

Draft guidance

Draft guidance on code manager selection

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This draft guidance document is supplementary to our Consultation on Code Manager Selection. It should be read in conjunction with the Code Manager Selection Regulations 2024 and our draft eligibility and licensing assessment forms.

This draft guidance, as required by the Code Manager Selection Regulations 2024,¹ is intended to provide as much detail on our proposals for the code manager selection process as possible. It includes the criteria that we would apply when deciding how to select a code manager, whether competitive or non-competitively, and the processes and criteria that we would use when selecting code managers on a non-competitive basis.

It is most relevant for people who are responding to an invitation from us to express interest in becoming a candidate for a code manager licence, or who have been selected to undergo a licensing assessment. It describes the relevant eligibility criteria and information requirements, the details of the code manager licence assessment process, and what to expect in terms of implementation and assurance activities after we have published our proposal to grant a licence.

This draft guidance is not applicable to other types of licences.

After the consultation has closed on 30 January 2025, we will analyse the responses and, where appropriate, update the draft guidance and forms accordingly.

¹ [The Code Manager Selection Regulations 2024](#)

Draft guidance on code manager selection

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Introduction

- 1.1 The Gas Act 1986 (as amended) and the Electricity Act 1989 (as amended)² make it an offence to carry out certain activities unless you hold a licence or are exempt from this requirement.
- 1.2 The Energy Act 2023 (the 'Act')³ established code management as a licensable activity, making it a requirement for bodies carrying out this function to be selected and licensed by Ofgem⁴ via either a competitive or non-competitive process. Once selected, these code managers will be responsible for the governance of designated codes, including the making of recommendations and in some cases decisions on code modifications, and ensuring that they develop in line with our annual Strategic Direction Statement.
- 1.3 The code manager licence will follow a similar structure to existing gas and electricity licences, with a set of standard licence conditions ("SLCs") applicable to all licence holders. In some instances, special conditions may apply to a particular licence holder. The SLCs will be designated by the Secretary of State for the Department of Energy Security and Net Zero (DESNZ) once they have been finalised.
- 1.4 When deciding whether to grant a code manager licence, we are proposing to select and assess code manager candidates via a sequential, three-stage process, as summarised below:
- candidates would undergo an initial eligibility assessment, either by invitation or as part of an expression of interest (EOI) process
 - if found to be eligible, candidates would undergo a full licensing assessment, which could be part of either a competitive or non-competitive selection process, and
 - if successful at the licensing assessment stage, a single candidate would undertake an implementation and assurance process, culminating in a final readiness assessment and our decision on licence grant.
- 1.5 This draft guidance is designed to guide candidates through all three stages of our code manager selection process. It is also intended to fulfil some of our

² See [Gas Act 1986 \(legislation.gov.uk\)](#) and [Electricity Act 1989 \(legislation.gov.uk\)](#)

³ [Energy Act 2023 \(legislation.gov.uk\)](#)

⁴ References to the "Authority", "Ofgem", "we", "our" and "us" are used interchangeably in this document. The Authority refers to the Gas and Electricity Markets Authority (GEMA). The Office of Gas and Electricity Markets (Ofgem) supports GEMA in its day-to-day work.

obligations under the Code Manager Selection Regulations 2024,⁵ related to the publication of selection route criteria under regulation 3(3) and non-competitive selection criteria and processes under regulation 5(3).

Selection principles

- 1.6 When selecting code managers, we will aim to:
- ensure that code managers can operate free from unmanageable conflict of interest, by assessing compliance with the standard licence conditions relating to conflict of interest and the operation of the core regulated business on a not-for-profit basis,
 - ensure that code managers have the necessary resources, capabilities and expertise to fulfil the obligations of the licensed activity, and
 - ensure that code managers are suitable to hold a licence.
- 1.7 The Energy Act 2023 (Consequential Amendments) Regulations 2024⁶ came into force in May 2024. Via these regulations, the services provided by a person holding a code manager licence were disapplied from the Provision of Services Regulations 2009.⁷ In addition, the appointment of a code manager under the Energy Act 2023 will not, in our view, engage the provisions of the Procurement Act 2023.⁸

Context and related publications

- 1.8 This draft document is intended to provide guidance for candidates that will be undergoing assessment for a code manager licence only. It should be read by any candidate participating in the code manager selection process. It is not intended to replace our guidance on applying for a gas or electricity licence, in connection with the Application Regulations 2019.⁹
- 1.9 We have published this draft guidance document and forms alongside our Consultation on Code Manager Selection, and they should be read in conjunction with that document. The consultation seeks feedback from stakeholders on both the contents of this draft guidance document, and the underlying policy

⁵ [The Code Manager Selection Regulations 2024](#)

⁶ [The Energy Act 2023 \(Consequential Amendments\) Regulations 2024 \(legislation.gov.uk\)](#)

⁷ [The Provision of Services Regulations 2009 \(legislation.gov.uk\)](#)

⁸ [Procurement Act 2023 \(legislation.gov.uk\)](#)

⁹ [Applying for a gas or electricity licence \(ofgem.gov.uk\)](#)

rationale that we used to develop it. We will update and finalise the content of this document, as necessary, once we have received and reviewed all stakeholders responses to this consultation.

- 1.10 The forms annexed to this document describe the minimum evidence that you will have to provide. Further questions may arise from the information provided, the results of our assessment of the information provided, and any other relevant information that becomes apparent during the assessment process. Where we request additional information from you, we will explain our reasoning.
- 1.11 We recognise the need to encourage innovation and the fact that the structure of candidates' businesses will differ. The assessment criteria therefore do not set out prescriptive standards which must be met, but instead indicate the nature of information that you are expected to provide and the manner in which this information will be assessed.

Important notes

- 1.12 If any of the details provided to us change during the course of the process, you must inform us at the earliest opportunity. Any change in details will need to be considered as part of our assessment.
- 1.13 The provision of incorrect information or false statements during the assessment process is an offence and may result in criminal proceedings. It is also likely to result in your selection being refused, or any licence being revoked, if this is discovered after a decision has been made.
- 1.14 You must be open and honest in your engagement with us, and be proactive in providing comprehensive, accurate and relevant information. Provision of incomplete or incorrect information may result in delay to the process of reaching a selection decision or lead to the withdrawal of your candidacy. Any undisclosed relevant information that is discovered after a decision is made can result in licence revocation.
- 1.15 Once a licence is granted, the new code manager must comply with the code manager SLCs. The SLCs will be publicly available once they have been designated by the Secretary of State.
- 1.16 Under the SLCs, it is proposed that the code manager will be obliged to become a party to the relevant industry code. These are:

- Balancing and Settlement Code (BSC),
- Smart Energy Code (SEC),
- Retail Energy Code (REC),
- a consolidated electricity commercial code, containing the provisions currently held within the Connection and Use of System Code (CUSC) and Distribution Connection and Use of System Agreement (DCUSA),
- a consolidated electricity technical code, containing the provisions currently held within the Grid Code, Security and Quality of Supply Standard (SQSS), System Operator – Transmission Owner Code (STC) and Distribution Code, and
- a consolidated gas network code, containing the provisions currently held within the Uniform Network Code (UNC) and Independent Gas Transporters Uniform Network Code (IGT UNC).

1.17 We will verify whether this step has been completed as part of our final readiness assessment, prior to publishing a decision on licence grant.

Questions and feedback

1.18 If you need to contact us in relation to the selection of code managers, you should email us at industrycodes@ofgem.gov.uk.

1.19 While we cannot provide legal or commercial advice, we are able to assist in any questions about this draft guidance and the proposed code manager selection process more generally.

Information for candidates

Section summary

This section provides information on how we propose to assess candidates for a code manager licence, a high-level overview of that process, and the criteria that we propose to apply when determining whether to select code managers on a competitive or non-competitive basis.

Making your submission

- 2.1 All submissions must be made to Ofgem using the prescribed form. The draft eligibility assessment form and draft licence assessment form are included at the end of this document.
- 2.2 All completed forms should be sent to the following email address: industrycodes@ofgem.gov.uk.
- 2.3 You must ensure that any supplementary documents requested in these forms are included when you send them to us.

Overview of selection process

- 2.4 We have proposed to select code managers using a sequential, three-stage process. A code manager licence may be refused at any time in this process where we consider a candidate does not meet our criteria.
- 2.5 A high-level summary of each stage in this process can be found below, with more detailed proposals on what information would be required at each stage and how you would be assessed included in subsequent sections of this draft guidance document.

Eligibility assessment

- 2.6 We may invite you to express interest in becoming a code manager candidate and participate in an eligibility assessment process, so that we can determine whether you meet the requirements to undergo a full licensing assessment.
- 2.7 You will either be invited directly by us, where we believe this would align with our criteria related to speed of delivery and value for money, or you will be invited to respond to a public expression of interest (EOI).

Licensing assessment

- 2.8 Where we find one or more candidates to be eligible, then we would proceed to the licensing assessment stage, using either a competitive or non-competitive process.
- 2.9 Subject to the outcome of the licensing assessment, we would either issue notice of our proposal to grant a licence, allowing for stakeholder representations to our decision, or a notice informing you that we will not be continuing with your assessment for a code manager licence.

Implementation and assurance

- 2.10 Following public notice of our proposal to grant a licence, and subject to any representations received, the final stage of our proposed selection process would commence. At the end of this stage, we would expect you to be fully compliant with all relevant licence requirements and ready to carry out the licensed activity, culminating in a final readiness assessment.
- 2.11 If you are able to demonstrate a sufficient demonstration of readiness, then we would proceed to grant you a code manager licence. We would issue the licence grant by email, provide you with a pdf copy of the licence, and publish a notice of licence grant on our website.

