

Oncode Institute

*Outsmarting cancer
Impacting lives*

Good Governance Charter

Adopted by the Oncode Managing Board

Approved by the Oncode Supervisory Board

November 2021

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Introduction

Approved by the Oncode Supervisory Board – 29 August 2017

Preamble

The collection of diseases we call cancer afflicts an alarming number of people, making it a leading cause of death worldwide. There's a tremendous need to develop new knowledge and methods to outsmart these diseases.

Oncode is an independent institute dedicated to understanding cancer and translating research into practice more efficiently. Oncode, starting from a deeper understanding of the basics of cancer, works to come up with better treatments and improved diagnostics. Our goal is helping more patients survive, improving the quality of life for those afflicted, and ultimately curing cancer.

We adhere to the Oncode's starting points and strategy as stated in the Strategic Plan.

Oncode has established the following values to guide us in all we do from inspiration to action.

- excellence* the quality of being outstanding or extraordinary
- collaboration* the dedication to working with others toward a shared goal
- creativity* the use of imagination and original ideas to create something new
- flexibility* the willingness to change course or reach a compromise
- engaged* the drive to build relationships with those who benefit from our work

These values are the fundament for our governance and as such for the regulations of the Good Governance Charter.

In its governance structure Oncode strives to be:

- transparent with a clear division of duties and responsibilities of its Boards and Committees.
- capable of adapting to developments and environmental factors.

The members of the Boards and Committees are aware of their extraordinary responsibility, social position and exemplary role, and shall not perform duties or neglect responsibilities that damage the interests and reputation of Oncode.

The members of the Boards and Committees are willing to commit enough time to fulfil their role adequately.

Any person who is appointed to serve as a member of a Board or Committee shall - upon taking up the position - declare to Oncode in writing that he accepts and consents to the Good Governance Charter and agrees with its provisions.

1. Good Governance Charter

1. To ensure good governance, Oncode has developed the Good Governance Charter based on the rules in the Dutch Corporate Governance Code and the Good Governance Code for charities (SBF-Code Goed Bestuur). These rules have been applied as far as fitting for Oncode, based on its strategy and governance structure.
2. The Good Governance Charter is established pursuant to the Articles (Articles, **Annex B**).

3. The Good Governance Charter is complementary to relevant provisions contained in applicable law and regulations and in the Articles.
4. The meaning of certain capitalized or uncapitalized terms used in the Good Governance Charter are set forth in the List of Definitions attached as [Annex A](#).

2. Content

1. This Good Governance Charter constitutes the regulations of Oncode's most prominent and influential Boards and Committees:
 - Supervisory Board
 - Managing Board
 - Research Management Committee
 - International Advisory Board
 - Clinical Advisory Board
 - Investment Advisory Committee
 - *Valorization Advisory Board*
2. The Good Governance Charter also comprehends key policies:
 - Conflict of interest policy
 - *Code of Conduct*
 - *Financial regulations*
 - *Whistleblower policy*

3. Social responsibility

1. Oncode's aim is to be diverse, welcoming talent from all backgrounds. In the composition of the Boards and Committees we adhere to this principle, and we will especially be striving to create gender balance in the Boards and Committees.
2. Oncode would not exist without the financial support of KWF, the Ministries and the Partner Institutions. Oncode realizes that this brings a social responsibility that exceeds the responsibility of a regular foundation. A responsibility that has to be translated into a solid governance structure in order to achieve the mission of Oncode.

4. Communication

1. Oncode's working language is English.
2. The Good Governance Charter is posted on Oncode's website.

5. Confidentiality

Every member of a Board or Committee shall not disclose, both during his term as a member as well as thereafter, in any way whatsoever any information of a confidential nature, including documents, which comes to such member's knowledge in the course of performing his duties for Oncode, and which he knows or should know is confidential, unless he is required to do so by law. Nonetheless, a member shall be entitled to disclose any of the aforementioned information to other members of the

Board or Committee he is on. Under no circumstances whatsoever may a member of a Board or Committee use any of the aforementioned information for personal gain.

6. *Governing law, jurisdiction and partial nullity*

- 1.** The Good Governance Charter shall be governed by and construed in accordance with the law of the Netherlands. Only a Dutch court of law shall have jurisdiction to adjudicate any dispute arising pursuant to or in connection with the Good Governance Charter (including any dispute concerning the existence, validity and termination of this charter).
- 2.** The Good Governance Charter is deemed to complement the provisions of the law of the Netherlands, the applicable regulations and the Articles. Where the Good Governance Charter accords with the Articles but conflicts with the law of the Netherlands and/or any applicable regulations, the law and/or regulations shall prevail.
- 3.** In the event that one or more clauses of the Good Governance Charter are or become null and void, this shall not affect the validity of the remaining provisions. These invalid clauses may be replaced with valid ones, the implications of which shall as far as possible coincide with those of the invalid clauses.

Oncode

SUPERVISORY Board Regulations

Adopted by the Oncode Supervisory Board – 29 August 2017, updated on 16 January 2018

Composition, independency, positions, support

1. *Composition of the Supervisory Board*

Read in conjunction with: Articles of Incorporation – Section 9

1. The Supervisory Board consists of three (3) - nine (9) natural persons to be appointed by the Supervisory Board:

- *An independent Chair, unattached to any of the Stakeholders*
- *Nominees (4)*

Each of the Stakeholders together (if applicable) per category has the right to nominate a person to be appointed on one position:

- KWF
- Dutch government (the Ministries)
- Affiliated research institutes, not being an UMC, with whom Oncode has entered into an affiliation agreement
- Affiliated UMC's with whom Oncode has entered into an affiliation agreement

- *Originating Members (2)*

One member shall have knowledge of and experience in business, and one shall have knowledge of and experience in Oncode's objectives through personal experience or as a representative of cancer patients.

- *Expert Members (1-2)*

Members with specific expertise needed for the proper functioning of the Supervisory Board, such as professional financial expertise.

2. The initial members of the Supervisory Board have been appointed for a term of two to four years. In order to create staggered board renewal, starting in year three, 25% of the original members will be replaced each year by new members.
3. The members of the Supervisory Board are appointed for a period of four (4) years. The members of the Supervisory Board may be reappointed only once for a period of four (4) years, after – if applicable – consultation with and a positive evaluation of the Stakeholder which had nominated him/her to a position on the Supervisory Board.
4. The members of the Supervisory Board will be appointed and dismissed by the Supervisory Board. A resolution to suspend or dismiss a member of the Supervisory Board is adopted by an absolute majority of the votes cast in a meeting where at least two-thirds of the members of the Supervisory Board are in attendance or represented, the vote of the member concerned not included.
5. The composition of the Supervisory Board with regard to the expertise and background demanded of the Supervisory Board is determined by the Supervisory Board in the profile, which is attached to the Good Governance Charter as [Annex C](#). The profile will be reviewed annually by the Supervisory Board in the evaluation process and such review will address what Oncode needs in terms of its phase of development.

6. A Supervisory Board member shall retire early in the event of inadequate performance, structural incompatibility of interests, and in any other instances where deemed necessary by the Supervisory Board.

