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**DRAFT**

**Version dated 18 February 2022**

## **CREATION**

### Marktfaciliteringsforum (MFF)

On \*, appeared before me, mr Thierry Jerome Burgemeestre, notary in the Hague:-

1. \*, hereinafter referred to as "the founder 1";
2. \*, hereinafter referred to as "the founder 2".

The founder 1 and the founder 2 hereafter together also called: The "founders".

## **FOUNDING ASSOCIATION**

The founders declare to set up an association and to establish the following articles of association for this purpose.

### ARTICLES OF ASSOCIATION

#### **INDELING**

These articles of association are classified in the following chapters:

- Chapter 1. Definities
- Chapter 2. Name, seat, structure, purpose, assets
- Chapter 3. Members, group members, and Martrollen.
- Chapter 4. Governance
- Chapter 5. General Assembly
- Chapter 6. Financial year, financial statements
- Chapter 7. Amendment of articles of association, merger, division, conversion, regulations
- Chapter 8. Divisions general
- Chapter 9. Division I (System processes)
- Chapter 10. Division II (Transmission and Distribution System Operator registers Database processes)
- Chapter 11. Division III (Data sharing processes registers of measuring officers)
- Chapter 12. Division IV (Data sharing processes registers owners closed distribution system)
- Chapter 13. Dispute Advisory Committee (Escalation)

- Chapter 14. Dissolution
- Chapter 15. Transitional provisions

## CHAPTER 1. DEFINITIES

### Artikel 1.1 - Definities

a. The following terms are defined in these articles of association:

- **ACM:** Consumer and Market Authority;
- **Division:** A section of the association;
- **Division I:** The Division referred to in Chapter 9;
- **Division II:** The Division referred to in Chapter 10;
- **Division III:** The Division referred to in Chapter 11;
- **Division IV:** The Division referred to in Chapter 12;
- **Division member shall mean** the members of a Division;
- **Division meeting** shall mean the body of a Division formed by Division members of the Division concerned;
- **Appointment system:** The arrangements necessary for an effective, efficient and reliable electronic exchange of data, With respect to which the Energy Law requires or is provided that it will require transmission and distribution system operators to consult with certain parties which, in accordance with that law, must process data for certain processes in order to reach such agreements;
- **General Meeting** means the body of the association formed by the members of the association;
- **BAS: Administrator Energy Data Exchange Framework (BAS) B.V.:** A limited liability private company with registered office in Amersfoort, with registered office number 84811439, which has been established as a grouping of transmission and distribution system operators for, inter alia, the joint execution of the tasks of the Data Exchange entity as provided for in the Energy Law;
- **"Closed distribution system manager" means** the Marktrol as defined in Article 15.4(1)(h), to the extent not otherwise defined by the General Meeting;
- **"Nomination advisory committee"** means the committee referred to in Article 4.1(4);
- **"Data User" means** the Marktrol as defined in Article 15.4(1)(b), to the extent not otherwise defined by the General Meeting;
- **Data sharing processes:** The processes are not the system processes with respect to which the Energy Law requires transmission and distribution system operators to consult in order to reach agreements necessary for effective, efficient and reliable electronic data exchange;
- **Distribution system operator:** A network operator, not being the network operator of the national gas transport network, designated as the network operator with the agreement of the Minister referred to in Article 4(2) of the Gas Act or a network operator, other than the grid operator of the national high-voltage grid,

Appointed as a network operator with the agreement of the Minister referred to in Article 12(2) of the Electricity Law 1998;

- **Energy law:** The law which replaces the Electricity Law 1998 and the Gas Act;
- **Dispute-based advisory committee:** the commission referred to in Article 13.1;
- **Data exchange entity** means the data exchange entity as provided for in the energy law;
- **Group member** shall mean the legal person referred to in Article 3.3;
- **Cash control committee:** the commission referred to in Article 6.1(3);
- **Members:** The members of the association, of any kind;
- **"Transmission and distribution system operator" means** the persons referred to in Article 3.1(2)(a);
- **"Member System" means-** the persons referred to in Article 3.1(2)(b);
- **LedenNietSystemParty--:** The persons referred to in Article 3.1 (2) (c);
- **Member's Representative--Business:** The persons referred to in Article 3.1 (2) ( d);
- **"Representative- consumer"** means the persons referred to in Article 3.1 (2) (e);
- **Markrol shall mean** a role which can be distinguished by rights and obligations laid down by or under the Energy Law with regard to the electronic exchange of data for the purposes of the Data Subprocesses and System processes and which is also defined and defined as such in the Energy Data Exchange Framework;
- **"Person responsible for measuring" shall mean** the Markrol as defined in Article 15.4(1)(e), to the extent not otherwise defined by the General Meeting;
- **Non-System Party:** A Data User, not being a Transmission System Operator, Distribution System Operator, or System Information Party;
- **Remuneration Advisory Committee:** the committee referred to in Article 4.2(3);
- **Representative consumer organization:** A legal person whose statutes provide for the interests of customers who buy electricity and gas for domestic use and not for commercial and professional activities and/or customers who consume electricity produced within their own plant, store or sell these or use flexibility or energy efficiency services, provided that such activities do not constitute their main commercial activity, where the organization is sufficiently representative and also operates nationally;
- **Representative Business Users Organization:** a legal person whose statutes provide for the specific interests of electricity and gas not for domestic use and wholesale customers, with the organization being sufficiently representative and operating nationally, including producers, industrial customers, small and medium-sized enterprises
- **In writing:** By letter, fax or e-mail, or by message transmitted through another means of communication, which can be received in writing, provided that the identity of the consignor can be established with sufficient certainty;

- **"System Party"** means a natural or legal person who fulfills at least one Markrol in the system processes;
  - **System Technical Party:** A System Party not being a Transmission System Operator or Distribution System Operator;
  - **System processes:** The processes for the functioning of the energy system, as defined in the energy law, within which (among others) decreases, delivers, returns, facilitate in peer-to-peer trade, aggregate, switch, produce, feed, store, act, Balance, measure, connect, transport and manage and maintain systems in conjunction with each other, with respect to which the Energy Law requires transmission and distribution system operators to consult to reach agreements necessary for effective, efficient and reliable electronic data exchange;
  - **Transmission system operator** shall mean the network operator designated by the Minister of the national gas transmission network as referred to in Article 2(1) of the Gas Act or the national high-voltage grid operator designated by the Minister as referred to in Article 10(2) Electricity Law 1998;
- b. The following terms shall be understood only in Chapter 9 in respect of Division I of these Statutes:
- **Division members I-** shall mean the members of Division I, of any kind;
  - **Division Member-I Transmission and Distribution System Operator:** The persons referred to in Article 9.2(2)(a);
  - **'ISysteemmarktlot' means-** the persons referred to in Article 9.2 (2) (b);
  - **Divisional Member Business---** The persons referred to in Article 9.2 (2) (c);
  - **Distribution Member representation Consumer---** The persons referred to in Article 9.2 (2) (d)
  - **Electricity and gas information code:** Conditions laid down by the Board of Directors of ACM as referred to in Article 55 of the Electricity Law 1998 and 23 of the Gas Law;
  - **Input documentation:** The changes to be made to the market process models, detailed process models, message definitions and the electricity and gas information code as determined by the Unit Meeting I;
  - **Release:** The actual implementation of the Input Documentation for the simultaneous adaptation of the affected (de)central systems;
  - **Roll Back:** The execution of one or more scenarios where the actual implementation of the Input Documentation is stopped and the affected (de)central systems are reduced to the state from which these implementation actions were initiated
- c. The following terms in Chapter 10 relating to Division II of these Articles of Association shall be understood to mean:
- **Division members II-** The members of Division II, of any kind;
  - **Division members-II register administrator:** The transmission and distribution

- system operators referred to in Article 10.2(2)(a);
- **Division Member II Data user-**: The persons referred to in Article 10.2 (2) (b);
  - **Divisional Member II Presentation Business---**: The persons referred to in Article 10.2 (2) (c);
  - **Division Member II Presentation Consumer--**: The persons referred to in Article 10.2 (2) (d).
- d. The following terms in Chapter 11 relating to Afdeling III- in these Articles of Association shall be understood as meaning:
- **Division III-**: The members of the Division III registered with the Association, whatever their species;
  - **Division Member III- register administrator**: The persons referred to in Article 11.2(2)(a);
  - **Division Member III Data user-**: The persons referred to in Article 11.2 (2) (b);
  - **Divisional Member III Representative shall---** mean the persons referred to in Article 11.2 (2) (c);
  - **Division Member III Representative Consumer--**: The persons referred to in Article 11.2 (2) (d)
- e. The following terms in Chapter 12 relating to Afdeling IV- in these Articles of Association shall be understood as meaning:
- **Division Membership IV-** shall mean the members of Division IV, of any kind;
  - **Division Member IV- registry manager**: The persons referred to in Article 12.2 (2) (a);
  - **Division member IV Data user-**: The persons referred to in Article 12.2 (2) (b);
  - **Divisional Member Business---**: The persons referred to in Article 12.2 (2) (c);
  - **Division Member of the IV Representative Consumer--**: The persons referred to in Article 12.2 (2) (d).

