



BUSINESS SEPARATION
COMPLIANCE
Annual Report

April 2017 – March 2018

SP Transmission Plc.

SP Distribution Plc.

SP Manweb Plc.

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 Scottish Power group. Each of these companies has a board of directors consisting of individuals who are separate and independent from the liberalised business of the Scottish Power group.

SP Transmission plc's licence and the distribution licences of SP Distribution plc and SP Manweb plc ("the licencees") 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 (Ofgem) 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 2017 to March 2018.

In 2010, the Licence holders were involved in work to restructure the companies within the Scottish Power group with the aim of promoting a stronger governance environment and very clear business separation of the regulated businesses of the ScottishPower Group, from liberalised activities. In particular, this involved the establishment of three new holding companies:

- ScottishPower Renewable Energy Limited ("SPERL");
- ScottishPower Generation Holdings Limited ("SPGHL"); and
- ScottishPower Energy Networks Holdings Limited ("SPENHL").

This new legal structure took effect from July 2011 (except for the holding company for Renewables Generation which took effect from January 2012).

The non-independent members of the Board of Directors of Scottish Power Energy Networks Holdings Limited are responsible for the effective day to day operation of the regulated networks businesses within the Scottish Power group and consist of directors who have no relationship within the liberalised business. In addition, two non-executive independent directors sit on the board of Scottish Power Energy Networks Holdings Limited 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. This reinforces the very clear business separation of the networks business from liberalised activities.

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. Brian Galloway, the Chief Compliance Officer of ScottishPower, is the current Business Separation Compliance Officer.

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

2.1 Managerial Separation

The Supply and Distribution & Transmission Businesses in the Scottish Power group are managerially and operationally separate, reporting to different Directors. The Utilities Act 2000 required companies to create separate legal entities for their electricity distribution and supply businesses. 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. As earlier indicated in paragraph 1, the restructure within the Scottish Power Group had the main objective of protecting the integrity of its assets and avoiding the contamination of risks and responsibilities between its businesses.

Scottish Power Energy Networks Holdings Limited is responsible for the Licence Holders and for the effective management and day to day operation of the regulated business within the Scottish Power group. SP Power Systems Ltd was a wholly owned subsidiary of Scottish Power Energy Networks Holding Limited managing and operating the network assets on behalf of the Licence Holders. From 1 January 2018, the role of Power Systems changed and it now provides a narrower range of asset management support services as opposed to being an internal contractor delivering work programmes.

The Scottish Power 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.

This is the second year of the annual certification programme, aimed at directors and senior management across the wider Scottish Power group. This requires them to attest to awareness of and compliance with the business separation licence obligations, as applicable to their business area and responsibility.

The programme has been successful in reinforcing awareness and in demonstrating a strong commitment to compliance across the Scottish Power group. This has now been extended to 87 Directors and senior managers from 75 in the previous year.

2.2 Responsibility and Monitoring

The Network Planning & Regulation Director of SP Energy Networks Holdings Limited 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. Susan Bradshaw, Licence Development & Assurance Manager is our current Compliance Manager. The Compliance Manager has established monitoring processes and communicates regularly with the Business Separation Compliance Officer to discuss any issues arising. We are confident that the monitoring has been effective and is supported by the strong regulatory culture that exists within the Scottish Power Energy Networks Holdings Limited businesses.

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 has been established that is communicated to all Energy Networks 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 Scottish Power 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 the Scottish Power Energy Networks Holdings Limited group. In our 2016/17 business separation report we noted enhanced monitoring which strengthened the control environment. During 2017/18 this was extended further by the Business Separation Compliance Officer in conjunction with the Liberalised Compliance Team, which confirmed there has been no inappropriate access to systems.

Whilst no material issues were identified, some aspects were noted that would improve controls such as the documenting of processes for system access; training and general monitoring and reporting.

2.5 Staff Movements

Staff transfer guidelines are embedded in the Human Resource process within Scottish Power Energy Networks Holdings Limited. Where deemed appropriate, members of staff transferring from the Scottish Power Energy Networks Holdings Limited group are subject to an assessment by the Compliance Manager and their Line Manager with respect to their current duties and information which they have access to as detailed in the staff transfer guidelines. The process involves monthly updates on staff movements from Human Resources. Upon identification of any relevant staff transfers an assessment of the individual's access to confidential information is completed to determine whether a period of quarantine is required. A decision about the duration, if any, of a period of quarantine is made following consultation with the Business Separation Compliance Officer. The procedure is in place for an assessment to be carried out prior to a transfer of this kind taking place.

Within Scottish Power Energy Networks Holdings Limited group, quarantine arrangements were applied in six cases in accordance with licence requirements during the period.

