

Articles of Association for the SINTEF Foundation

Adopted by SINTEF's Council on 23 November 2022. Valid from 16 March 2023.

These Articles replace the organisation's original Articles of Association that were adopted by the Professorial Council of NTH (Norwegian Institute of Technology) on 26 January 1950, revised by SINTEF's Council of Representatives on 31 March 1950, 6 February 1953, 24 November 1961, 23 April 1971, 2 February 1976 and by SINTEF's Council on 10 December 1980, 9 December 1992, 28 April 1993, 18 December 1995, 20 April 1999, 26 January 2000, 18 April 2007 and 29 November 2017.

The current wording was approved by the Norwegian Foundation Authority on 16 March 2023.

In these Articles, the following terms are used:

- *SINTEF: The SINTEF Foundation*
- *NTNU: The Norwegian University of Science and Technology*
- *NTH: The University of Trondheim, Norwegian Institute of Technology*

§ 1 Enterprise name, establishment and business municipality

The name of the foundation is the SINTEF Foundation. This foundation was established by NTH's Professorial Council on 26 January 1950 under the name of "Selskapet for industriell og teknisk forskning ved Norges tekniske høgskole" (*The company for industrial and technical research at the Norwegian Institute of Technology*).

SINTEF is the parent enterprise in the SINTEF Group. The SINTEF Group comprises SINTEF and enterprises in which SINTEF always holds a majority interest.

SINTEF is headquartered in Trondheim.

§ 2 Objective and basic capital

The SINTEF Foundation is a non-profit research foundation. Its objective is to contribute to societal development by conducting research in the fields of natural sciences, technology (including building and construction) and health and social sciences in collaboration with the Norwegian University of Science and Technology, referred to hereafter as NTNU. This objective is realised through development of our own high-level expertise and close interaction with NTNU, and in collaboration with business and industry, public sector agencies and other research and educational institutions.

SINTEF has a non-profit objective. The Foundation may participate in non-profit research enterprises and in enterprises that are based primarily on the SINTEF Group's research results.

SINTEF's basic capital is NOK 71 350 000.

§ 3 SINTEF's governing bodies

The Board is SINTEF's highest governing body, and in its role as the Group Board, it manages the foundation's ownership interests in partly and fully owned subsidiaries. SINTEF also has a council ("the Council") and an election committee.

The general manager is responsible for the day-to-day management of the enterprise.

True translation certified 12 July 2023
Ellen Marie Crocker
Government authorized translator, Norway



§ 4 The Board: Composition and election

1. The Board is to have 9 members.
2. Of the board members, 2 members with 1 deputy member must have their primary employment at NTNU; 4 members with 2 deputy members must come from business, industry or the government sector. The members are appointed by the Council, which also appoints the Chair and Vice Chair of the Board.
3. All elections are for two years at a time, and members may be re-elected twice. For the Chair of the Board, there may be one extra re-election.
4. Three board members must be permanent employees of the SINTEF Group. They are elected pursuant to the provisions governing employee representatives in the Norwegian Foundations Act.

§ 5 The Board: Responsibility and quorum

1. The Board must ensure responsible management and organisation of the activities in SINTEF and the SINTEF Group.
2. The Board forms a quorum when at least half of its members, including the Chair or Deputy Chair, are present or participate in the Board deliberations. For a decision to be made, the majority of board members participating in deliberations on a matter must vote in favour. If there is a parity of votes, the Chair of the meeting has the casting vote.

§ 6 The Council: Composition and election

1. SINTEF's Council consists of 28 members.
 - 11 members, including NTNU's Rector, with 4 deputy members, will be appointed by the NTNU Board. They must have their primary employment at NTNU, and it is important that all faculties that collaborate with SINTEF are represented on the Council;
 - 2 members with 1 deputy member will be appointed by the Faculty of Mathematics and Natural Sciences at the University of Oslo;
 - 3 members with 2 deputy members will be appointed by the Confederation of Norwegian Enterprise (NHO);
 - 2 members with 1 deputy member will be appointed by the Norwegian Confederation of Trade Unions (LO);
 - 2 members with 1 deputy member will be appointed by Tekna - The Norwegian Society of Graduate Technical and Scientific Professionals;
 - 5 members with 2 deputy members will be appointed by the SINTEF Board.

Three members with personal deputies will be elected by and among SINTEF Group employees.

