

EIT Health e.V.

European Institute of Innovation & Technology (EIT) Knowledge & Innovation community (KIC)

Legal Entity

By-Laws

EIT Health e.V.

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I. General

EIT Health e.V. with registered office in Munich was founded on June 16, 2015 and registered in the Vereinsregister München July 6, 2015 (“EIT Health e.V.” or “Association”). The members of EIT Health e.V. are partners in the Knowledge and Innovation Community “EIT Health”. EIT Health e.V. embodies the organisation of that Knowledge and Innovation Community at the European level.

II. Adoption of the By-Laws and entry into force

According to sec. 10.1.10 of the Articles of Association (AoA), the PA shall adopt By-Laws to substantiate and supplement the AoA.

The PA of EIT Health has with resolution of 10 September 2020 adopted the following By-Laws entering into force on 10 September 2020.

These By-Laws are binding for all members of EIT Health e.V. and govern together with the Articles of Association and German Law the rights and obligations of the members.

III. Rules in the By-Laws

1. Acquisition and Termination of Membership

1.1 Members

Members of the Association as Core Partners or Associate Partners may be any private or public law enterprises, companies and entities within the European Union with activities in the health care sector, the field of healthy living and/or active ageing, supporting the aims of the Association and meeting the admission criteria as set out by the Association.

1.2 Application for Admission

According to sec. 4.3 of the AoA, the application for admission to the Association (“Admission Application”) must be addressed in writing to the Management Board, which shall immediately forward the application to the Supervisory Board.

The Admission Application shall contain the following:

- a) Company name or statutory name
- b) Registered office
- c) Email address
- d) Postal address
- e) Person to represent the Member
- f) Confirmation that the applicant will pay the Annual Membership Contribution after receipt of the request for payment
- g) Confirmation of receipt of the Articles of Association and By-Laws
- h) Approval of the Applicant to the Articles of Association and By-Laws that it will comply with them and any further rules of the Association once it becomes a member

These conditions may be deviated from, subject to a decision of the Supervisory Board.

(Samples attached as **Annex 1** and **2**, might be adapted by the parties according to their location or necessities)

1.3 Delegates

Concerning the delegates elected by the Associate Partners of each CLC and InnoStars (see sec. 3.3 of the AoA), the Delegate application process works as described below:

- The Associate Partners of the respective CLC and InnoStars are obliged to elect the delegate. The Process can be further specified by the CLC/InnoStars (e.g. majority; selection of applicants).
- Entitled to vote are Associate Partners of the CLC or InnoStars who have paid membership fees.
- The CLC-Manager or InnoStars Director informs the Management Board in writing about the election of the Delegate and forwards the Delegate appointment.

- The Supervisory Board acknowledges the Delegate appointment (see sec. 3.3 and 4.4 of the AoA) and is bound to the decision of the CLC or InnoStars.

The Associate Partners of the respective CLC or InnoStars may dismiss the Delegate at any time in line with the procedures decided at the CLC/InnoStars. The CLC-Manager or InnoStars Director informs the Management Board in writing about the dismissal of the Delegate and forwards the written notice of dismissal. The Management Board informs the Supervisory Board, no further decision of the Supervisory Board is needed. The Associate Partners of the respective CLC/InnoStars are obliged to elect a new delegate.

1.4 Termination of Membership

Membership in the Association ends

- if the enterprise, company or legal entity ceases to have legal personality.
- through leaving or exclusion.

Leaving the Association requires a written declaration of the Member to the Management Board. Leaving is only admissible with a notice period of **three months** to the **end of each calendar year**. A Member may terminate its membership with immediate effect within one month after receipt of a decision of any of the Association's bodies by which rights of the Member are significantly reduced, the Membership Contribution is increased or any other obligation is materially increased. In such case the decision shall not apply to the withdrawing Member. A Member may also withdraw without notice period for good cause. For changing between Core Partner and Associate Partner, the same notice periods shall apply. This means the notice period is also of **three months** to the **end of each calendar year, i.e. by 1 October of the current year to be effective from the following year**, and provided that the Member changing the status meets all criteria for admission of the other partner status.

2. Transparent and objective criteria for Approval and Dismissal of Co-Location Centre (CLC) (sec. 2.5 of the AoA)

- Proven excellence of the partner institutions in innovation and proven excellence in the field of healthy living and active ageing
- Balance and size. The number of EIT Health academic and business partners as Core Partners should be balanced
- Complementarity: the CLC and their partners must demonstrate their complementarity to add value to EIT Health.

