

GDF SUEZ

ETHICS AND COMPLIANCE
PROGRAM



INTRODUCTION

The expression of our values and respect for our ethics are achieved by the honourable conduct in all circumstances of the directors and employees of GDF SUEZ. Anyone acting in the name of a Group company must be aware of this requirement. However, we are convinced that the Group must set out an organisational framework in order to promote its values and ethics through our professional practices and behaviour. The role of the GDF SUEZ Ethics and Compliance Program is to describe the chief internal operational bodies set up by the Group whose task it is to manage all issues relating to ethics and compliance pursuant to our Charter and our values.

Apart from the necessary organisational definitions, we also realise that ethics requires a personal commitment from each and every one of us. It is up to the highest-level staff to set an example through their personal conduct, which is a condition for effectiveness and achieving our goals. They also have the task, along with all others in positions of responsibility in all the entities and teams that they lead, to ensure the satisfactory application of the Ethics and Compliance Program that is in force throughout GDF SUEZ.

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FOREWORD

The present document is applicable upon publication in all the GDF SUEZ entities. It will be revised, adjusted and completed when the Group has confirmed its values and adopted its charter of rules and principles of action.

ETHICS AND COMPLIANCE PROGRAM ("E&C PROGRAM")

Article 1.1: Presentation of the E&C Program

GDF SUEZ has drafted an Ethics and Compliance Program⁽¹⁾ designed to promote a Group culture that encourages ethical behaviour and, secondly, to manage compliance with laws and rules⁽²⁾.

This Program comprises three levels: reference documents, organisation and professional practices.

At the highest level are the essential Group reference documents, i.e. the law, values and the Group's Charter. The goal of GDF SUEZ is always and under all circumstances to comply with prevailing regulations, upholding the spirit of the values that bring together all the Group's employees in accordance with the rules and principles for action found in the Ethics Charter.

The second level comprises an intermediary organisational program. They include the appropriate structures and procedures for guiding, designing, managing and reporting. These functions are particularly important because they drive the operational side of the organisation.

The third level includes the practical and operational tools available to the employees to help them comply with the Group's reference documents. This constitutes the practical application of the program.

(1) For the Group, the term compliance refers to "all the actions an entity or individual must undertake in order to be in compliance with the regulations governing his activities".

(2) This refers to rules and standards defined by the United Nations and its agencies the ILO, the OECD, the ITC and the WTO, such as the Universal Declaration of Human Rights, the Global Compact, the OECD Convention on corruption, the UN Convention on corruption, the ILO Conventions and the OECD Program for multinational companies.

Article 1.2: The ethics and compliance documents

The architecture of the GDF SUEZ Ethics and Compliance Program follows the same hierarchy as the reference documents.

At the top of this arrangement are the documents that guide the conduct and decisions of Group employees. Particular importance is attributed to laws, rules and standards in the field of ethics and deontology issued by international⁽²⁾, national and local regulatory bodies and professional groups. It also includes the values shared by the Group's employees in their activities and those to which the Group aspires. Lastly, it includes GDF SUEZ standards relating to the Group's activities.

The present document is situated in the second level. It plays a key role in the application of the Group's reference documents as it defines the ways and means decided by GDF SUEZ to ensure its compliance. It is the backbone of the Ethics and Compliance Program of the new Group.

A third level of documents details the arrangements for the application of the reference documents. They are operational in nature and take into account the specific conditions under which the activities or the Group's entities are carried out. They take up specific points concerning the application of the reference documents such as codes, guides, memoranda, good practices and procedures (*see article 3.1*). All these documents, focusing on ethical and professional practices, serve to define ethics in the activities of GDF SUEZ.

Article 1.3: The scope of application of the E & C Program

Article 1.3.1: The concerned Group entities⁽³⁾

The Ethics and Compliance Program applies to GDF SUEZ and all directly controlled subsidiaries and sub-subsidiaries⁽⁴⁾ controlled by direct subsidiaries.

Companies managed by one or several companies of the Group under a management contract shall also apply the Program.

Employees belonging to Group companies who sit on the boards of directors or on the supervisory boards of companies of which the Group is not a majority shareholder⁽⁵⁾ shall strive to promote this Program in these companies.

