

RESOLUTION 1¹

“Procedure for acquiring the capacity of Clearing Member of the Day Ahead and Intraday Markets and Balancing Market, for resigning from the capacity of Clearing Member and other issues”

THE CLEARING HOUSE EnExClear

Having regard to the provisions of Sections 2.8, 2.10 and 2.13 of Chapter 2 of the Clearing Rulebook for the Day-Ahead & Intraday Markets (hereinafter the “Clearing Rulebook of HEnEx Markets”²), and the provisions of sub-section 2.8, 2.10, 2.13 of Chapter 2 of the Clearing Rulebook for Balancing Market Positions (hereinafter the “Clearing Rulebook of Balancing Market”)³ as in force

HEREBY RESOLVES AS FOLLOWS

Purpose & scope

This Resolution specifies the following matters in connection with the Clearing Members of EnExClear:

1. The procedure for acquiring the capacity of Clearing Member.
2. The procedure for resigning from the capacity of Clearing Member.
3. The procedure applied in cases of corporate transformations of a Clearing Member.
4. The procedure for the relocation of a Clearing Member's IT infrastructure.

The terms used in this Resolution shall have the same meaning as in Law 4425/2016, Law 4001/2011 or in any other related legislation of national or EU law, in the Clearing Rulebook of HEnEx Markets, in the Clearing Rulebook of Balancing Market, as well as in other Resolutions adopted in implementation thereof.

¹ Unofficial translation from the Greek language (Ref. EnExClear: 203/05.06.2020), as of 23/06/2020. In case of any discrepancy between the Greek and the English version, the Greek version prevails.

² Regulatory Authority for Energy (RAE), Decision 1125A/2019, «Approval of the Clearing Rulebook for the Day Ahead and the Intraday Market, pursuant to Art.13 of L.4425/2016 (Gov. Gazette A' 185), as in force» (Gov. Gazette B' 428/12.02.2020).

³ It is noted that the Clearing Rulebook for Positions on Balancing Market has been submitted to the Regulatory Authority for Energy for approval.

Where the present Resolution is referred to the term Clearing Members, it refers to both the Clearing Members who participate in the Clearing of transactions on the Day Ahead & Intraday Markets, in accordance with the Clearing Rulebook of HEnEx Markets, and the Clearing Members who participate in the clearing of Positions on the Balancing Market in accordance with the Clearing Rulebook of Balancing Market, unless otherwise expressly stipulated in this Rulebook.

Article 1. Procedure for Acquiring the Capacity of Clearing Member

1.1 Procedure & stages for checking and approving a Clearing Member

1. In order to acquire the capacity of Clearing Member, the candidate must observe and successfully complete the procedure set out in this Article. The procedure involves the following three (3) stages:
 - a) the stage of the Submission of the "Application for Acquiring the Capacity of Clearing Member" and approval of it,
 - b) the stage of the preparation for activation of the Clearing Member, and
 - c) the stage of the activation of the Clearing Member.
2. The capacity of Clearing Member for HEnEx Markets and Balancing Market is acquired separately and individually in accordance with the provisions of the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market, respectively.
3. EnExClear informs the prospective Clearing Member regarding the stages of the procedure and provides all necessary details and information for its participation in those stages. The candidate's participation in each stage of the procedure presupposes the successful completion of the preceding stages.

1.1.1 Stage 1: Submission of the Application for Acquiring the Capacity of Clearing Member and approval of same

This stage involves the submission to the competent body of EnExClear of the "Application for Acquiring the Capacity of Clearing Member" (hereinafter the "Application").

1.1.1.1 General terms

- 1) The Application is submitted by using the standard form provided by EnExClear. The application's form includes also a questionnaire which is attached thereto and forms an integral part thereof. This questionnaire covers, at a minimum, the content stipulated in the Clearing Rulebook of HEnEx Markets and in the Clearing Rulebook of Balancing Market and follows the main guidelines.
- 2) In the Application is defined the type of the Clearing Member (Direct or General) as well as whether it concerns the HEnEx Markets or the Balancing Market.
- 3) All supporting documents must be submitted in Greek or English and bear the company's seal, while the signature must be authenticated with the Hague Apostille, where applicable. Supporting documents that the candidate Member has already been submitted to HEnEx, are not required to be resubmitted.