3. Transparent and objective criteria for Admittance and Dismissal of InnoStars as regions or groups (sec. 2.6 of the AoA)

- Criteria related to the Regional Innovation Strategy: InnoStars should be active in the fields of the purpose and area of EIT Health and prove their ability to access structural funds
- Criteria related to partners:
 - At least one company which has been existing for more than three years, present in markets of more than one EU country, investing own resources in R&D, maintaining labs or cooperating with academia
 - At least one academic partner with coordinating role in EU Framework funded project, foundation of at least one start-up (existing and operational), entrepreneurial education curricula at MSc level
 - At least one large health care organization (interest group representing patients or consumers, union for professionals, regulatory agency, a living lab/ test bed, a hospital etc.)
- Criteria related to governance: A legal entity (LE) is required for the group of InnoStars

4. Rights and duties of Members (sec. 3.1 of the AoA)

Rights of the Core Partners:

- Constitute and participate in the governance of EIT Health e.V.
- Representation and voting rights (one vote per partner) at the PA of EIT Health e.V.
- Information rights towards EIT Health e.V. regarding EIT Health e.V.'s affairs and dealings, the performance by the Management Board and its members in discharging their responsibilities for the management of EIT Health e.V., and any and all information regarding EIT Health that may be of relevance for the Members.
- Information rights towards CLC/InnoStars as defined by their agreement with the EIT Health e.V.
- Access to and operational involvement in all programs and facilities of the EIT Health e.V. (e.g. structures, coordination, projects, etc.)
- Right to use the brand of EIT Health e.V.

Duties of the Core Partners:

- Comply with Core Partner selection criteria set by EIT Health e.V.
- Be a member of one CLC or of InnoStars
- Comply with any applicable Law, the AoA of EIT Health e.V., these By-Laws of EIT Health e.V. and the validly made decisions made by the corporate bodies of the EIT Health e.V. as pursuant to the AoA of EIT Health e.V. and/or these By-Laws of EIT Health e.V.
- Implement the validly made decisions made by EIT Health e.V. and its corporate bodies as pursuant to the AoA of EIT Health e.V. and/or these By-Laws of EIT Health e.V.
- Pay an annual membership fee to the EIT Health e.V. as decided by the PA

- On the precondition that the PA has approved the membership fees for the next year in accordance with the procedure set forth in the AoA, provide every year a binding commitment for the membership fee of the next year upon request of the Management Board of EIT Health e.V. or October 31 of the current year, whichever date comes first. Such binding commitment shall not be effective for a Member that exercises its right to leave the Association according to Sec. 5.2 of the AoA.

Rights of the Associate Partners:

- Right to participate, without voting right, in general meetings organized by EIT Health e.V.
- Right to participate in the selection of the PA delegate for their respective CLC/InnoStars
- Information rights towards the EIT Health e.V. regarding EIT Health e.V.'s affairs and dealings, the performance by the Management Board and its members in discharging their responsibilities for the management of EIT Health e.V., and any and all information regarding EIT Health that may be of relevance for the Members.
- Information rights towards CLC/InnoStars as defined by their agreement with the EIT Health e.V.
- Access to and operational involvement in all programs and facilities of the EIT Health e.V. (e.g. structures, coordination, projects, etc.)
- Lead or be partner in EIT Health projects while being entitled to EIT KAVA funding (up to a maximum amount of EIT KAVA funding of in total EUR 250.000 per year)
- Right to use the brand of the EIT Health e.V.

Duties of the Associate Partners:

- Comply with Associate Partner selection criteria set by EIT Health e.V.
- Be a member of one CLC or of InnoStars

- Comply with any applicable Law, the AoA of EIT Health e.V., these By-Laws of EIT Health e.V. and the validly made decisions made by the corporate bodies of the EIT Health e.V. as pursuant to the AoA of EIT Health e.V. and/or these By-Laws of EIT Health e.V.
- Pay an annual membership fee to the EIT Health e.V. and/or CLC/InnoStars as set by the PA
- On the precondition that the PA has approved the membership fees for the next year in accordance with the procedure set forth in the AoA, provide every year a binding commitment for the membership fee of the next year upon request of the Management Board of EIT Health e.V. or October 31 of the current year, whichever date comes first. Such binding commitment shall not be effective for a Member that exercises its right to leave the Association according to Sec. 5.2.

Status Change between Associate Partner and Core Partner

Partners have the option to change status on a yearly basis. For changing between Core Partner and Associate Partner, the notice period is **three months to the end of each calendar year**, provided that the Member changing the status meets all criteria for admission of the other partner status. An upgrade (associate to core) is not possible within a period of 2 years after a downgrade. The status change requires an Application to the Supervisory Board (see above 1.2).

5. Further forms of cooperation such as Project Partners and Network Partners (sec. 3.2 of the AoA)

Project Partners are legally bound to EIT Health by a project partner grant agreement on a project-by-project basis. They have an invitation to participate in an EIT Health Project (the invitation to participate is to be expressed by one of the Core or Associate Partners in that project).

Project Partners have the following rights:

- Information rights towards CLC/InnoStars the Project Partner is affiliated to
- Access to and operational involvement in specific programs and facilities of the EIT Health e.V. (e.g. structures, coordination, projects, etc.) up to a maximum amount of EIT KAVA funding of in total EUR 50.000 per year)

- Provided the grant awarded is connected to a contractual agreement with the Project Partner that offers the possibility for financial return for EIT Health (for example but not limited to options), EIT Health shall be able to grant to External Project Partners that are considered SMEs following the definition of the European Commission [Official Journal of the European Union L 124/39] :
 - o Up to EUR 250.000 / Year and not more than 500.000 EUR over the entire duration in a multi-annual EIT Health Innovation Project.
 - o Up to EUR 1 Mio. / Year in the EIT Health 'Wild Card' Programme and not more than EUR 2 Mio. over the entire duration of the wild card project. The entire volume granted to by EIT Health through the complete 'Wild Card' Programme may not exceed 5% of the total grants awarded in the EIT Health Innovation Projects.
- Right to use the brand of the EIT Health e.V.

