

**Annex 4 to this First Core DAOA Amendment**  
**Annex 4.**  
**Rules of Internal Order**

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## **ARTICLE 1. GENERAL**

These Rules of Internal Order (the “RIO”) set forth the decision-making process rules of the Core Joint Steering Committee (“JSC”) and the Core OPSCOM as referred to in Article 8 of the Agreement. All capitalised terms not expressly defined herein shall have the meanings attributed to them in Annex 1.

## **ARTICLE 2. THE JOINT STEERING COMMITTEE (“JSC OR CORE JSC”)**

The Core JSC is a legal successor of the Joint Steering Committee under FPA, which was established on 10<sup>th</sup> April 2014. JSC comprises of representatives from all Parties, who are empowered to take binding decisions upon their respective entity concerning the operational and development aspects of the cooperation between the Parties under this Agreement and the achievement of the purpose of this Agreement. Decisions taken by the JSC shall be minuted and these minutes shall be approved by the JSC.

### **2.1. Representatives**

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

2.1.2. Each Party is, with respect to each meeting of the JSC, 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 Core JSC, 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 JSC.

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

2.1.4. In case of replacement, the concerned Party informs the Secretary in writing before the JSC 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 Secretary with the power of attorney given to the other Party.

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

### **2.2. Task of the JSC**

The JSC shall be responsible for:

- (i) The efficient management of the cooperation between the Parties under this Agreement and the delivery of the required deliverables by the Parties;
- (ii) Binding approval of design concepts, agreements, reports and other documents which are elaborated by respective working groups;
- (iii) Delegation of tasks and engagement of external support;
- (iv) Joint external communication on the Core FB MC including quality and quantity of information provided on the Core FB MC and timing of the delivery of such information to other stakeholders/ the public;
- (v) Establishment of subcommittees, regular or ad-hoc task forces and working groups, and setting and amending their terms of reference;
- (vi) Approval of the followings regarding budget and cost sharing:
  - Budgeting and cost approvals;
  - Review and validation of the Core FB MC Joint NEMOs and TSOs Regional Common Costs of operating the Core FB MC and Core FB MC Joint NEMOs and TSOs Regional Common Costs of establishing or amending the Core FB MC (Regional Common Costs);
  - budget increase approval;
  - specific approval of cost element;
  - Presentation of costs to relevant decision bodies.
- (vii) Decision on and definition of the modalities of the involvement of other relevant stakeholders;
- (viii) Approval of modification of the Annex 3, 4, 6, 7, 9, 12, 13, 14, 15 and Annex 8 and its annexes as set forth in Article 15.1.5 of the Agreement;
- (ix) Decision on activation of rollback procedure based on the recommendation of Core OPSCOM according to Annex 8;
- (x) Decision on the new go-live date if rollback solution is applied;
- (xi) Decision with regard to non-payment of Congestion Income and on the authorization of CID to pursue claim for compensation on behalf of all affected Parties.

### 2.3. Chairmanship

2.3.1. The meetings of the Core JSC shall be jointly co-chaired by one (1) representative elected by the NEMOs and one (1) representative elected by the TSOs.

2.3.2. The Co-Chairs shall be elected in accordance with the following rules:

- (i) Any Party may nominate a candidate for a Chairperson

- (ii) Core TSOs' JSC members and Core NEMOs' JSC members each elect separately by way of public voting one Co-Chair out of NEMOs and TSOs respectively.
- (iii) A candidate for a Co-Chair is elected if he/she receives more than 50% of the votes within the NEMOs or TSOs respectively.
- (iv) The Co-Chairs shall not be representatives of Parties from the same country.
- (v) The Co-Chairs are elected for a term of 12 months, re-election is possible.

2.3.3. Each Co-Chair may, in exceptional circumstances which prevent him/her to exercise his/her functions at a meeting of the Core JSC, delegate such task to the other Co-Chair or to a representative of the NEMOs or TSOs, respectively.