#### **Article 1.2 - interpretation**

- a. Definitions given in the singular shall also include the plural and vice versa, unless expressly stated otherwise.
- b. The titles and headings above the provisions of these articles of association do not have any independent meaning.

### **CHAPTER 2. NAME, SEAT, PURPOSE, STRUCTURE, ASSETS**

#### **Article 2.1 – Name and seat**

1. The association bears the name: **Market facilitation forum (MFF)**.
2. The association is located in the municipality of Amersfoort.

#### **Article 2.2 – Structure**

1. The association has the following bodies:
  - The General Meeting;
  - The Board of Directors;
  - de commissies;

- The Divisions.
2. A Division shall have the following bodies:
    - The department meeting;
    - The department board.
  3. In any case, the association has a Disputes Advisory Committee. Furthermore, the association may have a Nomination Advisory Committee, a Remuneration Advisory Committee and/or a Cash Audit Committee. The association cannot have any other committees. The Divisions have no committees.

### **Article 2.3 – purpose**

1. The aim of the association is to ensure the establishment and implementation of the arrangements necessary for the effective, efficient and reliable electronic exchange of data, With regard to which the Energy Law requires transmission and distribution system operators to consult in order to reach such agreements and to carry out all related or beneficial activities, As well as submitting proposals to public authorities for amendments to the Energy Law and the related arrangements in so far as this relates to the electronic exchange of data for the purposes of the Data Sharing processes and System processes. The foregoing shall not affect the ability of members of the Association, in their own title, to submit proposals for amendments to laws and regulations. When the association submits proposals for amendment of laws and regulations, the association shall be transparent with respect to the relevant governmental authorities on the views of its Members, including those of Members who have not agreed to the proposal in question.
2. The aim of the association, until the entry into force of the Energy Law, is to decide on sectoral planning on message traffic and on policy proposals, possibly culminating in proposals for decision-making to the ACM or to the joint network managers, As referred to in the Electricity Law 1998 and the Gas Law. And the performance of all related or beneficial activities.
3. The association tries to achieve its goal by:
  - a. The establishment, adoption and amendment of an appointment system, the provisions of which should not be contrary to energy law, competition law or other legislation;
  - b. facilitate discussions and document needs and visions;
  - c. The conclusion of agreements with BAS for support by BAS to the association.

### **Article 2.4 – Power**

The capacity of the association will be formed by contributions from BAS under one or more agreements between the association and BAS and other acquisitions and benefits.

## **CHAPTER 3. Members, group members, and Martrollen**

### **Article 3.1 – Members**

1. The association has the following types of Members, namely:
  - a. Members Transmission and Distribution System Operator;

- b. Members-System Ink lot;
  - c. LedenNite System Party--;
  - d. Members-representative-Business; en
  - e. Ledenrepresentation Consumer--.
2. a. A Member Transmission and Distribution System Operator can only be a distribution system administrator or a transmission system administrator, which:
- i. Is bound by the appointment system by an agreement with BAS; en
  - ii. Is certified with BAS for the Marktrol(s) he has registered with the association.
- b. A Member System Division can only be a System Division Party, which:
- i. Is bound by the appointment system by an agreement with BAS; en
  - ii. Is certified with BAS for the Marktrol(s) he has registered with the association.
- c. A Member Non-System Party may be a non-System Party only which:
- i. Is bound by the appointment system by an agreement with BAS; en
  - ii. Is certified with BAS for the Marktrol(s) he has registered with the association.
- d. A Membership Presentation Business-- can only be a representative organization business user.
- e. A LidRepresentative- Consumer can only be a representative organization of consumers.
3. ---For each of the Member Transmission and Distribution System Operator, LedenSysteemartsParty, LedenNietSystemParty, Membership is required to comply with any provision of the Appointment System.

### **Article 3.2 – Accession and membership register**

1. Members shall be those who have registered as members of the Board and are admitted to the Association by the Board as such.
2. At the time of notification to the board, the person concerned shall specify which Marktrol(s) he -/she must be registered with after approval of the association. A Member may only register with the association with the Marktrol(s) he actually performs. A Member may choose not to register one or more of the Martrols he actually performs with the association.  
If a Member no longer actually fulfills a Markrol with which he is registered with the association, he shall be obliged to inform the board as soon as possible.
3. The Secretary of the Board shall keep a register of members, which shall include the names and addresses of all Members, together with the name(s) of the Markrol(s) with which the Member is registered.  
In addition, the register of members shall indicate in respect of any Member legal person who is permanently authorized to represent the Member in question in the bodies of the association.  
If a Member has agreed to the convening of the General Meeting and the meetings of the Division by means of electronic communication, the address disclosed by the

Member for this purpose shall be entered in the Member's register.

4. Membership cannot be transferred or transferred. If a legal person is involved in a merger or division and therefore ceases to exist, the Membership shall not be transferred to the acquiring legal person or to the legal person designated for that purpose by virtue of the description at the time of splitting.

### **Article 3.3 - Group Members**

If one or more existing members-legal persons belong to a group as referred to in Article 24b, Book 2 of the Civil Code and there is another group company within the same group, whichever group company also meets the quality requirements referred to in Article 3.1 (2) (a), b or c and any group company that signs up with the association, the following applies:

- a. This other group company can only be admitted as a member if it can register with the association with Marktrol(s) which have not already been registered by the existing legal persons- of the same group. If all Marktrol(s) which this other group company actually performs are already registered by the existing legal persons- of the same group, then this other group company may only register as a group member. The board decides on the admission of a group member.
- b. A group member shall be entitled to all the rights and obligations of an ordinary Member, except for voting rights in the General Meeting and voting rights in the departmental meetings.
- c. However, when a group member is notified, the notifying group company may be granted the ordinary Membership if one of the existing legal persons belonging- to the same group company terminates its ordinary Membership and becomes a group member. In that case, the relevant group companies of the same group should jointly determine which group companies, simply remain members, and for which group company the Membership ends. After this termination of the ordinary Membership, only Group Membership is open to the relevant group company, unless it is apparent in the new situation that the group company concerned is fulfilling one or more Marktrols which are not registered by the members-legal persons of the same group. This choice must be communicated to the board of the association fourteen days after notification. By making the choice the Membership of the relevant group company lapses. In the event that the choice and the accompanying timely communication to the board is not made, the group company which last signed up can only be admitted as a group member.

For the purposes of these articles of association, the term "Member" shall also mean a "group member", unless explicitly stated otherwise

### **Article 3.4 - Marktrollen**

1. The General Meeting shall establish Marktrollen as necessary for reaching agreements necessary for an effective, efficient and reliable electronic exchange of information, with respect to which the Energy Law requires transmission and distribution system operators to enter into consultations to reach such agreements.



2. A decision of the general meeting to establish and define a new Marktrol, to amend the definition of an existing Marktrol or to remove an existing Marktrol shall be taken by a majority of at least 90% (90%) of the votes cast, In a meeting in which at least twenty-five percent (25%) of the Members-Transmission-Distributor System Operator-- or Members-System Party respectively are present or represented.  
If the required number of members is not present or represented at the meeting in question, Article 5.3(2) shall apply.
3. The (definitions of the) Martrolls, as determined by the General Meeting's decision, are incorporated into the Appointment Committee.

#### **Artikel 3.5 - Schorsing**

1. A Member may be suspended by the Board for a period not exceeding three months if a member acts in breach of the articles of association, regulations or decisions of the association, or if the association is unduly prejudicial. During this period of suspension, the member may not exercise his membership rights. His membership obligations remain. If a Member is suspended, the Board shall also inform the other Members thereof.
2. Within one month of the notification of the Member of the decision to suspend the decision, that member may appeal against that decision to the General Meeting and bring it back to that meeting. The Board is obliged to convene the General Meeting within four weeks of receipt of the written appeal. During the period of appeal and pending the appeal, the member shall remain suspended.

#### **Article 3.6 – End of membership**

1. Membership ends by:
  - a. The death of a Member;
  - b. The cessation of the existence of a Member legal person, even if this is the result of a merger or division;
  - c. By means of an understatement of a Member or by means of an assumption of his entire capacity;
  - d. Where the Member is declared bankrupt, a scheme under the debt relief scheme shall be declared applicable to the Member or the Member shall obtain a suspension of payment;
  - e. Denunciation by the Member;
  - f. cancellation by the association;
  - g. dismay.
2. Termination of membership by the Member may only be made in writing and subject to a notice period of at least fourteen days.
3. Cancellation of the Membership by the Association shall be made by the Board, by written notice to the Member, stating the reason(s) of termination.  
Cancellation is possible:
  - If a Member, despite written warning from the management board, no longer

fulfills a statutory requirement, including the requirement referred to in Article 3.1 (2) (a) (b) (c) (d) and (e);

- If a Member, despite written warning from the management board, no longer fulfills a statutory obligation, including the obligation referred to in Article 3.1 (3);
- If the association cannot reasonably be required to continue membership.

