

COMPLAINTS HANDLING RULES REGARDING BIOTECH BOOSTER PROGRAM

Biotech Booster was established in the course of an application for a Biotech Booster grant within the context of the Dutch National Growth Fund (“**Nationaal Groeifonds**”) for the purpose of accelerating the transfer of biotechnological inventions from knowledge institutes and commercial parties to the market and society (the “**Grant Project**”);

By decision dated 19 October 2022 with case number 33527690, the Dutch Ministry of Education, Culture and Science granted a conditional grant for the Grant Project of €49.6 million for the first 3 years and a conditional grant for the period after 2025 of approx. €196 million (such grant hereinafter the “**Grant**”);

Biotech Booster and Knowledge Institutes have entered into a Thematic Cluster Agreement (the “**Agreement**”) pursuant to which Knowledge Institutes and Commercial Partners that are or become a (TC) Partner can make project proposals that, if accepted as per the terms of the Agreement, are eligible for a grant by Biotech Booster under the Grant as further detailed in the Agreement;

Biotech Booster wishes to serve all Partners to the best of its ability. However, in spite of Biotech Booster’s efforts, a Partner or a natural person involved with the Grant Project may be dissatisfied or have a complaint. Any such complaint will be dealt with in accordance with these Complaints Handling Rules.

Article 1. General provisions

1.1. Terms. For the purposes of these Complaints Handling Rules, All terms used in this Complaints Handling Rules have the same meaning as used in the Agreement unless expressly stated otherwise. In addition, the following definitions will apply:

Board of Directors:	the Board of directors (“ <i>bestuur</i> ”) of Biotech Booster.
BoSD:	The Board of supervisory directors (“ <i>raad van commissarissen</i> ”) of Biotech Booster.
Complaint:	a complaint of a Partner, a member of the PSC or a member of a TC Office about any response, decision, assessment or conduct (or lack thereof) of Biotech Booster or a TC Office or a Project Steering Committee or a Panel of Entrepreneurs.
Complaints Advisory Committee:	the committee set up by the Board of Directors to advise the Board of Directors, which takes decisions on Complaints based on that advice. The persons comprising the Complaints Advisory Committee require the prior approval of the BoSD.
Complaints Officer:	the person appointed by the Board of Directors who is tasked with receiving, mediating and resolving Complaints and with advising the Complainant on this.
Complainant:	a Partner or a natural person associated with a Partner who has submitted a Complaint in accordance with these Complaints Handling Rules.

1.2. Objects of Complaints Handling Rules. The objects of these Complaints Handling Rules are:

- i. to do justice to the Complainant by offering a procedure for receiving, mediating and handling Complaints;
- ii. to make a contribution to the quality of Biotech Booster by systematically registering Complaints and by giving advice to the Board of Directors on improvements that may be made in the provided services based on that advice.

- 1.3. Scope of Complaints Handling Rules. All Partners (and natural persons associated with Partners), members of the PSC and members of the TC Office are entitled to submit a Complaint in accordance with these Complaints Handling Rules about any response, decision, assessment or conduct (or lack thereof) by Biotech Booster, a TC Office, a Project Steering Committee or a Panel of Entrepreneurs. Any conduct of a natural person employed by Biotech Booster or member of a TC Office, Project Steering Committee or Panel of Entrepreneurs will be considered to be conduct of Biotech Booster, the TC Office, the Project Steering Committee or Panel of Entrepreneurs, respectively.

