

# ETHICS GUIDELINES FOR **COMMERCIAL** **RELATIONSHIPS**



**GDF SUEZ**

REDÉCOUVRONS L'ÉNERGIE



|   |       |
|---|-------|
| FOREWORD  | P. 4  |
| INTRODUCTION  | P. 5  |
| <b>PART I</b>   |       |
| CUSTOMERS AND CONTRACTING PARTIES                                     | P. 7  |
| SUPPLIERS   | P. 10 |
| COMPETITORS   | P. 12 |
| INTERNATIONAL BUSINESS  | P. 14 |
| <b>PART II</b>  |       |
| ACCEPTING GIFTS AND INVITATIONS                                       | P. 19 |
| OFFERING GIFTS  | P. 21 |
| ENTERTAINMENT EXPENSES  | P. 23 |
| INVITATIONS TO CULTURAL AND SPORTS EVENTS                             | P. 24 |
| CONFERENCES AND SITE VISITS   | P. 26 |
| CORPORATE PHILANTHROPY AND SPONSORSHIP                                | P. 28 |
| CONSULTANTS, AGENTS AND REPRESENTATIVES                               | P. 30 |
| SOLICITATIONS AND OTHER PRESSURES                                     | P. 32 |
| APPENDIX: A PROCEDURE FOR SELECTING<br>AND MONITORING BUSINESS AGENTS | P. 36 |



# Foreword



This document provides information and principles of conduct for a variety of situations. Nevertheless, in everyday life there are many other situations where most of all common sense and discernment must be relied upon to guide appropriate behavior.

All employees are responsible for their own professional conduct. The fact that a colleague or competitor may behave differently from the behavior prescribed in this digest is no reason, nor excuse to contravene the Group's rules. Pursuit of commercial success or profit does not excuse misconduct.

Whenever national or local laws governing a company's operations are more restrictive than those developed here, they take precedence.

In the present document, the words «colleague» or «personnel» refer to any employee, manager, company director (member of a board of directors) and, generally speaking, all persons authorized to act on behalf of the company. The personal pronoun «he» (and its possessive «his») in every case includes the meaning «she» (and «hers»).

This is not a contractually binding document and establishes no new right or duty between employees of GDF SUEZ or its companies. GDF SUEZ may amend it unilaterally at any time.



# Introduction

Every company department and function contributes to the company's success. The commercial function, however, has the special characteristic of being in direct contact with a particularly valuable resource, the customer.

A company's future depends upon the work of those performing commercial functions, upon their know-how and their success in fulfilling their assignments. It also depends upon their personal conduct since, through them, the Group's ethics, values, and principles will be perceived. For this reason, how one handles himself in the commercial relationship constitutes an essential reflection of Group policy.

It is, therefore, necessary to provide some key directives and outline a few rules and principles that will help everyone understand what is expected from each colleague throughout the world and in every Group company.

This guide is intended not only for those who perform commercial functions but also covers how colleagues in general are to relate to customers. While this document may appear new in its presentation, its contents are not; it incorporates various provisions already in force in many Group companies. Its ambition is not to provide answers to every situation that may present itself, but rather to establish guidelines to help colleagues to act with care and discernment. It should not replace naturally working together with Group personnel and their supervisors for dealing with difficult situations.

**In case of doubt concerning the right conduct, all personnel shall contact their company's Legal Department or Ethics Officer.**

# PART I

# Customers and contracting parties

A company's principal commercial partners are its customers and consumers, whether individuals or businesses, public or private, as represented by their purchasing agents or contracting parties. Our relations with these various parties are not necessarily the same. This chapter illustrates the manner in which GDF SUEZ sees its relations with them.

## **RELATIONS WITH PUBLIC AND PRIVATE CONTRACTING PARTIES**

Business relations with all contracting parties, including political figures, elected officials, and civil servants, are based on honesty, fairness, respect, and a desire to serve mutual interest. Our contracts and transactions are concluded on the basis of the recognized quality of our services and consistent with applicable rules and procedures.

Group personnel are careful to respect all national and international rules governing relations between companies and local governments and their representatives. These

rules often provide specific procedures, restrictions and prohibitions aimed at avoiding the possibility of corruption or conflicts of interest. They must be carefully observed.

Group colleagues must neither offer nor solicit requests for any advantage or gift with the intent of exercising any pressure on an elected official, political figure, civil servant, or private contracting party.


