

APPENDIX G

**SEM Operator Licence held by SONI
Limited**

Decision: Licence modifications

This appendix sets out the decision on licence modifications to the market operator licence.

Deletions are indicated by ~~red text~~ which has been struck through.

Additions are indicated by red text which has been underlined.

This appendix only includes those conditions (in whole or in part) to which modifications have been decided.

**THE NORTHERN IRELAND AUTHORITY FOR UTILITY REGULATION
DECISION NOTICE UNDER ARTICLE 14(8) OF THE ELECTRICITY
(NORTHERN IRELAND) ORDER 1992**

MODIFICATIONS TO THE SEM OPERATOR LICENCE HELD BY SONI LTD

In accordance with Article 14(2) of the Electricity (Northern Ireland) Order 1992 (the **Order**) the Northern Ireland Authority for Utility Regulation (the **Authority**) published on 13 May 2025 a notice (the **Consultation Notice**) of its intention to modify the SEM operator licence (the **Licence**), granted or treated as granted by the Authority under and in accordance with Article 10(1)(d) of the Order and held by SONI Limited (Registered Company Number: NI038715) (the **Licensee**).

In accordance with Article 14(5) of the Order the Authority has considered all the representations duly made to it in response to the Consultation Notice. The Authority has decided to proceed with the making of modifications of the conditions of the Licence in exercise of its power under Article 14(1) of the Order.

In accordance with Article 14(8) of the Order the Authority gives notice as follows:

1. Condition 6 of the Licence shall be modified in the manner set out in redline format in Schedule 1 to this notice (which also forms Appendix G of the decision document published on the same date and entitled Combined Notice and Decision on Licence Modification for Provision of Information (the **Notice and Decision Paper**)).
2. Further details of the modifications and of their effects are set out in sections 2, 3 and 4 of the Notice and Decision Paper which shall incorporate by reference into this notice and shall be considered an integral part of it. Those sections –
 - a) state the effect of the licence modifications;
 - b) explain how the Authority has taken account of the representations made to it in response to the Consultation Notice; and

- c) set out the reasons for the licence modifications, including in particular the reason for any differences between the modifications now being made and those set out in the Consultation Notice.
3. The Authority has, pursuant to Article 14(8)(a) of the Order published this notice on its website. In addition, the Authority has sent a copy of this notice to the Licensee, the Department for Economy (DfE), and the General Consumer Council for Northern Ireland.
4. In accordance with Article 9 and 10 of the Order, the modifications made in accordance with this notice shall have effect on and from **18 November 2025**.
5. A copy of the modifications can be obtained in hard copy form by sending a request to:

Karen Shiels and Liz Wilkin
Utility Regulator
Millennium House
Great Victoria Street
Belfast BT2 7AQ

Email:

karen.shiels@uregni.gov.uk

liz.wilkin@uregni.gov.uk

Dated this 23 day of September 2025



John French
Chief Executive
For and on behalf of the Utility Regulator

SCHEDULE 1

Final modifications to Condition 6 of the SEM operator licence held by SONI Limited.

Condition 6: Provision of Information to the Authority

General Duty

- 1 The Licensee shall, after receiving a request from the Authority for Information that the Authority may reasonably require or that it considers may be necessary to enable it to perform any of its functions relating to electricity as conferred, assigned, or transferred to it by or under any legislation, give that Information to the Authority when and in the form requested.
- ~~1— Subject to paragraphs 4 and 5, the Licensee shall furnish to the Authority, in such manner and at such times as the Authority may require, such information as the Authority may consider necessary in the light of the Conditions or Schedules or as it may require for the purpose of performing any functions assigned or transferred to it by or under the Order, the Energy Order, the SEM Order, the CACM Regulation or the Directive Regulations.~~
- 2 The Licensee is not required to comply with paragraph 1 if the Licensee could not be compelled to produce or give the Information in evidence in civil proceedings in the High Court.
- ~~2— Without prejudice to the generality of paragraph 1, the Authority may call for the furnishing of accounting information which is more extensive than or differs from that required to be prepared and supplied to the Authority under Condition 2.~~
- 3 The power of the Authority to ~~request~~ ~~require~~ information under paragraph 1 is in addition to the power of the Authority to ~~request~~ ~~call for~~ information under or pursuant to any other Condition or ~~any~~ Schedule.
- 4 The Licensee shall, after receiving a request from the Authority for reasoned comments on the accuracy and text of any Information (including that which

has been provided by the Licensee in accordance with paragraph 1) relating to the Licensee's activities under or pursuant to this Licence which the Authority proposes to publish under Article 7 of the Energy Order, give such comments to the Authority when and in the form requested.