Project Partners have the following duties:

- Comply with Project Partner selection criteria set by EIT Health e.V.
- Acceptance of all terms and conditions applicable to Project Partners (e.g. variable fee on received EIT funding)
- Sign and comply with a project-specific Collaboration Agreement between the partners of the project consortium

Network Partners represent the user community that will enable the implementation of EIT Health e.V. activities and innovations into the wider European community to the advantage of the individual citizen. Network Partners are approved at the level of the CLCs and InnoStars. The Management Board and the Supervisory Board are informed.

- Any Network Partner should
 - have relevance for EIT Health by organizing networks/services that support EIT Health activities or by providing relevant input to the EIT Health on societal needs; or

- have connection to a CLC/InnoStars by being proposed as Network Partner by the authorised body of the CLC/InnoStars; or
- have connection to the EIT Health at EU level by being proposed as Network Partner by at least two Core Partners from different CLC
- Examples of potential Network Partners: regional networks, clusters, SMEs, hospitals, umbrella organizations, investors, insurance companies and stakeholder representatives, public or private bodies active in the field of health or elderly care.

Network Partners have the following rights:

- Information rights towards CLC/InnoStars the Network Partner is affiliated to
- Representation in the Advisory Bodies of the EIT Health e.V. and/or in the Advisory Bodies of the CLC/InnoStars the network Partner is affiliated to
- Specific regulation for Venture Capital (VC): can attend meetings at CLC/InnoStars level (Board or PA) if desired so and agreed upon within the CLC, but without voting right
- Specific regulation for Small Medium Enterprises (SME): can attend meetings at CLC/InnoStars level (Board or PA) if decided so by the CLC/InnoStars LE or at EIT Health e.V. level (e.g. one or two representatives in PA representing all clusters) but without voting rights at both levels if decided so by the Chairperson of the PA.

Network Partners have the following duties:

- Comply with Network Partner selection criteria set by EIT Health e.V.
- Acceptance of all terms and conditions applicable to Network Partners

Status change:

If Network Partners become Associate or Core Partners, they will lose their Network Partner status whereas Project and Network Partnership can be combined.

6. Details for the Extension of Membership Rights in a Group (sec. 4.1 of the AoA)

Group: a group of legal entities that is under common Control of an enterprise, including the enterprise that is directly or indirectly exercising the common Control.

For the above purposes, "Control" of any entity shall exist through the direct or indirect:

- Ownership of more than fifty percent (50%) of the nominal value of the issued share capital of the entity or of more than fifty percent (50%) of the issued share capital entitling the holders to vote for the election of directors or persons performing similar functions, or
- Right by any other means to elect or appoint managing board members of the entity (or persons performing similar functions) who have a majority vote.

7. Details on admission criteria of Members (sec. 4.2 of the AoA)

General admission criteria (core and associate partners):

- Intention to participate itself in EIT Health projects
- Relevant activities in at least one part of the knowledge triangle e (i.e. innovation, education, business creation)
- Need to be affiliated to a CLC/InnoStars
- Need to be a legal entity
- Accept all rights and obligations as set out for the relevant type of partner including the required contribution to KIC Complementary Activities (KCA) both in terms of focus and financial value, as defined by the Management Board

Specific admission criteria for Core Partners:

- Have one or more activities in the creation of new knowledge, products and/or services in one or more fields relevant to the EIT Health in the European Union (“relevant activities”) and have a demonstrated commitment to contribute to the Activities of EIT Health

Specific admission criteria for Associate Partner:

- Have one or more activities in the creation of new knowledge, products, and/or services in one or more fields relevant to the EIT Health in the European Union (“Relevant Activities”).

8. Terms of payment of membership fees, contributions for Project Partners and Network Partners and further details (sec. 6.1 of the AoA)

The Terms of payment of membership fees, contributions for Project Partners and Network Partners and further details are decided upon by the PA: The proper use of the membership fees paid by all members shall be in accordance with the annual business plan of EIT Health e.V.

All fees are collected by EIT Health e.V. The membership fees for every calendar year are due in **January of the respective calendar year** upon request of the Management Board of EIT Health e.V.

9. Actions and legal transactions where the Management Board shall require the prior approval by the Partner Assembly (sec. 10.2 of the AoA)

Regulation

The Management Board shall require the prior approval by the Partner Assembly (PA) for the following actions and legal transactions after approval of the Supervisory Board:

1. Concluding, terminating and amending the Framework Partnership Agreement (FPA) to be signed with EIT for submission to the PA;
2. Adopting the Strategic Agenda as Annex I to the FPA;

3. Approving the annual business plan to be transmitted to EIT;
4. Approving of amendments of the annual business plan with a financial impact of more than EUR 500.000 per year;
5. Setting and changing the high-level selection and assessment criteria for activities and projects to be funded;
6. Adopting EIT Health's IP policy in line with FPA stipulations.