2. Selection process members Supervisory Board

Read in conjunction with: Articles of Incorporation – Section 9

1. In the event of a vacancy within the Supervisory Board, the Managing Board and – if relevant - the nominating Stakeholder will be informed within 10 working days.
2. The nominating Stakeholder shall receive the profile for the Supervisory Board as a whole and the profile of the vacancy in particular within 10 working days of its drafting by the Supervisory Board.
3. The nominating Stakeholder shall take the profile of its composition and of the vacant position adopted by the Supervisory Board into consideration when making a nomination. The Supervisory Board shall be free to appoint a member if the relevant Stakeholder fails to make a nomination within two (2) months of the position becoming vacant. A nomination submitted on time shall in principle be binding. However, the Supervisory Board may disregard the nomination in the event such nomination does not comply with the profile of its composition or of the vacant position, if it adopts a resolution to that effect by a positive vote of no less than two-thirds of the members of the Supervisory Board. In such event the relevant Stakeholder can nominate another person. If the second nomination is again rejected, the Supervisory Board shall then be authorized to appoint the new member on the vacant position itself.
4. The recruitment of the Chair, the Originating Members and Expert Members of the Supervisory Board shall be conducted through a transparent, public procedure. Recruitment through an executive search agency is considered to be transparent and public. Vacancies for the Chair, the Originating Members and the Expert Members will be posted on Oncode's website.
5. The Supervisory Board informs the Stakeholders of an appointment of a member of the Supervisory Board.

3. Independency

Read in conjunction with: Articles of Incorporation – Section 10

1. The Supervisory Board acts in accordance with the interests of Oncode, taking into account the interests of Oncode's stakeholders in general (not limited to the Stakeholders that have the right to nominate members for the Supervisory Board).
2. Each member of the Supervisory Board is independent and the Supervisory Board performs its duties independently.
3. Though several members of the Supervisory Board are appointed on nomination or recommendation of Stakeholders, they also shall perform their duties independently, in the best interests of Oncode as a whole. The appearance of partiality shall be avoided at all times. The responsibility for the proper performance of their duties is vested collectively in the Supervisory Board.

4. In Articles - Section 10.2 is stated which persons are excluded from being a member of the Supervisory Board with respect to independence and incompatible functions.
5. Taking into account the provision about independency above, a member of the Supervisory Board can be attached to a Stakeholder as an employee or as a member of a Stakeholder's managing board, supervisory board or a similar body. Oncode Investigators can under no circumstances be members of the Supervisory Board.

4. Chair & Vice-Chair

Read in conjunction with: Articles of Incorporation – Section 11

1. The Supervisory Board appoints a non-aligned Chair from its midst.
The Chair is primarily responsible for the functioning of the Supervisory Board and its Committees. This means, amongst others, that (i) he/she shall act as the spokesman of the Supervisory Board, (ii) he/she is the main contact for the General Director and the Managing Board as a whole, (iii) he/she takes care of timely and adequate provision of information to the other members and the Supervisory Board's committees, (iv) he/she is responsible for the organization of the meetings of the Supervisory Board and setting its agenda, (v) he/she organizes the annual evaluation and assessment of the performance of the Managing Board and the Supervisory Board and (vi) (potential) personal conflicts of interests should be notified by the members of the Supervisory Board to the Chair.
2. The Supervisory Board can appoint a Vice-Chair from its midst. The Vice-Chair replaces and assumes the powers and duties of the Chair in the latter's absence. The Vice-Chair acts as a contact for the individual members of the Supervisory Board and the Managing Board on the performance of the Chair.

5. Support

Read in conjunction with: Articles of Incorporation – Section 12

1. The Supervisory Board is supported by a company secretary, to be provided by Oncode.
2. The company secretary shall support the Chairman of the Supervisory Board in the organization of the affairs of the Supervisory Board (information, agenda, reporting of meetings, evaluation, training & education etc.). The company secretary is as such also the secretary of the Supervisory Board.

Duties and Powers

6. General duties and powers

Read in conjunction with: Articles of Incorporation – Section 4, 6, 9, 16, 17, 18

1. The Supervisory Board and the Managing Board work together closely to the benefit of Oncode, taking into account that Oncode has an important social responsibility.
2. The Supervisory Board has the duty to supervise the policy of the Managing Board and the general conduct of business of Oncode. It will advise the Managing Board. In fulfilling its duties, the Supervisory Board will represent the interest of Oncode and

institutions affiliated thereto. The Supervisory Board is responsible for the employment practice regarding the Managing Board and will establish the legal status and the employment conditions of the members of the Managing Board.

3. The supervision by the Supervisory Board includes the following subjects: (1) performance of the Managing Board as a whole as well as its individual members, (2) achievement of Oncode's objectives; (3) Oncode's strategy; (4) the outlay and performance of the internal risk management; (5) financial reporting process; (6) compliance with legislation and regulations, and Oncode's contractual obligations including funding agreements; (7) relation with the Stakeholders; (8) social responsibility issues that are relevant to Oncode.
4. The resolutions of the Managing Board that are subject to the approval of the Supervisory Board based on the Articles are stated in provisions **6.10, 16, 17, 18 Articles**.
5. Additional resolutions that are subject to approval of the Supervisory Board are:
 1. the approval of expenditures not included in the annual budget with a value exceeding € 25,000.00;
 2. the stakeholders' policy of the foundation.
 3. the adoption of an internal risk management system and the amendment thereof;
 4. the adoption of a social responsibility policy and major changes thereto;
 5. adoption or amendment of the procedure and the criteria used to select the Oncode Investigators;
 6. the adoption or amendment of a five year review procedure for Oncode, including its key performance areas.
6. The Managing Board is appointed and dismissed by the Supervisory Board.
7. The Supervisory Board is responsible for the quality of its own performance, which shall be reviewed annually as described in **article 12** of these Supervisory Board Regulations.
8. Duties regarding the performance of the Supervisory Board and Managing Board are stated in provisions **9.11 and 9.12 Articles**.
9. The Supervisory Board is authorized to also make subject to its prior written consent other resolutions of the Managing Board. Such resolutions shall be clearly described to the Managing Board in writing.

7. Committees

Read in conjunction with: Articles of Incorporation – Section 9.16

1. Upon consultation with the Managing Board, the Supervisory Board is authorized to establish one or more subcommittees, including a remuneration committee and an audit committee, whose composition, tasks and powers will be determined by regulations. The Supervisory Board shall establish regulations for each committee.
2. The regulations and the composition of these committees are posted on Oncode's website.