The termination decision shall also fix the date of termination of the Membership.

4. Dislocation from Membership shall be carried out by the Board, by written notice to the Member, stating the reason(s) of the dismay.

Dismay is only possible if a Member acts or has acted in breach of the association's statutes, regulations or decisions, or if the association is unfairly disadvantaged or disadvantaged.

The dismay starts immediately.

5. Within one month of the notification of the Member of the decision to terminate or dismay the decision, that Member may appeal to the General Meeting against that decision and refer it to the General Meeting. The Board is obliged to convene the General Meeting within four weeks of receipt of the written appeal. During the period of appeal and pending the appeal, the Member whose membership has been terminated has been suspended.

#### **Article 3.7 - No other sanctions**

Where a Member fails to comply with one or more of the obligations of membership under or under these articles of association, the Association may use only organizational means, such as suspension or termination of membership against the Member concerned. In that case, the association and/or the other Members may not claim any performance or compensation under Book 3 or Book 6 of the Civil Code from the Member concerned in respect of obligations attached to membership by or under these articles of association. The foregoing shall not affect the agreement of (legal) persons to this effect as parties to a contract relating to obligations relating to the Appointment System.

#### **Article 3.8 – No contribution**

Members do not owe any contribution to the association.

### **CHAPTER 4. GOVERNANCE**

#### **Article 4.1 – Board: Composition and appointment**

1. The association is governed by a board consisting of two natural persons.
2. The General Meeting appoints the board members, after having obtained the advice of the Nomination Advisory Committee if it is in office.  
The General Meeting shall determine, when appointing the Director, whether the Director has the function of chairman or secretary.  
The directors must be appointed outside the Members.
3. The board may appoint a treasurer from among its members. The functions of treasurer and chairman or secretary can be combined in one person.
4. The General Meeting may decide to set up or terminate a Nomination Advisory

Committee. The Appointments Advisory Committee shall consist of at least two natural persons appointed by the General Meeting.

The Nomination Advisory Committee is authorized to propose to the General Meeting persons suitable for the appointment as director.

The Appointments Advisory Committee shall draw up a profile for the composition of the board, taking into account the nature of the association, its activities and the desired expertise and background of the directors.

Before the Nomination Advisory Committee presents a person as a candidate for a director, the Nomination Advisory Committee examines the working history, integrity, quality and suitability of the person concerned for the board position. The Nomination Advisory Committee also examines whether there are conflicts of interest or ancillary functions as directors. If the commission considers that this is necessary for the proper performance of its task, it may be assisted by an external expert.

5. Each operator must meet the following requirements:
  - a. the driver has at least two years of experience in the energy sector;
  - b. The director is not employed by (a group company of) a Member;
  - c. The director is not otherwise financially linked to (a group company of) a Member.

6. The director with the function of chairman shall be appointed for a period not exceeding four years.

The Director with the function of Secretary shall be appointed for a period not exceeding five years.

Directors shall resign according to a schedule to be made by the Board.

A driver who is retiring according to schedule is:

- a. as regards the chairman, only one reappointment;
  - b. as far as the secretary is concerned: unlimited reappointment.
7. The General Meeting must provide As soon as possible with vacancies of the board. A non-full- board shall not be authorized, except in the case of the appointment of temporary alternates for the vacancies referred to in paragraph 8.
8. In the event of the director being prevented or absent from the post of chairman or secretary, the General Meeting may appoint a person to perform this function temporarily and to perform the relevant administrative functions. The person designated by the General Meeting shall not be required to meet the quality requirements referred to in paragraph 5.

In the absence of a director, without prejudice to this appointment of the temporary alternate referred to above, the General Meeting shall remain obliged to permanently fill As soon as possible with the vacancy in question by appointing a qualified person in accordance with the provisions of the preceding paragraphs of this Article.

In any event, the term 'driver's control' shall mean suspension and the case in which, for whatever reason, the association, the co-driver or a Member cannot obtain contact with a director for a continuous period of at least seventy-two hours, It is understood

that the General Meeting may decide that another period shall apply.

#### **Article 4.2 – Remuneration**

- 1 Only the directors of the association may receive a remuneration and/or a reasonable remuneration for their expenses.  
Members of the Committee and Division Directors shall not receive any remuneration or expense allowance.
2. The remuneration of a director may never exceed the maximum remuneration of a senior official of a distribution system administrator as provided for in the Top Income Standards Act.
3. The General Meeting may decide to set up or terminate a Remuneration Advisory Committee. The Remuneration Advisory Committee consists of at least two natural persons appointed by the General Meeting. The Remuneration Advisory Committee examines and compares the remuneration and conditions of employment that are appropriate for directors and gives advice to the General Meeting on this.
4. The General Meeting, after obtaining the advice of the Remuneration Advisory Committee, shall determine the remuneration of each of the directors.

#### **Article 4.3 – Board: End of function, suspension**

1. A Board Membership ends:
  - by resignation of a member of the board;
  - by the expiry of the period for which the board member has been appointed;
  - by the death of a member of the board;
  - by means of an understatement of a member of the board or under the control of his entire capacity;
  - if the board member no longer meets the requirements laid down in article 4.1 (5);
  - By resignation of the board member on the basis of a decision of the General Meeting;
  - where the member of the board is declared bankrupt, a settlement under the debt rescheduling scheme is declared to be applicable to him or to obtain a suspension of payment;
 this subject to the provisions of the following.
2. A board member may be suspended at any time by the General Meeting.  
The suspension shall not exceed three months and may be extended by the General Meeting once for that period. If the suspension does not follow a dismissal during the suspension, the suspension will end after the expiry of the period. The board member shall be given the opportunity to justify himself in the relevant General Meeting and may be assisted by a councilor.

#### **Article 4.4 – Board: Convening, meetings, decision-making**

1. Each director shall be entitled to convene a meeting of the board.
2. The convening of the meetings of the board shall take place in Schriftelijk, taking

into account a period of at least seven days, excluding the day of convening and the day of the meeting, the start time and the place of the meeting and the topics to be discussed (agenda).

3. The meetings of the board shall be held at the place to be determined by the person convening the meeting.
4. If any of the provisions of the two previous members are violated, the board may still take legal decisions if all directors are present or represented in the meeting.
5. In the meetings of the board, each director shall have one vote.  
In so far as no larger majority is prescribed in these articles of association, decisions shall be taken by the board by an absolute majority of the votes cast.
6. A director shall not take part in the deliberations and decision-making if he has a direct or indirect personal interest which conflicts with the interests of the Association and the company or organization associated with it.  
If this does not enable a decision to be taken, the General Assembly shall take the decision.

**Article 4.5 – Management Board: Management of meetings, minutes, decision-making outside meeting**

1. The Chairman shall chair the meetings of the Board; in his absence, the meeting itself provides for its leadership.
2. The chairman of the meeting shall determine the manner in which the votes shall be held in the meetings.
3. Minutes of the proceedings in the meetings of the board shall be kept by the secretary or a person appointed for that purpose by the chairman of the meeting.  
The minutes shall be signed by the President and the minutes of the meeting after they have been established.
4. The board may also take decisions in a manner other than at a meeting if all directors have declared themselves in writing in favor of the proposal.

**Article 4.6 – Board: Duties and powers**

1. The board is responsible for managing the association. In the performance of their duties, the directors shall focus on the interests of the association and the organization associated with it. Each director shall be obliged to the association to perform the task assigned to him in a proper manner. The management board shall be obliged to keep records of the assets of the association and of all matters relating to the activities of the association in such a way as to satisfy the requirements arising from such activities and to keep such records, records and other data carriers, that the rights and obligations of the association may be known at any time.  
The management board shall be obliged to keep the said books, records and other data carriers for seven years.
2. The General Meeting may, by a decision to do so, require the Board to act in accordance with the instructions of the General Meeting. The board is obliged to

follow the instructions unless they conflict with the interests of the association and the organization associated with it.

3. The board shall require the approval of the General Meeting for decisions to:
  - a. The conclusion or modification of agreements with BAS
  - b. Make proposals to public authorities for changes to the energy law and/or the related arrangements regarding the exchange of data;
  - c. Entering into other legal acts exceeding the amount which the General Meeting may determine;
  - d. entering into, amending or terminating employment contracts and management agreements with members of the association;
  - e. establishing a budget;
  - f. determining or modifying a policy plan;
  - g. entering into a settlement agreement for the termination of a dispute;
  - h. action in law, including arbitral proceedings, including the taking of precautionary measures and other legal measures which cannot lead to a postponement.

The General Meeting may, by a decision to that effect, make clear decisions other than those described above by the Board subject to its approval. Such a decision of the General Meeting shall be communicated immediately to the Board.

The absence of such approval cannot be invoked against or by third parties.
4. The board is not authorized to decide on:
  - a. the conclusion of contracts for the acquisition, disposal, payment, rental and rental of registered goods,
  - b. borrowing and lending agreements;
  - c. the conclusion of agreements whereby the association undertakes as a guarantor, makes a strong commitment for a third party or undertakes to guarantee the debt of a third party
  - d. entering into employment contracts and management agreements with persons other than the directors of the association.