- 4) When examining the following details and supporting documents submitted by the prospective Clearing Member in all the stages described below, the competent department of EnExClear may request additional documents, if it deems this necessary for the completeness of the application.
- 5) The Application must also be accompanied by the following details and supporting documents.

1.1.1.2 Direct Clearing Member

If the prospective Clearing Member is applying for the capacity of Direct Clearing Member in accordance with par. 1 of article 2.10.1 of the Clearing Rulebook of HEnEx Markets or the par.1 of the article 2.10.1 of the Clearing Rulebook of Balancing Market, it must submit:

- 1) The Application for Acquiring the Capacity of Clearing Member.
- 2) The details and supporting documents provided for Participants that are Eligible Persons and Non-Eligible Persons in accordance with the relevant Resolution 1 of HEnEx at the Stage 1 (paragraphs 2.1.1.2 and 2.1.1.3).
- 3) Financial statements or data for the past two (2) years evidencing that the prospective Clearing Member fulfils the financial prerequisites set out in article 2.10.4 of the Clearing Rulebook of HEnEx Markets and in article 2.10.4. of the Clearing Rulebook of Balancing Market or, in the case of a newly established company, financial data certifying fulfilment of the aforesaid requirements.

1.1.1.3 General Clearing Member

If the prospective Clearing Member is applying for the capacity of General Clearing Member in accordance with par. 2 of article 2.10.1 of the Clearing Rulebook of HEnEx Markets or par.2 of the article 2.10.1 of the Clearing Rulebook of Balancing Market, it must submit:

- 1) The Application for Acquiring the Capacity of Clearing Member.
- 2) A copy of its operating licence:
 - a) as a credit institution of Law 4261/2014 or investment firm of Law 4514/2018, or
 - b) as a credit institution of an EU member state, other than Greece, or of a third country of Directive 2013/36/EU or a third-country investment firm or undertaking of Directive 2014/65/EU operating through a branch in Greece and/or remotely, accompanied by a legal opinion evidencing that, under the law governing the undertaking in question, the latter is permitted to access the clearing of the relevant transactions.
- 3) Announcement of the last codified articles of association from the General Commercial Registry (GCR) or, in the case of a foreign candidate, an equivalent document based on the corresponding Business Register of the jurisdiction in which it operates and the provision of relevant information to make it electronically searchable (link). If the aforesaid electronic

search is not possible, a copy of the articles of association in accordance with the records of the above-mentioned Register.

4) Announcement of the current legal representation of the candidate's company and the provision of relevant information to make it electronically searchable (link), as well as specimen signatures of its legal representatives.

5) If the above-mentioned electronic search as set out in paragraphs 3 and 4 is not possible, a copy of the latest codified articles of association and of the minutes relating to representation in accordance with the corporate documents held by the company, as these have been filed with the Business Register in the jurisdiction of the candidate.

6) In the case of a foreign prospective Clearing Member with a branch in Greece, an announcement from the GCR on the legal representation of the branch must also be submitted.

7) If the prospective Clearing Member is a credit institution or investment firm of an EU member state, other than Greece, and is operating in Greece on a notification procedure basis in accordance with applicable provisions, information in writing about the notification procedure.

8) Financial statements for the past two (2) years evidencing that the prospective Clearing Member fulfils the financial prerequisites set out in the Clearing Rulebook of HEnEx Markets or in the Clearing Rulebook of Balancing Market for acquiring the capacity or, in the case of a newly established firm, financial data certifying the above.

9) If the above supporting documents of instances (2) to (8) have already been submitted to EnExClear, they are not required to be re-submitted.

1.1.1.4 Application evaluation

Following submission of the above details and supporting documents, the competent body of EnExClear decides on the Application for Acquiring the Capacity of Clearing Member.