2.3.4. The Co-Chairs shall be responsible for the following main tasks, in a coordinated manner:

- (i) convene JSC meetings;
- (ii) drafting JSC agendas with the assistance of Secretary and fixing the JSC agendas in consultation with each other;
- (iii) co-chair JSC meetings;
- (iv) as long as a Secretary has not been established, ensure the administrative support of JSC;
- (v) represent the JSC externally;
- (vi) communicate on behalf of the JSC subject to JSC members approval.

2.3.5. Each Co-Chair shall not have voting rights and shall not be considered as representatives of their companies, unless they are nominated as the voting representatives of their companies. In the latter case, the Co-Chair shall safeguard impartiality in performing the Co-Chair tasks.

#### 2.4. Secretary of Core FB MC

2.4.1. The Secretary role is performed either by one (1) Party on rotating basis or by nomination by the Core JSC or by a third party appointed by the Parties. The Secretary has no voting rights and can never (including in extraordinary circumstances) be mandated to vote for any Party.

2.4.2. The Secretary assists the JSC, amongst others by:

- (i) Drafting the agenda, preparing session files and notices of the JSC meetings and distributing them on behalf of the Co-Chairs;
- (ii) Preparing the attendance list of the JSC meetings;
- (iii) Verifying before each JSC meeting that the representatives attending the JSC 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 Secretary collects the power of attorney given by the Party not attending;



2.7.2. With the assistance of the Secretary, the Co-Chairs shall prepare the agenda of a JSC meeting. An agenda for JSC meetings shall be provided to JSC members no less than ten (10) calendar days prior to the proposed meeting. Agenda items shall be categorized and identified in the agenda as: for information, for discussion, for decision, or some other appropriate category. Each item submitted for decision shall include a written proposal for the resolution.

2.7.3. The Secretary shall send to all JSC members for each item on the agenda an explanation in writing, where possible, and/or attach other related documentation (such as progress reports on the fulfilment of tasks assigned to Core FB MC bodies) at least five (5) calendar days before the JSC meeting.

2.8. Conduct of Meetings

With the technical and administrative support of the Secretary (e.g. showing slides, taking of notes/minutes, managing documents etc.) the Co-Chairs chair the meeting and facilitate the discussion.

2.9. Minutes

2.9.1. Minutes are taken (by Secretary) of all meetings of the JSC.

2.9.2. Draft minutes shall be sent to the JSC members by Secretary at the latest on the second next Working Day following the JSC meeting. Draft minutes may be commented by any JSC members within ten (10) calendar days after they have been distributed. The next JSC shall decide on the approval of the minutes of the preceding meeting. The final minutes shall be circulated by the Secretary to all Parties, by two (2) Working Days of their approval.

2.9.3. The final minutes shall be stored in the common (online) storage place by the Secretary as set forth in Article 2.4.2 (vi) of this Annex.

2.9.4. Minutes shall contain at least consecutive number, date and venue of the meeting, list of attendance of the participants, confirmation that the meeting was properly convened, agenda, short description of items discussed and wording of passed resolutions, if any.

2.10. Language

The working language of the JSC shall be English. All correspondence, mailing, documents, etc. shall be in English.

2.11. Decision-making rules within the Core JSC

2.11.1. Quorum and decision making

2.11.1.1. [REDACTED]

[REDACTED]. Should such quorum not be met at any given JSC meeting, the deliberation and decision-making process on the points which were on the agenda of such JSC meeting shall be made either in an ad hoc JSC meeting to be

convened shortly thereafter (the same quorum being applicable), or via a unanimous written consent of all its members who has right to vote, to be sent by e-mail.

2.11.1.2. Decision of JSC shall be taken by unanimity of the represented Parties if the quorum of JSC is reached and shall be binding on all Parties. For the avoidance of doubt, decision based on Article 5.5.9 of the Agreement shall be taken without the non-paying Respective Entity/ies and nevertheless also be binding on the non-paying Respective Entity/ies, and the non-paying Respective Entity/ies cannot object to such decision, it is understood, that Article 2.11.3 does not apply to the non-paying Respective Entity/ies.

