

**GDF SUEZ GROUP
EUROPEAN AGREEMENT
ON PROFESSIONAL EQUALITY
BETWEEN WOMEN AND MEN**

Preamble

Following on from the signature of the global agreement on fundamental rights, social dialogue and sustainable development, GDF SUEZ and its European social partners wish to develop their social dialogue in the field of social responsibility and, more specifically, professional equality between women and men.

The social responsibility policy fulfils a need for solidarity and good HR management. The promotion of equal opportunities, equal treatment and employee diversity is imperative for GDF SUEZ.

Reasserting :

- that equality between women and men is a fundamental human right recognised at international as well as EU level ;
- that equality between women and men is one of the five values on which the European Union, which is obliged to integrate it into all its activities, is based¹ ;
- that the Charter of fundamental rights² highlights this equality and forbids all sexual discrimination.

Recognising:

- that Community and national rights which prevent sexual discrimination and encourage equal treatment within the world of work, including equal pay for women and men for equal work or for work which is of equal value and ;
- that the commitment by GDF SUEZ and trade union organisations at all levels to establish equality between women and men,

have both contributed to an increase in the number of women in the employment market, to a guarantee of better education and to a reduction in the pay differences between women and men.

¹ articles 2 and 3 of the European Union treaty, article 8 of the treaty on the functioning of the European Union.

² article 23

Regretting however :

- that pay differences between women and men remain within a large number of sectors;
- that on the employment market women remain over-represented in the lowest paid sectors and under-represented in decision-making positions.³

The parties agree therefore that it is necessary to implement new measures, as indicated by the Community strategy related to equality between women and men 2010-2015, particularly with regard to equality of pay and the accession of women to decision-making positions.

The policy for professional equality between women and men is based on two main drivers :

- combating discrimination to achieve equal opportunities and treatment;
- prioritising diversity, as a source of wealth for the company.

Professional equality not only improves the Group's economic and social performance as well as its cohesion, but also contributes to changing mindsets in society.

With an active role in the lives of its employees, customers and its suppliers, GDF SUEZ must be firmly and visibly committed to equal opportunities, and apply this principle in practical terms, as a key factor for attracting customers and building loyalty for all these involved parties.

With this agreement GDF SUEZ and the trade union signatories are aiming to go above and beyond national and European legislation.

³ Across the whole European Union the difference between hourly pay for women and men stands at 17.4% (source Eurostat)

ARTICLE 1 - Purpose of the agreement

Professional equality between women and men :

- is a company concern and a commitment that involves legal issues relating to lifestyle, work structure and professional development policies (including skills evaluation) ;
- is also a concern of social partners that involves a social dialogue related to this theme ;
- incorporates all the themes involved in combating discrimination, particularly where equality of pay is concerned, and ensures that the phenomenon known as the glass ceiling⁴ disappears and is replaced by careers for women that are equivalent to those of men with regard to their skills ;
- is enabling the Group to reconsider its organisation and the flexibility of jobs to encourage a better work-life balance for its employees, while continuing to improve the performance of the companies it is composed of.

The purpose of this agreement is to define the conditions enabling unjustified differences, where they exist, to be reduced and removed and therefore the following to be achieved :

- equal opportunities between women and men,
- pay equality between women and men, taking into account all salary elements under identical working conditions,
- better work-life balance for women and men alike.

In this respect, the GDF SUEZ Group commits to helping to change thinking and behaviour.

The Group encourages all of its subsidiaries to reflect the different categories of society in their workforce in order to obtain greater diversity. This includes women, who, despite their growing role in the working world, are not sufficiently represented at all levels of the company.

The parties agree to work together on the different levers for action outlined in this agreement in order to fight against misconceptions and promote professional equality between women and men in the Group.

The diversity of countries represented within GDF SUEZ's European scope is an opportunity and an advantage for asserting the Group's commitments. Taking into account the cultural,

⁴ The invisible barriers created through prejudices, stereotypes and the way organisations are run that may stop women progressing in their careers.

social, economic and regulatory differences requires a proactive and pragmatic approach in the implementation of these commitments.