#### **Article 4.7 – representation**

1. Representation of the association shall be authorized:
  - the entire board together;
  - an individual driver.
2. The board may decide to grant occasional or continuous proxy to one or more directors and/or to others, both together and separately, to represent the association within the limits of that proxy.

### **CHAPTER 5. GENERAL MEETING**

#### **Article 5.1 – the General Meeting: Notice**

1. The General Meeting shall be convened by the Board.  
A number of members, jointly authorized to cast at least one-tenth of the votes, may request the board in writing to convene a General Meeting within four weeks of that

request. If the board has not issued the invitation to the meeting within 14 days of receipt of the request, the applicants may convene the meeting themselves.

2. The convening of the General Meeting shall be made by means of a notice sent to the addresses of Members according to the Members' register. If a Member so agrees, the convening may also be carried out by means of a legible and reproducible electronic message to the address published by the Member for this purpose. The convening of the General Meeting shall also include a notice of the individual meetings of the Divisions.
3. The term of notice shall be at least fourteen days, excluding the day of the notice and the day of the meeting.
4. In addition to the place, date and time of the meeting, the convocation must include an agenda showing which topics are raised.

**Article 5.2 – the general meeting: Access, voting rights**

1. Access to the General Meeting shall include all unsuspended Members and members of the Board of the Association.  
The meeting may also decide to allow other persons to (part of) the meeting.  
Suspended Members and Members of whom the Membership has been canceled or who have been dismayed from Membership shall have access to that part of the meeting where the appeal against suspension, termination or dislocation is at issue.
2. Each Member shall have the right to vote in the General Meeting, provided that a suspended Member shall not have the right to vote.
3. The number of votes which Members present or represented may cast at the General Meeting shall be as follows:
  - a. Immediately prior to the vote on a proposal, each of the Members present or represented shall indicate whether or not the Member wishes to participate in the vote.
  - b. The Members who indicate that they do not wish to participate in the vote on the proposal are no longer part of the decision-making process on the proposal in question and therefore do not count toward the calculation of the number of votes to be cast on the proposal.
  - c. The number of votes which the other Members present or represented may cast in respect of the decision in question shall then be as follows:
    - i. Any Member Transmission and Distribution System Operator may cast a number of votes equal to the number 25.000 divided by the number of Members present or represented Transmission and Distribution System Operator;
    - ii. Each Member System Party may cast a number of votes equal to the number 25.000 divided by the number of Members present or represented System Party;
    - iii. Each Member of the NetSystemsParty- may cast a number of votes equal to

the number 25.000 divided by the number of Members present or represented non-System-Party;

- vi. Each Member representation Business- may cast a number of votes equal to the number 12.500 divided by the number of Members present or represented representative Business;
- v. Each Member representation Consumer-- may cast a number of votes equal to the number 12.500 divided by the number of Members present or represented representative consumer,

except that:

- the number of votes to be cast shall be rounded down to an integer;
- If there are Members who would not be able to vote on completion, then all the numbers referred to in paragraphs i. to v. shall be multiplied by a factor of ten (10) and the number of votes to be cast shall be re-established by Members, As long as each Member present or represented can cast at least one vote;
- If Members of a particular type vote unanimously, the number of votes cast by these joint Members shall always be deemed to be equal to the number mentioned in this subparagraph c in relation to their type, regardless of the possible consequences of rounding down to whole numbers.

4. A Member entitled to vote may give a limited power of attorney to another (legal) person to vote on his behalf. This limited power of attorney given by the Member may relate only to one general meeting. This limited power of attorney must be given in writing and submitted to the management before the vote.

Furthermore, a Member legal person may give a standing mandate to a person within the organization of that Member legal person to vote on its behalf. This standing power must be given in writing and submitted to the board. The board shall register the person with the standing power in the register of members as referred to in Article 3.2 paragraph 3.

The requirement of the scriptivity of the power of attorney is met if the power of attorney is electronically established.

#### **Article 5.3 – the General Assembly: Decision-making**

1. Unless otherwise provided in these articles of association, a resolution of the General Meeting shall be taken by a majority of at least seventy-four percent (74%) of the votes cast. At that meeting, at least twenty-five percent (25%) of the Member Transmission and Distribution System Operator or LedenSystem Engineer or- LedenNot- System Party respectively- must be present or represented. Blank and invalid votes are not issued and therefore do not count toward the decision-making and the calculation of the necessary percentages.
2. If the required number of Member Transmission and Distribution System Operator and Members System Party respectively is-- not present or represented, a new General Meeting may be convened no earlier than two weeks and no later than four



weeks after the first meeting, In which the relevant decision may be taken irrespective of the number of Members present or represented at this General Meeting, provided that the required majority of votes are taken.

3. The chairman's opinion on the outcome of a vote, expressed at the meeting, shall be decisive. The same applies to the content of a decision taken, insofar as a vote was taken on a proposal which was not recorded in writing. If, as soon as the chairman's opinion is given, the correctness of the vote is contested, a new vote shall take place if the majority of the meeting or, if the original vote did not take place by roll call or in writing, a person entitled to vote so requests. This new vote will cancel the legal consequences of the original vote.
4. If a majority is not obtained by a vote on the election of persons by first vote, a new vote will take place. If a majority is not obtained, then an interim vote will decide between which persons will be revoted.  
If the votes were to be cast in the case of election of persons, the fate would be decided.  
If the votes cast a vote on a proposal that does not concern the election of persons, the proposal was rejected.
5. Voting at the General Assembly shall be carried out by means of a present digital voting system consisting of a computer with software and peripherals specially designed to directly record the individual choice in a vote electronically and digitally, unless the chairman indicates that the vote is by unsigned, closed ballot papers or oral voting.  
In so far as the chairman requests an oral vote, this vote will nevertheless take place by means of the aforementioned digital voting system or the relevant ballot papers (at the chairman's option) if a member objects to an oral vote.  
Decision-making by acclamation is possible unless a member requests a roll-call vote.
6. A Member entitled to vote may also exercise its right to vote by means of an electronic means of communication, provided that the person entitled to vote can be identified by means of electronic means of communication, can directly take cognizant of the proceedings at the meeting and exercise the right to vote.  
The board may impose conditions on the use of the electronic means of communication. In addition, the right to vote must be able to participate in the debate by means of electronic communication. These terms and conditions shall be disclosed in the notice convening the meeting.
7. A unanimous decision of all Members, even if they are not meeting in a meeting, shall have the same force as a decision of the General Meeting, if it has been taken with prior knowledge of the board.
8. If all Members are present or represented in a meeting, valid decisions may be taken on all matters raised, subject to unanimous vote, even though the subject is not or has not been announced in the notice of the notice or has not been properly convened.

#### **Rule 5.4 – the General Assembly: Management and minutes**

1. A General Meeting is chaired by the President of the Association.  
If the chairman is missing, the other director shall lead the meeting if present. If the presidency is not provided for in this way, the meeting itself will be in charge.
2. Minutes of the proceedings in each General Meeting shall be kept by the secretary or another person designated by the chairman of the meeting for that purpose and shall be adopted by signature by the chairman and the notulist.

#### **Article 5.5 Amendments to the agreement(s) with BAS**

The General Meeting shall decide on (consent for) amendments to the Agreement and shall cover generic provisions relating to the tasks of several Divisions or not related to the tasks of the Divisions. Agreement(s) which Members have concluded with BAS to the extent

### **CHAPTER 6. FINANCIAL YEAR, FINANCIAL STATEMENTS**

#### **Article 6.1 – Reporting and accounting**

1. The association's financial year shall be equal to the calendar year.
2. Within six months of the end of the financial year, the Board of Directors shall report to a General Meeting on the conduct of the association and on the policy pursued, excluding the extension of this period by the General Meeting. It shall submit the balance sheet and the statement of income and expenses to the meeting with an explanatory note for approval. These documents are signed by the directors. If one or more of them are not signed, the reasons for this shall be stated.
3. The Board shall submit the annual documents to the General Meeting for approval. No auditor's statement as referred to in Article 2:393 (1) of the Civil Code shall be submitted on the accuracy of these documents. Then, prior to that, the annual accounts are checked by a cash control committee to be appointed by the General Meeting of Shareholders of at least two members who are not allowed to be part of the board. A member of the cash control committee may sit in the cash control committee for a maximum of two consecutive years.

The management board is obliged to make the cash control committee available in all accounts and the documents relating to them and to provide all the information it wishes to provide. If the commission considers that this is necessary for the proper performance of its task, it may be assisted by an external expert.

the commission shall report its examination to the General Assembly, together with an opinion on whether or not the annual documents are adopted.

After the annual accounts have been approved by the General Assembly, the proposal is made to grant discharge to the board in respect of the account and accounts he has made.

4. In a meeting to be held two months before the end of the financial year, the management board shall adopt a budget of the income and expenses of the following financial year.

5. The board shall adopt a policy plan and update it periodically.

The policy plan provides an insight into the activities to be carried out by the association, the way in which funds are to be used, the management of the assets of the association and the use to which it is to be put.

