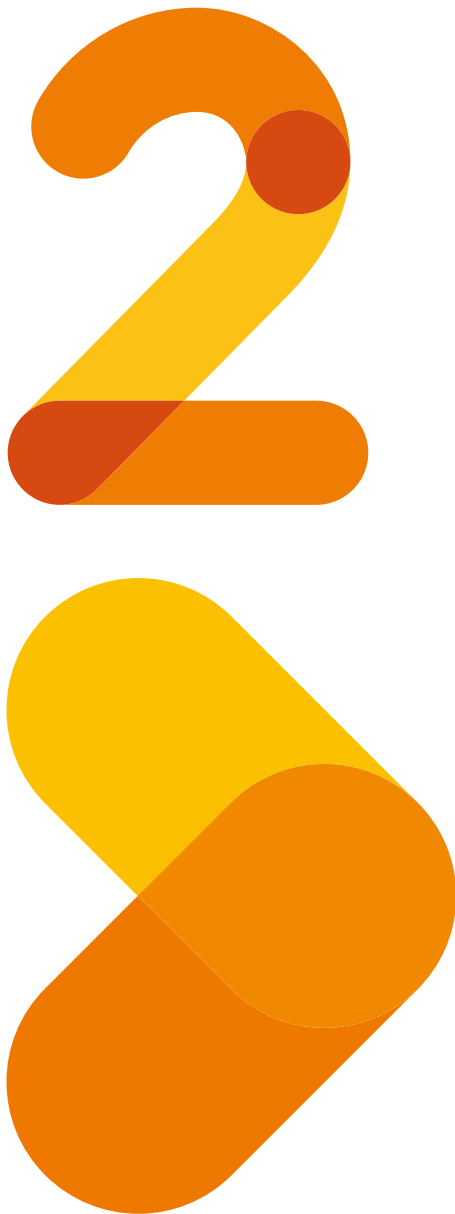
Respect for others implies treating everyone fairly, by giving equal importance to everyone. It requires reciprocity: everyone has rights they can exercise, but also duties to fulfil, towards others, their entity, the Group and society as a whole.

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 and on the [**Group intranet**](#).

The Group's reference documents

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:
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To report an ethics incident to the Group, contact:
ethics@engie.com


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Piagam etika

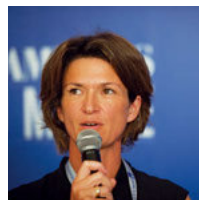


PERUSAHAAN YANG TERUS BERKEMBANG ADALAH PERUSAHAAN YANG BERPEDOMAN PADA ETIKA

ENGIE adalah pelaku terkemuka dalam sektor energi global. Pertumbuhan yang wajar adalah pusat dari bidang aktivitas dari Grup (produksi listrik rendah karbon, jaringan, solusi klien) serta menempatkan diri sebagai pelopor untuk menjawab tantangan-tantangan utama dunia energi baru: penanggulangan dan adaptasi terhadap perubahan iklim, akses menuju energi berkelanjutan serta pemanfaatan sumber daya secara wajar.

Untuk menjawab tantangan tersebut, kami memerlukan hubungan berdasarkan kepercayaan dengan seluruh pemangku kepentingan yang terlibat dalam usaha kami: kepercayaan konsumen dan pelaku industri, pihak berwenang dan masyarakat sipil, pemasok serta mitra kami, dan juga pelanggan kami.

Usaha membangun dan mempertahankan hubungan berdasarkan kepercayaan ini memerlukan dua hal: penyesuaian dan kepatuhan tanpa kompromi yang dilakukan oleh setiap karyawan Grup atas nilai-nilai yang kami junjung; dan juga tuntutan terhadap tanggung jawab yang harus kami terapkan dalam berbagai keputusan yang kami ambil atau proyek yang kami kerjakan. Tuntutan sehari-hari ini membentuk identitas kami mengenai keyakinan yang sederhana dan kuat: perusahaan yang terus berkembang adalah perusahaan yang berpedoman pada etika.



Ambisi etika yang selalu kami hayati, menuntut keteladanan masing-masing pihak

Kebijakan kami sangat jelas: nol toleransi terutama dalam hal penipuan dan korupsi, serta komitmen mutlak dalam mematuhi berbagai peraturan mengenai etika – peraturan yang berlaku di negara-negara tempat kami beroperasi dan yang kami buat dan anut sendiri. Kebijakan tersebut mengharuskan setiap karyawan untuk menjalankan bagiannya dengan sungguh-sungguh dalam membangun dan melindungi reputasi Grup, dengan bertindak sesuai dengan perundang-undangan yang berlaku serta prinsip etika kami, dalam seluruh aktivitas kami.

Etika tersebut harus menjiwai pengelolaan aktivitas kami sehari-hari. Etika itu juga harus diwujudkan dalam praktik manajerial, bisnis dan operasional kami. Etika bukan hanya menjadi urusan manajemen, melainkan urusan setiap orang dan urusan untuk kita semua. Bersama-sama kita bangun kepercayaan semua pemangku kepentingan, untuk mendongkrak terciptanya nilai luhur untuk Grup.

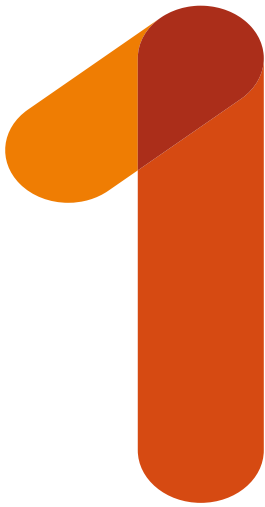
Ambisi etika ini ditetapkan di dalam prinsip-prinsip yang dinyatakan di dalam Piagam ini. Tak satu pun tujuan dari pengembangan atau kinerja dapat ditetapkan di kalangan Grup atau perusahaannya apabila perwujudannya akan mengarah pada pelanggaran terhadap prinsip-prinsip tersebut.

Selain performa operasionalnya yang luar biasa, mitra kerja dan pelanggan Grup ini juga mengakui bahwa kekuatan Grup kita terletak pada tingginya tingkat keandalan dan tanggung jawab yang ditunjukkan. Oleh sebab itu kita semua harus menunjukkan modal kepercayaan yang selama ini diyakini ada pada kita, dengan meletakkannya pada prioritas tertinggi dalam kegiatan kita sehari-hari.

Piagam Etika berikut **Panduan Etika Dalam Praktik** menciptakan landasan yang kokoh sebagai pijakan seluruh dasar panduan, kebijakan internal serta kode perilaku yang dianut oleh Grup, dan setiap kita, apa pun jabatan kita di dalam hirarki, perusahaan kita, atau posisi intervensi geografis kita, mengemban tugas untuk mewujudkan sekaligus menjaga prinsip-prinsip tersebut.

Piagam Etika ini menjabarkan 4 prinsip etika dasar yang mendasari keseluruhan komitmen ENGIE terkait etika, menentukan wilayah penerapannya dan menyajikan kerangka umum tata kelola dan kepatuhan etika dan kepatuhan Grup.

Isabelle Kocher



PRINSIP 1

Bertindak sesuai dengan hukum dan peraturan yang berlaku

Dalam segala keadaan, semua karyawan Grup harus mengetahui hukum internasional, federal, nasional, lokal, serta berbagai peraturan kesusilaan profesional terkait pekerjaan mereka, serta kebijakan etika dan kepatuhan Grup.

Hal-hal terkait peraturan khusus tersebut, sebagai bagian yang membentuk identitas Grup, seluruh perusahaan wajib mematuhi substansinya, yang sesuai dengan ketentuan hukum serta kebiasaan setempat yang berlaku.



PRINSIP 2

Berperilaku dengan jujur dan membangun budaya integritas

Kejujuran dan integritas harus menuntun hubungan bisnis maupun relasi antar manusia serta praktik profesional sehari-hari. Masing-masing dari kita wajib bertindak dengan jujur dalam segala keadaan, serta berperan serta dalam membangun budaya kejujuran dan integritas. Berangkat dari prinsip ini, Grup menekankan betapa pentingnya keteladanan perilaku para karyawannya. Dalam memilih mitra kerja, ENGIE berupaya untuk mengutamakan kejujuran dan menghargai hak-hak asasi manusia.

Oleh sebab itu, ENGIE mendukung pelaporan pelanggaran etika, dan tak satu pun karyawan dapat dijatuhi sanksi karena, dengan itikad dan niat baik, telah menggunakan perangkat pelaporan pelanggaran tersebut, atau karena telah menolak untuk melakukan sesuatu tindakan yang dianggapnya bertentangan dengan prinsip-prinsip etika Grup.

Prinsip-prinsip etika dasar yang dianut ENGIE



PRINSIP 3

Membuktikan kesetiaan

Bagi Grup, kualitas sebuah relasi terletak pada kesetiaan para pihak, terutama dalam pelaksanaan kontrak. Secara khusus, hal ini mengharuskan kita untuk memegang komitmen dan tidak terikat pada komitmen apapun yang tidak dapat dijalankan oleh Grup.

Setiap kali seorang karyawan Grup berkomunikasi dengan kontakannya, ia melakukannya dengan itikad baik, dengan semangat membangun, menghargai kepentingan sesama dan menyampaikan informasi secara tulus.

Prinsip keterbukaan, yang menuntun perusahaan besar seperti ENGIE, tidak menghalangi para karyawan untuk menjaga rahasia perusahaan, dalam kerangka hukum yang berlaku.

ENGIE, berharap para karyawannya menghormati prinsip-prinsip yang ditetapkan oleh Piagam ini. Sebaliknya, Grup menjamin perlindungan yang diperlukan apabila keselamatan mereka terancam atau dipersalahkan, setelah melakukan tindakan yang tepat dengan itikad baik sesuai dengan tanggung jawab mereka.



PRINSIP 4

Menghormati orang lain

Dengan keyakinan bahwa perusahaan yang terus berkembang adalah yang menyelaraskan perkembangan ekonomi dan kemajuan manusia, ENGIE menegaskan pentingnya menjunjung nilai-nilai toleransi dan menghormati orang lain, yang ditujukan kepada semua karyawan dalam melaksanakan pekerjaan mereka, serta yang mengatur semua relasi yang terjalin di seluruh perusahaan ENGIE.

Sikap menghormati orang lain berarti memperlakukan setiap orang dengan setara, saling menganggap semua orang sama pentingnya. Dan membutuhkan hubungan timbal balik, masing-masing berhak untuk menegakkan sekaligus berkewajiban untuk memenuhi kewajibannya terhadap orang lain, perusahaannya, Grup, dan juga masyarakat secara keseluruhan.

Secara khusus, prinsip ini terutama mencakup penghargaan, dalam segala keadaan, atas hak-hak manusia, martabat, individualitas mereka, serta sikap menghormati budaya yang berbeda. Prinsip ini juga berlaku untuk harta materiil dan imateriil orang lain, serta pelestarian warisan budaya dan lingkungan hidup.

Prinsip ini menuntun kebijakan Grup dalam hal kesetaraan antara laki-laki dan perempuan, sikap menghargai kehidupan pribadi, dukungan atas keberagaman dan pemberantasan segala bentuk diskriminasi, perlindungan kesehatan dan keselamatan kerja, dan terutama pencegahan serta sanksi atas segala bentuk pelecehan.

