

ETHICS IN **PRACTICE**



**MAKING THE PLANET
SUSTAINABLE
IS THE BEST JOB ON EARTH**

ETHICS GUIDELINES
SUEZ ENVIRONNEMENT



ETHICS IN **PRACTICE**



The SUEZ ENVIRONNEMENT Group Ethics Charter sets the general framework for professional conduct for each of its employees.

The objective of “Ethics in Practice” is to detail the terms and conditions for the application of the general framework.

Due to its condensed format, these guidelines make no claim to cover all the situations which may be encountered.



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1 ... A DEMANDING ETHICAL COMMITMENT

It is up to all employees in their day-to-day behaviour, in the way they do their jobs and in their business dealings with others to apply the Group's values and ethics principles, which are:

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

Each person should seek to use good sense and judgment in his/her actions, which is why it is normal and natural to discuss the ethical questions and dilemmas inherent in any professional activity with colleagues and line managers. Identifying ethical conduct and avoiding mistakes are processes that contribute to the pursuit of excellence. Ethical behaviour require both personal and team commitment.

TO WHOM ARE THESE PRACTICAL GUIDELINES AIMED



➤ They are aimed at the employees (permanent or temporary) of the SUEZ ENVIRONNEMENT Group companies, regardless of their job title, and at any person seconded from an outside company to a Group entity. They are also aimed at any person acting on behalf of the Group.

Because of the specific responsibilities they exercise, managers must convey SUEZ ENVIRONNEMENT's ethical principles to the employees under their authority. They are also responsible for deploying and implementing the "Ethics" policy in the organization of the operational and functional sectors of the Group's entities. Managers are therefore obliged, not only to give their employees practical information on the rules that they must follow, but also to ensure that these rules are understood.

APPLYING THE PRINCIPLE

OF SUBSIDIARITY

➤ **The Group's ethical documents set down rules and general principles. Group entities are expected to apply and adapt them under the principle of subsidiarity, in keeping with local rules and the policies set by the management of the entity.**

For example, the Group accepts the principle of gifts, provided that they are reasonable; there should never be any doubt as to the honesty, independence and objectivity of the donor and of the recipient. However, it is obvious that this rule will be adapted into a policy against giving of gifts in countries where the law prohibits such practices. The Group policy can also be adjusted to incorporate caps on the value of gifts, within the discretion of an entity's management.

Locally, managers must give their employees clear instructions regarding the caps on the value of gifts.

They must also provide guidance and encourage their employees to discuss their ethical concerns and their questions regarding the application of the rules. They should not hesitate to inform their line manager or the entity's ethics officer of any difficulties encountered in applying this policy. Finally, it is up to managers to verify that their employees correctly follow the rules they are supposed to apply.

However, it is primarily through the example of their own behaviour that managers communicate the message of ethical practice and the meaning of compliance to their employees.

Everyone, regardless of their position, is responsible for their own behaviour and has to accept the consequences of their decisions. If an employee commits an unethical act, depending on the circumstances, he or she is liable to disciplinary, administrative, or legal (civil or criminal) action, pursuant to local and international regulations. In the case of an unethical instruction, both the person carrying it out and the person giving it are at fault.

Anyone pressurized to act against the principles of SUEZ ENVIRONNEMENT or against their own conscience should feel free to speak about it to someone who can give them guidance and may in particular contact the Ethics Officer in the home entity.

SUEZ ENVIRONNEMENT ADHERES TO THE HIGHEST ETHICAL STANDARDS

SUEZ ENVIRONNEMENT's principles of action are rooted in international reference models, such as:

- The Universal Declaration of Human Rights and Additional Protocols.
- The standards of the International Labour Organization (ILO).
- The Guidelines for Multinational Enterprises laid down by the Organization for Economic Co-Operation and Development (OECD), and
- The United Nations Convention against Corruption.

COMPLY

OR EXPLAIN

➤ **Each person is required to obey laws and regulations. For Group-specific rules, however, entities may choose to adapt the way they are implemented, for example in order to fit in with laws or certain aspects of local culture in which customs differ from our practices. In this case, such adjustments need to be agreed by the home entity before a specific policy is applied.**

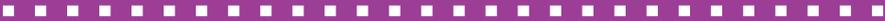
The rule governing such exemptions is called the "comply or explain" principle. If an exemption is made, the reason for it must be explained and formally accepted in advance by the home entity's ethics officer. Under no circumstances may this exemption entail violating the law.

