

Business Separation Compliance Annual Report

April 2025 – March 2026

1. Introduction

SP Transmission plc, SP Distribution plc and SP Manweb plc are the licence holding companies ('the Licence Holders') within the regulated business of the ScottishPower Group known as SP Energy Networks. Each of these companies has a board of directors consisting of individuals who are separate and independent from the liberalised business of the ScottishPower group. SP ENW is managed separately with its own business separation compliance programme.

SP Transmission plc's licence and the distribution licences of SP Distribution plc and SP Manweb plc (the Licence Holders) contain specific confidentiality and business separation provisions. These include a requirement to submit a Compliance Statement for approval by the Gas and Electricity Markets Authority setting out the procedures whereby the licensee will ensure compliance with the relevant business separation licence requirements. An annual compliance report to the Gas and Electricity Markets Authority is also required. This report describes the measures put in place by each of the Licence Holders to meet business separation requirements in the period April 2025 to March 2026.

During 2025/2026 an iDNO licence was issued by Ofgem to Sphere Energy Connect (Sphere). This company is separately owned by Scottish Power UK plc. There are business separation measures in place with Sphere akin to those with the liberated businesses as set out below. The ScottishPower Policy on Business Separation was updated during the year to reflect this.¹

ScottishPower Group has clear business separation of the regulated businesses, from liberalised activities. There are three holding companies:

Liberalised holding companies:

- ScottishPower Renewable Energy Limited ("SPRHL").
- ScottishPower Retail Holdings Limited ("SPERHL"); and

Networks holding company:

- ScottishPower Energy Networks Holdings Limited ("SPENHL").

SPENHL non-independent members of the Board of Directors comprise the Director of the Networks Business of the Iberdrola group, SPEN's Chief Executive Officer, responsible for the effective day to day operation of the three regulated networks businesses within the ScottishPower group, and other directors. One new director was appointed to the SPENHL board

¹ [SP Policy on Business Separation](#)

in the period between April 2025 and March 2026. In addition, two non-executive independent directors sit on the board of SPENHL and the boards of the Licence Holders. They provide independent scrutiny of the financial ring-fencing obligations for each Licence Holder, governance, performance, and strategic direction of the regulated business.

The above licences also state that each Licence Holder must appoint a Business Separation Compliance Officer to advise it on business separation compliance and to monitor procedures in place to meet these requirements. PwC is the appointed Business Separation Compliance Officer, who conducted audit activities during the year and any improvements they note are reported to the SPENHL Audit & Compliance Committee for action.

2. Measures adopted in accordance with the SP Energy Networks Business Separation Statement of Compliance

2.1. Managerial Separation

SPENHL is responsible for the Licence Holders and for the effective management and day to day operation of the regulated network business within the ScottishPower group.

The Distribution & Transmission Businesses in the ScottishPower group are managerially and operationally separate from the rest of the ScottishPower group, reporting to a SPEN Chief Executive Officer. SP Distribution plc and SP Transmission plc respectively hold the distribution and transmission assets and licences for Central and Southern Scotland. SP Manweb plc holds the distribution licence for Merseyside and North Wales.

The ScottishPower corporate office supports the divisional directors in discharging their responsibilities to shareholders including their legal obligations but has no role in managing the day-to-day operation of the businesses within the group. All cross business working groups need to have a terms of reference which references the need to comply with Business Separation.

The job descriptions for SPENHL Directors include compliance with the Business Separation licence requirement and SPEN Directors' compliance with Business Separation requirements is factored into overall leadership requirements as part of the Senior Leadership performance assessment.

2.2. Responsibility and Monitoring

A Director of SPENHL has overall responsibility for compliance requirements within the relevant licences. A Compliance Manager within the Network Planning and Regulation Department ("the Compliance Manager") has responsibility for the day-to-day management of business separation compliance. The Compliance Manager has well established monitoring processes and communicates regularly with the Business Separation Compliance Officer to discuss any issues arising. We are confident that our monitoring is effective and is supported by the strong regulatory culture that exists within SPENHL.

2.3. Branding

SP Distribution plc and SP Manweb plc are required to maintain a distribution brand that is distinct from the brand used by an affiliated supplier. Our approved brand is currently “SP Energy Networks” which was implemented in 2008.

