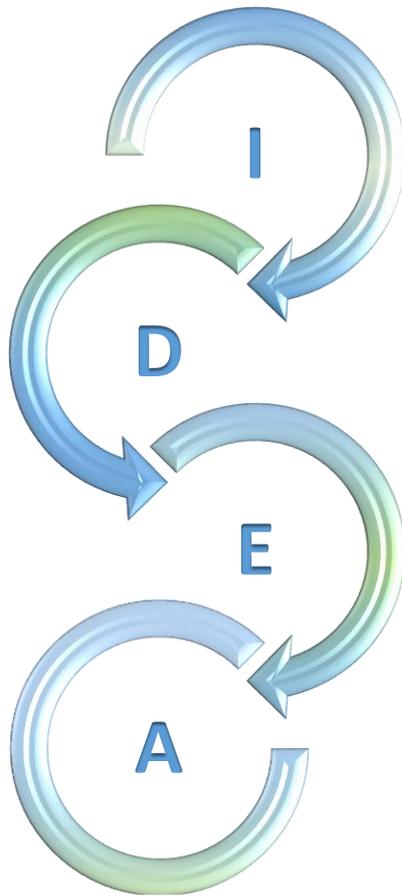


# Guide to



- Independence of DESFA

- Data confidentiality

- Equal user treatment

- Adoption of transparent procedures

DESFA SA

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This Guide has been drafted by DESFA's Compliance Officer as part of his duties and lays down DESFA's obligations as an Independent Transmission Operator, as same are detailed in EU Directive No. 2009/73/EC, Regulation (EC) No. 715/2009 and Law 4001/2011 (Government Gazette Series A, Issue No. 179), as in force.

This Guide is addressed to the management bodies of DESFA SA as well as to all staff, regardless of the nature of their employment relationship with DESFA SA. It is important that all stakeholders and all parties responsible for due implementation of the above regulatory framework governing the operation of natural gas markets, to understand how and why they should decide to act in respect of compliance-related matters. This Guide describes how each stakeholder is required to act to achieve compliance.

It is noted that this Guide is not exhaustive and it is exclusively intended for information purposes.

Under no circumstances may this Guide be deemed to howsoever replace or amend DESFA's Compliance Programme and/or the above regulatory framework, as same are in force.

Both DESFA's Supervisory Board and Board of Directors have gained knowledge of the 1st Edition of this Guide, during their 12th and 252nd Session, respectively.

Compliance Officer, DESFA SA: Eleftherios Amoiralis, Ph.D.

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# IDEA - Independence of DESFA, Data confidentiality, Equal user treatment, Adoption of transparent procedures

## Day-by-day Guide

The primary objective of the programme behind the acronym "IDEA" is to offer a Compliance Guide in relation to the "Hellenic Gas Transmission System Operator" ("DESFA"), laying down the principles that need to be applied by DESFA's management bodies and staff, as part of their duties, to ensure DESFA's compliance with its obligations as an Independent Transmission Operator.

DESFA's corporate reputation depends on the conduct of its human resources. Therefore, each member of DESFA's staff and any other persons acting on account of DESFA SA are liable to comply with Compliance Guide, Compliance Programme and Code of Ethics.

This Guide is **intended to:**

- Familiarise DESFA's management and staff with the specific roles they are required to play in respect of compliance-related matters;
- Ensure compliance with basic operational principles, in line with the **IDEA** concept [Independence of DESFA from the Vertically Integrated Undertaking (VIU), **Data confidentiality**, **Equal user treatment**, **Adoption of transparent procedures**] which DESFA is liable to apply as an Independent Operator;
- Encourage behaviours which promote compliance with EU and Greek laws as regards the management of corporate matters and compliance on the part of DESFA's staff;
- Prevent, identify and handle efficiently any activities potentially infringing upon any applicable rules;
- Promote and develop business ethics and legitimacy procedures and render same part of the daily routine of DESFA's management and staff.

### We all have an obligation to

- act with integrity and help DESFA maintain its good reputation;
- comply with and abide by this Guide and the Compliance Programme;
- bear in mind that any infringements of the Compliance Programme are against the law and will bring sanctions;
- address our immediate superior, the Legal Department or the Compliance Officer if we have any doubts or questions as to the legitimacy of any actions performed as part of our corporate duties.

#### **Q: How is this Compliance Guide useful?**

**A:** DESFA's Compliance Guide describes how each member of DESFA's staff should act in order to prevent discriminatory third-party access to the National Natural Gas System (NNGS) - an essential prerequisite for DESFA's certification as an ITO.

#### **Q: Should DESFA's Compliance Guide be applied by everyone who works for DESFA?**

**A:** Each member of DESFA's staff and any other persons acting on account of DESFA must have a thorough understanding of, and act in full compliance with, this Guide.

#### **Q: Am I under an obligation to obtain a copy of the Guide and the Compliance Programme? If I have not done so yet, what am I supposed to do?**

**A:** Yes. The Compliance Guide and the Compliance Programme are delivered to all DESFA staff by the Department of Security, Management Systems and Compliance Programme, either in hard copy or in electronic format, on certified receipt. Any staff not in possession of the Guide must address the aforementioned Department immediately.

# Hellenic Gas Transmission System Operator S. A.

## European Independent Operator

DESFA SA was established in 2007 in the form of a Société Anonyme and operates as per the rules of private economy, the provisions of Codified Law 2190/1920 on Sociétés Anonymes and the provisions of Law 4001/2011, as in force.

DESFA's corporate **objects** consist in the operation, maintenance, management, exploitation and development of the National Natural Gas System and its interconnections, with a view to ensuring NNGS's financial efficiency and technical soundness, the safe, sufficient and reliable supply of natural gas to the Users and the efficient functioning of an integrated natural gas market within the European Union.

