

Update approved by the Partner Assembly 22 October 2024

EIT Health e.V.

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

Legal Entity

By-Laws

EIT Health e.V.

I. General

EIT Health e.V. with registered office in 80807 Munich, Mies-van-der-Rohe-Str. 1C, 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 KIC 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 Partner Assembly shall adopt and modify By-Laws to substantiate and supplement the AoA.

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 may be any private or public law enterprises, companies and entities within and outside 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 as member to the Association ("Admission Application") must be addressed in writing to the Management 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 invoice
- 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 Management Board.

(Sample Attached as **Annex 1**, might be adapted by the parties according to their location or necessities)

1.3 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.

2. Transparent and objective criteria for approval and dismissal of Co-Location Centre (CLCs) (sec. 2.5 of the AoAs)

- 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 Members 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 and/or Horizon Europe Associated 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 AoAs)

Rights of the Members:

- Constitute and participate in the governance of EIT Health e.V. in accordance with the provisions of the Partnership Agreement on good governance (**article 6.1 a**)

- Representation and voting rights (one vote per Member) at the Partner Assembly of EIT Health e.V.
- Right to join the Strategic Orientation Committee (SOC) of the CLC LE established in the CLC area or InnoStars in which the Member has its registered office.
- Right to introduce Affiliated Entities into the organisation. An affiliated entity has the same rights and obligations in EIT Health as its “mother organisation”.
- Information rights towards EIT Health e.V. (on strategic level), as defined by the Management Board of EIT Health e.V.
- Information rights towards CLC/InnoStars as defined by their agreement with the EIT Health e.V.
- Right to use the brand of EIT Health e.V. following the KIC EIT Health branding guidelines
- Small and Medium Enterprises (SMEs) Members have the right to a reduced Membership Fee: Enterprises that are indicated as “Small and Medium-sized Enterprise” as defined by the European Commission recommendation of 6 May 2003 (C(2003) 1422).

Duties of the Members:

- Comply with Members selection criteria set by EIT Health e.V.
- Be connected to EIT Health e.V., a CLC or InnoStars, without prejudice to the provisions of article 6.1 a), tenth point of the PA.

- Comply with any applicable Law, the Articles of Association of the EIT Health e.V., any of these By-Laws of the EIT Health e.V. and the decisions made by the corporate bodies of the EIT Health e.V.
- Implement the decisions made by the EIT Health e.V. and its corporate bodies
- Enter into the Internal Agreement with the EIT Health e.V. as needed or required by the PA.
- For the purpose of the participation in the KIC Activities, enter into the legally binding agreements, such as the PGA, the agreement for the financial support to third parties under the Grant Agreement (“subgranting agreement”), as the case may be.
- Pay an annual membership fee to the EIT Health e.V. as set by the Partner Assembly, as well as the annual fee for each Affiliated Entity of the Member

5. Further forms of cooperation such as External Partners and Collaborators (sec. 3.2 of the AoAs)

External Partners are legally bound to EIT Health by a project grant agreement on a project-by-project basis.

External Partners have the following rights:

- Information rights towards CLC/InnoStars the External Partner is affiliated to
- Access to and operational involvement in specific programmes of the EIT Health e.V. (e.g. coordination, projects, etc.)

- Right to use the brand of the EIT Health e.V. following the KIC EIT Health branding guidelines and in conjunction with the involved project(s)

External Partners have the following duties:

- Comply with External Partner selection criteria set by EIT Health e.V.
- Acceptance of all terms and conditions applicable to External Partners
- Sign and comply with a project-specific Collaboration Agreement between the partners of the project consortium and enter into the legally binding agreements, such as the PGA, the agreement for the financial support to third parties under the Grant Agreement (“subgranting agreement”).

Collaborators:

This enables to engage with ecosystem stakeholders that do not naturally fit within the membership model. They can, however, be linked to EIT Health via a Memorandum of Understanding (MoU) or commercial agreement with one of our Co-Location Centres or to EIT Health e.V. in the case of pan-European organisations or organisations from outside Europe.

