

Regulations for Employees of Grid Operator Classified as a Group under Section 2:24b of the Dutch Civil Code

(including obligation to maintain confidentiality)

Considering:

that Stedin Netbeheer B.V. is part of a group as referred to in Section 2:24b of the Dutch Civil Code, it is, therefore, on the basis of Section 11b, paragraph 2 of the Electricity Act 1998 and Section 3c, paragraph 2 of the Gas Act, obliged to establish regulations that include rules aimed at preventing discrimination in the performance of its duties and powers under the Electricity Act and the Gas Act.

Section 1 Definitions

Energy:	electricity and/or gas;
Employee(s):	person or persons providing services for Stedin. This relates to persons who: <ul style="list-style-type: none">- have entered into an employment contract with Stedin;- on the basis of a secondment arrangement with Stedin or another company in the Network Group or otherwise, have entered into an employment contract with another company in the Network Group, which directly or indirectly carries out activities for Stedin under a service agreement;- carry out activities for Stedin under a hiring agreement with a third party;- are self-employed and carry out activities for Stedin under a contract agreement.
Stedin:	Stedin Netbeheer B.V., a grid operator as referred to in Section 1:1k of the Electricity Act 1998 and Section 1:1e of the Gas Act.
Network Group:	all companies and other legal entities with which Stedin forms a group as referred to in Section 2:24b of the Dutch Civil Code.
Regulations:	Regulations for Employees of Grid Operator Classified as a Group under Section 2:24b of the Dutch Civil Code.
Third Parties:	Any company or person other than Stedin, Employees and the other businesses in the Network Group, insofar as these businesses carry out services for Stedin on the basis of a service agreement.

Section 2 Purpose and status

- 1 The purpose of the Regulations is to establish rules regarding the conduct of Employees (see Section 1 Definitions), which are intended in particular to prevent discrimination that may result in preferential treatment of one or more specific parties in the energy sector, from taking place in the performance of the grid operator's tasks and powers referred to in the Electricity Act 1998 and the Gas Act.

- 2 The Regulations are used for the implementation of the provisions in Section 11b of the Electricity Act 1998 and Section 3c of the Gas Act and supplement the rules and regulations applicable to Stedin under Dutch law or Stedin's articles of association.
- 3 The Regulations were adopted by the board of management of Stedin for the first time on 1 December 2005 and amended most recently on 1 February 2017.
- 4 If one of the provisions of these Regulations is not or no longer valid, this will not affect the validity of the other provisions. The board of management will have the invalid provisions replaced by valid provisions that, given their content and scope, will have an effect that will equal that of the invalid provisions as much as possible.
- 5 The Regulations were published for the first time on 9 December 2005 and most recently on 1 February 2017 in/on Stedin Plaza (the intranet site for the Network Group).

Section 3 Scope

- 1 The provisions in these Regulations concern the conduct and activities of Employees.
- 2 The Regulations are part of the employment agreement between Stedin or another company in the Network Group and its Employees.
- 3 Employees who provide services for Stedin but do not have an employment contract with Stedin or any other company in the Network Group are also bound by the obligations in these Regulations.
- 4 Upon appointment, placement, hiring or contracting, the Employee concerned will sign the declaration relating to the commitment to respect these Regulations, on or before the day that his activities for Stedin commence. The declaration is attached to these Regulations as **Annex 1** (Annex 1a for Employees who are not self-employed and Annex 1b for self-employed persons).
- 5 The declaration referred to in the previous paragraph also includes the commitment to respect the content of the Regulations even after termination of the employment contract, the service agreement or the hiring agreement (with a third party).

Section 4 Discriminatory conduct prohibited

- 1 In the performance of duties and powers for Stedin, discriminatory conduct of an Employee that may result in preferential treatment of one or more companies connected to Stedin in the Network Group is not allowed. This means that the Employee may, under no circumstances, treat companies belonging to the Network Group differently from the competitors of those companies, which do not belong to the Network Group.

- 2 The prohibition in paragraph 1 applies for, but is not limited to, the activities referred to in Sections 17, 17a, 18 and 79 of the Electricity Act 1998 and/or Sections 10b, 10d and 37 of the Gas Act.

Section 5 Confidentiality

- 1 The Employee is prohibited from disclosing matters and information to Third Parties without Stedin's consent or to disclose matters and data known to him by virtue of his activities for Stedin which he knows or should reasonably suspect to be confidential, to be referred to as "Confidential Information"; the aforementioned consent of Stedin is considered to have been granted if and to the extent that such information is provided to another Employee, for whom it is necessary to have this information for the purpose of carrying out his work for Stedin.
- 2 In particular, confidentiality also concerns the provision of data relating to customers of Stedin to Third Parties, also in particular including the other companies belonging to the Network Group.
- 3 Confidential Information is understood to be: all customer and/or Stedin information, knowledge or data provided or obtained in writing, electronically, orally or by other means. The information, knowledge and data referred to, include but are not limited to: metering data, aggregated metering data, such as consumption and other purchases, tax and production details, customer details and information that is considered to be commercially sensitive, such as sales figures, transport capacity, costs and finances, which are not public.
- 4 The Employee may use the Confidential Information solely to carry out the work for Stedin assigned to him and will not make and retain any more copies of the Confidential Information, on any data medium, than is necessary for efficient processing and completion of such work.
- 5 Paragraphs 1 to 4 of this Section do not apply if the Employee is required to disclose information under a legal stipulation.