2.11.1.3. In case of operational matters, when the Core Operational Parties made a decision which has, or likely to have material adverse effect on the interest of a Core Non – Operational Party (ies), the affected Core Non-Operational Party(ies) shall submit a written notice to the JSC within five (5) Working Days from the date on which the Core Operational Parties' decision was made available to the Non-Operational Party(ies), together with an explanation of the alleged material adverse effect. In case more than one Core Non-Operational Party is affected, the notice can be submitted jointly.

2.11.1.4. Core Operational Parties shall have the obligation to consider in good faith the concerns raised by the affected Core Non-Operational Party(ies). Should the JSC not solve the escalated decision in a JSC meeting, the escalated decision shall be subject to Article 16 of the Agreement. The disputed decision can only be suspended until the Dispute is solved if the JSC unanimously agrees to suspend the decision. Decisions in respect of incident resolution can never be suspended.

#### 2.11.2. Unexpected items

2.11.2.1. The JSC may only decide on the topics of the agenda circulated by the Secretary in accordance with these RIO, except in the event of urgent decisions, in which case the procedure and terms for urgent decisions apply.

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

2.11.2.3. However, urgent decisions on unexpected issue(s) can also be taken at an ad-hoc JSC conference call which takes place at the latest ten (10) Working Days following the JSC meeting during which the unexpected issue(s) arose. For clarity reasons, such ad-hoc JSC conference call is subject to the general rules on quorum and decision making. By the time of this ad-hoc JSC conference call, JSC members must have sought the necessary power and authority to decide on the unexpected issue(s).

#### 2.11.3. Objection

2.11.3.1. In case a Party, due to justifiable exceptional circumstances, cannot be present or represented at a JSC meeting, then decision(s) can however be taken by the other JSC members attending if the quorum is reached, subject to the possibility, for the Party who is unable to be present, to object to such decision(s) in writing to the Secretary within ten (10) Working Days (two (2) Working Days in

case of urgent decisions) after the distribution of the draft minutes in accordance with these RIO. Such objection shall be duly justified and explained in writing. In the absence of such written objection, the decision(s) is/are deemed final and binding.

2.11.3.2. In case a Party objects to such decision(s), the objected decision(s) is/are put on the agenda of the next regular JSC meeting (or at an ad hoc JSC meeting in case of urgent decisions, which shall then take place within ten (10) Working Days at the latest following the objection of the urgent decision(s)). The Party who objected the decision(s) shall attend this next JSC meeting. In its absence, the decision(s) is/are deemed final and binding as of the closing of this JSC meeting.

2.11.3.3. Without prejudice to Article 8.3.3 of the Agreement and to Article 2.11.1.4 and Article 2.11.1.5 of this Annex, a Core Non-Operational Party cannot object to Core Operational Decisions.

#### 2.11.4. Recording of JSC decisions

The decision(s) of the Core JSC are recorded by the Secretary in written minutes. The rules for recording minutes as set forth in Article 2.9 of these RIO apply mutatis mutandis for recording of JSC decisions.

### **ARTICLE 3. THE GENERAL TF**

- 3.1. The General TF is the top body at the working group level in which all Parties are represented. Its main task is to ensure and organize the fulfilment of the tasks set by the JSC.
- 3.2. Accordingly, General TF carries out in particular the conceptual work on tasks set by the JSC and – for instance if special expert knowledge is needed to fulfil the tasks - organizes the work on the tasks set by JSC by delegating them to subcommittees, task forces and other working groups and within the limits set by JSC to Project Management Office (“PMO” including Project Manager (“PM”)) as well as by steering and coordinating the work of these bodies.
- 3.3. Moreover, it provides a forum for discussion, evaluation of and information exchange on the results of the work and the proposals made by the different subcommittees, task forces and working groups with regard to the Core FB MC.
- 3.4. General TF is also responsible for providing JSC with reports and decision proposals prepared by itself or the other Core FB MC bodies (in this event reviewed by General TF before provision to JSC).
- 3.5. It is envisaged that after the entry into force of the Agreement, the JSC will assign tasks in the following areas to the General\_TF:
  - i. Preparation and performance of Secretary selection procedure and recommendation of (selected) Secretary to JSC;
  - ii. Continuous budget planning and monitoring (as long as Secretary has not been established);
  - iii. Supervision of the budget planning and monitoring after Secretary has been established;