8. Information

Read in conjunction with: Articles of Incorporation – Section 9.13

1. The Managing Board shall of its own accord and in a timely manner provide the Supervisory Board and its members and committees with the information needed to function and to discharge their duties properly. The Supervisory Board and its members each have responsibility for obtaining all information from the Managing Board needed to enable them to carry out their duties properly as a supervisory body.
2. The information will as much as possible be provided in writing.
3. The Managing Board shall provide the Supervisory Board with the following information in a timely manner:
 1. for each meeting, a report with information on, among other things, material developments in the execution of Oncode's strategy, major organizational issues, stakeholder relations and other relevant issues; and
 2. quarterly, a report with detailed information on the financial situation and development of Oncode;
 3. the simultaneous termination or termination within a short period of time of a significant number of employees, or the termination of an agreement with a significant number of persons that are working for the foundation as self-employed or in a partnership;
 4. the anticipated termination or suspension of the employment contract of existing key employees;
 5. the incorporation of a new legal entity and the adoption of the articles of incorporation thereof, and the termination of a legal entity;
 6. the opening of branch office of the foundation, or the change of address of the foundation;
 7. the exercise of voting rights in the general meeting of shareholders of any subsidiary or any other legal entity in which it directly or indirectly owns at least twenty percent (20%) of the issued capital;
 8. the effecting of business transactions with any legal entities referred to above in sub 5.
4. If deemed necessary by the Supervisory Board, it may obtain information from employees, Oncode Investigators and external advisers of Oncode, albeit never without the Managing Board being informed hereof. Oncode shall provide the necessary means for this purpose. The Supervisory Board, represented by its Chair, shall exercise this right in consultation with the General Director. The Supervisory Board may require that certain employees and external advisers attend its meetings.
5. Each member of the Supervisory Board has access to the books, records and office of Oncode in so far as required or as is useful for the proper performance of his duties. The Supervisory Board member shall exercise this right in consultation with the Chair, who in turn will inform the General Director.

9. Communication & relationship with external stakeholders

1. Any communication or interaction by the Supervisory Board with external stakeholders about Oncode shall take place via the Managing Board or shall only be conducted with consent of the Managing Board.
2. The members of the Supervisory Board are encouraged to be present at the Oncode Annual Scientific Meeting.
3. The Supervisory Board shall draw up a report to be included in Oncode's annual report describing its main activities in the financial year concerned.

Meetings and decision-making

10. Meetings & decision-making

Read in conjunction with: Articles of Incorporation – Section 11 & 12

1. The Supervisory Board shall meet as often as deemed necessary for the proper functioning of the Supervisory Board. The Supervisory Board will meet at least four (4) times a year and as often as the Chair deems desirable or as often as two (2) members of the Supervisory Board or the Managing Board so request to the Chair by stating reasons.
2. The convocation of meetings must contain time, place and agenda of the meeting. The notice (email or letter) convening the meeting shall be sent at least ten (10) days in advance, not counting the days of the notice and the meeting. In urgent cases, at the discretion of the Chair, a shorter term may suffice.
3. Supervisory Board meetings are generally held at the offices of Oncode but may also take place elsewhere. Based upon the decision of the Chair, taking into account the efficiency of the decision making of the Supervisory Board, the meeting may be held by phone or by videoconference, or any other electronic means of communication.
4. The meetings of the Supervisory Board are attended by the members of the Managing Board, unless the Chair decides otherwise.
5. The agenda will be determined by the Chair or – in case he is unavailable – by the Vice-Chair. The agenda contains all matters which will be discussed and decided upon. Any item which is not on the agenda, can be dealt with and decided upon only if at least half of the members of the Supervisory Board is present and no member objects.
6. The Supervisory Board may only adopt resolutions in a meeting where at least half of the number of members of the Supervisory Board, including at any rate the Chair or the Vice-Chair, is in attendance or represented. Each member of the Supervisory Board may be represented at all times, but only by a co-member of the Supervisory Board with a written proxy. A member of the Supervisory Board may act as an agent only on behalf of one other member of the Supervisory Board.
7. If at least half of the number of members of the Supervisory Board is not in attendance or represented in the meeting, a second meeting will be held within four (4) weeks after the end of the first meeting with due observance of the statutory convocation period of ten (10) days. In this second meeting valid resolutions may be

adopted, regardless of the number of members of the Supervisory Board in attendance or represented.

8. The Supervisory Board members shall endeavour to achieve that resolutions are, as much as possible, adopted unanimously. Each member of the Supervisory Board shall have one (1) vote. All resolutions of the Supervisory Board at a meeting of the Supervisory Board shall be passed by an absolute majority of the votes cast, unless the Articles require a greater majority, such as the resolution to the resolution to amend the Articles or dissolution of Oncode ([section 17 and 18 Articles](#) respectively) and the resolution the amend these Supervisory Board Regulations (see [provision 16 of these Regulations](#) below).
9. If a Supervisory Board member is frequently absent from Supervisory Board meetings, he shall be called to account for this by the Chair and the absence will be taken into consideration during the annual evaluation of the performance of the Supervisory Board member. Should this not lead to improvement, continuing frequent absences could lead to the conclusion of inadequate performance as mentioned in article 1.6 of these Supervisory Board Regulations.
10. The admittance to the meeting of persons other than Supervisory Board members and - if invited - members of the Managing Board shall be decided by the Chair.

Other provisions

11. *Conflict of interest*

Read in conjunction with: Articles of Incorporation – Section 12.3

1. The [Oncode conflict of interest policy](#) provides guidance in situations of a (possible) conflict of interest, including the situation that member(s) of the Supervisory Board have a direct or indirect personal conflict of interest with Oncode.
2. The member of the Supervisory Board that has, or believes he may have, a direct or indirect personal conflict of interest with Oncode shall timely inform the Chair hereof in writing and shall provide all relevant information thereto to the Chair. The Chair shall subsequently inform the other members of the Supervisory Board and the Supervisory Board shall decide – based on the Oncode conflict of interest policy - whether or not a direct or indirect personal conflict of interest exists and how to proceed.

12. *Evaluation*

Read in conjunction with: Articles of Incorporation – Section 9.11 & 9.12

1. The Supervisory Board evaluates its performance at least annually without the presence of the Managing Board and informs the Managing Board as well as the Stakeholder(s) on whose nomination the member of the Supervisory Board was appointed afterwards about the outcome of the evaluation. In this annual evaluation the Supervisory Board will include the feedback obtained from internal and external stakeholders about the performance of the Supervisory Board.

2. The Chair will draw up a written report about the evaluation and will submit a draft to the Supervisory Board member for their review before adopting the report in the next meeting of the Supervisory Board.
3. Every two years the Supervisory Board will involve an external and independent advisor in the conduct of the evaluation. This evaluation focuses on the performance of the Supervisory Board as a whole as well as the individual performance of its members. In addition, the evaluation will include the cooperation between the Managing Board and the Supervisory Board.
4. The Supervisory Board conducts at least annually with each of the members of the Managing Board a conversation concerning his/her performance; which evaluation will include the feedback obtained from relevant internal and external stakeholders about the performance of the Managing Board. The Supervisory Board will draw up a written report about the evaluation and will submit a draft to the Managing Board member for his/her review before adopting this report in its next meeting. Also see [Provision 10 – Managing Board Regulations](#).
5. The Supervisory Board and the Managing Board perform annually an evaluation on the mutual operations of both bodies individually and in relation to each other.

13. Remuneration Supervisory Board

Read in conjunction with: Articles of Incorporation – Section 9.15

Members of the Supervisory Board shall not receive any remuneration for their activities, be it directly or indirectly. A reasonable cost reimbursement for costs the members of the Supervisory Board made in connection with the services to Oncode is allowed.