The explanation must be clear and properly reasoned, be set out in writing and be consistent with the law and the Group's ethical principles.



THE PRINCIPLES OF ETHICS STATED ABOVE APPLY AT THREE LEVELS, WHICH ARE:

- >** THE RELATIONS WITHIN THE GROUP, CONSISTING OF ITS EMPLOYEES, ITS OPERATIONAL ENTITIES, AND ITS SHAREHOLDERS;
- >** THE RELATIONS WITH THE MAIN PLAYERS ON OUR MARKETS: OUR CUSTOMERS, OUR SUPPLIERS AND OUR COMPETITORS;
- >** THE RELATIONS OF THE GROUP WITH THE ENVIRONMENT IN WHICH IT OPERATES: CIVIL SOCIETY, AND, IN GENERAL, ALL ITS STAKEHOLDERS.



2 ... HOW TO DEAL WITH AN ETHICAL PROBLEM?

DID YOU KNOW?

- All the documents relevant to the charter and to these Guidelines are accessible to all Group employees on the Group's intranet site.

LEARNING ABOUT ETHICS

- Training courses for functional and operational managers are available in live or online format. The topics covered in those courses mainly concern:
- Induction into the ethical principles of the company;
 - Business ethics;
 - Competition rules in the European Union;
 - Anticorruption measures in international development;
 - Ethics in relation to public contracts;
 - Management responsibility, ethical risk, internal control, audits.

For any additional information, consult the ethics officer for your entity or your human resources department.

Within the Group, the answer or solution to an ethical problem can materialize through different channels:

- providing reference documentation,
- discussions through the chain of command,
- through the Ethics Officer,
- through the ethics e-mail.

Employees have access to a number of documents that explain the objectives and content of the Group's ethics policy and that give concrete examples. However, the variety and diversity of circumstances makes it impossible to foresee all possible cases. To find a solution that meets our ethical standards, it is sometimes necessary to seek advice. Depending on the nature of your questions, you can approach a work colleague, the management line – starting with your direct supervisor or another manager with skills relevant to your question (human resources, safety, legal, etc.), a personnel representative, if legally permitted, and, of course, an ethics officer.



Asking a question of an ethical nature is often tricky. So it takes courage, even boldness, to tackle these subjects and describe the dilemma. However, it is the only way to put an end to unacceptable practices and to begin the process of improvement

Anyone who in good faith expresses concerns relating to ethical matters will not be exposed to any sanction as a consequence of their initiative.

Any employee who is a victim of or witness to practices against this rule may refer them to their entity's ethics officer or the Group's ethics officer, who then has a duty to work with management to find the means to protect or re-establish the legitimate rights of the people concerned.

In all circumstances, ethics officers are obliged to strictly maintain the confidentiality of information communicated to them.

THE ETHICS OFFICER

The Ethics Officer has three roles:

- To participate in the design of the group's ethics policy.
- To communicate and explain the different points in the policy. To lead initiatives for training and communication by answering employee questions and conducting information sessions.
- To track ethical risks and cases of lack of compliance. May be involved in handling cases of breaches in ethics in conjunction with line managers and potentially the human resources and legal divisions.

Within SUEZ ENVIRONNEMENT, there is a network of Ethics Officers assigned to the Group's main entities (roughly 30 of them). This network is led by the Group's Ethics Officer. The contact information for the Group's ethics officer is available on the intranet site.

THE ETHICS E-MAIL, A TARGETED DEVICE

SUEZ ENVIRONNEMENT provides its employees with an e-mail address on which they can contact the Group Ethics Officer if they are not sure what to do or have observed violations of the ethics and compliance rules.

WHO YOU SHOULD FIRST



CONTACT

- You are not sure what to do or what procedure to follow.
- You want advice.
- You think that the company's rules are in the process or on the verge of being violated.
- You think that you are or are going to be involved in an action that goes against your company's rules.

In all these circumstances, consult someone you can trust: your colleagues, your line manager, the legal department, a personnel representative if legally permitted, the ethics officer, and so on.

This procedure is not an alternative to other existing reporting channels (line management, personnel representatives, public body, etc.), but an additional channel. It should be used in accordance with local regulatory requirements, since certain regulatory regimes may impose compulsory procedures.

