



# CODE OF CONDUCT

**Ethics &  
Compliance**  
DALKIA



## CONTENTS

To whom does this code apply? .....	05
How to use this code .....	06
The whistleblowing procedure .....	07
The rules to follow .....	09

### We are proud of our values and rules

Our good reputation is built on the commitment of the Group's employees, and we must constantly ensure it is maintained and cultivated. This Ethics and Compliance Code of Conduct has been designed with this in mind.

Our Code of Conduct is one of a series of tools deployed at Dalkia to promote a culture of integrity. It comes in addition to the Group Code of Ethics, which is built on the three core values of the EDF group: "Respect, Solidarity and Responsibility", along with the Group whistleblowing procedure.

This document can be accessed by Dalkia employees and co-workers on the website [www.dalkia.fr](http://www.dalkia.fr).

Following the consultation procedure with employee representatives, in accordance with the French Labour Code, the Code of Conduct has now been integrated into Dalkia's internal regulations.

Our values and rules are a source of pride and this Code of Conduct relative to Ethics and Compliance is designed to help us both understand them and comply with them better.

#### Nathalie Natta

Dalkia Ethics and Compliance Officer

Dalkia = Dalkia SA, and the companies it controls by exercising a dominant influence over them, either directly or indirectly / EDF Group = EDF Group, including Dalkia SA, and its subsidiaries (specialist and international)



## A word from Sylvie Jéhanno

Dalkia Chairwoman & CEO

### This code is designed to help preserve our culture of integrity

Based on its values, Dalkia acts in accordance with laws, regulations and its own voluntary commitments. In terms of integrity, Dalkia, as a part of the EDF Group, has to abide by an increasing and complex set of national and international regulations and any misunderstandings can leave us open to increasingly severe sanctions.

The Law of 9 December 2016 on transparency, the fight against corruption and the modernisation of economic life (Sapin II Act) strengthens the legislative arsenal in the field of preventing and repressing corruption and breach of probity offences.

The aim of this law is to bring French legislation into line with European and international standards relative to fighting corruption, and thereby give France a positive image on the world scene. It requires the implementation of a compliance programme to combat corruption and influence peddling. This anti-corruption programme is founded on eight mainstays, the first being the development of a Code of Conduct that "defines and illustrates the different types of conduct that must be prohibited as being indicative of acts of corruption or influence peddling."

In line with the EDF Group Ethics and Compliance Policy, updated in 2020, and together with all the members of the Combined Committee, I wanted our Code of Conduct to be broad and describe various possible forms of corruption in order to protect us as effectively as possible and safeguard our companies' good reputation.

This Code of Conduct is an essential part of Dalkia's Ethics and Compliance system, which we have significantly strengthened in recent years. It is based on the EDF Group Ethics Charter, which sets forth the values that form our identity—Respect, Solidarity and Responsibility—as well as on the EDF Group's Ethics and Compliance Policy. It specifies the conduct that all employees must pledge to uphold, providing many concrete examples.

This Code of Conduct must protect and sustain our culture of integrity. Dalkia's reputation, and the trust that all our stakeholders have in us, depends on each of us.

In the event of non-compliance with this Code of Conduct, every individual has the ability to alert their line manager or their ethics and compliance manager, or to contact the Group Ethics and Compliance Division via the Group's whistleblowing system available on EDF's website. This is designed to protect our Group and its employees. It is also crucial for protecting the EDF Group's reputation for integrity, which is one of the best in the sector worldwide.



## Our commitments

### TO COMPLY with the law and regulations

The reputation for integrity of the EDF Group, including Dalkia SA, and its subsidiaries (France and international) is built on compliance with the national and international laws and regulations in force. Dalkia and its employees undertake to comply, in all circumstances, with applicable laws and regulations, in all the countries in which it operates.

It is therefore every Dalkia employee's individual responsibility to be familiar with the laws, regulations and obligations relative to his or her tasks and to comply with them scrupulously. Any activity that could potentially involve EDF Group in an illegal practice is strictly prohibited.

### TO COMPLY with international commitments

The EDF Group has been a member of the United Nations Global Compact since 2001. The Global Compact brings together a large number of companies around the world, which undertake to respect ten principles concerning human rights, labour, the environment and the fight against corruption. Through its membership, the EDF Group and its subsidiaries are committed to making progress in applying these principles and must provide proof of the progress made every year.

Dalkia and its employees undertake to comply with the principles and fundamental rights set out in the Universal Declaration of Human Rights, the Charter of Fundamental Rights of the European Union, the Conventions of the International Labour Organisation, the OECD Guidelines and the United Nations Convention against corruption.

### TO COMPLY with EDF Group policies

The EDF Group has implemented policies, including the Group Ethics and Compliance Policy, guidance notes, support guides and other specific procedures and instructions of the business lines/sectors that govern its employees' daily work. All Dalkia employees must comply at all times with the rules set out in these policies.

### TO COMPLY with the Ethics and Compliance Code of Conduct

Applying these laws, regulations, international undertakings and Group Policies in our daily work implies a need to transcribe them in more practical and precise terms in a Code of Conduct. This document is the reference guide to be used by Dalkia employees to prevent corruption. The Code of Conduct lists definitions and challenges for Dalkia, golden rule to be understood and followed, rules to follow and actions to be prohibited. It also describes some criteria for identifying risk situations, as well as recommendations on how to deal with them. Dalkia and its employees undertake to comply with this Code of Conduct in all situations.

### SANCTIONS

In the event of failure to follow the required rules and the prohibited actions defined in the Code of Conduct, Dalkia employees may be subject to disciplinary proceedings, in accordance with the provisions applicable within the company. Furthermore, they may be subject to civil and/or criminal proceedings if they breach these rules.



## To whom does this code apply?

The Ethics and Compliance Code of Conduct is the reference document for preventing corruption. It applies to all Dalkia employees. Companies held by EDF, including Dalkia, are asked to develop a version of the Code of Conduct by applying the principles and rules set out in this document. These versions take into account the particularities and regulations of the countries in which the companies are based.

### ROLE AND RESPONSIBILITIES of the employee

As a Dalkia employee, you must conduct yourself in an ethical manner and comply with the laws and regulations. You must:

- > Learn about the topics covered in the Ethics and Compliance Code of Conduct and follow the associated recommendations;
- > perform your duties within the company with equity and integrity;
- > contact your line management, your entity Ethics and Compliance officer or the Group Ethics and Compliance Division (DECG) if you have a question about this Code of Conduct or to obtain a more precise explanation of the rules to follow.

You may, if you wish, report any breach of this Code of Conduct using the EDF Group's whistleblowing system, described in the section "How do I whistleblow?"

### ROLE AND RESPONSIBILITIES du dirigeant et du manager

Management must set an example of ethical conduct that complies with the law. As an executive or manager at Dalkia, it is your responsibility to set an example and strictly comply with the rules of conduct, while also ensuring that these rules are clear and transparent for your colleagues. You must:

- > set an example of acting with integrity through what you say and what you do;
- > promote to employees the importance of integrity and compliance with laws in their work;
- > ensure that your colleagues are familiar with and understand the rules set out in this Code of Conduct by regularly taking the time to explain them;
- > ensure that compliance with the law and regulations is constantly monitored;
- > endorse the behaviour of your staff when they act with integrity;
- > create a climate of trust in which every employee can raise or report a problem relating to ethics or non-compliance;
- > be vigilant in order to prevent and detect any failure to comply with the Code of Conduct, and deal with it in an appropriate and timely manner;
- > raise awareness about the EDF Group's whistleblowing system, applicable to Dalkia and its subsidiaries, among employees within your team and protect any person using the system.



## How to use this code

This document was designed to guide you in dealing with any situation in which you are unsure of the attitude to adopt and the implications of your actions.

Each thematic sheet is designed in the same way. Each section includes:

- > (a) the definitions of the terms used in the sheet, a description of the issues for the company and employees, and a golden rule that represents the main point to remember from the theme;
- > (b) the rules to follow by identifying the categories of employees to whom these rules apply, prohibited behaviours, illustrations of high-risk situations, a list of the right habits to adopt and links to additional educational materials.

The Code of Conduct is incorporated into the company's internal rules, although only the rules to follow and the prohibited behaviours are considered internal regulations.

### IF THE ANSWER TO YOUR SITUATION IS NOT IN THIS CODE OF CONDUCT, ask yourself the following questions:

- > Is what I am doing legal?
- > Is what I am doing in line with the company's values and rules?
- > Does what I am doing comply with the rules set out in this Ethics and Compliance Code of Conduct?
- > Could I justify my actions to my line manager?
- > If what I am doing is made public within the company or outside the company, will I be comfortable with that fact?

