

Schválené znenie dokumentu

**Zriadenie regionálnych koordinačných centier
pre Región prevádzky sústavy Stredná Európa
v súlade s článkom 35 nariadenia Európskeho
parlamentu a Rady (EÚ) 2019/943 z 5. júna
2019 o vnútornom trhu s elektrinou**

27. jún 2022

(147 strán A4)

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Ked'že,

- (1) V súlade s článkom 36 ods. 1 nariadenia Komisie (EÚ) 2019/943 o vnútornom trhu s elektrinou (ďalej len „Nariadenie 2019/943“) pripraví ENTSO-E návrh, ktorý vymedzuje Regióny prevádzky sústavy (ďalej len ‘SOR’) a predloží ho na schválenie agentúre ACER.
- (2) 6. apríla 2020 vydala agentúra ACER svoje prvé rozhodnutie o definovaní SOR (Rozhodnutie č. 10/2020), ktorým sa zriaďuje Stredoeurópsky SOR (ďalej len „Centrálny SOR“) zahŕňajúci Regióny výpočtu kapacity (ďalej len „CCR“) Core, Italy North a SWE.
- (3) Po podaní odvolania zo strany ENTSO-E vydala agentúra ACER rozhodnutie č. 08/2021 z 29. júna 2021 o definovaní SOR, ktoré v porovnaní s Rozhodnutím č. 10/2020 zahŕňalo Írsko a Severné Írsko v Centrálnom SOR.
- (4) Po podaní nového odvolania zo strany ENTSO-E stiahla agentúra ACER rozhodnutie č. 08/2021 a vydala rozhodnutie č. 05/2022 zo 7. apríla 2022 o definovaní SOR (ďalej len „Nové rozhodnutie o SOR“). V porovnaní s rozhodnutím ACER č. 08/2021 zahŕňa Centrálny SOR definovaný v Novom Rozhodnutí o SOR ešte stále aj Italy North a Core CCR spolu s Írskom a Severným Írskom, ale už nie SWE CCR.
- (5) Tento dokument (ďalej len „Ustanovenia o zriadení Centrálneho RCC“) obsahuje zmenené a doplnené ustanovenia na zriadenie regionálnych koordinačných centier pre Centrálny SOR (ďalej len „Centrálné RCC“) v súlade s článkom 35 Nariadenia Komisie 2019/943. Tento dokument potvrzuje zriadenie Coreso a TSCNET ako RCC pre Centrálny SOR a nahradza predchádzajúcu verziu Ustanovení o zriadení Centrálneho RCC, ktorú regulačné orgány Centrálneho SOR schválili po uzavretí dohody z 19. januára 2021 s cieľom:
 - a. Zahrnúť EirGrid a SONI a vylúčiť REE a REN zo zoznamu PPS Centrálneho SOR, ktorí sa zúčastňujú na Coreso, aby odrážali novú konfiguráciu SOR vyplývajúcu z Nového rozhodnutia o SOR;
 - b. Zahrnúť Creos a VUEN do zoznamu PPS Centrálneho SOR, ktorí sa zúčastňujú na TSCNET v súlade s článkom 4 ods. 3 Ustanovení o zriadení Centrálneho RCC odsúhláseným NRO 19. januára 2021;
 - c. Odrážať zmeny v Stanovách akciovéj spoločnosti Coreso v súlade s článkom 8 ods. 4 Ustanovení o zriadení Centrálneho RCC odsúhlásených NRO 19. januára 2021; a;
 - d. Odrážať zmeny v Stanovách akciovéj spoločnosti a Rokovacom poriadku TSCNET v súlade s článkom 8 ods. 7 Ustanovení o zriadení Centrálneho RCC odsúhlásených NRO 19. januára 2021“;
- (6) Tieto Ustanovenia o zriadení Centrálneho RCC prihliadajú na všeobecné zásady a ciele uvedené v Nariadení 2019/943 ako aj v:
 - a. smernici Európskeho parlamentu a Rady (EÚ) 2019/944 z 5. júna 2019 o spoločných pravidlach pre vnútorný trh s elektrinou (ďalej len „Nariadenie 2019/944“); a
 - b. všetkých platných Sieťových predpisoch a Usmerneniach uvedených v Nariadení 2019/943 prijatých na základe článku 18 ods. 5 nariadenia (ES) č. 714/2009, ako je nariadenie (EÚ) 2017/1485 z 2. augusta 2017, ktorým sa stanovuje usmernenie pre prevádzkovanie elektrizačnej prenosovej sústavy (ďalej len „Nariadenie SO“), nariadenie (EÚ) 2015/1222 z 24. júla 2015, ktorým sa stanovuje usmernenie pre pridelovanie kapacity a riadenie pretáženia (ďalej len „Nariadenie CACM“), nariadenie (EÚ) 2016/1719 z 26. septembra 2016, ktorým sa stanovuje usmernenie pre pridelovanie dlhodobých kapacít (ďalej len „Nariadenie FCA“), nariadenie (EÚ) 2017/2196 z 24. novembra 2017,

ktorým sa stanovuje sietový predpis o stavoch núdze a obnove prevádzky v sektore elektrickej energie (ďalej len „Nariadenie ER“) a nariadenie (EÚ) 2017/2195 z 23. novembra 2017, ktorým sa stanovuje usmernenie o zabezpečovaní rovnováhy v elektrizačnej sústave (ďalej len „Nariadenie EB“), podľa potreby, každé zmenené a doplnené vykonávacím nariadením 2021/280 (EÚ) z 22. februára 2021, ktorým sa menia a dopĺňajú nariadenia (EÚ) 2015/1222, (EÚ) 2016/1719, (EÚ) 2017/2195 a (EÚ) 2017/1485 s cieľom zosúladiť ich s nariadením (EÚ) 2019/943.

- (7) V súlade s keďže 53 Nariadenia 2019/943 prihliadajú Ustanovenia o zriadení Centrálneho RCC na existujúce regionálne koordinačné iniciatívy, ako sú existujúci Regionálni koordinátori bezpečnosti (ďalej len „RSC“) a Koordinovaní kalkulátori kapacity pôsobiaci v CCR krytí Centrálnym SOR, t. j. CCR Core a CCR Italy North.
- (8) Ustanovenia o zriadení Centrálneho RCC špecifikujú členský štát prípadných sídiel Centrálnych RCC v článku 3 a v článku 4 definujú Zúčastnených PPS každého RCC .
- (9) V článku 5 a v článku 6 opisujú Ustanovenia o zriadení Centrálneho RCC bežné organizačné a finančné opatrenia pre obidve RCC .
- (10) Plán implementácie pre RCC na úloh uvedených v článku 37 Nariadenia 2019/943 je v článku 7.
- (11) Platné požiadavky týkajúce sa Stanov RCC sú opísané v článku 8. Stanovy akciovej spoločnosti Coreso a Stanovy TSCNET, v znení neskorších zmien a doplnení, na zachovanie súladu s požiadavkami stanovenými Nariadením 2019/943, sú pripojené k Ustanoveniam o zriadení Centrálneho RCC. Platné požiadavky týkajúce sa Rokovacieho poriadku RCC sú opísané v článku 9. V prílohe je aj Rokovací poriadok spoločnosti TSCNET, v znení neskorších zmien a doplnení, na zachovanie súladu s požiadavkami stanovenými Nariadením 2019/943, zatiaľ čo v prípade spoločnosti Coreso je príslušný Rokovací poriadok zahrnutý priamo v Stanovách.
- (12) V súlade s ustanoveniami článku 38 Nariadenia 2019/943 objasňujú Ustanovenia o zriadení Centrálneho RCC postupy spolupráce, na ktoré musia RCC prihliadať pri príprave pracovných postupov pre úlohy uvedené v článku 37 Nariadenia 2019/943 v súlade s platným právnym rámcom (ako sú metodiky implementujúce Nariadenie SO, Nariadenie CACM a Nariadenie FCA), vrátane platných postupov na zdieľanie analýz a konzultácie s prevádzkovateľmi prenosovej sústavy v regióne prevádzky sústavy, prevádzkovateľmi prenosovej sústavy, ktorí prijímajú služby od Centrálnych RCC a príslušnými zainteresovanými stranami a ostatnými regionálnymi koordinačnými centrami a postupu na prijatie koordinovaných opatrení a odporúčaní v súlade s článkom 42 Nariadenia 2019/943.
- (13) Základ pre zodpovednosti Centrálnych RCC je podrobne uvedený v článku 14.
- (14) Keďže dve RCC sú zriadené ako Centrálne RCC v Centrálnom SOR, článok 15 uvádzza pridelenie úloh medzi nimi spolu s opisom rotačných zásad.
- (15) Ak je RCC zriadený v Centrálnom SOR zriadený v inom/iných SOR, musia sa PPS Centrálneho SOR koordinovať s PPS dotknutého(tých) SOR(s) s cieľom zabezpečiť, že ustanovenia v Ustanoveniach o zriadení Centrálneho RCC sú konzistentné s ustanoveniami na zriadenie RCC iného/iných dotknutého(tých) v súlade s článkom 35 Nariadenia 2019/943.
- (16) V súlade s článkom 35 ods. 2 nariadenia 2019/943, po schválení Ustanovení o zriadení Centrálneho RCC regulačnými orgánmi Centrálneho SOR, do 1. júla 2022 nahradia RCC RSC zriadených v súlade s Nariadením SO.

(17) Podľa Prílohy I k Rozhodnutiu o SOR uzatvorili PPS Centrálneho SOR so spoločnosťou Swissgrid dohodu, ktorá stanovuje základ ich spolupráce v oblasti bezpečnej prevádzky sústavy, ako aj opatrenia na zabezpečenie súladu spoločnosti Swissgrid s povinnosťami uvedenými v Nariadení 2019/943.

Článok 1 Predmet a rozsah

1. Tieto Ustanovenia o zriadení Centrálneho RCC slúžia na ustanovenie existujúcich RSC Coreso a TSCNET do funkcie RCC pre Centrálny SOR k 1. júlu 2022.

Článok 2 Definície a výklad

1. Na účely Ustanovení o zriadení Centrálneho RCC budú mať použité výrazy význam definícií uvedených v článku 2 Nariadenia 2019/943, v článku 2 smernice 2019/944, v článku 3 Nariadenia SO a v článku 2 Nariadenia CACM a v akýchkoľvek platných právnych predpisoch.
2. V tomto dokumente sú použité tieto akronymy a skratky:
 - i Centrálne RCC sú Coreso a TSCNET vo funkcií RCC pre Centrálny SOR;
 - ii 50Hertz je 50Hertz Transmission GmbH;
 - iii Amprion je Amprion GmbH;
 - iv APG je Austrian Power Grid AG;
 - v ČEPS je ČEPS, a.s.;
 - vi Coreso je Coreso SA;
 - vii Creos je Creos Luxembourg S.A.;
 - viii ELES je ELES, d.o.o.;
 - ix EirGrid je EirGrid plc
 - x Elia je Elia Transmission Belgium SA/NV;
 - xi HOPS je HOPS d.o.o.;
 - xii MAVIR je MAVIR Magyar Villamosenergia-ipari Átviteli Rendszerirányító Zártkörűen Működő Részvénytársaság;
 - xiii PSE je Polskie Sieci Elektroenergetyczne S.A.;
 - xiv RTE je Réseau de Transport d'Electricité;
 - xv SEPS je Slovenská elektrizačná prenosová sústava, a.s.;
 - xvi SONI je System Operator for Northern Ireland Ltd;
 - xvii Swissgrid je Swissgrid AG;
 - xviii TenneT DE je TenneT TSO GmbH;
 - xix TenneT NL je TenneT TSO B.V.;
 - xx TERNA je Terna - Rete Elettrica Nazionale SpA;
 - xxi Transelectrica je C.N. Transelectrica S.A.;
 - xxii TransnetBW je TransnetBW GmbH;
 - xxiii TSCNET je TSCNET Services GmbH;
 - xxiv VUEN je Vorarlberger Übertragungsnetz GmbH;
 - xxv CCR je Región výpočtu kapacity definovaný v súlade s článkom 15 Nariadenia CACM;
 - xxvi CGM je Spoločný sieťový model stanovený v súlade s článkami 67 a 70 Nariadenia SO;
 - xxvii OCR je Región koordinácie výpadkov;
 - xxviii OPC je Proces plánovania výpadkov, ktorý funguje v súlade s Hlavou 3 Nariadenia SO;

- xxix Nariadenie 2019/941 je nariadenie Európskeho parlamentu a Rady (EÚ) 2019/941 z 5. júna 2019 o pripravenosti na riziká v sektore elektrickej energie, ktorým sa zrušuje smernica 2005/89/ES;
- xxx SLA je Dohoda o úrovni poskytovaných služieb;
- xxxi SOR je región prevádzky sústavy definovaný v súlade s článkom 36 Nariadenia 2019/943;
- xxxii STA je fungovanie procesu Krátkodobej primeranosti v súlade s článkom 81 Nariadenia SO a článkom 8 Nariadenia 2019/941.
3. V tomto dokumente, pokial' kontext nevyžaduje inak:
- sa singulár chápe ako plurál a opačne;
 - obsah a nadpisy sú uvedené len za účelom prehľadnosti a nemajú vplyv na interpretáciu tohto dokumentu;
 - sú odkazy na „článok“, pokial' nie je uvedené inak, odkazmi na článok tohto dokumentu;
 - sú odkazy na „odsek“, pokial' nie je uvedené inak, odkazmi na odsek v rovnakom článku tohto dokumentu, kde je uvedený; a
 - akýkoľvek odkaz na legislatívnu, nariadeniu, smernicu, poriadok, nástroj, predpis alebo akékoľvek iné uzákonenie zahŕňa akúkoľvek úpravu, rozšírenie alebo opäťovné uzákonenie ich vtedajšej platnej verzie.

Článok 3 Zriadenie, sídla a právne formy RCC

- Pri uplatnení článku 35 ods. 1 písm. a) Nariadenia 2019/943 ustanovia všetci PPS v Centrálnom SOR existujúce subjekty Coreso a TSCNET do funkcie Centrálnych RCC s ich aktuálnymi sídlami v Belgicku a Nemecku.
- Právna forma Coreso je forma spoločnosti označovaná podľa belgického práva ako naamloze vennootschap/société anonyme; jej sídlo je v Bruseli, Belgicko. Právna forma Coreso je v súlade s článkom 35 ods. 3 Nariadenia 2019/943 (a Prílohy II k smernici Európskeho Parlamentu a Rady (EÚ) 2017/1132 zo 14. júna 2017 týkajúcej sa niektorých aspektov práva obchodných spoločností, uvádzajúcej typy spoločností akceptované podľa článku 35 ods. 3 Nariadenia 2019/943).
- Právna forma TSCNET je forma spoločnosti označovaná podľa nemeckého práva ako Gesellschaft mit beschränkter Haftung (GmbH); jej sídlo je v Mnichove, Nemecko. Právna forma TSCNET je v súlade s článkom 35 ods. 3 Nariadenia 2019/943 (a Prílohy II k smernici Európskeho Parlamentu a Rady (EÚ) 2017/1132 zo 14. júna 2017 týkajúcej sa niektorých aspektov práva obchodných spoločností, uvádzajúcej typy spoločností akceptované podľa článku 35 ods. 3 Nariadenia 2019/943).
- Ako súkromné spoločnosti so sídlom v členských štátach EÚ si RCC autonómne určujú zloženie držby akcií s prihladaním na akékoľvek platné právo EÚ a vnútrostátné právo.

Článok 4 Zúčastnení prevádzkovatelia prenosových sústav

- PPS Centrálneho SOR zúčastnení v Coreso sú:
 - 50Hertz;
 - Elia;
 - RTE;
 - TERNA;
 - EirGrid; a
 - SONI.

2. PPS Centrálneho SOR zúčastnení v TSCNET sú:
 - a) 50Hertz;
 - b) Amprión;
 - c) APG;
 - d) ČEPS;
 - e) Creos
 - f) ELES;
 - g) HOPS;
 - h) MAVIR;
 - i) PSE;
 - j) SEPS;
 - k) TenneT DE;
 - l) TenneT NL;
 - m) Transelectrica;
 - n) TransnetBW; a
 - o) VUEN.
3. Všetci zúčastnení PPS musia participovať v Centrálnom RCC ako akcionári.
4. Ak je RCC Centrálneho SOR ustanovené za RCC v inom SOR, sú podmienky účasti PPS takého SOR v tomto RCC definované v návrhu na zriadenie RCC príslušného SOR.

Článok 5 Organizačné a prevádzkové opatrenia

1. Organizačné opatrenia pre každé Centrálne RCC budú definované v súlade s príslušným právom obchodných spoločností platným v oblasti, kde má RCC sídlo počnúc už zriadenými pracovnými rámcami existujúcich RSC a s prihliadnutím na nasledujúce požiadavky:
 - a) RCC musia byť vybavené všetkými ľudskými, technickými, materiálnymi a finančnými zdrojmi potrebnými na plnenie svojich povinností podľa Nariadenia 2019/943 a na nezávislé a nestranné vykonávanie svojich úloh.
 - b) RCC musia byť k dispozícii na prevádzku vo všetkých časových rámcoch 24 hodín / 7 dní na účely vykonania úloh v určených CCR a/alebo SOR a medzi nimi.
 - c) RCC musia mať k dispozícii záložné IT prostredie, ktoré je schopné zaoberať sa akýmkoľvek zlyhaním, ku ktorému došlo počas vykonania úlohy, ako stanovuje zmluvný rámec.
 - d) Všetky ústne a písomné výmeny medzi RCC musia byť v anglickom jazyku.
2. RCC musia určiť svoju organizáciu v súlade s článkom 43 ods. 3 Nariadenia 2019/943 s cieľom splniť povinnosti nestrannosti a nezávislosti v súlade s článkom 45 Nariadenia 2019/943. RCC budú konať nediskriminačným spôsobom, ktorý zabezpečuje rovnosť zaobchádzania zmluvným stranám, ktoré dostali úlohy RCC.
3. Z hľadiska zdrojov musia RCC splniť tieto ustanovenia:
 - a) Najímanie: RCC môžu priamo najať personál alebo dostať pridelený personál od PPS na základe dočasného preloženia na zmluvnom základe, ktoré prideľuje personál PPS pre RCC na určené časové obdobie s cieľom zabezpečiť efektívnu výmenu know-how a skúseností.

b) Organizácia: RCC vo všeobecnosti organizujú svoje zdroje v týchto hlavných obchodných jednotkách:

- Corporate Services pozostávajúcej z odborníkov v oblasti financií, ľudských zdrojov, práva a compliance;
- Service Development pozostávajúcej z inžinierov zodpovedných za prípravu úloh, ktoré má realizovať RCC v súlade s procesom spolupráce článku 35 ods. 1 písm. e) Nariadenia 2019/943;
- Service Operations pozostávajúcej z operátorov zodpovedných za implementáciu a fungovanie úloh pripravených v súlade s článkom 35 ods. 1 písm. e) Nariadenia 2019/943 týkajúcich sa postupu spolupráce. Obchodná jednotka Service Operations funguje v režime 24/7; a
- Information Technology Service pozostávajúcej z odborníkov v oblasti IT podporujúcich prípravu a realizáciu úloh a prevádzku platforem IT.

Príkladmi sú vyššie uvedené obchodné jednotky. Táto organizácia sa môže vyvíjať z hľadiska názvu, účelu, počtu, štruktúry a odborníkov.

4. Školenie a certifikácia personálu pracujúceho pre RCC sa vykonáva podľa tejto metodiky v súlade vzhladom na úlohu uvedenú v článku 37 ods. 1 písm. g) Nariadenia 2019/943.

Článok 6 Finančné opatrenia

1. Finančné opatrenia pre každé Centrálne RCC budú definované v súlade s príslušným právom obchodných spoločností platným v oblasti, kde má RCC sídlo, počnúc už zriadenými pracovnými rámcami existujúcich RSC.
2. Platia tieto všeobecné kritériá:
 - a) Pre prevádzkové výdavky:
 - (i) Servisný poplatok je vypočítaný na ročnej báze podľa konkrétnej úlohy vykonávanej RCC v súlade s článkom 15 podľa vopred definovaných zmluvných kľúčov zdieľania v príslušných dohodách o úrovni poskytovaných služieb. Tento poplatok platí každý PPS alebo iné zainteresované strany, ako je ENTSO-E, ktorým je takáto konkrétna úloha poskytovaná na pokrytie nákladov na zabezpečenie takej úlohy (vrátane iných prevádzkových výdavkov) a, podľa vhodnosti, na ďalší rozvoj danej úlohy.
 - (ii) Na zabezpečenie toho, že RCC môže plniť svoju zodpovednosť koordinácie a celkového fungovania RCC, sa môžu zúčastnení PPS každého Centrálneho RCC dohodnúť s ostatnými akcionármi RCC, že budú RCC platiť ročný poplatok pokrývajúci, okrem iného, náklady na vývoj úloh a potenciálne zvyšné prevádzkové náklady. Tento poplatok akcionári každoročne odsúhlasia na nasledujúci rok a na konci roka ho prehodnotia.
 - (iii) Poplatky stanovené v bodoch (i) a (ii) musia zahŕňať zákonnú obchodnú maržu.
 - b) Vzhladom na investície do nevyhnutných nástrojov a zariadení sa zúčastnení PPS každého Centrálneho RCC dohodnú s ostatnými akcionármi RCC na spôsobe krytie nedostatku finančných prostriedkov s cieľom udržať prostriedky spoločnosti. Pre túto špecifickú situáciu, po schválení príslušným orgánom podľa Stanov subjektu, môže RCC, napríklad, požiadat' o komerčnú bankovú pôžičku alebo požiadat' akcionárov o navýšenie svojho kapitálu alebo o upísanie pôžičky. To by malo RCC umožniť vykonávať ich všeobecné činnosti a investovať do nástrojov potrebných na zabezpečovanie týchto úloh v súlade s Prílohou 58 Nariadenia 2019/943.
3. Metódy finančného kontrolingu a pravidlá podávania správ musia byť v súlade s článkom 46 Nariadenia 2019/943, národnými právnymi požiadavkami a všeobecne akceptovanými najlepšími postupmi.

Článok 7 Plán implementácie

1. Zodpovednosť a prevádzka už poskytnutých služieb zo strany RSC v CCR Core a Italy North musia byť prevedené na Centrálne RCC ihned po uvedení RCC do prevádzky a najneskôr 1. júla 2022.
2. Úlohy uvedené v článku 37 ods. 1 písm. a)-f) Nariadenia 2019/943 je potrebné realizovať v súlade s Nariadením CACM, Nariadením SO a Nariadením ER vrátane paneurópskych metodík a metodík súvisiacich s CCR priyatých na ich základe a v súlade s ustanoveniami článkov 10 až 13. Úlohy sú vykonávané buď na úrovni CCR alebo na paneurópskej úrovni. Centrálne RCC podporia PPS a, podľa vhodnosti, ENTSO-E pri vývoji obchodných riešení pre nevyhnutné IT nástroje.
3. Realizácia úloh v súlade s článkom 37 ods. 1 písm. g)-p) Nariadenia 2019/943 musí byť zabezpečená v súlade s požiadavkami článkov 10 až 13 s prihliadnutím na nasledovné:
 - a) Úlohy uvedené v článku 37 ods. 1 písm. g), h), i), j) k), l), o) a p) Nariadenia 2019/943, podľa potreby a na žiadosť Centrálnych PPS, musia byť realizované v súlade s metodikami týkajúcimi sa týchto úloh, ako sa uvádza v článkoch 26 ods. 11 a 37 ods. 5 Nariadenia 2019/943.
 - b) Úlohy v článku 37 ods. 1 písm. m) a n) nie sú delegované zo strany ENTSO-E na RCC.

Článok 8 Stanovy

1. Stanovy Centrálneho RCC stanoví valné zhromaždenie akcionárov zvolané v súlade s platným právom.

Stanovy spoločnosti Coreso

2. Stanovy spoločnosti Coreso (Stanovy akciovnej spoločnosti) pripojené k týmto Ustanoveniam o zriadení Centrálneho RCC boli prijaté valným zhromaždením akcionárov podľa platného belgického a európskeho práva (pripojené ako Príloha I).
3. Stanovy spoločnosti Coreso spĺňajú požiadavky Nariadenia 2019/943:
 - a) Stanovy spoločnosti Coreso zakladajú právnický subjekt nazvaný „Predstavenstvo“ podľa platného belgického práva. Ide o ekvivalent správnej rady, ako sa uvádza v článku 43 ods. 1 Nariadenia 2019/943.
 - b) Podľa jej stanov je spoločnosť Coreso riadená Predstavenstvom, ktorého členov menuje valné zhromaždenie akcionárov.
 - c) Podľa jej stanov má Predstavenstvo najširšie právomoci na vykonávanie všetkých úkonov nevyhnutných alebo užitočných na realizáciu predmetu podnikania s výnimkou právomocí vyhradených podľa zákona pre valné zhromaždenie. Preto je to v súlade s článkom 43 ods. 3 Nariadenia 2019/943. Treba však poznamenať, že podľa belgického práva týkajúceho sa verejného poriadku, je právomoc navrhnutú a schváliť stanovy vyhradená pre valné zhromaždenie akcionárov.
 - d) Podľa jej stanov je každodenné riadenie spoločnosti Coreso delegované na generálneho riaditeľa (CEO) a, podľa jednotlivého prípadu, najvyššieho prevádzkového riaditeľa (COO), ktorí obaja majú právomoci na každodenné riadenie, ako aj právomoc konáť samostatne a zastupovať spoločnosť jednotlivo, v rámci limitov každodenného riadenia. Preto je to v plnom súlade s článkom 43 ods. 4 Nariadenia 2019/943.

4. Keď sa tak valné zhromaždenie akcionárov rozhodne, akékoľvek zmeny Stanov spoločnosti Coreso musia byť predložené na schválenie regulačným orgánom Centrálneho SOR v súlade s článkom 35 ods. 1 písm. d) Nariadenia 2019/943, ako dodatok k Ustanoveniam o zriadení Centrálneho RCC. Na zabránenie nepotrebnnej administratívnej záťaži je potrebné nepodstatné dodatky zhromaždiť a spojiť za obdobie minimálne 1 roka a následne ich spoločne predložiť NRO na schválenie.

Stanovy TSCNET

5. Stanovy spoločnosti (Stanovy akciovéj spoločnosti) TSCNET pripojené k týmto Ustanoveniam o zriadení Centrálneho RCC boli prijaté zhromaždením akcionárov podľa platného nemeckého a európskeho práva (pripojené ako Príloha II).
6. Stanovy spoločnosti TSCNET spĺňajú požiadavky Nariadenia 2019/943:
 - a) Správna rada sa zriaďuje v súlade s požiadavkou článku 43 ods. 1 Nariadenia 2019/943.
 - b) Každý Zúčastnený PPS spoločnosti TSCNET má právo exkluzívne vymenovať a odvolať jedného člena Správnej rady. Postup ustanovenia Správnej rady musí zabezpečiť súlad s požiadavkou článku 43 ods. 2 Nariadenia 2019/943.
 - c) Podľa článku 43 ods. 3 písm. a) Nariadenia 2019/943 zodpovedá Správna rada, okrem iného, za vypracovanie návrhu a schválenie Stanov a rokovacieho poriadku spoločnosti TSCNET. Treba však poznamenať, že podľa nemeckého práva je právomoc schváliť Stanovy a akékoľvek následnú zmenu a doplnenie Stanov vyhradená pre zhromaždenie akcionárov.
 - d) Každodenné riadenie spoločnosti TSCNET je delegované na Výkonný manažment, ktorý tvoria Riadiaci pracovníci s výkonnými oprávneniami s technickým alebo obchodným zameraním. Riadiaci pracovníci s výkonnými oprávneniami majú široké právomoci na každodenné riadenie, ako aj právomoc zastupovať spoločnosť v rámci limitov každodenného riadenia a podľa Stanov a rokovacieho poriadku pre Manažment.
7. Keď sa tak zhromaždenie akcionárov rozhodne, akékoľvek zmeny Stanov spoločnosti TSCNET musia byť predložené na schválenie regulačným orgánom Centrálneho SOR v súlade s článkom 35 ods. 1 písm. d) Nariadenia 2019/943, ako dodatok k Ustanoveniam o zriadení Centrálneho RCC. Na zabránenie nepotrebnnej administratívnej záťaži je potrebné nepodstatné dodatky zhromaždiť a spojiť za obdobie minimálne 1 roka a následne ich spoločne predložiť NRO na schválenie.

Článok 9 Rokovací poriadok

1. Rokovací poriadok Centrálnych RCC stanovia príslušní akcionári.

Rokovací poriadok spoločnosti Coreso

2. Zásady rokovacieho poriadku spoločnosti Coreso sú súčasťou stanov spoločnosti Coreso; aktuálny rokovací poriadok splňa požiadavky Nariadenia 2019/943.
3. Ustanovenia v článku 8 ods. 4 sa vzťahujú na akékoľvek zmeny rokovacieho poriadku stanovené relevantnými akcionármi.

Rokovací poriadok spoločnosti TSCNET

4. Rokovací poriadok pre pracovníkov s výkonnými oprávneniami a pre Správnu radu spoločnosti TSCNET pripojený k týmto Ustanoveniam o zriadení Centrálneho RCC prijíma zhromaždenie akcionárov podľa platného nemeckého a európskeho práva (pripojený ako Príloha III a IV).
5. Platnosť Rokovacieho poriadku pre Dozornú radu zahrnutého v predchádzajúcej verzii Ustanovení o zriadení Centrálneho RCC uplynie, keď prestane existovať Dozorná rada spoločnosti TSCNET, zatiaľ čo bude Rokovací poriadok pre Manažment nahradený Rokovacím poriadkom pre Riadiacich pracovníkov s výkonnými oprávneniami.
6. Akékoľvek následne zmeny musia byť poslané na schválenie regulačným orgánom Centrálneho SOR v súlade s článkom 35 ods. 1 písm. d) Nariadenia 2019/943, ako dodatok k Ustanoveniam o zriadení Centrálneho RCC. Na zabranenie nepotrebnnej administratívnej záťaži je potrebné nepodstatné dodatky zhromaždiť a spojiť za obdobie minimálne 1 roka a následne ich spoločne predložiť NRO na schválenie.

Článok 10 Pracovné postupy

1. Pracovný postup je dohoda medzi Centrálnym(i) RCC a PPS alebo medzi Centrálnymi RCC alebo medzi Centrálnymi RCC a RCC zriadenými v iných SOR týkajúca sa úloh pridelených zo strany RCC v súlade s Nariadením 2019/943.
2. Pri príprave pracovných postupov na riešenie plánovacích a prevádzkových aspektov v rámci RCC a medzi RCC v súlade s článkom 38 písm. a) a článkom 39 Nariadenia 2019/943 musia Centrálne RCC dodržiavať toto usmernenie týkajúce sa úloh uvedených v článku 37 Nariadenia 2019/943:
 - a) Pre úlohu uvedenú v článku 37 ods. 1 písm. a) uvádzajú Centrálne RCC Metodiku výpočtu kapacity pre denný a vnútrodenný trh v súlade s článkami 20 a 21 Nariadenia CACM vypracovanú pre každý CCR krytý Centrálnym SOR alebo, podľa potreby, pre každý CCR, ktorý je rozhraním ktorú medzi Centrálnym SOR a príľahlým SOR.
 - b) Pre úlohu uvedenú v článku 37 ods. 1 písm. b) uvádzajú Centrálne RCC:
 - Metodiku koordinácie analýzy prevádzkovej bezpečnosti v súlade s článkom 75 Nariadenia SO; a
 - každú Metodiku regionálnej koordinácie prevádzkovej bezpečnosti v súlade s článkom 76 Nariadenia SO vypracovanú pre každý CCR krytý Centrálnym SOR alebo, podľa potreby, pre každý CCR, ktorý je rozhraním medzi Centrálnym SOR a príľahlým SOR.
 - c) Pre úlohu uvedenú v článku 37 ods. 1, písm. c) uvádzajú Centrálne RCC:
 - Metodiku spoločného sieťového modelu v súlade s článkom 17 Nariadenia CACM;
 - Metodiku spoločného sieťového modelu v súlade s článkom 18 Nariadenia FCA;
 - Metodiku spoločného sieťového modelu v súlade s článkami 67 ods. 1 a 70 ods. 1 Nariadenia SO; a
 - akýkoľvek dokument (Metodika spoločného sieťového modelu), ktorý nahradza jednu alebo viac z troch verzií vyššie uvedených Metodík spoločného sieťového modelu.
 - d) Pre úlohu uvedenú v článku 37 ods. 1 písm. d) uvádzajú Centrálne RCC posúdenie konzistencie relevantných plánov obrany sústavy a plánov obnovy v súlade s článkom 6 Nariadenia ER.

- e) Pre úlohu uvedenú v článku 37 ods. 1 písm. e) uvádzajú Centrálne RCC:
 - Metodiku krátkodobého a sezónneho posudzovania primeranosti v súlade s článkom 8 Nariadenia 2019/941; a
 - akýkoľvek zmluvný rámec (napr. SLA) pokrývajúci prevádzku nástrojov implementovaných pre úlohu.
 - f) Pre úlohu uvedenú v článku 37 ods. 1 písm. f) uvádzajú Centrálne RCC:
 - Metodiku posudzovania významu zariadení pre koordináciu odstávok v súlade s článkom 84 Nariadenia SO; a
 - akýkoľvek zmluvný rámec (napr. SLA) pokrývajúci prevádzku nástrojov implementovaných pre úlohu.
 - g) Pre úlohu uvedenú v článku 37 ods. 1 písm. g) uvádzajú Centrálne RCC metodiku v súlade s článkom 37 ods. 5 Nariadenia 2019/943.
 - h) Pre úlohu uvedenú v článku 37 ods. 1 písm. h), ak úlohu žiadajú PPS Centrálneho SOR, uvádzajú Centrálne RCC metodiku v súlade s článkom 37 ods. 5 Nariadenia 2019/943.
 - i) Pre úlohu uvedenú v článku 37 ods. 1 písm. i) uvádzajú Centrálne RCC metodiku v súlade s článkom 37 ods. 5 Nariadenia 2019/943.
 - j) Pre úlohu uvedenú v článku 37 ods. 1 písm. j) uvádzajú Centrálne RCC metodiku v súlade s článkom 37 ods. 5 Nariadenia 2019/943.
 - k) Pre úlohu uvedenú v článku 37 ods. 1 písm. k), ak je úloha realizovaná podľa regionálnej dohody o obstarávaní disponibility zo strany PPS Centrálneho SOR, uvádzajú Centrálne RCC metodiku v súlade s článkom 37 ods. 5 Nariadenia 2019/943.
 - l) Pre úlohu uvedenú v článku 37 ods. 1 písm. l), ak úlohu žiadajú PPS Centrálneho SOR, uvádzajú Centrálne RCC metodiku v súlade s článkom 37 ods. 5 Nariadenia 2019/943 a, podľa potreby, príslušné existujúce metodiky.
 - m) Pre úlohu uvedenú v článku 37 ods. 1 písm. m) pripravia Centrálne RCC pracovné postupy v prípade zapojenia do úlohy, ktorú vykonáva ENTSO-E, v súlade s metodikou vypracovanou v súlade s článkom 6 ods. 1 Nariadenia 2019/941.
 - n) Pre úlohu uvedenú v článku 37 ods. 1 písm. n) pripravia Centrálne RCC pracovné postupy v prípade zapojenia do úlohy, ktorú vykonáva ENTSO-E, v súlade s metodikou vypracovanou v súlade s článkom 9 ods. 2 Nariadenia 2019/941.
 - o) Pre úlohu uvedenú v článku 37 ods. 1 písm. o) uvádzajú Centrálne RCC metodiku výpočtu maximálnej vstupnej kapacity pre cezhraničnú účasť v súlade s článkom 26 ods. 11 Nariadenia 2019/943.
 - p) Pre úlohu uvedenú v článku 37 ods. 1 písm. p) uvádzajú Centrálne RCC metodiku v súlade s článkom 37 ods. 5 Nariadenia 2019/943.
 - q) Pre všetky úlohy uvádzajú Centrálne RCC akýkoľvek relevantný existujúci a budúci zmluvný rámec (napr. SLA) zriadený pre každý CCR krytý Centrálnym SOR alebo, podľa potreby, pre každý CCR, ktorý je rozhraním medzi Centrálnym SOR a príahlým SOR a akýkoľvek návrh, ktorý pripraví ENTSO-E v súlade s článkom 37 ods. 5 Nariadenia 2019/943.
3. Dodatočne, v súlade s Prílohou I k Rozhodnutiu SOR, uvádzajú Centrálne RCC metodiku výpočtu kapacity pre dlhodobé časové rámce v súlade s článkom 10 Nariadenia FCA vypracovanú pre CCR krytý Centrálnym SOR alebo, podľa potreby, pre každý CCR, ktorý je rozhraním medzi Centrálnym SOR a príahlým SOR.