- iv. Recommendation to amend cost-sharing and cost-recovery principles for operation phase;
- v. Recommendation on what costs may be shared (Costs of Secretary, time of the Co-Chairs, Conveners and Co-Conveners etc.);
- vi. Provision of drafts for the necessary contracts and organization of signing procedures and updating the already signed contracts;
- vii. Press release management;
- viii. Identification of required regulatory changes to the design during the operation;
- ix. Organization of timely regulatory approval processes.

### 3.6. Representatives

3.6.1. Each Party shall be represented in the General TF. Parties shall nominate persons that have sufficient oversight over the work of the Core FB MC in relation with their respective Party and have sufficient knowledge with regard to the envisaged task areas. Although Parties are free to replace a General TF member any time, if however, a permanent replacement of a General TF member is carried out, it is recommended to announce in advance such change to the other General TF members and the Secretary in order to ensure a smooth transition from one General TF member to the other.

3.6.2. A short term substitution of a General TF member is also possible and shall be announced to the Convener of the General TF at the latest at the beginning of the relevant meeting(s).

3.6.3. Any Party is entitled to invite and involve its External Representative(s) in order to exercise its rights and fulfil its obligations under this Agreement. Such External Representatives may participate as attending members without, for the avoidance of any doubt, any voting right.

### 3.7. General TF Convener

3.7.1. The Core JSC shall appoint General TF Convener, preferably out of the General TF members or the assigned Secretary for an unlimited period of time. The General TF Convener shall be appointed in accordance with the following rules:

- (i) Any Party may nominate a candidate for the convenorship of the General TF.
- (ii) Parties may also opt to nominate the Secretary as a candidate for the convenorship of the General TF.
- (iii) The Convener can be revoked if at the same time a new Convener is appointed by JSC.

3.7.2. The Convener shall carry out the following tasks:

- (i) coordinate the work of General TF;
- (ii) convene the General TF meetings;
- (iii) drafting the General TF's agenda with the assistance of Secretary;
- (iv) chairing General TF meetings;

- (v) supervising the fulfilment of tasks set by JSC for General TF with the assistance of Secretary;
- (vi) representing General TF at the meetings of Core JSC, subcommittees, task forces and other working groups.

3.7.3. When the General TF Convener is absent and/or unable to perform his/her tasks, the Convener can be substituted by the Secretary.

### 3.8. Meetings

3.8.1. A General TF meeting shall be held on an ad-hoc basis especially at the request of Core JSC.

3.8.2. General TF meetings can be held either physically or virtually (i.e. using tele- or video-conferencing tools).

3.8.3. General TF physical meetings will be coordinated in order to minimize costs and traveling of General TF members on the one hand side and to ensure that General TF members receive discussion documents in a timely manner before the meeting takes place on the other hand side.

3.8.4. Ideally, location and date of the next meeting shall be agreed in the preceding meeting. In any case, General TF Members shall be invited to meetings by the Convener (by e-mail) no less than ten (10) calendar days prior to the meeting date.

3.8.5. Each General TF Member is entitled to propose items for the agenda of a General meeting. At the beginning of the meeting the final agenda shall be approved.

3.8.6. Minutes are taken of all meetings (supported by Secretary) of the General TF (including decisions taken in a meeting) and approved during the next meeting.

### 3.9. Language

The working language of the General TF shall be English.

### 3.10. Decision making

3.10.1. Each Party has one vote. Decisions are passed unanimously either in meetings or by e-mail. Decisions passed in a meeting with all Parties represented enter directly into force.

3.10.2. If the decisions are to be taken by email, all supportive materials shall be attached to the email inviting to the voting procedure and after all Parties have voted a report on the voting results, information on whether or not a decision has been taken and if so the decision taken shall be sent to all General TF Members. Decisions taken by email enter into force when sent to all General TF Members.

