GLOBAL CAPACITY ALLIANCE, INC.

MANDATORY GUIDELINES ON MEMBERSHIP, GOVERNANCE AND AN IPR POLICY

ADOPTED BY THE BOARD OF DIRECTORS

As authorized in the Bylaws of Global Capacity Alliance, Inc., the Board of Directors adopts the following guidelines for membership and governance of the GCA, and the adoption of an Intellectual Property Rights Policy.

I. MEMBERSHIP CLASSES (ELECTING 10 OF 11 EXECUTIVE BOARD MEMBERS)

The ten representatives elected by the five initial membership classes, serving as the elected members of the Executive Board as provided in the Bylaws, are the following. The ultimate governing body of the GCA consists of eleven (11) voting seats, balanced across the full industry ecosystem:

- **Large Load Representatives (2):** Hyperscalers, Data Center REITs, or major industrial loads.
- **QSE / Scheduling Entity Representatives (2):** Entities managing the software/telemetry grid interface.
- **Power Developer Representatives (2):** BESS or Thermal Generation developers.
- **Capital / Banking Representatives (2):** Institutional lenders or infrastructure funds financing Capacity Attribution Contracts.
- **Insurance / Risk Representatives (2):** Actuarial firms, syndicates, or brokers underwriting Uptime Interruption Insurance.

The eleventh director on the Executive Board is the representative of V-Wire, Inc., who remains permanently on the Executive Board and is not subject to election.

II. MEMBERSHIP & DUES

Membership Tiers:

- **Tier 1: Founding / Corporate Sponsors:** Highest annual dues. Eligible to nominate executives for the Executive Board. Holds full voting rights in all assigned Committees.
- **Tier 2: General Members:** Moderate annual dues. Holds voting rights at the Committee level to shape standards, but cannot hold an Executive Board seat.

- **Tier 3: Independent / Academic Members:** Zero annual dues. Reserved for former ISO executives, academics, and retired industry leaders. Selected by the Board to serve as neutral arbiters.

III. MEMBER VOTING MECHANICS (CLASS VOTING)

- **Sector Assignment:** Upon joining the GCA, every paying member (Tiers 1 and 2) must be categorized into one specific industry sector (e.g., Large Load, Developer, QSE, Capital, Insurance).
- **Restricted Voting:** During Executive Board elections, members may only cast votes for the candidates running for the specific Board seats allocated to their assigned sector. (e.g., Only developers vote for the developer seats).
- **Committee Voting:** At the Committee level, all Tier 1 and Tier 2 members hold one equal vote regarding the advancement of technical standards, regardless of their sector.
- **Hard Prohibition on Early Ratification** The Executive Board is strictly prohibited from executing final ratification votes on any standard until both the Technical Comment Period and the IPR Disclosure Period have fully and completely expired. While asynchronous and electronic voting is permitted to maintain organizational nimbleness, no such vote shall be deemed valid or executable prior to the close of the full 42-day comment and disclosure window as described in section 5.2.1 of the Bylaws, regardless of how quickly a supermajority consensus is achieved.
- **Other Voting Procedures.** The Executive Board may authorize asynchronous electronic voting and other non-traditional voting methods for the members and directors, as long as the authorized procedures are permitted by the Delaware General Corporation Law.

IV. IPR POLICY

- **Master IPR Policy**: The GCA shall maintain a separate, standalone "Master Intellectual Property Rights (IPR) Policy" which governs the disclosure, pledging, and FRAND licensing of all Standard-Essential Patents (SEPs).
- **Binding Adherence**: As an absolute condition of membership in the GCA, every Member must agree in writing to be strictly bound by the Master IPR Policy as it exists on the date of their admission.
- **Governance:** The GCA and its staff shall have no authority to negotiate, enforce, or determine commercial licensing rates. All such IP administration shall be handled strictly bilaterally between Members, in accordance with the separate Master IPR Policy.
- For the avoidance of doubt, V-Wire Inc. is designated as a Founding Corporate Member. The permanent Executive Board seat held by V-Wire is explicitly conditioned upon V-Wire

maintaining an executed Letter of Assurance (LOA) agreeing to be bound by the GCA Master IPR Policy.

- **IPR Amendment Restrictions & Foundational Protections:** The Executive Board may only amend or modify the Master IPR Policy upon a supermajority vote, provided that no such amendment shall retroactively alter, diminish, or modify the terms governing any Essential Intellectual Property Rights (EIPR) for which a Letter of Assurance (LOA) was executed prior to the date of the amendment. Furthermore, any modification to the Master IPR Policy or organizational Bylaws that materially alters the IP obligations, governance rights, or permanent board seating of any Founding Corporate Member or Permanent Executive Board Member shall require the express, written consent of that specifically affected Member.

# # #

Adopted by the sole Director acting as the Inaugural Board: 16 August 2026