EnExClear approves or rejects the application of the prospective Clearing Member on the basis of a reasoned decision and notifies it of this decision, within ten (10) business days of receipt of the relevant application.

If the application is approved, EnExClear provides the Clearing Member with a Certificate attesting Acquisition of Clearing Member Capacity for the respective Market, which is then followed by the steps described in Stage 2.

1.1.2 Stage 2: Preparation for the activation of the Clearing Member

The issuance of a Certificate of Acquisition of Clearing Member Capacity, as described in the preceding stage (1), is then followed by the steps set out below with regard to its activation:

1) The Clearing Member must have installed the necessary technological infrastructures that ensure its successful connection to the Clearing System (hereinafter "System"), in accordance with the provisions of the relevant decisions or procedures of EnExClear pursuant to the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market.

2) In order to assess the readiness of the prospective Clearing Member and its Certified Clearers, EnExClear may request its participation in mock clearing sessions or other simulation scenarios of actual Clearing and Settlement conditions.

3) The Clearing Member must have a sufficient number of Certified Clearers in accordance with the terms of the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market as well as of the relevant Decision issued in implementation thereof.

The Clearing Member must have completed the above actions at the latest within one month of the completion of Stage 1, not taking into account the time for the preparation of its technical infrastructure. Otherwise, its application will be rejected due to non-completion of Stage 2 and in order to acquire the relevant capacity the prospective Clearing Member must resubmit an application.

1.1.3 Stage 3: Activation of the Clearing Member in the EnExClear production environment

1.1.3.1 Required supporting documents

In order to be activated, the Clearing Member must first deposit the initial contribution to the Default Fund for the Market which it applies for the capacity of the Clearing Member, as specified in the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market and submit to EnExClear the following supporting documents:

- 1) If the application relates to HEnEx Markets, a certificate by HEnEx for the registration of the Candidate Clearing Member as Participant in HEnEx Markets.
- 2) If the application relates to Balancing Market, a certificate by the HETS Operator or other relative document which certifies the registration of the Candidate Clearing Member as Participant in Balancing Market.
- 3) Copy of the receipt evidencing deposit of the registration fees and other charges depending on whether the capacity of Direct Clearing Member or General Clearing Member is being requested, which fees and charges are specified in the relevant Implementing Resolutions of EnExClear.
- 4) Application for the activation of an Own Clearing Account or Participant Clearing Account, as specified depending on the aforesaid capacity being requested and the specific provisions of the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market. The application is submitted by means of standard form which is provided by EnExClear. The application is accompanied by the declaration of the Direct Clearing Member or the Participant which is not a Clearing Member that they accept the self-billing procedure in accordance with a relevant decision of EnExClear.
- 5) Written declaration confirming and accepting EnExClear's right of use on financial collateral and contributions in the Default Fund for the Market to which the application relates. EnExClear provides relevant specimens for each Market titled "Confirmation & Terms of Acceptance of EnExClear's right of use in respect of collateral and contributions in the Default Fund". The submission to EnExClear of a declaration of confirmation with different content to the aforesaid templates is permitted in the case of account holders subject to foreign law, provided EnExClear is furnished with a legal opinion on the lawfulness of the declaration content in accordance with the law to which the holder of the respective Clearing Account is subject.

- 6) "Application of Capacity Activation" form. By this form, the Clearing Member declares the dates which it wishes to be activated a Clearing Member:
 - a) in HEnEx Markets
 - b) in Balancing Market
- 7) "Contacts Data of Clearing Member" form. Using this form, the Clearing Member is obliged to declare the persons who will be responsible for its communication with EnExClear, and/or the Certified Clearers (except in the case of online declaration), the contact details of the aforesaid persons as well as the duties of each such person at the Clearing Member.
- 8) "Application of Users Management in the System" form. By this form the Clearing Member requests the activation and deactivation of users in the Clearing System as well as how to connect.
- 9) Details of the Cash Settlement Accounts at the cash settlement Agents, as specified in the relevant resolutions or procedures of EnExClear.

