

June 2019



Code of Conduct in Supplier Relations

To address the profound changes taking place in the energy landscape, our Group has reaffirmed its long-term vision: to contribute to be the world leader in the transition to "Zero Carbon" as a service

This commitment implies in the first place that our Group makes every effort to comply at all times with the rules and principles of action outlined in all its ethics, compliance and data privacy policies and guidelines, notably in its [Ethics Charter](#) and Plan of vigilance. Everyone who acts on behalf of the Group, must be fully aware of such requirements, and must undertake to apply these business practices in their professional activities and abide by them.

The Group [Procurement Policy](#) outlines ENGIE's requirements and commitments in the frame of its supplier relations with the objective to offer competitive and sustainable solutions and provide a safe working environment while complying with the Group's principles of ethical business conduct.

In order to support implementation of our ethics standards, we are pleased to present this **Code of Conduct in Supplier Relations**. This Code details the 7 principles we follow in our relationships with our suppliers and how the ethics procedure is to be applied in practice.

This Code of Conduct in Supplier Relations is intended for all employees working with the Group's suppliers, including requestors, buyers, procurement partners, users, managers, project managers, etc.

We must all ensure at all times that our suppliers are fully aware and abide by our [Ethics Charter](#) and our Plan of vigilance and that their conduct is consistent and aligned with the Group's commitments.

Ethics are fully incorporated in the Group's vision, strategy and management, and must therefore feed the business practices of each and every one of us on a daily basis.

We are relying on your commitment and exemplary behaviour.

Damien Térouanne

Director of Group Procurement Department

A blue ink signature of Damien Térouanne.

Xavier Hubert

Director Ethics, Compliance & Privacy

A grey ink signature of Xavier Hubert.



PRINCIPLE 1. Comply with laws, regulations, external standards, Group commitments and internal procedures

- Any person potentially able to have an influence on the purchasing process (requestors, buyers, supply officers, users, managers, project leaders, etc.) must act in accordance with the relevant rules, regulations and standards governing their professional activities.
- All parties involved must observe national and international regulations related to: human rights, fair competition, data protection, anti-corruption, fraud, protection of the environment, international sanctions and export control/dual use issues.
- OIT conventions related to fundamental rights of workers (interdiction of child and forced labour, non-discrimination and freedom of association), safety and well-being of workers, fair working conditions (wages, working time..) shall be observed.
- ENGIE's [Ethics Charter](#) and plan of vigilance set out the general rules and principles and is applicable Group-wide.

PRINCIPLE 2. Treat suppliers fairly, transparently and impartially

Our suppliers must be selected via an ethical, transparent, open, fair and thorough process. The Group ensures that offers are competitive, for sustainable and innovative solutions, and that relations based on mutual trust are established requiring suppliers to observe ENGIE's social and environmental commitments.

- The criteria governing the selection of suppliers and awarding of contracts must be objective (technical, quality, contractual and ethic, data privacy and compliance commitments, cost, CSR,...).
- All parties involved are to be informed of how the selection procedure will be conducted and of the details of the contract to be awarded (commitments, deliverables, schedule, responsibilities, ...).
- The objectives of all relevant parties must be clear and shared and compliant with applicable principles and relevant legislations.
- Information regarding a call for tenders must be communicated in the same way and within the same deadline to all participating suppliers.
- Commitments must only be undertaken on the basis of reliable and verified information.
- The negotiation of purchasing conditions with a supplier must remain free, objective, neutral and entirely disconnected from the sales activities when such supplier is also a client (no reciprocal commitments).

PRINCIPLE 3. Ensure that mutual commitments are respected

- Any contract entered into must encompass all the responsibilities and mutual commitments undertaken by the parties.
- All parties involved must fulfil their obligations in good faith and in a constructive spirit, with due regard to the expectations of their partners.
- Buyers, requestors, supply officers and accountants must ensure that payment terms are met and that fair competition is guaranteed.
- In the event of a dispute, amicable solutions must be sought to resolve the matter quickly and objectively, and failing that, the case must be referred to the Group mediator.

PRINCIPLE 4. Protect personal data and the confidentiality of all information exchanged

Relationships with our suppliers often include access to trade secrets, suppliers' know-how, and personal data. Employees must in that regard exercise the utmost care and ensure compliance with the relevant internal rules.