10. Actions and legal transactions where the Management Board shall require the prior approval by the Supervisory Board (sec. 16.3 of the AoA)

The Management Board shall require the prior approval by the Supervisory Board for the following actions and legal transactions:

1. Concluding, terminating and amending the FPA to be signed with EIT for submission to the PA;
2. Adopting the Strategic Agenda as Annex I to the FPA;
3. Approving the annual business plan to be transmitted to EIT;
4. Approving of amendments of the annual business plan with a financial impact of between EUR 200.000 and EUR 500.000 per year.
4. Concluding, amending and terminating cooperation agreements with Members, Project Partners, and third Parties;
5. Concluding, amending and terminating specific grant agreements to be signed between the Association and the EIT;
6. Setting and changing the detailed selection and assessment criteria for activities and projects to be funded;
7. Selecting and changing activities and projects to be funded;
8. Adopting EIT Health's IP policy in line with FPA stipulations;
9. Appointing and dismissing members of the Project Management Office and granting remuneration for members of the Project Management Office;

10. Dealing with any transactions and actions involving outlay or obligation for the Association of over EUR 100.000. This does not apply to those actions and financial commitments already included in the approved annual business plan.

11. Number of Members, activities and tasks of the IP Board (sec. 18.1 and 18.5 of the AoA)

The IP Board has seven members with a balanced representation from members from academia and from industry. It has an advisory role whereas the operational responsibility stays with the partners. Besides, the IP Board has a mediation role on knowledge transfer and IP-related issues related to the KAVA activities.

The IP Board is composed of one representative from each CLC and the InnoStars. The CEO and the Director of Business Creation of EIT Health e.V. may attend meetings of the IP Board as guests without voting rights.

Tasks and responsibilities of the IP board:

- Advising of the Management Board and the Supervisory Board in all matters with respect to IP, namely, the IP Policy as well as acting as a liaison in all IP-related matters.
- Offering support to project participants in negotiating access to necessary background IP, knowledge and data in order to fulfil their tasks in the selected KAVA activities.
- Offering advice to partners wishing to deviate from EIT Health's IP policy.
- Acting as a mediator to resolve disputes between partners in projects regarding IP conflicts upon their request.

The Management Board will organize the further details of the IP Board (e.g. reimbursement of travel expenses, etc.)

12. Details on the activity and tasks of the ELSI Committee (sec. 19.5 of the AoA)

The ELSI Committee has an advisory role whereas the operational responsibility stays with the partners.

The committee is composed of one representative from each CLC and the InnoStars and has a balanced representation of members with proven competencies in the areas of ethics, law and sociology insights. The committee elects a Chairperson who does not belong to the Management Board.

ELSI advises the Management Board on questions of ethical, legal and social issues at the KIC level of EIT Health.

Ethical and legal issues in specific projects are the responsibility of the project participants, each partner being responsible for ensuring full compliance with all applicable laws and regulations. To ensure this, partners are required to complete a specific form for review by the ELSI committee when submitting project proposals.

The Management board will organize the further details of the ELSI Board (e.g. reimbursement of travel expenses).

13. Rules of Procedure for the Management Board and the Supervisory Board

The Rules of Procedure for the Management Board and the Supervisory Board (as attached in Annex 3) are adopted by resolution of the PA as part of the By-Laws.

14. Guidelines for Competitor meetings

EIT Health offers a neutral platform that allows its members to discuss matters of common interest. However, meetings or teleconferences at which competing Members participate give rise to a risk of competition law infringement.

These guidelines provide a general summary of the competition law rules and do not intend to be exhaustive. They are provided for informational purposes only and cannot be considered as legal advice. For further assistance or clarification, please contact a specialized lawyer.

Best practice:

- DO ensure that meetings and teleconferences have a legitimate purpose.
- DO ensure that agendas are agreed and circulated in advance of any formal meetings, and that accurate minutes are circulated thereafter.
- DO ensure that the attendance list is signed at the beginning of each physical meeting, and in the case of a teleconference, that it is properly documented.
- DO ensure that membership of working groups / participation criteria to meetings are transparent and non-discriminatory.
- DO inform the EIT Health meeting organizer if you have competition law concerns about the appropriateness of any discussion and / or any topic on the agenda.
- DO stop the discussion of any topic if you reasonably believe that it does not comply with competition/antitrust laws until such concerns can be ruled out, either during the meeting or afterwards. If efforts to stop the discussion are not successful, leave the meeting under protest and request that your protest be documented in the minutes.

What may be discussed

Among others, the following may be discussed:

- Non-confidential, technical issues relevant to the industry, such as standards, environmental concerns, matters related to corporate social responsibility, health and safety matters, regulatory policy developments.
- Public policy, educational and scientific developments.
- Publicly available information (e.g. trade press, newspapers, and company websites) on industry trends or general market conditions, provided the information is not company specific and relates to the industry as a whole.
- Benchmarking exercises or market surveys provided these activities do not result in an exchange of competitively and/or commercially sensitive information among the participants; results must be presented in an aggregated form which does not allow the identification of individual companies.

Do not discuss

Any discussions, whether in a formal or informal context including mere information exchanges, could constitute an anti-competitive agreement or practice. To avoid liability, do not reach understandings or agreements or even discuss any of the following commercially sensitive matters:

- Pricing strategies including price ranges, margins, discounts, rebates or any other element of pricing.
- Supply costs, operating costs or other overhead costs.
- Invoicing practices and payment terms.
- Market partitioning such as the allocation of customer groups, types of products or territories between competitors.
- Markets for expansion and investment.
- Commercial business plans, marketing or sales initiatives, development roadmaps and product portfolio plans.
- Any arrangement to avoid direct competition, or joint action to exclude competitors or new entrants to the market and/or to EIT Health.