Article 1.3.2: Awareness of and information relating to co-investors, co-contractors, suppliers and subcontractors

When an employee, acting on behalf of a Group entity, enters into a contract with a co-investor, a co-contractor, a supplier or a subcontractor, he must conduct a reasonable check of information in his possession regarding the contracting company in order to ascertain whether in the recent past it has behaved contrary to rules on ethics, sustainable development or corporate responsibility. He must also inform the officers of the contracting company about the GDF SUEZ Ethics and Compliance Program and provide them with a copy of the present document. He shall include in the contract, where necessary, clauses concerning compliance with codes and procedures relating to ethical risks arising from the co-investor, the co-contractor, the supplier or the subcontractor.

Article 1.4: Observance of rules and penalties

In all circumstances, the directors and employees of the Group are bound to observe the prevailing Group rules and principles that apply to their activities. When a person becomes aware of a real or apparent discrepancy between rules of a different origin⁽⁶⁾, he must immediately notify the ethics officer of his entity or the Group Ethics Officer by any appropriate means⁽⁷⁾.

Any person wishing to request an opinion, advice or signal a compliance problem or an ethical breach that he has observed in the Group should

(3) The term entity refers to one or more companies, one or more departments of one or more companies, one or more groups of companies or, more generally, any combination of these groups or sub-groups placed under the same authority.

(4) Either by a stake in the capital or by exercising voting rights via one or more Group companies.

(5) This means that joint subsidiaries and joint ventures are not required to comply with the preceding paragraph provided that they are not managed by the Group.

notify either his supervisor (*see article 2.4.3*), or the specific departments (HR, legal affaires, safety, etc.) or the competent employee representatives⁽⁶⁾ or an ethics officer. Anyone may contact an ethics officer confidentially and without fear of reprisals on the condition that such contact is made in good faith.

A director or an employee, regardless of his function and position in the hierarchy, who breaches the rules renders himself liable and may be penalised in accordance with law and local practices. In certain circumstances, he may also render his company liable.

Article 1.5: E & C evaluation, controls and audits

Article 1.5.1: Evaluation of individual knowledge and conduct

An evaluation of individual knowledge and behaviour in relation to ethics and compliance is carried out periodically by the supervisor (*see article 2.4.3*). When an entity conducts “surveys of the social climate” at regular intervals with its personnel, they shall include questions relating to the Ethics Program.

(6) This may, for example, be due to a difference between the regulations of the country of the parent company and those of the country of its subsidiary.

(7) Sending an e-mail to ethics@gdfsuez.com is the easiest way to contact the Group Ethics Officer. You may write to him at this address in the official language of any country where Group entities operate.

(8) Certain national or local regulations define, as a requirement or an option, the cases in which certain types of recourse are handled via these bodies.

Article 1.5.2: Controls and audits

Alongside management of the compliance policy, which is a task of the Ethics and Compliance Department (see article 2.5), the internal control and audit departments must be watchful for information pointing to any breach of the rules set forth in the Ethics and Compliance Program as well as any weak points in the organisation of companies. Should such circumstances arise, these departments shall report to their supervisors, inform the ethics officer and, where necessary, conduct a specific review of certain applications of the Ethics and Compliance Program.

THE ORGANISATION OF ETHICS AND COMPLIANCE

Article 2.1: The E&C organisation model in GDF SUEZ

The GDF SUEZ Ethics and Compliance Program features the following items:

- the appointment of high-level supervisors to apply the Program;
- the publication of charters, codes or guides that define the goals of the Program, as well as the main application structures and procedures;
- the involvement of control and management bodies in the entities;
- a follow-up of the dissemination of the documents and of the degree of familiarity of the documents on the part of those who apply them;
- awareness, training and communication actions that tie in with the preceding points;
- detection and monitoring of ethics risks;
- prevention of non-observant behaviour;
- evaluation of the Program and its periodical review, as well as the evaluation of compliance with ethics and regulations, both individual and collective;
- monitoring of compliance, detection of behaviour not in compliance with ethics and regulations and a follow-up of any penalties;
- periodical reporting of the application of the Program;
- allocation of budgets for carrying out actions.

