

First Amendment to the All NEMO Intraday Operational Agreement (ANIDOA)

ANNEX 4

Adapted Annex 9 (Rules of Internal Order (RIO))

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ANNEX 9

Rules of Internal Order (RIO)

I. General

These Rules of Internal Order (the “**RIO**”) set forth the decision-making process rules of the NEMO ID SC and the NEMO OPSCOM as referred to in Article 8 (Governance) of the Agreement.

All capitalised terms not expressly defined herein shall have the meanings attributed to them in Annex 1 (Definition List).

II. RIO for NEMO ID SC

1. Composition of the NEMO ID SC

1.1. Representatives

Each Party is entitled to nominate one or several representatives to the NEMO ID SC, but shall, regardless of the number of the nominated representatives, always have one (1) vote. The representative(s) of each Party in the NEMO ID SC is/are designated in writing (including by e-mail). The list of such representatives, including their contact details, is held by the NEMO ID SC Secretary. A Party may change its nominated representative(s) in the NEMO ID SC by providing the new contact details to the NEMO ID SC Secretary.

Only representatives from Voting Members are entitled to vote in the NEMO ID SC in accordance with Article 8 (Governance) of the Agreement, it being understood that all representatives are entitled to participate in the discussions.

Each Party is, with respect to each meeting of the NEMO ID SC, duly represented either:

- i) by the nominated representative(s) (as designated by it in the conditions described above); or
- ii) if a nominated representative cannot attend a meeting of the NEMO ID SC, by any other person duly mandated and empowered to take decisions binding upon its company on all items of the agenda for the meeting of the NEMO ID SC.

If a Party is unable to attend a NEMO ID SC meeting either by its nominated representative or by any other mandated person of this Party, such Party may mandate the NEMO ID SC representative of another Party to represent it.

In case of replacement, the concerned Party informs the NEMO ID SC Secretary in writing before the NEMO ID SC meeting that it cannot attend, with indication of the name of the person representing the Party on its behalf. In case of replacement by another Party, the concerned Party provides the NEMO ID SC Secretary with the power of attorney given to the other Party.

One representative may represent more than one Party, provided it is duly mandated to do so.

1.2. Chair

The meetings of the NEMO ID SC shall be chaired by one (1) representative elected by the NEMOs. The chairship of the meetings of the NEMO ID SC shall, unless otherwise agreed amongst the NEMOs, be rotating on a yearly basis.

The chair may, in exceptional circumstances which prevent him/her to exercise his/her functions at a meeting of the NEMO ID SC, delegate such task to a representative of the NEMOs.

The chair shall not have voting rights and shall not be considered a representative unless there is no voting representative from the chair’s Party attending the meeting for exceptional reasons. In such situation, the chair is entitled to duly represent its Party in any voting of the NEMO ID SC.

The chair shall always act in a neutral manner, representing the general interest of the Committee, except for the voting for its Party in accordance with the preceding paragraph.

1.3. NEMO ID SC Secretary

The NEMO ID SC Secretary is yearly chosen by decision of the NEMO ID SC upon proposal of the Parties. The NEMO ID SC Secretary shall not be from the same Party as the chair. Alternatively, the function of the secretary

of the NEMO ID SC can be assigned to a Third Party, provided that the compliance with confidentiality requirements of article 13 of the CACM Regulation and the Agreement are duly assured under a written agreement.

The NEMO ID SC Secretary has no voting rights and can never (including in extraordinary circumstances) be mandated to vote for any Party.

The NEMO ID SC Secretary assists the NEMO ID SC, amongst others by:

- i) Drafting the agenda, preparing session files and notices of the NEMO ID SC meetings and distributing them on behalf of the chair;
- ii) Preparing the attendance list of the NEMO ID SC meetings;
- iii) Verifying before each NEMO ID SC meeting that the representatives attending the NEMO ID SC meetings have been either listed on the list of nominated representatives or has been notified as replacement. In the event of representation by another Party, the NEMO ID SC Secretary collects the power of attorney given by the Party not attending;
- iv) Prepare the minutes of the NEMO ID SC meeting;
- v) Ensuring the drafting and circulation of the minutes of the NEMO ID SC meeting; and
- vi) Keep record in a common (online) storage place of the minutes and supporting documents of the NEMO ID SC meeting or coordinate with the person responsible for record keeping in accordance with Article 37.9 of the Agreement.