Choice of selection route

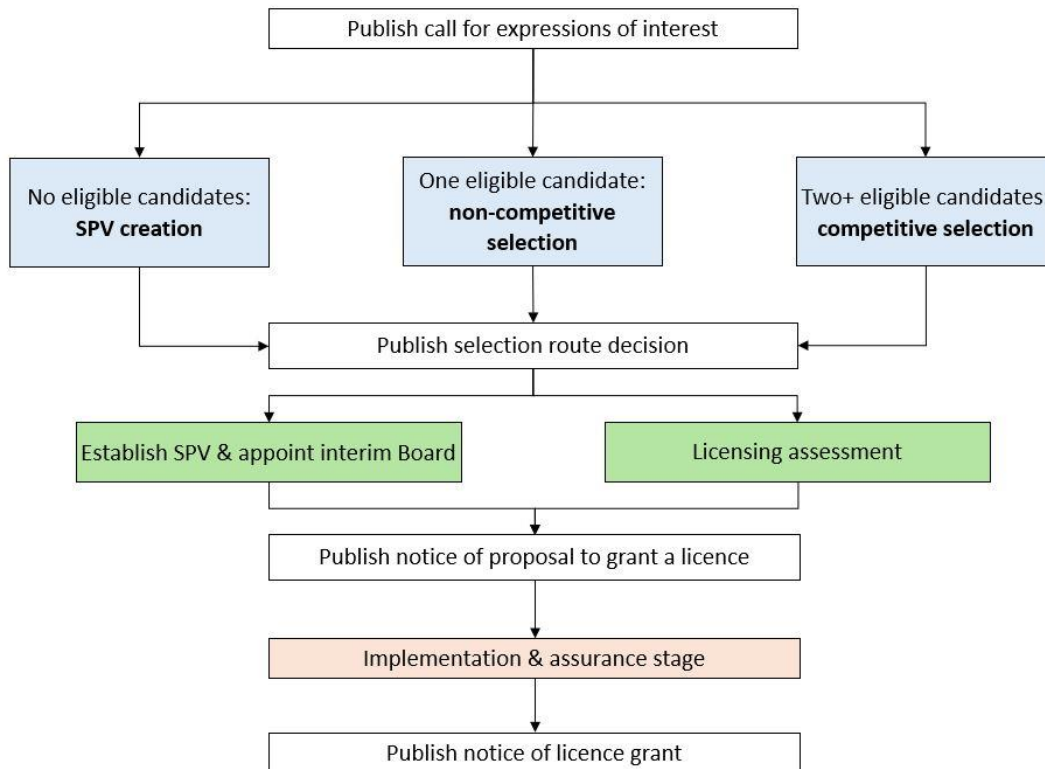
- 2.12 When deciding whether to select a code manager on a competitive or non-competitive basis, we want to ensure that whatever selection route we choose is effective and efficient in delivering benefits for the industry and consumers, in line with the overall aims of code reform.
- 2.13 We are proposing to make this decision based on consideration of the following two criteria:
- **speed of delivery** – including the time needed to undertake a selection process, whether an existing entity may possess sufficient experience and expertise to meet the relevant eligibility criteria, and whether the code in question has been consolidated and may therefore have more than one incumbent code administrator or code body to consider, and
 - **value for money** – including whether there is likely to be sufficient interest to justify a competitive process, whether there is likely to be sufficient value in running a competitive process (in terms of both potential cost savings

and quality of outcomes), and whether competitive pressure is likely to be available through alternative mechanisms.

- 2.14 Where we consider that these criteria could be met by selecting someone on a non-competitive basis (ie, without considering any other body), then we would invite that organisation to express interest in becoming a code manager candidate for the relevant code and ask them to submit an eligibility assessment form. If we subsequently determine that the candidate has met the requirements to proceed to a full licensing assessment, then we would publish our decision to proceed with their selection on a non-competitive basis.
- 2.15 We have proposed to adopt this approach for the BSC and the REC, where we consider that the incumbent code bodies are likely to possess sufficient experience and expertise to take on the role, and may also decide to adopt it for the SEC in future. If we decide that this is no longer the right approach at any point during the selection process, then we will publish notice of our decision and propose an alternative approach.
- 2.16 Where we are unable to determine which selection route would best meet these criteria, we would seek to inform our decision by inviting public expressions of interest (EOI) from potential candidates. Any interested bodies would be asked to submit an eligibility assessment form for us to consider. We would then use the number of eligible candidates that had responded to the EOI as the criterion for making our decision, as summarised in Figure 1:
- where we determine that only one body is eligible, then we will proceed with selection on a non-competitive basis,
 - where we determine that two or more bodies are eligible, then we would proceed with selection on a competitive basis, and
 - where we determine that no body is either interested or eligible, then we would create and license a new special purpose vehicle (SPV) on a non-competitive basis.
- 2.17 We have proposed to adopt this approach for the consolidated electricity commercial code, consolidated electricity technical code and consolidated gas network code.

2.18 We will revisit the applicability of these criteria to future decisions and update our guidance, where relevant, in line with our obligation under the Code Manager Selection Regulations 2024.¹⁰

Figure 1: code manager selection decision tree



¹⁰ See regulation 3(3) of the [Code Manager Selection Regulations 2024](#).

Eligibility assessment

Section summary

This section describes when and how to send us an eligibility assessment form, as well as the requirements and criteria that we would propose to consider before deciding whether you are eligible to be considered for a code manager licence.

When to send us an eligibility assessment form

- 3.1 Before we decide whether to select a code manager on a competitive or non-competitive basis, we will invite one or more bodies to participate in an eligibility assessment process. This process will be used to determine whether those bodies are capable of meeting our requirements for undergoing a more in-depth licensing assessment.
- 3.2 We may either invite specific organisation(s) to express interest in becoming a code manager candidate or seek wider interest via a public expression of interest (EOI). Where we send an invitation to specific person(s), only the person(s) specified in that invitation should send us an eligibility assessment form for the licence in question. Where we publish a public invitation, any person who considers themselves eligible may express interest by sending us a completed eligibility assessment form.
- 3.3 You should only send us an eligibility assessment form if you would later consider undergoing a full licensing assessment, should we determine that you are eligible to proceed. If you advance to the licensing assessment stage, it is worth noting that we may consider your selection on either a competitive or non-competitive basis.
- 3.4 Before expressing interest in becoming a code manager candidate, you should read through the entirety of this draft guidance document and ensure you are satisfied that your organisation meets the eligibility requirements and that you would be capable of complying with the licence requirements, if selected.

How to send us an eligibility assessment form

- 3.5 For us to consider you for selection, you must use the eligibility assessment form we have published for this purpose alongside this draft guidance and send

it completed to us by email at the following address:
industrycodes@ofgem.gov.uk.

- 3.6 You should do this by the date specified in our invitation for the relevant licence, or your eligibility assessment form may not be considered.
- 3.7 We will acknowledge receipt of your eligibility assessment form within 5 working days.

Requirements and assessment criteria

- 3.8 The eligibility assessment form for a code manager licence has four sections. These are:

- Section 1: Basic information and expression of interest
- Section 2: Suitability to hold a licence
- Section 3: Conflicts of interest

- 3.9 Section 4: Relevant experience

- 3.10 When determining your eligibility, we will consider the following factors:

- In relation to Section 1, we will consider whether the information provided is verifiable and consistent with public records, with limited risk due to any adverse information identified (such as insolvency history). We will also require a formal expression of interest and a declaration of understanding about the full licensing assessment process.
- In relation to Section 2, we will consider whether your organisation, its directors, the directors of any ultimate holding company or parent undertaking, persons in effective control of your organisation, its major shareholders, and any other persons with significant managerial responsibilities or influence (collectively, 'relevant persons') are, in our view, 'fit and proper' to hold a licence.
- In relation to Section 3, we will consider whether you have confirmed your organisation's intention to meet the stated requirements on managing conflicts of interest. For requirements where we may consider exceptions, we will also consider any further information you provide, and whether, in our view, the conflict of interest could be manageable.
- In relation to Section 4, we will consider whether you can demonstrate that your organisation has sufficient experience for Ofgem to have a reasonable

degree of confidence in your organisation's ability to potentially fulfil the code manager role.

- 3.11 Our decision on your organisation's eligibility for a code manager licence may be delayed or affected by any missing information on your eligibility assessment form.
- 3.12 All the information you provide in the eligibility assessment form must be accurate and true at the time you submit the form.
- 3.13 You must update us with any changes to the information you provide in your eligibility assessment form at any time between submitting your form and, either, our notice of granting you a code manager licence or of informing you that we will not be continuing with your assessment for a code manager licence.
- 3.14 Unless otherwise specified, you should contact us with any notice of such changes by emailing us at industrycodes@ofgem.gov.uk.

Section 1: Basic information and expression of interest

- 3.15 An overview of the requirements of Section 1 of the eligibility assessment form is provided below.

Questions 1.1-1.8: Basic information

- 3.16 We will seek to verify key information provided in the eligibility assessment form. Among other things, we will check your organisation's solvency history and, where applicable, its trading background and any recent substantive company changes. We will carry out checks with Companies House (or the overseas equivalent if available) and other sources to verify that the information provided in the eligibility assessment form is correct.
- 3.17 Where your organisation has a complex corporate structure, you should provide a full organogram.

Questions 2.1-2.4: Ofgem licences and industry codes

- 3.18 We will consider whether your organisation, or where applicable its parent company or company group, holds or has previously held or applied for a licence, and whether they have had any licence(s) revoked. We will assess whether this licensing history is relevant to our decision on your organisation's eligibility for a code manager licence.

- 3.19 If a previous application has been refused, or a previous licence revoked, the reasons for this may affect our decision on your organisation's eligibility. If a licence was revoked on a licensee's request, or with the licensee's consent because it was no longer needed or being used, we will not usually consider this a barrier to eligibility.
- 3.20 If your organisation is related to multiple other licence holders and the relationship is unclear, we may make further enquiries to consider if this is relevant to our decision.
- 3.21 We may use information provided about your organisation's participation in the industry codes to help verify other information provided in your eligibility assessment form.
- 3.22 Although undertaking certain forms of licensed activities, being a code party, or being related to a code party, could in some instances give rise to conflicts of interest, we will only use information provided in Section 3 to assess whether your organisation meets the eligibility requirements for conflicts of interest.