Article 2.2: Control bodies

Article 2.2.1: Participation of the control bodies

The boards of directors and/or the supervisory boards of GDF SUEZ and of its subsidiaries shall oversee the Program. They must be kept informed as needed of the application of the Program. A committee for ethics, the environment and sustainable development shall be set up under the GDF SUEZ board of directors⁽⁹⁾. The committee shall assist the board of directors and the audit committee in areas relating to governance, ethics and compliance.

The directors of a company may not relinquish themselves from their duty of surveillance of the E&C Program set up within their company.

Article 2.2.2: The boards of directors and the supervisory boards

GDF SUEZ intends to continue setting an example in the field of corporate governance. The rules of procedure of its board are public and their application is the subject of reports to the general shareholders' meetings.

When a director is appointed, the chief executive shall ensure that the appointee is informed of his rights and duties as well as of the goals and the application of the Ethics and Compliance Program. The chief executive must explain that the Program concern the appointee and must remind him that his civil and even criminal liability may be involved in the event of misconduct during the fulfilment of his duties.

The boards of directors that do not have an independent director shall periodically examine the advisability for their company of having one.

(9) For further details, please see the board of director's rules of procedure on the Group Website.

Article 2.3: The role of executive directors ⁽¹⁰⁾

The executive directors are on the front-line of accountability for the Ethics and Compliance Program of their company. To that end, they must have the tools necessary to oversee the application of the Program and to detect any violations thereof, in particular criminal acts. They shall set up a system to verify the relevance of information they receive concerning the application of the Program, instances of fraud and breaches of written provisions set forth in the E & C implementation documents in force throughout the Group.

The executive director of an entity shall appoint an ethics officer for his entity (*see article 2.5.1*), being sure to provide him with the appropriate human and budgetary means and authority necessary to execute his missions.

Article 2.3.1: Reporting by the executive directors

The executive directors of the entities within the internal scope of application of the Program shall inform the executive director of their parent company about their ethics and compliance policy by means of a compliance letter⁽¹¹⁾ at least once yearly.

When an executive director appoints an ethics officer he shall immediately inform the executive director of his parent company of the appointment, which must conform to the provisions of article 2.5.1.

(10) This term refers to the person at the top of the executive. His title may be chief executive officer, managing director, general manager, acting managing director, deputy director general, chairman of the board, manager, etc.

(11) The procedure of the compliance letter is described every year in a memo issued by the Group ethics officer to the directors of the direct GDF SUEZ subsidiaries.

Article 2.4: The involvement of the hierarchy

Article 2.4.1: The role of management

High-level staff⁽¹²⁾ have the duty to ensure, individually and collectively, the effectiveness of the entire Ethics and Compliance Program.

Other managerial staff bear this responsibility for the part of the Program referring to their area of competence; they must be familiar with the Program and its main provisions. Because of their role in the company, their decisions have a significant impact on the Group's ethics and compliance. Their behaviour should therefore set an example.

Article 2.4.2: Mission statements

When an administrative superior appoints a post to a particular person, he must be sure the person has the skills, authority and means necessary to apply the Ethics and Compliance Program. He must also be sure that the person has a mission statement.

Article 2.4.3: Staff knowledge of the rules

The administrative superiors must disseminate the rules to their employees so that they may implement the E & C rules concerning their professional activities. For that purpose, they shall organise training and awareness schemes. As a general rule, they shall assist employees who raise questions or who express concerns about ethics and compliance rules (*see article 1.4*).

In applying the present article, the administrative superiors shall make use of, as needed, the means made available by the Ethics and

(12) This term refers to persons who have the possibility of exercising significant control authority over the running of the company or who are able to influence a part of the company's policy. Some examples are a director, a general manager, a member of the executive committee or a person in charge of a large operational or support unit of the company, such as sales, finances, HR or communications.

Compliance Department (*see article 2.5*) and may call on other company departments, such as the human resources department, the legal department or internal communications department.

Article 2.4.4: Application of the rules by staff

While the administrative superiors must verify their employees' knowledge of their ethical and regulatory obligations, they must also see to it that their employees follow practices that fulfil their obligations. It is up to them to enforce these obligations. When a penalty is called for, it shall be applied pursuant to local practices and law (*in accordance with the last paragraph of article 1.4*).

Article 2.5: The ethics officer

The ethics officer, who works full or part time, is appointed from among the upper levels of staff. He is in charge of the E & C Program as described in article 2.1, which in no way alters the responsibilities of other members of the company's hierarchy who in all circumstances remain responsible for the behaviour and conduct of the functions, services and departments in their charge.

