

ETHICS OF BUSINESS RELATIONSHIPS: GOVERNING PRINCIPLES

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ETHICS OF BUSINESS RELATIONSHIPS: GOVERNING PRINCIPLES

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INTERVIEW

with **G rard 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?

G rard 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?

G rard 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?

G rard 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 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/poditccplpm21.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.

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- 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.

To reduce risks

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
ETHICS & COMPLIANCE

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.

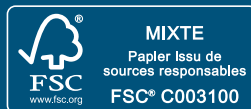
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Our Values

drive

commitment

daring

cohesion




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