## **CHAPTER 7. AMENDMENT OF ARTICLES OF ASSOCIATION, MERGER, DIVISION, CONVERSION, REGULATIONS**

### **Article 7.1 – Status change**

1. The articles of association may be amended by a decision of the General Meeting. If a proposal to amend the articles of association is to be made to the General Meeting, it must always be stated in the notice to the General Meeting.
2. Those who have called the General Meeting for consideration of a proposal for amendment of the articles of association must make a copy of that proposal, which contains the proposed amendment verbatim, available to members at an appropriate place at least 14 days before the meeting. In addition, a copy as referred to above shall be sent to all Members.
3. A resolution to amend the articles of association shall be adopted by a majority of at least 90 percent (90%) of the votes cast, in a meeting in which at least 25 percent (25%) of the Members Transmission and Distribution System Operator or Members System Party respectively are present or represented.  
If the required number of Members is not present or represented at the relevant meeting, Article 5.3 paragraph 2 shall apply.
4. A change of status becomes effective immediately after it is recorded in a notarial deed. Each director is authorized to record a change of status by notarial deed. An authentic copy of the instrument of amendment and a continuous text of the amended articles of association shall be deposited with the commercial register.

### **Artikel 7.2 – Merger, demerger, transformation**

A decision of the General Meeting to merge or split the meaning of Title 7 of Book 2 of the Civil Code and a decision of the General Meeting to convert the Association into another legal form in accordance with Article 2:18 of the Civil Code, the provisions of the previous article shall apply mutatis mutandis as far as possible, without prejudice to the requirements of the law.

### **Article 7.3 – Regulations**

1. The General Meeting may adopt one or more regulations.
2. A regulation may provide further rules on, inter alia, membership, the introduction of new Members, the work of the Board, the committees or the meetings.  
A regulation may not be in breach of the law or of the articles of association and may not contain provisions that are to be regulated by articles of association.

### **Article 7.4- unforeseen cases**

In all cases where both the law and the articles of association do not provide, the board shall decide.

## **CHAPTER 8. DEPARTMENTS GENERAL**

### **Article 8.1 - Unit structure and powers**

1. The association has four Divisions, namely Division I, Division II, Division III and Division IV.
2. The Divisions shall arrange matters relating solely to their own Division.
3. The duties and powers of the Divisions are laid down in these articles of association.
4. The Divisions have their own decision-making powers in respect of their own affairs, as laid down in these articles of association.
5. To the extent that a decision is to be taken on a subject matter of the Appointment Committee which is not within the remit of one of the Divisions or falls within the remit of both Division I and one or more of the other Divisions, Then the subject in question is considered to be part of the exclusive task of Division I.  
Notwithstanding the foregoing provision, the General Meeting may, only after the request of Division I, decide to designate another Division whose exclusive task in future is deemed to be the subject in question.
6. In so far as a decision is to be taken on a subject of the Appointment Committee which is not within the scope of Division I but falls within the remit of at least two of the other Divisions, Then the General Assembly will take the decision on this subject or the General Assembly will decide to designate a Division whose exclusive task it will be deemed to be in future.
7. The Divisions have no legal personality.

### **Article 8.2 - Unit members, Unit board and Unit meeting**

1. A member of the association who complies with the description of a Division member as given in these articles of association shall be a member of the Division in question as a Division member.
2. Each department has a division meeting and a department board.
3. For the members of the department, the provisions of Articles 3.5 to 3.8 for membership also apply to department membership.
4. The provisions of Chapter 5 concerning a General Meeting of Shareholders shall apply mutatis mutandis to the meetings of the Division unless these articles of association provide otherwise.
5. Article 4.1 to Article 4.5 shall apply mutatis mutandis to the Division Management Board, unless these Articles of Association provide otherwise.
6. The appointment of the Executive Board members shall be made on the basis of a nomination pursuant to these Articles of Association:
  - a. In the case of a vacancy for the chairman of the department board, the chairman of the association shall be deemed to have been nominated as chairman of the department board.
  - b. In the case of a vacancy for the secretary of the department board, the secretary of the association shall be deemed to have been nominated as

secretary of the department board.

This nomination shall be binding and shall have the effect of appointing the nominee as director unless the nomination is deprived of its binding character by a decision of the Division Meeting, taken with at least two-thirds of the votes cast. If the Division Meeting has deprived the nomination of its binding character, it shall be free to appoint the nomination in that event the nomination decision shall be taken with at least two-thirds of the votes cast.

7. Board members shall be suspended and dismissed by a decision of the Division Meeting taken with at least two-thirds of the votes cast.

### **Article 8.3 - Division regulations**

1. The Division Meeting of a Division may establish one or more Division Regulations in respect of this Division.
2. A Division Division Regulations may lay down detailed rules on, inter alia, the membership of the Division, the activities of the Division Management Board or the meetings within this Division.

A Division Regulation may not be in breach of the law or the articles of association and may not contain provisions which are to be regulated by articles of association.

## **CHAPTER 9. SECTION I (SYSTEM PROCESSES)**

### **Artikel 9.1. - Taakstelling**

The Division I has exclusive functions:

- a. Ensuring the establishment and implementation of the agreements necessary for the effective, efficient and reliable electronic exchange of data for the system processes, with regard to which the Energy Law requires transmission and distribution system operators to enter into consultations to reach such agreements;
- b. Until the entry into force of the Energy Law: Decisions on sectoral planning on message traffic and on policy proposals, possibly culminating in proposals for decision-making to the ACM or to the joint grid managers, as referred to in the Electricity Law 1998 and the Gas Law.

### **Article 9.2 - Division 1 -**

1. Division I has the following types of division membership I-, namely:
  - a. Division Members-I Transmission and Distribution System Operator;
  - b. Division membership ISysteemmarktparty--;
  - c. Distribution membersIRepresentative---Business;
  - d. Distribution membersIRepresentative---Consumer.
2.
  - a. Each Member Transmission and Distribution System Operator of the Association shall also be a Division I Transmission and Distribution System Operator
  - b. Each Member System Party of the Association shall also be a Division Member ISysteemmarktlot-- of Division I.
  - c. Each member's Presentation Business- of the Association is also a Division Member Business--- of the Division I.

- d. Every Membership representation Consumer-- of the Association is also a Division Member-- of the Division I.

**Article 9.3 – Division meeting I**

1. Access to the Division Meeting I shall have all unsuspended Division Members I- and the members of the Division Board I.
  2. The number of votes cast by the division members I- present or represented on the Division Meeting I- shall be as follows:
    - a. Immediately prior to the vote on a proposal, each of the members of the department present or represented shall indicate whether or- not the Division Member wishes to participate in the vote.
    - b. The section members I who do not wish to take part in the vote on the proposal are no longer part of the decision-making process on the proposal in question, and they therefore do not count toward the calculation of the number of votes to be cast on the proposal.
    - c. The number- of votes which the other members of the department present or represented may cast in respect of the decision in question shall then be as follows:
      - i. Each Division Member-I Transmission and Distribution System Operator may cast a number of votes equal to the number 40.000 divided by the number of department members present or represented-I Transmission and Distribution System Operator;
      - ii. Each ISYSTEMMARCTON may- cast a number of votes equal to the number 40.000 divided by the number of members present or represented in the division-I-System Division lot;
      - iii. Each Division Member-Representative-Business may cast a number of votes equal to the number 10.000 divided by the number of departmental members present or represented-Business; -
      - iv. Each Division Member-Presentation Consumer-- may cast a number of votes equal to the number 10.000 divided by the number of departmental members present or represented, -
- except that:
- the number of votes to be cast shall be rounded down to an integer;
  - If there- are members of the department which would not be able to vote after completion, all the figures referred to in paragraphs I. to iv. shall be multiplied by a factor of ten (10) and the number of votes to be cast shall be reestablished by the members of the section I, As long as each member of the Division present or represented- can cast at least one vote;
  - If the members of the division of a- certain kind vote unanimously, the number of votes- cast by these joint members shall always be deemed to be equal to the number referred to in this subparagraph (c) in respect of their species,

regardless of the possible consequences of rounding down to whole numbers.

3. A resolution of the Division Meeting I shall be taken by a majority of at least fifty-five percent (55%) of the votes cast, irrespective of the number of Division Members I present or represented at this meeting, unless the articles of association provide otherwise.

#### **Article 9.4 - amendments to the BAS agreement(s)**

The Division Meeting I shall decide on (consent for) amendments to the agreement(s) which Members have concluded with BAS to the extent provided for in that agreement and these provisions relate only to the task of Division I.

#### **Artikel 9.5 - Roll back; binding process agreements and implementation; power of attorney**

1. The Division Meeting I shall be empowered, inter alia, to decide on:
  - a. A Release;
  - b. A Roll Back.
2. A duly taken decision of the Division Meeting I in respect of the task of Division I referred to in Article 9.1(b-----) shall result in binding process agreements and implementation of existing and new activities for each Distribution Member Transmission System Operator and each Division Member ISysteemarktlot, provided that they do not exceed the task in question.
3. Each Division Member Transmission Distribution System Operator---- and each Division Member ISysteemarktlot-- hereby gives the Association the power to submit, on his behalf, proposals to the ACM as referred to in Article 54 (1) of the Electricity Law 1998 and Article 22 (1) of the Gaswet for the purpose of implementing legally valid decisions taken by the Division Meeting.