Prinsip ini mendukung semua kebijakan internal dan eksternal ENGIE dan harus memberi wawasan mengenai cara penyelesaian konflik.

Toleransi, yang berarti kebaikan dan keterbukaan kepada orang lain, menentang segala bentuk perilaku yang bersifat ekstremis.



Penerapan Piagam Etika ENGIE

PIAGAM ETIKA SERTA KEEMPAT PRINSIPNYA BERLAKU:



Bagi semua karyawan dan perusahaan Grup

ENGIE berharap seluruh karyawan bertindak sesuai dengan prinsip-prinsip etika Grup, apa pun keadaan, pekerjaan, tingkatan tanggung jawabnya, dan siapa pun kontakannya.

Bekerja dalam iklim kerja yang sehat mendukung keberlangsungan yang baik di kalangan Grup dan kesejahteraan karyawan. Dengan demikian Grup berharap agar semua pihak memperhatikan kualitas kehidupan di tempat kerja. Sikap menghargai dan kepercayaan harus mengarahkan pada relasi di antara karyawan seperti dialog dengan mitra sosial.

Mulai dari direksi sampai karyawan, masing-masing berkewajiban untuk tidak melakukan tindakan apa pun yang dapat menimbulkan keraguan mengenai etika Grup.

Prinsip-prinsip dasar etika harus digalakkan oleh para karyawan Grup yang berada di dewan direksi maupun dewan pengawas perusahaan yang tidak di bawah kendali ENGIE.

Para direktur dan manajer ENGIE merupakan promotor utama Piagam Etika Grup serta penerapannya dalam kehidupan sehari-hari bagi para karyawan dan para pemangku kepentingan yang terkait. Apabila mereka ingin menguji pengetahuan karyawan mengenai kewajiban etika dan hukumnya, yang lebih penting mereka harus memeriksa terlebih dulu apakah mereka sudah memenuhi kewajibannya secara praktis.

Apabila sanksi harus dijatuhkan terkait pelanggaran kewajiban etika dan hukumnya, maka sanksi yang diberikan harus sesuai dengan hukum dan kearifan lokal.



Bagi para klien dan semua pihak yang terlibat dengan Grup

ENGIE menerapkan prinsip etikanya dalam hubungannya dengan semua pelaku pasar, terutama para pelanggan, investor, mitra kerja, pemasok, penyedia jasa, serta sub-kontraktor (termasuk perantara maupun konsultan bisnis) atau para lembaga swadaya masyarakat (LSM).

Grup juga memberlakukan prinsip tersebut di antara seluruh pemangku kepentingan yang turut terlibat.

Terkait dengan pelanggan, Grup mengedepankan pentingnya kepuasan mereka, yang terletak pada kualitas produk dan layanan, dialog terbuka, transparansi prosedur dan juga sikap memegang teguh komitmen dan peraturan mengenai persaingan usaha.

Dalam berhubungan dengan para pelaku pasar, seluruh karyawan ENGIE menunjukkan perilaku setia dan membuktikan keadilan dan ketidakberpihakan dalam bernegosiasi. Mereka menjamin para mitra, pemasok, penyedia jasa serta sub-kontraktor dapat menerima prinsip etika Grup, dan menyampaikan **Piagam Etika** ENGIE kepada pihak-pihak tersebut.

Grup meminta agar di dalam semua kontrak yang dibuat bersama para mitra, pemasok, penyedia jasa serta sub-kontraktor untuk memuat suatu klausul mengenai penghargaan atas komitmen ENGIE dalam hal hak-hak asasi manusia dan pemberantasan korupsi, baik itu oleh para pihak tersebut maupun mitra mereka sendiri. Grup menjamin integritas dan reputasi para mitra, pemasok, penyedia jasa, serta sub-kontraktornya.



Bagi masyarakat secara keseluruhan

Grup menerapkan prinsip etikanya di mana pun Grup berada. Grup melakukan aktivitasnya dengan menghargai hak-hak asasi manusia yang diakui secara internasional.

ENGIE bertanggung jawab secara sosial kepada masyarakat tempatnya berdiri dengan bertekad untuk menjaga kelestarian lingkungan hidup serta keberagaman budaya, dan meminimalkan dampak ekologis dari operasinya. Grup menyampaikan berbagai tindakan nyata dan tantangan yang dihadapi dalam bidang ini serta bekerjasama dengan para lembaga swadaya masyarakat (LSM) di sektor lingkungan hidup dan kemanusiaan.

Organisasi Etika dan Kepatuhan Grup



Tata Kelola

Kekuatan utama di balik komitmen etika ENGIE berasal dari posisi tertinggi Grup: yaitu Ketua dan CEO, Dewan serta Komite Eksekutif, yang telah memilih untuk membekali Grup dengan struktur yang tepat.

Committee for Ethics, Environment and Sustainable Development (CEEDD) dari Dewan Direksi ENGIE mengawasi ketaatan terhadap nilai-nilai individual dan kolektif yang menjadi landasan aktivitas Grup, dengan menghormati peraturan perilaku yang harus dipatuhi oleh setiap karyawan dan memastikan bahwa Grup telah melakukan cara-cara penerapan yang sesuai dengan nilai dan ketentuan tersebut.

Compliance Committee ENGIE, yang diketuai oleh Sekretaris Umum, mengawasi implementasi yang baik terhadap komitmen etika Grup, menindaklanjuti pelanggaran yang ditemukan serta memastikan penanganan yang tepat. Komite ini memberi jaminan kepada seluruh bagian tata kelola Grup dan kepada Manajemen Umum bahwa perangkat etika ENGIE diterapkan dan diawasi.

Bagian Ethics & Compliance Grup membantu untuk mengintegrasikan etika dalam visi, strategi, manajemen serta praktik-praktik di dalam Grup. Bagian ini menyodorkan berbagai naskah rujukan dalam hal etika dan kepatuhan, mengawasi pelaksanaannya oleh perusahaan operasional dan bagian-bagian fungsional, menyelenggarakan pelatihan, menerima laporan dan berpartisipasi dalam kegiatan pengawasan yang diperlukan dengan badan-badan pengawasan lain di dalam Grup.

Semua ***Ethics & Compliance Officer dan Ethics Correspondents*** semua perusahaan di Grup dikumpulkan dalam badan khusus ***Ethics & Compliance*** yang berwenang. Bagian ***Ethics & Compliance*** Grup bertanggung jawab untuk badan ini, dan menyampaikan arahan dan observasi yang diperlukan untuk para anggotanya, serta menerima laporan dan observasi dari perusahaan-perusahaan.



Peran *Ethics & Compliance Officer*

Di setiap perusahaan sesuai kriteria ukuran dan otonomi, berbekal persetujuan dari Bagian *Ethics & Compliance* manajer menominasikan seorang *Ethics & Compliance Officer* dan memastikan bahwa staf tersebut mendapatkan rekan kerja dan anggaran yang memadai, serta memberikannya wewenang yang diperlukan untuk melaksanakan tugasnya.

Ethics & Compliance Officers memahami peraturan serta kewajibannya dalam hal etika dan kepatuhan, serta memastikan peraturan tersebut diterapkan di perusahaannya. Ia memastikan dilaksanakannya **Piagam Etika** serta keseluruhan dokumen rujukan terkait etika dan kepatuhan di dalam perusahaannya. Ia terlibat di dalam pengelolaan risiko etika dengan berpedoman terutama pada manajemen perusahaannya, serta mengingatkan perusahaannya akan prinsip utama etika yang diberikan Grup, khususnya mengenai pemberantasan korupsi dan penghargaan atas hak-hak asasi manusia.

Ethics & Compliance Officers memberi bantuan dan menjawab semua pertanyaan setiap karyawan yang terkait dengan hal etika serta memastikan tidak ada sanksi dalam bentuk apa pun, yang akan dijatuhkan kepada seorang karyawan yang memakai perangkat pelaporan pelanggaran etika dengan tulus dan itikad baik.



Pengawasan Terhadap Kepatuhan

Dalam hal etika dan kepatuhan, mengevaluasi ukuran implementasi adalah bagian dari proses peningkatan yang berlanjut.

Dalam kerangka ini, Bagian *Ethics & Compliance* ENGIE menetapkan dan menggalakkan pengawasan terhadap kepatuhan yang diperlukan. Bagian ini memastikan dilakukannya audit etika yang dilaporkannya kepada *Compliance Committee*, dan jika diperlukan kepada Komite Eksekutif Grup.

Setiap tahun, prosedur kepatuhan mengevaluasi secara detail penerapan kebijakan etika di dalam perusahaan-perusahaan Grup. Semua *Ethics & Compliance Officer* harus membuat laporan tahunan terkait aktivitas serta kemajuan yang dicapai oleh perusahaan mereka dalam hal etika dan kepatuhan, dalam penerapan berbagai peraturan dan prosedur yang ditetapkan ENGIE, serta berbagai ketentuan potensial atau tindakan spesifik yang dibuat oleh perusahaan itu sendiri. Laporan ini, yang disampaikan kepada lembaga yang lebih tinggi, disertai surat kepatuhan dari manajer yang menyatakan komitmennya terkait penerapan perangkat etika dan kepatuhan di tengah organisasi yang dipimpinnya.

Bagian *Ethics & Compliance* Grup juga memastikan diambilnya tindakan-tindakan individual dan struktural apabila terjadi pelanggaran etika, berkoordinasi dengan manajemen, bagian-bagian lokal, serta manajemen fungsional terkait.

Semua pihak terkait tersebut harus berhati-hati terhadap informasi dan tanda-tanda yang dapat mengindikasikan potensi pelanggaran peraturan. Jika diperlukan, mereka menyampaikannya kepada *Ethics & Compliance Officer* untuk kemudian dilakukan penyelidikan lebih lanjut, serta kemudian untuk penerapan tindakan koreksi.



Pendekatan etika dan kepatuhan ENGIE dibangun atas 3 tingkat dokumen referensi:

1. **Piagam Etika Grup** ini dan **Panduan Etika Dalam Praktik**, yang merinci cara-cara penerapan dan memberi contoh pada situasi nyata.
2. **Dasar Panduan**, yang mengatur kebijakan dan prosedur yang mendorong ENGIE untuk mewujudkan pelaksanaan dan pengembangan budaya etika di kalangan Grup: dasar panduan integritas, dasar panduan hak-hak asasi manusia, serta dasar panduan pengelolaan kepatuhan.
3. **Kode etika**, yang memperinci implikasi komitmen etika Grup berdasarkan kategori maupun praktik-praktik profesional.

Semua dokumen tentang etika dan kepatuhan ENGIE tersedia di situs internet www.engie.com dan [Grup Intranet](#).

Dokumen- dokumen rujukan Grup

Terjemahan dari dokumen ini dapat menyebabkan perbedaan pemahaman, sehingga hanya versi Prancis dan Inggris saja yang dijadikan rujukan.

