

GAZTRANSPORT & TECHNIGAZ S.A. (“GTT”)

ETHICS CHARTER

Gaztransport & Technigaz S.A. is the world leader in the design of membrane containment systems for maritime transport and marine and land storage of liquefied natural gas (“LNG”).

Listed on the NYSE Euronext Exchange in Paris since February 2014, the company has gained in visibility and, together with its subsidiaries (collectively “GTT” or the “Group”) are subject to enhanced responsibilities *vis-à-vis* its stakeholders.

GTT has an identity, culture, vision and values which today lead it to formalize an *Ethics Charter* defining the principles guiding its business activities and serving for all as a point of reference on conduct and actions, whether collective or individual.

We encourage everyone to refer to this Charter and fully comply with the ethical principles that it sets forth.

Philippe Berterottière
Chief Executive Officer

GROUP VALUES

It is GTT's ambition to develop a reliable and affordable access to cleaner energy: LNG. GTT's organization is consistent with the Values tied into that purpose.

Safety. We operate in the LNG transport and storage technologies sector, which accounts for the extreme importance we attach to safety. We must ensure the safety of our employees, our technologies, our services and our clients.

Excellence. We relentlessly pursue excellence in all our processes in order to preserve our preeminence in the markets in which we operate and succeed in developing in other markets while satisfying our client's needs.

Innovation. GTT is born of innovation. We must pursue our drive for innovation at all levels (technologies, organization) in order to create new business opportunities.

Teamwork. GTT will only succeed through teamwork, internally, and also with our clients, our clients' clients and our suppliers.

Transparency. Reinforcing transparency in our relationships enables us to build long-term partnerships based upon trust with our direct clients, our ultimate clients and among our employees.

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Introduction

The Purpose of the *Ethics Charter*

The purpose of the *Ethics Charter* is to define the commitments and Values of the GTT Group.

By this Charter, the Group affirms its commitment to a culture of respect for the standards in effect in the countries in which it operates.

This Charter also serves as a practical tool allowing everyone (corporate officers, employees, contractual partners, shareholders, institutional stakeholders, and others) to respond to the questions arising for him/her/it on the Group's ethics policy (hereinafter, "Ethics").

The Scope of this Charter

The *Ethics Charter* applies to all our corporate officers and employees, whether permanent or temporary, along with any person seconded to GTT from a third-party company, in their relationships with all our current and potential partners.

All our contractual partners, consultants, and intermediaries are strongly encouraged to share our Values and materialize their commitments in an ethics charter.

The *Ethics Charter* applies to all Group subsidiaries. They shall be subject to regular monitoring, including audits, intended to ensure that the *Ethics Charter* has been implemented and is being observed.

This Charter is incorporated into the Group's Internal Regulations.

Who to contact?

The *Ethics Charter* is available:

- from the Ethics & Compliance Officer : ethics@gtt.fr; and
- online, at the address: www.gtt.fr.

For any questions relating to this Charter or the Group's policy in ethical matters more generally, please contact the Ethics & Compliance Officer:

- by email at ethics@gtt.fr; and
- by post at the following address:
Madame ou Monsieur le Responsable Ethique & Compliance – GTT
1, route de Versailles
78470 Saint Rémy Lès Chevreuse (France)

Observations

This *Ethics Charter* takes into account all applicable law in the countries in which GTT operates.

No provision of this Charter shall have the purpose or effect of preventing or deterring Group employees from negotiating their salaries, benefits, work conditions, establishing, supporting or joining a union, or taking any action to report their work conditions and those of their colleagues.

1. Our Contract with our Partners

1.1 Our Employees

It is in the interests of all our employees to act, in all places and in all circumstances, in a way that respects this Charter.

1.1.1 Work Environment

The Group attaches a particular importance to the **work environment** of its employees. It is committed to their development in a quality, modern space, taking into account their needs and rights.

1.1.2 Health, Hygiene and Safety

The good **health, hygiene and safety** of our employees are critical to the Group's cohesion and productivity.