The respective CLC/InnoStars or EIT Health e.V. will be responsible for determining the cost and value of maintaining these relationships, and, if necessary, charge accordingly, under specific arrangements.

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

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

General admission criteria (Members):

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

8. Terms of payment of membership fees (sec. 6.1 of the AoAs)

8.1. The Terms of payment of membership fees of Members are decided upon by the Partner Assembly and are listed in Annex I.

8.2 The proper use of the membership fees paid by all Members shall be in accordance with the Business Plan of EIT Health e.V.

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

8.4. The Terms of payment and collection of all contributions for Collaborators and further details are decided upon by the respective CLC/InnoStars or EIT Health e.V.'s Management.

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

The IP Board has seven members with a balanced representation from members from academia and from industry. It has an advisory role and is associated to the Management Board whereas the operational responsibility stays with the Members. 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.
- Reviewing and safe-guarding of the consistency of IP arrangements in specific KAVA activities.
- Offering guidance 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.)

10. Details on the activity and tasks of the ELSI Board (sec. 19.5 of the AoA)

The ELSI Board has an advisory role and is associated to the Management Board whereas the operational responsibility stays with the Members.

The Board 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 Board elects a Chairperson who does not belong to the Management Board.

ELSI Board 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, KIC Partners are required to complete a specific form for review by the ELSI Board when submitting project proposals.

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

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

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

The Management Board and the Supervisory Board shall comply with the applicable governance principles of EIT as set out in Article 6.1 a) of the PA.

12. Online Meeting Partner Assembly

Upon proposal of the CEO, the Partner Assembly may be held and decisions in such meetings taken through electronic means of communication, made available by the Association, provided that:

- the Members via the electronic means of communication can be identified and its quality can be checked;
- the Members can directly, simultaneously and uninterruptedly take note of the discussions;
- the Members can participate directly to the deliberations held and ask questions during the meeting;
- the Members can exercise its voting right with regard to all matters subject to a decision during the meeting.

The notification convening the meeting shall contain a clear and accurate description of the procedures with regard to the remote participation in the meeting of the Partner Assembly. Any technical problem and incident preventing or disrupting the remote participation to the meeting via electronic means or preventing or disrupting the voting during such meeting will be recorded in the minutes.

13. 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.

Annex I: Draft of Application form for Members

Annex II: Rules of Procedure for Management Board

Annex III: Rules of Procedure for Supervisory Board

Annex IV: Strategic Agenda

Affiliated entities linked to Members will be charged an annual fee of 5,000.00 EUR each.

We confirm explicitly that we will pay the Annual membership fee and Affiliated entities fee(s) 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 Member (Ordentliches Mitglied) of EIT Health e.V.

Place _____, date _____, _____

Signature of the CEO of EIT Health e.V.

Updated Version as of 22 October 2024

ANNEX II: 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 (MB) 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 26 June 2023.

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 businessperson 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 composition and appointment of the Management Board of the association is defined in the AoAs. 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 areas”) 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. 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/her own actions in his/her relevant business area, but shall be obliged to always subordinate the interests of his/her business area 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 area. If a member of the Management Board has reservations about a measure of another business area, 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 area affect at the same time one or several other business areas, 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/her 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 areas;

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/her business area 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.

