

GIIGNL Commercial Study Group (“CSG”)
Terms of Reference
(May 2015)

CSG Vision

The CSG provides a forum where leaders from the LNG importing industry offer their commercial expertise to improve efficiencies across the midstream of the LNG value chain.

CSG Mission

The purpose of the CSG is to:

- Produce cutting edge studies that improve efficiencies across the midstream of the LNG value chain and that are recognised within the LNG industry.
- Give the opportunity to experts from the LNG importing industry to meet, debate and build strong relationships.

CSG Goals

The goals of the CSG are to:

- Hold bi-yearly CSG Meetings and give the opportunity to all CSG Representatives to attend them and network.
- Identify and deliver CSG Studies that have the potential to make a difference to the LNG importing industry and increase efficiencies. The CSG Studies:
 - are conducted in strict compliance with competition law and observance of the anti-trust guidelines (see Annex A attached),
 - include subjects on: analysis of key market data and commercial trends, best practices on procurement, optimisation, contract management, transportation, importing, re-gasification,
 - do not include subjects on: prices of commercial transactions, economic activities of Member Companies, their employees and host governments (unless such information is available publicly), recommendations for specific products and services.
- Present the CSG Studies within GIIGNL, and in some cases externally.
- Contribute to the production of the Annual Report by validating statistics and data collected by the Central Office and suggesting improvements.
- Further raise the profile of GIIGNL so that new companies join GIIGNL and become a Member Company (either a Full Member Company or an Associate Member Company).

CSG Roles and Responsibilities

- The CSG Chairman:
 - holds his office in his own name and not as a representative of a Member Company or any other entity,
 - ensures that the CSG functions properly, sets the strategy and focus to achieve the CSG Goals, deliver the CSG Mission and make the CSG Vision a reality,
 - chairs the CSG Meetings, makes sure that all relevant matters are discussed and that effective decisions are made and carried out,
 - seeks ideas for subjects of CSG Studies from the CSG Representatives and the Bureau and defines the scope of these CSG Studies,
 - approves the constitution of the CSG Working Groups, taking into account a balanced representation of each region and appoints the Lead of each CSG Working Group,
 - monitors the progress of the CSG Studies,
 - ensures effective connection with the Executive Committee and the General Assembly and provides them with regular updates on the CSG Studies.

- The Central Office:
 - comprise the General Delegate and the Deputy General Delegate,
 - hold their office in their own name and not as representatives of a Member Company or any other entity,
 - assist in all administrative matters such as the organisation of CSG Meetings and other events, gathering of data for the Annual Report and communication between the CSG Representatives,
 - review and validate internal and external communications before distribution,
 - ensure the coordination of the CSG with the Technical Study Group.

- Each CSG Working Group Lead is responsible for:
 - the successful delivery of their CSG Study,
 - making sure sufficient resource and expertise are available,
 - the prioritisation and the allocation of the work,
 - agreeing the scope of work and the deadline with the CSG Chairman,
 - providing updates on the progress of the CSG Study during each CSG Meeting.

- Each CSG Representative:
 - is nominated by each Member Company that wants to nominate one,
 - has an in-depth knowledge in either LNG marketing, trading, market analysis, strategy or contract management that he / she is willing to share,
 - is invited to attend every CSG Meeting,
 - is supporting the Bureau to collect key importing data from his / her company so that the Annual Report can be successfully produced,
 - is encouraged to volunteer and take part to some CSG Studies by joining a CSG Working Group and dedicating some of his / her time to support and deliver a specific CSG Study successfully,
 - may tap into some specific expertise in his / her Member Company to support the delivery of a CSG Study,
 - participate to discussions held during the CSG Meetings, share knowledge, information and best practices.

CSG Meetings

- CSG Meetings are held bi-yearly, before the Executive Committee and the General Assembly.
- The Central Office and the CSG Chairman solicit interest from Member Companies to host a CSG Meeting.
- The notice of meeting and the agenda is circulated to all CSG Representatives at least one week prior to each meeting.
- CSG Representatives confirm their attendance at least one week prior to each CSG Meeting.
- CSG Meetings are chaired by the CSG Chairman.
- The agenda and the minutes are drafted and approved for distribution by the Central Office and the CSG Chairman.
- The costs associated with each CSG Meeting are split as follow:
 - Costs borne by the Company Member organising the CSG Meeting: meeting room, lunch(es) and dinner(s) for all CSG Representatives attending the CSG Meeting,
 - Costs borne by each Company Member: transportation to and from the venue of the CSG Meeting, hotel accommodation and any other costs related to the attendance of their CSG Representative (if any).

External Communication

- Some CSG Studies may be made publicly available through various channels including the GIIGNL website, dedicated publications, press releases, position papers and presentations during conferences.
- They may also be presented in conferences by the Central Office or the CSG Chairman. If they are presented by a CSG Representative, approval from the Central Office will be required and in that case the CSG Representative will speak on behalf of the CSG and not as a representative of a Member Company or any other entity.
- All CSG Studies will be presented as collective works, without highlighting the particular role of any Member Company involved.
- CSG publications and communications will be made using the generic GIIGNL presentation templates as defined by the Central-Office. The GIIGNL logo will be used, without any Member Company logo.

Appendix A

Anti-Trust / Competition Law Guidance

Activities and meetings of GIIGNL should be conducted in strict compliance with competition law.

GIIGNL and its Members should refrain from any actions which infringe the laws and rules established in their countries with regard to “anti-competitive practices”.

In this regard the following “anti-trust” guidance on the prohibited exchange or discussion of information should be observed, with due consideration to the fact that such guidelines are of a general nature and cannot be considered as exhaustive:

- No information on how specific companies intend to respond to potential scenarios or to actions by Authorities. Information regarding potential energy issues or scenarios that may arise must be limited to generalities.
- No specific company’s confidential or proprietary information.
- No specific company’s merger / divestment plans, market or production information, facility runs, inventories, costs or cost components, purchasing or sales / marketing plans for particular products or services, prices or pricing of products or services (including forecasts); unless such information is publicly available.
- No specific company’s information on employee compensation, benefits and remuneration.
- Nothing that could be construed as an agreement among Members, either explicit or implicit, regarding the purchase or sale of products or services, including – but not limited to – the prices of particular products or services provided by or received by a company, other terms of sales or purchases, allocation or division of markets or customers, restriction of the supply of products or services, etc...
- No disparagement or blacklisting of any products or third-party entities or individuals, particularly any vendor or customer.

In case of doubt, anti-trust counsel should be consulted.

GIIGNL Central Office

Paris, April 2012