

**United Energy
| 2019 Ring-fencing
compliance report
| April 2020**

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1 Introduction

1.1 Background

On 30 November 2016, the Australian Energy Regulator (**AER**) released its Electricity Distribution Ring Fencing Guideline (**Guideline**) as made under clause 6.17.2 of the National Electricity Rules (**NER**). The Guideline commenced on 1 December 2016 and incorporates amendments made from time to time.

On 17 October 2017, the AER released a final amended Ring-fencing Guideline (version 2) and accompanying Explanatory Statement against which compliance has been assessed by United Energy. Under clause 6.17.1 of the NER, the Guideline is binding on distributors and seeks to prevent them from providing their affiliates, operating in unregulated markets, from having an unfair advantage, thus seeking to promote competition in the provision of electricity services.

The Guideline includes provisions in the following three broad areas:

- cross-subsidisation—preventing distributors from using regulated revenues to subsidise activities in unregulated markets
- discrimination—ensuring distributors treat affiliates and third parties equally
- information sharing—providing electricity information to all parties on an equal basis.

The AER is currently reviewing version 2 of the Guideline. Until such a review is finalised and implemented, distributors are bound by version 2 of the Guideline.

1.2 Purpose

The Guideline requires United Energy to prepare an annual Ring-fencing compliance report for submission to the AER each regulatory year.

This ring-fencing compliance report (**report**) has been prepared by United Energy Distribution Pty Limited (ACN 70 064 651 029) (**United Energy, we, us, our**) for the year ended 31 December 2019 (regulatory calendar year). In accordance with the clause 6.2.1(a) of the Guideline, this report identifies and describes:¹

- the measures we have taken to ensure compliance with our obligations
- all 'other services' we provided
- the purpose of all transactions between us and affiliated entities
- any ring fencing breaches.

In accordance with section 6.2.2 of the Guideline, an annual compliance report must be submitted to the AER within four months of the end of the regulatory year to which the compliance report relates. For United Energy, this means the annual compliance report must be submitted by 30 April of the subsequent year.

This report represents United Energy's annual ring-fencing compliance report for the regulatory year ending 31 December 2019. This report covers the period from 1 January 2019 to 31 December 2019.

This annual compliance report is accompanied by an independent assessment of compliance conducted by Deloitte, a suitably qualified independent authority (Attachment A). The assessment has been prepared in accordance with Australian Standards on Assurance Engagements ASAE 3100 Compliance Engagements issued

¹ AER, Ring fencing guideline, version 2, October 2017, 6.2.1(b).

by the Australian Auditing and Assurance Standards Board. Deloitte has conducted its assessment on a reasonable assurance basis in accordance with the AER's Ring fencing compliance reporting best practice manual version 2.²

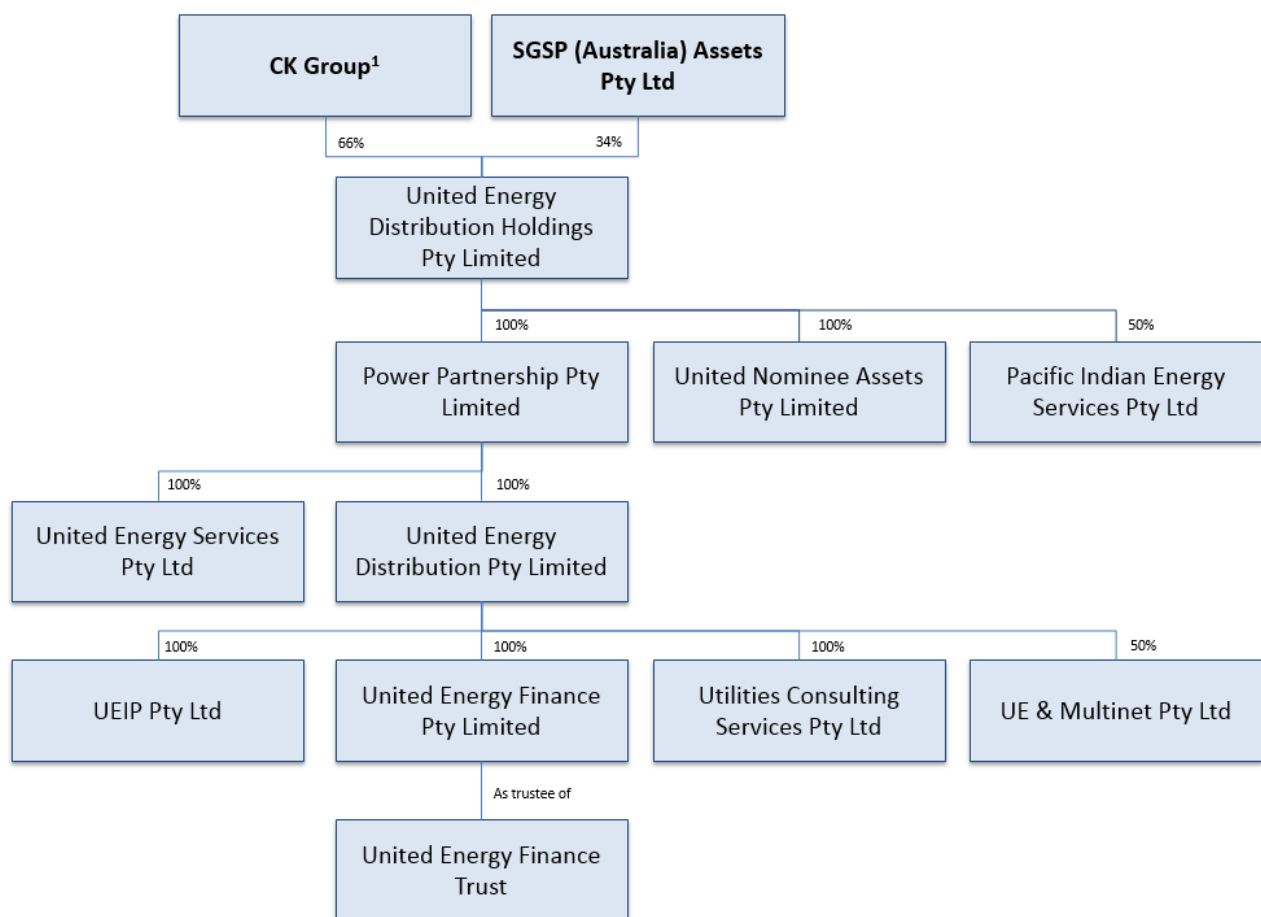
We are not aware of any material breach of the obligations outlined in the Guideline.