Accordingly, GTT is committed to ensuring the health, hygiene and safety of its employees as part of their professional life.

1.1.3 Image

Employees should bear in mind that they are representatives of the Group, whether on company premises, during business travel or even on sites where they may work. In this capacity, they must promote the **image of the brand** and the interests of GTT in both their actions and attire.

An employee desiring to speak in public, publish or respond to an interview on a subject concerning GTT must be so authorized by the Chief Executive Officer.

Any employee not authorized for this purpose may, however, freely express themselves, provided that, he/she states in advance that he/she speaks or writes in his/her own name, and not in the name and on behalf of GTT.

1.1.4 Equality and Diversity

The Group is committed to promoting **equality** and **diversity**.

Any form of discrimination is prohibited within the Group. No employee can be subjected to any discrimination whatsoever, in particular, due to his/her gender, age, origin, skin color, religion, sexual orientation, disability or political beliefs.

1.1.5 Combating Harassment

GTT is committed to combating all forms of **harassment**, both on its premises and during its employees' business travels.

The Group does not tolerate any form of harassment towards or by its employees, and is committed to taking all necessary disciplinary measures, including termination, in the event of non-compliance with this rule.

These measures are not exclusive of the civil and criminal liability incurred by the perpetrator of harassment.

➤ What is **harassment**?

Harassment targets words and conduct whose purpose is the degradation of the victim's life circumstances.

French law distinguishes between two types of harassment: sexual harassment and moral harassment.

Sexual harassment is defined as *"the repeated imposition upon a person of words or conduct of a sexual nature that either violates his/her dignity due to their degrading or humiliating nature, or creates, with respect to such person, an intimidating, hostile or offensive situation"* (Article 222-33 of the French Criminal Code).

Moral harassment is defined as *"harassing another through repeated words or conduct the purpose or effect of which is to degrade work conditions likely to violate his/her rights or dignity, affect his/her physical or mental health or jeopardize his/her professional future"* (Article 222-33-2 of the French Criminal Code).

Sexual and moral harassment are punishable in France by two-years' imprisonment and a fine of EUR 30,000, increased to three-years' imprisonment and a fine of EUR 45,000, especially if committed by *"a person who abuses the authority granted by his/her functions."*

The definition of harassment is likely to be different in other jurisdictions. The United States, for example, prohibits, on the one hand, sexual harassment and, on the other, harassment based upon race, gender, age, skin color, origin, religion, sexual orientation, disability or other "protected classes". The Group complies with the relevant laws in each of the countries where it operates.

1.1.6 Whistleblower Protection

The Group is committed to protecting **whistleblowers** as defined by the law in effect.

➤ What is a **whistleblower**?

Under French law, a whistleblower is defined, and enjoys the protection attached to such status, as:

- an individual;
- who reports a serious and clear violation of an international commitment, law or regulation, or a threat or serious injury to the public interest, of which he/she has personal knowledge;
- whose reporting is disinterested and in good faith.

The definition of whistleblower is likely to be different in other jurisdictions. In any event, the Group complies with the relevant laws applicable in each of the countries where it operates.

- **For more detailed information:** consult our *Reporting Collection Procedure*.

1.1.7 Corruption Prevention

Transparency and integrity are Values that must guide each of us as part of our actions within the Group.

No Group employee may engage in acts of **corruption**, regardless of the form or reason.

The pursuit of the Group's interests in our relationships with our suppliers, clients or any other stakeholder must always be conditional upon the laws in effect.

Group employees and/or agents are strictly prohibited, regardless of where they are located or acting, from giving, offering, proffering, authorizing or promising, directly or indirectly, any type of gift, thing of value, invitation, remuneration or advantage whatsoever to a public official or private sector personnel with the intent to influence a decision improperly or encourage a person to abuse the office, duty or mandate granting such functions for purposes of obtaining or keeping a market, contract or other improper business advantage.

