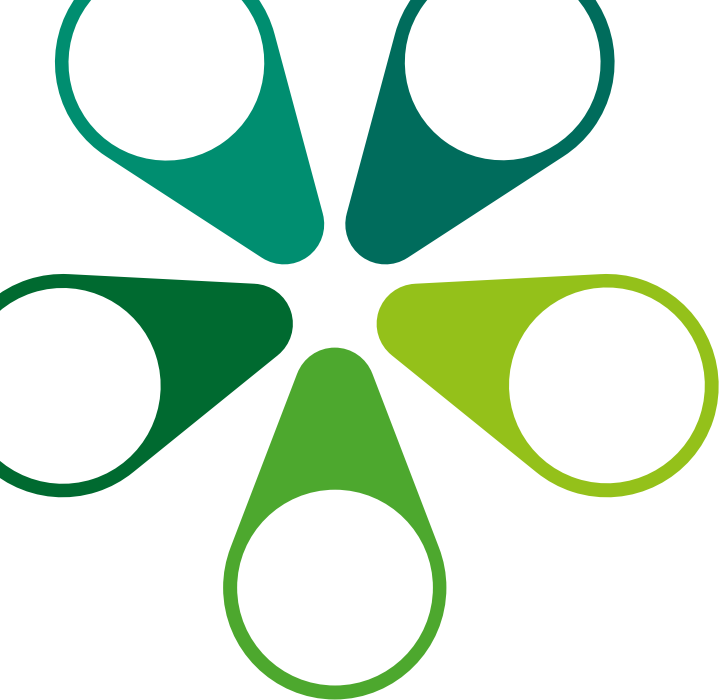


COMPLIANCE PROGRAMME PURSUANT TO SECTION 116 OF THE AUSTRIAN NATURAL GAS ACT 2011

of

GAS CONNECT AUSTRIA GmbH (Company register No. 208827z)
Floridsdorfer Hauptstrasse 1, 1210 Vienna

Approval granted by decree of the Executive Board of Energie-Control Austria für die Regulierung
der Elektrizitäts- und Erdgaswirtschaft dated 10 October 2022, ref.: : V ZER G 03/22/1



INHALT

Preamble	3
1. Definitions	4
2. General information	4
2.1. GCA resources	
2.2. Independence	
3. Measures taken to exclude discriminatory conduct in relation to operation of the system.....	6
3.1. Duties of GCA employees	
3.2. Training of GCA employees	
3.3. Compliance Officer	
4. Communication concerning the Compliance Programme	7
4.1. Notification of customers	
4.2. Notification of employees	
5. Monitoring & sanctions and penalties	8
5.1. Monitoring of the Compliance Programme	
5.2. Sanctions and penalties for breach of the Compliance Programme	
6. Reporting.....	8



PREAMBLE

GAS CONNECT AUSTRIA GmbH (hereinafter referred to as “GCA”) is a joint subsidiary of VERBUND AG (51%) and AS Gasinfrastruktur GmbH (49%) and an independent transmission system operator.

As a gas system operator, GCA is required to establish a transparent and non-discriminatory system for access to the natural gas system as defined in Directive 2009/73/EC of the European Parliament and of the Council of 13 June 2009 concerning common rules for the internal market in natural gas (hereinafter referred to as the “Gas Directive”) and the legislation transposing that directive, the Austrian Gaswirtschaftsgesetz (Natural Gas Act) 2011 (hereinafter referred to as the “GWG 2011”).

Pursuant to section 116 para. 1 GWG 2011, independent transmission system operators are additionally required to develop a compliance programme which sets out measures taken to en-

sure that discriminatory conduct is excluded. The compliance programme has to set out the specific obligations incumbent upon the employees to meet those objectives. It is subject to approval by the regulatory authority. Observance of the programme has to be monitored by a compliance officer.

In its capacity as an independent gas transmission system operator, GCA has developed this Compliance Programme to fulfil its obligations to establish a transparent and non-discriminatory system for operation of the gas system within the statutory framework; the Compliance Programme is intended as a guide for GCA in the liberalised gas market.

The Compliance Programme is an integral part of GCA’s corporate philosophy. Observance of the Compliance Programme is monitored both internally by GCA and externally by the Compliance Officer appointed by GCA’s supervisory body.

