

Integrity Referential

The fight against corruption and fraud is one of the ethical commitments on which ENGIE bases its ethics and compliance policy.

The integrity referential gathers together the policies and procedures dedicated to the prevention of fraud, corruption and influence peddling. The highest international standards (UK Bribery Act, US Foreign Corrupt Practices Act (FCPA), French Sapin 2 law), served as a basis for the establishment of the ENGIE anti-corruption program.

1. DEFINITIONS AND REGULATORY PANORAMA

1.1. Definition of fraud

Is considered as a fraud any action or any behavior, of any nature or purpose, of an employee, of a service provider acting for the Group or of a Group entity, aiming at misleading or at taking advantage of someone, by violating any applicable law or breaching any mandatory standard stipulated by the Group.

Fraud can take multiple forms, such as:

- theft: of money, goods or data
- deliberate falsification, concealment or destruction of data and/or documents
- false entries or declarations
- manipulation of accounts
- counterfeiting
- money-laundering
- swindling
- intrusion into computer systems
- corruption (see 1.2. below).

Fraud is characterized by:

- an act or omission
- violation of a reference framework: applicable laws, the company's rules
- sometimes by concealment, in order for the perpetrator of the fraud to escape the application of the law, to earn money, to obtain undue advantages, to preserve his/her reputation, etc.

1.2. Definition of corruption

Corruption is a specific form of fraud, committed by any person or entity working for or on behalf of ENGIE: top executive, employee, partner, business consultant...

Whether public or private, corruption can be:

- **Active:** giving, offering or promising any undue advantage (pecuniary or other) in return for an advantage that a person is likely or assumed to be likely to procure, either directly or indirectly.
- **Passive:** soliciting, approving, accepting or receiving any undue advantage for oneself or others, in return for an advantage likely or assumed to be likely to be procured, either directly or indirectly.

Corruption can take multiple forms, such as:

- **cash benefits:** bribes, credits, kickbacks, false invoice, sponsorship in order to obtain an undue advantage, facilitation payments (amounts intended to accelerate the completion of a formality to which the beneficiary is entitled (for instance: visa, clearance, etc.).
- **benefits in kind:** provision of services, invitations, gifts, internship or hiring, etc. The corruption is then often accompanied by a fraud intended to conceal it.
- **extortion**, which in French law is defined as when a person attempts to obtain advantage through violence, threats of violence or coercion.
- **influence peddling**, which is a separate offence under French law and occurs when the corrupt individual abuses their actual or presumed influence to procure a decision favorable to a third party from an authority or public body.
- **extortion by a public official**, which French law defines as when a public official or person entrusted with a public mission receives or demands duties, contributions, taxes or other levies that they know are not due, or when such person grants in any form and for any reason any exemption from any public duties, levies, taxes or charges in violation of laws or regulations.

1.3. Regulatory panorama

Most states have instituted norms that punish bribery and the acceptance or solicitation of bribes by public and private agents, coupled with civil and criminal sanctions, which may be significant, and which are in some cases not time-barred.

These legal norms enable countries to carry out economic policies. Certain of these, in particular the U.K. Bribery Act (UKBA), the U.S. Foreign Corrupt Practices Act (FCPA) and the French Sapin II law, have an extraterritorial reach that enables countries to exercise jurisdiction against offenders in their courts, wherever the offense was committed and whatever the nationality of the offender.

Moreover, a single act of corruption may be sanctioned in several jurisdictions, as the French and European principle of double jeopardy (*non bis in idem*¹) does not systematically apply in international litigation.

The ENGIE anti-corruption policies are part of the Group's corruption prevention actions. They apply to employees from all Group entities, business consultants, industrial and financial partners, subcontractors and suppliers, and to partners in patronage and sponsorship projects. The effective implementation of these policies is a potential mitigating factor that may lighten sanctions incurred.

1. *Non bis in idem*: French and European law principle that the same offense may not result in more than one prosecution. It is found in Article 368 of the French Code of Criminal Procedure.

More generally, ENGIE's anti-corruption policies and procedures reflect the Group's ambition to follow for its actions in the highest international standards of ethics and compliance, such as the UN convention against corruption and the OECD Guidelines for Multinational Enterprises.