14. Orientation, training & education

1. Upon appointment, a Supervisory Board member shall be provided with an orientation programme that covers oncological research and valorization, any other specific aspects unique to Oncode and its business activities, and the responsibilities of a Supervisory Board member.
2. The Supervisory Board shall conduct an annual review to identify any aspects with regard to which the Supervisory Board members require further training or education during their term of office.
3. The introduction course, training and education shall be facilitated and paid for by Oncode.

15. Other positions

1. Members of the Supervisory Board shall limit the number and nature of their other positions so as to ensure due performance of their duties as members of the Supervisory Board.
2. Supervisory Board members shall inform the Chair in writing of their other positions before accepting such positions. If the member and/or the Chair determines a risk of a conflict of interest, the matter shall be discussed by the Supervisory Board and only

upon an approval of the Supervisory Board, may the member of the Supervisory Board accept such position.

3. Candidate members of the Supervisory Board shall be requested to list the positions such candidate has or is in the process of obtaining before the decision is made to appoint such candidate.

16. *Miscellaneous*

1. Subject to applicable law and regulation, the Supervisory Board may in any relevant situation decide at its sole discretion not to comply with these Supervisory Board Regulations. Any material non-compliance with these regulations shall be mentioned in the annual report of the Supervisory Board (see [provision 9.3 of these Regulations](#)).
2. The Supervisory Board may amend these regulations from time to time, by decision of the Supervisory Board taken by a majority of 2/3 of the votes cast in a meeting in which 2/3 of the members are present or represented. The Supervisory Board will inform the Managing Board of a revision and will provide it with a copy of the revised Supervisory Board Regulations.
3. In the event of any confusion or difference of opinion concerning the meaning of any provisions of these regulations, a ruling by the Supervisory Board in this respect shall be decisive.

Oncode

MANAGING Board Regulations

Approved by the Oncode Supervisory Board – 29 August 2017 - updated 16 September 2020

Composition of the Managing Board

1. *Composition & division of tasks*

Read in conjunction with: Articles of Incorporation – Section 4 and 15

1. The Managing Board consists of two (2) - three (3) persons. The three Directors shall be attributed the titles of Managing Director, Valorization Director and Scientific Director.
2. The profile and required expertise of the Directors will be described in a profile, attached to the Good Governance Charter as **Annex D**.
3. The Directors are appointed by the Supervisory Board. They are appointed for a term of the lesser of (i) three years or (ii) the remainder of the term of secured financing for Oncode Institute. A Director that has resigned is eligible for reappointment immediately.
4. Where possible, Directors shall be appointed for overlapping terms to avoid situations where multiple Directors resign concurrently.
5. The Supervisory Board shall elect the Head of the Institute as a chairperson amongst the members of the Managing Board. No vice-chair shall be appointed in the Managing Board.
6. Individual members of the Managing Board may be charged with specific parts of the managerial tasks, without prejudice to the collective responsibility of the Managing Board as a whole. The Managing Board remains collectively responsible for decisions, even if individual members of the Managing Board prepare them. An individual member of the Managing Board may only exercise such powers as are explicitly attributed or delegated to him/her and he/she may never exercise powers beyond those exercisable by the Managing Board as a whole.
7. The division of tasks within the Managing Board is determined (and amended, if necessary) by the Managing Board, after consultation with the Supervisory Board. Managing Board members especially charged with particular managerial tasks are primarily responsible for the risk control and monitoring of the managerial tasks concerned.
8. Each member of the Managing Board must inform the other members of the Managing Board in a clear and timely manner about the way in which he/she has used delegated powers and about major developments in the area of his responsibilities.
9. The Managing Board can establish the following advisory boards and committees:
 - Executive Committee
 - International Advisory Board
 - Research Management Committee
 - Clinical Advisory Board
 - Valorization Advisory Board
 - Investment Advisory Committee
10. The Managing Board is responsible for providing sufficient information to the Board and Committees to perform their roles adequately.

11. Subject to the prior approval by the Supervisory Board, the Managing Board is authorized to establish additional committees.

2. Selection process

Read in conjunction with: Articles of Incorporation – Section 4

1. The Directors shall be appointed by the Supervisory Board. In the event of one or more vacancies in the Managing Board, the vacancy/these vacancies will be filled in as soon as possible.
2. In the event of a vacancy within the Managing Board, the Supervisory Board will be informed as soon as possible.
3. The Supervisory Board shall determine the profile for the Managing Board as a whole and the profile of the vacancy.
4. The recruitment of the Managing Director and the Valorization Director shall be conducted through a transparent, public procedure. For example, recruitment through an executive search agency is considered to be transparent and public.
5. The Scientific Director is the chair of the Research Management Committee and shall be selected from the Oncode Investigators.
6. Vacancies for the positions of Directors will be posted on Oncode's website.
7. The Supervisory Board informs the Stakeholders of a proposed appointment of a member of the Managing Board.

3. Head of the Institute

Read in conjunction with: Articles of Incorporation – Section 4 Articles

1. The Head of the Institute will be appointed as Chair. The Chair has no hierarchic authority over the other Directors.
2. The Head of the Institute is primarily responsible for:
 - preparing an agenda and chairing meetings of the Managing Board;
 - ensuring that the Managing Board functions and makes decisions in a collective manner;
 - determining whether a proposed resolution should be brought to the Managing Board;
 - ensuring that passed resolutions are in accordance with Oncode's strategy;
 - supervising the implementation of passed resolutions;
 - consulting on an ad hoc basis with members of the Managing Board regarding their respective tasks; and
 - primary spokesman on matters not specifically related to the responsibilities of one of the Managing Board members.
3. Within the Managing Board, the Head of the Institute is also responsible for the following matters regarding the relationship between the Managing Board and the Supervisory Board:
 - submitting a proposed agenda and preparing meetings of the Supervisory Board in consultation with the chair and vice-chair of the Supervisory Board, and coordinating the execution of the decisions taken at those meetings;

- ensuring that the Supervisory Board is provided with all information necessary for the proper performance of its duties;
- overseeing and ensuring communications of the Managing Board with the Supervisory Board;
- consulting regularly with the chair and consulting other members of the Supervisory Board if deemed necessary or advisable; and
- informing the Supervisory Board in case of a conflict between the Directors.

