



**COMPLIANCE PROGRAMME  
OF AN INDEPENDENT TRANSMISSION SYSTEM OPERATOR**

**NET4GAS, s.r.o.**

**Prague, dated 28.02.2012**

## TABLE OF CONTENTS

<b>Chapter I:</b>	
<b>Compliance Programme of an Independent Transmission System Operator .....</b>	<b>3</b>
<b>1. Introduction .....</b>	<b>3</b>
<b>2. Measures to eliminate discriminatory conduct in relation to other gas market participants ....</b>	<b>3</b>
2.1 Unbundling of the transmission system operator .....	3
2.2 Application of the Company's management model within the Group .....	4
2.3 Rules on the provision and disclosure of information .....	4
2.3.1 Sensitive information.....	4
2.3.2 Method for the provision of information to other Group companies .....	5
2.3.3 Rules for attending the meetings with representatives of other Group companies .....	5
<b>3. Programme implementation and compliance checks .....</b>	<b>5</b>
3.1 Familiarization of employees, authorized signatories and Executives with the Programme .....	5
3.2 Checks on Programme implementation and compliance .....	5
<b>4. Force and binding nature of the Programme .....</b>	<b>6</b>
<b>Chapter II: Repeals .....</b>	<b>6</b>

## **Chapter I**

### **Compliance Programme of the Independent Transmission System Operator**

#### **1. Introduction**

Whereas Section 58i of Act No 458/2000 on business conditions and state administration in energy sectors and amending certain laws, as amended (the “**Energy Act**”), requires an independent transmission system operator to adopt, by means of an internal regulation, a Compliance Programme laying down

- measures to eliminate discriminatory conduct in relation to gas market participants who are not part of the same vertically integrated gas undertaking as the transmission system operator;
- the duties and rights of the employees of the independent transmission system operator in the fulfilment of the purposes of the Compliance Programme;

whereas the Compliance Programme and its implementation will ensure the equal access of gas market participants to the transmission system and use of the services of the transmission system operator; none of the gas market participants will not be given preferential treatment in access to the transmission system at the expense of another gas market participant, and no gas market participant will receive more beneficial information on the operation and development of the transmission system and access thereto than another gas market participant;

NET4GAS, s.r.o. (the “**Company**”), as an independent transmission system operator, has adopted this Compliance Programme (the “**Programme**”):

#### **2. Measures to eliminate discriminatory conduct in relation to other gas market participants**

The Company has drawn up relevant internal procedures and guidelines and taken the necessary decisions, on the basis of which it has decided, in particular, on the following measures to eliminate discriminatory conduct in relation to other gas market participants and on the following rules for the disclosure of information on the operation and development of the transmission system and access thereto:

##### **2.1. Unbundling of the transmission system operator**

The Company is independent of the other entities within the vertically integrated gas undertaking to which it belongs; to the extent required by the Energy Act, it is also independent of other entities which are part of the same group (the “**Group**”).

## **2.2 Application of the Company's management model within the Group**

- 2.2.1 The Company shall take decisions independently of other entities which are part of the same vertically integrated gas undertaking regarding the property necessary to operate, maintain and develop the transmission system, including financial plan.
- 2.2.2 The Company shall exercise its rights and obligations independently of other entities persons which are part of the same Group.
- 2.2.3 The Company shall not accept instructions from entities which are part of the Group concerning the Company's activities and the operation of the transmission system which would directly or indirectly influence the behaviour of the Company, have an impact on competition in the gas market, directly or indirectly influence the preparation and production of the ten-year transmission system development plan, or otherwise jeopardize the independence of the Company or the performance of its duties.

