

RESOLUTION OF THE BOARD ON OPERATIONAL STRUCTURE

November 2019

Table of Contents

1.	Definitions.....	3
2.	Establishment and Termination of a Working Group.....	3
3.	General Obligations of the Members	4
4.	Allocation of Staff.....	4
5.	Management of a Working Group.....	5
6.	Admission of Ordinary Members to Participate in the Work of a Working Group.	8
7.	Validity of the Resolution.....	9

The Board has decided that the operations of the Trusted Connectivity Alliance shall be structured as follows:

1. Definitions

Capitalized terms used in the body of this Resolution shall have the meaning defined in the Articles of Association, the Application form, or herein. Other terms not defined in the Articles of Association are as follows:

“Active Member” means, in respect of a particular Working Group, a Member who participates in accordance with Clause 3.2.

“Public Relations Process and Guidelines” means the document of that name or description issued by the Board from time to time.

“Resolution” means this Resolution. References in this Resolution to a “Clause” mean a reference to the specified Clause of this Resolution.

“Work Item” means a task undertaken by a Working Group, such as the delivery of a document.

2. Establishment and Termination of a Working Group

2.1 A Working Group is established by the Board on such terms as to its composition and operation as the Board may, in its absolute discretion, from time to time determine.

2.2 When setting up a new Working Group, the Board shall provide a mission statement addressing the following items:

2.2.1 The objective of the Working Group in terms of scope and field of application;

2.2.2 The expectations and suggested schedule for production;

2.2.3 The budget allocated to the Working Group;

2.2.4 The necessary expertise required by members called for active contribution in the Working Group.

2.3 **A Working Group is established after the following steps have been completed:**

2.3.1 The mission statement has been endorsed by at least two Founder Members;

2.3.2 Chairman of the Working Group has been appointed by the Board;

2.3.3 An initial meeting has been set up by the General Secretary;

2.3.4 A schedule has been produced by the Working Group and has been approved by the Board.

- 2.4 A Working Group may be terminated by the Board at its absolute discretion, provided that no more than two Founder Members are Active Members in the Working Group.

3. General Obligations of the Members

- 3.1 A Member shall be an Active Member of at least one Working Group.

3.2 Active Member.

With respect to each Working Group, an Active Member in that Working Group is one which undertakes to use its reasonable endeavors to achieve the goals specified by the Board for each Working Group, and in particular to:

- 3.2.1 Provide such information including know-how and information as reasonably required efficiently to meet the goals of the Working Group to the extent permissible without breaching its obligations under any previous commitments;
- 3.2.2 Comply with decisions of the Working Group;
- 3.2.3 Assign a person to actively contribute to the work of the Working Group as per Clause 3.3;
- 3.2.4 Actively publicize its membership in the Working Group as much as reasonably possible, including but not limited to mentioning its membership in all communications relating to the activities of the Working Group and in connection with its activities in standardization bodies; and
- 3.2.5 Permit the Company and/or the other Members of the Working Group to publicize its membership in the Working Group.

3.3 Contributor.

With respect to each Working Group, a person nominated by an Active Member is a Contributor, provided that he acts per Clause 3.2 and in particular:

- 3.3.1 Regularly attends the meetings of the relevant Working Group;
- 3.3.2 Actively contributes to work carried out, during the meetings and in-between the meetings, including: providing reasonable levels of input.

4. Allocation of Staff.

4.1 Chairman of Working Group.

- 4.1.1 Each Working Group should elect its Chairman who will be then, officially appointed by the Board.
- 4.1.2 The Board shall at any time and at its sole discretion have the right to replace any Chairman of a particular Working Group.

4.2 Members of Working Group

- 4.2.1 Contributors to the Working Group.
Each Active Member of a Working Group should, in respect of that Working Group, make reasonable efforts to designate a Contributor to that Working Group

- 4.2.2 Within a given Working Group, each Active Member shall have the right to nominate members to participate in the Working Group (in addition to those designated in Clauses 4.2 and 4.3 above). Such additional members shall not have the right to vote and shall not be considered as members for the purpose of determining the quorum required by Clause 5.2 below.

4.3 Replacement of the members of the Working Group.

A Member shall at any time and at its sole discretion have the right to replace any Working group member designated by it with a person with similar qualifications. A Member making a change shall inform the Chairman of the relevant Working Group of the replacement without undue delay.

