

Ximedes B.V. Works Council Regulations



XIMÉDES

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1. Preface

This is an English translation of the official Dutch Regulations.

I. Definitions

Article 1 Concepts

1. These regulations define:
 - a. the management team: Ximedes B.V.
 - b. the company: Ximedes B.V., based in Haarlem
 - c. the Act: the Wet op de ondernemingsraden (WOR).
 - d. The Works Council: the Works council of the above-mentioned company, being the company referred to in article 3 of the Act.
 - e. Employee organizations: the associations of employees referred to in Article 9, paragraph 2, under a of the Act.

II. Structure and Term of Office

Article 1 Structure

1. The works council consists of 5 to 8 members who are elected by and from the company.
2. The works council elects a chairman and a deputy chairman from among its members.
3. The chairman, or in his absence the deputy chairman, represents the works council in court.

Article 2 Term Office

1. The members of the works council resign at the same time every 3 years.
2. The retiring members are immediately eligible for re-election.

III. Elections

Article 1 Election Preparation

1. The organization of the election of the members of the works council takes place under the responsibility of the works council.
2. The works council can delegate the organization of the election to a committee.

Article 2 Active and Passive Suffrage

1. Eligible to vote are persons who have been working in the company for at least three months on the election date.
2. Persons who have been employed in the company for at least three months on the election date are eligible for election as members of the works council.

Article 3 Election Date

1. After consultation with the management team the works council determines the date of the elections, as well as the times of the start and end of the voting. The secretary of the works council notifies the management team, the persons working in the company and the employee organizations about this.
2. The date of the election is no earlier than four weeks and no later than two weeks before the end of the term of office of the retiring members of the works council.
3. The works council or the election committee set up by it can be assisted in the elections by one or more polling stations, each consisting of a maximum of three persons working in the company.

Article 4 Candidacy

1. No later than seven weeks before the election date, the works council draws up a list of the persons working in the company who are eligible to vote or who are eligible for election on the election date and publishes this list in the company.
2. Candidates can be nominated by registering with the secretary of the works council. This will provide a dated proof of receipt.
3. Employee organizations can nominate candidates up to three weeks before the election date.
4. Within one week after the term referred to in paragraph 3 has expired, the works council will announce which employee organizations have registered candidates.
5. Candidates can register with the secretary of the works council up to three weeks before the election date.
6. Each candidate submits a statement that he accepts the candidacy.

Article 5 Check Candidates

1. The works council examines whether the registered candidates meet the requirements of the Act and of these regulations.
2. The works council declares a candidacy that does not meet the requirements referred to in the previous paragraph invalid and immediately informs the candidate of this, stating the reasons. There is an opportunity to amend the candidacy up to one week after this announcement.
3. The candidates will be announced by the works council to the persons working in the company no later than two weeks before the election date.

Article 6 Number of Seats and Candidates

If no more candidates have been nominated than there are places to be filled on the works council, no election will take place and the nominated candidates will be deemed to have been elected.

Article 7 Voting Method in Elections

1. The election shall be by secret ballot.
2. On the day of the election, a certified ballot paper is issued by or on behalf of the works council at the places designated by it to each person entitled to vote. The candidates are listed on this ballot. Immediately after completion, the person entitled to vote deposits this ballot paper in a box intended for that purpose, unless the ballot paper is sent by post.
3. Each person entitled to vote may fill out a ballot paper for a maximum of two other persons entitled to vote, provided that he has been authorized to do so in writing by these persons.
4. In the event that a substantial number of employees are likely not to be present to vote physically on the day of the election, elections can be organized online via an external partner.

Article 8 Casting Votes

Each person entitled to vote casts one vote for a person from the list of candidates.

Article 9 Ballot Validity

1. After the voting has ended, the works council determines the number of valid votes cast for each candidate.
2. A ballot is invalid:
 - a. that has not been certified by or on behalf of the works council;
 - b. which does not clearly show the choice of the person entitled to vote;
 - c. if required number of votes has not been cast, as described in Article 11;
 - d. if it contains notes other than the vote cast.

Article 10 Determining the Result

1. The candidates who received the highest number of votes are elected. If for the last seat(s) to be occupied there are more candidates who have received an equal number of votes, it will be decided by drawing lots.
2. The result of the election is determined by the works council and fully announced to the management team, to the persons working in the company and to the employee organizations that have nominated candidates.

Article 11 Save Ballots

The ballot papers used are kept by the secretary of the works council in a sealed envelope for at least three months.

