

Second Amendment to the Single Day-Ahead Operations Agreement (DAOA) –
Annex 4 : Adapted Annex 4 to the DAOA - Rules of Internal Order (RIO)
Confidential

**Annex 4 to the Second Amendment to the Single Day-Ahead Operations
Agreement (DAOA):**
Adapted Annex 4 to the DAOA - Rules of Internal Order (RIO)

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Table of content:

- I. General 3
- II. RIO for MCSC 3
 - 1. Composition of the MCSC..... 3
 - 1.1. Representatives 3
 - 1.2. Chair..... 4
 - 1.3. MCSC Secretary 4
 - 2. MCSC meetings..... 5
 - 3. Decision-making rules within the MCSC..... 6
 - 3.1. Quorum 7
 - 3.1.1. Specific quorum for matching pre-aligned NEMO Vote and TSO
Vote 7
 - 3.1.2. General quorum for all other types of decisions..... 7
 - 3.2. General voting principles 8
 - 3.3. Pre-alignment of NEMOs’ and TSOs’ positions 8
 - 3.4. Matching NEMO Vote and TSO Vote..... 8
 - 3.5. Diverging NEMO Vote and TSO Vote / Unexpected items / Urgent
Matters..... 8
 - 3.5.1. Diverging NEMO Vote and TSO Vote 9
 - 3.5.2. QMV - Blocking Minority -Abstention 9
 - 3.5.3. Unexpected items / Urgent matters..... 12
 - 4. Recording of MCSC decisions 13
 - 4.1. Normal procedure 13
 - 4.2. Procedure pursuant to article II.3.1.2.b) 13
- III. RIO for HLM..... 13
- IV. RIO for OPSCOM 13
- V. RIO for Incident Committee 13

I. General

These Rules of Internal Order (the "**RIO**") set forth the decision-making process rules of the MCSC, the HLM (and by cross-reference of the OPSCOM and the Incident Committee) as referred to in Article 12 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 MCSC

1. Composition of the MCSC

1.1. Representatives

Each Party is entitled to nominate one or several representatives to the MCSC. The representative(s) of each Party in the MCSC is/are designated in writing. The list of such representatives, including their contact details, are held by the MCSC Secretary. A Party may change its nominated representative(s) in the MCSC by providing the new contact details to the MCSC Secretary.

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

- by the nominated representative(s) (as designated by it in the conditions described above); or
- if a nominated representative cannot attend a meeting of the MCSC, 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 MCSC.

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

In case of replacement, the concerned Party informs the MCSC Secretary in writing before the MCSC 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 MCSC 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 MCSC shall be jointly co-chaired by either one (1) representative (for both SDAC matters and SIDC matters) or two (2) representatives (one for SDAC matters, one for SIDC matters) elected by the NEMOs and either one (1) representative (for both SDAC matters and SIDC matters) or two (2) representatives (one for SDAC matters, one for SIDC matters) elected by the TSOs. The co-chairship of the meetings of the MCSC shall, unless otherwise agreed amongst the NEMOs or the TSOs respectively, be rotating on a yearly basis.

Any co-chair may, in exceptional circumstances which prevent him/her to exercise his/her functions at a meeting of the MCSC, delegate such task to another co-chair or as the case may be, to a representative of the NEMOs or TSOs respectively.

Co-chairs shall not have voting rights and shall not be considered representatives of their respective companies.

1.3. MCSC Secretary

The MCSC Secretary role is performed either by one (1) Party on rotating basis or by a third party appointed by the Parties.

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

The MCSC Secretary assists the MCSC, amongst others by:

- Drafting the agenda, preparing session files and notices of the MCSC meetings and distributing them on behalf of the co-chairs;
- Preparing the attendance list of the MCSC meetings;
- Verifying before each MCSC meeting that the representatives attending the MCSC meetings have been either listed on the list of nominated representatives or notified as replacement. In the event of representation by another Party, the MCSC Secretary collects the power of attorney given by the Party not attending;

- Verifying, for decisions on the agenda subject to a pre-alignment, if a NEMO Vote and TSO Vote have been reached and whether they match or not;
- Preparing the minutes of the MCSC meeting;
- Ensuring the drafting and circulation of the minutes of the MCSC meeting; and
- Keeping record in a common (online) storage place of the minutes and supporting documents of the MCSC meeting or coordinate with the person responsible for record keeping in accordance with Article 27.1 of the Agreement.