### **CHAPTER 10. SECTION II (TRANSMISSION AND DISTRIBUTION SYSTEM OPERATORS RECORDS)**

#### **Artikel 10.1 – Taakstelling**

The exclusive task of Division II shall be to:

- a. Ensuring the establishment and implementation of the arrangements necessary for the effective, efficient and reliable electronic exchange of data from the registers of transmission or distribution system operators for the Data Sharing processes, With regard to which the Energy Law requires transmission and distribution system operators to enter into consultations in order to reach such agreements
- b. Until the entry into force of the Energy Law: Decisions on sector planning for message traffic and policy proposals concerning the processes in which, at or under Article 26ab of the Electricity Law 1998 and Article 13b of the Gas Law respectively, a Distribution Member IIRegisterAdministrator at the request of a customer as referred to in the Electricity Law 1998 and the Gas Law grants access to the data from that customer to a third party. --

#### **Article 10.2 - Division members II. -**

1. Division II comprises the following types of Division II,- namely:
  - a. Division Member IIRegisterAdministrator--;
  - b. Division Member IIData User--;
  - c. Division Member-IIRepresentative--Business;
  - d. Division Member-IRepresentative--Consumer.
2.
  - a. Each member of the association having the status of transmission or distribution system administrator shall be a Division Member of the Register Administrator-- of Division II.
  - b. Any Member, regardless of any type, who does not have the status of transmission or distribution system administrator but is registered as Data User, is a Division Member of-- the Division II.
  - c. Each Membership Presentation Business-- of the Association is also a Division Member Business--- of the Division II.
  - d. Each Membership representation Consumer-- of the association is also a Division Member of representation Consumer--- of the Division II.

**Article 10.3 - Division meeting II.**

1. Access to the Division Meeting II shall be open to all unsuspended Division Members II- and members of the Division Management Board II.
2. The number of votes cast by the Division members II- present or represented at the Division Meeting II shall be as follows:
  - a. Immediately prior to the vote on a proposal, each of the members of the Division II present or represented shall indicate whether or- not the Division II wishes to participate in the vote.
  - b. The Division members II-, which indicate that they do not wish to participate in the vote on the proposal, are no longer part of the decision-making process on the proposal in question and they therefore do not count toward the calculation of the number of votes to be cast on the proposal.
  - c. The number- of votes which the other members of the department present or represented may cast in respect of the decision in question shall then be as follows:
    - i. Each Division Member-II registry administrator may cast a number of votes equal to the number 33.333 divided by the number of department members present or represented-II register administrator;
    - ii. Each Division Member-II-Data User may cast a number of votes equal to the number 33.333 divided by the number of department members present or represented-IData User-;
    - iii. Each Division Member-IIRepresentative--Business may cast a number of votes equal to the number 16.666 divided by the number of departmental members present or represented-IIRepresentative--Business;
    - iv. Each Division Member-IRepresentative--Consumer may cast a number of



votes equal to the number 16.666 divided by the number of departmental members present or represented-IRepresentative--Business.

except that:

- the number of votes to be cast shall be rounded down to an integer;
- If there- are division members II which would not be able to vote on completion, all the figures referred to in paragraphs I. to iv. shall be multiplied by a factor of ten (10) and the number of votes to be cast- shall be re-established by the division members II, As long as each member of the Division present or represented can cast at least one vote.
- If the members of the Division II- of a particular type vote unanimously, the number of votes cast by these joint members of the Division shall always be deemed to be equal to the number of votes in respect of their species mentioned in this subparagraph (c), irrespective of the possible consequences of rounding down to whole numbers.

3. A resolution of the Division Meeting II shall be taken by a majority of at least sixty-five percent (65%) of the votes cast, irrespective of the number of Division Members II present or represented at this meeting, unless the articles of association provide otherwise.

#### **Article 10.4 Amendments to the BAS agreement(s)**

The Division Meeting II shall decide on (consent for) amendments to the agreement(s) which Members have concluded with BAS to the extent provided for in that agreement and these provisions relate only to the task of Division II.

#### **Article 10.5 binding process agreements and implementation**

A duly taken decision of the Division II Division Meeting in respect of the Division II tasks referred to in Article 10.1(b-) shall result in binding procedural arrangements and implementation of existing and new activities for each of the Divisions II, provided that they do not exceed the relevant tasks.

### **CHAPTER 11. SECTION III (RECORDS OF THE PROCEDURE FOR THE PURPOSE OF THE PROCEDURE )**

#### **Artikel 11.1 – Taakstelling**

The exclusive task of Division III shall be to:

- a. Ensuring the establishment and implementation of the agreements necessary for the effective, efficient and reliable electronic exchange of data from the registers of the Data Sharing process Measuring Managers, With regard to which the Energy Law requires transmission and distribution system operators to consult to reach such agreements;
- b. Until the entry into force of the Energy Law: Decisions on sectoral planning on message traffic and policy proposals concerning the processes in which, under or under the Electricity Law 1998 and the Gas Law, with the exception of the information code, electricity and gas grant access to a Distribution Member IIIRegistry Manager at

the request of a customer as referred to in the Electricity Law 1998 and the Gas Law to the data of that customer to a third party. --

**Article 11.2 - Division members III. -**

1. Division III shall comprise the following types of Division III-, namely:
  - a. Division Member IIIRegisterAdministrator--;
  - b. Division Member IIIData User--;
  - c. Division Member-IIIRepresentative--Business;
  - d. Division Member-IIIRepresentative--Consumer.
2.
  - a. Each member of the association registered as a person responsible for measuring shall be a Division member IIIRegisterAdministrator-- of Division III.
  - b. Each Member, irrespective of the species, which is not registered as a person responsible for measurement but is registered as a Data User, is a Division Member IIIData User-- of Division III.
  - c. Each Membership Presentation Business-- of the Association is also a Division Member III. ---
  - d. Each Membership representation Consumer-- of the Association is also a Division Member of the Division III. ---
3. LedenTransmission- distribution system administrators- who do not qualify as a Division member-III also have access to the Division Meeting III and they have the corresponding meeting rights, except for voting rights, in the Division Meeting III.

**Article 11.3 - Division meeting III.**

1. Access to the Division Meeting III shall have all unsuspended Division Members III- and members of the Division Board III, as well as the LedenTransmission Distribution System Operators---].
2. The number of votes cast by the Division members III- present or represented at the Division Meeting III shall be as follows:
  - a. Immediately prior to the vote on a proposal, each of the members of Division III present or represented shall indicate whether or- not the Division III wishes to participate in the vote.
  - b. The Division members III-, which indicate that they do not wish to take part in the vote on the proposal, are no longer part of the decision-making process on the proposal in question and therefore they do not count toward the calculation of the number of votes to be cast on the proposal.
  - c. The number- of votes which the other members of the department present or represented may cast in respect of the decision in question shall then be as follows:
    - i. Each Division Member-IIIRegister Administrator- may cast a number of votes equal to the number 33.333 divided by the number of departmental members present or represented-III register administrator;
    - ii. Each Division Member-III-Data User may cast a number of votes equal to the

number 33.333 divided by the number of department members present or represented-III Data User-;

- iii. Each Division Member-III Representative--Business may cast a number of votes equal to the number 16.666 divided by the number of departmental members present or represented-III Representative--Business;
- iv. Each Division Member-III Representative--Consumer may cast a number of votes equal to the number 16.666 divided by the number of departmental members present or represented-III Representative--Business.

except that:

- the number of votes to be cast shall be rounded down to an integer;
- If there- are division members III who would not be able to vote on completion, all the figures referred to in paragraphs I. to iv. shall be multiplied by a factor of ten (10) and the number of votes to be cast- shall be reestablished by the division members III, As long as each member of the Division present or represented can cast at least one vote.
- If a division membership III- of a particular type votes unanimously, the number of votes cast by these joint division members shall always be deemed to be equal to the figure mentioned in this paragraph c with respect to their type, irrespective of the possible consequences of rounding down to whole numbers.

- 3. A resolution of the Division Meeting III shall be taken by a majority of at least sixty-five percent (65%) of the votes cast, irrespective of the number of Division Members III- present or represented at this meeting, unless the articles of association provide otherwise.

#### **Article 11.4 Amendments to the BAS agreement(s)**

The Division Meeting III shall decide on (consent for) amendments to the agreement(s) which Members have concluded with BAS to the extent provided for in that agreement and these provisions relate only to the task of Division III.

#### **Article 11.5 binding process agreements and implementation**

A duly taken decision of the Division Meeting III in respect of the task of Division III referred to in Article 11.1(b-) shall result in binding procedural arrangements and implementation of existing and new activities for each of the Division Members III, provided that they do not exceed the task in question.