This report should be read together with our compliance strategy and waivers as published on our and the AER's websites.

1.3 Corporate overview

The figure below presents our high level corporate structure.

Figure 1 Overview of United Energy corporate structure



1. Includes CK Infrastructure Holdings (CKI), CK Asset Holdings (CKA) and Power Assets Holdings (PAH)

Source: United Energy

² AER, Ring-Fencing Guideline compliance reporting best practice manual version 2, July 2019

United Energy changed ownership in May 2017. This follows its purchase by a consortium comprising Cheung Kong Infrastructure Holdings Limited, Cheung Kong Property Holdings Limited and Power Assets Holdings Limited of the DUET Group, which held a 66 per cent share of United Energy. United Energy is now therefore an affiliate of CitiPower and Powercor.

The remaining 34 per cent of United Energy continues to be owned by SGSP (Australia) Assets Pty Ltd (**SGSPAA**), trading as Jemena. SGSPAA ownership structure includes:

- 60 per cent owned by State Grid International Development Australia Investment Company Limited, a wholly owned subsidiary of State Grid Corporation of China via State Grid International Development Limited.
- 40 per cent is owned by Singapore Power International Pty Ltd, a wholly owned subsidiary of Singapore Power Limited.

Zinfra is the service delivery arm of United Energy, providing the field force to undertake construction, maintenance and operational activities on our distribution network. Zinfra was awarded the contract for these regulated works following a competitive tender process. Zinfra is owned by SGSPAA.

Other affiliated entities by virtue of the common ownership with CitiPower and Powercor include:

- Powercor Network Services Pty Ltd who provides design and field services to us, affiliates and third parties
- CHED Services Pty Ltd which provides corporate services primarily to us, as well as to affiliates.
- Energy Solutions Pty Ltd trading as Beon Energy Solutions (**Beon**). Beon provides large-scale renewable energy and infrastructure projects, as well as design, construction and maintenance services to CitiPower and Powercor, which are contestable energy services for the purposes of the Guideline.
 - Beon has an ownership interest in Next Generation Electrical Group Pty Ltd (ABN 20 152 831 028) (**N/GE**), which provides engineering, procurement and construction services
 - Beon has an ownership interest ENEA Australia Pty Ltd (ABN 32 610 146 104), which provides advice and support for companies in the energy sector.

Other indirect affiliates do not appear in our corporate structure because they have other distinct parent ownership (or ownership shareholdings), or operate networks in distinct locations and with different management.

1.4 Definitions

Unless otherwise defined, terms used in this report have the same meaning given to them in section 1.4 of the Guideline.

1.5 Contact details

The contact person for further details in relation to this report is:

Brent Cleeve
Head of Regulation
CitiPower, Powercor and United Energy
40 Market Street, Melbourne VIC 3000
Ph. (03) 9683 4465

2 Measures to ensure compliance

2.1 Annual compliance report and audit

Clause 6.2.1(b)(i) of the Guideline requires that the annual compliance report must identify and describe, in respect of the regulatory year, the measures the distributor has taken to ensure compliance with its ring-fencing obligations.

We have applied the Guideline in accordance with our understanding of it as detailed in our compliance strategy.³

Deloitte conducted its 2019 regulatory year audit in two stages, with the first part conducted in November 2019 and the second part in March 2020.

The scope of the Deloitte engagement included:

- interviewing key staff members responsible for legal, accounting and operational activities
- understanding the process for identifying and reporting breaches of the Guideline
- examining, on a test basis, the key controls that exist and the evidence supporting compliance
- reviewing the compliance report prepared by management and confirmed that the report has been prepared in accordance with the Guideline.

Deloitte is a suitably qualified independent auditor in accordance with the Guideline and the AER's audit guidance note.

2.1.1 Key risk areas

The ring fencing audit and feedback from the AER relating to the 2018 year highlighted risk areas where we should focus our efforts to continue to improve our controls.

The key risk areas identified were:

- training, where the ring-fencing online training failed to achieve a 100% completion rate
- procurement, where:
 - procurement contracts being created did not contain the standard ring-fencing clauses
 - non-compliant procurement contracts carried over from the prior year into 2019
- contact centre risks included contact centre staff referring a customer to an affiliate
- IT risks, where affiliate staff gained access to confidential information of the regulated business through inappropriate access to ring-fenced IT systems.

2.1.2 Strengthening controls to mitigate risk

In 2019 we undertook the following activities to strengthen our controls in response to auditor and internal feedback:

- IT access controls—automated access controls to a number of IT systems containing confidential electricity information, a six-monthly full security review over IT systems, and monthly and six-monthly attestations (see s 2.7 for more detailed information).

³ <https://www.aer.gov.au/system/files/Compliance%20Plan%20-%205%20May%202017.pdf>

- Procurement - procurement staff are aware of their ring-fencing obligations and have been trained in the importance of including ring-fencing clauses in contracts (see 2.5 for more information). In 2019 the existing procurement controls were expanded to include all procurement staff being financially incentivised to avoid ring-fencing breaches through their KPIs. Further, a ring-fencing decision tree developed to help procurement staff to understand where ring-fencing clauses must be included in contracts. Finally, comprehensive review conducted of new and existing procurement contracts and purchase orders to ensure inclusion of ring-fencing clauses.

Controls are continuing to evolve and will continue to be expanded upon and prioritised in 2020.

2.2 Prevention of cross subsidies

2.2.1 Legal separation

In accordance with clause 3.1 of the Guideline, United Energy may provide distribution services and transmission services but must not provide other services.

United Energy Distribution Pty Limited (ACN 70 064 651 029) is registered in Australia by Australian Securities and Investment Commission (**ASIC**) under the *Corporations Act 2001* (Cth) and is, for the purposes of the Guideline, a legal entity.

United Energy is a stand-alone electricity distribution network service provider that only provides distribution services within its licensed distribution service area. Set out below are the categories of distribution services we provided during 2019, which are consistent with the AER's Victorian electricity distribution network service provider's final determination for the 2016–2020 regulatory control period:

- standard control services
- alternative control services
- negotiated and unclassified services as approved in our waiver application

We provided these distributed services to:

- electricity retailers
- end-use customers
- others – registered electrical contractors (**REC**), builders, developers, public lighting authorities including local councils and VicRoads and other distribution network service providers

We have not provided any other material services as prescribed under the Guideline.