Untuk informasi lebih lanjut atau tanya jawab seputar etika dan kepatuhan:
[***ethics-communication@engie.com***](mailto:ethics-communication@engie.com)

Untuk melaporkan pelanggaran etika kepada Grup:
[***ethics@engie.com***](mailto:ethics@engie.com)

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Practical guide to ethics



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Introduction

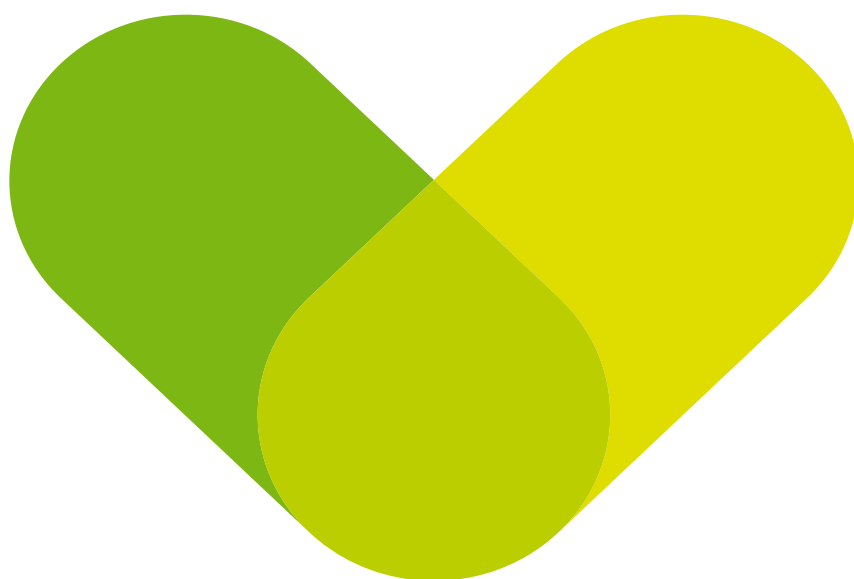
ENGIE's **Ethics charter** sets out the general framework for the professional behaviour of all of the Group's employees. This **Practical guide to ethics** details how the general framework is to be applied and gives situational examples.

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 and on the **Group intranet**.



The Group's ethical commitments



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 10th 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.



Application of the Group's ethical commitments

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.

SOCIETY AS A WHOLE

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



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.



Communicating about ethical practices



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.

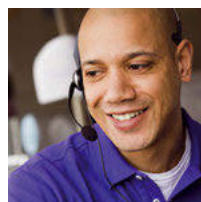


Reporting an ethics incident

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: 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.

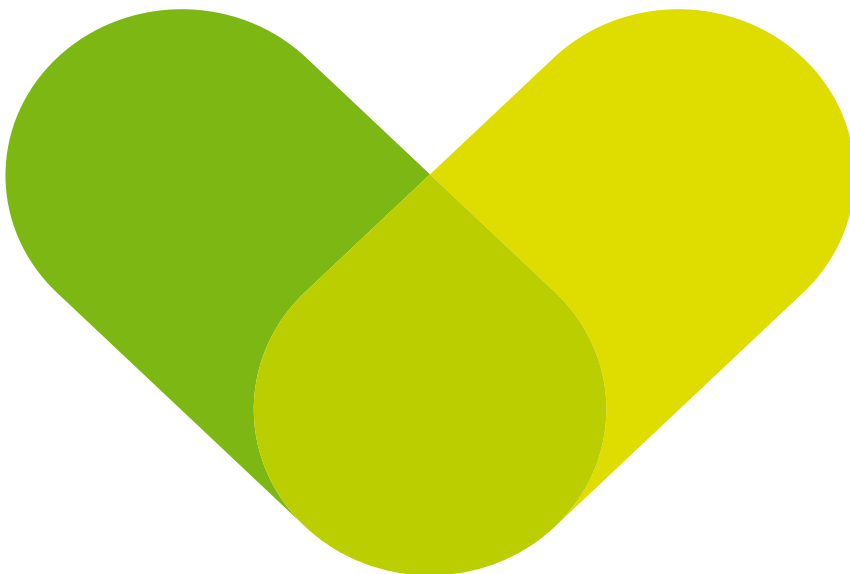
A person expressing in good faith and selflessly their ethical or compliance concerns cannot have any measures brought against them for expressing this concern.

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.).



Key day-to-day ethical reference points

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





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.

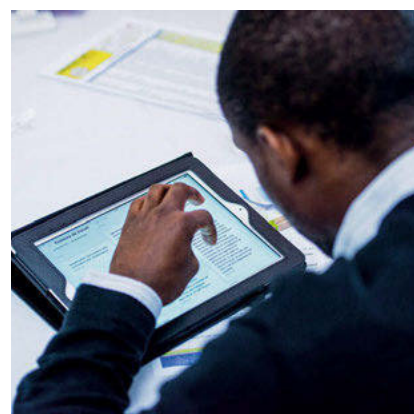


PURCHASING AND SUPPLIERS

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

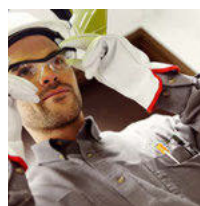
A conflict of interests can arise when a person has private interests (i.e. the personal or professional interests of an employee) which might influence or appear to influence the way in which he or she carries out the role and responsibilities given to them by the Group. This is the case, for example, 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.

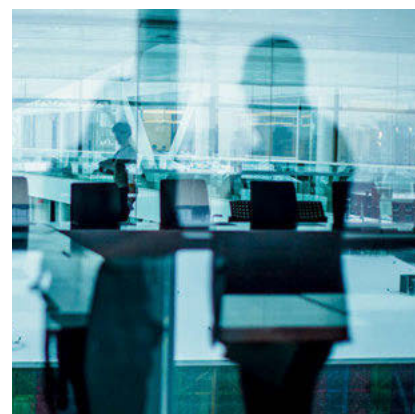
For the protection or transfer of personal data, the Group put in place internal juridical rules which must be obeyed by all employees (in particular the Binding Corporate Rules validated by European data protection authorities).

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.

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 and [Group intranet](#).

For all information on ethics and compliance, contact: ethics-communication@engie.com

To report an ethics incident to the Group, contact: ethics@engie.com

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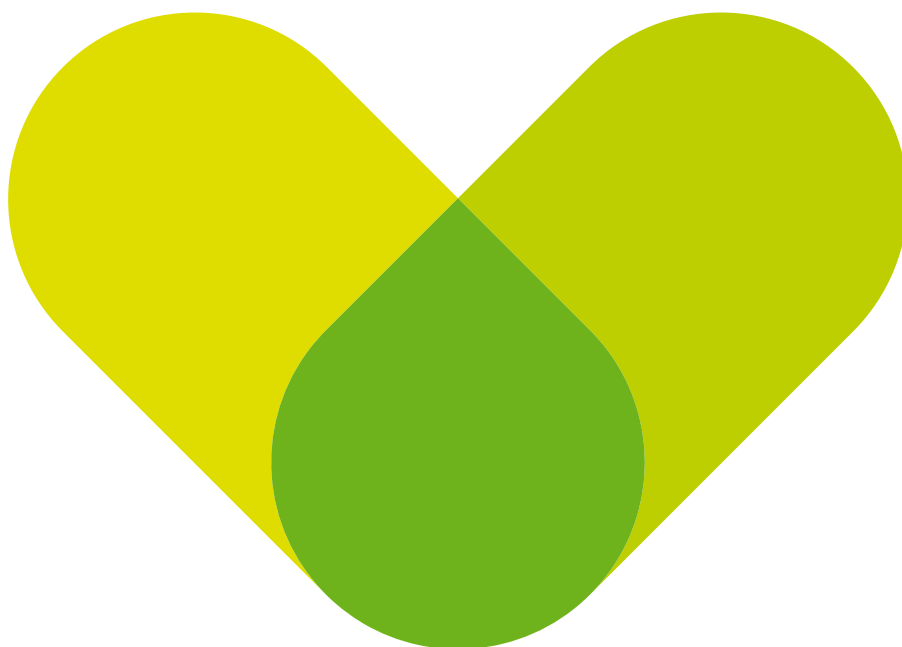
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Panduan etika dalam praktik



Daftar isi

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3. Penyampaian tentang praktik-praktik etika [halaman 12]

4. Referensi penting untuk etika keseharian [halaman 15]

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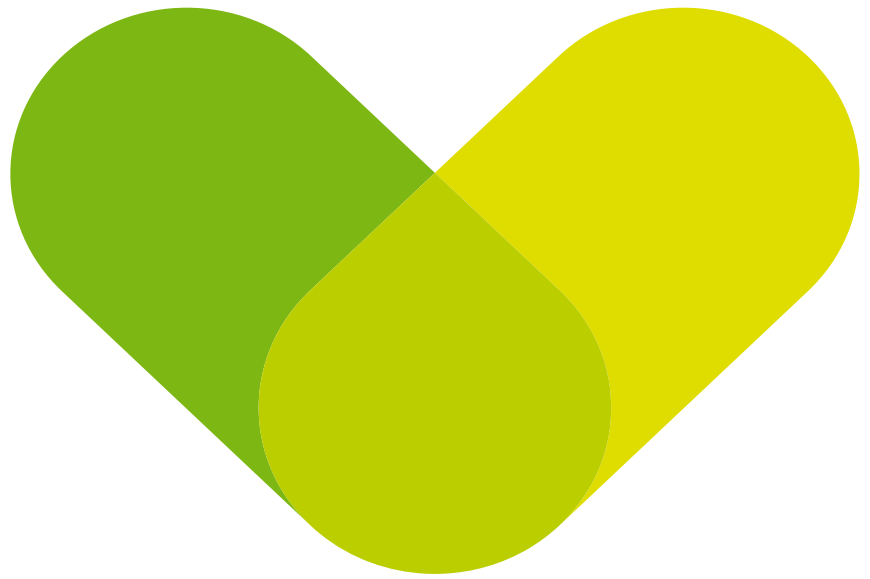
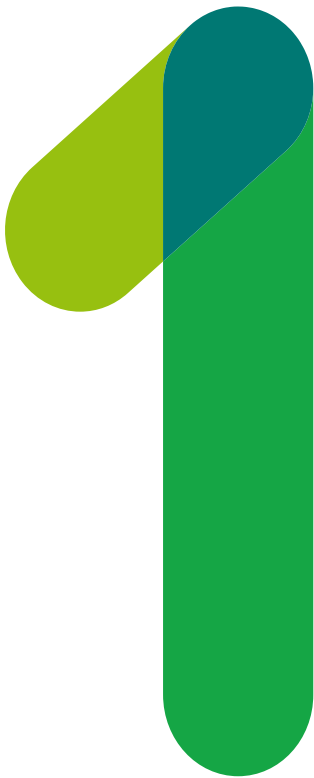
Piagam Etika ENGIE menetapkan kerangka umum yang mengatur perilaku profesional seluruh karyawan Grup. **Panduan Etika dalam Praktik** ini memaparkan cara-cara penerapan serta memberikan contoh dalam situasi yang nyata.

Melalui perilakunya sehari-hari, dalam melakukan pekerjaannya, dalam relasi bisnis, dengan semua pihak lain yang berhubungan dengannya, setiap karyawan bertanggung jawab untuk mendorong dan menerapkan keempat prinsip etika dasar Grup.

