
" EUROPEAN UTILITIES TELECOM COUNCIL" AISBL
abbreviated " EUTC "
INTERNATIONAL NOT-FOR-PROFIT ASSOCIATION
AVENUE DE LA TOISON D'OR 22, 1ST FLOOR
1050 BRUSSELS, BELGIUM

CONSTITUTION

THE YEAR TWO THOUSAND TWENTY

September eighteen

In front of us, Mister Gérard INDEKEU, Notary residing at Brussels, part of the Company with Limited Liability "Gérard INDEKEU – Dimitri CLEENEWERCK de CRAYENCOUR", RPM Brussels 0890.388.338, with its registered seat at Avenue Louise 126, 1050 Brussels.

APPEARING PARTIES

- The company incorporated under German law "Innogy SE", with its registered seat at Opernplatz 1, 45128 Essen (Germany), registered in the Company Register (Germany) with number HRB 30592 and at the Banque-Carrefour des Entreprises (Belgium) under number bis 0656.855.591;

- The company incorporated under Portuguese law "EDP Distribuição-Energia SA", with its registered seat at Rua Camilo Castelo Branco, 1050-044 Lisbon (Portugal), registered in the Company Register (Portugal) with number 504 844 714 and at the Banque-Carrefour des Entreprises (Belgium) under number bis 0754.581.410;

PRESENCE – REPRESENTATION

The appearing parties sub 1/ and 2/ are faithfully represented by Mister VANDERBEEKEN Julien Patrice, lawyer in the firm "PIERSTONE", with its registered seat at Avenue de la Toison d'Or 22, 1st floor, 1050 Brussels, under private Power of Attorney annexed herewith.

Who appearing before Us have requested us to draw up, by the present, the Articles of Association for an international not-for-profit association, abbreviated AISBL, which they declare as being constitutes among themselves under the name of "European Utilities Telecom Council", abbreviated "EUTC", with its seat to be registered in the Capital Region of Brussels at Avenue de la Toison d'Or 22, 1st floor, 1050 Brussels.

The appearing parties declare:

1. that the Association is constituted for an unlimited duration.
2. that the present Association will be endowed with legal personality on the date of the Royal Decree bearing its recognition. To this end, the appearing parties mandate the undersigned Notary to communicate a copy of the constitution act to the Minister of Justice with the request of granting legal personality and approval of the statutes.
3. that, compliant to article 2.2. of the Code of Companies and Associations, they acknowledge that they are aware the presently constituted association can retain the commitment(s) made in any capacity whatsoever, on behalf of the Association while in creation and prior to its legal personality being granted, provided that (i) the legal personality is attained within two (2) years of the establishment of the commitment(s) and (ii) the commitment(s) is (are) retained by the Association within three (3) months of the legal responsibility being granted.

4. that they are aware (i) that the name of Association must be different from that of any other legal entity and that they recognise the prescriptions of article 2.3 of the Code of Companies and Associations stipulating that the name is identical to another, or if the resemblance is misleading, any interested party can have it modified and claim damages, if any, and (ii) that they recognise the administrative formalities necessary for the registration of the Association in the Banque Carrefour des Entreprises.

5. that the Association cannot distribute nor procure directly or indirectly any patrimonial benefit to its founding Members, Members, Directors or any other person except for the disinterested purpose as determined by the Articles of Association. Any transaction violating this prohibition is null and void.

6. that with the exception of manual donations, any release inter vivos to the benefit of the Association whose value exceeds one hundred thousand euros (€ 100,000.00) must be authorised by the Minister of Justice or their delegate.

7. that the amount of the provision for fees, expenses, remuneration and charges, which is due for the Association for its constitution, is estimated at one thousand five hundred and fifty euros (€1,550.00).

ARTICLES OF ASSOCIATION

PART I. : NAME, SEAT, PURPOSE, DURATION

Article 1 : Name

The Association has the status of an international non-profit association (in French “association internationale sans but lucratif”) and it is governed by Book 10 of the Belgian Code of Companies and Associations (in these Articles of Association further on referred to as “the Law”).

The name of the Association is “European Utilities Telecom Council” in English, abbreviated “EUTC”.

The full and the abbreviated names may be used together or separately on all acts, invoices, announcements, publications and other communication stemming from the organisation and must at all times be preceded or followed immediately by the words “association internationale sans but lucratif” or the initials “AISBL”.

Article 2 : Registered office

The seat (registered office) of the Association is established in Avenue de la Toison d’Or 22, 1st floor 1050 Brussels, Belgium.