Artikel 2. Complaints Officer

- 2.1. Appointment of Complaints Officer. The Board of Directors will arrange for the appointment, suspension and dismissal of the Complaints Officer (which person does not need to be employed by Biotech Booster but could also be an independent person). The Complaints Officer requires the prior approval of the BoSD.
- 2.2. Responsibilities of Complaints Officer. The Complaints Officer will:
- a. keep a registration of the Complaints reported to them, the work undertaken by them in response to Complaints and the results of such work;
 - b. report periodically, based on this registration, on their work and findings in writing to the responsible management and the Board of Directors;
 - c. flag structural shortcomings and possibly attach recommendations to their findings;
 - d. arrange for the creation of a complaint handling file and ensure that the retention and registration take place in such a way that the privacy of the Complainant, the person concerned and any other persons involved is guaranteed and that unauthorised persons cannot gain access.
- 2.3. Role of Complaints Officer. The Complaints Officer has a mediating role and will try to bring the Complainant, Biotech Booster and any person(s) involved into contact with each other (in writing) with the aim of satisfactorily resolving the Complaint as soon as possible by hearing all sides.
- 2.4. Relationship with Complaints Advisory Committee. When carrying out their work, the Complaints Officer will focus on achieving a lasting solution for the dissatisfaction and on repairing the relationship between the Complainant and the person involved. If the Complaints Officer is unable to sufficiently resolve a Complaint, a referral to the Complaints Advisory Committee will follow.
- 2.5. Obstruction. The Complaints Officer may turn to the Board of Directors directly, if they believe they are being obstructed when performing their work in accordance with this article 2.5 or are being put at a disadvantage when performing their work. The Board of Directors will investigate this and take appropriate measures, if necessary, to ensure that the Complaints Officer can perform their work in accordance with this article 2.5 and is not put at a disadvantage because of the performance of such work.
- 2.6. Complaints about the Complaints Officer. Complaints about the Complaints Officer will be dealt with on the basis of these Complaints Handling Rules, on the understanding that the Complaints Officer themselves will play no part here. In the case of a Complaint about the Complaints Officer, the Complainant may turn to a substitute complaints officer to be appointed by the Board of Directors for advice and assistance.

Article 3. Complaints Advisory Committee

- 3.1 Set-up of Complaints Advisory Committee. The Board of Directors will appoint the members of the Complaints Advisory Committee after having obtained approval of the BoSD and is responsible for appointing, suspending and dismissing the members in accordance with the provisions of this article 3. The members, with the exception of the chairperson, will be appointed for a period of four years and may subsequently be reappointed.

The Complaints Advisory Committee will consist of at least 5 members. Members may or may not work for Biotech Booster provided that the majority of the Complaints Advisory Committee,

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including the member who is the chairperson, does not work for or at Biotech Booster. The members will sit on the Complaints Advisory Committee by virtue of their expertise and in a personal capacity, without any mandate or consulting with anyone.

If a Complaint is referred to the Complaints Advisory Committee, the chairperson of the Complaints Advisory Committee will choose 3 members, including the chairperson, to handle the Complaint. The choice will be based on expertise, experience and independence.

The Board of Directors may only give general instructions to the Complaints Advisory Committee.

- 3.2 End of membership. The membership of a member of the Complaints Advisory Committee will end through:
- a. Voluntarily withdrawal by the respective member;
 - b. death;
 - c. dismissal by the Board of Directors in accordance with article 3.3.
- 3.3 Dismissal. The Board of Directors may only dismiss a member of the Complaints Advisory Committee (after having obtained approval of the BoSD):
- a. if the member loses the capacity that was decisive for the decision to appoint them;
 - b. if the member is manifestly performing their duties in an inadequate manner or neglecting their duties or is manifestly unfit to perform their duties;
 - c. at the request of the Complaints Advisory Committee (by unanimous vote of all the other members);
- 3.4 Role of the Complaints Advisory Committee. The Complaints Advisory Committee will advise the Board of Directors on Complaints submitted to the Complaints Advisory Committee. For this purpose, the Complaints Advisory Committee has the following powers:
- a. opening an independent investigation;
 - b. obtaining information and reviewing (file) documents relating to the Complaint after the Complainant's consent has been obtained;
 - c. calling and hearing the persons who are directly involved in the submitted Complaint.
- The Complaints Advisory Committee will send a report of its findings, accompanied by its advice and any recommendations, to the Board of Directors. The report will include the record of the hearing.
- 3.5 Supervision and Complaints. The Board of Directors will ensure that the Complaints Advisory Committee carries out its work in accordance with these Complaints Handling Rules. Complaints about the Complaints Advisory Committee can be submitted to the Board of Directors.

