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Whistleblower Policy

Summary

As from the 1st of January 2018, the ENGIE Group (the “*Group*”) has decided to create a new whistleblowing hotline for the whole Group called the **Group Whistleblowing System**, which can be accessed by all Group Employees and Stakeholders. This Policy sets out the resources and procedure for using the Group Whistleblowing System and specifies how each whistleblowing Report to the Group should be handled so as to protect each party’s rights.

The Group’s Ethics, Compliance, and Privacy Director all act as Reference Officer for the whole Group.

Reports may relate to a wide variety of topics: corruption, human rights violations, fraud, breach of personal data privacy rules, violations of international sanctions and embargoes, health and safety or environmental damages, and more broadly, violations of applicable laws or regulations, in particular as regards conduct subject to criminal punishment. Reports may also relate to violations of the Group’s ethics rules or Code of Conduct, which comprises ENGIE’s Ethics Charter and Practical Guide to Ethics.

The Group Whistleblowing System can be activated through e-mails (in four languages : french, english, spanish, portuguese) two telephone numbers accessible worldwide are at the disposition of all. We guarantee the confidentiality as well the identity of the Whistleblowers and the one of the persons eventually concerned, we also guarantee the protection of Whistleblowers in respect of all sanctions measures or retaliation.

The Group Whistleblowing System and the Policy illustrate the Group’s continuing desire to defend its values and to deepen its ethics commitments via tools that everyone can access easily to prevent all conduct contrary to Group ethics.

Applicable to the full extent permitted by the laws and regulations applicable to regulated companies.

ENGIE

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ENGIE - A joint-stock company with capital of EUR 2,435,285,011 - Nanterre Commercial Register 542 107 651



Whistleblower Policy

This Document takes effect from the 1st of January 2018.

Applicable within the limits of the laws and regulations applying to regulated companies.

Dissemination : Internal

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1. Introduction – Scope

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Whistleblower Policy

The Group set up the Group Whistleblowing System, which may be accessed by email and telephone from all of its entities¹.

This System is open to all Group employees, their representants, its Stakeholders, including the suppliers, subcontractors and their respective employees, trade unions, NGOs,...etc.

To guarantee Confidentiality and [protect] the Whistleblower's identity, and ensure that Reports are processed objectively, the Whistleblowing system is managed by a Provider.

The Policy and the Group Whistleblowing System do not eliminate the Local Whistleblowing Hotlines or the Group Dedicated Whistleblowing Hotlines. The different systems can coexist, subject to any mandatory legislation that may apply in the relevant countries. Practical operating terms for this system will be explained in a note attached as an Appendix to this Policy.

If a report is filed both through the Group Whistleblowing System and a Local Whistleblowing Hotline or a Group Dedicated Whistleblowing Hotline, for purposes of compliance with both local national legal requirements and the legal requirements binding on the Group, the decision to attribute a Report will be made on a case by case basis between the Group's Ethics, Compliance, and Privacy Director and the persons in charge of the Local Whistleblowing Hotlines or the Group Dedicated Whistleblowing Hotlines in accordance with legal requirements.

The staff in charge of the Local Whistleblowing Hotlines or Group Dedicated Whistleblowing Hotlines will make sure this rule is duly followed by working in coordination with the Group's Ethics, Compliance, and Privacy Director.

Using the Group Whistleblowing System is optional for employees.² It enables them and the Stakeholders to inform the Group confidentially³ and for the public good of any serious misconduct they have personal knowledge of that concerns the Group directly or indirectly.⁴

Whistleblowing Reports pertain to the following issues: corruption, human rights violations, fraud, breach of personal data privacy rules, violations of international sanctions and embargoes, health and safety and environmental damage, and more broadly, violations of applicable law or regulations, in particular as regards conduct subject to criminal punishment. Reports may also relate to violations of the Group's ethics rules or Code of Conduct, which comprises ENGIE's Ethics Charter and Practical Guide to Ethics.

To be eligible for protection under the Policy, Whistleblowers must act in good faith for the public good, without malice. Otherwise, the Group reserves the right to take any appropriate action.

1. ENGIE SA, its subsidiaries, and all affiliated companies controlled by ENGIE.

² Not using this system will not have any disciplinary consequences for Group employees.

³ The Group guarantees that the Whistleblower's identity will remain Confidential as per the conditions described in this Policy.

⁴ Including but not limited to its suppliers, subcontractors, providers, and partners.



