ENTSO-E Extraordinary Assembly Meeting of 27 September 2023

Date: 27 September 2023

Time: 10:00-12:00

Place: Hybrid

Company number: 0809.819.049

MINUTES

1. Welcome, verification of quorum, voting rights, approval of the agenda

The President welcomes the participants to the ENTSO-E Extraordinary Assembly Meeting. He thanks the participants for joining the meeting in person and online and provides guidance to ensure a smooth and efficient running of the meeting.

The President recalls that the presence of a public notary is needed for agenda item 2: *"Amendments to the ENTSO-E Articles of Association and Internal Regulations – for approval"*. The President welcomes the public notary.

Decision

- The quorum is met since the Members attending or represented hold 100 % of the first part of the voting power, and 100 % of the second part of the voting power of the Association. The list of Members present or represented is annexed to these minutes (Appendix 1) and to the Notary's Deed.
- The agenda is approved.

2. Amendments to the ENTSO-E Articles of Association and Internal Regulations – for approval

The President explains that the proposed amendments to ENTSO-E's Articles of Association can only be validly adopted in the presence of a public Notary as required under Belgian Law. The President summarises the process of amending the Articles of Association according to Belgian Law and comments on the rules to be followed. He stresses the need for the Notary to check the list of Members present or represented and have it attached to his deed.

Then, the President presents the key milestones following the submission on 16 December 2022 of the draft amendments approved by the Assembly until this Extraordinary Assembly Meeting. The President gives the floor to the General Counsel who briefly outlines the proposed changes to be made on the draft amendments to the ENTSO-E's Articles of Association and Internal Regulations after the delivery of the EC's Opinion on 29 June 2023.

The President asks for any questions on legal clarification and asks the meeting to vote on the proposed amendments to ENTSO-E's Articles of Association and Internal Regulations. The President notes that the proposed amendments to the Articles of Association and the Internal Regulations need to be approved by a special majority in accordance with 15.7 of the current Articles of Association. Furthermore, the President notes that the updated Articles of Association will enter into force upon their approval by the Extraordinary Assembly Meeting, except for the amended Article 4 of the Articles of Association. The amended Article 4 of the Articles of Association requires the approval by Royal Decree to become effective. The official publication in the annexes to the Moniteur Belge of the amended Articles of Association is necessary to make the amendments opposable against third parties.

Decision

The Assembly:

- acknowledges the documents circulated in the session file;
- approves the proposed amendments to the ENTSO-E Articles of Association and Internal Regulations as shown in the consolidated version circulated in the session file, with the exception of table 1 included in Article 17.6 of the proposed Articles of Association for which the Assembly decides to approve the updated table 1 (Voting power of the Members of the Association) that was circulated to the Assembly Members on September 25, 2023, including the adjustment to the Spanish Member name which should read "Red Eléctrica- Red Eléctrica de España S.A.U. and to the Croatian Member name which should read "Croatian Transmission System Operator PLc";
- approves to delegate to Peter Van Melkebeke and/or Malika Ben Tahar, and more general, to all public notaries and all staff members of the notary public office "Berquin Notaires", with the power to act separately, all powers for the coordination of the Articles of Association, for the signing and the filing thereof with the Registry of the Court and with the Crossroads Bank of Enterprises and for the publication of the Articles of Association in the Annexes to the Belgian Official Gazette, in accordance with the applicable legal provisions; and
- approves to delegate to Peter Van Melkebeke and/or Malika Ben Tahar, and more general, to all public notaries and all staff members of the notary public office "Berquin Notaires" and to Me. Frank Hellemans and Me Philip Hulpiau from the law firm Eubelius, all with the power to act separately, all powers for the filing of Article 4 of the Articles of Association with the Ministry of Justice, for the subsequent filing of Article 4 of the Articles of Association with the Registry of the court and for the publication of Article 4 of the Articles of Association in the Annexes to the Belgian Official Gazette, in accordance with the applicable legal provisions.

3. Amendments to the Process for Developing Network Codes – for approval

The President gives the floor to the Chair of Legal and Regulatory Group (LRG) who presents the key milestone following the submission on 16 December 2022 of the draft amendments approved by the Assembly until this Extraordinary Assembly meeting.

The Chair of the LRG briefly outlines the changes brought on the draft amendments to the ENTSO-E's Network Code Development Process after the delivery of the EC's Opinion on 29 June 2023.

The President asks for any questions on legal clarification and asks the meeting to vote.

Decision

The Assembly approves the 'Process for Developing Network Codes and Amendments to Network Codes and Guidelines' as circulated in the session file.

4. Approval of the Minutes

The President thanks all attendees for their participation in the meeting, as well as the Secretariat for all the preparation.

Decision

The Assembly approves the minutes of its meeting of 27 September 2023 and allows their publication on the ENTSO-E website.

Done in Brussels on 27 September 2023.

Zbyněk BOLDIŠ
President

Signed by:Zbynek Boldis
Signed at:2023-09-28 10:40:34 +02:00
Reason:Witnessing Zbynek Boldis

Sonya TWOHIG
Secretary-General

Signed by:Sonya Twohig
Signed at:2023-09-28 10:12:14 +02:00
Reason:Witnessing Sonya Twohig