DESFA SA is certified as an Independent Transmission Operator as per the provisions of Articles 9, 10 and 11 of Directive No. 2009/73/EC on the certification of natural gas transmission operators, as same were transposed by virtue of Articles 63A, 64 and 65 of Law 4001/2011, as in force, and bears the obligations signified in the "IDEA" acronym.

As a **member of the European Network of Transmission System Operators for Gas (ENTSOG)** and Independent Operator of the Hellenic Natural Gas System, DESFA plays a decisive role in the natural gas market, ensuring the operation of an integrated natural gas market in the European Union as per the Community and the national regulatory requirements.

DESFA is managed by a **Board of Directors**, which currently comprises 7 to 9 members, all appointed and revoked by decision of the Supervisory Board, subject to RAE authorisation, as per the provisions of Law 4001/2011, as in force, by derogation from the provisions of Law 2190/1920. The **Chief Executive Officer (CEO)** is DESFA's top-ranking executive officer. Furthermore, according to Law 4001/2011, as in force, by derogation from the provisions of Law 2190/1920, a **Supervisory Board** was established under authorisation from RAE, which currently comprises 7 members, to assume the powers and responsibilities laid down in DESFA's Articles of Association, as in force, and in the relevant provisions of Law 4001/2011, as in force.

Moreover, according to the relevant provisions of Law 4001/2011, as in force, a **Compliance Officer** was appointed by decision of the Supervisory Board, subject to RAE authorisation, as an independent institutional body reporting directly to RAE, to monitor the implementation of DESFA's Compliance Programme, as effective.

DESFA, as Operator of the NNGS, has drafted and implemented a **Compliance Program**, as per the requirements of Law 4001/2011 and subject to RAE authorisation, laying down the measures adopted to prevent discriminations against Users and ensure the efficient monitoring of compliance therewith.

### We all have an obligation to

- comply with European and National legislation;
- obtain a copy of, read thoroughly and apply this Guide and the Compliance Programme.

#### **Q: What are the essential requirements for DESFA's certification as an Independent Operator?**

**A:** An essential requirement for DESFA's certification as an Independent Operator is that it complies with the four basic principles signified in the "IDEA" acronym.

- Independence of DESFA from the VIU to which it belongs or from any of the VIU's Affiliates.,
- Data confidentiality,
- Equal user treatment,
- Adoption of transparent procedures.

#### **Q: What is the basic prerequisite for DESFA's compliance with the requirements of Law 4001/2011, as in force?**

**A:** A basic prerequisite for DESFA's daily compliance is compliance by all DESFA staff with the four basic principles signified in the "IDEA" acronym, in the daily performance of their duties.

## Compliance Officer and DESFA Compliance Programme

### Securing fair competition

According to the provisions of Law 4001/2011, as in force, the Compliance Officer is an independent institutional body, responsible for monitoring the implementation of DESFA's Compliance Programme, and reports directly to RAE. The Compliance Officer can carry out independent controls to establish the legitimacy of decision-making procedures and control procedures, to ensure compliance by DESFA's management and staff with the principles signified in the "IDEA" acronym.

According to the applicable regulations (Law 4001/2011, as in force), the Compliance Officer may access all relevant data, DESFA's offices and any information necessary for the performance of his duties, without prior notice.

DESFA, as an Independent Transmission Operator, drafts and implements a Compliance Programme, as per the provisions of Law 4001/2011, as in force, laying down the measures to be adopted to prevent any form of discriminatory treatment and apply proper procedures to monitor the management's and staff's compliance with the Compliance Programme.

The Compliance Programme lays down the basic principles that must be applied by DESFA's management and staff, as per the "IDEA" acronym, to ensure the efficient planning and execution of DESFA's operations.

More specifically, it lays down decision-making and control procedures ensuring compliance with "IDEA" by DESFA's management and staff.

The Department responsible for coordinating controls to establish compliance with the applicable procedures is the Department of Security, Management Systems and Compliance Programme.

#### We all have an obligation to

- report to the Compliance Officer any matters or incidents that are inconsistent with the basic principles of the Compliance Programme, as same are signified in "IDEA" acronym;
- familiarise ourselves with the requirements of the Compliance Programme, to ensure legitimate performance of our duties.

#### **Q: What is the Compliance Programme?**

**A:** The Compliance Programme lays down the basic principles to be applied by DESFA's management and staff to prevent any form of discriminatory treatment of NNGS Users and natural gas market operators, and ensure DESFA's independence, the confidentiality of all information managed by DESFA and the transparency of all DESFA procedures.

#### **Q: Are there any sanctions against DESFA for Compliance Programme infringements?**

**A:** Yes. Any infringement of the Compliance Programme entails substantial impact, in terms of

- negative reputation and defamation;
- significant pecuniary fines;
- potential de-certification of DESFA SA as an ITO;
- time consuming and costly legal procedures before the authorities.

#### **Q: What type of access does the Compliance Officer have?**

**A:** The Compliance Officer has access to all DESFA information and office facilities, without prior notice.

## Basic Compliance Principles

Our active involvement is key.

DESFA SA is active in the natural gas market, which is subject to strict laws and regulations that are intended to **prevent** the discriminatory treatment of users and **ensure** independent and impartial access of third parties to the transmission network. Compliance with the Community and national regulatory requirements is an essential prerequisite for an operator's certification as an Independent Natural Gas Transmission Operator, according to Law 4001/2011 (primarily Articles 64 and 65 thereof).

