

Common Interest Groups (CIGs) Charter

Effective as of January 1st, 2024

PURPOSE

The purpose of Materinex Common Interest Groups (together, “CIGs”, or individually, a “CIG”) is to foster the cooperation between stakeholders in a Materinex innovation domain, particularly by discussing and updating the corresponding innovation roadmap, by sharing information, and by presenting project results.

A CIG will be installed for each of the three Materinex innovation themes, i.e., 1) Materials for Battery Technology, 2) Materials for Building & Construction, and 3) Strategic & Critical Raw Materials. In the future, new innovation themes may be added and corresponding CIGs may therefore be established.

This Charter sets out the CIGs, their authority and composition, the duties/roles and responsibilities of the participants, and the meeting procedures.

AUTHORITY

A CIG shall have the authority to propose and, where possible, implement any action it deems necessary in carrying out its duties and responsibilities as set out in this Charter. However, a CIG cannot make decisions that directly or indirectly conflict with the scope, governance, and proper functioning of Materinex. In case of any doubt, the Materinex coordinator shall be consulted. The Materinex coordinator will always have a decisive vote in this regard.

A CIG does not have financial responsibility or authority and cannot make financial commitments to third parties unless it is approved by the Materinex coordinator.

Changes to the Charter can only be implemented at the level of the Materinex Governance, which falls under the authority of the Materinex team.

COMPOSITION

Participants in a CIG

All stakeholders from the innovation eco-system related to one of the Materinex innovation themes (as mentioned above) can participate in a CIG. In particular, representatives from the following organisations are invited to participate:

- the relevant industry (aiming for a representative representation of SMEs) and relevant research groups¹ from the knowledge institutions;
- VLAIO (the Flemish Agency for Innovation and Entrepreneurship) and EWI (the Flemish Dept. Economy, Science, and Innovation);
- the spearhead clusters (SPCs) with complementary innovation domains and the relevant sector organisations.

¹ The VLAIO criteria for research groups will be used

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To obtain a dynamic CIG, a broad call for participation will be launched at least annually. Participation in the CIG will also be strongly recommended to project applicants.

The MateriNex coordinator, the MateriNex community manager, and the MateriNex innovation managers (together, the “MateriNex Operational Team”) will also participate to facilitate the CIGs.

Conditions for participation

Participation in a MateriNex CIG is unpaid and non-paying.

Parties that match the profile as indicated above can always apply to participate in a CIG. To this end, a CIG applicant will be asked to endorse and sign a “Letter of Commitment (LoC)”, which includes the commitment to participate in (one or more) CIGs in the context of MateriNex and in which a representative is appointed that will attend the CIG meetings.

Once the MateriNex coordinator has received a scanned version of the signed Letter of Commitment, the party in question can participate in the CIGs for which commitment has been endorsed (provided the party comes from the intended target group). This will be confirmed via email by the MateriNex coordinator to the designated representative(s) of the party concerned.

A person representing a party can be part of several CIGs at the same time.

A party participating in one or more CIGs may appoint a different representative at any time by notifying the MateriNex coordinator of this change in writing via email. In the event of force majeure, the permanent representative can be replaced by a colleague for a CIG meeting, provided that the MateriNex Operational Team is notified in advance.

A party may terminate participation in a CIG at any time by notifying the MateriNex coordinator in writing via email.

Only parties representing either a company or a research group² affiliated with a research institution (that meets the criteria of a research and knowledge dissemination organization as stated in the European Framework Regulation on State Aid for Research, Development and Innovation³) have voting rights. Representatives of the commissioning authorities (VLAIO and EWI) participate as observers, while the other organizations such as SPCs and sector organizations have an advisory role. Topics that may need to be voted on and rules for approval are further elaborated in this Charter.

No maximum is set on the number of parties participating in a CIG.

A CIG is installed for the period from January 1st, 2024, to December 31st, 2028, hence, for a period of five years.

Code of conduct

² The VLAIO criteria for research groups will be used.

³ Framework (2022/C 414/01) of 19 October 2022 on State aid for research, development, and innovation. Specifically, a research and knowledge dissemination organization is defined in point 16, ff) of this R&D&I Framework Regulation.

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Each participant is expected to:

1. take responsibility for co-creating a friendly, enjoyable, and productive environment, that is supportive and constructively challenging.
2. be open to other perspectives and ideas, and to listen to others fully.
3. share ideas, thoughts and ask questions in a way that develops and opens discussion and ideas.
4. refrain from pursuing personal agendas which are not in the interest of the wider group.
5. refrain from sharing confidential information.
6. refrain from discussing or exchanging information not in conformity with competition law, including for example on individual company prices and market procedures.
7. treat all other participants fairly and with respect.