If your answer to any of the questions above is No, or if you have any doubt, the right attitude must be to consult the people who may be in a position to help you: your direct or indirect line manager, the Ethics and Compliance Officer, the Group Ethics and Compliance Division (DECG) at the following address: [sg-decg-ethique-et-conformite@edf.fr](mailto:sg-decg-ethique-et-conformite@edf.fr), or employee representatives, and have an open discussion before you take any action.



#### TO FIND OUT MORE ABOUT THIS SUBJECT

To learn about all of the requirements to follow within the Group in areas not related to corruption and not covered in this Code of Conduct, refer to the Group policies, including the Group Ethics and Compliance Policy, which present in detail the company's requirements in each area. These policies form the corpus of the company's operating rules and **are available on D&You and Vivre EDF online**. Employees can also refer to **the Ethics and Compliance section of D&You** and the "Ethics and Compliance" community on Vivre EDF online, where they will find a wealth of informative content, the Group and Dalkia's Ethics and Compliance Policy, the Group Code of Ethics, press reviews on news about "Ethics and Compliance" and informational videos, amongst other resources.



No document can account for or address all situations that may arise. Therefore, employees must use their common sense and discernment when defining what appropriate and honest conduct is.



## The whistleblowing procedure

EDF has implemented an Ethics and Compliance whistleblowing system to report any breach of probity. This system, which applies to Dalkia and its subsidiaries, supplements other existing reporting "channels" within the company (employee representatives, Human Relations Division, line management, Ethics and Compliance Officers), which the whistleblower is free to choose. Reporting is not an obligation and is merely an option.

### Who can use the Group whistleblowing system?

Any employee or external or occasional personnel member of Dalkia (temporary staff, trainees, service providers, etc.) may use the whistleblowing system. Should the whistleblower so wish, an employee representative may accompany her/him throughout the process.

As an employee or personnel member, the following conditions must be met in order to be a whistleblower:

- > be an individual; entities are excluded from the system;
- > be an employee of a Group company (excluding regulated infrastructure management subsidiaries) or an external or occasional staff member;
- > report having experienced certain acts as a victim, or have been a direct and disinterested witness;
- > act in good faith and report malicious facts, and have reasonable grounds to believe in their veracity when the facts are reported.

The Group's whistleblowing system can also be used by people outside the company, but only for certain issues.

### What acts can be reported in the group whistleblowing system?

Any employee or personnel member may use the alert system to report events that they believe constitute one of the following cases:

- > failure to comply with the rules set out in the Ethics and Compliance Code of Conduct;
- > crimes and other offences;

- > a serious and obvious violation of a law or regulation, an international commitment ratified or approved by France, a unilateral act of an international organisation based on such a commitment;

- > a threat to or serious harm to the general interest. Any acts, information or documents covered by the secrecy of national defence, medical secrecy and the confidentiality of the lawyer/client relationship are excluded from the scope of whistleblowing.

Third parties may also use the Group's whistleblowing system, but only to report any risk of a serious breach of human rights and fundamental freedoms, the environment, or health and safety, as a result of the Group's activities.

### Confidentiality and protecting the whistleblower

The Group's whistleblowing system guarantees the strict confidentiality of the reported facts, as well as the personal data of the whistleblower and of the person(s) implicated or mentioned in the alert. This information is therefore only accessible to managers and experts (HR, LD, IS, etc.) responsible for processing the alert under the confidentiality conditions required by the legislation in force.

This confidentiality applies without prejudice to the possibility for Dalkia or EDF to implement disciplinary and/or litigation proceedings relating to the reported facts, as soon as the investigations carried out as part of the processing of the alert enable them to be established. Testimonials of witnesses and/or victims are used in the context of these proceedings in accordance with the requirements of the legislation in force. The appli-



## The whistleblowing procedure (continued)

cable rules regarding confidentiality are detailed in the Employee or Personnel Member Alert Support Guide, which can be viewed in the Ethics & Compliance section on D&You and in the “Ethics & Compliance” community on Vivre EDF online. The Group’s whistleblowing system guarantees protection against any retaliation or discriminatory measures, to any whistleblower who meets the conditions described above and stated in the support guide mentioned above.

### Procedure for reporting in the group whistleblowing system

The alert can be entered in the group whistleblowing system using a form available on a dedicated external platform accessible from the Dalkia ([www.dalkia.fr](http://www.dalkia.fr)) and EDF websites ([www.edf.fr](http://www.edf.fr)) and completely disconnected from Dalkia and EDF’s information systems. Once the alert has been recorded in the system, the DECG is informed and the whistleblower receives acknowledgement of receipt within 72 hours in a secure inbox within the platform.

Each alert is subject to an admissibility review by the DECG to determine, before the investigation begins, whether all criteria concerning the whistleblower and the reported facts are met:

> If the alert is admissible, the DECG notifies the whistleblower and informs them of the name of the person responsible for processing chosen to investigate the alert. The DECG ensures that the person chosen to handle the alert is not in a potential conflict of interest situation and has the skills and means necessary to conduct this process. The designated person responsible for processing signs a specific confidentiality agreement before accessing the data of the report.

They have a maximum period of three months to proceed with the investigation. This deadline may be extended if necessary. The DECG monitors the progress of the investigation, regardless of the designated party responsible for processing;

> If the alert is not admissible, the person who issued it is notified, the file is closed and the data is deleted from the system as soon as possible. The whistleblower can be redirected to appropriate contacts to manage the reported situation outside the whistleblowing system.

All of the information collected during the investigation phase is kept securely on the platform. At the end of the investigation, an investigation report is written by the person responsible for processing, who reaches a conclusion on the veracity of the reported facts and recommends an action plan. The whistleblower is informed of the result of the processing and the closure of their report. Once the alert has been closed, the file is archived after the personal data is anonymised.

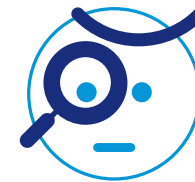
# Rules to be followed



Prevention of corruption and influence peddling  
**Page 10**



Interest representation  
**Page 22**



Integrity checks on business relations  
**Page 12**



Preventing market abuse  
**Page 24**



Gifts and hospitality  
**Page 14**



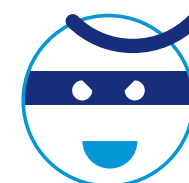
Preventing money laundering and the financing of terrorism  
**Page 26**



Preventing conflicts of interest  
**Page 16**



Preventing violations of competition law  
**Page 28**



Anti-fraud policy  
**Page 18**



Compliance with international sanctions and export controls  
**Page 30**



Patronage – Sponsorship  
**Page 20**



# Preventing corruption and influence peddling

No employee may carry out, promote or authorise any act of corruption or influence peddling. Employees will not be penalised if they follow Dalkia rules by rejecting any form of corruption, even if such a decision may lead to the loss of a contract or any other unfavourable commercial consequence.



## DEFINITIONS

### Corruption is:

- > **the act of promising, giving or offering** (active corruption) to a third party, but also **the act of soliciting or receiving** (passive corruption) from a third party;
  - > directly or through another person, an improper advantage;
  - > for oneself or another person;
  - > in return for facilitating, performing or refraining from performing an act.
- Intent to engage in corruption is decisive, although **simply yielding to solicitations or threats is also an act of passive corruption.**

**Improper advantage** refers to **consideration**, regardless of its nature, awarded in violation of

legal, contractual or professional obligations. This can be the payment of a bribe or kickback, a gift, fraud, a favour, misappropriation of funds, etc.

In French law, **influence peddling** is considered to be a form of corruption. The difference is that influence peddling requires the **presence of an intermediary**, between the potential beneficiary and the public authority, that uses its influence to obtain or attempt to obtain the desired decision (awards, jobs, contracts or any other favourable decision).



## ISSUES AT STAKE

The criminal penalties applicable in the event of corruption or influence peddling may be severe for the employee in question and for the company. In France, corruption and influence peddling are subject to the same sentences, **namely a maximum of ten years' imprisonment and a fine of up to €1 million for individuals. Penalties may also apply to accomplices of bribery and attempted bribery.** Attempted corruption or influence peddling may constitute an offence, and failure to obtain the desired decision does not rule out the risk of conviction.

In addition, some foreign corruption laws have an extraterritorial scope, including US law (Foreign Corrupt Practices Act, FCPA) and British law (UK Bribery Act 2010, UKBA). Extra-territorial jurisdiction is based on sometimes tenuous links with

the US or the UK (use of the dollar, for example). In the past, European and French companies, in particular, have received heavy fines under these laws.