Likewise, Group employees and/or agents or strictly prohibited from soliciting or accepting, directly or indirectly, any gift, thing of value, invitation, remuneration or other advantage from a public official or private personnel intended to or likely to influence a decision improperly or encourage the abuse of the office, duty or mandate granting him/her such functions.

➤ What is a **public official**?

Are considered as public officials the following persons:

- vested with public authority;
- performing a public service mission;
- holding an elected office position;
- employed by or acting on behalf of a government or an international organization;
- employed by or acting on behalf of a state-controlled entity;
- employed by or acting on behalf of a public department or agency.

Our employees and contractual partners must describe and register, in a detailed manner, all expenses and transactions made in the name of the Group. In no event is an employee or contractual partner authorized to falsify a Group invoice, expense, register, or other record regardless of the reason.

Employees exposed to an increased risk of solicitation for purposes of active or passive corruption due to their role within the Group and/or the geographic area in which they operate will regularly receive training aimed at (i) increasing their awareness as to the forms that these solicitations may take, and (ii) allowing them to adequately react in the event they should be faced with them.

➤ What is **corruption**?

Under French law, there is a distinction between two forms of corruption: active corruption and passive corruption.

Active corruption is, for a person, the promise of a gift, remuneration or advantage to a public or private-sector official for him/her to carry out or abstain from carrying out an act of his/her function, duty or mandate or facilitated by his/her office, duty or mandate granted by this function.

Also constituting an offense of active corruption is handing over to a public or private official who solicits, without right, offers, donations or any other advantages for him/herself or another.

Passive corruption is, for a public or private person, the acceptance of a gift, remuneration or advantage to carry out or abstain from carrying out an act of his/her office, duty or mandate or the abuse of his/her office, duty or mandate granted by this function.

The offense of corruption refers to:

- public, national officials (Articles 432-11 and 433-1 of the French Criminal Code) and foreign and international officials (Articles 435-1 and 435-3 of the French Criminal Code);
- judicial officials, namely, judges, jurors, court clerks, arbitrators (Article 434-9 of the French Criminal Code);
- private persons who hold, *“within the scope of his/her professional or social activity, a management position or any occupation for any person, whether natural or legal, or any other body”* (Articles 445-1 and 445-2 of the French Criminal Code).

In France, corruption is punishable by up to 10-years’ imprisonment and a fine of EUR 1,000 000, the amount of which may be doubled by the proceeds from the offense.

The definition of corruption is likely to be different in other jurisdictions. In any event, the Group complies with the relevant laws applicable in the countries where it operates.

➤ **Solicitation for purposes of active corruption:**

I am a business developer responsible for the marketing of a new line with LNG fleet managers.

I meet a fleet manager to present these services.

He indicates to me that he is already in discussions with the business developer of a competitor company, who has offered him a financial reward to convince him to select it.

He asks me to pay him a larger reward – by proposing the issuance of false invoices in the name of false subcontractors, to justify the payments in his favor.

This is a solicitation for purposes of active corruption, forgery and falsification.

I must refuse without taking action.

I must immediately inform my supervisor and the Ethics & Compliance Officer.

➤ **Solicitation for purposes of passive corruption:**

I am a specialized technician performing a technical assistance assignment for the Group at a LNG naval construction site.

As part of my assignment, I observe that not all GTT quality standards are satisfied.

I inform my usual contact, a specialized technician of the naval construction site.

He indicates to me that admittedly, not all standards are satisfied, but that this situation does not affect the global security of the insulation system. Above all, to satisfy these standards, he fears having to implement adjustments risking to significantly delay the LNG construction calendar.

He therefore asks me not to report that the standards have not been satisfied and proposes, in exchange for my silence, to invite me for a week-end at a luxury hotel.

Such an arrangement would constitute passive corruption.

I must refuse to take action on the solicitation of this naval site technician.

I must report to the managers of the naval site that the quality standards have not been satisfied.