The costs of the MCSC Secretary are Common Costs and shall be shared as set forth in Article 15 of the Agreement.

2. MCSC meetings

The MCSC shall, unless otherwise agreed, meet at least on a quarterly basis. The co-chairs may jointly decide to convene MCSC meetings more often, or to cancel a scheduled MCSC meeting, provided such meeting is not necessary given the absence of matters to be discussed.

Any Party may at any time request an MCSC meeting by addressing a written request to the MCSC Secretary and co-chairs. The request shall include the matters to be put on the agenda, and the reason why an MCSC meeting is required. The co-chairs shall jointly decide on whether the request requires an ad hoc MCSC meeting or whether the point can be addressed in the first following regular MCSC meeting.

The invitations for regular MCSC meetings are notified by the MCSC Secretary in writing to the members of the MCSC at the latest at the time indicated in Appendix 1. The notices contain the date, place and time of the MCSC meeting.

The draft agenda is prepared by the co Chairs together with the MCSC Secretary, clearly indicating the category under which the decision falls. The draft agenda is sent at the latest at the time indicated in Appendix 1.

The agenda shall identify the agenda points that relate to Joint Matters with a view to allow MCSC to seek increased efficiency and synergies and, as the case may be, alignment of solutions for matters and/or issues that are similar for and/or that concern both the SIDC and the SDAC.

A Party may propose to add items on the agenda of a MCSC meeting, and these proposals are taken into account provided they have been received by the MCSC Secretary at the latest the number of Working Days set forth in Appendix 1 before such MCSC meeting.

The final agenda and any supporting documentation to the points on the agenda is sent at the latest at the time indicated in Appendix 1.

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

The MCSC may hold ad hoc MCSC meetings at any time. To the extent possible, a reasonable notice period will be applied.

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

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

The meeting costs (hosting, organisation, etc.) are a Common Cost 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 MCSC may meet either physically or by remote meeting devices (such as e.g. conference call, video call, written procedure, etc.) and the MCSC Secretary organising the MCSC meeting shall foresee the technical equipment that would allow remote access.

In accordance with article 10 of CACM, ACER and the European Commission shall be invited as observers to the meetings of the MCSC.

3. Decision-making rules within the MCSC

3.1. Quorum

Quorum requirements shall always be verified at the beginning of each MCSC meeting, in compliance with the following requirements (which shall be verified separately for SIDC matters subject to this Agreement, and for SDAC matters subject to the DAOA):

3.1.1. Specific quorum for matching pre-aligned NEMO Vote and TSO Vote

With respect to decisions on the agenda subject to pre-alignment, a quorum of at least 3 TSO representatives and at least 3 NEMO representatives is sufficient for the MCSC to establish if NEMO Vote and TSO Vote match or not.

If this specific quorum is not met, the meeting cannot take place.

If this specific quorum is met, but the decision on agenda points for which pre-alignment applies has not been reached or the NEMO Vote and TSO Vote do not match, then the quorum set forth in article II. 3.1.2 a) shall apply.

3.1.2. General quorum for all other types of decisions

a) The MCSC shall be quorate if the quorum requirements of the respective agreements concerning decision-making rules, applicable respectively amongst the NEMOs and amongst the TSOs, are met.

b) Should such quorum not be met at any given MCSC meeting:

- discussions are possible at such meeting, with a view to coming up with a suggestion of a decision on each of the points which were on the agenda of such MCSC meeting and for which there is no matching decision;
- the further decision-making process on the points which were on the agenda of such MCSC meeting and for which there is no matching decision shall imply the following steps:
 - such suggestions of decisions are to be confirmed by email procedure, whereby the decisions are considered taken in case of unanimity of NEMO Vote and TSO Vote and if no such unanimity is achieved, QMV applies for Governance and Development Decisions.

- if a suggestion of decision is not confirmed by such e-mail procedure, then an ad-hoc MCSC meeting shall be convened shortly thereafter (the same quorum as set forth in this article II. 3.1.2 a) being applicable).

3.2. General voting principles

The general voting principle are set forth in Article 12.10 of the Agreement.

NEMOs and TSOs shall respectively reach the NEMO Vote and the TSO Vote (either the pre-aligned one under article II.3.3 below, or the one in the live debates under article II.3.5. below) in accordance with the decision-making rules applicable respectively amongst the NEMOs and amongst the TSOs, provided for in their respective agreements.