- Suppliers' confidential information and information exchanged during the requests for tenders phase are their property and must be treated accordingly.
- Personal data collected both by suppliers and ENGIE for contract performance must be processed in compliance with all applicable data protection laws, including GDPR (General Data Protection Regulation) where applicable.
- The intelligence gathered by our teams is the property of ENGIE and must be treated with the required level of confidentiality. Employees must follow the Group's rules for the management of confidential data.
- Such information constitutes intellectual capital belonging both to suppliers and to ENGIE. Any party getting access to such information must ensure that it is kept confidential.
- Any failure to fulfil this obligation may jeopardise the interests of either an individual supplier or the Group as a whole and may result in loss of competitive advantage.

PRINCIPLE 5. Foster awareness of and meet the Group's commitments with regard to ethical and privacy standards, sustainable development and social responsibility

Relations with suppliers must not give rise to situations likely to undermine the Group's commitments.

- All buyers must ensure that any potential supplier is informed and familiar with ENGIE's [Ethics, compliance and Data privacy principles, notably with ENGIE's Ethics Charter and ENGIE's plan of vigilance](#), which can be consulted on the Group's website (www.engie.com).
- Where appropriate (in particular in the case of suppliers identified as at risk in the vigilance plan), during the supplier selection phase, buyers must take into consideration in their evaluation the suppliers non-financial performance in terms of ethics & compliance, sustainable development,

data privacy commitments and corporate social responsibility.

- Buyers must only engage suppliers providing sufficient guarantees to process personal data by implementing appropriate technical and organisational measures (high security standards, awareness-raising and training of staff, data governance, ...).
- Buyers must request the selected suppliers to accept ENGIE's [ethics, environmental and social responsibility clause](#). ENGIE does not accept that any form of child labour, illegal or forced labour, or any form of corruption would be involved in the activities conducted for or on behalf of ENGIE. ENGIE will not tolerate any behaviour that might discriminate, intimidate, harass, disrupt

or interfere with anyone performing work for, or on behalf of, ENGIE. All parties have a role to play in ensuring that whatever the workplace is, (an office, a construction site...), it is free of harassment and discrimination. Suppliers must ensure that their employees comply with this policy.

- In case of personal data breach, ENGIE will expect all necessary cooperation from suppliers in order to mitigate the incident possible adverse effects and restore personal data integrity and security.
- Any suppliers who does not abide by these principles and regulations are excluded from business dealings with ENGIE

PRINCIPLE 6. Avoid any conflict of interests that may undermine objective and independent decision making

All parties involved in purchasing are particularly exposed to pressure and solicitations.

- All employees enjoying a degree of influence over purchasing decisions must ensure that they remain impartial at all times.
- Employees must withdraw from any situation in which a separate secondary interest from that of the company may influence their professional conduct.
- Employees must prohibit all forms of corruption and fraud.
- Small gifts presented in line with national customs and invitations from suppliers to attend collective

business events are permitted where such gifts or invitations are of a one-off nature and have been authorised by the manager and Ethics & Compliance Officer, depending on local thresholds ; refer to the Gift and hospitality procedure for further details.

- In all other cases, employees shall not accept or request gifts, favours or invitations for themselves or on behalf of others from any individuals or organisations linked to them – directly or indirectly – via a business contract.

PRINCIPLE 7. Report any situation that does not comply with these rules

The procurement process requires great rigour in order to protect the Group and its image.

- Seeking financial results may never justify a deviation in behaviour.
- Any individual seeking an opinion, advice, or wishing to report an issue, can contact his/her line manager or ethics and compliance officer.

Where there is any doubt as to what course of action to take, or where the behaviour shown or means used appear to be in breach of the principles and procedures set out in this code of conduct,

employees are encouraged to alert the company through their manager or their Ethics & Compliance Officer, or by sending an e-mail to ethics@engie.com, the ENGIE Group e-mail address for reporting ethical incidents. Suppliers are also invited to signal any ethical incidents involving ENGIE via a **free phone number : 800 2348 2348**. For more information on ENGIE Ethics Documents and processes : <https://www.engie.com/en/ethics-compliance/>



The 7 principles for our relationships with suppliers

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