The costs of the NEMO ID SC Secretary are SIDC NEMOs-Only Common Costs and shall be shared as set forth in Article 26 (Financial Provisions) of the Agreement.

2. NEMO ID SC meetings

The NEMO ID SC shall, unless otherwise agreed, meet at least on a monthly basis. The chair may decide to convene NEMO ID SC meetings more often, or to cancel a scheduled NEMO ID SC meeting, provided such meeting is not necessary given the absence of matters to be discussed.

Any Party may at any time request a NEMO ID SC meeting by addressing a written request to the NEMO ID SC Secretary and the chair. The request shall include the matters to be put on the agenda, and the reason why a NEMO ID SC meeting is required. The chair shall decide on whether the request requires an additional NEMO ID SC meeting or whether the point can be addressed in the first following regular NEMO ID SC meeting.

The notices for a NEMO ID SC meeting are notified by the NEMO ID SC Secretary in writing to the members of the NEMO ID SC at least ten (10) Business Days before such NEMO ID SC meeting. The notices contain the date, place and time of the NEMO ID SC meeting. The agenda and any supporting documentation to the points on the agenda is sent at least five (5) Business Days before the NEMO ID SC meeting.

A Party may propose to add issues on the agenda of a NEMO ID SC meeting, and these proposals are taken into account provided they have been received by the NEMO ID SC Secretary at the latest three (3) Business Days before such NEMO ID SC meeting.

Urgent matters may be added to the agenda of the NEMO ID SC meeting, if agreed by all Voting Members during that NEMO ID SC meeting.

The NEMO ID SC may hold ad hoc NEMO ID SC meetings for urgent matters at any time. To the extent possible, a reasonable notice period will be applied.

A member of the NEMO ID SC who attends the NEMO ID SC meeting or is represented in it, is considered as having received due notice.

Unless decided otherwise by the NEMO ID SC, the NEMO ID SC Secretary shall be in charge of the practical organisation of the NEMO ID SC meetings.

The meeting costs (hosting, organisation, etc.) are SIDC NEMOs-Only Common Costs and shall be shared as set forth in the Agreement, it being understood that the travel costs of each Party's representative are borne by the Party(ies) he/she is representing.

The NEMO ID SC may meet either physically or by remote meeting devices (such as e.g. conference call, video call, written procedure, etc.) and the NEMO ID SC Secretary organising the NEMO ID SC meeting shall foresee the technical equipment that would allow remote access.

3. Decision-making rules within the NEMO ID SC

3.1. Quorum and decision making

The NEMO ID SC shall be quorate when at least $\frac{2}{3}$ of all NEMOs that are Voting Members on a particular decision are represented according to the principles set forth in section II.1.1 of these RIO. Should such quorum not be met at any given NEMO ID SC meeting, the deliberation and decision-making process on the points which were on the agenda of such NEMO ID SC meeting shall be made either in an ad hoc NEMO ID SC meeting to be convened shortly thereafter (the same quorum being applicable), or via a unanimous written consent of all its Voting Members, to be sent by e-mail.

Articles 8.1.2 and 8.1.4 of the Agreement apply for the voting.

3.2. Unexpected items

The NEMO ID SC may only decide on the topics of the agenda circulated by the NEMO ID SC Secretary in accordance with these RIO.

Unexpected issues may be decided at the NEMO ID SC meeting during which the unexpected issue(s) arose or at another NEMO ID SC meeting or via another approval process as agreed upon.

However, in case urgent decisions are concerned, decisions on unexpected issue(s) can also be taken at an ad-hoc NEMO ID SC conference call which takes place at the latest ten (10) Business Days following the NEMO ID SC meeting during which the unexpected issue(s) arose. For clarity reasons, such an ad-hoc NEMO ID SC conference call is subject to the general rules on quorum and decision making. By the time of this ad-hoc NEMO ID SC conference call, the representatives of the Voting Members in the NEMO ID SC must have sought the necessary power and authority to decide on the unexpected issue(s).

