Ethics Charter Practical Guide to Ethics



PRESENTATION

The ethics is present day by day, leading our actions in professional and personal relationships. Our ethical conduct is the basis that reinforces the development and recognition of ENGIE in all markets in which it operates.

This is the culture that we want to share with all, through these new versions of ENGIE's Ethics Charter and Practical Guide to Ethics, which have been updated to incorporate and formalize the best practices of ethical management. Our Ethics Charter continues to be a public statement of the highest standards of ethics, transparency, respect and integrity in everything we do.

In order to realize our mission to "provide innovative and sustainable solutions in energy and services for people, companies and cities", it is not enough the formal declaration as set out in this document, but it requires from everyone in ENGIE, an unconditional engagement in the execution of our daily work practices.

The importance of these guidelines and this behavior are emphasized by Isabelle Kocher, CEO of ENGIE, in the introduction to this document, especially when she emphasize that "a sustainable company is above all an ethical company".

We request that you make a careful reading of the Ethics Charter as well as Practical Guide to Ethics, and use them as tools for guiding your daily professional conduct. Seek clarification about any concerns or questions with your Manager or Ethics Officer in your entity and contribute with suggestions to improve the ethics management of ENGIE.

We count on each one of you to keep BU Brazil adherent to the values and principles ethical established in the ENGIE's Ethics Charter and Practical Guide to Ethics.

Maurício Stölle Bahr
CEO
ENGIE Brazil

Natacha Marly
Ethics & Compliance Director
ENGIE Brazil

INTRODUCTION



A SUSTAINABLE COMPANY IS AN ETHICAL COMPANY

ENGIE is a global benchmark player in the energy sector. Responsible growth is central to the Group's areas of activity (low-carbon electricity generation, networks and customer solutions), which positions itself as a pioneer to address the main challenges of the new energy landscape: reducing and adapting to climate change, access to sustainable energy and reasonable use of resources.

To meet these challenges we need a trustworthy and reliable relationship with all our stakeholders: trust of consumers and industrialists, of the public authorities and civil society, of our partners, suppliers, and our customers.

Building and preserving this trust is based on two requirements: that of appropriation and uncompromising respect for our values by every Group employee; and that of our own responsibility in the decisions we take or the projects in which we become involved. This daily requirement shapes our identity around a simple and strong conviction: a sustainable company is an ethical company.



This ethical ambition, shared by all, requires every individual to be exemplary

We have a very clear policy: zero tolerance, particularly regarding fraud and corruption, and complete commitment to compliance with ethical rules - those of the countries in which we operate and those we set for ourselves.
This requires every employee to take seriously their role in building and protecting the Group's reputation, by acting in full compliance with the applicable laws and our values and ethical principles, in all of our activities.

Ethics must be at the core of managing our daily activities'. It must feed our managerial, commercial and operational practices. Ethics is not only the issue of a line, it's everyone's issue and an issue for all of us. We build together the trust of our stakeholders, which is a major value creation lever for the Group.

This ethical ambition is embedded in the principles set out in the present Charter. No development or performance objective should therefore be set within the Group or its entities if implementation leads to any infringement of these principles.

Although our Group draws strength from its operational excellence, it is also recognized by all of its partners and customers for its very high level of reliability and responsibility. It is therefore down to each and every one of us to live up to the trust that is placed on us, by making ethics an absolute priority every day.





This Ethics charter, along with the Practical guide to ethics, is the foundation for all of the referentials, internal policies and codes of conduct adopted by the Group, and which each and every one of us must promote and protect, whatever our position in the hierarchy, our entity, or our geographical sphere of intervention.

This charter defines the 4 fundamental ethical principles underlying all of ENGIE's ethical commitments and it determines their field of application and presents the general architecture for the Group's ethics and compliance governance and organization.

ENGIE's fundamental ethical principles

PRINCIPLE 1
Act in accordance with laws and regulations

In all circumstances, all Group employees must observe international, federal, national and local regulations, as well as rules of professional ethics for their activities, and the Group's ethics and compliance policies.

Regarding these specific rules, as they shape the Group's identity, all entities must respect them in substance, subject to the binding provisions of relevant laws and local customs.

PRINCIPLE 2
Behave honestly and promote a culture of integrity

Honesty and integrity must govern both business and interpersonal relationships, and everyday professional practices. It is essential for every individual to act in an upright manner in all circumstances, and promote a culture of honesty and integrity. Based on this principle, the Group attaches the utmost importance to exemplary behavior from its employees. In choosing its partners, ENGIE is careful to maintain high requirements regarding honesty and respect for human rights.

As a consequence, ENGIE encourages reporting of ethical incidents, and no employee may be sanctioned neither for using a reporting measure for these incidents, selflessly and in good faith, nor for refusing to carry out an act which they believe goes against the Group's ethical principles.

PRINCIPLE 3
Be loyal

For the Group, the quality of a relationship relies on the loyalty of the parties, particularly in the execution of contracts. In particular, this requires that we honor the commitments made and that we do not make any commitment that the Group cannot keep.

Every time one of the Group's employees communicates with their contacts, they do so in good faith, in a constructive spirit, in respect of everyone's interests, and caring about providing sincere information.

The principle of transparency, which guides a large company like ENGIE, does not prevent employees respecting business secrecy, within the framework of the applicable laws.

ENGIE, which expects its employees to respect the principles, laid out in the present Charter, offers in return the necessary protection when they are challenged or jeopardized, provided that they have acted in good faith in the course of their duties.

PRINCIPLE 4
Respect others

Convinced that a sustainable company is a company that unites economic development and human progress, ENGIE attaches the utmost importance to the values of tolerance and respect for others, to which all employees must adhere in the course of their professional activities, and which govern every ENGIE entity's relationship with them.

Respect for others implies treating everyone fairly, by giving equal importance to everyone. It requires reciprocity: everyone has rights they can exercise, but also duties to fulfil, towards others, their entity, the Group and society as a whole.

In particular, this principle covers respecting, in all circumstances, the rights of persons, their dignity and their singularity, and respecting different cultures. It also applies to material and immaterial goods belonging to others, and more generally to the preservation of heritage and the environment.

It guides the Group's policy for gender equality, respect for private life, promoting diversity and fighting all forms of discrimination, protecting health and safety at work, and in particular preventing and sanctioning all situations of harassment.