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2. How to File a Report

There are two ways to file a Report using the Group Whistleblowing System:

- via email to the Group address: ethics@engie.com; or
- by calling the secure toll-free hotline, which operates over extended hours:
 - +33 800 23 48 23 48 (Geographical area 1⁵)

In case of non-availability of the free telephone line, a unique number to France:

- +33 1 45 51 03 67

Reports may be made in French, English, Spanish, or Portuguese.

The ECP Director, acting as Reference Officer for the whole Group, has appointed a Provider from outside the Group in charge of implementing and monitoring the Group Whistleblowing System.

The Provider in charge of the Group Whistleblowing System's two reporting channels is a recognized expert in whistleblowing systems and satisfies this Policy's requirements (Confidentiality, turnaround times, personal data privacy, and compliance with the legal provisions applicable to this Policy).

Further details about these two whistleblowing channels are available to Group Employees and Stakeholders in the Policy's appendices.

⁵ Countries in Geographical Area 1: List of countries in Geographical Area 1: Argentina, Australia, Austria, Belgium, Brazil, Canada, China, France, Germany, Greece, Hungary, Italy, Luxembourg, Malaysia, Monaco, Netherlands, Norway, Pakistan, Philippines, Poland, Portugal, Czech Republic, Romania, United Kingdom, Singapore, Slovakia, South Africa, Switzerland, Thailand.
Be careful, some countries can be subject to a specific code for example Australia, Brazil, Canada, Singapore, Thailand, or United States thank you to inquire.



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3. Reporting Procedure

As soon it receives a notice that may qualify as a Report, the Provider assigns it a case number and sends the author an acknowledgement of receipt immediately.

Whistleblowers has the option of identifying themselves or remaining anonymous. If a Whistleblower chooses to identify him/herself, s/he may also give the Provider a way to reach them and keep them informed of any action taken as a result of the Report. If the Whistleblower wishes to remain anonymous, the Provider will inform the Whistleblower that s/he must contact the Provider again if s/he wishes to know what action has been taken further to his/her Report.

The Provider never gives the Whistleblower's name to its contacts at the Group, and in particular the Group's Ethics, Compliance, and Privacy Director.

However, if the Group's Ethics, Compliance, and Privacy Director needs to know the Whistleblower's identity for the purposes of the investigation, the Provider shall not disclose it to him/her without the Whistleblower's prior express and unambiguous consent.

If necessary, the Provider will arrange for one or more additional exchanges with the Whistleblower. The Whistleblower can give the Provider any documents s/he deems relevant, provided they were not obtained illegally.

If the Group's Ethics, Compliance, and Privacy Director's preliminary review of the notice indicates that the allegations are unsubstantiated and/or unrelated to the matters authorized under the Policy, the case will be closed and the Provider will inform the author of the notice as soon as possible.

If, however, the Group's Ethics, Compliance, and Privacy Director believes he/she is in possession of adequate credible information based on the information provided by the Provider, the Group's Ethics, Compliance, and Privacy Director then starts an Investigation in accordance with Group procedures (including the INFORM'Ethics procedure), which determine what action will be taken further to the Report.

As soon as possible, and after coordinating with the Group Ethics, Compliance, and Privacy Director, the Provider will inform the Whistleblower of the outcome of the completed Investigation.

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4. Whistleblower Protection

All Whistleblowers acting in good faith for the public good, based on facts he/she has personal knowledge of, and in accordance with the procedure set out in the Policy receive the protection granted by law⁶ and offered by the Group:

- The Whistleblower's identity is kept strictly confidential⁷. The Provider sends the Group only the information necessary to process the Report.
- The Group will not retaliate in any way (criminal or disciplinary measures) against a Whistleblower for having made a Report.

Any whistleblower who believes s/he is being retaliated against should inform the Group immediately, in particular through the Group Whistleblowing System. If the accusations of retaliation prove true, the Group will take all necessary measures to put an end to such retaliation.

However, the Group reserves the right to take all appropriate action with regard to malicious or abusive Reports.

5. Personal Data Processing

The Group Whistleblower System has been notified to the French Data Protection Authority (CNIL),⁸ with a commitment to comply with the single AU-004 authorization,

The personal data collected upon receiving and processing a Report are limited to:

- Name, position, and contact details of the Whistleblower;
- Name, position, and contact details of the subject of the Report;
- Name, position, and contact details of the people involved in receiving, processing, and Investigating the Report;
- The conduct that is the subject of the Report;

⁶ In particular, by the provisions of French law 2016-1691 of December 9, 2016 on transparency, combating corruption, and modernizing economic life.

⁷ Unless the Whistleblower previously, expressly and unambiguously agreed to cease to keep his/her identity confidential.