It may, by a decision of the Board of Directors, be transferred to another location in the Belgium, provided the language of the statutes are not modified in accordance with the applicable language regulations. Any transfer of the registered office must be published in the annexes to the Belgian State Gazette under the responsibility of the Board of Directors.

If, while transferring the registered office, the language of the statutes is due to be changed, only the General Assembly has the power to take the decision in accordance with the rules prescribed for the amendment of the articles of association.

The seat may have branches or representations anywhere in Belgium or abroad, upon decision of its Board of Directors.

Article 3 : Purpose and activities

The Association has the following non-profit international purpose:

- delivering education, collaboration, best practices and thought leadership in telecommunication technology to European and international utilities, other critical infrastructure providers and regulators, ensuring efficient, secure, sustainable and affordable smart infrastructure solutions;
- creation of working groups in which Association Members can collaboratively develop and publish specifications, test profiles, and other such documents to support the Association's purposes;
- the participation in and/or sponsorship of events where industry participants can be educated about, gain greater visibility into, and develop adoption strategies for the Association's deliverables;
- the establishment of productive working relationships with other industry organizations to ensure effective collaboration and to maximize re-use of standards and approaches;
- the conduct of various activities that increase awareness of the Association and its deliverables;
- act as the trusted advisor, source and resource of information and knowledge for its Members and relevant policy makers regarding telecommunication technologies required by utilities and other critical infrastructure providers at international level.

The Association may carry out all acts in Belgium and abroad directly or indirectly related to the achievement of its purpose and activities including but not limited to:

- preparing, promoting, managing and publishing research, development and demonstration activities;
- promoting and managing knowledge sharing between Members of the Association;
- managing money or funds, provided they are used for activities related to the Association's purpose;
- buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage, accept inter vivos and testamentary gifts subject to the requisite statutory authorizations.
- performing any other activities instrumental or ancillary to and, in any case, related to the Association's purpose.

The Association can also acquire an interest in limited liability companies if this would further the achievement of the abovementioned not-for-profit objectives.

In addition, the Association may carry out all activities, both in Belgium and abroad, which directly or indirectly further or promote the abovementioned not-for-profit objectives, including secondary commercial and for-profit activities within the legally acceptable limits, the profits from which shall be exclusively reserved to realise the Association's not-for-profit goals.

Any change in the purpose of the Association or the activities that constitute its purpose must be approved by the King.

Article 4 : Duration

The Association is created for an unlimited duration. It can be dissolved at any moment

PART II. : MEMBERS

Article 5 : Categories of members - Rights

The Association is open to Belgian and foreign individuals or entities (legal persons), legally incorporated under applicable law. The number of members will not be below two (2), of which at least two (2) founding members. The Association shall have three (3) categories of membership i) Charter Members, ii) Associate Members and iii) Honorary Members (jointly "**Members**"):

- (i) Charter Members: any utilities and other critical infrastructure corporations or related associations composed exclusively of utilities or critical infrastructure corporations (each a "**Charter Member**"). Each Charter Member will designate a representative to act for the Association, and an alternate representative in the event the representative is unable to perform the duties set forth herein. The representative is authorized to attend meetings of the Association. The Charter Member, if elected as

Member of the Board, shall have a seat in the Board of Directors. All Charter Members are entitled to vote in the General Assembly.

- (ii) Associate Members: any commercial organizations (vendors) as well as any other international organizations aiming at contributing to the purpose of the Association or related associations, not fitting in the previous category, and interested in joining the Association (each an “**Associate Member**”). Each Associate Member will designate a representative to act for the Association, and an alternate representative in the event the representative is unable to perform the duties set forth herein. The representative is authorized to attend all the meetings of the Association, except the Board Meetings. Association Members do not have a seat in the Board of Directors but have voting rights in the General Assembly.
- (iii) Honorary Members: past Chairpersons of the Board of Directors of EUTC are entitled to join the Association directly as honorary members (each a “**Honorary Member**”). Former representatives of any Charter Members may apply to join as Honorary Members and the Board of Directors will have to approve the request. Honorary members will be eligible to attend the General Assemblies and to any other meetings of the Association as well as to the Board of Directors meetings if they are invited as guests. They will not have any rights to vote within the Association.

Article 6 : Admission

Admissions of new Members shall be decided by the Board of Directors with a majority of two thirds (2/3) of the votes present. The decisions shall be on the eligibility and on the membership category to be assigned to the prospects, and, if negative, they should be justified. Moreover, in specific cases, the decisions are taken in relation to the conditions applicable to specific organizations (i.e. associations). All decisions taken shall be final.