Duties and Powers

4. Duties and powers

Read in conjunction with: Articles of Incorporation – Section 4, 6.10, 8, and 9.11

1. The Managing Board is charged with the executive management of Oncode.
2. The Directors operate and manage Oncode under their own responsibility, and with their best effort to the benefit of Oncode, taking into account that Oncode has an important social responsibility.
3. The Directors accept, respect and fulfil all rules and regulations, which are based on Dutch legislation, the Articles and the Good Governance Charter. The Managing Board is, together with the Supervisory Board, responsible for the corporate governance structure of Oncode.
4. The Managing Board is responsible for: (1) achievement of Oncode's objectives; (2) creation and execution of Oncode's strategy (including the scientific strategy and the valorization strategy); (3) coordination of assessment procedures and monitoring results on KPI's; (4) decisions on affiliations with Oncode Investigators and their research groups or concluding such affiliations (both after consultation of the Research Management Committee); (5) internal risk management; (6) financing; (7) compliance with legislation and regulations, including funding agreements; (8) relations with stakeholders; (9) social responsibility issues that are relevant to Oncode.
5. The responsibility for managing of Oncode is vested in the Managing Board collectively.
6. Two members of the Managing Board are authorized to represent Oncode acting jointly.
7. The Managing Board shall perform its work under the supervision of the Supervisory Board. The Managing Board and the Supervisory Board work together closely to the benefit of Oncode. The Managing Board shall strive to have a good working relationship with the Supervisory Board and shall ensure the Supervisory Board receives all information required to perform its supervisory role adequately.
8. The Managing Board reports on its responsibilities and discusses the internal risk managing and control systems with the Supervisory Board. The Managing Board shall be responsible for ensuring that Oncode has internal risk managing and control systems and shall in any event employ as instruments of the internal risk managing and control systems:

- (i) risk analyses with respect to realisation of the operational and financial objectives of Oncode
 - (ii) code of conduct, which is posted on Oncode's website
 - (iii) requirements for the layout of financial and management reports and the procedures to be followed in drawing up the reports
 - (iv) a procedure for mandates authorities and accountability, and
 - (v) a system of monitoring and reporting
9. The resolutions of the Managing Board that are subject to the approval of the Supervisory Board are stated in provisions **6.10, 16, 17, 18 Articles**.
 10. At least annually the performance of the Directors will be assessed by the Supervisory Board. The Supervisory Board and the Managing Board perform annually an evaluation on the mutual operations of both bodies as itself and in relation to each other, as further described in article 10 of these Rules.

5. Relationship with Stakeholders

1. The Managing Board is responsible for maintaining excellent relationships with the Stakeholders of Oncode. The Managing Board will adopt a policy/plan for maintaining these relationships which will include an information protocol.
2. The Managing Board is responsible for meeting Oncode's obligations included in the agreements with the Stakeholders or administrative decision by the Stakeholders.

6. Website of Oncode

1. The Managing Board shall publish or deposit all information required pursuant to the law and regulations, such as regulations for ANBI's, and pursuant to agreements with the Stakeholders or applicable administrative decisions by Stakeholders on Oncode's website or in any other way.
2. The list of items that shall be placed on Oncode's website includes:
 - Good Governance Charter, including Managing Board & Supervisory Board profile
 - Members and positions of the members of the Managing Board and Supervisory Board, as well as other positions, date of appointment, possibility for reappointment
 - Summary of the Strategic Plan
 - Annual reports, including financial reports
 - A recent report of the activities performed
 - The remuneration policy for the Managing Board and the Oncode staff
 - The RSIN / Tax Code
 - Address

Meetings and decision making

7. Meetings

Read in conjunction with: Articles of Incorporation – Section 5 and 6

1. The meetings of the Managing Board will in principle be held monthly. The notice convening the meeting shall be sent by or on behalf of the Chair at least seven (7) days in advance. Said convocation notices can be sent by email and shall state, the place and time of the meeting, the agenda of the business to be transacted.
2. Meetings shall be chaired by the Head of the Institute. Minutes shall be kept of proceedings of meetings and shall be approved by the Managing Board and signed by the chair.
3. The Managing Board will keep a register of minutes, containing the signed minutes of all meetings of the Managing Board and the resolutions taken outside a formal meeting.
4. Persons other than the Managing Board may be invited by the Managing Board or the to attend (part of) the meeting.

8. Decision-making

Read in conjunction with: Articles of Incorporation – Section 5 and 6

1. The Managing Board shall endeavour to achieve that resolutions are as much as possible adopted unanimously.
2. Each Director shall be entitled to cast one vote.
3. As far as the Articles and these Managing Board Regulations do not prescribe a larger majority, the Managing Board can only pass valid resolutions by an absolute majority of the votes cast. A larger majority (unanimity) is prescribed regarding amendment of the Articles and dissolution of Oncode ([section 11 and 12 Articles](#)).
4. The Managing Board can only validly pass resolutions if the majority of the Directors holding office are present or represented. Members of the Managing Board can be present at a meeting by remote attendance by phone or by videoconferencing, or any other electronic means of communication.
5. If in a meeting no resolution can be adopted because the required quorum is not present or represented, a second meeting will be convened.
6. The Managing Board can also pass resolutions without holding a meeting, provided that all Directors have expressed their opinion.

Other provisions

9. Conflict of interest

Read in conjunction with: Articles of Incorporation – Section 6.6

Each Director who has a direct or indirect personal conflict of interest with the foundation shall not participate in the deliberations and decision-making process concerned in the Managing Board. The [Oncode conflict of interest policy](#), provides guidance in these situations.

10. Performance evaluation

Read in conjunction with: Articles of Incorporation – Section 9.11 and article 12 Supervisory Board Regulations

The Supervisory Board conducts at least annually with each of the members of the Managing Board a conversation concerning his/her performance. This evaluation will include the feedback obtained from relevant internal and external stakeholders about the performance of the Managing Board.

In this evaluation the following topics shall be discussed:

- Collaboration within the Managing Board and the performance of the Managing Board as a whole
- The relationship between the Managing Board and the Supervisory Board
- Individual performance of the Director

The performance of the Managing Board and the individual Directors will be related to Oncode's goals and timelines as stated in and/or based on the Strategic Plan.

11. Remuneration

Read in conjunction with: Articles of Incorporation – Section 4.6

The Supervisory Board shall determine the remuneration paid to the Directors with due observance of the Public and Semi-public Sector Senior Officials (Standard Remuneration) Act (*Wet normering topinkomens*).

12. Other Positions

1. Directors shall inform the Supervisory Board in writing of their other positions before accepting such positions. If the Supervisory Board determines that there is a risk of a conflict of interest, the matter shall be discussed by the Supervisory Board and only upon an approval of the Supervisory Board, may the member of the Managing Board accept such position. Exception is made for ad hoc incidental activities (e.g. membership of a non-recurrent evaluation panel) in which cases the Director will inform the Supervisory Board but only needs to seek prior approval in the event the Director feels there is a risk of a conflict of interest with Oncode.
2. Candidate members of the Managing Board shall be requested to list all positions such candidate has or is in the process of obtaining before the decision is made to appoint such candidate.

13. Miscellaneous

1. The Managing Board may amend these Regulations from time to time without giving prior notice thereof but may only do so with the approval of the Supervisory Board.
2. The Managing Board may occasionally decide not to comply with these Regulations, with due observance of applicable laws and regulations and with the prior approval of the Supervisory Board. Any material non-compliance with these Regulations shall be mentioned in the Annual Report.

3. In the event of any confusion or difference of opinion concerning the meaning of any provisions of these Rules, a ruling by the Supervisory Board in this respect shall be decisive.