I must immediately inform my supervisor and the Ethics & Compliance Officer of the solicitation to which I was subject.

➤ **Solicitation of an engineer for purposes of passive corruption :**

I am an engineer with the Group's Innovation Department.

I have learned that my supervisor sought to provide a portion of the information concerning the project he directs to one of our competitors, by means of a promise to hire in a position more significant than that he currently occupies.

Such an act is inadmissible and constitutes passive corruption – and violates the Group's intellectual property rights.

I must immediately notify the management of the R&D Department and the Ethics & Compliance Officer.

For more detailed information: consult our *Gifts and Hospitality Policy*.

1.1.8 Facilitation Payments

GTT prohibits **facilitation payments** as a matter of principle.

These are nominal payments made in some countries to public officials to encourage the prompt exercise of their function, especially for purposes of the issuance of an authorization or permit. Even if nominal, these payments are generally unlawful in the foreign country concerned and, above all, may constitute an offense of corruption under French law.

Accordingly, our employees must refrain from making such payments, except in the event they are absolutely necessary for safety or health reasons, approved in advance in writing by the Ethics & Compliance Officer after being advised of all relevant circumstances.

The regulation on facilitation payments may vary depending on jurisdictions. For example, Chinese law strictly forbids such payments, with no exceptions. In any event, the Group complies with the relevant laws applicable in each of the countries where it operates.

1.1.9 Influence Peddling Prevention

Just as for corruption, **influence peddling**, in all its forms, is prohibited within the Group.

No Group employee may engage in acts recognizable as influence peddling, regardless of the form or reason.

The pursuit of the Group's interests in our relationships with our suppliers, clients or any other stakeholders must always be conditional upon the regulations in effect.

➤ What is **influence peddling**?

Under French law, there is a distinction between active and passive influence peddling.

Active influence peddling is the promising, by a person, of offers, promises, gifts, donations, presents or any other advantages to a public or private-sector official, for him/herself or another, for the abuse of his/her real or supposed influence with a view to obtaining from a public authority or administration awards, employment, markets or any other favorable decision.

Also constituting an offense of influence peddling is the fact of handing over to a public or private-sector official soliciting without right, offers, promises, gifts, donations, presents or any other advantages whatsoever, for him/herself or for another.

Passive influence peddling is the fact, for a public or private-sector official, of accepting remuneration for abuse of his/her real or supposed influence with a view to obtaining from the public authority or administration awards, employment, markets or any other favorable decision.

Influence peddling refers to:

- national public officials (Articles 432-11 and 433-1 of the French Criminal Code) and foreign and international officials (Articles 435-2 and 435-4 of the French Criminal Code);
- national (Article 434-9 of the French Criminal Code) and foreign and international (Articles 435-8 and 435-10 of the French Criminal Code) judicial officials;
- private persons (Articles 433-1 and 433-2 of the French Criminal Code).

Influence peddling is punishable by up to 10-years' imprisonment and a fine of EUR 1,000,000, the amount of which may be doubled by the proceeds from the offense.

The definition of influence peddling is likely to be different in other jurisdictions. For example, American law, like many others, includes influence peddling in the offense of corruption. In any event, the Group complies with the relevant laws applicable in each of the countries where it operates.



➤ **Solicitation for purposes of influence peddling:**

I am a sales representative responsible for the promotion of an LNG storage technology.

I was contacted by a person presenting himself as a sales consultant.

This consultant indicated to me that he is the cousin of an Energy Minister, the supervisory authority of the main public gas distributor of a foreign country, planning, as part of a bid solicitation, to order an LNG storage unit.

He proposes that I contact his cousin for him to intervene in favor of GTT with the gas distributor.

He solicits, in exchange, the signing of a consultant contract providing, in his favor, a results' fee in the event of an order by this distributor of a storage unit from GTT.

Such an agreement would constitute an offense of influence peddling.

I must refuse to take action on this solicitation.