5. Management of a Working Group.

5.1 Responsibilities of the Working Group.

In addition to the powers and responsibilities defined elsewhere in this Resolution and within the purpose of the Working Group as defined in this Resolution and by the Board, the Working Group shall be responsible for and has the authority to take decisions with respect to the following tasks:

- 5.1.1 Drafting of the minimal functional requirements for the Specifications, or, where relevant, the high level requirements for any other technical tasks carried out by the Working Group;
- 5.1.2 Evaluating opportunities for the Working Group;
- 5.1.3 Managing external communication, including electronic means and Internet web site, in accordance with the “Public Relations Process and Guidelines” of the Company (if any exist);
- 5.1.4 Appointing specialists and communicating and coordination with them;
- 5.1.5 Providing input to the General Secretary on legal and commercial aspects related to its work (licensing, IPR etc.);
- 5.1.6 On the initiative of the General Secretary or the Chairman of a Working Group, reviewing Working Group objectives and agreed milestones and proposing changes of the same to the Board and the General Secretary.
- 5.1.7 Drafting and adopting the minimum functional requirement for the Specifications;
- 5.1.8 Drafting and adopting the technical specifications;
- 5.1.9 Managing the specification evolutions;
- 5.1.10 Managing technical issues related to legal and commercial aspects (licensing, IPR etc.) in coordination with the General Secretary;
- 5.1.11 Identifying the technical third party services required for the completion of the identified tasks; and
- 5.1.12 Managing compliance of the Specifications to the applicable standards.

5.2 Quorum.

- 5.2.1 To the extent that the Active Members of a Working Group remains at four members or fewer, a quorum of the Working Group is all of the Active Members.

- 5.2.2** Should Active Membership in a Working Group exceed four, a quorum of the Working Group is at least 75% of the Active Members.

5.3 Vote.

In general a Working Group shall aim to reach consensus on all decisions. If a consensus cannot be reached, the working group shall inform the Board and ask for advice or decision. If such advice cannot be given by the Board or if the Board asks the Working Group to come to a decision a vote may be carried out by the working group. In this case the following rule applies:

Any Active member who was present at the 2 previous meetings of the Working Group shall be eligible to vote on that issue. Unless otherwise provided in this Resolution, questions arising at any meeting of the Working Group shall be determined by a seventy-five per cent (75%) majority of votes cast.

5.4 In the case of an equality of votes or in any deadlocked situation, the Chairman of the relevant group shall inform the General Secretary and prepare a report.

The decision shall be taken by the Board.

5.5 Decisions by Correspondence and Participation in Meetings by Telephone Conference.

The Working Group shall have the right to adopt resolutions in writing (either in tangible or electronic form), which shall be as valid as a resolution passed at a meeting provided the voting requirements established within the relevant group are complied with. The Chairman shall be responsible to file appropriate documentation of such written decisions. Members of the Working Group may also participate in a meeting of the relevant group by conference call or similar means, however, all votes must be confirmed in writing (either in tangible or electronic form).

5.6 Approving Budgetary Expenses.

Any expense of a Working Group shall be approved by the Board, the General Secretary, and the Chairman of the Working Group responsible for the activity to which the expense is attributable provided that such expense is not in excess of the budget accepted by the Board for the period in question. Expenses in excess of the budget must be approved by the Board. Expenses not attributable to any of the Working Groups shall be approved by the General Secretary and another Director.

5.7 Responsibilities of the Chairman of a Working Group.

- 5.7.1** In addition to the responsibilities specified elsewhere in this Resolution and in the IPR Policy, the Chairman of Working Group shall be responsible for carrying out the following tasks:

- (a) Managing the Working Group program
- (b) Coordinating communications on behalf of the working group with potential Ordinary Members of the Working Group in accordance with the “Public Relations Process and Guidelines” of the Company (if any exists).
- (c) Communicating with the public on behalf of the working group and Company in accordance with the “Public Relations Process and Guidelines” of the Company (if any exists).
- (d) Initiating and maintaining the review of objectives of the Working Group (activities/milestones).

- (e) Proposing the necessary organizational resolution to the board needed to carry out the work of the Working Group.
- (f) In particular, the Chairman of a Working Group:
 - (i) Shall maintain the list of Working Group contributors.
 - (ii) Shall ensure Quorum is present.
 - (iii) Shall reach consensus.
 - (iv) Shall ensure Minutes of Meeting are correctly taken, communicated and filed.
 - (v) Shall participate in Working Group Chairmen coordination meetings organized by the General Secretary.
 - (vi) Shall report to the General Secretary and refer to the General Secretary issues the Working Group is not able to resolve within a reasonable time.
 - (vii) Shall provide, with help of the Working Group bodies, answer to the Board's or General Secretary's request for information.
 - (viii) Shall be entitled to set working rules to maintain efficiency of the Working Group tasks on a fair, reasonable and non-discriminatory basis, in accordance with IPR and Competition Policies of the Company.