In addition to fines, terms of imprisonment and legal costs, the financial impact for the Group may be substantially greater in terms of **loss of reputation**, loss of contracts, exclusion from public tenders, a drop in share prices, being sentenced to pay damages, etc.



## Rules that apply to everyone

### All employees must:

- > Act cautiously and transparently (subject to business secrecy), in accordance with the duty of good faith.
- > Comply with the regulations regarding gifts and hospitality within Dalkia.
- > Refuse payment in cash or any sum of money that is unjustified and untraced.
- > Immediately inform their line manager or their Dalkia Ethics and Compliance Officer in the event of attempted corruption.
- > Cooperate with all of the supervisory and regulatory authorities, involving their manager.

## Rules that apply to the employees concerned as part of their duties

### The employees concerned must:

- > Carry out or have carried out a check on the integrity of business relations before making any commitment, in accordance with the Dalkia guidance note.
- > Monitor the integrity of the relationship throughout the term of the contract, in accordance with the Dalkia guidance note.
- > Comply with all applicable public procurement rules as a purchaser or supplier.
- > Ensure that suppliers are treated fairly and equitably in accordance with Dalkia's purchasing policy.
- > Inform business relations of our standards so that they will undertake to abide by them in particular when they are entrusted with assisting or representing us in countries where the risk of corruption is high.
- > Act in line with the separation of the functions of undertaking, control and payment, and guarantee payment traceability.



## Prohibitions that apply to everyone

### It is prohibited to:

- > Offer, accept or promise a bribe or any other advantage or illegal payment to influence the result of any business decision.
- > Make a facilitation payment, i.e. an unofficial payment made to perform or speed up the performance of certain administrative formalities (licence applications, customs clearance, etc.).
- > Undertake to pay or make donations to a foundation or association for corrupt purposes.
- > Use a third party to perform a task that the employee cannot legally carry out themselves.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the **"Ethics & Compliance" section on D&You** and the **"Ethics & Compliance" community on Vivre EDF online**, where you will find a wealth of informative content, including the policies, the "Preventing corruption" informational video, anti-corruption e-learning modules, **guidance notes on gifts and hospitality**, as well as **information on fraud and integrity checks on business relations and partnerships**.

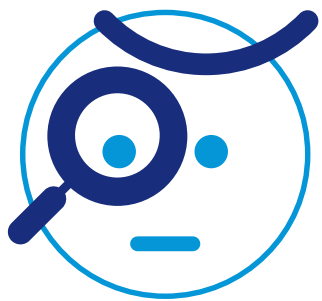


## HIGH-RISK SITUATIONS

- > The use of intermediaries or consultants to facilitate relations with customers or public agents.
- > Contractual relations with public entities or politically exposed persons.
- > A lack of information about a business partner.
- > Requests to take action to speed up administrative procedures or win a contract.
- > Contract awarding periods.
- > Working on a project in a country with a high risk of corruption, or the use of resources from such countries.
- > Pressure to use a specific contractor.
- > A request for commissions/fees/provisions of a high amount compared to market practices, with no objective justification.
- > Any situation in which the employee of an external company or the public official gives the impression of acting alone, outside the structure/organisation to which they belong.

## Best practices

- > Think ahead so that we will not find ourselves in a deadlock situation where a refusal would lead to a real physical or financial danger or threat. To this end, inform partners of the Dalkia's values and rules at as early a stage as possible.
- > Ensure that any discounts and rebates are shown on the relevant invoices.
- > Always ensure that we can justify all payments, of any amount.
- > As a precaution, never accept nor offer a gift or hospitality that we will have difficulty justifying to colleagues, friends and relatives or to the media.
- > Stop and think twice before acting if we encounter an unusual request or an abnormally complex process.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECC.



# Integrity checks on business relations

Because Dalkia's reputation can be significantly affected by the partners chosen for business relationships, it is vitally important to deal only with those who adhere to Dalkia's rules of integrity and values.



## DEFINITIONS

Integrity checks therefore include **verifying partners' reputations** by assessing their intrinsic quality (criminal record, penalties, reputation, etc.) and verifying the integrity of the business relationship by assessing the associated legal, economic and material conditions (organisation of the partner, contract, legal and financial structure, payment terms, etc.).

**A partner** is understood to mean any individual or entity that has a contractual relationship with Dalkia or an entity controlled by Dalkia such as an organisation receiving patronage or sponsorship, a project partner, an intermediary or supplier, and under certain conditions a customer.



## ISSUES AT STAKE

The purpose of an integrity check is to protect Dalkia against the risks of penalties or reputational risk stemming from the implementation of risky practices in terms of corruption, money laundering and terrorism financing, violation of an international sanctions programme and risks of a serious infringement of human rights, fundamental freedoms, the health and safety of persons and the environment, within the framework of business relations.

Reputational risk is linked to the possibility that such practices, conducted during our business relations, may harm the image of Dalkia or EDF Group or lead to a loss of public and media confidence.

**The consequences of a penalty and/or reputational damage can be significant:** financial losses, weakening of brand value, loss of customers, lowered share price, failure to achieve strategic objectives, loss of trust among customers and partners, etc.



## Rules that apply to everyone

### All employees must:

- > Immediately inform their line managers if, in the context of business relations, they are presented with high-risk practices of corruption, money laundering and terrorism financing, the violation of an international sanctions programme and risks of a serious breach of human rights, fundamental freedoms, human health and safety, and the environment.

## Rules that apply to the employees concerned as part of their duties

### The employees concerned must:

- > Apply the Dalkia guidance notes on integrity checks on business relations prior to entering into any commitment.
- > Check that the use of a partner meets a need for skills or resources that are not available at Dalkia and is subject to a specific, clearly and formally-defined fixed-term assignment, giving rise to justifiable and proportionate remuneration.
- > Whenever possible, insert a clause in each contract with a partner, giving Dalkia the right to break the business relationship, immediately and without compensation, in the event of non-compliance by the partner with integrity rules, and the applicable regulations on corruption, influence peddling and compliance with international sanctions programmes.
- > Implement a monitoring and alert system throughout the relationship with the partner to detect any behaviour contrary to the applicable regulations and respond appropriately to any factor that prompts suspicion of such behaviour.



## Prohibitions that apply to everyone

### It is prohibited to:

- > Continue working with a supplier that does not meet expectations or does not comply with the EDF Group's ethical values and integrity rules.
- > Use intermediaries unnecessarily or without explanation.
- > Disguise the purpose of the business relationship to conceal the use of an intermediary and therefore avoid the level of integrity check required.
- > Make remunerations in a business relationship without confirming that the service supplied is a genuine one and without issuing an invoice.
- > Make a commitment with a partner without approaching the Security and Economic Intelligence Department or the Dalkia ECO, to ensure a thorough integrity check in the event of serious doubt as to the honesty of the business relationship, or routinely if the partner is an intermediary.



## HIGH-RISK SITUATIONS

- > Using intermediaries, regardless of their name (consultant, advice, business finder, etc.).
- > Awarding contracts identified as posing a certain level of risk (security and cleaning of sensitive sites, translation of sensitive documents, IT and telephony providing access to sensitive information, etc.).
- > Over-the-counter purchasing.
- > Complex financial packages, with cascade purchasing.
- > Mergers and acquisitions.
- > Developing projects in non-cooperating countries at risk of money laundering and terrorism financing, or with a high corruption index.
- > A partner's refusal to sign the declaration of compliance before entering into a business relationship.
- > Requests by a partner to use an attachment to define the terms of remuneration and payment, refusing to include these in the contracts and other documents formally concluded between the parties.

## Best practices

- > Inform business relations of Dalkia's values and rules relating to integrity at as early a stage as possible.
- > Ask the Dalkia ECO to carry out an integrity check on the business relationship.
- > Avoid using a series of intermediaries.
- > Don't hesitate to request explanations and supporting documents from partners in order to gain a proper understanding of the situation.
- > Use framework contracts whenever possible.
- > Be familiar with the procurement contract process.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECG.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the **"Ethics & Compliance" section on D&You** and the **"Ethics & Compliance" community on Vivre EDF online**, where you will find a wealth of informative content, including the policies, the "Preventing corruption" informational video, anti-corruption e-learning modules, **guidance notes on gifts and hospitality, as well as information on fraud and integrity checks on business relations and partnerships.**



# Gifts and hospitality

In terms of gifts and hospitality, the most important thing is to be completely transparent with line management, to respect the threshold and rules put in place in your entity and to always consider how this could be perceived or interpreted from the outside.



