

A large graphic of a smiley face. The face is defined by a dark blue circular outline. It has two solid dark blue dots for eyes and a thick, dark blue curved line for a smiling mouth. A thick, orange curved line arches over the top of the face, resembling a hairband or a decorative flourish.

CODE OF CONDUCT

ETHICS AND COMPLIANCE EDF S.A

Applicable from July 1, 2021



Editorial

Emmanuel Husson

Group Ethics and Compliance Director

We are proud of our values and rules.

Our culture of ethics and compliance is a company asset that creates value for the Group by sustaining our business. 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.

It is intended to help us identify high-risk situations and support us in responding to them, both individually and collectively. It therefore addresses the topics of the Group Ethics and Compliance Policy, related to corruption, influence peddling and other breaches of probity. It establishes the main principles of behaviour, using many concrete examples.

Our Code of Conduct is an additional system deployed at EDF to promote the culture of integrity. It supplements the Group Code of Ethics, built around our values "**Compliance, Solidarity and Responsibility**".

This document is available to EDF Group employees on the Group's website www.edf.fr. It was approved by the Central Social and Economic Committee of EDF on XXXXXXXX. The Code of Conduct is incorporated into the internal regulations of all EDF S.A. establishments, following the procedure for consulting staff representatives provided for in the Labour Code.

We are proud of our values and rules, and this Ethics and Compliance Code of Conduct aims to empower us to understand them in order to follow them more effectively.



Message from Jean-Bernard Levy EDF Chairman and CEO

This Code is designed to help preserve our culture of integrity.

The EDF Group is subject to a complex set of national and international rules, and failures in understanding these rules are increasingly severely penalised. 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 align French legislation with the highest European and international standards in the fight against corruption, thereby helping to forge a positive image of France internationally. It requires the implementation of a compliance programme to combat corruption and influence peddling. This corruption prevention programme is based on eight pillars, the first of which is the development of a Code of Conduct "defining and illustrating the different types of behaviour to be prohibited as being likely to characterise acts of corruption or influence peddling".

Together with all the members of the Executive 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 Group's excellent reputation.

This code of conduct is an essential part of the Group's Ethics and Compliance system, which we have significantly strengthened in recent years. It is based on a Group Ethics Charter that describes the values that underpin our identity, and on a Group Ethics and Compliance Policy (PECG), updated in 2020, that determines the actions and programme that the group implements. The Ethics and Compliance Code of Conduct supplements the system by specifying the behaviours that all group employees must agree to adopt. Each of us makes a commitment to follow this code. We must set an example, as the EDF Group's reputation and the trust of all our stakeholders depend on each of us.

In the event of non-compliance with this Code of Conduct, every individual has the ability to alert their line managers, 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 part of EDF's reputation of integrity, which is among the best in the sector worldwide.



OUR COMMITMENTS

RESPECT

LAWS AND REGULATIONS

The EDF Group's reputation for integrity is founded on compliance with current national and international laws and regulations. EDF and its employees undertake to comply in all circumstances with applicable laws and regulations in all countries where the Group operates.

In this context, it is each EDF employee's personal responsibility to know the laws, regulations and obligations related to their tasks and to follow them scrupulously. Any activity liable to involve the EDF group in an illegal practice is strictly prohibited.

RESPECT

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 is committed to making progress in applying these principles and must provide proof of the progress made every year.

EDF and its employees undertake to respect the fundamental principles and rights laid down in the Universal Declaration of Human Rights, the Charter of Fundamental Rights of the European Union, the International Labour Organisation Conventions, the OECD Guiding Principles and the United Nations Convention against Corruption.

RESPECT

THE EDF GROUP POLICIES

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

RESPECT

THE ETHICS AND COMPLIANCE CODE OF CONDUCT

The day-to-day application of these laws, regulations, international commitments and Group policies requires them to be translated into more concrete and more precise terms in a Code of Conduct. This document is the benchmark for EDF employees in terms of preventing corruption.

The Code of Conduct lists the definitions and challenges for the Group, the golden rule to know and respect, the rules to follow and the actions to prohibit. It also proposes guidelines for identifying high-risk situations, as well as recommendations for dealing with them. EDF and its employees undertake to comply with this Code of Conduct in all circumstances.

PENALTIES

In the event of failure to follow the required rules and the prohibited actions defined in the Code of Conduct, EDF 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.



WHO IS THIS CODE FOR?

The Ethics and Compliance Code of Conduct is the reference document for preventing corruption. It applies to all EDF S.A. employees.

Companies controlled by EDF are invited to implement this EDF S.A. Code of Conduct using the principles and rules described in this document. They will take into account their specific characteristics and the regulations in the countries in which they are located, as well as the governance rules of the Group's companies, in particular the independent management of regulated subsidiaries.

ROLE AND RESPONSIBILITY

OF EMPLOYEES

EDF employees must adopt ethical conduct and comply with laws and regulations. They are required to:

- Learn about the topics covered in the Ethics and Compliance Code of Conduct and follow the associated recommendations;
- carry out their duties within the company with fairness and integrity;
- contact their line management, their entity ethics and compliance officer (ECO) or the Group Ethics and Compliance Division (DECG) if they have a question about this Code of Conduct or to obtain a more precise explanation of the rules to follow.

Employees may, if they 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 RESPONSIBILITY

OF THE DIRECTORS AND MANAGERS

Ethical conduct and compliance with laws requires exemplary conduct by line management. EDF's directors and managers must set an example and stringently follow the rules of conduct, while ensuring that these rules are clear and transparent for their employees. They are required to:

- set an example in terms of integrity through their words and actions;
- promote to employees the importance of integrity and compliance with laws in their work;
- ensure that their employees know and understand the rules set out in this Code of Conduct by taking the time to explain them regularly;
- ensure that compliance with legal and regulatory provisions is continuously monitored;
- encourage their employees' behaviour when they act with integrity;
- create a climate of trust in which each employee can address or report an ethics or non-compliance problem;
- be vigilant in order to prevent, detect and handle any breach of the Code of Conduct in a timely and appropriate manner;
- raise awareness about the EDF Group's whistleblowing system within their team and protect any person using the system.