Oncode RESEARCH MANAGEMENT COMMITTEE Regulations

*Approved by the Oncode Supervisory Board – 18 September 2017 – updated 16 September
2020*

Composition

1. Composition & division of tasks

1. The Research Management Committee consists of six (6) to eight (8) persons:
 - *Oncode Investigators (5 to 7)*
 - *Senior Clinician Scientist (1)*
2. The members of the Research Management Committee are nominated by the Research Management Committee and appointed by the Managing Board.
3. In case of a vacancy for one or more Oncode Investigator members, nominations will originate from an open call of all Oncode Investigators. The Clinical Advisory Board will nominate a senior clinician scientist in case of a vacancy for a senior clinician scientist in the Research Management Committee.
4. The Research Management Committee unanimously selects a chair from its Oncode Investigator members. The Chair shall be nominated by the committee to be the Scientific Director of the Managing Board. The Supervisory Board appoints the Scientific Director based on the nomination by the Research Management Committee.
5. The members of the Research Management Committee are appointed for a term of three years with an option for one reappointment.
6. The Senior Clinician Scientist on the Research Management Committee is the chair of the Clinical Advisory Board.

2. Profile, expertise, independence

1. Specific knowledge and experience to be combined in the Research Management Committee:
 - *Fundamental oncology research*
 - *Clinical oncology*
 - *Oncode's research themes as stated in the Strategic Plan*
 - *Industry collaboration*
2. The Research Management Committee acts in accordance with the interests of Oncode. The Research Management Committee members are able to act critically and independently of one another and any particular interest.
3. The Oncode **conflict of interest policy** provides guidance in situations of a (possible) conflict of interest.

3. Chair

1. The Chair is primarily responsible for:
 - *acting as the spokesperson of the Research Management Committee;*
 - *preparing an agenda and chairing meetings of the Research Management Committee;*
 - *ensuring that the Research Management Committee functions and makes decisions in a collective manner.*
2. The Chair is the main contact on behalf of the Research Management Committee for (other members of) the Managing Board.

3. The Chair will be one of the Oncode Investigator members of the Research Management Committee.
4. The Chair will be appointed for one year and shall be eligible for reappointment immediately.
5. The Chair is not a member of the board of directors of the Partner Institutions.

Duties and Powers

4. *Duties and Powers*

1. The Research Management Committee provides guidance and advice to the Managing Board on research related themes, including but not limited to:
 - *scientific strategy*
 - *selection of Oncode Investigators*
 - *scientific monitoring and reporting*
 - *establishment of Oncode's scientific community*
 - *appropriation of scientific funds*
2. The Managing Board will consult the Research Management Committee on research related topics and decides upon these topics by recommendation of the Research Management Committee. As a rule, the Managing Board does not decide on scientific/research related topics if these are not discussed with the Research Management Committee.
3. The Research Management Committee is supported by or on behalf of the Managing Board.

5. *Information*

The Managing Board shall of its own accord and in a timely manner provide the Research Management Committee and its members with the information needed to function and to discharge its duties properly. The Research Management Committee and its members have responsibility for obtaining all information from the Managing Board needed to enable them to carry out their duties properly.

Meetings & decision-making

6. *Meetings & decision-making*

1. The Research Management Committee shall meet at least 8 times a year. The Chair is responsible for the convening of meetings, preparation and distribution of the agenda and minutes of meetings of the Research Management Committee. The agenda will be sent to the Research Management Committee members at least 2 calendar days before the meeting.
2. At least twice a year the (entire) Managing Board will attend the Research Management Committee meeting.
3. The Research Management Committee may only adopt resolutions in a meeting where at least half of the number of members of the committee is in attendance.

4. The Research Management Committee shall endeavor to achieve that resolutions are, as much as possible, adopted unanimously. Where unanimity cannot be reached, all resolutions of the Research Management Committee are adopted by an absolute majority of the votes cast. In the event of a tie, the Chair will communicate this position concerning the advice to the Managing Board. In case of a decision concerning the nomination of members of the Research Management Committee and the appointment of the Chair, unanimity is required.
5. If a Research Management Committee member is frequently absent from the meetings, he/she shall be called to account for this by the Chair and the absence will be taken into consideration during the annual evaluation.

Other provisions

7. *Evaluation*

1. At least once a year the Research Management Committee evaluates its own performance.
2. The Research Management Committee and the Managing Board perform annually an evaluation on the mutual operations of both bodies individually and in relation to each other.

8. *Remuneration*

Members of the Research Management Committee will not receive remuneration for their activities, be it directly or indirectly. A reasonable cost reimbursement for costs made in connection with Oncode is allowed.

9. *Regulations*

1. The Managing Board may amend these Regulations only by taking into account the advice of the Research Management Committee and with approval of the Supervisory Board.
2. In case of uncertainty or difference of opinion on how a provision of these Regulations should be interpreted, the opinion of the Managing Board shall be decisive.

Terms of Reference of the International Advisory Board of Stichting Oncode Institute

As approved by the Supervisory Board of Stichting Oncode Institute (“Oncode”) on 24 November 2021

1. PURPOSE

- a. The International Advisory Board (“the IAB”) is an advisory board of Oncode whose purpose is to review on an annual basis (the progress on) the execution of Oncode’s strategy and to provide advice to the Managing Board and the Supervisory Board on Oncode’s goals as described in the Strategic Plan, and specifically on the scientific and valorization strategy and progress.
- b. In addition, the IAB will report on the overall performance of Oncode at the institutional level to the International Review Committee for the mid-term assessment of Oncode Institute in 2020 and at the level of the individual assessments of Oncode Investigators in 2021.

2. COMPOSITION AND APPOINTMENT

- a. The IAB will consist of five to seven members, being oncology scientists, valorization experts, oncology clinicians and/or clinician-scientists. Specific knowledge and experience to be combined in the IAB are fundamental oncology, clinical oncology, valorization and research collaboration. The members of the IAB are internationally recognized for their expertise. All members are working predominantly outside of the Netherlands.
- b. New members shall be appointed by the Managing Board upon nomination by the Research Management Committee (and appointment confirmed by the Supervisory Board).
- c. Only individuals that are independent of Oncode, its Supervisory Board, its Partner Institutions and its funders may be appointed to the IAB.
- d. The members of the IAB will elect a chairperson amongst them.
- e. Members of the IAB will be appointed for an initial period of two to four years with the option to renew the appointment for a single additional term of four years and resign according to a schedule to be established and to be changed from time to time by the IAB to ensure both continuity and turn-over.
- f. Members of the IAB will be subject to Oncode’s Code of Conduct, Conflict-of-Interest and privacy policies.

3. MEETINGS AND DECISION-MAKING

- a. The IAB shall meet at least once a year, preferably in an on-site meeting in the Netherlands. Meetings will be called by the Managing Board.
- b. Oncode is responsible for the preparation of and support during the meetings. The agenda and meeting materials will be sent at least seven calendar days before the meeting.

- c. After deliberation, the IAB will deliver a written review report to Oncode, outlining the consensus advise of its members. Oncode provides follow-up on the meetings within thirty calendar days of receipt of the written report.
- d. The IAB shall exercise utmost discretion when making written records of its deliberations and recommendations.

4. REMUNERATION

The IAB members will be offered an honorarium of €1,000 per day for the meetings. Oncode will reimburse travel expenses and arrange the stay of the members during the on-site meetings.

5. MISCELLANEOUS

- a. Capitalized terms used but not defined in these terms of reference have the meanings given to them in the Articles of Association of Oncode.
- b. The Management Board shall review and reassess the adequacy of these Terms of Reference periodically, and recommend any proposed changes to the Supervisory Board.