## DEFINITIONS

**A gift** involves any form of payment, bonus or advantage (financial or non-monetary), offered or received directly or indirectly (e.g. donation, service, invitation, favour, etc.).

**Hospitality** covers all forms of entertainment and differs from business meals.

**A business meal** is a meal arranged for business purposes and intended to address business matters.

**Gifts subject to conditions** are payments, gifts, invitations or any other form of bonuses granted or received in order to obtain or retain improper mutual benefits, or to improperly remunerate subscription to an offer, product, service or solution.



## ISSUES AT STAKE

Offering or accepting the occasional small gift or invitation to a cultural or sports event may be tolerated within the framework of business relations. However, these practices may sometimes be interpreted as a means of influencing a decision or constituting an act of corruption (see corruption prevention sheet pages 10 and 11). They can also lead to a conflict of interest.

**Some situations may engage the liability of the employee and Dalkia.**

To maintain the Group's reputation and protect its employees, Dalkia must protect itself against any attempt to corrupt as well as any suspicion of corruption. A framework policy for gifts and hospitality has therefore been defined and is covered in a consultation guide on the "Ethics & Compliance" community on Vivre EDF online.



## Rules that apply to everyone

### All employees must:

- > Comply with the rules in the Dalkia "Gifts and Hospitality" guidance note (available in the D&You "Ethics & Compliance" section).
- > Comply with Dalkia rules and thresholds on gifts and hospitality.
- > Check that a business meal is of a reasonable\* nature before accepting or proposing it.
- > Check that prior authorisations have been obtained where required, particularly for gifts or hospitality of an amount exceeding the limit in the Dalkia guidance note.
- > Be attentive to the context and meaning that may be implied by any gift or offer of hospitality. This must not indicate any expectation of a consideration.
- > Ascertain the local legality of offering gifts or other benefits to public officials.
- > Keep a record of the gift or hospitality (not including business lunches), whether received, offered or refused, in the record\*\* kept by the entity (head office, region or subsidiary) following the rules defined by Dalkia.

\*The value is reasonable if your guest can make the same invitation to you.

\*\*Kept by the director of the entity.



## Prohibitions that apply to everyone

### It is prohibited to:

- > Offer or receive gifts or hospitality with a view to obtaining an undue advantage in return.
- > Offer or receive a gift or hospitality that could create a sense of obligation, compromise professional judgement or give the impression that it could do so.
- > Give in to a request or solicit consideration for a gift or hospitality.
- > Contravene any of the rules mentioned in the Dalkia "Gifts and Hospitality" guidance notes.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the "Ethics & Compliance" section on D&You and the "Ethics & Compliance" community on Vivre EDF online, where you will find a wealth of informative content, including the policies, the "Preventing corruption" informational video, anti-corruption e-learning modules, **guidance notes on gifts and hospitality, as well as information on fraud and integrity checks on business relations and partnerships.**



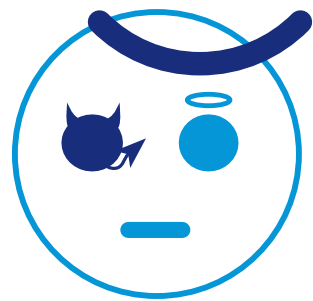
## HIGH-RISK SITUATIONS

- > Gifts/invitations of a value exceeding the limit set by their entity, or a business meal exceeding a reasonable price.
- > Gifts or hospitality offered to (or received from) a public officer or a person that holds influence over a decision that affects Dalkia's interests.
- > Gifts or hospitality offered to (or received from) a friend or relative of the business contact.
- > Gifts or hospitality repeatedly offered to (or received from) the same beneficiary.
- > Invitations to seminars during which there is significantly more leisure time than work time.
- > Election periods.
- > Tendering and contract renewal periods.

## Best practices

- > Before offering or receiving a gift or hospitality, check:
  - that this is a practice permitted under the Dalkia gifts and hospitality policy;
  - that all of the guiding principles have been followed;
  - that prior authorisations have been obtained, where required;
  - that the gift or hospitality has been officially recorded following the rules defined within Dalkia.
- > As a precaution, do not accept or offer a gift or hospitality that would be difficult to justify to colleagues, close relatives or the media.
- > If a gift can be shared, then share it with our team.
- > Inform partners about the Dalkia Ethics and Compliance Policy (PECG) and the "Gifts and Hospitality" guidance note to justify a refusal.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECG.





# Preventing conflicts of interest

It is important to notify line management about any potential conflict of interest as soon as possible so that it can be managed, and to always make decisions within a business context that are based on Dalkia's interests and not the individual's own personal interest.



## DEFINITIONS

A **conflict of interest** arises when a personal interest (or personal activity) interferes with, is likely to interfere with or may give the impression of interfering with the tasks entrusted to us as employees. Conflicts of interest can affect our impartiality or cast doubt on our ability to assume our responsibilities objectively.

**Personal interest** may be the result of financial or professional commitments, or of political or ideological connections that the employee has outside Dalkia. Personal interest may involve membership of an association, charity work or sports activity, or be cultural, financial, political or religious in nature, or involve family or emotional ties.



## ISSUES AT STAKE

A conflict of interest, or even just the appearance of a conflict of interest, can jeopardise the quality and the legality of a decision or an act in which the employee's, or a third party's, personal interest takes precedence over Dalkia's interests. **Identifying, declaring and dealing with real or potential conflict of interest situations prevents any ambiguity.**

A conflict of interest does not in itself constitute an offence. Conversely, **fraudulent use that could result from such a situation can be penalised.** A conflict of interest situation could result in an act of corruption (e.g. a gift or hospitality from a supplier with whom we have friendship ties in return

for an act that would enable it to win a contract), circumventing the entity's recruitment rules (e.g. to influence the hiring of a family member or friend), insider trading (e.g. giving inside information to a friend so that they buy shares), abuse of trust (e.g. illegitimately using Dalkia or EDF's means, time or reputation to benefit an association), etc.

Conflict of interest situations can lead to a financial risk and harm the Group's image. The employee, or a third party acting on behalf of Dalkia, may be held liable, thereby risking legal sanctions. They expose the persons concerned to legal penalties and the Group to a significant reputational risk.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the **"Ethics & Compliance" section on D&You** and the **"Ethics & Compliance" community on Vivre EDF online**, where you will find a wealth of informative content, including the policies, the "Preventing corruption" informational video, anti-corruption e-learning modules, guidance notes on gifts and hospitality, as well as information on fraud and integrity checks on business relations and partnerships, and **the guide on conflicts of interest.**



## Rules that apply to everyone

### All employees must:

- > Inform their line managers if business activities to which they are linked could potentially create a conflict of interest.
- > Inform their line managers and the HR department when they perform other salaried or un-salaried business activities (e.g. on a self-employed basis, in a liberal profession, as a consultant).
- > Comply with the obligations of good faith, non-competition and discretion inherent in the employment contract.

## Rules that apply to the employees concerned as part of their duties

### The employees concerned must:

- > Comply with the Governance and Management Policy of subsidiaries if they hold a corporate officer position within the EDF Group.
- > Clearly state that they do not represent Dalkia or EDF when they personally engage in the political sphere. In practice, this amounts to not presenting themselves as a Dalkia employee during a speech and stating, if necessary, that they are not appearing in this capacity.
- > Withdraw from a decision procedure external to Dalkia if they hold an elective mandate, if presented with a proven or potential conflict of interest situation. For example:
  - leaving the place where the deliberations of collegial bodies (such as a municipal council) take place when they concern a case connected with Dalkia;
  - not participating in a meeting whose purpose is, for example, to draw up specifications for a contract for which Dalkia could submit a bid.



## Prohibitions that apply to everyone

### It is prohibited to:

- > Share confidential information about the Group with unauthorised third parties.
- > Encourage, or help to encourage, the hiring, evaluation of the work or remuneration of a family member.
- > Abuse Dalkia's influence or resources.
- > Favour or contribute to favouring, in the case of a contract, an entity in which the employee or one of his/her family members has an interest.
- > Use, for personal contracts, companies with which the employee is in business relations as part of his/her work-related activities, where they could receive any personal benefit.
- > Carry out or participate in a business activity competing with Dalkia's own activity. An activity is considered to be competing when it is liable to create either a particular advantage for the benefit of the new employer or the new company, or harm to Dalkia.
- > Carry out an activity, for whatever reason, on behalf of a service provider (in the context of an employment contract, as a manager, as a self-employed person, etc.) or check whether the employee, as part of their role, affects the choice of the service provider.