HOW SHOULD THIS CODE BE USED?

This document has been designed to guide employees on how to behave when faced with a situation in which they are not sure of the attitude to adopt and in which they need to consider the implications of their actions.

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

- firstly, the definitions of the terms used in the sheet, a description of the stakes for the company and employees, a golden rule that represents the main principle to remember from the theme;
- secondly, 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 THIS CODE OF CONDUCT DOES NOT CONTAIN THE ANSWER TO THE SITUATION, THE FOLLOWING QUESTIONS SHOULD BE ASKED:

- Are my actions legal?
- Are my actions aligned with the company's values and rules?
- Do my actions comply with the rules set out in this Ethics and Compliance Code of Conduct?
- Could I justify my actions to my line manager?
- Would I be comfortable if my actions were made public internally and externally?

If the answer to any of the above questions is "no" or if in doubt, the right thing to do is contact those who may be able to explain and provide assistance – direct or indirect line management, the entity's Ethics & Compliance Officer (ECO), the Group Ethics and Compliance Division (DECG) at sg-decg-ethique-et-conformite@edf.fr and employee representatives, and discuss the questions openly before acting.



LEARN MORE

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 serve as the set of the company's operating rules and are available on [Vivre EDF online](#).

Employees can also visit [the "Ethics & Compliance" community on Vivre EDF online](#), where they will find a range of educational content, the Group Ethics and Compliance Policy, the Group Ethics Charter, press reviews on the topic of "ethics and compliance", awareness videos, etc.



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.



HOW DO I WHISTLEBLOW?

EDF has implemented an ethics and compliance whistleblowing system to report any breach of probity. This system supplements other existing reporting "channels" within the company (employee representatives, Human Relations Division, line management, Ethics and Compliance Officers, etc.), 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 the EDF Group (temporary staff, trainees, service providers, etc.) may use the whistleblowing system. If whistleblowers wish, an employee representative can assist them with this 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 personnel member;
- report being subject to events as a victim or being a direct and uninvolved 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 on certain topics.

WHAT EVENTS 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:

- a breach of the rules of the Ethics and Compliance Code of Conduct;
- a crime or offence;
- 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 or serious harm to the public interest. Any facts, 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, health and safety, as a result of the Group's activities.



RESPECT FOR CONFIDENTIALITY AND PROTECTION OF 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 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 applicable rules regarding confidentiality are detailed in [the Employee or Personnel Member Alert Support Guide](#), which can be viewed 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 EDF website (www.edf.fr) and completely disconnected from 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 person 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 elements collected during the investigation phase are 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.

THE RULES TO FOLLOW



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PREVENTING CORRUPTION AND INFLUENCE PEDDLING

No employee must carry out, promote or authorise any act of corruption or influence peddling. Employees will not be penalised if they follow EDF 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

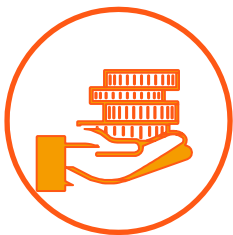
Corruption is:

- 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 yourself or for others,
- to facilitate, perform or refrain from performing an act.

Corruptive intent 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.

Influence peddling is considered corruption under French law. 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).



STAKES

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, prison sentences and legal costs, the financial impact for the Group may be significantly increased by damage to reputation, loss of contracts, exclusion from public tenders, a fall in the share price, an order 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 loyalty.
- Respect their entity's guidelines on gifts and hospitality.
- Refuse payment in cash or any sum of money that is unjustified and untraced.
- Immediately inform their line manager or their entity's 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 Group instruction memo.
- Monitor the integrity of the relationship throughout the term of the contract, in accordance with the Group instruction note.
- Comply with public procurement rules as a purchaser or supplier.
- Ensure that EDF suppliers are treated fairly and equitably in accordance with the Group's purchasing policy.
- Inform business relations of EDF standards so that they undertake to comply with them, particularly when the intention is for them to assist EDF or represent it in countries where the risk of corruption is high.
- Comply with the separation of tasks relating to commitment, control and payment and guarantee the traceability of payments.



PROHIBITIONS THAT APPLY TO EVERYONE

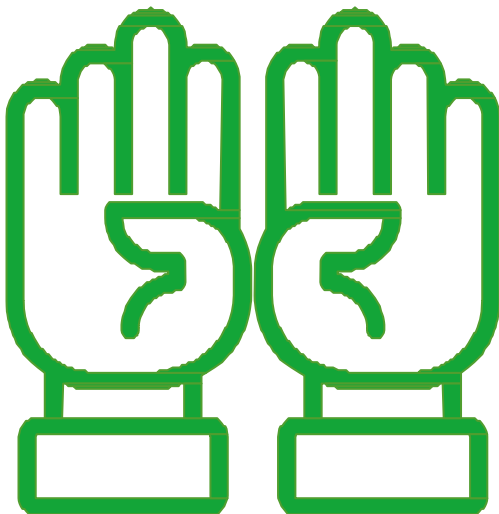
It is prohibited to:

- Offer, accept or promise a bribe, or any other advantage or unlawful payment, to influence the outcome of a business decision.
- Make a facilitation payment, in other words an unofficial payment, in order to carry out or speedup certain administrative formalities (licence applications, customs clearance, etc.).
- Undertake to pay or make donations to a foundation or association for corruption purposes.
- Use a third party to perform a task that the employee cannot legally carry out themselves.



