

ETHICS **CHARTER**



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

ETHICS **CHARTER**





After going public in 2008, SUEZ ENVIRONNEMENT gained a higher profile, and consequently assumed new responsibilities towards its stakeholders, notably with respect to governance issues.

Accordingly, SUEZ ENVIRONNEMENT – which fully subscribes to the values of GDF SUEZ – has undertaken to work on writing a clear ethics charter that will become a benchmark for everyone on issues of group or individual behavior and action.

This does not mean that the Group is now discovering the need to act ethically in its businesses; rather, the Group is again formalizing and re-affirming principles that are already well known and respected within its organization, and applying them in a broader framework.

The SUEZ ENVIRONNEMENT Ethics Charter is based on the same principles as those of GDF SUEZ and sets comparable objectives.

SUEZ ENVIRONNEMENT must make ethics a critical tool for improving its overall performance. Ethics are essential to our operations, to the contracts we sign and to the markets we gain. It is also the foundation of any successful collaboration with suppliers and clients and a condition for the pride that everyone feels as part of the Group.

We hope that everyone will be able to refer to this document and fully respect the ethical principles it reaffirms.

Jean-Louis Chaussade
Chief Executive Officer

G rard Mestrallet
Chairman of the Board of Directors

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DRIVE

**GUARANTEEING OUR PERFORMANCE
OVER THE LONG TERM FOR ALL
OUR STAKEHOLDERS,
CONTINUALLY SEEKING EFFICIENCY
AND INNOVATION
ON BEHALF OF OUR CLIENTS
AND IN THE PUBLIC SERVICE.**

COMMITMENT

**ADVANCING
THE GROUP'S DEVELOPMENT
WITH RESPECT FOR THE PLANET
WHILE PROVIDING ESSENTIAL
SERVICES FOR PEOPLE.**

OUR VALUES

DARING

LIVING IN THE PRESENT
WITH OPTIMISM
AND BUILDING FOR THE FUTURE
WITH CREATIVITY.

COHESION

MOBILIZING
ALL OUR STRENGTHS
WITH A SHARED SPIRIT OF TEAMWORK
TO MAKE ENERGY
AND THE ENVIRONMENT
SUSTAINABLE SOURCES OF PROGRESS
AND DEVELOPMENT.



OUR ETHICS PRINCIPLES

1 **FOUR FUNDAMENTAL PRINCIPLES**

SUEZ ENVIRONNEMENT's corporate values are expressed in the way we work. The Group's ethical standards are reflected in the fundamental principles that guide our practices: compliance with laws and regulations, integrity, fairness, honesty and respect for others.

SUEZ ENVIRONNEMENT expects its employees to act in keeping with this ethics principles in all their dealings, in all circumstances and whatever their role and level of responsibility. At every level of the company, from Board Members to employee, we all have an absolute duty never to act in a way that could cast the slightest doubt on SUEZ ENVIRONNEMENT's ethical integrity.

Our Group is no stranger to the need to adopt ethical principles to protect against risks which could affect its operations, future and reputation. For many years now, the companies which make up SUEZ ENVIRONNEMENT have shared a culture of commitment to upholding Human Rights and respecting human dignity, fighting corruption and protecting the environment. What is more, this culture encourages our Group to comply with ethical principles that are often above and beyond the requirements of applicable laws and regulations.

SUEZ ENVIRONNEMENT, which is a part of the GDF SUEZ Group, subscribes to the GDF SUEZ Ethics Charter.

This Charter is based on the same principles and sets comparable objectives. As a listed company, SUEZ ENVIRONNEMENT implements its own governance in accordance with GDF SUEZ guidelines.

Four fundamental Principles guide our practices:

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

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

- ❏ the circle of the Group, consisting of its employees, its entities* and its shareholders,
- ❏ the circle of the Market, within which we maintain relations with our customers, our suppliers and our competitors; and finally,
- ❏ the circle of the Environment everywhere in the world we operate.

Because it is beneficial to all three circles (Group, Market and Environment), all our stakeholders want more stringent ethical standards. In conducting business, it promotes a new path towards regulation in the economy.