It underlies all of ENGIE's internal and external policies, and must even inspire the mode of conflict resolution.

Tolerance, which is manifested in kindness and openness to others, rules out any form of extremist behavior.

2

Application of ENGIE's Ethics charter

THE ETHICS CHARTER AND ITS 4 PRINCIPLES APPLY:

To all of the Group's employees and Group entities

ENGIE expects its employees to act in accordance with the Group's ethical principles, in all circumstances, and whatever their jobs, level of responsibility and contacts.

A healthy working environment contributes to the successful operation of the Group and to employee well-being. The Group therefore pays great attention to quality of life at work. Respect and trust must guide relationships between employees and dialogue with social partners.

Everyone, from board members to employees, has the responsibility never to act in any way which might raise the slightest doubt about the Group's ethics.

The fundamental ethical principles must be promoted by the Group employees who sit on the boards of directors or supervisory boards of companies not controlled by ENGIE.

ENGIE directors and managers are the primary promoters of the Group's Ethics charter and its everyday application among employees and stakeholders. While managers must verify that their employees are familiar with their ethical and legal obligations, it is even more important that they should make sure that practices reflect those obligations.

When using of sanctions in case of infringement of ethical and legal obligations, it is done in accordance with local law and practice.

To the Group's customers and stakeholders

ENGIE applies its ethical principles to its relationships with all parties involved in the markets, particularly customers, investors, partners, suppliers, service providers and subcontractors (including intermediaries or business consultants) or non-governmental organizations (NGOs).

The Group promotes these principles among all of its stakeholders.

Regarding customers, the Group pays utmost attention to their satisfaction, based on quality products and services, an open dialogue, procedural transparency, honoring commitments and respecting rules of competition.

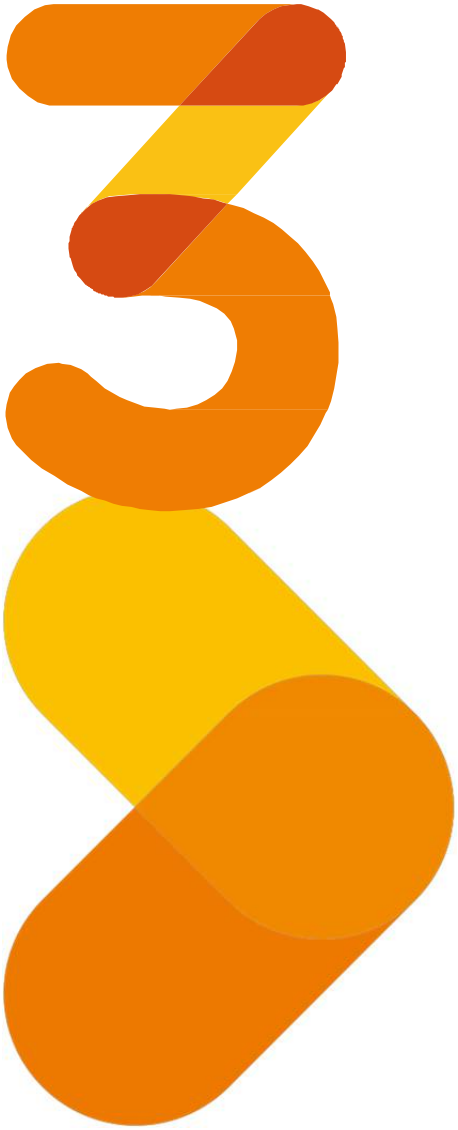
In their dealing with all stakeholders in the market, ENGIE's employees behave loyally, and show fairness and impartiality in negotiations. They ensure that the ethical concerns of partners, suppliers, service providers and subcontractors are compatible with those of the Group, and bring ENGIE's Ethics charter to their attention.

The Group requires its contracts with partners, suppliers, service providers and subcontractors to include a clause stipulating compliance with ENGIE's commitments in the areas of human rights and fighting corruption, on the part of both the parties and their own partners. The Group looks into the integrity and the reputation of its partners, suppliers, service providers and subcontractors.

To society as a whole

The Group applies its ethical principles wherever it is present. It conducts its business in accordance with internationally recognized human rights.

ENGIE is socially responsible and committed to respecting the environment and cultural diversity, and minimizing its ecological impact in the communities where it develops its business. It communicates openly about its achievements and its challenges in this area, and cooperates with environmental and humanitarian Non-governmental Organizations (NGOs).



The Group's ethics and compliance organization

Governance

ENGIE's ethical commitment is promoted at the highest level of the Group: the Chairman, the CEO and the Executive Committee have equipped the Group with structures for this purpose.

The ENGIE Board of Directors' Committee for Ethics, Environment and Sustainable Development ("CEEDD") monitors respect of the individual and collective values underlying the Group's action, and of the rules of conduct to be followed by every employee.
It ensures that the Group has adequate means to apply these values and rules.

ENGIE' Compliance Committee, chaired by the General Secretary, monitors the proper implementation of the Group's ethical commitments, follows up on identified failures, and ensures that they are adequately dealt with. Its work gives the Group's governing bodies and the General Management reasonable assurance that ENGIE's ethics program is applied and monitored.

The Group Ethics & Compliance Department helps to integrate ethics into the Group's vision, strategy, management and practices. It proposes reference texts for ethics and compliance, supervises their implementation by the operational entities and the functional departments, leads training initiatives, receives reports on ethical incidents and contributes to the necessary control activities with the Group's other monitoring and control organizations.

Al ethics & compliance officers and ethics correspondents from the Group's entities are brought together in the authoritative Ethics & Compliance line. The Group Ethics & Compliance Department is responsible for this line, and provides the necessary directives and observations to its members, and receives reports and observations from the entities.

Role of the ethics & compliance officer

In every entity of sufficient independence and size, the manager, in agreement with the Ethics & Compliance line, nominates an ethics & compliance officer and ensures they are given the appropriate human and budgetary resources, as well as giving them the authority required to carry out their missions.

The ethics & compliance officers help to define ethics and compliance rules and duties, and ensure they are respected within the entity. They ensure that the Ethics charter and all reference documents on ethics and compliance are implemented within their entity. They help to manage ethical risk, in particular using support from the management of their entity and by reminding them of the primary importance of ethics within the Group, especially fighting corruption and respecting human rights.