I must immediately inform my supervisor and the Ethics & Compliance Officer.

1.1.10 Prevention of Conflicts of Interest

GTT is committed to preventing and detecting, to the extent possible, **conflicts of interest**.

➤ **What is a conflict of interest?**

There is a conflict of interest as soon as the personal interests of an employee are likely to influence his/her business decisions, even though the latter must be guided solely by the interests of the Group (e.g.: selection of a supplier, recruitment of an employee, granting a promotion).

The slightest appearance of a conflict is sufficient, in the Group's view, to characterize a conflict of interest without the need to verify whether, factually, the employee's decision was influenced by his/her personal interest.

When a situation of conflict of interest is found, the employee must immediately notify his/her supervisor who will evaluate the situation and, if a conflict of interest is established, must exclude the employee from making the conflicting decision.

In the case of doubt on the very existence of a conflict of interest situation, it is suggested that each employee inform his/her supervisor, the Human Resources Director or the Ethics & Compliance Officer by, in any event, avoiding the concealment of a situation that could affect the Group's image.

1.1.11 Prevention of Anti-Competitive Practices

The Group is committed to conducting its activities in compliance with the regulations in effect in **antitrust** matters in all countries in which it operates.

Accordingly, GTT shall abstain from concluding or performing any agreement that would be contrary to antitrust law, especially agreements aimed at:

- price fixing;
- establishing restrictions or quotas on production;
- market sharing by dividing or allocating clients, suppliers, geographic areas or business lines.

➤ What is an **anti-competitive practice**?

Anti-competitive practices mean three types of unlawful business practices:

- **agreements:**
 - o vertical, for example, between a company and its supplier or distributor;
 - o horizontal, between competitors (also called “cartels”);
- abuse of a **dominant position**, that includes:
 - o the abuse of a dominant position that consists of the exploitation of a “*position of economic strength held by a company giving it the power to obstruct the maintenance of effective competition in the market in question by allowing it to behave to an appreciable extent independently of its competitors, clients and ultimately, consumers*” (CJEC, 14 February 1978, *United Brands v. EC Comm.*, Case 27/76);
 - o the abuse of economic dependency resulting not from the objective dominance of a market as in the case of abuse of a dominant position, but from the fact that the relative power of a company makes its partners vulnerable.

- **offers and practices of predatory pricing.**

When they abusively restrict competition on the market in question, these practices may give rise to coercive measures aimed at ending them, and even sanctions.

1.1.12 Protection of Personal Data

In accordance with the law in effect in some of the countries in which GTT operates, the Ethics & Compliance Officer could be required to regularly request audits within the Group aimed at evaluating certain aspects of the compliance program. In carrying out his/her duties, the Ethics & Compliance Officer may be assisted by an internal audit ad hoc team, dedicated to this task.

GTT is committed to **respecting the personal data** of its employees during these audits and other evaluations.

1.1.13 Protection of Group Assets

The Group’s activities are based upon the totality of its tangible and intangible assets which may not be diverted for personal purposes.

➤ What comprises “**Group assets**”?

Considered as Group assets are:

- **tangible assets**, which include, in particular, equipment, documents and hard drives;
- **intangible assets**, which include, without limitation:
 - o Group intellectual property rights;

- confidential information, knowledge of which employees may have in the exercise of their functions, in other words, information not within the public domain (e.g.: drawings, operating procedures, contracts, strategic plans, budgets, results, etc.).

As part of his/her functions, each employee may need to manage and hold a lot of information on the clientele, activities, personnel or the Group or, more generally, on its economic, business and legal environment.

Generally, any information not made public by the Group must be considered as confidential. Information subject to special regulations in certain of our areas of activities, such as, for example, commercially sensitive information, should be given special attention.

Externally to GTT, we ask our employees to observe the utmost discretion concerning the information they hold relating to their company. Should our employees need to share such information with an internal or external contact of the Group allowing them to carry out their duties, it is important that they only provide those elements strictly necessary and inform their contact of the level of confidentiality of the information provided to them.