2.2.2 Establish and maintain accounts

In accordance with clause 3.2 of the Guideline, we establish and maintain appropriate internal accounting procedures to demonstrate the extent and nature of transactions between United Energy and affiliated entities.

Established documented work procedures are in place for Finance staff which provides instruction on how accounts are to be separated.

During the year we maintained a separate set of accounts for our business that are separate from our affiliate's accounts. Our 31 December 2019 financial statements were subject to an annual statutory audit engagement and our internal accounting procedures will be provided to the AER through the annual Regulatory Information Notice (**RIN**) responses in April 2020.

It is standard practice that monthly reviews of the financial balance sheets are undertaken to confirm that transactions have been allocated to the correct accounts. Discrepancies are immediately rectified. Established

documented work procedures are in place for Finance staff which provides instruction on how costs are to be allocated amongst accounts.

During the year we have ensured that costs for distribution services have been allocated in accordance with the Cost Allocation Principles. Our Cost Allocation Methodology (**CAM**) as approved by AER is also the basis of our annual audit during the RIN process, the results of which will be provided to the AER in April 2020.

Responsibility for compliance with the CAM principally rests with United Energy's Chief Financial Officer. The day-to-day responsibility for the CAM, including updating, maintaining, applying, internally monitoring and reporting on its application, including ensuring compliance is the responsibility of the finance team.

Our integrated business management system (**SAP**) is used to collect and record expenses and revenues including:

- the Chart of Accounts classifies all expenses and revenues by General Ledger account numbers, which map to reporting categories on the balance sheet, and profit and loss statement
- each expense or revenue transaction is also assigned to a profit centre. Each cost item is assigned to a function code and in some cases an activity type
- the records maintained in the SAP system, the processes for inputting records into the SAP system and corporate service break down of fees can be reviewed.

The basis of directly attributing costs in accordance with the CAM can therefore be readily verified by an independent third party and the outcome can be replicated.

2.3 Offices, staff, branding and promotions

2.3.1 Physical separation/co-location

In accordance with clause 4.2.1 of the Guideline, United Energy use offices that are separate from any offices from which affiliated entities provide contestable services.

United Energy staff primarily work out of the Pinewood office at 43/45 Centreway, Mount Waverley. Zinfra maintains a separate office at Level 16, 567 Collins Street, Melbourne, as well as a number of suburban and regional offices.⁴

Some Zinfra staff have access to United Energy's offices. The access by Zinfra staff is permitted for the purpose of Zinfra delivering their regulated services in accordance with their contract.

There are restrictions in place to prevent Beon staff accessing the United Energy office, including:

- any Beon staff seeking to obtain unauthorised access needs to sign-in as a guest
- an office sharing register is maintained and reviewed by United Energy.

With respect to access to Market St, which United Energy shares with CitiPower and Powercor:

- Beon staff are physically restricted from accessing certain floors of the Market Street office through the use of the Gallagher security system (through electronic access cards and security doors)

⁴ For completeness, we note that ENEA is located at Level 12, 360 Elizabeth Street, Melbourne VIC 3000; and NG/E is located at 3 Stewart Street, Richmond, Vic 3121.

- on a monthly basis, the Operations Manager Facility Management Services, performs a review of physical access restriction for the building to identify any Beon staff who have inappropriate access.

2.3.2 Staff sharing

In accordance with clause 4.2.2 of the Guideline, United Energy staff that are involved in the provision or marketing of direct control services are not involved in the provision or marketing of contestable services for affiliated entities.

Staff involved in the provision or marketing of direct control services are not involved in the provision or marketing of contestable electricity services. United Energy maintains a staff sharing register, which is reviewed on an annual basis. The staff sharing register is available publicly on the United Energy website.

2.3.3 Branding and cross promotion

United Energy does not advertise or promote contestable services that are provided by related electricity service providers, such as Beon.

We note that Zinfra only provides regulated activities in our distribution area. Therefore we do not consider that concerns relating to branding or cross promotion should arise. That said, in the 2019 audit the auditors identified a link to the Zinfra website on the United Energy website which they initially considered to be an immaterial breach. Upon reflection, given Zinfra only provides regulated activities in our distribution area, they considered it to be trivial. In response to the auditors' initial concerns, we promptly removed the link from our website.

2.3.4 Office and staff registers

In accordance with clause 4.2.4 of the Guideline, United Energy has established, maintained and kept registers of offices and staff to which the staff sharing and office sharing obligations do not apply.

To ensure United Energy do not confer an unfair advantage on affiliates, we are required to publish staff sharing and office sharing registers.

In accordance with the Guideline, certain staff are allowed to be used, or shared, by us and our affiliates. Staff must be included on the register if they are eligible to be shared provided they:

- do not have access to electricity information - per cl. 4.2.2(b)(i)(a)
- have access to electricity information but do not have the opportunity, in performing their the roles, functions or duties of their position, to use electricity information to engage in discriminatory conduct - per cl. 4.2.2(b)(i)(b)
- fall within a list of specific functions as outlined - per cl. 4.2.2(b)(i)(c), or
- are an officer for us and the related electricity service provider - per cl. 4.2.2(d)

The publicly available staff sharing register comprises of a description of the shared staff positions and the services they provide, with which entity they are shared and the reason they may be shared. The ring fencing compliance strategy published on our website describes the access to, and way in which, shared staff use electricity information in performing their roles in more detail.

The Guideline also allows certain offices to be shared. The office register includes a list of all offices where staff listed on the staff sharing register are located, or the location of staff that only have access to electricity information for the purpose of providing corporate services. Not all staff at the listed locations are shared.

During 2019, an employee in the Health, Safety and Environment (HSE) team supported the activities of CitiPower, Powercor, United Energy and Beon. As the employee supports the activities of both the regulated

entities and our related electricity service provider, her role is required to be specifically included on the staff sharing register.

Our auditors identified that her specific role did not appear on the staff sharing register in 2019, which they consider to be consider is an immaterial breach. The staff sharing register will be updated in 2020 to contain a more granular listing of roles and responsibilities for shared staff.

The staff and office sharing registers can be found on our websites at <https://www.unitedenergy.com.au/industry/mdocuments-library/>.

2.4 Information access and disclosure

2.4.1 Protection of confidential information

In accordance with clause 4.3.3 of the Guideline, United Energy does not disclose confidential information to any person, including affiliated entities, except in specified circumstances.

We consider that the protection of confidential information is a key ring-fencing compliance risk. In accordance with the information sharing provisions, the Guideline required United Energy to develop an information sharing protocol which outlines the circumstances under which we will provide information to affiliates and other legal entities. An information register was also developed to give effect to the principle of equal access to information. The operation of the register is described in the protocol.