## HIGH-RISK SITUATIONS

- > Concurrently holding several salaried positions.
- > Holding directly or through a close relative any interest in a company engaged in a business relationship with Dalkia.
- > Holding an elected position: for example, when the cases submitted to the deliberating body of which they are an elected member are connected with their personal or business interests within Dalkia, the local elected official must not participate in the debate or vote.
- > Being a member (even on a volunteer basis) of an association or foundation whose activities or projects may in some cases conflict with those of Dalkia. In this situation, employees are advised to remind the association of their duty of loyalty to their employer and to refrain from disclosing any restricted or confidential information about Dalkia or its activities. The employee should also check that any actions in which they wish to participate are compatible with their employment contract.

## Best practices

- > Apply a transparent and objective recruitment procedure.
- > Do not use Dalkia resources, time or structures, or use its name, for personal gain.
- > Inform your line management when you directly or indirectly hold a stake in the capital of a company or any other entity (e.g. an association) partnered with Dalkia that may suggest that its impartiality could be affected.
- > Obtain information by reading:
  - the conflicts of interest guide and the numerous practical examples provided for illustration purposes;
  - the guide for elected employees.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECG.



# Anti-fraud policy

Each employee must comply with the laws and internal procedures, contribute to the implementation of rigorous practices and apply them, detect and deal with failings.



## DEFINITIONS

**Fraud** consists of deliberately misleading others to obtain an illegitimate profit or to circumvent legal obligations or rules of the organisation. Fraudulent behaviour therefore involves a factual element and an intentional element, as well as a process of concealing unauthorised acts. In practice, fraud may be **an act or an omission**. This can take a variety of forms:

> **internally** - misappropriation of funds (false invoices, handling of cheques or cash, etc.), theft or destruction of property belonging to the entity (supplies, equipment, data, etc.), or false declarations (fictitious expense claims, undeclared absences, indicators, falsified reports or checks, etc.);

> **externally** - fraud (CEO fraud, bank account identification change fraud, etc.). The motive for the fraud can be material (appropriation, gains or savings, etc.), but also moral (feeling of obligation, need for recognition, desire to preserve a reputation, etc.) or personal (vengeance, ideology, etc.). It should be noted that corruption always **involves fraudulent practices to circumvent company rules or procedures** (see corruption prevention sheet on pages 10 and 11).



## ISSUES AT STAKE

It is imperative that we prevent fraud: **fraud costs a great deal of money and is detrimental to the EDF Group's interests and image**. It takes many forms, can affect any organisation and any sector, and may involve people at any level within an organisation. Fraudulent acts are punishable by law in the form of specific offences: theft, scams, misappropriation of funds, extortion, corruption, abuse of company assets, abuse of trust, forgery and the use of forgeries, concealed evidence or income, etc.

**These offences are punishable by fines and/or prison sentences. Promoting a culture of integrity at all levels of the company** (clear managerial messages about the behaviours expected of employees and the company's zero tolerance) and **implementing effective procedures for controlling fraud risks** (internal, hierarchical, external) helps to eliminate opportunities to commit fraud.



## Rules that apply to everyone

**All employees must:**

- > Comply with all internal procedures.
- > Raise awareness among their colleagues and external or occasional staff members about the risks of fraud, specifying the rules to follow, as well as every individual's rights and duties.
- > Follow the security rules on access to information systems and never provide their login details to third parties.

## Rules that apply to the employees concerned as part of their duties

**The employees concerned must:**

- > Identify the issues and assets that are fraud-sensitive within the entity's activities in order to implement effective internal control procedures.
- > Carry out regular audits of the effectiveness of the internal control system.



## Prohibitions that apply to everyone

**It is prohibited to:**

- > Allow a risky situation, through negligence, to degenerate into fraud.
- > Bypass a procedure because "everyone does it".
- > Give personal computer usernames and passwords to other people.

## Rules that apply to the employees concerned as part of their duties

**It is prohibited to:**

- > Allow any wrongdoing to continue without dealing with it and correcting it.
- > Conduct an investigation into an alleged case of fraud alone and without support from an expert.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the **"Ethics & Compliance" section on D&You** and the **"Ethics & Compliance" community on Vivre EDF online**, where you will find a wealth of informative content, including the policies, the "Preventing corruption" informational video, anti-corruption e-learning modules, **guidance notes on gifts and hospitality, as well as information on fraud and integrity checks on business relations and partnerships.**

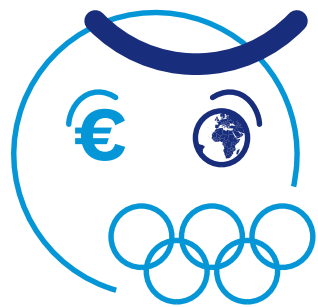


## HIGH-RISK SITUATIONS

- > When the entity is going through a period of restructuring and there is no, or inadequate, managerial control.
- > A work colleague rarely or never takes any annual leave.
- > During holiday periods, when the separation of incompatible activities is not rigorously applied (absence of the usual validator).
- > An activity is created at an entity where they have not organised the relevant procedure for delegating authority or control.
- > IS access codes are shared by several people (no security on passwords).
- > Repetitions of emergency situations that result in internal controls being bypassed to keep to a delivery deadline.
- > Complex and/or unfamiliar operations that rely on a limited number of people to perform.

## Best practices

- > Maintaining a culture of integrity to prevent fraudulent conduct (encourage honesty and good judgement).
- > If asked to act outside the usual internal processes, seek the opinion of your manager or ECO. If suspicious practices deviating from the Group's rules are identified, quickly speak to your manager or contact your ECO.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECG.



# Patronage Sponsorship

No employee may encourage or carry out patronage or sponsorship operations that aim to influence decision-making or secure an improper advantage.



## DEFINITIONS

**Patronage** involves material support provided by a company (donor), without any direct consideration from the beneficiary, to a structure or person for conducting public-interest activities. The support provided can be carried out in various ways:

- > Patronage in cash: a patron donates money to a project (the most common example);
- > Patronage in kind: this involves, for example, donating new or inventoried equipment (e.g. a room, a computer, etc.);
- > Skills patronage: the company provides an employee or their know-how for a specific action.

The patronage initiative may allow the company to reduce their taxes if the beneficiary is a public-interest organisation or a public-interest structure.

**Sponsorship** involves providing material or financial support to a project or event to obtain a direct and quantifiable benefit proportional to the support provided. This is usually designed to promote the company's brand image and increase awareness of it.

In cases where the beneficiary offers a consideration of equivalent value to the amounts received, the payment is considered as compensation for a provision of service subject to VAT (usually advertising), rather than as a gift. If this equivalent consideration takes the form of an advertising service for the receiving company, it is a sponsorship operation. This is considered as a commercial service, and must be invoiced subject to VAT.



## ISSUES AT STAKE

Charitable donations and sponsorship initiatives are authorised in accordance with the Group Policy "Communications, Institutional Relations, Partnerships" and the Dalkia framework policy on partnerships. Attention must be paid to ensure that these initiatives are not used to conceal practices that may be qualified as corruption or influence peddling (even if the cause supported by the associations is fair or legitimate).

As patronage or sponsorship initiatives with partners **can damage Dalkia and EDF's image**, it is important, firstly, to ensure the reliability, reputation and history of the organisation receiving the donations from the company and of their managers and, secondly, to ensure the destination of the funds paid by the company. This verification must be carried out in accordance with the "Check on the Integrity of Business Relations" instruction.



## Rules that apply to the employees concerned as part of their duties

**The employees concerned must:**

- > Before carrying out a sponsorship or sponsorship initiative, ensure that these actions are carried out in compliance with the "Communication - Institutional Relations - Partnerships" policy and the Dalkia framework policy on partnerships, which in particular governs the areas of application, the principles of action and the eligible partnership themes.
- > Ensure that the patronage or sponsorship initiative:
  - is not concluded in the presence of a conflict of interest promoting personal or non-business interests;
  - does not favour influencing operations;
  - does not constitute an improper advantage.
- > Verify the integrity of beneficiaries (organisation and individuals comprising the decision-making bodies), in accordance with the "Check on the Integrity of Business Relations" Policy.
- > Transparently manage invitations to and considerations for a sponsored event, exclusive of all illegal practices.
- > Include in the agreement specific clauses guaranteeing the absence of any risk of breach of probity.
- > Inform partners of the integrity policy included in the Ethics and Compliance Code of Conduct.