3.3. Exceptional circumstances

In case a Voting Member, due to justifiable exceptional circumstances, cannot be present or represented at a NEMO ID SC meeting, then decision(s) can however be taken by the other NEMO ID SC members attending, subject to the possibility, for the Voting Member who did not attend, to challenge such decision(s) in writing to the NEMO ID SC Secretary within ten (10) Business Days (two (2) in case of urgent decisions) after the distribution of the draft minutes in accordance with these RIO. Absent such written challenge, the decision(s) is/are deemed final and binding.

In case a Voting Member challenges such decision(s), the challenged decision(s) is/are put on the agenda of the next regular NEMO ID SC meeting (or at an ad hoc NEMO ID SC meeting in case of urgent decisions, which shall then take place ten (10) Business Days at the latest following the challenging of the urgent decision(s)). The Voting Member who challenged the decision(s) shall attend this next NEMO ID SC meeting. In its absence, the decision(s) is/are deemed final and binding as of the closing of the NEMO ID SC meeting.

4. Recording of NEMO ID SC decisions

The decision(s) of the NEMO ID SC are recorded by the NEMO ID SC Secretary in written minutes.

The draft minutes (including decisions) are circulated by the NEMO ID SC Secretary to the members of the NEMO ID SC, within a maximum of three (3) Business Days of the meeting concerned.

Members of the NEMO ID SC may comment on the draft minutes within ten (10) Business Days after sending of the decisions in accordance with these RIO (it being understood that the decisions themselves cannot be challenged and are binding as of the meeting during which they are taken, except in the case specified in section II.3.3). Unless agreed otherwise at the NEMO ID SC meeting, the minutes are approved at the next NEMO ID SC meeting.

The comments on the minutes received in the abovementioned deadlines are in principle discussed via e-mail, until a final agreement is reached on the text of the minutes. Adapted minutes are considered approved when all Voting Members have given their consent by mail or if all open comments have been closed and no further comments are provided within ten (10) Business Days from the last comment.

The final minutes shall be circulated by the NEMO ID SC Secretary to all Parties, by two (2) Business Days of their approval.

The final minutes shall be stored in the common (online) storage place as set forth in Article 37.9 of the Agreement.

III. RIO for NEMO OPSCOM

1. Tasks and roles

General delegation by the NEMO ID SC

The NEMO OPSCOM shall have the following powers and tasks:

- i) elaboration of advice and recommendations to the NEMO ID SC on the design and operation of the SIDC;
- ii) performance of all acts in relation to the monitoring of the daily operations of the SIDC and ensuring the well-functioning and continuity of it;
- iii) performance of the tasks appointed to it in the NEMO Change Control Procedure;
- iv) organization and coordination of testing activities in the context of the NEMO Change Control Procedure;
- v) organization and coordination of training activities;
- vi) discussion and evaluation of any incident or perform mutatis mutandis the tasks of the ad hoc XBID OPSCOM as described under the IDOA when NEMO only incidents are concerned; and
- vii) recommendation of operational improvements based on experience.

In addition it performs any specific task delegated expressly to it by the NEMO ID SC.

In any event, should a decision (or several accumulated decisions) of NEMO OPSCOM have financial impact in excess of an amount to be decided upon by the NEMO ID SC, it shall be subject to validation at NEMO ID SC level.

2. Reporting and external communication

The NEMO OPSCOM periodically reports to the NEMO ID SC.

In addition, it provides input for the periodic regulatory reports:

- i) NEMO OPSCOM operational reports;
- ii) Operational indicators; and
- iii) Events – overview.

3. Organization and functioning rules

NEMO OPSCOM composition and functioning

In the NEMO OPSCOM, the following participants are distinguished:

- i) Representatives of the Parties;
- ii) Chair (no voting rights);
- iii) NEMO OPSCOM Secretary (no voting rights); and
- iv) Invited participants.

Confidential

Each Party is entitled to nominate one or several representatives to the NEMO OPSCOM but shall, regardless of the number of the nominated representatives, always have one (1) vote. The representative(s) of each Party in the NEMO OPSCOM is/are designated in writing. The list of such representatives, including their contact details, are held by the NEMO OPSCOM Secretary. A Party may change its nominated representative(s) in the NEMO OPSCOM by providing the new contact details to the NEMO OPSCOM Secretary.

Only representatives from Operational NEMOs are entitled to vote in the NEMO OPSCOM for Operational Decisions in accordance with Article 8.1.4 of the Agreement, it being understood that all representatives are entitled to participate in the discussions on such decisions.