As a large portion of the confidential information to which our employees have access is computerized, GTT has implemented an *IT Charter* defining IT system rules with which everyone must comply.

Any employee observing that the protective measures for the Group assets are inadequate must alert his/her supervisor.

For more detailed information: consult our *IT Charter*.

1.2 Our Clients

1.2.1 Quality and Security

Our employees are committed to providing a **quality** service, respecting the deadlines indicated and furnishing goods meeting the expectations of our contractual partners, especially in matters of security and performance.

1.2.2 Export Control

GTT fully complies with the **embargos** to which certain countries, along with certain individuals and legal entities, are subject.

1.2.3 Money Laundering and Financing Terrorism

Whenever the Group ensures effective invoice collection, it cannot, in any way, directly or indirectly, endorse or contribute to acts of **laundering**.

To prevent such offenses, GTT must be especially vigilant when certain invoices are paid by third parties. Such payments are in principle prohibited, unless specifically justified by the client.

The Group must become even more vigilant when an act of laundering may, in one way or another, be part of a transaction financing international terrorism.

➤ What is “**money laundering**”?

Under French law, money laundering is “*facilitating by any means the false justification of the origin of the property or income of the perpetrator of a felony or misdemeanor [e.g.: fraud, tax fraud, illegal arms sale, etc.] which has brought him a direct or indirect benefit*” (Article 324-1 of the French Criminal Code).

For example, a company established in a country where corruption is substantial, wishing to pay an invoice through several transfers from companies established in “tax havens” is probably committing an act of money laundering, just as a company that changes the payer for each invoice.

1.3 Our Suppliers

We are committed to treating our suppliers with fairness and impartiality, **without discrimination** of any kind, in accordance with the rules of effective competition.

We ensure that our suppliers respect human rights, protect the health, hygiene and safety of their employees and take all necessary measures to preserve the environment.

Finally, any employee who, because of his/her employment, maintains business relationships with a supplier, must not call upon the latter for private purposes, under conditions different from those normally offered to the public or generally, or under preferential conditions, that deviate from normal market conditions.

1.4 Honoring the Confidence of our Shareholders

1.4.1 Protection of Shareholder Rights

The rights of GTT shareholders are protected by law, agreements as well as different bodies governing the Group’s functioning.

1.4.2 Corporate Governance

The **Board of Directors** is responsible for determining the strategic directions to be followed by the Group and overseeing their implementation.

The mission of two specialized Committees is to prepare the decisions of the Board of Directors, to make recommendations to it and to issue opinions on subjects within their specific competence:

- the **Audit and Risk Committee** is particularly responsible for analyzing the accounts and monitoring the quality and methods of internal and external auditing;
- the main missions of the **Nomination and Compensation Committee** are to:
 - assist the Board of Directors in its selection of members of the Board of Directors, committees of the Board of Directors and of the Chief Executive; and
 - make recommendations to the Board of Directors regarding compensation.

The **Executive Committee** assumes the leadership of the Group in accordance with the Board of Directors' policy.

1.4.3 Transparency of Information

GTT ensures the simultaneous, effective and full dissemination of relevant, accurate, precise and frank information, put online on its internet site upon dissemination, and updated as necessary.

1.4.4 Market Abuse

GTT stock is listed on the Paris NYSE-Euronext exchange. Each corporate officer and employee of an entity of the GTT Group, whether or not a GTT shareholder, is bound to respect the laws and regulations in effect, in particular, on market abuse and to comply with the rules set forth in the *Information Guide on the Securities Trading Charter*.

It is recalled that the *Information Guide on the Securities Trading Charter* defines the rules for intervention by corporate officers and equivalent persons, along with employees who have access to GTT's inside information.

Persons holding inside information have confidentiality and abstention obligations that are detailed in the *Information Guide on the Securities Trading Charter*. Failure to comply with these obligations may constitute a criminal offense and a violation of the regulations set forth by the stock exchange authority.