4. Centrálne RCC musia zabezpečiť, aby pracovné postupy obsahovali pravidlá pre oznámenia dotknutým stranám v súlade s článkom 12.
5. Pre každú úlohu vykonávanú na rotačnom základe ako sa opisuje v článku 15, majú pracovné postupy určiť:
 - a) obdobia rotácie;
 - b) organizáciu postupnosti medzi dvoma následnými obdobiami rotácie; a
 - c) oznamenie stavu každého Centrálnego RCC, vedúceho alebo záložného, PPS Centrálneho SOR, všetkým ostatným PPS, ktorí prijímajú služby od Centrálnych RCC a RCC stanoveným pre ostatné SOR.

Článok 11 Proces revízie pracovných postupov

1. Pre každú úlohu uvedenú v článku 10, pri preskúmaní príslušných pracovných postupov, dodržiava(jú) Centrálne(e) RCC zabezpečujúce(i) túto úlohu nasledujúci proces:
 - a) RCC predloží(ia) PPS Centrálneho SOR návrh a, podľa potreby, ostatným PPS, ktorí prijímajú služby od Centrálnych RCC, RCC zriadeným v iných regiónoch prevádzky sústavy a, podľa vhodnosti, PPS uvedeným v Prílohe I k Rozhodnutiu SOR. Centrálne(e) RCC musia s vyšie uvedenými stranami zdieľať odôvodnenie ich návrhu.
 - b) Návrh musí zahŕňať časovú priamku implementácie.
 - c) Do 3 mesiacov zmluvné strany uvedené v odseku 1 písm. a), písomne schvália, namietajú alebo predložia na diskusiu zmenu alebo doplnenie návrhu. V prípade vznesenia námiestky je potrebné zabezpečiť vysvetľujúcu odpoveď stanovujúcu dôvody námiestky. Na základe žiadosti od zúčastneného PPS môže(u) Správna(e) rada(y) RCC obdobie predĺžiť.
 - d) RCC prihliada(jú) na odpovede od všetkých strán, ako sa uvádza v odseku 1 písm. a) a pripraví(ia) návrh na schválenie Správnou(ymi) radou(ami).
2. S cieľom zabezpečiť účinnosť zásady rotácie pre regionálne úlohy v súlade s článkom 16, vykonajú PPS Centrálneho SOR a ostatní PPS, ktorí prijímajú služby od Centrálnych RCC, každé dva roky hodnotenie aktuálnych pracovných postupov a potvrdia nastavenie pre nasledujúce obdobie. Ak hodnotenie preukáže nedostatky, ktoré si vyžadujú zmenu a doplnenie Pracovných postupov, vychádza zmena a doplnenie z ustanovení odseku 1. Akákoľvek aktualizácia alebo potenciálny nedostatok bude transparentne oznámený v súlade s článkom 46 Nariadenia 2019/943.

Článok 12 Zdieľanie analýzy a konzultovanie každodenných návrhov RCC

1. V rámci svojich denných prevádzkových povinností budú Centrálne RCC zdieľať analýzu a konzultovať návrhy:
 - a) s PPS Centrálneho SOR a s ostatnými PPS, ktorí prijímajú služby od Centrálnych RCC v súlade s metodikami uvedenými v článku 10 a v súlade s požiadavkami v článku 13 a;
 - b) s RCC stanovenými v SWE SOR, Baltic SOR a SEE SOR alebo s PPS týchto SOR:
 - podľa vhodnosti, v súlade s článkom 4 ods.2, článkom 4 ods. 4 a článkom 4 ods. 5 Prílohy I k Rozhodnutiu SOR;
 - v súlade s platnými zmluvnými podmienkami medziregionálnych metodík uvedených v článku 10; a

- v súlade s platnými postupmi a platnými SLA medzi PPS a s RCC, ako sa opisuje v SWE SOR, Baltic SOR a SEE SOR v ich ustanoveniach o zriadení RCC;
- c) s RCC zriadeným v Nordic SOR:
- podľa vhodnosti, v súlade s článkom 4 ods. 3 Prílohy I k Rozhodnutiu o SOR;
 - v súlade s platnými zmluvnými podmienkami medziregionálnych metodík uvedených v článku 10; a
 - v súlade s platnými postupmi a platnými SLA medzi PPS a s RCC vrátane:
 - Koordinovaného výpočtu kapacity v súlade s Metodikou výpočtu kapacity pre denný a vnútrodenný trh v súlade s článkami 20 a 21 Nariadenia CACM vypracovanej pre Hansa CCR;
 - Koordinovanej bezpečnostnej analýzy v súlade s Metodikou koordinácie analýzy prevádzkovej bezpečnosti v súlade s článkom 75 Nariadenia SO a Metodikou regionálnej koordinácie prevádzkovej bezpečnosti v súlade s článkom 76 Nariadenia SO vypracovanej pre Hansa CCR;
 - Spoločnej metodiky koordinovaného redispečingu a protiobchodu v súlade s článkom 35 ods. 1 Nariadenia CACM vypracovanej pre Hansa CCR;
 - Spoločnej metodiky zdieľania nákladov na redispečing a protiobchod v súlade s článkom 74 nariadenia CACM vypracovanej pre Hansa CCR;
 - Metodiky výpočtu kapacity pre dlhodobé časové rámce v súlade s článkom 10 Nariadenia FCA vypracovanej pre Hansa CCR;
 - Prevádzkového postupu koordinácie v súlade s článkom 83 Nariadenia SO platného pre Hansa OCR; a
 - Dohôd o prevádzke sústavy medzi pripojenými PPS v Nordic SOR a v Centrálnom SOR.
2. PPS Centrálnych SOR a Centrálnie RCC zriadia interakciu s príslušnými zainteresovanými stranami ohľadom otázok ich každodennej koordinácie v súlade s požiadavkami opisanými v Nariadení SO, Nariadení CACM, Nariadení FCA a Nariadení ER alebo v iných platných metodikách uvedených v článku 10. Akékol'vek problémy alebo otázky, ktoré môžu vyplynúť z každodennej koordinácie, budú súčasťou správy, ktorá bude vypracovaná v súlade s článkom 46 ods. 4 Nariadenia 2019/943.
 3. Konečnému prijatiu koordinovaných opatrení alebo odporúčaní vyplývajúcich z procesu opisaného v článku 13 predchádza konzultácia s RCC zriadenými v iných SOR alebo s PPS iných SOR.
 4. V prípade konzultácie s RCC zriadených v iných SOR počas každodenných procesov nájdu Centrálnie RCC riešenia, ktoré:
 - a) neporušujú limity prevádzkovej bezpečnosti;
 - b) podľa potreby, obnovujú limity prevádzkovej bezpečnosti; a
 - c) minimalizujú náklady.

Článok 13 Postup prijatia a kontroly koordinovaných opatrení a odporúčaní

1. Postup prijatia a kontroly koordinovaných opatrení a odporúčaní pre úlohy uvedené v článku 37 ods. 1 Nariadenia 2019/943 vykonávaný zo strany Centrálnych RCC je potrebné vypracovať podľa príslušných existujúcich metodík uvedených v článku 10 a v súlade s článkom 42 Nariadenia 2019/943.
2. Pre úlohy uvedené v článku 37 ods. 1 písm. a) a b) Nariadenia 2019/943, pre každý CCR pokrytý Centrálnym SOR predtým, než Centráln(e) RCC vydá(jú) koordinované opatrenia, potvrdia všetci PPS súvisiaceho CCR, že koordinované opatrenia navrhnuté zo strany RCC sú bezpečné, spoľahlivé a účinné v súlade s:
 - a) článkami 35 ods. 5 a 42 ods. 2 Nariadenia 2019/943;
 - b) článkom 26 Nariadenia CACM;
 - c) článkom 17 metodiky koordinovej analýzy prevádzkovej bezpečnosti v súlade s článkom 75 Nariadenia SO;
 - d) metodikou výpočtu kapacity vypracovanou pre CCR v súlade s článkom 20 a 21 Nariadenia CACM;
 - e) metodikou regionálnej koordinácie prevádzkovej bezpečnosti vypracovanou pre CCR v súlade s článkom 76 Nariadenia SO; a
 - f) ustanoveniami Rámcovej zmluvy synchrónnej oblasti pre Regionálnu skupinu Kontinentálnej Európy.
3. Predtým než Centráln(e) RCC vydá(jú) koordinované opatrenia pre jednu alebo viac úloh uvedených článku 37 ods. 1 písm. c až p) Nariadenia 2019/943, kde dostali kompetenciu v súlade s článkom 42 ods. 6 Nariadenia 2019/943, potvrdia všetci dotknutí PPS, že koordinované opatrenia navrhnuté zo strany RCC sú bezpečné, spoľahlivé a účinné v súlade s článkami 35 ods. 5 a 42 ods. 2 Nariadenia 2019/943.
4. Podľa príslušnej metodiky, nebude akékoľvek koordinované opatrenie nepotvrdené zo strany dotknutého(ych) PPS vydané zo strany Centrálneho(ych) RCC.
5. V prípade, že jeden alebo viac PPS spustia kontrolu koordinovaných opatrení alebo odporúčaní pre akúkoľvek úlohu vykonávanú zo strany Centrálneho(ych) RCC, poskytnú, podľa príslušnej metodiky, Centrálneemu(ym) RCC a PPS dotknutým takým koordinovaným opatrením alebo odporúčaním vysvetlenie dôvodu a, podľa potreby, poskytnú pre Centráln(e) RCC aktualizovaný vstup.
6. Každý PPS Centrálneho SOR a každý iný PPS, ktorý prijíma služby od Centrálneho(ych) RCC, spustí v prípade nedostupnosti koordinovaných opatrení kontrolu koordinovaných opatrení pre akúkoľvek úlohu vykonávanú zo strany Centrálneho(ych) RCC. V takom prípade Centráln(e) RCC okamžite upraví(ia) koordinované opatrenia, aby vylúčili koordinované opatrenia, ktoré sa stanú nedostupnými.
7. Pre akúkoľvek úlohu vykonávanú zo strany Centrálneho(ych) RCC zabezpečia všetci PPS Centrálneho SOR, všetci ostatní PPS prijímajúci služby od Centrálneho(ych) RCC a Centráln(e) RCC zdieľanie všetkých relevantných informácií s PPS dotknutými takým koordinovaným opatrením alebo odporúčaním a Centrálnym(i) RCC.

Článok 14 Zodpovednosť

1. Všetci PPS Centrálneho RCC, ktorí prijímajú služby od Centrálneho RCC pre úlohy uvedené v článku 37 Nariadenia 2019/943, uzavoria SLA s RCC. Centrálné RCC môže uzavriť podobnú SLA so všetkými ostatnými PPS, ktorí prijímajú služby od RCC. SLA musí obsahovať údaje o

zodpovednosti RCC voči PPS a vo vzťahu k nárokom tretej strany, ale iba v rozsahu, v akom ovplyvňuje PPS a tretie strany.

2. Vykonávanie úloh sa zameriava na vzťah medzi každým Centrálnym RCC a PPS, ktorým poskytuje služby. Tretie strany nie sú priamymi adresátmi ustanovení článku 37 Nariadenia 2019/943. Jednako len podľa práva občianskoprávnych deliktov môže mať realizácia úloh RCC za následok zodpovednosť Centrálnych RCC voči tretím stranám.
3. Zodpovednosť Centrálnych RCC voči PPS sa riadi zmluvnými ustanoveniami zahrnutými do konkrénej platnej SLA. RCC môžu niestť zodpovednosť za realizáciu úloh uvedených v článku 37 ods. 1 Nariadenia 2019/943 voči PPS v prípade:
 - a) nedbanlivého plnenia alebo neplnenia týchto úloh zo strany RCC [nedbanlivé plnenie a neplnenie sa posudzuje v porovnaní s príslušnou metodikou]; a
 - b) ktorý viedie ku škode PPS prisúditeľnej nedbanlivému plneniu a neplneniu zo strany RCC.
4. Právnym základom akéhokoľvek nároku na odškodenie PPS, ktorí prijímajú služby od Centrálneho(ych) RCC voči každému Centrálnemu RCC, je vnútrostátne právo uplatniteľné podľa určenia príslušnej SLA. Vzhľadom na zodpovednosť neexistuje žiadna potreba rozlišovať, či je PPS, ktorý si nárokuje odškodenie od Centrálneho RCC, akcionárom Centrálneho RCC, ktorému je škoda prisúditeľná alebo nie. V konkrénej a relevantnej SLA je možné stanoviť akékoľvek obmedzenie zodpovednosti RCC.
5. Priama zodpovednosť Centrálnych RCC voči tretím stranám vychádza z vnútrostátneho práva, konkrétnie z práva občianskoprávnych deliktov. Konkrétny režim zodpovednosti preto závisí od platného vnútrostátneho práva, všeobecne určeného bud' podľa sídla Centrálneho RCC spôsobujúceho škody, alebo podľa miesta vzniku škody. V každom prípade nie je vo všeobecnosti možné obmedziť zodpovednosť voči tretím stranám na základe práva občianskoprávnych deliktov.
6. Ak je Centrálne RCC vystavené nároku tretej strany, kde ku škode prispela iná strana, zmluvné dojednania určia, s akým príspevkom má taká iná strana počítať.
7. Na základe odhadu vystavenia Centrálneho RCC riziku je potrebné na krytie zodpovednosti týkajúcej sa vykonania úloh RCC priať tieto kroky:
 - a) obmedzenie príslušnej zodpovednosti Centrálneho RCC pre prípady, ktoré budú určené v SLA; a
 - b) primerané poistné krytie strát a škôd zodpovednosti zmluvne dohodnuté zo strany Centrálnych RCC (podľa možnosti) s cieľom pokryť prípady zodpovednosti podľa SLA s príslušnými zákazníkmi (PPS alebo inými RCC) a zavedené poistné krytie na pokrytie zodpovednosti RCC voči tretím stranám.
8. Centrálne RCC nenesú zodpovednosť za žiadne katastrofy, ktoré môžu spôsobiť výpadky prúdu v Centrálnom SOR, ak sú dôsledkom vyššej moci. RCC dovolávajúce sa udalosti Vyššej moci nemôžu niestť zodpovednosť za žiadnu utrpenú škodu v dôsledku neplnenia alebo chybného plnenia všetkých povinností alebo časti ich povinností, keď je také neplnenie alebo chybné plnenie spôsobené udalosťou Vyššej moci.

Článok 15 Pridelenie úloh medzi Coreso a TSCNET pre Centrálny SOR

Úloha (a) - Výpočet kapacity

1. Coreso a TSCNET vykonávajú koordinovaný výpočet kapacity pre Core CCR na rotačnom základe počas vopred určeného obdobia, ako sa vymedzuje v článku 10.

2. Coreso a TSCNET vykonávajú koordinovaný výpočet kapacity pre Italy North CCR na rotačnom základe počas vopred určeného obdobia, ako je definované v článku 10.

Úloha (b) – Koordinovaná analýza bezpečnosti

3. Coreso a TSCNET vykonávajú koordinovanú analýzu bezpečnosti pre Core CCR na rotačnom základe počas vopred určeného obdobia, ako je definované v článku 10.
4. Coreso a TSCNET vykonávajú koordinovanú analýzu bezpečnosti pre Italy North CCR na rotačnom základe počas vopred určeného obdobia, ako sa vymedzuje v článku 10.

Úloha (c) - Spoločný sietový model

5. Coreso a TSCNET vykonávajú úlohu budovania CGM v rámci paneurópskej rotácie s ostatnými RCC zriadenými v iných SOR, ako sa opisuje v článku 17.

Úloha (d) – Podpora konzistencie plánov obrany a plánov obnovy

6. Coreso a TSCNET podporujú posúdenie konzistencie relevantných plánov obrany sústavy a plánov obnovy sústavy.

Úloha (e) – Prognóza primeranosti na dennom trhu a vnútrodennom trhu

7. Coreso vykonáva úlohu regionálnych prognóz primeranosti sústavy na týždeň vopred až po minimálne deň vopred a prípravu opatrení na zníženie rizika pre paneurópsky proces v rámci paneurópskej rotácie s RCC zriadenými v iných SOR, ako sa opisuje v článku 19 a pre všetky regionálne procesy týkajúce sa celého Centrálneho SOR (Core a Italy North).

Úloha (f) – Koordinácia plánovania výpadkov

8. TSCNET vykonáva úlohu koordinácie plánovania výpadkov pre paneurópsky proces v rámci paneurópskej rotácie s RCC zriadenými v iných SOR, ako sa opisuje v článku 18 a pre regionálne procesy týkajúce sa Core a Italy North OCR.

Úloha (g) – Školenie a certifikácia pracovníkov

9. Coreso a TSCNET vykonávajú školenie a certifikáciu pracovníkov pracujúcich pre regionálne koordinačné centrá.

Úloha (h) – Podpora koordinácie a optimalizácie regionálnej obnovy

10. Predtým než môžu PPS Centrálneho SOR rozhodnúť o tom, či žiadať o regionálnu podporu koordinácie a optimalizácie regionálnej obnovy a prideliť ju Centrálnym RCC, je potrebné definovať návrh v súlade s článkom 37 ods. 5 Nariadenia 2019/943. Po definovaní návrhu opísť PPS Centrálneho SOR postupy na zabezpečenie jasných zodpovedností voči spoločnostiam Coreso a TSCNET a postupy na vykonanie tejto úlohy, ak takú úlohu požadujú PPS Centrálneho SOR.
11. Ak sa PPS Centrálneho SOR rozhodnú požadovať takú úlohu, musia predložiť regulačným orgánom Centrálneho SOR dodatok k týmto Ustanoveniam o zriadení Centrálneho RCC s cieľom prideliť, podľa potreby, tieto úlohy medzi Coreso a TSCNET.

Úloha (i) – Poprevádzková a poporuchová analýza a podávanie správ

12. Coreso a TSCNET vykonávajú poprevádzkovú a poporuchovú analýzu a, podľa potreby, podávajú správy v súlade s metodikou vypracovanou v súlade s článkom 37 ods. 5 Nariadenia 2019/943 a schválenou agentúrou ACER.

Úlohy (j) a (k) – Stanovenie veľkosti rezervnej kapacity a podpora obstarávania disponibility na regionálnej úrovni

13. Predtým než môžu PPS Centrálneho SOR prideliť veľkosti rezervnej kapacity na regionálnej úrovni a podporiť obstarávanie disponibility na regionálnej úrovni pre Centrálné RCC, je potrebné definovať návrh v súlade s článkom 37 ods. 5 Nariadenia 2019/943. Po definovaní návrhu

opíšu PPS Centrálneho SOR postupy na zabezpečenie jasných zodpovedností voči spoločnostiam Coreso a TSCNET a postupy na vykonanie týchto úloh.

14. Štyri mesiace po schválení návrhov v súlade s článkom 37 ods. 5 Nariadenia 2019/943 predložia PPS Centrálneho SOR zmenu a doplnenie týchto Ustanovení o zriadení Centrálneho RCC regulačným orgánom Centrálneho SOR s cieľom prideliť, podľa potreby, tieto úlohy medzi Coreso a TSCNET.

Úloha (l) – Podpora prevádzkovateľov prenosovej sústavy na ich žiadost' pri optimalizácii zúčtovania medzi prevádzkovateľmi prenosových sústav

15. Predtým než môžu PPS Centrálneho SOR rozhodnúť o tom, či žiadať o regionálnu podporu optimalizácie zúčtovania medzi prevádzkovateľmi prenosových sústav a prideliť ju Centrálnym RCC, je potrebné definovať návrh v súlade s článkom 37 ods. 5 Nariadenia 2019/943. Po definovaní návrhu opíšu PPS Centrálneho SOR postupy na zabezpečenie jasných zodpovedností voči spoločnostiam Coreso a TSCNET a postupy na vykonanie tejto úlohy, ak takú úlohu požadujú PPS Centrálneho SOR.
16. Ak sa PPS Centrálneho SOR rozhodnú požadovať takú úlohu, musia predložiť regulačným orgánom Centrálneho SOR dodatok k týmto Ustanoveniam o zriadení Centrálneho RCC s cieľom prideliť, podľa potreby, túto úlohu medzi Coreso a TSCNET.

Úloha (o) – Výpočet maximálnej vstupnej kapacity

17. Coreso a TSCNET vykonávajú výpočet hodnoty maximálnej vstupnej kapacity dostupnej pre účasť zahraničnej kapacity na kapacitných mechanizmoch na účely vydania odporúčania v súlade s článkom 26 ods. 7 Nariadenia 2019/943 v súlade s článkom 10 ods. 2 písm. o).

Úloha (p) – Podpora pri identifikácii potrieb týkajúcich sa prenosovej kapacity

18. Coreso a TSCNET vykonávajú úlohy týkajúce sa podpory pre PPS Centrálneho SOR a ostatných PPS, ktorí prijímajú túto službu od Centrálnych RCC, pri identifikácii potrieb, pokial' ide o novú prenosovú kapacitu, o modernizáciu existujúcej prenosovej kapacity alebo ich alternatívy, ktorá sa má predložiť príslušným regionálnym skupinám zriadeným v súlade s nariadením (EÚ) 347/2013, v súlade s článkom 10 ods. 2 písm. p) a zahrnúť do desaťročného plánu rozvoja sústavy uvedeného v článku 51 Smernice (EÚ) 2019/944.

Výpočet dlhodobej kapacity

19. Aj keď to nie je uvedené v zozname v článku 37 ods. 1 Nariadenia 2019/943, vykonávajú Coreso a TSCNET výpočet dlhodobej kapacity v súlade s Nariadením FCA.
20. Coreso a TSCNET vykonávajú koordinovaný výpočet dlhodobej kapacity v Core CCR na rotačnom základe počas vopred určeného obdobia, ako je definované v článku 16.
21. Coreso a TSCNET vykonávajú koordinovaný výpočet dlhodobej kapacity v Italy North CCR na rotačnom základe počas vopred určeného obdobia, ako je definované v článku 16.

Pridelenie úloh EirGrid a SONI

22. EirGrid a SONI sa zúčastňujú na Centrálnom SOR, avšak ich povinnosti týkajúce sa úloh RCC sa stanú efektívnymi až po začatí prevádzky prepojovacieho vedenia Celtic v súlade s Rozhodnutím o SOR. Podľa potreby musia Centrálni PPS upraviť tento článok najneskôr 6 mesiacov pred uvedením prepojovacieho vedenia Celtic do prevádzky s cieľom objasniť pridelenie úloh EirGrid a SONI.

Článok 16 Zásada rotácie pre regionálne úlohy

1. Coreso a TSCNET si budú rotovať úlohy vedúceho a záložného RCC počas vopred určených období.
2. Vedúce RCC zodpovedá za efektívnu a účinnú realizáciu úlohy počas vopred určeného obdobia. Záložné RCC zodpovedá za podporu vedúceho RCC na zabezpečenie efektívnosti úlohy pre všetkých relevantných PPS, ktorí prijímajú túto službu buď od Coreso alebo TSCNET. O túto podporu môže vedúce RCC požiadat' alebo ju môže záložné RCC navrhnuť.
3. Vedúce RCC s podporou záložného RCC zabezpečia koordináciu so všetkými relevantnými PPS, ktorí prijímajú služby od Coreso a TSCNET pre každú úlohu vykonávanú na rotačnom základe.
4. Dĺžka vopred určených období závisí od úlohy vykonávanej na rotačnom základe a od CCR a bude určená v súlade s ustanoveniami článku 10 ods. 5.

Článok 17 Paneurópska rotácia pre proces CGM

1. Centrálne RCC budú vykonávať budovanie CGM v paneurópskom procese na základe zásady paneurópskej rotácie odsúhlasenej na úrovni ENTSO-E. Nasledujú zásady tejto paneurópskej rotácie pre budovanie CGM:
 - a) Na paneurópskom procese budovania CGM musia participovať minimálne dve RCC;
 - b) Organizačný model týkajúci sa účasti na procese budovania CGM zo strany RCC musí vychádzať zo zásady rotácie v odsúhlasený kalendárny deň, s pravidelným budovaním a poskytovaním CGM vždy jedným hlavným RCC a jedným záložným RCC.
 - c) Každé RCC musí skontrolovať kvalitu IGM v súlade s článkom 79 ods.1 Nariadenia SO a s príslušnými ustanoveniami zahrnutými v Nariadení CACM a v Nariadení FCA.
 - d) Paralelne budú vždy vytvorené minimálne dva spojené CGM sústavy pre každý scenár/časový rámec/časovú známku, jeden hlavným RCC a druhý záložným RCC.
 - e) Počas pravidelného procesu bude oficiálne označený ako CGM iba jeden spojený CGM dodaný hlavným RCC. Ak hlavné RCC nie je schopné vykonávať funkciu, bude ako CGM oficiálne označený spojený CGM od záložného RCC.
 - f) Všetky príslušné oficiálne úlohy podľa článku 37 ods. 1 Nariadenia 2019/943 (paneurópske i regionálne) musia použiť ako vstup spojený CGM oficiálne označený ako CGM.

Článok 18 Paneurópska rotácia pre OPC

1. TSCNET bude vykonávať koordináciu plánovania výpadkov v paneurópskom procese na základe zásady paneurópskej rotácie odsúhlasenej na úrovni ENTSO-E. Nasledujú zásady tejto paneurópskej rotácie pre OPC:
 - a) Na paneurópskom procese OPC participujú minimálne dve RCC.
 - b) Organizačný model týkajúci sa účasti na paneurópskom procese OPC zo strany RCC musí vychádzať zo zásady rotácie v odsúhlasený kalendárny deň, s ročným a týždenným spojením individuálneho plánovania vypnutia poskytovaného zo strany PPS jedným hlavným RCC a jedným záložným RCC. Hlavné RCC skontroluje kvalitu spojenia individuálneho plánovania výpadkov poskytovaného zo strany PPS.

- c) Organizačný model týkajúci sa účasti na procese Koordinácie relevantných zariadení zo strany RCC vychádza zo zásady rotácie v odsúhlasený kalendárny deň pripojený k príručke OPC, s identifikáciou a uverejnením konečného zoznamu Relevantných zariadení na koordináciu jedným hlavným RCC a jedným záložným RCC.
- d) Ak hlavné RCC nie je schopné vykonávať funkciu, bude túto rolu vykonávať záložné RCC.

Článok 19 Paneurópska rotácia pre STA

- 1. Coreso bude vykonávať prognózy primeranosti sústavy na týždeň vopred až po minimálne deň vopred a prípravu opatrení na zníženie rizika v paneurópskom procese na základe zásady paneurópskej rotácie odsúhlasenej na úrovni ENTSO-E. Nasledujú zásady tejto paneurópskej STA rotácie:
 - a) Na paneurópskom procese STA participujú minimálne dve RCC.
 - b) Organizačný model týkajúci sa účasti na paneurópskom procese STA zo strany RCC musí vychádzať zo zásady rotácie v odsúhlasený kalendárny deň, s medziregionálnym posúdením primeranosti vykonaným jedným hlavným RCC a jedným záložným RCC s cieľom zdôrazniť situácie na úrovni ENTSO-E, keď sa očakáva nedostatok primeranosti. V prípade nedostatku primeranosti, alebo ak to požaduje PPS, informuje hlavné RCC príslušné regionálne RCC s cieľom spustiť proces na regionálnej úrovni.
 - c) Ak hlavné RCC nie je schopné vykonávať funkciu, bude túto rolu vykonávať záložné RCC.

Článok 20 Jazyk

- 1. Referenčným jazykom týchto Ustanovení o zriadení Centrálneho RCC bude anglický jazyk. Aby sa predišlo pochybnostiam platí, že ak PPS potrebujú preložiť tento dokument do svojho národného jazyka (svojich národných jazykov), tak v prípade nesúladu medzi verzou v anglickom jazyku a akoukoľvek verzou v inom jazyku poskytnú relevantný PPS, v súlade s vnútroštátnou legislatívou, relevantným národným regulačným orgánom aktualizovaný preklad týchto ustanovení.

Prílohy

Príloha I: Zmenené a doplnené Stanovy akciovéj spoločnosti Coreso z 29. marca 2022

Príloha II: Zmenené a doplnené Stanovy spoločnosti TSCNET z 10. februára 2022

Príloha III: Rokovací poriadok pre riadiacich pracovníkov s výkonnými oprávneniami spoločnosti
TSCNET

Príloha IV: Rokovací poriadok Správnej rady spoločnosti TSCNET

ARTICLES OF ASSOCIATION

Chapter I. Legal form - Name – Registered office – Object - Term

Article 1 - Legal form – Name

The company is constituted as a company limited by shares ("société anonyme"). Its name is "Coreso".

Article 2 - Registered office

The registered office of the company is located in the Brussels-Capital Region.

It may be relocated to any other place in the Brussels-Capital Region by decision of the board of directors. Any relocation of the registered office is published in the Annexes to the Belgian Official Journal.

The company may, by decision of the board of directors, establish or relocate, operating offices, administrative offices, branches, agencies and subsidiaries in Belgium or abroad.

Article 3 – Object

Without prejudice to the tasks exclusively delegated to each of the shareholders in their capacity as Transmission System Operator ("TSO"), by their respective applicable law, the object of the company is to enhance the security of electricity supply.

For the purpose of these articles of association, the terms "European Transmission System Operator" and "European TSO" shall mean a TSO that is either a Member, Associated Member, or Observer Member of the European Network of Transmission System Operators for Electricity ("ENTSO-E"). The terms "Member", "Associated Member" and "Observer Member" in the context of ENTSO-E shall have the same meanings as given to them in the articles of association of ENTSO-E.

For the purpose of these articles of association, the term "Participating TSO" shall mean a TSO that is placed in a System Operation Region ("SOR") where Coreso has been established as an RCC in execution of article 35 of Regulation 2019/943 of the European Parliament and of the Council of 5 June 2019 on the internal market for electricity.

In this view the object of the company includes, without limitation:

- the improvement of coordination of operational activities between all TSOs,
- the facilitation of specific technical TSO services related to Security of Supply in the framework of the development of effectiveness of electricity markets,

- the improvement of security and reliability of electrical transmission systems in the concerned control areas,
- the study, observation and sharing of various operational situations and security rules in order to assist TSOs to have a broader vision of the system and to anticipate or resolve emergency situations,
- the provision of any relevant services such as security analysis, coordination, preparation or analysing post treated data, events, and reports, development and follow-up of recommendations, advices and alerts to any relevant operators,
- render services and provide data services in the framework of the electricity market mechanisms,
- any counselling management or support activity in respect of the above,
- the development of any tools, methodologies or systems in respect of the above,
- supporting TSOs by performing RCC Matters.

The company can also take an interest by way of participation, contribution, joint venture, or any other means in any undertaking with a similar or supplementary object, or which may promote the development of its object.

The company can also perform any operation that could facilitate its corporate object, including the acquisition, by buying or by any other means, the selling, exchange, improvement, of the equipment, the arrangement of movable, material or immaterial or of immovable properties. It can also create any joint venture.

Article 4 - Term

The company is incorporated for an indefinite term.

Chapter II. Capital – Shares – Bonds

Article 5 - Share capital

The share capital amounts to one million EUR (1,000,000) and is fully paid up.

It is represented by 15,210 shares, carrying voting rights, without nominal value, each representing an equal part of the capital (i.e. 1/15,210).

Article 6 - Nature of the shares

The shares are and shall remain registered shares.

The ownership of the shares shall be proven by the registration in the register of registered shares. Certificates of such registration shall, at the request of the person registered, be issued to the shareholders by the board of directors.

Any Transfer of shares as defined in article 10.2 below shall only be effective after registration in the register of registered shares of the declaration of Transfer, which shall be dated and signed by the transferor and the transferee, or their representatives.

The shares are indivisible vis-à-vis the company and must remain free of any encumbrance, such as pledges, or other restrictions as to the exercise by the registered shareholder of the rights attached thereto.

Article 7 - Capital increase by contribution in cash

In case of capital increase, the new shares to be subscribed in cash must first be offered to the existing shareholders, pro rata to the part of the capital represented by their shares.

The preferential subscription right may be exercised during a period of at least fifteen days from the date on which the subscription is opened. Such period shall be determined by the general meeting, or, where it is decided to increase the capital in the scope of the authorised capital, by the board of directors.

An issue with preferential subscription right and the period within which the preferential subscription right may be exercised shall be announced in accordance with Article 7:189 of the Code of Companies and Associations.

The transferability of subscription rights can only be subject to the same restrictions applicable to the securities to which the subscription rights are related.

After expiration of the period in which the subscription rights may be exercised, the board of directors shall have the right to decide whether the preferential subscription rights that have not or that have only partially been exercised, will belong to the existing shareholders who have already exercised their rights. The board of directors also determines the modalities for this subscription.

The general meeting may, in accordance with the provisions regarding the quorum and the majority required to amend the articles of association, restrict or cancel the preferential subscription right in the interest of the company. The proposal to this end must be specifically mentioned in the notice convening the meeting.

In this case, the board of directors and the statutory auditor or, in his absence, an auditor or an external accountant appointed by the board of directors have to draw up the reports provided in Article 7:191 of the Code of Companies and Associations.

In case of a restriction or cancellation of the preferential subscription right, the general meeting may determine that priority is given to previous shareholders when allocating the newly issued shares. In this case the subscription term must amount to ten days.

When the preferential subscription right is restricted or cancelled in favour of one or several designated persons who are not employees of the company or of

one of its subsidiaries, the conditions set forth in Article 7:193 of the Code of Companies and Associations must be respected.

Article 8 - Capital increase by contribution in kind

Notwithstanding Article 7:11 of the Code of Companies and Associations the contributions in kind must be fully paid up at the time of the subscription.

Article 9 – Calling up on shares

Payments on not fully-paid shares must, in accordance with the requirements of the Code of Companies and Associations, occur at the place and on the date set by the board of directors which is solely competent in this matter. The shareholders' rights attached to shares for which payments are not made in due time shall be suspended until the payments, duly called and due, have been made.

Article 10 – Transfer of shares

- 10.1. The term "**Transfer**" used in this article 10.1 has the same meaning as the defined term "Transfer" in article 10.2.

Transfers (i) of all the shares of a shareholder, (ii) to an entity controlled at 98% or more by this shareholder (the "**Wholly Owned Entity**") are not subject to the other Transfer restrictions set out in this article 10, provided that the Wholly Owned Entity first accepts in writing to be severally and jointly liable towards the company of any agreement with the company to which the transferor is a party. This commitment should be notified to the company with the notification of the Transfer of shares. The Wholly Owned Entity does not have to carry out the TSO activities. The transferor shall ensure that the Wholly Owned Entity transfers the shares back to it or to another Wholly Owned Entity of the transferor immediately prior to the former Wholly Owned Entity ceasing to be a Wholly Owned Entity of the transferor.

- 10.2. Transfers for value or gratuitous transfers and transfers of shares in whatever form, including corporate contributions, offers, mergers, absorptions, company demergers, contributions of branches of activities, exchanges, public sales - especially following an attachment or pledge – and all other transfers and the creation of any real rights of whatever nature (the "**Transfers**") over the shares in question shall be subject to the restrictions set down below and above in article 10.

10.2.a) General

Given the object of the company and the fact that it relates to tasks delegated to its shareholders by their respective national authorities, shares of the company may only be Transferred to companies having the activities of European Transmission System Operator.

It is specified that any entry of a new shareholder will result,

unless agreed otherwise by all existing shareholders, in a proportional dilution of existing shareholders.

10.2.b) Approval of the transferee by the board of directors

Any shareholder proposing to Transfer shares in accordance with article 10.2.a) must inform the board of directors thereof, indicating the name and registered seat or, where applicable, the administrative seat of the transferee, together with the number of shares to be Transferred, any conditions attaching to the envisaged Transfer and the proposed price. The written offer from the proposed transferee, which must mention the price offered, must be appended to this notification.

Within one month following receipt of this notice by the board of directors, it must decide whether to approve the proposed transferee or not. It shall decide by unanimity.

The decision shall immediately be notified to the transferor shareholder. In the event of a disapproval, the reasons for such disapproval should be specified in the notice of the board. Failing notification to the transferor shareholder of the decision taken by the board within two months of the board of directors being notified of the request for approval, the board of directors shall be deemed to have given its approval to the Transfer.

For the avoidance of doubt, the fact that a shareholder has proposed to Transfer certain of its shares in accordance with article 10.2.a) and pursuant to the procedure set out in this article 10.2.b) does not oblige any other shareholder to Transfer any of its shares to the proposed transferee or otherwise if it does not wish to do so.