5.8 Responsibilities of the General Secretary regarding Working Groups.

- 5.8.1 In addition to the responsibilities specified elsewhere in this Resolution and in the IPR Policy, the General Secretary shall be responsible for carrying out the tasks and have the right to make the decisions with respect to the following:
 - (a) Being the main interface between the different Chairmen of Working Groups and the Board.
 - (b) Assisting the Chairmen to defining Working Group budgets.
 - (c) Assisting the Chairmen for all the external contacts with Ordinary Members and Sub-Contractors.
 - (d) Communicating with the public on behalf of the Company in accordance with the "Public Relations Process and Guidelines" of the Company (if any exists).
 - (e) Initiating and maintaining the review of objectives of the different Working Groups (activities/milestones).
 - (f) Proposing the necessary organizational resolution to the Board needed to carry out the work of the Working Group.
- 5.8.2 In particular, the General Secretary:
 - (a) Shall organize coordination meetings of the Chairmen.
 - (b) Shall manage with the help of the Chairmen administrative tasks (including contracts and application forms) relative to Ordinary Members, Sub-Contractors and other bodies (including ETSI, 3GPP, GSMA, OMA, Global Platform).
 - (c) Shall help the Chairmen to set working rules to maintain efficiency of the Working Group tasks on a fair, reasonable and non-discriminatory basis, in accordance with IPR and Competition Policies of the Company.

6. Admission of Ordinary Members to Participate in the Work of a Working Group.

6.1 Contacts and Communications with Potential Ordinary to Participate on the Work of a Working Group.

The Chairman of the Working Group in which an Ordinary Member (“Applicant”) could potentially participate shall be in charge of any contacts and communications with such Applicant on behalf of the working group. A Member shall direct any inquiries from a potential Ordinary Member concerning membership in the Working Group to the Chairman of that Working Group.

6.2 Ordinary Member Criteria.

6.2.1 Any potential Ordinary Member active in the field directly relevant to the work of the Working Group may apply, or be invited, to participate in the work of such Working Group and may be eligible to participate in the work of the Working Group.

6.2.2 Any entity wishing to join the Working Group must submit a written application to the Chairman of Working Group in the form amended from time to time by the Board stating at least the following information of the applicant: name, address, legal form, place of incorporation, contact person, names of suggested Contributors and scope of activities relevant to the work of the Working Group. In addition, the applicant must state how it intends to support the work of the Working Group and its initial contribution such as input papers and its willingness to accept the obligations under this Resolution and comply with IPR Policy, Competition Policy & Code of Ethics of the Company.

6.2.3 The Working Group shall determine if an Applicant meets the criteria defined in Clauses 6.2.1 and 6.2.2. If the Chairman of the Working Group determines this to be the case, he shall recommend to the Board and the General Secretary that such Applicant be admitted to participate in the work of the Working Group. If the Application of an Applicant is approved by the Board, such Applicant shall be an Ordinary Member and shall have the right to participate in the work of such Working Group to the extent directly relevant for its contribution and without the right to vote in meetings. Such Ordinary Member shall have access to and the right to use the documents relevant to their participation in the work of the Working Group.

6.3 Withdrawal of Rights of an Ordinary Member to Participate in a Working Group.

An Ordinary Member may withdraw from the work of the Working Group by giving at least one (1) month written notice of such intention and reasons for doing so to the Chairman of such Working Group PROVIDED ALWAYS THAT such party shall not be entitled to recover any monies paid by such party to the Company and any IPR licenses provided by the Ordinary Member shall survive such withdrawal.

6.4 Withdrawal by the Chairman of Working Group.

The Chairman of Working Group shall be entitled, in accordance with the working group, to withdraw the rights of an Ordinary Member to participate in the work of a Working Group by notice in writing in the event that an Ordinary Member:

6.4.1 is no longer having its contribution processed by the Working Group (considered from the status of the Ordinary Member’s input paper, or other reasons detailed in written explanation);

- 6.4.2 becomes insolvent or fails to make a payment of initial or additional funding to the Company in accordance with terms of this Resolution and the decisions of the Board;
- 6.4.3 ceases to carry on business in the ordinary course of business;
- 6.4.4 materially changes the nature of its business;
- 6.4.5 fails to observe any of the terms of this Resolution, in particular its obligations under Exhibit 1, or any decision of the Board, the Working Group; or
- 6.4.6 takes any action which has brought or may bring any Member or the Company into disrepute.

6.5 Effect of Withdrawal.

- 6.5.1 If the Ordinary Member's rights under this Resolution are withdrawn, the Ordinary Member's rights under this Resolution shall no longer apply.

7. Validity of the Resolution.

7.1 Term.

This Resolution will remain in effect until otherwise decided by the Board.