By no later than five (5) days before its activation, the Clearing Member must have completed all the above steps and submitted to EnExClear all the aforementioned supporting documents required for its activation.

Upon activation of a Clearing Member, EnExClear shall immediately update its electronic database of Clearing Members and its website with the details of that Clearing Member. In addition, it shall notify the RAE, HEnEx or/and the HETS Operator and the Bank of Greece or the Hellenic Capital Market Commission, depending on the case.

1.1.3.2 Information to EnExClear

1. The Clearing Member must notify EnExClear, in the manner prescribed by the competent departments of EnExClear, regarding any change pertaining to its contact details or the particulars of its Certified Clearers having access to the System. Until notification of any such change, all documents will be lawfully served at the address provided by the Clearing Member in the application submission stage.
2. The Clearing Member is obliged to submit the relevant data and documents, in accordance with the procedure prescribed by the competent departments of EnExClear, in order to ensure ongoing satisfaction of the requirements for acquiring and maintaining its capacity as Member. Clearing Members shall be exclusively responsible for the completeness, correctness and veracity of the data they provide to EnExClear, with respect to both initially submitted data and data that has been updated at any time. The Clearing Member must respond immediately and without hesitation to any requests of EnExClear, participating in any relevant meetings.

Article 2. Procedure for Resigning from the Capacity of Clearing Member

1. In order to resign from the capacity of the Clearing Member, in addition to the requirements stipulated in the Clearing Rulebook of HEnEx Markets or in the Clearing Rulebook of Balancing Market, the Clearing Member must also:

- a) Take all necessary measures to put in order, in accordance with the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market, any outstanding matters arising from the transactions it has concluded.
- b) Comply with the instructions of EnExClear for the final settlement of any outstanding matters in connection with its capacity.
- c) Submit an application for the deactivation of the Own Clearing Account or Participant Clearing Account, depending on the capacity it had acquired and in accordance with the more specific provisions of the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market. This application is submitted by means of standard form which is provided by EnExClear.
- d) In case of a Direct Clearing Member of Balancing Market, it should submit certificate or other relevant document by the HETS Operator which certifies that the contract of balancing services provider / contracting balancing responsible part has been terminated.

2. Collateral in Clearing Accounts of the resigning Clearing Member is returned immediately after the full payment of all its obligations to EnExClear. The balance of the Share of the Clearing Member in the Default Fund of the Market to which the application of resignation relates, is returned after its resignation has been approved by EnExClear, which (approval) shall be granted on the condition that all of its obligations in general to EnExClear have been completely fulfilled in accordance also with the specific provisions in Section 2.13 of the Clearing Rulebook of HEnEx Markets or in Section 2.13 of the Clearing Rulebook of Balancing Market.

3. Upon completion of the Clearing Member's resignation, EnExClear shall immediately update its electronic database of Members and its website and notify HEnEx or/ and the HETS Operator, RAE and the Bank of Greece, depending on the case.

Article 3. Corporate Transformations of Clearing Members

3.1 General

The provisions set out in this article shall be applicable only when both the absorbing and the absorbed legal person are Clearing Members on the same Market.

Implementation of the terms of this article requires that the Clearing Members involved are Direct Clearing Members or General Clearing Members respectively. Otherwise, the corporate transformation will be examined on a case-by-case basis by the competent departments of EnExClear in the framework of applicable provisions of the energy and financial sectors in combination with the terms of the present Article.

3.1.1 Merger of a Clearing Member through its absorption by another Clearing Member of EnExClear (par. 2, Article 6, Law 4601/2019)

3.1.1.1 Actions by the absorbing Clearing Member

In the case of merger of a Direct or General Clearing Member through its absorption by another Direct or General Clearing Member respectively, the absorbing Clearing Member continues to operate as a Clearing Member, automatically succeeding the absorbed Clearing Member in respect of all of the

latter's rights and obligations. In such a case, the absorbing Clearing Member is not required to acquire anew the capacity of the absorbed Clearing Member.