2.4.2 Disclosure and sharing of information

In accordance with clause 4.3.4 of the Guideline, United Energy provides access to any confidential information that is disclosed to an affiliated entity on an equal basis.

For the period 1 January 2019 to 31 December 2019, no confidential information was shared by United Energy and its affiliated entities, and no requests for access to our information register by competitors or potential competitors was received.

2.4.3 Information register

In accordance with clause 4.3.5 of the Guideline, United Energy has established, maintained and kept registers of affiliated entities and all legal entities who provide contestable services.

The information register is one of the Guideline's mechanisms to ensure we provide eligible confidential electricity information to affiliates and third parties on an equal basis. Consistent with the Guideline, our register operates in the following way:

- affiliates, and non-affiliated entities that compete or are seeking to compete with our affiliates, who request access to confidential electricity information will be placed on the register (registered parties)
- registered parties must provide us with a description of the kind and purpose of confidential electricity information they would like to receive
- if an affiliate requests (and is provided with) information that matches the kind and purpose of information described by non-affiliated registered parties, that information will be provided to those non-affiliated registered parties on an equal basis
- if an affiliate has paid a fee to receive eligible confidential electricity information (in accordance with rules or procedures), then other registered party will receive a notification that they can receive the same information if the same fee is paid

- information will be provided to registered parties on terms and conditions that require them to comply with the obligation to protect the information and to only disclose it to third parties (including affiliates) only on the basis of clause 4.3.2 and 4.3.3 (a)-(d) of the Guideline.

Both the information sharing protocol and Information register are subject to an annual review, and can be found via the following link: <https://www.unitedenergy.com.au/industry/mdocuments-library/>.

2.4.4 Website

In accordance with our current business practice, information for our corporate websites must be approved by Corporate Affairs prior to publication. Our training to Corporate Affairs has ensured these staff are aware of their obligations to not promote affiliates or their services on the website.

As noted above, in the 2019 audit the auditors identified a link to the Zinfra website on the United Energy website. As Zinfra provides contestable electricity services outside of our distribution area, we have agreed that this constitutes an immaterial breach. We promptly removed the link from our website.

2.4.5 Call centre and printed materials

We reviewed and amended scripts used by the Contact Centre staff to ensure there are no references to advantaging affiliated entities. These scripts are reviewed annually.

To date we have not identified any printed material which advertises or promotes services provided by a related electricity service provider.

2.5 Conduct of service providers

In accordance with clause 4.4.1 of the Guideline, United Energy ensures that any new or varied agreement that it enters with a service provider requires the service provider to comply with the obligations relating to non-discrimination, office sharing, staffing and the protection of confidential information.

A legal review has been undertaken on our existing set of standard terms and conditions for service providers to ensure that any new or varied contracts are aligned with the Guideline.

Procurement staff were trained on the principles of ring-fencing in September 2017 and again in July 2019. The July 2019 training was an in-person group session conducted by the Regulation team and focused on how to apply ring-fencing principles when engaging a service provider.

A Regulation team member is available at all times to assist Procurement staff with ring-fencing queries.

The standard ring-fencing terms and conditions used in procurement contract and purchase orders are periodically reviewed by Procurement and Legal.

In 2019 a decision framework was developed to identify applicable contracts where ring-fencing clauses should be included. This framework was circulated to all procurement staff and uploaded onto the procurement team's intranet page. It complemented the in-person training received by all procurement staff in 2019.

2.6 Staff training

Since 2018, we have had mandatory ring-fencing training for all office staff. This training is required to be completed by all corporate staff and new employees as part of their induction training. In order to raise completion rates, reminder emails were sent out from the Training team, and separately from the General Manager of Regulation, to corporate employees who had not completed the training.

All corporate staff including the following, are required to complete training:

- Finance

- Contact Centre
- Connections
- Corporate Affairs
- Design
- Network Technologies
- IT
- Planning
- Procurement
- Regulation

The training covers the following topics and ring fencing clauses:

- Clause 3—Prevention of cross subsidies
- Clause 4.1—Obligation not to discriminate
- Clause 4.2—Offices, staff, branding and promotions
- Clause 4.3—Information access and disclosure

The training discussed the importance of complying with ring-fencing and the ramifications for not doing so. It also provided guidance for staff on the process to follow when they have ring-fencing queries. This includes seeking guidance from managers and sending queries to an internal ring-fencing mailbox to be answered by the Regulation team.

2.7 IT system controls

In 2019, we worked further to strengthen our IT access controls. Amongst other actions, this included:

- the Regulation team conducted tailored in-person training to those staff who control access to ring-fenced IT systems. It focused on helping these staff identify situations where affiliate access requests to our ring-fenced systems are prohibited
- IT included ring-fencing access checks in their routine six-monthly IT security review
- we continued to obtain monthly attestations from IT system owners to ensure that accesses to the various systems are appropriate
- a decision protocol was developed to assist the IT and business owners of the ring-fenced IT systems to assess whether or not to permit Beon staff access to the requested IT system. This protocol was provided in both soft and hard copy to the IT owners, and was uploaded onto the intranet.

2.8 Statement of Compliance

Other than the non-material breaches disclosed in section 5.2, we confirm that we are in compliance with the Australian Energy Regulation's (AER) Ring-fencing guideline (the Guideline) for the year-ended 31 December 2019.

3 Waivers

3.1 Waivers

Section 5 of the Guidelines allows for a DNSP to seek a waiver of obligations under clauses 3.1, 4.2 and/or 4.4.1(a) if certain conditions are met.

We sought waivers in relation to the following services:

- public lighting and watchman lights (this includes: new stand alone and green field public lighting; alteration and relocation of public lighting assets, and; installation, repair and maintenance of watchman lighting)
- reserve feeder construction
- possum guards
- minor and legacy metering services (this includes: metering time switch adjustment for customers with non-AMI meters; customer access to metering data, type 1-4 metering installations; legacy type 5-6 metering services for customers who consume more than 160MWh per annum; and transitional metering service arrangements for customers who consume more than 160MWh per annum and embedded network customers)
- non-standard connections, customer-requested supply enhancements, and augmentations

All waivers were granted by the AER with an expiry date of 31 December 2020.

Each of these waivers is maintained and kept in a register (including variations) in accordance with the Guideline and are publicly available on our websites - <https://www.unitedenergy.com.au/industry/mdocuments-library/>.

