




# ethics charter



Ethics values have always been at the core of SUEZ's strategy and development. With the transition to the single brand SUEZ, the Group accelerates its transformation, with a new positioning and a new mission: ensure a sustainable management of the essential resources for our future.

In this context, it is more than ever crucial that SUEZ acts responsibly and ethically in its activities, towards all its stakeholders.

The ethics Charter of SUEZ defines the values of our Group. It must be for each of us the reference for our collective and individual behavior and action. All the employees of the Group must affirm this ethical commitment.

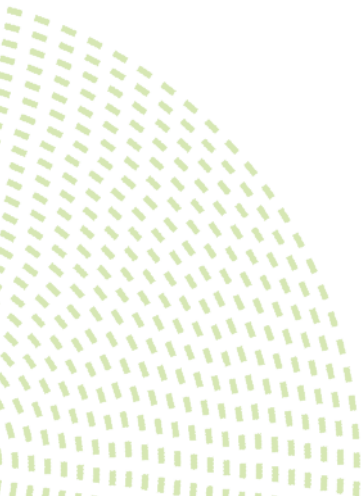
I expect each of you to refer to this document and to ensure that it is complied with, in order to contribute together to the success of our Group.

**Jean-Louis Chaussade**  
Chief Executive Officer

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## The Group's values

drive

commitment

daring

collaboration

## The Group's values

### drive

Guaranteeing the Group's performance over the long term for all stakeholders, by continually seeking efficiency and innovation to the benefit of customers, as a player committed to the circular economy.

### commitment

Combining development and respect for the planet, by supporting customers in the sustainable management of their resources: enabling them to optimize as from now the management and use of resources and to secure those they will need in future.

### daring

Living in the present with optimism and building for the future with creativity, by committing to the resource revolution.

### collaboration

Mobilizing all strengths under a single brand and a common mission, in order to co-construct with all stakeholders solutions for to the smart and sustainable management of the resources that are essential for our future.

# The ethics principles

## **SUEZ corporate values are expressed in the way its employees work.**

The Group's ethical standards are reflected in the fundamental principles that guide their practices: compliance with laws and regulations, integrity, fairness, honesty and respect for others.

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SUEZ expects its employees to act in keeping with these ethics principles in all their dealings, in all circumstances, whatever their role and level of responsibility and whichever their interlocutors. Board members and employees all have an absolute duty never to act in a way that could cast the slightest doubt on the ethical integrity of SUEZ.

The ethical commitment of SUEZ and the respect of these principles by all of its employees are now more essential than ever, in order to successfully carry out the mission of managing the resources that are essential for our future in a smart and sustainable way.

SUEZ has always considered ethics to be an essential component of the improvement of its performance and competitiveness and has for many years been committed to upholding Human Rights and respecting human dignity, fighting corruption and protecting the environment.

# 4 fundamental principles guide practices

**Acting in accordance with laws and regulations**  
**Establishing a culture of integrity**  
**Behaving fairly and honestly**  
**Respecting others**

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The ethics rules apply in practice to the three circles within which the company operates:

- the circle of the **Group**, consisting of SUEZ employees, shareholders and entities\*,
- the circle of the **Market**, within which the Group maintains relations with its customers, its suppliers, its partners and its competitors, and, finally,
- the circle of the **Environment**, everywhere in the world where the Group operates.



Because they are beneficial to all three circles (Group, Market and Environment), demanding ethical standards must be guaranteed for all stakeholders.

\* Entity refers to one company (or companies) or business unit(s) of the SUEZ Group.

## The ethics principles

employees  
entités  
shareholders

# The principles applied to the Group

### Employees

At all levels, SUEZ is committed to maintaining human relationships that are both demanding and harmonious. In that regard, it is everyone's responsibility to enable all employees to perform their work in physically good conditions and in conditions of good morale. Accordingly, while exercising responsibilities and line relationships, people must always be respected.