Terms of Reference of the Clinical Advisory Board of Stichting Oncode Institute

As approved by the Supervisory Board of Stichting Oncode Institute (“Oncode”) on 24 November 2021

1. PURPOSE

The Clinical Advisory Board (“the CAB”) is an advisory board of Oncode whose purpose is to provide guidance and advice to Oncode’s Research Management Committee and Oncode’s Management Board on clinical research related themes, such as clinical strategy and implementation of Oncode’s research program, clinical projects and valorization activities and appropriation of Oncode’s clinical proof-of-concept fund. Upon request the CAB provides advice to Oncode Investigators and Oncode Researchers to increase the likelihood of successful clinical development of their research.

2. COMPOSITION AND APPOINTMENT

- a. The CAB will consist of six to eight professional members, being oncology clinicians or clinician-scientists and two to four patient representatives. Specific knowledge and experience to be combined in the CAB are clinical oncology, translational research, patient perspective, clinical development in an industry environment and regulatory trajectory.
- b. New members shall be nominated by the Managing Board upon proposals to be made by the Research Management Committee or existing members of the CAB and appointment confirmed by the Supervisory Board.
- c. Only individuals that are sufficiently independent of Oncode, its Supervisory Board and its funders may be appointed to the CAB. Oncode Investigators are not eligible as members of the CAB.
- d. The members of the CAB will elect a chairperson amongst them. The chair of the CAB will automatically also become a member of the Research Management Committee.
- e. Members of the CAB will be appointed for an initial period of two to four years with the option to renew the appointment for a single additional term of four years and resign according to a schedule to be established and to be changed from time to time by the CAB to ensure both continuity and turn-over.
- f. Members of the CAB will be subject to Oncode’s Code of Conduct and Conflict-of-Interest and privacy policies.

3. REVIEW OF PROJECTS

- a. The Oncode Investigators, assisted herein by the Programme Managers and Business Developers, shall present Clinical Proof of Concept projects that are being considered for funding (“Project”) to the CAB for review.
- b. The chair of the CAB will assign 2 professional members of the CAB and the patient representatives as reviewers to each submitted Project. Each of those

assigned members will have the right to cast one vote. Advice on a Project can come in three forms:

- i. a positive advice for funding,
 - ii. a conditional positive advice subject to additional/altered terms and conditions for funding, or
 - iii. a negative advice for funding.
- c. The CAB will deliberate and cast votes outside of a meeting in writing provided all the members have the opportunity to cast their votes. In deliberating and casting votes, all members will diligently comply with Oncode's Conflict-of-Interest policy.
 - d. Projects get a positive advice with an absolute majority of the votes cast. If there is a tie in voting, the chair of the CAB shall have a casting vote.
 - e. If a Project receives a negative advice, the Management Board can still decide to fund the Project, provided that they clearly document the reasons for deviating from the advice of the CAB and inform the Supervisory Board about their decision.
 - f. In exercising their duties, the CAB may seek the assistance or advice of one or more experts, at a price and conditions to be agreed by the Management Board at the expense of Oncode.
 - g. Physical meetings or conference calls of the CAB are called by the chair. The agenda and supporting material for the meeting shall be made available by the chair to all members of the CAB as early as possible and where possible at least seven calendar days before the meeting.
 - h. Other individuals, including company or independent experts, may be invited by the chair to attend (parts of) meetings of the CAB.
 - i. The CAB shall exercise utmost discretion when making written records of its deliberations and recommendations.

4. REMUNERATION

Members of the CAB will receive a remuneration for the review of Projects of 150€ per review, however they do not receive remuneration for other activities, be it directly or indirectly. A reasonable cost reimbursement for costs made in connection with transportation is allowed. The chair of the CAB will receive an annual remuneration, and no compensation for the review of Projects.

5. MISCELLANEOUS

- a. Capitalized terms used but not defined in these terms of reference have the meanings given to them in the Articles of Association of Oncode.
- b. The Management Board shall review and reassess the adequacy of these Terms of Reference periodically, and recommend any proposed changes to the Supervisory Board.

Terms of Reference of the Valorization Advisory Board of Stichting Oncode Institute

As approved by the Supervisory Board of Stichting Oncode Institute (“Oncode”) on
24 November 2021

1. PURPOSE

The Valorization Advisory Board (“the VAB”) is an advisory board of Oncode whose purpose is to review (the progress on) the execution of Oncode’s valorization strategy and to provide advice to the Managing Board and more in particular to the Valorization Director on Oncode’s goals as described in the Strategic Plan, more specifically on the valorization strategy and progress.

2. COMPOSITION AND APPOINTMENT

- a. The VAB will consist of five to seven members, being entrepreneurs, valorization experts, investors and/or oncology development experts. Specific knowledge and experience to be combined in the VAB are academic technology transfer, translational oncology research, oncology product development in a biotech or pharma context, and venture capital. The members of the VAB are internationally recognized for their expertise. New members shall be nominated and appointed by the Managing Board and appointment confirmed by the Supervisory Board.
- b. Only individuals that are independent of Oncode, its Supervisory Board, its Partner Institutions and its funders may be appointed to the VAB.
- c. The Managing Board will appoint the chairperson among the members of the VAB.
- d. Members of the VAB will be appointed for an initial period of two to four years with the option to renew the appointment for a single additional term of four years and resign according to a schedule to be established and to be changed from time to time by the VAB to ensure both continuity and turn-over.
- e. Members of the VAB will be subject to Oncode’s Code of Conduct, Conflict-of-Interest and privacy policies.

3. MEETINGS AND DECISION-MAKING

- a. The VAB shall meet at least once a year, preferably in an on-site meeting in the Netherlands. Meetings will be called by the Valorization Director.
- b. Oncode is responsible for the preparation of and support during the meetings. The agenda and meeting materials will be sent at least seven calendar days before the meeting.
- c. After deliberation, the VAB will deliver a written review report to Oncode, outlining the consensus advise of its members. Oncode provides follow-up on the meetings within thirty calendar days of receipt of the written report.

- d. The VAB shall exercise utmost discretion when making written records of its deliberations and recommendations.

4. REMUNERATION

The VAB members will be offered a honorarium of €1,000 per day for the meetings. Oncode will reimburse travel expenses and arrange the stay of the members during the on-site meetings.

5. MISCELLANEOUS

- a. Capitalized terms used but not defined in these terms of reference have the meanings given to them in the Articles of Association of Oncode.
- b. The Management Board shall review and reassess the adequacy of these Terms of Reference periodically, and recommend any proposed changes to the Supervisory Board.

Oncode INVESTMENT ADVISORY COMMITTEE Regulations

As approved by the Supervisory Board of Oncode BV on 23 January 2020.

1. PURPOSE

- a. The investment advisory committee (“the Investment Advisory Committee”) is an advisory committee of the Oncode Bridge Fund whose purpose is to review and make recommendations on Investment Proposals presented by the Fund Managers.