DESFA's Compliance Programme and Compliance Guide ensure the non-discriminatory access of third parties to the NNGS, through **four** basic principles (signified in the "IDEA" acronym):

- **Independence:** DESFA is committed to acting independently from the VIU to which it belongs, including from its Affiliates, and from its controlling shareholders. All applicable EU regulations (Directive 2009/73) and national laws are duly complied with (Law 4001/2011, as in force).
- **Data confidentiality:** DESFA is committed to not disclosing sensitive information supplied by Users, when accessing the Transmission System (Law 4001/2011, as in force).
- **Equal treatment of all NNGS Users:** DESFA is committed to applying equal rules when evaluating NNGS access requests or granting NNGS access. All applicable rules relating to third-party access to the transmission systems are applied, as per Regulation no. 715/2009/EC, Law 4001/2011, as in force, and any regulatory acts enacted in implementation thereof (by way of indication: NNGS Management Code, Metering Regulation etc.).
- **Adoption of transparent procedures:** DESFA is committed to providing all Users with all information necessary to access the system, mainly through the Internet. Regulation no. 715/2009/EC of 13 July 2009 on conditions for access to the natural gas transmission networks is applied.

### We all have an obligation to

- ensure that our professional conduct is in line with the applicable regulations;
- familiarise ourselves with all applicable laws, rules, regulations, guidelines, handbooks and optimum business practices relating to our duties and apply those as efficiently as possible;
- identify, evaluate and handle efficiently all compliance risks falling within the scope of our duties.

**Q: I am considering granting an unfair advantage to a user or a potential user of the NNGS in order to attain my business objectives. Could the attainment of a business objective justify an unfair advantage?**

**A:** No. One's effort to achieve high business objectives may not serve as an excuse or justification for non-compliance with the principles of corporate integrity. You are personally responsible and may be held accountable for your actions.

**Q: As a DESFA employee, do I have a moral obligation to comply with the law?**

**A:** Yes, but not only that. Compliance with the law is not merely a moral obligation. It is the only way to ensure efficient protection of DESFA's interests. All violations of the law, including those that may go unnoticed, even temporarily, expose DESFA to liability, whose scope and impact could be substantial, in both financial and social terms.

## Equal Treatment of Users

### Non-discriminatory terms of access to the NNGS

DESFA, as an Independent Operator of the NNGS, is **liable** to provide all Users or User categories access to the NNGS on a transparent, non-discriminatory basis, in line with the NNGS Management Code and the general terms and conditions of the framework agreements (as same are posted on DESFA's website -[www.desfa.gr](http://www.desfa.gr)), in order to prevent any distortions to free competition and prevent particular NNGS User(s) from gaining a commercial advantage.

Ensuring the equal treatment of all Users is particularly important in relation to operations that fall under the following categories:

- preparation of a Demand Allocation Forecast and a NNGS Development Study;
- preparation of a ten-year NNGS Development Plan;
- preparation of a List of small scale Projects;
- user connection to the NNGS;
- supply of LNG transmission and installation services (requests for access to the LNG transmission system or to the LNG Facility).

Implementation of the principle of equal treatment is a primary objective, duty and commitment for all of DESFA's staff in the performance of their duties and the supply of services to the Users. DESFA's management and staff shall not:

1. Recommend and/or encourage third parties to select a particular natural gas Supplier;
2. influence Users or create to them the impression that:
  - (a) by obtaining services relating to NNGS use they undertake any obligation to select DESFA as a provider for any other services, which are not necessarily relevant to that particular service;
  - (b) any network Users receiving auxiliary, additional or non-regulated services from DESFA could potentially receive favourable treatment on any matters that are not related to those services .

### We all have an obligation to

- ensure the equal treatment of all Users, by promoting free competition.

**Q: Based on the natural gas demand characteristics, can I favour one user at the expense of another? Is that a right thing to do?**

**A:** No. DESFA is liable to ensure the equal treatment of all Users throughout the scope of its operations and the services it offers to Users as the NNGS Operator; DESFA's failure to apply the principle of equal treatment could distort competition and offer a commercial advantage to particular NNGS Users.

**Q: DEPA SA is my former employer. Can I treat DEPA favourable at the expense of another User?**

**A:** No. Non-compliance with the rules of equal treatment of all Users could distort competition and provide a commercial advantage to the VIU at the expense of another User.

## ■ Transparency

We are liable to publicise reliable and accurate information for all Users

DESFA is liable to provide updated, accurate, consistent and thorough information as to the terms of access to the NNGS, in order to ensure that all interested parties make sound purchase decisions. In particular, DESFA is liable to procure for the legitimate publication of all disclosable information under Articles 18 and 19 of Part III, Annex I to Regulation no. 715/2009/EC.

The disclosable information shall be made available to all interested parties through DESFA's website ([www.desfa.gr](http://www.desfa.gr)) in both Greek and English, subject to all applicable confidentiality requirements.

DESFA has due regard to the ENTSOG (European Network of Transmission System Operators for Gas) Guidelines relating to transparency of information.

### We all have an obligation to

- promptly post on DESFA's website all information necessary to ensure free competition and the efficient functioning of the market;
- preserve DESFA's impartiality and transparency, as per the requirements of the Compliance Programme.

**Q: Can DESFA withhold from the Users essential System information, e.g. terms of access in conjunction with necessary technical information?**

**A:** No. DESFA is liable to publicise thorough information about the services it provides, including the relevant terms applicable to those services, in conjunction with the technical information necessary to ensure thorough access to the network by all Users. However, the transparency requirement may under no circumstances impair confidentiality. Hence, any information disclosed by DESFA may not include commercially sensitive information concerning the Users. DESFA's staff must be particularly careful when publicising or disclosing information.