[please state date here]

[application form to be printed on applicant's letter head]

Aufnahmeantrag / Membership Admission Application
(Ordentliches Mitglied / Core Partner)

To:

EIT Health e.V.
Management Board
Mies-van-der-Rohe-Str. 1 C
80807 Munich, Germany

Herewith

company name or statutory name and registered office

applies to become Core Partner (Ordentliches Mitglied) of EIT Health e.V. registered in the Vereinsregister München (VR 206069).

We confirm explicitly that we have received and read the Articles of Association and By-Laws.

We herewith confirm that we approve the Articles of Association and By-Laws and that we will comply with them and any further rules of the Association once we have become member of EIT Health e.V.

We are aware that the Partner Assembly has decided on the amount of Membership Contributions for Core Partners on the proposal of the Supervisory Board according to Art. 6.1 of the Articles of Association as follows:

For the calendar year [year]:

Annual Membership Contributions for Core Partners: 75.000,00 EUR

We confirm explicitly that we will pay the Annual Membership Contribution after receipt of the Request for Payment.

Place _____, date _____,

(Signature of authorized representative(s))

Stamp

The partner representative in the Partner Assembly will be

Name: _____

Function: _____

Information for the members' directory for the purpose of sending communications:

Company name or statutory name: _____

Registered office: _____

Email address: _____

Postal address. _____

Person to represent the Member: _____

The application is hereby confirmed.

As of the date indicated below, _____ is Core Partner (Ordentliches Mitglied) of EIT Health e.V.

Place _____, date _____

Signature of the Chairperson of the
Supervisory Board of EIT Health e.V.

[please state date here]


[application form to be printed on applicant's letter head]

Aufnahmeantrag / Membership Admission Application
(Außerordentliches Mitglied / Associated Partner)

To:

EIT Health e.V.
Management Board
Mies-van-der-Rohe-Str. 1 C
80807 Munich, Germany

Herewith


applies to become Associate Partner (Außerordentliches Mitglied) of EIT Health e.V. registered in the Vereinsregister München (VR 206069).

We confirm explicitly that we have received and read the Articles of Association and By-Laws.

We herewith confirm that we approve the Articles of Association and By-Laws and that we will comply with them and any further rules of the Association once we have become member of EIT Health e.V.

We are aware that the Partner Assembly has decided on the amount of Membership Contributions for Associate Partners on the proposal of the Supervisory Board according to Art. 6.1 of the Articles of Association as follows:

For the calendar year [year]:

Annual Membership Contributions for Associate Partners: 30.000,00 EUR

We confirm explicitly that we will pay the Annual Membership Contribution after receipt of the Request for Payment.

Place _____, date _____

(Signature of authorized representative(s))

Stamp

Information for the members' directory for the purpose of sending communications:

Company name or statutory name: _____

Registered office: _____

Email address: _____

Postal address. _____

Person to represent the Member: _____

The application is hereby confirmed.

As of the date indicated below, _____ is Associate Partner (Außerordentliches Mitglied) of EIT Health e.V.

Place _____, date _____, _____

Signature of the Chairperson of the
Supervisory Board of EIT Health e.V.

Final Version as of September 10, 2020

ANNEX III: Rules of Procedure for the Management Board

EIT Health e.V.

Rules of Procedure for the Management Board

Rules of Procedure for the Management Board of EIT Health e.V.

The following rules of procedure for the Management Board of EIT Health e.V. were adopted as part of the By Laws of EIT Health e.V. (the “association”) by resolution of the Partner Assembly dated 10 September 2020.

1. Basic Principles of Management

- 1.1 The members of the Management Board manage the business of the association with the due care and diligence of a prudent and conscientious businessman pursuant to statutory regulations, the articles of association, the By Laws, these rules of procedure, the decisions of the Supervisory Board and their service agreements.
- 1.2 The Management Board of the association consists of at least two individuals. The number of the members of the Management Board shall be determined by the Supervisory Board. The members of the Management Board do not have to be Members of the association.

2. Allocation of Business

- 2.1 The allocation of tasks within the Management Board (“business departments”) is decided by unanimous resolution of the entire Management Board with the consent of the Supervisory Board as set out in the schedule of responsibilities attached to these rules of procedure. Amendments require a unanimous resolution of the entire Management Board and the approval of the Supervisory Board. The Supervisory Board decides on the schedule of responsibilities, if a unanimous resolution of the entire Management Board is not agreed on.

2.2 The Chairperson of the Supervisory Board shall decide on any disagreement between individual members of the Management Board about their responsibilities.

3. Responsibility of the Members of the Management Board

3.1 The members of the Management Board shall be jointly responsible for managing the association's business. Notwithstanding the joint responsibility of the Management Board, each member of the Management Board shall assume responsibility for his own actions in his relevant business department, but shall be obliged to always subordinate the interests of his business department for the benefit of the association.

3.2 The members of the Management Board cooperate in accordance with the principle of collegiality. They shall notify each other, and in particular the Chairperson of the Management Board, on an ongoing basis of any material matters and business transactions in their business department. If a member of the Management Board has reservations about a measure of another business department, he shall bring the matter to the attention of the entire Management Board or work towards other appropriate measures.