4 Compliance and enforcement

4.1 Compliance framework

A corporate objective for United Energy is achieving full compliance with external obligations and audit requirements. Clause 6.1 of the Guideline requires distributors to establish and maintain appropriate internal procedures to ensure it complies with its obligations under the Guideline.

To this end, we have established frameworks, policies and processes designed to manage, monitor and report on compliance and to minimise the potential for breaches, fines or penalties, or loss of our distribution licence. This has been prepared in accordance with the Australian Standard Compliance Programs (AS/ISO 19600:2015).

The Board has responsibility for ensuring the overall performance and has established an Audit and Risk Committee (**ARC**) to consider more complex issues in the areas of audit, risk management and compliance. The Executive Management Team (**EMT**) and the Chief Executive Officer are responsible for the effective management and compliance with all applicable regulation compliance obligations including ensuring all breaches are managed and reported appropriately.

Responsible Managers within our business have been assigned to, and are responsible for meeting compliance for specific economic regulation obligations. These obligations are allocated based on the activities of their position and include identification, management and reporting of any compliance breaches.

The Regulation Group is responsible for the overall regulatory compliance policy and framework, and ensures this policy is appropriate and effective in managing the economic regulation compliance risks of our business and that the status of our economic regulation obligations are monitored, reviewed and where applicable, reported to the EMT and ARC.

We have assigned Ring Fencing authorities and responsibilities to our staff/teams, as set out in Table 1 below.

Table 1 Assigned authorities and responsibilities

Staff/team	Authorities and responsibilities
Head of Regulation	Approval of ring-fencing strategy
Regulation/Compliance team	<ul style="list-style-type: none"> • Ensure the list of regional offices remains up-to-date by reconfirming the analysis that identified the offices, as appropriate, and updating the list, if the criteria in the Guideline change • Maintain a list of all the services offered by United Energy and ensure the delivery of them remains compliant with the Guideline obligations • Manage the Confidential Information disclosure and sharing process, including ensuring the information register and Information Sharing Protocol are up-to-date • Manage the ring-fencing compliance monitoring and reporting process, including reporting to the ARC • Provide advice and support to Managers, who are responsible for the Ring Fencing obligations • Ensure the staff, office and waiver registers are kept up-to-date • Manage the breach reporting process • Provide specific ring-fencing training as needed throughout the business.
Finance team	<ul style="list-style-type: none"> • Create and maintain procedures that demonstrate the extent/nature of transactions between distribution business and Affiliated Entities • Maintain records that demonstrate the process for allocating costs between Distribution Services carried out by United Energy and non-distribution services provided by an Affiliated Entity
HR team, Corporate Affairs and Call centre	<ul style="list-style-type: none"> • Ensure that United Energy’s approach to remuneration, incentives and benefits does not create an incentive for staff to act in a manner that is contrary to the Guideline • Ensure that there is no printed material or call centre scripts cross promoting United Energy and contestable businesses
Procurement	<ul style="list-style-type: none"> • Ensure that new and varied supplier contracts incorporate the amended terms and conditions as part of their contract management system
Information technology	<ul style="list-style-type: none"> • Ensure that IT controls are effective to prevent access to confidential information by contestable businesses
All employees	<ul style="list-style-type: none"> • Notify their Manager and the Regulation Team of new commercial opportunities so ring-fencing implications can be considered • Ensure United Energy’s competitors are not discriminated against, due to preferential treatment being given to their affiliates • Refer any requests for Confidential Information by an affiliate or external party to the Regulation Team • Report any suspected breaches of the Guideline to the Compliance Reporting team or via email to the ring fencing, mailbox.

We use the Quantate Compliance software for assigning and tracking compliance responsibilities. The ring-fencing obligations and compliance questionnaire are included in this system.

Table 2 below summarises the controls taken to comply with each ring fencing obligation.

Table 2 Controls for Guideline obligations

Guideline clause	Guideline text	Preventative controls	Detective controls
3 Prevention of cross subsidies			
3.1 Legal separation	<p>(a) A DNSP must be a legal entity</p> <p>(b) Subject to this clause 3.1, a DNSP may provide distribution services and transmission services, but must not provide other services.</p>	<ul style="list-style-type: none"> • United Energy is an entity with a registered Australian Business Number (ABN) which is distinct from its affiliated entities that provide "other services" • A waiver was obtained from the AER in relation to unclassified services that are provided by the DNSP. 	<ul style="list-style-type: none"> • A monthly review of general ledger accounts is performed by the finance team and attestation is provided by the Financial Controller that no breaches in this requirement have occurred
3.2 Establish and maintain accounts 3.2.1 Separate accounts	<p>(a) A DNSP must establish and maintain appropriate internal accounting procedures to ensure that it can demonstrate the extent and nature of transactions between the DNSP and its affiliated entities.</p>	<ul style="list-style-type: none"> • A separate general ledger is maintained for United Energy from its affiliates with separate GL accounts for transaction between affiliates 	<ul style="list-style-type: none"> • A monthly review of general ledger accounts is performed by the finance team and attestation is provided by the Financial Controller that no breaches in this requirement have occurred

Guideline clause	Guideline text	Preventative controls	Detective controls
3.2.2 Cost allocation and attribution	<p>(a) A DNSP must allocate or attribute costs to distribution services in a manner that is consistent with the Cost Allocation Principles and its approved CAM, as if the Cost Allocation Principles and CAM otherwise applied to the allocation and attribution of costs between distribution services and non-distribution services.</p> <p>(b) A DNSP must only allocate or attribute costs to distribution services in accordance with clause 3.2.2(a), and must not allocate or attribute other costs to the distribution services it provides.</p> <p>(c) A DNSP must establish, maintain and keep records that demonstrate how it meets the obligations in clauses 3.2.2(a) and 3.2.2(b).</p>	<ul style="list-style-type: none"> Costs are attributed through the use of profit centres and function codes within the ERP system (SAP) in line with the approved United Energy's Cost Allocation Methodology (CAM) 	<ul style="list-style-type: none"> A quarterly review of cost attribution is performed by the finance team and attestation provided by the Financial Controller that this has been performed and whether any breaches have been identified
4 Functional separation			
4.1 Obligation to not discriminate	<p>(b) A DNSP must not discriminate (either directly or indirectly) between a related electricity service provider and a competitor (or potential competitor) of a related electricity service provider in connection with the provision of:</p> <p>i. direct control services by the DNSP (whether to itself or to any other legal entity); and / or</p> <p>ii. contestable electricity services by any other legal entity.</p> <p>(c) Without limiting its scope, clause 4.1(b) requires a DNSP to:</p> <p>i. in dealing or offering to deal with a related electricity service provider, treat the related electricity service provider as if it were not a related electricity service provider (that is, as if it had no connection or affiliation with the DNSP);</p> <p>ii. in like circumstances, deal or offer to deal with a related electricity service provider and a competitor (or potential competitor) of the related electricity service provider on substantially the same terms</p>	<ul style="list-style-type: none"> Mandatory online training of United Energy staff on the ring-fencing requirements is performed annually Approval of project costs and scheduling so that contestable services are prioritised over direct control services 	<ul style="list-style-type: none"> An annual review of ring fencing obligations by each Responsible Manager and General Manager and declaration of any breaches/no breaches occurring in relevant area of the business. This is then signed off by the relevant General Manager.