ARTICLE 2 - Scope of the agreement

This agreement applies to GDF SUEZ and its subsidiaries which are globally integrated in the GDF SUEZ consolidation scope in Europe, or which are more than 50% owned, subject to compliance with the criterion of dominant influence in the EU and EFTA (European Free Trade Association).

It will also be distributed to subsidiaries within European Union candidate countries which will have to comply with these clauses when they join the European Union. However, if one of the company's trade union organisations requests it, a meeting must be organised with the company's Board in order to discuss any voluntary application of this agreement within the companies concerned.

ARTICLE 3 - Action plans and commitments

3.1 Action plans

Every company with over 300 employees must establish an action plan based on the topics covered in this agreement within 12 months of its signature and including the specific objectives. This plan will be the subject of a consultation within the commission bringing together the social partners of the companies concerned (trade union and/or company committee representatives according to the regulations within the relevant country) before its implementation.

An annual review of the action plan will be carried out with the above-mentioned commission based on the indicators set in appendix 2 in order to analyse the achievement rate of the objectives. Social partners will put forward actions aimed at reaching these fixed objectives and also at rectifying the situation where necessary.

Of course, these measures do not take precedence over more restrictive national regulations or contractual legislation should these exist.

Companies with more than 150 employees and fewer than 300 employees must apply the clauses in this article within 24 months of the agreement being signed.

3.2 Commitment to changing thinking and behaviour

Responsibility for the compliance with the principle of professional equality between women and men lies with the company.

However, the success of this policy is mainly based on changes in the mentality and behaviour of everyone in the Group (General management, managers, HR, employee representatives and employees) with regard to the role of men and women both in the work place and in their personal lives. In this respect, a regular, constructive social dialogue at all levels encourages the changes mentioned above. This dialogue ensures that the objectives of equality between women and men are fully integrated into all collective agreements, at group level as well as within its subsidiaries.

The Group will support innovative initiatives that improve measures for educative and professional guidance for women.

3.3 Communication/Management involvement

With regard to this agreement, the Group undertakes to keep informed :

- all employees, to make them aware of professional equality issues ;
- managers of the subsidiaries that fall within the scope described in article 2, to get them involved in the application of this agreement and particularly the HR networks within the countries concerned. The Group is committed to continuing and developing equal opportunity training including professional equality between women and men ;
- personnel representatives and trade union organisations in the subsidiaries concerned by the scope defined in article 2 ;
- a European launch seminar will be organised within 6 months of signing the agreement in coordination with the European federations. This seminar will bring together social partners, management and representatives from human resources departments in the countries concerned.

ARTICLE 4 - Guaranteeing equal opportunities in recruitment

Recruitment is one of the key areas for encouraging more diverse employment, providing momentum for the businesses. In addition, the increase in recruitment needs owing to anticipated demographic changes (baby boomers retiring) is an opportunity for reinforcing diversity.

On 31.12.2011, women represented 19.1%⁵ of the workforce with substantial variations according to country, business line and professional category.

GDF SUEZ commits to diversifying the positions open to women and to promoting a better representation of women in all Group activities. In particular, the presence of women in technical business activities will be encouraged, and activities that are currently female-dominated will be promoted and made more attractive to men as well as women.

The Group also wishes to further develop school/company vocational education programmes, which are another means of increasing diversity.

The Group and its entities are committed to the women in the group having an active role in promoting business activities to young people.

As part of the recruitment process, the group commits to the following principles :

- Titles of job offers should be given particular attention (always mentioning that it is open to men/women). The way job offers are written should not perpetuate stereotypes of professions or their supposed characteristics (availability, mobility) ;
- The specifications for external recruitment service providers take into account the Group's requirements in terms of professional equality, in particular the presentation of at least one female applicant whose qualifications correspond to the position on the list given to the subsidiary wherever this is possible ;
- The Group is committed to verifying the non-discriminatory nature of recruitment processes, and to rectifying it when necessary. GDF SUEZ therefore reiterates that the recruitment criteria must be based on qualifications, skills and experience. Consequently a person cannot be dismissed from the recruitment process because of his or her gender, physical appearance, social or cultural origin, name, home town,

⁵ Group worldwide social reporting

birthplace, age, disability, political or religious views, sexuality, membership of a union or any trade union activity ;

- A woman's pregnancy (actual or suspected) cannot be a factor in the refusal to recruit her; the group is forbidden to seek any information related to a pregnancy of the interested party ;
- It is important to remember the principle of European Law according to which the principle of equality does not prevent the practice or adoption of measures that provide for specific advantages for the under-represented gender with regard to employment, work and salary (article 23 of the European Union's charter of fundamental rights).

