

OPEN ALLIANCE, INC.

Operating Procedures

1. Overview And Scope

1.1. Overview

The OPEN Alliance, Inc. (“OPEN Alliance”), is a non-profit nonstock corporation formed for purposes of (i) promoting the development and adoption of open, accessible standards and specifications relating to Ethernet-based automotive communications, including but not limited to the BroadR-Reach Ethernet Specification; (ii) examining interoperability requirements relating to its standards and specifications and promoting related independent interoperability testing and conformity assessment of implementations in order to ensure and/or facilitate compliance with its standards and specifications; and (iii) undertaking such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above.

1.2. Document Scope

These Operating Procedures (OP) for the OPEN Alliance include the Working Group Procedures adopted by the Board of Directors in accordance with the OPEN Alliance Bylaws and Board of Directors-approved charters of all Working Groups of OPEN Alliance.

Additional process and procedure documents may be necessary to define specific operational procedures within the scopes of the individual Working Groups. In the case where conflicts arise between this document and any other process document within the OPEN Alliance, this document shall take precedence. Notwithstanding the foregoing, the OPEN Alliance IPR Policy, Bylaws, and the Participation Agreement shall prevail over this document.

1.3. Document Update Policy

The Operation Procedures Document can be updated at any time subject to Board of Directors approval.

2. References

[1] OPEN Alliance Bylaws

[2] OPEN Alliance IPR policy

[3] OPEN Alliance Promoter and Adopter Participation Agreements

[4] OPEN Alliance Working Group Member Participation Policy

3. Acronyms and Terms

3.1. Acronyms

BoD – Board of Directors

IPR – Intellectual Property Rights

OP – Operating Procedures

WG – Working Group

3.2. Definitions and Terms

Guests – Non-members invited to participate in a Working Group

Working Group (WG) – Working Groups are established by the Board of Directors. Membership is open to Promoter and Adopter Members. Article 6 in the Bylaws provides more details.

Electronic Vote – A vote conducted using a Web ballot tool, or other electronic means.

Officer – An individual with special duties and responsibilities defined the bylaws.

Member – A corporate or individual Member of OPEN Alliance, having signed the Membership Agreement and paid any required dues.

Voting Member – A Member of OPEN Alliance that meets the voting eligibility criteria.

4. Members

4.1. Addition of New Promoters: Approval of new Promoters shall occur on a non-discriminatory basis and shall take into account the expected capacity to drive forward the goals of the Alliance.

4.2. Adopter Members Upgrading to Promoter Membership: An Adopter Member in good standing interested in becoming a Promoter Member should submit to the Secretary a written submission describing its intent and readiness to support the goals of the OPEN Alliance and the acceptance of the terms put forth in the Promoter Participation Agreement. If approved by a three-fourths (3/4) vote of the Promoters Promoter Member privileges shall commence, provided that the Member has submitted a written withdrawal from the Adopter Participation Agreement and sent an executed copy of the Promoter Participation Agreement.

4.3. Promoter Members Downgrading to Adopter Membership: A Promoter Member in good standing desiring to become an Adopter Member may do so by submitting to the Secretary an executed copy of the Adopter Participation Agreement and a written withdrawal from the Promoter Participation Agreement.

4.4. Procedure for Participation of Contractors of Members: A Member may designate as its authorized representatives one or more of its employees and those contractors of Member who have: (A) been informed by the Member of the confidential nature of the Confidential Information disclosed in connection with the Working Groups of OPEN Alliance and otherwise disclosed by OPEN Alliance and OPEN Alliance Members as described in the Bylaws; (B) executed a written agreement with Member that provides for the protection of the Confidential Information to the same or greater extent as the non-disclosure and confidentiality obligations contained in Article 16 of the Bylaws; and (C) contractor duties that relate to, or require, the participation in OPEN Alliance activities. Before any contractor of a Member is permitted to participate in an OPEN Alliance Working Group or OPEN Alliance activity as a representative of a Member, the Member must first transmit the name and address of its authorized contractor(s) to the OPEN Alliance Executive Director, or such other