During 2017/18 the Iberdrola Engineering & Construction (IEC) business was integrated into SP Energy Networks as part of a natural evolution of the services provided. Since IEC was formed in 2009 in the UK, it has worked hard to create an engineering and construction capability that allows effective deployment of a multi contract delivery model on major projects. It makes good sense that this capability should be transferred to the asset owning organisations. IEC Networks staff were integrated into SP Energy

Networks between August 2017 to January 2018 after a full assessment to ensure Business Separation obligations were followed. This organisational change is now complete.

2.6 Shared Sites

Some ScottishPower group sites are shared between supply and distribution. In all cases Scottish Power Energy Networks Holdings Limited staff are physically segregated from other Scottish Power 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. Dedicated 'Security Access Control' staff are responsible for the management and update of the database and the processing of access requests. Access requests are only processed following appropriate authorisation.

During the period of this report, the main focus was the new Scottish Power head office premises which are shared by regulated and non-regulated businesses. Controls have been established to ensure there is strict separation between floors. Only SP Energy Networks staff can access the two floors dedicated to SP Energy Networks and additional approval processes have been put in place to review and approve/ reject every access request as relevant.

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 retentions 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 or gas shippers.

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 provides this service on behalf of Scottish Power Energy Networks Holdings Limited under the terms of a Service Level Agreement which is monitored and reviewed by a contract manager within Scottish Power Energy Networks Holdings Limited.

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 and audit

Managers and staff dealing with third parties seeking use of system, connection or metering services or changes to these are subject to the training and awareness regime described earlier in order 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 Scottish Power 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 to any person engaged in any other electricity 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 staff transfers are applied to the transmission business also.

In accordance with the requirements of Special Licence Condition I of SP Transmission's licence, during 2017 a report relating to the resources for operating the transmission business was issued by the Managing Director of Transmission and is available on the SP Energy Networks website (SPEnergyNetworks.co.uk).

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 2017.

3. Staff Training and Awareness

A number of actions have been put in place to reinforce awareness of the importance of maintaining confidentiality of information and non-discrimination between suppliers and generators. A Compliance Code of Conduct applies to all Scottish Power Energy Networks Holdings Limited staff and is published on the divisional intranet. During 2016/17 all Scottish Power Energy Networks Holdings Limited staff, and other key departments across Scottish Power, have received regular business communications on the key requirements of business separation compliance. An on-line Code of Ethics training course, which includes business separation obligations, was launched in April 2017 for all employees. In addition there has been wider training on ethics and compliance which has included specifics on Business Separation, targeted at the senior leadership group and middle management. A new Employee Compliance booklet was issued to the home of each employee in summer 2017, which included Business Separation obligations.

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

Compliance Activity Programme - Summary 2017/18

Key Activities	Key Controls	Work carried out during 2017/18
Physical Separation	<ul style="list-style-type: none"> Regular communication to staff regarding Business Separation requirements Physical separation through security access controls IT access controls 	The main focus in 2017/18 was the new GHQ premises. Sample reviews were carried out to confirm ongoing compliance with licence requirements which included testing the operation of the electronic security access systems and establishing new approval processes for office access.
Staff Transfers	<ul style="list-style-type: none"> Regular communication to staff regarding Business Separation requirements Proactive notification to Compliance Manager of Staff movement/ transfers Monthly Human Resource report on Staff movement/ transfers Staff transfer risk assessment Quarantine Controls, as appropriate 	Staff Transfer guidelines are fully embedded into the Human Resources process within SP Energy Networks. We reviewed all movers, transfers and leavers within 2017/18 and all necessary risk assessments were completed and retained.
IT Systems, Processes & Procedures	<ul style="list-style-type: none"> Regular communication to staff regarding Business Separation requirements IT access controls Ongoing review of user access 	The Compliance Officer has reviewed the controls in place for our shared IT systems and supported improvements that have been implemented.
Staff Training and Awareness	<ul style="list-style-type: none"> Regular communication to staff regarding Business Separation requirements 	Communications to staff have been improved this year to further reinforce the Business Separation message including an Employee Compliance booklet for all staff
Managerial	<ul style="list-style-type: none"> Regular communication to 	Managerial Separation is embedded into the

Separation	<p>staff regarding Business Separation requirements</p> <ul style="list-style-type: none"> • Service Level Agreements with service providers within the Scottish Power group 	<p>way we do business with service providers within the Scottish Power group. Contract Management meetings continue.</p>
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CONTACTS

Network Planning & Regulation Director, SP Energy Networks

Scott Mathieson

SP Energy Networks

SP House

320 St Vincent Street

Glasgow, G2 5AD

Compliance Manager, SP Energy Networks

Susan Bradshaw

SP Energy Networks

SP House

320 St Vincent Street

Glasgow, G2 5AD

Tel. 0141 614 1954