Group objective: hiring a proportion of women that is equal to or more than 30% of employees hired on permanent contracts by 31.12.2015⁶ in accordance with the European principle stated above.

ARTICLE 5 - For parity between women and men during career development

The Group is committed to better supporting women's professional development throughout their careers, thus encouraging their accession to all levels of corporate responsibility and fulfilling the objective of parity between women and men.

The Group is committed to encouraging voluntary internal mobility for improving employment diversity and facilitating pathways between functions.

The Group is committed to a career follow-up for women during and after their maternity leave (for men and women alike in the case of adoption leave). Before taking leave, the manager meets with the employee to prepare their departure and temporary replacement. On returning, the manager meets the employee again to provide them with a summary of the important events that have taken place during the period of absence, and to discuss the return to work. During the period of absence, a professional evaluation can be carried out if necessary. These principles also apply to instances of parental leave.

The group is committed to taking the necessary measures are taken so that pregnant or breastfeeding women can benefit from a temporary adjustment to working conditions

⁶ Group Worldwide Social Reporting

(particularly in cases of exposure to dangerous substances) and/or working hours when these carry a risk to their health or safety.

At the end of the maternity, paternity or adoption leave, the employee has the right to return to his/her position or an equivalent position under conditions that are not less favourable and to benefit from any improvement to working conditions that he or she would have had the right to during the period of absence.

The Group is committed to the criteria of equality between women and men being taken into account at the time that working conditions or the workstation are improved (for example for personal protection equipment, clothing etc.) Work places must be suitable for men and women alike. Health and safety and risk evaluations must take into account male-female issues and analyse and evaluate the specific effect the working conditions have on women.

GDF SUEZ encourages women's access to top management positions, including decision-making bodies like the board of directors and to management positions in general.

Group objective: at least 25% of women with an executive position on a permanent contract out of the total number of executives at 31 December 2015⁷ in accordance with the European principle stated in Article 4.

ARTICLE 6 - For conditions of equal access to professional training

The Group is committed to prioritising women's professional training in order to boost their career development.

Conditions of equal access to professional training should be ensured in each subsidiary. The training participation rate of women will be analysed particularly in comparison with the rate of women in the professional category concerned. This analysis will be integrated into the follow-up provided for in article 3.1.

ARTICLE 7 - Encouraging women's network and mentoring

In order to facilitate access to high levels of responsibility and break the "glass ceiling", the Group is developing networks of women and is gradually implementing a mentoring system⁸.

⁷ Group Worldwide Social Reporting

Women occupying management positions are encouraged to share their experience with school and university students.

ARTICLE 8 - Employee representation

The signatory trade union organisations commit to seeking a level of diversity that corresponds at the very least to the proportion of women in the subsidiary concerned within personnel representative bodies and trade unions.

This also relies on the Board recognising the importance of social dialogue and the role of social partners (personnel representative bodies and trade unions).

Objective: In order to encourage the participation of women at the very highest level of representation, the signatory trade union organisations are committed to do their utmost so that the proportion of women during the renewal of EWC mandates planned for 2013 is at least equal to the proportion of women in each country's workforce on 31/12/2012.

ARTICLE 9 - Pay equality for equivalent performance and skills

Equal pay for women and men in the workplace, centred around the base salary, performance-related pay and other benefits, is a defining element of equality between women and men in society which has repercussions on retirement and the balance between one's professional and private life.

A transparent pay system, covering all employees, sends positive signals about the company's values and working methods. A system which is fair and non-discriminatory reflects good managerial practice and effectively contributes to the achievement of commercial objectives by encouraging maximum productivity from all employees.