The Group, which is in particular subject to the UKBA, the US FCPA, and the French Sapin 2 law, has shaped its policies with respect to the prevention of corruption to the rules promulgated (see the ENGIE Ethics compliance referential) under the guidelines pertaining to the UKBA and the US FCPA, and the recommendations of the French Anti-Corruption Agency (AFA):

- The **U.S. Federal Sentencing Guidelines**³ provide for leniency for a business that cooperates with the U.S. government where it has set up an effective corruption-prevention program in accordance with the 7 steps defined in the Guidelines.
entry into a Cooperation Agreement, a Non-Prosecution Agreement, or a Deferred Prosecution Agreement.
- The **UK Bribery Act Guidelines** describe the 6 principles to implement in order to rely on an affirmative defense and to be permitted to enter into a "Deferred Prosecution Agreement."
- The **Recommendations of the French AFA**⁹ and the specific guides describe the measures of article 17 of the Sapin II law on the basis of an articulation around three inseparable pillars, the first two of which appear as the structuring elements of the anti-corruption system: (1) the commitment of the governing body, (2) risk mapping and (3) risk management based on (i) their prevention through the code of conduct, training and evaluation of third parties; (ii) their detection by the whistleblowing system and controls – accounting controls and internal controls; (iii) and the remediation of the anomalies and/or breaches detected, by means of the definition of corrective measures and the application of the disciplinary system. The implementation, in the company, of the principles set forth in article 17 of the Sapin II law may lead, in the event of misconduct, to leniency in sentencing and the use of a plea agreement under the **Sapin II law**. Conversely, the failure to implement a compliance program may have significant financial consequences or constitute an aggravating factor in sentencing.

³ United States Sentencing Commission, Guidelines Manual, §8 (Nov. 2021) (<https://www.ussc.gov/guidelines/2021-guidelines-manual-annotated>)

⁹ First version : December 2017; second version: January 2021 (<https://www.agence-francaise-anticorruption.gouv.fr/files/files/Recommandations%20AFA.pdf>). With regard to the legal scope of AFA's recommendations, the AFA's Sanctions Committee recalled that " the (...) recommendations do not create a legal obligation for those to whom they are addressed" and that "the organizations (...) are free to adopt other methods", companies which indicate during an inspection that they have complied with them benefit from a simple presumption of compliance of their anti-corruption system with the requirements of the Sapin II law. (Sanctions Committee, July 4, 2019, Société S SAS and Mme C, n°19-01, §18 and Sanctions Commission, February 7, 2020, Société I. et M. C. K., n°19-02, §16 and 17)

Summary table

Topic	US Federal Sentencing Guidelines 7 steps (2004)	UK Bribery Act Guidelines 6 principles (2010)		FRANCE Sapin II law (2016, entered into force on 01/06/2017) - AFA Recommendations
Information	2. Commitment of Top Management	2. Commitment of Top Management		1. Code of conduct (as part of the company's internal rules)
Training	4. Anti-corruption training	5. Communication and training on anti-corruption		6. Training
Tools (adapted to risks and business)	1. Implementation of an anti-corruption program 3. Due diligence 6. Promotion and update of anti-corruption program	1. Appropriate procedures 3. Risk assessment 4. Due diligence		3. Risk assessment 4. Due diligence business associates
Controls	5. Evaluation of program + whistleblowing 7. Appropriate responses to illegal activities	6. Monitoring and evaluation		2. Whistleblowing 5. Financial control 8. Program monitoring 7. Sanctions

Source: CIRCE Finance, in ENGIE's training "Understanding and preventing the risk of fraud and corruption" (2017) – 2022 updated version

On the other hand, as part of its commitment to fight against corruption, the Group has also taken a voluntary commitment beyond the regulatory framework, by joining the United Nations Global Compact – the 10th principle of which relates to combating corruption – and the French section of the Transparency International NGO, organization of civil society dedicated to the fight against corruption.

2. IMPACTS FOR THE COMPANY AND FOR EMPLOYEES

2.1. Potential impacts of fraud and corruption risks for the company

Fraud and corruption generate financial costs that can be high and hard to recover, but, more broadly, they represent major risks of various kinds for companies:

Strategic risk

A case of corruption can be a handicap to external growth and can destabilise a merger or an acquisition price. A company found guilty of corruption can, in extreme cases, be forced to close sites, pull out of a country, or, more commonly, can find itself on a blacklist excluding it from certain contracts and forcing it to rethink its development strategy.

Moreover, many company stakeholders (rating agencies, industrial customers, partners, etc.) will require it to provide ethical and transparency guarantees before entering into a relationship with it.