Panduan Etika Dalam Praktik berlaku bagi para karyawan tetap maupun kontrak dari perusahaan-perusahaan dalam Grup, setiap orang yang ditugaskan bekerja untuk sebuah perusahaan Grup oleh perusahaan lain, dan juga bagi para direktur perusahaan-perusahaan di dalam Grup ENGIE.

Setiap orang, apa pun jabatannya, bertanggung jawab secara pribadi atas perilakunya sendiri dan bertanggung jawab atas segala pilihan yang ia buat. Apabila seorang karyawan melakukan tindakan yang bertentangan dengan etika, maka ia akan, berdasarkan kasusnya, dijatuhi sanksi disipliner, administratif, perdata atau pidana. Penerapan sanksi ini ditetapkan oleh peraturan yang berlaku di dalam perusahaannya.

Dokumen-dokumen etika dan kepatuhan ENGIE yang memperlengkap **Piagam Etika** dan **Panduan Etika Dalam Praktik** ini dapat ditemukan di situs internet www.engie.com dan [Group intranet](#).



Komitmen Etika Grup



Prinsip-prinsip etika dasar yang dianut Grup

1

Bertindak sesuai dengan hukum dan peraturan yang berlaku

2

Berperilaku dengan jujur dan mengutamakan budaya integritas

3

Membuktikan kesetiaan

4

Saling menghormati satu sama lain

Secara umum, setiap orang harus menyadari komitmen etika Grup yang tertuang di dalam **Piagam Etika** dan **Panduan Etika Dalam Praktik**, dan masing-masing bertanggung jawab untuk mematuhi komitmen ini.



Menaati standar etika tertinggi

ENGIE menjunjung standar-standar etika tertinggi. Prinsip-prinsip tindakan ENGIE tertuang di dalam kerangka naskah-naskah rujukan internasional, terutama:

- Deklarasi Universal Hak Asasi Manusia dan Protokol-protokol tambahannya.
- Konvensi-konvensi Organisasi Buruh Internasional (ILO) dan Garis Panduan untuk Perusahaan-perusahaan Multinasional yang diletakkan oleh Organisasi Kerjasama dan Pembangunan Ekonomi (OECD).
- Konvensi Perserikatan Bangsa-Bangsa Menentang Korupsi.

Untuk menjaga komitmennya terhadap pemberantasan korupsi, Grup secara sukarela membuat berbagai komitmen, dengan mengacu pada:

- Global Compact PBB, yang prinsip kesepuluhnya bertalian dengan pemberantasan korupsi.
- Inisiatif Transparansi Industri Ekstraktif (EITI), organisasi masyarakat madani yang didedikasikan untuk pemberantasan korupsi.
- Seksi Perancis untuk organisasi non-pemerintah Transparency International.



Ambisi Keteladanan

ENGIE menganggap integritas sebagai salah satu prinsip landasan etika yang dianutnya.

Mengenali tindakan-tindakan etis serta menghindari kesalahan merupakan kepedulian yang mengarah kepada pencarian kesempurnaan. Hal ini juga berdampak pada komitmen pribadi dan kolektif dari tim-tim dalam Grup.

Grup mengecam segala bentuk tindakan korupsi dan memastikan semua karyawan yang bekerja dengan menegakkan prinsip tersebut akibatnya tidak akan mendapatkan kerugian apapun. Pelaporan pelanggaran etika akan diikuti tindakan pencegahan dan penanganan situasi pelanggaran. Grup menyediakan perangkat yang diperlukan, mendorong dan memastikan bahwa tidak ada sanksi dalam bentuk apa pun, yang akan dijatuhkan kepada seorang karyawan yang memakai perangkat pelaporan pelanggaran etika dengan tulus dan itikad baik.



Penerapan prinsip subsidiaritas dan tanggung jawab

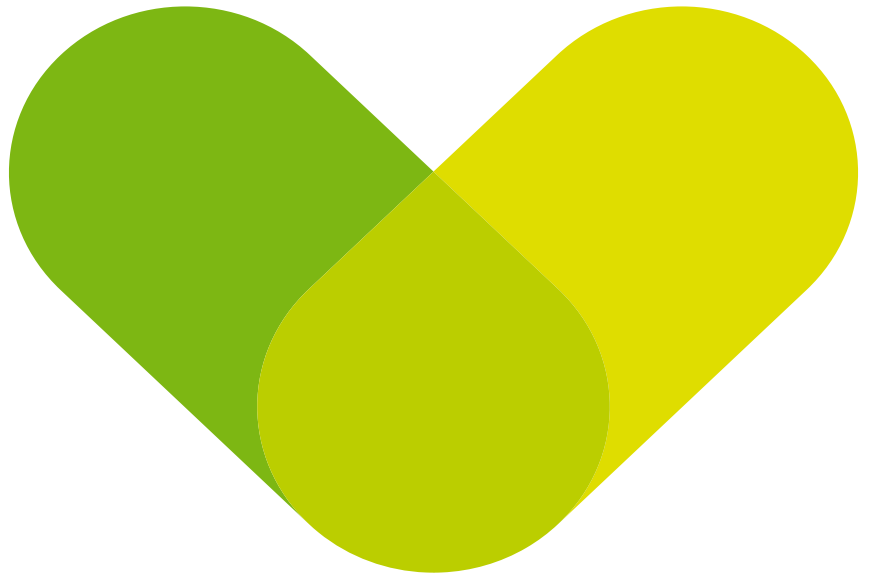
Dokumen-dokumen etika dan kepatuhan Grup menjabarkan berbagai peraturan dan prinsip-prinsip umum. Perusahaan-perusahaan harus menerapkannya, atau diundang untuk mengimplementasikannya berdasarkan asas subsidiaritas, sesuai dengan peraturan lokal serta kebijakan yang ditentukan oleh manajemen perusahaan.

Sebagai contoh, Grup menerima prinsip pemberian hadiah sejauh dalam batas kewajaran; bahwa tidak ada keraguan terhadap kejujuran, kemandirian dan objektivitas pemberi maupun dan penerima hadiah. Peraturan ini harus diadaptasikan di negara-negara yang hukumnya mempersyaratkan pelarangan pemberian hadiah. Peraturan ini juga dapat dilengkapi, jika diperlukan, dengan kewajiban-kewajiban untuk menetapkan ambang batas nilai hadiah. Secara lokal, dalam hal apa pun, para manajer harus memberikan petunjuk yang jelas mengenai batas kewajaran nilai hadiah kepada para karyawan.

Patuhi atau jelaskan

Untuk hal-hal terkait peraturan khusus yang dibuat oleh Grup, perusahaan-perusahaan memiliki peluang untuk melakukan penyesuaian mode organisasi jika diperlukan. Sebagai contoh, hal ini diperlukan untuk mematuhi ketentuan hukum atau aspek budaya lokal tertentu yang terwujud berbeda dari praktik-praktik dalam Grup.

Pengecualian-pengecualian akan diatur sesuai dengan prinsip “patuhi atau jelaskan”. Motif pengecualian harus dijelaskan dan sebelumnya diterima secara formal oleh *ethics & compliance officer* perusahaan yang lebih tinggi sebelum pengaplikasiannya. Penjelasan yang diberikan haruslah jelas dan beralasan, dapat dicatat secara tertulis dan sesuai dengan prinsip-prinsip etika ENGIE. Tidak ada kondisi yang memperbolehkan pengecualian ini bertentangan dengan hukum. Semua kebijakan terkait dengan pengecualian dan diketahui setelah implementasinya tanpa persetujuan perusahaan yang lebih tinggi akan dianggap sebagai pelanggaran peraturan ini.



Penerapan Komitmen Etika Grup

Di dalam **Piagam Etika** tertulis prinsip etika dasar yang harus dilaksanakan di dalam lingkup kerja serta perilaku terhadap semua relasi Grup. Prinsip-prinsip ini secara konkret berlaku di 3 lingkaran aktivitas ENGIE: lingkaran Grup, lingkaran pasar, dan lingkaran masyarakat secara keseluruhan, di mana pun Grup tersebut berada.

GRUP

Pertama-tama, etika ENGIE berlaku di lingkaran pertama yang terdiri dari para karyawan, perusahaan-perusahaan Grup dan juga para pemegang saham dan mitra.



Para karyawan

Di semua tingkatan, ENGIE bertekad untuk menjalin hubungan antar manusia yang mengikat dan harmonis. Dalam hal ini, masing-masing bertanggung jawab untuk membiarkan semua karyawan mengerjakan tugasnya dalam keadaan sehat lahir dan batin. Dengan demikian, dalam penerapan tanggung jawab dan hubungan hierarkis, orang itu harus selalu dihargai. Grup mendorong relasi antar rekan kerja yang dilandasi kesopanan, perhatian, pengakuan, dan diskresi. ENGIE mengutuk segala tindakan pelecehan moral dan seksual. ●●●

Grup menghargai keberagaman dan kehidupan pribadi setiap karyawan dan mengutamakan kompetensi mereka. Mendesaknya kebutuhan profesionalisme yang ditetapkan oleh ENGIE mendorong pengembangan individu, baik dari sisi profesional maupun pribadi.

Semangat kerja tim yang sangat dihargai, terletak pada dialog terbuka dan konstruktif yang memperkokoh kekompakan.

Grup berupaya menyampaikan semua tujuan yang ingin diraih dan tantangan yang dihadapinya kepada para karyawan demi mempermudah keterlibatan mereka di dalam kehidupan perusahaan.

Di semua negara, ENGIE bertekad menjamin upah yang memungkinkan karyawan untuk hidup secara layak sesuai dengan taraf hidup lokal.

Grup berupaya menyediakan semua sarana yang tepat untuk pemeliharaan kesehatan dan keselamatan para karyawan di lokasi kerja.

Mengingat tanggung jawab khusus yang diembannya, para manajer harus menanamkan prinsip etika ENGIE kepada anak buahnya. Ia bertanggung jawab atas distribusi dan pelaksanaan kebijakan etika dan kebijakan kepatuhan dalam mode organisasi operasional dan fungsional perusahaan-perusahaan Grup.

Dengan demikian, ia tidak hanya bertugas untuk memberi informasi mengenai peraturan yang harus dipelajari oleh anak buahnya dengan cara praktis dan konkret, tetapi juga memastikan bahwa mereka memahaminya. Ia juga harus memberi nasihat kepada anak buahnya dan mendorong mereka untuk mengajukan berbagai pertanyaan seputar etika dan penerapan peraturan dan komitmen Grup. Para manajer tidak boleh ragu untuk melaporkan berbagai kesulitan yang dihadapinya dalam menerapkan komitmen etika Grup kepada atasannya maupun kepada staf kepatuhan di unit kerjanya. Para manajer berhak untuk melakukan verifikasi apakah anak buahnya menghormati peraturan yang harus mereka laksanakan. Berbekal keteladanan dan perilakunya sendiri, manajer menyampaikan pesan etika dan rasa kepatuhan kepada anak buahnya.

