



ROMANDE ENERGIE HOLDING SA

ARTICLES OF ASSOCIATION

Current at 16 May 2023

This English version is based on the French original. In case of doubt the original French shall prevail.

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ARTICLES OF ASSOCIATION

of the public limited company

Romande Energie Holding SA

in Morges (VD)

I. NAME, REGISTERED OFFICE AND OBJECTS

Article 1 Company name

Romande Energie Holding SA is a public limited company governed by Articles 620 et seq. of the Swiss Code of Obligations and these Articles of Association.

Article 2 Registered office

The registered office of the Company is in Morges.

Article 3 Company purpose

¹ The purpose of Romande Energie Holding SA is the acquisition, sale and management of investments in the energy sector and related fields.

² The Company may engage in any and all activities conducive to these objects, including the acquisition and sale of real estate.

II. SHARE CAPITAL

Article 4 Share capital

The share capital is twenty-eight million five hundred thousand francs (CHF 28,500,000.00). It is divided into twenty-eight million five hundred thousand (28,500,000) fully paid-up, registered shares with a nominal value of one franc (CHF 1) each.

Article 5

(deleted)

Article 6 Share certificates and securities

¹ The Company issues shares in the form of individual certificates, global certificates or uncertificated securities. The Company may, at any time and without the consent of the shareholder, convert issued shares into another form. A shareholder may not require the conversion of issued shares into some other form. However, a shareholder may, at any time, require the Company to provide him/her with a certificate, free of charge, for the shares he/she holds.

² Shares issued in the form of uncertificated securities and those converted into uncertificated securities are held by a depository as book-entry securities within the meaning of the Federal Act on Intermediated Securities.

³ The transfer and the granting of a security interest over book-entry securities are governed exclusively by the provisions of the Federal Act on Intermediated Securities. The transfer or granting of a security interest over book-entry securities by means of a written assignment are not permitted.

⁴ Articles 685d, 685e, 685f, 685g and 686 (2bis) of the Swiss Code of Obligations will also apply with regard to the conditions for refusal, the duty to notify, the transfer of rights, the time limit for refusal and entry in the share register.

Article 6a Share register

¹ The Company maintains a share register in which individual or company names and addresses of owners and beneficiaries of registered shares are entered.

² If a shareholder changes place of residence or the location of the registered office, this person should inform the Company of the new address. Until such information has been provided, written correspondence sent to the address noted in the share register will be considered as being received from a legal standpoint.

³ Only the person whose name is listed in the share register is considered by the Company as the holder of the rights associated with a registered share.

⁴ A purchaser is listed in the share register as a shareholder with voting rights inasmuch as, upon request, he/she has expressly stated that the shares were purchased in his/her own name and for his/her own account. If the party acquiring the shares is not prepared to provide such a declaration, the Board of Directors may refuse to allow the shares to be entered with voting rights.

⁵ The Board of Directors is authorised, after hearing the position of the shareholder affected, to strike the entry of a shareholder with voting rights from the share register retroactively with effect to the date of the entry if it was obtained under false pretences. The person affected will be informed of the action immediately.

III. COMPANY STRUCTURE

Article 7 Corporate bodies

The corporate bodies of the Company are:

1. the General Meeting
2. the Board of Directors
3. the Statutory Auditors

IV. GENERAL MEETING

Article 8 Powers

¹ The General Meeting is the highest decision-making body of the Company.

² It has the non-transferable right to:

- a) adopt and amend the Articles of Association
- b) appoint and dismiss:
 - individually, directors whose nomination is within its sphere of competence (Article 16 (2 and 3))
 - the Chair of the Board of Directors, who must be appointed from among the members of said Board
 - individually, members of the committee overseeing remuneration
 - the Statutory Auditors
 - the Independent Proxy
- c) approve the annual report and the consolidated financial statements
- d) approve the parent company's financial statements and determine the appropriation of available earnings, and in particular set the dividend and the directors' fees
- e) set the interim dividend and approve the interim financial statements required for this purpose

- f) decide on repayment of the statutory capital reserve
- g) release the members of the Board of Directors from eventual liability (“discharge”)
- h) approve the overall amounts of maximum remuneration payable to the Board of Directors and Executive Board, pursuant to Article 15
- i) make arrangements for the delisting of investment securities held by the Company
- j) resolve all matters reserved to it by law and by the Articles of Association

³ Article 735 (3) point 4 of the Swiss Code of Obligations will also apply with regard to the non-binding vote on the Remuneration Report.