* Entity means one or more subsidiaries of SUEZ ENVIRONNEMENT, or one or several departments reporting to a single authority.

¶ OUR PRINCIPLES APPLIED TO OUR GROUP

¶ Our employees

At all levels, SUEZ ENVIRONNEMENT is committed to maintaining human relationships that are both demanding and harmonious. In that regard, it is everyone's responsibility to enable all employees to perform their work in physically good conditions and in conditions of good morale. Accordingly, while exercising responsibilities and line relationships, people must always be respected. The Group favours relationships between colleagues based on courtesy, consideration, recognition and discretion. SUEZ ENVIRONNEMENT strongly condemns workplace or sexual harassment and disapproves of any practice which involves exerting excessive pressure.

The Group respects diversity and privacy and considers the qualifications of its employees above all else; discrimination of any kind is prohibited. The requirement for a high level of professionalism, to which SUEZ ENVIRONNEMENT aspires, helps promote the professional and personal development of individuals.

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

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

¶ The entities of the Group

SUEZ ENVIRONNEMENT tries to ensure that relationships within its entities prioritize transparency and balance. In particular, the Group tries to ensure that the information they provide to one another is accurate and honest and, when they have business relationships, that they are vigilant about maintaining the same level of loyalty for customers, suppliers as well as outside partners. Finally, in the interest of consistency and loyalty, the entities implement local mechanisms in order to meet both the objectives of this charter and its requirements.

¶ Our shareholders

Our Group's development depends most notably on its ability to find the capital necessary to finance its investments. Our shareholders play a key role in the Group's development. In light of the trust they have placed in us, we have a dual responsibility: first to ensure financial performance and optimal return for the capital invested and second to ensure good governance. With these goals in mind, we apply high standards with respect to corporate governance.

OUR ETHICS PRINCIPLES

Above and beyond the need to apply rules set by financial market regulators, the Group is vigilant about respecting the equality of shareholders and committed to providing accurate, transparent, honest, verifiable and timely financial information.

In short

A healthy working climate is a factor of Group effectiveness, which is why SUEZ ENVIRONNEMENT has taken the necessary steps to ensure its employees decent living conditions and a safe working environment. The Group also fosters a climate of respect and trust in relations between employees. This human and ethical requirement also applies to all the entities of the Group, and to shareholders, for whom SUEZ ENVIRONNEMENT seeks to provide the highest standards of corporate governance.

¶ OUR PRINCIPLES APPLIED TO OUR MARKETS

¶ Our customers

Customer satisfaction and, by extension, the continuity of our Group, are based on clearly identified factors: availability, imagination, innovation, continuous improvement of quality and of traceability, most notably with respect to health and safety, and social considerations for activities conducted by public utilities. These requirements presuppose open dialogue, based on accurate and honest information, transparent processes implemented by the Group and respect for commitments and rules of competition.

¶ Our suppliers

The quality of goods and services which SUEZ ENVIRONNEMENT provides to its customers also depends on its ability to obtain excellent service from its suppliers and partners. Accordingly, our choice of suppliers must be impartial and demanding. The Group therefore selects them for their professionalism and competitiveness, with a view to building a relationship of trust.

All negotiations must respect the principles of quality defined within the Group. Accordingly, the collective aspect of purchasing decisions must involve everyone concerned.

OUR ETHICS PRINCIPLES

Equity and impartiality must govern relations with suppliers, in order to prevent them from entering into a situation of dependence. Buyers must demonstrate irreproachable ethics and comply with regulations, notably with respect to rules of competition.

The principles of quality are also expressed through the application of environmental and societal concerns to supplier selection criteria. SUEZ ENVIRONNEMENT requires its business partners, subcontractors and suppliers to subscribe to ethical, environmental and corporate rules, if they have not already done so, and to also respect practices compatible with their values.