The primary target of the procedure is any violations relating to accounting, financial audit and the fight against corruption, as well as other serious infringements that may threaten the vital interests of the Company or the physical or moral integrity of its employees. Other violations are likely to be dealt with under local regulations. Alerts may be addressed to entity ethics officers and/or the Group Ethics Officer by any means, in particular by e-mail to the following address:

ethics@suez-env.com

Any abusive use of the procedure may result in prosecution and, conversely, no proceedings may be taken against a user acting in good faith.

The identity of the user and that of any accused person is kept confidential, and penalties may be applied if confidentiality is not maintained.



3 ... KEY DAY-TO-DAY ETHICAL REFERENCE POINTS

COMMUNICATION

In their communication policy, Group entities work to ensure that the information they provide is accurate, complete, precise, comprehensible and timely. Apart from their managers, only duly authorized people have the right to speak on behalf of Group entities.

An employee who wishes to speak in public, publish or give an interview on a subject affecting a Group entity must therefore receive permission to do so from an authorized person or his entity's Communication department (except in special circumstances defined by the regulations). Any employee not so authorized may nevertheless speak freely, provided that they first specify that they are speaking or writing in a personal capacity and not on behalf of their entity. In particular, they should ensure that they do not associate their entity with a partisan position, and that they do not use their position in the entity to lend credibility to their personal views.



Question

In response to an article on environmental companies on the internet, I was shocked to discover comments criticising the scandalous behaviour of large groups in the sector.

Some even claim that our Group does not respect existing regulations and that it pollutes with impunity.

I resolved to defend my company, and decided to respond to these malicious rumours.

Does this present an ethical problem?

.....

Answer

There is no impediment to you airing your opinion or expressing your point of view on a subject which involves SUEZ ENVIRONNEMENT.

However, be very careful. Your opinions are your own, and, unless duly authorized, you may not speak on behalf of your entity or use your position within the entity to justify your statements.

Moreover, all your arguments must be based on public information, i.e., drawn from official Group publications or releases.

If in doubt, do not hesitate to talk to your line managers.

COMPETITION

The Group attaches the greatest importance to respecting the rules of competition and rejects all anti-competitive practices.

Its employees are expected to behave impeccably in their relations with competitors, clients, suppliers and prospective clients.

Proscribed activities notably include: illegal competition agreements, abuse of dominant position, acts of corruption, the exchange of insider information, discriminatory, excessive or predatory pricing, etc.

Group employees use only legal and ethical methods to find out information about their competitors. By way of example, the use of intrusion and false identity is prohibited. They do not slander or denigrate their competitors and refrain from taking advantage of inaccurate, falsified or distorted information. Finally, when a Group entity is operating in a regulated market, it must ensure that employees are informed of the provisions that apply to them and monitor their implementation.

PROHIBITING ALL UNFAIR

PRACTICES

It is generally deemed to be anti-competitive and therefore prohibited to consult with one or more competitors with, for example, the effect or intention of:

- › **Submitting agreed bids..**
- › **Dividing up or segmenting markets, outlets or sources of supply, whether on the basis of geographical territory, client type or any other criterion.**
- › **Eliminating a competitor, a client, a supplier or a market newcomer.**



Question

My cousin, who works for a competitor, is offering to help me fast-track my career by giving me his company's answer to a call for bids on which my department has been working for several weeks.

Considering that my interests and those of the group are the same, why shouldn't I accept the offer?

.....

Answer

SUEZ ENVIRONNEMENT's principle is to respect the rules of competition and rejects any exchange of information which could compromise it. As an employee of the Group, you must adhere to ethics rules above all else. Moreover, a breach in ethics could be very costly to your career. Your cousin probably does not realize he is asking you to participate in an anti-competitive and unfair act. In his interest, in yours and in that of the Group, turn down this type of information exchange.