officer as OPEN Alliance may designate, from time to time. Notwithstanding the above, a Member is not required to transmit to OPEN Alliance the names and information of its contractor that is a representative if that contractor has an email address with the domain of the Member, in which case by permitting the contractor to be its representative the Member attests that the contractor meets all of the requirements in this Section 4.4 to participate in OPEN Alliance and receive Confidential Information. In addition, Member agrees that if the Board of Directors identifies an issue related to Member's contractor(s) then OPEN Alliance may request a copy of the agreement between Member and authorized contractor that contains the applicable non-disclosure and confidentiality obligations, and Member shall supply such document within thirty (30) days of the request by OPEN Alliance. The term Confidential Information shall have the meaning ascribed to it in Section 1.6 of the OPEN Alliance Bylaws.

5. Working Groups

- 5.1. Goals of Working Groups:** New Working Group content should contribute to original goals of OPEN Alliance. New Working Group should have a distinct identity or require IPR Bylaws (which an existing suitable Working Group does not have), otherwise the content should be handled in existing Working Group. The goals of new Working Groups should be reachable within the OPEN timeline. OPEN should be the most suitable organization to work on the new Working Group content and the number of Working Group should be manageable
- 5.2. Becoming a Member of a Working Group:** New Working Groups are announced to all Members and Members may subscribe with the Chair or Vice Chair of the Working Group according to participation criteria. New Members will be informed of existing Working Groups and may subscribe with the Chair or Vice Chair to join the Working Group.
- 5.3. Duties of the Working Group:** When establishing the Working Group the Board of Directors assign goals, output and a timeline. The Working Group then acts with the purpose of fulfilling such goals and timeline. The Chairperson is responsible for the output of the Working Group. If a clear path forward cannot be achieved within the Working Group, the Chair may take the issue to the Board of Directors for a vote.
- 5.4. Meetings:** The Chairperson of a Working Group shall announce meetings two weeks in advance.
- 5.5. Voting in the Working Group:** Unless otherwise agreed by the Board of Directors, Working Group votes must be ratified by the-Board of Directors.
- 5.6. Voting Rights in Working Group:** Every Member company has one vote in the Working Groups so long as the company is an Active Member in the Working Group. Each company must name a principal Working Group representative to vote on its behalf. If the representative cannot attend the meeting, a replacement can be named to the Chairperson or Vice Chairperson prior to the meeting. Voting can be done per voice, hand sign or electronically. To be an Active Member of the Working Group requires 50% or more (3 out of the last 6 meetings) participation in the Meetings of the Working Group. Member Companies failing to meet this participation requirement will lose

voting rights within the Working Group. Voting rights of a Member will be reinstated by meeting the requirements to be an active Member of the Working Group.

5.7. Voting Majorities in Working Group: A draft specification can be handed over to the Board of Directors for ratification after this has been agreed in the Working Group with a majority of $\frac{3}{4}$ of its Members with voting rights. In Working Groups all others votes are accepted by $\frac{2}{3}$ of the votes cast by a Quorum of $\frac{2}{3}$ of the members with voting rights in that Working Group voted in favor. The votes can be performed electronically.

6. Meetings, Voting

6.1. Notice of All Member Face-to-Face Meetings: The Secretary shall give at least three calendar months prior notice of an all Member face-to-face meeting. Primary means for notice shall include electronic mail to the Members (to the electronic mail address in Secretary's records). It is the intention of the OPEN Alliance to host one all Member face to face meeting per year.

6.2. Guest Participation: In support of development activities by the OPEN Alliance and their members, the OPEN Alliance may invite a non-Member guest or to participate in OPEN Alliance activities by providing input, suggestions or other feedback ("Feedback") to the OPEN Alliance. Guest shall submit the signed Guest Participation Agreement prior to the meeting.