3.3 As far as measures in a business department affect at the same time one or several other business departments, the affected members of the Management Board shall reach an understanding. If an understanding does not materialize, the passing of a resolution by the entire Management Board shall be brought about. A member of the Management Board may in exceptional cases act alone if and to the extent to which this appears to be necessary in his due discretion to avoid imminent and severe risks to the association. In this case, the affected members of the Management Board and the Chairperson of the Management Board shall be informed without undue delay.

3.4 The Management Board shall implement the decisions of the Partner Assembly and, as appropriate, of the Supervisory Board. The Chairperson of the Supervisory Board must be informed when decisions have been implemented.

4. Management Board, Power of Decision of the Entire Management Board

4.1 The entire Management Board shall decide on all matters which are of fundamental importance and consequence for the association, in particular, but not limited to:

- (i) Matters which are subject to a decision of the entire Management Board pursuant to statute, the articles of association or these rules of procedure;
- (ii) Matters which are subject to approval of the Supervisory Board or the Partner Assembly;
- (iii) Matters for which a member of the Management Board requires a decision by the entire Management Board;
- (iv) Propositions to the Supervisory Board for passing resolutions by the Partner Assembly;
- (v) Guidelines of fundamental importance that do not solely affect individual business departments;

4.2 The individual members of the Management Board shall decide on all remaining matters. In doing so, they shall, however, submit matters of considerable importance that are not mentioned in the preceding list to the entire Management Board for decision.

4.3 Notwithstanding 4.1, a member of the Management Board may carry out measures and business transactions within his business department if and to the extent to which this appears to be necessary in his or her due discretion to avoid immediate and severe risks to the association. The Chairperson of the Management Board shall be informed without undue delay.

4.4 The entire Management Board may commission individual members of the Management Board with the execution of measures that are incumbent on the entire Management Board.

5. Chairperson of the Management Board

- 5.1 The Chairperson of the Management Board (CEO) shall be appointed by the Supervisory Board among the members of the Management Board. This also applies to his/her deputy.
- 5.2 The Chairperson of the Management Board coordinates the entire Management Board activities. It is incumbent upon him/her to align the management of the Management Board departments with the goals set by the resolutions of the Management Board.

6. Meetings and Resolutions

- 6.1 Meetings of the Management Board shall be called and chaired by the CEO, or if he/she is prevented from doing so, by his/her deputy.
- 6.2 The agenda and, as far as an item on the agenda requires the passing of a resolution, a statement of the facts along with the proposal for resolution, should be communicated to the Management Board together with the convocation notice. Each member of the Management Board shall have the right to specify items that have to be placed on the agenda.
- 6.3 The convocation of the meetings, their setting, preparation and execution as well as the monitoring of the implementation of the resolutions of the entire Management Board through the respectively competent member of the Management Board shall be incumbent on the Chairperson of the Management Board.
- 6.4 Resolutions are normally passed in meetings. An absent member may participate in the passing of a resolution in a meeting by submitting his written vote or vote per email, referring to individual resolutions, to the Chairperson of the Management Board via a present member.
- 6.5 Outside of meetings, resolutions may be passed upon order of the Chairperson of the Management Board by telephone, in writing or by email.

- 6.6 The Management Board shall have a quorum if, having been convened properly, at least half of the members it is comprised pursuant to statute or the articles of association are present, but at least 2 members participate in the passing of the resolution.
- 6.7 The Management Board shall decide by a simple majority of the votes cast. Each member shall have one vote. Abstentions shall not be counted. In the case of a tie, the motion shall be rejected. In this case the CEO shall be obliged to notify the Supervisory Board of the matter.
- 6.8 Minutes of the resolutions and meetings of the Management Board shall be drawn up, which shall be signed by the Chairperson of the Management Board and copies shall be sent to all members of the Management Board. The minutes shall include the date and venue of the meeting, the persons attending, the agenda and the resolutions. The minutes shall be deemed approved if no member of the Management Board objects during the next meeting. Resolutions that have been passed outside of a meeting shall be included in the minutes of the following meeting.

7. Cooperation with the Supervisory Board and Reporting

- 7.1 The Management Board shall work closely with the Supervisory Board for the welfare of the association. It shall coordinate the strategic focus of the association with the Supervisory Board and discuss with it the state of the implementation of its strategy at regular intervals.
- 7.2 The Chairperson of the Management Board shall represent the entire Management Board vis-à-vis the Supervisory Board. All members of the Management Board shall assist the Chairperson in discharging this task.
- 7.3 The Management Board shall inform the Supervisory Board regularly, promptly and fully on all relevant issues of strategy, planning, business development, situation of risk, risk management and compliance. It addresses discrepancies between the course of business and the plans and targets drawn up, stating the reasons for this. The duty to inform, and to report to, the Supervisory Board is incumbent on the entire Management Board under coordination of the

Chairperson of the Management Board. Reports of the Management Board to the Supervisory Board shall be made, as a rule, in text form. Documents relevant to an issue, in particular the annual accounts, the group accounts, and the audit report, shall be sent to the members of the Supervisory Board in a timely manner prior to the meeting. The Management Board shall provide regular reports to the Supervisory Board on the management of the Association. The Supervisory Board may pass a resolution to determine the details of the reporting duties of the Management Board.