HIGH-RISK SITUATIONS

- Use of intermediaries or consultants to facilitate relationships with clients or public persons.
- Contractual relations with public entities or politically exposed persons.
- Lack of information about the partner.
- Requests to take action to speed up administrative procedures or win a contract.
- Contract award periods.
- Operating in a country with a high risk of corruption or using resources from such countries.
- Pressure to use a particular service provider.
- A request for commissions/fees/provisions of a high amount compared to market practices, with no objective reason.
- 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.



HABITS TO ADOPT

- Plan ahead to avoid reaching an "impasse", in which a refusal would create a real danger or threat, whether physical or financial. To this end, inform partners about the Group's values and rules as early as possible.
- Ensure that rebates and discounts are stated on the corresponding invoices.
- Be able to justify any payment at all times.
- As a precaution, do not accept or offer a gift/hospitality that would be difficult to justify to colleagues, close relatives or the media.
- Carefully consider the situation when presented with an unusual request or unusually complex channels.
- If in doubt about how to proceed, seek advice from your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the ["Ethics & Compliance" community on Vivre EDF online](#), where you can find a range of educational content: policies, the "Preventing corruption" awareness video, anti-corruption e-learning courses, etc.



INTEGRITY CHECK ON BUSINESS RELATIONS

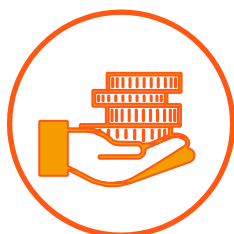
EDF's reputation can be significantly affected by the partners selected in the context of business relations. As a result, it is essential to only deal with partners that comply with the integrity rules and the values of the EDF Group.



DEFINITIONS

Integrity checks therefore include verifying partners' reputé 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 EDF or an entity controlled by EDF, such as an organisation receiving patronage or sponsorship, a project partner, an intermediary or supplier, and under certain conditions a customer.



STAKES

The purpose of an integrity check is to protect EDF 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 the 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, fall in the 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:

- Implement the instruction memo on checking the integrity of business relations before any commitment is made.
- Ensure that the use of a partner meets a need for skills or resources not available in the Group and is the subject of a defined, clearly formalised and time-limited assignment, in exchange for justified and proportionate remuneration.
- Insert a clause in each contract with a partner, giving EDF the right to break the business relationship, immediately and without compensation, in the event of non-compliance by the partner with the EDF Group's 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 IMPOSED ON THE EMPLOYEES CONCERNED IN THE CONTEXT OF THEIR DUTIES

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 disguise the use of an intermediary and therefore avoid the level of integrity check required.
- Remunerate a business relationship without validating the reality of the service and without an invoice being issued.
- Engage with a partner without calling on the Security and Economic Intelligence Department, 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

- The use of 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.).
- OTC purchases.
- Complex schemes including a successive list of subcontractors.
- Mergers and acquisitions.
- Developing projects in non-cooperative 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.



HABITS TO ADOPT

- Inform your business relations of the EDF Group's values and rules in terms of integrity as early as possible.
- Ask the ECO of your entity to carry out an integrity and business relationship check.
- Avoid using a successive list of intermediaries.
- Don't hesitate to request explanations and supporting documents from partners in order to gain a proper understanding of the situation.
- Favour the use of framework contracts.
- Know the procurement contracting process.
- If in doubt about how to proceed, seek advice from your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the ["Ethics & Compliance" community on Vivre EDF online](#), where you can find a range of educational content: policies, the guidance memo on checking the integrity of business relations (CIRA), awareness videos, e-learning courses, etc.



GIFTS AND HOSPITALITY

When it comes to gifts and invitations, the most important thing is to act transparently with regard to your hierarchy, to respect the threshold and the rules put in place in your entity and to always ask yourself how it could be perceived or interpreted from the outside.



DEFINITIONS

A gift involves any form of payment, (gratuity) or advantage () (monetary 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. Business solution.



STAKES

Occasionally offering or accepting small gifts or invitations to cultural or sporting events may be tolerated as part of a business relationship. However, these practices may sometimes be interpreted as a means of influencing a decision or constituting an act of corruption (see (preventing corruption) sheet pages 12 to 14). They can also lead to a conflict of interest situation.

Certain situations may incur the liability of employees as well as of EDF. To preserve its reputation and protect its employees, EDF must guard itself against both attempted corruption and 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:

- Follow the rules defined in the "Gifts and Hospitality" guide (available on the ["Ethics & Compliance" community on Vivre EDF online](#)).
- Comply with the rules and the threshold defined in their entity for gifts and hospitality.
- Verify the reasonableness of a business meal before accepting or proposing it.
- Check that prior authorisations have been obtained where required, particularly for gifts or hospitality of an amount exceeding the threshold defined in their entity.
- (Pay attention to) the context and the meaning that a gift or hospitality may infer. This must not indicate any expectation of a consideration.
- Ascertain the local legality of offering gifts or other benefits to public officials.
- Record the gift or hospitality (excluding business meals), received, offered or refused, in the dedicated application (DECI) or in the register of their entity, according to the rules defined by the entity.