Our competitors

Our Group respects the rules of the free market. Accordingly, we comply with the rules of competition and with those of regulated markets by behaving honestly and prohibiting defamation or denigration of competitors. We also protect our confidential information and trade secrets. Finally, we use only legal and honest means for collecting information useful for entering into markets or contracts.

In short

Customer satisfaction is a SUEZ ENVIRONNEMENT priority, and is governed by clearly identified factors: the quality of products and services, an open dialogue, transparency in procedures, the fulfilment of commitments and compliance with the rules of competition. These principles, which all Group employees are expected to follow, also apply to suppliers and competitors alike. In this respect, SUEZ ENVIRONNEMENT employees are expected to be loyal and demonstrate fairness and impartiality in negotiations. They are also required to ensure that the Group's partners apply ethics principles that are compatible with the Group's Ethics Charter.

¶ **OUR PRINCIPLES APPLIED TO OUR ENVIRONMENT**

¶ **The community**

The Group's business activities place it right in the heart of the communities where it operates; it attributes great importance to supporting its host communities. SUEZ ENVIRONNEMENT also has an active policy for supporting communities in difficulty, in collaboration with public authorities. It also conducts corporate patronage and sponsorship activities in order to support community initiatives. These activities must be sincere, transparent and legal.

SUEZ ENVIRONNEMENT recognizes integrity as one of the founding principles of its ethics. It disapproves of corruption in all its forms and tries to ensure that the employees responsible for making sure that this principle is respected are not subject to discrimination. The Group's policy is to refrain from any financing of political activities. In countries where such financing is authorized, the Group may, under certain conditions, consider contributions. In any case, these must be limited in amount and remain the exception.

Finally, in collaboration with local partners, SUEZ ENVIRONNEMENT seeks to understand and respect all cultures. Accordingly, for field operations consistent with its lines of business, the Group maintains ongoing communication and partnership with Non Governmental Organizations

(NGOs) in the environmental and humanitarian sectors. It also encourages personal civic and associative commitments by its employees.

¶ The Planet

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

Mindful of its responsibilities to present and future generations, the Group defines its strategy and sets its objectives in accordance with the principles of sustainable development and reports on its results. It also respects local legal guidelines and regulations. It also listens to the expectations of its customers, neighbours, employees and the community. It is vigilant about its emissions and about the impact of its activities and is careful to share its environmental objectives with its partners and suppliers and, if applicable, with the owners of the facilities it manages. The Group makes use of methods and techniques that are most likely to promote sustainable development. It encourages research and innovation to develop know-how in the area of quality and safety, materials recovery and recycling, saving natural resources, reducing nuisances and protecting biodiversity.

In short

As a part of its ethical commitment to corporate responsibility, SUEZ ENVIRONNEMENT is involved in the communities where it operates. In its respect for the environment and cultures, SUEZ ENVIRONNEMENT seeks to minimize its ecological impact, communicates openly about its achievements and challenges in this sphere and supports Non-Governmental Organizations (NGO's) working with environmental and humanitarian fields. The Group disapproves of all forms of corruption and takes care to ensure that its employees are involved in respecting this principle.



❑ **SCOPE OF APPLICATION OF THE ETHICS CHARTER**

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

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

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

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

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

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

In short

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

¶ MANAGEMENT SYSTEM

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

SUEZ ENVIRONNEMENT's managers are the primary guarantors of application of the Group's Ethics Charter. To perform this role, they must obtain the tools needed to monitor the application of the Charter and detect violations of these rules. They must also establish a system for monitoring the application of processes relating to ethics and compliance. In each entity, the manager nominates an ethics officer (see pages 29 to 31) and ensures that they are given the appropriate human and financial resources, together with the authority needed to carry out their role.

¶ Strong Managerial involvement

The entire line management, individually and collectively, is charged with applying the SUEZ ENVIRONNEMENT Ethics Charter to the Group's activities, and it is imperative that the rules established by this Ethics Charter must be familiar to all employees likely to exercise significant control over the activity of the company or to influence any of its policies. The behaviour of these employees, whose decisions have a primary impact on ethical standards, must of course be exemplary.

