

ISPT-AFT Regulation of 03/12/2020

as amended on 26/05/2021, on 17/03/2022 and

on 14/02/2024

The ISPT-AFT Regulation was accepted by the Supervisory Board on 17/03/2022 in accordance with the article 15 of the Articles of the Stichting ISPT-AFT of 10/11/2020, as lastly amended on 14/02/2024.

It is an object of the ISPT-AFT Regulation to provide a further framework within which the Stichting ISPT-AFT will operate. Detailed arrangements will be handled in separate regulations, which together with the articles of association and the ISPT-AFT Regulation form a system of rules for the Stichting ISPT-AFT.

R. 1. Participants

- 1.1 Participants are Partner Companies and Partner Research Organizations admitted by the Managing Board of the Stichting ISPT-AFT, wherein the requirements for admission are subject of separate regulations, however participation will not be withheld on unreasonable grounds.
- 1.2 The Managing Board of the Stichting ISPT-AFT may impose on the Participants a contribution for the continuation of the institute, the amount of this contribution is determined by the Managing Board.
- 1.3 An affiliate of a Partner Company has equal rights as the Partner Company, wherein an affiliate is defined as a legal person directly or indirectly controlling, being controlled by, or under common control with the Partner Company, for so long as the control lasts, wherein 'control' means an interest of more than fifty per cent ($> 50\%$) or in exceptional cases with permission of the Managing Board an interest of fifty per cent or more ($\geq 50\%$).

R. 2. Task of the Managing Board

- 2.1 The Managing Board of the Stichting ISPT-AFT is responsible for allocating the funds of the Stichting ISPT-AFT to the various activities of the Stichting taking into account the relevant provisions on state aid.
- 2.2 The Managing Board of the Stichting ISPT-AFT ensures that Participants shall enjoy no preferential access to the research capacities of the Stichting.

R. 3. Academic Advisory Board (AAB)

- 3.1 The Stichting ISPT-AFT has an Academic Advisory Board comprising between five and ten scientists from different fields such all themes of the program are represented.

- 3.2 The AAB is a body that advises the Managing Board about the substantive direction of the program, and that points to relevant national and international developments.
- 3.3 The function of member of the AAB is unrewarded.
- 3.4 The members of the AAB are appointed for a term of four years by the Supervisory Board on a proposal of the Management Board, and the members can be reappointed for a term of four years.
- 3.5 The members of the AAB elect one of its members as Chairman.
- 3.6 The AAB meets at least twice a year or more often if required. and can invite members of the Supervisory Board, program directors and external experts.

R.3a Program Board

- 3a.1 The Stichting ISPT-AFT has a Program Board comprising not more than seven members.
- 3a.2 The members are appointed by the Supervisory Board for a term of three years. Outgoing members can be reappointed once for the same term.
- 3a.3 The members are experts in their field, and have on the basis of their position and/or experience sufficient autonomy to fulfil the role of member of the Program Board.
- 3a.4 The members have a seat in the Program Board in a private capacity, without the burden of consultation, and act in the interest of the Stichting ISPT-AFT.
- 3a.5 The members form a reflection of the parties and sectors involved with the foundation, wherein we aim at an equilibrium between the type of organisations (cooperations, SME, knowledge institutes and so on).
- 3a.6 The Supervisory Board determines the remuneration of members of the Program Board.
- 3a.7 The Program Board reviews from pre-determined criteria whether a proposed project fits in the aim of the program, and lays down in writing the result of the review.
- 3a.8 The Program Board advises the Management Board about the projects to be selected.
- 3a.9 The Director appoints the chairman of the Program Board.
- 3a.10 A program director and a program manager, and on an invitation, an external expert may attend the meetings.
- 3a.11 The Program Board meets as often as if necessary.
- 3a.12 The Program Board may make arrangements regarding the Board's way of working.

R. 4. Programs

- 4.1 The Managing Board of the Stichting ISPT-AFT will form one or more Programs, wherein the activities directed to research of the Stichting are grouped.
- 4.2 Programs are formed to realize the objectives of the Stichting ISPT-AFT with the aid of a roadmap.
- 4.3 A Program may comprise several Program lines, wherein each Program line has a Program Committee in which representatives of the Participants of the Program line are members of the Program Committee.
- 4.4 Rights and obligations of the Participants of the Program will be outlined in a separate Regulation.

R. 5. Projects

- 5.1 The Program Committee or any Participant can propose to the Managing Board to have a project carried out directed to experimental development (development or demonstration), which project is governed by rules outlined in a separate regulation and a separate project agreement to be concluded between the contractors in the project.
- 5.2 The Managing Board shall not withhold permission to set-up a project on unreasonable grounds.

R. 6. Conduct

- 6.1 The Participants acknowledge that it is important that they conduct all of their activities in the context of the Stichting ISPT-AFT in full compliance with antitrust laws.
- 6.2 The Parties hereby confirm their commitment to fair competition and to compliance with all applicable antitrust laws.
- 6.3 To minimise the risk of infringement of any applicable antitrust law, the Participants commit that there will be no formal or informal discussions or sharing of information in the context of the Stichting ISPT-AFT relating to:
 - (a) Product pricing or pricing elements (including individual Participant's current or future prices, price differentials, margins, price changes, price mark-ups, discounts, allowances, rebates, commission rates, credit terms, price changes, pricing mechanisms or terms of sale generally);
 - (b) Allocation of markets or customers (including details on individual customers, intentions to bid or not to bid, the terms or pricing of a bid, intentions to enter or not to enter certain markets or to deal with certain customers, or any other forms of sharing, dividing or allocating the markets, customers or contracts with competitors);

- (c) Marketing plans (including the design, production, distribution or marketing of particular products or proposed new territories or customers);
- (d) Costs (including production costs, cost accounting formulae and methods of calculating costs); and
- (e) Production (including production capacity forecasts and capacity shutdown or mothballing intentions).