The initiative of the admission process of new members into the Association belongs either to the Board of Directors which can, when it deems it appropriate in the interest of the Association, invite any person to become a Member, or to candidates that shall address a written application to the Chairperson of the Board of Directors.

Membership of the Association is always subject to the payment of the membership fee applicable for each membership category as determined by the Board of Directors. Membership of the Association automatically entails acceptance of the Articles of Association and any Internal Regulations.

Article 7 : Resignation – Suspension - Exclusion

For each category of membership, membership ends by:

- voluntary resignation, upon written notice by the Member addressed to the Board of Directors. Any notice shall be deemed to be given on the last day of the month of notification. The termination of membership shall only become effective within six (6) months as from notice. Until the effective termination date, the Member concerned shall be entitled to all rights and bound by all duties of membership pursuant to these Articles of Association and the Internal Regulations, if any;
- voluntary dissolution;
- bankruptcy, insolvency, civil incapacity or provisional administration;
- exclusion decided by the Board of Directors decided by a majority of two thirds (2/3) of the directors present or represented; provided always that the concerned Member will have the opportunity to explain its defence before the Board of Directors prior the decision on the exclusion is taken. Any decision to exclude a Member shall have immediate effect. Pending the decision to exclude a Member, the Board of Directors may suspend the concerned Member.

Failing to abide with these Articles of Associations or the Internal Regulations, if any, (including, but not limited to, a failure to pay the membership fee within prescribed delay), may result in forfeiture of membership of the Association.

If a Member fails to pay the membership fee for the current year within the time period determined by the Board of Directors in accordance with Article 8 of these Articles of Association, that Member's membership shall be automatically suspended one (1) month after receipt of a payment reminder.

The period of suspension shall automatically end upon payment of the membership fee. If the membership fee is not paid within six (6) months from the abovementioned payment reminder, the membership shall be deemed terminated by operation of law.

Members who resigned or were excluded, as well as their successors shall have no rights, whatsoever, on the assets of the Association and shall not be entitled to claim any reimbursement of any nature whatsoever.

A Member whose membership is suspended or terminated shall remain liable for any due and unpaid membership fees in accordance with Article 8 of these Articles of Association and cannot claim reimbursement of any membership fee or other expense paid by it before the suspension or termination. All rights of that Member shall be automatically withdrawn.

Article 8 : Membership fees

Each Member shall pay such annual membership fee as determined for each category of membership. The amount and payment method of which are determined by the Board of Directors. The Board of Directors may, however, decide that the membership of certain members will not be conditional on the payment of a membership fee in the first year. The membership fee will not be superior to one hundred thousand euros (100.000,00€)

PART III. : GENERAL ASSEMBLY

Article 9 : Composition – Powers

The General Assembly is composed solely of Charter Members and Associate Members (“**Voting Members**”).

The Honorary Members can attend the General Assembly meetings with advisory capacity only, as they have no voting rights.

The General Assembly shall have the following exclusive competences:

- the appointment, the determination of the remuneration and the revocation of the auditor(s) if any;
- discharge of the Directors and of the auditor(s), if any;
- approval of the budgets and accounts;
- the voluntary dissolution of the Association and the appointment of one or more liquidators;
- the merger of the Association with another association, such merger being decided by a majority of at least four fifth of the votes;
- all other issues provided in these Articles of Association or the Law.

Article 10 : Meetings – Notices – Representation

The General Assembly meets upon notice of the Board of Directors on the day and time that it determines, each time the interests of the Association so require and at least once a year within six months of the closing of the financial year, the latter being called “Annual Assembly”.

It must be convened upon request of at least half of the Directors or upon written and justified request of at least one fifth (1/5) of the Voting Members.

The meetings of the General Assembly are held at the registered office or at any other place indicated in the notice. They shall be chaired by the Chairperson of the Board of Directors or, in his absence, by the Vice-Chairperson or, in the absence of both, by the most senior Director present.

The notice contains the detailed agenda and is notified by letter sent by postal mail, electronic mail or by telefax, at least one (1) month prior to the date of the meeting.

All of the Voting Members shall be convened.

If the General Assembly is invited to approve the accounts and the budget, these are attached to the notice. Any proposal signed by one fifth (1/5) of the Voting Members received from a Voting Member must be added to the agenda.