Questions 3.1-3.9: Contact details

- 3.23 We will use the contact details you provide to help process your assessment and to contact you where the need to do so arises. We will store all personal information submitted in your eligibility assessment form in compliance with the UK General Data Protection Regulation (UK GDPR).
- 3.24 If we request more information from you as part of our eligibility assessment process and do not hear from you in good time, this may delay or affect our decision on your organisation's eligibility for the code manager role.
- 3.25 Our preference is for electronic communication in most instances. However, where we are required by legislation to serve documents to a licensee, by default we will serve documents to their registered address, in accordance with the Acts.¹¹ You may provide an alternative address for the service of documents provided that address complies with the provisions of the relevant Act. You may also state a preference for electronic communication.

Questions 4.1-4.3: Declaration of understanding and expression of interest

¹¹ s109(2) Electricity Act 1989 and s46(1) Gas Act 1986.

- 3.26 To be considered eligible for a code manager licence, you will need to confirm that you have the authority to complete the eligibility assessment form on behalf of your organisation and make a declaration of understanding about this draft guidance and the wider selection process.
- 3.27 You will also need to formally express your organisation's interest in the code manager role at this stage.

Section 2: Suitability to hold a licence

- 3.28 We will use the information provided in Section 2 of the form to make an assessment of candidates' suitability to hold a licence, where we will consider whether the candidate is 'fit and proper' to be granted a code manager licence.
- 3.29 Our assessment of suitability is based on our duty to protect the interests of existing and future consumers. We will take into account any disclosures or adverse information brought to light in respect of the candidate's directors, including any shadow directors within the meaning of section 251 of the Companies Act 2006. We will also do the same for major shareholders, persons in effective control of the candidate, any person with significant managerial responsibility or influence who is not a director, and/or directors of any parent undertaking or ultimate holding company.
- 3.30 We regard persons of significant managerial responsibility or influence to include those individuals who hold responsibility for, or manage, key business areas, particularly regulatory compliance, financial management, operations and business strategy. In small organisations, this may include the majority of staff.
- 3.31 Individuals holding significant managerial responsibility or influence may not necessarily be employees of your organisation. The term refers to any individual who exerts (or will exert) significant influence over the managing or organising of the candidate's activities. This could include, for example, advisers (where their role goes beyond providing advice to company decision-makers). This definition is consistent with our approach to assessing organisations for other licence types.
- 3.32 We understand that, in some cases, the full managerial staff may not be in place at the time you submit your eligibility assessment form. The relevant disclosures must be correct at the time of submission and must be kept up to date throughout the assessment process.

- 3.33 Question 10.7 should be read as requiring the disclosure of all persons of significant managerial responsibility or influence, whether or not they have already been disclosed for the purposes of responses to the other questions in Section 2.
- 3.34 We will not automatically assess candidates as being ineligible where adverse disclosures are made in Section 2 of your eligibility assessment form, but we will consider if any information is relevant to our decision to grant a licence. Failure to disclose any adverse information required by the eligibility assessment form at the earliest opportunity may be taken into account when assessing your organisation's suitability to be granted a code manager licence.
- 3.35 In the case of any criminal convictions or cautions, we will take into account the seriousness and relevance of the crime, and how recent the conviction or caution is.
- 3.36 We will make relevant checks with external sources, including (but not limited to) Companies House, the Insolvency Service and Gazettes. We will check director records and may investigate related companies to understand any relationship. Where there is evidence that a relevant person was previously a director of an insolvent company, we will consider whether the circumstances are relevant to our decision. We will also consider any evidence of bankruptcy or County Court judgments¹² to the extent that these may be relevant to our decision. Evidence of director disqualifications may also lead to ineligibility.
- 3.37 You must disclose if any relevant person is, or has been connected to, a supply licensee that triggered a Supplier of Last Resort (SoLR) event or that was taken into Special Administration Regime (SAR) – including where that person was connected to that company within the 12 months leading up to the SoLR or SAR event. We will not automatically consider a candidate ineligible as a result of such disclosures, but they will be of significant relevance to our decision whether to assess a candidate as eligible to be assessed for a code manager licence.
- 3.38 We will take account of all relevant factors before reaching a decision, including the recentness of the SoLR or SAR event, whether there was material consumer or market harm caused, whether there was evidence of financial mismanagement, the relevant individual's role and their engagement and co-operation with Ofgem preceding and during the SoLR or SAR event. Failure to

¹² Or international equivalent where applicable.

- disclose a relevant connection to a SoLR or SAR event is likely to lead to us determining that you are ineligible to be considered for a code manager licence.
- 3.39 Previous Ofgem compliance or enforcement action may be relevant to our decision on eligibility for a code manager licence. This includes if relevant persons were involved in serious or persistent compliance or enforcement action with another licensed company, particularly where the failings had significant consumer detriment or indicated financial mismanagement. It may also be relevant to our decision if the candidate, or any relevant person, is related to any other company that holds an energy licence and is currently subject to ongoing compliance or enforcement action.
- 3.40 You must disclose if any relevant person has been subject to action by any regulatory body in any jurisdiction. In respect of such actions by other regulatory bodies, any action taken by the regulatory body for energy in another jurisdiction is likely to be particularly relevant to our decision on your organisation's eligibility for a code manager licence. More generally, we will consider whether any regulatory action taken indicates potential dishonesty, lack of ability to comply with regulations, or financial mismanagement. We will also consider the details of any competition law infringements.¹³
- 3.41 We expect candidates to be open and honest in their engagement with us, and to be proactive in providing relevant information. Any failure to cooperate constructively with Ofgem during the assessment process may contribute to a determination that the candidate is not suitable to hold a code manager licence, given the extent and nature of the regulatory obligations that would entail and the ongoing need for a licence holder to engage cooperatively and constructively with us.
- 3.42 Where there is evidence that false information has been provided, this may lead to us judging the candidate ineligible.
- 3.43 Our assessment of the candidate's suitability to hold a licence will take account of the particular circumstances, merits, and facts of the case. In the event that we determine a candidate is not suitable to be granted a code manager licence, we will explain clearly the reasons for our decision.

¹³ Breaches of either Articles 101 or 102 of the Treaty on the Functioning of the EU or Chapter I or Chapter II of the Competition Act 1998.

Section 3: Conflicts of interest

- 3.44 On 8 October 2024, we published our joint response to the consultation on code manager licensing and secondary legislation with DESNZ (the joint response).¹⁴ The joint response confirmed the conflict-of-interest provisions for the code manager licence and provided draft SLCs on conflict of interest.
- 3.45 To assess candidates as eligible at this stage, we require confirmation of their intention to comply with relevant conflict-of-interest requirements in the draft code manager SLCs, as described below. We will review, and if necessary update, this section once the full set of code manager SLCs have been designated by the Secretary of State.

Question 11: Operating on a not-for-profit basis

- 3.46 Question 11 asks you to confirm your organisation's intention to operate on a not-for-profit basis, and to refrain from giving or receiving cross-subsidies, in compliance with the relevant draft SLCs. This is not a condition for which we will consider any exceptions. We therefore require an affirmative answer to Question 11.1 for us to consider candidates as eligible to be considered for a code manager licence.

Question 12: Independent directors

- 3.47 Question 12 asks about the independence of your organisation's directors. The joint consultation response confirmed that 50% or more of the directors (which may include non-executive directors) of code managers must be independent of the organisation, any of its affiliates, any external service providers for code services, and of code parties (hereafter, "independent").
- 3.48 Question 12.1 aims to establish whether your organisation would meet this requirement at the time you submit your eligibility assessment form.
- 3.49 Question 12.2 asks you to confirm your organisation's intention to put in place a board composed of 50% independent directors, for your own organisation or any body (such as a special purpose vehicle) that your organisation intends to set up for the purposes of code management.
- 3.50 We require an affirmative answer to Question 12.2 for us to consider candidates as eligible to be considered for a code manager licence.

¹⁴ [Energy code reform: code manager licensing and secondary legislation - GOV.UK \(www.gov.uk\)](https://www.gov.uk/government/consultations/energy-code-reform-code-manager-licensing-and-secondary-legislation)

Question 13: Activities and investments

- 3.51 Question 13 relates to the activities and investments of your organisation beyond what would be required of them under the relevant code.
- 3.52 Question 13.1 asks you whether your organisation undertakes any such activities or holds any such investments at the time of submitting your eligibility assessment form.
- 3.53 Question 13.2 asks you to confirm whether your organisation intends to cease any activities and withdraw any investments apart from what would be required of it under the relevant code, in compliance with the relevant draft SLC.
- 3.54 As this licence requirement is one for which we have said we may consider exceptions in some cases, Question 13.3 provides space for you to provide reasons for your answer if you answered 'no' to Question 13.2.
- 3.55 In determining the impact of any relevant activities or investment on candidate eligibility, we will consider the nature of the relevant activities and/or investments, whether they are likely to create any conflicts of interest, and whether the candidate has advised of any mitigations it intends to put in place to prevent any actual or potential conflicts of interest from arising.
- 3.56 To consider a candidate eligible where they have identified relevant activities or investments which they do not intend to cease or withdraw, the information provided must give us a reasonable degree of confidence that any potential conflicts of interest would be manageable. Any such judgment would be without prejudice to our later assessment of the candidate's more detailed plans to mitigate any conflicts of interest, as required at the full licensing assessment stage.

Question 14: Being a related undertaking

- 3.57 Question 14 relates to whether you expect your organisation to be, at the time of code manager licence grant, a related undertaking¹⁵ of a party to the relevant code, a provider of external services to the candidate, or a provider of external services to the current code administrator of the relevant code (hereafter, "a related undertaking"). The licence requirement not to be or become a related

¹⁵ Related undertaking means, in relation to any person, any undertaking in which that person has a participating interest as defined in section 421A of the Financial Services and Markets Act 2000.

undertaking of these categories of person is also one for which we have said we may consider exceptions in some cases.

- 3.58 Question 14.1 asks you whether your organisation is, or has plans to become, a related undertaking.
- 3.59 You should answer Question 14.2 if you answered 'yes' to Question 14.1. Question 14.2, where applicable, asks you to confirm your organisation's intention to cease to be a related undertaking if they were to be granted a code manager licence.
- 3.60 Question 14.3 gives space for you to give relevant details if your organisation does not intend to cease to be a related undertaking. In determining the impact of a candidate continuing to be a related undertaking, we will consider the nature of the relationship to the relevant body, whether it is likely to create any conflicts of interest, and whether the candidate has advised of any mitigations it intends to put in place to prevent any actual or potential conflicts of interest from arising.
- 3.61 To consider a candidate eligible where they would continue to be a related undertaking of a relevant category of person, the information provided must give us a reasonable degree of confidence that any potential conflicts of interest would be manageable. As for Question 13, any such judgment would be without prejudice to our later assessment of the candidate's plans to mitigate conflicts of interest at the full licensing assessment stage.