Exceptions

~~4. The Licensee may not be required by the Authority to furnish it under this Condition with information for the purpose of the exercise of its functions under Article 7 of the Energy Order.~~

~~5. The Licensee may not be required by the Authority to furnish it under this Condition with any information in relation to an enforcement matter which the Licensee could not be compelled to produce or give in evidence in civil proceedings in the High Court.~~

Undertaking from Ultimate Controller

~~6~~ 5 The Licensee shall procure, from each person that the Licensee knows (or reasonably should know) is at any time an ultimate controller, a legally enforceable undertaking in favour of the Licensee:

- a. in a form approved by the Authority;
- b. that will remain in force for as long as the Licensee remains the holder of the Licence and the person giving the undertaking remains an ultimate controller; and
- c. to the effect that the ultimate controller will give to the Licensee, and will procure that every subsidiary of, or person controlled by, the ultimate controller (other than the Licensee and its subsidiaries) will give to the Licensee, all such information as may be necessary to enable the Licensee to comply fully with paragraph 1 of this Condition.

~~7~~ 6 The Licensee shall, in respect of each ultimate controller, comply with the Licensee's obligation under paragraph ~~56~~ within seven days after the

later of the grant of the Licence, and the person in question becoming an ultimate controller.

8 7 The Licensee shall:

(ae) deliver to the Authority evidence that the Licensee has complied with the obligation under paragraph 56 (including a copy of the undertaking to be procured under that paragraph);

(be) inform the Authority immediately in writing if the directors of the Licensee become aware that the undertaking has ceased to be legally enforceable or that its terms have been breached; and

(cf) comply with any direction from the Authority to enforce any such undertaking.

9 8 The Licensee shall not, save with the consent in writing of the Authority, enter (directly or indirectly) into any contract or arrangement with an ultimate controller or any of the subsidiaries of that ultimate controller (other than the subsidiaries of the Licensee) at a time when:

(a) an undertaking complying with paragraph 56 is not in place in relation to that ultimate controller;

(b) there is an unremedied breach of such undertaking; or

(c) the Licensee is in breach of the terms of any direction issued by the Authority under paragraph 78 in respect of such undertaking.

10 9 ~~Condition 6 p~~ Paragraph 56 to paragraph 89 (inclusive) shall be suspended and have no effect for as long as the state owned constitutional status of EirGrid plc remains unchanged and EirGrid plc are the legal and beneficial owners of the entire issued share capital of the Licensee.

11 10 For as long as the state owned constitutional status of EirGrid plc remains unchanged and EirGrid plc are the legal and beneficial owners of the entire issued share capital of the Licensee the Licensee

shall procure, from EirGrid plc a legally enforceable undertaking in favour of the Licensee;

- a. in a form approved by the Authority;
- b. that will remain in force for as long as the Licensee remains the holder of the Licence and the state owned constitutional status of EirGrid plc remains unchanged and EirGrid plc are the legal and beneficial owners of the entire issued share capital of the Licensee; and
- c. to the effect that EirGrid plc will refrain from any action, and will procure that every subsidiary of EirGrid plc (other than the Licensee and its subsidiaries) will refrain from any action, which would be likely to cause the Licensee to breach any of its obligations under the Order, the Energy Order, the SEM Order, the CACM Regulation or the Licence.

~~12~~ 11 The Licensee shall:

- (a) deliver to the Authority evidence that the Licensee has complied with the obligation under paragraph ~~10H~~ (including a copy of the undertaking to be procured under that paragraph);
- (b) inform the Authority immediately in writing if the directors of the Licensee become aware that any such undertaking has ceased to be legally enforceable or that its terms have been breached; and
- (c) comply with any direction from the Authority to enforce any such undertaking.

~~13~~ 12 The Licensee shall not, save with the consent in writing of the Authority, enter (directly or indirectly) into any contract or arrangement with EirGrid plc or any of the subsidiaries of EirGrid plc (other than the subsidiaries of the Licensee) at a time when:

- (a) an undertaking complying with paragraph ~~10H~~ is not in place;
- (b) there is an unremedied breach of such undertaking; or

- (c) the Licensee is in breach of the terms of any direction issued by the Authority under paragraph 1112 in respect of such undertaking.

~~14~~ 13 In this Condition, unless the context otherwise requires:

“information”

~~shall include any documents, accounts, estimates, returns or reports (whether or not prepared specifically at the request of the Authority) of any description specified by the Authority. means information (other than information subject to legal privilege) in any form or medium and of any description specified by the Authority and includes any documents, accounts, estimates, returns, records or reports and data of any kind (whether or not prepared specifically at the request of the Authority).~~

“enforcement matter”

~~means any matter in respect of which any functions of the Authority under Article 42 of the Energy Order are, or may be, exercisable.~~