2.4. IT Systems and protection of confidential information

All staff are required to respect confidential information. A Compliance Code of Conduct is established that is communicated to all SPENHL staff, which sets out the licence restrictions on the transfer of confidential information. Information that is of a corporate nature, as agreed with Ofgem, is shared with other businesses within the ScottishPower group as required.

Where there are systems shared with other businesses in the group, access arrangements are in place to ensure that confidential data is not available to any other group company outside of SPENHL. There is a ‘IT System Roll out Business Separation Assessment’ form to ensure SPENHL regulatory requirements are considered during all system rollouts.

There is an established process led by our People & Organisation (P&O) department to remove IT access for staff leaving the organisation. A separate process for the removal of system access when SPENHL employees transfer to another group company is driven by line managers with support from Group IT and a further system access removal control exists whereby line managers raise an IT request to wipe data from the employee’s device, the device is manually wiped by IT.

2.5. Staff Movements

Staff transfer guidelines are embedded in the P&O process within SPENHL. In the event of a member of staff transferring from the SPENHL group to another group business, their Line Manager is required to inform the Compliance Manager. An assessment is completed of their current duties and access to information to determine if a period of quarantine is required and its necessary duration. A documented procedure is in place for these assessments which are completed prior to any transfer taking place. Additional controls are in place via P&O reporting and monitoring of staff movements.

Within SPENHL, quarantine arrangements were applied in two (2) cases during 2025/26 in accordance with licence requirements.

2.6. Shared Sites

Some sites are shared by the ScottishPower group. In all cases SPENHL staff are physically segregated from other ScottishPower group business staff with appropriate access controls and restrictions in place. An electronic security tag system is in place and access privileges are controlled and monitored via a secure database. Access requests are only processed following appropriate authorisation from the Compliance Manager. Dedicated Security staff are responsible for the management and update of the database and the processing of access requests.

Only SPENHL staff can access the four (4) floors in our Glasgow head office dedicated to SPENHL. This also applies to the one (1) dedicated SPEN floor in Aspect House, Blantyre. There is an approval process, involving the Compliance Manager, to consider all access requests to SPEN

floors. ScottishPower operates a hybrid working model and as such there is a reduced the number of staff in the office at any one time.

2.7. Non-discrimination requirements

The distribution licence requires us to provide certain metering and data services in a non-discriminatory way. It also requires us not to discriminate in carrying out connections, in providing for modifications to or retention of existing connections. Our business separation licence conditions require us to report on compliance with these obligations in so far as they concern our relations with affiliated suppliers.

Compliance with these provisions is ensured by SP Distribution plc and SP Manweb plc by the following measures:

1) Use of standard agreements and terms

Provision of legacy metering equipment and data services is governed by charges applicable to all suppliers as set out in the charging statement required under Condition 36 of our distribution licence. Dataserve UK previously provided data services on behalf of SPENHL under the terms of a Service Level Agreement. SPENHL has initiated a project to transition these data services in-house, in the interim SPERLHL continues to deliver the services under the existing arrangements until the transition is complete. In the case of connections, our charging statements issued under Condition 14 of the distribution licence, set out the bases for charging for “licensed” connections, and for non-contestable work in the case of connections to be adopted from a third party. In both cases, we employ connection agreements that apply equally to all parties (for larger sites, site-specific connection agreements are used). These are subject to the provisions of the Distribution Connection and Use of System Agreement.

2) Training

All staff dealing with third parties seeking use of system, connection or metering services or changes to these, are subject to training to ensure that they behave in a non-discriminatory manner and that they are aware of the importance of observing business separation compliance.

2.8. Non cross-subsidy

We are also required to report on our compliance with the licence obligation not to cross-subsidise or receive a cross-subsidy from any other business of the Licence Holders, or an affiliate, or related undertaking.

Our compliance with this obligation is underpinned by means of arm’s length trading with other parts of the ScottishPower group. Provision of services by SP Distribution plc and SP Manweb plc, including use of system, to other companies in the group takes place under standard terms and charging methodology that apply equally to third parties.

2.9. Transmission

The business separation requirements in SP Transmission plc’s licence are broadly similar to those applicable to distribution licensees. There is a prohibition on the licence holder from disclosing or authorising access to information relating to or deriving from the management or operation of the transmission business. There is also a requirement for the full managerial and operational independence of the transmission business from other businesses and the appointment of a Managing Director of Transmission. There is provision for the appointment of a Business

Separation Compliance Officer as noted above and reporting requirements relating to business separation.