Group personnel are to exercise care to avoid giving the impression that the company they represent seeks any improper advantage. This does not, of course, prevent companies from becoming actively involved in the life of the community, in particular to develop a program of corporate sponsorship and philanthropy within the bounds of applicable law and regulation.

A member of Group personnel, as any other citizen, is free to become active politically. In such cases, to avoid conflicts of interest, it is his responsibility to maintain a complete separation between such activity and his professional responsibilities.

## **ON-GOING CUSTOMER RELATIONS**

Above all, colleagues honor the terms of contracts binding the company and its customers to avoid betraying their confidence, and to perform what is expected of them honestly, openly, and without empty promises. They are also expected to respect all laws and regulations applicable to their business, particularly those which relate to the safety and protection of consumers and competition and promote long-term commercial relations based on balanced respective interests. Finally, colleagues will make every effort to deal with all complaints, or see that they are dealt with. In his business capacity, each member of Group personnel must be ethically beyond reproach. He must never denigrate a fellow colleague, a Group company, or any third party.





To preserve everyone's good reputation, each colleague must refuse personal advantages in whatever form. It goes without saying that a colleague must never accept payment by a customer for acting against his employer's interests.

Numerous Group company colleagues are in direct contact with users of public services that are provided by Group companies. If in the normal course of their business these individuals become privy to aspects of the personal or professional lives of these users, they must take great care to respect the users' privacy and to utilize such data only for business purposes.

As a general rule, personal data –particularly related to a customer, a supplier, or a colleague – must never be transmitted to a person without a business need to know, nor outside the company possessing such data. In addition, information relating to an individual must be available for communication to that individual in application of a procedure known by company colleagues and established under the responsibility of company management. Some countries have more stringent regulations than others in this regard. Furthermore, management must ensure colleagues are informed of these various regulations each time such information is to be transferred from a country to another.

Colleagues working with Group companies in the telecommunications sector must be particularly careful and inform themselves of the regulations applying to them through their immediate supervisors or company Ethics Officers.


# Suppliers

Any member of Group personnel may have supplier contacts; those having such contacts therefore see to it that Group interests are defended and that they preserve their independence of judgment and avoid any situation involving a conflict of interest<sup>(1)</sup>. In order to develop confident, long-lasting supplier relations, whenever possible colleagues seek solutions of benefit to both parties. Group personnel therefore strive to develop mutually courteous relations with suppliers.

Relations with suppliers are governed by the following principles:

- integrity and impartiality (refusal of a direct or indirect advantage that may influence a business decision),
- observance of the terms of contracts, promises, and commitments, particularly payment schedules,
- observance of applicable international and national regulations, particularly those relating to competition,
- clear statement of candidate selection and contract award criteria,

(1) In this regard, refer to the Ethics Guide entitled «Conflicts of Interest.»

- 
- in relations with third parties, respect for the confidential nature of information which may harm the interests of a supplier,
  - accuracy of information communicated to suppliers,
  - rapid and equitable settlement of disagreements.


Colleagues working in purchasing departments in particular are committed to applying these principles.

# Competition

The Group's Ethics Charter is explicit: «The Group complies with the rules of fair competition.» In most countries, breaches of the rules of fair competition are severely punished.

Thus, the practice of concertation between one or more competitors is generally considered to be anti-competitive and therefore prohibited if, for example, the practice had the effect (or objective) of:

- conducting coordinated bids,
- price-fixing,
- limiting production, investments, and innovation,
- dividing up or segmenting markets, outlets, or sources of supply, whether by territory, type of customer, or other category,
- eliminating a competitor, customer, supplier, or new market entrant.



Furthermore, a company that has a significant or leading market share must be careful not to take unfair advantage of its dominant position, nor place a customer or supplier in a position of economic dependence, or practice discriminatory or excessive prices.

Efforts to obtain legitimate information about the competition and/or suppliers through market observation must not hamper the normal interplay of competition which, if it occurred, could be punished by law.

Group personnel have many legitimate means to track the competition or keep up with technological developments, such as compilation of the press and media, brochures, consultant reports, customer indications, trade show or site visits, etc. Dishonest, unethical, or illicit means must never be used. Any such recourse is strictly prohibited, including the use of intermediaries who use illegal means, or any unauthorized visit to a competitors' premises, in particular their construction or their information system sites. With all the more reason, colleagues shall not use information that has been obtained employing such means. Neither shall they copy or plagiarize copyrighted or patented research or products.