The absorbing Clearing Member must observe the following procedures with regard to the installation of the IT infrastructure and its activation in the System, which consists of the following two (2) stages:

3.1.1.1.1 Stage 1

By no later than fifteen (15) business days before the date declared by the Clearing Member on which it wishes to be activated in the System with its new particulars arising from the merger and provided the merger has been completed (i.e. recording in the GCR of the decision approving the merger (or in the case of a foreign Participant in the corresponding Business Register in the jurisdiction in which it operates)), the absorbing Clearing Member sends a notification letter with the details of the relevant merger to the competent department of EnExClear and works with the latter to:

- 1) plan any changes to the IT infrastructure of the absorbing Clearing Member,
- 2) calculate the relevant cost, and
- 3) plan the time schedule for completing the above necessary actions.

3.1.1.1.2 Stage 2

By no later than ten (10) business days prior to the date declared for the Clearing Member's activation in the System, the absorbing Clearing Member must have completed the necessary technical preparations in accordance with the instructions of the competent department of EnExClear and send to the competent department of EnExClear a form completed with the Clearing Member's new details emanating from the merger. The aforesaid form is available on the website of EnExClear.

3.1.1.2 Actions for the deletion of the absorbed Clearing Member

The actions required for the deletion of the absorbed Clearing Member involve the following three (3) stages:

3.1.1.2.1 Stage 1

By no later than ten (10) business days prior to the date declared by the absorbing Clearing Member on which it wishes to be activated in the System with its new particulars arising from the merger and provided the merger has been completed, the absorbed Clearing Member must electronically submit to EnExClear, in accordance with its procedures, the following forms which are available on the website of EnExClear:

- 1) for the deletion of users, of the occasional requests for deactivation and
- 2) for the deletion of the absorbed Clearing Member.

3.1.1.2.2 Stage 2

The deletion of a Clearing Member on account of merger is approved by the competent body of EnExClear on the condition that the merger has been completed in accordance with article 18 of Law 4601/2019 and a copy has been provided of the registration in the GCR of the decision approving the merger (or, in the case of a foreign Participant, in the respective Publicity Register in the jurisdiction in which it operates) and the provision of relevant information to make it electronically searchable (link).

3.1.1.2.3 Stage 3

1. Completion of the merger requires the following:

- 1) Settlement by the absorbed Clearing Member of the matters outstanding arising from transactions concluded by or assigned to it and open positions.
- 2) Changes or transfers to the absorbing Clearing Member of collateral provided by the absorbed Clearing Member.
- 3) Deactivation of the Share of the absorbed Clearing Member in the Default Fund of the Market.
- 4) Deactivation of the Cash Settlement Accounts at the cash settlement Agents as specified by EnExClear in accordance with its procedures.
- 5) Payment of additional contributions to the Default Fund whenever required in accordance with the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market.

2. Following approval of the merger from the competent body of EnExClear and upon completion of the procedures described above, any collaterals deposited or committed in favour of EnExClear by the absorbed Clearing Member are returned along with Default Fund contributions of the Market, without prejudice to the specific provisions of the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market on their temporary holding or use due to default.

3. Upon completion of the merger, EnExClear shall immediately update its electronic database of Clearing Members and its website with the new details of the absorbing Clearing Member following the merger, and notify HEnEx or/and HETS Operator, RAE and the Bank of Greece, depending on the case.

3.2 Merger of a Clearing Member through its absorption by a legal person that is not a Clearing Member of EnExClear

The following paragraphs describe the procedure in the case of a merger of a Clearing Member through its absorption by a non-Clearing Member on the same Market.

3.2.1 Actions by the legal person that absorbs a Clearing Member in order to acquire the capacity of Clearing Member

3.2.1.1 Procedure relating to the capacity of Clearing Member

1. In the case of the merger of a Clearing Member with a legal person that is not a Clearing Member on the same Market, the legal person arising from the merger must acquire the Clearing Member capacity of the absorbed Clearing Member and follow – from the beginning – the procedure for acquiring the relevant capacity, including its obligations in respect of payment of Clearing Member registration or subscription fees pursuant to the stipulations of the Clearing Rulebook of HEnEx Markets or the Clearing Rulebook of Balancing Market and the present Resolution of EnExClear.