However, the General Assembly can be validly convened by means of any modes and time limits which appear appropriate to the Board of Directors, even orally, when the latter will have gathered the prior unanimous consent of the Voting Members. Similarly, if all the Voting Members have agreed to meet and all are present or represented or have cast their votes in writing, the General Assembly shall be validly constituted without observing any time limit nor sending any notice.

Article 11 : Voting rights – Representation of the Members at the General Assembly meetings

Each Voting Member has the right to vote at the General Assembly meetings pursuant to the general rule “one member one vote”.

Each Voting Member is represented at the General Assembly meetings by an official representative (in these Articles of Association referred to as a ‘permanent representative’) or its alternate (in these Articles of Association referred to as an ‘alternate representative’), who must be an individual, who only will have the right to vote at the General Assembly meetings.

The permanent representative and the alternate representative must be especially and validly appointed to this end by the competent organ of the Voting Member concerned and for the duration it determines. Their identity is notified in writing, by post or electronically, to the Board of Directors together with a copy of the appointment minutes.

To be admitted to General Assembly meetings, any Voting Member will have to inform the Board of Directors, in writing, at least three (3) working days before the date of the foreseen meeting, of its intention to attend the meeting by indicating who from the permanent representative and the alternate representative will represent it. In the event of joint presence of a permanent representative and its alternate representative, only the permanent representative shall have the voting right at the General Assembly meeting and the alternate representative shall only attend in an advisory capacity.

Any correspondence going out from the Association and intended for a Voting Member shall validly be sent to its permanent representative.

The mandate of the permanent representative or an alternate representative appointed in accordance with this Article can be terminated by the Voting Member concerned, by a written notification sent to the Board of Directors confirming, as the case may be, (i) the termination of the mandate of the permanent representative or the alternate representative and (ii) the designation of a new permanent representative or alternate representative. Such a notification shall also be requested in the event of end of mandate of the permanent representative or alternate representative at term expiration or for any other reason.

Article 12: Deliberations

The General Assembly can only decide on the items which are not in the agenda if all Voting Members are present or represented and provided it is decided unanimously. The unanimity so required is established if no opposition was recorded in the minutes of the meeting.

a) Quorum

Unless otherwise provided in these Articles of Association, the General Assembly can validly deliberate and decide regardless of the number of Voting Members present and represented.

Decisions can be taken by conference call or video conference provided (i) that each Members was informed and invited to express his vote on the decisions to be taken, (ii) that the decisions are immediately recorded in minutes and that the conditions provided in article 7:137 of the Law are abided by.

b) Majorities

Unless otherwise provided in these Articles of Association, the decisions shall be adopted by a majority of the votes of the Members present and represented.

Void or blank votes, or abstentions are not taken into account for the calculation of the majorities.

In case of a tie, there will be a second vote. If there is still a tie, the vote of the Chairperson of the Board of Directors will be decisive.

c) Vote in writing

A decision can also be adopted by the General Assembly without effective meeting if the Board of Directors communicates an application form for a vote in writing to each Voting Member. The application form must mention all the items on which a decision must be taken and must offer the possibility to vote in favour or against each proposed decision. The solicitation of written votes must (a) indicate the number of answers needed in order to meet the quorum conditions and (b) indicate the requested majority in order to adopt the proposed decisions. For the calculation of the quorum, only those forms received by the Association at least eight days prior to the envisaged date of the meeting will be taken into consideration. A vote provided in writing cannot be revoked.

However, such written procedure cannot be used for the Annual Meetings of the General Assembly or any decision of the General Assembly to be recorded in a notarial deed.

Article 13 : Minutes

Each meeting of the General Assembly shall be recorded in minutes signed by a Board member and any other members of the Association who wish to do so.

These minutes - except those to be executed by a notarial deed - and their attachments shall be kept at the registered office by the Board of Directors or the secretariat if any, either in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility. Each Voting Member will receive a copy thereof. They can be consulted at the registered office by all the Associate Members and third parties who shall justify the reason, which needs to be accepted by the Board of Directors.

Unless otherwise provided by law and except in case of a special delegation by the Board of Directors, copies or excerpts of these minutes to be delivered to third parties or used in the courts or elsewhere are signed by one director.

PART IV. : ADMINISTRATION

Article 14 : Board of Directors

The Association shall be managed by an administration organ (herein also designated as the "**Board**"), consisting of a maximum of fifteen (15) Charter Members duly represented (each a "**Director**"). The Board of Directors shall determine the number of available Director seats out of the maximum of fifteen (15).