The ethics & compliance officers provide assistance and advice for any employee who consults them about ethics, and ensure that no sanction of any kind can be applied against any employee who has, in good faith and selflessly, used a procedure to report ethical incidents.

Compliance controls

For ethics and compliance, evaluating the implementation of measures is part of a continuous improvement process.

In this context, ENGIE's Ethics & Compliance Department determines and promotes the necessary compliance controls. It ensures that ethical audits are conducted, reporting the results to the Compliance Committee, and if necessary to the Group's Executive Committee.

Every year, the compliance procedure produces a detailed evaluation of ethical policy implementation in the Group's entities. All the ethics & compliance officers must produce an annual report on activities and progress by their entity in ethics and compliance, in accordance with ENGIE's rules and procedures, as well as with any specific actions taken by the entity itself. This report, submitted to the upper-level organization, is accompanied by a compliance letter from the manager, certifying their commitment to applying the ethics and compliance program in the organization that they manage.

The Group's Ethics & Compliance Department also ensures that individual and structural measures are taken in the event of an ethical breach, working with the management, local departments and functional lines concerned.

All of these actors must pay attention to information and weak signals that might indicate a potential violation of the rules. They inform the ethics & compliance officer of this, and if necessary contribute to reviews and specific investigations, and to the implementation of corrective measures.

The Group's reference documents

ENGIE's ethics and compliance procedure action is based on 3 levels of reference texts:

1. The current Group Ethics charter and the Practical guide to ethics, which outlines the application methods and gives situational examples.

2. The referentials, which unify the policies and procedures used by ENGIE for the concrete implementation and development of ethical culture within the Group: integrity referential, human rights referential and managing compliance referential.

3. The codes of conduct, which set out the implications of the Group's ethical commitments by professional category or practice.

All ENGIE's ethics and compliance documents are available on the website www.engie.com.br or on websites of entities of ENGIE in Brazil.

Translations of this document may be subject to interpretation. Only the French and English versions are authoritative.

We provide the following channels in ENGIE Brazil:
etica.brcorp@engie.com - For information or questions.
https://www.canalintegro.com.br/engiebrasil or **0800 580 2586 (toll free - 24 hours)** - To report an incident on ethics and compliance.

To contact the Ethics & Compliance area of the Group there are two channels:
ethics-communication@engie.com - For information or advice.
ethics@engie.com or **+33 (0) 1 45 51 03 67 (toll free - available in Portuguese)** - To declare an ethical incident.

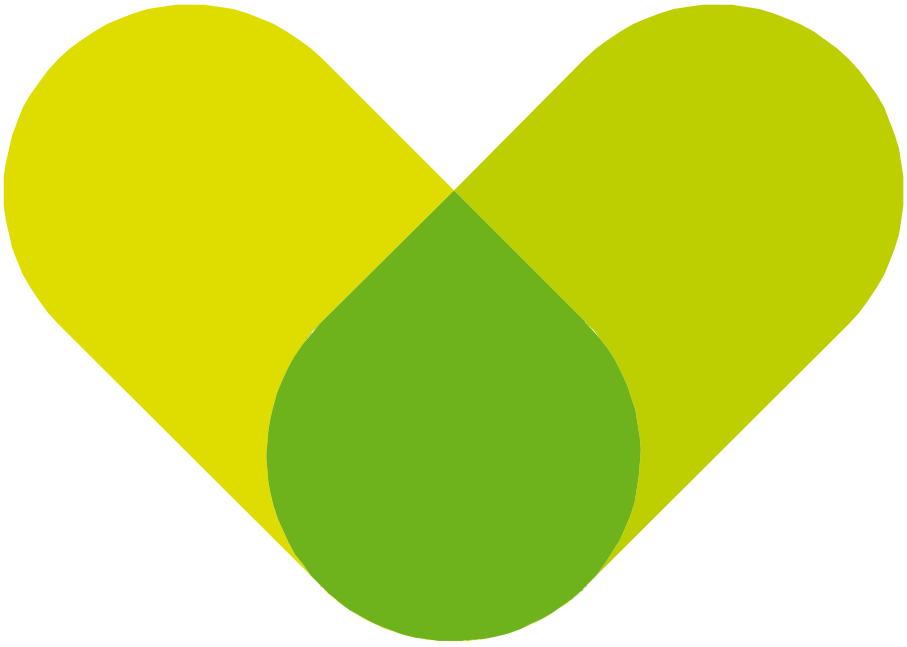
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Practical Guide to Ethics



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Introduction

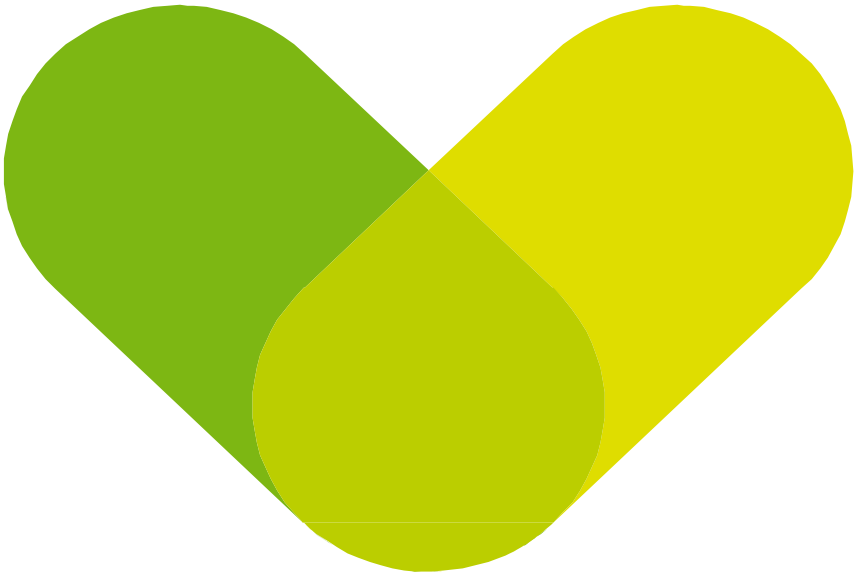
ENGIE's **Ethics Charter** sets out the general framework for the professional behavior of all of the Group's employees. This **Practical Guide to Ethics** details how the general framework is to be applied and gives situational examples.