Information research efforts nevertheless remain a necessity to know one's position in relation to the competition; every legal and ethical means may be used to obtain such information.

# International business

GDF SUEZ ethical rules do not differ from one place in the world to the next, even though the risks involved may differ in degree. Within Divisions serving international markets, procedures have been put in place to choose partners -and agents with care. While the use of commercial intermediaries is a common practice in international business, it nevertheless requires certain precautions.

## RELATIONS WITH COMMERCIAL AGENTS

The use of commercial intermediaries, whether individuals or companies, must first of all be determined by a need and usefulness analysis. Once this is established, the choice of partner shall take the following factors into account:

- The personal qualities of the individuals, their philosophy, management style, reputation, and network of relations;
- Adequacy of management organization and structure in relation to the size of the company and the nature of its activity;
- Skills and expertise possessed in relation to the contemplated assignment;

- The company's financial structure, economic, legal, and political vulnerability;
- The risk of conflicts of interest.

The commercial relationship is governed by a contract in proper form, and in which the agent commits to refraining from any reprehensible practice, bribery in particular.

Remuneration of commercial agents is made by check or bank transfer, in the name of the agent and upon presentation of an invoice according to procedures so that a Group company cannot be held responsible for or be seen as an accessory to tax or other fraud, for example for having effected a payment in a Non-cooperative Country or Territory (NCCT).<sup>(2)</sup>

## RELATIONS WITH CO-INVESTORS

Similar precautions are required in the choice of co-investors. The nature of our contracts lead us to contemplate long-term partnerships. For that reason, it is essential to seek to reduce, to the greatest extent possible, the risks such a choice involves.

Colleagues, especially those who are expatriates, take care to avoid giving the impression that the Group or the company they represent seeks undue influence on the internal political affairs of the country. Nevertheless, the Group and its subsidiaries can legitimately defend or promote in public their positions on policies or rules which affect their legitimate interests, activities, or ethics. Likewise, Group companies can actively integrate themselves in local life, in particular through corporate sponsorship or philanthropy initiatives, or in supporting employees' volunteer work.

(2) Financial Action Task Force Against Money Laundering (FATF) establishes a regularly updated list of these countries which may be found on the Website <[www.1oecd.org/fatf/NCCT](http://www.1oecd.org/fatf/NCCT)>. This prohibition against payments in NCCTs does not apply to industrial or commercial activities that the Group exercises in such countries or territories in accordance with local and foreign laws.

## COMBATING BRIBERY

In all countries, bribery of political leaders, elected officials, and civil servants is illegal. In countries that have adopted the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions<sup>(3)</sup> the courts have the power to try an individual or company that has committed bribery or been an accessory to bribery of a public official of another country. In principle, the punishment is the same for bribing a foreign public official as for bribing a national public official.

The policy of GDF SUEZ is to reject all forms of bribery everywhere. The GDF SUEZ policy does not only apply to foreign public officials but to any person who might benefit from the act of bribery, due to his authority, responsibilities, or relations.

(3) The OECD Convention of December 17, 1997 defines bribery as follows: «Intentionally to offer, promise or give any undue pecuniary or other advantage, whether directly or through intermediaries, to a foreign official for that official or for a third party, in order that the official act or refrain from acting in relation to the performance of official duties, in order to obtain or retain business or other improper advantage in the conduct of international business.» This Convention was adopted by all OECD countries, as well as by other countries.



# PART II

In connection with our relations with partners – customers, public and private business referral partners, consultants, local agents or representatives, suppliers, etc. – we occasionally offer or receive invitations or gifts, or possibly to participate in corporate philanthropy or sponsorship exercises.

All such initiatives must be adapted, of course, to the circumstances and to the intended recipients. They must also be lawful, reasonable,<sup>(4)</sup> and be made openly<sup>(5)</sup> in terms of their amount, frequency, and timeliness.

**For GDF SUEZ, the overriding principle is to remain strictly within the limits and, if possible below, what is locally acceptable in order to leave those with whom we are in contact freedom of judgment and action so that an outside observer could not doubt the honesty, independence, and objectivity of both the donor and the recipient.**

(4) For example, certain government laws or local regulations prohibit or limit the value of gifts or invitations for public officials or certain categories of civil servants. Therefore, it is necessary to be informed about the possible existence of such regulations, since their infringement could lead to serious consequences.