Question 15: Ultimate controller undertaking

- 3.62 Question 15 relates to whether your organisation has an ultimate controller¹⁶ and, if it does, whether you are willing to seek a legally enforceable undertaking (an "ultimate controller undertaking") from them not to take any action that

¹⁶ Ultimate controller here means any of the following:

- a) a holding company of the candidate that is not itself a subsidiary of another company;
- b) any person who (whether alone or with any person or persons connected with them) is in a position to control, or exercise significant influence over, the policy of your organisation or the policy of any holding company of the candidate by virtue of:
 - i) rights under contractual arrangements (except for the Relevant Code) to which they are a party or of which they are a beneficiary, or
 - ii) rights of ownership (including any rights attached to or deriving from securities or rights under a trust) which are held by them or of which they are a beneficiary.
- c) For the purposes of (b), a person is connected with another person if they are a party to any arrangement regarding the exercise of any such rights as are described or referred to in that sub-paragraph;
- d) (b) does not include any director or employee of a corporate body in their capacity as such.

might cause you to breach your code manager licence, if granted, or fail to discharge any of your potential functions as code manager. This is not a licence requirement for which we will consider any exceptions.

- 3.63 Question 15.1 asks you whether your organisation has an ultimate controller at the time of submitting your eligibility assessment form.
- 3.64 You should answer Question 15.2 if you answered 'yes' to Question 15.1. Question 15.2 asks you whether your organisation intends to seek an ultimate controller undertaking.
- 3.65 If your organisation intends to set up a new body for the purposes of code management, you should only answer 'yes' to Question 15.2 if your organisation intends to ensure that any such body would seek an ultimate controller undertaking, and, if your organisation became the ultimate controller of the new body, that it intends to provide such an undertaking.
- 3.66 For candidates who answer 'yes' to Question 15.1, we require an affirmative answer to Question 15.2 for us to consider that candidate as eligible to be considered for a code manager licence.

Other conflict-of-interest SLCs

- 3.67 We will not ask you specifically about your intention to comply with the prohibition on engaging in preferential or discriminatory behaviour, or the duty not to prevent or distort competition. We consider that these draft SLCs are unlikely to have implications for candidates' company structures, so we assume at this stage that candidates will take steps to comply with them as part of the implementation and assurance process. These are nonetheless important SLCs on conflict of interest, which we will expect code managers to be capable of complying with at the point of licence grant.

Verifying answers to Section 3

- 3.68 We will carry out checks with Companies House and other sources to determine the validity of any information provided in Section 3 with regard to your organisation's company structure. If you are found to have provided false information or omitted information requested in Section 3 which should have been disclosed, this may impact our decision on your organisation's eligibility to be considered for a code manager licence.

Section 4: Relevant experience

- 3.69 We will consider whether your organisation has experience that is relevant to fulfilling the code manager role as part of our eligibility assessment process. Our reason for doing this is so that we do not ask candidates to spend significant time and resource on a full licensing assessment without reasonable confidence that they possess the required skills, experience and expertise for the role.
- 3.70 Where the answers you give in Section 4 give us reasonable confidence in your organisation's ability to fulfil the code manager role, we will consider you eligible to be considered for a code manager licence, provided that you also meet the eligibility criteria in the other sections.
- 3.71 For us to have reasonable confidence, we will need you to submit evidence of relevant experience in five distinct areas: code administration; applying the relevant code's objectives; project management; stakeholder management; and delivering projects within budget.
- 3.72 The relevant questions will give you the opportunity to demonstrate this experience through word limited answers. When considering your organisation's experience, we are looking for details regarding what your organisation has achieved in the past, any relevant systems and processes that your organisation may have in place currently, and its ability to draw upon relevant corporate memory. This is likely to include, but may not be limited to, the experience of your staff.
- 3.73 In order to provide us with a full picture of your organisation's relevant experience, you must supplement the information provided in your responses to these questions with CVs of employees in a position of significant managerial responsibility or influence. This will help us to verify information you provide in your responses, as well as allow us to take into account any relevant experience your staff add to your organisation.

Question 16: Experience relevant to code administration

- 3.74 Question 16 asks you to describe any experience your organisation has in, or related to, energy code administration. Experience related to energy code administration could include, for example, being a code administrator or code manager, operating as a central system delivery body for an energy code, having employees who sit on an energy code panel or who regularly raise modification proposals or attend workgroups, or having employees who have experience of any of the above. We may also consider other experience that

may be relevant to code administration, such as relevant experience from another sector, general secretariat experience, or experience completing tasks such as legal drafting, options analysis, and drafting impact assessments.

Question 17: Experience relevant to applying the code objectives

3.75 Question 17 asks you to describe any experience your organisation has that is relevant to applying the relevant code's objectives. This could include experience of your organisation, or its employees, in energy code administration, on energy code panels, in workgroups, and raising or voting on code modification proposals. It may also include experience relevant to applying the code objectives in the day-to-day functioning of the code, such as might be possessed by a central system delivery body. Similar experience in other sectors may also be relevant, as well as more generic experience relating to drafting legal text, analysing options, drafting impact assessments, and making recommendations or decisions on matters of relevance to public policy. We particularly welcome experience which involves relevant legal, economic or technical expertise, depending on the nature of the code's objectives.

Question 18: Project management experience

3.76 Question 18 asks you to describe your organisation's experience of delivering complex projects in a timely way. We would be particularly interested in examples of projects that have been successful, and the expertise, systems and processes which underpinned that success. Where projects are of a comparable scale and complexity to those that will be involved in energy code management, this will count in favour of the candidate.

Question 19: Stakeholder management experience

3.77 Question 19 asks you to describe your organisation's experience of engaging with a range of stakeholders and considering their input to achieve a positive outcome, despite competing interests. This is another core capability for code management, and we are particularly interested in evidence of proactive engagement and consideration of the needs of different stakeholders, including consumers. Where candidates are able to demonstrate stakeholder management capabilities on a comparable level to that required in energy code governance, that will count in favour of the candidate.

Questions 20 and 21: Experience of delivering projects within budget

- 3.78 Question 20 asks you to describe your organisation's experience of delivering projects efficiently and within budget. Where projects are of a comparable scale to those that will be involved in energy code management, this will again count in favour of the candidate.
- 3.79 Question 21 also helps us to assess our level of confidence in your organisation's ability to fulfil the code manager role within budget. You must declare whether your organisation has any mortgage, charge, pledge or other liability to any person otherwise than on an arm's length basis or on normal commercial terms. Where this is the case, we will consider the nature and extent of the liability, and any other relevant information, and consider the level of risk this poses to your organisation's ability to fulfil the code manager role within budget.

What happens next

- 3.80 You may send us an eligibility assessment form if you have been invited to do so, either directly or in response to a public EOI.
- 3.81 We are proposing to give a two-month window for candidates to complete and submit an eligibility assessment form, although there may be some occasions in which a shorter timeframe would be required.
- 3.82 Once we have received an eligibility assessment form, we will confirm receipt within five working days. We will aim to confirm our decision on a candidate's eligibility within two months from the day we receive the form, subject to having received adequate information from the candidate in the first instance.
- 3.83 If the information you have provided us isn't complete, we may contact you to ask for further information, and this may affect or delay our decision on your eligibility.
- 3.84 If any information you provide means we have to carry out further checks or correspond with you beyond what we would expect for most eligibility assessments, this may mean our decision is delayed. Where we do this, we will give you an estimated date for our decision on your eligibility as soon as this is reasonably possible.
- 3.85 If we determine that your organisation is ineligible to be considered for a code manager licence, we will not ask you to complete a full licensing assessment and you will not be granted a code manager licence. However, being assessed as ineligible will not affect your eligibility for other code manager licences in future,

or for the same licence in the event that we need to appoint a new licensee to manage the relevant code.

- 3.86 Where you are invited to do so, or where we publish an open invitation, you may still be considered for a code manager licence even if you have been judged ineligible for a code manager licence in the past. We will assess any such candidates on their merits at the time, and will only consider information previously given to the extent that it is still relevant to your organisation's suitability to hold a licence.
- 3.87 If we determine that your organisation is eligible to be considered for a code manager licence, we will invite you to engage in a full licensing assessment. We will also inform you whether any other organisations have been assessed as eligible for the licence, and therefore whether your assessment will be undertaken on a competitive or non-competitive basis.

Code manager licensing assessment

Section summary

This section provides information on our approach to assessing candidates during the licensing assessment stage, including the assessment criteria and required evidence.

When to send us a licensing assessment form

- 4.1 You should only submit a licensing assessment form if we have invited you to do so, following confirmation that you have been found eligible to be considered for a code manager licence.
- 4.2 The licensing assessment will either be completed as part of a competitive or non-competitive selection process:
 - for a non-competitive selection process, you will need to complete the relevant form annexed to this draft guidance, which we will use to determine whether you fulfil our selection criteria, and
 - for a competitive selection process, we will publish relevant guidance and forms once we have finalised the content of the enabling regulations, which we have proposed to align with the approach taken for non-competitive selection.
- 4.3 Before submitting your licence assessment form, you should read through the entirety of this draft guidance document and consider whether your organisation is likely to be able to meet the selection criteria.

How to send us a licensing assessment form

- 4.4 For us to assess you for a code manager licence, fill out the licensing assessment form and send it completed to us by email at the following address: industrycodes@ofgem.gov.uk.
- 4.5 You should do this by the date specified in our invitation to engage in the assessment process, or your submission may not be considered.
- 4.6 We will aim to confirm to you by email that we have received your completed form within 5 working days.