Article 4. Submitting a Complaint

- 4.1 Submitting a Complaint. A Complaint must be submitted in writing to the Complaints Officer using the contact details which will be available in the online Teams Environment of Biotech Booster.
- 4.2 Information. In their complaint, a Complainant must in any event include the following information:
- a. the name and address and possibly the telephone number of the Complainant;
 - b. a description of the conduct or the response, decision assessment and/or conduct by Biotech Booster, TC Office, Project Steering Committee or Panel of Entrepreneurs that is the subject of the Complaint and the date on which or the period within which it occurred;
 - c. if applicable, the name of the natural person who is the subject of the Complaint;
 - d. the Project or Project Proposal that is the subject of the Complaint;
 - e. the signature of the Complainant and the date.

Complaints that have been submitted by email and that have not been signed will be considered, unless there are reasons to require a signature, e.g. because it is not clear who the sender is. Complaints without a date will be deemed to be dated on the day of receipt.

- 4.3 Language. The Complaint must be formulated in English. Biotech Booster, the Complaints Officer and the Complaints Advisory Committee will formulate its correspondence and opinion in the English language.
- 4.4 Acknowledgement of receipt. The Complaints Officer will acknowledge the receipt of the Complaint to the Complainant in writing, stating the date of receipt of the Complaint.

Article 5. Handling by Complaints Officer

- 5.1. Complaints Officer. After the receipt of the Complaint, the Complaints Officer will contact the Complainant within ten (10) working days in order to discuss the Complaint and inform the Complainant of the options for handling the Complaint. Additional written information may be provided to the Complainant, if so desired. If the Complainant has indicated that they do not wish to be contacted about the Complaint by telephone, the Complainant will be informed about the options for handling the Complaint in writing.
- 5.2. Complaints procedure. After the Complainant has received information from and consulted with the Complaints Officer, the Complainant will determine the course of the complaints procedure. A Complaint can be handled in any of the following ways:
- a. request for registration: if the Complainant does not wish Biotech Booster to give its opinion, but wishes to flag up or report their discontent or dissatisfaction, this Complaint will be registered and analysed in conformity with article 11. If the Complainant opts for this procedure, the handling of the Complaint will be closed after registration;
 - b. request for a (practical) solution/mediation: the Complaints Officer will consider the Complaint in conformity with articles 5.3 et seq;
 - c. request for an opinion: the Complaints Officer will refer the Complaint to the Complaints Advisory Committee in conformity with article 5.5. The Complaints Advisory Committee will investigate the Complaint and give advice to the Board of Directors, which will give its opinion on the Complaint following the advice of the Complaints Advisory Committee;
 - d. dismissal because of the inadmissibility of the Complaint: a Complaint that is (likely) to be inadmissible by virtue of article 7 will not be considered. If the Complainant disagrees with the dismissal of their Complaint by the Complaints Officer due to its inadmissibility, the Complainant may request the Complaints Officer to refer the Complaint to the Complaints Advisory Committee.
- 5.3. Mediation. If the Complainant opts for the mediation procedure, the Complaints Officer may:
- a. request further information from the persons involved;
 - b. arrange for one or more mediation talks between the Complainant and the accused person(s);
 - c. consult experts.
- The Complaints Officer will complete the mediation procedure within 6 weeks after the Complaint was submitted. If this time limit is not practicable, the time limit can be extended by 4 weeks with a statement of the reasons.
- 5.4. Complaint resolved to Complainant's satisfaction. If the Complainant is of the opinion that the Complaint has been satisfactorily resolved, the Complaints Officer will finalize the Complaint and register this in conformity with article 11. The Board of Directors will be informed by the Complaints Officer in writing.
- 5.5. Complaint not resolved/referral. The Complaints Officer will refer the Complaint to the Complaints Advisory Committee if:
- a. the handling of the Complaint by the Complaints Officer does not lead to a result that is satisfactory for the Complainant and the Complainant requests a referral from the Complaints Officer in writing within 2 weeks after the Complaints Officer finalized the complaints procedure; or

- b. if the Complainant requests the immediate handling of the Complaint by the Complaints Advisory Committee in conformity with articles 5.2 c. or d.