10.2.c) Pre-emption right

In the event that the proposed transferee is not approved and the Transfer is not withdrawn, the shares shall be offered by preference to the other shareholders in accordance with the following terms and procedure and subject to the withdrawal of the proposed Transfer which can be validly notified by the transferor shareholder to the board of directors up to one month after the notification made according to article 10.2.c.i.):

- i) Within one month as from the board of directors' decision not to approve the Transfer, the board of directors shall inform all the shareholders that they are entitled to exercise a pre-emption right, indicating the number of shares offered together with the Transfer price, determined in accordance with the provisions of par. viii, below.
- ii) Within one month of such notification, these shareholders shall inform the board of directors if they wish to exercise their pre-emption right, indicating the number of shares they wish to acquire.
- iii) If the number of shares in respect of which the pre-emption right is validly exercised is less than the number of shares offered, the board of directors shall inform the shareholders thereof within two weeks and shall indicate the number of shares

in respect of which the pre-emption right has not been exercised. These shareholders shall, as from the date of such notification, have a new period of one month within which, if they wish, to make a bid for these shares.

iv) The board of directors may also indicate third parties, approved by it by absolute majority, who might acquire the shares not requested by the shareholders once the period referred to under par. iii has expired, at the price determined in accordance with the provisions of par. viii below.

v) If the number of shares for which the pre-emption right is eventually exercised remains lower than the number of shares offered, the transferor shareholder may, as he, she or it sees fit, agree to conclude the Transfer for the number of shares requested, Transfer his, her or its shares to the person mentioned in the notification to the board under the conditions contained therein or withdraw his, her or its offer.

vi) If the number of shares for which the offer has been validly exercised is equal to the number of shares offered, the board of directors shall inform the transferor shareholder thereof together with the transferees and the Transfer shall be concluded by dint of this double notification.

vii) If the number of shares for which the offer has been validly exercised is greater than the number of shares offered, they shall be allocated amongst the shareholders requesting same in proportion to the number of shares owned by them. The board of directors shall undertake this allocation without taking account of fractions. It shall inform the parties concerned thereof and such notification shall have the effect of concluding the Transfer.

viii) The price of the company's shares for the purpose of the exercise of the pre-emptive right shall be equal to a fair market value. If no agreement was reached on the fair market value of the shares or on a relevant method of calculation of such value, the price of the offered shares will be determined according to Article 1592 of the Belgian Civil Code, i.e. by an expert appointed by the board of directors and the transferor shareholder or, in case of disagreement, by the chairman of the Institute of Chartered Accountants.

ix) The price must be paid within one month of the conclusion of the Transfer, unless some other period is agreed to by the parties. The Transfer of property in the shares shall be delayed until complete payment of the price.

Should the price not be paid within the period, the Transfer will automatically be rescinded, without notice of default, merely by expiry of the period, unless the vendor prefers to pursue performance.

Shares whose Transfer has been rescinded shall once again be offered by preference to the shareholders, at the behest of the board of directors, in accordance with the procedure provided for above, whereby the defaulting transferee shall no longer participate in the offer procedures.

x) Shares in respect of which no pre-emption right shall validly have been exercised may freely be transferred by the transferor shareholder to the transferee indicated by him or her in his or her notification to the board of directors, under the conditions contained therein, and in accordance with article 10.2.a).

The Transfer must take place within one month of any notification that might have been given by the transferor shareholder that the pre-emption right has not been exercised, either in part, or in total. In cases of gratuitous Transfers, it must take place within the same period in favour of the transferee mentioned in the notification to the board of directors. The board may ask the shareholder to provide evidence that this condition has been fulfilled. Following the expiry of the period provided for under this section, any new Transfer must be preceded by the offer procedure provided for in this article 10.2.

xi) A refusal to approve the third party mentioned will in any event be deemed to have been withdrawn should the board of directors fail to have informed the transferor shareholder of the transferees for the shares offered within a maximum period of five months as from the request for consent notified to the company by the transferor shareholder, except where the transferor shall have withdrawn the Transfer proposal. The Transfer in favour of the transferee mentioned in the notification to the board must, in such event, take place within one month of the expiry of the said period of five months and under the conditions contained in the notification to the board.

10.2.d) Notices and sanctions

All notices served in implementation of this article 10 shall be made by recorded delivery post, whereby the date of posting shall be authentic. They are deemed to have been received 72 hours after dispatch. Letters may validly be addressed to the shareholders at the last address known to the company. Transfers undertaken in contravention of the provisions contained in this article are void and/or cannot be opposed to the company.

Article 11 – Non-voting shares

In accordance with Article 7:57 of the Code of Companies and Associations, the company may create shares without voting rights, deciding under the conditions which apply for a modification of the articles of association.

Article 12 – Bonds, Warrants and Certificates

The company may, at any time, issue bonds upon decision by the board of directors provided however that such bonds may be subscribed by shareholders only and shall be first offered for subscription in the proportion of each shareholder's participation.

However, the issuing of bonds convertible into shares or the issuing of warrants may only be decided upon by the general meeting deliberating under the conditions required to amend the articles of association.

Chapter III. Management, Representation and Supervision

Article 13 – Composition of the board of directors

The company is managed by a board of directors, legal or physical persons, shareholders or not, appointed by the general meeting of shareholders for a minimum term of two years and a maximum of six years, and which may be removed by the latter at all times. The board of directors will never be made of more than 14 directors, except if otherwise agreed in writing by all shareholders.

The board of directors is composed as follows:

Any shareholder holding 10% or more of the shares in the company will have the right to obtain the appointment of two directors from among the candidates he proposes.

However, in deviation of the previous sentence,

- any shareholder holding 25% or more of the shares in the company will have the right to obtain the appointment of three directors from among the candidates he proposes;
- any shareholder holding 35% or more of the shares in the company will have the right to obtain the appointment of four directors from among the candidates he proposes; and
- any shareholder not qualifying as a Participating TSO will, even if such shareholder holds 10% or more of the shares in the company, only have the right to obtain the appointment of one director from among the candidates he proposes.

Any shareholder holding 5% or more of the shares will have the right to obtain the appointment of one director from among the candidates he proposes. Two or more shareholders holding less than 5% of the shares in the company each will together have the right to obtain the appointment of one common director from among the candidates they jointly propose, provided that together such shareholders hold 5% or more of the shares in the company. The shareholders asking for a common director will address their request to the chairman of the board and each waive to their right of having an observer.

A director that has been appointed upon proposal of a shareholder that qualifies as a Participating TSO or, as the case may be, upon proposal of two or more shareholders each holding less than 5% of the shares in the company and each qualifying as Participating TSO, will be an "**A-Director**". A director that has been appointed upon proposal of a shareholder that does not qualify as a Participating TSO or, as the case may be, upon proposal of two or more shareholders holding less than 5% of the shares in the company and of which one or more does not qualify as Participating TSO, will be a "**B-Director**".

Any shareholder holding less than 5% of the shares in the company and who has not appointed a common director with another shareholder holding less than 5% of the shares in the company, will be authorized to obtain the appointment of one

observer which may attend the board of directors' meetings without voting rights, provided the identity of such observer has been previously submitted for approval to and has been approved by the board of directors.

This observer will be submitted to the same obligation of confidentiality as a director.

In case a legal person is appointed as director, it shall appoint a permanent representative, physical person, amongst its associates, managers, directors or employees who will perform the mandate in the name and for the account of the legal person.

The same publication formalities apply to the appointment and the dismissal of the permanent representative as if he would exercise the mandate in his own name and for his own account.

The directors can be re-elected.

The director, whose mandate has expired, remains in function as long as the general meeting does not appoint a new director, for any reason whatsoever.

In case a directorship of a director, who has been appointed upon proposal of a shareholder becomes vacant for any reason whatsoever before the expiration of its term, the remaining directors shall immediately nominate ("cooptation") a director from the list of candidate-directors proposed by the shareholder which has proposed the director to be replaced. The final nomination of the replacement director shall be put on the agenda of the next shareholders' meeting. Any director so appointed by the shareholders' meeting shall hold office for the unexpired term of the appointment of the director he replaces.

The board of directors appoints a chairman and a vice-chairman amongst the A-Directors for a minimum period of two years. The chairman will be successively appointed in turn among the A-Directors.

Article 14 – Meetings – Deliberations and Decisions

In these articles of association "business day" shall mean a day other than a Saturday, a Sunday or a Belgian public holiday and "public holiday" shall mean a Belgian public holiday.

A meeting of the board of directors is convoked by the chairman, the vice-chairman, a managing director or two directors. A notice must be given at least fourteen (14) calendar days before the meeting, except in case of emergency. In case of emergency, the nature of and reasons for the emergency should be specified in the notice.

Convening notices are validly done by fax or e-mail or by any other means of communication mentioned in article 2281 of the Civil Code.

Directors assisting the meeting or directors being represented shall be considered as being regularly convoked. A director can also waive his right to invoke the absence of notice or any irregularity in the notice, before or after the meeting which he did not attend.

The meetings of the board of directors are held either physically in Belgium or abroad at the place indicated in the convening notice, or remotely by teleconference or videoconference using telecommunication techniques enabling

the directors participating in the meeting to hear and consult each other simultaneously, or a combination of the two meeting techniques mentioned above.

Each member of the board of directors may, by any means of telecommunication or videography, participate in the deliberations of a board of directors and vote, in order to organise meetings between several participants who are geographically distant from each other, and to enable them to communicate simultaneously.

Any director can, by means of a document with his signature (including a digital signature as mentioned in article 8.1, 2° of the Civil Code) communicated either in writing, by fax or e-mail or by any other means of communication mentioned in article 2281 of the Civil Code, give power to another member of the board to represent him at a specific meeting. A director can represent more than one other director and can cast, together with his own vote, as many votes as he received powers.

Except in the event of force majeure, the board of directors can only validly deliberate and decide if at least both (i) fifty percent of its members and (ii) the majority of all A-Directors including at least three A-Directors who have been appointed upon proposal of three different shareholders that qualify as Participating TSO and that are holding 10% or more of the shares in the company are present or represented. If this is not the case, a new meeting with the same agenda must be convened within seven (7) business days. This meeting shall validly deliberate and decide on the items on the agenda of the previous meeting if at least four A-Directors are present or represented, including at least two A-Directors appointed upon two different shareholders holding 10% or more of the shares.

A decision of the board is validly taken provided that it reaches

- (i) for all decisions related to RCC Matters both (i) more than 70% of the votes cast and (ii) 75% of the votes cast by the A-Directors including the positive vote of at least three A-Directors who have been appointed upon proposal of three different shareholders that qualify as a Participating TSO and that are holding 10% or more of the shares in the company. In any event, the abstentions will not be taken into account either in the numerator or in the denominator.
- (ii) for all decisions related to non-RCC Matters more than 70% of the votes cast including the positive vote of at least three members of the board who have been appointed upon proposal of three different shareholders holding 10% or more of the shares in the company. In any event, the abstentions will not be taken into account either in the numerator or in the denominator.

Each time the shareholders' composition of the company changes as a consequence of which the number of A-Directors decreases or the number of B-Directors increases in comparison to the situation as from 1 July 2022, the majority requirements mentioned in the preceding paragraph, sub (i) shall be amended in such a way that the influence of the A-Directors when voting on decisions related to RCC Matters will not decrease.

For the purpose of the articles of association,

- the term "RCC Matters" shall mean the tasks delegated to an RCC pursuant to Regulation 2019/943 of the European Parliament and of the Council of 5 June 2019 on the internal market for electricity.
- the term "non-RCC Matters" shall mean all tasks other than RCC tasks executed by the company according to the articles of the association.

If a discussion arises on whether or not a decision is related to RCC Matters, such decision will only qualify as related to non-RCC Matters when the board of directors agrees as such with the majority required for decisions related to RCC Matters.

In deviation of the above, any decisions of the board on (i) new shareholders loans and (ii) external financing not foreseen in the business plan of the company and not taken in the normal course of business, can only be validly taken if (a) at least one A-Director appointed upon proposal by each shareholder that qualifies as a Participating TSO, is present or represented and (b) by unanimity of all present or represented A-Directors.

For the purpose of this article force majeure means any circumstance of extreme urgency whereby, if the company does not decide immediately, it would suffer considerable damage.

All decisions of the board of directors can be taken by unanimous written agreement of the directors. This procedure cannot be followed for the drawing up of the annual accounts.

The decisions of the board of directors are recorded in minutes which are signed by the chairman and the members who request to do so. These minutes are inserted in a special register. The proxies are attached to the minutes of the meeting for which they are granted.

Copies and extracts be produced in court or elsewhere, shall be validly signed by two directors who have the power to represent the company in accordance with article 16 of these articles of association.

Article 15 – Powers of the board of directors

1. In general

The board of directors shall have the broadest powers to perform all acts necessary or useful for the realisation of the object of the company, with the exception of the powers reserved to the general meeting by the law.

2. Advisory committees

The board may nominate under its responsibility one or more advisory committees. It will determine their composition and mission.

3. Daily management

The daily management of the company will be delegated to a Chief Executive Officer (CEO) and, as the case may be, to a Chief Operation Officer (COO) who will both have broad daily management powers and power to act alone and to represent the company individually, within the limits of the daily management. Decisions above a certain amount decided by the board of directors will have to be taken by the CEO and COO jointly if a COO is appointed.

The daily management of the company may be delegated to director(s) or non director(s).

4. Conflict of interests

If a member of the board of directors has a direct or indirect financial interest that conflicts with the interests of the company following a decision or a transaction that falls within the powers of the board of directors, article 7:96 of the Code of Companies and Associations will apply.

Article 16 – Representation of the company

The company is validly represented vis-à-vis third parties, before court and in official deeds, including those for which the intervention of a civil servant or a notary is required, by the people entrusted with the daily management acting together or by two directors acting together, of whom at least one A-Director that was appointed upon proposal of a shareholder holding 10% or more of the shares in the company.

Moreover, within the limits of their mandate, the company is validly represented by special proxy holders.

In addition, the company is validly represented abroad by any person expressly appointed thereto by the board of directors.

Article 17 – Expenses of the directors

Normal and justified expenses and costs made by the directors in the performance of their mandate shall be compensated and shall be charged to general costs.

Article 18 – Control

The control of the financial situation, of the annual accounts and of the regularity of the transactions to be reported on in the annual accounts, is entrusted to one or more statutory auditors. The statutory auditors are appointed by the general meeting of shareholders between the members, natural persons or legal persons, of the Institute of Chartered Accountants. The statutory auditors are appointed for a renewable term of three years. They can only be revoked by the general meeting for legal reasons, at the risk of liability for damages.

Chapter IV. General Meetings of Shareholders

Article 19 – Date

The annual meeting shall be held on the third Thursday of April at 11 am. Should this day be a legal holiday, the meeting will take place on the next working day.

Extraordinary or special general meetings of shareholders may be convened each time the company's interests so requires.

These general meetings of shareholders may be convened and their agenda may be determined by the board of directors or by the statutory auditors. The general meeting of shareholders must be convened within three weeks following the request of the shareholders representing one tenth of the company's capital, containing at least the agenda items proposed by the shareholders concerned.

The general meetings of shareholders are held at the registered office of the company or in any other place communicated in the notice or otherwise.

To the extent that the convening notice expressly so provides, the shareholders (and, as the case may be, the holders of other securities who, in accordance with the applicable legal provisions, are entitled to be summoned to the general meeting) are entitled to remotely participate in the general meeting, by way of electronic means of communication set up by the company. This electronic means of communication must meet the conditions set out in the Code of Companies and Associations. In addition, the notice may set additional conditions in order to guarantee the security of the electronic means of communication.

If the right to participate remotely in a general meeting is granted in the convening notice, the latter must include a clear and precise description of the procedures relating to remote participation in the general meeting.

In addition, the shareholders may, unanimously and in writing, take all resolutions which are within the competence of the general meeting, except for amendments to the articles of association. In this case, the formalities of convening the meeting do not have to be fulfilled. The members of the board of directors, the statutory auditor and the holders of convertible bonds, subscription rights or certificates issued with the cooperation of the company may, at their request, take note of such resolutions.

Article 20 – Notices

The convening notices contain the agenda and are communicated in accordance with article 2:32 of the Code of Companies and Associations to the holders of registered shares (and, as the case may be, to the holders of other securities who, in accordance with the applicable legal provisions, are entitled to be summoned to the general meeting) as well as to the directors and the statutory auditors, at least 15 days before the meeting.

The persons who need to be convened to a general meeting pursuant to the Code of Companies and Associations and who attend the meeting or who are represented, are considered as having received due notice. The abovementioned persons can also waive their right to invoke a lack of notice or an irregularity in the notice, before or after a meeting which they did not attend.

Article 21 – Disposal of documents

Together with the convening notice, a copy of the documents which must be provided pursuant to the Code of Companies and Associations is sent to the holders of registered shares (and, as the case may be, to the holders of other securities who, in accordance with the applicable legal provisions, are entitled to be summoned to the general meeting), the directors and the statutory auditors.

Fifteen days before the general meeting and on submission of his title, each shareholder (and, as the case may be, the holders of other securities who, in accordance with the applicable legal provisions, are entitled to be summoned to

the general meeting), can obtain a free copy of these documents at the registered office of the company.

In case the procedure of written decision taking, mentioned in Article 32 of these articles of association is followed, the board of directors sends a copy of the documents which need to be sent according to the Code of Companies and Associations, to the holders of registered shares and to the statutory auditors together with the aforementioned notice.

Article 22 – Deposit of Shares and other Securities

To be admitted to the general meeting, each shareholder (and, as the case may be, the holders of other securities which, in accordance with the applicable legal provisions, are entitled to be summoned to the general meeting) must, if required in the convening notice, notify the company, within the period mentioned in the convening notice, of their intention to attend the meeting and of the number of shares (and, if applicable, other securities) for which they intend to participate in the vote.

The holders of bonds, warrants and certificates issued with the collaboration of the company, may attend the general meeting, but only with advisory vote provided that the admission formalities are complied with.

For the application of this article, Saturdays, Sundays and legal holidays are not considered as working days.

Article 23 – Representation

Each shareholder may be represented at the general meeting of shareholders by a proxyholder, shareholder or not, in accordance with the Code of Companies and Associations. The board of directors may demand that they are deposited at a place and within the time limit indicated by it.

For the purpose of this article Saturdays, Sundays and legal holidays are not considered as working days.

Article 24 – Attendance List

Before being admitted to the meeting, the shareholders or their proxy holders shall sign the attendance list indicating their surname, first name(s) and residence or their name and registered office and the number of shares they represent.

Article 25 – Composition of the Bureau – Minutes

The general meetings of shareholders shall be chaired by the chairman of the board of directors or, in the latter's absence, by his substitute or by a member of the general meeting appointed by the latter. The chairman of the meeting appoints the secretary. If the number of persons attending the meeting allows, the meeting will appoint two vote counters upon proposal of the chairman. The minutes of the

general meetings of shareholders shall be signed by the members of the bureau and the shareholders who wish to do so. These minutes shall be kept in a special register.

Article 26 – Duty to reply of the directors and statutory auditors

The directors reply to the questions submitted to them by the shareholders, the holders of registered convertible bonds or registered warrants, or registered certificates issued in cooperation with the company, prior to or during the meeting, orally or in writing, relating to their report or to the items on the agenda, provided that the disclosure of information or facts cannot harm the company or is in breach of their or the company's confidentiality obligations.

The statutory auditors reply to the questions submitted to them orally or in writing by the shareholders, the holders of registered convertible bonds or registered warrants, or registered certificates issued in cooperation with the company relating to the items on the agenda on which they report.

Article 27 – Adjournment of the annual shareholders' meeting

The board of directors has the right to adjourn the meeting of the annual general shareholders' meeting concerning the approval of the annual accounts within three weeks. This adjournment does only affect the decision of approval of the annual accounts and does not affect any other decisions taken, except if the general shareholders' meeting decides otherwise.

The board of directors needs to convoke a new general shareholders' meeting, with the same agenda, within a period of three weeks.

The admission formalities of the first meeting, including the possible deposit of stocks or proxies, remain valid for the second meeting. New deposits will be allowed within the term and under the conditions as mentioned in the articles of association.

There can only be one adjournment. The second general shareholders' meeting will take a final decision about the adjourned items of the agenda.

Article 28 – Deliberation - Quorum Requirements

The meeting cannot deliberate on items not mentioned on the agenda unless all shareholders are present at the meeting and the decisions to do so are taken by unanimity.

Except if another attendance quorum is imposed by law, the general meeting of shareholders can validly deliberate if more than the 50% of the shares are present or represented, including all shareholders holding 10% or more of the shares in the company. If the quorum is not reached, the meeting must be re-convoked within twenty (20) business days following the first meeting and may then validly deliberate on the same agenda if more than the 50% of the shares are present or represented, including three shareholders holding 10% or more of the shares in the company.

Article 29 – Voting Rights

Each share carries one vote.

The voting takes place by show of hands or by call-out of names unless the general shareholders' meeting decides otherwise by simple majority of votes.

Each shareholder can also vote by letter by way of a form drafted by the board of directors, containing the following mentions: (i) identification of the shareholders, (ii) number of votes he is entitled to and (iii) for any decision that needs to be taken by the general shareholders' meeting according to its agenda the notion "yes", "no", or "abstention". The shareholder voting by letter must comply with the admission formalities or Article 22 of the articles of association.

Article 30 – Majority

Without prejudice to Article 31 of these articles of association of the company and subject to more stringent provisions set out in the Code of Companies and Associations, decisions are taken in a first round with a majority of 70% of the vote cast, including the positive vote of at least two shareholders holding 10% or more of the shares in the company. If such decision cannot be taken during said first round due to a lack of quorum, the decision will be validly taken at a reconvened meeting if it reaches more than 50% of the votes cast, including the positive vote of at least two shareholders holding 10% or more of the shares in the company. In any event, the abstentions will not be taken into account either in the numerator or in the denominator.

Article 31 – Extraordinary General Meeting

If the shareholders' meeting must decide on:

- a (partial) split of the company;
- a modification of the articles of association;
- a decrease of the company's capital;
- the repurchase, sale or cancellation of own shares;
- the transformation of the company;

the shareholders' meeting can only validly deliberate upon the abovementioned subjects if 75% of the shares are present or represented, provided that at least all shareholders holding 10% or more of the shares in the company are present or represented at the shareholders' meeting. If the quorum is not reached, the meeting must be re-convoked within twenty (20) business days following the first meeting and may then validly deliberate on the same agenda if more than 50% of the shares are present or represented, provided that three shareholders holding 10% or more of the shares in the company are present or represented.

These decisions are validly taken in a first round if they reach 75% of the votes cast, including the positive vote of all shareholders holding 10% or more of the

shares in the company. If such a decision cannot be taken during said first round due to a lack of quorum, the decision will be validly taken at a reconvened meeting if it reaches 75% of the votes cast, including the positive vote of at least three shareholders holding 10% or more of the shares in the company. An abstention will not be taken into account either in the numerator or in the denominator.

Notwithstanding the two paragraphs above, any decisions relating to (i) the relocation of the registered office to a place outside the Brussels-Capital-Region, (ii) the amendment to the object of the company, (iii) the full or partial cancellation or restriction of the preferential subscription right, (iv) capital increase (including the issuing of shares below par value, the issuing of convertible bonds or warrants, the grant to the board of directors of the power to increase the registered capital by means of authorized capital), (v) the merger of the company, (vi) the dissolution or liquidation of the company and (vii) any other decision which under Belgian law requires the consent of all shareholders to be effective, will always require the positive vote of all shareholders holding 10% or more of the shares in the company.

Article 32 – Written decision-making

Except for the decisions that amend the articles of association, the shareholders can decide unanimously and in writing on all issues for which the general shareholders' meeting is competent. In that case, the formalities for convening a meeting should not be completed. To this end, a letter will be sent, by mail, fax, e-mail or any other means of communication to all shareholders and statutory auditors, mentioning the agenda and the proposals of the decisions to be taken, with request to the shareholders to approve the proposals and to send the letter back to the seat of the company or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

If the approval of all shareholders regarding the items of the agenda and regarding the procedure in writing is not received within this period, the decisions are deemed not to be taken.

The members of the board of directors, the statutory auditor and the holders of convertible bonds,, subscription rights, or certificates issued in cooperation with the company may, at their request, take note of the resolutions at the seat of the company.

Article 33 – Copies and Extracts from Minutes

Copies and/or extracts of the minutes of the general meetings to be supplied to third parties are signed by two directors who have the power to represent the company in accordance with article 16 of these articles of association. Their signature must be immediately preceded or followed by the quality in which they act.

Chapter V. Financial Year – Annual Accounts – Dividends – Distribution of Profits

Article 34 - Financial Year – Annual Accounts – Annual report

The financial year starts on the first of January and shall end on the thirty-first of December of each year.

At the end of each financial year the board of directors draws up an inventory and the annual accounts which consist of the balance sheet, the profit and loss statement and the comments and the social balance. These documents shall be drawn up in conformity with the law.

In addition, the directors will draft each year a report according to Articles 3:5 and 3:6 of the Code of Companies and Associations. However, the directors are not required to draft an annual report as long as the company meets the conditions set by Article 3:4 of the Code of Companies and Associations.

After taking note of the report of the board of directors and, if applicable, the report of the statutory auditor(s), the general meeting shall deliberate on the annual accounts. After their approval, it shall decide by separate vote on the discharge to be granted to the directors and the statutory auditor(s).

The annual accounts shall be filed with the National Bank of Belgium. The annual accounts shall, in view of their publication, be validly signed by a director or by a person in charge of the daily management or by a person expressly authorized in this regard by the board of directors.

Article 35 – Distribution of Profits

At least 5% of the net profits of the company shall be set aside each year to constitute the legal reserve. Such deduction shall no longer be required as soon as this legal reserve reaches one tenth of the share capital.

Upon proposal of the board of directors, the general meeting shall decide on the allocation of the balance of the net profits.

Article 36 – Distribution

The distribution of dividends decided by the general meeting takes place on the dates and places determined by the latter or by the board of directors.

Article 37 – Interim Dividends

The board of directors has the power to distribute an interim dividend on the profits of the financial year, under the conditions of Article 7:213 of the Code of Companies and Associations.

Article 38 – Prohibited Distribution

Any distribution of dividends made in violation with the law must be reimbursed by the shareholder who received it, if the company proves that the shareholder knew that the payment was in violation with the law or, if he, given the circumstances, could not be ignorant thereof.

Chapter VI. Dissolution and Liquidation

Article 39 – Losses

When, as a result of losses sustained, the net assets have fallen below one half of the capital, the board of directors must, unless the articles of association contain stricter provisions, call a general meeting to be held within two months after the loss has been or should have been established by virtue of a provision laid down by law or by the articles of association, in order to resolve on the dissolution of the company or on the measures to safeguard the continuity of the company as announced on the agenda. Unless the board of directors proposes the dissolution of the company in accordance with Article 7:230 of the Code of Companies and Associations, it shall set out in a special report, made available to the shareholders at the registered office of the company fifteen days prior to the general meeting, what measures it proposes to take to safeguard the continuity of the company. Such report shall be included in the agenda. A copy may be obtained in accordance with Article 7:132 of the Code of Companies and Associations. A copy shall also be sent to those who have complied with the formalities required by the articles of association to be admitted to the general meeting.

If the report referred to in the second subparagraph is missing, the resolution of the general meeting shall be null and void.

The same shall apply if, as a result of a loss sustained, the net assets have fallen below one-quarter of the capital, provided that the dissolution of the company shall take place when approved by one-quarter of the votes cast at the meeting whereby abstentions are not taken into account either in the numerator or in the denominator.

If the general meeting has not been convened in accordance with the present Article, the damages suffered by third parties shall, save for contrary evidence, be deemed to have resulted from the failure to convene the meeting.

If the net assets have fallen below the amount of €61,500, any interested party or the public prosecutor may request that the court orders the dissolution of the company. As the case may be, the court may grant the company a binding period to regularize its situation.

Article 40 – Dissolution and Liquidation

If the company is dissolved, the manner of liquidation and one or more liquidators shall be appointed and their remuneration shall be determined by the general meeting. If no decision has been taken on this subject, the directors are legally considered to be the liquidators, not only for the purpose of receiving notices and notifications, but also for liquidating the company, vis-à-vis third parties and vis-à-vis the shareholders. Unless otherwise specified in the appointment deed, the liquidators have the most extended powers provided for by law. The general meeting shall retain the power to amend the articles of association should the necessities of the liquidation so justify. The appointment of the liquidators shall terminate the powers of the directors and statutory auditor(s).

Since the liquidators enjoy the same privileges as the board of directors, during the liquidation the general meeting shall be convened, constituted and held in accordance with the provisions of these articles of association. One of the liquidators shall chair the meeting; if the liquidators are absent or unable to attend, it shall elect its chairman.

Copies or extracts of the minutes of its deliberations, which must be submitted to the court or elsewhere, shall be validly certified by the liquidators or by one of them.

All assets of the company must be sold unless the general meeting decides otherwise.

If not all shares have been paid up to the same extent, the liquidators restore the balance, either by making additional calls, or by making prior payments.

Unless the general meeting has otherwise regulated the manner of liquidation, by the majority required to amend the articles of association, the proceeds of the liquidation, after payment of the debts, including the liquidation costs, or consignment of the funds necessary to meet such debts, in cash or securities, shall be distributed among all the shares.

Chapter VII. General Provisions

Article 41 – Election of Domicile

The holders of registered shares must inform the company of any change of address. Failing notification, they are deemed having elected domicile at their previous address.

"CORESO", société anonyme
Siège : 1000 Bruxelles, avenue de Cortenbergh, 71
Numéro d'entreprise : 0808.569.630 (RPM Bruxelles).

TEXTE COORDONNE DES STATUTS AU 29 MARS 2022

Constituée suivant acte reçu par Daisy DE KEGEL, notaire à Bruxelles, le dix-huit décembre deux mille huit, publié par extraits à l'annexe au Moniteur Belge du trente et un décembre deux mille huit, sous le numéro 08201214, dont les statuts ont été modifiés à plusieurs reprises et en dernier lieu suivant procès-verbal dressé par David INDEKEU, notaire à Bruxelles, le trois mai deux mille dix-neuf, publié par extraits à l'annexe au Moniteur belge du vingt-deux mai deux mille dix-neuf, sous le numéro 19068845 et suivant procès-verbal dressé par David INDEKEU, notaire à Bruxelles, le vingt-neuf mars deux mille vingt-deux, en cours de publication à l'annexe au Moniteur Belge

**Chapitre I. FORME JURIDIQUE- DENOMINATION - SIEGE - OBJET -
DUREE**

Article 1 - Forme Juridique - Dénomination.

La société revêt la forme d'une société anonyme. Elle est dénommée « Coreso ».

Article 2 - Siège.

Le siège social de la société est établi dans la Région de Bruxelles-Capitale.

Il peut être transféré dans toute autre localité dans la région de Bruxelles-Capitale par décision du conseil d'administration. Tout transfert du siège est publié aux annexes au Moniteur belge.

La société peut établir ou déplacer, par décision du conseil d'administration, des sièges d'exploitation, des sièges administratifs, des succursales, des agences et des filiales en Belgique ou à l'étranger.

Article 3 – Objet.

Sans préjudice des missions déléguées exclusivement à chacun des actionnaires en leur qualité de Gestionnaire de Réseau de Transport (Ci-après, « GRT »), par leurs législations nationales respectives, l'objet de la société est d'améliorer la sécurité de l'approvisionnement en électricité.

Pour l'application des présents statuts, les mots « Gestionnaire de Réseau de Transport européen » et « GRT européen » signifieront un GRT qui est soit Membre, soit Membre Associé, ou Membre Observateur de la European Network of Transmission System Operators for Electricity (« ENTSO-E »). Les mots « Membre », « Membre Associé » et « Membre Observateur » dans le contexte d'ENTSO-E ont la même définition que celle qui leur est donnée dans les statuts d'ENTSO-E.

Pour l'application des présents statuts, le terme « GRT Participant » désigne un GRT qui est placé dans une région d'exploitation du réseau (« SOR ») où Coreso a été établi en tant que CCR en exécution de l'article 35 du Règlement 2019/943 du Parlement européen et du Conseil du 5 juin 2019

sur le marché intérieur de l'électricité.

Dans cette optique, l'objet de la société inclut, sans que la liste ci-dessous puisse être considérée comme exhaustive :

- l'amélioration de la coordination des activités opérationnelles entre tous les GRT,
- la facilitation de la prestation de services techniques spécifiques aux GRT et liés à la sécurité d'approvisionnement dans le cadre du développement de l'efficacité des marchés de l'électricité,
- l'amélioration de la sécurité et de la fiabilité des systèmes de transport d'électricité dans les zones de contrôle concernées,
- l'étude, l'observation et le partage de diverses situations opérationnelles et de règles de sécurité afin d'aider les GRT à acquérir une vision plus large du système et à anticiper ou résoudre des situations d'urgence,
- la prestation de tous services pertinents comme une analyse de sécurité, coordination, préparation ou analyse ex post de données traitées, événements, et rapports, développement et suivi de recommandations, conseils et alertes à tout opérateur pertinent,
- prêter des services, en ce compris des services de données, dans le cadre des mécanismes du marché de l'électricité,
- toute tâche consistant à conseiller ou supporter une activité liée à ce qui précède,
- le développement d'outils, méthodologies ou systèmes en rapport avec ce qui précède,
- soutenir les GRT en effectuant des Tâches CCR.

La société peut également acquérir tout intérêt par voie de prise de participation, souscription, entreprise commune, ou autrement dans n'importe quelle société ayant un objet similaire ou complémentaire au sien, ou qui peut promouvoir le développement de son propre objet.

La société peut également exécuter toute opération susceptible de faciliter la réalisation de son objet social, notamment l'acquisition, par achat ou par tous autres moyens, la vente, l'échange, l'amélioration, l'équipement, l'aménagement de toute propriété mobilière, corporelle ou incorporelle, ou de toute propriété immobilière. Elle peut également créer toute entreprise commune.

Article 4 - Durée.

La société est constituée pour une durée illimitée.

Chapitre II. - CAPITAL - ACTIONS - OBLIGATIONS

Article 5 - Capital.

Le capital est fixé à un million d'euros (1.000.000 EUR) et est entièrement libéré.

Il est représenté par quinze mille deux cent dix (15.210) actions avec droit de vote, sans valeur nominale, chaque action représentant une part égale du capital (1/15.210).

Article 6 - Nature des Titres

Toutes les actions sont et resteront nominatives.

La propriété des actions sera prouvée par l'inscription au registre des actions nominatives. Des certificats constatant les inscriptions seront, à la demande de la personne inscrite, délivrés aux actionnaires par le conseil d'administration.

Tout Transfert, tel que défini dans l'article 10.2 ci-après, n'aura d'effet qu'après l'inscription dans le registre des actions nominatives de la déclaration de Transfert, datée et signée par le cédant et le cessionnaire, ou leurs représentants.

Les actions sont indivisibles vis-à-vis de la société et doivent demeurer quitte de toute charge qui pourrait les grever, telle que des gages, ou autres restrictions à l'exercice par l'actionnaire inscrit des droits attachés à son titre.

Article 7 - Augmentation de Capital par Apport en Numéraire.

En cas d'augmentation de capital, les nouvelles actions à souscrire en numéraire seront offertes par préférence aux actionnaires existants, proportionnellement à la partie du capital représentée par leurs actions.

Le droit de préférence peut être exercé pendant un délai qui ne peut être inférieur à quinze jours à dater du jour de l'ouverture de la souscription. Ce délai est fixé par l'assemblée générale ou, lorsque l'augmentation est décidée dans le cadre du capital autorisé, par l'organe d'administration.

Une émission avec droit de préférence et le délai dans lequel celui-ci peut être exercé, sont annoncés conformément à l'article 7:189 du Code des sociétés et des associations.

La négociabilité des droits de préférence ne peut être soumise qu'aux mêmes restrictions que celles applicables aux titres auxquels les droits de préférence sont attachés.

A l'expiration du délai durant lequel les droits de préférence peuvent être exercés, le conseil d'administration aura le droit de décider si les droits de préférence n'ayant pas ou n'ayant été que partiellement exercés, reviendront aux actionnaires existants qui ont déjà exercé leurs droits. Le conseil d'administration détermine les modalités de cette souscription.

L'assemblée générale peut, dans le respect des conditions de quorum et de majorité requises pour la modification des statuts, limiter ou supprimer le droit de préférence, dans l'intérêt social. Cette proposition doit être spécialement annoncée dans la convocation.

