

B y l a w s

German Flat Panel Display Forum

Art. 1 Basis

The working group "German Flat Panel Display Forum (DFF)", hereinafter referred to as "the Working Group", was founded on the basis of, and pursuant to, Art. 15 of the Rules of the German Engineering Federation VDMA (Verband Deutscher Maschinen- und Anlagenbau e.V., Frankfurt/Main) and is an integral part thereof.

Art. 2 Objective

1. The objective of the Working Group is to represent the interest of the supplier industry, manufacturers, users and research institutes and to promote the Flat Panel Display industry and related technologies as such. The emphasis of the DFF work is focused on German and European activities.
2. The VDMA will support the Working Group by making available its advisory capacities within this objective.

Art. 3 Membership

1. The members of the Working Group are the members of the VDMA who are active in the fields described in Art. 2 para 1 above and have declared their readiness to partake in the Working Group. Their memberships end when their membership in VDMA does. Renewal of membership is possible in accordance with para 2 below.
2. Companies and organisations not eligible for membership in VDMA may be accepted as members of the Working Group if they are active in the fields described in Art. 2 para 1 above.
3. Controversial opinions on Working Group membership relating to members of the VDMA, the acceptance and exclusion of companies and organisations referred to in para 2 above shall be decided by the Working Group Board. Objections raised against any such decision made by the Working Group Board shall be finally decided by the VDMA Restricted Board.
4. Working Group membership of companies and organisations referred to in para 2 above shall end

- a) If they submit their voluntary resignation,
- b) If the company, or, as applicable, organisation is dissolved;
- c) If bankruptcy proceedings are opened with respect to the company, or, as applicable, organisation;
- d) If they discontinue their activities referred to in Art. 2 para 1 above;
- e) If they are expelled.

Voluntary resignation shall be declared to the Board in writing at six months' notice, taking effect at the end of the respective calendar year. In any other case, membership shall end on the date when the event occurs, and the Board shall be informed thereof in writing.

Where expulsion is pending, the rights and obligations of the affected member shall be deemed suspended until a final decision is made.

As of the date of resignation, or, as applicable, expulsion, the affected member may no longer demand the support of the Working Group. Dues or surcharges paid are non-reimbursable, dues or surcharges payable for or referring to the period of membership shall be made.

5. The future- and technology-oriented co-operation within the framework of the Working Group may lead to the disclosure of sensitive and confidential information and data. Therefore the members are requested to particular confidentiality.

The members are obliged to take care that persons sent by them and/or acting on their behalf shall keep strictly confidential any information they receive at DFF meetings or other forms of collaboration with DFF as far as the information is marked confidential or the interest to keep it confidential is obvious.

Information publicly available or achieved without violation of any secrecy obligation are not part of this provision.

If non-members participate in DFF meetings or otherwise co-operate with DFF they shall sign a confidentiality agreement.

Art. 4 Cost

1. To cover the cost incurred by the Working Group, all members of the Working Group shall pay dues to the VDMA. These dues are used exclusively to promote the specific objectives of the Working Group.

With regard to the support and advice rendered by the VDMA, members paying dues to VDMA (members within the meaning of Art. 3 para 1 above) shall pay a reduced, proportionate amount below the dues payable by the members referred to in Art. 3 para 2 above.

The Working Group Board is empowered to specify a one-time surcharge to cover the actual cost incurred by the Working Group exceeding the amount of ordinary dues levied during the first year. The surcharge shall in no case exceed a maximum of 25 % of the annual dues payable by a member.

2. The collection and actual amount of the dues is provided for in a separate set of rules (the Contribution Scheme) requiring the approval of the VDMA Restricted Board. The same applies to amendments of the Contribution Scheme.
3. To the extent that special expenditure is incurred that cannot be covered by the dues, the Working Group General Assembly may decide in advance that any such cost be compensated by way of a surcharge payable by all Working Group members.