**Q: I am a DESFA employee with supervisory duties and I have become aware that one of my inferiors failed to disclose information which is disclosable under the Compliance Programme. How am I supposed to handle this situation?**

**A:** As part of your duties, you are liable to monitor carefully the conduct of your inferiors and make recommendations, where necessary.

## Confidentiality

### Commercially Sensitive Information - Definition

The rule of confidentiality refers to the obligations of DESFA's staff to treat as strictly confidential any commercially sensitive information that comes to their knowledge as part of their duties, and prevent a biased disclosure of information which refers to their own actions, where this could offer a commercial advantage.

**Definition:** "Commercial Sensitive Information" means any information (data) whose disclosure could impair competition between NNGS Users and/or natural gas Suppliers, and/or impair DESFA's business operation. This type of information may be characterised as confidential or exclusive.

Such information **includes, without limitation**, the following types of information, unless same has already been disclosed: (a) The contents of any Capacity Reservation Requests, Future Capacity Reservation Requests and LNG Transmission / LNG Facility Use Agreements entered with particular Users; (b) The contents of any declarations of natural gas delivery/acceptance of particular Users; (c) Natural gas delivery/acceptance information relating to particular Users; (d) Information from the annual or monthly offloading schedules of particular Users, prior to the disclosure of the respective finalised schedules; (e) Information relating to assignment offers addressed to third parties, excluding the offeror's information; (f) Information on resale offers addressed to third parties, excluding the offer's information; (g) NNGS usage pricing information, relating to particular Users; (h) Information about any DESFA contracts or offers relating to non-regulated services ; (i) Information relating to tender procedures conducted by DESFA for the award of works contracts, service agreements or procurement contracts and information relating to the contracts concluded with the respective contractors; (j) outturn/budget information relating to the cost of any works, procurements or services awarded by DESFA; (k) Information relating to DESFA's operating expenses, including payroll expenses; (l) Information concerning DESFA's borrowing rates and loan agreements.

The term "**Commercially Sensitive Information**" excludes any consolidated NNGS usage data or any consolidated data regarding use of a particular Entry /Exit Point, with no indication of the Users' identity, including any information concerning only a single User. It also excludes the information which is essentially disclosed pursuant to Regulation (EC) no. 715/2009. Moreover, general information relating to the operation of the NNGS, its Users or third parties as well as information relating to historical or statistical data or information which has been legitimately disclosed or characterised as non-confidential under the applicable regulations, is also excluded from the concept of "sensitive information".

#### We all have an obligation to

- not disclose to third parties any commercially sensitive information;
- not provide third-party access to commercially sensitive information, where this could offer a commercial advantage to the VIU at the expense of another User or distort competition.

**Q: I am an employee of DESFA's Gas Transmission and Exploitation department and I have been requested to provide consulting to the VIU. What am I supposed to do?**

**A:** Any consulting to the VIU or to any other entities, serving any direct or indirect interests and offered through non-transparent procedures, is prohibited. As member of DESFA's staff, you are liable to abide by DESFA's rules and principles, regardless of which Department or Operational Unit you belong to. The act described above is a serious infringement of the Compliance Programme and exposes both you and DESFA to great risk. According to Directive 2009/73/EC, DESFA may provide services to the VIU where this is not discriminatory treatment against any users of the network and it is liable to provide such services to all network users under the same terms and conditions, so as not to impair competition.

**Q: As part of my duties as a DESFA employee, I manage commercially sensitive information. I am about to retire. May I use that information?**

**A:** No. Your obligation to safeguard and make proper use of that information and data survives your employment with the Company.

## "Conflict of Interest" - Definition

One's own personal interests should not affect one's professional judgement

The term "conflict of interest" **includes** any situation where any member of DESFA's staff is capable of affecting the outcome of a situation with a view to drawing, whether directly or indirectly, any financial, economic or other personal gain, which could potentially prejudice such person's impartiality and independence.

DESFA relies on the independence and integrity of its staff and expects them to safeguard the corporate interests.

All management executives and staff **are liable** to disclose to, and request authorisation from, their superiors in relation to any situation which is potentially capable of generating a conflict of interest or giving the impression that it affects their judgement or actions. The superior notified of the situation may have the matter handled by the employee concerned or by another member of the staff.

DESFA's management and staff may not offer to any other legal entities any services which jeopardise or are considered as potentially capable of jeopardising the impartial performance of their duties in the context of their employment relationship with DESFA. In case of doubt, these persons must notify DESFA's management and request permission.

### We all have an obligation to

- not become involved in any situation where our personal interests are inconsistent with those of DESFA;
- not use our work post with DESFA in an illegitimate manner, in order to draw personal gain or benefit our family members or close associates;
- promptly notify our superior of any potential conflict of interest, to ensure it is efficiently handled.

**Q: I am not sure if a particular situation generates a conflict of interest. What am I supposed to do?**

**A:** If you are in doubt, you must promptly notify your direct superior to have the matter efficiently handled.

**Q: A relative of mine is a management executive in a supplier who is interested in being awarded a DESFA procurement.**

**I am in position to influence the selection procedure.**

**What is the right thing to do?**

**A:** Evidently, there is a conflict of interest, due to the capacity of that person as your relative. The supplier concerned, however, might still be the best available option for DESFA.

By safeguarding the confidentiality of DESFA's information you safeguard competitiveness and promote its value.

The rule of confidentiality refers to the obligations of DESFA's staff to treat as strictly confidential any commercially sensitive information that comes to their knowledge as part of their duties, by preventing a biased disclosure of information which refers to their own actions, where this could offer a commercial advantage.

**Classification of Information:** To ensure compliance with the staff's confidentiality obligation relating to commercially sensitive information, DESFA has adopted and implements an information management and classification system.