(5) Group companies are invited to separate out in their accounts the following items: sponsorship initiatives, corporate philanthropy programs, invitations to cultural and sports events, field trips and trade congresses offered to customers, entertainment expenses related to a marketing activity, hunting or fishing invitations, or gifts. It is against GDF SUEZ policy to reimburse expense receipts in cash. These reimbursements are always to be carried out via bank transfer.

# Accepting gifts and invitations

Gifts and invitations are ways of maintaining courteous business relations. The gift must be a material object, not a trip or service, nor, for all the more reason, a sum of money.

The gift must not reduce the independence of judgment or impartiality of the beneficiary vis-à-vis the giver, nor even suggest that possibility.

In principle, colleagues do not accept gifts in connection with or because of their business activity. Nevertheless, courtesy considerations may lead to their acceptance. Such gifts must be limited in number, of reasonable value and associated with occasions which justify them (for example, the end of the year). Management is responsible for establishing specific rules in this regard for operating units.

Generally speaking, an accepted gift must be acknowledged with a thank you note (as a matter of principle, addressed on the letterhead of the recipient's company). If the gift received does not fit the Group's guidelines, it must be returned whenever possible. If that is not possible, the recipient must give the gift to his company.

The rule for invitations and receptions is that they are not accepted unless they may be reciprocated (see below on extending invitations). Those with whom the Group is in contact must be informed of this rule of common sense.

Colleagues do not accept the offer of travel or overnight accommodations or payment for such except for group travel and then subject to their supervisor's prior agreement. Unit budgets must permit them to travel and to carry out site audits in connection with their professional assignments.

Certain Group companies have established a total embargo in this regard for purchasing department personnel and for their main contracting party personnel. Companies which have not yet done so, shall strive to implement such a rule as soon as possible.

# Offering gifts

When personnel of Group companies are led to offer gifts, these must also be of reasonable value so not raise questions about the honesty, independence, or impartiality of the giver vis-à-vis the recipient.

Gifts are normally offered in the name of the company. This is the practice in Europe. They may be offered on behalf of an individual colleague if the recipient's culture so dictates. In any case, it is necessary to be very attentive to the customs and rules and regulations of the recipient's organization. These are sometimes very exacting and their non-respect could lead the giver as well as the recipient to suffer disciplinary measures.

A gift may never consist of an offer of the company's commercial services, or the offer of free labor by the company's personnel or by a person not attached to the company. Every service, even the smallest, must be billed at market rates.<sup>(6)</sup> The contrary may seem, in certain circumstances and according to certain regulations, to be attempted bribery or a misappropriation of corporate assets.

<sup>(6)</sup> This paragraph does not apply to corporate philanthropy or sponsorship.

The value of a gift depends on the circumstances and the identity of the other party; in the West, the frequency of gift-giving is often annual, when not related to exceptional circumstances. A contract award cannot be considered such a circumstance. It must not be associated with any kind of gift.

The personnel of Group companies may have occasion to receive customers. These receptions may take diverse forms: a restaurant, show, sporting event, conference, site visit, etc. As with gifts, the expenses incurred for these receptions depend upon the circumstances and the individuals being received, though they must remain reasonable in price, lawful, and transparent.

Invitations must remain limited and not be frequent for one particular guest, although more frequent contacts with certain customers or prospects may be justified under special circumstances.

Colleagues must take care not to give the impression of trying to establish a dependent relationship, neither at the time of contract negotiation, nor after a contract award.

# Entertainment expenses

Group companies set entertainment expense limits at the local level, based on the identity of the individual(s) invited, the circumstances, and local custom. When colleagues invite others to a restaurant or a show, they are to avoid ostentatious establishments and, as a general rule, any place or activity that does not pass the common sense test. Frequent invitations may be justified in certain circumstances. In every case, a business justification is required, along with a relationship between the business purpose and the amount of the expense. This condition precludes having the Group company cover expenses for a spouse, friend, or relative of the customer or prospect, unless circumstances and local custom dictate otherwise.

Group companies cover only expenses that are duly justified and satisfy ethical standards and common sense. For example, they never cover casino or similar expenses. Companies do not cover guests' hotel expenses unless they are connected with site visits or conferences.

