



Affiliate Participation Policy

This Affiliate Participation Policy describes the terms that apply to participation in OPC Foundation (or OPCF) activities by affiliated entities of OPC Foundation Members.

This document outlines two options for participation by entities affiliated with current Members within OPCF. The Conventional Affiliate participation category applies to all Affiliates of Members by default. Affiliated entities may also decide to join as Independent Affiliate Members of OPCF. Both are described in detail in this document.

We encourage affiliated entities that are large corporations in their own right and recognized as important players in their respective markets to opt into Independent Affiliate Membership, even if it isn't required from a legal point of view. This demonstrates to the public the actual strength of the OPC Foundation and the OPC UA eco-system from which the Members and their affiliates benefit.

All capitalized terms not defined in this policy will have the meaning described in the OPC Foundation Bylaws. For the avoidance of doubt, "affiliated entity" means any entity that, directly or indirectly, owns, is owned by, or is under common ownership with, a Voting Member or Nonvoting Member, as indicated by ownership of more than 50% of the stock or other equity interests entitled to vote for the election of directors or an equivalent governing body of the relevant entity, but excluding any "Excluded Affiliates" as defined in the Corporation's Intellectual Property Rights Policy. "Affiliate" has the meaning in OPCF's Bylaws and refers an affiliated entity that does not elect to participate in OPCF as an Independent Affiliate Member as described in this policy.

General Responsibility

A Member is responsible for ensuring all its Affiliates comply with the rules set forth by the OPC Foundation and any applicable laws and regulations that apply to participation in OPCF.

As a U.S. corporation, OPC Foundation complies with the rules and regulations of the U.S. Department of Treasury's Office of Foreign Asset Control ("OFAC") that prohibit U.S. institutions from doing business in certain countries and with certain individuals and entities. A Member is responsible for ensuring that no U.S. sanctioned Affiliates participate in OPCF in any way.

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Conventional Affiliate Participants

All Affiliates are entitled to participate in OPCF activities under the umbrella of the Member with whom they are affiliated. Participation as a Conventional Affiliate includes access to all benefits of the Member, except for certain marketing benefits, voting privileges, and discounts, as described further below. Only duly assigned employee representatives of the Member or an Affiliate are eligible to vote in the name of the Member in an OPCF election and technical or operational committees. To receive the benefits of a Conventional Affiliate, Affiliates must individually register as Conventional Affiliates, disclose the affiliation with current Members, and be confirmed by the Designated Representative of the Member.¹

A Member and its Conventional Affiliates will be collectively represented in OPCF activities under the Member's name and brand, unless the Member designates an Affiliate under which name and brand the Member and its Conventional Affiliates' OPCF activities will be listed (the "Named Affiliate"). If a Member designates a Named Affiliate, the Member's membership fee will be the greater of the applicable fee for the Named Affiliate or the Member entity. All publicly accessible benefits of OPCF membership will only list the Member (or the Named Affiliate, if applicable) and not the name of any Conventional Affiliates. Benefits falling under this category include sponsorship of OPC Foundation activities like the OPCF newsletter, exhibition participation (partner pods), listing as a supporter of the OPC Foundation and OPC UA technology on the OPC Foundation website, product listings in the OPC Marketplace and participants named in member-only events. Similarly Conventional Affiliates may benefit from its affiliated Member's license rights for OPCF source code, redistributables and applications as long as the use is for products that are promoted with the Member's name and brand.

Examples

Affiliate X, a Conventional Affiliate, is participating in a regional exhibition as a sponsor/partner of the OPC Foundation. OPCF will list the Member, not Affiliate X, as participating in the activity. This for example allows regional representatives of a Member to join an exhibition in the name of the Member. If Affiliate X desires to or is required to be listed itself, an Independent Affiliate Membership is required.

¹ Conventional Affiliates that share corporate names with current Members will be exempt from these explicit Affiliate confirmation requirements.

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Affiliate X desires to list products in the OPC Marketplace. They will need to get the product entered by the Member and the product will be shown as a product of the Member. If Affiliate X desires to or is required to be listed itself, an Independent Affiliate Membership is required.

Independent Affiliate Membership

With an Independent Affiliate Membership, or “Independent Affiliate Members”, affiliated entities will get additional benefits but must register separately for membership, disclose their affiliation with a current Member, and pay its own membership fee independently from the affiliated Member. The OPC Foundation Board will review all Independent Affiliate Members and has the right to decline a request for an Independent Affiliate Membership, tailor the rights of an Independent Affiliate Membership (such as limiting voting rights, but retaining the other benefits), or revoke existing Independent Affiliate Memberships for purposes of legal compliance and in consideration of antitrust (or competition law) principles, to avoid any group of affiliated entities from having outsized or unfair influence in any OPCF activity.

Independent Affiliate Members are entitled to all benefits of their membership class and all benefits of a Conventional Affiliate of the Member. These benefits may include visibility as supporter of the OPC Foundation and the OPC UA technology, voting rights at elections and technical or operational committees, benefiting from the commercially advantageous license terms, and discounts for the membership class of the Member. They are eligible to vote independently of the Member.

Some more details regarding additional benefits of Independent Affiliate Members (over Conventional Affiliates) are:

Voting rights

Independent Affiliate Members are eligible to vote independently, in accordance with OPCF rules and procedures. This allows these Independent Affiliate Members with other technical or market related focuses to place votes according to their own specific company’s strategy.

Marketing Activities

An Independent Affiliate Member is allowed to be listed under its own entity name in connection with any available marketing activities. This allows Independent Affiliate Members to associate their commitment and OPC enabled products with their own company brand.

Partner Pods at conferences and trade shows can promote the Independent Affiliate Member and its brands.

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Advertisements in the OPCF Newsletters can feature the Independent Affiliate Member and its brands.

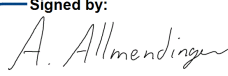
Independent Affiliates will have an independent company listing in the OPC Foundation member directory and as such can add/edit/remove their products in the OPC Marketplace independently.

Discounts

Corporate Members of the OPC Foundation invest in the OPC Foundation and the OPC technology. As such they are eligible to certain discounts for services provided by the OPC Foundation. Independent Affiliate Members similarly support the OPC Foundation and therefore are eligible for the same discounts. Conventional Affiliates must pay the full rate for any such services, if they use those services to bring products under their own company brand to the market.

License Rights

Corporate Members' and Independent Affiliate Members' investment also enables OPCF's development of deliverables to support early market access and technology adoption, including some software components, source code, test and configuration tool and application development environments. Corporate Members and Independent Affiliate Members are given various benefits with regards to those deliverables, such as commercial-friendly source code licensing terms. Conventional Affiliates are not entitled to those benefits if they are using those deliverables to bring products under their own company brand to the market.

Signed by:

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OPC Foundation Secretary

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