Apabila ada perintah non-etis yang diperintahkan, maka kedua orang yang mengikuti perintah dan pemberi perintah akan bertanggung jawab. Orang yang mengalami tekanan untuk melakukan tindakan yang bertentangan dengan prinsip-prinsip ENGIE dianjurkan untuk membicarakannya kepada orang yang dapat menolongnya. Masing-masing orang bertanggung jawab untuk bertindak dengan akal sehat dan kearifan. Itulah sebabnya adalah wajar dan alami untuk mendiskusikan pertanyaan-pertanyaan dan dilema etika yang ditemui dalam pelaksanaan semua aktivitas profesional bersama rekan-rekan kerja dan manajemen lini.



Perusahaan-perusahaan Grup

ENGIE berupaya untuk memastikan agar semua relasi yang terjalin di perusahaan-perusahaan berlangsung terbuka dan seimbang. Organisasi Grup berlandaskan desentralisasi tanggung jawab di kalangan Unit-Unit Bisnis, melibatkan kewajiban bagi para perusahaan untuk bersikap loyal dan transparan terkait organisasi Korporasi Grup dan Manajemen Umumnya.

Grup memastikan perusahaan-perusahaan yang dibentuknya saling memberikan informasi yang tepat dan jujur. Ketika perusahaan-perusahaan ENGIE saling terhubung secara bisnis, mereka menerapkan prinsip-prinsip yang sama dengan yang mengatur relasi mereka dengan para pelaku pasar.

Perusahaan-perusahaan yang bekerja dalam konteks yang telah diatur, harus menghormati berbagai prosedur yang ditetapkan, terutama untuk hal-hal terkait informasi komersial yang sensitif.

Segala transaksi yang berlangsung di dalam Grup memiliki tujuan industri atau komersial, dan dilakukan dalam kondisi normal pasar, sesuai dengan praktik-praktik yang diakui secara internasional.

Dengan pandangan terhadap keterpaduan dan kepatuhan, perusahaan-perusahaan harus menerapkan ukuran yang sesuai secara lokal untuk mengimplementasikan **Piagam Etika** dan memenuhi persyaratannya.



Para Pemegang Saham

Grup menjunjung tinggi kesetaraan para pemegang saham dan bertekad untuk memberikan informasi keuangan yang tepat, transparan, jujur dan dapat diperiksa dalam jangka waktu yang dibutuhkan. Perkembangan Grup bergantung terutama pada kapasitasnya dalam mencari modal yang diperlukan untuk investasinya.

Para pemegang saham dan mitra kerja memberi kepercayaan kepada ENGIE, bukan hanya untuk mengelola Grup dengan baik, tetapi juga untuk mewujudkan pertumbuhan.

Untuk tujuan itulah, ENGIE menerapkan standar-standar tingkat tinggi dalam hal tata kelola perusahaan sejajar dengan peraturan-peraturan yang ditetapkan oleh otoritas yang berwenang mengatur pasar keuangan, terutama dengan tujuan memastikan pertumbuhan dan laba secara optimal dari modal yang diinvestasikan.

PASAR

Di luar Grup, ENGIE menerapkan prinsip-prinsip etikanya dalam relasinya yang terjalin bersama para pelaku pasar, artinya dengan para pelanggan, para pemasok dan para pesaing Grup.



Pelanggan

Kepuasan pelanggan dan keberlangsungan Grup, bergantung pada beberapa faktor, khususnya: ketersediaan, imajinasi, semangat inovasi, peningkatan kualitas dan penelusuran (terutama dalam hal kesehatan dan keselamatan), dan integrasi terhadap dimensi sosial dalam berbagai aktivitas layanan publik.

Persyaratan-persyaratan ini menunjukkan adanya dialog terbuka yang dilandasi informasi yang akurat dan jujur, perlindungan atas data-data pribadi pelanggan, sikap menghargai peraturan terkait informasi komersial yang sensitif, transparansi prosedur yang diterapkan oleh Grup, dan mematuhi komitmen dan peraturan persaingan usaha.



Mitra kerja, pemasok, penyedia jasa, serta sub-kontraktor

Kualitas produk-produk dan pelayanan yang ditawarkan oleh ENGIE kepada para pelanggannya juga bergantung pada kapasitasnya dalam mendapatkan pelayanan yang baik dari mitra kerja, pemasok, penyedia jasa, dan sub-kontraktor. Sebagai konsekuensi, pemilihan mereka harus secara teliti dan tidak berpihak. Grup menyeleksi mereka untuk dasar profesionalisme dan daya saing mereka, dengan tujuan untuk membangun hubungan kepercayaan.

Semua negosiasi mematuhi prinsip-prinsip kualitas yang dianut oleh Grup. Dalam hal ini, dimensi kolektif atas keputusan pembelian melibatkan semua pihak yang terkait. Kesetaraan dan ketidakberpihakan melandasi relasi dengan para pemasok untuk mempertahankan relasi yang setara dan objektif. Para karyawan yang menjalin hubungan dengan para mitra kerja, pemasok, penyedia jasa, serta sub-kontraktor harus menunjukkan etika yang tak bercela dan dilakukan sesuai dengan perundang-undangan, terutama yang terkait dengan peraturan persaingan usaha yang sehat.

Kriteria pemilihan untuk mitra kerja, pemasok, penyedia jasa, serta sub-kontraktor menjadi satu kesatuan dengan komitmen Grup dalam hal pemberantasan korupsi, penghargaan atas hak-hak manusia, serta pelestarian lingkungan hidup.



Pesaing

Grup mematuhi peraturan tentang operasi pasar. Untuk itu, Grup tunduk pada peraturan terkait persaingan usaha dan yang berlaku di pasar melalui perilaku kesetiaan: secara khusus, Grup berkomitmen tidak memfitnah atau merendahkan para pesaingnya. Grup hanya menggunakan cara-cara yang sah dan jujur untuk mengumpulkan informasi mengenai para pesaingnya.

MASYARAKAT SECARA KESELURUHAN

ENGIE ingin menjawab berbagai tantangan utama dalam bidang energi abad ke-21 tanpa mengabaikan tanggung jawab sosial korporasinya. Berbagai tujuan yang dapat dicapai oleh sikap menghargai komitmen terkait pembangunan berkelanjutan dijabarkan di dalam Grup.



Masyarakat

ENGIE menghormati ketentuan-ketentuan hukum dan peraturan-peraturan lokal. ENGIE juga bersedia mendengarkan aspirasi para pelanggan, lingkungan sekitar, para karyawan, dan masyarakat. Dalam proyek-proyeknya, Grup memperhatikan konsultasi berkelanjutan dengan para pemangku kepentingan, terutama menghargai aspirasi masyarakat secara bebas dan jelas serta hak-hak mereka (kesehatan, lingkungan hidup, hak milik, hak atas air, dsb).

Grup melakukan aktivitas-aktivitas yang menempatkannya pada pusat masyarakat di mana aktivitas tersebut dapat dilakukan, dan sesuai dengan hal-hal yang penting untuk mendukung masyarakat setempat tersebut. Oleh karena itu, ENGIE juga menerapkan kebijakan aktif dalam hal solidaritas terkait masyarakat yang mengalami kesusahan, dengan berkoordinasi dengan para pejabat publik jika diperlukan. ENGIE juga turut berupaya mensponsori dan melindungi, serta melakukan tindakan-tindakan integrasi lokal, dengan berdiskusi dan bermitra dengan para pejabat publik, dalam upaya mendukung inisiatif mereka.

Untuk melaksanakan tindakan-tindakan lokal yang sesuai dengan bidang kerjanya, Grup menjalin dialog dengan bekerja sama dengan organisasi nirlaba (LSM) yang bergerak di sektor lingkungan hidup dan kemanusiaan. Grup mendukung komitmen-komitmen sipil dan asosiatif pribadi karyawannya.





Planet

Lingkungan hidup, pelestariannya serta pembangunan berkelanjutan merupakan hal yang sangat penting bagi ENGIE. Kebijakan pembangunan berkelanjutan yang dianut Grup secara jelas menegaskan bahwa penghormatan terhadap manusia dan lingkungan hidup menjadi landasan identitas dan nilai-nilai yang dianut oleh Grup.

Grup, menyadari tanggung jawabnya terkait generasi masa kini dan masa depan, menuangkan strategi dan menetapkan tujuan-tujuannya seturut dengan prinsip-prinsip pembangunan berkelanjutan dan akan melaporkan hasil yang dicapainya.

Waspada terhadap emisi dan dampak dari aktivitasnya, Grup juga berupaya untuk mendorong kepada mitra kerja, pemasok, dan jika perlu pemilik fasilitas yang dikelolanya, untuk membagikan tujuan-tujuannya terkait dengan lingkungan hidup.

Grup menggunakan berbagai metode serta teknik yang paling tepat untuk menggiatkan pembangunan berkelanjutan.

Grup mendukung riset dan inovasi untuk mengembangkan keahlian terkait kualitas dan keselamatan, penggunaan ulang dan daur ulang bahan-bahan, menyelamatkan sumber daya alam, dan jugamengurangi dampak-dampak yang membahayakan.



Otoritas publik

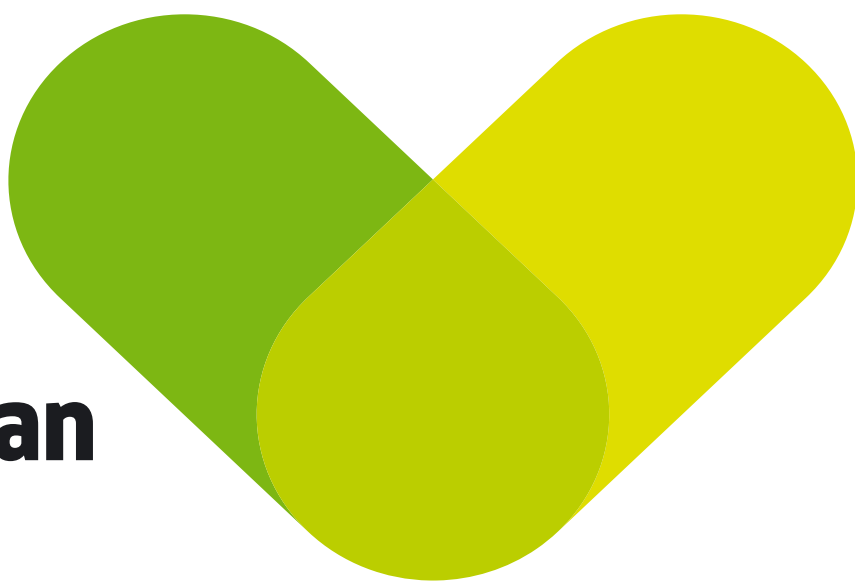
ENGIE berkomitmen untuk menunjukkan transparansi dan bekerja sama dengan otoritas pengawasan publik, otoritas perundang-undangan dan otoritas peradilan. Grup mendasarkan relasinya dengan sektor publik atas dasar integritas dan kejujuran.

ENGIE mengecam segala bentuk praktik suap dan korupsi. ENGIE menolak untuk terlibat dalam pembiayaan aktivitas politik, termasuk di negara-negara yang melegalkan dan mengatur secara hukum praktik pembiayaan ini.

Grup menghargai hak-hak asasi manusia yang diakui secara internasional dalam seluruh relasinya dengan otoritas publik.