Requirements and assessment criteria

- 4.7 We will assess candidates against non-discriminatory criteria that we consider relevant to our decision to grant a code manager licence.
- 4.8 We have proposed to split the assessment into five sections:
- a section for you to provide contact information of the relevant person from your organisation,
 - a section that focuses on your proposed arrangements for complying with the SLCs of the code manager licence pertaining to conflict-of-interest and not-for-profit status,
 - a section that includes the possibility to request any modification(s) to the SLCs of the code manager licence,
 - a section on your proposed arrangements for ensuring that you will possess the necessary capability and expertise for the role by the time of licence grant, and
 - a resubmission of information relating to your organisation's suitability to hold a licence, including details of relevant persons.
- 4.9 We ask for written evidence in the assessment form against our criteria. However, at any stage where we feel we require more information, we may request further written information or an interview with the candidate to discuss the assessment. In some cases, we may contact you to seek clarification or an explanation of something in your submission before we request an interview.

Section 1: Company information

- 4.10 You should provide the name and registration number of your organisation, as well as details of the person who we should contact with any questions about the assessment.

Section 2: Conflict-of-interest assessment

- 4.11 The Code Manager Selection Regulations 2024 provide for us to select a candidate to license as code manager where we are satisfied that any potential conflict of interest they may have is manageable. These regulations define the term 'manageable' in one of two ways: where the interests causing the potential conflict have been removed or where we have determined that the risk of prejudice can be avoided or mitigated to an acceptable level.

- 4.12 To fulfil our obligations against this requirement, we will assess all candidates against the standard conditions of the code manager licence that seek to address conflicts of interest.
- 4.13 Our assessment against these conditions will take into account factors such as the organisation's existing characteristics and, where an organisation indicates that it is not currently compliant with these conditions, its proposals to meet these requirements in future.

Question 2.1: Prohibition on cross-subsidy:

- 4.14 Question 2.1(A) asks whether you have ever given a cross-subsidy to, or received a cross subsidy from, any affiliate or subsidiary of your organisation.
- 4.15 Question 2.1(B) asks you to provide further information on any cross-subsidies you have received, if any, and on the measures that you will take to ensure that your organisation will not give or receive cross-subsidies in the future, including financial ring-fencing measures where necessary, in order to comply with the licence requirements.

Question 2.2: Restriction on profit

- 4.16 Question 2.2(A) asks you if your organisation can comply with the obligation to carry out the licensed activity on a not-for-profit basis.
- 4.17 Question 2.2(B) asks what governance structures you will put in place to ensure the code manager function is delivered on a not-for-profit basis if your organisation is currently a profit-making organisation.

Question 2.3: Sufficiently independent directors

- 4.18 Question 2.3(A) asks whether 50% of directors at your organisation are currently independent. If you answer yes to this question, then you must provide credible documentation confirming the name and employment details of directors in place.
- 4.19 Question 2.3(B) asks for information on how you intend to secure the required proportion of independent directors, where these are not already in place.

Question 2.4: Restriction on activity and investments

- 4.20 Question 2.4(A) asks whether your organisation currently conducts any business or activity other than that which would be necessary to perform the code manager role.

- 4.21 Question 2.4(B) asks you to provide detail of any additional activity conducted by your organisation, and to explain how you will ensure that these activities do not interfere with the governance or function of the code manager role. If you conduct an additional activity, then you must also confirm how you would ensure that this activity is not in breach of the licence condition to not prevent or distort competition.
- 4.22 Question 2.4(C) asks whether your organisation holds any shares or investments. If you answer 'yes', Question 2.4(D) asks for detail of any investments held, including whether they are likely to create any conflicts of interest and any mitigations that you would propose to prevent them.

Question 2.5: Ultimate controller undertaking / Restriction on the licensee becoming a related undertaking

- 4.23 Question 2.5(A) asks whether your organisation is a subsidiary of a parent organisation.
- 4.24 Question 2.5(B) asks you to provide further details of your parent organisation, if you have one – including whether it is a code party, a party which may benefit from your services as a code manager, any external service provider which may be procured by you as a code manager, or any person who may exert a material influence over the above.
- 4.25 Question 2.5(C) requires you to provide evidence as to how you will ensure that your organisation is not influenced by an Ultimate Controller, including how you will take measures to procure legally enforceable undertakings to ensure that it will refrain from taking action to cause you to breach or fail the discharge of the licence obligations.

Section 3: Modifications to standard conditions

- 4.26 Question 3.1 asks if you are requesting any modification(s) to the standard conditions of the code manager licence. Modifications to the licence will only be accepted in exceptional circumstances and there may be certain licence conditions for which we will not accept modifications at all.
- 4.27 Where you are requesting modifications, then you must provide full details under question 3.1(A). You must propose modifications, or seek exceptions, for us to consider when completing this section.

- 4.28 Question 3.1(B) requires that you provide detail of why a modification is requisite to meet the circumstances of the particular case, as well as provide justifications for why you need to diverge from the standard licence conditions.
- 4.29 In line with the requirements of the Electricity and Gas Acts,¹⁷ Question 3.1(C) requires you to state the grounds on which you believe that modification would not disadvantage you or any other code manager licence holder, code parties or consumers.
- 4.30 Where we do not consider it would be appropriate to modify an SLC, direct an exception, or introduce a special condition, then we may decide not to proceed with your selection if you cannot otherwise comply with the SLCs. Where we do consider it to be appropriate, we would include the details of any amended SLCs or special conditions in our proposal to grant the relevant licence, meaning they would be subject to stakeholder representations.

Section 4: Capability and expertise

- 4.31 As part of the licensing assessment process, we will ask for proposals against five key sub-criteria: service provision capability; value for money to the industry and consumers; stakeholder management capability; expertise relevant to applying the code objectives; and capability in project management. For each of these criteria, you will be required to evaluate your current level of readiness to commence the code manager role and set out proposals for how you would carry out the role if licensed. Where relevant, you must also demonstrate how you will ensure that you are able to acquire any additional capabilities or resources, within a reasonable timeframe.
- 4.32 If you believe that you currently meet one or more of the sub-criteria, then you should set out clearly how and why. If you do not currently meet one or more of the sub-criteria but are willing to implement necessary changes prior to being licensed, then you should describe the steps that you would propose to take, with key dates and timeframes. For example, steps that you would take to appoint staff or acquire other resources, or to implement any necessary capabilities, systems or processes.
- 4.33 You should also include details of any functions that you would propose to fulfil through procurement, including what oversight or controls you would put in

¹⁷ See section 8A of the [Electricity Act 1989](#) and section 8 of the [Gas Act 1986](#).

place to ensure that third party organisations would deliver the function to the required standard.

Question 4.1: Service Provision capability

- 4.34 Question 4.1(A) asks you to describe your proposed operational approach, including how you intend to implement the required systems and processes to be able to undertake the licensed activity. This may include, but is not limited to, administrative systems, human resources, financial arrangements, information and communications technology infrastructure, legal capability and risk management.
- 4.35 Question 4.1(B) asks you to set out how you will ensure that you implement relevant requirements to meet licence obligations relating to data protection compliance and business continuity.
- 4.36 Question 4.1(C) asks you to describe how your organisation will implement measures to ensure business continuity in the event of licence termination.

Question 4.2: Value for money to the industry and consumers

- 4.37 Question 4.2 asks how you will establish and operate a service that is cost effective and efficient, demonstrating synergies with systems delivery where relevant, and that will deliver value for money for the industry and consumers. This may include proposed plans for designing and consulting on code manager budgets, developing performance metrics in line with the requirements of the code, and your proposed process for determining and recovering costs in line with the obligations of the code.

Question 4.3: Stakeholder management capability

- 4.38 Question 4.3 asks how you would undertake meaningful and proactive code administration services and provide assistance to code parties and other stakeholders. You should provide any proposals to ensure that you engage impartially with the Stakeholder Advisory Forum and any working groups – including how you would propose to leverage industry expertise and consider the needs of different stakeholders, including consumers. You should also provide your proposed approach to ensuring code parties are well supported throughout the modification process, including by making information accessible and easy to use, and customer satisfaction proposals.

Question 4.4: Expertise relevant to applying the code objectives

- 4.39 Question 4.4 asks you to describe how you would ensure that you have the necessary expertise to facilitate effective code maintenance and modification processes and decisions. This should include expertise relevant to the day-to-day functioning of the code, as well as sectoral expertise that stretches beyond the code in question. You should also demonstrate whether you have the necessary technical skills to support the modification process, such as secretarial capabilities, the ability to perform options analysis and develop impact assessments, and the drafting of legal text. Where you do not have existing expertise in place, then you should set out how you will acquire this, such as via hiring staff or facilitating procurement exercises.

Question 4.5: Capability in project management

- 4.40 Questions 4.5 asks you to describe how you would project manage the modification process, including implementing code modifications that support the delivery of our Strategic Direction Statement (SDS). You must provide us with detail of your proposed approach to formulating a delivery plan for the SDS and your proposed strategy for monitoring and implementing that plan, such as how you would progress modifications at an efficient pace. You should also set out your intended methods of cross-code coordination, in line with the requirements of the licence.

Section 5: Suitability to hold a licence

- 4.41 Questions 5.1-5.7 ask you to resubmit information relating to your organisation's suitability to hold a licence (including any information pertaining to relevant changes since the original submission). The information that you will be required to submit will align with the approach taken during the eligibility assessment process, with a focus on relevant persons within your organisation, as described in Section 3 of this draft guidance document.

Additional assessment criteria

- 4.42 The criteria and processes set out above will form the basis of all code manager selection processes, both competitive and non-competitive, but it is possible that we may decide to modify or expand on these in future. Where we decide to do so, we will publish any relevant changes prior to the start of the associated selection process.

- 4.43 We will provide further guidance about how these processes and criteria would apply in a competitive selection context, such as our approach to scoring or weighting particular criteria, once the content of the enabling regulations has been finalised.