## **2.3 Rules on the provision and disclosure of information**

### **2.3.1 Sensitive information**

- 2.3.1.1 For the purposes of this Programme, sensitive information shall mean
  - a) information about the operation, maintenance and development of the transmission system,
  - b) facts having the nature of trade secrecy and other commercially sensitive information which the Company obtains during the performance of its activities, and
  - c) facts covered by a confidentiality obligation binding upon the Company.
- 2.3.1.2 The Company shall not disclose sensitive information to other parties except as defined below in this Programme.
- 2.3.1.3 Sensitive information may be disclosed or provided to other parties
  - a) where required by law and in accordance with to such law or
  - b) with the consent of the person in respect of whom the Company has a confidentiality obligation.
- 2.3.1.4 Sensitive information covered by (a) under paragraph 2.3.1.1 are made public in a transparent and non-discriminatory way, if so decided by the Executives of the company.
- 2.3.1.5 The Company shall provide sensitive information to external service providers only in the extent necessary for the provision of a service, provided that this is possible under a confidentiality obligation binding upon the Company, and if the external service provider is contractually obliged to comply with the confidentiality obligation.
- 2.3.1.6 The obligation to maintain the confidentiality of sensitive information shall be imposed on all employees, authorized signatories and Executives of the Company during and after their employment or other legal relationship with the Company.



### **2.3.2 Method for the provision of information to other Group companies**

2.3.2.1 The Company provides information to other companies belonging to the Group in a way as described below.

2.3.2.2 Information provided to other entities belonging to the Group shall also be placed, at the same time, at the disposal of members of the Company's Supervisory Board and to the Compliance Officer and the members of the Company's Supervisory Board and to the Compliance Officer shall have access to such information at least for the period of one year. This shall not apply to information

- a) which must be provided for the purpose of concluding and performing contracts concluded between the Company and other Group company;
- b) which must be provided for the purpose of the cooperation imposed by law between the Company and the licence holders of licences for transmission, distribution, storage and production of gas;
- c) which the owner needs to verify the accuracy of data provided by the Company in the preparation of consolidated financial statements, funding requirements or similar situations which require that the owner is directly informed;
- d) provided when the Company's representatives attend meetings where the representatives of both other Group companies and parties, which are not part of the Group, are also present;

### **2.3.3 Rules for attending the meetings with representatives of other Group companies**

If only the representatives of Group companies attend a meeting, minutes shall be taken. The minutes of the meeting shall be placed, without unnecessary delay, at the disposal of members of the Company's Supervisory Board and of the Compliance Officer and it shall be archived for at least 5 years.

## **3. Programme implementation and compliance checks**

### **3.1 Familiarization of employees, authorized signatories and Executives with the Programme**

All employees, authorized signatories and Executives of the Company shall confirm with the signature that they have been acquainted with the Programme and that they will comply with the obligations thereunder. The Company shall apply the same procedure to any Programme amendment and to new employees, authorized signatories or Executives of the Company.

### **3.2 Checks on Programme implementation and compliance**

The Compliance Officer shall supervise the implementation of the Programme and observance of legal obligations contained therein.

All employees, authorized signatories or Executives shall notify the Compliance Officer of all facts of which they learn in the performance of their activities and which could constitute a breach of the rules of the Programme.

In ensuring Programme implementation and checks, the Compliance Officer shall be entitled, in particular:

- a) to propose measures to ensure the implementation of the rules of the Programme;
- b) to require assistance when checking and ensuring compliance with the Programme.

#### **4. Force and binding nature of the Programme**

The Programme adopted by an internal regulation of the Company and approved by the ERO shall enter into force upon publication. The valid programme shall be binding upon all employees, authorized signatories and Executives of the Company upon publication. The Company's obligations under this Programme shall also be the obligations of employees, authorized signatories and Executives of the Company in the performance of work at the Company and when acting on behalf of the Company.

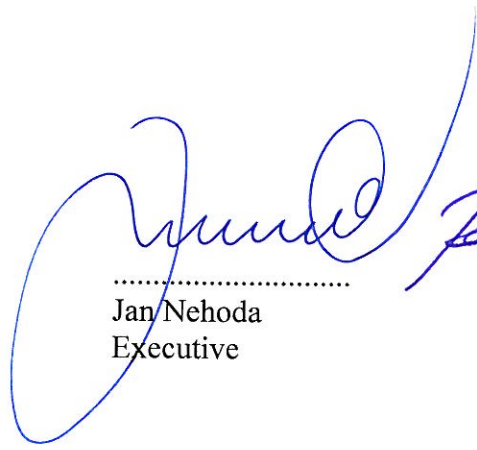
### **Chapter II Repeals**

The management order TGN\_PR\_2007\_01 of 21 June 2007 including the Annex shall be repealed.

For NET4GAS, s.r.o.:



.....  
Thomas Kleefuß  
Executive



.....  
Jan Nehoda  
Executive



.....  
Radek Benčík  
Executive