8. Actions Requiring Approval

- 8.1 The Management Board may, notwithstanding other instances provided for by statute, only carry out the following measures with the prior approval of the Supervisory Board:
 - 8.1.1 Concluding, terminating and amending the Framework Partnership Agreement to be signed with EIT for submission to the Partner Assembly;
 - 8.1.2 Adopting the Strategic Agenda as Annex I to the FPA;
 - 8.1.3 Approving the annual business plan to be transmitted to EIT; Approving of amendments of the annual business plan with a financial impact between EUR 200.000 and EUR 500.000, inclusive, per year.
 - 8.1.4 Concluding, amending and terminating specific grant agreements to be signed between the association and the EIT;
 - 8.1.5 Setting and changing the detailed selection and assessment criteria for projects to be funded;
 - 8.1.6. Selecting and changing activities and projects to be funded;
 - 8.1.7 Adopting EIT Health's IP policy in line with FPA stipulations;
 - 8.1.8 Dealing with any transactions and actions involving outlay or obligation for the association of over EUR 100,000. This does not apply, if the action

or legal transactions is already included in the approved annual business plan.

8.2 The Management Board shall require the prior approval by the Partner Assembly for the following actions and legal transactions after approval of the Supervisory Board:

8.2.1. Concluding, terminating and amending the Framework Partnership Agreement to be signed with EIT for submission to the Partner Assembly;

8.2.2 Adopting the Strategic Agenda as Annex I to the FPA;

8.2.3 Approving the annual business plan to be transmitted to EIT; Approving of amendments of the annual business plan with a financial impact of more than EUR 500.000 per year.

8.2.4 Setting and changing the high level selection and assessment criteria for activities and projects to be funded;

8.2.5 Adopting EIT Health's IP policy in line with FPA stipulations;

9. Conflicts of Interest and Non- Competition Obligation

9.1 The members of the Management Board are committed exclusively to the interest of the association. No member of the Management Board may pursue personal interests with his/her decisions or use business opportunities, to which the association is entitled, for himself or for a third party.

9.2 Members of the Management Board may not demand or accept allowances or other benefits from a third party for themselves or other persons in connection with their work or grant unjustified benefits to a third party.

9.3 Each member of the Management Board shall disclose conflicts of interest to the Supervisory Board without undue delay and inform the other members of the Management Board of this. All business transactions between the enterprise on the one hand and the members of the Management Board as well as persons close

to them or undertakings personally close to them on the other hand have to conform to usual standards in the respective line of business.

- 9.4 The members of the Management Board shall not take up additional duties, in particular Supervisory Board mandates outside of the enterprise, without the prior approval of the Supervisory Board.
- 9.5 The members of the Management Board are subject to a comprehensive non-competition obligation while working for the enterprise.

10. Effective Date of the Rules of Procedure

These rules of procedure have been adopted by resolution of the Partner Assembly as part of the By Laws dated 10 September 2020 with immediate effect.

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Final Version as of September 10, 2020

ANNEX IV: Rules of Procedure for the Supervisory Board

EIT Health e.V.

Rules of Procedure for the Supervisory Board

Rules of Procedure for the Supervisory Board of EIT Health e.V.

The following rules of procedure for the Supervisory Board of EIT Health e.V. (the “association”) were adopted as part of the By-Laws of EIT Health e.V. by resolution of the Partner Assembly dated 10 September 2020.

1. General Provisions

- 1.1 The members of the Supervisory Board are committed to the interest of the association. Conflicts of interest shall be disclosed without undue delay to the Supervisory Board.
- 1.2 The number of members of the Supervisory Board is subject to a decision of the Partner Assembly in accordance with the number of Co-Location Centres (CLCs) and InnoStars. The Supervisory Board consists of one representative for each CLC and for each InnoStars. In addition, the Partner Assembly shall appoint five additional, independent members of the Supervisory Board (“Independent Members of the Supervisory Board”). The Additional Members of the Supervisory Board may not in any way (neither directly nor indirectly) hold an interest in a Member, act for a Member or be a representative of a CLC or InnoStars. The members of the Supervisory Board represent an equal balance of representatives from industry and from other areas. Thus, the CLCs/InnoStars alternately nominate a representative of their members from industry and a representative of their members from other areas, alternating for each term of office. The Partner Assembly shall aim to observe gender balance regarding the composition of the Supervisory Board.

2. Chairperson, Deputy Chairperson

- 2.1 The members of the Supervisory Board shall elect a Chairperson and a Deputy Chairperson; the Chairperson shall be elected from among the Independent Members of the Supervisory Board, the Deputy Chairperson may be elected from among all Supervisory Board members. The term of office of the Chairperson and the Deputy Chairperson shall be two years. They may be re-elected up to a maximum total term of office of six years. The Deputy Chairperson takes the place of the Chairperson in all cases in which the Chairperson is unable to act, unless the articles of association specify otherwise. In all cases in which he/she acts as the representative of the Chairperson, he/she has the same rights as the Chairperson.
- 2.2 If the Chairperson or his/her Deputy Chairperson retires from office early, a new election shall take place without undue delay for the remaining term of office of the retiring person.