➤ **What is Market Abuse?**

All infringements of financial market transparency constitute market abuse.

More specifically, counted among these infringements are insider trading offenses and breaches, the unlawful dissemination of inside information and market manipulation (e.g.: dissemination of false or misleading information likely to have an influence on the share price, setting the share price at an abnormal or artificial level).

➤ **What is inside information?**

Specific undisclosed information likely to significantly influence share price is considered as inside information.

➤ **What is an offense or breach of insider trading?**

An offense or breach of insider trading is characterized as soon as a person holding inside information uses it to buy or sell, for his/her own account or that of a third party, directly or indirectly, financial instruments to which this information relates.

For more detailed information: consult our *Inside Information Charter*.

1.5 Due Diligence and Compliance in Mergers and Acquisitions

GTT may be in a position to acquire holdings, or participate in reconciliation operations, with one or more third-party companies.



Within the framework of such operations, the Group is especially vigilant regarding the **compliance program** implemented by the third-party company that will be the subject of in-depth due diligence, in the same way as all other elements likely to influence the value of the target company.

2. Our Commitments for a Better World

2.1 Our Civic Commitment

2.1.1 Taxation

GTT is a corporate citizen, international in scope.

Consequently, GTT strictly respects tax regulations and pays its **taxes** and other **charges** in accordance with the regulations in effect in the countries where the Group operates.

2.1.2 Political Activity

GTT pays no contribution, regardless of its nature, to political parties, movements or politicians.

The Group respects its employees' right to personally participate in political activities, if they ensure that they do not act, or claim to act, on behalf or in the name of GTT as part of their activities. Any use of Group property for political purposes is prohibited.

2.1.3 Lobbying

As a major player in maritime LNG transport, GTT must defend and promote its interests by informing public authorities and international organizations of the Group's concerns and of the market in which it operates.

The Group seeks to inform all stakeholders of the development of regulations that might have an impact on GTT's activities, as well as on the technical, social or economic aspects of a text.

As part of this dialogue with public authorities, the Group may call upon independent firms specializing in lobbying. Lobbyists always reveal the identity of the persons or organizations for whom/which they act within the framework of their activities and act in strict compliance with regulations in effect.

As such, GTT calls upon its employees and the lobbyists promoting the Group's interests to be especially vigilant with respect to the risk of corruption, influence peddling and conflicts of interest that they may face.

➤ What is **lobbying**?

Lobbying refers to any private initiative whose purpose is to modify, influence or alter a future public decision.

Often – wrongly – perceived as an element disruptive to the public interest, lobbying in fact ensures the representation of the legitimate interests of stakeholders impacted by regulations, seeking to inform public authorities of the consequences of such regulations on their activities. The interests at stake may be those of both private groups, such as GTT, and those of citizens or professional organizations. Lobbying, therefore, takes the form of a dialogue not preventing, *in fine*, the public stakeholder from making its decisions independently.

Therefore, and especially at the European level, lobbying has become common practice in the formulation of laws.

2.1.4 Cooperation with Competent Authorities

GTT is committed to honestly cooperating with competent authorities when it is required to do so in accordance with the laws in effect in the countries in which it operates.

2.2 Our Commitment to the Environment

Economic stakeholders, especially in the energy sector, are required to play a special role in **environmental** preservation.

GTT cares about the impact of its activities concerning all its stakeholders and the environment.

The involvement and vigilance of each of us are necessary to advance this ongoing concern towards increasing ambitious and safe sustainable commitments, respectful of individuals, society and the planet.

In this context, GTT requests all its contractual partners to make the same commitment to the environment.

2.3 Our Human Rights Commitment

GTT is committed to protecting the human rights of everyone throughout the world, regardless of where they are. For this purpose, the Group reaffirms its commitment to the international conventions, declarations and principles set forth below, aimed at preserving human rights.