Section 6 Assessment of prohibited conduct or actions

- 1 The management board of Stedin or other Network Group company for which an Employee carries out work on behalf of Stedin will assess to what extent the conduct or action of the Employee concerned violates Sections 4 and/or 5.
- 2 In case of doubt as to whether a particular intended conduct and/or a particular intended act can be considered to be in violation of Articles 4 and/or 5, the Employee must consult the management board as referred to in paragraph 1. The management board will then decide whether or not the conduct or act will be carried out.

- 3 The previous paragraphs do not alter the fact that it is the duty of all Employees to report immediately any detected violations of the Regulations to the management board referred to in paragraph 1.
- 4 The management board referred to in paragraphs 1, 2 and 3 must document its findings in an assessable manner and report them to the Stedin management board at least once a year. The latter management board also monitors compliance with the Regulations in general.

Section 7 Sanctions

- 1 Violation of the prohibition referred to in Articles 4 and/or 5 by an Employee of Stedin or any other Network Group company, may result in the sanctions under labour law referred to in the employment contract between Stedin or other Network Group company and the Employee.
- 2 Violation of the prohibition referred to in Articles 4 and/or 5 by an Employee who is not employed by Stedin, may result in the sanctions referred to in the agreement or agreements on the basis of which this Employee carries out activities for Stedin.

Section 8 Objection/Appeal

- 1 An objection or appeal referred to in the employment contract between Stedin or other Network Group company and the Employee, may be lodged regarding a sanction referred to in Section 7:1.
- 2 Sanctions referred to in Section 7:2 are subject to the dispute settlement arrangement referred to in the agreement concluded between Stedin or other Network Group company and the third party or Employee concerned.

Section 9 Amendment of the Regulations

Stedin is authorised to amend the Regulations. The Employees will be informed of this.

Section 10 Entry into force

1. De Regulations came into effect on 1 January 2006 and were amended on 1 January 2008, 1 July 2008, 1 January 2010 and 1 February 2017.
2. Any Employee who entered into an employment contract with Stedin (formerly called ENECO NetBeheer B.V. and Stedin B.V.) or any other Network Group company before the effective date referred to in paragraph 1, is bound by these Regulations following written notification to this effect from Stedin, unless he/she expressly and in writing declares to object to this.

3. Any Employee who **did not** enter into an employment contract with Stedin or any other company of the Network Group before 1 January 2006, shall sign a declaration indicating that he agrees to respect the content of the Regulations as soon as possible after 1 January 2006. Section 3:5 applies to this declaration accordingly.

4. These Regulations may be referred to as 'Regulations for Employees of Grid Operator Classified as a Group under Section 2:24b of the Dutch Civil Code'.

Explanation for Employee

These Regulations are intended to make employees working for grid operator Stedin aware of a number of legal obligations relating to the careful treatment of information that may come to the attention of the employee in the performance of his work.

This concerns, in particular, the prevention of prohibited competition-restricting actions. This includes actions that may result in preferential treatment of other companies within the Network Group, such as Joulz Diensten B.V., Joulz Infradiensten B.V., Joulz Meetbedrijf B.V., Joulz Energy Solutions B.V. and CityTec B.V., over other market parties that are competitors of these companies.

Examples of such actions include providing customer data to Joulz Infradiensten B.V. or purchasing services from Joulz Energy Solutions B.V. at below market-rate prices. The law requires grid operators such as Stedin to draw up regulations to make it clear to parties carrying out work for the grid operator what rules they must comply with. The rules concerned relate to preventing intentional or unintentional preferential treatment of other companies within the Network Group over their competitors. The law also requires that the grid operator must monitor itself to ensure that the rules are observed properly.

In addition, an employee who has or is given access to Confidential Information for the performance of his duties, including data that may provide a commercial advantage, must also exercise utmost restraint in making this data available to others. This restraint has general validity. Therefore, the obligation to maintain confidentiality in this respect is also included in the Regulations.

If the legal obligations are not complied with properly, the Authority for Consumers and Markets may impose sanctions on the grid operator. These sanctions may include a warning letter, a binding directive, a fine for millions of Euros, or the withdrawal of the grid operator status.

By signing a declaration, the employee declares that he will act in accordance with requirements of the regulations and will, thus, treat company-sensitive and other information with care.

Declaration 1a: for non-self-employed Employees

With regard to the:

Regulations for Employees of Grid Operator Classified as a Group under Section 2:24b of the Dutch Civil Code (reference ENB/JYM/20170201, date 01/02/2017)

Name (initials + last name) ,
 employed by , and
 carrying out work for Stedin Netbeheer B.V. in the capacity of

declares:

- a. to be aware of the content of the Regulations for Employees of Grid Operator Classified as a Group under Section 2:24b of the Dutch Civil Code (reference ENB/JYM/20170201, date 01/02/2017)', referred to as: the Regulations;
- b. to be aware of the fact that he/she is an Employee within the meaning of the Regulations;
- c. that he/she will behave in accordance with the Regulations and will respect their content.

Thus drawn up and signed in duplicate,
 in
 on20....

.....
 (signature)

Declaration 1b: for self-employed persons

With regard to the:

Regulations for Employees of Grid Operator Classified as a Group under Section 2:24b of the Dutch Civil Code (reference ENB/JYM/20170201, date 01/02/2017)

Name (initials + last name) ,
carrying out activities for Stedin Netbeheer B.V. as a self-employed person under a contract agreement,

declares:

- a. to be aware of the content of the Regulations for Employees of Grid Operator Classified as a Group under Section 2:24b of the Dutch Civil Code (reference ENB/JYM/20170201, date 01/02/2017)', referred to as: the Regulations;
- b. to be aware of the fact that he/she is an Employee within the meaning of the Regulations;
- c. that he/she will behave in accordance with the Regulations and will respect its content.

Thus drawn up and signed in duplicate,

in
on20....

.....
(signature)