Dans ce cas, le conseil d'administration ainsi que le commissaire ou, à défaut, un réviseur d'entreprises, ou un expert-comptable externe, désigné par le conseil d'administration, doivent établir les rapports prévus par l'article 7:191 du Code des sociétés et des associations.

En cas de limitation ou de suppression du droit de préférence, l'assemblée générale peut prévoir qu'une priorité sera donnée aux anciens actionnaires lors de l'attribution des nouvelles actions. Dans ce cas, la période de souscription doit avoir une durée de dix jours.

Quand le droit de préférence est limité ou supprimé en faveur d'une ou plusieurs personnes déterminées qui ne sont pas membres du personnel de la société ou de l'une de ses filiales, les conditions prévues à l'article 7:193 du Code des sociétés et des associations doivent être respectées.

Article 8 - Augmentation de Capital par Apport en Nature.

Nonobstant l'article 7:11 du Code des sociétés et des associations, les apports en nature doivent être entièrement libérés au moment de la souscription.

Article 9 - Appels de Fonds.

Les versements à effectuer sur les actions non entièrement libérées doivent, conformément aux exigences du Code des sociétés et des associations, être faits aux lieux et aux dates décidés souverainement par le conseil d'administration. L'exercice des droits sociaux afférents à ces actions est suspendu aussi longtemps que les versements, régulièrement appelés et exigibles, n'ont pas été effectués.

Article 10 - Cession d'Actions.

10.1. Le terme « cession » ou « Transfert » utilisé dans le présent article 10.1 a la même signification que le terme « Cession » ou « Transfert » défini dans l'article 10.2.

Le Transfert de (i) toutes les actions d'un actionnaire (ii) à une entité contrôlée à 98% ou plus par cet actionnaire («l'Entité Totalement Contrôlée ») n'est pas soumis aux autres restrictions de Cession prévues dans le présent article 10, à la condition que l'Entité Totalement Contrôlée accepte préalablement par écrit d'être solidairement et conjointement responsable à l'égard de la société de tout contrat avec la société auquel le cédant est partie. Cet engagement sera notifié à la société avec la notification du Transfert d'actions. L'Entité Totalement Contrôlée ne doit pas avoir des activités de GRT. Le cédant doit garantir que l'Entité Totalement Contrôlée lui recède les actions cédées ou les cède à une autre Entité Totalement

Contrôlée du cédant immédiatement avant que l'Entité Totalement Contrôlée ne cesse d'être une Entité Totalement Contrôlée du cédant.

10.2. Les cessions à titre onéreux ou à titre gratuit et les cessions d'actions sous toute autre forme, notamment des cessions d'entreprise, offres, fusions, absorptions, scissions, cessions de branche d'activités, échanges, ventes publiques - particulièrement suite à une saisie ou un gage – et toutes autres cessions ainsi que la création de tout droit réel, de quelque nature que ce soit (les « Cessions» ou les « Transferts»), portant sur les actions en question, seront soumises aux restrictions établies ci-après et ci-avant dans le présent article 10.

10.2.a) En général

Etant donné l'objet de la société et le fait que celui-ci est lié à des missions déléguées à ses actionnaires par leurs autorités nationales respectives, les actions de la société ne peuvent être Cédées qu'à d'autres sociétés ayant elles-mêmes des activités de Gestionnaire de Réseau de Transport Européen.

Il est précisé que toute entrée d'un nouvel actionnaire entraînera, sauf accord contraire de tous les actionnaires existants, une dilution proportionnelle des actionnaires existants.

10.2.b) Approbation du cessionnaire par le conseil d'administration

Tout actionnaire proposant de céder ses actions conformément à l'article 10.2.a) doit en informer le conseil d'administration, en indiquant le nom et le siège social ou, le cas échéant, le siège administratif du cessionnaire, ainsi que le nombre d'actions à céder, toutes les conditions applicables à la Cession envisagée et le prix offert. L'offre écrite faite par le cessionnaire proposé, qui doit également indiquer le prix

offert, doit être annexée à la notification susvisée au conseil d'administration.

Dans un délai d'un mois suite à la réception de ladite notification par le conseil d'administration, celui-ci doit décider s'il agrée le cessionnaire proposé ou non. Le conseil d'administration décidera à l'unanimité.

La décision sera immédiatement notifiée à l'actionnaire cédant. En cas de refus d'agrément, le conseil d'administration doit motiver sa décision dans la notification du conseil. En cas d'absence de notification à l'actionnaire cédant de la décision prise par le conseil d'administration dans un délai de deux mois à compter de la notification au conseil d'administration de la demande d'agrément, le conseil d'administration sera réputé avoir donné son agrément à la Cession.

Afin d'éviter toute incertitude, il est précisé que le fait qu'un actionnaire propose de Transférer certaines de ses actions conformément à l'article 10.2.a) et conformément à la procédure prévue dans cet article 10.2.b), n'oblige pas les autres actionnaires à transférer une ou plusieurs de leurs actions au cessionnaire proposé, s'ils ne le souhaitent pas.

10.2.c) Droit de préemption

En cas de non-agrément du cessionnaire proposé et si la Cession n'est pas abandonnée, les actions seront offertes par préférence aux autres actionnaires conformément aux dispositions et procédure suivantes et sous réserve de l'abandon de la Cession proposée qui pourra être valablement notifié par l'actionnaire cédant au conseil d'administration dans un délai d'un mois à compter de la notification faite en vertu de l'article 10.2.c.i.):

i) Dans un délai d'un mois à compter de la décision de refus d'agrément du conseil d'administration, le conseil d'administration informera tous les actionnaires qu'ils sont autorisés à exercer un droit de préemption, en indiquant le nombre d'actions offertes ainsi que le prix de Cession, déterminé conformément aux dispositions du paragraphe viii, ci-après.

ii) Dans un délai d'un mois à compter de la notification susvisée, les actionnaires susvisés informeront le conseil d'administration s'ils souhaitent exercer le droit de préemption, en indiquant le nombre d'actions qu'ils souhaitent acquérir.

iii) Si le nombre d'actions, pour lesquelles le droit de préemption a valablement été exercé, est inférieur au nombre d'actions offertes, le conseil d'administration en informera les actionnaires endéans les deux semaines et indiquera le nombre d'actions pour lesquelles le droit de préemption n'a pas été exercé. Les actionnaires susvisés disposeront, à partir de la date de la notification susmentionnée, d'un nouveau délai d'un mois endéans lequel, s'ils le souhaitent, ceux-ci pourront faire une offre pour ces actions.

iv) Le conseil d'administration peut également indiquer des parties tierces, agréées par lui à la majorité absolue, qui peuvent acquérir les actions non sollicitées par les actionnaires après l'expiration du délai précité au paragraphe iii, au prix déterminé conformément aux dispositions du paragraphe viii ci-après.

v) Si le nombre d'actions, pour lesquelles le droit de préemption est finalement exercé, demeure inférieur au nombre d'actions offertes, l'actionnaire cédant peut, comme il

/ elle le juge opportun, accepter de conclure une Cession pour le nombre d'actions demandées, céder ses actions à la personne mentionnée dans la notification faite au conseil d'administration -dans le respect des conditions qui y sont contenues ou, le cas échéant, abandonner son offre.

vi) Si le nombre d'actions, pour lesquelles le droit de préemption a valablement été exercé, est égal au nombre d'actions offertes, le conseil d'administration en informera le cédant-actionnaire ainsi que les cessionnaires et la Cession sera conclue par l'effet de cette double notification.

vii) Si le nombre d'actions, pour lesquelles le droit de préemption a valablement été exercé, est supérieur au nombre d'actions offertes, celles-ci seront réparties entre les actionnaires, souhaitant les acquérir, proportionnellement au nombre d'actions détenues par ces derniers. Le conseil d'administration effectuera ladite répartition sans tenir compte des fractions. Il en informera les parties concernées et cette notification aura pour effet de conclure la Cession.

viii) Le prix des actions de la société, pour les besoins de l'exercice du droit de préemption, sera égal à une juste valeur de marché. Si aucun accord n'était atteint quant à la juste valeur de marché des actions ou sur une méthode appropriée de calcul d'une telle valeur, le prix des actions offertes sera déterminé conformément à l'article 1592 du Code civil belge, à savoir par un expert désigné par le conseil d'administration et l'actionnaire cédant ou en cas de désaccord, par le président de l'Institut des réviseurs d'entreprises.

ix) Le prix doit être payé dans un délai d'un mois à compter de la conclusion de la Cession, à moins qu'un autre délai ne soit convenu par les parties. Le Transfert de la

propriété des actions ne sera réalisé qu'après le paiement complet du prix de celles-ci. Si le prix n'est pas payé endéans le délai précité, la Cession sera automatiquement résiliée, sans mise en demeure concernant l'inexécution contractuelle, par le seul effet de l'expiration du délai précité, à moins que le cédant ne préfère poursuivre l'exécution forcée de la Cession. Les actions, dont la Cession a été résiliée, seront à nouveau offertes par préférence aux actionnaires, à l'initiative du conseil d'administration, conformément à la procédure prévue ci-dessus, par laquelle le cessionnaire défaillant ne pourra plus participer aux procédures d'offres.

x) Les actions, pour lesquelles aucun droit de préemption n'aura valablement été exercé, peuvent librement être Cédées par l'actionnaire cédant au cessionnaire indiqué par celui-ci dans sa notification au conseil d'administration, dans le respect des conditions qui y sont contenues, et conformément à l'article 10.2.a).

La Cession doit avoir lieu dans un délai d'un mois à compter de toute notification, qui peut avoir été faite par l'actionnaire cédant, que le droit de préemption n'a pas été exercé, soit en partie ou en totalité. En cas de Cessions à titre gratuit, la Cession doit avoir lieu endéans le même délai en faveur du cessionnaire mentionné dans la notification au conseil d'administration. Le conseil d'administration peut demander à l'actionnaire de fournir la preuve que cette condition a été remplie. Suite à l'expiration du délai stipulé dans cet article, toute nouvelle Cession doit être précédée par la procédure d'offre prévue dans cet article 10.2.

xi) Un refus d'agrérer une tierce partie sera, en tout état de cause, réputé avoir été abandonné si le conseil

d'administration n'a pas informé l'actionnaire cédant de l'identité des cessionnaires pour les actions offertes, et ce dans un délai maximum de cinq mois à compter de la demande d'agrément notifiée à la société par l'actionnaire cédant, sauf si le cédant a abandonné la proposition de Cession. La Cession en faveur du cessionnaire, mentionné dans la notification au conseil d'administration, doit, dans ce cas, avoir lieu endéans un délai d'un mois suite à l'expiration dudit délai de cinq mois et aux conditions contenues dans la notification au conseil d'administration.

10.2.d) Notifications et sanctions

Toutes notifications faites en application de cet article 10 seront faites par courrier recommandé, dont la date de dépôt fera foi. Les notifications sont réputées avoir été reçues endéans les 72 heures suivant l'envoi. Les lettres peuvent valablement être adressées aux actionnaires à leur dernière adresse connue par la société. Les Cessions faites en violation des dispositions prévues dans cet article sont nulles et/ou sont inopposables à la société.

Article 11 - Actions Sans Droit de Vote.

Conformément à l'article 7:57 du Code des sociétés et des associations, la société peut, statuant aux conditions requises pour les modifications aux statuts, créer des actions sans droit de vote.

Article 12- Obligations, Droits de Souscription et Certificats.

La société peut, à tout moment, émettre des obligations par décision du conseil d'administration, à condition, cependant, que lesdites obligations ne puissent être souscrites que par les actionnaires et soient d'abord offertes pour souscription proportionnellement à la participation de chacun des actionnaires.

L'émission d'obligations convertibles en actions ou de droits de

souscription ne peut toutefois être décidée que par l'assemblée générale délibérant selon les conditions requises pour modifier les statuts.

Chapitre III. ADMINISTRATION, REPRÉSENTATION ET CONTROLE

Article 13 - Composition du conseil d'administration.

La société est administrée par un conseil d'administration, personnes physiques ou morales, actionnaires ou non, nommés pour au moins deux ans et au maximum six ans par l'assemblée générale et en tout temps révocables par elle. Le conseil d'administration ne sera jamais composé de plus de 14 membres, sauf accord contraire écrit de tous les actionnaires.

Le conseil d'administration est composé comme suit :

Tout actionnaire détenant 10 % ou plus des actions de la société, aura le droit d'obtenir la nomination de deux administrateurs parmi les candidats qu'il propose.

Cependant, en dérogation de la phrase précédente,

- tout actionnaire détenant 25 % ou plus des actions de la société aura le droit d'obtenir la nomination de trois administrateurs parmi les candidats qu'il propose ;
- tout actionnaire détenant 35 % ou plus des actions de la société aura le droit d'obtenir la nomination de quatre administrateurs parmi les candidats qu'il propose ; et
- tout actionnaire qui n'est pas un GRT Participant n'aura, même s'il détient 10 % ou plus des actions de la société, que le droit d'obtenir la nomination d'un administrateur parmi les candidats qu'il propose.

Tout actionnaire détenant 5 % ou plus des actions aura le droit d'obtenir la nomination d'un administrateur parmi les candidats qu'il propose. Deux ou plus de deux actionnaires détenant chacun moins de 5 % des actions de la société auront ensemble le droit d'obtenir la nomination d'un administrateur commun parmi les candidats qu'ils proposent conjointement, à condition que, ensemble, ces actionnaires détiennent 5 %

ou plus des actions de la société. Les actionnaires demandant un administrateur commun adresseront leur demande au président du conseil et renonceront chacun à leur droit d'avoir un observateur.

Un administrateur qui a été nommé sur proposition d'un actionnaire qui est un GRT Participant ou, le cas échéant, sur proposition de deux ou plusieurs actionnaires détenant chacun moins de 5% des actions de la société et étant chacun un GRT Participant, sera un « **Administrateur A** ». Un administrateur qui a été nommé sur proposition d'un actionnaire qui n'est pas un GRT Participant ou, le cas échéant, sur proposition de deux ou plusieurs actionnaires détenant moins de 5% des actions de la société et dont un ou plusieurs n'est pas un GRT Participant, sera un "**Administrateur B**".

Tout actionnaire détenant moins de 5 % des actions de la société et n'ayant pas nommé d'administrateur commun avec un autre actionnaire détenant moins de 5 % des actions de la société, sera autorisé à obtenir la nomination d'un observateur qui pourra assister, sans droit de vote, aux réunions du conseil d'administration, à la condition que l'identité de cet observateur ait préalablement été soumise à l'approbation du et ait été approuvée par le conseil d'administration. L'observateur sera tenu à la même obligation de confidentialité qu'un administrateur.

Lorsqu'une personne morale est nommée administrateur, celle-ci est tenue de désigner parmi ses associés, gérants, administrateurs ou employés, un représentant permanent, personne physique, chargé de l'exécution de cette mission au nom et pour le compte de la personne morale.

La désignation et la cessation des fonctions du représentant permanent sont soumises aux mêmes règles de publicité que s'il exerçait cette mission en nom et pour compte propres.

Les administrateurs sont rééligibles.

L'administrateur dont le mandat est venu à expiration, reste en fonction aussi longtemps que l'assemblée générale, pour quelque raison que

ce soit, ne pourvoit pas au poste vacant.

En cas de vacance prématurée, pour quelque raison que ce soit, d'un poste d'un administrateur qui a été nommé sur proposition d'un actionnaire avant l'expiration de son terme, les administrateurs restants coopteront un administrateur à partir d'une liste de candidats-administrateurs proposées par l'actionnaire qui a proposé l'administrateur à remplacer. La nomination définitive de l'administrateur coopté sera mise à l'ordre du jour de la prochaine assemblée générale. Tout administrateur ainsi nommé par l'assemblée générale exercera son mandat d'administrateur pour le délai restant à courir de la nomination de l'administrateur qu'il remplace.

Le conseil d'administration élit parmi les Administrateurs A un président et un vice-président pour une durée minimum de deux ans. Le président sera nommé à tour de rôle parmi les Administrateurs A.

Article 14 - Réunions - Délibérations et Résolutions.

Dans les présents statuts, « jour ouvrable » signifie un jour autre que le samedi, le dimanche ou un jour férié en Belgique et « jour férié » signifie un jour férié en Belgique.

Le conseil d'administration se réunit sur convocation de son président, du vice-président, d'un administrateur délégué ou de deux administrateurs. La convocation doit être envoyée au moins (14) quatorze jours calendrier avant la réunion, sauf en cas d'urgence. En cas d'urgence, la nature et les raisons de l'urgence doivent être indiquées dans la convocation.

Les convocations sont valablement effectuées par télécopie, e-mail ou tout autre moyen mentionné à l'article 2281 du Code civil.

Tout administrateur qui assiste à une réunion du conseil, ou s'y est fait représenter, est considéré comme ayant été régulièrement convoqué. Un administrateur peut également renoncer à se plaindre de l'absence ou d'une irrégularité de convocation avant ou après la réunion à laquelle il n'a pas assisté.

Les réunions du conseil d'administration se tiennent soit physiquement en Belgique ou à l'étranger au lieu indiqué dans la convocation, soit à distance par téléconférence ou vidéoconférence au moyen de techniques de télécommunication permettant aux administrateurs participant à la réunion de s'entendre et de se consulter simultanément, soit une combinaison des deux techniques de réunion précitées.

Chaque membre du conseil d'administration peut, par tout moyen de télécommunication ou de vidéographie, participer aux délibérations d'un conseil d'administration et voter, afin d'organiser des réunions entre plusieurs participants géographiquement éloignés les uns des autres, et de leur permettre de communiquer simultanément.

Tout administrateur peut, au moyen d'un document qui porte sa signature (y compris une signature digitale conformément à l'article 8.1, 2° du Code civil) et qui a été communiqué par écrit, par télifax, e-mail ou tout autre moyen mentionné à l'article 2281 du Code civil, donner mandat à un autre membre du conseil afin de le représenter à une réunion déterminée. Un administrateur peut représenter plusieurs de ses collègues et émettre, en plus de sa propre voix, autant de votes qu'il a reçus de procurations.

Sauf cas de force majeure, le conseil d'administration ne peut délibérer et statuer valablement que si au moins (i) cinquante pour cent de ses membres et (ii) la majorité de tous les Administrateurs A, en ce compris au moins trois Administrateurs A nommés sur proposition de trois actionnaires différents qui sont des GRT Participants et qui détiennent 10 % ou plus des actions de la société, sont présents ou représentés. Si cette condition n'est pas remplie, une nouvelle réunion avec le même ordre du jour doit être convoquée dans les sept (7) jours ouvrables. Cette nouvelle réunion ne délibérera et statuera valablement sur les objets portés à l'ordre du jour de la réunion précédente que si au moins quatre Administrateurs A sont présents ou représentés, en ce compris au moins deux Administrateurs

A nommés sur proposition de deux actionnaires différents détenant 10 % ou plus des actions.

Une décision du conseil d'administration est valablement prise à condition qu'elle recueille

- (i) pour toutes les décisions liées aux Tâches CCR, (i) plus de 70% des voix exprimés et (ii) 75% des voix exprimés par les Administrateurs A, en ce compris le vote positif d'au moins trois Administrateurs A nommés sur proposition de trois actionnaires différents qui sont des GRT Participants et qui détiennent 10% ou plus des actions de la société. En tout état de cause, les abstentions ne seront prises en compte ni dans le numérateur ni dans le dénominateur.
- (ii) pour toutes les décisions liées aux Tâches non-CCR, plus de 70% des voix exprimés, en ce compris le vote positif d'au moins trois membres du conseil d'administration nommés sur proposition de trois actionnaires différents détenant 10% ou plus des actions de la société. En tout état de cause, les abstentions ne seront prises en compte ni dans le numérateur ni dans le dénominateur.

Chaque fois que la composition de l'actionnariat de la société change, entraînant une diminution du nombre d'Administrateurs A ou une augmentation du nombre d'Administrateurs B, par rapport à la situation à compter du 1^{er} juillet 2022, les exigences en matière de majorité mentionnées au paragraphe précédent, sous l'alinéa (i), sont modifiées de manière à ce que l'influence des Administrateurs A lors du vote sur les décisions liées aux Tâches CCR ne diminue pas.

Pour l'application des présents statuts,

- le terme « Tâches CCR » désigne les tâches déléguées à un CCR conformément au Règlement 2019/943 du Parlement européen et du Conseil du 5 juin 2019 sur le marché intérieur de l'électricité.

- le terme « Tâches non-CCR » désigne toutes les tâches autres que les tâches RCC exécutées par la société conformément aux statuts.

Si une discussion survient sur la question de savoir si une décision est liée ou non aux Tâches CCR, cette décision ne sera considérée comme liée aux Tâches non-CCR que lorsque le conseil d'administration en conviendra à la majorité requise pour les décisions liées aux Tâches CCR.

Par dérogation à ce qui précède, toute décision du conseil d'administration relative (i) aux prêts accordés aux nouveaux actionnaires et (ii) aux financements externes non prévus dans le plan financier de la société et non compris dans le cours normal des affaires, ne peut être prise valablement que si (a) au moins un Administrateur A nommé sur proposition du chaque actionnaire qui est un GRT Participant est présent ou représenté et (b) elle est votée à l'unanimité de tous les Administrateurs A présents ou représentés.

Pour l'application du présent article, la force majeure désigne toute circonstance d'une extrême urgence en raison de laquelle la société souffrirait un dommage considérable si elle ne prenait pas de décision immédiatement.

Toutes les décisions du conseil d'administration peuvent être prises par consentement unanime des administrateurs, exprimé par écrit. Il ne pourra cependant pas être recouru à cette procédure pour l'arrêt des comptes annuels.

Les décisions du conseil d'administration sont constatées dans des procès-verbaux qui sont signés par le président et les membres qui le souhaitent. Ces procès-verbaux sont insérés dans un registre spécial. Les procurations sont annexées aux procès-verbaux de la réunion pour laquelle elles ont été données.

Les copies ou extraits à produire en justice ou ailleurs seront valablement signés par deux administrateurs ayant le pouvoir de

représenter la société conformément à l'article 16 des présents statuts.

Article 15 - Pouvoir de Gestion du conseil.

15.1. En général

Le conseil d'administration est investi des pouvoirs les plus étendus pour accomplir tous les actes nécessaires ou utiles à la réalisation de l'objet de la société, à l'exception de ceux que la loi réserve à l'assemblée générale.

15.2. Comités consultatifs

Le conseil d'administration peut créer sous sa responsabilité un ou plusieurs comités consultatifs. Il décrit leur composition et leur mission.

15.3. Gestion journalière

La gestion journalière de la société sera déléguée à un directeur général, qui portera le titre de Chief Executive Officer (CEO), et le cas échéant, à un responsable des opérations, qui portera le titre de Chief Operation Officer (COO). Le CEO et le COO auront tous les deux des pouvoirs de gestion journalière définis largement et le pouvoir d'agir seul ainsi que de représenter la société individuellement, dans les limites de la gestion journalière.

Les décisions qui dépassent un certain montant, déterminé par le conseil d'administration, devront être prises conjointement par le CEO et le COO, si un COO est nommé.

La gestion journalière de la société peut être déléguée à un (des) administrateur(s) ou à un (des) non-administrateur(s).

15.4. Conflit d'intérêts

Si un membre du conseil d'administration a, directement ou indirectement, un intérêt opposé de nature patrimoniale qui est opposé à l'intérêt de la société à la suite d'une décision ou d'une opération relevant des pouvoirs du conseil d'administration, l'article 7:96 du Code des sociétés et des associations s'applique.

Article 16 - Représentation de la société.

La société est valablement représentée vis-à-vis des tiers, en justice

et dans les actes, y compris ceux pour lesquels le concours d'un officier ministériel ou d'un notaire serait requis, par les personnes chargées de la gestion journalière agissant conjointement ou par deux administrateurs agissant conjointement, dont au moins un Administrateur A qui aura été nommé sur proposition d'un actionnaire détenant 10 % ou plus des actions de la société.

La société est, en outre, dans les limites de leur mandat, valablement représentée par des mandataires spéciaux.

De plus, la société est valablement représentée à l'étranger par toute personne mandatée spécialement à cet effet par le conseil d'administration.

Article 17 - Frais des Administrateurs.

Les administrateurs seront indemnisés des dépenses normales et justifiées exposées dans l'exercice de leur fonction. Ces frais seront portés en compte des frais généraux.

Article 18 - Contrôle.

Le contrôle de la situation financière, des comptes annuels et de la régularité des opérations à constater dans les comptes annuels est confié à un ou plusieurs commissaires. Les commissaires sont nommés par l'assemblée générale des actionnaires parmi les membres, personnes physiques ou morales, de l'Institut des Réviseurs d'Entreprises. Les commissaires sont nommés pour un terme renouvelable de trois ans. Sous peine de dommages-intérêts, ils ne peuvent être révoqués en cours de mandat que par l'assemblée générale et pour un juste motif.

Chapitre IV. ASSEMBLEE GENERALE DES ACTIONNAIRES

Article 19 - Date.

L'assemblée générale annuelle des actionnaires se réunit le troisième jeudi du mois d'avril à onze heures. Si ce jour est un jour férié, l'assemblée générale a lieu le jour ouvrable suivant.

Une assemblée générale des actionnaires extraordinaire ou spéciale peut être convoquée chaque fois que l'intérêt de la société l'exige.

Les assemblées générales des actionnaires peuvent être convoquées et leur ordre du jour peut être fixé par le conseil d'administration ou par les commissaires. L'assemblée générale des actionnaires doit être convoquée dans un délai de trois semaines lorsque des actionnaires qui représentent un dixième du capital le demandent, avec au moins les points de l'ordre du jour proposés par ces actionnaires.

Les assemblées générales se tiennent au siège de la société ou en tout autre endroit mentionné dans la convocation, ou autrement.

Dans la mesure où la convocation le prévoit expressément, les actionnaires (et, le cas échéant, les détenteurs d'autres titres qui, conformément aux dispositions légales applicables, ont le droit d'être convoqués à l'assemblée générale) ont le droit de participer à distance à l'assemblée générale par l'intermédiaire d'un moyen de communication électronique mis à la disposition par la société. Ce moyen de communication électronique doit répondre aux conditions prévues par le Code des sociétés et des associations. En outre, la convocation peut fixer des conditions supplémentaires afin de garantir la sécurité des moyens de communication électronique.

Si le droit de participer à distance à une assemblée générale est accordé dans la convocation, celle-ci doit comporter une description claire et précise des modalités relatives à la participation à distance à l'assemblée générale.

En outre, les actionnaires peuvent, à l'unanimité, prendre par écrit toutes les décisions qui relèvent du pouvoir de l'assemblée générale, à l'exception de la modification des statuts. Dans ce cas, les formalités de convocation ne doivent pas être accomplies. Les membres du conseil d'administration, le commissaire et les titulaires d'obligations convertibles, de droits de souscription ou de certificats émis avec la collaboration de la société peuvent, à leur demande, prendre connaissance de ces décisions.

Article 20 - Convocation.

Les convocations contiennent l'ordre du jour et sont communiquées conformément à l'article 2:32 du Code des sociétés et des associations aux titulaires d'actions nominatives (et, le cas échéant, aux titulaires d'autres titres qui, conformément aux dispositions légales applicables, ont le droit d'être convoqués à l'assemblée générale) ainsi qu'aux administrateurs et aux commissaires, au moins 15 jours avant l'assemblée.

Toute personne devant être convoquée à une assemblée générale, en vertu du Code des sociétés et des associations, qui assiste à une assemblée générale ou s'y est fait représenter, est considérée comme ayant été régulièrement convoquée. Les personnes précitées peuvent également renoncer à se plaindre de l'absence ou d'une irrégularité de convocation avant ou après la tenue de l'assemblée à laquelle elles n'ont pas assisté.

Article 21 - Mise à Disposition de Documents.

Une copie des documents qui doivent être mis à disposition en vertu du Code des sociétés et des associations est adressée aux titulaires d'actions nominatives (et, le cas échéant, aux titulaires d'autres titres qui, conformément aux dispositions légales applicables, ont le droit d'être convoqués à l'assemblée générale), aux administrateurs et aux commissaires en même temps que la convocation.

Tout actionnaire (et, le cas échéant, toutes titulaires d'autres titres qui, conformément aux dispositions légales applicables, ont le droit d'être convoqués à l'assemblée générale) a le droit d'obtenir gratuitement, sur la production de son titre, quinze jours avant l'assemblée générale, une copie de ces documents au siège de la société.

En cas de recours à la procédure par écrit, conformément à l'article 32 des présents statuts, le conseil d'administration adressera, en même temps que la convocation dont question dans le précédent article, aux actionnaires nominatifs et aux commissaires une copie des documents qui doivent être mis à leur disposition en vertu du Code des sociétés et des associations.

Article 22 - Dépôt des Actions et d'autres Titres.

Pour être admis à l'assemblée générale, chaque actionnaire (et, le cas échéant, toutes titulaires d'autres titres qui, conformément aux dispositions légales applicables, ont le droit d'être convoqués à l'assemblée générale) doit, si la convocation l'exige, notifier à la société, dans le délai mentionné dans la convocation, son intention d'assister à l'assemblée et le nombre d'actions (et, le cas échéant, d'autres titres) pour lequel il entend participer au vote.

Les titulaires d'obligations, de droits de souscription et de certificats émis en collaboration avec la société peuvent assister à l'assemblée générale, mais avec voix consultative uniquement, en respectant les conditions d'admission prévues.

Les samedis, dimanches et les jours fériés ne sont pas considérés comme des jours ouvrables pour l'application de cet article.

Article 23 - Représentation.

Tout actionnaire peut donner procuration à une autre personne, actionnaire ou non, pour le représenter à une réunion de l'assemblée, conformément au Code des sociétés et des associations.

Le conseil d'administration peut exiger que celles-ci soient déposées à l'endroit et dans un délai indiqué par lui.

Les samedis, dimanches et les jours fériés ne sont pas considérés comme des jours ouvrables pour l'application de cet article.

Article 24 - Liste de Présence.

Avant de participer à l'assemblée, les actionnaires ou leurs mandataires sont tenus de signer la liste de présence, laquelle mentionne le nom, les prénoms et l'adresse ou la dénomination sociale et le siège social des actionnaires et le nombre d'actions qu'ils représentent.

Article 25 - Composition du Bureau – Procès-verbaux.

Les assemblées générales sont présidées par le président du conseil d'administration ou, en cas d'empêchement de celui-ci, par son remplaçant

ou par un membre de l'assemblée désigné par celle-ci. Le président de l'assemblée nomme le secrétaire. Si le nombre de personnes présentes le permet, sur proposition du président l'assemblée, l'assemblée choisit deux scrutateurs. Les procès-verbaux des assemblées sont signés par les membres du bureau et les actionnaires qui le demandent. Ces procès-verbaux sont insérés dans un registre spécial.

Article 26 - Obligation de Réponse des Administrateurs et des Commissaires.

Les administrateurs répondent aux questions qui leur sont posées oralement ou par écrit avant ou pendant l'assemblée générale par les actionnaires, les titulaires d'obligations convertibles ou de droits de souscription nominatifs ou de certificats nominatifs émis avec la collaboration de la société et qui portent sur leur rapport et des points à l'ordre du jour pour autant que la communication de certaines données ou de certains faits ne peut pas porter préjudice à la société ou viole les engagements de confidentialité souscrits par eux ou par la société.

Les commissaires répondent aux questions qui leur sont posées oralement ou par écrit par les actionnaires, les titulaires d'obligations convertibles ou de droits de souscription nominatifs ou de certificats nominatifs émis avec la collaboration de la société et qui portent sur les points à l'ordre du jour à propos desquels ils font rapport.

Article 27 - Prorogation de l'Assemblée Annuelle.

Le conseil d'administration a le droit de proroger, séance tenante, à trois semaines la décision de l'assemblée annuelle concernant l'approbation des comptes annuels. Cette prorogation n'annule que la décision éventuellement prise à propos des comptes et n'affecte pas les autres décisions prises, sauf si l'assemblée générale en décide autrement.

Le conseil d'administration doit convoquer une nouvelle assemblée générale ayant le même ordre du jour dans les trois semaines suivant la décision de prorogation.

Les formalités relatives à la participation à la première assemblée générale, y compris le dépôt éventuel des titres ou procurations, restent valables pour la deuxième assemblée. De nouveaux dépôts seront admis dans la période et selon les conditions mentionnées dans les statuts.

Il ne peut y avoir qu'une seule prorogation. La deuxième assemblée générale décide de manière définitive sur les points à l'ordre du jour ayant fait l'objet d'une prorogation.

Article 28 – Délibération · Quorum de Présence.

Aucune assemblée ne peut délibérer sur un sujet qui n'est pas annoncé à l'ordre du jour, à moins que tous les actionnaires soient présents et qu'ils le décident à l'unanimité.

A l'exception des cas où un quorum plus sévère est requis par la loi, l'assemblée générale des actionnaires peut valablement délibérer si plus de la moitié des actions est présente ou représentée, en ce compris tous les actionnaires détenant 10 % ou plus des actions de la société. -Si le quorum n'est pas atteint, l'assemblée doit être convoquée à nouveau dans les vingt (20) jours ouvrables suivant la première assemblée et peut alors valablement délibérer sur le même ordre du jour si plus de la moitié des actions sont présentes ou représentées, en ce compris trois actionnaires détenant 10 % ou plus des actions de la société.

Article 29 - Droit de Vote.

Chaque action donne droit à une voix.

Le vote se fait par main levée ou par appel nominal sauf si l'assemblée générale en décide autrement à la majorité simple des voix émises.

Chaque actionnaire peut également voter au moyen d'un formulaire établi par le conseil d'administration, qui contient les mentions suivantes : (i) identification de l'actionnaire, (ii) le nombre de voix auquel il a droit et (iii) et pour chaque décision qui doit être prise selon l'ordre du jour de l'assemblée, la mention « oui » ou « non » ou « abstention ». L'actionnaire

qui vote par écrit sera prié, le cas échéant, de remplir les formalités nécessaires en vue de participer à l'assemblée générale conformément à l'article 22 des statuts.

Article 30 - Majorité.

Sans préjudice de l'article 31 des statuts de la société et sans préjudice de dispositions plus contraignantes du Code des sociétés et des associations, les décisions sont prises, au premier tour, à la majorité des 70 % des voix exprimées, en ce compris le vote positif d'au moins deux actionnaires détenant 10 % ou plus des actions de la société. Lorsqu'une décision ne peut être prise pendant le premier tour en raison d'un défaut de quorum, la décision sera prise valablement à une assemblée ultérieure si elle rassemble plus de 50% des voix exprimées, en ce compris le vote positif d'au moins deux actionnaires détenant 10 % ou plus des actions de la société. En tout état de cause, les abstentions ne seront pas prises en compte, ni au numérateur, ni au dénominateur.

Article 31 - Assemblée Générale Extraordinaire.

Lorsque la décision de l'assemblée générale des actionnaires porte sur :

- une scission (partielle) de la société ;
- une modification des statuts ;
- une réduction du capital ;
- le rachat, la vente ou l'annulation d'actions propres ;
- la transformation de la société;

l'assemblée générale des actionnaires peut uniquement délibérer valablement sur les sujets mentionnés ci-dessus si 75 % des actions sont présentes ou représentées et à la condition qu'au moins tous les actionnaires détenant 10 % ou plus des actions de la société soient présents ou représentés à l'assemblée. Si le quorum n'est pas atteint, l'assemblée doit être convoquée à nouveau dans les vingt (20) jours ouvrables suivant la première réunion et pourra délibérer valablement sur le même ordre du jour

si plus de la moitié des actions sont présentes ou représentées, à condition que trois actionnaires détenant 10 % ou plus des actions de la société soient présents ou représentés.

Les décisions sont prises valablement au premier tour si elles atteignent 75 % des voix, en ce compris le vote positif de tous les actionnaires détenant 10 % ou plus des actions de la société. Lorsqu'une telle décision ne peut être prise au premier tour en raison d'un défaut de quorum, la décision sera prise valablement à une assemblée ultérieure si elle atteint 75 % des voix, en ce compris le vote positif d'au moins trois actionnaires détenant 10 % ou plus des actions de la société. Les abstentions ne seront pas prises en compte, ni au numérateur, ni au dénominateur .

Nonobstant ce qui précède, toute décision relative (i) au transfert du siège vers une localité située en dehors de la région de Bruxelles-Capitale, (ii) à la modification de l'objet social, (iii) à la suppression ou la limitation totale ou partielle du droit de préférence, (iv) à l'augmentation du capital (en ce compris l'émission d'actions en dessous du pair comptable, l'émission d'obligations convertibles ou de droits de souscription, l'autorisation au conseil d'administration de procéder à une augmentation de capital par la procédure de capital autorisé), (v) à la fusion de la société, (vi) à la dissolution ou la liquidation de la société et (vii) toute autre décision pour laquelle le droit belge requiert le consentement de tous les actionnaires, le vote positif de tous les actionnaires détenant 10 % ou plus des actions de la société.