The Group favours relationships between colleagues based on courtesy, consideration, recognition and discretion. SUEZ strongly condemns workplace or sexual harassment and disapproves of any practice which involves exerting excessive pressure.

The Group respects diversity and privacy and considers the qualifications of its employees above all else; discrimination of any kind is prohibited.

Team work, which is highly valued, is based on open and constructive dialogue which strengthens cohesion. The Group does everything to inform its employees about its objectives and its challenges in order to facilitate their involvement in the life of the company.

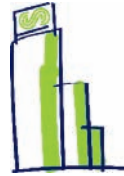
Finally, SUEZ endeavours to provide salaries that will offer a decent living in the local market in all countries. The Group is also committed to providing sufficient means to safeguard the health and safety of its employees.

The requirement for a high level of professionalism, to which SUEZ aspires, helps promote the professional and personal development of individuals.



# The principles applied to the Group

employees  
entities  
shareholders



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### Group entities

SUEZ ensures that relationships within its entities are based on transparency and balance, in order to successfully carry out, under the single brand, the common mission of allowing customers to manage resources sustainably and to progress towards a circular economy.

In particular, the Group ensures that the information they provide to one another is accurate and honest and, when they have business relationships, that they are vigilant about maintaining the same level of loyalty for customers, suppliers as well as outside partners.

Finally, in the interest of consistency and loyalty, the entities implement local mechanisms in order to meet both the objectives of this charter and its requirements.

employees  
entities  
shareholders

# The principles applied to the Group

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### Shareholders

The Group's development depends most notably on its ability to find the capital necessary to finance its investments.

The shareholders play a key role in the Group's development. In light of the trust they have placed in the Group, the latter has a dual responsibility: first to ensure financial performance and optimal return for the capital invested and second to ensure good governance.

With these goals in mind, the Group applies high standards with respect to corporate governance. Above and beyond the need to apply rules set by financial market regulators, the Group is vigilant about respecting the equality of shareholders and committed to providing accurate, transparent, honest, verifiable and timely financial information.

### **In short...** The principles applied to the Group



A healthy working climate is a factor of Group effectiveness, which is why SUEZ has taken the necessary steps to ensure its employees have decent living conditions and a safe working environment.

The Group also fosters a climate of respect and trust in relations between employees.

This human and ethical requirement also applies to all the entities of the Group, and to its shareholders, for whom SUEZ seeks to provide the highest standards of corporate governance.

# The ethics principles

customers  
suppliers and  
partners  
competitors

## The Group principles applied to the markets



### Customers

Customer satisfaction and, by extension, the continuity of the Group, are based on clearly identified factors: availability, imagination, innovation, continuous improvement of quality and of traceability, most notably with respect to health and safety, attention to the sustainable management of resources and to the societal impact of Group activities.

These requirements presuppose open dialogue, based on accurate and honest information, transparent processes implemented by the Group and respect for commitments and rules of competition.

### The Group principles applied to the markets

customers  
suppliers and  
partners  
competitors

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#### Suppliers and partners

The quality of goods and services which SUEZ provides to its customers also depends on its ability to obtain excellent service from its suppliers and partners.

Accordingly, the choice of suppliers and partners must be impartial and demanding. The Group therefore selects them for their professionalism and competitiveness, with a view to building a relationship of trust.

All negotiations must respect the principles of quality defined within the Group. Accordingly, the decision-making process must involve everyone concerned.

In addition, the employees involved must demonstrate irreproachable ethics, avoid any conflict of interests and comply with regulations, notably with respect to rules of competition.

The principles of quality are also expressed through the application of environmental and societal concerns to supplier and partner selection criteria.

**SUEZ requires its business partners, subcontractors and suppliers to subscribe to ethical, environmental and corporate rules, if they have not already done so, and also to respect practices compatible with their values.**

customers  
suppliers and  
partners  
competitors

## The Group principles applied to the markets

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### **Competitors**

The Group respects the rules of the free market.