The appointing bodies must consider gender balance and diversity when members and deputy members of the Council are appointed.

The resulting appointments must be collated and recorded by the Board of the SINTEF Foundation.

2. The Council members and deputy members are appointed together for a period of four years.

SINTEF's administration will coordinate with the appointing bodies and determine deadlines for the appointments, thus ensuring that the Foundation has a functioning council at all times.

It is possible to reappoint/re-elect members, but only for two continuous four-year periods. The rule concerning a maximum term of service does not apply when the Rector has previously been a council member in a different capacity.

The appointing bodies may, if necessary, replace members and deputy members in the course of the four-year period.

3. The Rector of NTNU serves as the Council's Chair, and NTNU appoints the Council's Deputy Chair from among those council members that have been appointed by the NTNU.

§ 7 The Council: Responsibility and quorum

1. The Council must ensure that the Foundation's objectives are adhered to in accordance with the Articles of Association and the Council's own decisions. It must also act as an advisor to the Board.

The Council meets at least twice a year. Council meetings are also called when the Chair finds it necessary or when at least five of its members request a meeting. Notice of meetings should normally be issued at least 14 days in advance.

Council meetings are led by the Chair, or in his/her absence, by the Deputy Chair. The Council forms a quorum when at least half of its members, including the Chair or Deputy Chair, are present. Unless otherwise expressly stated in the Articles of Association, a decision is made when the majority of council members participating in deliberations on a given matter, vote in favour. If there is a parity of votes, the Chair of the meeting has the casting vote. In cases where the Articles of Association require a two-thirds majority, the majority is calculated based on the members who participate in deliberations on the matter, unless otherwise stipulated in an express provision.

2. The Council has the following duties:
 - Electing the Board Chair, Deputy Chair and other members with deputy members as stated in § 4 no. 2. The Council may, with a two-thirds majority, remove a board member when the conditions in § 29 second subsection of the Foundations Act are met. A new board member must then be elected in accordance with § 4 no. 2;
 - Advising the Board concerning major expansions, reductions or changes in business activities, in particular those that impact on larger groups of personnel, that require major investments or are presumed to entail particular financial risk;
 - Advising the Board on issues concerning strategy and development plans;
 - To have submitted, for its information, the Board's operating plans for the next planning period and, if appropriate, provide an opinion to the Board in that connection;
 - To have submitted, for its information, the annual accounts of the Foundation and the Group;
 - Determining the remuneration of the board members;
 - Electing an auditor for the Foundation;

- Electing the members of the Election Committee,
- Determining any restructuring of the Foundation in accordance with a proposal from the Board.

§ 8 The Election Committee

The Election Committee will, in line with § 7 of these Articles of Association, prepare the process of election for those board members that will be appointed by the Council pursuant to § 4 no. 2. The Election Committee's proposal will be included in the documents for the Council meeting.

The Council Chair chairs the Election Committee. The other two members are elected by the Council for two years, although not beyond their term on the Council. Re-election may take place twice.

SINTEF's administration will provide a secretariat for the work of the Election Committee.

§ 9 General manager

SINTEF must have a general manager with the responsibility and authority as specified in the provisions of the Foundations Act and the guidelines and instructions stipulated by the Board. The general manager participates in the meetings of the Board and the Council. The general manager is the President and CEO of the SINTEF Group.

§ 10 Amendments to the Articles of Association

Any decision to amend these Articles must be made by the Council in accordance with a proposal from the Board, with a two-thirds majority. The Board must obtain an opinion on the matter from NTNU. Amendments to the Articles must be approved by the Foundation Authority.

§ 11 Dissolution

1. Any decision to dissolve the Foundation must be made by the Council with at least two thirds of all Council members voting in favour, and there must be a recommendation from the Board to so dissolve. The Board must in advance obtain an opinion on the matter from NTNU and such agencies that pursuant to law or agreement are entitled to state their opinion. A decision for dissolution must be approved by the Foundation Authority.
2. Upon dissolution, SINTEF's assets will, once outstanding commitments have been met, be distributed among institutions at or outside NTNU that can continue the applied research and development work according to the intention that has informed SINTEF's activity. The assets must be transferred to non-profit institutions. As far as possible, it must be ensured that activities which have been organised with a particular focus on their lasting obligations to the outside world, can be continued.



E. M. Crocker