Article 32 - Résolutions écrites.

A l'exception des décisions qui modifient les statuts, les actionnaires peuvent, à l'unanimité, prendre par écrit toutes les décisions qui relèvent du pouvoir de l'assemblée générale.

Dans ce cas, les formalités de convocation ne doivent pas être accomplies.

A cette fin, le conseil d'administration enverra une circulaire, par

courrier, télécopie, e-mail ou tout autre support, avec mention de l'agenda et des propositions de décisions, à tous les actionnaires et commissaires, demandant aux actionnaires d'approuver les propositions de décisions et de renvoyer la circulaire dûment signée dans le délai y indiqué, au siège de la société ou en tout autre lieu indiqué dans la circulaire.

Les décisions doivent être considérées comme n'ayant pas été prises si l'approbation de tous les actionnaires concernant les points de l'agenda et la procédure par écrit n'est pas reçue dans le délai y indiqué.

Les membres du conseil d'administration, le commissaire et les titulaires d'obligations convertibles, de droits de souscription ou de certificats émis avec la collaboration de la société peuvent, à leur demande, prendre connaissance des décisions prises au siège de la société.

Article 33 - Copies et Extraits des Procès-verbaux.

Les copies et/ou extraits des procès-verbaux des assemblées générales à délivrer aux tiers sont signées par deux administrateurs ayant le pouvoir de représenter la société conformément à l'article 16 des présents statuts.

Leur signature doit être précédée ou suivie immédiatement par l'indication de la qualité en vertu de laquelle ils agissent.

Chapitre V. EXERCICE SOCIAL- COMPTES ANNUELS – DIVIDENDES - REPARTITION DES BÉNÉFICES

Article 34 - Exercice Social - Ecritures Sociales.

L'exercice social commence le premier janvier pour se terminer le trente et un décembre de chaque année.

A la fin de chaque exercice social, le conseil d'administration dresse un inventaire et établit les comptes annuels de la société comprenant un bilan, le compte de résultats ainsi que l'annexe. Ces documents sont établis conformément à la loi.

En outre, les administrateurs rédigeront chaque année un rapport conformément aux articles 3:5 et 3:6 du Code des sociétés et des

associations. Toutefois, les administrateurs ne sont pas tenus de rédiger un rapport annuel tant que la société remplit les conditions fixées par l'article 3:4 du Code des sociétés et des associations.

Après avoir pris connaissance du rapport du conseil d'administration et, le cas échéant, du rapport du (des) commissaire(s), l'assemblée générale délibère sur les comptes annuels. Après leur approbation, elle décide par vote séparé de la décharge à accorder aux administrateurs et au(x) commissaire(s).

Les comptes annuels sont déposés auprès de la Banque nationale de Belgique. En vue de leur publication, les comptes sont valablement signés par un administrateur ou par toute autre personne chargée de la gestion journalière, ou expressément autorisée à cet effet par le conseil d'administration.

Article 35 - Répartition des Bénéfices.

Sur les bénéfices nets de la société, il est effectué annuellement un prélèvement de cinq pour cent au moins qui est affecté à la constitution de la réserve légale. Ce prélèvement cesse d'être obligatoire lorsque ce fonds de réserve atteint le dixième du capital.

Sur la proposition du conseil d'administration, l'assemblée générale décide de l'affectation à donner au solde des bénéfices nets.

Article 36 - Distribution.

Le paiement des dividendes déclarés par l'assemblée générale des actionnaires se fait aux époques et aux endroits désignés par elle ou par le conseil d'administration.

Article 37 - Acompte sur dividende.

Le conseil d'administration est autorisé à distribuer un acompte à imputer sur le dividende qui sera distribué sur les résultats de l'exercice, conformément aux conditions prescrites par l'article 7:213 du Code des sociétés et des associations.

Article 38 - Distribution Irrégulière.

Toute distribution de dividende, faite en violation de la loi, doit être restituée par l'actionnaire qui l'a reçue, si la société prouve que cet actionnaire connaissait l'irrégularité de la distribution faite en sa faveur ou ne pouvait l'ignorer, compte tenu des circonstances.

Chapitre VI. DISSOLUTION - LIQUIDATION

Article 39 - Pertes.

Lorsque, par suite de perte, l'actif net est réduit à un montant inférieur à la moitié du capital, le conseil d'administration doit, sauf dispositions plus rigoureuses dans les statuts, convoquer l'assemblée générale à une réunion à tenir dans les deux mois à dater du moment où la perte a été constatée ou aurait dû l'être en vertu des dispositions légales ou statutaires, en vue de décider de la dissolution de la société ou de mesures annoncées dans l'ordre du jour afin d'assurer la continuité de la société.

A moins que le conseil d'administration propose la dissolution de la société conformément à l'article 7:230 de Code des sociétés et des associations, il expose dans un rapport spécial, tenu à la disposition des actionnaires au siège de la société quinze jours avant l'assemblée générale, les mesures qu'il propose pour assurer la continuité de la société. Ce rapport est annoncé dans l'ordre du jour. Une copie peut en être obtenue conformément à l'article 7:132 de Code des sociétés et des associations. Une copie est également transmise sans délai aux personnes qui ont accompli les formalités requises par les statuts pour être admises à l'assemblée générale.

En cas d'absence du rapport prévu à l'alinéa 2, la décision de l'assemblée générale est nulle.

Les mêmes règles sont observées lorsque, par suite de perte, l'actif net est réduit à un montant inférieur au quart du capital mais, en ce cas, la dissolution aura lieu lorsqu'elle est approuvée par le quart des voix émises à l'assemblée, sans qu'il soit tenu compte des abstentions dans le numérateur ou dans le dénominateur.

Lorsque l'assemblée générale n'a pas été convoquée conformément

au présent article, le dommage subi par les tiers est, sauf preuve contraire, présumé résulter de cette absence de convocation.

Lorsque l'actif net est réduit à un montant inférieur à 61.500 euros, tout intéressé ou le ministère public peut demander au tribunal la dissolution de la société. Le tribunal peut, le cas échéant, accorder à la société un délai contraignant en vue de régulariser sa situation.

Article 40 - Dissolution et Liquidation.

En cas de dissolution de la société, le mode de liquidation et un ou plusieurs liquidateurs sont nommés et leur rémunération sera déterminée par l'assemblée générale.

Si aucune décision n'est prise à cet égard, les administrateurs sont légalement considérés comme liquidateurs, non seulement pour les besoins de recevoir des convocations et notifications, mais également pour les besoins de liquidation de la société, tant vis-à-vis des tiers que vis-à-vis des actionnaires. Sauf dans les cas où l'acte de nomination en décide autrement, les liquidateurs ont les pouvoirs les plus étendus prévus par la loi. L'assemblée générale conserve le pouvoir de modifier les statuts si les nécessités de la liquidation le justifient. La nomination des liquidateurs met fin aux pouvoirs des administrateurs et du (des) commissaire(s).

Les liquidateurs jouissant des mêmes priviléges que le conseil d'administration, pendant la liquidation, l'assemblée générale est convoquée, constituée et tenue conformément aux dispositions des présents statuts. L'un des liquidateurs préside l'assemblée ; en cas d'absence ou d'empêchement des liquidateurs, elle élit son président.

Les copies ou extraits des procès-verbaux de ses délibérations, qui doivent être remis au tribunal ou ailleurs, sont valablement certifiés par les liquidateurs ou par l'un d'eux.

Tous les actifs de la société seront réalisés, sauf si l'assemblée générale en décide autrement.

Si les actions ne sont pas toutes libérées dans une égale proportion,

les liquidateurs rétablissent l'équilibre, soit par des appels de fonds complémentaires, soit par des remboursements préalables.

A moins que l'assemblée générale n'ait réglé autrement le mode de liquidation, à la majorité requise pour modifier les statuts, le produit de la liquidation, après paiement des dettes, y compris les frais de liquidation, ou consignation des fonds nécessaires pour faire face à ces dettes, en espèces ou en titres, est réparti entre toutes les actions.

Chapitre VII. DISPOSITIONS GENERALES

Article 41 - Election de Domicile.

Les détenteurs d'actions nominatives sont obligés de notifier tout changement de domicile à la société. A défaut de notification, ils seront censés avoir élu domicile en leur domicile précédent.



DAVID INDEKEU

Notaire • Notaris • Notary

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The undersigned, David INDEKEU, notary public in Brussels, hereby declares that, according to the minutes of his ministry, dated 29 March 2022, the extraordinary general meeting of shareholders of the public limited liability company ("société anonyme") "CORESO" with company number 0808.569.630 (RPM Brussels) and whose registered office is established in B-1000 Brussels, Avenue de Cortenbergh 71, has decided to amend its articles of associations.

A copy of the minutes of the extraordinary general meeting of shareholders of Coreso is annexed to this declaration: this copy of the notarial deed is not signed by the notary public, since the notary public can only hand over a signed copy of minutes after due registration of the notarial deed.

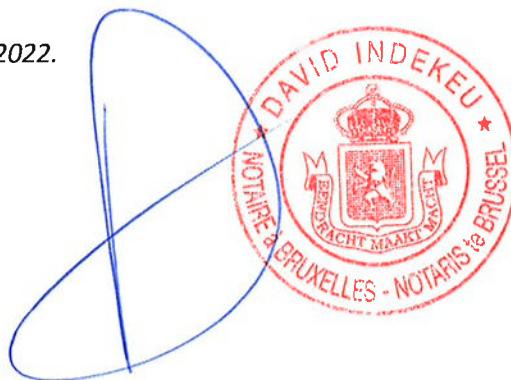
In addition, a non-official English translation of the amended articles of association of Coreso shall be annexed to this declaration. This translation is for information purposes only.

Done at Brussels on 29 March 2022.

*David Indekeu,
Notaire*

Annexes:

- Annex 1: a copy of the minutes of the extraordinary general meeting of shareholders of Coreso
- Annex 2: a non-official English translation of the amended articles of association of Coreso for information purposes only



ARTICLES OF ASSOCIATION

Chapter I. Legal form – Name – Registered office – Object - Term

Article 1 – Legal form – Name

The company is constituted as a company limited by shares ("société anonyme"). Its name is "Coreso".

Article 2 - Registered office

The registered office of the company is located in the Brussels-Capital Region.

It may be relocated to any other place in the Brussels-Capital Region by decision of the board of directors. Any relocation of the registered office is published in the Annexes to the Belgian Official Journal.

The company may, by decision of the board of directors, establish or relocate, operating offices, administrative offices, branches, agencies and subsidiaries in Belgium or abroad.

Article 3 – Object

Without prejudice to the tasks exclusively delegated to each of the shareholders in their capacity as Transmission System Operator ("TSO"), by their respective applicable law, the object of the company is to enhance the security of electricity supply.

For the purpose of these articles of association, the terms "European Transmission System Operator" and "European TSO" shall mean a TSO that is either a Member, Associated Member, or Observer Member of the European Network of Transmission System Operators for Electricity ("ENTSO-E"). The terms "Member", "Associated Member" and "Observer Member" in the context of ENTSO-E shall have the same meanings as given to them in the articles of association of ENTSO-E.

For the purpose of these articles of association, the term "Participating TSO" shall mean a TSO that is placed in a System Operation Region ("SOR") where Coreso has been established as an RCC in execution of article 35 of Regulation 2019/943 of the European Parliament and of the Council of 5 June 2019 on the internal market for electricity.

In this view the object of the company includes, without limitation:

- the improvement of coordination of operational activities between all TSOs,
- the facilitation of specific technical TSO services related to Security of Supply in the framework of the development of effectiveness of electricity markets,

- the improvement of security and reliability of electrical transmission systems in the concerned control areas,
- the study, observation and sharing of various operational situations and security rules in order to assist TSOs to have a broader vision of the system and to anticipate or resolve emergency situations,
- the provision of any relevant services such as security analysis, coordination, preparation or analysing post treated data, events, and reports, development and follow-up of recommendations, advices and alerts to any relevant operators,
- render services and provide data services in the framework of the electricity market mechanisms,
- any counselling management or support activity in respect of the above,
- the development of any tools, methodologies or systems in respect of the above,
- supporting TSOs by performing RCC Matters.

The company can also take an interest by way of participation, contribution, joint venture, or any other means in any undertaking with a similar or supplementary object, or which may promote the development of its object.

The company can also perform any operation that could facilitate its corporate object, including the acquisition, by buying or by any other means, the selling, exchange, improvement, of the equipment, the arrangement of movable, material or immaterial or of immovable properties. It can also create any joint venture.

Article 4 - Term

The company is incorporated for an indefinite term.

Chapter II. Capital – Shares – Bonds

Article 5 - Share capital

The share capital amounts to one million EUR (1,000,000) and is fully paid up.

It is represented by 15,210 shares, carrying voting rights, without nominal value, each representing an equal part of the capital (i.e. 1/15,210).

Article 6 - Nature of the shares

The shares are and shall remain registered shares.

The ownership of the shares shall be proven by the registration in the register of registered shares. Certificates of such registration shall, at the request of the person registered, be issued to the shareholders by the board of directors.

Any Transfer of shares as defined in article 10.2 below shall only be effective after registration in the register of registered shares of the declaration of Transfer, which shall be dated and signed by the transferor and the transferee, or their representatives.

The shares are indivisible vis-à-vis the company and must remain free of any encumbrance, such as pledges, or other restrictions as to the exercise by the registered shareholder of the rights attached thereto.

Article 7 - Capital increase by contribution in cash

In case of capital increase, the new shares to be subscribed in cash must first be offered to the existing shareholders, pro rata to the part of the capital represented by their shares.

The preferential subscription right may be exercised during a period of at least fifteen days from the date on which the subscription is opened. Such period shall be determined by the general meeting, or, where it is decided to increase the capital in the scope of the authorised capital, by the board of directors.

An issue with preferential subscription right and the period within which the preferential subscription right may be exercised shall be announced in accordance with Article 7:189 of the Code of Companies and Associations.

The transferability of subscription rights can only be subject to the same restrictions applicable to the securities to which the subscription rights are related.

After expiration of the period in which the subscription rights may be exercised, the board of directors shall have the right to decide whether the preferential subscription rights that have not or that have only partially been exercised, will belong to the existing shareholders who have already exercised their rights. The board of directors also determines the modalities for this subscription.

The general meeting may, in accordance with the provisions regarding the quorum and the majority required to amend the articles of association, restrict or cancel the preferential subscription right in the interest of the company. The proposal to this end must be specifically mentioned in the notice convening the meeting.

In this case, the board of directors and the statutory auditor or, in his absence, an auditor or an external accountant appointed by the board of directors have to draw up the reports provided in Article 7:191 of the Code of Companies and Associations.

In case of a restriction or cancellation of the preferential subscription right, the general meeting may determine that priority is given to previous shareholders when allocating the newly issued shares. In this case the subscription term must amount to ten days.

When the preferential subscription right is restricted or cancelled in favour of one or several designated persons who are not employees of the company or of

one of its subsidiaries, the conditions set forth in Article 7:193 of the Code of Companies and Associations must be respected.

Article 8 – Capital increase by contribution in kind

Notwithstanding Article 7:11 of the Code of Companies and Associations the contributions in kind must be fully paid up at the time of the subscription.

Article 9 – Calling up on shares

Payments on not fully-paid shares must, in accordance with the requirements of the Code of Companies and Associations, occur at the place and on the date set by the board of directors which is solely competent in this matter. The shareholders' rights attached to shares for which payments are not made in due time shall be suspended until the payments, duly called and due, have been made.

Article 10 – Transfer of shares

- 10.1. The term "**Transfer**" used in this article 10.1 has the same meaning as the defined term "Transfer" in article 10.2.

Transfers (i) of all the shares of a shareholder, (ii) to an entity controlled at 98% or more by this shareholder (the "**Wholly Owned Entity**") are not subject to the other Transfer restrictions set out in this article 10, provided that the Wholly Owned Entity first accepts in writing to be severally and jointly liable towards the company of any agreement with the company to which the transferor is a party. This commitment should be notified to the company with the notification of the Transfer of shares. The Wholly Owned Entity does not have to carry out the TSO activities. The transferor shall ensure that the Wholly Owned Entity transfers the shares back to it or to another Wholly Owned Entity of the transferor immediately prior to the former Wholly Owned Entity ceasing to be a Wholly Owned Entity of the transferor.

- 10.2. Transfers for value or gratuitous transfers and transfers of shares in whatever form, including corporate contributions, offers, mergers, absorptions, company demergers, contributions of branches of activities, exchanges, public sales - especially following an attachment or pledge – and all other transfers and the creation of any real rights of whatever nature (the "**Transfers**") over the shares in question shall be subject to the restrictions set down below and above in article 10.

10.2.a) General

Given the object of the company and the fact that it relates to tasks delegated to its shareholders by their respective national authorities, shares of the company may only be Transferred to companies having the activities of European Transmission System Operator.

It is specified that any entry of a new shareholder will result,

unless agreed otherwise by all existing shareholders, in a proportional dilution of existing shareholders.

10.2.b) Approval of the transferee by the board of directors

Any shareholder proposing to Transfer shares in accordance with article 10.2.a) must inform the board of directors thereof, indicating the name and registered seat or, where applicable, the administrative seat of the transferee, together with the number of shares to be Transferred, any conditions attaching to the envisaged Transfer and the proposed price. The written offer from the proposed transferee, which must mention the price offered, must be appended to this notification.

Within one month following receipt of this notice by the board of directors, it must decide whether to approve the proposed transferee or not. It shall decide by unanimity.

The decision shall immediately be notified to the transferor shareholder. In the event of a disapproval, the reasons for such disapproval should be specified in the notice of the board. Failing notification to the transferor shareholder of the decision taken by the board within two months of the board of directors being notified of the request for approval, the board of directors shall be deemed to have given its approval to the Transfer.

For the avoidance of doubt, the fact that a shareholder has proposed to Transfer certain of its shares in accordance with article 10.2.a) and pursuant to the procedure set out in this article 10.2.b) does not oblige any other shareholder to Transfer any of its shares to the proposed transferee or otherwise if it does not wish to do so.

10.2.c) Pre-emption right

In the event that the proposed transferee is not approved and the Transfer is not withdrawn, the shares shall be offered by preference to the other shareholders in accordance with the following terms and procedure and subject to the withdrawal of the proposed Transfer which can be validly notified by the transferor shareholder to the board of directors up to one month after the notification made according to article 10.2.c.i.):

i) Within one month as from the board of directors' decision not to approve the Transfer, the board of directors shall inform all the shareholders that they are entitled to exercise a pre-emption right, indicating the number of shares offered together with the Transfer price, determined in accordance with the provisions of par. viii, below.

ii) Within one month of such notification, these shareholders shall inform the board of directors if they wish to exercise their pre-emption right, indicating the number of shares they wish to acquire.

iii) If the number of shares in respect of which the pre-emption right is validly exercised is less than the number of shares offered, the board of directors shall inform the shareholders thereof within two weeks and shall indicate the number of shares

in respect of which the pre-emption right has not been exercised. These shareholders shall, as from the date of such notification, have a new period of one month within which, if they wish, to make a bid for these shares.

iv) The board of directors may also indicate third parties, approved by it by absolute majority, who might acquire the shares not requested by the shareholders once the period referred to under par. iii has expired, at the price determined in accordance with the provisions of par. viii below.

v) If the number of shares for which the pre-emption right is eventually exercised remains lower than the number of shares offered, the transferor shareholder may, as he, she or it sees fit, agree to conclude the Transfer for the number of shares requested, Transfer his, her or its shares to the person mentioned in the notification to the board under the conditions contained therein or withdraw his, her or its offer.

vi) If the number of shares for which the offer has been validly exercised is equal to the number of shares offered, the board of directors shall inform the transferor shareholder thereof together with the transferees and the Transfer shall be concluded by dint of this double notification.

vii) If the number of shares for which the offer has been validly exercised is greater than the number of shares offered, they shall be allocated amongst the shareholders requesting same in proportion to the number of shares owned by them. The board of directors shall undertake this allocation without taking account of fractions. It shall inform the parties concerned thereof and such notification shall have the effect of concluding the Transfer.

viii) The price of the company's shares for the purpose of the exercise of the pre-emptive right shall be equal to a fair market value. If no agreement was reached on the fair market value of the shares or on a relevant method of calculation of such value, the price of the offered shares will be determined according to Article 1592 of the Belgian Civil Code, i.e. by an expert appointed by the board of directors and the transferor shareholder or, in case of disagreement, by the chairman of the Institute of Chartered Accountants.

ix) The price must be paid within one month of the conclusion of the Transfer, unless some other period is agreed to by the parties. The Transfer of property in the shares shall be delayed until complete payment of the price.

Should the price not be paid within the period, the Transfer will automatically be rescinded, without notice of default, merely by expiry of the period, unless the vendor prefers to pursue performance.

Shares whose Transfer has been rescinded shall once again be offered by preference to the shareholders, at the behest of the board of directors, in accordance with the procedure provided for above, whereby the defaulting transferee shall no longer participate in the offer procedures.

x) Shares in respect of which no pre-emption right shall validly have been exercised may freely be transferred by the transferor shareholder to the transferee indicated by him or her in his or her notification to the board of directors, under the conditions contained therein, and in accordance with article 10.2.a).

The Transfer must take place within one month of any notification that might have been given by the transferor shareholder that the pre-emption right has not been exercised, either in part, or in total. In cases of gratuitous Transfers, it must take place within the same period in favour of the transferee mentioned in the notification to the board of directors. The board may ask the shareholder to provide evidence that this condition has been fulfilled. Following the expiry of the period provided for under this section, any new Transfer must be preceded by the offer procedure provided for in this article 10.2.

xi) A refusal to approve the third party mentioned will in any event be deemed to have been withdrawn should the board of directors fail to have informed the transferor shareholder of the transferees for the shares offered within a maximum period of five months as from the request for consent notified to the company by the transferor shareholder, except where the transferor shall have withdrawn the Transfer proposal. The Transfer in favour of the transferee mentioned in the notification to the board must, in such event, take place within one month of the expiry of the said period of five months and under the conditions contained in the notification to the board.

10.2.d) Notices and sanctions

All notices served in implementation of this article 10 shall be made by recorded delivery post, whereby the date of posting shall be authentic. They are deemed to have been received 72 hours after dispatch. Letters may validly be addressed to the shareholders at the last address known to the company. Transfers undertaken in contravention of the provisions contained in this article are void and/or cannot be opposed to the company.

Article 11 – Non-voting shares

In accordance with Article 7:57 of the Code of Companies and Associations, the company may create shares without voting rights, deciding under the conditions which apply for a modification of the articles of association.

Article 12 – Bonds, Warrants and Certificates

The company may, at any time, issue bonds upon decision by the board of directors provided however that such bonds may be subscribed by shareholders only and shall be first offered for subscription in the proportion of each shareholder's participation.

However, the issuing of bonds convertible into shares or the issuing of warrants may only be decided upon by the general meeting deliberating under the conditions required to amend the articles of association.

Chapter III. Management, Representation and Supervision

Article 13 – Composition of the board of directors

The company is managed by a board of directors, legal or physical persons, shareholders or not, appointed by the general meeting of shareholders for a minimum term of two years and a maximum of six years, and which may be removed by the latter at all times. The board of directors will never be made of more than 14 directors, except if otherwise agreed in writing by all shareholders.

The board of directors is composed as follows:

Any shareholder holding 10% or more of the shares in the company will have the right to obtain the appointment of two directors from among the candidates he proposes.

However, in deviation of the previous sentence,

- any shareholder holding 25% or more of the shares in the company will have the right to obtain the appointment of three directors from among the candidates he proposes;
- any shareholder holding 35% or more of the shares in the company will have the right to obtain the appointment of four directors from among the candidates he proposes; and
- any shareholder not qualifying as a Participating TSO will, even if such shareholder holds 10% or more of the shares in the company, only have the right to obtain the appointment of one director from among the candidates he proposes.

Any shareholder holding 5% or more of the shares will have the right to obtain the appointment of one director from among the candidates he proposes. Two or more shareholders holding less than 5% of the shares in the company each will together have the right to obtain the appointment of one common director from among the candidates they jointly propose, provided that together such shareholders hold 5% or more of the shares in the company. The shareholders asking for a common director will address their request to the chairman of the board and each waive to their right of having an observer.

A director that has been appointed upon proposal of a shareholder that qualifies as a Participating TSO or, as the case may be, upon proposal of two or more shareholders each holding less than 5% of the shares in the company and each qualifying as Participating TSO, will be an "**A-Director**". A director that has been appointed upon proposal of a shareholder that does not qualify as a Participating TSO or, as the case may be, upon proposal of two or more shareholders holding less than 5% of the shares in the company and of which one or more does not qualify as Participating TSO, will be a "**B-Director**".

Any shareholder holding less than 5% of the shares in the company and who has not appointed a common director with another shareholder holding less than 5% of the shares in the company, will be authorized to obtain the appointment of one

observer which may attend the board of directors' meetings without voting rights, provided the identity of such observer has been previously submitted for approval to and has been approved by the board of directors.

This observer will be submitted to the same obligation of confidentiality as a director.

In case a legal person is appointed as director, it shall appoint a permanent representative, physical person, amongst its associates, managers, directors or employees who will perform the mandate in the name and for the account of the legal person.

The same publication formalities apply to the appointment and the dismissal of the permanent representative as if he would exercise the mandate in his own name and for his own account.

The directors can be re-elected.

The director, whose mandate has expired, remains in function as long as the general meeting does not appoint a new director, for any reason whatsoever.

In case a directorship of a director, who has been appointed upon proposal of a shareholder becomes vacant for any reason whatsoever before the expiration of its term, the remaining directors shall immediately nominate ("cooptation") a director from the list of candidate-directors proposed by the shareholder which has proposed the director to be replaced. The final nomination of the replacement director shall be put on the agenda of the next shareholders' meeting. Any director so appointed by the shareholders' meeting shall hold office for the unexpired term of the appointment of the director he replaces.

The board of directors appoints a chairman and a vice-chairman amongst the A-Directors for a minimum period of two years. The chairman will be successively appointed in turn among the A-Directors.

Article 14 – Meetings – Deliberations and Decisions

In these articles of association "business day" shall mean a day other than a Saturday, a Sunday or a Belgian public holiday and "public holiday" shall mean a Belgian public holiday.

A meeting of the board of directors is convoked by the chairman, the vice-chairman, a managing director or two directors. A notice must be given at least fourteen (14) calendar days before the meeting, except in case of emergency. In case of emergency, the nature of and reasons for the emergency should be specified in the notice.

Convening notices are validly done by fax or e-mail or by any other means of communication mentioned in article 2281 of the Civil Code.

Directors assisting the meeting or directors being represented shall be considered as being regularly convoked. A director can also waive his right to invoke the absence of notice or any irregularity in the notice, before or after the meeting which he did not attend.

The meetings of the board of directors are held either physically in Belgium or abroad at the place indicated in the convening notice, or remotely by teleconference or videoconference using telecommunication techniques enabling

the directors participating in the meeting to hear and consult each other simultaneously, or a combination of the two meeting techniques mentioned above.

Each member of the board of directors may, by any means of telecommunication or videography, participate in the deliberations of a board of directors and vote, in order to organise meetings between several participants who are geographically distant from each other, and to enable them to communicate simultaneously.

Any director can, by means of a document with his signature (including a digital signature as mentioned in article 8.1, 2° of the Civil Code) communicated either in writing, by fax or e-mail or by any other means of communication mentioned in article 2281 of the Civil Code, give power to another member of the board to represent him at a specific meeting. A director can represent more than one other director and can cast, together with his own vote, as many votes as he received powers.

Except in the event of force majeure, the board of directors can only validly deliberate and decide if at least both (i) fifty percent of its members and (ii) the majority of all A-Directors including at least three A-Directors who have been appointed upon proposal of three different shareholders that qualify as Participating TSO and that are holding 10% or more of the shares in the company are present or represented. If this is not the case, a new meeting with the same agenda must be convened within seven (7) business days. This meeting shall validly deliberate and decide on the items on the agenda of the previous meeting if at least four A-Directors are present or represented, including at least two A-Directors appointed upon two different shareholders holding 10% or more of the shares.

A decision of the board is validly taken provided that it reaches

- (i) for all decisions related to RCC Matters both (i) more than 70% of the votes cast and (ii) 75% of the votes cast by the A-Directors including the positive vote of at least three A-Directors who have been appointed upon proposal of three different shareholders that qualify as a Participating TSO and that are holding 10% or more of the shares in the company. In any event, the abstentions will not be taken into account either in the numerator or in the denominator.
- (ii) for all decisions related to non-RCC Matters more than 70% of the votes cast including the positive vote of at least three members of the board who have been appointed upon proposal of three different shareholders holding 10% or more of the shares in the company. In any event, the abstentions will not be taken into account either in the numerator or in the denominator.

Each time the shareholders' composition of the company changes as a consequence of which the number of A-Directors decreases or the number of B-Directors increases in comparison to the situation as from 1 July 2022, the majority requirements mentioned in the preceding paragraph, sub (i) shall be amended in such a way that the influence of the A-Directors when voting on decisions related to RCC Matters will not decrease.

For the purpose of the articles of association,

- the term "RCC Matters" shall mean the tasks delegated to an RCC pursuant to Regulation 2019/943 of the European Parliament and of the Council of 5 June 2019 on the internal market for electricity.
- the term "non-RCC Matters" shall mean all tasks other than RCC tasks executed by the company according to the articles of the association.

If a discussion arises on whether or not a decision is related to RCC Matters, such decision will only qualify as related to non-RCC Matters when the board of directors agrees as such with the majority required for decisions related to RCC Matters.

In deviation of the above, any decisions of the board on (i) new shareholders loans and (ii) external financing not foreseen in the business plan of the company and not taken in the normal course of business, can only be validly taken if (a) at least one A-Director appointed upon proposal by each shareholder that qualifies as a Participating TSO, is present or represented and (b) by unanimity of all present or represented A-Directors.

For the purpose of this article force majeure means any circumstance of extreme urgency whereby, if the company does not decide immediately, it would suffer considerable damage.

All decisions of the board of directors can be taken by unanimous written agreement of the directors. This procedure cannot be followed for the drawing up of the annual accounts.

The decisions of the board of directors are recorded in minutes which are signed by the chairman and the members who request to do so. These minutes are inserted in a special register. The proxies are attached to the minutes of the meeting for which they are granted.

Copies and extracts be produced in court or elsewhere, shall be validly signed by two directors who have the power to represent the company in accordance with article 16 of these articles of association.

Article 15 – Powers of the board of directors

1. In general

The board of directors shall have the broadest powers to perform all acts necessary or useful for the realisation of the object of the company, with the exception of the powers reserved to the general meeting by the law.

2. Advisory committees

The board may nominate under its responsibility one or more advisory committees. It will determine their composition and mission.

3. Daily management

The daily management of the company will be delegated to a Chief Executive Officer (CEO) and, as the case may be, to a Chief Operation Officer (COO) who will both have broad daily management powers and power to act alone and to represent the company individually, within the limits of the daily management. Decisions above a certain amount decided by the board of directors will have to be taken by the CEO and COO jointly if a COO is appointed.

The daily management of the company may be delegated to director(s) or non director(s).

4. Conflict of interests

If a member of the board of directors has a direct or indirect financial interest that conflicts with the interests of the company following a decision or a transaction that falls within the powers of the board of directors, article 7:96 of the Code of Companies and Associations will apply.

Article 16 – Representation of the company

The company is validly represented vis-à-vis third parties, before court and in official deeds, including those for which the intervention of a civil servant or a notary is required, by the people entrusted with the daily management acting together or by two directors acting together, of whom at least one A-Director that was appointed upon proposal of a shareholder holding 10% or more of the shares in the company.

Moreover, within the limits of their mandate, the company is validly represented by special proxy holders.

In addition, the company is validly represented abroad by any person expressly appointed thereto by the board of directors.

Article 17 – Expenses of the directors

Normal and justified expenses and costs made by the directors in the performance of their mandate shall be compensated and shall be charged to general costs.

Article 18 – Control

The control of the financial situation, of the annual accounts and of the regularity of the transactions to be reported on in the annual accounts, is entrusted to one or more statutory auditors. The statutory auditors are appointed by the general meeting of shareholders between the members, natural persons or legal persons, of the Institute of Chartered Accountants. The statutory auditors are appointed for a renewable term of three years. They can only be revoked by the general meeting for legal reasons, at the risk of liability for damages.

Chapter IV. General Meetings of Shareholders

Article 19 – Date

The annual meeting shall be held on the third Thursday of April at 11 am. Should this day be a legal holiday, the meeting will take place on the next working day.

Extraordinary or special general meetings of shareholders may be convened each time the company's interests so requires.

These general meetings of shareholders may be convened and their agenda may be determined by the board of directors or by the statutory auditors. The general meeting of shareholders must be convened within three weeks following the request of the shareholders representing one tenth of the company's capital, containing at least the agenda items proposed by the shareholders concerned.

The general meetings of shareholders are held at the registered office of the company or in any other place communicated in the notice or otherwise.

To the extent that the convening notice expressly so provides, the shareholders (and, as the case may be, the holders of other securities who, in accordance with the applicable legal provisions, are entitled to be summoned to the general meeting) are entitled to remotely participate in the general meeting, by way of electronic means of communication set up by the company. This electronic means of communication must meet the conditions set out in the Code of Companies and Associations. In addition, the notice may set additional conditions in order to guarantee the security of the electronic means of communication.

If the right to participate remotely in a general meeting is granted in the convening notice, the latter must include a clear and precise description of the procedures relating to remote participation in the general meeting.

In addition, the shareholders may, unanimously and in writing, take all resolutions which are within the competence of the general meeting, except for amendments to the articles of association. In this case, the formalities of convening the meeting do not have to be fulfilled. The members of the board of directors, the statutory auditor and the holders of convertible bonds, subscription rights or certificates issued with the cooperation of the company may, at their request, take note of such resolutions.

Article 20 – Notices

The convening notices contain the agenda and are communicated in accordance with article 2:32 of the Code of Companies and Associations to the holders of registered shares (and, as the case may be, to the holders of other securities who, in accordance with the applicable legal provisions, are entitled to be summoned to the general meeting) as well as to the directors and the statutory auditors, at least 15 days before the meeting.

The persons who need to be convened to a general meeting pursuant to the Code of Companies and Associations and who attend the meeting or who are represented, are considered as having received due notice. The abovementioned persons can also waive their right to invoke a lack of notice or an irregularity in the notice, before or after a meeting which they did not attend.

Article 21 – Disposal of documents

Together with the convening notice, a copy of the documents which must be provided pursuant to the Code of Companies and Associations is sent to the holders of registered shares (and, as the case may be, to the holders of other securities who, in accordance with the applicable legal provisions, are entitled to be summoned to the general meeting), the directors and the statutory auditors.

Fifteen days before the general meeting and on submission of his title, each shareholder (and, as the case may be, the holders of other securities who, in accordance with the applicable legal provisions, are entitled to be summoned to

the general meeting), can obtain a free copy of these documents at the registered office of the company.

In case the procedure of written decision taking, mentioned in Article 32 of these articles of association is followed, the board of directors sends a copy of the documents which need to be sent according to the Code of Companies and Associations, to the holders of registered shares and to the statutory auditors together with the aforementioned notice.

Article 22 – Deposit of Shares and other Securities

To be admitted to the general meeting, each shareholder (and, as the case may be, the holders of other securities which, in accordance with the applicable legal provisions, are entitled to be summoned to the general meeting) must, if required in the convening notice, notify the company, within the period mentioned in the convening notice, of their intention to attend the meeting and of the number of shares (and, if applicable, other securities) for which they intend to participate in the vote.

The holders of bonds, warrants and certificates issued with the collaboration of the company, may attend the general meeting, but only with advisory vote provided that the admission formalities are complied with.

For the application of this article, Saturdays, Sundays and legal holidays are not considered as working days.

Article 23 – Representation

Each shareholder may be represented at the general meeting of shareholders by a proxyholder, shareholder or not, in accordance with the Code of Companies and Associations. The board of directors may demand that they are deposited at a place and within the time limit indicated by it.

For the purpose of this article Saturdays, Sundays and legal holidays are not considered as working days.

Article 24 – Attendance List

Before being admitted to the meeting, the shareholders or their proxy holders shall sign the attendance list indicating their surname, first name(s) and residence or their name and registered office and the number of shares they represent.