What happens next

- 4.44 Once we have invited you to participate in the licensing assessment process, you may send us a completed form.
- 4.45 We will typically give a three-month window for candidates to complete the licensing assessment form, although there may be some occasions in which a shorter timeframe would be required.
- 4.46 Once we have received your licensing assessment form, we will confirm receipt within five working days. We will aim to publish our proposal of licence grant within two months from the day we receive the form, subject to having received adequate information from the candidate in the first instance.
- 4.47 We will inform you if we consider it necessary to request additional information to supplement your submission, either in writing or by holding an interview. This may not be required in all instances. We may also request attendance of relevant persons at this interview, such as directors or individuals named in the licensing assessment form.
- 4.48 If the results of our assessment are satisfactory, and we have no outstanding issues to address or questions to raise, then we would publish a proposal to grant a code manager licence to the successful candidate. The candidate would then be required to undertake an implementation and assurance process, culminating in a final readiness assessment, before the licence would actually be granted, subject to the outcome of that process.
- 4.49 We will publish this notice on our website. The notice will state that Ofgem proposes to grant the licence (and to which code) and will provide the name and other relevant details of the selected candidate. The notice will provide the reasons why we propose to grant the licence to that candidate and will set out the period within which stakeholders may make representations about the proposed grant of the licence.
- 4.50 We will only consider representations relevant to our assessment criteria. We will not consider representations where these are relating to the candidate's potential performance as a code manager in the future.

Implementation and assurance

Section summary

This section provides information on the implementation and assurance process, during which you will be expected to prepare to be granted a code manager licence and participate in a final readiness assessment.

5.1 After we have published our proposal to grant you a licence, we expect that you will require time to prepare for the code manager role and implement any necessary changes. We would then carry out a final assessment of your readiness to commence the licensed activity, prior to deciding whether to grant you a licence.

How to prepare for the licence

5.2 We expect that the following lists of tasks will be common for all candidates, building on the proposals that you would have submitted as part of the licensing assessment process:

- developing a detailed implementation plan and governance framework, including appropriate timelines and milestones, and securing the necessary funding,
- complying with licence conditions related to conflicts-of-interest and not-for-profit status, which could require changes to your organisational structure, board composition, etc.,
- hiring of new staff and/or procurement of new services, including any considerations related to the Transfer of Undertakings (Protection of Employment) regulations (TUPE),
- establishing the necessary governance arrangements, systems, and operational processes required to commence the licensed activity, in collaboration with code parties and other industry stakeholders where appropriate, and
- developing and implementing a cultural change strategy, to reflect the novel nature of the code manager role.

5.3 However, it is worth noting that we are still finalising our approach to the implementation process, and our role within it, and intend to update the

contents of this draft guidance document in due course, pending the outcome of future consultation.

- 5.4 At minimum, you will be required to provide us with a copy of your detailed implementation plan and governance framework at the start of this process, so that we can agree on key milestones and timelines. We may also decide to take on a more active role in the implementation process, including the potential use of transitional powers granted to us by the Act for the purposes of implementing energy code reform.

How you will be assessed prior to licence grant

- 5.5 We expect that there will be a need for us to undertake, or commission, assurance-related activities alongside the implementation process, culminating in a final assessment of candidate readiness. The purpose of these activities would be to ensure that you have the right capabilities, resources and processes in place to fulfil your new obligations, prior to publishing our notice of licence grant.
- 5.6 We envisage that the readiness assessment would be based around the requirements of the licensing assessment form, with candidates required to provide evidence of the following:
- full compliance with all conflict-of-interest and not-for-profit licence conditions, including confirmation of governance changes and board appointments where those were needed,
 - demonstration of sufficient progress towards developing the necessary capabilities and expertise, related to service provision capability, value for money to the industry and consumers, stakeholder management capability, expertise relevant to applying the code objectives, and capability in project management,
 - evidence that you have become party to the relevant code and that you can comply with any requirements of the code that would be enforced via the licence, and
 - a final fit and proper assessment, to ensure that you remain suitable to be granted a licence.
- 5.7 Ahead of this final assessment, we may decide to take on a more or less involved role in any assurance-related activities. Regardless of our chosen approach, you should expect the need to provide us with regular updates on

your progress over time, measured against the milestones and timelines that you would have agreed with us when developing your implementation plan.

What happens next

- 6.1 Once we are satisfied that you are ready to commence the licensed activity, we will proceed to grant the code manager licence.
- 6.2 We will issue the licence grant by email, provide you with a pdf copy of the licence, and publish a notice of licence grant on our website. If you would like to receive a licence to your registered address, you can let us know at any point during the selection process.
- 6.3 You are expected to comply with the conditions of your licence from the date it is granted. The SLCs applicable to any licence we may grant you may be modified in future.
- 6.4 You are responsible for ensuring that you keep up to date on any changes to the SLCs and that you are in compliance. Notices of modifications and consolidated SLCs will be published on our website, and we will include links in the final version of this guidance where available.
- 6.5 If you wish to learn more about how licence changes may happen, please contact us at industrycodes@ofgem.gov.uk.
- 6.6 We have the power under sections 28-30F of the Gas Act and sections 25-27F of the Electricity Act to take enforcement action for breach of your licence. More information on gas or electricity licence enforcement can be found on our website at <https://www.ofgem.gov.uk/investigations/ofgems-powers>

Appendices

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Appendix 1: Draft eligibility assessment form

Section 1: Basic information and expression of interest

1. Basic company information

1.1. Registered Business Name

1.2. Registration number

1.3. Trading name (if any)

1.4. VAT number (put 'none' if you are not registered for VAT)

1.5. Legal status (Please state whether the applicant is a public limited company, private limited company, overseas company, other body corporate, partnership, unincorporated association, sole trader or other entity (and in the last case give particulars of the legal status))

1.6. Is your business registered outside the UK? Please remove the option that does not apply.

Yes.

No.

If yes, please provide the name of the commercial register with which it is registered, and if your business is a body corporate, state the jurisdiction or country of registration.

1.7. Is the candidate a partnership or other joint venture (other than a body corporate)? If yes, please state the full name of the Partnership/Joint Venture and the address of each party in that Partnership or Joint Venture.

1.8. The following documents may be required at a later stage of the application process:

Certified copy of certificate of incorporation

Certified copy of VAT registration certificate

Please confirm if you will be able to provide these documents on request by removing the option which does not apply:

Yes, we will be able to provide a certified copy of our certificate of incorporation on request.

Yes, we will be able to provide a certified copy of our VAT registration certificate on request.

No, we will be unable to provide a certified copy of our certificate of incorporation.

No, we will be unable to provide a certified copy of our VAT registration certificate.

2. Ofgem licences and industry codes

2.1. Does your organisation hold any Ofgem licences? If so, please specify the licence type(s) you hold. Please choose from the list below and remove any that do not apply.

Electricity distribution licence

Electricity generation licence

Electricity interconnector licence

Electricity offshore transmission licence

Electricity supply licence

Electricity system operator licence

Electricity transmission licence

Gas interconnector licence

Gas shipper licence

Gas supplier licence

Gas system planner licence

Gas transporter licence

Smart meter communication licence

2.2. Does your organisation's parent company or company group (if applicable) hold any Ofgem licences? If so, please specify the licence type(s) they hold. Please choose from the list below and remove any that do not apply.

Electricity distribution licence

Electricity generation licence

Electricity interconnector licence

Electricity offshore transmission licence

Electricity supply licence

Electricity system operator licence

Electricity transmission licence

Gas interconnector licence

Gas shipper licence

Gas supplier licence

Gas system planner licence

Gas transporter licence

Smart meter communication licence

2.3. Is your organisation party to or required to comply with any industry codes? Please choose from the list below and remove any that do not apply.

Balancing and Settlement Code

Connection and Use of System Code

Distribution Code

Distribution Connection and Use of System Code

Grid Code

Independent Gas Transporters' Uniform Network Code

Retail Energy Code

Security and Quality of Supply Standard

Smart Energy Code

System Operator-Transmission Owner Code

Uniform Network Code

2.4. Is your organisation's parent company or company group (if applicable) party to or required to comply with any industry codes? Please choose from the list below and remove any that do not apply.

Balancing and Settlement Code

Connection and Use of System Code

Distribution Code

Distribution Connection and Use of System Code

Grid Code

Independent Gas Transporters' Uniform Network Code

Retail Energy Code

Security and Quality of Supply Standard

Smart Energy Code

System Operator-Transmission Owner Code

Uniform Network Code

3. Contact details

3.1. Registered postal address of organisation

3.2. Service address (if different)

3.3. Contact email address for organisation

3.4. Telephone number for organisation

3.5. Full name of organisation contact

3.6. Job title of organisation contact

3.7. Email address for organisation contact

3.8. Telephone number for organisation contact (optional)

3.9. Organisation website address

4. Declaration of understanding and expression of interest

4.1. Please confirm that you have authority to complete this form on behalf of your organisation by removing the option which does not apply.

Yes, I confirm that I have authority to complete this form on behalf of my organisation.

No, I do not have the authority.

4.2. Please declare that you have read and understood the draft guidance published by Ofgem which relates to the full selection process for a code manager licence, and that you are aware that this eligibility assessment form makes up one part of the full selection process. Remove the option which does not apply.

Yes, I declare that I have read and understood Ofgem's published draft guidance relating to the code manager selection process and I am aware of the requirements of each stage of the process.

No, I have not read or understood and am not aware.

4.3. Please confirm that, having read and understood the draft guidance, your organisation is interested in performing the code manager role for [name of code], or in forming a separate body for the purposes of performing the code manager role for [name of code]. Remove any options which do not apply.

Yes, I confirm that my organisation is interested in performing the code manager role for code X.

Yes, I confirm that my organisation is interested in forming a separate body for the purposes of performing the code manager role for [name of code]

No, I confirm that we are not interested.

Section 2: Suitability to hold a licence

5. Details of your organisation's directors

5.1. Please provide full details of all the applicant's current director(s) (including any shadow directors within the meaning of section 251 of the Companies Act 2006) or where applicable the corresponding officers.

Director 1

First name:

Family name/surname:

Full home address:

Previous home address if less than 3 years at current address:

Date of birth (DD/MM/YYYY):

Date of current appointment as director:

Director 2

First name:

Family name/surname:

Full home address:

Previous home address if less than 3 years at current address:

Date of birth (DD/MM/YYYY)::

Date of current appointment as director:

NOTE: If there are more directors of your organisation, please continue on a separate sheet. Please indicate whether you have done this by removing the option below which does not apply:

Yes, I have provided the name(s), home address(es), date(s) of birth and date(s) of current appointment of additional applicant director(s) in an attachment.