Accordingly, it complies with the rules of competition and with those of regulated markets by behaving honestly and prohibiting defamation or denigration of competitors. It also protects confidential information and trade secrets. Finally, it uses only legal and honest means for collecting information useful for entering into markets or contracts.

# In short...

The Group principles applied to the markets



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Customer satisfaction and sustainable development are priorities at SUEZ, and are governed by clearly identified factors: the quality of products and services, an open dialogue in a collaborative spirit, transparency in procedures, the fulfilment of commitments and compliance with the rules of competition.

These principles, which all Group employees are expected to follow, also apply to partners, suppliers and competitors alike.

**In this respect, SUEZ employees are expected to be loyal and demonstrate fairness and impartiality in negotiations. They are also required to ensure that the Group's partners, suppliers and subcontractors apply ethics principles that are compatible with the Group's ethics Charter.**

# The ethics principles

community  
planet

## The Group principles applied to its environment

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### The community

The Group's business activities place it right in the heart of the communities where it operates; it attributes great importance to supporting its host communities.

SUEZ also has an active policy for supporting communities in difficulty, in collaboration with public authorities. It also conducts corporate patronage and sponsorship activities in order to support community initiatives. These activities must be sincere, transparent and legal.

The Group's policy is to refrain from any financing of political activities. In countries where such financing is authorized, the Group may, under certain conditions, consider contributions. In any case, these must be limited in amount and remain the exception.

Finally, in collaboration with local partners, SUEZ seeks to understand and respect all cultures.

Accordingly, for field operations consistent with its lines of business, the Group maintains ongoing communication and partnership with Non Governmental Organizations (NGOs) in the environmental and humanitarian sectors. It also encourages personal civic and associative commitments by its employees.

SUEZ recognizes integrity as one of the founding principles of its ethics. It disapproves of corruption in all its forms and tries to ensure that the employees responsible for making sure that this principle is respected are not subject to discrimination.



# The Group principles applied to its environment

community  
planet



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### The planet

The environment, its protection and sustainable development lie at the heart of the SUEZ lines of business. The Group's sustainable development policy sets this out by indicating that respect for people and respect for the environment form the basis for the identity and values of SUEZ.

Mindful of its responsibilities to present and future generations, the Group defines its strategy and sets its objectives as a player committed to sustainable development and to the circular economy and reports on its results. It respects local legal standards and regulations. It also listens to the expectations of its customers, neighbours, employees and, more broadly, to all of its stakeholders.

It is vigilant about its emissions and about the impact of its activities and is careful to share its environmental objectives with its partners and suppliers and, if applicable, with the owners of the facilities it manages. The Group makes use of methods and techniques that are most likely to promote sustainable development through the optimized and innovative management of resources. It encourages research and innovation to develop know-how in the area of quality and safety, materials recovery and recycling, saving natural resources, reducing nuisances and protecting biodiversity.

### **In short...** The Group principles applied to its environment



As a part of its ethical commitment to corporate responsibility, SUEZ is involved in the communities in which it operates. In its respect for the environment and cultures, it has set itself the objective of securing the resources that are essential for the development of human activity and for our future.

It communicates openly about its achievements and challenges in this sphere and supports Non-Governmental Organizations (NGO's) working with environmental and humanitarian fields.

**The Group disapproves of all forms of corruption and takes care to ensure that its employees are involved in respecting this principle.**

## Ethics governance

# Scope of application of the ethics charter

The ethics Charter applies to all the Group's employees and entities.

In order to encourage the employees to behave ethically and to act in accordance with existing laws and regulations, the Group has set up an ethics structure. The processes implemented in this regard apply to the whole Group.

- **The law, the charter and the values** constitute the first-level anchorage points, the bedrock on which the Group stands in a clearly defined objective: to act professionally at all times and all places in accordance with existing regulations, following the rules and principles of action set out in its ethics Charter.
- The second level of the system is **organizational**. It entails the implementation of the appropriate structures and procedures of management, conception, administration and reporting.
- **Professional practices** constitute the third and final level of the ethics program. All of these operational tools are made available to employees to help them act in accordance with SUEZ policies.