Through their daily behavior, in the course of their professional duties, in business relationships and with all their contacts, employees must promote and apply the Group's 4 fundamental ethical principles.

The **Practical Guide to Ethics** is for the permanent or temporary employees of the Group's entities, any person seconded to a Group entity by an outside company, and for the directors of companies of the ENGIE Group.

Everyone, whatever their role, is personally responsible for their own behavior and the consequences of their choices. If an employee commits an ethical infringement, depending on the exact situation, they may face disciplinary, administrative, civil and/or penal sanctions; these sanctions are applied in accordance with the regulations in force in their entity.

ENGIE's ethics and compliance documents additional to the **Ethics Charter** and this **Practical Guide to Ethics** are available on the website **www.engie.com.br** and on websites or Intranet of entities of ENGIE in Brazil.





The Group’s ethical commitments

The Group's 4 fundamental ethical principles

Generally, everyone must be aware of the Group's ethical commitments contained in the **Ethics Charter** and the **Practical Guide to Ethics**, and everyone in the Group is responsible for honoring these commitments.

1

Act in accordance with laws and regulations

2

Behave honestly and promote a culture of integrity

3

Show loyalty

4

Respect others

Adherence to the highest ethical standards

ENGIE upholds the highest ethical standards. ENGIE's principles of action are rooted in the international benchmark texts, in particular:

- **The Universal Declaration of Human Rights and the additional protocols**
- **The conventions of the International Labor Organization (ILO), and the guidelines of the Organization for Economic Co-operation and Development (OECD) for multinational enterprises**
- **The United Nations Convention against Corruption**

As part of its commitment to fighting corruption, the Group has made voluntary commitments, by adhering:

- **To the United Nations Global Compact, whose 10th principle relates to the fight against corruption**
- **To the Extractive Industries Transparency Initiative (EITI), a civil society organization dedicated to fighting corruption**
- **To the French section of the NGO Transparency International**



Aiming for exemplarity

ENGIE considers integrity to be one of the founding principles of its ethics.

The need to identify ethical acts and avoid errors contributes to the drive for excellence. This implies both the personal and the collective commitment of teams.

The Group condemns all forms of corruption, and ensures that employees who work to respect this principle suffer no prejudice as a result. Reporting of ethics incidents helps to prevent and remedy breaches. It is encouraged by the Group, which provides the necessary procedures and ensures that no sanction of any kind can be brought by the Group against an employee who has, in good faith and selflessly, used a procedure to report ethical incidents.

Application of the subsidiarity and responsibility principle

The Group's ethics and compliance documents define general rules and principles. The entities must apply them, or are invited to implement them in substance, according to the principle of subsidiarity, in line with the local rules and the policies defined by the entity management.

For example, the Group accepts the principle of gifts, as long as they remain reasonable; there must never be any doubt about the honesty, independence and objectivity of the givers and beneficiaries. This rule must of course be adapted, prohibiting gifts in countries where the law requires it. It can also be expanded, if necessary, by obligations setting a maximum value for gifts. Locally, in any case, managers must clearly indicate the acceptable values to their employees.

Comply or explain

For Group-specific rules, entities are given the opportunity to adapt their mode of organization if necessary. For example, this may be required in order to respect laws or certain aspects of local culture embodied in customs that differ from the Group practices.

Exemptions are governed by the "comply or explain" principle. The motive for exemptions must be explained and formally accepted by the upper level entity ethics & compliance officer prior to application. The explanation must be clear and duly motivated, recorded in writing, and must be in compliance with ENGIE's ethical principles. Under no circumstances must this exemption entail a violation of the law. Any exemption policy discovered after its implementation without the agreement of the upper level entity will be considered a breach of this rule.



Application of the Group's ethical commitments

The **Ethics Charter** contains the fundamental ethical principles, which must be applied in professional practices and in behavior towards the Group's contacts. Concretely, these principles apply to the 3 circles within which ENGIE works: the Group circle, the market circle and the circle of society as a whole, everywhere where the Group is present.

THE GROUP

ENGIE's ethics first of all applies within the first circle of its employees, Group entities, and shareholders and partners.

Employees

At all levels, ENGIE is committed to maintaining high quality and harmonious human relationships. Every individual is therefore responsible for allowing all employees to carry out their role in good physical and psychological conditions.
Thus, when exercising responsibilities and hierarchical relations, the person must always be respected.
The Group favors relationships between colleagues that are based on courtesy, consideration, appreciation and discretion. ENGIE condemns psychological or sexual harassment.

The Group respects diversity and private life, and prioritizes the competency of its employees. ENGIE's demand for a high level of professionalism encourages individual development, both professional and personal.

Team spirit is particularly highly valued, and is based on open and constructive dialogue, which strengthens cohesion.

The Group does all it can to inform its employees about its objectives and challenges, in order to facilitate their involvement in company life.

ENGIE strives to ensure that salaries in all countries allow a decent life in view of local living standards and respects the free trade union association of its employees, as well as the right to collective agreements.

The Group is committed to providing everything required for the health and safety of its employees in the workplace.

Because of their specific responsibilities, the manager must promote ENGIE's ethical principles among their employees. They are responsible for deploying and implementing ethics and compliance policy in operational and functional organization processes within the Group's entities.

They therefore have a responsibility not only to inform employees in a practical and concrete manner about the rules they are required to observe, but also to ensure that these rules are understood. They must also advise their employees and encourage them to share their ethical queries and their questions about the application of regulations, and the Group's commitments. Managers must not hesitate to report to their hierarchy or to the ethics & compliance officer for their entity any problems encountered in applying the Group's ethical commitments. It is their responsibility to check that employees are following the rules they are required to apply. Managers must lead by example through their own behavior, in order to convey the ethical message and a spirit of compliance to their team.

If an unethical order is carried out, both the person who followed the order and the person who gave it are responsible. Anyone encountering pressure to act against ENGIE's principles is invited to talk to someone who can help. All individuals must strive to act with common sense and judgment.
It is therefore normal and natural to bring up the ethical questions and dilemmas inherent in any professional activity, with colleagues and line managers.

