



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: provide access for all to lower carbon energy that is more reliable, flexible and smarter, and offer new mobility solutions. This vision is founded on an ambitious social and environmental commitment.

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 its [Ethics Charter](#). Everyone who acts on behalf of the Group, must be fully aware of such requirements, and must apply these business practices in their professional activities.

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

A handwritten signature in black ink, appearing to read "C. Brabec-Lagrange".

Claire Brabec-Lagrange
Director of Group Strategic Sourcing and Supply

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 of our [Ethics Charter](#) 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.

A handwritten signature in black ink, appearing to read "C. Martin".

Christelle Martin
Director of Group Ethics & Compliance



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, anti-corruption, safety and well-being of workers, child protection, and protecting the environment.
- ENGIE's [Ethics Charter](#) sets 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 a 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 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.
- Information regarding a call for tenders must be communicated in the same way 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 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 the confidentiality of all information exchanged

Relationships with our suppliers often include access to trade secrets and suppliers' know-how. 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.
- 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 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 familiar with ENGIE's [Ethics Charter](#), which can be consulted on the Group's website (www.engie.com).
- Where appropriate, during the supplier selection phase, buyers must take into consideration the suppliers non-financial performance in terms of ethics & compliance, sustainable development and corporate social responsibility.
- Buyers must request the selected suppliers to accept ENGIE's [ethics, environmental and social responsibility clause](#).
- Any suppliers who – either directly or via one of their subcontractors – engage in any form of child labour, illegal or forced labour, corruption or discrimination in the framework of any activities for the Group, 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.
- 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 management.
- 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 and compliance officer, or through 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 ethics@engie.com.



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 the confidentiality of all information exchanged**
5. **Foster awareness of and meet the Group's commitments with regard to ethical 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**