PROHIBITIONS THAT APPLY TO EVERYONE

It is prohibited to:

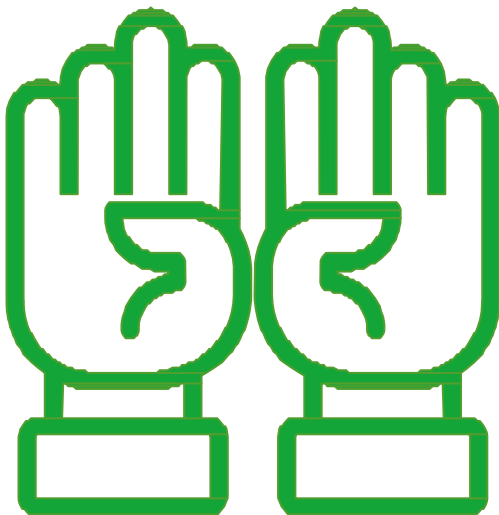
- Offer or receive a gift or hospitality to obtain an improper advantage.
- Offer or receive a gift or hospitality that could create a sense of obligation, compromise professional judgement or give the impression that it could do so.
- Give in to a request or solicit consideration for a gift or hospitality.
- Violate the prohibitions mentioned in the "Gifts and Hospitality" guide.





HIGH-RISK SITUATIONS

- Gifts/invitations of a value exceeding the threshold set by their entity, or a business meal exceeding a reasonable price.
- Gifts/hospitality offered to (or received from) a public person or a person with influence over a decision affecting EDF's interests.
- Gifts/hospitality offered to (or received from) a person close to the business relationship.
- Gifts/hospitality offered to (or received from) the same beneficiary several times.
- Invitations to seminars in which leisure time significantly exceeds working time.
- Election periods.
- (Tendering) and contract renewal periods.



HABITS TO ADOPT

- Before offering or receiving a gift or hospitality, check:
 - that this is a practice permitted under the entity's 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 invitation is recorded in DECI or the entity's dedicated register.
- 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.
- Where a gift is appropriate, share it with the team.
- Inform partners about the Group Ethics and Compliance Policy (PECG) and the "Gifts and Hospitality" guide to justify a refusal.
- If in doubt about how to proceed, seek advice from your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the ["Ethics & Compliance" community on Vivre EDF online](#), where you can find a range of educational content: policies, the "Gifts and Hospitality" support guide, the "Gifts and Hospitality" awareness video, e-learning courses, etc.



PREVENTING CONFLICTS OF INTEREST

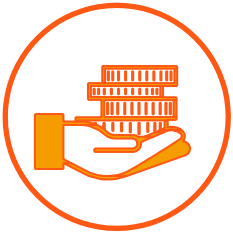
It is important to notify line management about any potential conflict of interest as soon as possible so that it can be managed and to always make decisions, within a business context, based on EDF's interests rather than on personal interests.



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.

These personal interests may result from financial or business commitments, or political or ideological connections that the employee has outside EDF. Interests may be of an association, charitable, cultural, financial, political, religious or sporting nature or result from family or sentimental ties.



STAKES

The conflict of interest, or the mere appearance of a conflict of interest, may compromise the quality and legality of a decision or act, by giving priority to the private interest of an employee or a third party, to the detriment of EDF's interest. 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 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. They are likely to incur the liability of employees or third parties acting for EDF. They expose the persons concerned to legal penalties and the Group to a significant reputational risk.



RULES THAT APPLY TO EVERYONE

All employees must:

- Inform their line managers if business activities to which they are linked are liable to 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 loyalty, 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 EDF when they personally engage in the political sphere. In practice, this amounts to not presenting themselves as an EDF employee during a speech and stating, if necessary, that they are not appearing in this capacity.
- Withdraw from a decision procedure external to EDF if they hold an elective mandate, if presented with a proven or potential conflict of interest situation. For example:
 - Leave the place where the deliberations of collegial bodies (such as a municipal council) take place when they concern a case connected with EDF,
 - Do not participate in a meeting whose purpose is, for example, to draw up specifications for a contract for which EDF could submit a bid.

PROHIBITIONS THAT APPLY TO EVERYONE

It is prohibited to:

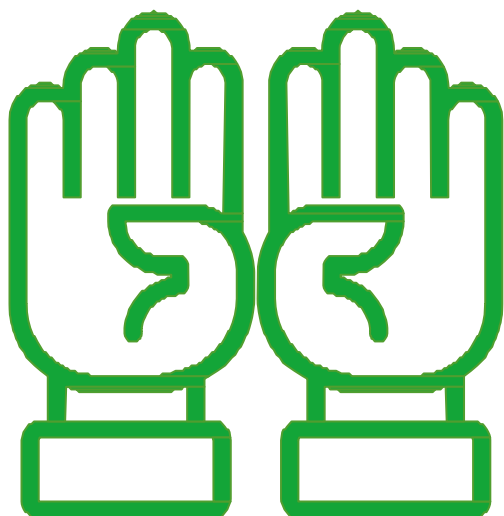
- Share confidential information about the Group with unauthorised third parties.
- Encourage or contribute to encouraging the hiring, evaluation of the work or remuneration of a family member.
- Make non-compliant use of the EDF Group's influence and resources.
- Favour or contribute to favouring, for 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 an activity competing with that of EDF. 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 damage to EDF.
- 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 the EDF Group.
- Holding an elective mandate: 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 EDF, 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 EDF (such as an anti-nuclear association). 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 the EDF Group or its activities. The employee should also check that any actions in which they wish to participate are compatible with their employment contract.



HABITS TO ADOPT

- Apply a transparent and objective recruitment procedure.
- Do not use the Group's resources, name, time or structures for personal purposes.
- 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 EDF 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 your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the **"Ethics & Compliance" community on Vivre EDF online**, where you can find a range of educational content: policies, "conflicts of interest" awareness video, the "conflicts of interest" support guide, the guide for local elected officials of the IEG, the branch agreement relating to cumulatively held positions or activities in the professional branch of the electricity and gas industries, the governance and management policy of subsidiaries, e-learning courses, etc.



FIGHTING FRAUD

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

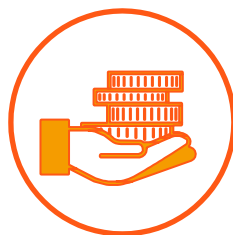
Fraud consists of deliberately misleading others to obtain an illegitimate profit or to circumvent legal obligations or rules of the organisation. Fraudulent behaviour therefore involves a factual element and an intentional element, as well as a process of concealing the unauthorised act.