## Rules that apply to the employees concerned as part of their duties

**It is prohibited to:**

- > Undertake to pay a donation or enter into a sponsorship operation with a third party in order to encourage the award of a contract, in exchange for consideration or to influence a decision.
- > Carry out a patronage or sponsorship operation in an invitation to tender context, as part of a commercial or financial negotiation involving persons who have links with the beneficiary of the donation or sponsorship.
- > Make charitable donations on behalf of the company in the form of cash or to an account held by an individual.
- > Make donations on behalf of the company to political, religious or philosophical organisations, public officials, elected officials or election candidates.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the "Ethics & Compliance" section on D&You and the "Ethics & Compliance" community on Vivre EDF online, where you will find a wealth of informative content, including the policies, the "Preventing corruption" informational video, anti-corruption e-learning modules, **guidance notes on gifts and hospitality, as well as information on fraud and integrity checks on business relations and partnerships.**



## HIGH-RISK SITUATIONS

- > Negotiating a patronage or sponsorship agreement at the request of a local elected official or a public official.
- > Charitable donations made to organisations linked to public officials, clients or prospects (e.g. directors of such organisations), as well as requests or suggestions concerning charitable donations from customers or prospects.
- > Donations to foundations or associations in which one of the directors is also one of the employee's close relatives, a supplier or a Dalkia partner.
- > Making donations in cases where there is suspicion about the integrity of the recipient organisation or its staff.
- > Multi-year agreements.
- > Invitations to sports or cultural events from customers or suppliers.
- > Invitations that may interfere in an ongoing or prospective business relationship.
- > Invitations sent to a third party to events without any Dalkia employee present among the guests.

## Best practices

- > Limit the term of the agreement to one year or include a non-tacit termination or renewal clause in the agreement.
- > Raise awareness among employees exposed and direct them to comply with the company's gifts and hospitality policy, as well as the conflicts of interest policy.
- > Ensure that hospitality invitations are registered, sent to the workplace, of an amount proportional to the event, the place and the position of the guest, and of a transparent value of which the guest is informed.
- > Ensure that hospitality complies with the "Gifts and Hospitality" Policy and suggest that the guest verify their own policy prior to accepting.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECG.



# Interest representation

Interest representation actions must be carried out in a transparent manner, clearly informing the contacts that they belong to the EDF Group, and relying on reliable, verified and updated information.



## DEFINITIONS

Interest representation (or lobbying) involves **communicating with a public official** (elected official or civil servant) to influence the content of a public decision that may potentially impact the company's activities.

When a person paid by Dalkia directly (employees) or indirectly (consultant, professional association, think tank, etc.) comes into contact either in writing or verbally with a public official with a view to convincing that individual, he or she is performing a lobbying action.

**Responsible lobbying** is carried out:

- > transparently, by systematically identifying oneself on and registering in the records of institutions' existing representatives;
- > by drawing on reliable, verified and updated information;
- > and in compliance with the positions of other stakeholders.



## ISSUES AT STAKE

Lobbying is the subject of recurring criticism in the media, which reflects the mistrust among part of the public and can undermine the credibility of the principle of this lobbying. Failure to comply, intentionally or otherwise, with the fundamental principles of responsible lobbying creates the risk of at least a **significant negative image among both public opinion** and public officials, reducing for a long time any ability to assert legitimate positions.

When abused, lobbying can lead to **prohibited forms of influence** (corruption, illegal interest, etc.), exposing the company and the employee to criminal convictions, as well as disciplinary measures for the employee.

Conversely, lobbying under responsible and transparent conditions promotes **effective public decision-making**.



## Rules that apply to the employees concerned as part of their duties

**The employees concerned must:**

- > Comply with the international laws, regulations and conventions governing lobbying in the country in which it is carried out.
- > Clearly identify themselves as Dalkia employees during any involvement and more generally during any lobbying action.
- > Follow the codes of ethics of the institutions at which lobbying actions are aimed.
- > Consistently maintain positions that are aligned with Dalkia's strategic framework.
- > Inform the Public Affairs Division when they carry out interest representation actions among public officials with national.



## Rules that apply to the employees concerned as part of their duties

**It is prohibited to:**

- > Attempt to influence the position of public officials by offering them undue advantages or compelling them to infringe on the ethical rules of their organisation.
- > Use information obtained from public officials for commercial or advertising purposes.
- > Attempt to obtain information or influence decisions dishonestly.
- > Deceive or mislead stakeholders or public officials.
- > Use the services of a third party paid directly or indirectly with a view to achieving a dishonest, non-updated or incomplete position.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the **"Ethics & Compliance" section on D&You** and the **"Ethics & Compliance" community on Vivre EDF online**, where you will find a wealth of informative content, including the policies, the "Preventing corruption" informational video, anti-corruption e-learning modules, **guidance notes on gifts and hospitality, as well as information on fraud and integrity checks on business relations and partnerships.**

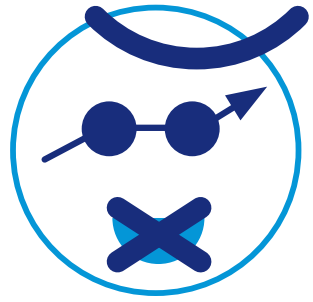


## HIGH-RISK SITUATIONS

- > An offer or a request for funding in one form or another to, or by, a public official.
- > Speaking on behalf of a professional association of which Dalkia is a member and having to assume a position that deviates from Dalkia's position.
- > A conflict of interest situation that may result from the exercise of a local or national elected office by a Dalkia employee.

## Best practices

- > Demonstrate and raise awareness of Dalkia's responsible attitude in terms of interest representation by communicating about the company's principles and operating methods.
- > Strictly apply the rules concerning gifts and hospitality when it comes to public officials.
- > Properly convey the difference between Dalkia's position and the position of an association of which Dalkia is a member.
- > Ensure that Dalkia's payment of the expenses (accommodation, catering, transport) of public officials is compatible with the rules of the institution of that official and EDF's policy.
- > Adapt our behaviour during election periods in accordance with the rules of the electoral code and EDF's policy.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECG.



# Preventing market abuse

No employee should use or disclose privileged or sensitive information in order to obtain personal benefit, or to enable a third party to benefit from it.



## DEFINITIONS

**Market abuse** may arise in circumstances where financial investors have been unreasonably disadvantaged, directly or indirectly, by others who have used inside information (insider dealing), have distorted the price-setting mechanism of financial instruments, or have disseminated false or misleading information.

**Inside information** is specific information which is not publicly available, which directly or indirectly regards EDF, its subsidiaries, or their financial instruments, and which may have a significant impact on the EDF share price (or, in some cases, that of a listed subsidiary) if it is made public. Individuals who have inside information are insiders. There are permanent insiders (at EDF, they are the members of the Board of Directors, members of the Executive Committee and certain members of their Management Committee) and occasional insiders (employees or service providers acting in the name or on behalf of EDF or one of its subsidiaries, who occasionally have access to

inside information during a major project or event: major acquisition, large contract, etc.).

The improper use of inside information is called **insider dealing** or insider misconduct.

Inside information may be information relating to financial results, merger, acquisition or sale projects, strategic projects, litigation developments, technical developments, significant management changes, etc.

**Sensitive information** is information that must be protected with specific precautions and confidentiality measures (negotiations, major contracts, etc.). People who have sensitive information are not necessarily insiders, but remain subject to certain obligations, including, in some cases, compliance with blackout periods.

A **“blackout” period** is a period preceding publication of Group financial information during which all people holding inside or sensitive information are prohibited from trading in EDF shares or related instruments (or those of a listed subsidiary).



## ISSUES AT STAKE

EDF S.A. and some of its subsidiaries are listed entities that must comply with the principles and regulations currently in force and with the recommendations issued by the stock market authorities with regard to the possession, dissemination or possible use of inside information. The Group has set up a **stock market code of ethics** containing the principles and rules applicable to transactions in shares of the EDF company or listed subsidiaries of the EDF Group.