The Department responsible for coordinating the relevant activities is the Department of Security, Management Systems and Compliance Programme.

**Securing DESFA Staff Confidentiality:** Any persons acting or having acted on account of DESFA SA, either as members of the Board of Directors, as members of the staff, including any persons occupied by DESFA against remuneration or otherwise, on a salary or under any other legal context, in the context of DESFA's operations, are liable to not disclose to any individuals, legal persons or authorities any information or data which has been characterised as commercially sensitive or as a business secret. Failure to comply with this obligation brings the sanctions laid down in Law 4001/2011.

Commercially Sensitive Information may be disclosed by the aforementioned persons to DESFA's associates, as part of their duties. Under no circumstances may such information be howsoever disclosed (through oral communication, written communication, data storage medium, photographs, email messages, fax messages, electronic information exchange system or by any other means) to third parties (non-DESFA staff) or to any members of the Supervisory Board, save for any information which is essential in the performance of the duties assigned to them as per the provisions of Law 4001/2011, as in force, by derogation from the provisions of Law 2190/1920.

In respect of any individuals or legal persons that offer services to DESFA SA, confidentiality is ensured through special confidentiality clauses included in the relevant service agreements entered with DESFA.

By exception, Commercially Sensitive Information may be disclosed to RAE pursuant to Article 66(5) of Law 4001/2011. Such information may also be disclosed to:

- Judicial Authorities, Arbitral Tribunals, other Independent Authorities or to the European Commission, as part of an investigation relating to DESFA's or Greece's compliance with the Community legislation, on the basis of a request for disclosure filed by DESFA or by the Hellenic Republic or as part of their defence, provided that the disclosed information is clearly marked as confidential.
- Operators of downstream or upstream connected LNG Transmission/Distribution Systems, LNG Facilities, Underground Storage Facilities or Operators of Load Distribution centres, as part of relevant Agreements including confidentiality clauses.

**Q: I am not sure if a particular piece of information is commercially sensitive information. What am I supposed to do?**

**A:** In case of doubt, you must handle the particular information as indicated on the diagram (see Annex - Commercially Sensitive Information).

**Q: I was recently employed by DESFA, after working for a competitor, and I possess information which I think could be useful to DESFA. Am I allowed to share that information with my new team?**

**A:** No. You are not allowed to share confidential information. Even after your departure from the other enterprise, that information remains confidential. You are liable to comply with the confidentiality clause that was stipulated in your employment contract with your former employer, even after your contract was terminated.

**Q: May I have any contact with the VIU?**

**A:** All staff of DESFA SA must be particularly careful in their (oral or written) communications with the staff of the VIU (e.g. DEPA SA) or its affiliates, relating to any matters which potentially involve commercially sensitive information, in order to prevent any unauthorised disclosure of such information.

- To anyone, subject to the disclosing party's written consent (granted in the form of a letter, fax or email message or duly signed minutes) or in situations where the information concerned has previously come into the public domain.

**Information Systems Security:** DESFA ensures the security of its information systems by applying state-of-the-art technologies (anti-virus, trojan, spam, spyware and hacking protection, backup procedures, user authentication through user names and passwords, hardware support by UPS and power generator etc.). It has a Management Organisation System in place ensuring the Security of Information Systems and an Information Systems Security Officer responsible for monitoring the security of information systems and recommending improvements.

### **We all have an obligation to**

- safeguard any Commercially Sensitive Information. Any files containing this type of information must be protected.
- disclose confidential information only to persons who need or have a right to gain knowledge of it;
- look out for any actions indicating a third-party's intention to collect information which could potentially impair DESFA's interests;
- comply with the confidentiality clause included in our employment contract;
- avoid any discussions or activities in relation to sensitive information in public spaces, where our discussions can be heard by third parties or may jeopardise the security of such information;
- all documents must be classified as per DESFA's operation guidelines.

**Q: I work for DESFA and a relative of mine was recently recruited by another natural gas operator. He/she has requested that we discuss the differences and similarities between the two corporations. What type of information am I allowed to disclose?**

**A:** You are not allowed to disclose confidential information to unauthorised parties (see Annex - Commercially Sensitive Information).

**Q: A former co-worker, who currently works for DEPA, asked me to disclose certain information relating to capacity reservation requests and natural gas delivery/acceptance information relating to a particular user. As we have a close personal relationship, I am considering providing the information requested. Is that a right thing to do?**

**A:** No. You are liable to safeguard the commercially sensitive information of all NNGS users and at the same time ensure DESFA's independence from any other natural gas operators. You must not jeopardise neither your career nor DESFA's future.

## Independence of DESFA SA

### Ensuring DESFA's administrative and operational independence from the VIU

DESFA SA is liable to maintain its independence from the VIU and any of the latter's affiliates engaging in the supply of natural gas.

DESFA makes decisions about its resources and the investments required for the operation, maintenance and development of the NNGS, independently of the VIU, as per the procedures laid down in its Articles of Association, in the Community legislation (Directive 09/73), in the Greek legislation (Articles 63B, 63C, 63D, 63E, 63F, 63G and 63I of Law 4001/2011 as in force), in the NNGS Management Code and in DESFA's Compliance Programme.

#### Administrative Independence

**Independent Management Bodies:** a) DESFA discloses to RAE the identity of all members of its Supervisory Board, its Board of Directors and any other collective bodies having decision-making powers, as well as the identity of any persons making decisions in relation to the daily operation of the NNGS, including any persons reporting directly to the latter for any matters relating to the operation, maintenance and development of the NNGS, and the powers and duties of those persons. Any change to the above information is also notified to RAE. The documentation supplied by the aforementioned persons includes a solemn declaration as per Law 1599/1986 certifying the originality of all documents and the accuracy of all information supplied. In case of forged or false documentation, the employment contract(s) of the person(s) involved is/are terminated, subject to any additional remedies to claim indemnification for any financial impairment sustained by DESFA as a result.

