

ELECTRONIC VOTING RULES

(2019)

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), in the version agreed at the General Assembly meeting held on 12th July 2019, provides AGEDI members with the right to vote, even by electronic means, and specifies that electronic voting should be done in advance 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, 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, any AGEDI member who wishes to exercise their right to electronic voting must expressly accept, before exercising their right, the general technical and legal terms applied to such right.

ARTICLE 3. THE RIGHT TO ELECTRONIC VOTING.

1. AGEDI members' right to vote, including electronic voting, 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, including electronic voting.

Once it has been issued, the electronic vote cannot be changed in any way. Nevertheless, the member who has cast their vote electronically may revoke it by attending the General Meeting in person and proving at the Meeting the direction of their electronic vote in the manner described in Article 6 of these rules.

2. Electronic voting is incompatible with voting by proxy. Therefore, once the member has validly cast their electronic vote, they may no longer delegate their vote. Indeed, once the member has validly cast their electronic vote, any prior delegation of votes by the member who has cast their vote electronically will no longer be valid.

ARTICLE 4. EXERCISING THE RIGHT TO ELECTRONIC VOTING.

1. The electronic voting system will be available for AGEDI members to exercise their right for at least five calendar days after the competent body of AGEDI has called the General Assembly meeting, whether ordinary or extraordinary.
2. To enable the electronic vote counting, the electronic voting system will be closed at least three business days before the General Assembly meeting, whether ordinary or extraordinary.
3. As when voting in person, AGEDI members who decide to exercise their right to vote electronically will be able to cast, for each item on the agenda, a vote in favour, a vote against, a blank vote or abstain. 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 5. 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 two lists. The first list will include (i) the identification of the member who has satisfactorily exercised their right to electronic voting within the time frame set for such purposes; and (ii) the number of votes owned by each of the members who voted electronically. The second list will include (i) the total number of members who voted electronically; (ii) the total number of votes cast electronically; and (iii) the way of the cast electronic votes.
2. Once the General Assembly meeting has begun, and as the first step before discussing the first item on the agenda, the President of the General Assembly meeting or, in his absence, the Secretary, will announce at the General Assembly meeting the identity of the AGEDI members who have voted electronically and will check that such members are not present, in person or by proxy, at the General Assembly meeting. Should any of these members be present, in person or by proxy, at the General Meeting, the provisions of Article 6 of these rules will apply.

ARTICLE 6. EXERCISING THE VOTE IN PERSON AFTER CASTING AN ELECTRONIC VOTE.

1. By attending the General Assembly meeting in person, it is understood that the AGEDI member who has voted electronically for one or more items on the agenda for such General Assembly has revoked, automatically and irreversibly, the vote cast electronically. In view of such revocation, the AGEDI member may exercise their vote in person for all the items on the agenda. In any case, the member who votes electronically and then attends the General Assembly meeting is to provide the Secretary with a certificate of the electronic vote or another document that proves the way of their electronic vote.
2. In order to specify on the General Assembly meeting's Minutes the presence of the AGEDI member who voted electronically for one or more items on the agenda of such meeting, such member will sign, at the behest of the President or the Secretary of the General Assembly meeting, a document revoking the electronically cast vote. Should such member refuse to sign the document revoking the vote, they will not be allowed to exercise their right to vote in person but this will not resume the validity of the electronically cast vote.

ARTICLE 7. COUNTING VALID ELECTRONIC VOTES.

1. The number of valid votes cast electronically by an AGEDI member for each item on the agenda of the General Assembly meeting will be added to the number of valid votes cast in the same way, in person or by proxy, by all members of AGEDI.
2. The Minutes of the General Assembly meeting should include the number of cast votes, in person or electronically, for each item on the agenda.
3. 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, the vote cast by such member for those specific items will be deducted from the final count of 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 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.