Article 25 – Composition of the Bureau – Minutes

The general meetings of shareholders shall be chaired by the chairman of the board of directors or, in the latter's absence, by his substitute or by a member of the general meeting appointed by the latter. The chairman of the meeting appoints the secretary. If the number of persons attending the meeting allows, the meeting will appoint two vote counters upon proposal of the chairman. The minutes of the

general meetings of shareholders shall be signed by the members of the bureau and the shareholders who wish to do so. These minutes shall be kept in a special register.

Article 26 – Duty to reply of the directors and statutory auditors

The directors reply to the questions submitted to them by the shareholders, the holders of registered convertible bonds or registered warrants, or registered certificates issued in cooperation with the company, prior to or during the meeting, orally or in writing, relating to their report or to the items on the agenda, provided that the disclosure of information or facts cannot harm the company or is in breach of their or the company's confidentiality obligations.

The statutory auditors reply to the questions submitted to them orally or in writing by the shareholders, the holders of registered convertible bonds or registered warrants, or registered certificates issued in cooperation with the company relating to the items on the agenda on which they report.

Article 27 – Adjournment of the annual shareholders' meeting

The board of directors has the right to adjourn the meeting of the annual general shareholders' meeting concerning the approval of the annual accounts within three weeks. This adjournment does only affect the decision of approval of the annual accounts and does not affect any other decisions taken, except if the general shareholders' meeting decides otherwise.

The board of directors needs to convoke a new general shareholders' meeting, with the same agenda, within a period of three weeks.

The admission formalities of the first meeting, including the possible deposit of stocks or proxies, remain valid for the second meeting. New deposits will be allowed within the term and under the conditions as mentioned in the articles of association.

There can only be one adjournment. The second general shareholders' meeting will take a final decision about the adjourned items of the agenda.

Article 28 – Deliberation - Quorum Requirements

The meeting cannot deliberate on items not mentioned on the agenda unless all shareholders are present at the meeting and the decisions to do so are taken by unanimity.

Except if another attendance quorum is imposed by law, the general meeting of shareholders can validly deliberate if more than the 50% of the shares are present or represented, including all shareholders holding 10% or more of the shares in the company. If the quorum is not reached, the meeting must be re-convoked within twenty (20) business days following the first meeting and may then validly deliberate on the same agenda if more than the 50% of the shares are present or represented, including three shareholders holding 10% or more of the shares in the company.

Article 29 – Voting Rights

Each share carries one vote.

The voting takes place by show of hands or by call-out of names unless the general shareholders' meeting decides otherwise by simple majority of votes.

Each shareholder can also vote by letter by way of a form drafted by the board of directors, containing the following mentions: (i) identification of the shareholders, (ii) number of votes he is entitled to and (iii) for any decision that needs to be taken by the general shareholders' meeting according to its agenda the notion "yes", "no", or "abstention". The shareholder voting by letter must comply with the admission formalities or Article 22 of the articles of association.

Article 30 – Majority

Without prejudice to Article 31 of these articles of association of the company and subject to more stringent provisions set out in the Code of Companies and Associations, decisions are taken in a first round with a majority of 70% of the vote cast, including the positive vote of at least two shareholders holding 10% or more of the shares in the company. If such decision cannot be taken during said first round due to a lack of quorum, the decision will be validly taken at a reconvened meeting if it reaches more than 50% of the votes cast, including the positive vote of at least two shareholders holding 10% or more of the shares in the company. In any event, the abstentions will not be taken into account either in the numerator or in the denominator.

Article 31 – Extraordinary General Meeting

If the shareholders' meeting must decide on:

- a (partial) split of the company;
- a modification of the articles of association;
- a decrease of the company's capital;
- the repurchase, sale or cancellation of own shares;
- the transformation of the company;

the shareholders' meeting can only validly deliberate upon the abovementioned subjects if 75% of the shares are present or represented, provided that at least all shareholders holding 10% or more of the shares in the company are present or represented at the shareholders' meeting. If the quorum is not reached, the meeting must be re-convoked within twenty (20) business days following the first meeting and may then validly deliberate on the same agenda if more than 50% of the shares are present or represented, provided that three shareholders holding 10% or more of the shares in the company are present or represented.

These decisions are validly taken in a first round if they reach 75% of the votes cast, including the positive vote of all shareholders holding 10% or more of the

shares in the company. If such a decision cannot be taken during said first round due to a lack of quorum, the decision will be validly taken at a reconvened meeting if it reaches 75% of the votes cast, including the positive vote of at least three shareholders holding 10% or more of the shares in the company. An abstention will not be taken into account either in the numerator or in the denominator.

Notwithstanding the two paragraphs above, any decisions relating to (i) the relocation of the registered office to a place outside the Brussels-Capital-Region, (ii) the amendment to the object of the company, (iii) the full or partial cancellation or restriction of the preferential subscription right, (iv) capital increase (including the issuing of shares below par value, the issuing of convertible bonds or warrants, the grant to the board of directors of the power to increase the registered capital by means of authorized capital), (v) the merger of the company, (vi) the dissolution or liquidation of the company and (vii) any other decision which under Belgian law requires the consent of all shareholders to be effective, will always require the positive vote of all shareholders holding 10% or more of the shares in the company.

Article 32 – Written decision-making

Except for the decisions that amend the articles of association, the shareholders can decide unanimously and in writing on all issues for which the general shareholders' meeting is competent. In that case, the formalities for convening a meeting should not be completed. To this end, a letter will be sent, by mail, fax, e-mail or any other means of communication to all shareholders and statutory auditors, mentioning the agenda and the proposals of the decisions to be taken, with request to the shareholders to approve the proposals and to send the letter back to the seat of the company or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

If the approval of all shareholders regarding the items of the agenda and regarding the procedure in writing is not received within this period, the decisions are deemed not to be taken.

The members of the board of directors, the statutory auditor and the holders of convertible bonds, subscription rights, or certificates issued in cooperation with the company may, at their request, take note of the resolutions at the seat of the company.

Article 33 – Copies and Extracts from Minutes

Copies and/or extracts of the minutes of the general meetings to be supplied to third parties are signed by two directors who have the power to represent the company in accordance with article 16 of these articles of association. Their signature must be immediately preceded or followed by the quality in which they act.

Chapter V. Financial Year – Annual Accounts – Dividends – Distribution of Profits

Article 34 – Financial Year – Annual Accounts – Annual report

The financial year starts on the first of January and shall end on the thirty-first of December of each year.

At the end of each financial year the board of directors draws up an inventory and the annual accounts which consist of the balance sheet, the profit and loss statement and the comments and the social balance. These documents shall be drawn up in conformity with the law.

In addition, the directors will draft each year a report according to Articles 3:5 and 3:6 of the Code of Companies and Associations. However, the directors are not required to draft an annual report as long as the company meets the conditions set by Article 3:4 of the Code of Companies and Associations.

After taking note of the report of the board of directors and, if applicable, the report of the statutory auditor(s), the general meeting shall deliberate on the annual accounts. After their approval, it shall decide by separate vote on the discharge to be granted to the directors and the statutory auditor(s).

The annual accounts shall be filed with the National Bank of Belgium. The annual accounts shall, in view of their publication, be validly signed by a director or by a person in charge of the daily management or by a person expressly authorized in this regard by the board of directors.

Article 35 – Distribution of Profits

At least 5% of the net profits of the company shall be set aside each year to constitute the legal reserve. Such deduction shall no longer be required as soon as this legal reserve reaches one tenth of the share capital.

Upon proposal of the board of directors, the general meeting shall decide on the allocation of the balance of the net profits.

Article 36 – Distribution

The distribution of dividends decided by the general meeting takes place on the dates and places determined by the latter or by the board of directors.

Article 37 – Interim Dividends

The board of directors has the power to distribute an interim dividend on the profits of the financial year, under the conditions of Article 7:213 of the Code of Companies and Associations.

Article 38 – Prohibited Distribution

Any distribution of dividends made in violation with the law must be reimbursed by the shareholder who received it, if the company proves that the shareholder knew that the payment was in violation with the law or, if he, given the circumstances, could not be ignorant thereof.

Chapter VI. Dissolution and Liquidation

Article 39 – Losses

When, as a result of losses sustained, the net assets have fallen below one half of the capital, the board of directors must, unless the articles of association contain stricter provisions, call a general meeting to be held within two months after the loss has been or should have been established by virtue of a provision laid down by law or by the articles of association, in order to resolve on the dissolution of the company or on the measures to safeguard the continuity of the company as announced on the agenda. Unless the board of directors proposes the dissolution of the company in accordance with Article 7:230 of the Code of Companies and Associations, it shall set out in a special report, made available to the shareholders at the registered office of the company fifteen days prior to the general meeting, what measures it proposes to take to safeguard the continuity of the company. Such report shall be included in the agenda. A copy may be obtained in accordance with Article 7:132 of the Code of Companies and Associations. A copy shall also be sent to those who have complied with the formalities required by the articles of association to be admitted to the general meeting.

If the report referred to in the second subparagraph is missing, the resolution of the general meeting shall be null and void.

The same shall apply if, as a result of a loss sustained, the net assets have fallen below one-quarter of the capital, provided that the dissolution of the company shall take place when approved by one-quarter of the votes cast at the meeting whereby abstentions are not taken into account either in the numerator or in the denominator.

If the general meeting has not been convened in accordance with the present Article, the damages suffered by third parties shall, save for contrary evidence, be deemed to have resulted from the failure to convene the meeting.

If the net assets have fallen below the amount of €61,500, any interested party or the public prosecutor may request that the court orders the dissolution of the company. As the case may be, the court may grant the company a binding period to regularize its situation.

Article 40 – Dissolution and Liquidation

If the company is dissolved, the manner of liquidation and one or more liquidators shall be appointed and their remuneration shall be determined by the general meeting. If no decision has been taken on this subject, the directors are legally considered to be the liquidators, not only for the purpose of receiving notices and notifications, but also for liquidating the company, vis-à-vis third parties and vis-à-vis the shareholders. Unless otherwise specified in the appointment deed, the liquidators have the most extended powers provided for by law. The general meeting shall retain the power to amend the articles of association should the necessities of the liquidation so justify. The appointment of the liquidators shall terminate the powers of the directors and statutory auditor(s).

Since the liquidators enjoy the same privileges as the board of directors, during the liquidation the general meeting shall be convened, constituted and held in accordance with the provisions of these articles of association. One of the liquidators shall chair the meeting; if the liquidators are absent or unable to attend, it shall elect its chairman.

Copies or extracts of the minutes of its deliberations, which must be submitted to the court or elsewhere, shall be validly certified by the liquidators or by one of them.

All assets of the company must be sold unless the general meeting decides otherwise.

If not all shares have been paid up to the same extent, the liquidators restore the balance, either by making additional calls, or by making prior payments.

Unless the general meeting has otherwise regulated the manner of liquidation, by the majority required to amend the articles of association, the proceeds of the liquidation, after payment of the debts, including the liquidation costs, or consignment of the funds necessary to meet such debts, in cash or securities, shall be distributed among all the shares.

Chapter VII. General Provisions

Article 41 – Election of Domicile

The holders of registered shares must inform the company of any change of address. Failing notification, they are deemed having elected domicile at their previous address.

Anlage 1

Appendix 1

SATZUNG

ARTICLES OF ASSOCIATION

§ 1

Firma, Sitz

Corporate Name, Domicile

- (1) Die Gesellschaft führt die Firma:

- (1) The corporate name of the Company is:

TSCNET Services GmbH.

- (2) Die Gesellschaft hat ihren Sitz in

- (2) The Company has its domicile in

München / Munich.

§ 2

Gegenstand des Unternehmens

Object of the Company

- (1) Gegenstand des Unternehmens der Gesellschaft ist die Erbringung von technischen Unterstützungsdienstleistungen im Zusammenhang mit der Sicherheitsanalyse und der Kapazitätsberechnung des Stromübertragungsnetzbetriebes, insbesondere aber nicht beschränkt auf (i) die Aufgaben als regionales Koordinierungszentrum nach

- (1) Object of the Company is the provision of technical support services in the field of electricity transmission system security analysis and capacity calculation, in particular but not limited to (i) the tasks required to be carried out as regional coordination centre pursuant to EU energy law in the geographical area as determined in the decision of

EU-Energierecht auszuüben sind und zwar in dem geografischen Gebiet, wie in der Entscheidung der europäischen Agentur für die Zusammenarbeit der Energieregulierungsbehörden gemäß Art. 36 Abs. 3 der Verordnung (EU) 2019/943 des Europäischen Parlaments und des Rates vom 5. Juni 2019, in der jeweils aktuell gültigen Fassung festgelegt, und (ii) die Datenüberwachung und -analyse, elektronische Datenverarbeitung und Datenspeicherung, um Übertragungsnetzbetreiber bei deren Netzbetrieb zu unterstützen und die Sicherheit des Netzbetriebes sicherzustellen und zu verbessern.

Darüber hinaus erbringt die Gesellschaft (i) administrative Unterstützungsdienstleistungen einschließlich aber nicht beschränkt auf organisatorische (wie z.B. Sitzungsvor- und -nachbereitung) und Projektmanagement-Dienstleistungen in Bezug auf eine auf dem Gebiet der Systemsicherheit tätige Kooperation unter anderem zwischen ihren Gesellschaftern, (ii) Ausbildung und Zertifizierung von Personal sowie (iii) Unterstützung bei der Abrechnung zwischen Übertragungsnetzbetreibern.

the European Union Agency for the Cooperation of Energy Regulators pursuant to Art. 36 para. 3 of Regulation (EU) 2019/943 of the European Parliament and of the Council of 5 June 2019, as amended, extended or re-enacted from time to time, and (ii) data monitoring and data analysis, electronic data processing and data storage to support transmission system operators in their system operation and to ensure and improve the security of system operations.

In addition, the Company provides (i) administrative support services including, but not limited to, organisational services (e.g. meeting preparation and post-processing) and project management services in relation to a cooperation active in the field of system security between inter alia its shareholders, (ii) training and certification of staff as well as (iii) supporting with inter-transmission system operators settlements.

- | | |
|---|--|
| <p>(2) Die Gesellschaft kann alle mit dem Gegenstand ihres Unternehmens in Zusammenhang stehende Geschäfte betreiben.</p> <p>(3) Genehmigungspflichtige Tätigkeiten, Rechts- und Steuerberatung sind nicht Gegenstand des Unternehmens.</p> | <p>(2) The Company may do all business in connection with the aforesaid object.</p> <p>(3) Activities subject to an official permit, legal and tax advice are not object of the Company.</p> |
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§ 3

Dauer, Geschäftsjahr

- (1) Die Gesellschaft ist auf unbestimmte Zeit errichtet.
- (2) Das Geschäftsjahr der Gesellschaft ist das Kalenderjahr.

Duration, Financial Year

- (1) The Company is set up for an indefinite period of time.
- (2) The financial year of the Company is the calendar year.

§ 4

Stammkapital

(1) Das Stammkapital der Gesellschaft beträgt

€ 37.500

(in Worten Euro siebenunddreißig-tausend fünfhundert).

(2) Die Geschäftsführer/-innen sind berechtigt, bis zum 31. Dezember 2026 bis zu

Share Capital

(1) The share capital of the Company amounts to

€ 5.000

(in words Euro thirty-seven thousand five hundred).

(2) The managing directors are entitled until December 31, 2026 to increase the share capital of the Company by up to

durch die Ausgabe von bis zu

by issuance of up to

zwei/two

neuen Geschäftsanteilen zu je € 2.500 (in Worten Euro zweitausend fünfhundert) gegen Bar- und/oder Sacheinlagen zu erhöhen und hierbei das Bezugsrecht der Gesellschafter auszuschließen. Die Geschäftsführer/-innen sind weiter ermächtigt und haben, die Satzung in § 4, Absatz 1 und 2 entsprechend anzupassen.

new shares in the amount of € 2.500 (in words Euro two thousand five hundred) each against contributions in cash and/or in kind and to exclude the subscription right ("Bezugsrecht ausschließen") of the shareholders. Furthermore, the managing directors are authorized to and shall amend the Articles of Association in § 4 para. 1 and para. 2 accordingly.

§ 5

Geschäftsführer/-innen

- (1) Die Geschäftsführer/-innen werden von der Gesellschafterversammlung bestellt und abberufen. Die Gesellschafterversammlung bestimmt auch die Zahl der Geschäftsführer/-innen und deren Amtszeit. Jede/-r Geschäftsführer/-in kann mit einer Frist von drei Monaten zum Monatsende sein/ihr Amt durch schriftliche Erklärung gegenüber der Gesellschafterversammlung niederlegen.
- (2) Die Rechte und Pflichten der Geschäftsführer/-innen ergeben sich aus dem Geschäftsführerdienstvertrag, den von dem Verwaltungsrat innerhalb seines Aufgabenbereichs erteilten Weisungen und den Weisungen der Gesellschafterversammlung. Weisungen der Gesellschafterversammlung gehen denjenigen des Verwaltungsrats vor.
- (3) Die Gesellschafterversammlung erlässt auf den gebilligten Vorschlag des Verwaltungsrats eine von diesem entworfene (i) Geschäftsordnung für die Geschäftsführer/-innen in der - zusätzlich zum Zustimmungskatalog gemäß dieser Satzung - unter anderem zustimmungspflichtige Geschäfte festgelegt sind und (ii) einen Geschäftsver-

Managing Directors

- (1) The managing directors are appointed and dismissed by the shareholders' meeting. The shareholders' meeting also determines the number of managing directors and their term of office. Each managing director may resign by written declaration to the shareholders' meeting with three months' notice to the end of a month.
- (2) The rights and duties of the managing directors arise from the managing director service agreement, the instructions given by the management board within its area of responsibility and the instructions given by the shareholders' meeting. Instructions of the shareholders' meeting shall prevail over instructions of the management board.
- (3) Upon the endorsed proposal of the management board, the shareholders' meeting adopts (i) rules of procedure for the managing directors in which - in addition to the consent catalogue within these Articles of Association - inter alia the transactions which require consent are fixed and (ii) a schedule of responsibility, each drafted by the management board.

teilungsplan, jeweils entwor-
fen von dem Verwaltungsrat.

§ 6
Vertretung

- (1) Die Gesellschaft hat eine/-n oder mehrere Geschäftsführer/-innen.
- (2) Ist nur ein/-e Geschäftsführer/-in bestellt, so vertritt diese/-r die Gesellschaft allein. Sind mehrere Geschäftsführer/-innen bestellt, wird die Gesellschaft entweder durch zwei Geschäftsführer/-innen oder durch eine/-n Geschäftsführer/-in zusammen mit einem/einer Prokuristen/Prokuristin vertreten.
- (3) Die Gesellschafterversammlung kann einem/einer, mehreren oder allen Geschäftsführern/Geschäftsführerinnen Einzelvertretungsbefugnis erteilen. Sie kann auch einzelne Geschäftsführer/-innen allgemein oder für den Einzelfall von den Beschränkungen des § 181 BGB befreien, so dass sie befugt sind, die Gesellschaft bei Vornahme von Rechtsgeschäften mit sich selbst oder als Vertreter/-in eines Dritten uneingeschränkt zu vertreten.
- (4) Absätze 1 bis 3 gelten für Liquidatoren entsprechend.

Power of Representation

- (1) The Company has one or several managing directors.
- (2) If only one managing director is appointed, he/she represents the Company alone. If several managing directors are appointed, either two managing directors or one managing director jointly with a holder of commercial power of attorney (*Prokurist*) represent the Company.
- (3) The shareholders' meeting may assign individual power of representation to one, several or all of the managing directors. The shareholders' meeting may also release single managing directors generally or for an individual case from the restrictions of Section 181 of the German Civil Code, so that they are authorized to act on behalf of the Company in legal transactions with themselves in person or with themselves as representatives of a third party.
- (4) Paras. 1 to 3 also apply to liquidators (*Liquidatoren*).

§ 7

Verwaltungsrat: Zusammensetzung, Mitgliedschaft, Interne Organisation

- (1) Die Gesellschaft hat einen Verwaltungsrat im Sinne von Artikel 43 der Verordnung (EU) 2019/943 des Europäischen Parlaments und des Rates vom 5. Juni 2019. Gemäß Art. 43 Abs. 2 i.V.m. Art. 35 Abs. 1 lit. a und Art. 36 Abs. 2 der Verordnung (EU) 2019/943 des Europäischen Parlaments und des Rates vom 5. Juni 2019 hat sich der Verwaltungsrat der Gesellschaft aus Vertretern aller Übertragungsnetzbetreiber zusammenzusetzen, die an der Gesellschaft in ihrer Eigenschaft als regionales Koordinierungszentrum beteiligt sind.

Für die Zwecke dieser Satzung soll die Einstufung eines Übertragungsnetzbetreibers als ein Übertragungsnetzbetreiber, der an der Gesellschaft in ihrer Eigenschaft als regionales Koordinierungszentrum beteiligt ist, ausschließlich durch den von den Regulierungsbehörden der Netzbetriebsregion genehmigten Vorschlag gemäß Art. 35 Abs. 1 der Verordnung (EU) 2019/943 des Europäischen Parlaments und des

Management Board: Composition, Membership, Internal Organisation

- (1) The Company has a management board within the meaning of Article 43 of Regulation (EU) 2019/943 of the European Parliament and of the Council of 5 June 2019. According to Article 43 para. 2 in connection with Art. 35 para. 1 lit. a and Art. 36 para. 2 of Regulation (EU) 2019/943 of the European Parliament and of the Council of 5 June 2019, the management board of the Company shall be composed of members representing all the transmission system operators that participate in the Company in its capacity as a regional coordination centre.

For the purposes of these Articles of Association the qualification of a transmission system operator (TSO) as a TSO participating in the Company in its capacity as a regional coordination centre shall be exclusively determined by the proposal as approved by the regulatory authorities of the system operation region pursuant to Art. 35 para. 1 of Regulation (EU) 2019/943 of the European Parliament and of the Council of 5 June 2019, each as amended, extended

Rates vom 5. Juni 2019, jeweils in der aktuell gültigen Fassung festgelegt werden (nachfolgend die "**Teilnehmenden Übertragungsnetzbetreiber**" und jeweils einzeln ein "**Teilnehmender Übertragungsnetzbetreiber**"). Jeder Gesellschafter, der als Teilnehmender Übertragungsnetzbetreiber einzustufen ist, wird durch ein Verwaltungsratsmitglied im Verwaltungsrat der Gesellschaft vertreten. Die Anzahl der Verwaltungsratsmitglieder der Gesellschaft entspricht der Anzahl der Teilnehmenden Übertragungsnetzbetreiber.

- (2) Jeder Gesellschafter, der als Teilnehmender Übertragungsnetzbetreiber einzustufen ist, ist berechtigt und verpflichtet, solange er der Gesellschaft angehört, durch schriftliche Erklärung gegenüber der Geschäftsführung ein Verwaltungsratsmitglied in den Verwaltungsrat zu entsenden.
- (3) Jedes Verwaltungsratsmitglied ist an die Weisungen der Gesellschafterversammlung gebunden, soweit diese Weisungen mit den geltenden Gesetzen und dieser Satzung im Einklang stehen und nicht die Überwachungsaufgabe
- (2) Each shareholder which qualifies as a Participating TSO shall be entitled and obliged, as long as it participates in the Company, to appoint a member of the management board by written declaration to the management.
- (3) Each member of the management board shall be bound by the instructions of the shareholders' meeting to the extent such instructions comply with the applicable laws and these Articles of Association and do not concern the monitoring task of the management

or re-enacted from time to time (hereinafter referred to as "**Participating TSOs**" and each a "**Participating TSO**"). Each shareholder which qualifies as a Participating TSO shall be represented by one member on the management board of the Company. The number of the members of the management board of the Company is equal to the number of Participating TSOs.

des Verwaltungsrats betreffen. Weisungen an den Verwaltungsrat erfolgen durch Beschluss der Gesellschafterversammlung. Gesellschafter, die nicht als Teilnehmende Übertragungsnetzbetreiber einzustufen sind, sind bei Beschlüssen über Weisungen an den Verwaltungsrat nicht stimmberechtigt.

(4) Die Amtszeit der Verwaltungsratsmitglieder ist unbegrenzt.

(5) Ein Gesellschafter, der als Teilnehmender Übertragungsnetzbetreiber einzustufen ist, kann jederzeit das von ihm entsandte Verwaltungsratsmitglied durch schriftliche Erklärung gegenüber dem betreffenden Verwaltungsratsmitglied ohne Angabe von Gründen abberufen. Der Gesellschafter hat die Abberufung des von ihm entsandten Verwaltungsratsmitglieds der Geschäftsführung und dem/der Vorsitzenden des Verwaltungsrats unverzüglich in Textform mitzuteilen.

(6) Jedes Verwaltungsratsmitglied kann mit einer Frist von drei Monaten sein Amt durch schriftliche Erklärung gegenüber dem Gesellschafter, der das Verwaltungsratsmitglied entsandt hat, niederlegen.

board. Instructions to the management board shall be passed by resolution of the shareholders' meeting. Shareholders not qualifying as Participating TSOs shall not be entitled to vote on resolutions concerning instructions to the management board.

(4) The terms of office of the members of the management board are unlimited.

(5) A shareholder which qualifies as a Participating TSO may at any time remove a member of the management board appointed by it by written declaration to the member of the management board concerned without giving reasons. The shareholder shall inform the management and the chairperson of the management board about the removal of the member of the management board appointed by it in text form without undue delay.

(6) Each member of the management board may resign by written declaration towards the appointing shareholder with three months' prior notice. The right to resign from office for good cause without

Das Recht zur Amtsniederlegung aus wichtigem Grund ohne Einhaltung einer Frist bleibt hiervon unberührt. Der Gesellschafter, der das Verwaltungsratsmitglied entsandt hat, hat die Amtsniederlegung unverzüglich in Textform dem/der Vorsitzenden des Verwaltungsrats und der Geschäftsführung mitzuteilen.

- (7) Falls ein Gesellschafter, der als Teilnehmender Übertragungsnetzbetreiber einzustufen ist, aus der Gesellschaft ausscheidet oder nicht mehr als Teilnehmender Übertragungsnetzbetreiber einzustufen ist, wird dieser die Entsendung des Verwaltungsratsmitglied, das er entsandt hat, widerrufen oder dafür Sorge tragen, dass das von ihm entsandte Verwaltungsratsmitglied das Amt niederlegt in beiden Fällen mit Wirkung zum Zeitpunkt seines Ausscheidens als Gesellschafter beziehungsweise zum Zeitpunkt des Verlustes seiner Eigenschaft als Teilnehmender Übertragungsnetzbetreiber.
- (8) Scheidet ein Verwaltungsratsmitglied aus seinem Amt aus während der Gesellschafter, der es ernannt hat, weiterhin berechtigt ist ein Verwaltungsratsmitglied zu entsenden, so hat der jeweilige

notice shall remain unaffected. The appointing shareholder shall inform the chairperson of the management board and the management about the resignation in text form without undue delay.

- (7) If a shareholder which qualifies as a Participating TSO exits the Company or, ceases to be a Participating TSO, the shareholder shall revoke the appointment of the member of the management board appointed by it or procure that the member of the management board appointed by it resigns from office in each case with effect at the time of its exit as shareholder or, as the case may be, loss of its qualification as Participating TSO.
- (8) If a member of the management board ceases to be part of the management board while the shareholder who appointed the member is still entitled to appoint a member, the shareholder entitled thereto shall appoint a new

entsendungsberechtigte Gesellschafter unverzüglich ein neues Mitglied in den Verwaltungsrat zu entsenden. Sollten in einer etwaigen Übergangszeit zwischen Ausscheiden des vorherigen Verwaltungsratsmitglieds und der Neubestellung eines neuen Verwaltungsratsmitglieds Beschlüsse des Verwaltungsrats anstehen, so kann ein gesetzlicher Vertreter des jeweiligen entsendungsberechtigten Gesellschafters vorübergehend das Amt des ausgeschiedenen Verwaltungsratsmitglieds ausüben.

(9) Der Verwaltungsrat wird nach außen durch den/die Vorsitzende/n des Verwaltungsrats vertreten. Der/die Vorsitzende des Verwaltungsrats wird nach den Bestimmungen der Geschäftsordnung des Verwaltungsrats gewählt.

(10) Der Verwaltungsrat entscheidet durch Beschluss. Beschlüsse werden mit einer Mehrheit von 80% der abgegebenen Stimmen gefasst, soweit nicht das Gesetz oder diese Satzung eine größere Mehrheit vorsieht. Jedes Verwaltungsratsmitglied hat eine Stimme. Im Übrigen ist die interne Organisation des Verwaltungsrats in der Geschäftsordnung für den Verwaltungsrat geregelt.

member to the management board without undue delay. Should resolutions of the management board be pending in a possible transitional period between the departure of the former member of the management board and the appointment of a new member of the management board, an authorised representative of the shareholder entitled to appoint the new member of the management board may temporarily exercise the office of the departing member of the management board.

(9) The management board shall be represented externally by the chairperson of the management board. The chairperson of the management board shall be elected in accordance with the provisions of rules of procedure for the management board.

(10) The management board resolves by resolution. Resolutions shall be passed with a majority of 80% of the votes cast unless statutory law or these Articles of Association provide for a larger majority. Each member of the management board has one vote. Apart from this, the internal organization of the management board shall be governed by the rules of procedure for the management board.

(11) Unbeschadet anderslautender Bestimmungen werden folgende Beschlüsse einstimmig durch alle Mitglieder des Verwaltungsrates gefasst:

- a) Beschlüsse bezogen auf EU Energierecht, insbesondere inklusive Verordnungen sowie Entscheidungen der Europäischen Agentur für die Zusammenarbeit der Energieregulierungsbehörden und nationaler Regulierungsbehörden der Teilnehmenden Übertragungsnetzbetreiber, außer Beschlüsse gemäß § 8 Abs. 1 lit. a und b;
- b) Beschlüsse, die eine Übertragung von Kompetenzen von den Teilnehmenden Übertragungsnetzbetreiber zu den Regionalen Koordinierungszentren vorsehen.

(12) Soweit diese Satzung nicht etwas anderes bestimmt, finden § 52 Abs. 1 und Abs. 3 GmbHG und die dort genannten aktienrechtlichen Vorschriften auf den Verwaltungsrat keine Anwendung.

(13) In dem Umfang, in dem ein Mitglied des Verwaltungsrats nach dem anwendbaren Recht Vertraulichkeitspflich-

(11) Notwithstanding anything to the contrary herein, the following resolutions shall be passed unanimously by all members of the management board:

- a) resolutions related to EU energy law, including in particular regulations as well as decisions of the European Union Agency for the Cooperation of Energy Regulators and national regulatory authorities of the Participating TSOs, except for the resolutions referred to in article 8 paras (1) (a) and (b);
- b) resolutions related to the shift of competences from Participating TSOs to a regional coordination centre.

(12) Unless otherwise provided in these Articles of Association, Section 52 para. 1 and para. 3 German Limited Liabilities Companies Act and the provisions of the German Stock Corporation Act mentioned therein shall not apply to the management board.

(13) To the extent a member of the management board is subject to any confidentiality obligation pursuant to applicable

ten unterliegt, findet eine solche Vertraulichkeitsverpflichtung im weitestgehend gesetzlich erlaubtem Umfang keine Anwendung im Verhältnis zu dem Teilnehmenden Übertragungsnetzbetreiber, der das Verwaltungsratsmitglied bestellt hat.

law, to the fullest extent as legally possible such confidentiality obligation shall not apply in relation to the Participating TSO which appointed the member of the management board.

§ 8

Verwaltungsrat: Befugnisse, Aufgaben

(1) Der Verwaltungsrat trifft die grundlegenden Entscheidungen hinsichtlich der Leistungsstruktur und Organisation der Gesellschaft, soweit sie nicht kraft Gesetzes oder dieser Satzung der Gesellschafterversammlung oder den Geschäftsführern/Geschäftsführerinnen zugewiesen sind, und überwacht die Tätigkeit der Gesellschaft in ihrer Eigenschaft als regionales Koordinierungszentrum im Sinne von Artikel 43 der Verordnung (EU) 2019/943 des Europäischen Parlaments und des Rates vom 5. Juni 2019 mit Ausnahme seiner eigenen Tätigkeit. Der Verwaltungsrat hat insbesondere die folgenden Aufgaben:

(a) Entscheidung über die Organisationsstruktur der Gesellschaft und ihre Umsetzung, insbesondere die Festlegung der Befugnisse,

Management Board: Responsibilities, Tasks

(1) The management board shall adopt the fundamental decisions on the governance and organization of the Company, to the extent that such decisions are not assigned to the shareholders' meeting or the managing directors by law or by these Articles of Association, and shall monitor the performance of the Company in its capacity as regional coordination centre as specified in Article 43 of the Regulation (EU) 2019/943 of the European Parliament and of the Council of 5 June 2019 with the exception of its own activity. In particular, the management board has the following tasks:

(a) decision upon and implementation of the organizational structure, in particular the definition of the powers, duties and responsibilities

Pflichten und Zuständigkeiten des Personals und der Beziehungen und Berichtslinien zwischen den verschiedenen Teilen und Verfahren der Organisation;

(b) Ausarbeitung, Billigung und Vorlage an die Gesellschafterversammlung zur Verabschiedung des Jahresbudgets (Jahresbudget ist das Budget der Gesellschaft für ein Geschäftsjahr, das jährlich für das jeweils folgende Geschäftsjahr aufgestellt wird) und des Jahresaktivitätenplans (Jahresaktivitätenplan ist die Planung der Aktivitäten und der Geschäftsstrategie der Gesellschaft für ein Geschäftsjahr, die jährlich für das jeweils folgende Geschäftsjahr aufgestellt wird und mit dem Jahresbudget im Einklang steht), einschließlich deren Änderungen;

(c) Ausarbeitung und Billigung der Verfahren der Zusammenarbeit zwischen und innerhalb und zwischen den regionalen Koordinierungszentren und Arbeitsregelungen und Konsultationsverfahren auf denen die Verfahren der Zusammenarbeit beruhen jeweils im Sinne

of the personnel and the relationship and reporting lines between different parts and processes of the organization;

(b) preparation of, endorsement and submittal to the shareholders' meeting for adoption of the Annual Budget (Annual Budget shall mean the budget of the Company for a financial year to be prepared yearly for the respective following financial year) and the Annual Activity Plan (Annual Activity Plan shall mean the planning of activities and business strategy of the Company for a financial year to be prepared yearly for the respective following financial year and corresponding to the Annual Budget), including amendments thereto;

(c) development and endorsement of cooperative processes within and between regional coordination centres and working arrangements and consultation procedures on which the

von Artikel 38 bis 40 der Verordnung (EU) 2019/943 des Europäischen Parlaments und des Rates vom 5. Juni 2019 durch einstimmigen Beschluss des Verwaltungsrates;

cooperative processes are based each as specified in Articles 38 to 40 of Regulation (EU) 2019/943 of the European Parliament and of the Council of 5 June 2019 by unanimous resolution of all members of the management board;

(d) Überwachung und Beratung der Geschäftsführer/-innen innerhalb des Zuständigkeitsbereichs des Verwaltungsrats;

(d) monitoring and advising the managing directors within the management board's area of responsibility;

(e) Entwurf, Billigung und Vorlage an die Gesellschafterversammlung zur Verabschiedung einer Geschäftsordnung für die Geschäftsführer/-innen und eines Geschäftsverteilungsplans, in beiden Fällen einschließlich deren Änderungen, welche unter anderem auch eine Pflicht der Geschäftsführer/-innen zur periodischen Berichtserstattung über die Verhältnisse der Gesellschaft an den Verwaltungsrat vorsehen kann, durch einstimmigen Beschluss des Verwaltungsrates.

(e) the drafting, endorsement and submittal of proposal for adoption to the shareholders' meeting of rules of procedure for the managing directors as well as the schedule of responsibilities of the managing directors, each including amendments thereto, which rules of procedure may, inter alia, also provide for an obligation of the managing directors to periodically report to the management board on the affairs of the Company by unanimous resolution of all members of the management board;

- (f) Entwurf, Billigung und Vorlage an die Gesellschafterversammlung zur Verabschiedung einer Geschäftsordnung für den Verwaltungsrat, einschließlich deren Änderung durch einstimmigen Beschluss des Verwaltungsrates;
- (g) Zustimmung zu Rechtsgeschäften und Maßnahmen, die nach der Geschäftsordnung für die Geschäftsführer/-innen der Zustimmung des Verwaltungsrats bedürfen;
- (h) Einberufung der Gesellschafterversammlung nach § 10 Abs. 1 dieser Satzung, einschließlich der Erarbeitung von Beschlussvorschlägen für solche Gesellschafterversammlungen;
- (i) Entwurf, Billigung und Vorlage an die Gesellschafterversammlung zur Verabschiedung von Satzungsänderungen durch einstimmigen Beschluss des Verwaltungsrates.
- (f) the drafting, endorsement and submittal of proposal for adoption to the shareholders' meeting of the rules of procedure for the management board, including amendments thereto by unanimous resolution of all members of the management board;
- (g) approval of transactions and measures which according to the rules of procedure for the managing directors require the approval of the management board;
- (h) convening the shareholders' meeting pursuant to § 10 para. 1 of these Articles of Association, including the drafting of proposals for resolutions for such shareholders' meetings;
- (i) the drafting, endorsement and submittal of proposal for adoption to the shareholders' meeting of amendments to these Articles of Association by unanimous resolution of all members of the management board.