No, I have already provided the details of all directors.

6. Ultimate holding company details

6.1. Does your organisation have an ultimate holding company? "Ultimate holding" means a holding company (within the meaning of sections 1159 and 1160 of the Companies Act 2006) of the applicant which is not itself a subsidiary of another company, which is in the position to control, or exercise significant influence over, a policy of the applicant by virtue of rights under contractual arrangements or rights of ownership which are held by the company or of which the company is a beneficiary.

Please remove the option below which does not apply:

Yes, my organisation has an ultimate holding company (please provide details below).

No, my organisation does not have an ultimate holding company (go to question 7).

Details of ultimate holding company:

Registered Business Name:

Registration Number:

Trading name (if any):

Country of registration:

Full registered address of ultimate holding company:

6.2. Provide details of ultimate holding company directors:

Director 1

First name:

Family name/surname:

Full home address:

Previous home address if less than 3 years at current address:

Date of birth (DD/MM/YYYY):

Date of current appointment as director:

Director 2

First name:

Family name/surname:

Full home address:

Previous home address if less than 3 years at current address:

Date of birth (DD/MM/YYYY)::

Date of current appointment as director:

NOTE: If there are more ultimate holding company directors, please continue on a separate sheet. Please indicate whether you have done this by removing the option which does not apply.

Yes, I have provided the name(s), home address(es), date(s) of birth and date(s) of current appointment of additional ultimate holding company director(s) in an attachment.

No, I have already provided all details of ultimate holding company directors.

7. Parent undertaking details

7.1. Does your organisation have a parent undertaking (within the meaning of section 1162 of the Companies Act 2006)? Please remove the option which does not apply:

Yes, my organisation has a parent undertaking (please provide details below)

No, my organisation does not have a parent undertaking (Go to question 8)

Details of parent undertaking:

Registered Business Name:

Registration Number:

Trading name (if applicable):

Country of registration:

Registered address of parent undertaking in full:

7.2. Provide details of parent undertaking directors:

Director 1

First name:

Family name/surname:

Full home address:

Previous home address if less than 3 years at current address:

Date of birth (DD/MM/YYYY):

Date of current appointment as director:

Director 2

First name:

Family name/surname:

Full home address:

Previous home address if less than 3 years at current address:

Date of birth (DD/MM/YYYY):

Date of current appointment as director:

Director 3

First name:

Family name/surname:

Full home address:

Previous home address if less than 3 years at current address:

Date of birth (DD/MM/YYYY):

Date of current appointment as director:

NOTE: If there are more parent undertaking directors, please continue on a separate sheet. Please indicate whether you have done this by removing the option which does not apply.

Yes, I have provided the name(s), home address(es), date(s) of birth and date(s) of current appointment of additional parent undertaking director(s) in an attachment.

No, I have already provided the details of all parent undertaking directors.

8. Provide details of persons in effective control of your organisation

For the purposes of this form and draft guidance, 'persons in effective control of your organisation' has the same meaning as the meaning of a 'person with significant control' as under section 790C of the Companies Act 2006.

Person 1

First name:

Family name/surname:

Full home address:

Previous home address if less than 3 years at current address:

Date of birth (DD/MM/YYYY):

Date of current appointment in post:

Person 2

First name:

Family name/surname:

Full home address:

Previous home address if less than 3 years at current address:

Date of birth (DD/MM/YYYY):

Date of current appointment in post:

NOTE: If there are more persons in effective control of your organisation, please continue on a separate sheet. Please indicate whether you have done this by removing the option which does not apply.

Yes, I have include the name(s), home address(es), date(s) of birth and date(s) of current appointment of additional person(s) in effective control of my organisation in an attachment.

No, I have already included all details of persons in effective control of my organisation.

9. Shareholder details

9.1. Are there any shareholders with a holding of 20% or more of any class of shares in your organisation? Please remove the option that does not apply.

Yes (Please give details below of each shareholder).

No (Go to question 10).

Shareholder 1

Full name of shareholder:

Full address (if an individual, please give full home address):

Previous address if less than 3 years at current address:

Where an individual, their date of birth (DD/MM/YYYY):

Effective date of shareholding (DD/MM/YYYY):

Number and class of shares held (for example 50 ordinary shares):

Percentage aggregate of the class of shares this represents:

Shareholder 2

Full name of shareholder:

Full address (if an individual, please give full home address):

Previous address if less than 3 years at current address:

Where an individual, their date of birth (DD/MM/YYYY):

Effective date of shareholding (DD/MM/YYYY):

Number and class of shares held (for example 50 ordinary shares):

Percentage aggregate of the class of shares this represents:

NOTE: If there are more shareholders, please continue on a separate sheet. Please indicate whether you have done this by removing the option which does not apply.

Yes, I have included details of additional shareholders as an attachment.

No, I have already included all details of major shareholders.

10. Suitability to hold a licence

10.1. Do any of the persons named on this form (or any other person with significant managerial responsibility or influence in your organisation) have any criminal convictions in any jurisdiction? (You may exclude references to offences under the Road Traffic Offenders Act 1988 or convictions in respect of which the person has become rehabilitated under the Rehabilitation of Offenders Act 1974)

Please remove the option which does not apply, and if the answer is yes, provide details in the text box underneath:

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

10.2. Are any of the persons named on this form (or any other person with significant managerial responsibility or influence in your organisation) disqualified to any extent from acting in connection with the affairs of a company in any jurisdiction?

Please remove the option which does not apply and if the answer is yes, provide details in the text box underneath:

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

10.3. Provide a statement that none of the persons named on this form (or any other person with significant managerial responsibility or influence in your organisation):

- is an undischarged bankrupt
- is, or has been, subject to insolvency proceedings (including any period of receivership or administration in connection with the affairs of a company), or
- is, or has been, subject to any County Court Judgments (CCJs) in any jurisdiction, OR provide details of any such bankruptcy/insolvency/CCJs.

If you intend to provide these details as an attachment, include this information with your application.

10.4. Has any person named on this form (or any other person with significant managerial responsibility or influence in your organisation) been a director, shareholder or person with significant managerial responsibility or influence at a gas or electricity supply company which triggered a Supplier of Last Resort event either at the time of the Supplier of Last Resort event or within the 12 months preceding the Supplier of Last Resort event?

Please remove the option which does not apply, and if the answer is yes, provide details in the text box underneath:

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

10.5. Has your organisation, any person named on this form, or any other person with significant managerial responsibility or influence in your organisation been involved in any Ofgem compliance or enforcement investigations in the last 3 years?

Please remove the option which does not apply, and if the answer is yes, provide details in the text box underneath:

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

10.6. Has your organisation, any person named on this form, or any person with significant managerial responsibility or influence in your organisation:

- in relation to activities regulated by any other regulatory body ever been refused, had revoked, restricted, or terminated, any licence,

authorisation, registration, notification, membership or other permission granted by any such body? Or

- ever been found to be in breach of either Articles 101 or 102 of the Treaty on the Functioning of the EU or Chapter I or Chapter II of the Competition Act 1998?

Please remove the option which does not apply, and if the answer is yes, provide details in the text box underneath:

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

10.7. Where applicable, please provide the full name, date of birth (DD/MM/YYYY) and full job title of any person with significant managerial responsibility or influence in your organisation.

Section 3: Independence and conflicts of interest

11. Not-for-profit requirement and prohibition on cross-subsidies

11.1. Does your organisation intend to operate, or intends to ensure that any body it forms for the purposes of code management would operate, as a code manager on a not-for-profit basis in compliance with relevant SLCs, and to refrain from receiving or transferring cross-subsidies from or to any parent companies or affiliates?

Please remove the option which does not apply:

Yes

No

12. Sufficiently independent directors

12.1. Are 50% or more of the directors of your organisation independent of your organisation, any of its affiliates, any external service providers for code services, and of code parties?

Please remove the option which does not apply:

Yes

No

12.2. If you answered no to question 12.1, does your organisation intend to put in place a board of directors, for itself or any body which it intends to form for the purposes of code management, with 50% of its membership being independent of your organisation, any of its affiliates, any external service providers for code services, and of code parties?

Please remove any option which does not apply:

Yes

No

Not applicable

13. Restriction on activity and investments:

13.1. Does your organisation currently have any investments or undertake any activities apart from what would be required of it under the relevant code and the relevant code manager licence?

Please remove the option which does not apply, and if the answer is yes, please specify.

Yes

No

13.2. If you answered yes to question 13.1, does your organisation intend to end any activities and withdraw any investments apart from what would be required of it under the relevant code and the relevant code manager licence, or ensure that any body it intends to form for the purposes of code management refrains from engaging in any such activities or making any such investments?

Please remove any options which does not apply.

Yes

No

Not applicable

13.3. If you answered no to question 13.2, please give reasons why and give any further detail you think may be helpful.

14. Being or becoming a related undertaking

14.1 Is your organisation currently, or does it have plans to become, a related undertaking of a [name of code] party or of a provider of external services (either to your organisation or to the current code administrator of [name of code])? A 'related undertaking' means, in relation to any person, any undertaking in which that person has a participating interest as defined in section 421A of the Financial Services and Markets Act 2000.

Please remove the option which does not apply, and if the answer is yes, provide details.

Yes

No

14.2. If you answered yes to Question 14.1, would your organisation undertake to cease to be a related undertaking of one of the categories of person outlined in Question 14.1 if it were to be granted a code manager licence?

Please remove any options which does not apply.

Yes

No

Not applicable

14.3. If you answered yes to Question 14.1 and no to Question 14.2, please explain why and provide any relevant details.

15. Ultimate controller

15.1. Does your organisation, or will any body your organisation intends to set up for the purposes of code management, have an ultimate controller, such as a parent company? Ultimate controller here means any of the following:

(a) a holding company of your organisation that is not itself a subsidiary of another company;

(b) any person who (whether alone or with any person or persons connected with them) is in a position to control, or exercise significant influence over, the

policy of your organisation or the policy of any holding company of your organisation by virtue of:

- (i) rights under contractual arrangements (except for the Relevant Code) to which they are a party or of which they are a beneficiary, or
 - (ii) rights of ownership (including any rights attached to or deriving from securities or rights under a trust) which are held by them or of which they are a beneficiary.
- (c) For the purposes of (b), a person is connected with another person if they are a party to any arrangement regarding the exercise of any such rights as are described or referred to in that sub-paragraph;
- (d) (b) does not include any director or employee of a corporate body in their capacity as such.