Article 6. Handling by Complaints Advisory Committee

- 6.1 Acknowledgement of receipt. Within 5 working days of the receipt of the Complaint by the Complaints Advisory Committee, the Complainant will receive a written acknowledgement of receipt. The Complaints Advisory Committee will only consider Complaints that have been received from the Complaints Officer.
- 6.2 Hearing. Within 6 weeks after the receipt of the Complaint and unless the Complaint is inadmissible as set out in Section 7.1, the Complaints Advisory Committee will set a hearing date. This date may only be rescheduled for compelling reasons. In principle, the Complaints Advisory Committee will hold hearings once a month and also whenever the chairperson considers this to be necessary. If a hearing has been scheduled, it will, in principle, go ahead, even if the Complainant and/or the person involved is/are absent.
- 6.3 Hearing both sides. During the hearing, the Complaints Advisory Committee will give the Complainant the opportunity to explain their Complaint orally. During the hearing, the person(s) involved will be given the opportunity to respond to the Complaint orally. In principle, the Complainant and the person(s) involved will be heard simultaneously by the Complaints Advisory Committee. The Complainant or the person(s) involved may indicate that they do not wish to attend the oral hearing of the Complaint jointly. If the explanation is not given in each other's presence, the Complaints Advisory Committee will inform every party of the other party's view.

The Complaints Advisory Committee may decide to hear both parties again, whether or not separately.
- 6.4 Written statement/witnesses. Both the Complainant and the person(s) involved may submit written witness or expert statements up to 1 week before the Complaint is dealt with at the hearing. The Complaints Advisory Committee will not take note of written documents submitted after the hearing or of written documents newly submitted during the hearing, unless the other party gives its consent thereto.
- 6.5 Experts. The Complaints Advisory Committee may seek the advice of experts. The Complaints Advisory Committee may invite an expert to attend all or part of the oral hearing of the Complaint to exhibit their expertise at the chairperson's request. A request to this effect may also be made by the Complainant and/or by the Board of Directors.
- 6.6 Assistance. The Complainant and the person(s) involved may be assisted while the Complaint is handled by a person designated by them.
- 6.7 Access to documents. In principle, the Complainant and the person(s) involved are entitled to access all documents that are relevant for the handling of the Complaint and that are held by the Complaints Advisory Committee, unless the privacy of third parties would be jeopardized by such access or professional secrecy would be breached. The chairperson and the secretary of the Board of Directors will decide on the right of access.
- 6.8 Confidentiality. The Complaints Advisory Committee will ensure that its meetings are confidential and non-public in nature.

Article 7. Inadmissible Complaints

- 7.1 Inadmissible Complaints. Prior to the hearing, the Complaints Advisory Committee will first consider whether the Complaint is admissible. The Complaints Advisory Committee will advise the Board of Directors to declare a Complaint inadmissible if:
 - a. a Complaint was not submitted in conformity with article 4, provided the Complainant has been given the opportunity to complete the Complaint within a reasonable time limit to be set by the Board of Directors;
 - b. the Complaint was filed anonymously;

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- c. the Complaint was already submitted and resolved with due observance of these Complaints Handling Rules before and no new facts have occurred;
- d. the Complaint is already being processed by Biotech Booster with due observance of these Complaints Handling Rules;
- e. the conduct, response, decision or assessment that is the subject of the Complaint occurred more than twelve (12) months before the Complaint was submitted;
- f. the interest of the Complainant or the weight of the conduct, response, decision or assessment that is the subject of the Complaint is manifestly insufficient.

7.2 Assessment. After receiving the advice of the Complaints Advisory Committee, the Board of Directors will decide whether the Complaint will be declared inadmissible.

The Complaints Advisory Committee will notify the Complainant as soon as possible in writing that the Complaint will not be considered, but no later than two weeks after the receipt of the Complaint.

7.3 Claim for compensation. The Complaints Officer and the Complaints Advisory Committee will not consider claims for compensation, even if they are submitted together with the Complaint. The Complaints Advisory Committee will not give an opinion on liability. A statement that a Complaint is well-founded does not imply that liability is accepted.

If a Complaint is submitted to the Complaints Advisory Committee that (partly) concerns a claim for compensation, the Complaints Advisory Committee will not make any statements as to whether the person(s) involved or Biotech Booster is (are) liable. The Complainant must submit the request for compensation to the Board of Directors.