All the above expenses must be justified by receipts corresponding exactly to the actual service provided and authorized.

# Invitations to cultural and sporting events


Group personnel may on certain occasions invite their relationships to prestigious sports or cultural events, particularly when these are sponsored by Group companies.

Such invitations must retain their exceptional character and not lead to ill-considered expenses, particularly in terms of travel. In this regard, the rule at GDF SUEZ is not to cover travel or hotel expenses. It is preferable to organize events for several persons rather than inviting one person individually; this latter practice could reflect badly on the reputation of the company as well possibly on the individual concerned.

Group company colleagues may practice certain sports with their business relations, such as golf, skiing, tennis, hunting, or fishing. While such gatherings may occur with some frequency, it is still important to keep such expenses at a reasonable level and to remain alert to the possibility of conflicts of interest. These two considerations limit the possibility of practicing a costly sport, such as big game hunting, fishing, or flying.

The above rules do not apply to large-scale group or promotional events.






In certain countries, local traditions may require following particular rules. It is advisable in such cases to keep expenses within reason and to ensure, while remaining courteous, that colleagues do not give the impression of trying to exercise influence or commit bribery, or of having conflicts of interest. These activities must also comply with local regulations and not reflect adversely on the reputation of the company or of its personnel.

# Conferences and site visits

In order to strengthen the national or international reputation of the company from the perspective of technical skills and competence and to convey these attributes to customers, Group colleagues may invite their contacts to participate in site visits, colloquia, or conferences, the latter in particular when the company actually takes part, such as in written or oral presentations or information booths.

These trips and events may not be a pretext for recreation or a pleasure trip for a customer, elected official, or civil servant at company expense. There should be no doubt possible about the real purpose of the trip. Therefore, the facilities being visited must be of a nature to interest the invited person(s) and if there is a similar installation of equal interest closer to the customer, this latter site must be preferred. Likewise, a business prospect, customer, or business referral partner may only be invited to a conference at company expense if the conference is of common interest to the invited guest and the company. Visits to a well-known tourist attraction near the meeting site is acceptable so long as it results in only minimal expense.

While meals may be covered at company expense, these trips, visits, and conferences must not include coverage of



leisure expenses, nor be extended into the weekend at the expense of the company except where circumstances and simple courtesy require. Nevertheless, this restriction does not concern events that are included in conference programs such as official evening programs.

As a general rule, an expense that is not directly related with the business purpose of the trip cannot be covered by the company. On the other hand, guests may be offered the possibility of paying for such additional expenses themselves. The same goes for inviting a spouse, relative or friend. Itemized invoices must be directly related to the business purpose of the trip; no all-in, general invoices are acceptable as they may contain expenses not related to the business purpose.

# Corporate philanthropy And sponsorship

Corporate philanthropy and sponsorship offer Group companies a way of demonstrating their social responsibility. Corporate philanthropy most often takes the form of financial support for the arts, letters, sciences, or humanitarian actions. Sponsorship is usually associated with advertising to enhance the image of the company, and make it better known among the general public or among certain categories of the public. Thus, as has been said, «if corporate philanthropy is the company's signature, sponsorship is its billboard<sup>(8)</sup>,» but their workings are similar.

The same precautions need to be taken for corporate philanthropy as for sponsorship. In particular, verification of the quality, good reputation, and purpose of the beneficiary's activity are necessary, as well as the legal basis for its receiving company donations. Certain foundations are closely linked to political parties; donations to them must not be a means of skirting the Ethics Charter's prohibition against financing political parties.

Before undertaking a specific corporate philanthropy or sponsorship activity, Group colleagues are invited to ask themselves what opinion would likely be expressed about this activity in the press or by consumers, business referral partners, or prospects. There may be areas of incompatibility between the company or the Group and the proposed activity.

(8) In the words of Jacques Rigaud, former CEO of Compagnie Luxembourgeoise de Télédiffusion.