Once the Association is constituted, any Charter Member will be allowed to apply for a seat within the Board of Directors. All Charter Members will vote on the applications received for Charter Members and will officially appoint the elected Directors for Charter Members for a period of four (4) years which is renewable. The first renewal of the term shall be automatic after acknowledgement by the Board unless notice to the contrary is given respectively by the Charter Member concerned. This term ends in accordance with articles 14 and 15 of these Articles of Association. Upon the election of a Director to the Board of Directors, each represented Charter Member may designate one (1) Alternate Director each for the same term as the Director.

Once the end of each mandate approaches, the Chairperson will invite all Chartered Members to apply for a seat within the Board of Directors and all Charter Members will vote the new composition of the Board (providing it does not change more than 50% per mandate to secure a certain continuity).

Each Charter Member, as legal entity, shall be required to appoint, from among its members or directors, a natural person as its "permanent representative" to perform the office of (Alternate) Director on behalf of the legal entity at the Board of Directors. The identity of the permanent representative is notified in writing, by post or electronically, to the Board together with a copy of the appointment minutes. The mandate

of the permanent representative appointed in accordance with this Article can be terminated by the Charter Member concerned, by a written notification sent to the Chairperson of the Board confirming, (i) the termination of the mandate of the permanent representative and (ii) the designation of a new permanent representative. Such a notification shall also be requested in the event of the end of mandate of the permanent representative at term expiration or for any other reason.

The Directors are liable in accordance with article 2:56 of the Belgian Code of Companies and Associations.

The Board of Directors shall elect, from among its members, a Chairperson, a Vice-Chairperson and a Treasurer that will remain appointed for the same duration of the current Board of Directors (four (4) years).

In case any Director (with the correspondent relevant Alternate Director) is unable to continue with his/her role until the end of the mandate, the Board of Directors can decide to relaunch the recruiting process to cover the position as mentioned in article 14 of this document.

Unless otherwise decided by the General Assembly, the Director's office shall be performed free of charge.

Each Director shall have an alternate to serve as Director in the event of the death, resignation, removal or absence of the Director; this person shall be referred to as the "Alternate Director."

When serving as Director, the Alternate Director shall have all the rights, privileges and responsibilities of the Director. Alternate Directors shall be entitled to attend all regular and special meetings of the Board of Directors and shall exercise all rights (including voting rights) of the Director, in the latter's absence. If an Alternate Director is filling in for an absent Director, the regular Director shall regain all of his or her rights, privileges and responsibilities at the end of his or her absence. If the Alternate Director is serving as Director due to the death, resignation or removal of the Director, the Alternate Director shall immediately become a Director, and the corresponding position of Alternate Director shall become vacant. Unless provided otherwise, all provisions of these Articles shall apply in the same way to both Directors and Alternate Directors.

Article 15: End of mandate – Vacancy

The (Alternate) Director's office shall end by:

- voluntary resignation by written notice of thirty (30) days to the Board;
- expiration of its term;
- death;
- voluntary dissolution;
- bankruptcy, insolvency, civil incapacity or provisional administration of the (Alternate) Director;
- removal by the General Assembly or the Board of Directors, upon a decision taken by a majority of two thirds (2/3) of the votes present or represented with mention of the reason for removal; Notice of the meeting must state that the purpose or one of the purposes, of the meeting is to remove the (Alternate) Director. The (Alternate) Director being considered for removal must be provided notice of the proposed removal, and an opportunity to be heard and participate in the meeting; the (Alternate) Director or the Member which it represents may not participate in the vote;
- With regard to Directors for Charter Members in the event of termination of the latter's membership to the Association;

In the case of vacancy of one or several (Alternate) Directors' of a Charter Member offices, respectively the Charter Member concerned must provide for a temporary replacement(s). The (Alternate) Director so appointed shall complete the office of the (Alternate) Director it replaces. The next meeting of the Board of Directors shall proceed with the possible final appointment.

Article 16: Powers of the Board of Directors

The Board of Directors has the broadest powers to administrate and manage the Association within the limits of its purpose. Everything that is not expressly reserved to the General Assembly is the competence of the Board of Directors.

The Board of Directors appoints and revokes, either itself or by proxy, all employees and members of the personnel of the Association and determine their attributions, salary and fees.

The Board of Directors can, under its responsibility, delegate the daily management or part of its powers, to one or several directors or third parties. The Board of Directors will determine in writing the extent of the powers so delegated, the way to exercise them and the duration of the mandate so conferred.