- (2) Der Verwaltungsrat ist berechtigt, jederzeit die Bücher und Geschäftsunterlagen sowie die Vermögenswerte der Gesellschaft einsehen und zu prüfen oder einzelne Mitglieder oder Sachverständige zu einer solchen Einsichtnahme und Prüfung zu ermächtigen und von den Geschäftsführern/Geschäftsführerinnen einen Bericht über die Angelegenheiten der Gesellschaft zu verlangen.
- (3) Der Verwaltungsrat hat der Gesellschafterversammlung in der jährlichen ordentlichen Gesellschafterversammlung Bericht über seine Aufgabenerfüllung im vergangenen Geschäftsjahr zu erstatten.
- (2) The management board shall be entitled at any time to inspect and review or authorize individual members or experts to inspect and review the books and records and the assets of the Company and request from the managing directors a report on the affairs of the Company.
- (3) At the annual ordinary shareholders' meeting, the management board shall report to the shareholders' meeting on the performance of its tasks during the previous financial year.

§ 9

Gesellschafterbeschlüsse

- (1) Die Beschlüsse der Gesellschafter werden in Versamm-lungen gefasst. Außerhalb von Versammlungen können sie, soweit nicht zwingendes Recht eine andere Form vor-schreibt, durch Abstimmung in Schriftform oder Textform gefasst werden, wenn jeder Gesellschafter dieser Form der Abstimmung zustimmt und sich mindestens 80 % der Gesellschafter an der Ab-stimmung beteiligen oder bei der Abstimmung vertreten sind.

- (2) Gesellschafterbeschlüsse werden mit einer Mehrheit von 80% der abgegebenen Stimmen gefasst, soweit nicht das Gesetz eine größere Mehrheit vorsieht oder diese Satzung etwas anderes be-stimmt. Jeder Gesellschafter hat eine Stimme. Stimment-haltungen werden bei der Er-mittlung des Abstimmungs-ergebnisses nicht mitgezählt. Gesellschafter gelten auch dann als anwesend, wenn sie sich der Stimme enthalten.

Shareholders' Resolutions

- (1) Resolutions of the sharehold-ers are passed in meetings. Outside a meeting, to the ex-tent mandatory law does not require another form, they can be passed in writing or in text form, if every share-holder has agreed to this form of voting and at least 80 % of the shareholders participate or are represented in the vot-ing.

- (2) As far as neither the statutory law requires a larger majority nor these Articles of Associa-tion require otherwise, share-holders' resolutions are passed with a majority of 80 % of the votes cast. Each shareholder has one vote. When determining voting re-sults, abstentions shall not be counted. Shareholders are considered to participate in the decision-making in re-spect of a resolution even when they abstain from vot-ing.

- (3) Unbeschadet anderslautender Bestimmungen werden die folgenden Beschlüsse durch einstimmigen Beschluss aller Gesellschafter, die als Teilnehmender Übertragungsnetzbetreiber einzustufen sind, gefasst:
- (a) Erlass einer Geschäftsordnung für die Geschäftsführer/-innen und eines Geschäftsverteilungsplans, in beiden Fällen einschließlich Änderungen, basierend auf dem Vorschlag des Verwaltungsrats;
- (b) Erlass einer Geschäftsordnung für den Verwaltungsrat, einschließlich deren Änderung, auf und entsprechend dem gebilligten Vorschlag des Verwaltungsrats;
- (c) Entlastung der Mitglieder des Verwaltungsrats;
- (d) Beschlüsse, die nicht ausdrücklich in diesem Absatz (3) aufgeführt sind, bezogen auf EU Energierecht, insbesondere inklusive Verordnungen sowie Entscheidungen der Europäischen Agentur für die Zusammenarbeit der Energieregulierungsbehörden und nationaler Regulierungsbehörden der Teilnehmenden Übertragungsnetzbetreiber, außer Beschlüsse gemäß § 9 Abs. 5 lit. C;
- (e) Beschlüsse, die eine Übertragung von Kompetenzen von den Teilnehmenden Übertragungsnetzbetreiber
- (3) Notwithstanding anything to the contrary herein, the following resolutions shall be passed unanimously by all shareholders which qualify as Participating TSOs:
- (a) adoption of rules of procedure for the managing directors as well as the schedule of responsibilities of the managing directors, including amendments thereto, on and in accordance with the endorsed proposal of the management board;
- (b) adoption of rules of procedure for the management board, including amendments thereto, on and in accordance with the endorsed proposal of the management board;
- (c) discharge members of the management board;
- (d) resolutions not specifically included in this para (3) related to the EU energy law, including in particular regulations as well as decisions of the European Union Agency for the Cooperation of Energy Regulators and national regulatory authorities of the Participating TSOs except for the resolutions referred to in article 9 para (5) (c);
- (e) resolutions related to the shift of competences from Participating TSOs to a regional coordination centre.

zu den Regionalen Koordinierungszentren vorsehen.

Das Erfordernis der Einstimmigkeit gemäß diesem Artikel 9 Absatz 3 gilt auch für Weisungen an den Verwaltungsrat im Sinne von Artikel 7 Absatz 3.

(4) Soweit über die Gesellschafterversammlung nicht eine notarielle Niederschrift aufgenommen wird, ist über die Versammlung (zu Beweiszwecken nicht als Wirksamkeitsvoraussetzung) eine Niederschrift anzufertigen, in der mindestens Ort und Tag der Sitzung, die Teilnehmer und die Beschlüsse der Gesellschafter anzugeben sind. Die Niederschrift ist von dem/der Vorsitzenden und dem/der Protokollführer/-in zu unterzeichnen. Über Beschlüsse außerhalb von Gesellschafterversammlungen ist (zu Beweiszwecken, nicht als Wirksamkeitsvoraussetzung) ebenfalls unverzüglich eine Niederschrift anzufertigen, welche mindestens den Tag, die Form der Beschlussfassung, der Inhalt des Beschlusses und die Stimmabgaben anzugeben hat. Jedem Gesellschafter ist unverzüglich eine Abschrift der Niederschrift zu übersenden.

The unanimity requirement stipulated in this article 9 para (3) shall also apply to instructions to the management board within the meaning of article 7 para (3).

(4) As far as no notary's minutes are kept of the shareholders' meeting, minutes are to be made of the meeting (to serve as a proof, not as a prerequisite of validity), in which at least place and time of the meeting, the participants and the resolutions of the shareholders shall be stated. The minutes are to be signed by the chairperson and the secretary. Also minutes of resolutions passed outside shareholders' meetings shall be made without undue delay (to serve as a proof, not as a prerequisite of validity) in which the day, the form of the passing of the resolution, the contents and the votes cast shall be stated. A copy of the minutes shall be sent to every shareholder without undue delay.

- (5) Insbesondere die folgenden Angelegenheiten sind Gegenstand der Beratung und Beschlussfassung der Gesellschafter:
- (a) Änderung der Satzung durch einstimmigen Beschluss aller Gesellschafter, soweit nicht ausdrücklich anders in dieser Satzung geregelt auf und entsprechend dem Vorschlag des Verwaltungsrats;
- (b) Definition und Verabschiebung der Strategie und Geschäftspolitik der Gesellschaft;
- (c) Verabschiedung des Jahresbudgets und des Jahresaktivitätenplans, einschließlich deren Änderungen, auf und entsprechend dem Vorschlag des Verwaltungsrats;
- (d) Feststellung des Jahresabschlusses;
- (e) Gewinnverwendung;
- (f) Bestellung, Abberufung, Entlastung von Geschäftsführern sowie Abschluss, Änderung und Beendigung von Geschäftsführerdienstverträgen;
- (5) In particular, the following matters are subject to shareholders' discussion and decision:
- (a) Amendment of these Articles of Association by unanimous resolution of all shareholders, unless explicitly provided otherwise in these Articles of Association on and in accordance with the endorsed proposal of the management board;
- (b) Definition and adoption of strategy and business policy of the Company;
- (c) Adoption of the Annual Budget and the Annual Activity Plan, including amendments thereto, on and in accordance with the endorsed proposal of the Management Board;
- (d) Approval (*Feststellung*) of the annual accounts (*Jahresabschluss*);
- (e) Appropriation of profits;
- (f) Appointment, dismissal, discharge of managing directors as well as conclusion, amendment and termination of managing director service agreements;

- (g) Übertragung bestehender oder Abschluss neuer Verträge mit einem oder mehr aber nicht allen Gesellschaftern sowie Änderung oder Beendigung von Verträgen jeweils mit einem oder mehr aber nicht allen Gesellschaftern;
- (h) Abschluss oder Änderung von Verträgen über die Erbringung von Dienstleistungen gegenüber Nichtgesellschaftern;
- (i) Erteilung von Prokura und Generalhandlungsvollmacht;
- (j) Alle über den gewöhnlichen Geschäftsgang hinausgehenden Angelegenheiten insbesondere aber nicht begrenzt auf:
- Verkauf und/oder Übertragung des Geschäftsbetriebs im Ganzen oder in Teilen mit einstimmigem Beschluss aller Gesellschafter;
 - Errichtung, Erwerb, Verkauf, Veräußerung von anderen Geschäftsbetrieben oder Teilen von Geschäftsbetrieben sowie von Anteilen an anderen Gesellschaften;
- (g) Transfer of existing or conclusion of new contracts with one or more but not all shareholders as well as amendment or termination of contracts with one or more but not all shareholders;
- (h) Conclusion or amendment of contracts on the provision of services towards non-shareholders;
- (i) Granting of commercial (*Prokura*) and general (*Generalhandlungsvollmacht*) power of attorney;
- (j) All matters beyond the ordinary course of business, in particular, but not limited to:
- Sale and/or transfer of the business in whole or in parts by unanimous resolution of all shareholders;
 - Formation, acquisition, sale, disposal of other businesses or parts of businesses as well as shareholdings in other companies;

- (k) Alle Rechtsgeschäfte und Maßnahmen, die nach der Geschäftsordnung für die Geschäftsführer/-innen der Zustimmung der Gesellschafterversammlung bedürfen;
- (l) Alle Maßnahmen, zu denen sich die Gesellschafter ihre Zustimmung durch Beschluss vorbehalten haben;
- (m) Errichtung, Festsetzung der Anzahl der Mitglieder und Auflösung von Gesellschafterausschüssen;
- (n) Erlass, Aufhebung und Änderung von Geschäftsordnungen für Gesellschafterausschüsse.
- (k) All transactions and measures to which the approval of the shareholders is required under the rules of procedure for the managing directors;
- (l) All measures to which shareholders reserved their right of consent by resolution;
- (m) Establishment, determination of the number of members and dissolution of shareholders committees;
- (n) Adoption, revocation, and amendment of rules of procedure for shareholders committees.

§ 10

Gesellschafterversammlungen

- (1) Gesellschafterversammlungen werden durch den Verwaltungsrat einberufen, so weit Beschlüsse der Gesellschafterversammlungen über das Jahresbudget, den Jahresaktivitätenplan, die Geschäftsordnung für den Verwaltungsrat, die Geschäftsordnung für die Geschäftsführer/-innen oder eine Satzungsänderung zu fassen sind. Der Verwaltungsrat kann einen Geschäftsführer bevollmächtigen, eine Gesell-

Shareholders' Meetings

- (1) Shareholders' meetings shall be convened by the management board if resolutions of the shareholders' meeting on the Annual Budget, the Annual Activity Plan, the rules of procedure for the management board, the rules of procedure for the managing directors or an amendment to the Articles of Association are to be adopted. The management board may authorize a managing director to convene a shareholders' meeting on its behalf. In all other cases, the

schafterversammlung in seinem Namen einzuberufen. In allen übrigen Fällen werden Gesellschafterversammlungen durch einen/eine der Geschäftsführer/-innen einberufen. Jeder Gesellschafter kann, je nach Einberufungsbefugnis, entweder von den Geschäftsführern/Geschäftsführerinnen oder dem Verwaltungsrat die Einberufung einer Gesellschafterversammlung unter Angabe des Zwecks und der Gründe der Einberufung verlangen.

- (2) Die Einberufung erfolgt durch eingeschriebenen Brief und zusätzlich per E-Mail an jeden Gesellschafter mit einer Frist von zwei Wochen. Der Lauf der Frist beginnt mit dem auf die Aufgabe des eingeschriebenen Briefes zur Post folgenden Tag. Der Tag der Versammlung wird bei Berechnung der Frist nicht mitgezählt.
- (3) Das Einberufungsschreiben enthält zumindest Zeitpunkt und Ort, soweit die Gesellschafterversammlung physisch stattfindet, oder Zeitpunkt und Zugangsdaten zur Telefon- und/oder Videokonferenzschaltung, soweit die Gesellschafterversammlung fernmündlich stattfindet. Die Tagesordnungspunkte der Hauptversammlung und Beschlussvorschläge sind den

shareholders' meetings shall be convened by one of the managing directors. Each shareholder may, depending on the respective competence for the convocation, demand either from the managing directors or the management board the convocation of a shareholders' meeting stating the purpose and the reasons for the convocation of the meeting.

- (2) The convocation is made by registered letter and in addition by email to every shareholder with a two weeks' notice. The notice period starts with the day after mailing of the registered letter. The day of the meeting is not counted in the calculation of the period.
- (3) The convocation notice shall determine agenda, time and place if the shareholders' meeting is held physically, or the agenda, time and access data for the telephone and/or video conference if the shareholders' meeting is held virtually. The items on the agenda of the shareholders' meeting and the proposed resolutions shall be included in the convocation notice to the shareholders.

Gesellschaftern im Einberufungsschreiben mitzuteilen.

- (4) Eine Gesellschafterversammlung ist nur beschlussfähig, wenn mindestens 80 % der Gesellschafter vertreten sind. Sind weniger als 80 % der Gesellschafter vertreten, ist unter Beachtung von Absatz 2 und 3 unverzüglich eine neue Gesellschafterversammlung mit gleicher Tagessordnung einzuberufen. Diese ist ohne Rücksicht auf die Anzahl der vertretenen Gesellschafter beschlussfähig, falls hierauf in der Einberufung hingewiesen wurde.
- (5) Physische Gesellschafterversammlungen finden am Sitz der Gesellschaft oder mit Zustimmung aller Gesellschafter an einem anderen Ort statt.
- (6) Die Gesellschafterversammlung kann auch fernmündlich mittels Telefon- und/oder Videokonferenzschaltung abgehalten werden, wenn sicher gestellt ist, dass jeder Gesellschafter an der Gesellschafterversammlung teilnehmen, den Ausführungen jedes anderen Gesellschafters folgen und sich zu den Beschlussgegenständen äußern kann.
- (7) Die Gesellschafterversammlung wählt mit Mehrheit von 80 % der abgegebenen Stimmen einen/eine Vorsitzen-
- (4) A shareholders' meeting is only quorate (*beschlussfähig*) if at least 80 % of the shareholders are represented. If less than 80 % are represented, a new shareholders' meeting with the same agenda shall be convened without delay under the terms set forth in paras. 2 and 3 above. The latter is quorate without regard to the number of the represented shareholders if this had been pointed out in the convocation notice.
- (5) Physical shareholders' meetings take place at the registered office of the Company or, upon approval by all shareholders, at any other place.
- (6) The Shareholders' meeting may also be held virtually by telephone and/or videoconference if it is ensured that each shareholder can participate in the shareholders' meeting, follow the explanations of each other shareholder and comment on the resolutions.
- (7) The shareholders' meeting votes on a chairperson and a secretary with a majority of 80 % of the votes cast. The

den/Vorsitzende und einen/eine Protokollführer/-in. Der/die Vorsitzende leitet die Versammlung.

- (8) Sind sämtliche Gesellschafter anwesend oder vertreten und mit der Beschlussfassung einverstanden, so können Beschlüsse auch dann gefasst werden, wenn die für die Einberufung und Ankündigung geltenden gesetzlichen oder gesellschaftsvertraglichen Vorschriften nicht eingehalten worden sind.

chairperson directs the meeting.

- (8) If all shareholders are present or represented and agree on the decision making, resolutions may be passed even if statutory provisions or those of these Articles of Association for the convocation and the announcement of a meeting are not met.

§ 11

Veräußerung von Geschäftsanteilen, Vorerwerbsrecht

- (1) Die Veräußerung von Geschäftsanteilen und von Teilen eines Geschäftsanteils bedarf der Zustimmung der Gesellschafterversammlung mit einer Mehrheit von 80% der abgegebenen Stimmen, es sei denn der potentielle Abtretungsempfänger oder die von den Gesellschaftern nach § 11 Abs. 6 benannte Person ist kein Übertragungsnetztreiber, in diesen Fällen ist ein einstimmiger, zustimmender Beschluss aller Gesellschafter erforderlich.
- (2) Absatz 1 gilt auch für andere Verfügungen über Geschäftsanteile (insbesondere Verpfändung oder Belastung mit einem Nießbrauch) sowie den

Assignment of Shares, Right of First Refusal

- (1) The alienation of shares or parts of shares is subject to the consent of the shareholders' meeting with a majority of 80% of the votes cast unless the potential assignee or the person named by the shareholders' according to § 11 para. 6 is not a transmission system operator in which event a unanimous consenting resolution of all shareholders is required.
- (2) Para. 1 also applies to other dispositions of shares (including, but not limited to, a pledge of shares or a usufruct (*Nießbrauch*) on the shares)

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| <p>Abschluss von Verträgen über Treuhand, Unterbeteiligung oder ähnliches.</p> <p>(3) Vor der Abtretung eines Geschäftsanteils ist der Anteil zunächst den übrigen Gesellschaftern zu gleichen Teilen zum Buchwert des Geschäftsanteils (wie in § 14 Abs. 2 dieser Satzung definiert) zum Erwerb anzubieten. Die Frist zur Annahme des Angebots beträgt einen Monat ab Aufgabe des Angebots zur Post.</p> <p>(4) Ein Vorerwerbsberechtigter kann sein Vorerwerbsrecht nur hinsichtlich des gesamten ihm gemäß Abs. 3 S.1 zustehenden Anteiles ausüben. Der angebotene Geschäftsanteil ist entsprechend zu teilen. Etwaige nicht teilbare Spitzenbeträge des angebotenen Geschäftsanteils stehen demjenigen Vorerwerbsberechtigten zu, der sein Vorerwerbsrecht als erster ausgeübt hat.</p> <p>(5) Wenn alle Vorerwerbsberechtigten ihr Vorerwerbsrecht fristgerecht ausüben, sind die Gesellschafter verpflichtet, ihre Zustimmung zur Übertragung gem. Abs. 1 zu erteilen.</p> <p>(6) Üben nicht alle Vorerwerbsberechtigten ihr Vorerwerbsrecht fristgerecht aus, können die Gesellschafter be-</p> | <p>as well as to agreements for trusts, sub-participation or similar.</p> <p>(3) Before assigning a share, the share must be offered to the other shareholders for acquisition in equal parts at the book value of the share (as defined in § 14 para. 2 of these Articles of Association). The period for acceptance shall be one month, beginning with postal dispatch of the offer.</p> <p>(4) A holder of a right of first refusal may exercise its right (<i>Vorerwerbsrecht</i>) only with regard to the whole portion of the share to which it is entitled according to para. 3 s. 1. The offered share is to be divided accordingly. The holder of the right of first refusal who exercises its right of first refusal first is entitled to any possible non-divisible odd-lots of the offered share.</p> <p>(5) If all holders of a right of first refusal exercise their right of first refusal in time, the shareholders are obliged to grant their consent according to para.1.</p> <p>(6) If not all holders of a right of first refusal exercise their right of first refusal in time, the shareholders can take the resolution that the share is to be</p> |
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schließen, dass der Geschäftsanteil unter Beachtung von § 33 Abs. 1 und 2 GmbHG zum Buchwert des Geschäftsanteils (wie in § 14 Abs. 2 dieser Satzung definiert) auf die Gesellschaft zu übertragen ist, der Geschäftsanteil eingezogen wird oder der Geschäftsanteil auf eine von den Gesellschaftern zu benennende Person zu übertragen ist. Andernfalls sind die Gesellschafter verpflichtet, ihre Zustimmung gem. Abs. 1 zur Abtretung des Geschäftsanteils an den Abtretungsempfänger zu erteilen, es sei denn, dass wichtige, in der Person des Abtretungsempfängers liegende Gründe dem entgegenstehen. Von einem wichtigen Grund ist insbesondere auszugehen, wenn der Erwerber kein Übertragungsnetzbetreiber ist.

- (7) Das Vorerwerbsrecht gemäß Absatz 3 besteht auch in den Fällen des Absatz 2.

assigned at book value (as defined in § 14 para. 2 of these Articles of Association) to the Company respecting the terms of Section 33 paras. 1 and 2 German Limited Liability Companies Act, the redemption of the share or that the share is to be assigned to a person named by the shareholders. Otherwise the shareholders are obliged to grant their consent to the assignment to the assignee unless there are important conflicting reasons in the person of the assignee. An important conflicting reason is in particular assumed where the assignee is not a transmission system operator.

- (7) The right of first refusal pursuant to para. 3 also applies in the cases under para. 2.

§ 12

Einziehung von Geschäftsanteilen

- (1) Die Gesellschafterversammlung kann ohne Zustimmung des betroffenen Gesellschafters die Einziehung seines Geschäftsanteils beschließen, wenn über das Vermögen des betroffenen Gesellschafters das Insolvenzverfahren oder ein entsprechendes Verfahren in seinem Heimatstaat durch die zuständige Stelle eröffnet ist, die Eröffnung mangels Masse abgelehnt oder die Zwangsvollstreckung in seinen Geschäftsanteil betrieben und diese Maßnahme nicht innerhalb eines Monats, nachdem sie getroffen wurde, wieder aufgehoben wird.
- (2) Die Einziehung ist auch zulässig, wenn in der Person des betreffenden Gesellschafters ein wichtiger Grund vorliegt. Darüber hinaus ist eine Einziehung zulässig, wenn ein Gesellschafter nicht länger Übertragungsnetzbetreiber ist oder wenn die Geschäftsanteile Kraft Gesetz auf einen Rechtsträger übergehen, der kein Übertragungsnetzbetreiber ist.
- (3) Der Beschluss über die Einziehung bedarf einer Mehrheit von 80% abgegebenen Stimmen. Der betroffene Ge-

Redemption of Shares

- (1) The shareholders' meeting may resolve on the redemption (*Einziehung*) of a share without consent of the shareholder concerned, if bankruptcy proceedings or any comparable proceedings in its country of origin are opened (*Eröffnung Insolvenzverfahren*) on the estate of the shareholder concerned by the competent authority, the opening of insolvency proceedings is refused due to lack of assets (*mangels Masse*) or the execution (*Zwangsvollstreckung*) levied on its share is not lifted within a month after this measure had been taken.
- (2) Redemption is also permitted, if there is good cause in the person of the shareholder in question. Furthermore, redemption is permitted if a shareholder is no longer a transmission system operator or if the shares are transferred by operation of law to an entity that is not a transmission system operator.
- (3) The resolution for redemption requires a majority of 80% of the votes cast. The shareholder concerned does not have a right to vote.

sellschafter hat kein Stimmrecht.

- (4) Statt der Einziehung kann die Gesellschafterversammlung mit derselben Mehrheit beschließen, dass der Anteil ganz oder zum Teil von der Gesellschaft unter Beachtung des § 33 Abs. 1 und 2 GmbHG erworben oder auf eine oder mehrere von ihr benannte Personen übertragen wird. Die Gesellschaft darf in keinem Fall mehr als 50% der eigenen Geschäftsanteile halten.
- (4) Instead of redemption the shareholders' meeting can decide with the same majority that the share is to be assigned completely or partly to the Company respecting the terms of Section 33 paras. 1 and 2 German Limited Liability Companies Act or to one or several persons named by the Company. The Company must not hold more than 50% of its own shares.
- (5) Die Höhe der Abfindung und die Zahlungsweise bestimmen sich nach § 14 dieser Satzung.
- (5) The amount of the compensation and its payment are determined pursuant to § 14 of these Articles of Association.

§ 13

Kündigung

Notice of Termination

- (1) Jeder Gesellschafter kann seine Beteiligung an der Gesellschaft mit einer Frist von sechs Monaten zum Ende eines Geschäftsjahres ordentlich kündigen, frühestens jedoch zum
- (1) Every shareholder may terminate its participation in the Company (ordinary termination) with a notice period of six months to the end of a financial year, at the earliest on

31.12.2017.

Die Kündigung aus wichtigem Grund ist jederzeit fristlos zulässig.

However, the termination for good cause (*Kündigung aus wichtigem Grund*) is permitted without prior notice at any time.

- (2) Die Kündigung erfolgt mit eingeschriebenem Brief. Sie ist an die Gesellschaft und an alle Gesellschafter zu richten. Maßgebend für die Rechtzeitigkeit der Kündigung ist der Zugang bei der Gesellschaft.
- (3) Die Kündigung hat nicht die Auflösung der Gesellschaft, sondern nur das Ausscheiden des kündigenden Gesellschafters zur Folge.
- (4) Der ausscheidende Gesellschafter ist verpflichtet, nach Wahl der verbleibenden Gesellschafter seinen Geschäftsanteil an alle Gesellschafter anteilmäßig oder an einen zu benennenden Dritten oder unter Beachtung der Bestimmungen des § 33 GmbHG an die Gesellschaft selbst abzutreten oder die Einziehung des Anteils zu dulden. Für die Einziehung gelten die Bestimmungen in dieser Satzung. Wird bis zum Ablauf der Kündigungsfrist dem ausscheidenden Gesellschafter niemand benannt, an den er seinen Geschäftsanteil abzutreten hat oder die Einziehung des Anteils nicht beschlossen, ist die Gesellschaft aufgelöst und wird liquidiert.
- (5) Der ausscheidende Gesellschafter erhält eine Abfin-
- (2) Notice of termination is carried out by registered letter. It must be addressed to the Company and to all shareholders. Timeliness of the notice of termination is determined by receipt by the Company.
- (3) The notice of termination does not bring about dissolution of the Company but only the withdrawal (*Ausscheiden*) of the terminating shareholder.
- (4) The withdrawing shareholder is obliged to assign its share, subject to the choice of the remaining shareholders, to all shareholders in part or to a third party to be nominated or to the Company itself in accordance with the provisions of Section 33 German Limited Liability Companies Act or to tolerate the redemption of the share. As to the redemption the provisions of these Articles of Association apply. If until expiry of the notice period no one is named to the withdrawing shareholder to whom it must assign its share, or the resolution on the redemption of the share is not passed, the Company is dissolved and enters into liquidation.
- (5) The withdrawing shareholder will receive a compensation.

dung. Die Höhe der Abfindung und die Zahlungsweise sind in dieser Satzung geregelt.

The amount of the compensation and its payment are determined by these Articles of Association.

§ 14

Abfindung

- (1) Scheidet ein Gesellschafter, gleich aus welchem Grunde, aus der Gesellschaft aus, erhält er eine Abfindung.

- (2) Die Abfindung beläuft sich auf den Buchwert des Geschäftsanteils. Der Buchwert des Geschäftsanteils wird bestimmt auf der Basis der Eigenkapitalposition der Gesellschaft (wie in § 266 Abs. 3 Buchstabe (A) Handelsgesetzbuch definiert) wie im letzten festgestellten Jahresabschluss der Gesellschaft ausgewiesen. Dieser Betrag wird multipliziert mit dem Nennwert des betroffenen Geschäftsanteils dividiert durch das gesamte Stammkapital der Gesellschaft. Wenn während der Zeit zwischen dem Bilanzstichtag und dem Zeitpunkt des Ausscheidens des Gesellschafters an diesen Gewinne ausgeschüttet wurden, sind diese abzuziehen. Wenn der Zeitpunkt des Ausscheidens des Gesellschafters mit dem Ende eines Geschäftsjahres korrespondiert findet der Buchwert des Geschäftsanteils (wie oben

Compensation

- (1) If a shareholder leaves the Company for whatever reason, it receives a compensation.

- (2) The compensation amounts to the book value of the share. The book value of the share is determined on the basis of the equity position of the Company (as defined in Section 266 para. 3 lit. (A) German Commercial Code) as displayed in the last established annual financial accounts (*festgestellter Jahresabschluss*) of the Company. This amount is multiplied by the nominal value of the concerned share divided by the whole subscribed capital of the Company. If, during the period between the date of the financial accounts and the date of the exit of the shareholder, profits were distributed to the concerned shareholder these shall be subtracted. If the date of the exit of the shareholder corresponds to the end of a financial year the book value of the share (as defined above) ac-

definiert) gemäß dem festgestellten Jahresabschluss der Gesellschaft zum Zeitpunkt des Ausscheidens Anwendung. Bei dem angewendeten Jahresabschluss hat es sich um einen geprüften Jahresabschluss zu handeln.

- (3) Besteht die Vermutung, dass der Buchwert der Aktiva wesentlich vom wahren Wert der Aktiva abweicht, so ist der Wert der Aktiva durch einen von der für die Gesellschaft zuständigen Industrie- und Handelskammer benannten Angehörigen der wirtschafts- und steuerberatenden Berufe zu ermitteln. Sollte sich durch das Ergebnis der Überprüfung die Vermutung bestätigen, sind zum Zwecke der Berechnung der Abfindung die betroffenen Positionen im Aktivvermögen entsprechend anzupassen mit korrespondierender Auswirkung auf die Eigenkapitalposition in der Bilanz und die so ermittelte Eigenkapitalposition bei der Berechnung der Abfindung gemäß Abs. 2 zu grunde zu legen. Soweit bereits eine Abfindung ausbezahlt wurde, ist die durch die Überprüfung ermittelte Differenz innerhalb von drei Monaten nach finaler Ermittlung des Wertes der Eigenkapitalposition zu bezahlen.
- (4) Die Abfindung ist innerhalb

cording to the established annual financial accounts of the Company as at the exit date shall apply. The applied annual financial accounts shall in any case be audited.

- (3) If there is a presumption that the book value of the assets considerably deviates from the real value of the assets, the real value of the assets is to be ascertained by a member of an economic or tax advising profession named by the chamber of industry and commerce competent for the Company. If the presumption is confirmed by the result of the verification, for the purpose of the calculation of the compensation the concerned positions of the assets shall be adjusted accordingly with a corresponding effect on the equity position in the balance sheet and the equity position determined like this shall be the basis for the calculation of the compensation in accordance with para. 2. To the extent a compensation has already been paid the difference identified by the verification shall be paid within three months of the final determination of the value of the equity position.
- (4) The compensation must be paid within six months after

von sechs Monaten nach Aus-scheiden des Gesellschafters zu bezahlen.

the shareholder left the Com-pany.

§ 15

Anfechtung von Beschlüssen

Gesellschafterbeschlüsse können nur innerhalb eines Monats ab Zu-gang der Niederschrift über den Gesellschafterbeschluss durch Kla-geerhebung beim zuständigen Ge-richt am Sitz der Gesellschaft an-gefochten werden.

Challenges to Shareholders' Resolutions

Any lawsuit to contest a sharehold-ers' resolution must be instituted at the competent court at the domi-cile of the Company within one month following receipt of the minutes on the shareholders' reso-lution.

§ 16

Auflösung der Gesellschaft

Die Gesellschafterversammlung kann die Auflösung der Gesell-schaft mit einer Mehrheit von 80% aller vorhandenen Stimmen be-schließen.

Dissolution of the Company

The shareholders' meeting can de-cide on the dissolution (*Auflösung*) of the Company with a majority of 80% of all available votes.

§ 17

Salvatorische Klausel

Sollte eine Bestimmung dieser Satzung unwirksam oder undurch-führbar sein oder werden, so blei-ben alle übrigen Bestimmungen dieser Satzung wirksam.

Severability

If a provision of these Articles of Association should be or become invalid or inexecutable, the re-maining provisions of these Articles of Association shall stay effective.

Alle Gesellschafter sind verpflich-tet, durch Gesellschafterbeschluss die unwirksame oder nicht durch-führbare Bestimmung durch eine solche wirksame oder durchführ-bare zu ersetzen, durch die der mit

All shareholders have an obligation to replace the invalid or inexecuta-ble provision by shareholders' reso-lution with such valid and execu-table provision, by which the eco-nomic purpose intended with the invalid or inexecutable provision

der unwirksamen oder undurchführbaren Bestimmung verfolgte wirtschaftlichen Zweck in zulässiger Weise so weit wie möglicherreicht werden kann.

Entsprechendes gilt für etwaige Satzungslücken.

can be achieved as far as possible in a permitted way.

The same applies to possible gaps in these Articles of Association.

§ 18

Bekanntmachungen der Gesellschaft

Bekanntmachungen der Gesellschaft erfolgen, soweit sie gesetzlich vorgeschrieben sind, im Bundesanzeiger.

Announcements of the Company

Announcements of the Company are published, where required by law, in the Federal Gazette (*Bundesanzeiger*).

§ 19

Verweisungen

Soweit in dieser Satzung keine abweichenden Bestimmungen getroffen sind, gelten die Bestimmungen des Gesetzes betreffend die Gesellschaft mit beschränkter Haftung in dessen jeweils geltender Form.

References

As far as these Articles of Association do not contain divergent provisions, the provisions of the German Limited Liability Companies Act will apply in the respective current form.

§ 20

Gründungsaufwand

Die Gesellschaft trägt den Gründungsaufwand (Kosten der Beurkundung, der Eintragung im Handelsregister, sonstige Rechts- und Steuerberatungskosten) in Höhe von bis zu

€ 2.500

(in Worten Euro zweitausend-fünfhundert).

Der englische Text hat Vorrang. Der deutsche Text dient nur als Übersetzung.

Ende der Satzung

Expenses of Formation

The Company is liable for the expenses of the formation (*Gründungsaufwand*) (notary's fees, fees of registration, other fees for legal and tax advice) up to the amount of

(in words Euro two thousand five hundred).

The English text prevails. The German text serves only as a convenience translation.

End of the Articles of Association

Geschäftsordnung für die Geschäftsführung der

TSCNET Services GmbH

mit Sitz in München, eingetragen im Handelsregister beim Amtsgericht München unter HRB 214951 (die "**Gesellschaft**")

Gemäß § 9 Abs. 3 lit. a der Satzung (die "**Satzung**") der TSCNET Services GmbH (die "**Gesellschaft**") hat die Gesellschafterversammlung der Gesellschaft auf den vom Verwaltungsrat der Gesellschaft (der "**Verwaltungsrat**") gemachten und gebilligten Vorschlag mit Beschluss vom [●] die folgende Geschäftsordnung für die Geschäftsführung erlassen:

1. Allgemeine Bestimmungen

- 1.1 Die Geschäftsführer/-innen führen die Geschäfte der Gesellschaft nach Maßgabe der anwendbaren Gesetze, der Satzung der Gesellschaft, dieser Geschäftsordnung, des Geschäftsverteilungsplans, ihrer Dienstverträge sowie den Weisungen des Verwaltungsrats innerhalb seines Aufgabenbereichs und den Weisungen der Gesellschafterversammlung. Weisungen der Gesellschafterversammlung gehen denjenigen des Verwaltungsrats vor.
- 1.2 Die Geschäftsführer/-innen sind gemeinsam für die Geschäftsführung der Gesellschaft verantwortlich. Unbeschadet des Vorgenannten führt jeder/jede Geschäftsführer/-in den ihm/ihr nach dem Geschäftsverteilungsplan zugewiesenen Geschäftsbereich selbstständig. Er/sie ist jedoch gehalten, die Interessen des ihm/ihr gemäß Geschäftsverteilungsplan zugewiesenen Geschäftsbereichs stets dem Gesamtwohl der Gesellschaft unterzuordnen sowie etwaige Geschäftsführungsbeschlüsse zu befolgen.

Rules of Procedure for the managing directors of

domiciled in Munich, registered with the commercial register at the local court of Munich under HRB 214951 (the "**Company**")

Pursuant to article 9 para. (3) (a) of the articles of association (the "**Articles of Association**") of TSCNET Services GmbH (the "**Company**"), the shareholders' meeting of the company adopted upon the proposal endorsed by the management board of the Company (the "**Management Board**") the following rules of procedure for the managing directors by resolution dated [●]:

1. General

- 1.1 The managing directors run the business of the Company in accordance with applicable law, the Articles of Association of the Company, these Rules of Procedure, the schedule of responsibilities , their service contracts and the instructions of the management board within its area of responsibility and the instructions of the shareholders meeting. Instructions of the shareholders' meeting shall prevail over instructions of the management board.