In practice, fraud may be an act or 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, falsified indicators, reports or checks, etc.);
- externally - scams (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 chapter on pages 12 to 14).



STAKES

Combating fraud is an imperative: fraud is expensive and harms the Group's interests and image. Fraud may manifest in different forms, impact all organisations and business sectors and concern all hierarchical levels.

Fraudulent acts are punished by law in the form of specific offences: theft, scam, 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 punished 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) help 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 co-workers about the risks of fraud, specifying the rules to follow, as well as every individual's rights and duties.
- Comply with security rules covering 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.
- Periodically check the adequacy of the internal control system.



PROHIBITIONS THAT APPLY TO EVERYONE

It is prohibited to:

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

PROHIBITIONS IMPOSED ON THE EMPLOYEES CONCERNED IN THE CONTEXT OF THEIR DUTIES

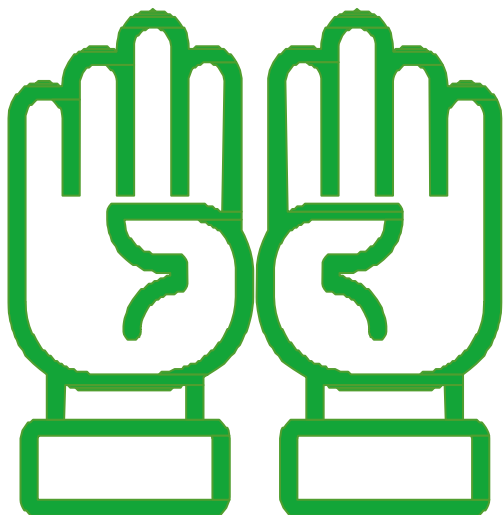
It is prohibited to:

- Allow any wrongdoing to continue without treatment or correction.
- Conduct an investigation into a suspected fraud alone and without the support of an expert.



HIGH-RISK SITUATIONS

- The entity goes through a period of reorganisation with an absence or a lack of hierarchical control.
- A work colleague takes very little or no leave at all.
- During the holiday period, the segregation of duties between incompatible activities is bypassed (the usual validator is absent).
- Creation of activities within an entity that has not organised its delegation of authority or control process.
- The IS access codes are shared by several people (no security around passwords).
- Repeated emergency situations that lead to internal control being bypassed in order to meet deadlines.
- Complex and/or unusual operations whose execution relies on a small number of individuals.



HABITS TO ADOPT

- Maintain a culture of integrity to prevent fraudulent behaviours (encourage honesty and discernment).
- If you are 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 management or contact your ECO.
- If in doubt about how to proceed, seek advice from your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the ["Ethics & Compliance" community on Vivre EDF online](#), where you can find a range of educational content: policies, the "Fighting against fraud" support guide, the "Fighting against fraud" awareness video, e-learning courses, etc.



PATRONAGE – SPONSORSHIP

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



DEFINITIONS

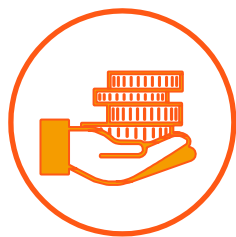
Patronage involves material support provided by a company (donor), without any direct consideration from the beneficiary, to a structure or person for conducting public-interest activities. The support provided can be carried out in various ways:

- 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.

When the beneficiary offers a consideration of equivalent value to the amounts received, the payment is considered as compensation for a provision of service (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. Considered as a commercial service, it must be invoiced subject to VAT.



STAKES

Charitable donations and sponsorship initiatives are authorised in accordance with the Group Policy "Communications, Institutional Relations, 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 EDF's image, it is important, firstly, to ensure the reliability, reputation and history of the organisation receiving the donations 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, 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.

PROHIBITIONS IMPOSED ON THE EMPLOYEES CONCERNED IN THE CONTEXT OF THEIR DUTIES

It is prohibited to:

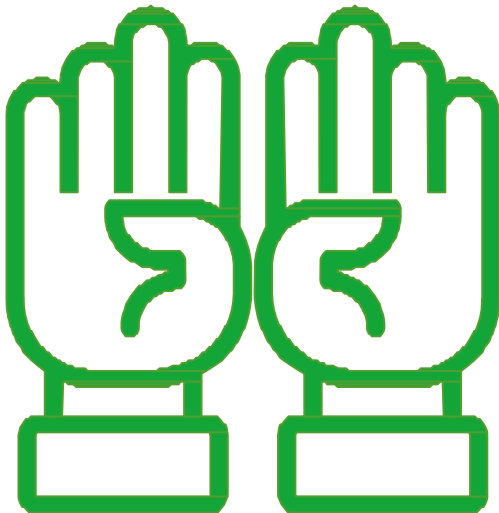


- Undertake to pay a donation or enter into a sponsorship operation with a third party in order to encourage the award of a contract, in exchange for consideration or to influence a decision.
- Carry out a patronage or sponsorship operation in an invitation to tender context, as part of a commercial 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.



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 an EDF partner.
- Make donations 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 EDF employee present among the guests.



HABITS TO ADOPT

- Limit the term of the agreement to one year or include in the agreement a non-tacit termination or renewal clause.
- 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 communicated to the guest.
- 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 your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the ["Ethics & Compliance" community on Vivre EDF online](#), where you can find a range of educational content: the Group Ethics and Compliance policy, the "Communication - Institutional Relations - Partnerships" Policy, "Check on the Integrity of Business Relations" instruction memo, the "gifts and hospitality" support guide, the "gifts and hospitality" awareness video, the "conflicts of interest" guide, e-learning courses, etc.