The SUEZ ethics program is based on three levels: reference sources, organizational structures and professional practices.

# Scope of application of the ethics charter

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There are practical documents to back up the ethics program. Their role is to give employees practical help in their behaviour and decisions. They place particular emphasis on the laws, rules and standards on ethics and compliance produced not only by international, federal, national and local bodies, but also by professional bodies.

The principles of this ethics Charter are also to be promoted by Group employees who sit on the managing boards of companies which are not controlled by SUEZ. SUEZ employees are required, insofar as it is necessary, to inform the people they deal with, particularly their suppliers, service providers and subcontractors of the existence of the Group's ethics Charter by, for instance, providing them with a copy of this document.

**In short...** Scope of application of the ethics charter



Though it applies to all Group entities, the SUEZ ethics Charter is also promoted by the company's employees beyond that perimeter and communicated to all involved parties.

# Management system



All Group employees are expected to make SUEZ ethical standards an integral part of the way they do their jobs. To assist with this, the management system clearly defines responsibilities at all levels.

SUEZ managers are the primary guarantors of application of the Group's ethics Charter.

To perform this role, they must set up the tools needed to monitor the application of the Charter and detect violations of these rules.

They must also establish a system for monitoring the application of processes relating to ethics and compliance. In each entity, the manager nominates an ethics officer (see pages 26 to 29) and ensures that they are given the appropriate human and financial resources, together with the authority needed to carry out their role.

### **Strong managerial involvement**

The entire line management, individually and collectively, is responsible for ensuring that the SUEZ ethics Charter is applied. The rules established by this ethics Charter must be familiar to all employees likely to exercise significant control over the activity of the company or to influence any of its policies. The behaviour of these employees, whose decisions have a primary impact on ethical standards, must of course be exemplary.

This means that when a manager assigns a position of responsibility, he or she must make sure that the person appointed has the skills, the authority and the resources needed to apply the Group ethics Charter.

# Management system

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### **An appropriate management structure**

The impetus for the ethical commitment of SUEZ comes from the highest level in the Group: the Chairman, Chief Executive Officer, CODIR (Management Committee) and COMEX (Executive Committee) who have chosen to equip the Group with appropriate structures.

The ethics organization is supervised by the Group's Board of Directors and assisted by the Ethics and Sustainable Development Committee from which it was derived. The Committee notably ensures that necessary procedures and ethical benchmarks are put in place within the Group.

The goal of the General Secretariat is to integrate ethics into the vision, strategy, management and practices of SUEZ. It provides foundational documents, and encourages their use by the operating business lines and functional departments, in all the business activities of the Group.

In order to ensure that the compliance tools needed to manage the Group's ethical risks are distributed and used, it leads a global network of ethics officers who communicate its goals to the different entities in the Group.

# Management system

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### **A dissemination process**

The executives at SUEZ are responsible for distributing this document to employees with the objective of enabling them to learn and apply the Group's approach to ethics in their everyday lives.

Accordingly, they organize training or informational sessions and provide assistance and guidance to the employees who ask them questions and share their concerns on issues of ethics.

Lastly, while executives must verify the knowledge of their employees with respect to ethical and regulatory obligations, they must also, and more importantly, ensure that their actions are consistent with their obligations. Sanctions shall be applied in compliance with local laws and customs when necessary.

The Group ethics officer receives support from the Functional Departments, especially from the Human Resources and Communication Departments in the dissemination of ethics rules.



# In short... Management system



Although every SUEZ employee is expected to embody the Group's ethics principles, managers have particular obligations: to communicate, educate, train and monitor. SUEZ has established a dedicated structure to give impetus to ethical practices and to verify that these practices are consistent with commitments.



# Ethics officers

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Ethics officers are responsible for implementing the ethics Charter within the perimeter of their entities. As both facilitators and managers, they contribute to the prevention of ethical risk by giving impetus to professional practices that reflect the Group's undertakings.