3.3. Pre-alignment of NEMOs' and TSOs' positions

Prior to any MCSC meeting, NEMOs and TSOs shall, in compliance with the decision-making rules of their respective agreements, reach the NEMO Vote and TSO Vote.

The MCSC Secretary shall be informed of the NEMO Vote and TSO Vote as soon as possible after it being reached.

3.4. Matching NEMO Vote and TSO Vote

In case the NEMO Vote and the TSO Vote as established in the pre-alignment are matching (*i.e.*, both for the decision to be taken or both against the decision to be taken), the MCSC decision(s) shall be considered as adopted with unanimity of NEMO Vote and TSO Vote and shall be recorded as per article II. 4 below.

3.5. Diverging NEMO Vote and TSO Vote / Unexpected items / Urgent Matters

3.5.1. Diverging NEMO Vote and TSO Vote

In case the NEMO Vote and the TSO Vote in respect of an agenda point resulting from the pre-alignment diverge, then a discussion shall take place at MCSC level.

If the discussion leads to a proposal of decision, Parties will check if there is unanimity of NEMO Vote and TSO Vote. In practice, the chairs will ask if there is a NEMO against the displayed (potentially adjusted) decision and if no NEMO objects, the NEMO Vote is considered achieved. The same applies for the TSOs: it will be asked if there is a TSO against the displayed decision and if no TSO objects, the TSO vote is considered achieved.

If the NEMO Vote and the TSO Vote match, the displayed decision is considered taken.

If the NEMO Vote and the TSOs Vote still diverge:

- i) The decision is considered not adopted if the agenda point to which the decision relates qualifies as an Operational Decision;
- ii) The process as set forth in Article 12.10.4 of the main body of the Agreement applies if the agenda point to which the decision relates qualifies as a Governance and Development Decision.

In case a decision is not adopted, it shall be referred to the next regular MCSC meeting, to an ad hoc MCSC meeting, or if the MCSC decides to apply a voting procedure via e-mail for a specific decision, the voting procedure via e-mail as set forth in article 3.1.2. b) of the RIO will be organised.

3.5.2. QMV - Blocking Minority -Abstention

3.5.2.1 Voting Shares

In order to determine if the qualified majority thresholds are achieved or if a blocking minority to a proposed decision exists, each Party has a certain voting

share in relation to each Member State where it is authorised¹, calculated according to the following rules.

To calculate the voting share of each Party, each Member State is attributed a voting weight equal to one, which is distributed amongst each NEMO and TSO authorised in that Member State

Accordingly, the sum of the shares of that Member State's voting weight allocated to each NEMO and TSO authorised in that Member State equals one. That is to say that, when all the voting shares of the NEMOs and TSOs authorised in that Member States are summed up, they will be equal to the Member State voting weight (i.e. one).

The voting share to be allocated to each NEMO and TSO authorised in a Member State is calculated as follows:

- To calculate either i) the QMV thresholds set forth in Article 12.10.4 i) of Agreement or ii) the blocking minority, the population and the consumption figures of each Member State are calculated based on statistical data as further stipulated under Exhibit 20 (Statistical data to be used for the calculation of the voting share).
- The Member State voting weight is split 50%-50% between all concerned NEMOs and TSOs. If there is only one NEMO and only one TSO authorised in a Member State, then the concerned NEMO and TSO will be allocated a voting share of 0.5 each. The sum of the voting shares allocated to the concerned NEMO and TSO will always be 1.
- In case more than one TSO are authorised in a Member State, the share of that Member State's voting weight to be allocated to each concerned TSO

¹ For the avoidance of doubt, for the purpose of this section 3.5.2 of the RIO, the expression "Member State where it is authorised" or "authorised in a Member State" means :

- in respect of a NEMO : the Member State in which such NEMO is designated to perform the SDAC pursuant to article 4 CACM and/or the Member State (other than the Member State in which it has been designated) where such NEMO offers SDAC trading services with delivery pursuant to article 4.5 CACM,
- in respect of a TSO: the Member State for which it has been licensed as TSO.

shall be calculated in accordance with CACM art. 9.2. and communicated by the concerned TSOs².

- In case more than one NEMO is authorised in a Member State, the share of each NEMOs' vote is further determined as follows:
 - One third of the Member State's voting weight allocated to the NEMOs authorised in such Member State shall be divided equally among all such NEMOs.
 - Two thirds of the Member State's voting weight allocated to the above mentioned NEMOs shall be further divided between such NEMOs proportionally to the volume of electricity traded by these NEMOs in that Member State in the preceding calendar year.