LOBBYING

Lobbying actions must be carried out transparently. This entails clearly informing your contacts of your affiliation with EDF and using 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 liable to impact the company's activities.

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

Responsible lobbying is carried out:

- Transparently, by systematically identifying oneself on and registering on the institutions' existing registers of interest representatives.
- On the basis of reliable, verified and updated information.
- And in compliance with the positions of other stakeholders.



STAKES

Lobbying is 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 not, 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 carried out 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 EDF 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.
- Stick to holding positions that are aligned with EDF's strategic framework.
- Identify themselves:
 - to the Public Affairs Division when they carry out interest representation actions among public officials with national jurisdiction,
 - to the European Affairs Division when they carry out lobbying actions aimed at European institutions.



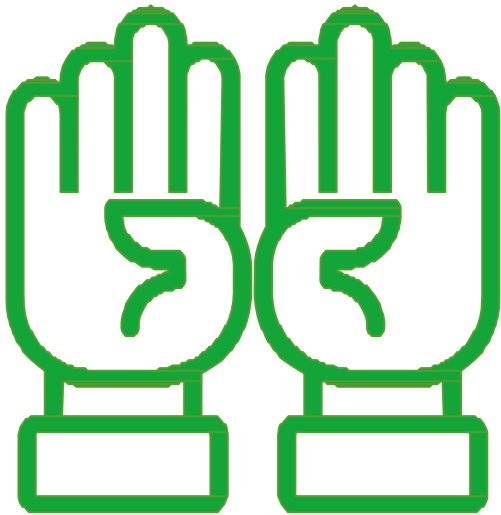
PROHIBITIONS IMPOSED ON THE EMPLOYEES CONCERNED IN THE CONTEXT OF THEIR DUTIES

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 decisions dishonestly.
- Deceive or mislead stakeholders or public officials.
- Use the services of a third party paid directly or indirectly with the aim to achieve a dishonest, non-updated or incomplete position.

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 EDF is a member and having to assume a position that deviates from EDF's position.
- A conflict of interest situation that may result from the exercise of a local or national elected office by an EDF employee.



HABITS TO ADOPT

- Enact and raise awareness of EDF'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 EDF's position and that of an association of which EDF is a member.
- Ensure that EDF's payment of the costs (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, seek advice from the Public Affairs Division, the European Affairs Division, your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the ["Ethics & Compliance" community on Vivre EDF online](#), where you can find a range of educational content: policies, the "Preventing corruption" awareness video, anti-corruption e-learning courses, etc.



PREVENTING MARKET ABUSE

No employee must use or disclose inside or sensitive information to gain a personal benefit or to allow a third party to take advantage of it.



DEFINITIONS

Market abuse arises when a stock market investor is unfairly disadvantaged, directly or indirectly, by anyone who has used inside information, distorted the price formation mechanism or disseminated false or misleading information.

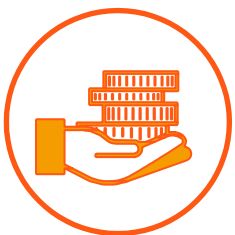
Inside information is precise information, not yet made public, that directly or indirectly concerns EDF, its subsidiaries or their financial instruments, and which may have a significant impact on the EDF share price (or, if applicable, that of a listed subsidiary) if it were made public. Individuals 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 use of this inside information constitutes **insider trading** or a breach by an insider.

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 requiring special precautionary 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 the publication of the Group's financial information and during which any trading in EDF shares (or if applicable of a listed subsidiary) or related instruments is prohibited for persons who have inside or sensitive information.



STAKES

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, disclosing or possible use of inside information. The Group has set up an Ethical Code for trading in securities 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 are up to five years in prison for individuals and a up to €100 million fine. Entities incur a fine of up to €500 million, which can be increased to ten times profits or 15% of consolidated annual global revenue. Attempted breaches of these rules are punishable in the same way.



RULES THAT APPLY TO THE EMPLOYEES CONCERNED IN THE CONTEXT 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 Ethical Code for trading in Securities.
- Protect as best as possible the confidentiality of inside information, in particular by limiting access (use of code names, small teams, limited distribution of reports, regular verification of IT access rights, use of Security Box, etc.).
- Take precautions regarding the retention and transmission of information (limit the use of emails, encrypt messages, confidential marking).
- When starting work on a financial, strategic or sensitive operation, draw up and send to the EDF Group Legal Division the list of occasional insiders, including employees and third parties (service providers, advisors), have them to sign strict confidentiality clauses or agreements and ensure that the Ethical Code for trading in Securities is brought to their attention.
- Respect blackout periods where applicable.



PROHIBITIONS IMPOSED ON THE EMPLOYEES CONCERNED IN THE CONTEXT OF THEIR DUTIES

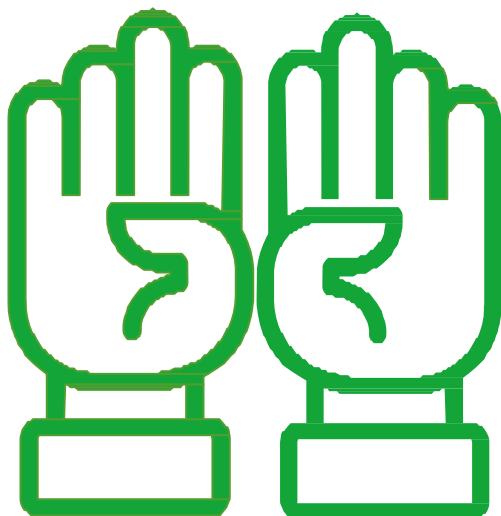
It is prohibited to:

- Act with the intention of affecting the share price.
- In possession of inside information, until the date on which it is made public:
 - perform or attempt to perform I, either directly or indirectly, on their own behalf or on behalf of other persons, any transaction involving 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 that another person acquire or sell financial instruments on the basis of inside information.