4bis. Approval rights of KIC LE for specific decisions taken by the CLC LEs / InnoStars

4bis.1. For acts and decisions by the CLC LE / InnoStars **not specifically provided for in the CLC Business Plans / InnoStars Business Plan**, the following shall apply:

- (i) Acts and decisions with a value of fifty-thousand euro (€ 50.000) or less:
 - CLC LE represented by the CLC Director shall decide alone;
 - InnoStars represented by the MD shall decide alone.
- (ii) Acts and decisions with a value of more than fifty-thousand euro (€ 50.000), but not exceeding two hundred fifty-thousand euro (€ 250.000):
 - the CLC LE / InnoStars shall obtain prior approval from the KIC LE MB.
- (iii) Acts and decisions with a value of more than two hundred fifty-thousand euro (€ 250.000):
 - the CLC LE / InnoStars shall obtain prior approval from the KIC LE SB.
- (iv) Furthermore, the CLC LE / InnoStars agrees to submit the following key decisions also to the prior approval of the KIC LE MB:
 - Any partnership agreement with a new funder;
 - Commitments potentially impacting the KIC LE or other CLC's / InnoStars;
 - Any creation of an affiliated entity, new branch or subsidiary;

4bis.2. Moreover, if effective supervision by KIC LE over InnoStars is established through a contractual relation set forth in a term sheet, the following shall apply:

- (i) The following key decisions shall be submitted to the prior approval of the KIC LE MB:
 - Changes to the articles of association of InnoStars.
- (ii) Furthermore, InnoStars agrees to submit the following key decisions also to the prior approval of the KIC LE SB:
 - Transactions that substantially affect the financial situation of InnoStars, or its exposure to risks;
 - Any creation, acquisition, acquisition of shares, disposal, dissolution, merger, demerger or partial contribution of assets of companies.

4bis.3. For the avoidance of doubt, when taking decisions referred to hereinabove, the KIC LE SB and the KIC LE MB shall always act in line with KIC EIT Health's Code of Conduct.

5. Chairperson of the Management Board

5.1 The Chairperson of the Management Board (CEO) shall be appointed as defined in the AoAs. 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 areas 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/her 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,

- (i) 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; and
- (ii) the CEO is present or represented by a deputy.

- 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, unless the CEO has a decisive vote as described hereunder. In case of a tie for a decision the CEO does not have a decisive vote on, the CEO shall be obliged to notify the Supervisory Board of the matter.

Notwithstanding the above, the CEO shall have a decisive vote on all matters pertaining to the implementation of the good governance principles of EIT, as inserted in the Partnership Agreement, including, but not limited to the effective supervision or ownership over the CLC LEs.

In cases of doubt about such implementation, the CEO will reach out to the Supervisory Board for taking the necessary decisions.

- 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 Partnership Agreement (PA) to be signed with EIT for submission to the Partner Assembly;
 - 8.1.2 Adopting the Strategic Agenda as Annex I to the PA;
 - 8.1.3 Proposing the Business Plan to be transmitted to EIT for approval to the Partner Assembly;
 - 8.1.4 Approving of single amendments of the Business Plan with a financial impact between EUR 200.000 and EUR 500.000, inclusive, per year.
 - 8.1.5 Concluding, amending and terminating (Model) grant agreements to be signed between the Association and the EIT;
 - 8.1.6 Setting and changing the high-level selection and assessment criteria for activities and projects to be funded
 - 8.1.7 Adopting EIT Health's IP policy as required by article 7.2 of the PA;

- 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 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 Partnership Agreement (PA) to be signed with EIT for submission to the Partner Assembly;
 - 8.2.2 Adopting the Strategic Agenda as Annex I to the PA;
 - 8.2.3 Approving the Business Plan to be transmitted to EIT;
 - 8.2.4 Approving of single amendments of the annual business plan with a financial impact of more than EUR 500.000 per year.
 - 8.2.5 Adopting EIT Health's IP policy as required by article 7.2 of the PA;

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 22 October 2024 with immediate effect.

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Final Version as of 22 October 2024

ANNEX III: 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 26 June 2023.