EDF and the persons concerned may face **heavy**

**criminal penalties** (insider trading) **and/or administrative penalties** (breach by an insider), as well as a **significant image risk**, if these rules are breached, even unknowingly and without profit. The sentences incurred can be up to five years in prison for an individual and fines of up to €100 million. Legal entities risk a fine of up to €500 million or up to ten times the company's profits or 15% of annual global consolidated turnover. **Attempted insider trading or insider misconduct are subject to the same sentences.**



## Rules that apply to the employees concerned as part of their duties

### The employees concerned must:

- > Familiarise themselves with and comply with all of the principles and rules set out in the EDF Group's Code of Stock Market Compliance.
- > Protect the confidential nature of inside information to the fullest extent possible, primarily by restricting access to such information (use of code names, small teams, restricted distribution of reports, regular checks on data access rights, use of a Security Box, etc.).
- > Take every precaution when storing and transmitting information (limit the use of emails, encrypt messages and mark documents as confidential).
- > When starting work on a financial, strategic or sensitive transaction, draw up and send a list of all occasional insiders to the Dalkia Legal Division, including employees and third parties (service providers, consultants), have the latter sign strict non-disclosure clauses or agreements and ensure that they are familiar with the EDF Group's Ethical Code for Trading in Securities.
- > Respect blackout periods where applicable.



## Prohibitions that apply to everyone

### It is prohibited to:

- > Act with intent to influence the share price.
- > If in possession of insider information, up to the date on which it is due to be made public:
  - acquire or sell, either directly or indirectly, on your own behalf or on behalf of other persons, the financial instruments of EDF or its listed subsidiaries;
  - communicate inside information to family members, relatives, colleagues or third parties outside the normal framework of their work or duties;
  - recommend to any other person to buy or sell financial instruments on the basis of inside information.



## HIGH-RISK SITUATIONS

- > Working in a public place on a document that contains inside or sensitive information.
- > Indiscreet remarks made within your circle of friends or family.
- > Situations in which inside or sensitive information could potentially be accessed by service providers or partners.

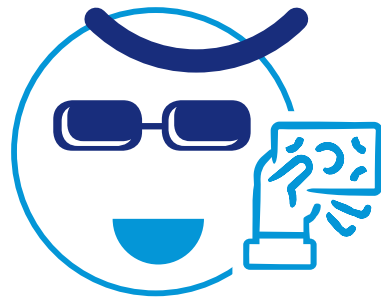
## Best practices

- > Take every precaution when using computers and telephones, especially in public places.
- > Raise the alarm if we become aware that inside information regarding the Group has been disclosed outside the usual procedures relative to the distribution of financial information.
- > In the event of doubts or queries about whether or not information can be classed as “inside information”, or any other question, contact the Dalkia Legal Division. All questions received, and replies, will be treated in the strictest confidence.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECG.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the **“Ethics and Compliance”** section at D&You and the **“Ethics & Compliance”** community on **Vivre EDF online**, where you will find a wealth of informative content, including the policies, the “Preventing corruption” informational video, and anti-corruption e-learning modules.



# Preventing money laundering and the financing of terrorism

It is imperative to know your business relations, and especially the end beneficiary of the financing or services, to ensure that your activities are not being used to launder funds from criminal activities, or to directly or indirectly finance activities related to terrorism.



## DEFINITIONS

**Money laundering** is a procedure that entails concealing the nature and origin of the proceeds of illegal activities (drug trafficking, arms trafficking, human trafficking, tax fraud, illegal employment, corruption, illegal speculation, etc.) by injecting this “dirty money” into legal activities. The aim is to make it appear legal and conceal its origin and real owner (via fake invoices, front companies, etc.).

**Terrorism financing** consists of providing goods, solutions, services or funds that may be used in terrorist activities.



## ISSUES AT STAKE

The EDF Group fights economic and financial crime, notably by combating money laundering and the financing of terrorism.

Money laundering poses a risk to EDF, which must in no way be in a position where it is accused of promoting the financing of prohibited activities such as terrorism, drug trafficking or the financing of certain political parties.

**Such acts are criminal acts, attracting sentences of up to 10 years in prison and fines of €750,000 for individuals.** The disclosure of such an offence would also significantly damage EDF’s interests and image, could exclude it from certain public contracts and permanently affect the share price.



## Rules that apply to the employees concerned as part of their duties

### The employees concerned must:

- > Be constantly vigilant about how EDF’s financing and services are used by their business relations.
- > Conduct or delegate the conduct of an integrity check of their business relations, prior to any commitment, to verify that these are legitimate activities and that the money does not come from or does not fund illegal activities or sources subject to international sanctions.
- > Establish a monitoring and reporting system in relation, in particular, to unusual or suspect operations, the transfer of funds from or to high-risk geographical regions, and operations or activities that require cash payments.
- > Report any suspicions to their line manager or ECO.



## Rules that apply to the employees concerned as part of their duties

### It is prohibited to:

- > Conceal payments through the use of a third party.
- > Accept cash transactions, except in specific cases and transparently with their line management. Whatever the circumstances, cash payments in the context of professional activity shall not exceed €1,000.
- > Accept unusual payments without first analysing and checking supporting documents, for example, if:
  - the account is not in the name of the contracting company;
  - payments are made in a currency other than that shown on the invoice;
  - payments are made from more than one account, or from accounts that are not normally used;
  - payments are made in a country other than that in which the third party operates and in which its business is registered.



## HIGH-RISK SITUATIONS

- > Transfers of funds from or to high-risk geographical regions.
- > Operations or activities that require cash payments.
- > The use of petty cash in projects.
- > Transactions structured in such a way as to circumvent obligations to declare or report transactions.
- > Unusually complex operations and operations that involve unusually large sums of money.
- > Bank transfers from or to numbered accounts.

## Best practices

- > Obtain and analyse supporting documents to check that both the activities and the source of funds are legal.
- > Ask your line management or entity ECO about the obligation to “report suspicion” to the TRACFIN financial intelligence unit to find out if this obligation applies to us.
- > Develop knowledge of the customer, paying particular attention when accepting new partners, in monitoring the business relationship and ensuring traceability of financial movements.
- > Check the lists of high-risk countries published by the French Foreign Affairs Ministry.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECG.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the “Ethics & Compliance” section on D&You and the “Ethics & Compliance” community on Vivre EDF online, where you will find a wealth of informative content, including the policies, the “Preventing corruption” informational video, and anti-corruption e-learning modules. The TRACFIN corporate site [www.economie.gouv.fr/tracfin](http://www.economie.gouv.fr/tracfin).



# Preventing violations of competition law

No employee may share information with competitors on subjects such as prices, costs or strategy, as this could lead to suspicions of manipulation or distortion of competition.

No employee may enter into an agreement with competitors to distort free competition in a market.



## DEFINITIONS

Breaches of competition law are behaviours that have the purpose or effect of **preventing, restricting or distorting competition** in a market.

A distinction is drawn between:

> **A cartel**, which is an arrangement agreed between unconnected firms to distort competition (sharing price information, "carving up" the market, etc.);

> **The abuse of a dominant position**, which entails unilateral practices by an operator that abuses its position in the market to exclude other firms or prevent them from entering or developing within a market (predatory price practices, refusal to allow access to infrastructure, cross-subsidies).



## ISSUES AT STAKE

The EDF Group is especially at risk of violations of competition law given the nature of its activities. For this reason, the Legal Affairs Division set up a **competition compliance programme** in 2010. It is part of the Group Ethics and Compliance Policy, and is regularly updated.

The EDF Group has dominant positions in France in regulated areas (electricity transmission and distribution) and deregulated areas (electricity generation, supply). As such, it has substantial market power. A dominant position is not in itself anti-competitive; however, abuse of such a position is prohibited.

Violating competition regulations is subject to **finest of up to 10% of EDF Group's worldwide turnover**, plus damages and interest for any company victim of anti-competitive practices, **prison sentences for physical persons of up to 4 years and a fine of €75,000**, and any agreement deemed anti-competitive may be declared void, etc.

**The parent company's liability can be invoked in proceedings involving its subsidiaries.** Therefore, EDF S.A. could be penalised on the basis of the Group's global revenue for the practices of one of its small subsidiaries, in a market that is not of substantive value to the Group.



## Rules that apply to the employees concerned as part of their duties

**The employees concerned must:**

- > Avoid all contact with a competitor that might raise suspicions that there is some form of inappropriate cartel.
- > Avoid any information-sharing between entities belonging to the Group in the event that they are bidding for the same contract.
- > Define objective, transparent and non-discriminatory criteria for the awarding of contracts.
- > Not participate and/or immediately withdraw from any situation resulting in inappropriate agreements or exchanges of information between competitors, and promptly inform the Legal Division.
- > Inform their line managers promptly if they have received or accidentally used confidential information concerning competitors.
- > Before approving any equity investment on Dalkia's behalf, check with the Legal Division whether or not the operation requires prior authorisation by the Competition authorities.