In every entity of sufficient size and autonomy, the manager appoints, with the prior approval of the Group ethics officer, an ethics officer **responsible for implementing the Group's ethics principles** within his or her entity. In this respect, the main components of the ethics officer's role are to:

- communicate and if necessary explain the charters, codes or guidelines that define the Group's ethical commitments, to all employees, in close liaison with the entity's management;
- devise or supervise the preparation of additional documents for the ethics system, specific to the entity's location or activity;
- ensure that ethics principles are applied in the entity's development strategies and activities;
- run awareness-raising, training and communication initiatives;
- set up and manage a network of ethics correspondents within the entity if this is necessary to ensure sufficient geographical proximity with all of the employees in the entity;

### Ethics officers

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- answer employees' questions and give advice on ethics;
  - in collaboration with the departments concerned and with a sufficient amount of autonomy, address ethical alerts and, with respect to material alerts, inform the Group ethics officer in due time;
  - monitor the implementation of the ethics policies and report on these in the entity's annual compliance report to be submitted by the manager to the Group ethics officer;
  - identify the entity's ethical risks.



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#### Responsibilities of the ethics officer

Ethics officers are bound to maintain strict confidentiality with regard to the information they obtain in performing their role. Indeed, an ethics officer may not disclose the name of an accused person or informer without their express agreement.

This obligation of confidentiality is exercised in accordance with local law and custom. In addition, the ethics officer will see to it that all necessary measures are taken to prevent whistleblowers from being exposed to retaliatory measures.

Chosen for their personal qualities of exactitude, honesty, discretion, abilities as mediators, objectivity, and their analytical skills, ethics officers are members of their entity's management team and/or have direct access to management.

### Ethics officers

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#### **A system for tracking ethical objectives**

The ethics officers give our Group a global overview of its ethical practices. To perform this role, the ethics officer network reports regularly to the Management Committee or the Executive Committee or, where applicable, to the board of directors or supervisory board of their entity.

The different information in these reports is incorporated into the annual report of ethics presented by the Group ethics officer to the Chief executive officer, the Executive Committee and the Ethics and Sustainable Development Committee of the Board of Directors.

### In short... Ethics officers

The ethics officers are involved in setting ethical rules and obligations for professional practice and ensuring that they are followed in the company. They provide help and advice to any employee seeking guidance on ethical matters and help to identify good practices through their participation in the Group's network of ethics officers. They contribute to the prevention of the Group's ethical risks by establishing their entity's compliance report and ensure that ethical alerts are handled carefully and efficiently.



# Reporting, monitoring and audits

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An e-mail address may be used, if necessary, to receive guidance or raise questions on ethical practice. [ethics@suez-env.com](mailto:ethics@suez-env.com)

To support the ethics structure rolled out in its entities, SUEZ implements procedures designed to ensure application of its ethics policy.

A number of reporting and audit procedures are in place. These notably include a yearly compliance declaration as to the roll out of the ethics policy in the different entities of the Group.

All ethics officers must produce an annual report on progress made in their entities in terms of ethics organization, in application of SUEZ rules and procedures, as well as on any specific ethics-related arrangements or initiatives carried out by the entities themselves.

This report is submitted to the local entity, accompanied by a compliance letter from the Managing Director certifying their commitment to the application of the ethics program within the organization which they head.

All ethics-related SUEZ documents are accessible on the SUEZ intranet and an e-mail address may be used, if necessary, to receive guidance or raise questions on ethical practice.

**[ethics@suez-env.com](mailto:ethics@suez-env.com)**

### Reporting, monitoring and audits

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The internal control and audit departments act in complementarity with the ethics division, and are alert to any information that might suggest a violation of the rules.

They must also be alert to the existence of any weak points in the organization of the Group's entities. These departments report their observations to their respective management structures. They also inform the ethics officer and, if necessary, conduct a specific review of certain applications of the ethics program.

### In short...

**The Group has set up reporting, information and internal audit procedures, which fully form part of the internal organization aiming at ensuring compliance with the ethics principles.**





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