CONFIDENTIALITY

In the course of their work, all employees are required to manage or hold large amounts of information. This may relate to clients, personnel, their Company or, more generally, their company's economic, commercial or legal environment (commercial or financial partners, suppliers, government bodies, other Group companies, etc.). As a general rule, any information that has not been made public should be considered confidential. Information for which there are specific regulations in some of the Group's spheres of activity, such as commercially

SOME GOOD PRACTICES WITH

RESPECT TO INFORMATION SYSTEMS

AND CONFIDENTIALITY

- **I will not leave sensitive documents on printers or meeting rooms and I will keep to the tidy desk policy by storing items under lock and key.**
- **I will be responsible for the visitors that I receive and I will never leave them alone on Company premises.**
- **I will switch on the secure screensaver whenever I leave my office.**
- **I will not open any attachments on suspicious emails and will not respond to such messages.**

FOUR LEVELS OF CONFIDENTIALITY

- **All documents issued within the Group must display a degree of confidentiality in accordance with the following scale: "confidential", "restricted", "internal", "public".**
- **When a document is not classified, it is considered for "internal" use, by default.**

sensitive information, should be treated with particular care.

Both within and outside SUEZ ENVIRONNEMENT, employees are advised to maintain maximum discretion with regard to information, of any kind, originating from or relating to their company. If you need to communicate such information to another person to enable them to do their job, make sure that you only give them the specific information they require, particularly if such information originates wholly or partially with a third party or service provider. In addition, tell them the level of confidentiality of the information communicated to them.

A large proportion of the confidential information to which employees have access is in electronic form, which is why the Group has set rules on information systems which everyone must follow.

CONFLICTS OF INTEREST

A conflict of interest is a situation in which the judgment of a person who is acting in a professional capacity may be excessively influenced by a secondary interest, distinct from that of the company. This is the case, for example, when an employee finds him or herself in a situation where they might take a decision not on the grounds of their company's interests, but of their own interests, or those of a relative or friend.

If in doubt, employees are advised to check with their line manager that there is no conflict of interests. This advice is particularly pertinent if you, or someone close to you, have interests in a company or body that is a client, competitor or supplier of the company.

It is also pertinent if you are engaged in a professional or optional activity outside the company. In particular, if you have responsibilities in nonprofit bodies or communities that are clients of a Group entity, you should abstain from participating in discussions and from voting on matters pertaining to awarding contracts to a Group entity or from making a decision about such a contract.

For their part, SUEZ ENVIRONNEMENT's financial officers are required to report any potential or actual conflicts of interests to their line manager or their entity's ethics officer, in accordance with the Group's "Code of Conduct for Financial Officers".



Question

My entity is working on a project to respond to a call for bids issued by a municipality where my wife is a municipal councillor.

Is this a conflict of interest?

.....

Answer

These circumstances require you to demonstrate the highest level of professionalism and vigilance. Your decisions could be influenced by the nature of your connection with a common client; your wife may also be in a delicate situation in relation to your entity. In order to avoid any ambiguity, you should inform your line manager or the ethics officer of your wife's function within the municipal council.

CASE STUDIES: ASSESSING A POTENTIAL CONFLICT OF INTEREST

If you answered yes to one of the five questions below, you may be facing a conflict of interest.

- 1** ▶ Do I or anyone close to me, outside the Company to which I belong within SUEZ ENVIRONNEMENT, hold a position of executive, owner, manager, employee or consultant in a company:
 - that supplies services or goods to my company or a Group entity?
 - that is in competition with my company or a Group entity?

- 2** ▶ Do I or anyone close to me, outside the company to which I belong within SUEZ ENVIRONNEMENT, have a direct or indirect financial interest in a company:
 - that supplies services or goods to my company or a Group entity?
 - that is in competition with my company or a Group entity?

- 3** ▶ Do I or anyone close to me have the opportunity to contribute to a decision or to give a recommendation regarding relations between a SUEZ ENVIRONNEMENT entity and a company external to the Group that meets the criteria set out in questions 1 and 2?

- 4** ▶ Do I or anyone close to me have the opportunity to contribute to a decision or to give a recommendation regarding a SUEZ ENVIRONNEMENT entity in exercising my role within a political or voluntary organization?

- 5** ▶ Have I or anyone close to me accepted a gift, a trip or any other material or financial benefit from a supplier, a client or a competitor?

CORPORATE PATRONAGE AND PARTNERSHIPS

Corporate patronage and partnership initiatives are permitted under the Group's policy on sponsorship and partnerships .

They reflect a civic-minded and socially responsible approach. Only people duly authorized by their line manager can order or initiate these operations. Employees are required to check the appropriateness of these initiatives, which should not create conflicts of interests or constitute a covert form of funding.

