

ISPT Regulation of 30 August 2012
as amended on 29 August 2013, on 11 December
2015 and on 15 March 2017

The ISPT Regulation was accepted by the Supervisory Board on 30 August 2012 in accordance with the article 15 of the Articles of the Stichting ISPT of 18 December 2012, and the amended ISPT Regulation was lastly accepted on 15 March 2017.

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

R. 1. Participants

- 1.1 Participants are Partner Companies and Partner Research Organizations admitted by the Managing Board of the Stichting ISPT, 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 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 is responsible for allocating the funds of the Stichting ISPT 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 ensures that Participants shall enjoy no preferential access to the research capacities of the Stichting.

R. 3. Academic Advisory Board

- 3.1 The Stichting ISPT includes an Academic Advisory Board of which the members are appointed for a term of three years by the Supervisory Board of the Stichting ISPT on recommendation of the current Academic Advisory Board, wherein an extension of the term is possible.

- 3.2 The Academic Advisory Board is an advisory body for the Managing Board.
- 3.3 The Academic Advisory Board consists of:
 - 3.3.1 three professors who are active members of the Onderwijsschool Procestechnologie (OSPT),
 - 3.3.2 two to three foreign professors,
 - 3.3.3 a representative of the Board of Chemische Wetenschappen of NWO and/or a representative of the Board of the Technologiestichting STW.
- 3.4 The tasks of the Academic Advisory Board include:
 - 3.4.1 guaranteeing the scientific quality of the activities and programs of the Stichting ISPT;
 - 3.4.2 carrying out scientific portfolio assessment and advising on the entire portfolio of the Stichting ISPT;
 - 3.4.3 advising on fundamental and applied research in the field of process technology from a European point of view;
 - 3.4.4 advising on matters such as which ISPT-funded research is carried out at which Dutch or foreign university, and on the knowledge infrastructure relevant to the process industry;
 - 3.4.5 giving strategic directions to the Onderwijscommissie of the OSPT;
 - 3.4.6 preparing and submitting the Onderzoeksschoolaanvraag of the KNAW (every six year).

R. 4. Clusters

- 4.1 The Managing Board of the Stichting ISPT will form one or more clusters, wherein the activities directed to research of the Stichting are grouped.
- 4.2 Clusters are formed to realize the objectives of the Stichting ISPT with the aid of a roadmap.
- 4.3 Each Cluster will be provided with a Cluster Committee, wherein representatives of the Participants of the Cluster are members of the Cluster Committee.
- 4.4 Rights and obligations of the Participants of the Cluster will be outlined in a separate Regulation.

R. 5. Program Committee

- 5.1 The Managing Board of the Stichting ISPT shall form a Program Committee, which is an advisory body for the Managing Board.
- 5.2 The Program Committee shall include representatives of the Participants, it will appoint a chairman and a secretary.

- 5.3 The Program Committee will advise the Managing Board on matters such as activities directed to research and projects, taking into account the undertakings in the Innovatiecontracten.

R. 6. Projects

- 6.1 The Cluster 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.
- 6.2 The Managing Board shall not withhold permission to set-up a project on unreasonable grounds.

R. 7. Results

- 7.1 The Stichting ISPT shall have all rights, title and interest in the results from activities directed to research and from projects, including the intellectual property rights. These rights may only be transferred from the Stichting to a Participant in accordance with rules set out in a separate regulation.
- 7.2 The Stichting ISPT aims at disseminating the results and at commercial use of the intellectual property rights taking into account the interests of the Participants.
- 7.3 Results that do not give rise to intellectual property rights may be disseminated widely.
- 7.4 No Participant shall have preferential access to the results.
- 7.5 Participants agree that they will enable one another to apply any results of the activities subject to reasonable conditions, taking into account the nature of the application and the relative contribution of the Participant to the result.

R. 8. Conduct

- 8.1 The Participants acknowledge that it is important that they conduct all of their activities in the context of the Stichting ISPT in full compliance with antitrust laws.
- 8.2 The Parties hereby confirm their commitment to fair competition and to compliance with all applicable antitrust laws.
- 8.3 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 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).