ENGIE bertekad untuk mematuhi peraturan perundang-undangan tentang perpajakan dengan jujur dan penuh integritas, serta membayar pajak yang diwajibkan oleh negara tempatnya beroperasi.

Pada prinsipnya, Grup menghindari memiliki entitas atau aset yang tidak terkait dengan produksi operasional, di negara-negara yang tidak kooperatif dalam hal perpajakan.



Penyampaian tentang praktik-praktik etika



Bagaimana cara menyampaikan masalah etika?

Variasi dan beragam situasi yang ada tidak mungkin untuk mengantisipasi setiap kemungkinan kasus. Untuk mendapatkan solusi yang sesuai dengan prinsip-prinsip etika Grup, diperlukan keberanian untuk membicarakannya.

Apabila hal ini terkait perilaku orang-orang yang kita kenal, mengajukan pertanyaan seputar etika sering kali sulit dilakukan. Diperlukan keberanian untuk mengungkapkan hal ini dan menyatakan dilema yang harus diselesaikan. Namun, hal ini merupakan satu-satunya cara untuk mengakhiri praktik-praktik yang tidak dapat diterima dan untuk memulai peningkatan prosedur. Oleh karena itu, Grup mendorong karyawan untuk melaporkan hal-hal tersebut dan mengungkapkan kepada seseorang yang dapat dipercaya.



Informasi dan latihan

ENGIE menyediakan dokumen-dokumen untuk menjelaskan tujuan dan isi dari komitmen etik, serta memberi contoh nyata kepada mereka.

ENGIE juga menyediakan modul-modul sosialisasi etika baik itu di kelas maupun format *e-learning*. Pelatihan-pelatihan ini bertujuan untuk meningkatkan pemahaman mengenai prinsip-prinsip etika Grup kepada para karyawan dan manajer, dan membantu mereka untuk menghayati prinsip-prinsip tersebut dalam pekerjaan keseharian profesional mereka, pelatihan-pelatihan tertentu dapat bersifat wajib dan/atau dapat diberikan ujian pengetahuan.

Setiap perusahaan dapat mengusulkan pelatihan etika sesuai dengan kebutuhannya, dengan dukungan Bagian Ethics & Compliance Grup.

Semua informasi tambahan mengenai pelatihan-pelatihan ini tersedia di halaman-halaman yang diperuntukkan bagi Etika & Kepatuhan pada intranet ENGIE atau perusahaan-perusahaannya.



Harus menghubungi siapa?

- Anda berpikir bahwa peraturan perusahaan telah atau dalam risiko akan dilanggar.
- Anda berpikir bahwa Anda sedang atau akan dilibatkan dalam tindakan yang bertentangan dengan peraturan perusahaan Anda.
- Anda tak tahu harus bersikap apa atau Anda bertanya-tanya tentang prosedur yang harus ditempuh.
- Anda ingin mendapatkan saran.

Dalam semua kondisi ini, para karyawan dianjurkan menghubungi orang yang dapat dipercaya: rekan kerja, manajemen lininya, atau semua perwakilan dalam lingkup manajemen, manajemen yang memiliki kompetensi terkait (sumber daya manusia, keamanan, hukum, dan lain-lain.), perwakilan karyawan yang sah di mata hukum, *ethics & compliance officer* perusahaan atau *Group Ethics & Compliance Director*, dan sebagainya.

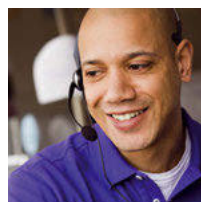


Melaporkan pelanggaran etika

Setiap karyawan atau pemangku kepentingan yang terlibat di dalam Grup, baik itu korban maupun saksi praktik pelanggaran etika, dapat menghubungi para manajer ataupun *ethics & compliance officer* perusahaan terkait, ataupun *Group Ethics & Compliance Director*.

ENGIE juga menyediakan alamat email yang dapat dihubungi oleh semua karyawan dan pihak yang terlibat ethics@engie.com: alamat ini memudahkan mereka untuk menginformasikan kepada Grup apabila ada kecurigaan atas pelanggaran peraturan etika dan kepatuhan.

Pilihan untuk mengirimkan email kepada Grup ini melengkapi berbagai jalur pelaporan yang ada (para manajer, *ethics & compliance officer* perusahaan, perwakilan karyawan, otoritas publik, dsb.).



Perlindungan terhadap pelapor

Orang-orang yang menerima laporan atas pelanggaran etika melaporkan atau menginformasikan hal tersebut kepada *ethics & compliance officer* perusahaan terkait. Apa pun keadaannya, orang-orang yang menerima laporan ini dan juga *ethics & compliance officer* menjamin kerahasiaan informasi yang diterima.

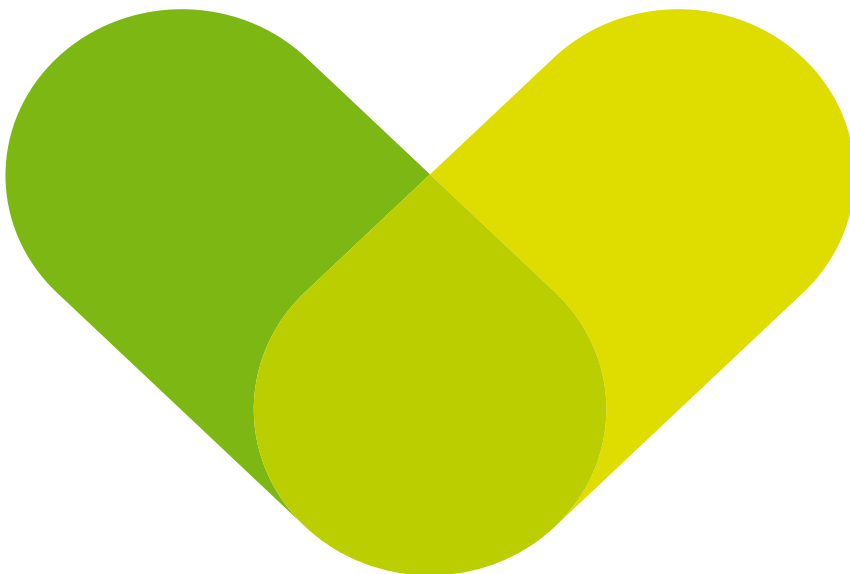
Orang yang melaporkan pelanggaran etika dan kepatuhan dengan itikad baik dan tulus tidak akan dikenakan sanksi apa pun atas tindakan melaporkan hal ini.

Identitas pelapor dan para orang yang diduga terlibat dijaga kerahasiaannya, serta tindakan pembocoran rahasia akan dikenakan sanksi. Setiap penyalahgunaan mekanisme pelaporan, bagaimanapun dapat menghasilkan suatu proses hukum (misalnya: pencemaran nama baik, dsb.).



Referensi penting untuk etika keseharian

Untuk membantu agar para karyawan dapat menghadapi masalah etika berikut adalah referensi batasan dengan detailnya tersedia di dalam kebijakan dan prosedur internal Grup.





HAK ASASI MANUSIA

Grup menganggap penghormatan kepada orang lain sebagai salah satu prinsip-prinsip etika dasar. Oleh karena itu, dalam setiap aktivitasnya, Grup memberi perhatian khusus untuk mematuhi, semangat dan surat konvensi serta berbagai naskah internasional yang ditaati oleh Grup.

Masing-masing karyawan diajak untuk mengevaluasi dampak dari semua tindakan dan keputusannya terhadap orang lain, sehingga tidak ada pelanggaran dari integritas atau martabat dari orang lain yang disebabkan oleh perusahaan dari Grup ataupun salah satu karyawannya.

Grup berkomitmen untuk mengadakan evaluasi secara rutin terhadap setiap tahap dalam semua proyek dan aktivitasnya, potensi konsekuensi yang akan menimpa masyarakat, dan mempertimbangkan aspirasi mereka dalam bentuk dialog dan konsultasi.

Setiap karyawan ENGIE dilarang untuk melakukan diskriminasi baik secara perkataan atau tindakan, terutama terkait usia, jenis kelamin, suku, kehidupan sosial atau budaya asal, agama, keyakinan politik atau aktivitas organisasi, orientasi atau identitas seksual, kehamilan, kondisi kesehatan atau keterbatasan tertentu, atau tanda-tanda fisik tertentu, serta disabilitas.



KESEHATAN, KESELAMATAN, LINGKUNGAN

ENGIE peduli pada dampak yang timbul dari aktivitasnya terkait keseluruhan pemangku kepentingan yang terlibat dan juga lingkungan hidup. Oleh karena itu, Grup mengembangkan kebijakan yang kuat dalam bidang kesehatan, keselamatan, dan lingkungan hidup.

Setiap karyawan harus terlibat dan waspada, untuk mendorong kebijakan ini ke arah komitmen pembangunan berkelanjutan, semakin bertekad dan yakin, menghormati individu, masyarakat, serta planet.

ENGIE **PANDUAN ETIKA DALAM PRAKTIK**



PENIPUAN

Segala tindakan atau pelanggaran atau kelalaian yang disengaja dan tersembunyi, yang dilakukan dengan maksud untuk menyalahi atau menyelewengkan hukum yang berlaku maupun peraturan perusahaan, dan bertujuan untuk memberi keuntungan material atau moral bagi penipu maupun pihak ketiga, dianggap sebagai tindakan penipuan.

Penipuan di dalam perusahaan adalah hal yang sensitif dan dampaknya sering kali dikecilkan. Akan tetapi, penipuan membahayakan kondisi keuangan dan berpotensi semakin merugikan, sulit untuk diatasi dan berakibat serius bagi karyawan dan usaha-usaha perusahaan.

Penipuan dapat memiliki banyak wujud: pencurian uang, harta, data, pengubahan yang disengaja, tindakan menyembunyikan atau menghancurkan dokumen, pemalsuan tulisan atau pernyataan, manipulasi rekening, pemalsuan, pencucian uang, penyalahgunaan, korupsi, dan lain-lain.

ENGIE menganggap segala bentuk penipuan tidak dapat diterima. Setiap tindakan penipuan akan membuat penipu dikenakan sanksi yang ditetapkan oleh hukum internasional maupun lokal, dan oleh peraturan internal perusahaan-perusahaan Grup.



KORUPSI

Sebagai bentuk khusus dari penipuan, korupsi dapat bersifat aktif maupun pasif:

- korupsi aktif berupa penawaran keuntungan kepada seseorang guna mempengaruhi mekanisme pengambilan keputusan (izin, hak, pasokan, pasar, kontrak, dan lain-lain);
- korupsi pasif berupa tindakan menerima keuntungan secara tidak lazim sebagai imbalan untuk tidak melakukan suatu tindakan atau bertindak yang bertentangan dengan kewajiban seseorang. Korupsi pasif bisa terjadi tanpa secara aktif diminta, hal ini termasuk juga praktik-praktik yang cukup serius seperti pemerasan.