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

¶ An Appropriate Management Structure

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

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

The goal of the General Secretariat is to integrate Ethics into the vision, strategy, management and practices of SUEZ ENVIRONNEMENT. It provides foundational documents, and encourages their use by the operating business lines and functional departments, in all the business activities of the Group. In order to ensure that the compliance tools needed to manage the Group's ethical risks are distributed and used, it leads a global group of ethics officers who communicate its goals to the different entities in the Group.

¶ A dissemination process

The executives at SUEZ ENVIRONNEMENT are responsible for distributing this document to employees with the objective of enabling them to learn and apply the Group's approach to ethics in their everyday lives. Accordingly, they organize training or informational sessions and provide assistance and guidance to the employees who ask them questions and share their concerns on issues of ethics.

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

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

In short

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

❑ ETHICS OFFICER

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

In every entity of sufficient size and autonomy, the manager appoints an ethic officer responsible for implementing the Group's ethics principles within his or her entity.

In this respect, the main components of the ethics officer's role are to:

- ❑ Communicate and if necessary explain the charters, codes or guidelines that define the Group's ethical commitments, to all employees, in close liaison with the entity's management.
- ❑ Devise or supervise the preparation of additional documents for the Ethics and Compliance system, specific to the entity's location or activity.
- ❑ Ensure that ethics principles are applied in the entity's development strategies and activities.

-
- ¶ Answer employees' questions and give advice on ethics and compliance.
 - ¶ Run awareness-raising, training and communication initiatives.
 - ¶ Monitor the implementation of the Ethics and Compliance policies that will be used to draw up the entity's annual compliance report to be submitted by the manager to the Group's Chief Ethics Officer.
 - ¶ Identify the entity's ethical risks.

¶ Responsibilities of the Ethics Officer

Chosen for their personal qualities of exactitude, honesty, discretion, abilities as mediators, objectivity, and their analytical skills, ethics officers are members of their entity's management team and/or have direct access to management. Ethics officers are bound to maintain strict confidentiality with regard to the information they obtain in performing their role. Indeed, an ethics officer may not disclose the name of an accused person or informer without their express agreement.

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

A system for tracking ethical objectives

The ethics officers give our Group a global overview of its ethical practices. To perform this role, the ethics officer network reports regularly to the managing Board of their entity. The different information in these reports is incorporated into the annual report of ethics presented by the Group's Chief Ethics Officer to the Chief Executive Officer, the Executive Committee and the Ethics and Sustainable Development Committee and to the Board of Directors.

In short

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

REPORTING, MONITORING AND AUDITS

To support the structure deployed by its Ethics and Compliance Division, SUEZ ENVIRONNEMENT has implemented procedures designed to ensure application of its ethics policy relating to Reporting, Monitoring and Audits.

A very detailed compliance policy monitoring the deployment of the Group's ethical policy in the business lines and entities has been set up. Indeed, under this procedure, all ethics officers must produce an annual report on progress in ethics and compliance organization in their entities, in application of SUEZ ENVIRONNEMENT's rules and procedures, together with any specific ethics-related arrangements or initiatives established by the entity itself. This report is submitted to the local entity, accompanied by a compliance letter from the Managing Director certifying their commitment to the application of the ethics and compliance program within the organization which they head.

All ethics-related SUEZ ENVIRONNEMENT documents are accessible on the SUEZ ENVIRONNEMENT intranet. To receive information or guidance on ethical practice and compliance:

ethics@suez-env.com

ETHICS GOVERNANCE

The internal control and audit departments act in synergy with the Ethics and Compliance Division, and are alert to any information that might suggest a violation of the rules. They must also be alert to the existence of any weak points in the organization of the Group's entities. These departments report their observations to their respective management structures.

They also inform the ethics officer and, if necessary, conduct a specific review of certain applications of the Ethics program.

In short

Charged with implementing and ethical framework and related compliance procedures, the Group's Ethics and Compliance Division oversees the conduct of ethical audits and special investigations.

DESIGN & LAYOUT

LES ÉDITIONS STRATÉGIQUES

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