1. DEFINITIONS

The following terms used in this Compliance Programme have the meanings set out below.

DISCRIMINATION

For the purposes of section 9 GWG 2011, discrimination means the unequal treatment of identical situations without objectively justified reason, for example the disclosure of information exclusively to another part of the vertically integrated gas undertaking which could gain a competitive advantage as a result.

E-CONTROL

Energie-Control Austria für die Regulierung der Elektrizitäts- und Erdgaswirtschaft as the regulatory authority with statutory responsibility for GCA.

GAS DIRECTIVE

Directive 2009/73/EC of the European Parliament and of the Council of 13 July 2009 concerning common rules for the internal market in natural gas and repealing Directive 2003/55/EC, OJ L 2009 L 211/94.

MANAGEMENT

The management means the persons responsible for the management and the persons directly subordinate to the management in the areas of operation, maintenance and development of the system under section 114 para. 6 GWG 2011 (operative management).

GWG 2011

Bundesgesetz, mit dem Neuregelungen auf dem Gebiet der Erdgaswirtschaft erlassen werden (Federal Act providing new

rules for the natural gas sector -Gaswirtschaftsgesetz - Natural Gas Act 2011), Federal Law Gazette I no 2011/107, as amended.

EMPLOYEES

Employees are any persons who are employed by GCA, are working for GCA temporarily, or are otherwise engaged or used by GCA to fulfil its system operation obligations (i.e. “employees” includes management members as described above). Regardless of the type of employment relationship, all employees who are involved in compliance-related activities connected with operation of the gas system and any other service providers (such as external consultants, contractors) carrying out such activities fall within the scope of the Compliance Programme.

VIU

According to section 7 para. 1 no. 74 GWG 2011 “vertically integrated natural gas undertaking” means a natural gas undertaking or a group of undertakings in which the same person or the same persons are entitled, directly or indirectly, to exercise control, and where the undertaking or group of undertakings perform at least one of the functions of transmission, distribution, LNG or storage, and at least one of the functions of production or delivery of natural gas.

COMMERCIALLY SENSITIVE INFORMATION

Economically sensitive information within the meaning of the GWG 2011 and this Compliance Programme means information (including but not limited to system data and network user data) which - unless published or made available to all network users anyway - if it became known to third parties, could have an effect on competition and so produce economic advantages.

2. GENERAL INFORMATION

GCA, which has its registered office at Floridsdorfer Hauptstraße 1, 1210 Vienna, is an independent transmission system operator (ITO) within the meaning of sections 112 to 116 GWG 2011 and was last certified by Decree of the Executive Board of E-Control of 21 May 2021, ref. V ZER G 08/20/2.

As an independent transmission system operator, GCA has a statutory duty to ensure legal and organisational unbundling and to comply with extensive rules relating to independence set out in the GWG 2011; the duties relating to GCA's resources and independence are as follows:

2.1. GCA RESOURCES

Financial resources and financing: With respect to the assets, GCA has effective decision-making rights and has the right to raise money on the capital market (section 113 para. 1 GWG 2011). At all times, GCA has the resources it needs in order to operate the transmission system properly and efficiently and to develop and maintain an efficient, secure and economic transmission system.

Services and insurance: GCA has at its disposal all human, technical, physical and financial resources necessary for fulfilling its obligations and carrying out the activity of transmission (section 112 para. 2 GWG 2011) Rendering of services, including leasing of personnel, by the VIU to GCA is prohibited. However, GCA is permitted to render services, including leasing of personnel, to the VIU if the provision of those services does not dis-

criminate between users, is available to all users on the same terms and conditions and does not restrict, distort or prevent competition in production or supply (section 112 para. 2 no. 3 GWG 2011). All service contracts and service level agreements between GCA and other companies of the VIU and contracts or agreements with Trans Austria Gasleitung GmbH take due account of the principle of non-discrimination and are concluded on standard market terms; the prices charged in them comply with the arm's length principle.

Without prejudice to the decisions of the supervisory body, GCA has effective decision-making rights, independent from the vertically integrated gas undertaking, with respect to the assets and resources necessary to operate, maintain or expand the transmission system (section 113 para. 1 GWG 2011).