**Independence of DESFA staff:** The staff required for the efficient management of the NNGS, including the persons required to carry out corporate duties, are employed exclusively by DESFA. Such staff may not provide services to the VIU or to any party associated with the latter. This restriction arises from the statutory obligation that DESFA's staff must have no professional relations or obligations which could affect their judgement when making decisions or performing their duties, or lead to any form of discriminatory treatment against NNGS Users.

#### Operational Independence

DESFA takes all measures necessary to ensure that its transactions with the public create no confusion as to the fact that it is totally independent from the VIU or any other corporation engaging in the production, supply or distribution of natural gas. In particular, DESFA uses a logo which creates no confusion in this regard and is extremely careful with what is being posted on the website which links to the website of the VIU or of any other corporations engaging in the production, supply or distribution of natural gas.

DESFA collaborates with controllers who are totally independent from the VIU, for an audit of its accounting records and the issue of a tax compliance report. All relevant agreements include a confidentiality clause.

DESFA's Departments are accommodated in different locations from those of the VIU or VIU's Affiliates or any other natural gas corporations.

**Q. Can DESFA share the same equipment and security systems as the VIU?**

**A:** No. DESFA may not use the same consultants or contractors with the VIU or its Affiliates for its equipment or security systems, including the same facility security service providers. This is ensured by means of a special clause stipulated in the relevant agreements.

**Q: What is the supreme authority monitoring DESFA's independence?**

**A:** The supreme authority monitoring DESFA's independence is RAE. At RAE's request, DESFA is liable to submit the following information:

- Any information or documentation evidencing compliance with the independence obligation;
- Any commercial, accounting or financial information requested for the purpose of establishing DESFA's operational independence, subject to the applicable data protection limitations.

DESFA may not use the same consultants or contractors with the VIU or its Affiliates for its equipment or security systems, including the same facility security service providers. This is ensured by means of a special clause stipulated in the relevant agreements.

**Provision of service to the VIU or any party associated with it:** DESFA may provide services to the VIU, provided that this causes no discrimination against other NNGS Users and that the services concerned are offered to all Users under the same terms and conditions, without restricting, distorting or impairing competition.

All agreements entered between DESFA SA and the VIU or any of VIU's Affiliates are submitted to RAE for authorisation prior to signature and implementation, save for those concluded under the NNGS Management Code on the basis of RAE-authorised tariffs and model agreements.

DESFA applies all measures necessary to prevent overlapping subsidies in relation to any Affiliated Enterprises or in relation to the controlling shareholders of its shareholder or of any of its Affiliated Enterprises.

**Facilities and information systems segregation:** DESFA does not share any information systems (in terms of both hardware and software) with any department of the VIU nor collaborates with the same consultants or contractors in relation to its information systems. This is ensured by means of a special clause stipulated in the relevant agreements. Where this is not possible for objective reasons (e.g. where there is only one provider for a particular type of software), the relevant agreement includes only a confidentiality clause. Access to DESFA's information systems is granted only to DESFA's executives, through secure access codes which are regularly replaced, as well as to DESFA's external associates, but only for as long as they collaborate with DESFA and only in respect of the systems they need to access in order to perform their duties.

### We all have an obligation to

- help DESFA remain independent from the VIU or any of its affiliates engaging in the supply of natural gas;
- not engage in any form of employment or financial relations with the VIU or its affiliates, or with any other natural gas operators;
- ensure DESFA's administrative and operational independence.

**Q: If I notice that any part of the natural gas transmission pipe bears the VIU's logo, what I am supposed to do?**

**A:** You need to notify immediately the Department of Security, Management Systems and Compliance Programme and the Compliance Officer, in order to have the wrong indication promptly replaced by DESFA's logo. Such notification may be given under the notification procedure described in this Guide. DESFA's independence from the VIU and avoidance of any doubt in this regard are key in order for DESFA to preserve its EU certification as an independent Operator.

**Q: DESFA is using the same office applications package and the same consultants as the VIU. Does this constitute non-compliance?**

**A:** No, this does not constitute non-compliance and it is excluded from DESFA's obligation to segregate its information systems from those of the VIU, as there are objective reasons justifying such shared use (the software concerned is supplied by a single provider). In this case, the relevant agreements need only include a confidentiality clause.

## ■ Corporate Identity

Identity of a distinct, autonomous and operationally independent enterprise

DESFA is liable to **maintain** a corporate image which leaves no doubt as to its corporate identity, announcements, logos and facilities, and renders same clearly distinct from those of the VIU or any sector thereof.

In this context, DESFA applies proper procedures to ensure the distinctive display of its corporate logo in all of its advertisements and communications. DESFA's Public Relations and Corporate Communication Department is responsible for drafting and monitoring the implementation of a corporate identity and communications policy, laying down the basic principles that govern its corporate identity and communications with all natural gas market players and other third parties.

DESFA's management and staff are liable to comply with DESFA's corporate identity and communications policy in the performance of their duties and their dealings with third parties.

### We all have an obligation to

- safeguard DESFA's corporate identity as a distinct, autonomous and operationally independent enterprise.
- comply with DESFA's corporate identity policy.