The GDF SUEZ ethics officer is also called the Group Ethics Officer. He is assisted by an Ethics and Compliance Department in the implementation of the Program. This department, under the direct authority of the Group Ethics Officer, acts on his own behalf. The ethics officers of the Group entities call upon the support of the Ethics and Compliance Department as needed. All the ethics officers together make up the Group Ethics and Compliance network.

Article 2.5.1: Appointment of an ethics officer

The person at the top of the executive of an entity appoints the ethics officer who reports directly to him. The ethics officer takes part in the entity's executive committee, or its equivalent body.

When an ethics officer is to be appointed in a subsidiary, or an entity, controlled or managed by the Group pursuant to the first paragraph of article 1.2, the executive director of the subsidiary or entity must agree on the candidate with the ethics officer of the parent company or entity. Furthermore, if an ethics officer is appointed by the director of the company or entity, the latter must reach an agreement on the candidate with the ethics officer of the company's head office.

Article 2.5.2: The deputy ethics officer(s)

When deemed necessary, the ethics officer may delegate design, control or execution duties, within limits he decides, to one or more deputy ethics officers.

Article 2.5.3: The formal ethics officer networks

Beyond his formal relations with the control and management bodies, the ethics officer may set up a committee made up of high-level staff. This committee has the task of overseeing the organisation of ethics and compliance, coordinating the actions of the various departments and/or subsidiaries, assessing their effectiveness and proposing improvements.

The Group Ethics Officer shall keep an updated list of the ethics officers appointed in the subsidiaries and shall meet with them periodically.

In order to further the dissemination of the Program, the ethics officers may ask the directors of the subsidiaries to appoint for them correspondents of the parent company ethics officer who would be helpful because of their experience or owing to the entities' organisation. The correspondents are part of the Ethics and Compliance network.

Article 2.5.4: Rules of confidentiality and anonymity

Any issue or information brought to the attention of an ethics officer is considered to be confidential. Ethics officers shall take the steps necessary to protect the anonymity of the persons concerned.

A person who has legitimate reasons to lift this confidentiality may authorise the ethics officer to do so. An ethics officer who is pressured to lift someone's anonymity must notify the Group Ethics Officer without delay. The person or persons applying such pressure, or anyone who lifts anonymity without authorisation, is liable for penalties. This confidentiality obligation shall be applied in accordance with local practices and law.

An ethics officer is not required to take into consideration an issue, information or a report that has been sent in by a person wishing to conceal his identity via, for example, an anonymous letter.

Ethics officers shall take all steps necessary to ensure that the person sending in the report suffers no reprisals (*see article 1.4*).

Article 2.5.5: Reporting by the ethics officer on ethics and regulations

Ethics officers shall periodically report to the boards of directors and supervisory boards of their entity, as well as to other high-level staff of the entity. The same type of reporting shall be sent to their entity's general management. A summary document shall be attached to the conformity letter described in article 2.3.2. Ethics officers shall also take part in the regular reporting procedures conducted for the management bodies.

CODES AND OTHER IMPLEMENTATION POLICIES

Article 3.1: Preparation of a Code of Conduct

The GDF SUEZ values and Ethics Charter are applicable throughout the Group. If an entity prepares its own such text, it must be in step with them.

The administrative superiors shall inform the persons under their responsibility of their ethical, deontological and regulatory obligations. They shall do so by any appropriate means such as charters, codes, guides, memoranda, good practices or procedures (generally referred to as codes in the present Title 3). Ethics officers must prepare these codes in cooperation with the concerned departments of the company.

These codes shall set forth the essential obligations that are relevant to the entity under consideration. Ethics officers must ensure that the documents used in the entities under their responsibility are pertinent and consistent, in particular in relation to the texts mentioned in the first paragraph of article 1.2.

Article 3.2: Distribution, reminders and updates

The documents defined in article 3.1 shall by preference be distributed by the supervisors and shall be the subject of periodical reminders. The ethics documents necessary for the satisfactory execution of the employees' missions shall be submitted to them when they are appointed and when they are transferred to a new post. The initial distribution, reminders and revisions shall be organised jointly by the supervisors, human resources departments and the ethics officers.

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