The Board of Directors may create ad hoc working groups or committees of which it defines the composition, the powers and the operating procedures. Members of such committees and working groups must be individuals.

The conditions and terms of payment of remunerations and expenses of all the employees and members of the personnel of the Association shall be defined in the Internal Regulations.

The instruments relating to the appointment and end of offices of the Directors and if any, the persons empowered to represent the Association, must be filed and published in accordance with the legal provisions regulating this matter.

Article 17: Meetings of the Board of Directors

The Board of Directors shall meet on a regular basis upon notice of the Chairperson, as often he or she deems it necessary, and each time upon notice by a number of Directors calculated as follows: two (2) Directors for every seven (7) members that the Association counts at the time of notice with a maximum of six (6) Directors. The Board of Directors shall meet at least twice (2) a year as a physical meeting.

The notice contains the agenda and is sent by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least eight (8) days before the date of the meeting.

The meetings are held at the registered office of the Association or at such location as indicated in the notice (i.e. phone, video conference meetings and similar).

They shall be chaired by the Chairperson or, if the latter is prevented from attending, by the Vice Chairperson or, in his absence, by the oldest Director present.

The Board may invite members and non-members to attend its meeting, provided that such person shall not have any voting right at such meetings.

No formal notice shall be necessary if all Directors are present or duly represented at the meeting or if they each have waived the requirement to do so in writing by mail, facsimile or any means of electronic communications.

Article 18: Deliberations of the Board of Directors

The presence of 50% (a half) of the Directors constitutes a quorum.

Except if otherwise provided in these Articles of Association, decisions of the Board of Directors are taken by a majority of votes. In case of a tie, the vote of the person chairing the meeting shall prevail.

Except in the cases provided in article 17, first paragraph of these Articles of Association, the Directors can also deliberate and take all decisions, either by unanimous written consent, either in writing or by electronic mail without physically meeting, either by means of a conference call or a video conference.

In the first hypothesis (unanimous written consent), a proposal of resolution preceded by a detailed explanatory memorandum will be considered as a resolution, provided that such proposal, after having been simultaneously communicated to the Directors, it is unconditionally approved in writing by the latter.

The vote in writing or by email without physically meeting is authorized provided that each Director (i) was informed and invited to vote on the decisions to take and (ii) agrees with the written or electronic procedure. The minutes will mention this agreement. The decisions will be taken in accordance with the deliberation rules given in this article. The minutes must be signed by the number of Directors which would have been required to adopt the decision at an effective meeting of the Board. The Directors have the choice between (i) printing and sending the minutes with their original signature or (ii) to send an email with the attached minutes provided with their electronic signature, both to the attention of the Chairperson or the Secretary.

Decisions can be taken by conference call or video conference provided (i) that each Director was informed and invited to express his vote on the decisions to be taken, (ii) that none of the Directors disagree

with the conference call, and (iii) that the decisions are immediately recorded in minutes, addressed the same day to each Director for signature.

Article 19 : Minutes of the Board of Directors meetings

The decisions of the Board of Directors are recorded in minutes signed by the person chairing the meeting and the Secretary if any, as well as by those Directors who wish to do so.

The minutes and their attachments are kept by the Chairperson, or by the secretariat if any, at the registered office, either in their original material form entered in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility.

Each Voting Member of the Association and Director shall have the possibility to consult the minutes at the registered office and to receive a copy thereof. Copies or excerpts to be used in the courts or elsewhere shall be signed by the Chairperson or, if the latter is prevented, by two (2) Directors.

Article 20 : Representation

Notwithstanding the general powers of representation of the Board of Directors as a collegial body, the Association shall be validly represented in court and towards third parties, including any public officer (including the mortgage registrar – “conservateur des hypothèques”):

- either by two (2) Directors, among whom the Chairperson or the Secretary acting jointly;
- or, within the limits of the day-to-day management, by the President or the person(s) to whom such management has been delegated.

They shall not be obliged to submit proof to third parties of a prior Board decision on the matter. However, internally, the two Directors should obtain the prior consent of the Board of Directors for actions with respect to third parties.

Any legal proceeding, as a plaintiff or defendant, shall be conducted by the Board of Directors, through the Chairperson or another Director especially appointed for that purpose by the latter

Article 21 : Internal Regulations

Internal Regulations which detail the provisions of these Articles of Association and define the practical modalities for the functioning of the Association shall, if necessary, be adopted by the Board. Their amendments are of the sole competence of the Board. Each year the Board shall re-examine the Internal Regulations in force and shall proceed with any amendment it deems appropriate or necessary.

