

June 2020



Code of Conduct in Supplier Relations

To address the profound changes taking place in the energy landscape, our Group has reaffirmed its ambition : to become the world leader in the Zero Carbon transition “as a service” for its customers, in particular local authorities and companies.

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.

To facilitate the 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 Group’s employees in contact with 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 they have consistent concerns, aligned with those of the Group.

Ethics is 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.

Original copy signed by Xavier Hubert, Director Ethics, Compliance & Privacy
and Shankar Krishnamoorthy, Executive Vice President



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.
- ILO conventions on fundamental labour rights (prohibition 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. Suppliers must treat their employees fairly and with dignity. If the law and regulations do not specify a minimum wage, suppliers shall seek to pay fair wages meeting or exceeding the amount for basic living needs .

ENGIE's Ethics Charter and plan of vigilance define the general rules and principles and are applied universally within the Group.

PRINCIPLE 2. Treat suppliers fairly, transparently and impartially

Our suppliers must be selected according to 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 implemented, requiring suppliers to respect 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 stakeholders 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 each of the stakeholders must be clear and shared. They comply with the 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 suppliers involved.
- 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

- Each contract constitutes the exhaustive set of the parties' mutual responsibilities and commitments.
- All parties involved must perform their obligations in good faith and in a constructive spirit, with due regard to the expectations of their partners.
- Buyers, specifiers, 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.

- Confidential supplier information and information exchanged during the requests for tenders phase (RFI) are their property and must be treated as such.
- Personal data collected both by suppliers and ENGIE for contract performance must be processed in accordance with all applicable data protection laws, including GDPR (General Data Protection Regulation) where applicable.
- The monitoring information collected 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 is part of the intangible assets of the suppliers and of the Group. Any party getting access to such information must ensure that it is kept confidential.
- Any failure to fulfil this obligation may affect 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 lead to situations that could 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 .
 - No form of child labour, illegal or forced labour, corruption will be tolerated by ENGIE in activities carried out for or on behalf of ENGIE. ENGIE will not tolerate any behaviour likely to discriminate, intimidate, harass, disrupt or interfere with any person working for or on behalf of ENGIE. All parties have a role to play in ensuring that any workplace (office, construction site,...) is free from harassment and discrimination. Suppliers must ensure that their subcontractors and employees comply with this policy.
- In case of personal data breach, ENGIE will expect all necessary cooperation from its suppliers in order to mitigate the potential negative effects of the incident and to restore the integrity and security of personal data.
- Any suppliers who does not abide by these principles and regulations is excluded from any commercial relationship with ENGIE

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

All parties involved in the purchasing process 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 matter in which they would have a secondary interest distinct from the one of company that may influence their behaviour.
- Employees shall 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 duly authorised by the manager and Ethics & Compliance Officer, depending on local thresholds ; refer to the Group or BU Gift and hospitality Policy 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 relationship

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 reputation.

- Seeking financial performance can never justify a behavioural gap.
- 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