The managing directors are together responsible for managing the business of the Company. Irrespective of the above, each managing director runs the business area assigned to him/her pursuant to the schedule of responsibilities independently. He/she shall, however, in any case subordinate the interest of the business area assigned to him/her to the best interest of the Company as a whole and follow possible resolutions of the managing directors.

The managing directors cooperate with each other and the other bodies of the Company in the best in-

1.3	Die Geschäftsführer/-innen arbeiten untereinander und mit den übrigen Organen der Gesellschaft zum Wohle der Gesellschaft und auf der Basis gegenseitigen Vertrauens zusammen. Sie unterrichten sich laufend gegenseitig, mindestens in jeder Geschäftsführungssitzung über alle wesentlichen Maßnahmen und Vorgänge aus ihren jeweiligen Geschäftsbe reichen sowie auf Nachfrage auch über sonstige einzelne Angelegenheiten.	terests of the Company on the basis of mutual trust. They shall inform each other continuously, at least in every managing directors' meeting about all essential measures and matters of their respective business areas and on request also about any other matters.
1.4	Wenn eine Maßnahme und/oder ein Vorgang eines Geschäftsbereiches zugleich einen anderen oder mehrere anderen Geschäftsbereiche betrifft oder über eine Maßnahme und/oder einen Vorgang ein Geschäftsführungsbeschluss herbeizuführen ist, muss sich der/die betroffene Geschäftsführer/-in zuvor mit dem/der/den anderen beteiligten Geschäftsführer(n)/-in(nen) abstimmen.	If a measure and/or operation of one business area concerns (an)other business area(s) at the same time or if with regard to a measure and/or operation a resolution of the managing directors is required, the concerned managing director has to align with the other concerned managing director(s) in advance.
1.5	Jeder/jede Geschäftsführer/-in ist verpflichtet, bei Bedenken gegen Maßnahmen und/oder Vorgänge in einem anderen Geschäftsbereich, die Bedenken mit dem/der zuständigen Geschäftsführer/-in zu diskutieren.	In the event of concerns against measures and/or operations in another business area, each managing director is obliged to discuss such concerns with the competent other managing director.
1.6	Kommt in den in Ziffern 1.4 und 1.5 genannten Fällen eine Einigung zwischen den Geschäftsführern/Geschäftsführerinnen nicht zustande, sollen die Geschäftsführer/-innen die Angelegenheit der Gesellschafteversammlung oder, soweit es sich um eine Angelegenheit handelt, für die der Verwaltungsrat zuständig ist, dem Verwaltungsrat unter Offenlegung der Meinungsverschiedenheit zur Beschlussfassung vorlegen.	If in the situations mentioned above in Sections 1.4 and 1.5 an agreement between the managing directors cannot be reached, the managing directors shall present the matter, explaining the difference in opinions, to the shareholders meeting or, if it is a matter for which the management board is competent, to the management board for passing a resolution.
1.7	Die vorgenannte vorherige Abstimmung oder Beschlussfassung kann ausnahmsweise	The aforementioned prior alignment or passing of a resolution may, as an exception, be omitted

	durch einen/eine Geschäftsführer/-in unterbleiben, soweit eine sofortige Maßnahme nach pflichtgemäßem Ermessen zur Vermeidung erheblicher drohender Nachteile für die Gesellschaft erforderlich und eine vorherige Abstimmung oder Beschlussfassung zeitlich nicht möglich ist. Über ein solches selbständiges Handeln sind die übrigen Geschäftsführer/-innen und die Vorsitzenden des Verwaltungsrates und der Gesellschafterversammlung sofort zu unterrichten.	by a managing director, to the extent that according to best judgement an immediate measure is required to avoid considerable disadvantages for the Company and the prior alignment or passing of a resolution is time-wise impossible. The other managing directors and the chairpersons of the management board and the shareholders' meeting shall be informed immediately about such an independent action.
2.	Sitzungen und Beschlüsse 2. der Geschäftsführung	Meetings and resolutions of the managing directors
2.1	Sitzungen der Geschäftsführung sollen in regelmäßigen Abständen stattfinden. Sie müssen - unter Einhaltung einer angemessenen Frist - stattfinden, wenn das Interesse der Gesellschaft es erfordert oder einer/eine der Geschäftsführer/-innen die Einberufung verlangt.	Meetings of the managing directors shall take place regularly. They must take place - observing a reasonable notice period - if the interest of the Company requires so or if one of the managing directors requests the convocation.
2.2	Geschäftsführungsbeschlüsse werden grundsätzlich in Sitzungen gefasst. Wenn alle Geschäftsführer/-innen im Voraus zustimmen, können Beschlüsse auch außerhalb von Sitzungen durch schriftliche (insbesondere einschließlich Telefax oder Email) oder mündliche (insbesondere einschließlich per Telefon oder Videokonferenz) Stimmabgabe gefasst werden.	Resolutions of the managing directors are generally passed in meetings. If all managing directors agree in advance, resolutions of the managing directors can also be passed outside of meetings in writing (in particular including by means of fax or email) or orally (in particular including by phone or videoconference).
2.3	Die Geschäftsführung ist beschlussfähig, wenn alle Geschäftsführer/-innen an der Beschlussfassung teilnehmen.	The managing directors as a corporate body (all managing directors) are quorate, if all managing directors participate in taking the resolution.
2.4	Abwesende Geschäftsführer/-innen können an Beschlussfassungen der Geschäftsführung auch dadurch teilnehmen, dass sie durch andere Geschäftsführer/-innen schriftliche Stimmabgaben überreichen lassen.	Absent managing directors can take part in resolutions of the managing directors also by written voting presented by other managing directors.

2.5	Beschlüsse der Geschäftsführung werden einstimmig gefasst.	2.5	Resolutions of the managing directors are taken unanimously.
2.6	Über jede Sitzung und Beschlussfassung der Geschäftsführung (außerhalb von Sitzungen der Geschäftsführung) ist eine Niederschrift anzufertigen. Die Niederschrift ist von allen Geschäftsführern/Geschäftsführerinnen zu unterzeichnen.	2.6	On each meeting and resolution of the managing directors (outside meetings of the managing directors) minutes shall be taken. The minutes are to be signed by all managing directors.
2.7	Im Fall eines Interessenkonflikts zwischen der Gesellschaft und einem/einer Geschäftsführer/-in, seinem/ihrer Ehegatten/Ehegattin oder Lebensgefährten/Lebensgefährtin, einem/einer Verwandten bis zum zweiten Grad oder einer anderen Person zu der der/die Geschäftsführer/-in anderweitig eine persönliche Beziehung hat, soll der/die Geschäftsführerin den/die anderen Geschäftsführer/-innen über den Interessenkonflikt unverzüglich informieren, sicherstellen, dass die Information in der Niederschrift über die Sitzung der Geschäftsführung dokumentiert wird und an der Abstimmung über die Angelegenheit nicht teilnehmen.	2.7	In the case of a conflict of interests between the Company and a managing director, his/her spouse/life partner, a relative up to the second degree or a person with whom he/she otherwise has a personal relationship, such managing director shall inform the other managing director(s) of the conflict of interest without undue delay, ensure that the information is documented in the minutes of the meeting of the managing directors and refrain from voting on the matter in question.
3. Maßnahmen, die einen Beschluss der Geschäftsführung erfordern		3.	Measures that require a resolution of the managing directors
3.1	Die gesamte Geschäftsführung (alle Geschäftsführer) beschließt:	3.1	The managing directors as a corporate body (all managing directors) resolves on:
	(a) in allen Angelegenheiten, für die das Gesetz, die Satzung der Gesellschaft oder diese Geschäftsordnung eine Entscheidung durch die Geschäftsführung vorsehen;		(a) all matters for which the law, the Articles of Association of the Company or these Rules of Procedure require a resolution by the managing directors;
	(b) über die Einberufung der Gesellschafterversammlung oder des Verwaltungsrats, über Anträge und Vorschläge der Geschäftsführung zur Beschlussfassung durch die		(b) the convocation of the shareholders' meeting or the management board, applications and proposals of the managing directors for resolutions of the shareholders' meeting

	<p>Gesellschafterversammlung oder durch den Verwaltungsrat und über alle Angelegenheiten bezüglich derer die Zustimmung der Gesellschafterversammlung und/oder des Verwaltungsrates einzuholen ist, es sei denn Ziffern 1.6 und 1.7 finden Anwendung;</p>	<p>or the management board and on all matters with regard to which the consent of the shareholders' meeting and/or the management board has to be applied for, unless Sections 1.6 and 1.7 apply;</p>
(c)	<p>über grundsätzliche Fragen der Organisation, der Geschäftspolitik einschließlich Allgemeine Geschäftsbedingungen sowie der Investitions- und Finanzplanung der Gesellschaft;</p>	<p>fundamental questions of the organization, the business policy including general terms and conditions as well as the investment and the financial planning of the Company;</p>
(d)	<p>alle Angelegenheiten, die nicht gemäß Geschäftsverteilungsplan ausschließlich dem Geschäftsbereich eines/einer Geschäftsführers/Geschäftsführerin zugeordnet sind;</p>	<p>all matters that are not assigned by the schedule of responsibilities exclusively to the business area of one managing director;</p>
(e)	<p>über alle anderen Fragen, über die gemäß Beschluss der Geschäftsführung, gemeinsam zu entscheiden ist.</p>	<p>all other matters, which, according to resolution of the managing directors, have to be decided jointly.</p>
3.2	<p>Die Geschäftsführung kann per Beschluss einzelne Geschäftsführer/-innen mit der Durchführung der Beschlüsse und mit der Ausführung von Maßnahmen beauftragen, die der Geschäftsführung obliegen.</p>	<p>The managing directors as a corporate body (all managing directors) may, by resolution, instruct single managing directors to execute the resolutions and the measures, which have to be executed by the managing directors as corporate body (all managing directors).</p>
4.	Zustimmungspflichtige Geschäftsführungsmaßnahmen	4.
4.1	<p>Zusätzlich zu den in der Satzung der Gesellschaft genannten Maßnahmen, bedürfen nachfolgende Maßnahmen der vorherigen Zustimmung der Gesellschafterversammlung:</p> <ul style="list-style-type: none"> (a) Ausübung eines genehmigten Kapitals und Abschluss 	<p>Measures of the managing directors requiring consent</p> <p>Apart from the ones listed in the Articles of Association of the Company, the following matters require the prior consent of the shareholders' meeting:</p> <ul style="list-style-type: none"> (a) Use of an approved capital and conclusion of all

- aller damit im Zusammenhang stehenden Vereinbarungen mit den Übernehmern der neuen Anteile insbesondere über ein Aufgeld;
- (b) Errichtung und Auflösung von Zweigniederlassungen;
- (c) Erwerb, Verkauf, Verfügung über und/oder Belastung von Grundstücken;
- (d) Einseitige Erklärungen sowie Abschluss, Änderung und Beendigung von Verträgen (einschließlich einer Reihe von miteinander zusammenhängenden Verträgen), die nicht im Jahresbudget und Jahresaktivitätenplan der Gesellschaft spezifiziert sind und jeweils eine Verfügung über Rechte und / oder Gegenstände, eine Verpflichtung oder eine Ausgabe im Wert von mehr als 50 000 EUR während ihrer Laufzeit zur Folge haben oder die (wie z.B. Mietvertrag über Geschäftsräume etc.) einen wesentlichen Einfluss auf das Geschäft der Gesellschaft haben;
- (e) Bezüglich der folgenden über den gewöhnlichen Geschäftsgang hinausgehenden Angelegenheiten ist die Zustimmung erforderlich für:
- (A) Aufnahme von Darlehen und/oder Einrichtung von Kreditrahmen;
- (B) Einräumung von Darlehen und/oder Kreditrahmen über den gewöhnlichen Geschäftsgang hinaus;
- agreements with the subscribers of the new share(s) in connection therewith, in particular on a share premium;
- (b) Establishment and dissolution of branches;
- (c) Acquisition, sale, disposal of and/or encumbrance of real estate;
- (d) Unilateral declarations or conclusion, termination and amendment of contracts (including series of related contracts) that are not specified in the annual budget and the annual activity plan of the Company and lead to a disposal of assets or rights, an obligation or expenditure in the value of more than EUR 50,000 respectively during their term and/or which have a significant impact on the business of the Company (e.g. rental agreement on business premises, etc.);
- (e) With regard to the following matters beyond ordinary course of business consent is required for:
- (A) Taking up of loans and/or set up of credit facilities;
- (B) Granting of loans and/or credit facilities beyond ordinary course of business;

- | | |
|--|--|
| <p>(C) Stellen von Sicherheiten z. B. Garantien/Bürgschaften und Belastung von Vermögensgegenständen (z.B. Pfandrecht) außer von Eigentumsvorbehalt im Rahmen des gewöhnlichen Geschäftsgangs;</p> | <p>(C) Granting of securities e.g. guarantees and encumbrance of assets (e.g. lien) except for retention of title in the ordinary course of business;</p> |
| <p>(D) Eingehen von Rechtsstreitigkeiten (einschließlich Schiedsverfahren) und Fortsetzung von solchen Rechtsstreitigkeiten in der jeweils nächsten Instanz;</p> | <p>(D) Entering into (including arbitration proceedings) and continuation of such legal proceedings in the respective higher instance;</p> |
| <p>(E) Eingehen von Pensionsverpflichtungen, sowie Einrichtung betrieblicher Altersversorgungssysteme sowie jegliche soziale Maßnahmen gegenüber Angestellten für die es keine zugrundeliegende rechtliche Verpflichtung gibt und die einen nicht unwesentlichen wirtschaftlichen Effekt auf die Gesellschaft haben; und</p> | <p>(E) Agreement on pension commitments as well as establishment of company pension schemes as well as any social measures towards employees for which there is no underlying legal obligation and which have a not insignificant effect on the Company; and</p> |
| <p>(F) Jegliche Maßnahmen, die eine Überschreitung des Jahresbudgets insgesamt oder einzelner Budgetpositionen in Höhe von jeweils mehr als 5 % zur Folge haben.</p> | <p>(F) All measures which would result in a transgression of the overall annual budget respectively single positions of the annual budget by more than 5%.</p> |

5. Berichtspflichten

Die Geschäftsführer/-innen erstatten dem Verwaltungsrat monatlich Bericht über die Finanzlage und regelmäßig, mindestens vierteljährlich, sowie bei Bedarf und auf Anfrage über den Gang der Geschäfte insbesondere die operative Tätigkeit und die Lage der Gesellschaft. Außerdem erstatten die Geschäftsführer/-innen der Gesellschafterversammlung regelmäßig Bericht, mindestens zu jeder regulären Sitzung sowie bei Bedarf und auf Anfrage

5. Reporting duties

The managing directors report to the shareholders' meeting monthly on the financial situation and regularly, at least quarterly as well as when necessary and on request on the course of the business in particular the situation of the Company. Moreover, the managing directors report to the management board regularly, at least in each regular meeting as well as when necessary and on re-

über den Gang der Geschäfte insbesondere die operative Tätigkeit und die Lage der Gesellschaft.

Die Berichterstattung erfolgt schriftlich und mündlich.

6. Sprache

Der englische Text hat Vorrang.
Der deutsche Text dient nur als Übersetzung.

Ende der Geschäftsordnung

quest, on the course of the business within the management board's area of responsibility.

Reports are provided in writing and orally.

6. Language

The English text prevails. The German text serves only as a convenience translation.

End of Rules of Procedure

Geschäftsordnung

für den

Verwaltungsrat der TSCNET Services GmbH, München

Gemäß § 9 Abs. 3 lit. b der Satzung (die "**Satzung**") der TSCNET Services GmbH (die "**Gesellschaft**") hat die Gesellschafterversammlung der Gesellschaft auf den vom Verwaltungsrat der Gesellschaft (der "**Verwaltungsrat**") gemachten und gebilligten Vorschlag mit Beschluss vom [•] die folgende Geschäftsordnung (die "**Geschäftsordnung**") für den Verwaltungsrat erlassen:

1. Aufgaben des Verwaltungsrats

- 1.1 Der Verwaltungsrat nimmt die Aufgaben wahr, die ihm durch die geltenden Gesetze, insbesondere die Verordnung (EU) 2019/943 des Europäischen Parlaments und des Rates vom 5. Juni 2019 über den Elektrizitätsbinnenmarkt, die Satzung und die Geschäftsordnung für die Geschäftsführer/-innen der Gesellschaft übertragen wurden. Dementsprechend verabschiedet der Verwaltungsrat Maßnahmen in Zusammenhang mit der Leitung der Gesellschaft und überwacht die Tätigkeit der Gesellschaft, insbesondere die Tätigkeit der Geschäftsführer/-innen der Gesellschaft.
- 1.2 Jedes Verwaltungsratsmitglied trägt dafür Sorge, dass ihm für die Wahrnehmung seiner Aufgaben ausreichend Zeit zur Verfügung steht und dass es während seiner Amtszeit die persönlichen Voraussetzungen nach § 100 Abs. 1 AktG erfüllt.

Rules of Procedure

for the

Management Board of TSCNET Services GmbH, Munich

Pursuant to article 9 para. (3) (b) of the articles of association (the "**Articles of Association**") of TSCNET Services GmbH (the "**Company**"), the shareholders' meeting of the company adopted upon the proposal endorsed by the management board of the Company (the "**Management Board**") the following Rules of Procedure (the "**Rules of Procedure**") for the Management Board by resolution dated [•]:

1. Tasks of the Management Board

- 1.1 The Management Board carries out the tasks assigned to the Management Board by the applicable laws, in particular Regulation (EU) 2019/943 of the European Parliament and the Council of 5 June 2019 on the internal market for electricity, the Articles of Association and the rules of procedure for the managing directors of the Company. Accordingly, the Management Board shall adopt measures related to the governance of the Company and monitor the performance of the Company, in particular of the managing directors of the Company

- 1.2 Each member of the Management Board shall make sure that sufficient time is available to him/her to exercise his/her duties and that during his/her office he/she complies with the personal requirements according to Section 100 para. 1 German Stock Corporation Act.

2.	Rechte und Pflichten der Verwaltungsratsmitglieder	2.	Rights and obligations of the members of the Management Board
2.1	Jedes Verwaltungsratsmitglied hat die gleichen Rechte und Pflichten	2.1	Each member of the Management Board has the same rights and obligations.
2.2	Jedes Verwaltungsratsmitglied ist an die Weisungen der Gesellschafterversammlung der Gesellschaft gebunden, soweit diese Weisungen mit den geltenden Gesetzen und dieser Satzung im Einklang stehen und nicht die Überwachungsaufgabe des Verwaltungsrats betreffen.	2.2	Each member of the Management Board shall be bound by the instructions of the shareholders' meeting of the Company to the extent such instructions comply with the applicable laws and the Articles of Association and do not concern the monitoring task of the Management Board.
3.	Wahl des Vorsitzenden, des stellvertretenden Vorsitzenden und des Schriftführers	3.	Election of the chairperson, vice-chairperson and secretary
3.1	Der Verwaltungsrat wählt aus seiner Mitte einen/eine Vorsitzenden/Vorsitzende und einen/eine stellvertretenden/stellvertretende Vorsitzenden/Vorsitzende des Verwaltungsrats. Bei der Wahl bestimmt der Verwaltungsrat die Amtszeit des/der Vorsitzenden und des/der Stellvertretenden Vorsitzenden des Verwaltungsrats, die jeweils mindestens ein Jahr beträgt.	3.1	The Management Board elects from among its members a chairperson and a vice-chairperson of the Management Board. With the election, the Management Board determines the term of office for the chairperson and the vice-chairperson of the Management Board which shall be at least one year for each.
3.2	Sofern der/die Vorsitzende oder der/die Stellvertretende Vorsitzende aus dem Verwaltungsrat ausscheidet, endet ihr Amt als Vorsitzender/Vorsitzende oder stellvertretender/stellvertretende Vorsitzender/Vorsitzende des Verwaltungsrats automatisch.	3.2	If the chairperson or the vice-chairperson ceases to be a member of the Management Board, his/her position as chairperson or vice-chairperson of the Management Board shall automatically terminate.
3.3	Das Amt als Vorsitzender/Vorsitzende und/oder als stellvertretender/stellvertretende Vorsitzender/Vorsitzende des Verwaltungsrats kann durch Beschluss des Verwaltungsrats widerrufen werden, bei dem der/die betroffene	3.3	Revocation of the office as chairperson and/or vice-chairperson of the Management Board is possible by Management Board resolution in which the concerned chairperson and/or vice-chairperson may not vote.

	Vorsitzende und/oder stellvertretende Vorsitzende nicht stimmberechtigt ist/sind.	
3.4	Der Verwaltungsrat hat durch Beschluss des Verwaltungsrats eine Person zum/zur Schriftführer/-in des Verwaltungsrats zu bestellen. Der/die Schriftführer/-in muss nicht zwingend ein Mitglied des Verwaltungsrats sein. Der/die Schriftführer/-in fertigt die Niederschriften über die Sitzungen an. Er/sie kann jederzeit durch Beschluss des Verwaltungsrats abberufen werden. Ist der/die Schriftführer/-in Mitglied des Verwaltungsrats, so ist er/sie bei der Beschlussfassung über seine/ihre Abberufung nicht stimmberechtigt.	3.4
4.	Der/die Vorsitzende des Verwaltungsrats	4.
4.1	Der/die Vorsitzende des Verwaltungsrats ist für die Koordination der Arbeit des Verwaltungsrats, Einberufung und Leitung der Sitzungen des Verwaltungsrats und für die Bestimmung der Reihenfolge der Behandlung der Tagesordnungsordnungspunkte zuständig.	4.1
4.2	Im Falle der Verhinderung des/der Vorsitzenden des Verwaltungsrats werden die Rechte und Pflichten des/der Vorsitzenden durch den/die stellvertretenden/stellvertretende Vorsitzenden/Vorsitzende des Verwaltungsrats ausgeübt.	4.2
4.3	Sofern der/die Vorsitzende und der/die stellvertretende Vorsitzende des Verwaltungsrats verhindert sind oder beide Positionen unbesetzt sind, übernimmt das älteste Verwaltungsratsmitglied die Leitung der Sitzung.	4.3

The Management Board shall appoint a person as secretary of the Management Board by resolution of the Management Board. The secretary is not required to be a member of the Management Board. The secretary keeps the minutes of the meetings. He/she may at any time be removed by resolution of the Management Board. If the secretary is a member of the Management Board, he/she shall abstain from the voting in respect of the resolution on his/her removal.

The chairperson of the Management Board

The chairperson of the Management Board shall coordinate the work within the Management Board, convene and lead the meetings of the Management Board and determine the order in which the items of the agenda are discussed.

In case of unavailability of the chairperson of the Management Board the rights and obligations of the chairperson shall be carried out by the vice-chairperson of the Management Board.

If the chairperson and the vice-chairperson of the Management Board are both indisposed or if these positions are both vacant, the oldest member of the Management Board in terms of years of life shall assume chairpersonship of the meeting.

5.	Sitzungen des Verwaltungsrats	5.	Meetings of the Management Board
5.1	<p>Sitzungen werden einberufen (i) so oft die Geschäfte der Gesellschaft in ihrer Eigenschaft als regionales Koordinierungszentrum im Sinne von Artikel 43 der Verordnung (EU) 2019/943 des Europäischen Parlaments und des Rates vom 5. Juni 2019 es erfordern, jedoch mindestens zweimal im Kalenderjahr oder (ii) wenn ein Verwaltungsratsmitglied oder ein/eine Geschäftsführer/-in dies schriftlich oder in Textform unter Angabe des Zwecks und der Gründe verlangt. Sie können als physisches Treffen oder fernmündlich mittels Telefon- und/oder Videokonferenzschaltung abgehalten werden, wenn sichergestellt ist, dass jedes Verwaltungsratsmitglied an der Sitzung teilnehmen, den Ausführungen jedes anderen Verwaltungsratsmitglieds folgen und sich zu den Beschlussgegenständen äußern kann.</p>	5.1	<p>Meetings shall be called (i) as often as required by the business of the Company in its capacity as regional coordination centre as specified in Article 43 of the Regulation (EU) 2019/943 of the European Parliament and of the Council of 5 June 2019, at least twice per calendar year, or (ii) if any member of the Management Board or a managing director requests it in writing or text form stating the purpose and the reasons. They may be held physically or virtually by telephone and/or videoconference if it is ensured that each member of the Management Board can participate in the meeting, follow the explanations of each other member of the Management Board and comment on the resolutions.</p>
5.2	<p>Sitzungen werden durch den/die Vorsitzenden/Vorsitzende des Verwaltungsrats einberufen, es sei denn, der/die Vorsitzende entspricht nicht dem Einberufungsverlangen eines anderen Verwaltungsratsmitglieds oder eines/einer Geschäftsführers/Geschäftsführerin. In diesem Fall ist das andere Verwaltungsratsmitglied oder der/die Geschäftsführer/-in berechtigt, anstelle des/der Vorsitzenden eine Sitzung des Verwaltungsrats einzuberufen.</p>	5.2	<p>Meetings are convened by the chairperson of the Management Board, unless the chairperson does not follow the request for convocation by another member of the Management Board or by a managing director. In such event the other member or the managing director is entitled to convene a meeting of the Management Board instead of the chairperson.</p>
5.3	<p>Die Einberufung erfolgt schriftlich oder in Textform mit einer Frist von mindestens zwei Wochen an die letzte bekannte Anschrift der Verwaltungsratsmitglieder. Bei der Berechnung der Frist werden der Tag der Absendung des Einberufungsschreibens und der Tag der Sitzung nicht miteinberechnet. In dringenden Fällen sind die</p>	5.3	<p>Meetings shall be convened in writing or text form to the last known address of the members of the Management Board, with a notice period of at least two weeks. Calculating the notice period, the day on which the convocation notice is sent out and the day of the meeting itself are not included. In urgent cases, the</p>

	Verwaltungsratsmitglieder berechtigt durch einstimmige Entscheidung aller Verwaltungsratsmitglieder auf die Frist zu verzichten oder diese zu verkürzen.		members of the Management Board may waive or shorten the notice period by unanimous decision of all members of the Management Board.
5.4	Das Einberufungsschreiben enthält Zeit und Ort, soweit die Sitzung physisch abgehalten wird, oder Zeit und Zugangsdaten für die Telefon- und/oder Videokonferenz, soweit die Sitzung virtuell abgehalten wird.	5.4	The convocation notice shall determine time and place if the meeting is held physically, or time and access data for the telephone and/or video conference if the meeting is held virtually.
5.5	Die Tagesordnungspunkte der Sitzung und die Beschlussvorschläge sind den Verwaltungsratsmitgliedern im Einberufungsschreiben mitzuteilen.	5.5	The items on the agenda and the proposed resolutions shall be included in the convocation notice to the members of the Management Board.
5.6	Physische Verwaltungsratssitzungen finden am Sitz der Gesellschaft oder an einem anderen in dem Einberufungsschreiben angegebenen Sitzungsort statt.	5.6	Physical meetings of the Management Board shall take place at the registered office of the Company or at another meeting location specified in the convocation notice.
5.7	Eine Sitzung ist nur beschlussfähig, wenn mindestens 80 % der Verwaltungsratsmitglieder vertreten sind. Sofern weniger als 80 % der Verwaltungsratsmitglieder vertreten sind, ist unverzüglich eine neue Sitzung mit derselben Tagesordnung unter den in Ziffer 5.2 bis 5.6 genannten Bedingungen einzuberufen. Diese ist ohne Rücksicht auf die Zahl der vertretenen Verwaltungsratsmitglieder beschlussfähig, wenn im Einberufungsschreiben hierauf hingewiesen wurde.	5.7	A meeting is only quorate (<i>beschlussfähig</i>) if at least 80% of the members of the Management Board are represented. If less than 80% of the members of the Management Board are represented, a meeting with the same agenda shall be convened without delay under the terms set forth in paras. 5.2 to 5.6 above. The latter is quorate without regard to the number of the represented members of the Management Board if this had been pointed out in the convocation notice.
5.8	Die Sprache der Sitzungen des Verwaltungsrats, der Beschlussvorschläge, Beschlussfassungen, Einberufungsschreiben und Sitzungsniederschriften ist Englisch.	5.8	The language of the meetings of the Management Board, the proposed resolutions, adopted resolutions, convocation notices and minutes of the meetings shall be English.
6.	Beschlüsse des Verwaltungsrats	6.	Resolutions of the Management Board
6.1	Beschlüsse des Verwaltungsrats werden in der Regel in Sitzungen	6.1	Resolutions of the Management Board are generally adopted at

	gefasst; außerhalb einer Sitzung können sie, soweit das Gesetz nicht zwingend eine andere Form vorschreibt, in Schrift- oder Textform gefasst werden, wenn alle Verwaltungsratsmitglieder dieser Form der Abstimmung zustimmen und mindestens 80 % der Verwaltungsratsmitglieder an der Abstimmung teilnehmen.	
6.2	Grundsätzlich sollen Beschlüsse nur über solche Beschlussgegenstände gefasst werden, die in der Tagesordnung der Sitzung des Verwaltungsrats ordnungsgemäß angekündigt wurden. Beschlüsse über Beschlussgegenstände, die nicht ordnungsgemäß in der Tagesordnung angekündigt wurden, können nur gefasst werden, wenn alle teilnehmenden Verwaltungsratsmitglieder einer solchen Beschlussfassung ausdrücklich zustimmen. Sofern nicht alle Verwaltungsratsmitglieder an einer Sitzung teilnehmen, hat der/die Vorsitzende des Verwaltungsrats den abwesenden Verwaltungsratsmitgliedern eine angemessene Frist (mindestens vierzehn (14) Kalendertage) einzuräumen, um schriftlich oder in Textform über den unangekündigten Beschlussgegenstand abzustimmen oder der Beschlussfassung zu widersprechen. Ein Beschluss über einen unangekündigten Beschlussgegenstand wird erst gefasst, wenn die abwesenden Verwaltungsratsmitglieder über den unangekündigten Beschlussgegenstand abgestimmt haben oder die für die Beschlussfassung vorgesehene Frist verstrichen ist, ohne dass ein abwesendes Verwaltungsratsmitglied schriftlich oder in Textform der Beschlussfassung widersprochen hat.	6.2
6.3	Beschlüsse des Verwaltungsrats, werden gemäß § 7 und 8 der Satzung gefasst. Stimmenthaltungen werden bei der Ermittlung des Ab-	meetings; outside a meeting, to the extent compulsory law does not require another form, they can be passed in writing or text form if all members of the Management Board agree to this form of voting and at least 80% of the members of the Management Board participate in the voting.

In general, resolutions can be adopted on items that have been duly announced in the agenda for the meeting of the Management Board. Resolutions on items that have not been duly announced in the agenda may only be adopted if all participating members of the Management Board explicitly agree thereto. If not all members of the Management Board participate in a meeting, the absent members of the Management Board shall be given a reasonable amount of time (at least fourteen (14) calendar days) determined by the chairperson of the Management Board to vote in writing or text form or object against the passing of the unannounced resolutions. Any resolution on an unannounced resolution proposal shall be adopted as soon as the absent members of the Management Board voted on the unannounced resolution proposal or after the allotted time for adopting the resolution passed without an absent member of the Management Board's objection in writing or text form.

Resolutions of the Management Board shall be passed in accordance with article 7 and 8 of the Articles of Association. When deter-

	stimmungsergebnisses nicht mitgezählt. Verwaltungsratsmitglieder gelten auch dann als anwesend, wenn sie sich der Stimme enthalten. Verwaltungsratsmitglieder sind berechtigt, anderen Verwaltungsratsmitgliedern schriftlich oder in Textform eine Stimmrechtsvollmacht zu erteilen.	mining voting results, abstentions shall not be counted. Members of the Management Board are considered to participate in the decisionmaking in respect of a resolution even when they abstain from voting. Members of the Management Board may grant other members of the Management Board power of attorney in writing or text form to vote for them.
6.4	Über die Sitzungen des Verwaltungsrats ist eine Niederschrift anzufertigen, die von dem/der Vorsitzenden und dem/der Schriftführer/-in des Verwaltungsrats eigenhändig oder elektronisch zu unterzeichnen ist. Die Niederschrift enthält die Sitzungsart (physische oder virtuelle Sitzung), den Ort bei physischen Sitzungen, den Tag der Sitzung, die Teilnehmer, die Tagesordnungspunkte und die Beschlüsse des Verwaltungsrats. Beschlüsse, die außerhalb von Sitzungen gefasst werden, sind von dem/der Vorsitzenden schriftlich oder in Textform festzuhalten. Außerhalb von Sitzungen gefasste Beschlüsse sind in Schrift- oder Textform den Verwaltungsratsmitgliedern unverzüglich nach Beschlussfassung zuzuleiten. Sitzungsniederschriften und außerhalb von Sitzungen gefasste Beschlüsse sind dem Verwaltungsrat in der nächsten Sitzung zur Genehmigung vorzulegen. Die Gültigkeit der Beschlüsse wird durch die Genehmigung oder die Verweigerung der Genehmigung nicht berührt. Genehmigte Beschlüsse sind den Gesellschaftern der Gesellschaft zuzuleiten.	Minutes of the meetings of the Management Board shall be prepared and signed (wet ink or electronically) by the chairperson and the secretary of the Management Board. The minutes shall include the form of meeting (physical or virtual meeting), the place, unless the meeting is held virtually, and the date of the meeting, the participants, the items on the agenda, and the resolutions by the Management Board. Resolutions adopted outside of meetings shall be recorded in writing or text form by the chairperson of the Management Board. Resolutions adopted outside of meetings shall be forwarded to the members of the Management Board in writing or text form without undue delay after their adoption. Minutes of meetings and resolutions adopted outside of meetings shall be presented to the Management Board for approval in the following meeting. The approval or rejection of approval shall not affect the validity of the adopted resolutions. The approved resolutions shall be forwarded to the shareholders of the Company.
7.	Verschwiegenheitspflicht	Confidentiality Obligation
7.1	Die Verwaltungsratsmitglieder werden die Gegenstände der Beratung, Geschäftsgeheimnisse, Berichte, und sonstige Informationen, die die Gesellschaft oder die	The members of the Management Board shall keep confidential all matters of consultation, business secrets, reports and other information relating to the

	Gesellschafter der Gesellschaft betreffen und ihnen im Rahmen ihrer Tätigkeit im Verwaltungsrat bekannt geworden sind (" Vertrauliche Informationen "), vertraulich behandeln.	Company or the Shareholders of the Company of which they become aware as a result of their service on the Management Board (" Confidential Information ").
7.2	Sofern es für die Arbeit des Verwaltungsrats erforderlich ist, darf ein Verwaltungsratsmitglied Vertrauliche Informationen an Personen weitergeben, die aufgrund gesetzlicher oder berufsrechtlicher Vorschriften zur Verschwiegenheit verpflichtet sind oder eine Vertraulichkeitsvereinbarung unterzeichnet haben, die einer Verschwiegenheitsverpflichtung aufgrund gesetzlicher oder berufsrechtlicher Vorschriften gleichkommt. Die Verwaltungsratsmitglied haben dafür Sorge zu tragen, dass die vorgenannten Personen die Verschwiegenheitspflicht einhalten.	7.2 If necessary for the work of the Management Board, a member of the Management Board may disclose Confidential Information to persons who are either sworn to confidentiality under statutory or professional regulations or who have previously signed a confidentiality agreement which is equivalent to a confidentiality obligation based on statutory or professional regulations. The members of the Management Board shall ensure that the aforementioned persons observe the confidentiality obligation.
7.3	Ein Verwaltungsratsmitglied darf Vertrauliche Informationen an den Übertragungsnetzbetreiber, der an der Gesellschaft in ihrer Eigenschaft als regionales Koordinierungszentrum beteiligt ist, der das Verwaltungsratsmitglied bestellt hat im weitestgehend gesetzlich erlaubtem Umfang weitergeben.	7.3 To the fullest extent as legally permitted, a member of the Management Board may disclose Confidential Information to the transmission system operator that participates in the Company in its capacity as a regional coordination centre which appointed such member of the management board.
7.4	Die Verschwiegenheitspflicht besteht auch nach Beendigung der Amtszeit fort.	7.4 This confidentiality obligation shall remain in effect even after completion of the term of office.
8.	Sprache	8.
	Der englische Text hat Vorrang. Der deutsche Text dient nur als Übersetzung.	The English text prevails. The German text serves only as a convenience translation.
	Ende der Geschäftsordnung	End of Rules of Procedure