## Rules that apply to the employees concerned as part of their duties

**It is prohibited to:**

- > Become involved with agreements with competitors whose purpose or effect is to distort competition (price agreement, market sharing, abusive loyalty, discrimination between partners, tied selling, exclusivity agreements, etc.).
- > Share information with competitors bidding for the same contract (except within the framework of bidding as a consortium).
- > Use information in our possession on a market in a legal monopoly situation (current or past) to develop business in another market open to competition.
- > Create any confusion between activities in the regulated sector and activities in the non-regulated sector.
- > Seek to obtain a competitive advantage through illegal or unfair practices, such as strongly encouraging customers or suppliers to terminate contracts they may have with competitors.



## TO FIND OUT MORE ABOUT THIS SUBJECT

Refer to the **"Ethics & Compliance" section on D&You** and the **"Ethics & Compliance" community on Vivre EDF online**, where you will find a wealth of informative content: policies, open-access "serious games" on antitrust issues on the e-campus training platform, the "Competition Law - Best Practice" guide, etc.  
Visit the Legal Division's dedicated website (<https://sg-fidji.edf.fr/web/pdc/conformite>), the Competition Authority website ([www.autoritedelaconurrence.fr](http://www.autoritedelaconurrence.fr)) or the DGCCRF website ([www.economie.gouv.fr/dgccrf](http://www.economie.gouv.fr/dgccrf)).



## HIGH-RISK SITUATIONS

- > EDF's support to its subsidiaries.
- > Information-sharing between companies.
- > Discussions during work meetings or within trade associations or working groups in which our competitors are also involved.
- > Recruiting new employees whose previous employer was a competitor.

## Best practices

- > Check that the services provided by EDF for a subsidiary, including the provision of material or human resources, are subject to remuneration covering at least all of the costs incurred.
- > When negotiating an agreement, consider the potential consequences on competition (limitation of the offering for consumers, risk of excluding competitors, creation of barriers to entry, etc.).
- > In cases where EDF benefits from a support measure or considers providing support to a third party, check with the Legal Division whether the measure can be categorised as State aid, which would mean following a specific procedure.
- > Do not authorise an employee to share any confidential information in-house about a competitor for which he or she previously worked.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECG.



# Compliance with international sanctions and export controls

Prior to any undertaking, a check should be made that the proposed business relationship or transaction is not subject to international sanctions and that there is clarity as to the product or service being exported, its destination, its end user and its actual use.



## DEFINITIONS

Multilateral or unilateral international sanctions programmes of an economic and financial nature are intended **to prohibit or restrict trade in goods, technology and services with certain States, territories, persons or companies** designated on national lists (such as the U.S. OFAC), regional lists (EU decisions) or international lists (United Nations Resolutions).

These sanctions may take the form of measures to freeze funds and economic resources (asset freezes) and sometimes restrictions on access to financial services, territorial prohibitions or placement under military or sectoral embargo (restricting the use, transfer or trade of goods or activities, especially in the field of technology and energy). Furthermore, in addition to the persons and

territories subject to sanctions, export control regulations govern the export and **use of certain products, technologies and software (some called “dual-use goods and technologies”** as they can be used for civilian and military purposes) due to the risks they pose to the proliferation of weapons of mass destruction (nuclear, chemical, biological, etc.) or to the national interests of States.

Therefore, where it is necessary to export or re-export to another country dual-use equipment, technologies or software or make “presumed exports” of technology to foreign nationals within national borders, **it is necessary to determine whether an export licence or other type of government authorisation is required prior to such presumed export or re-export.**



## ISSUES AT STAKE

The EDF Group and Dalkia are at risk of failing to comply with international sanctions due to their business activities, development projects and partnerships with public or private-sector bodies and their representatives (business finders, intermediaries, corporate officers).

Due to its activities, particularly nuclear activities, EDF is also subject to export control regulations, which require a “licence” from the competent authorities, prior to any transfer, export, brokerage

or transit of equipment or technologies that may have both civil and military use. This obligation also applies to intra-Group relations and intra-Community exports.

Failure to comply with international sanctions and export control regulations pose significant risks to the Group, including particularly **serious financial and criminal consequences**, risks to the execution of the projects and activities concerned, and **image and reputational risks.**



## Rules that apply to the employees concerned as part of their duties

### The employees concerned must:

- > Know and comply with the rules and procedures concerning international sanctions and export controls implemented at a Group level and at Dalkia.
- > Obtain authorisations from the competent authorities prior to any export or re-export of technologies, software or products that may have both civil and military applications. The employee concerned must also ensure that a Dalkia supplier or subcontractor has the necessary authorisations for these operations.
- > Verify by means of targeted due diligence that no prohibited transaction is initiated with a country or entity subject to sanctions or that can be considered to be owned or controlled by the persons covered by the sanctions or obtain, where the transaction is authorised subject to conditions, the authorisations from the competent authorities prior to any transaction. To do so, it is necessary to ensure the origin, final destination or final recipient of the good.
- > Provide contractual provisions and arrangements to protect the Group's interests in relation to the risks associated with international sanctions and export control.
- > Provide the Dalkia ECO with information regarding the location of activities and a list of business partners.



## Rules that apply to the employees concerned as part of their duties

### It is prohibited to:

- > Enter into a business relationship without having previously carried out an integrity check and having checked it is not included on a list of international sanctions.
- > Enter into a business relationship without first including in the contract stipulations that both protect the Group from any breach of international sanctions and export control regulations, and in particular allow Dalkia to terminate the relationship if a partner fails to comply with these regulations, taking changes to them into account.
- > Continue with the exports stated in the contract if the required authorisations could not be obtained from the competent authorities.
- > Work with a business partner whose assets are frozen or included on a sanctions list. No payment, contract or delivery can be made to that relation.
- > Export/import a good, technology or service to/from a country and/or entity that is subject to international sanctions or export control decisions imposing restrictions on that country or entity.



## HIGH-RISK SITUATIONS

- > Lack of accurate information on the nature, purpose and composition of the asset or technology concerned.
- > Lack of precise identity of the customer and the supply chain.
- > A similar name or address is present on a sanctions list.
- > An invitation to make a payment to a third country, which is not the country in which the contractor is based.
- > A partner that refuses normal procedures or services and/or the contractual provisions under which it undertakes to comply with the sanctions programmes and export control regulations.
- > When goods or services are delivered via indirect or obscure routes.

## Best practices

- > Read the Group's rules and procedures, in particular the Group's guidance note on Export Controls.
- > Be particularly familiar with any embargoes and economic sanctions applicable in markets in which we have business and in countries in which we work.
- > Check that the country, activity or partner (and its shareholders) do not appear on a list of sanctions, then set up a monitoring system for the duration of the business relationship.
- > Ask the Dalkia ECO to conduct research in a compliance database.
- > If in doubt about how to proceed, seek advice from a manager, the ECO of the relevant entity or the DECC.



## TO FIND OUT MORE ABOUT THIS SUBJECT

See the Group Export Control guidance note: Visit the **“Ethics & Compliance”** and **“Export Control and International Sanctions” communities on Vivre EDF online**, where you can find a range of educational content: policies, e-learning modules, etc. Dedicated websites of the Ministry of Economy and Finance: [https://www.tresor.economie.gouv.fr/services-aux-](https://www.tresor.economie.gouv.fr/services-aux-entreprises/sanctions-economique)

[sbdu.entreprises.gouv.fr/fr](https://sbdu.entreprises.gouv.fr/fr)  
The lists are available on the following sites:  
• France: [https://www.tresor.economie.gouv.fr/services-aux-entreprises/sanctions-](https://www.tresor.economie.gouv.fr/services-aux-entreprises/sanctions-economiques/tout-savoir-sur-les-personnes-et-entites-sanctionnees)

[sbdu.entreprises.gouv.fr/fr](https://sbdu.entreprises.gouv.fr/fr)  
[economiques/votre-bien-ou-votre-service-est-il-vise-par-des-interdictions-ou-des-restrictions-commerciales](https://www.tresor.economie.gouv.fr/services-aux-entreprises/sanctions-economiques/votre-bien-ou-votre-service-est-il-vise-par-des-interdictions-ou-des-restrictions-commerciales)  
• Europe: [https://eeas.europa.eu/topics/sanctions-policy/8442/consolidated-list-of-sanctions\\_en](https://eeas.europa.eu/topics/sanctions-policy/8442/consolidated-list-of-sanctions_en)  
• United States: <https://www.treasury.gov/ofac/downloads/sdnlist.pdf>



# CODE OF CONDUCT

**Ethics &  
Compliance**  
DALKIA



DALKIA  
37 avenue du Maréchal de Lattre de Tassigny  
59350 Saint-André-Lez-Lille

[www.dalkia.fr](http://www.dalkia.fr)