Article 9 Notice of meeting

¹ The Annual General Meeting is held once a year, within six months of the close of the financial year.

² Extraordinary General Meetings are held as often as necessary and in the cases provided for by law.

³ Annual and Extraordinary General Meetings are held at the registered office of the Company or at any other place specified in the notice of meeting. They are called by the Board of Directors, and if necessary by the Statutory Auditors or other persons specified in Article 699 of the Swiss Code of Obligations.

⁴ One or more shareholders together representing no less than 5% of the share capital may also request a General Meeting to be called.

⁵ The Board of Directors may decide to hold the General Meeting by electronic means and will therefore appoint an independent voting representative. The conditions for holding a virtual general meeting are set out in Articles 701d to 701f of the Swiss Code of Obligations.

Article 10 Calling a meeting

¹ The General Meeting is called by ordinary mail to the address of the shareholders entered in the share register, or by electronic mail, or in any other form that the Board of Directors deems appropriate, at least twenty days before the date of the meeting.

² The notice convening the meeting must include the agenda and the items of business covered by Article 700 (2) of the Swiss Code of Obligations.

³ Shareholders representing shares totalling 0.5% of the share capital or of the votes may request that an item of business be placed on the agenda. This request must be made to the Board of Directors in writing no later than 30 days before the date of the meeting, indicating the purpose of the debates and the motions submitted.

⁴ Reference is made to Articles 699a and 699b of the Swiss Code of Obligations concerning access to the annual report and audit report as well as the right to table agenda items and motions.

Article 11 Identification

To take part in General Meetings, shareholders must provide evidence of their shareholder status in the form and within the time limit specified by the Board of Directors.

Article 12 Voting rights and representation

¹ Each share conveys the right to cast one vote.

² Persons who have cooperated in any way in the management of the Company’s business may not take part in resolutions giving or refusing “discharge” to the Board of Directors.

³ Where a share is owned collectively, the beneficiaries of the rights it confers may exercise such rights only through a joint representative. If ownership of a share has been granted to a beneficiary, rights are represented by the beneficiary.

⁴ A shareholder may be represented by another shareholder or by a third party, under a written power of attorney, with the exception of a custodian or a member of one of the Company's corporate bodies. Legal representation is reserved. The presiding Chair of the meeting decides whether to recognise the power of attorney.

⁵ Each shareholder may be represented by the Independent Proxy. The Board of Directors shall ensure that shareholders are able to assign powers and transmit instructions to the independent proxy by electronic means.

Article 13 Organisation of the General Meeting

¹ The General Meeting must be chaired by the Chair of the Board of Directors or, failing him/her, by the Vice-Chair or a director appointed by the Board.

² The Chair shall appoint the Secretary and, where necessary, two vote tellers.

³ The minutes must record the items covered by Article 702 of the Swiss Code of Obligations. They must be signed by the Chair, the Secretary and, where appropriate, the vote tellers. Once signed, they are considered as approved.

⁴ Resolutions and elections are carried out on a show of hands unless the Chair decides otherwise. The meeting itself may decide to hold a poll, and that decision may be taken on a show of hands. The Chair may also decide whether the vote should take place electronically.

⁵ Shareholders who have voted against resolutions passed by the General Meeting may request that this be recorded in the minutes.

⁶ Article 702 (4) and (5) of the Swiss Code of Obligations will also apply with regard to access to the minutes and the electronic publication of resolutions and election results.