### **CHAPTER 12. SECTION IV (DATA RECORDS OF OWNERS OF CLOSED DISTRIBUTION SYSTEM)**

#### **Artikel 12.1 – Taakstelling**

The exclusive task of Division IV shall be to:

- a. To ensure the establishment and implementation of the arrangements necessary for the effective, efficient and reliable electronic exchange of data from the owners' records of data-sharing distribution system for the data-sharing processes, With regard

to which the Energy Law requires transmission and distribution system operators to consult to reach such agreements;

- b. Until the entry into force of the Energy Law: Decisions on sector planning on message traffic and policy proposals concerning the processes in which, by or under the Electricity Law 1998 and the Gas Law, with the exception of the information code, electricity and gas grants access to a Distribution Member IVRegisterAdministrator at the request of a customer as referred to in the Electricity Law 1998 and the Gas Law to the data of that customer to a third party. --

#### **Article 12.2 - Division members IV -**

1. Division IV shall have the following types of Division IV,- namely:
  - a. Division Member IVRegisterAdministrator--;
  - b. Division Member IVData User--;
  - c. Division Member-IVRepresentative--Business;
  - d. Division Member IVRepresentative- Consumer.
2.
  - a. Each member of the association which is registered as an administrator of the closed distribution system shall be a Division Member of the Register Administrator-- of Division IV.
  - b. Each Member, regardless of the species, which is not registered as a Closed Distribution System Operator, but is registered as a Data User, is a Division Member User of-- the Division IV.
  - c. Each Membership Presentation Business-- of the association is also a Division Member Business--- of the Division IV.
  - d. Each Membership representation Consumer-- of the Association is also a Division Member of representation Consumer--- of Division IV.3.

LedenTransmission--enDistribution system administrators- who do not qualify as a Division Member IV also have access to the Division Meeting IV and they have the corresponding meeting rights, except for voting rights, in the Division Meeting IV.

#### **Article 12.3 - Division meeting IV**

1. Access to the Division Meeting IV has all unsuspended Division Members IV- and members of the Division Board IV as well as the LedenTransmission- and Distribution System Operators-.
2. The number of votes cast by the Division members IV- present or represented at the Division Meeting IV shall be as follows:
  - a. Immediately prior to the vote on a proposal, each of the members of the Division IV present or represented shall indicate whether or- not the Division IV wishes to participate in the vote.
  - b. The Division members IV-, which indicate that they do not wish to take part in the vote on the proposal, are no longer part of the decision-making process on the proposal in question and therefore they do not count toward the calculation of the number of votes to be cast on the proposal.

- c. The number- of votes which the other members of the department present or represented may cast in respect of the decision in question shall then be as follows:
- i. Each Division Member-IVRegisterAdministrator- may cast a number of votes equal to the number 33.333 divided by the number of department members present or represented-II register administrator;
  - ii. Each Division Member-IV-Data User may cast a number of votes equal to the number 33.333 divided by the number of department members present or represented-IVData User-;
  - iii. Each Division Member-IVRepresentative--Business may cast a number of votes equal to the number 16.666 divided by the number of departmental members present or represented-IVRepresentative--Business;
  - iv. Each Division Member-IVRepresentative--Consumer may cast a number of votes equal to the number 16.666 divided by the number of department members present or represented-IVRepresentative--Business.
- except that:
- the number of votes to be cast shall be rounded down to an integer;
  - If there- are Division members IV which would not be able to vote on completion, all the figures referred to in paragraphs I. to iv. shall be multiplied by a factor of ten (10) and the number of votes to be cast- shall be redetermined by the Division members IV, As long as each member of the Division present or represented can cast at least one vote.
  - If the members of the Division IV- of a particular type vote unanimously, the number of votes cast by these joint members of the Division shall always be deemed to be equal to the number of votes in respect of their species mentioned in this subparagraph (c), irrespective of the possible consequences of rounding down to whole numbers.

3. A resolution of the Division Meeting IV shall be taken by a majority of at least sixty-five percent (65%) of the votes cast, irrespective of the number of Division Members II present or represented at this meeting, unless these articles of association provide otherwise.

#### **Article 12.4 Amendments to the BAS agreement(s)**

The Division Meeting IV shall decide on (consent for) amendments to the agreement(s) concluded by Members with BAS to the extent provided for in that agreement, and these provisions relate only to the task of Division IV.

#### **Article 12.5 binding process agreements and implementation**

A duly taken decision of the Division IV Division Meeting in respect of the task of Division IV referred to in Article 12.1(b-) shall result in binding procedural arrangements and implementation of existing and new activities for each of the Division IV, provided that they do not exceed the task in question.

## **CHAPTER 13. DISPUTE ADVISORY COMMITTEE (ESCALATION)**

### **Article 13.1 – Disputes Advisory Committee**

1. The Association has a Disputes Advisory Committee of at least five natural persons appointed by the General Meeting. A member of the Disputes Advisory Committee may hold a maximum of three (3) years in the Disputes Advisory Committee.
2. Each member of the Disputes Advisory Committee must have at least two years of experience in the energy sector;
3. If a decision has been taken by the General Meeting and a Member then considers that:
  - a. the decision was contrary to the legal or statutory provisions governing the adoption of a decision; en/of
  - b. The Member is disproportionately disadvantaged in his interests by the decision taken, the Member concerned may inform the Disputes Advisory Committee in writing and on the grounds of his objection within one week of the decision in question.
4. The Disputes Advisory Committee shall examine whether the objection of the Member is justified. Within two (2) weeks of receipt of the request for review, the Disputes Advisory Committee shall indicate in a written reply whether the objection is founded or not in the opinion of the Disputes Advisory Committee. This written response will be sent to all Members.  
 If the Disputes Advisory Committee considers that the objection to the decision in question is well founded, the Disputes Advisory Committee may advise the General Meeting to revoke the decision in question.  
 If the Disputes Advisory Committee wishes to do so, it may further explain its written reaction in the General Meeting.
5. The directors and persons who are members of the bodies of the association shall provide the members of the Disputes Advisory Committee with all requested information on the matters of the association in good time.  
 The Disputes Advisory Committee is authorized to review books and documents of the Association to the extent necessary for the exercise of the duties of the Disputes Advisory Committee and to permit the statutory.
6. The provisions of paragraphs 3, 4 and 5 shall apply mutatis---- mutandis to the decisions of Division I and Division II respectively Division III and Division IV respectively and Division I and Division II respectively Division III and Division IV respectively.

## **CHAPTER 14. DISSOLUTION**

### **Article 14.1 – dissolution**

1. The association may be dissolved by a decision of the General Meeting. The provisions of these articles of association concerning a decision to amend the articles of association shall apply mutatis mutandis to a decision to dissolve the articles of

association.

The decision to dissolve the company shall determine the destination of any balance of batig liquidation, provided that a balance of batig after liquidation must be sent to BAS or to another destination which is as far as possible in line with the purpose of the association.

2. If the association no longer has any benefits at the time of its dissolution, it will cease to exist. In that case, the management shall inform the commercial register of the latter.

The books and documents of the dissolved association shall remain for seven years after the association has ceased to exist under the custody of the person designated by the board by the decision to dissolve. Within eight days of the entry into force of his duty of custody, the designated depositary must give his name and address to the commercial register.

3. The association shall also be dissolved by:
  - insolvency after the association has been declared bankrupt or by the liquidation of the assets because of the situation of the assets;
  - a court order for this purpose in the cases referred to by the law.

#### **Article 14.2 – Settlement**

1. The management board shall be responsible for the liquidation of the assets of the association, provided that no other liquidator(s) has been appointed by the dissolution decision.

2. After the dissolution decision, the association is in liquidation.

The association shall survive after its dissolution if and to the extent necessary for the liquidation of its assets.

During the settlement, the provisions of the articles of association shall remain in force for as much as possible and as necessary.

In documents and notices issued by the association, 'in liquidation' must be added to the name of the association.

3. The settlement ends at the time when no known benefits are present to the liquidators.

The association shall cease to exist at the time when the settlement ends. The liquidators shall inform the commercial register accordingly.

### **CHAPTER 15. CONTINUITY ALARMS**

#### **Article 15.1 – First financial year**

The first financial year ends on 31 December, two thousand twenty-three. This item shall expire on the day of the end of the first financial year.

#### **Article 15.2 - additions to the definitions**

Until the entry into force of the Energy Law, in addition to Article 1.1 (a):

- a. The definition: **Markrol** also means:

A marker as defined in Article 15.4 of these articles of association as they apply under

the Electricity Law 1998 and Gas Law,

And a role which can be distinguished by the rights and obligations laid down in or under the proposal for the Energy Law with regard to the electronic exchange of data for the purposes of the Data Sharing processes and System processes and is as such determined by the General Meeting;

- b. The definition: **Data sharing processes** also include:

A process whereby a person or legal person who, by or under the Electricity Law 1998 and the Gas Law, with the exception of the electricity and gas information code, at the request of a customer as referred to in the Electricity Law 1998 and the Gas Law, obtains access to the data concerning the customer,

As well as the processes not being the system processes in respect of which the proposal for the Energy Law requires transmission and distribution system operators to enter into consultations in order to reach agreements necessary for effective, efficient and reliable electronic data exchange;

- c. Definition: **System processes** also include:

The processes referred to in Article 1.1 (a) to the extent required by or under the Electricity Law 1998 and the Gas Law, or to the extent required by or under the proposal for the Energy Law.