Each Party is, with respect to each meeting of the NEMO OPSCOM, duly represented either:

- i) by the nominated representative(s) (as designated by it in the conditions described above); or
- ii) if a nominated representative cannot attend a meeting of the NEMO OPSCOM, by any other person duly mandated and empowered to take decisions binding upon its company on all items of the agenda.

If a Party is unable to attend an NEMO OPSCOM meeting either by its nominated representative or by any other person of this Party, such Party may mandate the NEMO OPSCOM representative of another Party to represent it.

In case of replacement, the concerned Party informs the NEMO OPSCOM Secretary in writing before the NEMO OPSCOM meeting that it cannot attend this NEMO OPSCOM meeting, with indication of the name of the person representing the Party on its behalf. In case of replacement by another Party, the concerned Party provides the NEMO OPSCOM Secretary with the power of attorney given to the other Party.

One representative may represent more than one Party provided it is duly mandated to do so.

In order to ensure a continuous optimal coordination, the NEMO OPSCOM normally meets every fortnight and at least once a month, unless agreed otherwise by the NEMO OPSCOM. The NEMO OPSCOM calls and meetings are limited to business days (i.e., for the purpose of this section of the RIO regarding the NEMO OPSCOM, Monday till Friday, irrespective of national public holidays) and office hours (i.e. 08:30 till 17:00 CET), unless otherwise unanimously agreed. The NEMO OPSCOM may meet either physically or by distant meeting devices (such as e.g. conference call, video call, written procedure, etc.). Any cancellation of a NEMO OPSCOM meeting is made by unanimous consent in writing with a minimum of two (2) Business Days notice. Any member of the NEMO OPSCOM may request an extraordinary NEMO OPSCOM meeting.

In addition to the planned meetings, there might be a need for ad hoc NEMO OPSCOM calls to handle escalations from the Incident Committee. These ad hoc calls are to be organized as soon as possible after the escalation, preferably the same day and no later than the next Business Day.

The NEMO OPSCOM Chair and NEMO OPSCOM Secretary shall prepare and circulate an agenda for each NEMO OPSCOM meeting. The agenda shall contain at least incidents and changes. Furthermore, it may include items such as the organization of testing and training activities.

Each Party commits to be present or represented at an NEMO OPSCOM meeting. In case (a) Party(ies) unwillingly does/do not attend an NEMO OPSCOM meeting, they are expected to arrange representation or to subscribe to the NEMO OPSCOM decisions, while the deemed acceptance principle is applied for them, *i.e.* in case the not represented party objects to a decision, they should indicate this within two (2) Business Days after distribution of the minutes.

The representatives of the Parties in the NEMO OPSCOM elect an NEMO OPSCOM Chair and an NEMO OPSCOM Secretary from among its members or from a designated external party during their first meeting. Both appointments will in principle occur on a six-monthly basis. In order to avoid the loss of historical knowledge, the following scheme is provided as guidance:

- i) one (1) month before the Business Go-Live first NEMO OPSCOM meeting, where both the NEMO OPSCOM Chair and the NEMO OPSCOM Secretary are appointed:
 - a) NEMO OPSCOM Chair for six (6) months;
 - b) NEMO OPSCOM Secretary for eight (8) months;
- ii) After this, the NEMO OPSCOM Chair and NEMO OPSCOM Secretary will be appointed for periods of six (6) months.

The costs of the NEMO OPSCOM Secretary are SIDC NEMOs-Only Common Costs and shall be shared as set forth in Article 26 (Financial Provisions) of the Agreement.

Decision making is unanimous by the Voting Members present or represented, and entitled to vote. In case of disagreement, the issue is escalated to the NEMO ID SC.

The decisions of the NEMO OPSCOM are recorded in minutes, which are circulated to the members of the NEMO OPSCOM as soon as possible and in any event within five (5) Business Days after the NEMO OPSCOM meeting. Final approval of the minutes, by consensus, is sought at the next NEMO OPSCOM meeting. In case of disagreement on the minutes, the issue is escalated to the NEMO ID SC. Final minutes shall be stored in the common (online) storage place referred to in Article 37.9.

The NEMO OPSCOM reports regularly on its activities to the NEMO ID SC.

The NEMO OPSCOM is entitled to establish working groups to consider particular issues within its competencies.