Article 14 Resolutions and elections

¹ The General Meeting will be validly constituted irrespective of the number of shareholders present or of shares represented.

² Unless otherwise provided by law or the Articles of Association, the General Meeting passes resolutions and conducts elections by an absolute majority of the voting rights represented. Abstentions and blank or spoilt votes are not taken into consideration when calculating the majority.

³ Members of the Board of Directors and the committee overseeing remuneration are each time elected individually.

⁴ Concerning resolutions on important matters, Article 704 (1) of the Swiss Code of Obligations will apply (save for point 15 of the aforementioned legislation, which applies only to companies whose shares are not listed on a stock exchange).

Article 15 Approval of remuneration

¹ The General Meeting must, annually and separately, approve the aggregate amounts set by the Board of Directors in relation to:

1. the maximum aggregate amount of remuneration payable to the Board of Directors in the coming financial year, pursuant to Article 22c
2. the maximum aggregate amount of remuneration payable to the Executive Board in the coming financial year, pursuant to Article 22d

² Where the General Meeting does not approve an aggregate amount, the Board of Directors may submit a revised proposal at the same meeting. If a revised proposal is not submitted or if the latter is also turned down, the Board of Directors may call another General Meeting where it will submit revised aggregate amounts for approval.

³ The various aggregate amounts are taken to include all contributions for members of the Board of Directors, the Executive Board and the Company to social security together with all contributions to occupational pension plans (including employer contributions).

Article 15a Independent Proxy

¹ The Independent Proxy's term of office expires after completion of the next Annual General Meeting. Re-election is permitted.

² His/her obligations are determined by applicable legislation, especially Article 689c of the Swiss Code of Obligations.

V. BOARD OF DIRECTORS

Article 16 Composition

¹ The Company is managed by a Board of Directors consisting of nine members.

² Pursuant to Article 762 of the Swiss Code of Obligations, the Vaud cantonal government appoints five directors, two of whom are representatives of shareholder municipalities in Vaud canton.

³ The other directors are elected individually by the General Meeting. Their term of office is one year, expiring after completion of the next Annual General Meeting. Re-election of these directors is possible. However, directors reaching the age of 70 in the calendar year in which the election takes place are no longer eligible.

Article 17 Organisation, committees and delegation of management duties

¹ The Board of Directors shall appoint its Vice-Chair and Secretary. The Secretary may be chosen from outside the Board.

² The Board of Directors may, subject to Article 21, entrust the preparation and execution of its decisions, or the supervision of designated matters, to one or more committees composed of persons selected from within the Board.

³ Subject to its non-transferable and inalienable duties, the Board of Directors may delegate all or some of the management duties in relation to the Company to one or more members of the Board of Directors (appointees), to one or more of its committees, or to one or more natural persons outside the Board of Directors (Executive Board). The management of assets may also be delegated to a legal entity.

⁴ The remit of any such committees and of the Executive Board is set out in by-laws adopted by the Board of Directors.

Article 18 Duties and powers

¹ The Board of Directors has ultimate responsibility for the Company and the supervision of its management. The Board of Directors takes decisions on all matters which are not entrusted or reserved to another corporate body by law, the Articles of Association or the by-laws.

² In particular, it has the following non-transferable and inalienable duties:

1. managing the Company at the highest level and issuing the necessary instructions
2. establishing the organisation
3. establishing the accounting and auditing principles and the financial plan, inasmuch as such a plan is required to manage the Company
4. appointing and dismissing the persons responsible for managing and representing the Company, in particular, appointing the CEO and the members of the Executive Board
5. drawing up the Remuneration Report
6. exercising close supervision over the persons responsible for managing the Company to

ensure, in particular, that they comply with the law, the Articles of Association, the by-laws and the instructions issued

7. drawing up the management report, preparing the General Meeting and implementing its resolutions
8. applying for a debt restructuring moratorium and informing the court that holds jurisdiction in the event of over-indebtedness
9. deciding on and confirming capital increases, and making amendments to the Articles of Association accordingly

³ If the Chair is vacant, the committee overseeing remuneration does not have its full quota of members or the Company lacks an Independent Proxy, the Board of Directors shall in each case appoint a replacement who – with the exception of the Independent Proxy – must be a member of the Board of Directors, for the period until completion of the next Annual General Meeting.