Any directly or indirectly discriminatory salary practices must be examined and removed where necessary.

⁸ Mentoring links up a **mentor** who is a trusted person, male or female, with rich and varied experience in the Group, with a **mentoree**. The mentor guides, helps and motivates the mentoree by being proactive in passing on their business experience and behavioural skills.

Based on the available data, the Group's companies are committed to achieving the following points :

9.1 Progressive management of any discrepancies

The Group undertakes to achieve pay equality between women and men and to maintain it in the long-term. The entities within the scope defined in article 2 undertake to make every effort to help reduce gender pay gaps found, for equivalent levels of responsibility in the same job or a job with the same value.

This commitment is part of the action plan provided for in article 3.1.

New hires must comply with complete pay equality between men and women with equal skills at an equivalent job level or one with the same value.

If an individual case of discrimination takes place, it must be dealt with within a maximum of 3 months with retroactive effect if necessary.

9.2 Maternity leave as a neutral period for individual and performance-related wage increases

GDF SUEZ is committed to ensuring that maternity leave does not have any negative consequences on the salaries or career development of women concerned.

To this end, the Human Resources Divisions will check that maternity periods have no negative impact on individual pay rises and the determination of performance-related remuneration.

9.3 Managing part-time employees

Particular attention is paid to the remuneration of part-time employees, who are mainly women, to ensure that these employees see wage increases that are comparable to those of full-time employees.

Applications from part-time employees for full-time positions will be subject to close examination.

ARTICLE 10 - Improved work-life balance

Finding a balance between one's professional and private life is not a matter which solely concerns women. Male employees who wish to play a greater role in their family life can find

themselves up against resistance within their company, whether this resistance comes from management or their own colleagues.

The Group strives to seek a better rapport between its employees' personal and professional lives by taking into account the wide diversity of family situations. This objective is primarily based on better consideration of the way work is organised and an innovative policy for improving quality of life at work.

Policies and actions implemented to this effect should be tailored to the needs of employees, given that these needs vary throughout life, and that long and/or irregular working hours prevent a balance between work and personal life. Working conditions should be such that employees may fulfil their family obligations with regard to their parents or children, their duties as citizens, etc.

In order for good balance between work and personal life to be equally accessible to all, taking parental⁹ and/or paternity leave by men must be regarded as normal and desirable at all levels of the company.

In consultation with their social partners, companies must ensure that there are no contractual provisions that contribute to the idea that only women bear the family responsibilities.

Culturally, it is important to advance thinking on the fact that parenting involves both men and women.

The follow-up provided for in article 3.1 will look at the application of these principles as well as the promotion of the initiatives taken for the development of supports for parenthood. Furthermore a study will be carried out at European level in order to examine existing regulations on parental leave and on paternity leave within each of the European Union countries. This study will be sent within 6 months of signing the agreement to the European-level body specified in article 14 for examination at an annual meeting for a review of this agreement.

ARTICLE 11 - Prevention of sexual harassment

The Group reminds you that misplaced behaviour of a sexual nature or other conduct centred around gender that affects the dignity of women or men in the workplace is contrary to the

⁹ In compliance with the European Council directive 2010/18/UE of 08/03/2010 on parental leave.

principle of equal treatment. A reminder of these principles can be found within the Group's Ethics Charter.

Within this remit the network of ethics officers, in liaison with management and the relevant departments, may take action to prevent any case of sexual harassment, and in an instance where such harassment has taken place, ensure the immediate implementation of appropriate procedures for resolving it and for preventing it from reoccurring.

Of course, this does not prevent intervention by other parties within the company that the employee may wish to approach like Human Resource management or Trade Unions.

ARTICLE 12 - Reorganisations

When reorganisations are taking place, whether these happen internally or lead to the company activities being externalised, the company is committed to ensuring the non-discriminatory treatment of employees.

ARTICLE 13 - Suppliers and sub-contractors

In compliance with the global agreement on fundamental rights, social dialogue and sustainable development, the company is committed to ensuring that its suppliers and sub-contractors comply with the principles of equality between women and men.