Please remove the option which does not apply:

Yes

No

15.2. If you answered yes to Question 15.1, does your organisation intend to seek a legally enforceable undertaking (an “ultimate controller undertaking”) from its ultimate controller stating that they will not take any action that might cause your organisation to breach its code manager licence (if granted) or fail to discharge any of its functions (if granted a code manager licence)?

If your organisation intends to set up a new body for the purposes of code management, you should answer ‘yes’ to this question only if you intend to ensure that the relevant body seeks the same ultimate controller undertaking, and, if your organisation becomes its ultimate controller, that you intend to provide such an ultimate controller undertaking.

Please remove the options which do not apply.

Yes

No

Not applicable

Please note, Ofgem may carry out checks with Companies House to verify the information provided in this section.

Section 4: Your organisation's capability and expertise

In this section, you must supplement your answers with CVs of employees of your organisation in positions of senior managerial responsibility or influence.

16. Please describe any experience your organisation has in, or related to, energy code administration, or a similar relevant undertaking (500 words):

17. Please describe any experience your organisation has that is relevant to applying the code objectives of [name of code] (500 words):

18. Please describe your organisation's experience of delivering complex projects in a timely way (500 words):

19. Please describe your organisation's experience of engaging with a range of stakeholders and considering their input to achieve a positive outcome while managing competing interests (500 words):

20. Please describe your organisation's experience of delivering projects and enduring functions efficiently and within budget (500 words):

21. Please declare whether your organisation has any mortgage, charge, pledge, or any other liability to any person otherwise than on an arm's length basis or on normal commercial terms.

Please remove the option which does not apply, and if the answer is yes, provide details.

Yes

No

Appendix 2 – Draft licensing assessment form

Section 1: Company Information

Registered Business Name:

Registration number:

Please provide full details of the person to contact with any queries about this form.

First name(s):

Family name/Surname:

Capacity/position:

E-mail:

Telephone number:

Full contact address:

Section 2: Conflict-of-interest assessment

2.1. Prohibition on cross-subsidies

A) Has your organisation ever been in receipt of, or transferred cross-subsidies from or to, any subsidiary organisation or affiliates? Please remove the option which does not apply.

Yes (Please give full details below)

No (Go to C)

B) If yes, please provide further details:

C) Please describe how you would introduce any required governance changes where these are necessary to comply with the licence condition on prohibition of cross-subsidies:

2.2. Requirement to fulfil core regulatory requirements on a not-for-profit basis

A) Is your organisation able to comply with the obligation to fulfil the licensed role on a not-for-profit basis? Please remove the option which does not apply.

Yes

No

B) If your organisation is a profit-making organisation, please provide details of how you will ensure that the code manager function is delivered on a not-for-profit basis:

2.3. Sufficiently independent directors

A) Are 50% or more of the directors of your organisation independent of your organisation, any of its affiliates, any external service providers for code services, and of code parties?

If yes, please attach to this form credible documentation confirming the name, address and employment details of existing directors (name/address/details of employment).

Please remove the option which does not apply.

Yes (Go to question 2.4)

No

B) Please describe your proposed methods to put in place a board of directors, for your organisation or any body which it intends to form for the purposes of code management, with 50% of its membership being independent of your organisation, any of its affiliates, any external service providers for code services, and of code parties?

2.4. Restriction on activity and investment

A) Does your organisation currently conduct any business or activity other than that which will be necessary to the code manager role? Please remove the option which does not apply.

Yes

No (Go to C)

B) Please describe any other activities conducted by your organisation and explain how you intend to ensure that this does not interfere with the undertaking of the code manager role. This includes the requirement to ensure that you do not restrict, prevent or distort competition in the provision of any other commercial or licensed activity:

C) Does your organisation hold any shares or investments? Please remove the option which does not apply.

Yes (Please give full details below)

No (Go to question 2.5)

D) Please provide details of investments held, including whether they are likely to create any conflicts of interest, and your proposed mitigations to prevent any actual or potential conflicts of interest from arising:

2.5. Ultimate controller undertaking / Restriction on the licensee becoming a related undertaking

A) Is your organisation currently a Related Undertaking of a parent organisation or Ultimate Controller?

Related undertaking means, in relation to any person, any undertaking in which that person has a participating interest as defined in section 421A of the Financial Services and Markets Act 2000

Ultimate controller here means any of the following:

(a) a holding company of your organisation that is not itself a subsidiary of another company;

(b) any person who (whether alone or with any person or persons connected with them) is in a position to control, or exercise significant influence over, the policy of your organisation or the policy of any holding company of your organisation by virtue of:

- (i) rights under contractual arrangements (except for the Relevant Code) to which they are a party or of which they are a beneficiary, or

- (i) rights of ownership (including any rights attached to or deriving from securities or rights under a trust) which are held by them or of which they are a beneficiary.

(c) For the purposes of (b), a person is connected with another person if they are a party to any arrangement regarding the exercise of any such rights as are described or referred to in that sub-paragraph;

(d) (b) does not include any director or employee of a corporate body in their capacity as such.

Please remove the option which does not apply.

Yes

No (Go to section 3)

B) Please provide further details of your parent organisation or ultimate controller, including whether it is a code party, a party which may benefit from your services as a code manager or an external service provider which may be procured by you as a code manager, or a person who may exert a material influence over the above.

C) Please provide evidence as to how you will ensure that your organisation is not influenced by your parent organisation or ultimate controller, including confirmation that you will procure legally enforceable undertakings to ensure that it will refrain from taking action to cause you to breach or fail the discharge of the licence obligations.

Section 3: Modifications to Standard Conditions

Applicants may request that the standard conditions of a licence be modified (for the purposes of section 8A(2) of the Electricity Act 1989 section 8(3) of the Gas Act 1986) to meet the requirements of its specific case.

3.1. Do you wish to request any modifications to any of the standard conditions for the type of licence applied for? Please remove the option which does not apply.

Yes

No (Go to section 3)

A) Provide full details of the modifications requested:

B) Please state the grounds on which the candidate believes that any such modification is requisite to meet the circumstances of the particular case:

C) Please state the grounds on which the candidate believes that any such modification would not disadvantage any other code manager licence holder (including the candidate), code parties, or consumers:

Section 4: Capability and Expertise

4.1. Service provision capability

A) Please describe your proposed operational approach, including how you intend to implement the required systems and processes to be able to undertake the licensed activity.

B) Please describe how your organisation intends to develop and implement relevant requirements to meet licence obligations relating to data protection.

C) Please describe how your organisation intends to implement measures to ensure business continuity in the event of licence termination.

4.2. Value for Money to industry and consumers

Please describe how you would provide a service that is cost-effective and efficient that will deliver value for money to the industry and consumers:

4.3. Stakeholder management capability

Please describe your proposed stakeholder engagement strategy and how you would undertake meaningful, proactive and impartial code management services, and provide assistance to code parties and other stakeholders, including consumers:

4.4. Expertise relevant to applying the code objectives

Please describe how you would ensure that the licensed corporate entity will have the necessary expertise to facilitate effective code maintenance and modification processes and decisions: and maintenance services:

4.5 Capability in project management

Please describe how you would project manage the modification process, including developing plans and implementing code modifications that would support the delivery of Ofgem's Strategic Direction Statement:

Section 5: Suitability to hold a licence

5.1. Do any of the persons named on this form (or any other person with significant managerial responsibility or influence in your organisation) have any criminal convictions in any jurisdiction? You may exclude offences under the Road Traffic Offenders Act 1988 or convictions in respect of which the person has become rehabilitated under the Rehabilitation of Offenders Act 1974.

Please remove the option which does not apply, and if the answer is yes, provide details below.

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

5.2. Are any of the persons named on this form (or any other person with significant managerial responsibility or influence in your organisation) disqualified to any extent from acting in connection with the affairs of a company in any jurisdiction?

Please remove the option which does not apply, and if the answer is yes, provide details below:

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

5.3. Provide a statement that none of the persons named on this form (or any other person with significant managerial responsibility or influence in your organisation):

- is an undischarged bankrupt,
- is, or has been, subject to insolvency proceedings (including any period of receivership or administration in connection with the affairs of a company), or
- is, or has been, subject to any County Court Judgments (CCJs) in any jurisdiction; OR, provide details of any such bankruptcy/insolvency/CCJs.

If you intend to provide this statement as an attachment, include the statement with your application.

5.4. Has any person named on this form (or any other person with significant managerial responsibility or influence in your organisation) been a director, shareholder or person with significant managerial responsibility or influence at a gas or electricity supply company which triggered a Supplier of Last Resort event either at the time of the Supplier of Last Resort event or within the 12 months preceding the Supplier of Last Resort event?

Please remove the option which does not apply, and if the answer is yes, provide details below:

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

5.5. Has your organisation, any person named on this form, or any other person with significant managerial responsibility or influence in your organisation been involved in any Ofgem compliance or enforcement investigations in the last 3 years?

Please remove the option which does not apply, and if the answer is yes, provide details below:

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

5.6. Has your organisation, any person named on this form, or any person with significant managerial responsibility or influence in your organisation:

- in relation to activities regulated by any other regulatory body ever been refused, had revoked, restricted, or terminated, any licence, authorisation, registration, notification, membership or other permission granted by any such body? Or,
- ever been found to be in breach of either Articles 101 or 102 of the Treaty on the Functioning of the EU or Chapter I or Chapter II of the Competition Act 1998?

Please remove the option which does not apply, and if the answer is yes, provide details below:

Yes

No

If you intend to provide these details as an attachment, include this information with your application.

5.7 Where applicable, please provide the full name, date of birth (DD/MM/YYYY) and full job title of any person with significant managerial responsibility or influence in your organisation.