The Group's entities

ENGIE strives to ensure that relationships within its entities operate in a transparent and balanced way. The organization of the Group, based on decentralization of responsibility around Business Units, means that every entity has a duty of loyalty and transparency towards the Group's corporate organization and its General Management.

The Group ensures that information shared amongst its entities is accurate and honest. When engaged in business relationships amongst themselves, ENGIE's entities apply the same principles as those governing their relationships with market players.

Entities operating in a regulated context ensure compliance with the required procedures, particularly concerning commercially sensitive information.

Intra-Group transactions have an industrial or commercial objective, and are carried out in normal market conditions, in line with internationally recognized practices.

With a view to coherence and loyalty, the entities must put measures in place locally to allow the implementation of the **Ethics Charter** and the fulfilment of its requirements.





Shareholders

The Group ensures respect of shareholder equality, and considers it a point of honor to give correct, transparent, honest and verifiable financial information within the required time frame. This principle is key as the Group's development depends particularly on its ability to find the necessary capital for its investments.

Shareholders and partners place their trust in ENGIE, not only to manage the Group successfully, but also to create growth.

To this end, ENGIE applies high corporate governance standards alongside the rules defined by financial market regulatory authorities, particularly aiming to ensure optimum growth and remuneration of the invested capital.

THE MARKET

Beyond the Group, ENGIE applies its ethical principles to its relationships with market players, namely the Group's customers, suppliers and competitors.

Customers

Customer satisfaction, and consequently the Group's sustainability, depend on many factors, in particular: availability, imagination, innovative spirit, constant improvement of quality and traceability (especially for health and safety), and the integration of the social dimension in public service activities.

These requirements imply an open dialogue based on true and honest information, protection of customer personal data, compliance with rules regarding commercially sensitive information, transparency of the procedures used by the Group, and, of course, respect of commitments and of competition rules.



Partners, suppliers, service providers and subcontractors

The quality of the products and services that ENGIE provides to its customers also depends on its capacity to obtain excellent services from its partners, suppliers, service providers and subcontractors. Consequently, their selection must be rigorous and impartial. The Group chooses them for their professionalism and competitiveness, aiming to build a relationship of trust.

All negotiations respect the quality principles defined within the Group. In this context, the collective dimension of purchase decisions involves all parties concerned. Relationships with suppliers are governed by fairness and impartiality, in order to maintain a balanced and objective relationship with them. Employees dealing with partners, suppliers, service providers, and subcontractors must demonstrate irreproachable ethics and must act in conformity with regulations, particularly those concerning rules of competition.

The selection criteria for partners, suppliers, service providers and subcontractors integrate the Group's commitments to fighting corruption, respecting human rights and preserving the environment.

ENGIE will not tolerate, under any circumstances, exploitation of child, forced or compulsory labor, and reserves the right to not contract the services or have a commercial relationship with entities that adopt such practice and will denounce to the authorities any cases that may come to its knowledge.

Competitors

The Group respects the market's rules of operation. It therefore complies with rules of competition and those of regulated markets, through loyal behavior: in particular, it commits not to defame or denigrate its competitors. It uses only legal and honest methods to collect information on its competitors.

SOCIETY AS A WHOLE

ENGIE wishes to rise to the major energy challenges of the 21st century without derogating its corporate social responsibility. Objectives which can be achieved by honoring sustainable development commitments are defined within the Group.

The community

ENGIE respects legal requirements and local regulations. It also listens to the expectations of its customers, local inhabitants, employees and the community. Within its projects, the Group is attentive to a continuous consultation with stakeholders, particularly the free, prior and informed collection of views from communities, whose rights it respects (health, environment, property, right to water, etc.).

The Group's activities place it at the heart of the communities where it works, and it accords particular importance to supporting these communities. Thus, ENGIE applies an active solidarity policy towards populations in difficulty, working with the public authorities if appropriate.
It also carries out sponsorship and patronage actions, and local integration actions, in consultation and in partnership with public authorities, with the aim of supporting their initiatives.

To carry out local actions in line with its areas of business, the Group maintains a dialogue in partnership with environmental and humanitarian non-governmental organizations (NGOs). It also encourages its employees to pursue personal civic and associative commitments.







The public authorities

ENGIE is committed to showing transparency, and to cooperating with the public monitoring and regulation authorities and the judiciary authorities. The Group bases its relationships with the public sector on integrity and honesty.

ENGIE condemns all forms of influence peddling and corruption. It refuses to partake in any financing of political activity, including in countries where this is authorized and regulated by the law.

The Group respects internationally recognized human rights in all of its relationships with the public authorities.

ENGIE commits to respect the relevant tax laws and regulations with honesty and integrity, and to pay the taxes required in the countries where it operates.

On principle, the Group avoids holding entities or assets not connected to a localized operational production, in countries that are non-cooperative in fiscal terms.

The planet

The environment, its conservation and sustainable development are particularly important to ENGIE. The Group's sustainable development policy makes this clear, indicating that respect for people and the environment is central to ENGIE's identity and values.

Aware of its responsibilities towards present and future generations, the Group defines its strategy and sets objectives in line with sustainable development principles, and reports its results.

Vigilant about the emissions and impacts of its activities, it also wishes to encourage its partners, suppliers, and where necessary owners of the facilities that it manages, to share its environmental objectives.

The Group uses the most appropriate methods and techniques to promote sustainable development.

It encourages research and innovation to develop know-how regarding quality and safety, regarding reuse and recycling of materials, saving natural resources, and regarding reducing harmful impacts.

3

Communicating about ethical practices





Information and training

ENGIE provides many documents for its employees, to explain the objectives and content of its ethical commitments and give them concrete examples.

ENGIE also offers ethics training modules in both classroom and e-learning formats. These training courses aim to raise awareness among employees and managers about the Group's ethical principles and practices, to help them integrate these principles into their everyday professional work, and to help them develop the reflexes to adopt when faced with ethical dilemmas. Certain training courses may be rendered mandatory and/or may be made subject to knowledge tests.

Each entity can offer ethical training adapted to its needs, with support from the Group's Ethics & Compliance Department.

Additional information on these trainings is available on the Ethics & Compliance pages of ENGIE's intranet or the entity intranet pages.