Article 19 Calling of meetings and resolutions

¹ The Board is called together by its Chair or Vice-Chair as often as the business of the Company requires it.

² A majority of Board members must be present at a meeting in order to transact business. However, only one member is required to be present for resolutions to approve increases in capital or corresponding amendments to the Articles of Association that require a public deed.

³ Resolutions are decided by a majority vote. When voting is tied, the Chair has the casting vote.

⁴ The resolutions of the Board must be recorded in the minutes, which must be signed by the Chair and the Secretary.

⁵ The Board of Directors makes resolutions in accordance with Article 713 (2) of the Swiss Code of Obligations.

Article 20 Representation

The Board of Directors shall determine the formalities attached to signing powers and appoint the persons authorised to represent the Company.

Article 21 Committee overseeing remuneration

¹ The committee overseeing remuneration comprises three members. They are appointed by the General Meeting from among members of the Board of Directors. The term of office for members of this committee is one year, expiring after completion of the next Annual General Meeting. Re-election is possible.

² The committee overseeing remuneration is responsible for providing the Board of Directors with opinions on the Company's remuneration policy.

³ Concerning remuneration issues relating to the Board of Directors and the Executive Board, its tasks and remit are, in principle, as follows:

1. proposing the maximum aggregate amount of remuneration payable to the Board of Directors and the Executive Board in the coming financial year, to the Board of Directors, for the attention of the General Meeting
2. proposing the individual remuneration payable to the members of the Board of Directors, bearing in mind the maximum aggregate amount of remuneration approved by the General Meeting
3. determining the individual remuneration payable to the members of the Executive Board, bearing in mind the maximum aggregate amount of remuneration approved by the General Meeting
4. proposing amendments to the Articles of Association to the Board of Directors, in relation to the remuneration policy for members of the Board of Directors and the Executive Board

⁴ The Board of Directors shall define any further tasks and powers of the committee overseeing remuneration in the by-laws.

VI. STATUTORY AUDITORS

Article 22 Qualification and term of office

¹ The General Meeting must elect a qualified auditor, as defined by the Federal Act of 16 December 2005 on the Licensing and Oversight of Auditors of 16 December 2005, as the Company's Statutory Auditors.

² The Statutory Auditors are elected for a term of one financial year. Their remit ends upon approval of the financial statements for the previous year. They may be re-elected. The General Meeting may not dismiss the Statutory Auditors without cause.

³ Their duties and obligations are laid down in the Swiss Code of Obligations.

VI^b. REMUNERATION AND OTHER RELATED PROVISIONS

Article 22a Other permitted offices

¹ Members of the Board of Directors may each hold the following other offices in the management and supervisory bodies of legal entities which are required to be registered in the commercial register or a comparable foreign register:

1. no more than five offices as a member of a board of directors or as a member of a supreme governing or supervisory body of companies considered as publicly traded companies, as defined by Article 727 (1) point 1 of the Swiss Code of Obligations; as well as
2. no more than 15 offices as a member of a board of directors or member of a supreme governing or supervisory body of companies not considered as publicly traded companies within the meaning of the Swiss Code of Obligations and the Federal Act on Collective Investment Schemes; and
3. no more than 10 offices as a member of the board of directors or member of a supreme governing or supervisory body of other legal entities not precisely meeting the above criteria.