#### **Article 15.3 - different voting requirements**

##### **1. Identify, modify, and remove Marktrolls**

By way of derogation from Article 3.4(2), the following shall apply until the entry into force of the Energy Law:

- a. If (a definition of) a defined Marktrol is contrary to (the proposals for) the Energy Law, or if it is otherwise necessary under (the proposals for) the Energy Law to establish, amend or eliminate a Marktrol,

A decision of the general meeting to define and define a new Marktrol, to amend the definition of an existing Marktrol or to remove an existing Marktrol shall be taken by a majority of at least seventy-four percent (74%) of the votes cast, In a meeting in which at least twenty-five percent (25%) of the Members-Transmission-Distributor System Operator-- or Members-System Party respectively are present or represented.

If the required number of members is not present or represented at the meeting in question, Article 5.3(2) shall apply.

- b. In all other cases:

A decision of the general meeting to establish and define a new Marktrol, to amend the definition of an existing Marktrol or to remove an existing Marktrol, taken by a majority of at least 90% (90%) of the votes cast, In a meeting in which at least twenty-five percent (25%) of the Members-Transmission-Distributor System Operator-- or Members-System Party respectively are present or represented.



If the required number of members is not present or represented at the meeting in question, Article 5.3(2) shall apply.

2. **Status change**

By way of derogation from Article 7.1(3), the following shall apply until the entry into force of the Energy Law:

- a. If provisions in these articles of association are contrary to or do not correspond to (the proposals for) the energy law, or if, pursuant to (the proposals for) the energy law is otherwise necessary to amend provisions in these articles of association, and it does not modify provisions in Chapter 2 (*Name, seat, structure, purpose, power*), Chapter 3 (*Members, Group Members and Marktrolle*), Chapter 4 (*Board*), Chapter 5 (*General Meeting*), Chapter 7 (*Change of Status, Split and Conversion*) Article 9.3 (*Division Meeting I*), 10.3 (*Division Meeting II*), 11.3 (*Division Meeting III*), 12.3 (*Division Meeting IV*) and this Article 15.3,

A decision to amend these statutory provisions shall be taken by a majority of at least seventy-four percent (74%) of the votes cast, at a meeting in which at least twenty-five percent (25%) of the Members Transmission and Distribution System Operator or Member System Party- respectively are present or represented.

If the required number of Members is not present or represented at the relevant meeting, Article 5.3 paragraph 2 shall apply.

- b. In all other cases:

A resolution to amend the articles of association shall be adopted by a majority of at least 90 percent (90%) of the votes cast, in a meeting in which at least 25 percent (25%) of the Members Transmission and Distribution System Operator or Members System Party respectively are present or represented.

If the required number of Members is not present or represented at the relevant meeting, Article 5.3 paragraph 2 shall apply.

3. This article expires at the time of the entry into force of the Energy Law.

**Article 15.4 – Marktrolle.**

1. The association has the following Marktrolle when it was founded:

- a. **The person responsible for the Balance Sheet** Office shall mean a person (legal), not being a network operator, or a company, other than a network operator, to whom the network manager of the national high-voltage grid has granted an approval as provided for in Article 10.2 of the Netcode, which is part of the conditions, Referred to in Article 31 of the Electricity Law 1998 or any person to whom an approval has been granted by the grid administrator of the national gas transport network as provided for in Article 3.2.0 of the gas transport code LNB, being part of the conditions referred to in Article 12b of the Gas Law;
- b. **Data user** a (legal) person who, at the request of another person or under the energy law, has the right to access data of that person, the other being a member, a final customer, an active customer or an infeed as referred to in the energy law,

And- until the entry into force of the Energy Law- , a person or legal person who, by or under the Electricity Law 1998 and the Gas Law, excluding the electricity and gas information code, At the request of a customer as referred to in the Electricity Law 1998 and the Gas Law, access to the data concerning the customer is obtained.

- c. **Distribution system administrator** (as defined in Article 1.1(a));
- d. **Supplier** shall mean an organizational unit responsible for the supply of electricity as referred to in Article 1 (1) (f) of the Electricity Act 1998 or an organizational unit engaged in the supply of gas as referred to in Article 1 (1) (ah) of the Gas Act;
- e. **The person responsible for measuring** a person (right) who is recognized as a measuring person as defined in Annex 4 to the Electrical Code and/or recognized as a measuring person as defined in Annex 3.2 to the Gas RNB Code;
- f. **Transmission system administrator** (as defined in Article 1.1(a));
- g. **"Holder of authorization"** means a supplier holding a license as referred to in Article 1(1)(l) of the Electricity Law 1998 and/or as referred to in Article 1(1)(p) of the Gas Law;
- h. **Closed distribution system manager** the manager of a closed distribution system as referred to in Article 15(5) of the Electricity Law 1998 or as referred to in Article 2a(5) of the Gas Law.

The General Meeting may lift one or more of the Martrolls referred to above, and the General Meeting may define and define new Martrolls in accordance with Article 3.4.

- 2. For as long as the appointment system has not yet been established, the Martrolls (the definitions of) shall be shown only by the transitional provision in paragraph 1 of this Article or by the minutes of the General Assembly with the decisions referred to in Article 3.4.

At the time the Appointment System is established, the definitions of all Martrolls in force at that time shall be included in the Appointment System.

- 3. This Article shall expire at the time of adoption of the Energy Data Exchange Framework.

#### **Article 15.5 - Entry of quality requirements and obligations; deviating obligations**

- 1- By way of derogation from the preceding provisions of these Statutes, the requirements for a Member Transmission and Distribution System Operator, LidSystemartsklot-, LidNettSystemParty shall apply-- to be bound by the Energy Data Exchange Framework or certified to Bas for the Marktrollen registered by him with the Association, As referred to in Article 3.1 (2) (a) and (b) and (c) respectively, only from the moment the energy law enters into force.
- 2 Until the entry into force of the Energy Law, in addition to the preceding provisions of these Articles of Association, the following requirements shall apply:
  - a. **Required for Supplier**  
For each Member System Party- that has registered the Supplier's Marktrol with

the Association, the requirement is that this (legal) person already acts as a supplier.

b. **Required for Data User**

For each Member System lot- or LidNite System Party-- that has registered the Databuser's Marktrol with the association, The requirement is that this (legal) person is now demonstrably able to perform the activities belonging to the Marktrol Data User or has the intention and is demonstrably able to become effective from the moment of the Energy Law, Perform the activities as a Data User.

3- By way of derogation from the foregoing provisions of these Statutes, it shall be the obligation for a Member Transmission and Distribution System Operator, LidSystSystem Party-, LidNitSystem Party-- to comply with any provision of the System of Liability referred to in Article 3.1 (3) only from the date of entry into force of the Energy Law.

4. This article expires at the time of the entry into force of the Energy Law.

**Article 15.6 – Divisions**

1. At the time of the entry into force of the Energy Law, Article 9.1 (b) and Article 9.5 of these Articles of Association shall lapse and all other references to the (expired) assignment of Division I as set out in Article 9.1 (b) shall lapse.
2. At the time of the entry into force of the Energy Law, Article 10.1 (b) and Article 10.5 of these Articles of Association shall lapse.
3. At the time of the entry into force of the Energy Law, Article 11.1 (b) and Article 11.5 of these Articles of Association shall lapse.
4. At the time of the entry into force of the Energy Law, Article 12.1 (b) and Article 12.5 of these Articles of Association shall lapse.

**Article 15.7 – No quality requirements for first driver**

By way of derogation from Article 4 of these articles of association, only one director must be in office in the first eight (8) months from the establishment of the association. The director in question, appointed at the time of establishment for a period of eight (8) months, does not need to meet the specific quality requirements for directors referred to in Article 4.1 (5) during this period.

Before the expiry of this period of eight (8) months from the date of its establishment, the General Meeting shall appoint two new directors in accordance with the provisions of Article 4.

The preceding paragraph shall apply mutatis mutandis to the first director of each Division.

**CLOSURE STATEMENT**

Finally, the published persons explained:

**First Board**

For the first time, for a period of eight (8) months, a member of the board shall be appointed:

[\*], as chairman

**Address**

The address of the association is.

**CONCLUSION**

This deed was made in minute and was drawn up in the past at the Hague- on the date mentioned in the introductory part of the deed.

The contents of this deed have been communicated and explained to the published persons by me, notary. Then, as a notary, I drew the attention of the people who appeared to the consequences of the contents of the Act. Finally, the persons who have appeared have stated that they have taken note of the content of this instrument in good time, that they agree to the content of this instrument and that they should not be accepted at full reading. The published persons are known to me, notary.

This instrument was signed immediately by the persons who appeared and me, notary, after a limited reading.

MACHINE TRANSLATED  
FROM DUTCH TO ENGLISH