

# BUSINESS CONSULTANTS POLICY

## PRINCIPLES

RESPECT  
INTEGRITY  
LOYALTY  
HONESTY  
& COMPLIANCE  
ETHICS



## DEFINITIONS

### **BUSINESS CONSULTANT**

A Business Consultant refers to any person, regardless of its title or job description (service provider, agent, supplier, co-contractor, subcontractor, and so on), acting on behalf of a GDF SUEZ Group's company, by establishing, as a minimum, contact with Public Officials or private persons in order to develop, conclude, maintain or complete that company's business activity through contacts or information, excluding people that deal exclusively with consumers.

### **PUBLIC OFFICIAL**

The term "Public Official" refers to:

- an officer, a representative or a staff member of a government or political party, an entity owned or controlled by public authorities or in charge of a public service, or an international public organisation;
- a person authorised to act officially in the name or on behalf of the entities listed above;
- a candidate for political office;
- a civil servant;
- a member of a legislative body (of a parliamentary nature).



## MESSAGE

*“By people for people”: our corporate plan is at once industrial, social and human. These three inseparable dimensions are what give it its strength. It is based on strong, shared values: drive, commitment, daring and cohesion. Our corporate plan cannot be pursued without ethics, which is one of our fundamental duties and on which we are uncompromising. Breaches of ethics are inadmissible and strictly punished.*

*The GDF SUEZ Group’s ambition to base its development on a culture of integrity requires that all Group entities and their employees, as well as their partners, including Business Consultants, always act in accordance with the Ethical Standards that apply to them.*

*To ensure compliance with these principles, the Group has established a “Business Consultants Policy”, to deal with its relations with the Business Consultants tasked with researching or developing business on behalf of the Group. Its principles are outlined in this document.*

*The GDF SUEZ Group’s Business Consultants Policy is based on international standards resulting from work by governmental organisations such as the OECD and the UN; professional organisations such as the International Chamber of Commerce (ICC) and the most stringent legal provisions taken from the laws of France, United Kingdom, and the United States.*

*The rigorous selection process that we apply to our Business Consultants reflects our level of commitment to business ethics. It also means, in relation to the consultants we work with, an acknowledgement of their own commitments in terms of integrity.*

*Together we are building a business relationship based on transparency, for the benefit of our customers and with respect for the trust they place in us.*

**Gérard Mestrallet**  
Chairman and Chief Executive Officer

# THE FOUNDATIONS OF THE BUSINESS CONSULTANTS POLICY



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## POLICY

*The Business Consultants Policy has been approved on 23 July 2012 by the GDF SUEZ Executive Committee.*

### **A Policy graduated according to risks**

For all its Business Consultants, regardless of their country or operation sector, GDF SUEZ implements one single policy for selection, validation and monitoring. This policy is “graduated according to risks” in order to carry out more thorough due diligence when the specific stakes of a contract require increased vigilance.

Initially, all prospective consultants are asked to complete a “request for contractual information”. In particular, Business Consultants should specify any personal connections they may have with the entity GDF SUEZ hopes to work with. It is essential for the Group to be certain that there are no conflicts of interest which could affect the transparency of its business transactions.

This request for contractual information, the details of which will be used in the contract signed between the Group and the consultant, if he is selected, also helps to ensure that the consultant meets the Group’s standards of integrity.

### **Two implementation procedures**

Either an ordinary procedure, or an enhanced procedure applies to Business Consultants. This distinction is made on the basis of objective criteria that take into account details such as the country of operation, the amount and terms of remuneration. Any possible

connections the pre-selected consultant may have, or have had, with the transaction or business for which the Group wishes to use the services of the consultant are also taken into account.

### Three stages of implementation

The Group Policy is implemented according to the three stages described below. The distinction made before the process begins, between an “ordinary” and “enhanced” procedure simply means a variation in the implementation methods for each stage.



### SOURCES

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The Policy is based on the following reference texts relating to Business Consultants policies:

- Typologies on the role of intermediaries in international business transactions (OECD, 2009)
- Guidelines on Agents, Intermediaries and Other Third Parties (ICC, 2011)
- US Federal Sentencing Guidelines, chap. 8 – “Effective Compliance and Ethics Program” (the “7 steps”) - 2011
- UK Bribery Act - Guidance – 2011
- FCPA “A Resource Guide to the U.S. Foreign Corrupt Practices Act” – DOJ & SEC 2012.

# THE THREE STAGES OF THE BUSINESS CONSULTANTS POLICY



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## SCOPE OF APPLICATION

*The Policy applies to the entire GDF SUEZ Group, to all its subsidiaries and to companies in which the Group has representatives who are in a position to ensure they adhere to this Policy.*

## 1/ THE DUE DILIGENCE STAGE

*To assess the risks and establish complete records*

The purpose of the due diligence stage is to conduct a thorough analysis of the potential legal risks related to the use of a Business Consultant, in the context of a given mission. Its aim is to enable a decision to be made, based on all the available information during the next “validation” stage.

It consists of compiling a “due diligence report” covering the characteristics of the consultant (professional qualifications, legal status, financial stability, connections with the entity with whom GDF SUEZ wishes to work, reputation, and so on), and on their mission and remuneration.

For an ordinary procedure, the consultant’s details are analysed on the basis of answers to a request for contractual information document completed by the consultant, and of a databases search.

For an enhanced procedure, the due diligence from the ordinary procedure is completed through additional analyses.

## **2/ THE VALIDATION STAGE**

*To approve the use of the consultant and sign the contract*

The purpose of the validation stage is to approve the due diligence report by allowing a party that has not been involved in the choice of Business Consultant to assess the file. The aim is to check that the procedure has been correctly followed, that the risks have been properly examined and addressed, and that the decision to use a consultant is appropriate to the expected commercial outcome.

The managerial level of the people involved in the validation varies depending upon the procedure followed - ordinary or enhanced. The validation stage is concluded by the signing of an appropriate contract between the Business Consultant and the Group entity, based on the Group model contract currently in force.

## **3/ THE ACTIVITY MONITORING STAGE**

*To monitor the proper execution of the mission and make sure all relevant documents are recorded*

The purpose of this stage is to ensure proper implementation of the contract. Its aim is to make sure that the Business Consultant's mission is carried out in compliance with the contract. In particular with regard to the work they have accomplished and the terms of remuneration, compliance with their scope of application, and with applicable anti-corruption laws. A written activity report must be submitted by the Business Consultant in accordance with the payment terms given in the contract.

In all cases, payment can only be made once the activity reports have been received and approved. All documents in the Business Consultant's file are recorded according to a dedicated procedure, so that all relations between the Group and the consultant can be evidenced.

# Our values

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drive  
commitment  
daring  
cohesion



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