Korupsi dapat berwujud dalam berbagai tindakan seperti gratifikasi, komisi, penyelewengan, pembayaran yang tidak perlu untuk layanan publik (pemerasan). ●●●

Pemerasan yang tidak sebagaimana mestinya dimintakan sebagai balasan dari pemberian hasil pasar, kontrak, ataupun izin untuk mendapatkan imbalan yang tidak lazim, dengan memaksa untuk memberikan uang sesekali atau secara rutin, penyelewengan administratif, bahkan ancaman fisik terhadap karyawan maupun keluarganya.

Korupsi membahayakan kondisi keuangan dengan mengurangi efektivitas ekonomi. Hal-hal tersebut mengurangi komunitas dari suatu pelayanan yang ditujukan hanya untuk kepentingan orang-orang tertentu, serta menghalangi usaha para perusahaan dalam mengembangkan teknologi dan daya saing mereka. Korupsi juga dapat merusak martabat dan integritas orang-orang yang menjadi korbannya walaupun sudah mendapat konsekuensinya. Itulah sebabnya ENGIE menentang segala bentuk korupsi, tanpa memandang waktu, tempat ataupun keadaan.



PERSAINGAN

Grup mengutamakan pentingnya kepatuhan terhadap peraturan persaingan usaha, dan menolak segala praktik persaingan yang tidak sehat. Semua karyawan diajak untuk berperilaku pantas dalam menghadapi pesaing, pelanggan, pemasok, sub-kontraktor dan para pihak potensial lainnya. Perilaku yang dilarang: kesepakatan melawan hukum, penyalahgunaan posisi dominan, praktik korupsi, pertukaran informasi orang dalam, harga yang diskriminatif, terlalu tinggi atau tidak wajar, dan sebagainya.

ENGIE melarang segala tindakan ketidaksetiaan, seperti pembicaraan tersembunyi dengan para pesaing, dengan tujuan:

- membuat penawaran dengan curang.
- menetapkan harga pembelian atau penjualan.
- membatasi produksi, investasi, inovasi dan penggunaannya.
- membagi atau membatasi pasar, jalur pemasaran atau sumber pasokan, berdasarkan wilayah, jenis pelanggan atau kriteria lainnya.
- mengeliminasi pesaing, pelanggan, pemasok atau pelaku baru di pasar. ●●●

Semua karyawan Grup hanya dapat menggunakan cara-cara yang sah dan etis untuk mencari informasi mengenai para pesaingnya. Sebagai contoh intrusi dan penyamaran identitas merupakan tindakan yang dilarang. Para karyawan tidak diperkenankan untuk melakukan pencemaran nama baik, penghinaan terhadap para pesaing, serta menarik keuntungan dari dokumen-dokumen yang tidak benar, palsu, atau rusak.

Saat sebuah perusahaan Grup memasuki pasar yang secara resmi diatur, maka harus dipastikan perusahaan itu menginformasikan para karyawannya mengenai berbagai ketentuan hukum yang terkait dengan mereka, dan memastikan bahwa pelaksanaannya dilakukan dengan benar.



PERSYARATAN PEMAKAIAN JASA PERANTARA ATAU KONSULTAN BISNIS

Untuk menjamin agar pemakaian jasa perantara bisnis tidak membuat Grup tersangkut risiko korupsi dalam hal apa pun, ENGIE mempersyaratkan penyelidikan etika awal, dan menerapkan prosedur validasi pada tingkat risiko, yang dijabarkan dalam kebijakan konsultan bisnis Grup.

Sebagai contoh, hal-hal berikut ini yang dipersyaratkan dari perantara komersial yang direkrut oleh Grup termasuk:

- Memiliki reputasi yang baik, jaringan relasi yang sesuai, kompetensi profesional yang diakui, serta pengetahuan mengenai hukum, konteks dan bea cukai setempat.
- Bukan karyawan atau pegawai resmi kantor pemerintah, partai politik, pelanggan potensial, maupun pesaing, yang ada hubungannya dengan atau memiliki kepentingan di dalam proyek yang mengharuskannya memberi pelayanan tertentu.
- Tunduk pada peraturan yang berlaku.
- Tidak dipilih berdasarkan rekomendasi tunggal yang diberikan oleh pelanggan potensial.
- Dipilih dan diterima sesuai dengan prosedur yang berlaku.
- Membuktikan layanan yang diberikannya, secara khusus dalam bentuk laporan kegiatan.



HADIAH DAN UNGKAPAN KERAMAHAN

Hadiah dan ungkapan keramahan merupakan tanda kesopanan, dan harus sesuai dengan selera dan pemakaian setempat. Grup berupaya sedapat mungkin untuk membatasi jumlah dan nilai hadiah dan ungkapan keramahan (termasuk perjalanan), yang diberikan atau diterima oleh karyawan Grup. Frekuensi dan jumlahnya harus ditentukan oleh manajemen lini, dengan kewaspadaan khusus apabila berhubungan dengan perwakilan dari pejabat publik. Untuk mengetahui bagaimana kebijakan ini ditolak oleh perusahaannya, setiap karyawan dapat menanyakannya kepada manajernya.

Sebuah contoh dari praktik yang baik terkait ungkapan keramahan, dengan syarat hukum local melegalkannya, sebagai contoh adalah jangan pernah mengundang seorang pemangku kepentingan yang terkait di tempat yang mereka sebaliknya tidak dapat mengundangmu.

Sebelum menerima ataupun memberikan hadiah, ada 4 pertanyaan yang dapat dipertanyakan sebagai berikut:

- Peraturan apakah mengenai hadiah dan ungkapan keramahan yang berlaku di perusahaan saya?
- Apakah manajer saya setuju jika saya memberi atau menerima hadiah ini?
- Apakah hadiah ini dapat mengubah sikap saya terhadap orang atau perusahaan tersebut?
- Dapatkah saya membahas hadiah ini tanpa rasa sungkan dengan rekan sekerja dan mereka yang dekat dengan saya?

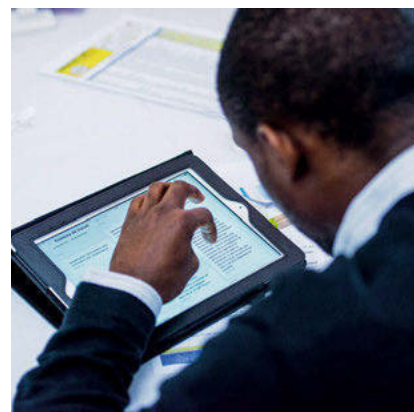
Jangan pernah memberi atau menerima hadiah maupun ungkapan keramahan yang, untuk alasan tertentu, membuat Anda maupun pihak lain dan orang-orang di sekeliling Anda merasa tidak nyaman.



PEMBELIAN DAN PEMASOK

Semua karyawan yang berhubungan dengan mitra kerja, pemasok, penyedia jasa, serta sub-kontraktor harus lebih berhati-hati dalam menghormati etika. Semua karyawan harus mengikuti prinsip-prinsip etika dasar ENGIE, terutama ketujuh prinsip Kode Perilaku terkait dengan relasi dengan para pemasok:

- Mematuhi hukum, peraturan-peraturan, norma-norma eksternal, komitmen-komitmen Grup serta prosedur internal.
- Memperlakukan para pemasok secara setara, terbuka, dan tidak memihak.
- Memastikan bahwa komitmen bersama dihormati.
- Menjaga kerahasiaan semua informasi yang diberikan dan diterima.
- Memperkenalkan dan memenuhi komitmen Grup mengenai norma-norma etika, pembangunan berkelanjutan, serta tanggung jawab sosial.
- Menghindari suatu konflik kepentingan yang dapat membelokkan obyektivitas dan kenetralan pembuatan keputusan.
- Melaporkan apabila terjadi situasi yang tidak sesuai dengan peraturan ini.





KONFLIK KEPENTINGAN

Suatu konflik kepentingan dapat terjadi pada saat seseorang memiliki kepentingan secara pribadi (yaitu kepentingan pribadi atau profesional seorang karyawan) yang dapat memengaruhi atau tampak memengaruhi kinerjanya dan tanggung jawab yang dipercayakan Grup kepadanya. Sebagai contoh, pada saat seorang karyawan berada dalam situasi yang memungkinkannya untuk mengambil keputusan bukan berdasarkan kepentingan perusahaan, melainkan kepentingan pribadinya sendiri, atau saudara atau temannya.

Jika ada yang menghadapi situasi seperti itu, maka orang itu harus:

- menolak untuk ikut serta dalam tugas dan misi yang dipercayakan kepadanya, dan menyampaikan hal ini kepada ethics & compliance officer dan manajernya
- mendapatkan surat pengecualian dari manajemen, yang akan diserahkan kepada ethics & compliance officer perusahaannya, agar mereka dapat melanjutkan aktivitasnya.

Jika ragu, adalah bijaksana untuk tidak berada dalam situasi konflik kepentingan, misalnya:

- jika Anda atau orang terdekatnya memiliki kepentingan dalam sebuah perusahaan ataupun perusahaan pelanggan, pesaing, ataupun pemasok Grup
- jika Anda melakukan aktivitas profesional di luar Grup
- jika Anda mengemban tanggung jawab dalam asosiasi ataupun organisasi milik pelanggan.



PELOBIAN

ENGIE mendefinisikan aktivitas pelobian sebagai promosi dan pembelaan terhadap kepentingan Grup (atau kepentingan perusahaan-perusahaannya) melalui pemberian informasi kepada para pemangku kepentingan terkait dalam bidang teknik, ekonomi, dan sosial. ENGIE ingin dapat membagikan visinya mengenai sistem energi dan keahlian tekniknya, memperkenalkan Grup, berbagi komitmen etika, bidang kerja, serta layanannya kepada para pelaku institusional, anggota pemerintah dan wakil rakyat. Posisi ini sejalan dengan menjunjung kepentingan umum, bertujuan untuk menginformasikan pengambilan keputusan publik. Untuk maksud tersebut, ENGIE bertindak secara langsung dalam menghadapi para pelaku kelembagaan dan/atau berkontribusi pada pekerjaan asosiasi profesional yang juga melakukan aktivitas pelobian. Selain itu, Grup juga dapat menggunakan jasa organisasi pelobian dari pihak luar untuk membantunya melakukan proyek-proyek tertentu.

Dalam kasus apapun, pelobi selalu mengungkapkan identitas orang-orang maupun badan yang diwakilinya atas dasar tujuan pelobian tersebut. Mereka tidak menyediakan ataupun meminta informasi berbayar.

Grup memperhatikan terutama atas risiko-risiko konflik kepentingan, korupsi, dan pengaruh suap. Semua karyawan harus berhati-hati untuk tidak memberi kesan bahwa Grup ataupun perusahaan yang diwakilinyaberusaha dengan itikad buruk mempengaruhi urusan politik internal negara tersebut.



PERTUKARAN INFORMASI DAN TRANSAKSI ORANG DALAM

Informasi orang dalam adalah informasi yang terperinci yang bukan menjadi peruntukan publik secara resmi, baik secara langsung maupun tidak langsung menyangkut sebuah perusahaan terdaftar dan yang - apabila diungkapkan ke muka umum - dapat memengaruhi perkembangan harga saham dari perusahaan tersebut ataupun produk-produk keuangan terkait efek tersebut (saham, obligasi, pinjaman, opsi pembelian ataupun penjualan, dan sebagainya). Beberapa informasi yang ditukar dapat berisi tentang berbagai instrumen-instrumen keuangan. Seseorang yang memiliki informasi dari orang dalam secara otomatis dapat dianggap sebagai orang dalam.