Article 12 Interim Vacancy

1. In the event of an interim vacancy in the Works Council, the Works Council will designate the successor to the member concerned who qualifies first for the electoral group concerned according to the results of the last election.
2. The appointment will be made within one month after the vacancy has arisen. Article 13, paragraph 2 of these regulations applies mutatis mutandis.
3. If no successor as referred to in the first paragraph of this article is available, the Works Council is free to assign a volunteer candidate who meets the eligibility conditions.
4. If no successor as referred to in the first or third paragraph of this article is available, the vacancy will be filled by holding a by-election, unless a general election is held within six months.

Article 13 Objection Regulations

1. Any interested party may, within one week after the announcement thereof, lodge an objection with the works council against a decision of the works council with regard to:
 - a. the determination of the date of the election and the times of the start and end of the voting, as provided for in Article 6, paragraph 1;
 - b. the establishment of the list of persons entitled to vote and eligible for election, as provided for in Article 7, paragraph 1;
 - c. the validity of a candidacy, as regulated in Article 8;
 - d. the determination of the result of the election, as provided for in Article 13, paragraph 2;
 - e. the provision of an interim vacancy, as provided for in Article 15.
2. The works council decides on the objection as soon as possible and takes the necessary measures.

IV. Working Method of the Works Council**Article 1 Organizing Works Council Meetings**

1. The works council meets:
 - a. at the request of the chairman;
 - b. at the reasoned request of at least two members.
2. The chairman determines the time and place of the meeting.

A meeting at the request of members of the works council is held within fourteen days after their request has been received by the chairman.
3. The secretary shall notify the members of the works council of the meeting in writing or electronically. This announcement shall be made no later than seven days before the meeting, except in urgent cases.
4. A meeting can only take place if the majority of the members of the works council, as referred to in Article 2, paragraph 1 of the regulations, is present.
5. In the absence of the chairman and his deputy, the works council elects a chairman for the meeting from among the members present.

Article 2 Secretary of the Works Council

1. The works council appoints a secretary.
2. The secretary is charged with convening the works council, drawing up the agenda and preparing the minutes of the meeting, and conducting and managing the works council's correspondence.

Article 3 Agenda Meeting

1. The secretary draws up an agenda for each meeting in consultation with the chairman. Any member of the works council may request the secretary to place a subject on the agenda.

2. The secretary brings the agenda to the notice of the members of the works council and of the management team and promotes, as far as is in his power, that the persons working in the company can acquaint themselves with the agenda. Except in urgent cases, the agenda shall be announced no later than seven days before the meeting of the works council.

Article 4 Deciding in the Works Council

1. The works council decides by majority vote. The blank votes do not count for the determination of whether this requirement is met.
2. Matters are voted on orally and people are voted on in writing.
3. In a decision relating to the appointment of a person, if none of the candidates obtains a majority on the first ballot, a second ballot shall be held between the two candidates who received the most votes in the first ballot. In this second ballot, the person who received the most votes is elected. If the votes are tied, then it will be decided by drawing lots.
4. In the event of a tie on a proposal for a decision to be taken by the works council that does not relate to an appointee, this proposal will be discussed again at the next meeting. If the votes are then again tied, the proposal is deemed to have been rejected.

Article 5 Report of the Works Council Meeting

1. As soon as possible after each meeting of the works council, the secretary prepares a report and sends this draft to the members. Members have the option – preferably with reasons – to object to the content of the report. The works council decides on the content of the report and adopts it at its next meeting.
2. The secretary makes the report known to the persons working in the company and to the management team. The report to be made known to persons working in the company does not contain any information that must be observed in accordance with Article 20 of the Act on secrecy.

Article 6 Annual Report of the Works Council

1. Before the first of June each year, the secretary draws up a report on the activities of the works council and of the works council committees in the past year. This report requires the approval of the works council.
2. After the approval of the works council, the secretary makes the annual report known to the management team and to the persons working in the company.

V. Final Provision

Article 1 Amendments and additions to the Works Council regulations

1. These regulations can be amended and supplemented by a decision of the works council.
2. Prior to the adoption of the amendment or supplement, the works council will give the management team the opportunity to make known its position.
3. At least two thirds of the number of members of the works council, as referred to in Article 2, paragraph 1 of the regulations, must be present at the meeting at which it is decided to amend or supplement the regulations.
4. Such a decision requires a majority of at least two thirds of the votes cast. Blank votes do not count in determining whether this requirement has been met.
5. The works council will announce the change or addition to the persons working in the company and will provide a copy thereof to the management team.