



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.

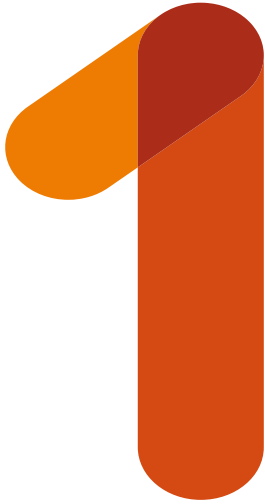
Although our Group draws strength from its operational excellence, it is also recognised by all of its partners and customers for its very high level of reliability and responsibility. It is therefore down to each and every one of us to live up to the trust that is placed on us, by making ethics an absolute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



Isabelle Kocher

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.



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.

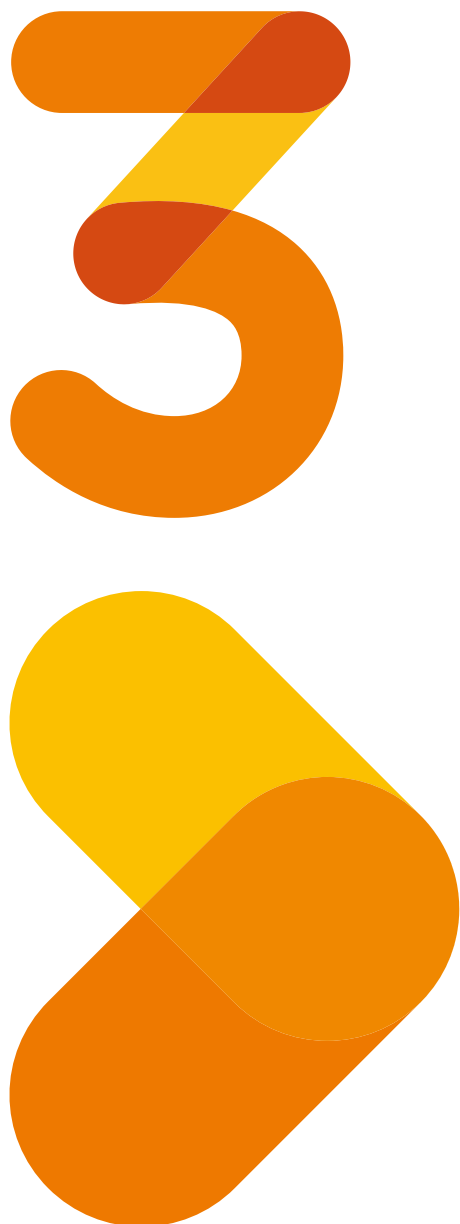
The Group requires its contracts with partners, suppliers, service providers and subcontractors to include a clause stipulating compliance with ENGIE's commitments in the areas of human rights and fighting corruption, on the part of both the parties and their own partners. The Group looks into the integrity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

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