2.2. INDEPENDENCE

Shareholding, financial benefits, management structure: Subsidiaries of the VIU which perform any of the functions of production or supply do not have any direct or indirect shareholding in GCA. GCA does not have any direct or indirect shareholding in any subsidiary of the VIU performing any of the functions of production or supply, and does not receive dividends or any other financial benefits from those subsidiaries. GCA's overall management structure and corporate statutes ensure its effective independence. The VIU does not influence, directly or indirectly, GCA's competitive behaviour in relation to its day-to-day activities and management of the system or in relation to the activities necessary for the preparation of the network development plan (section 112 para. 3 GWG 2011).

Independence and decision-making rights, reporting, accounts: GCA's overall management structure and corporate statutes ensure its effective independence (section 112 para. 3 GWG 2011). With respect to the assets, GCA has effective decision-making rights and has the right to raise money on the capital market (section 113 para. 1 GWG 2011). At present, GCA has the resources it needs in order to carry out the activity of transmission system operation properly and efficiently and develop and maintain an efficient, safe and economic transmission system

Branding, IT systems, physical premises: In its entire public activities, communication and branding, GCA ensures that it does not create confusion in respect of the identity of the VIU or any part thereof. GCA therefore uses only such signs, logos, images, names, characters, numbers, shapes, representations and presentations as are suitable to distinguish the activities and services of the transmission system operator from those of the VIU, and which contain no references to membership of the VIU (section 112 para. 4 GWG 2011). GCA does not share IT systems or equipment, physical premises or security access systems with any part of the VIU (section 112 para. 5 GWG 2011).

(section 113 para. 2 GWG 2011). The VIU has to refrain from any action impeding or prejudicing GCA from complying with its obligations and does not require GCA to seek permission from the VIU in fulfilling those obligations (section 113 para. 5 GWG 2011).

Auditing of accounts: The accounts of GCA is required to be audited by an auditor other than the one auditing the VIU or any part thereof. Inasmuch as this is necessary to obtain the audit certificate for the consolidated accounts of the VIU or for other good reasons, the auditor of the VIU shall have the right to inspect parts of the accounts of GCA, unless the regulatory authority raises objections by official decision in the interest of safeguarding independence. Advance written notice of any good reasons shall be given to the regulatory authority. The auditor shall maintain confidential any economically sensitive information and particularly refrain from disclosing such information to the VIU (section 112 para. 7 GWG 2011).

Members of the Supervisory Board: Pursuant to section 115 para 2 GWG 2011, the provisions of section 114 paras. 1 to 3 GWG 2011 equally apply to half of the members of the supervisory body minus one.

3. MEASURES TAKEN TO EXCLUDE DISCRIMINATORY CONDUCT IN RELATION TO OPERATION OF THE SYSTEM

To exclude discriminatory conduct in relation to operation of the system, GCA has implemented the measures described below:

3.1. DUTIES OF GCA EMPLOYEES

3.1.1. PROHIBITION OF DISCRIMINATION

Under section 9 GWG 2011, it is not admissible for GCA as an independent transmission system operator within the meaning of the GWG 2011, or its employees, to discriminate with respect to potential or actual users or categories of users (particularly VIUs) of the gas system operated by GCA, either favourably (“positive discrimination”) or unfavourably (“negative discrimination”).

3.1.2. EQUAL TREATMENT

GCA, as an independent transmission system operator within the meaning of the GWG 2011, and its employees are obliged to treat potential and actual users of the gas system operated by GCA equally and under the same conditions. In particular, potential and actual system users must be treated equally with regard to connection and access to the system.

3.1.3. CONFIDENTIALITY

Under section 11 GWG 2011, GCA, as an independent transmission system operator within the meaning of the GWG 2011, and its employees, must preserve the confidentiality of any economically sensitive information and of any business or trade secrets of which they obtain knowledge in the course of carrying out their business. They have to prevent information about their own activities which might produce economic advantages from being disclosed in a discriminatory manner, in particular if this would be to the benefit of a vertically integrated natural gas undertaking.

3.2. TRAINING OF GCA EMPLOYEES

To ensure observance of the Compliance Programme, GCA provides regular training and information concerning compliant conduct in the liberalised gas market for employees who perform compliance-related activities or have access to economically sensitive information. Training on compliant conduct in the liberalised gas market is offered at least once per year. New employees are also briefed on the Compliance Programme shortly after they join GCA.