**Q: I have noticed that the VIU's logo is displayed in certain areas of DESFA's facilities and/or on the uniforms of some of DESFA's technical staff. Is that right?**

**A:** No. DESFA must refrain from any actions which are potentially capable of creating confusion as to the distinctiveness of its identity, announcements, logos, information systems and facilities from those of the VIU or those of the VIU's affiliates. This means that DESFA is liable to ensure that its logo and trade name are distinctively displayed in all points of presence (facilities, vehicles, staff uniforms) and all communications with third parties and that they clearly represent a distinct, autonomous and operationally independent enterprise.

## Seeking Support and Guidance

### Proper conduct

This Guide provides guidance as to the professional conduct of DESFA's management and staff, with a view to enabling them to identify and handle effectively any matters arising in the context of their duties relating to non-discriminatory third-party access to the NNGS. Given that this Guide only provides general guidance as to how certain situations should be handled, DESFA's management and staff are liable to either consult their superiors or refer to DESFA's Compliance Officer.

Any persons holding high-ranking positions in DESFA (e.g. Operations Manager, Coordinating Director, Department Director, Head of Division etc.) bear additional responsibilities towards their inferiors and are liable to:

- demonstrate exemplary conduct at all times, in terms of compliance with the Compliance Programme and consult this Guide;
- take prompt action to remedy any non-compliance identified.

### We all have an obligation to

- consult our superiors if we have any doubts as to what is the right thing to do;
- offer assistance and guidance to our inferiors.

**Q: *What should I do if I am not certain about the legitimacy of a certain professional conduct?***

**A:** Ask yourself certain questions:

- Is my behaviour legitimate?
- Is it consistent with the Compliance Guide?
- Do I feel this is the right decision?
- What could happen if this went public?
- Would I be in trouble if this was adduced as evidence in the context of a legal procedure?

**Q: *As a management executive, do I have increased responsibilities? What am I liable to ensure in relation to my inferiors, as part of my duties?***

**A:** As part of your duties as a management executive, you have increased responsibility and are liable to ensure that your inferiors receive all guidance they need to avoid types of conduct which could form potential infringements of the Compliance Programme.

**Q: *If I am not satisfied with my superior's guidance or if I consider his/her advice non-consistent with this Guide, what am I supposed to do?***

**A:** You must refer to the Compliance Officer, who will handle the situation with all due secrecy.

## Non-Compliance Reporting Procedure

We encourage the staff to make any comments, remarks or notifications.

This is intended to ensure that the Compliance Officer or the Coordinating Director of the Department of Security, Management Systems and Compliance Programme gains knowledge of all non-compliance incidents relating to unethical or illegal conduct (e.g. conflicts of interest, disclosure of commercially sensitive information, discriminatory treatment of System Users, non-compliance with the Compliance Programme/DESFA Policies), and that the anonymity of the persons reporting those incidents is thoroughly protected.

As part of this policy, DESFA's staff and/or any third parties can report, anonymously or otherwise, any infringements relating to the above topics. All reports are strictly confidential.

It is noted that such information may not include sensitive personal information, such as, without limitation, information relating to a person's race, national origin, political convictions, religion, trade union activity, health, sexual orientation, criminal prosecutions or convictions.

The relevant reports may be submitted directly to the Compliance Officer, as an independent institutional body, in any of the following ways:

1. **e-reporting** (i.e. through DESFA's website: [www.desfa.gr](http://www.desfa.gr));
2. **By post** (Attn: Compliance Officer, DESFA SA 357-359, Mesogion Ave., Halandri, GR-152 31 (with the indication "Confidential"))
3. **By email:** [complianceofficer@desfa.gr](mailto:complianceofficer@desfa.gr)
4. **By fax:** 210 65 01 201

### We all have an obligation to

- avoid any conduct potentially infringing upon DESFA's business ethics;
- report any infringements as soon as they come to our knowledge, using any available notification method, as same are described above, and take promptly all steps necessary to remedy any such infringements.

**Q: What is the main purpose of reporting non-compliance incidents?**

**A:** The preservation of DESFA's certification as an ITO and the avoidance of sanctions on grounds of non-compliance.

**Q: Is there any tolerance in relation to infringements of the Compliance Programme?**

**A:** No. According to DESFA's corporate policy, all remedial action necessary must be promptly taken and all applicable sanctions must be imposed on DESFA's staff in case of an identified infringement.