ARTICLE 14 - Monitoring the agreement

Once a year, a review of the application of this agreement will be carried out during a European-level review commission made up of representatives from the Board, European trade union federations that have signed the agreement and a trade union delegation made up of representatives from GDF SUEZ company groups from the different European Union countries.

This review commission will be made up of an equal number of men and women and will not exceed 20 members (not including representatives from the Board). This annual review will be carried out on the basis of indicators set in appendix 1 resulting from the group social reporting with the support of an external expert jointly nominated by the Board and the European trade union federations.

In the case of a grievance (non-compliance with the agreement and its application) and if the local discussion process has not led to an agreement, the file may be presented to the European federations along with all the necessary documentation related to the grievance. A meeting will then be arranged between a delegation from the European federations and the board in order to study the matter and the appropriate measures for finding a solution to this grievance.

ARTICLE 15 - Non-regression clause

Under no circumstances may the clauses of this agreement be used as a means of alleviating obligations on the topic of gender equality at work already stipulated by national, European legislation and/or local labour agreements.

ARTICLE 16 - Interpretation and revision

Given that this agreement will be translated into several languages, it is agreed that only the version written in French (signed version) is valid for the parties. Issues of interpretation relating to this agreement are the responsibility of the monitoring committee mentioned in article 14 above.

The signing parties may revise this agreement in accordance with the provisions of the articles L. 2222-5, L. 2261-7 and L. 2261-8 of the French Labour Code.

ARTICLE 17 - Entry into force and duration of the agreement

This agreement will come into force on the day it is signed.

The agreement is concluded for an initial fixed term until 30 June 2016.

The parties will meet in the 1st half of 2016 to make an overall evaluation of the agreement, check the achievement of overall objectives. Following this evaluation, it can be renewed or revised by agreement between the parties.

ARTICLE 18 - Filing the agreement and any other formalities

This agreement will be filed in accordance with the provisions in articles L. 2231-6 and D. 2231-4 et seq. of the French Labour Code, in the territorial unit of Paris (DIRECCTE – Ile-de-France).

A copy will also be filed with the labour tribunal in Paris, whose jurisdiction the GDF SUEZ head offices fall within.

Paris, 5 June 2012

For GDF SUEZ SA and its subsidiaries that fulfil the conditions defined in article 2 of the agreement:

Gérard MESTRALLET

And the European trade union federations:

IndustriALL European Trade Union	EPSU
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With the cooperation of the CEC European Managers (Confédération Européenne des Cadres):

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APPENDIX 1 INDICATORS ON GENDER EQUALITY

INDICATORS AT GROUP LEVEL AND PER COUNTRY (with at least 1.000 employees)

Gendered data mean a breakdown in:

1. Number of men compared to number of women.
2. Ratios (%)
3. Socio-professional categories (Managers, STS, WET)
4. Total.

1. General working conditions

a) Employment

- permanent contracts or fixed-term contracts
- age brackets

b) Working time and work organisation

- full-time or part-time

c) Paternity and parental leave (no split per gender)

d) Recruitment

e) Departures

- departures by reasons (social reporting)

2. Remuneration

- ##### a) Gross annual salaries

3. Training

- ##### a) Number of hours of training

Clarification: These indicators result from the Group Social Reporting, They cannot be distributed outside the group.

APPENDIX 2 INDICATORS ON GENDER EQUALITY

INDICATORS AT COMPANY LEVEL (over 150 employees)

Gendered data mean a breakdown in:

1. Number of men compared to number of women
2. Ratios (%)
3. Socio-professional categories (Managers, STS, WET)
4. Total

1. General working conditions

a) Employment

- permanent contracts or fixed-terms contracts
- age brackets

b) Working time and work organisation

- full-time or part-time
- on-call time, night work, atypical work including weekend hours, shift work

c) Maternity, Paternity and parental leaves

- number of maternity leaves
- number of men and women that take parental or paternity leave

d) Recruitment

e) Departures

- departures by reasons (social reporting)

f) Promotions

- Number of changes of socio-professional categories

2. Remuneration

- a) Average gross annual salary by classification (to be defined locally)
Basic salary and other payments

3. Training

- a) Number of hours of training

4. Other working conditions

- a) Sickness leave (hours)

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