HIGH-RISK SITUATIONS

- Work in a public place on a document containing inside or sensitive information.
- Being indiscreet among family or friends.
- Situations in which inside or sensitive information is potentially accessible by service providers or partners.



HABITS TO ADOPT

- Take precautions when using computer and telephone devices, particularly in public places.
- Alert if we become aware of the fact that inside information concerning the Group has been disclosed outside the normal procedures for disseminating 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 EDF Group Legal Division. Both the questions submitted and the answers provided will be treated as strictly confidential.
- If any doubt about how to proceed, seek advice from the Legal Division, the manager, the ECO of the entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the ["Ethics & Compliance" community on Vivre EDF online](#), where you can find a range of educational content: policies, the Ethical Code for trading in securities, the "Inside Information" awareness video, e-learning courses, etc.



PREVENTING THE RISK OF MONEY LAUNDERING AND TERRORISM FINANCING

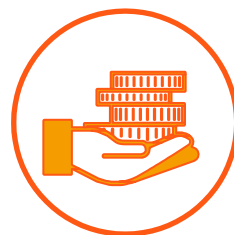
It is imperative to know your business relations, notably the final beneficiary of the financing or services, to ensure that your activities are not used to launder funds from criminal activities, or to directly or indirectly finance activities related to terrorism.



DEFINITIONS

Money laundering is the process of concealing the nature and source of money from illegal activities (drug trafficking, arms trafficking, human trafficking, tax fraud, illegal labour, corruption, illegal speculation, etc.) by incorporating this "dirty money" into legal activities. The aim is to make it appear legal and conceal its origin and real owner (through fake invoices, front companies, etc.).

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



STAKES

EDF fights against economic and financial crime, notably by combating money laundering and terrorism financing.

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

This risk is of a criminal nature, with sentences of up to ten years' imprisonment and a €750,000 fine 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:

- Remain 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 alert system, including atypical or suspicious transactions, transfers of funds from or to geographical areas considered risky, and operations or activities requiring cash payments.
- Report any suspicions to their line manager or ECO.



PROHIBITIONS IMPOSED ON THE EMPLOYEES CONCERNED IN THE CONTEXT OF THEIR DUTIES

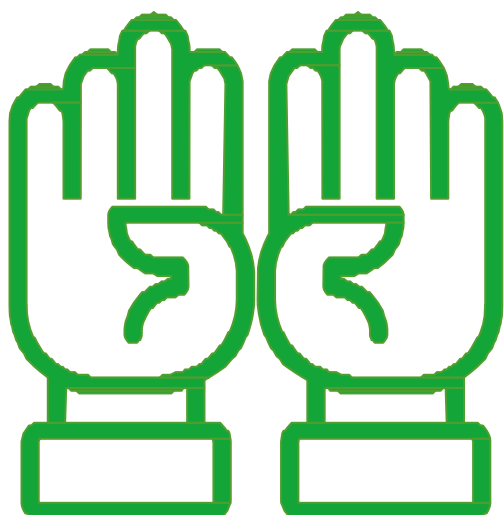
It is prohibited to:

- Conceal payments by using third parties.
- Accept cash transactions, except in specific cases and transparently with their line management. In any event, cash payments in the context of business activity may not exceed €1,000.
- Accept unusual payments without analysing and verifying the supporting documents beforehand, such as:
 - the account is not in the name of the contracting company;
 - payments are made in a currency other than that stated on the invoice;
 - payments are made from several accounts or accounts that are not those normally used ;
 - payment is made in a country other than that in which the third party conducts its business and in which it is commercially registered.



HIGH-RISK SITUATIONS

- Transfers of funds from or to geographical areas considered risky.
- Operations or activities requiring cash payments.
- The use of "purpose-specific cash boxes".
- Transactions structured to circumvent declaration or reporting obligations.
- Unusually complex transactions or involving unusually high amounts.
- Transfers from or to numbered accounts.



HABITS TO ADOPT

- Obtain and analyse supporting documentation to ensure the legality of activities and the source of funds.
- 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 you.
- Develop customer knowledge, paying particular attention when accepting new partners, in monitoring business relations and in the traceability of financial flows.
- Consult the lists of high-risk countries published by the Ministry of Europe and Foreign Affairs.
- If in doubt about how to proceed, seek advice from your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the ["Ethics & Compliance" community on Vivre EDF online](#), where you can find a range of educational content: policies, e-learning courses, etc.

The TRACFIN corporate site www.economie.gouv.fr/tracfin.



PREVENTING VIOLATIONS OF COMPETITION LAW

No employee must 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 must agree with competitors in order to distort free competition in a market.

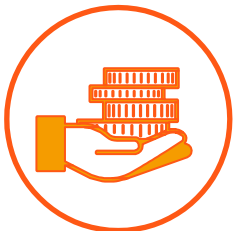


DEFINITIONS

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

These include:

- Agreements, which are agreements or concerted actions between independent companies intended to distort competition (exchange of price information, market sharing, etc.).
- Abuses of a dominant position, which are unilateral practices by an operator using its market power to exclude other companies or prevent their entry or development on a market (predatory pricing, refusal of access to infrastructure, cross-subsidies).



STAKES

EDF is particularly exposed to the risk of breach of competition law due to the nature of its activities. For this reason, in 2010, the Legal Division set up a competition compliance programme that is part of the Group's Ethics and Compliance system and which 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; instead, abuse of such a position is prohibited.

Breach of competition rules is subject to fines of up to 10% of the Group's worldwide revenue, damages and interest paid to companies that are victims of anti-competitive practices, penalties for individuals of up to four years in prison and fines of €75,000, invalidity penalties for anti-competitive agreements, etc.