Moreover, any large partnership project must be authorized by the SUEZ ENVIRONNEMENT Sponsorship Committee (see procedure available on the Group intranet site).



Question

While a water treatment plant was being built in a developing country, volunteers from an association asked us to help with the construction of a school in a neighbouring village. This initiative seems to be consistent with the values and commitments of SUEZ ENVIRONNEMENT.

Can we help them with their work?

Answer

SUEZ ENVIRONNEMENT supports and encourages the involvement of its employees in general interest initiatives. However, this involvement must remain in the private realm and be decided upon by everyone. Your commitment must be personal and must not interfere with your professional work. You may not use company resources (machines, materials, etc.) without prior approval from a line manager authorized to enter into a partnership with the association you wish to help.

CORRUPTION

SUEZ ENVIRONNEMENT forbids corruption in all its forms, whatever the time, the place or the circumstances.

Corruption constitutes an attack on the democratic principles which are valued by the Group and adversely affects the dignity and integrity of those who suffer the consequences. It is also an impediment to the proper functioning of the company due to the costs and risks (financial, criminal, commercial and reputation) that they create and the violation of rules governing markets that the company supports.

In general, there are two general categories of corruption:

- Active corruption consists in offering someone an advantage in order to influence a decision-making mechanism (license, right, supply, contract, etc.);
- Passive corruption consists in accepting an advantage in return for using one's influence to affect a decision. Passive corruption can happen without active solicitation. It can include practices as serious as extortion.

TO DEMONSTRATE

ITS COMMITMENT TO THE FIGHT

AGAINST CORRUPTION, THE GROUP

- **Has joined the United Nations Global Compact, whose 10th principle relates to the fight against corruption.**
- **Is an active member of the French section of the Transparency International NGO.**



Question

A public officer suggested that I call one of his acquaintances to put an end to the administrative red tape that is slowing down the site for which I am responsible. Since I was tired of waiting, I contacted the person who assured me that the work could resume in less than a week if I pay a significant amount of money in cash.

What should I say?

.....

Answer

You should immediately be suspicious of the situation. You should follow the procedure for using business intermediaries and find out about the person before making contact. Regardless of local custom, SUEZ ENVIRONNEMENT policy is to formally refuse any undue payment for a public service. Accordingly, it is out of the question for the services of an intermediary to be used if you have questions about their integrity and the use of the funds that will be paid.

Corruption takes concrete form through actions of different kinds such as gratuities, misappropriation, unwarranted payment for a public service, etc.

The last case is an example of extortion which is a form of corruption. Extortion consists in making the award of a contract or license conditional on the provision of an unwarranted consideration in return, through the exercise of pressure that can extend from occasional or daily demands for money, to exaggerated administrative red tape, or even physical threats to individuals and their families.

Acts of corruption are sometimes facilitated through the use of business agents in the attempt to mask or conceal the acts from prosecution. To prevent such arrangements, the Group has established an internal framework procedure for the engagement of business agents that is compulsory in its application.

THE PRINCIPLES FOR SELECTING

BUSINESS AGENTS

The business agents used by the Group must:

- **Have a good reputation, recognized professional competence and knowledge of the laws, the context and local customs.**
- **Not be employees or official agents of a local authority, a political party, a potential client or a competitor.**
- **Have a binding commitment to work in compliance with their regulations.**
- **Be chosen and approved in accordance with procedures applicable within the Group.**

DELEGATION OF AUTHORITY

Whether a manager or employee, each person contributes to the Company's global performance and has a share of responsibility corresponding to the scope of their role. In this respect, in order to guarantee that skills, obligations and responsibilities are properly distributed, management must ensure that delegations of authority and the necessary signatures are effectively established and operational, according to the principles defined by the Legal Department of the Group.

ENVIRONMENT, HEALTH AND SAFETY

SUEZ ENVIRONNEMENT is careful about the impact of its activities on all its stakeholders and the natural environment.

That is why our Group has developed a rigorous environmental and health and safety policy. Personal involvement and vigilance are needed for this policy to progress into lasting, increasingly ambitious and firm commitments, reflecting a respect for individuals, society and the planet.



Question

I've noticed that some wastewater quality control procedures considerably slow down my work and that of my colleagues. Moreover, the standards set by management are much more stringent than those required by local regulations.