² Members of the Executive Board, with the agreement of the Board of Directors, may each hold the following other offices in the management and supervisory bodies of legal entities which are required to be registered in the commercial register or a comparable foreign register:

1. no more than one office as a member of a board of directors or as a member of a supreme governing or supervisory body of companies considered as publicly traded companies, as defined by Article 727 (1) point 1 of the Swiss Code of Obligations; as well as
2. no more than 15 offices as a member of a board of directors or member of a supreme governing or supervisory body of companies not considered as publicly traded companies within the meaning of the Swiss Code of Obligations and the Federal Act on Collective Investment Schemes; and
3. no more than 10 offices as a member of the board of directors or member of a supreme governing or supervisory body of other legal entities not precisely meeting the above criteria.

³ The restrictions of paragraphs 1 and 2 do not apply to legal entities that are controlled directly or indirectly by the Company or which control the Company. They do not apply to legal entities which are the occupational pension funds of which the employees of the Company or companies that it controls directly or indirectly are members. Furthermore, multiple offices exercised in several outside legal entities among which there is direct or indirect control, or within occupational pension funds of which the employees of these companies are members, only count as one office within the meaning of subsections 1 and 2.

Article 22b Contracts stipulating remuneration for members of the Board of Directors and Executive Board

¹ The Company, or companies that it controls, may enter into contracts with members of the Board of Directors under which they are remunerated for a fixed term or for an indefinite period; the duration and the notice period may not exceed one year. Any contracts entered into with members of the Board of Directors who are appointed by the Vaud cantonal government expire at the end of their term.

² The employment contracts of members of the Executive Board are in principle permanent. If the committee overseeing remuneration considers it appropriate to enter into a fixed-term employment contract, the latter will have a maximum duration of one year. For permanent employment contracts, the notice period may not exceed one year from the end of the current month.

Article 22c Principles of remuneration for members of the Board of Directors

¹ Members of the Board of Directors receive a fixed annual allowance, not connected with the Company's financial results, plus attendance fees for attending meetings of the Board of Directors, its committees, outside sessions and special preparatory meetings. They are also allotted a mileage allowance for travel between their place of work or home and the locations of meetings.

² The same principles apply to any business in favour of companies controlled either directly or indirectly by the Company.

³ Members of the Board may in addition be paid in cash, at the market rate, for consulting services offered to the Company or companies of the Romande Energie Group that they do not provide in their capacity as members of the Board of Directors.

Article 22d Principles of remuneration for members of the Executive Board

¹ Members of the Executive Board receive remuneration (including any benefits in kind or offered as services), which consists of a fixed and a variable component as well as a lump-sum allowance to cover entertainment expenses.

² The variable portion may not exceed 40% of the Executive Board's total fixed annual remuneration. The Board of Directors or, if delegated, the Appointments and Remuneration Committee, therefore determines the target values.

³ Variable remuneration is linked to achievement of certain performance targets, which are analysed over several periods. The performance targets may include personal, collective or financial targets linked to the Company, taking into consideration the office held by the recipient of the variable remuneration. The Board of Directors or, if delegated the Appointments and Remuneration Committee, determines the performance targets, their weighting, the respective target values and their achievement.

⁴ The variable remuneration may be paid out in the form of cash or a long-term incentive ("LTI"). The Board of Directors or, if delegated the Appointments and Remuneration Committee, determines the precise arrangements.

⁵ All remuneration due to members of the Executive Board in their capacity as directors of companies to which they are mandated by the Company or by another company of Romande Energie Group are paid in full to the employer.

Article 22e Out-of-pocket costs

¹ The out-of-pocket costs that are not covered by the mileage allowance within the meaning of Article 22c (1), or by the lump-sum remuneration to cover entertainment expenses, within the meaning of Article 22d (1) and the by-laws relating thereto, are reimbursed upon presentation of receipts.

² Such benefits, representing the repayment of actual entertainment costs, do not have to be approved by the General Meeting.

Article 22f Advances, loans, pension benefits other than normal occupational benefits, profit-sharing plans, guarantees

¹ The Company may not grant to members of the Board of Directors or the Executive Board any advance, loan, pension benefits other than normal occupational benefits, under Article 22f (3), or guarantees. However, advances may be paid, up to an amount of CHF 1,000,000.00, to cover legal fees, court costs and other similar expenses necessitated by the defence of their interests in the context of claims or civil, criminal or administrative proceedings, linked to the performance of their duties or their status as members of the Board of Directors or the Executive Board.