Article 8. Advice of Complaints Advisory Committee

8.1 Advice. After the completion of the investigation, the Complaints Advisory Committee will deliberate on its advice. The advice of the Complaints Advisory Committee will include the following elements:

- a. the merits of the Complaint (the advice may be: well-founded, unfounded or partially founded) or the inability to give an opinion, if the parties present different views of the facts and it is not (or no longer) possible to judge this;
- b. a reasoning;
- c. if possible, advice on possible measures to prevent the repeated occurrence of Complaints.

8.2 Time limit. The Complaints Advisory Committee will come to an advice within two (2) weeks of the hearing and will provide the Board of Directors with its advice in writing. If this time limit cannot be met, the Complaints Advisory Committee may extend the time limit by a maximum of four (4) weeks, with a statement of the reasons. The secretary of the Complaints Advisory Committee will inform the Board of Directors, the Complainant and the person(s) involved of this extension in writing.

8.3 Opinion of the Board of Directors. Within two (2) weeks after the receipt of the advice of the Complaints Advisory Committee, the Board of Directors will give its opinion on the Complaint. The Complainant and the person(s) involved will be notified of this opinion in writing by the secretary of the Complaints Advisory Committee. Biotech Booster will in principle follow the advice of the Complaints Advisory Committee. If the opinion of the Board of Directors deviates from the advice of the Complaints Advisory Committee, the opinion will set out the reason for the deviation and the advice will be enclosed with the notification.

8.4 Proceedings before a civil court. If a Complaint is not resolved to the Complainant's satisfaction after having been considered in accordance with these Complaints Handling Rules and the Complainant does not acquiesce in this, a dispute will exist. The Complainant may submit the dispute to a civil court.

Article 9. Early resolution

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- 9.1 Informal resolution. The Complaints Officer or the Complaints Advisory Committee may investigate, at any stage of the complaints handling procedure, whether amends can be made to the Complainant by resolving their Complaint informally. When the Complainant's Complaint has been addressed to the Complainant's satisfaction, the obligation to continue to apply these Complaints Handling Rules will cease to exist.
- 9.2 Withdrawal. A Complaint will not be considered any further, if the Complainant withdraws the Complaint. The Complainant may withdraw the Complaint by indicating in writing/electronically that they do not wish Biotech Booster to consider the Complaint any further. The withdrawal of the Complaint will be acknowledged to the Complainant in writing/electronically. If the Complaint is withdrawn orally, the withdrawal of the Complaint will be acknowledged to the Complainant in writing, stating the date of the telephone conversation and, if applicable, the reason for the withdrawal.

Article 10. Secrecy and privacy

- 10.1 Secrecy. All persons who are involved in the handling of a Complaint by virtue of their position in the complaints handling procedure are required to keep everything that has become known to them by virtue of such handling secret, unless there is a statutory disclosure obligation or the need for disclosure arises from these persons' duties when implementing the complaints handling procedure.
- 10.2 Files. Only members of the Complaints Advisory Committee will have direct access to the files of the Complaints Advisory Committee.

Article 11. Registration, filing and retention

- 11.1 Registration. The Complaints Officer and the Complaints Advisory Committee will arrange for the registration of the Complaints that are submitted. If the Complaint is registered in accordance with this article 11.1, it will be stored in a database set up for that purpose. This database will be analysed on a regular basis with the aim of taking improvement measures in the area of service quality. The database must comply with the applicable laws and regulations in this area, such as the General Data Protection Regulation.
- 11.2 Filing. The Complaints Officer and the Complaints Advisory Committee will arrange that all documents relating to a Complaint are kept in a (digital) file. The secretary of the Complaints Advisory Committee will arrange for this filing.
- 11.3 Destruction. After a Complaint has been handled, the members of the Complaints Advisory Committee will destroy their copies.
- 11.4 Retention period. The registrations and the files relating to the handling of the Complaint will be kept for a period of five (5) years from the date of finalization by the Complaints Officer or the opinion of the Board of Directors.

Article 12. Complaints Handling Rules

- 12.1 Complaints Handling Rules. These Complaints Handling Rules will be accessible via the online Teams Environment of Biotech Booster and will be attached to the Agreement as Annex 7.
- 12.2 Amendments. Amendments in the Complaints Handling Rules will be adopted by the Board of Directors. Amendments will take effect on the next working day after their adoption.