Won't these procedures impede the competitiveness of our company?

Answer

The procedures and standards put in place make it possible for our activities to meet the quality standards of the Group.

As a responsible company, SUEZ ENVIRONNEMENT is committed not only to respecting local regulations but also to promoting business that is sustainable and which respects people and the environment.

The competitiveness of our Group also depends on the promotion of these values.

FRAUD

Corporate fraud is a sensitive subject and its impact is often understated. However, fraud generates financial costs that can be high and hard to recover and, more broadly, it represents a risk for any individual and any company.

For SUEZ ENVIRONNEMENT, fraud, in all its forms, is unacceptable. Any fraudulent act is punishable by the penalties laid down in international or local law and by the Group's internal rules.

Fraud is considered to be any deliberate and concealed action or omission, committed with the intention of deceiving or bypassing existing laws or the Company's rules, in order to obtain unwarranted material or moral advantage for the perpetrator of the fraud or for a third party.

Fraud takes multiple forms: theft of money, goods, data, or equipment that belongs to the company, deliberate falsification, concealment or destruction of documents, false entries or declarations, manipulation of accounts, counterfeiting, money-laundering, swindling, corruption, etc.



Question

During negotiations with a client, the client asked me to pay for a portion of the contract in cash.

Can I accept these conditions?

.....

Answer

Cash payments are not an option unless they are for small amounts. You cannot accept a payment if its origins are potentially fraudulent at the risk of participating in a money laundering operation. If in doubt, inform the Ethics Officer before agreeing to this type of payment.

FUNDING OF POLITICAL ACTIVITIES

The Group's policy is to refrain from any funding of political activities.

In countries where this type of funding is allowed, the Group may, under certain conditions, consider contributions or forms of support.

In any case, these should be reduced to a minimum and remain the exception, while avoiding any semblance of partisan or biased attitudes.

The Group's Ethics Officer or the ethics officer of the relevant legal entity must be informed in advance of any donations. SUEZ ENVIRONNEMENT entities must refrain from contributing to the funding of institutions, parties or candidates holding extremist views.



Question

For several years now, my team and I have been trying to obtain a waste services management contract in a country that is not very open to foreign companies. During an informal meeting, a political consultant implied that there was a good chance that the long-awaited contract would be signed if the candidate he supports wins. In exchange, he would need to be helped with settling some difficulties related to the financing of his campaign.

What should I say?

.....

Answer

Obtaining a contract cannot be contingent on providing a financial advantage at the risk of being implicated in corruption. Accordingly, you must refuse these conditions.

GENUINENESS AND TRUTH OF DOCUMENTS, TRACEABILITY

It is generally advisable to document the main steps leading up to a decision or initiative for which an entity or an employee may be potentially liable, so that these steps may be traced later if required. This may apply to any document used to establish scientific, technical, administrative, accounting or financial results.

These documents must be retained in compliance with applicable regulations.

The documents we establish, as well as those archived, must accurately reflect the facts, places and dates of which they are a record.

All employees shall refrain from establishing false documents or falsifying documents. Anyone who suspects the existence of such a document must immediately inform their line manager, or the ethics officer for their entity.

Finally, these documents and other corporate records must be retained for the term and in the form required by applicable laws and regulations.

GIFTS, INVITATIONS AND TRIPS

As a general rule, the Group seeks to minimize the number and cost of gifts and invitations, be they offered or received by Group employees. Their frequency and amount must be decided by management. To find out how this policy is applied in their entity, employees should ask their line manager.

Gifts and invitations are marks of courtesy, so they need to match local tastes and customs. Never accept to give or receive a gift or an invitation which, for one reason or another, makes you feel uncomfortable or is likely to make the other party or the people around you feel uncomfortable.

Finally, any trip offered or accepted by an employee, in or for the exercise of his or her functions, must first be authorized by management.

Professional buyers and all employees in the procurement and logistical services are particularly solicited by suppliers. In this regard, they are prohibited from accepting gifts, invitations or trips. The Group's policy on gifts must be communicated regularly to existing and potential suppliers.