Ofgem has granted a derogation which permits the joint management and operation of Scottish Power's distribution and transmission businesses. The compliance measures described above in relation to distribution, such as awareness training for staff, and compliance procedures for access and staff transfers apply to the transmission business also.

In accordance with the requirements of Special Licence Condition 9.16 of the SP Transmission licence, during 2025 a report relating to the resources for operating the transmission business was issued by the Managing Director of Transmission and is available on the website https://www.spenergynetworks.co.uk/pages/other_reports.aspx

During 2012 SP Transmission was granted a derogation against the full unbundling requirements of the Electricity Directive 2009/72 under the provisions of section 9(9) of the Directive. SP Transmission Directors are required to certify annually to Ofgem that no changes have taken place that breaches the eligibility requirements for this derogation. A certificate to this effect was submitted to Ofgem in July 2025 and will be resubmitted in July 2026.

3. Staff Training and Awareness

The Iberdrola Code of Ethics applies to all ScottishPower group staff and is published on the Company and Divisional intranet. The ScottishPower Policy on Business Separation is also available to all staff and was updated in early 2026.

During 2025/26 there have been communications on the key requirements of business separation compliance to all SPENHL staff.

All new SPENHL employees are given an induction to business separation obligations via their Line Manager and through completion of the Compliance and Ethics training course, which includes business separation obligations. All SPENHL new starts are invited to a Compliance Induction Training session which is delivered by the SPEN Business Compliance Officer, which covers business separation obligations.

A Business Separation online training course is available to all ScottishPower Group staff, and this training course is mandatory for all SPENHL employees.

4. Complaints or Representations

No formal complaints regarding potential breaches of our business separation requirements have been received during the year and this reflects positively on the effectiveness of our monitoring procedures and staff awareness programmes.

5. Further Information (Compliance Manager Activities)

The Compliance Manager adopts a risk-based approach, concentrating on the areas with the greatest potential impact on business separation compliance. A summary of activities completed by the Compliance Manager's team during the period covered by this report are set out below.

Key Activities	Key Controls	Work completed during 2025/26
Managerial Separation	- Managerial Separation is embedded into our structure and the way we do business with service providers within the ScottishPower Group. - Director job descriptions call out Business Separation and SPEN Director's compliance with Business Separation requirements is factored into overall leadership performance assessments. - Formal arrangements for any cross-business forums.	- Communications issued to SPENHL staff regarding Business Separation requirements. - Reviewed Terms of Reference for new cross-business working groups to ensure compliance.
Physical Separation	- Physical separation through security access controls. - Regular communication to staff regarding Business Separation requirements.	- Approval process for all access requests is in place. - Communication issued to SPENHL employees reminding them of their obligations around physical separation. - A review of all special access provided to non-SPEN staff (eg corporate support services)
IT Systems, Processes & Procedures	- Regular communication to staff regarding Business Separation requirements. - IT access controls. - Ongoing review of user access. - IT driven cleaning of laptop process for staff transfers from SPENHL to other parts of the ScottishPower Group.	Advice provided on IT access removal for all transferring staff.
Staff Transfers	Regular communication to staff regarding Business Separation requirements.	Staff Transfer process within SPENHL continues to be in

	• Proactive notification to Compliance Manager of Staff transfers. • Monthly Human Resource report on Staff movement/ transfers. • Automated email alerts from P&O team notifying of staff transfers. • P&O team utilise recruitment checklist for staff moving between ScottishPower Group businesses to remind managers of business separation obligations. • Staff transfer risk assessment completed for all staff transfers. • Quarantine Controls, as appropriate.	place to review transfers within 2025/26 • Business Separation communications issued to SPENHL employees reminding of the transfer process. • Logs maintained of all transfers and general enquiries.
Staff Training and Awareness	• Regular communication to staff regarding Business Separation requirements. • Online training course on Business Separation available to all ScottishPower Group staff, the course is mandatory for all SPENHL employees and needs to be completed annually. • ScottishPower Group Compliance Unit Conduct Code of Ethics training to all new staff joining ScottishPower, includes section on Business Separation.	• Escalation process used to maintain 100% completion rate during 2025/26 of new start training on Business Separation by line managers. • Business Separation communications issued to SPENHL employee reminding them of the core requirements of business separation.

6. Contacts

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