² No contributions are paid to pension funds or other occupational benefit institutions for members of the Board of Directors, with the exception of contributions to public social-insurance funds.

³ Members of the Executive Board are covered by the employer's pension fund, at arm's length and on identical terms to those applicable to other employees of the Company. Benefits may be awarded in the event of job elimination in the context of restructuring, under conditions identical to those applicable to other employees of the Company, and up to an amount equal to one times the annual remuneration received by the member of the Executive Board concerned in the financial year preceding elimination of the job position.

⁴ No profit-sharing plan exists for members of the Board of Directors or the Executive Board.

Article 22g Additional amount ensuring remuneration of new members of the Executive Board

¹ Where a new position on the Executive Board is created or in the event of a full or partial renewal of the Executive Board, to the extent that the appointments relating thereto occurred after the General Meeting approved the overall amount of maximum remuneration of the Executive Board within the meaning of Article 15 (1) point 2 for the financial year in question, the Board of Directors has an additional amount equal to half the final total amount approved by the General Meeting for the maximum remuneration payable to the Executive Board at its disposal to cover the salaries of new appointees.

² The Company may only use this additional amount if the total amount that has been approved by the General Meeting for the maximum remuneration of the Executive Board is not enough to pay the remuneration of new members of the Executive Board until the next Annual General Meeting.

³ The Company may, by means of this additional sum, award an incoming member of the Executive Board a signing bonus to compensate for the disadvantages suffered subsequent to the change of employer.

VII. FINANCIAL STATEMENTS AND USE OF RETAINED EARNINGS

Article 23 Financial year, full-year financial statements and consolidated financial statements

¹ The Company's financial year-end is 31 December each year.

² The annual financial statements and, where applicable, the consolidated financial statements, closed on the balance sheet date of the financial year, as well as the notes to the financial statements and the annual report, are prepared annually in accordance with the relevant provisions of Article 957 et seq. of the Swiss Code of Obligations.

Article 24 Use of retained earnings

Reference is made to Articles 671 and 672 of the Swiss Code of Obligations concerning the statutory capital reserve and the statutory retained earnings.

Article 25 Expiry of dividends

All distributions of profits that remain unclaimed five years after their due date will vest with the Company.

VIII. WINDING-UP, OBJECTIONS AND NOTICES

Article 26 Winding-up

In the event that the Company is wound up, the process will be carried out by the Board of Directors, save if the General Meeting appoints other liquidators.

Article 27 Jurisdiction

In the event of a dispute between the shareholders themselves or between the shareholders and the Company concerning its business, shareholders who are not resident in the district of Morges must have an address for service in Morges; failing that, their address for service is deemed to be the Office of the Tribunal d'arrondissement de La Côte, with jurisdictional competence granted to its various judicial authorities.

Article 28 Notices/Communications

Notices by the company that are required by law and the Articles of Association are issued in the Swiss Official Gazette of Commerce; with regard to communications by the Company to shareholders, they may be made validly by ordinary postal letter sent to their address on the share register or by email or in any other form that the Board of Directors deems appropriate.

IX. FINAL PROVISIONS

Article 29 Entry into force

¹ These Articles of Association replace the Articles of Association of 29 June 2021 and enter into force on 16 May 2023.

² The Board of Directors shall provide, at that date, for their registration in the commercial register and for their publication, inasmuch as they affect third parties.

³ These Articles of Association were adopted at the Annual General Meeting of shareholders held on 21 May 2010, and amended at the Annual General Meetings held on 25 May 2012, 27 May 2014, 24 May 2016, 29 May 2018, 19 May 2020, 29 June 2021 and 16 May 2023.

ARTICLES OF ASSOCIATION CURRENTs

at 16 May 2023

As certified by:

Jean-Luc Marti, Notary

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