The following are other precautionary rules that may be offered in this regard:

- obtain the by-laws and most recent annual reports (both corporate and financial) of the intended beneficiary and verify that its activity is in compliance with its by-laws and applicable regulations;
- identify the persons responsible for the potential beneficiary organization, the names of its board members and officers and, if possible, their activities, roles, and influences;
- gather information about the names and activities of other donors and determine whether other Group companies are among them;
- do not accept a board director or officer position of a beneficiary organization. If one cannot be avoided, avoid conflicts of interest and review carefully the financial consequences of such a commitment;
- draft a contract that specifies the eventual reciprocal benefits to be gained such as free admission, display of logos and advertising panels, sports jerseys, flags and pennants, and other items. When such benefits are in return for payment, their price should be set at the market rate.

Poor management of an entity sponsored by a Group company could tarnish the image of the entire Group. Careful attention is to be paid to sponsoring professional sports clubs such as soccer, rugby or basketball whose financial status has nothing to do with amateur sport.

Group companies generally have specific rules and procedures adapted to local customs to determine appropriate amounts and other conditions for corporate philanthropy and sponsorship activity. Company personnel must inform themselves about these rules and procedures through their immediate supervisor or their company Ethics Officer.

# Consultants, agents and representatives

Payments made to consultants, agents or representatives in conjunction with commercial activity on the national or international levels must always be justified by the services rendered. These transactions must always correspond to market prices and comply with related national and international regulations.

Relations with consultants, agents or representatives are governed by prior written contracts which specify, among others, the scope, time period, and remuneration for the assignment given, as well as the results sought and the means to be implemented.

The real character, seriousness, and concrete nature of the services provided will be evidenced by studies, interim reports, and meeting minutes that will be kept on file.

Certain countries have very strict regulations governing the services of local representatives and may establish limits on the amounts that may be paid such agents. These regulations may not be skirted, for example, by using banking intermediaries in third countries or writing in fictitious services on invoices. Commercial documents are drafted truthfully and honestly, and the company's books reflect contributions and remuneration accurately and



forthrightly. Likewise, reports provided to the authorities reflect precisely the sums actually paid.

Consultants, agents, and representatives must be made aware of the Group's ethical standards and act in consequence. Colleagues are to give them the GDF SUEZ Ethics Charter and their company's Code of Conduct.

Colleagues who draft contracts must solicit the opinion of their company's Legal Department or follow a model established with its agreement<sup>(10)</sup>.

(10) See in the attachment a sample procedure for selecting commercial intermediaries.


# Solicitations and other pressures

In no case may Group personnel respond favorably to a request for improper advantage, whether financial or otherwise, provided directly or through intermediaries, to a customer, public agent, elected official, or even a humanitarian cause. Such a request could be presented, for example, in exchange for the award or retention of a contract or any other commercial advantage. The greatest caution is required even if such solicitations occur outside bidding periods.

This rule also concerns a job candidate presented with the support of a customer, a public agent, or an elected official. In such cases, care should be taken that the hiring, if any, does not appear to have a relationship with the award or retention of a contract.

Such a candidacy must be examined in accordance with the same procedures and criteria applied to any other candidacy. Subject candidate may be hired if he meets the position criteria and if he is a qualified individual. Nevertheless, it is advisable to assign such a person to a position that does not expose the company to outside pressures, and to consider the conditions and consequences of an eventual dismissal.





In the case of hiring a public agent or elected official, local regulations and procedures intended to limit conflicts of interest are frequently very restrictive and must be applied scrupulously. In particular, it is advisable to check, without relying on the statements of the candidate alone, whether the period of prohibition between his date of resignation or end of mandate has in fact expired.

Group companies are prohibited from paying employees without effective jobs (such as a permanent politician, an «unassigned» adviser, or a top-flight sports figure)<sup>(11)</sup>.

(11) This does not apply to agreements signed with clubs or associations involving actual work-related training and actual work in the company, and providing as well for special hours to accommodate sports training and competition. These agreements resemble sponsorship programs.

# Appendix

# A procedure for selecting and monitoring business agents

## **DEFINITION OF A BUSINESS AGENT**

A business agent is an individual or company who assists and/or represents XXX company and/or its subsidiaries for business development in one or more countries. The relationship between the agent and the company is set out in a written contract which may eventually include riders or amendments.

## **THE DECISION TO CONTRACT WITH A BUSINESS AGENT**

The decision to enter into a contract with a business agent depends, of course, upon the business objectives to be served as well as on the very purpose of the hire.

If the definition and analysis of the objectives sought lead to a decision to enter into a contract with a business agent, the specifics of the agent's mission and the desired personal profile of the agent need to be established as clearly as possible.