How to communicate about an ethical problem

The variety and diversity of situations makes it impossible to anticipate every possible case. To find a response that fits the Group's ethics principles, it is necessary to make dialogue possible.

Because it can concern the behaviour of people that we know, asking an ethics question is often a delicate matter. It takes courage to tackle these subjects and bring up the dilemma for resolution. However, this is the only way of ending unacceptable practices and initiating improvement procedures. The Group therefore encourages its employees to report such matters and address them with a trusted person.

Who to talk to

- **You** think that the company rules have been infringed or are at risk of being infringed
- **You** think that you are or are going to be implicated in an action that goes against the rules of your company
- **You** are unsure about how to behave or about the procedure to follow
- **You** want advice

In all of these cases, employees are invited to consult trusted people: colleagues, their line manager, any other management representative, a manager whose role is connected to the issue (human resources, security, legal, etc.), staff representatives if the law authorizes this, the entity ethics & compliance officer, or the Group Ethics & Compliance Director, etc.



Reporting an ethics incident

Any employee or any Group stakeholder who has been a victim or witness of unethical practices is invited to report this to the managerial staff or ethics & compliance officer of the entity in question, or to the Group Ethics & Compliance Director.

ENGIE Brazil provides for all employees and stakeholders one dedicated ethics channel that allows you to report any suspected violation of ethics and compliance rules: **https://www.canalintegro.com.br/engiebrasil** or **0800 580 2586 (toll free - 24 hours - full year)**. Within the ENGIE Group is also available the e-mail address **ethics@engie.com** or telephone number **+33 (0) 1 45 51 03 67 (toll free - available in Portuguese)** to declare any ethical incident.

The mentioned channels complement the other ways of communications (managers, entity ethics & compliance officer, staff representatives, public authority, etc.).





Protection of whistleblowers

People receiving an ethics incident report inform the ethics & compliance officer of the entity concerned. In all circumstances, these people and the ethics & compliance officer will keep the information-received confidential.

A person expressing in good faith and selflessly their ethical or compliance concerns cannot have any measures brought against them for expressing this concern.

The identity of the whistleblower and the identity of those possibly implicated remain confidential, and breaking confidentiality may lead to sanctions. Any abusive use of the reporting mechanisms can, however, result in proceedings (e.g. defamation, etc.).

Investigation of ethical breach

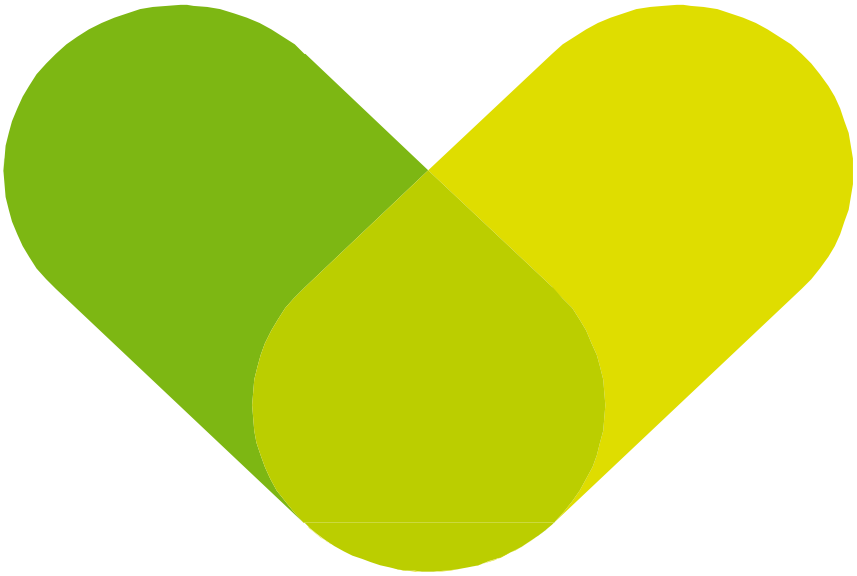
When an ethical incident is reported, ENGIE conducts an investigation to ascertain the facts. The verification procedure ensures that the facts are checked in an impartial manner, the responsibilities identified and, if necessary, should define appropriate sanctions and corrective actions, regardless of the hierarchical level. The result of the investigation is formally reported and recorded in the Group's corporate tools.

For confirmed ethical violations, the application of disciplinary actions to employees may be verbal or written warning, disciplinary suspension and until the Company's dismissal. In relation to companies contracted by ENGIE, non-observance of ethical precepts may result in contractual sanctions or immediate suspension of the contract and, as the case may be, legal process.



Key day-to-day ethical reference points

To help employees who may face an ethical problem, benchmarks are provided below, with details available in the Group's internal policies and procedures.



HUMAN RIGHTS

The Group considers respect for others to be one of its basic ethical principles. It is therefore particularly mindful, in all of its activities, to respect the spirit and letter of the international conventions and texts the Group adheres to.

Everyone is encouraged to assess the impact of their actions and decisions on others, so that no infringement on the integrity or dignity of others may be caused by a Group entity or one of its employees.

The Group commits to regularly evaluate, at all stages of its projects and activities, their potential impacts on communities, and makes sure to take into account their expectations through dialogue and consultation.

Every ENGIE employee is careful to avoid discrimination in words or acts, particularly in connection with age, gender, ethnic, social or cultural origin, religion, political opinions, union activities, sexual orientation or identity, pregnancy, health, particular vulnerability, or physical differences or handicaps.

HEALTH, SAFETY, ENVIRONMENT

ENGIE carefully considers the impact of its activities on all stakeholders and the environment. This is why the Group has drawn up a rigorous health, safety and environmental policy.

Everyone must be engaged and vigilant, in order to carry this policy forward towards sustainable commitments, which are ever more ambitious, firm, and respectful to individuals, society and the planet.

FRAUD

Any deliberate and dissimulated action or omission committed with the intention to deceive or circumvent laws or company rules, with the aim of obtaining undue material or moral advantage for the perpetrator or a third party, is considered to be fraud.

Corporate fraud is a sensitive subject, the impact of which is sometimes understated. However, fraud has financial costs, which can be high, difficult to recover, and represent a serious risk to both people and businesses.

Fraud can take many forms: theft of money, goods or data, deliberate alteration, concealment or destruction of documents, false written information or declarations, manipulation of accounts, counterfeiting, money laundering, scams, corruption, etc.