THE RECIPROCITY PRINCIPLE

- **An example of good practice with regard to invitations, insofar as they are permitted by local law, is never to invite a client to a place where they would not be in a position to return the invitation.**

ACTION POINT

- **Before accepting or offering a gift, ask yourself these three questions:**

- **Is this gift likely to change my attitude to the person or the Company?**
- **Has my line manager agreed that I should offer (receive) this gift?**
- **Will I be comfortable talking about this gift with my colleagues, friends and family?**

Don't forget to also check the rules specific to your entity.



Question

Since I regularly stay in hotels in the same chain on my business trips, a customer service representative called and offered me a family holiday package during the next school break.

Can I accept the offer without breaking the ethics rules of SUEZ ENVIRONNEMENT?

Answer

Such an offer, because of its value, by far exceeds the threshold set by the ethics rules. It should be turned down. Don't forget that gifts, whether given or received cannot be such that they alter your relationship with the people around you. Gifts must be small in value. If they are not, or if you are in doubt, ask for authorization from your line manager before giving or accepting the gift.

HUMAN RIGHTS

The Group has identified respect for others as one of its fundamental ethical principles. For this reason, it places particular emphasis in each of its activities on respect for the spirit and letter of the 1948 Universal Declaration of Human Rights. Employees are asked to consider the impact of their actions and decisions on people, and to ensure that people are not damaged either in their integrity or in their dignity through the actions of a Group entity or one of its employees.

The Group is also particularly vigilant with regard to the sensitive situations to which it may be exposed in its activities, such as the respect for displaced populations or compliance with the rules on the protection of property in sensitive areas.

In this respect, every SUEZ ENVIRONNEMENT employee must refrain from practising discrimination of any kind, whether by word or deed, in particular with regard to age, gender, ethnic, social or cultural origin, religion, political or union activity, personal lifestyle choice, physical appearance or disability.



Question

I heard rumours claiming that one of our subcontractors is using forced labor and child labor on the worksite of one of the Group's plants. I contacted our subcontractor regarding this and he assured me, with supporting official documents, that he was complying with the legislation.

Answer

Observing human rights is an absolute priority for the Group. You did the right thing by verifying the legitimacy of these rumours. Even if the labor legislation varies from one country to another it is an absolute requirement that our subcontractors comply with international standards regarding respect for workers and work by minors. Make sure of what the situation is and ensure that in any situation the dignity of individuals is respected on the sites concerned. Inform your line manager of these rumours and of the actions you have taken.

INSIDER INFORMATION AND INSIDER TRADING

Insider information is deemed to be any specific information that has not been officially made public relating directly or indirectly to a listed company, which, if it were made public, could have an impact on the stock price of that company or on the financial products linked to that stock (shares, bonds, loans, options to buy or sell, etc.). Some privileged information may also relate to financial instruments.

A person who holds insider information is called an insider. The law on "insider trading" prohibits anyone who handles insider information about a listed company from buying or selling the stock of that company, or even advising or suggesting that a third party should buy, sell or retain that stock, for periods determined by local regulations.

This prohibition applies to the stock of the company in which that person works as well as the stock of any other listed company about which he or she may hold insider information.



Question

My manager often leaves his door ajar, and I heard him talking to someone in the financial division about payment of an extraordinary dividend this year.

Wouldn't this be the ideal time to buy company shares?

Answer

The information you obtained was neither official nor public.

Accordingly, it is privileged information, and falls into this category even if you obtained it by accident.

Accordingly, you cannot carry out any market transaction influenced by this information or ask anyone to carry out such a transaction for you.

In addition, you should suggest to your manager that he better protect the confidentiality of his information.

INTELLECTUAL PROPERTY

Just as employees have the obligation to protect the Group's intangible assets, they must also respect both the Group's intellectual property and that of others. For example, they should not make unauthorized use of patents and copyrights or engage in unauthorized copying or plagiarizing of brands, studies, projects or publications belonging to others.



Question

An employee who is a movie enthusiast often downloads films while he is working then watches them in the evening with his family. I strongly disapprove of the illegal downloads, but as a manager, I don't see the harm he is doing since he is watching the movies outside his work hours.

Can I prevent him from downloading the movies at work?

Answer

You certainly can and should prevent this type of behaviour. Piracy and failure to respect intellectual property cannot be allowed within the Group. You should remind the employee that he is using company equipment fraudulently and is infringing on rules on intellectual property which you cannot tolerate.