3. Meetings

- 3.1 The Supervisory Board shall generally hold one meeting per quarter. Extraordinary meetings shall be convened as necessary.
- 3.2 The meetings of the Supervisory Board are convened by the Chairperson in writing, or by email with a period of notice of at least two weeks, stating the venue and the time of the meeting. In calculating the period of notice, the day on which the convocation notice is sent out and the day of the meeting itself are not included. In matters of urgency, the Chairperson can shorten the period of notice to three days, and may also convene the meeting orally or by telephone. Every member of the Supervisory Board can demand the convocation of the meeting stating the reasons and the purposes from the Chairperson. If the Chairperson does not comply within two weeks, the member himself/herself has the right to convene the meeting.
- 3.3 The items on the agenda, all relevant pre-reading material, and the proposed resolutions shall be communicated together with the convocation notice.

- 3.4 The CEO shall be invited to attend the meetings of the Supervisory Board as an observer. The participation of the CEO in the meetings is mandatory, if not decided otherwise by resolution of the Supervisory Board. The Supervisory Board may at any time invite other Management Board members to its meetings upon consultation with the CEO. The Supervisory Board can hold closed sessions on confidential matters with the attendance of the Supervisory Board members only.
- 3.5 The Chairperson shall chair the meetings of the Supervisory Board. The Chairperson determines the order in which the items on the agenda are dealt with and the order in which voting takes place.

4. Passing Resolutions

- 4.1 Resolutions are normally passed in meetings. An absent member may attend via phone and may participate in the passing of a resolution in a meeting by submitting his/her vote via phone.
- 4.2 In urgent cases with the approval of every member of the Supervisory Board, it is permissible to pass resolutions upon proposal of the Chairperson outside meetings by telephone, in writing or email. If one member objects, the normal procedures should be followed.
- 4.3 The quorum required for passing a resolution is the participation to the vote of half of the members of the Supervisory Board personally or by casting written votes.
- 4.4 Resolutions of the Supervisory Board shall be passed by a simple majority of the votes cast. In case of a tie in the voting, the Chairperson of the Supervisory Board will start a negotiation process to reach a decision.
- 4.5 To the extent to which declarations must be made or received in order to implement resolutions of the Supervisory Board or one of its committees, the Chairperson shall act for and on behalf of the Supervisory Board. Documents and announcements of the Supervisory Board shall be signed by the Chairperson.

5. Minutes of the Meetings and Resolutions

- 5.1 Minutes of the Supervisory Board's meetings and resolutions in English language shall be prepared and signed by the Chairperson. The Chairperson may determine a keeper of the minutes, who, if no member of the Supervisory Board objects, does not have to be a member of the Supervisory Board.
- 5.2 A copy of the minutes shall be sent to all members of the Supervisory Board within two weeks.

6. Remuneration of the Independent Members of the Supervisory Board

- 6.1 In addition to reimbursement of his/her expenses and outlay for his/her work, the Chairperson of the Supervisory Board receives as of 01 October 2017 an annual remuneration for the period of his/her office amounting to EUR 20,000.00 plus applicable statutory taxes (the "Chairperson Remuneration") and a consultancy fee at the amount of EUR 1,250.00 plus applicable statutory taxes per each day he/her spends on the preparation of and/or participation in meetings and conferences related to his/her office as Chairperson of the Supervisory Board (the "Chairperson Consultancy Fee"). The aggregate Chairperson Consultancy Fees per year are limited to a maximum amount of EUR 20,000.00 (the "Chairperson Maximum Amount"). If the Chairperson does not hold office within the whole year, the Chairperson is only entitled to a pro rata portion of the Chairperson Remuneration in the ratio of the period of his/her office in the respective year and the Chairperson Maximum Amount is reduced in the same ratio.
- 6.2 The Independent Members of the Supervisory Board who do not hold the office of the Chairperson of the Supervisory Board receive, in addition to reimbursement of their expenses and outlay for their work, as of 01 October 2020 an annual remuneration for their period of office amounting to EUR 5,000.00 plus applicable statutory taxes ("Members Remuneration") and a consultancy fee at the amount of EUR 1,000.00 for each Supervisory Board Meeting they attend completely (the "Members Consultancy Fee"). The aggregate Members Consultancy Fees per year are limited to a maximum amount of EUR 5,000.00 (the "Members Maximum Amount"). If the Independent Members of the Supervisory Board do not hold

office within the whole year, they are only entitled to a pro rata portion of the Members Remuneration in the ratio of the period of their office in the respective year and the Members Maximum Amount is reduced in the same ratio.

7. Confidentiality

The Supervisory Board may at any time pass a resolution, that certain issues or items of the agenda are subject to confidentiality. In this case, the members of the Supervisory Board shall maintain secrecy regarding confidential information and secrets of the association, namely business or trade secrets, which become known to the members of the Supervisory Board through their activities on the Supervisory Board in this issue. In particular, they shall maintain confidentiality in relation to confidential reports they have received, and confidential discussions in this issue. The duty of secrecy also continues beyond the end of the office as a member of the Supervisory Board, but will be limited to a period of five years after the fact.

8. Effective Date of the Rules of Procedure

These rules of procedure come into effect on 10 September 2020.

Munich, 10 September 2020

(Signature of Chairperson of the Supervisory Board)