Orang yang memegang informasi dari orang dalam mengenai perusahaan terdaftar tidak boleh membocorkan informasi tersebut, melakukan jual beli atas sekuritas perusahaan itu, atau bahkan merekomendasikan atau mengusulkan kepada pihak ketiga untuk membeli, menjual, menahan sekuritas tersebut selama periode yang ditentukan oleh peraturan lokal. Tindakan-tindakan tersebut terdiri dari pelanggaran orang dalam.

Pelarangan ini terkait sekuritas perusahaan tempat orang itu bekerja, dan juga karyawan dari perusahaan terdaftar lainnya yang memegang informasi orang dalam tersebut.



SPONSOR DAN KEMITRAAN PERUSAHAAN

Tindakan-tindakan sponsor dan kemitraan diperkenankan dalam kerangka kebijakan sponsor dan kemitraan Grup. Tindakan ini mencerminkan tanggung jawab sosial dan pendekatan penduduk perusahaan.

Hanya orang-orang yang diperkenankan oleh manajer mereka yang dapat mengatur atau memulai kegiatan ini. Tujuannya adalah memastikan inisiatif ini mendapatkan pendanaan yang cukup, dan tidak dapat menciptakan konflik kepentingan, ataupun menjadi sarana penyimpanan dana.

Untuk tujuan tersebut, dilakukan sebuah penyelidikan etika pendahuluan serta tindak lanjut untuk mengawasi kegiatan-kegiatan implementasinya apakah telah dilaksanakan dengan sistematis.



KERAHASIAAN

Dalam melakukan tugasnya, setiap karyawan dapat diminta untuk mengelola ataupun menyimpan berbagai informasi. Informasi tersebut bisa berisi tentang pelanggan, karyawan, perusahaan, atau secara umum ekonomi, komersial atau lingkungan hukum perusahaan (para mitra bisnis atau keuangan, pemasok, administrasi, perusahaan-perusahaan Grup yang lain, dan sebagainya).

Sebagai ketentuan umum, semua informasi yang tidak diungkapkan kepada publik harus dianggap sebagai informasi rahasia. Informasi yang terkait peraturan tertentu dalam bidang aktivitas tertentu, seperti misalnya informasi komersial yang sensitif ataupun data-data yang bersifat pribadi, harus menjadi perhatian khusus.

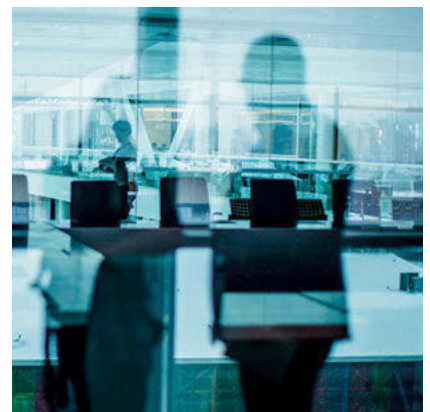
Untuk perlindungan atau pemindahan data yang bersifat pribadi, Grup memiliki peraturan hukum internal yang harus dipatuhi oleh semua karyawan (secara khusus Peraturan Perusahaan yang Mengikat dan telah divalidasi oleh pejabat perlindungan data di Eropa).

Baik di dalam maupun di luar ENGIE, para karyawan dianjurkan untuk menghormati kerahasiaan seputar informasi, apa pun sifatnya, yang dibuat oleh atau terkait perusahaan mereka. Apabila informasi tersebut harus disampaikan kepada pihak lain agar ia dapat menyelesaikan tugasnya, masing-masing pihak harus berhati-hati untuk hanya memberikannya data-data yang diperlukan, terutama apabila informasi tersebut, baik sebagian maupun seluruhnya, merupakan milik pihak ketiga atau penyedia layanan. Penerima informasi juga diberitahukan tentang derajat kerahasiaan informasi yang diberikan kepadanya serta ketentuan keamanan internet yang harus dihormati untuk memakai maupun menyampaikan informasi tersebut di dalam maupun di luar Grup.

Sebagian besar dari informasi rahasia yang dapat diakses oleh para karyawan dibuat dalam bentuk versi elektroniknya. Untuk alasan itulah Grup telah menetapkan peraturan terkait sistem informasi yang harus dipatuhi.

Beberapa contoh penerapan praktis untuk perlindungan sistem informasi yang baik

- Saya tidak akan membiarkan dokumen penting di atas printer atau di ruang rapat. Saya menerapkan kebijakan kantor yang bersih, dan menyimpannya di tempat terkunci.
- Saya bertanggung jawab atas tamu yang saya terima dan tidak akan membiarkan mereka sendirian di lingkungan perusahaan.
- Saya mengaktifkan layar komputer dengan kunci apabila saya meninggalkan meja kerja saya, bahkan jika hanya sebentar.
- Saya tidak membuka lampiran email yang mencurigakan maupun tidak dimintakan, dan saya tidak akan membalas email tersebut.
- Saya hanya memakai sistem informasi yang diizinkan oleh Grup dan menghargai ketentuan keamanan internet yang terkait.





KETERBUKAAN DAN KEBENARAN ISI DOKUMEN, KETERTELUSSURAN

Secara umum, diharapkan untuk menyimpan jejak tertulis dari tahapan-tahapan utama sebuah keputusan maupun tindakan yang dapat menuntut tanggung jawab sebuah perusahaan maupun karyawan.

Hal ini dapat menyangkut semua dokumen yang dibuat sebagai laporan ilmiah, teknis, administratif, akuntansi dan keuangan.

Dokumen-dokumen itu, seperti yang diarsipkan oleh sebuah perusahaan ENGIE, harus merupakan cerminan yang sesungguhnya dengan fakta, tempat dan tanggal dibuatnya dokumen tersebut. Semua karyawan menjaga diri untuk tidak membuat laporan palsu maupun memalsukan laporan. Setiap orang yang mencurigai adanya dokumen seperti itu harus segera melaporkannya kepada atasannya atau *ethics & compliance officer* perusahaannya.

Semua dokumen, informasi, prosedur dan data elektronik maupun non-elektronik harus dibuat, disampaikan, diberikan, atau disimpan dalam jangka waktu dan bentuk yang ditentukan oleh undang-undang dan peraturan yang berlaku, terutama peraturan mengenai data pribadi.



KOMUNIKASI

Dalam kebijakan komunikasi, perusahaan-perusahaan Grup menjamin semua informasi yang diberikan akurat, lengkap, tepat, dapat dipahami, dan dipublikasikan pada saat yang tepat. Selain direktur mereka, hanya orang-orang yang mendapatkan mandat yang berhak berbicara atas nama perusahaan.

Seorang karyawan yang ingin berbicara di depan umum, membuat pengumuman, ataupun menjawab wawancara terkait hal yang berhubungan dengan perusahaan Grup harus mendapat izin dari orang yang berwenang (kecuali pada kondisi khusus yang ditentukan oleh peraturan yang berlaku).

Semua karyawan yang tidak mendapatkan mandat dalam hal ini dapat menyampaikan pendapatnya dengan bebas, dengan syarat terlebih dulu menegaskan bahwa ia berbicara atau menulis atas nama pribadinya, dan bukan atas nama perusahaannya. Semua karyawan juga secara khusus memastikan bahwa mereka tidak terlibat dalam posisi memihak, atau memanfaatkan jabatannya di perusahaannya untuk menyampaikan pendapatnya.



HAK KEKAYAAN INTELEKTUAL

Seperti halnya para karyawan memiliki kewajiban untuk melindungi asset-aset tidak berwujud milik Grup, para karyawan harus menghormati dan menghargai hak kekayaan intelektual Grup atau orang lain.

Sebagai contoh, mereka harus melarang penggunaan secara tidak sah hak paten atau hak cipta, dan membuat salinan atau menjiplak merek, hasil penelitian, proyek, maupun publikasi orang lain.



PERLINDUNGAN ASET-ASET PERUSAHAAN

Aset-aset perusahaan-perusahaan Grup hanya dapat dipakai untuk tujuan profesional, dalam kondisi dan dengan perizinan yang sah.

Setiap karyawan sedapat mungkin menjamin perlindungan dan pemeliharaan terhadap aset-aset perusahaan, tidak menyalahgunakannya dan menjaga agar tidak dipakai untuk usaha penipuan. Peraturan ini berlaku atas aset berwujud (properti, bangunan, perlengkapan, logistik, dan lain-lain) dan aset tidak berwujud (paten, informasi, gambar, perangkat lunak, merek, reputasi, rahasia dagang, dan lain-lain).

Seorang karyawan yang menyatakan bahwa tindakan perlindungan tidaklah cukup, harus melaporkannya kepada manajernya. Demikian pula jika terjadi pencurian atau percobaan pencurian, pembajakan, spionase, sabotase, ataupun penghancuran.



PENDELEGASIAN WEWENANG

Seluruh manajer dan karyawan berkontribusi dalam kinerja global perusahaan dan memiliki bagian tanggung jawab yang sesuai dengan ruang lingkup aktivitas mereka. Sehubungan dengan itu, untuk menjamin bahwa pembagian kompetensi, kewajiban dan tanggung jawab didistribusikan secara benar, manajemen harus memastikan bahwa pendelegasian wewenang dan tanda tangan yang diperlukan sudah dengan efektif ditetapkan dan beroperasi, sesuai dengan prinsip-prinsip yang ditetapkan oleh Sekretariat Umum Grup.

Para delegasi kekuasaan dan surat tugas yang dikeluarkan oleh Grup mengemban pernyataan spesifik mengenai tanggung jawab terkait etika.

Terjemahan dari dokumen ini dapat menyebabkan perbedaan pemahaman, sehingga hanya versi Prancis dan Inggris saja yang dijadikan rujukan.

Semua dokumen tentang etika dan kepatuhan ENGIE dapat dibaca di situs internet www.engie.com dan [Group intranet](#).

Untuk informasi lebih lanjut atau tanya jawab seputar etika dan kepatuhan: ethics-communication@engie.com

Untuk melaporkan pelanggaran etika kepada Grup: ethics@engie.com

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ETHICS OF BUSINESS RELATIONSHIPS: GOVERNING PRINCIPLES

RESPECT
INTEGRITY
LOYALTY
HONESTY
COMPLIANCE
ETHICS &

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

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.

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.

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.

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.

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.



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

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

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.



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.*

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.*

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.

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.

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

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.



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.



In practice

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



Further information

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

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

GOVERNING PRINCIPLES



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.



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.*



Question to consider

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



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
- 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

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

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*

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.



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.

FROM PRINCIPLES TO PRACTICE

FACILITATING IMPLEMENTATION
OF THE GOVERNING PRINCIPLES

RESPECT
INTEGRITY
LOYALTY
HONESTY
COMPLIANCE
ETHICS &

FACILITATING IMPLEMENTATION OF THE GOVERNING PRINCIPLES

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

NOTES

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

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Our Values

drive
commitment
daring
cohesion




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