2. The decision approving the new Clearing Member, which is taken by the competent body of EnExClear, is conditional upon the completion of the merger and the furnishing of a copy of the recording in the GCR of the decision approving the merger (or, in the case of a foreign Participant, in the corresponding business register of the jurisdiction in which it operates).

3.2.1.2 Actions for the installation of the IT infrastructure and its activation in the System

With regard to the installation of the IT infrastructure and its activation in the System, the legal person that absorbs the Clearing Member must take the steps stipulated in the relevant paragraphs of the present Resolution.

3.2.2 Actions by the absorbed Clearing Member

1. By no later than fifteen (15) business days before the date estimated by the absorbed Clearing Member for completion of the merger (recording in the GCR or, in the case of a foreign Participant, in the corresponding Business Register of the jurisdiction in which it operates, of the decision approving the merger), the absorbed Clearing Member must send a notification letter with the details of the merger to the competent department of EnExClear and work with the latter to:

- a) plan any changes to the IT infrastructure of the absorbing legal person (nodes, terminals, etc.),
- b) calculate the relevant cost, and
- c) plan the time schedule for completing the above necessary actions.

2. The absorbed Clearing Member must take the actions stipulated in Article 2 of present resolution (Resignation).

3.2.3 Activation in the System of the new Clearing Member resulting from the merger

1. The activation in the System of the new Clearing Member arising from the merger takes place on the date specified in the relevant standard form, which is available on the EnExClear website, and on the condition that the previous stages of the merger have been completed.

2. Upon completion of the merger, EnExClear shall immediately update its electronic database of Clearing Members and its website with the details of the new Clearing Member resulting from the merger and notify HEnEx or/and HETS Operator, RAE and the Bank of Greece, depending on the case.

3.3 Other corporate transformations

The terms of the preceding paragraphs of Article 3 hereof apply *mutatis mutandis* also to any other case of corporate transformation involving Clearing Members of EnExClear in accordance with the specifically applicable provisions of company law on corporate transformations (Articles 1-88 of Law 4601/2019). In all cases where, as a consequence of a corporate transformation, the licence on the basis of which the Clearing Member acquired its capacity requires amendment by the competent authority under the applicable regulatory framework, the Clearing Member must notify EnExClear by letter, before commencement of the corporate transformation process, in order for EnExClear to reassess the capacity of the Clearing Member. EnExClear may suspend the capacity of the Clearing Member in accordance with instance (e), par. 1, Section 5.1, Chapter 5 of the Clearing Rulebook of HEnEx Markets or in accordance with instance (e), par. 1, Section 5.1, Chapter 5 of the Clearing Rulebook of Balancing Market until the amended licence is granted.

Article 4. Relocation of a Clearing Member's IT Infrastructure

In the event of relocation of a Clearing Member's IT infrastructure to other premises, at the same or a different address, the Clearing Member must take the following actions

4.1 Stage 1

At least thirty (30) calendar days before the date declared by the Clearing Member on which it wishes its IT infrastructure to operate at the new premises, the Clearing Member sends a notification letter with the details of the relocation premises to the competent department of EnExClear and works with the latter to:

- 1) plan any changes to the Clearing Member's IT infrastructure,
- 2) calculate the relevant cost, and
- 3) plan the time schedule for completing the above necessary actions.

4.2 Stage 2

By no later than ten (10) business days prior to the time declared for the operation of its IT infrastructure at the new premises, the Clearing Member must have completed the necessary technical preparations according to the instructions of the competent department of EnExClear and have electronically submitted to EnExClear the relevant standard form, which is available on the EnExClear website, for the relocation of the Clearing Member.

Article 5. Entry into force

This Resolution enters into force as of 05/06/2020⁴.

This Resolution is to be posted immediately on the website of EnExClear (www.enexgroup.gr).

⁴ It is noted that the Clearing Rulebook for Positions on Balancing Market has been submitted to the Regulatory Authority for Energy for approval.