Image and reputation risk

When a case of corruption is made public, the resulting impacts can be more and more severe. Indeed media coverage of a corruption case undermines the trust of the public and of customers. Any conviction or suspicion of fraud invalidates the efforts that the company has made to pursue operational excellence and comply with the ethical and societal norms of public opinion, and causes lasting damage to its credibility and to its legitimacy to operate, and also causes the financial markets to question and potentially to penalise the company.

Budget and financial risk

There is obviously a direct budget risk, in terms of the fines imposed on the company, the repayment of undue profits (past and future), and the loss of turnover caused by project closures. There are also indirect consequences such as site closures, exclusion from contracts (especially public ones) or from funding (by blacklisting by the World Bank in particular), etc.

All of these consequences translate into a reduction in earnings, in distributed profit and in prospects of growth. This is likely to undermine the confidence of financial markets in the long term and therefore lower the company's share price.

Within the company, corruption masks the actual competitiveness of products and services and hinders their continual adaptation to market requirements. In economic terms, corruption skews the principle of transparent and fair competition. At national level, especially in the poorest countries, it diverts public resources away from actions to promote social progress and runs counter to the principles of democratic transparency and accountability. For all these reasons, corruption is subject to heavy penalties including fines, imprisonment and, for the individuals convicted, deprivation of civic rights.

Internal cohesion risk

Fraud and corruption are unethical processes, in profound contradiction with the Group's values and commitments, that can do lasting damage to the internal climate: they impact the staff motivation, the sense of belonging and the loyalty of current employees, and also undermine the Group's ability to attract the best talented people.

2.2. Potential impacts of fraud and corruption risks for employees

Fraud and corruption, be they active or passive, also put guilty employees at personal risks: they expose themselves to civil and criminal prosecution (legal costs, fines of up to several million euros, imprisonment, residence restrictions in some countries, etc.), as well as negative individual impacts on their working life (job loss, difficulty finding a new job) and their social life (family breakdown, social isolation, etc.).

More and more, the judicial authorities tend to also prosecute the managers of the entities whose employees have committed acts of corruption, for lack of effective implementation of the appropriate compliance program, for failure to fulfill the duty of prevention and control, etc.

3. ENGIE Reference texts

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

1. **The Group Ethics Code of Conduct**, which sets out the general framework within which each employee's professional behavior must fit, presents the ENGIE five fundamental ethics principles and describes the Group's ethics and compliance organization, and presents concrete examples by theme regarding the implementation of ethics in everyday life. This document, available in 10 languages, is applicable to all Group employees and shared with external stakeholders.
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/human rights policy and ethics compliance referential.
3. **The professional codes of conduct**, which set out the implications of the Group's ethical commitments for specific professional categories.

To date, the following policies and procedures (see the architecture of ENGIE ethics and compliance reference documents, and presentation of the below policies and procedures on ENGIE website and Ethics & Compliance pages on the Group intranet) are gathered in the integrity referential:

- Business consultant policy
- Gift, hospitality & technical trip policy
- Ethics, environmental and societal responsibility clause
- Due diligence policy on partners related to investment projects
- Due diligence policy in the context of patronage and sponsorships
- Due diligence policy for suppliers and subcontractors
- Note on ethics due diligence for external/internal recruitment of persons most exposed to ethics risk
- Policy for the prevention of conflicts of interests

The code of conduct on lobbying and the code of conduct in supplier relations also contribute to the Group culture of integrity.

For any information or details relating to these different themes, refer directly to the policies and procedures mentioned above, available via the Intranet My Ethics Compliance & Privacy.

4. INTEGRITY AND ETHICS COMPLIANCE

Other elements contributing to the compliance program and to integrity are detailed in the Ethics Compliance Referential, in accordance with the correlation table below:

Topic	See Ethics Compliance Referential
Main parties involved in integrity	See 1. Main parties involved in ethics compliance
Mandatory analysis of corruption risks	See 2. Ethics risks analysis
Policies and procedures gathered in the ethics compliance referential	See 3. ENGIE reference texts (amongst which: the Group whistleblowing system and the Group Ethics & Compliance training plan)
Managerial reporting and treatment of fraud and corruption incidents	See 4. Managerial reporting (My Ethics Incident) and treatment of ethics incidents
Control system	See 5. Control system
External certification of the anti-corruption program	See 5.4. External certification

For these different themes, please refer to the Ethics compliance referential.