**Q: May I be exposed to sanctions if I report an identified non-compliance incident?**

**A:** No. In any case, you may always report an infringement anonymously.

**Q: What should be done in case an infringement of the compliance requirements is identified?**

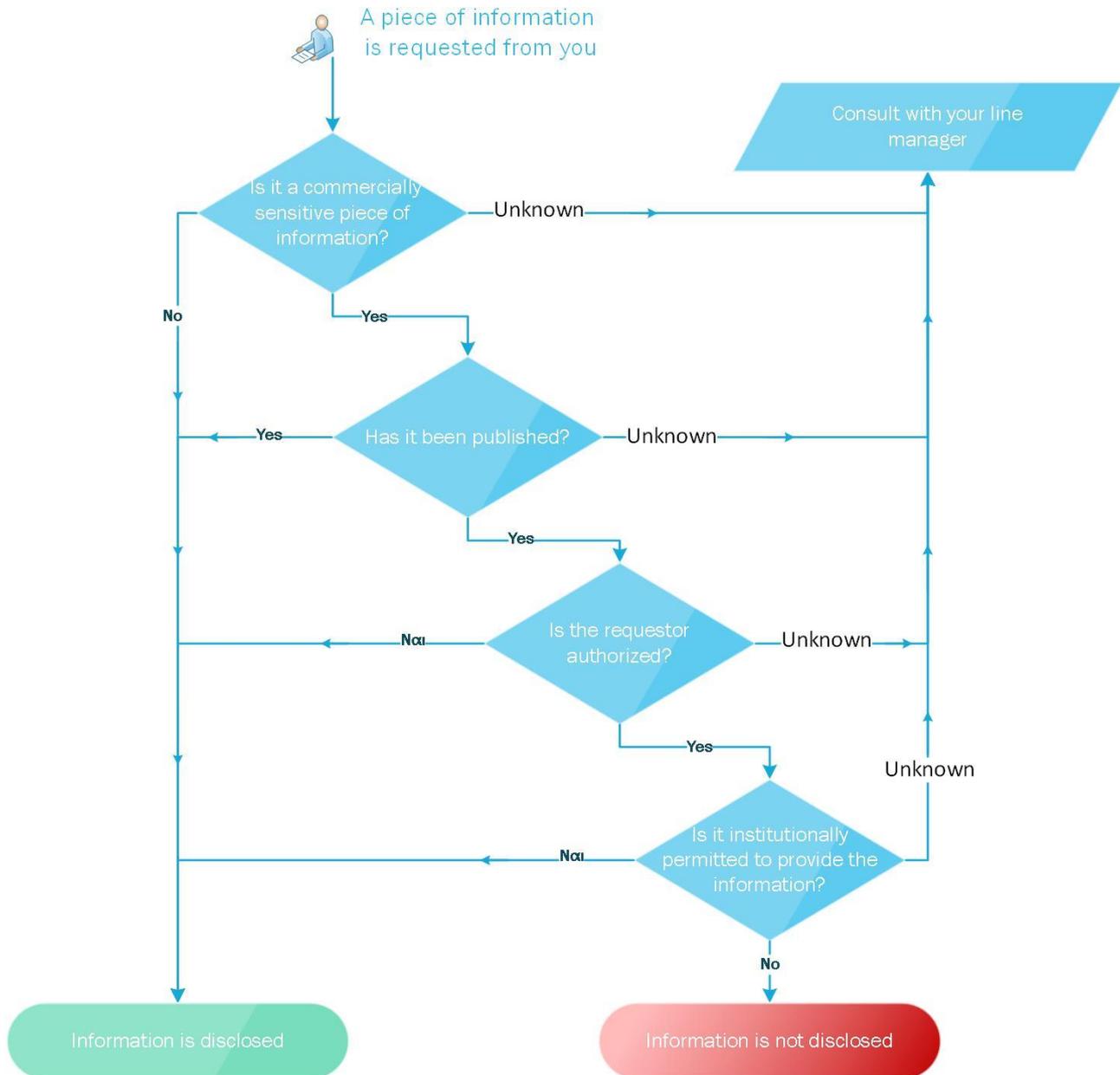
**A:** It is imperative that you report the infringement to your superior or to the Compliance Officer, to prevent the effects of such infringements.

## Annex - Commercially Sensitive Information

What type of information do I handle?

**Q: How can I know if certain information is commercially sensitive or whether I am allowed to disclose it?**

**A:** The diagram below is intended to guide employees in identifying commercially sensitive information and establishing whether they can disclose it, as part of their duties:



# Key Words

## Definitions

The Compliance Programme and this Compliance Guide rely on **four** principles, ("**IDEA**" acronym).

<b>Independence:</b>	<b>Data confidentiality:</b>	<b>Equal treatment of users:</b>	<b>Adoption of transparent procedures:</b>
DESFA is independent from the VIU to which it belongs or from any of the VIU's Affiliates.	DESFA is committed to not disclosing sensitive information which is supplied by Users as part of their accessing the Transmission System.	DESFA is committed to applying equal rules when evaluating NNGS access requests or granting NNGS access.	DESFA is committed to providing all Users with all information necessary to access the system, mainly through the Internet.

### A

**Affiliated Enterprise:** An enterprise affiliated to the Vertically Integrated Corporation is one that matches the definition of Article 42e(5) of Codified Law 2190/1920, as in force.

### C

**Compliance Programme:** A programme drafted and implemented by DESFA, laying down the measures to be adopted to prevent discriminations and ensuring the efficient monitoring of compliance therewith, in accordance with Directive 2009/73/EC.

**Competition Law:** A set of rules intended to protect competition against distortions and restrictions caused by business practices.

### D

**DESFA or Company:** Hellenic Gas Transmission System Operator SA

### E

**ENTSO:** The European Network of Transmission System Operators

### G

#### **Gas Transmission System**

**Operator SA:** Any individual or legal person engaging in Natural Gas transmission and being responsible for the operation, maintenance and development of the natural gas transmission system in any given area and for the system's interconnections

with other systems, as applicable, as well as for ensuring the system's long-term ability to meet reasonable demand in the transmission of natural gas.

### H

**Hellenic Natural Gas System:** The Transmission System, LNG Facilities, Storage Facilities and compressed Natural Gas delivery facilities, including all relevant equipment and inspection facilities.

### L

**LNG Facility:** The terminal used for natural gas liquefaction purposes or for the import, unloading and re-gasification of Liquefied Natural Gas, including any auxiliary installations and temporary storage facilities required for re-gasification purposes and for the supply of the natural gas transmission system.

### N

**NNGS:** The Hellenic Natural Gas System.

### R

**RAE:** The Regulatory Authority for Energy.

### S

**System User:** An individual or legal person entitled to enter into agreements regarding use of the Natural Gas System.

### V

**VIU:** Vertically Integrated Undertaking: a natural gas corporation or group where the same person(s) exercise direct or indirect control, engages essentially in the transmission / distribution / LNG or storage operations (at least one of these operations) and in the production or supply of natural gas.

*Any terms not defined herein shall have the meaning ascribed to them in Article 2 (Definitions) of Law 4001/2011, as in force, and in the NNGS Management Code, as in force.*