

General Regulations

Foundation Agro Cloud Services, Agro CloSer
Draft adopted on 18 February 2021

Article 1 Admission as a participant

- 1.1 Any legal entity that meets the requirements set out in Article 4.2 of the foundation's articles of association may submit a request to the board or secretariat of the foundation to be admitted as a participant.
- 1.2 For participation it is required that the legal entity markets products and/or services as referred to in Article 4.2 of the articles of association within the European Economic Area.
- 1.3 As part of the application for admission, a questionnaire must be answered with regard to, among other things, the applicant's activities.
- 1.4 The board may grant dispensation of the requirement referred to in Article 1.2 of these Regulations. This dispensation may be subject to conditions.
- 1.5 Within two months of receipt of the application, the board or secretariat of the foundation shall inform the applicant that the application is complete or that, and concerning which elements, it should be supplemented. Once any additions have been received, the one-month period starts again.
- 1.6 The board shall decide on the admission no later than three months after receipt of a complete application.
- 1.7 The board may attach further conditions to the admission.
- 1.8 In the event of admission as a participant, the participation will take effect on the first day of the quarter following the board's decision to admit, unless the board determines another day for this.

Article 2 Content of participation

- 2.1 In addition to the provisions of Article 4.7 of the foundation's articles of association, the participant has the following obligations towards the foundation:
 - a. entering into a participant agreement with the foundation;
 - b. the payment of an entrance fee to the foundation;
 - c. the payment of an annual contribution to the foundation.
- 2.2 Unless the Board of the foundation determines otherwise, the participant shall have the following rights towards the foundation:
 - a. attending meetings of participants held by the board;
 - b. obtaining the foundation's consent in order to make use of the digital electronic data exchange infrastructure which is provided by a third party.
 - c. the right of use of the Agro CloSer logo to indicate that the company in question is a participant in the foundation.
- 2.3 The entrance fee referred to in Article 2.2(b) shall be determined by the board per country in which the participant makes use of the solutions for automatic data exchange facilitated by the foundation. The board can differentiate the amount of the entrance fee based on the nature of the legal entity.
- 2.4 The annual contribution referred to in Article 2.2(c) shall be determined by the board per country in which the participant makes use of the automatic data exchange solutions facilitated by the foundation. The board may differentiate the amount of the annual contribution based on the nature of the legal entity and the message sets used by the participant.

Article 3 Meetings of participants

- 3.1 Meetings of participants are held as often as the board deems necessary.
- 3.2 Participants can be divided into categories when it comes to holding and attending meetings. Meetings can also be held for one or more categories of participants.
- 3.3 Meetings of participants are convened by the board or on behalf of the board by the secretariat.
- 3.4 In the event of the board's intention to amend the content of the participant agreement, or the annual contribution for participants, participants shall be informed of the proposed amendments.

Article 4

End of participation

4.1

The participation ends:

- a. by dissolution of the participant;
- b. by termination by the participant;
- c. by termination by the foundation. This may be done if a participant no longer meets the requirements for participation laid down in the articles of association or regulations, if he fails to fulfil his obligations towards the foundation, or when the foundation cannot reasonably be required to continue the participation;
- d. by expulsion. This can only take place if a participant acts in violation of the articles of association, regulations or decisions of the foundation, or unreasonably disadvantages the foundation;
- e. by termination, on whatever grounds, of the participation agreement between the participant and the foundation.

4.2

Termination by the foundation shall be done by the board.

4.3

Termination of the participation by the participant or by the foundation can only take place at the end of a financial year and is subject to a notice period of two months. However, the membership can be terminated immediately if the foundation or the participant cannot reasonably be required to continue the participation.

4.4

A termination contrary to the provisions of the previous paragraph shall end the participation at the earliest permitted time following the date on which it was terminated.

4.5

If the participation ends in the course of a financial year, the complete annual contribution shall remain due.

Article 5

Admission as a representative organisation

5.1

Any legal entity who meets the requirements set out in Article 5.2 of the foundation's articles of association may submit a request to the board or secretariat of the foundation to be admitted as a representative organisation.

5.2

As part of the application for admission, a questionnaire must be answered with regard, among other things, to the activities, size and administrative structure of the applicant. In addition, a certified copy of the organisation's registration in the commercial register must be provided.

5.3

Within two months of receipt of the application, the board or secretariat of the foundation shall inform the applicant that the application is complete or that and concerning which elements it should be supplemented. Once any additions have been received, the one-month period starts again.

5.4

The board shall decide on the admission no later than three months after receipt of a complete application.

5.5

The board may attach further conditions to the admission.

5.6

In the event of admission as a representative organisation, the participation will take effect on the first day of the quarter following the board's decision to admit, unless the board determines another day for this.

Article 6

Obligations and rights of a representative organization

6.1

The representative organisation shall have the following obligations towards the foundation:

- a. the representative organisation makes every effort to implement Agro CloSer's automatic data exchange solutions within the geographic market and nature of the products and/or services represented by the organisation.

6.2

Unless the board of the foundation determines otherwise, the representative organisation shall have the following rights towards the foundation:

- a. attending meetings of participants held by the board;
- b. the right of use of the Agro CloSer logo to indicate that the organisation in question is affiliated with Agro CloSer as a representative organisation.

Article 7

The end of participation as a representative organization

7.1

The participation as a representative organization ends:

- a. by the dissolution of the representative organisation;
- b. by termination by the representative organisation;
- c. by termination by the foundation. This may be done when a representative organisation has ceased to comply with the requirements for participation as a

representative organisation as laid down in the articles of association and regulations of the foundation, if it fails to fulfil its obligations towards the foundation, and if it cannot reasonably be required of the foundation to continue the participation of a representative organisation;

- d. by expulsion. This can only be done if a representative organisation acts in violation of the foundation's articles of association, regulations or decisions, or unreasonably disadvantages the foundation;

7.2 Termination by the foundation is done by the board.

7.3 Termination of the participation as a representative organisation by the representative organisation or by the foundation may only take place at the end of a financial year and subject to a notice period of four weeks. However, the participation as a representative organization can be terminated immediately if the foundation or its representative organization cannot reasonably be required to continue the participation.

7.4 A termination contrary to the provisions of the previous paragraph shall terminate the participation as a representative organisation at the earliest permitted time following the date on which it was cancelled.

Article 8 Board member appointment: profile

8.1 If the end of a board membership is foreseeable, the board draws up a profile for the appointment of a new board member, which is determined at the moment that the vacancy actually arises. In other cases, the board draws up such a profile within three months of the emergence of the vacancy.

8.2 In addition to the elements referred to in Article 8 of the article of association, the profile also contains specific expertise, background, language skills, gender and minimal work experience.

8.3 If a profile has not been drawn up in time, the representative organisation that appoints the board member is entirely free to choose. If a profile has been drawn up in good time, the representative organisation shall provide a substantiation that the appointment is in accordance with the profile.

8.4 Every representative organisation makes sure that, with regard to its policy on appointing and dismissing board members, there are never two board members working for the same participant.