#### **ARTICLE 4. CORE OPERATIONAL COMMITTEE (CORE OPSCOM)**

- 4.1. These Rules of Internal Order set forth rules of the decision-making process of the Core Operations Committee (“Core OPSCOM”) under the Agreement.
- 4.2. In addition to Article 8.4.2 of the Agreement, Core OPSCOM performs any specific task delegated expressly to it by the Core JSC.
- 4.3. Core OPSCOM composition and functioning
  - 4.3.1. Each Core Operational Party designates in writing one voting representative at the Core OPSCOM and ensures that this voting representative has all necessary powers and authority to take decisions binding upon its company for the items for which the Core OPSCOM is competent. Each Core Operational Party has the right to give a power of attorney to another Party to represent it at a meeting of Core OPSCOM.
  - 4.3.2. The list of the voting representatives is held by the Core OPSCOM Secretary. A Party may change its representatives or appoint any other person in his/her place as an alternate in the Core OPSCOM, provided that all changes are notified to the Secretary in due time and, in any case, at least one Working Day before the first attendance of the Core OPSCOM.
  - 4.3.3. In order to ensure a continuous optimal coordination, the Core OPSCOM meets every fortnight and at least once a month. The Core 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 meeting is made by unanimous consent in writing with a minimum of five (5) Working Days’ notice. Any member of the Core OPSCOM may request an extraordinary meeting.
  - 4.3.4. The Core OPSCOM Chair will prepare and circulate an agenda for each Core OPSCOM meeting. Furthermore, it may include the organization of testing activities or the actions related to the Change Control Procedure.
  - 4.3.5. The representatives of the Parties in the Core OPSCOM elect a Chair and a Core OPSCOM Secretary from among its members or from a designated external party during their first meeting. Both appointments will occur on an annual basis. The cost of the Core OPSCOM Secretary is a Regional Common Cost and shall be shared according to Article 9 of the Agreement.
  - 4.3.6. Each Core Operational Party commits to be present or represented at a Core OPSCOM meeting. The Core OPSCOM is quorate when all Parties entitled to vote on a particular decision are present or are represented by another Party.
  - 4.3.7. Decision making is unanimous. In case of disagreement, the issue is escalated to the JSC.
  - 4.3.8. The decisions of the Core OPSCOM are recorded in minutes which are circulated to the members of the Core OPSCOM as soon as possible and in any event within two (2) Working Days after the meeting. Final approval of the minutes, by consensus, is sought at the next meeting.
  - 4.3.9. Article 2.11.1.4 and Article 2.11.1.5 are applicable mutatis mutandis in case of a Core Operational Decision.
  - 4.3.10. The Core OPSCOM reports regularly on its activities to the Core JSC.

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

4.3.12. Core OPSCOM Chair role is, unless otherwise agreed performed on a rotating yearly basis amongst the NEMOs or the TSOs respectively.

## **ARTICLE 5. OTHER SUBCOMMITTEES AND TASK FORCES /WORKING GROUPS**

5.1. With a view to ensuring the smooth and efficient performance of this Agreement, the Parties may establish task forces as considered necessary by the JSC.

5.2. Subcommittees, task forces and working groups will be expert groups. However, in order to ensure sufficient information exchange between General TF and subcommittees, task forces and working groups, the respective subcommittees', task forces' and working groups' conveners will regularly attend General TF meetings. The following general rules apply to the work of subcommittees, task forces and working groups:

- (i) Each subcommittees, task force and working group shall report, through its respective convener, on its progress to the General TF;
- (ii) Subcommittees task forces and working groups deliverables within the frame agreed by JSC and the subcommittees task forces and working groups work planning shall be agreed on General TF level;
- (iii) Any decision taken or proposal made by the subcommittees, task forces and working groups shall be submitted to General TF including explanation. General TF may reject the decision or proposal of the subcommittees task forces and working groups and request a different proposal.

5.3. At least the following subcommittees, task forces and working groups can be established by JSC according to Article 8.5.1 of the Agreement:

- (i) Legal Task Force;
- (ii) Core Emergency Committee.