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 Supervisory Board consists of at least two individuals. The number of members of the Supervisory Board shall be subject to the number of Co-location Centres (CLCs) and InnoStars. The Supervisory Board consists of one representative for each CLC, proposed by the SOC of each CLC LE, and one representative for the InnoStars, being the chairperson of the InnoStars, or another representative of the InnoStars supervisory board (“InnoStars SB Representative”). In addition, the Partner Assembly shall appoint so many additional, independent members of the Supervisory Board (“Independent Members of the Supervisory Board”) that it is assured that at least half of the members of the Supervisory Board, including the Chairperson of the Supervisory Board, are Independent Members of the Supervisory Board. The Independent Members of the Supervisory Board may not in any way (neither directly nor indirectly) hold an interest in a Member or act for a Member or be a representative of a CLC or InnoStars, and must not have been active for a legal entity which could constitute a conflict of interest in their person, e.g. by working for an CLC or InnoStars, within the last two years prior to their appointment.

2. Supervisory Board Chairperson, Deputy Chairperson, Chairpersons of Executive Committee and of Finance Committee

- 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.
- 2.3 The members of the Supervisory Board shall elect a Chairperson for its Executive Committee and a Chairperson for its Finance Committee; these Chairpersons shall be elected from among the Independent Members of the Supervisory Board. The term of office of these Chairpersons shall be two years. They may be re-elected up to a maximum total term of office of six years.
- 2.4 If the Chairperson of the Executive Committee or the Chairperson of the Finance Committee 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, it is permissible to pass resolutions upon proposal of the Chairperson outside meetings by telephone, in writing or email. Section 11.5 of the Articles of Association shall apply accordingly, with the proviso that the deadline for the response shall be at least seven days. 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, except in the case of the vote for independent members nominated to the Partner Assembly, when a qualified majority of at least 75% of voting members is required. 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.

4bis. Approval rights of KIC LE for specific decisions taken by the CLC LEs / InnoStars

1. For acts and decisions by the CLC LE / InnoStars **not specifically provided for in the CLC Business Plans / InnoStars Business Plan / Business Plan(s) of the affiliated entity(ies) of InnoStars**, the following shall apply:

- Acts and decisions with a value of fifty-thousand euro (€ 50.000) or less:
 - CLC LE represented by the CLC Director shall decide alone;
 - InnoStars represented by the MD shall decide alone;
 - the affiliated entity(ies) of InnoStars represented by its/their MD shall decide alone.
- Acts and decisions with a value of more than fifty-thousand euro (€ 50.000), but not exceeding two hundred fifty-thousand euro (€ 250.000):
 - the CLC LE / InnoStars / affiliated entity(ies) of InnoStars shall obtain prior approval from the KIC LE MB.
- Acts and decisions with a value of more than two hundred fifty-thousand euro (€ 250.000):
 - the CLC LE / InnoStars / affiliated entity(ies) of InnoStars shall obtain prior approval from the KIC LE SB.

Furthermore, the CLC LE / InnoStars agrees to submit the following key decisions also to the prior approval of the KIC LE MB:

- Any partnership agreement with a new funder;
- Commitments potentially impacting the KIC LE or other CLC's / InnoStars;
- Any creation of an affiliated entity, new branch or subsidiary;

2. Moreover, if effective supervision by KIC LE over InnoStars is established through a contractual relation set forth in a term sheet, the following shall apply:

The following key decisions shall be submitted to the prior approval of the KIC LE MB:

- Changes to the articles of association of InnoStars.

Furthermore, InnoStars agrees to submit the following key decisions also to the prior approval of the KIC LE SB:

- Transactions that substantially affect the financial situation of InnoStars, or its exposure to risks;
- Any creation, acquisition, acquisition of shares, disposal, dissolution, merger, demerger or partial contribution of assets of companies.

3. For the avoidance of doubt, when taking decisions referred to hereinabove, the KIC LE SB and the KIC LE MB shall always act in line with KIC EIT Health's Code of Conduct.

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 40,000.00 (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”). The aggregate Consultancy Fees for the Chairperson of the Executive Committee and the Chairperson of the Finance Committee per year are limited to a maximum amount of EUR 10,000.00 (the “Chairperson ExCo/FinCo 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 22 October 2024.