## SELECTION CRITERIA

Without being exhaustive, the following list constitutes the minimum criteria that the agent should meet:

- possess a good reputation, a sufficient network of contacts, recognized professional expertise and be familiar with local laws, customs, and context;
- not be an employee or agent of a local public authority or political party, nor of a potential customer or competitor;
- comply with the laws and regulations governing one's activity;
- not be selected on the sole basis of a recommendation from a potential customer;
- and chosen and approved according to the procedure below.

## CANDIDATE SEARCH

The person responsible for the candidate search is to document all data determined to be pertinent to an objective assessment of potential candidates. This information, gathered in various forms (meeting notes, reports, third-party opinions, etc.), comprises an integral part of the file created to support the candidate's selection.

## CONFIRMATION OF CANDIDATE SELECTION

The person in charge of the search does not select the candidate. This is the responsibility of the Executive Vice President for Development<sup>(1)</sup> either directly or on the recommendation of the Vice President for the area where the agent is competent. This confirmation is given after examination of the above-mentioned file and following a meeting between the candidate and the Executive Vice President for Development and/or Vice President for the relevant area..

The Vice president will keep information on the confirmed selection and on the selection procedure in the agent's file.

(1) Or the person designated to perform this role in subsidiaries authorized to choose their own business agents.

Confirmation of candidate selection is made in writing and is dated and signed and addressed to the person responsible for drafting the contract<sup>(2)</sup>. The person drafting the contract must receive all elements of the candidate's file, which must be reviewed by the person drafting the contract.

## **DRAFTING THE CONTRACT<sup>(3)</sup>**

The contract is signed by the XXX<sup>(4)</sup> Vice president for Development or any other person authorized to sign in the company's name.

### **The following ethics clauses are to be inserted into the contract:**

- refusal to use corruption or other illegal means to obtain business.
- cancellation of the contract: if the business agent does not respect all contract terms, if he/she becomes an employee of a potential customer or competitor, or more generally if he/she becomes a representative of their interests;
- a commitment by the business agent to reveal any potential conflicts of interest that may arise during the execution of the contract;
- if necessary, a confidentiality and exclusivity provision.

### **Payments to a business agent must be the following:**

- proportional to the service rendered, and consist of the following elements: a flat or variable retainer and success fee;
- executed solely by check or bank transfer and not effected in a Non-Cooperative Country or Territory (NCCT)<sup>(4)</sup>;

(2) In principle, contracts are drafted and approved by the XXX Services Legal Department.

(3) This may also mean reviewing a contract drafted by the candidate, in which case the draft should be verified to ensure that XXX requirements have been incorporated and, if necessary, revisions are made in the text.

(4) This prohibition against payments in NCCTs does not apply to industrial or commercial activities that XXX exercises in such countries or territories in accordance with local and foreign laws.

- made in the name of the agent and correspond to the amount indicated on the invoice, as provided for by the contract;
- comply with applicable regulatory requirements;
- and made in such a way as to eliminate any possibility of tax or other fraud for which XXX or one of its subsidiary may be held liable or for which it could be construed to be an accomplice.

## FILE STORAGE AND MONITORING

The Vice President in charge of the area files the signed contract and the candidate selection dossier (i.e. the documents prepared for confirming the candidate's selection [point 4 above] and the elements explaining the candidate's selection [point 5]) in a file storage location that is suitably secure in relation to the degree of confidentiality called for by the information contained in the files<sup>(5)</sup>.

The Vice President designates the person who will be responsible for monitoring the business agent's work. Each quarter this person will draft and submit a report on the business agent's activity covering the agent's business dealings, contacts, etc. This report may also be drafted by the agent himself and must be included in the stored file.

## BUSINESS AGENT RECOMMENDATIONS

A business agent may recommend a consulting firm. The person deciding on the selection of consulting firms must follow the present procedure. As is always the case, at a bare minimum, a file reflecting the decision-making process must be created and properly stored.

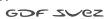
(5) Other units may also need to keep these documents in their archives



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The Ethic guidelines for commercial relationships is available on the [gdfsuez.com](http://gdfsuez.com) website, on the intranet site <http://horizon.gdfsuez.net> and on the dedicated ethics extranet site <http://ethics.gdfsuez.com>



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**Our values**

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**drive**  
**commitment**  
**daring**  
**cohesion**