Article 22 : Secretary General

The Board of Directors can appoint a Secretary General and shall determine his/her remuneration where applicable.

The Secretary General cannot be a member of the Board of Directors but can be invited as guest to attend Board meetings.

The Secretary General shall serve as the Association's operating executive and shall perform such duties as may be prescribed by the Board of Directors.

The Secretary General is appointed as a delegate responsible for the Association's day-to-day management.

PART V. : ACCOUNTING YEAR – ANNUAL ACCOUNTS – BUDGET – CONTROL

Article 23 : Accounting year – Annual accounts

The accounting year shall begin on January 1st and end on December 31st of each calendar year.

Each year, the Board draws up the annual accounts of the past accounting year, in accordance with the legal provisions regulating this matter, as well as the budget for the forthcoming year. Both shall be submitted for approval to the General Assembly at its following meeting.

The accounting shall be conducted in accordance with the legal provisions regulating this matter.

Article 24 : Control – Auditor

To the extent the Association is so legally required, the audit of its financial situation, the financial statements and the compliance with the Law and these Articles of Association of the operations to be entered in the annual accounts, must be entrusted to one or more auditors, appointed by the General Assembly among the members of the Institute of Company Auditors. The auditors are appointed for a term of three (3) years, renewable.

PART VI. : AMENDMENTS TO THE ARTICLES OF ASSOCIATION - DISSOLUTION

Article 25 : Provisions for amendments to the Articles of Association - Dissolution

Amendments to these Articles of Association may be made at any General Assembly meeting with regular quorum and a majority of votes present or represented, where written notice of the proposed amendments was provided to the Members at least thirty (30) calendar days in advance of the meeting.

However, any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purposes, must be approved by a majority of four fifth (4/5) of the votes of the Voting Members present or represented.

Amendments to the statutory provisions referred to in article 2:10, § 2, 6°, 8° and 9° of the Law must be recorded in a notarial deed. In addition, any amendment to the purpose of the Association, as well as to the activities it intended to implement in order to achieve this purpose, must be approved by a royal decree.

Article 26 : Dissolution – Liquidation – Allocation of asset

Without prejudice of the provisions of Articles 2:111 to 2:113 of the Law, the Association can be dissolved at any time by a decision of the General Assembly taken under the same conditions as for the amendments to the Articles of Association.

In the event of dissolution of the Association, for whatever reason, the liquidation shall be carried out by one or more liquidators who shall perform their duties, either by virtue of a resolution of the General Assembly or, in the absence thereof, by a court decision that may be initiated by any interested party.

In all events of voluntary or legal dissolution of the Association, at any time and due to any cause, the allocation of the possible net assets after liquidation shall be determined by the General Assembly or, in the absence thereof, by the liquidators. These assets will have to be allocated for a disinterested purpose as close as possible to the purposes of the Association as described in Article 3. This assessment is of the sole competence of the General Assembly deciding on the dissolution.

PART VII. : GENERAL PROVISIONS

Article 27 : Applicable law

For anything not provided in these Articles of Association, reference is made to the Companies and Associations Code and clauses contrary to the mandatory provisions are deemed unwritten.

DECISIONS OF THE APPEARING PARTIES

At the time, those appearing gathered and unanimously took the following decisions:

1. First financial year

The first financial year will begin on the day the association has legal personality and will end on December 31, 2021.

2. First annual General Assembly

The first General Assembly is set for 2022.

3. Administrators

The number of Directors is fixed at three.

They are elected to these functions for a period of four (4) years ending at the regular General Assembly of the Members of 2024:

- The aforementioned company incorporated under German law "Innogy SE", represented by its permanent representative, namely Mr. BREUER Andreas born on May 17, 1973 in Nastätten (Germany), domiciled at Cecile-Vogt-Strasse 2, 45481 Mülheim an der Ruhr (Germany), registered in the national register under number bis 73.45.17-407-58;

- The aforementioned company incorporated under Portuguese law "EDP Distribuição-Energia SA", represented by its permanent representative, namely Mr. BLANQUET DA SILVA Aurélio Manuel born on January 30, 1961 in Porto (Portugal), domiciled in Rua José Joaquim Gomes Da Silva 42 (2), 4450-171 Matosinhos (Portugal), registered in the national register under number bis 61.41.30-195-85;

- The company incorporated under German law "E.ON SE", with its registered office at Brüsseler Platz 1, 45131 Essen (Germany), registered in the Company Register (Germany) with number HRB 28196 and at the Banque-Carrefour des Entreprises (Belgium) under number bis 0850.547. 171, represented by its permanent representative, namely Mr. HEILIGER Robert born on September 10, 1980 in Gütersloh (Germany), domiciled at Im Schönen Winkel 49, 47506 Neukirchen-Vluyn (Germany), registered in the national register under bis number 80.49.10-469- 90;

The Directors' mandate will be exercised on an unpaid basis.