ENGIE considers all forms of fraud to be unacceptable. Any fraudulent act exposes the perpetrator to the sanctions specified under international or local law and in the internal regulations of the Group's entities.

CORRUPTION

Corruption is a specific form of fraud. It can be active or passive:

- Active corruption involves providing undue advantage to another, in order to distort a decision procedure (authorization, right, supply, market, contract, etc.)
- Passive corruption involves receiving undue advantage in return for abstaining from action or acting against the obligations of one's role. Passive corruption is not necessarily solicited, but can go as far as extortion.

Corruption takes the form of various types of actions, such as gratuities, commission, embezzlement, undue payment for public service (extortion).

Extortion is demanding undue recompense in return for the award of a market, a contract or a clearance, by exerting pressure that can extend from occasional or daily demands for money, to exaggerated administrative red tape, or even physical threats against individuals and their family.

Corruption creates costs by reducing economic efficiency. It both deprives communities of some services rendered for the benefit of a few, and diverts the effort of organizations from continuous development of their technology and competitiveness. Corruption can also threaten the dignity and integrity of those who suffer its consequences through no fault of their own. Therefore, ENGIE condemns all forms of corruption, whenever, wherever and in whatever circumstances they take place.



COMPETITION

The Group attaches the utmost importance to complying with rules of competition, and refuses any practice that violates these rules. Its employees are encouraged to behave irreproachably towards their competitors, customers, suppliers, subcontractors and prospects. Prohibited behavior includes: unlawful agreement, abuse of dominant position, acts of corruption, exchange of insider information, and discriminatory, excessive or predatory prices.

ENGIE prohibits all disloyal practices, for example collusion with competitors, which have the aim of:

- Bid rigging
- Fixing a purchase or sales price
- Limiting production, investments, innovation and their use
- Sharing or segmenting markets, outlets or supply sources, be this by territory, customer type or any other criteria
- Eliminating a competitor, customer, supplier, or newcomer on the market.

All Group employees must use only legal and ethical means when researching information on competitors. For example, intrusion and identity concealment are prohibited. Employees must not defame or denigrate competitors, or seek benefit from incorrect, falsified or distorted documents.

When a Group entity intervenes in a regulated market, it must make sure it informs employees about legal provisions affecting them, and ensure that these are correctly applied.



RECOURSE TO A COMMERCIAL INTERMEDIARY OR BUSINESS CONSULTANT

To ensure that using commercial intermediaries can in no case expose the Group to a risk of corruption, ENGIE requires a prior ethics investigation and a validation procedure in proportion with the stakes, detailed in the Group's business consultant policy.

For example, particular requirements for commercial intermediaries selected by the Group include:

- Having a good reputation, an adequate network of contacts, recognized professional competence, and knowledge of the laws, context and local customs
- Not being an employee or official agent of a public sector body, a political party, a potential customer or a competitor, who has a connection with or interest in the project for which they are being asked to provide services
- Conforming to regulations
- Not being selected solely on the basis of a recommendation from a potential customer
- Being chosen and approved in line with the applicable procedure
- Demonstrating the services have been provided, particularly via an activity report.



GIFTS AND HOSPITALITY

Gifts and hospitality are signs of courtesy, and must correspond with local tastes and customs. The Group wants to limit, as far as possible, the quantity and value of gifts and hospitality (including travel), whether they are given or received by Group employees. Their frequency and total value must be defined by line management; particular vigilance is required for relationships with representatives of public authorities. To find out how this policy is applied in their entity, employees can consult their line manager.

An example of good hospitality practice, provided that local law authorizes it, is to never invite a stakeholder somewhere where they could not invite you in return.

Before accepting or giving a gift, 4 key questions should be asked:

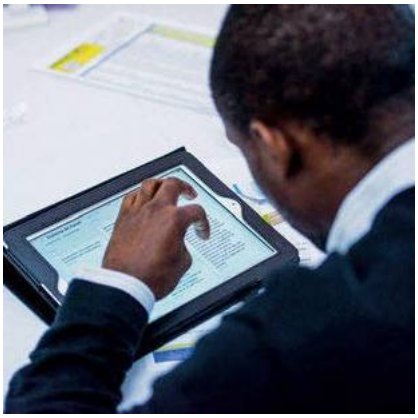
- What are the rules within my entity about gifts and hospitality?
- Do I have my line manager's permission to give/receive this gift?
- Could this gift change my attitude to the person or company?
- Can I comfortably talk about this gift with my fellow employees and those close to me?

Never agree to give or receive a gift or hospitality which for any reason makes you uncomfortable, or which might make the other party or people in your circle uncomfortable.

PURCHASING AND SUPPLIERS

All employees in a professional relationship with partners, suppliers, service providers and subcontractors must be especially vigilant in terms of respecting ethics.
They must follow ENGIE's fundamental ethics principles, particularly the 7 principles of the Code of conduct for the relationship with suppliers:

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







CONFLICTS OF INTERESTS

A conflict of interests can arise when a person has private interests (i.e. the personal or professional interests of an employee) which might influence or appear to influence the way in which he or she carries out the role and responsibilities given to them by the Group. This is the case, for example, when an employee encounters a situation where they might take a decision not according to the interests of their company, but according to their own interests, or those of a relative or friend.

When faced with such a situation, it is necessary either:

- To abstain from taking part in the tasks and missions entrusted to you, and to inform your ethics & compliance officer and line manager
- To obtain an exemption from your line manager, who will consult the entity ethics & compliance officer, to allow you to continue the activity

If in doubt, it is wise to ensure that you are not in a conflict of interest situation, for example:

- If you or someone close to you has interests in a customer, competitor or Group supplier organization
- If you exercise a professional activity outside the Group
- If you have responsibilities in associations or public sector bodies which are customers.

LOBBYING

ENGIE defines lobbying activity as promoting and defending the interests of the Group (or the interests of its entities) by informing its stakeholders in the technical, economic and social domains. ENGIE wishes to share its vision of the energy system and its technical expertise with institutional bodies, and with members of government and parliament, and to inform them about the Group, its ethical commitments, its businesses and its services. These positions, whilst taking into account the common good, aim to inform public decision-making. To this end, ENGIE acts directly with its institutional contacts and/or contributes to the work of professional associations, which also carry out lobbying activities. Additionally, the Group can call upon external lobbying organizations to support it on a particular project.