GCA’s employees have given non-disclosure undertakings binding them to confidentiality in relation to any and all personal data and information – such as business transactions or processes, business and trade secrets and any commercial matters or information – which become known to them or which they produce themselves in the course of their duties.

Under the contractual agreements entered into with external service providers, these external companies are required to heed and observe the principles of confidentiality where and to the extent they are given access to system or user information in the course of their activities.

In case of necessary access to GCA facilities by unauthorised parties, those parties must be accompanied by a knowledgeable employee of GCA.

3.1.4. DUTY TO COOPERATE WITH THE COMPLIANCE OFFICER

All employees (including all management members) are required to the best of their abilities to actively assist the Compliance Officer in the performance of her duties, and in particular to provide necessary information to her truthfully and in full and allow her to view the files, records, IT systems and compliance-related processes that they maintain.

Additionally, GCA employees can contact the Compliance Officer directly with any questions they may have concerning the Compliance Programme and related duties.

3.3. COMPLIANCE OFFICER

To fulfil its obligation to appoint a compliance officer, GCA appointed Ms Denise Rohringer as Compliance Officer with effect from 30 August 2012.

The Compliance Officer has the duties set out in section 116 GWG 2011. Accordingly, she is responsible in particular for (i) continuously monitoring implementation and observance of the Compliance Programme, (ii) preparing and submitting reports to the Supervisory Board and Energie-Control Austria as the regulatory authority in the cases set out in section 116 para. 3 no. 3 and no. 5 GWG 2011, and (iii) notifying Energie-Control

Austria as the regulatory authority of any substantial breaches with regard to the implementation of the Compliance Programme. She is assisted in these activities by the heads of the organisational units concerned.

To ensure that she is able to perform her duties, the Compliance Officer is permitted to view any and all files, records, IT systems and compliance-related processes, to access company premises and, under section 116 para. 8 GWG 2011, attend meetings of the company management, the supervisory body and the general assembly /general meeting.

4. COMMUNICATION CONCERNING THE COMPLIANCE PROGRAMME

4.1. NOTIFICATION OF CUSTOMERS

The Compliance Programme is available for download from the GCA website.

4.2. NOTIFICATION OF EMPLOYEES

Employees are made aware of the Compliance Programme and evidence that this has been done is maintained; the Compliance Programme is available on the GCA intranet.

Employees who carry out compliance-related activities and GCA management members are given a copy of this Compliance Programme. They must confirm receipt, undertake to observe the Compliance Programme, and by doing so, acknowledge that any breach of the Compliance Programme may result in disciplinary action or civil or criminal penalties.



5. MONITORING & SANCTIONS AND PENALTIES

5.1. MONITORING OF THE COMPLIANCE PROGRAMME

To ensure its effectiveness, observance of the Compliance Programme is regularly monitored. This monitoring is intended to ensure that the Compliance Programme is functioning correctly and that the areas in which the risk of unequal treatment is greatest are identified.

Responsibility for ensuring adherence with this Compliance Programme lies with each employee's line manager, and ultimately with the Compliance Officer.

5.2. SANCTIONS AND PENALTIES FOR BREACH OF THE COMPLIANCE PROGRAMME

Breaches of the Compliance Programme must be reported to the Compliance Officer immediately, either by email at rohringer@riel.at or by telephone +43 (1) 713 44 33. Questions relating to the Compliance Programme, for example concerning possible unequal treatment, can also be raised using this telephone number and email address.

Breaches of this Compliance Programme include in particular (i) endorsement by a line manager of an employee's improper actions or breaches and (ii) refusal to cooperate in efforts to

clarify possible breaches of the Compliance Programme and possible irregularities.

Appropriate penalties for breaches of the Compliance Programme are in place and alongside disciplinary consequences (such as a warning, transfer, termination or immediate dismissal, depending on the case concerned) may also include civil or criminal penalties. This does not affect other consequences as laid down in the contracts of employment.

6. REPORTING

The Compliance Officer reports to E-Control in the cases set out in section 116 GWG 2011. In particular, the Compliance Officer submits an annual report setting out the measures taken in order to implement the Compliance Programme to Energie-Control Austria as the regulatory authority.

The Compliance Officer also reports to GCA's supervisory body in the cases set out in section 116 GWG 2011.

Vienna, 20 September 2022

GAS CONNECT AUSTRIA GmbH