The parent company may sometimes be held liable because of 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, on a market that is not substantial for 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 could suggest there is an inappropriate form of agreement.
- Avoid any exchange of information between the Group's entities in case they respond to the same invitation to tender.
- Define objective, transparent and non-discriminatory market conditions.
- 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 the acquisition of a participating interest by EDF, check with the Legal Division whether the transaction requires prior authorisation from the competition authorities.

PROHIBITIONS IMPOSED ON THE EMPLOYEES CONCERNED IN THE CONTEXT OF THEIR DUTIES



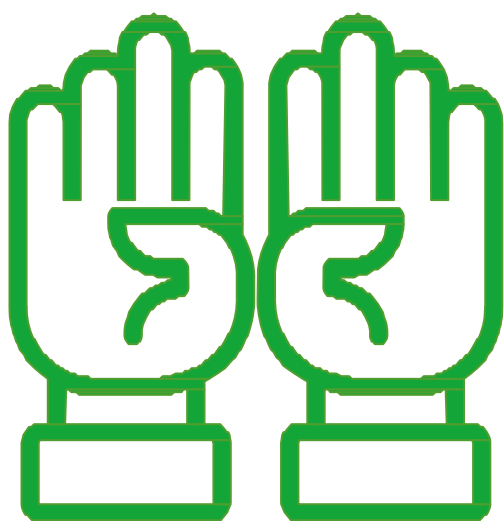
It is prohibited to:

- 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.).
- Exchange information with competitors responding to the same invitation to tender (except when submitting a tender in a justified consortium).
- Use information held on a market in a legal monopoly situation (current or historical) to develop business in another market open to competition.
- Maintain confusion between regulated and non-regulated sector activities.
- 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.



HIGH-RISK SITUATIONS

- EDF's support to its subsidiaries.
- Exchanges of information between companies.
- Discussions during business meetings, or within professional associations or working groups, in which competitors participate.
- Recruiting new employees whose previous employer was a competitor.



HABITS TO ADOPT

- 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.).
- When 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 internally disclose confidential information about competitors for which the employee previously worked.
- If in doubt about how to proceed, seek advice from the Legal Division, your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

Visit the **"Ethics & Compliance" community on Vivre EDF online**, where you can find a range of educational content: policies, "antitrust" serious games in open access on the e-campus training platform, the "Competition Law - Habits to Adopt" guide, etc.

Visit the Legal Division's dedicated website (<https://sg-fidji.edf.fr/web/pdc/conformite>), the Competition Authority website (www.autoritedelaconurrence.fr) or the DGCCRF website (www.economie.gouv.fr/dgccrf).



COMPLIANCE WITH INTERNATIONAL SANCTIONS AND EXPORT CONTROLS

Prior to any commitment, it is necessary to check that the business relationship or proposed transaction is not subject to international sanctions and to know the product or service exported, its destination, its end user and its actual use.



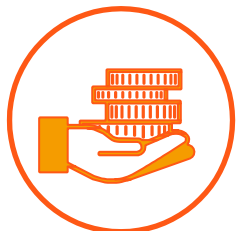
DEFINITIONS

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 in particular 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 conduct "presumed export" 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.



STAKES

EDF is subject to the risk of non-conformance with international sanctions due to the activity of its entities, development projects or even through its partnerships with public or private organisations and their representatives (business finders, intermediaries, corporate officers, etc.).

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 in their entity.
- 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 an EDF 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 their ECO with information on the location of their activities and a list of their partners.



PROHIBITIONS IMPOSED ON THE EMPLOYEES CONCERNED IN THE CONTEXT OF THEIR DUTIES

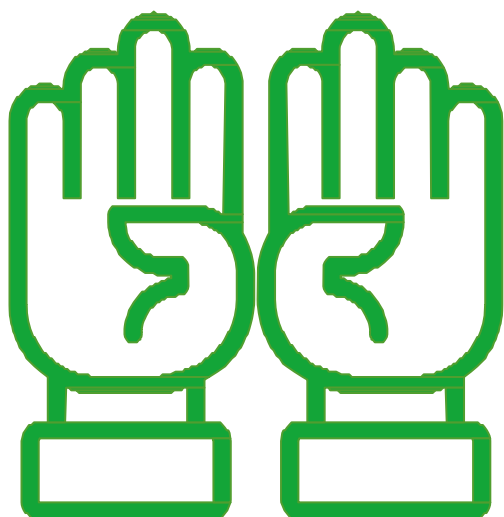
It is prohibited to:

- 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 EDF 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 relation whose assets are frozen or included on a sanction 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 good or technology concerned.
- Lack of precise identity of the customer and the supply chain.
- An address or name similar to that on the sanctions lists.
- An invitation to make the settlement to a third country, other than that of the service provider.
- 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.
- A shipment of goods or services using indirect or obscure routes.



HABITS TO ADOPT

- Read the Group's rules and procedures, in particular the Group's instruction memo on Export Controls.
- Learn more specifically about the embargoes and economic sanctions applicable in the market in which we operate and in the 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 your ECO to run searches in a compliance database.
- If in doubt about how to proceed, seek advice from the Group Export Control and International Sanctions Department, your manager, the ECO of your entity or the DECG.



LEARN MORE ABOUT THIS TOPIC

See the Group Export Control Instruction Memo: [link here](#)

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 courses, etc.

Dedicated websites of the Ministry of Economy and Finance: <https://www.tresor.economie.gouv.fr/services-aux-entreprises/sanctions-economique> and <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-economiques/tout-savoir-sur-les-personnes-et-entites-sanctionnees> <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
- United States: <https://www.treasury.gov/ofac/downloads/sdnlist.pdf>