

# ELECTRONIC VOTING RULES

(2021)

English version  
For information only

Article 16.1, paragraph b), of Articles of Association of AGEDI, ENTIDAD DE GESTIÓN DE DERECHOS DE PROPIEDAD INTELECTUAL (hereinafter, AGEDI), provides AGEDI members with the right to vote, even by electronic means, and specifies that electronic voting should be done within a set time frame and under the terms set forth in the Electronic Voting Rules.

### ARTICLE 1. PURPOSE OF THESE RULES.

The purpose of these rules is to develop and put into effect the right to electronic voting of AGEDI members. The validity and enforceability of the electronic vote will only be guaranteed if the vote is cast in accordance with these rules.

### ARTICLE 2. SYSTEMS TO EXERCISE THE RIGHT TO ELECTRONIC VOTING.

1. AGEDI members may exercise their right to electronic voting by accessing a restricted area created for such purposes on the organisation's website, [www.agedi.es](http://www.agedi.es), or following the technical instructions given to the organisation's members, established by a third party with proven experience in this type of processes whom AGEDI may hire to establish the electronic voting system.
2. In either of these cases, it is understood that AGEDI members which effectively exercise their right to electronic voting accept the general technical and legal terms applied to such right as established in these rules.

### ARTICLE 3. THE RIGHT TO ELECTRONIC VOTING.

1. AGEDI members' right to vote will be determined in the organisation's Articles of Association. Likewise, the Articles of Association will also determine the terms for cancelling the right to vote.
2. Once it has been issued, the electronic vote cannot be changed, amended or revoked in any way.

### ARTICLE 4. ELECTRONIC VOTING BY PROXY.

1. The exercise of the right to vote may be delegated, provided that the delegatee is also an AGEDI member and that the vote by proxy does not involve a conflict of interests. AGEDI shall establish the appropriate control to avoid a situation of conflict of interest regarding voting by proxy. Likewise, the terms and conditions for delegation shall be set for each call.
2. Vote shall not be delegated to a member which situation is of deprivation of the right to vote or which exercise has been suspended. Neither shall the vote be delegated in favour of a member involved in a conflict of interests.

3. Voting by proxy shall only be valid for a specific General Assembly meeting. The delegatee shall be granted the same rights of the delegating member and shall cast the vote according to the instructions of the delegating member.

#### ARTICLE 5. EXERCISING THE RIGHT TO ELECTRONIC VOTING.

1. The electronic voting system will be available for AGEDI members to exercise their right for at least two calendar days before the meeting of the General Ordinary or Extraordinary Assembly called by the competent body of AGEDI. The system shall be closed the same day of the Assembly gathering.
2. The AGEDI members who exercise their right to vote electronically will be able to cast, for each item on the agenda, a vote in favour, a vote against or a blank vote. Should the vote be for the election of members on the Board of Directors of AGEDI and the other Boards as foreseen in the Articles of Association, the AGEDI member may electronically vote such members from those standing for the position.

#### ARTICLE 6. THE LIST OF CAST ELECTRONIC VOTES.

1. Before starting the relevant General Assembly meeting, ordinary or extraordinary, the Secretary of the General Assembly will prepare a list that will include (i) the identification of the member and, when appropriate, their representative; and (ii) the number of votes owned by each of the members.

Likewise, a list of members which have cast their vote in advance shall be prepared. To all legal and statutory purposes, it shall be understood that the members that have exercised their vote in advance are considered attendants to the General Assembly Meeting.

#### ARTICLE 7. COUNTING VALID ELECTRONIC VOTES.

1. The Minutes of the General Assembly meeting should include the number of cast votes, for each item on the agenda, and the way of the vote.
2. Should a member who voted electronically be deprived of the right to vote for one or more items on the agenda due to a conflict of interests pursuant to Article 16.1.b) of the Articles of Association, such vote shall not be included in the count of cast votes.

**ARTICLE 8. PROCESSING AND STORAGE OF THE DATA RELATED TO THE ELECTRONIC VOTE.**

1. The processing made by AGEDI or a third party for the data related to the electronic vote will be subject to the General Data Protection Regulation and any other regulations applicable to the protection and storage of personal data.
2. For control, auditing and storage purposes, AGEDI will take all necessary measures to ensure that there is a backup of all the data related to the electronic voting system used by the organisation.

**ARTICLE 9. MEASURES FOR THE PROTECTION, CONFIDENTIALITY AND SECURITY OF THE DATA RELATED TO THE ELECTRONIC VOTE.**

1. It is forbidden, in general and without prejudice to the specifications herein, to copy, distribute, publish or disclose to third parties the information processed for the electronic vote by whichever means, for any purposes other than exercising the right to vote and the operations required to register and count the votes by the organisation.
2. AGEDI guarantees the security and confidentiality of the system, except in case of force majeure, provided the member meets the applicable terms of use. The member undertakes to not use any devices or means intended to circumvent or interfere with the system's security conditions or measures.
3. AGEDI guarantees that the votes cast through the remote electronic voting system are secret and confidential and will therefore not be seen by third parties except for the persons in charge of checking this system, where applicable. The system may be subject to audits.
4. AGEDI guarantees that the system developed or outsourced to a third party prevents voters, recipients or any other person from changing or altering the votes cast. The member will receive a certificate confirming that the vote has been validly cast and the way of the vote.
5. AGEDI and, where appropriate, the companies hired to provide the service have taken the measures required by the current rules, especially the data protection regulations, to prevent unauthorised access, changes or disclosure of the data.
6. The use and access to the voting system will be done with digital certificates and/or passwords provided by AGEDI or the third party hired by the organisation. The login details are personal and non-transferable. The remote electronic vote is deemed as true and authentic.

7. The member will not disclose their login details or provide a third party, directly or indirectly, with access to the electronic voting system. Should the member be a legal person, they must serve notice of any changes to or the revocation of the powers given to their representative and, therefore, AGEDI will not be held responsible for any events occurred prior to such notice.
8. The member agrees to notify AGEDI, immediately, if an unauthorised party should gain access to their login details. AGEDI will do everything in their power to prevent access to the system as soon as they learn that the login details have accessed by unauthorised parties.
9. The member will be liable for the use of their login details, especially in the following cases:
  - a. When used by another person, regardless of the reason such person had access to the login details, unless this circumstance had been promptly reported to AGEDI.
  - b. When the member has made a mistake when casting the vote;
  - c. In the event of security breaches or the misuse or faulty operation of the member's hardware or software.

#### ARTICLE 10. CANCELLATION OF THE ELECTRONIC VOTING SERVICE DUE TO TECHNICAL CAUSES OR FORCE MAJEURE EVENTS.

In exceptional cases, should technical causes or force majeure events make impossible, temporarily or permanently, the electronic casting of votes under the necessary security and confidentiality requirements, AGEDI may cancel the electronic voting service. In such case, AGEDI will promptly notify such cancellation by satisfactory means to all the members in order to ensure that they may exercise their right to vote in person or by proxy.