The Directors have been appointed for a period of four (4) years as:

- chairman: Mr BREUER Andreas, mentioned above;
- vice-president: Mr. BLANQUET DA SILVA Aurélio Manuel, mentioned above;
- treasurer: Mr. HEILIGER Robert, mentioned above.

4. Retention of commitments made on behalf of the association in training

Those appearing declare to take in name of and on behalf of the Association all engagements committed to during the time it was in creation, namely since May 1, 2020.

This retention will only be in effect when the association has legal personality.

5. Those appearing declare that they accept the admission the membership of the entities listed attached.

INFORMATION - ADVICE

Those appearing declare that the Notary has fully informed them of their rights, obligations and dues arising from this legal act and that he has advised them impartially.

WRITING DUTIES (Code of various duties and taxes)

The fee is fifty euros (€ 50).

OF WHICH THE ACT.

Made and passed in Brussels, in the Study.

Date as above.

Those appearing declare that they were aware of the draft act before this day and that the time was sufficient for them to examine it usefully.

After the complete reading of the information referred to in Article 12 paragraph 1 of the Law of the Notaries and the rest of the deed has been commented on, those appearing signed with Us, the Notary.

EUTC Members

EUTC MEMBERS	MEMBERSHIP CATEGORY	HEADQUARTERS
Camlin Group Ltd	Charter Member	31 Ferguson Drive, Knockmore Hill Industrial Park, Lisburn, County Antrim, BT28 2EX
E.ON S.E.	Charter Member	Brüsseler Platz 1, 45131 Essen
EDF S.A.	Charter Member	22-30, avenue de Wagram, 75008 Paris
EDP Distribuição - Energia S.A.	Charter Member	Rue Camilo Castelo Branco, 1050-044 Lisbon
Electricity Supply Board (ESB) – Statutory Corporation/ Public Body	Charter Member	27 Lower Fitzwilliam Street, Dublin 2, Republic of Ireland
Enedis S.A.	Charter Member	Tour Enedis, 34 Place des Corolles - F-92079 Paris La Défense
Enel S.p.A.	Charter Member	Viale Regina Margherita 137 Rome, 00198
General Electric grid solutions Ltd	Charter Member	Unit 1, 7 Lissue Walk Lissue Industrial Estate East, Lisburn, Co. Antrim, Northern Ireland, BT28 2LU
Iberdrola S.A.	Charter Member	Bilbao (Bizkaia), Plaza Euskadi, nº 5
Innogy S.E.	Charter Member	Opernplatz 1, 45128 Essen (Allemagne)
Itron Inc.	Associate Member	2111 N Molter Road, Liberty Lake, WA 99019
Latvenergo AS	Charter Member	Pulkveža Brieža iela 12, Rīga, Latvija, LV-1230
MMX Communications Services Limited Ltd	Associate Member	Unit 100 Solar Park Highlands Road, Shirley, Solihul, West Midlands, B90 4SH
National Grid P.L.C.	Associate Member	1 - 3 Strand, London, WC2N 5EH.
Netbeheer Nederland BV	Charter Member	Postbusnummer 49 Rotterdam, 3000 AA
Netze BW GmbH	Charter Member	Schelmenwasenstr. 15, 70567, Stuttgart , Baden-Württemberg Germany
Nokia Oyj	Associate Member	Karakaari 7, 02610 Espoo, Finland
Red Electrica de España SAU	Charter Member	Paseo Conde de los Gaitanes nº 177, La Moraleja, 28109 Alcobendas (Madrid)
S P Energy Network Ltd	Charter Member	320 St. Vincent Street, Glasgow, Scotland, G2 5AD
Virtual Access Ltd	Associate Member	2 Dale Road, Dronfield, Derbyshire, England, S18 1YG
ZIV SL	Associate Member	Polígono Parque Tecnológico, 210, 48170 Zamudio, Vizcaya, España
Siemens AG	Associate Member	Germany Siemens Aktiengesellschaft Wittelsbacherplatz 2 80333 Munich Germany