

## **Appendix D to the TCDA – Rules of Internal Order (RIO)**

### **I. General**

These Rules of Internal Order (the "**RIO**") set forth the decision-making process rules of the TSO JSC and the TSO HLM as referred to in Article 4 of the Agreement. All capitalised terms not expressly defined herein shall have the meanings attributed to them in Appendix A.

### **II. RIO for TSO JSC**

#### **1. Composition of the TSO JSC**

##### **1.1. Representatives**

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

Only representatives from Voting Members are entitled to vote in the TSO JSC in accordance with Article 4.5 of the Agreement, it being understood that all representatives are entitled to participate in the discussions.

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

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

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

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

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

### **1.2. TSO chair**

The meetings of the TSO JSC shall be chaired by one (1) representative elected by the Parties. The chair of the meetings of the TSO JSC shall, unless otherwise agreed amongst the Parties, be rotating on a yearly basis.

The chair may, in exceptional circumstances which prevent him/her to exercise his/her functions at a meeting of the TSO JSC, delegate such task to a representative of the Parties.

The chair shall not have voting rights and shall not be considered representative.

### **1.3. TSO JSC Secretary**

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

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

The TSO JSC Secretary assists the TSO JSC, amongst others by:

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

- Ensuring the drafting and circulation of the minutes of the TSO JSC meeting; and
- Keep record in a common (online) storage place of the minutes and supporting documents of the TSO JSC meeting or coordinate with the person responsible for record keeping in accordance with Article 15.2 of the Agreement.

The costs of the TSO JSC Secretary are TSO Common Costs and shall be shared as set forth in Article 6 of the Agreement.

**2. TSO JSC meetings**

[Redacted text block containing multiple paragraphs of blacked-out content]

[REDACTED]

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

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

**3. Decision-making rules within the TSO JSC**

**3.1. Quorum and decision making**

The TSO JSC shall be quorate [REDACTED]

Article 4.4 of the Agreement applies for the voting.

[REDACTED]

[REDACTED]

**4. Recording of TSO JSC decisions**

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

The draft minutes (including decisions) are circulated by the TSO JSC Secretary to the members of the TSO JSC, within a maximum of three (3) Working Days of the meeting concerned.

Members of the TSO JSC may comment on the draft minutes within ten (10) Working Days after sending of the decisions in accordance with these RIO (it being

understood that the decisions themselves cannot be challenged and are binding as of the meeting during which they are taken, except in the case specified in Article II.3.3). Unless agreed otherwise at the TSO JSC meeting, the comments on the draft minutes received are discussed at the next available TSO JSC meeting and the minutes are approved at the next TSO JSC meeting.

The final minutes shall be circulated by the TSO JSC Secretary to all Parties, by two (2) Working Days of their approval.

The final minutes shall be stored in the common (online) storage place as set forth in Article 15.2 of the Agreement.

### **III. RIO for HLM**

The rules of internal order for the TSO JSC under Article II apply *mutatis mutandis* for the HLM.