Guideline clause	Guideline text	Preventative controls	Detective controls
	<p>and conditions;</p> <p>iii. in like circumstances, provide substantially the same quality, reliability and timeliness of service to a related electricity service provider and a competitor (or potential competitor) of the related electricity service provider;</p> <p>iv. subject to clause 4.3.3(b), not disclose to a related electricity service provider information the DNSP has obtained through its dealings with a competitor (or potential competitor) of the related electricity service provider where the disclosure would, or would be likely to, provide an advantage to the related electricity service provider.</p>		
<p>4.2 Offices, staff, branding and promotions</p> <p>4.2.1 Physical separation / co-location</p>	<p>(a) Subject to this clause 4.2.1, in providing direct control services, a DNSP must use offices that are separate from any offices from which a related electricity service provider provides contestable electricity services.</p>	<ul style="list-style-type: none"> • United Energy have a separate office in Pinewood. • For the shared office with VPN (Market Street) Beon staff are physically restricted from accessing certain floors of the office through the use of the Gallagher security system (through electronic access cards and security doors) • An office sharing register is maintained and reviewed by United Energy 	<ul style="list-style-type: none"> • For the shared office with VPN (Market Street), on a monthly basis, the Operations Manager Facility Management Services, performs a review of physical access restriction for the building to identify any Beon Staff who have inappropriate access.
<p>4.2.2 (a) Staff sharing</p>	<p>(a) Subject to this clause 4.2.2, a DNSP must ensure that its staff involved in the provision or marketing of direct control services are not also involved in the provision or marketing of contestable electricity services by a related electricity service provider.</p>		<ul style="list-style-type: none"> • An annual review is performed by the Regulation team for any changes to job descriptions or new roles to ensure that any shared staff are identified and that shared staff are not in breach of the ring-

Guideline clause	Guideline text	Preventative controls	Detective controls
			fencing requirements
4.2.2 (c) Staff sharing	(c) The remuneration, incentives and other benefits (financial or otherwise) a DNSP provides to a member of its staff must not give the member of staff an incentive to act in manner that is contrary to the DNSP's obligations under this Guideline.	<ul style="list-style-type: none"> On an annual basis the Head of Business Performance Management reviews the remuneration, incentives and other benefits of staff working for United Energy to ensure that these do not incentivise them to breach the ring-fencing requirements 	
4.2.3 (a) Branding and cross-promotion	<p>(a) A DNSP:</p> <p>i. must use branding for its direct control services that is independent and separate from the branding used by a related electricity service provider for contestable electricity services, such that a reasonable person would not infer from the respective branding that the DNSP and the related electricity service provider are related;</p> <p>ii. must not advertise or promote its direct control services and its contestable electricity services that are not direct control services together (including by way of cross-advertisement or cross-promotion);</p> <p>iii. must not advertise or promote contestable electricity services provided by a related electricity service provider other than the DNSP itself.</p>	<ul style="list-style-type: none"> Contact centre scripts are utilised for scenarios where a customer requests contestable electricity services Phone calls to the contact centre are monitored to detect any instances of cross-promotion. A monthly attestation is provided that this has occurred and whether any breaches identified were reported Mandatory training on the ring-fencing requirements is undertaken by all staff 	<ul style="list-style-type: none"> An Annual review of the United Energy's website and social media content for any inappropriate co-branding or cross promotion
4.2.4 Office and staff registers	<p>A DNSP must establish, maintain and keep a register that identifies:</p> <p>(a) the classes of offices to which it has not applied clause 4.2.1(a) by reason of clauses 4.2.1(b)i. or 4.2.1(b)iii.; and</p> <p>(b) the nature of the positions (including a description of the roles, functions and duties) of its members of staff to which it has not</p>		<ul style="list-style-type: none"> Annual review of the Staff and Office sharing register and verification it is publicly available on the website

Guideline clause	Guideline text	Preventative controls	Detective controls
	<p>applied clause 4.2.2(a) by reason of clauses 4.2.2(b)i.a., 4.2.2(b)i.b., 4.2.2(b)iii. or 4.2.2(d);</p> <p>and must make the register publicly available on its website.</p>		
<p>4.3 Information access and disclosure</p> <p>4.3.2 Protection of confidential information</p>	<p>Subject to this clause 4.3, a DNSP must:</p> <p>(a) keep confidential information confidential; and</p> <p>(b) only use confidential information for the purpose for which it was acquired or generated.</p>	<ul style="list-style-type: none"> Beon staff are restricted from accessing confidential electricity information through IT access controls 	<ul style="list-style-type: none"> A monthly review of IT user access is performed by the system owner to monitor any inappropriate requests to systems from Beon staff A six monthly IT security review of all user access to the systems
4.3.3 Disclosure of information	<p>A DNSP must not disclose confidential information to any person, including a related electricity service provider, unless:</p> <p>(a) the DNSP has first obtained the explicit informed consent of the relevant customer, or prospective customer, to whom the confidential information relates;</p> <p>(b) the disclosure is required by, or for the purpose of complying with any law;</p> <p>(c) the disclosure is necessary to enable the DNSP to provide its distribution services, its transmission services or its other services (including by acquiring services from other legal entities);</p> <p>(d) the information has been requested by or on behalf of a customer, or potential customer, of another legal entity, and the disclosure is necessary to enable the legal entity to provide its transmission services, contestable electricity services or other services to the customer or potential customer;</p> <p>(e) the disclosure is solely for the purpose of providing assistance to another Network Service Provider to the extent necessary to respond to an event (such as an emergency) that is beyond the other Network</p>	<ul style="list-style-type: none"> Information sharing protocol and information sharing register is publically available Beon staff are restricted through IT access controls from confidential information Tailored mandatory training for IT system owners on how ring fencing relates to access and disclosure Decision matrix on IT access approval process and ring fencing considerations provided to IT system owners 	<ul style="list-style-type: none"> Monthly review of IT user access to monitor any inappropriate access to systems for Beon staff Bi-annual review of IT user access for any inappropriate access to systems by Beon staff