In any case, lobbyists always disclose the identity of the people or organizations for whom they are working when making their lobbying contacts. They neither provide nor demand paid information.

The Group draws their attention in particular to the risks of conflicts of interests, corruption and influence peddling. All employees should be careful not to give the impression that the Group or the entity they represent seeks to unduly influence internal political affairs in a country.





CORPORATE PATRONAGE AND PARTNERSHIPS

Patronage and partnership actions are authorized under the Group's patronage and partnership policy. They show a socially responsible, corporate citizen approach.

Only persons authorized to do so by their line manager can command or initiate these operations. They ensure that these initiatives are well founded, and do not create conflicts of interests or provide an inappropriate means of funding.

To this end, a prior ethical investigation and a monitoring of the implemented actions are systematically carried out.

INSIDER INFORMATION AND INSIDER TRADING

Insider information is any specific information which has not been officially made public, directly or indirectly concerning a listed company, and which – if made public – could affect the share price of a company or its related financial products (shares, bonds, loans, call or put options, etc.). Certain insider information can also concern financial instruments. A person who has insider information is automatically considered an insider. The person who holds insider information about a listed company must not divulge such information, buy or sell securities in this company, or even recommend or suggest that a third party buy, sell or keep securities, during the period defined by local regulations. Such actions constitute an insider breach.

This restriction concerns securities in the company in which this person is employed, as well as those of any other listed company about which they possess insider information.

CONFIDENTIALITY

In the course of their duties, every employee may manage or possess various information. This information may concern customers, staff, the company, or more generally, the economic, commercial or legal environment of the company (commercial or financial partners, suppliers, administrations, other Group companies, etc.).

As a general rule, any information which has not been made public should be considered confidential. Special care must be taken with information, which is subject to particular regulation in certain areas of activity, for example commercially sensitive information or personal data.

For the protection or transfer of personal data, the Group put in place internal juridical rules which must be obeyed by all employees (in particular the Binding Corporate Rules validated by European data protection authorities).

Both within and outside of ENGIE, it is recommended that employees maintain the utmost discretion regarding information of any nature from or about the company. If such information must be communicated to another person so that they can complete the task assigned to them, all parties will take care to provide only the necessary elements, particularly if this information belongs partly or entirely to a third party or service provider. The receiver will also be informed of the confidentiality level of the information transmitted and of cyber-security instructions, to use or to exchange this information within or outside the Group.

Much of the confidential information accessible to employees is in electronic form. For this reason, the Group has defined rules for information systems, which must be followed by all.

A few good IT security practices

- **I do not leave sensitive documents on printers or in meeting rooms, and I apply the clear desk policy, locking documents away.**
- **I am responsible for my visitors and I never leave them alone on company premises.**
- **I lock my computer by activating the password-protected screensaver whenever I leave my desk, even for a short while.**
- **I do not open email attachments in suspicious or unsolicited emails, and I do not reply to these emails.**
- **I only use IS authorized by the Group and respect related cyber-security instructions.**



GENUINENESS AND TRUTH OF DOCUMENTS, TRACEABILITY

Generally, it is prudent to keep a written trace of the main stages of a decision or action for which an entity or employee might be held responsible. This might concern any document used to establish scientific, technical, administrative, accounting or financial results.

Documents created and archived by an ENGIE entity must accurately reflect the facts, locations and dates that they record. Employees must not fake or falsify a document. Anyone who suspects the existence of such a document must immediately inform their line management or the ethics & compliance officer for their entity.

These documents, information, data processing or registers, computerized or not, must be done, exchanged, transferred or kept for the duration and in the form specified by applicable laws and regulations, particularly in respect of personal data related regulations.



COMMUNICATION

In their communication policy, Group entities strive to ensure that the information provided is complete, correct, precise, understandable and published in good time. Aside from their director, only those duly mandated have the right to speak on behalf of the entities.

An employee who wants to speak in public, publish, or answer an interview on a subject concerning a Group entity must therefore have permission to do so from an authorized person (except in specific circumstances defined by applicable regulations).

Any employee not authorized to do this can nevertheless express themselves freely, as long as they first specify that they are speaking or writing in their own name, and not on behalf of their entity. They must in particular be careful not to implicate their entity in a partisan stance, or use their role in their entity to support their opinion.

INTELLECTUAL PROPERTY

Just as employees have a duty to protect the Group's intangible assets, they must take care to respect and acknowledge the intellectual property of the Group and of others.

For example, they must ban the unauthorized use of patents and copyrights, and the copying or plagiarizing of others' trademarks, studies, projects or publications.

PROTECTION OF COMPANY ASSETS

The assets of the Group's entities must only be used for professional purposes, in legitimate conditions and with the legitimate authorizations.

All employees must do what they can to protect and promote these assets, avoid harming them, and ensure they are not used fraudulently.
This rule applies to material assets (property, premises, equipment, supplies, etc.) and immaterial assets (patents, information, images, software, trademarks, reputation, trade secrets, etc.).

Any employee who notices that protection measures are insufficient must alert the line manager. The same applies if they become aware of any theft, attempted theft, piracy, espionage, sabotage or damage.





DELEGATION OF AUTHORITY

All managers and employees contribute to the company's overall performance and have a share of responsibility corresponding to their perimeter of activity. Thus, in order to guarantee the appropriate distribution of competences, obligations and responsibilities, management must ensure effective and operational empowerment through delegation of authority and signature, according to the principles defined by the Group's General Secretariat.

The Group's delegations of authority and engagement letters include a specific reference to ethical responsibilities.

Translations of this document may be subject to interpretation. Only the French and English versions are authoritative.

We provide the following channels in ENGIE Brazil:
etica.brcorp@engie.com - For information or questions and
https://www.canalintegro.com.br/engiebrasil or 0800 580 2586 (toll free - 24 hours) - To report an incident on ethics and compliance.

To contact the Ethics & Compliance area of the Group there are two channels:
ethics-communication@engie.com - For information or advice.
ethics@engie.com or +33 (0) 1 45 51 03 67 (toll free - available in Portuguese) - To declare an ethical incident.

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