6.3. Votes having missed the Quorum: Only if a vote has not gone through because there were too few votes to meet the Quorum the vote needs to be redone. However, instead of having to collect the votes of all Members with voting rights again, it is possible to add only the votes of those Members with voting rights who have not voted before. Notwithstanding the foregoing, when the item is revoted, all Members with voting rights have to have the chance to cast the vote again. I.e., if the revote is done electronically, all Members with voting rights have to receive the respective email. Alternatively, the revote can happen in a properly scheduled meeting. If a Member with voting rights, who has voted the first time, does not revote, the vote from the first time is counted.

6.4. Silent Vote: Upon request of a single Member with voting rights a vote can be declared as a silent vote. This means that during the voting process no Member learns the opinion of others.

6.5. Multiple yes votes: Occasionally there are votes, which are not simple yes or no votes but which offer several choices, for which more than one might be acceptable for the Member with voting rights. In this case, a first vote is collected in which the Member with voting rights votes for each choice with yes, no, or abstain, i.e. multiple yes votes are possible. If none of the choices reached the Quorum and required majority, the vote simply failed. If one of the choices reached the Quorum and required majority, this choice has been voted on. If more than one choice reached the Quorum and required majority another vote is necessary between those choices having reached the required majority. As these choices have been accepted once, this new vote does not need to take required majorities into account. Instead a vote is possible in which every Member

with voting rights can choose one option only. The option that receives the most votes in the second round is the selected option. Should the result lead to several options with equal votes, it is up to the Chair to come to a solution.

6.6. Abstain Votes: An “abstain” vote counts as $\frac{1}{2}$ “yes” and $\frac{1}{2}$ “no” and is counted as part of the Quorum. This means that the number of “yes” votes is actually $\{(\# \text{ of “yes” votes}) + \frac{1}{2} (\# \text{ of “abstain” votes})\}$ when determining pass or fail of the vote. When voting for multiple choices, an “abstain” vote counts as part of the Quorum only.

7. Publication Process

7.1. “Members only” publication level shall apply to draft versions of specifications only. Any finalized OPEN Alliance specification shall be released "Public".

8. Export Control

8.1. As set forth in Section 12.13 of the Bylaws, in connection with the activities of the OPEN Alliance, each Member will comply with all applicable export laws and regulations, including but not limited to the U.S. Export Administration Regulations, and any other export control laws or regulations from any applicable jurisdiction, as well as the applicable procedures described in this Section 8.

8.1.1. Exporter Responsibilities. Any Member or Working Group, in its participation in or conducting of any activities in connection with the OPEN Alliance, will identify to any receiving Member(s) or Working Group(s), if applicable:

- a. commodities, materials, software, and technology specifically listed in the Wassenaar control lists and any unilateral export control lists imposed by the sending Member’s nation (herein “Controlled Items”); and
- b. the name(s) of the country(ies) regulating the export of the commodities, materials, software, and technology along with the Export Control Classification Number (ECCN) or other comparable export control designation for such country(ies) (herein “Classification”).

8.1.2. Handling of Controlled Items. Any Controlled Items identified in accordance with Section 8.1.1 will be handled in the following manner:

- a. The sending Member will notify the receiving Member(s) or Working Group(s) of the Controlled Item’s Classification prior to any shipment or transmission on request;
- b. The receiving Member(s) or Working Group(s) receiving notice under (a) above will have an opportunity to accept or reject the delivery of the Controlled Item prior to shipment or transfer by the sending Member;
- c. The sending Member(s) will make reasonable efforts to cooperate with the receiving Member(s) or Working Group(s) in obtaining required licenses for

the Controlled Items;

- d. Rejection of a Controlled Item will not constitute a breach of these Operating Procedures, or any of the OPEN Alliance Bylaws, IPR Policy, Member Participation Agreement, or any other policies or procedures of the OPEN Alliance which the Board may adopt or amend;
- e. The receiving Member(s) will assess the impact of the Controlled Item rejection to determine if the receiving Member's participation in the OPEN Alliance Working Group can continue or not; and
- f. Any Controlled Item notice and response to be delivered to a Member or Working Group must be in writing and may also be sent to the Executive Director, or Secretary if there is no Executive Director.