Guideline clause	Guideline text	Preventative controls	Detective controls
	<p>Service Provider’s reasonable control;</p> <p>(f) the disclosure is solely for the purposes of research by a legal entity other than a related electricity service provider of the DNSP;</p> <p>(g) where another DNSP is an affiliated entity of the DNSP, the disclosure is to the part of that other DNSP that provides that other DNSP’s direct control services; or</p> <p>(h) a related electricity service provider of the DNSP has requested the disclosure and the DNSP complies with clause 4.3.4 in relation to that confidential information.</p>		
4.3.4 Sharing of information	<p>(a) Subject to clause 4.1(c)iv. and to this clause 4.3.4, where a DNSP shares confidential information with a related electricity service provider, or where confidential information that a DNSP has disclosed under clause 4.3.3(f) is then disclosed by any person to a related electricity service provider of the DNSP, the DNSP must provide access to that confidential information (including the derived information) to other legal entities on an equal basis.</p> <p>(b) A DNSP is only required by clause 4.3.4(a) to provide information to a legal entity where:</p> <p>i. the legal entity has requested that it be included on the information register in respect of information of that kind; and</p> <p>ii. the legal entity is competing, or is seeking to compete, with the DNSP, or a related electricity service provider of the DNSP, in relation to the provision of contestable electricity services.</p> <p>(c) A DNSP is not required by clause 4.3.4(a) to provide information to a legal entity where the DNSP has disclosed the information in the circumstances set out in clauses 4.3.3(a) to (e).</p> <p>(d) Without limiting clause 4.3.4(a), a DNSP must establish an information sharing protocol that sets how and when it will make the</p>	<ul style="list-style-type: none"> • Information sharing protocol and information sharing register is publically available • Beon staff are restricted through IT access controls from confidential information • Tailored mandatory training for IT system owners on how ring fencing relates to access and disclosure • Decision matrix on IT access approval process and ring fencing considerations provided to IT system owners 	<ul style="list-style-type: none"> • Monthly review of IT user access to monitor any inappropriate access to systems for Beon staff • Bi-annual review of IT user access for any inappropriate access to systems by Beon staff

Guideline clause	Guideline text	Preventative controls	Detective controls
	<p>information referred to in clause 4.3.4(a) available to legal entities, and must make that protocol publicly available on its website.</p> <p>(e) Where a DNSP discloses information referred to in clause 4.3.4(a) to any other legal entity under this clause 4.3.4, it must do so on terms and conditions that require the other legal entity to comply with clause 4.3.2 and 4.3.3(a) to (d) in relation to that information as if the other legal entity was a DNSP.</p>		
4.3.5 Information register	<p>(a) A DNSP must establish, maintain and keep a register of all:</p> <ul style="list-style-type: none"> i. related electricity service providers; ii. other legal entities who provide contestable electricity services but who are not affiliates of the DNSP; <p>Who request access to information identified in clause 4.3.4(a), and must make the register publicly available on its website.</p> <p>Ring-fencing Guideline Version 2 – October 2017 18</p> <p>(b) For each legal entity that has requested that a DNSP provide access to information identified in clause 4.3.4(a), the DNSP’s information register must:</p> <ul style="list-style-type: none"> i. identify the kind of information requested by the legal entity; and ii. describe the kind of information requested by the legal entity in sufficient detail to enable other legal entities to make an informed decision about whether to request that kind of information from the DNSP. <p>(c) A legal entity may request that the DNSP include it on the information register in relation to some or all of the kinds of information that the DNSP is required to provide under clause 4.3.4(a), and the DNSP must comply with that request.</p>	<ul style="list-style-type: none"> • Information sharing protocol and information sharing register is publically available 	

Guideline clause	Guideline text	Preventative controls	Detective controls
4.4 Service providers	A DNSP:		
4.4.1 Conduct of service providers	<p>(a) must ensure that any new or varied agreement between the DNSP and a service provider, for the provision of services to the DNSP that enable or assist the DNSP to supply direct control services, requires the service provider to comply, in providing those services, with:</p> <p>i. clauses 4.1, 4.2.1, 4.2.2 and 4.3.2 of this Guideline; and</p> <p>ii. clause 4.2.3 of this Guideline in relation to the brands of the DNSP; as if the service provider was the DNSP.</p> <p>(b) must not, directly or indirectly, encourage or incentivise a service provider to engage in conduct which, if the DNSP engaged in the conduct itself, would be contrary to the DNSP’s obligations under clause 4 of this Guideline.</p>	<ul style="list-style-type: none"> Standard terms and conditions for United Energy supply contracts have been amended to include compliance with ring-fencing requirements. Purchase orders include ring-fencing clauses. These standard terms and conditions are included in all new and amended contracts for suppliers involved in the provision of direct control services. All non-compliant contracts from the 2018 audit have either expired or have been amended to include ring fencing clauses. Training for procurement staff conducted, covering the conduct of service providers clause in the ring fencing guideline Internal controls implemented within the procurement team to ensure Beon procurement staff cannot see United Energy tenders. Decision matrix provided to procurement staff to apply in contract negotiations 	
5 Waivers			
5.7 Waiver register	(a) A DNSP must establish, maintain and keep a register of all waivers (including any variation of a waiver) granted to the DNSP by the AER	<ul style="list-style-type: none"> Waiver register is maintained and 	