⁸ As of May 25, 2018, decision 2017-191 of June 22, 2017, amending decision 2005-305 of December 8, 2005 providing for single authorization of automated personal data processing performed as part of a whistleblowing system (AU-004), no longer has legal value. The CNIL indicates, however, that AU-004 continues to be a tool to guide actions taken to comply with the new obligations arising from Regulation (EU) 2016679 of the European Parliament and of the Council of April 27, 2016 (GDPR).



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- Data collected during the Provider's preliminary review and the Investigation;
- The Investigation/inquiry report, if any;
- Report follow-up.

Anyone whose personal data is processed in connection with a Report will be informed, unless Investigation-related imperatives make it necessary to postpone informing them in the circumstances.

Such individuals may exercise their access and correction rights by contacting the Provider and the Group (email addresses circulated to Employees and Stakeholders via the communication tools).

Transfers of personal data are supervised in accordance with applicable EU regulations.

If the Investigation of a Report does not corroborate the alleged facts, all documents related to the Report (including personal data) and its processing that make it possible to identify the Whistleblower and the subject(s) of the Report will be archived or destroyed in accordance with applicable law.

If the Investigation corroborates the reported conduct and the Group initiates a proceeding against the subject(s) of the Report, or when the Group Whistleblowing System has been used maliciously or abusively and the Group initiates a proceeding against the person who filed the Report, all Report-related data, including personal data, will be retained until the end of the Proceeding. When the Proceeding ends, all data referred to above will be archived or destroyed in accordance with applicable law.

This Policy is circulated within the Group via:

- the industry's SharePoint for members of the Group's Ethics & Compliance network;
- the Ethics & Compliance pages of the Group's intranet for all Group employees;
- the Group's virtual library;
- mandatory posting⁹ in each Group entity (explanation of how to file a Report).

The Group's Stakeholders will be informed of this Policy and the Group Whistleblower System primarily through the Group's website.

⁹ Attached to the internal rules, for the French entities.



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6. Monitoring of the Policy

Implementation of this Policy will be monitored in accordance with the monitoring systems detailed in the Group's Ethics Compliance Reference Document.

7. Glossary

Report(s): A report, made in good faith for the public good, of any violation of applicable law or regulations in the following areas: corruption, human rights, fraud, personal data privacy, international sanctions and embargoes, health and safety, environmental [damage]; any violation of applicable law or regulations, in particular as regards conduct subject to criminal punishment; or any violation of the Group's ethics rules or Code of Conduct, which comprises ENGIE's Ethics Charter and Practical Guide to Ethics.

Employee(s): Anyone who works for ENGIE SA or a Group entity (executive officers, permanent or fixed-term employees, temporary employees, and interns).

Confidentiality: Means the Provider's obligation not to disclose the Whistleblower's name to the Group Ethics, Compliance, and Privacy Director or any other person.

Group: Means ENGIE, a limited liability company that has its registered office at 1 place Samuel de Champlain, F-92400 Courbevoie, is registered with the Nanterre Trade and Companies' Register under number 542 107 651, and has share capital of EUR 2,435,285,011, as well as the subsidiaries in which it directly or indirectly holds a majority of the share capital or voting rights on the statutory governance bodies, in particular the board of directors, management board, supervisory board, or the power to appoint chief executive officers and/or general managers.

Investigation: The Report-related investigation conducted by the Group Ethics, Compliance, and Privacy Director.

Whistleblower(s): An individual who files a Report on their own behalf or on the behalf of a Stakeholder that is a legal entity.

Local Whistleblowing Hotline(s): Means the whistleblowing hotline(s) that is/are made available by the Group entities throughout the world and the procedure/policy describing the operation thereof.



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Group's Dedicated Notice Hotline(s): Means the notice hotline(s) made available by the Group under dedicated legislation governing certain matters, such as the Group DPO's email address, and the procedure/policy describing operation thereof.

Stakeholder(s): An individual or legal entity that is not an Employee and is directly or indirectly concerned by a decision or project of the Group or a Group entity (supplier, subcontractor, intermediary, union, NGO, etc.).

Policy: This policy.

Provider: The entity that is not part of the Group responsible for setting up and monitoring the Group Whistleblowing System.

Reference Officer: An individual designated for the whole group with whom Reports are filed and who is in charge of the processing of their Processing.

Group Whistleblowing System: Means the system set up by the Provider, in cooperation with the Group Ethics, Compliance, and Privacy Director, that enables Whistleblowers to file their Reports to the Group.