In doing so, our employees are encouraged to assess the impact of their actions and decisions on individuals, so that they will harm neither their integrity nor their dignity.

GTT requests all its contractual partners to make the same commitment to human rights.

2.3.1 Universal Declaration of Human Rights

GTT considers the respect of others as one of its fundamental ethical principles. In this respect, the Group affirms its commitment to the Universal Declaration of Human Rights of 1948.

2.3.2 United Nations Guiding Principles on Business and Human Rights

GTT pursues its activities in compliance with the **Guiding Principles of the United Nations Human Rights Council** on business and human rights.

➤ What are the United Nations **Guiding Principles** on business and human rights?

The United Nations Guiding Principles on business and human rights are intended to apply both to private stakeholders and to public authorities.

By following these Guiding Principles, GTT commits, in particular, to:

- avoid infringing on the human rights of others and address adverse human rights impacts in which the Group is involved;
- respect the International Bill of Human Rights and the principles concerning fundamental rights set out in the International Labor Organization's Declaration on Fundamental Principles and Rights at Work;
- have in place policies and processes to respect human rights.

2.3.3 OECD Guidelines

To demonstrate an exemplary attitude in ethical matters, GTT implements the **Guidelines of the Organization for Economic Co-operation and Development (OECD)** for multinational enterprises concerning, in particular, human rights, combatting corruption, competition, taxation and the environment.

3. Monitoring the Charter's Application

To maintain its highest standard of compliance, the Group is committed to ensuring the application of, and compliance with, the rules this Charter at every level of the organization. If all employees are, therefore, concerned by this Charter, certain bodies have a special place in its implementation.

3.1 The Role of the Ethics & Compliance Officer

The Ethics & Compliance Officer ensures the proper application and updating of this Charter.

He/she shall have the necessary resources for this purpose.

➤ Focus on the **Ethics & Compliance Officer**:

The Ethics & Compliance Officer is appointed by the Chief Executive Officer.

He/she is committed to two specific tasks:

- centralizing ethics warnings and ensure their consideration and handling; and
- disseminating and ensuring the implementation of the provisions of this Charter.

Within the framework of the last task, the Ethics & Compliance Officer is responsible for:

- identifying the regulatory provisions with which the Group must comply;
- defining the actions and resources necessary to comply with laws;
- managing compliance action plans;
- updating this Charter;
- ensuring the proper functioning of the reporting procedure and the handling of ethics warnings;
- responding to employees' questions relating to GTT's ethical policies, especially the *Gifts and Hospitality Policy*.

3.2 The Role of the Human Resources Director

The Human Resources Director serves as a liaison in the implementation of the Group's compliance program.

For the maximum raising of employees awareness of Group Ethics, GTT is committed to emphasizing, through the Human Resources Director and his/her team, the Values set forth in this Charter during annual employee evaluations.

The Human Resources Director must, furthermore, be especially vigilant regarding the risk of corruption that may be prompted by employee recruitment, promotion and evaluation.

Finally, the Human Resources Director is called upon to play a key role in the reporting of ethics warnings. He/she must ensure that the whistleblower, as defined by this Charter, shall not be subject to any penalty subsequent to the reporting of a violation of laws, conventions or regulations in effect or of this Charter.

3.3 The Role of the Executive Management

The Group attaches particular importance to both the educational and preventive dimension of this Charter. Accordingly, the executive management, exercising a significant supervisory power over the company's operations and, as such, more exposed to the risks of solicitation for purposes of corruption, influence peddling or violation of antitrust rules, receives regular training intended to provide them with the tools to adequately handle them.

The conduct of these executives, whose decisions have a major impact on ethical matters, must, of course, be exemplary.

GTT line managers shall ensure the dissemination to their employees of this Charter. They need to know and apply GTT's Ethics approach in their everyday lives. They also provide help and advice to those of their employees who question them or share with them their concerns in Ethics matters. To facilitate the task of line managers, GTT puts in place regular awareness-raising actions and training.