Guideline clause	Guideline text	Preventative controls	Detective controls
	<p>under clause 5 of this Guideline, and must make the register publicly available on its website.</p> <p>(b) The register established under clause 5.7(a) must include:</p> <p>i. the description of the conduct to which the waiver or interim waiver applies; and</p> <p>ii. the terms and conditions of the waiver or interim waiver;</p> <p>as set out in the AER’s written decision, provided by the AER to the DNSP, to grant (or vary) the waiver or interim waiver.</p>	publically available.	
6 Compliance and Enforcement			
6.1 Maintaining compliance	A DNSP must establish and maintain appropriate internal procedures to ensure it complies with its obligations under this Guideline. The AER may require the DNSP to demonstrate the adequacy of these procedures upon reasonable notice. However, any statement made or assurance given by the AER concerning the adequacy of the DNSP’s compliance procedures does not affect the DNSP’s obligations under this Guideline.	<ul style="list-style-type: none"> Mandatory training on the ring-fencing requirements Tailored in-person trainings for different parts of the business which have particular obligations, such as procurement, IT and the service desk. 	<ul style="list-style-type: none"> General Manager Annual Compliance review and declaration
6.1 Compliance reporting 6.2.1 Annual compliance reporting	<p>(a) A DNSP must prepare an annual ring-fencing compliance report each regulatory year in accordance with this clause 6.2.1, and submit it to the AER in accordance with clause 6.2.2.</p> <p>(b) The annual compliance report must identify and describe, in respect of the regulatory year to which the report relates:</p> <p>i.. the measures the DNSP has taken to ensure compliance with its obligations under this Guideline;</p> <p>ii. any breaches of this Guideline by the DNSP, or which otherwise relate to the DNSP;</p>	<ul style="list-style-type: none"> Mandatory training on the ring-fencing requirements A mailbox is maintained by the Regulation team for United Energy to report any potential breaches 	

Guideline clause	Guideline text	Preventative controls	Detective controls
	<p>iii. all other services provided by the DNSP in accordance with clause 3.1; and</p> <p>iv. the purpose of all transactions between the DNSP and an affiliated entity.</p> <p>(c) The annual compliance report must be accompanied by an assessment of compliance by a suitably qualified independent authority.</p> <p>d) Annual compliance reports may be made publicly available by the AER.</p>		
6.2.1 Timing of Annual compliance reporting	(a) A DNSP must submit its annual compliance report to the AER within four months of the end of the regulatory year to which the compliance report relates.	<ul style="list-style-type: none"> Independent assessment of compliance conducted by Deloitte, a suitably qualified independent authority 	
6.3 Compliance breaches	A DNSP must notify the AER in writing within five business days of becoming aware of a material breach of its obligations under this Guideline. The AER may seek enforcement of this Guideline by a court in the event of any breach of this Guideline by a DNSP, in accordance with the NEL.	<ul style="list-style-type: none"> Mandatory training on the ring-fencing requirements A breach register is maintained and updated by the Regulation team 	<ul style="list-style-type: none"> General Manager Annual Compliance review and declaration

5 Complaints and breach reporting

5.1 Complaints and investigations

We have not received complaints about our compliance with the Guideline during the 2019 regulatory year.

In the event that a complaint was received, we have established internal policies and procedures for responding in a timely manner and ensuring a satisfactory outcome.

5.2 Breach Reporting

Identify:

We have various means of identifying potential breaches as they arise, including:

- Emails to the ring-fencing inbox. The inbox provides a means for staff to raise ring-fencing related concerns. The Regulation team monitors this inbox and carefully reviews all matters raised
- Through monthly, quarterly, six-monthly and annual attestations. The business completes attestations in a range of areas such as finance, IT, contact centre, facilities, printed materials and website monitoring.
- Through walk-up consults or phone calls with the Regulation team.
- In meetings relating to business activities where ring-fencing issues or concerns may arise
- Through annual ring-fencing audits, conducted by Deloitte.

Investigate:

- We use a range of investigative tools to further understand the matters that give rise to a potential breach. This may include, for example:
 - interviewing staff members (whether internal or from an affiliate) as to the particulars of a matter
 - creating a timeline of events leading to the potential breach
 - consulting with internal experts on processes and/or procedures
 - seeking written evidence or other documentation, such as emails, invoices, contracts, manuals etc.
- Investigations may be conducted by the Regulation team, legal team, internal audit team, or a combination of these teams, on a particular matter

Assess:

- Should a matter be assessed to be contrary to the requirements set out in the Guideline, we will assess the materiality of the breach with reference to the following factors:
 - relevant background information (e.g. documentation, environment) and context that has led to the breach
 - the duration, recurrence and exposure of the breach, if relevant
 - the seniority of staff who have committed the breach
 - the purpose for which the Guideline was introduced and harm that it is seeking to prevent, and how the breach fits into that context
 - the potential impact on competition and competitors in the market(s) or related market(s) arising from the breach
 - whether the breach is an isolated incident or reflects a systemic issue.

- Following assessment of the breach against the above factors, we will determine whether it is immaterial or material

Report:

- Where we assess a breach to be material, we report this to the AER within five business days.
- Where we assess a breach to be immaterial, we add it to our breach reporting register, which we give to the auditors during the yearly audit.
- Where we assess there is no breach, we may take action to strengthen or clarify the control environment or if not required take no action.

We are aware of the following issues and immaterial breaches which occurred during the 2019 regulatory year. Refer Table 3 below.

Table 3 United Energy immaterial breaches in 2019

Obligation	Details	Remedy	Materiality assessment
Staff sharing 2019	<p>An employee in the Health, Safety and Environment (HSE) team supports the activities of the regulated businesses and Beon. As her responsibilities include the activities of Beon, her role is required to be specifically included on the staff sharing register.</p> <p>Our auditors identified that her specific role did not appear on the staff sharing register in 2019. We consider this to be an immaterial breach on the basis that the function of HSE is included on the staff sharing register under the responsible General Manager, and that there is unlikely to be any potential harm to competition or competitors from this matter.</p>	The staff sharing register will be updated in 2020 to contain a more granular listing of roles and responsibilities for those shared staff.	Immaterial

Source: United Energy

5.3 Material breaches

We are not aware of any material breach of our obligations under the Guideline during the 2019 regulatory year.

Pursuant to our obligations under the Guideline, we will notify the AER within five business days of becoming aware of a material breach of our obligations.

5.4 Other services provided

We are not aware of having provided 'other services' - being services that are not transmission or distribution services - over 2019.

6 Transactions with affiliated entities

A list of the transactions between United Energy and affiliates is provided in the table below:

Table 4 United Energy transactions with affiliates

Affiliate	Transaction	Nature of transaction	Value in 2018 (\$000)	Value in 2019 (\$000)
UEM	Corporate services	For the provision of management, administration and other business functions.	\$56,309	\$0
Zinfra	Network services	For the provision of construction, maintenance, faults, emergency and related services.	\$150,940	\$135,217
UEM	Back office costs	Back office costs	\$3,981	\$0
UEIP	Royalty Expenses	Royalty Expenses	\$7,017	\$7,670
Jemena	Directors Fees	Directors Fees	\$15	\$30
UES	Corporate services	For the provision of management, administration, back office and other business functions.	\$15	\$50,955

Source: United Energy