LOBBYING

The Group defines lobbying as the promotion of the interests of its entities through objective information from opinion leaders and/or the leaders of the communities in which those entities operate, in technical, economic and social areas. The aim is to raise awareness about the Group, promote its image, values, lines of business and services, and to defend its interests.

If an institution or country regulates the activities of lobbyists, the entities must respect their regulatory obligations and use only professional lobbyists who do so. Similarly, if there is a code of conduct or ethics, lobbyists acting on behalf of Group entities must comply with it.

In all cases, lobbyists must always disclose the identity of the persons or organizations on whose behalf they are working while they are lobbying. Similarly, they shall not provide or request information in exchange for payment.

The Group draws particular attention to the risks of conflict of interest and of corruption. All employees must be vigilant about not leaving the impression that the Group or the entity they are representing is seeking to unduly influence the country's domestic political affairs.

PROCUREMENT AND SUPPLIERS

Employees with third-party business relationships should show particular vigilance in terms of ethics. This includes employees who work with suppliers, service providers and subcontractors: product advisers, buyers, supply-chain consultants and, more generally, anyone involved in the act of buying. These people must follow the principles laid out in these guidelines, and also comply with the ethical rules of the Group's procurement policies that apply to them in the day-to-day performance of their functions.

SUPPLIER RELATIONS:

NINE ETHICS PRINCIPLES

1

- › Comply with laws, regulations, external standards, Group values and internal procedures.

2

- › Treat suppliers with equity, transparency and impartiality.

3

- › Ensure that mutual commitments are kept.

4

- › Keep the confidentiality of all information exchanged.

5

- › Ensure that the Group's commitments with regard to ethical standards, sustainable development and corporate responsibility are known and maintained.

6

- › Avoid any conflict of interests which may undermine objective and independent decision-making.

7

- › Report any situations which are in breach of these rules.

8

- › Select and award contracts based on objective criteria.

9

- › Respect the free activities of competition.



Question

One of my colleagues usually applies an aggressive policy with respect to procurements. He does not hesitate to disclose the content of offers by certain suppliers in order to motivate others to revise their pricing and their type of delivery. Admittedly, this approach is often effective but it seems unfair.

Is this method of negotiating acceptable?

.....

Answer

Employees who interact with suppliers or sub-contractors must ensure that their conduct remains above reproach. Regardless of the results obtained by your colleague, they do not justify the use of such an approach. The confidentiality of proposals from our partners must be maintained and all suppliers should receive the same information. Do not hesitate to remind your colleague of the rules of ethics or even to alert your line supervisor.

PROTECTION OF THE COMPANY'S ASSETS

The assets of Group entities must be used solely for professional purposes, in legitimate conditions and with the right permits.

It is the responsibility of all employees to do what they can to protect and make effective use of these assets, to avoid damaging them and to ensure that they are not used fraudulently. This rule applies equally to tangible assets (properties, premises, equipment, supplies, etc.) and intangible assets (patents, information, image, software, brands, reputation, manufacturing secrets, etc.).

An employee who observes that protective measures are inadequate must inform his or her line manager, and do the same in the case of theft or attempted theft, piracy, espionage, sabotage or vandalism.



Question

A colleague offered to help me move using a company utility vehicle outside work hours, should I accept the offer?

Answer

Unless specific authorization is given, company property must be used in a context strictly related to your professional activities.

Your colleague's offer is no doubt well intended; however, you cannot accept it, especially since the vehicle is probably not insured for private use.



Ethics is an evolving field.

Documents relating to ethical practices are subject to constant revision and update to incorporate best practices under the imperatives of continuous improvement.

All ethics-related SUEZ ENVIRONNEMENT documents are accessible on the Group's intranet site and at www.suez-environnement.com

To receive information or guidance on ethical practices and compliance: ethics@suez-env.com





DESIGN, LAYOUT AND PUBLICATION

LES ÉDITIONS STRATÉGIQUES

March 2010 – Printed on coated paper certified by the Forest Stewardship Council (FSC™).
It was produced in ISO 9001 and ISO 14001 (environment) certified plants.
This paper is made up of 60% recycled fibers and 40% FSC™ virgin fibers.
This document was printed with mineral solvent-free inks, by a printer certified
by Impri'm Vert.

WWW.SUEZ-ENVIRONNEMENT.COM



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