DUTIES, ROLES, AND RESPONSIBILITIES

Duties of a CIG

Participants in a CIG meeting:

- share state-of-the-art insights and ensure that the roadmap for their specific innovation theme remains up to date;
- can propose new application domains and/or focus domains within an application domain as well as corresponding ambitions and/or targets;
- initiate project ideas based on thematic offers and help to develop projects for financing from MateriNex reserved project resources;
- suggest focused actions through which MateriNex intends to proactively achieve more impact;
- may establish temporary focus groups to work out specific items/actions in detail, with the focus group reporting to the CIG.

Roles and responsibilities

A CIG meeting will be co-chaired by a Chair, Vice-Chair and the MateriNex innovation manager.

Chair

- elected from the group of industrial representatives;
- elected based on the highest number of votes;
- mandate limited to two and a half working years;
- stimulates, moderates, and concludes the discussions;
- has casting vote in case of equality of votes.

Vice-Chair

- elected from the group of knowledge institutions representatives;
- elected based on the highest number of votes;
- mandate limited to two and a half working years;
- supports the Chair;
- replaces the Chair in case of force majeure;
- has voting rights.

MateriNex innovation manager

- supports Chair and Vice-Chair;

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- informs the attendees about the status of the roadmap and in particular the on-going projects and project calls;
- writes the draft meeting report;
- prepares the follow up steps resulting from the results and conclusions of the CIG;
- has no voting rights.

MateriNex coordinator

- monitors the existing roadmap and corresponding agreements;
- is responsible for implementing the conclusions of the CIG within the applicable agreement framework of MateriNex;
- has no voting rights.

MateriNex community manager

- supports the preparation and organization of the CIG meetings;
- takes care of all practical and logistical tasks;
- has no voting rights.

The Chairs and Vice-Chairs of the CIGs will also be consulted by the MateriNex coordinator in setting the agenda of the annual **What's next MateriNex** event.

Election and appointment of Chairs/Vice-Chairs

For the election of the Chair and Vice-Chair of each CIG, a call for applications will be launched in mid-2024 for the first two-and-a-half-year operating period (January 2024 to June 2026). For the second two-and-a-half-year operating period of the CIGs (July 2026 to December 2028), this call for applications will be launched towards the end of the first operating period (spring 2026).

The received applications for Chair and Vice-Chair for each CIG will be delivered by the MateriNex team via email to the voting CIG participants of each CIG (see the section "Conditions for participation"), who can then express in writing their preference for both the Chair and the Vice-Chair to the MateriNex coordinator for the CIG in which they participate.

Candidates who have obtained the most votes (whereby at least 2/3 of the voting participants per CIG have cast their votes) will be appointed by the MateriNex coordinator as Chair and Vice-Chair for each of the respective CIGs for a term of two and a half working years. In the event of an equality of votes in the election of the Chair and/or Vice-Chair for each CIG, the vote for the Chair and/or Vice-Chair must be repeated with the candidates who obtained the highest equal number of votes. The result of the vote will be communicated to all CIG participants by the MateriNex coordinator.

If a Chair or Vice-Chair wishes to terminate his/her mandate prematurely, he/she will inform the MateriNex coordinator of this termination in writing via email. A new Chair or Vice-Chair will then be elected as soon as possible according to the same voting procedures as explained in this Charter.

MEETING PROCEDURES

Frequency and notice of meetings

The CIG will meet physically (at least) semi-annually. A CIG meeting will typically last about three hours.

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The dates of the CIG meetings will be announced via mailing by the MateriNex coordinator at the beginning of each calendar year and will be published on the MateriNex website.

Agenda

The agenda for each CIG meeting will be sent well in time before the meeting date. The agenda for a CIG meeting is drawn up by the MateriNex innovation manager, in close consultation with the Chair & Vice-Chair of the CIG and the MateriNex coordinator.

The venue of the CIG meeting will be chosen in accordance with the attendees and the agenda of the meeting.

Voting and rules for approvals regarding advice issued by the CIG

To carry out its tasks, a CIG will sometimes have to vote on matters that are related to the roadmap of the innovation domain of the CIG.

Items to be voted on are, for instance:

- adding
 - o new focus domain in existing application domain: a minimum majority of votes from the voting participants present is required, both at knowledge institutions and at companies with one vote per voting party.
 - o new application domain and associated focus domains: at least 2/3 majority votes of the voting participants present are required, both at knowledge institutions and at companies with one vote per voting party.
 - o ambitions/targets of new focus or application domains: broad consensus – benchmarking against EU roadmaps and Flemish priorities.
- changes to existing
 - o focus domains: a minimum majority of votes from the voting participants present is required, both at knowledge institutions and at companies with one vote per voting party.
 - o application domains: a minimum majority of votes from the voting participants present is required, both at knowledge institutions and at companies with one vote per voting party.
 - o ambitions/targets: broad consensus – benchmarking against EU targets.

Minutes

The MateriNex innovation managers supporting a CIG will write the draft minutes of the meeting. In consultation with the CIG Chair & Vice-Chair and the MateriNex coordinator, the minutes will be consolidated.

The minutes will be circulated in draft form to all CIG participants and shall be considered for approval by the CIG at a subsequent meeting or via email exchange.