Art. 5 Bodies

The tasks of the Working Group shall be assumed by

- a) The Working Group General Assembly,
- b) The Working Group Board,
- c) The Working Group Secretariat.

Art. 6 General Assembly

The General Assembly considers and resolves any questions pertaining to the Working Group unless otherwise assigned to other Working Group bodies or to the VDMA.

1. The General Assembly shall decide in particular on
 - The election of the Board,
 - The collection and amount of surcharges
2. The General Assembly shall take place
 - a) annually,
 - b) upon resolution made by the Board,
 - c) within four weeks' time, if at least 20% of the members so demand in writing and give the Board the reasons thereof.
3. The General Assembly shall be called and conducted by the Chairman or the Chairmen of the Board or, in case of Art. 7, para 1, sentence 1 should the Chairman be unable to do so, by the Vice-Chairman or, should he also be unable to do so, by any other member of the Board or, if appropriate, the Managing Director.
4. In the General Assembly, each member shall have one vote. Any member may be represented by another by written power of attorney. In such a case, the

authority to act on behalf of others shall be limited to four represented voting rights.

5. The General Assembly shall pass its resolutions by majority of all votes cast. In the case of elections, the person with the highest number of votes shall be deemed elected. In the event of a tie, there shall be a final vote between those having obtained an equal number of votes.

The voting procedure followed by the Assembly shall be stipulated by the person conducting the Assembly unless the majority of the Assembly requests a deviating voting procedure to be applied.

6. Whenever the Board deems it appropriate, it may provide that votings be carried out in writing.

Para 5 sentence 1 shall apply *mutandis mutatis*.

7. Elections made and resolutions passed by the General Assembly shall be summarised in a report and signed by the person conducting the Assembly.

Art. 7 Board

1. The Working Group Board is composed of the Chairman, the Vice-Chairman, additional (no more than nine) members and where applicable a Honorary Chairman, elected following the regulations of para 5.

Instead of a Chairman and a Vice Chairman (Chairmen) two Chairmen with separated fields of activity who represent each other might also be elected.

2. A member of the Board may be any person holding the power of attorney with respect to Flat Panel Displays in their companies, or, as applicable, organisations. The Board membership is personal and to be assumed on an honorary basis.
3. The Board members are elected for a period of two years by the General Assembly. Their term does not end before new elections have been carried out.
4. One or two Chairmen and in case of para 1, sentence 1 the Vice-Chairman of the Board are elected by the Board members for a period of two years. Their term does not end before new elections have been carried out. Re-election is possible once.
5. A third term of office for the Chairman or the Vice-Chairmen is possible if elected by a 2/3-majority of the Board.

If a Chairman cannot occupy his office until his term ends, e.g. because he retires from his company, and if new elections are scheduled one year after the resignation of the Chairman, then an acting Chairman can be appointed for the

remaining term. The electoral process is determined by Art. 7, para 4. The provisional exercise of the position of the Chairman does not count as part of the term of office in Art. 7, para 4.

6. After resignation the Chairman can be elected Honorary Chairman of the Working Group by the Board with a bare majority of the votes cast for a five-year term. The election is only possible if no other person holds this office.

The Honorary Chairman has the same rights and obligations as the other Board members. Thereby para 2, sentence 1, para 3 and 4 are not applicable.

Art. 8 Management

The Managing Director of the Working Group is appointed by the Board with the consent of the Executive Director of VDMA and is employed by VDMA. The Managing director is responsible to the Board and shall work in closest consent with the Executive Director of VDMA. The staff of the DFF secretariat are appointed by the Managing Director of the Working Group with the consent of the Executive Director of VDMA and are employed by VDMA.

Art. 9 Modification and Dissolution

1. Modifications to the Bylaws shall require the majority of 2/3 of the votes cast of the General Assembly and the approval of the VDMA Restricted Board.
2. The dissolution of the Working Group shall be made by the VDMA Restricted Board alone, after having heard the Working Group Board and, if appropriate, the competent VDMA Association.

This is a working translation of the German original. In case of conflict the German version prevails.
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