3.5.2.2 Blocking minority

The blocking minority will be considered obtained if the following conditions are cumulatively met:

- 1) The number of NEMOs and/or TSOs that voted against the proposed decision is equal to or higher than eight (8) ($\sum P_{VA} \geq 8$); and
- 2) the sum of the voting shares of each NEMO and TSO that voted against the proposed decision, calculated according to 3.5.2.1 above, is equal to or exceeds four (4) ($\sum \text{voting share of all } P_{VA} \geq 4$)

(where P_{VA} = the party voting against the decision).

3.5.2.3 Abstention

In case TSO(s) and/or NEMO(s) abstain from providing a vote (either because they are not present or represented at a MCSC meeting, or because they do not vote

² For example, as of Q3 2022 for SDAC decisions, the voting percentage of the German TSOs is: 50 Hertz 0.1155, Amprion: 0.1501, Baltic Cable: 0.0050, TTG: 0.1368, and TransnetBW: 0.0926, individually and 0.5 jointly.

on a proposed decision at such meeting), such TSO(s) and/or NEMO(s) will not be counted as a positive vote for the calculation of the QMV thresholds set forth in Article 12.10.4 i) of the Agreement nor be part of the blocking minority (for the avoidance of doubt, the voting shares will not be changed).

3.5.3. Unexpected items / Urgent matters

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

In case an unexpected topic arises, it may either:

- i) be discussed and decided at the MCSC meeting during which the unexpected issue(s) arose provided the quorum mentioned in article II. 3.1.2. a) is met, and all Parties agree to discuss the point,
- ii) if such quorum is not met, be subject to the process described in article II. 3.1.2 b);
- iii) if the topic requires a decision within a short timeframe, be referred to an ad-hoc MCSC conference call which shall take place at the latest the number of Working Days set forth in Appendix 1 following the MCSC meeting during which the unexpected issue(s) arose; or
- iv) be referred to another MCSC meeting.

For clarity reasons, the ad-hoc MCSC conference call referred to under point iii) above is subject to the general rules on quorum and decision making of the RIO.

4. Recording of MCSC decisions

4.1. Normal procedure

The decision(s) of the MCSC are recorded by the MCSC Secretary in written minutes.

The draft minutes (including decisions) are circulated by the MCSC Secretary to the members of the MCSC, within a maximum of the number of Working Days set forth in Appendix 1 of the meeting concerned.

Members of the MCSC may comment on the draft minutes within the number of Working Days set forth in Appendix 1 after such circulation (it being understood that the decisions themselves cannot be challenged and are binding as of the meeting during which they are taken). Unless agreed otherwise at the MCSC meeting, the minutes are approved at the next MCSC meeting.

The comments on the draft minutes received (if any) are discussed at the next available MCSC meeting.

The final minutes shall be made available by the MCSC Secretary to all Parties, by the number of Working Days set forth in Appendix 1 of their approval, by storing them in the common (online) storage place as set forth in Article 27.1 of the Agreement.

4.2. Procedure pursuant to article II.3.1.2.b)

Decision(s) taken in application of article II.3.1.2.b) shall be stored in the common (online) storage place as set forth in Article 27.1 of the Agreement.

III. RIO for HLM

The rules of internal order for the MCSC under article II apply *mutatis mutandis* for the HLM.

IV. RIO for OPSCOM

The rules of internal order regarding the OPSCOM are provided in the relevant section of Annex 3.

V. RIO for Incident Committee

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The rules of internal order regarding the Incident Committee are provided in the relevant section of Annex 2 (Incident Management Procedure).

Appendix 1: Applicable timeframes

Article	Topic	Deadline (in Working Days)
II. 2	Notification of invitations for regular MCSC meetings	20
II. 2	Sending of draft agenda	10
II. 2	Proposals for additions of items on the agenda	7
II. 2	Sending of final agenda & supporting documentation	5
II. 3.5.2. iii)	Ad hoc MCSC conference call deadline	10
II. 4.1	Sending of draft minutes	2
II. 4.1	Comment on the draft minutes	10
II. 4.1	Making final minutes available	2

In accordance with Article 25.1 of the Agreement, the timeframes mentioned in this appendix may be adapted by MCSC decision.