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TITLE

CODE OF CONDUCT IN SUPPLIER RELATIONS

Read below the Code of Conduct in Supplier Relations of the ENGIE Group, which has been internalized at ENGIE Brasil Energia S.A. ("Company") and approved by its Executive Committee and Board of Directors.

In order to ensure better implementation at the Company level and to adapt it to its organizational context, minor adaptations have been made to the original text.

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 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[1]. 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. Suppliers are also asked to comply with these principles throughout their supply chain and ensuring compliance with them by their own suppliers. 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 Group

and Aurélia Tremblaye, Group Chief Procurement Officer

Note by ENGIE Brasil Energia:

[1] Created by the ENGIE Group in the context of compliance with French legislation on Duty of Vigilance, the Vigilance Plan encompasses the Group's surveillance approach regarding human rights, social and environmental responsibility, and health and safety. This plan is implemented through specific policies and guidelines. At ENGIE Brasil Energia, these approaches are addressed through the Code of Ethics and the Guide to Ethical Practices, as well as through specific Policies regarding Sustainable Management, Ethics, Human Rights, Counterparty Due Diligence, Anti-Corruption and Bribery, Information Security, Privacy and Personal Data Protection, Procurement, and also this Supplier Relations Code of Conduct and any other documents related to human rights, social and environmental responsibility, and health and safety provided for in the Company's normative structure, and approved according to the governance procedures established in its Internal Charter.

Table of contents

PRINCIPLE 1. Comply with laws, regulations, external standards, Group commitments and internal procedures 3

PRINCIPLE 2. Treat suppliers fairly, transparently and impartially 3

PRINCIPLE 3 : Ensure that mutual commitments are respected 4

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

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

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

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

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, freedom of association and collective bargaining), safety, health and well-being of workers, fair working conditions (wages, working time) must be observed. Suppliers must treat their employees fairly and with dignity. If the law and regulations do not specify a minimum wage, suppliers must pay fair wages meeting or exceeding the amount for basic living needs.

ENGIE's Ethics Charter, Guide to Ethic Practices and Policies regarding human rights, social and environmental responsibility and health and safety define the general rules and principles and areapplied 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 pre-established (technical, quality, contractual and ethic, data privacy and compliance commitments,cost, CSR,…).

- All stakeholders have the right 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, 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, its attachments, and related documents, constitutes the exhaustive set of the parties' mutual responsibilities andcommitments.
- All parties involved must perform their obligations in good faith and in a constructive spirit.
- Buyers, specifiers, supply officers and professionals responsible for payments must ensure that payment termsare 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 and ENGIE information and information exchanged during the Request for Information phase (RFI) are property of the respective owning party 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, Guide to Ethic Practices and Policies regarding human rights, social and environmental responsibility and health and safety, and with the requirements they induce.

- When selecting suppliers, buyers assess or integrate into their overall assessment all the elements relating to respect for ethics, compliance, human rights, sustainable development, protection of personal data, and corporate social responsibility , as well as the impact of their activities on the climate.

- Buyers must only engage suppliers providing sufficient guarantees to process personal data by implementing appropriate technical and organizational 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 corruption, child labour, illegal or forced labour, more generally no violation of human rights, 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.

- The Company extends its sustainable management principles as enshrined in the Sustainable Management Policy (ENGIE Brasil Energia) to its relationship with suppliers, establishing mandatory requirements, incentive programs and/or monitoring and ascertainment actions of the value chain's maturity as concerns, for example, measurement and evaluation of greenhouse gas emissions and the adoption of reduction goals; pollution prevention and waste management, adopting practices in the areas of efficient use of resources, including energy resources; and conservation and protection of natural resources and biodiversity.

- 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.

- Gifts which are in line with the customary courtesy of each country, as well as invitations from suppliers to collective events of a professional nature, are possible as long as they strictly comply with the conditions of attribution or granting defined in the internal rules for gifts and hospitality and respect the amount determined by local thresholds.

- These gifts and invitations must be declared in the "Gift & Hospitality" tool and be subject to prior authorizations as defined by the internal rules for gifts and hospitality.

- Finally, no employee shall solicit gifts, favors or invitations for himself/herselfor anyone else, from persons or organizations with whom he/she has a direct or indirect 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 Committee.

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 Committee, or through the *website* www.canalintegro.com.br/engiebrasil and the phone 0800 580 2586. Suppliers are also invited to signal any ethical incidents involving ENGIE using those same channels.

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, human rights, sustainable development, social responsibility, and transition to a carbon neutral economy

6 – Avoid any conflict of interests that may undermine objective and independent decision making and prohibit any act of corruption

7 – Report any situation that does not comply with these rules