2. COMPOSITION AND APPOINTMENT

- b. The Investment Advisory Committee will consist of three to five members with early-stage venture experience in the field of life sciences. The members will bring a mixture of technical, scientific, business, and investment experience.
- c. The members of the Investment Advisory Committee shall be nominated by the Management Board and appointment confirmed by the Supervisory Board.
- d. In composing the Investment Advisory Committee, Oncode B.V. shall aim to ensure that the members are familiar with the financial and scientific aspects of investment opportunities. Only individuals that are independent of Oncode Institute, its Supervisory Board, its Partner Institutes, and its funders may be appointed to the Investment Advisory Committee.
- e. The Management Board shall nominate one of the members of the Investment Advisory Committee as chair and appointment confirmed by the Supervisory Board.
- f. The term of office of a member of the Investment Advisory Committee is set at three years with the option to renew the appointment for a single additional term of three years.
- g. Members of the Investment Advisory Committee will be subject to Oncode B.V.’s Code of Conduct and Conflict-of-Interest policies.

3. REVIEW OF INVESTMENT PROPOSALS

- h. The Fund Managers shall present opportunities that are being considered for investment higher than €50,000 (“Investment Proposals”) to the Investment Advisory Committee for review.
- i. Each member of the Investment Advisory Committee has the right to cast one vote. Advice on an Investment Proposal can come in three forms:
 - i. a positive advice for investment,
 - ii. a conditional positive advice subject to additional/altered terms and conditions of the investment, or
 - iii. a negative advice for investment.

- j. The Investment Advisory Committee will cast votes outside of a meeting in writing provided all the members have the opportunity to cast their votes.
- k. All Investment Proposals must be approved by an absolute majority of the votes cast. If there is a tie in voting, the chair of the Investment Advisory Committee shall have a casting vote.
- l. If an Investment Proposal receives a negative advice, the Fund Managers can still invest in this Investment Proposal provided that they clearly document the reasons for deviating from the advice of the Investment Advisory Committee and inform the Supervisory Board about their decision.
- m. In exercising their duties, the Investment Advisory Committee may seek the assistance or advice of one or more experts, at a price and conditions to be agreed by the Fund Managers at the expense of Oncode B.V. Physical meetings or conference calls of the Investment Advisory Committee are called by the Fund Managers and attended by at least one Fund Manager where necessary. The agenda and supporting material for the meeting shall be made available to all members of the Investment Advisory Committee as early as possible and where possible at least seven calendar days before the meeting.
- n. Other individuals, including company or independent experts, may be invited by the Fund Managers to attend (parts of) meetings of the Investment Advisory Committee.
- o. The Investment Advisory Committee shall exercise utmost discretion when making written records of its deliberations and recommendations.

4. MISCELLANEOUS

- a. Capitalized terms used but not defined in these terms of reference have the meanings given to them in the Articles of Association of Oncode B.V. and the Oncode Bridge Fund Plan (December 2018).
- b. The Management Board shall review and reassess the adequacy of these Terms of Reference periodically, and recommend, any proposed changes to the Supervisory Board.

Stichting Oncode Institute

Code of Conduct

As approved by the Supervisory Board of Stichting Oncode Institute (“Oncode”) on
15 September 2021

INTRODUCTION:

Oncode is committed to the highest ethical standards in its dealings with all those with whom it is involved. This code of conduct (“Code of Conduct”) has been adopted by our Supervisory Board and summarizes the standards that must guide our actions. All Oncode employees, investigators and researchers, directors and committee members, advisors and consultants (each individually “Concerned Individual” and collectively “Concerned Individuals”), are required to read this policy carefully and to adhere to its principles and spirit in the daily execution of their tasks and responsibilities for Oncode.

POLICY:

1. *Research Integrity*

All Concerned Individuals are required to adhere to The Netherlands Code of Conduct for Research Integrity (2018 – as amended from time to time).

2. *Confidential Information*

Concerned Individuals have an obligation to safeguard the Institute’s confidential information. Such information (hereinafter the “Information”) includes - without being limited to research and technical data, know-how, show-how, concepts, prototypes, models, manuals, papers, discoveries, inventions, and other proprietary information. The Concerned Individual is under no obligation to maintain the confidentiality of the Information where the Concerned Individual can show that the Information: (a) is or subsequently becomes available to the public through no act or fault of the Concerned Individual; (b) was in the possession of the Concerned Individual prior to its disclosure by Oncode to the Concerned Individual; (c) was lawfully acquired by the Concerned Individual from a third party who was not under an obligation of confidentiality to Oncode; or (d) is required by an order of a legal process to disclose, provided that the Concerned Individual gives Oncode prompt and reasonable notification of such requirement prior to disclosure.

All Information relating to the Institute and its activities is to be used solely by Concerned Individuals in pursuance of their activities for Oncode only.

The Concerned Individual will not de-compile or reverse engineer the Information or use the Information to develop, or cause to develop, all or part of any process or product whether for own use or commercial purposes.

The Information should not be provided to persons outside of the Institute (except in connection with a confidentiality agreement).

3. *Inventions and Patents*

Intellectual property rights are valuable assets and all Concerned Individuals are expected to protect them. Oncode also respects intellectual property rights of others. Intellectual property includes, among other things, patents, trademarks, domain names, copyrights, design rights, database extraction rights, rights in know-how or other confidential information (sometimes called “trade secrets” or “proprietary information”) and rights under intellectual property agreements. Oncode is required to understand and comply with all intellectual property laws applicable to our research activities. Any use of Oncode’s systems in violation of applicable intellectual property rights is strictly prohibited.

All Concerned Individuals are required to disclose to Oncode, any discovery or invention that the Concerned Individual has made or has reason to believe might be useful, patentable or otherwise protectable in the course of his or her activities for Oncode. The decision of when, what and where to pursue possible intellectual property protection will be Oncode’s.

4. *Conflicts of Interest*

- 1.** All Concerned Individuals are bound by the Oncode Conflict-of-Interest policy (and more specifically to the obligations set out below).
- 2.** For the purposes of this policy, a “Conflict of Interest” is any conflict (potential, actual or apparent) whereby the Concerned Individual’s professional interest, personal interest, or the interest of a Concerned Individual’s friend or family member, conflicts with his or her duties to Oncode.
- 3.** Nothing in this policy, or in the circumstances of a Concerned Individual’s election or appointment, relieves any Concerned Individual from the duty to act in the best interests of Oncode.
- 4.** The Concerned Individual agrees to the following in respect of his or her role within Oncode:
 - (a) to act honestly, in good faith and in the best interests of Oncode and to exercise the care, diligence and skill of a reasonably prudent person;
 - (b) to take all reasonable steps to avoid Conflicts of Interest that could appear to interfere with the Concerned Individual’s judgment in making decisions in Oncode’s best interest. Each Concerned Individual will use his or her best personal judgement in assessing whether their role as a Concerned Individual gives rise to a Conflict of Interest in a particular situation;
 - (c) to report a Conflict of Interest to the Chair of the respective board or committee or to its direct supervisor or contact person within Oncode, as appropriate, in a timely manner in the event that a Concerned Individual becomes aware of a Conflict of Interest in the course of his or her role; and,

- (d) to immediately recuse himself or herself from participating in any discussion, decision-making and/or activity, as applicable, that relates to the matter to which the Concerned Individual is conflicted.

5. A Concerned Individual must not:

- (a) permit his or her role within Oncode to be used for the private benefit, advantage or profit of any person;
- (b) use the property, information or opportunities of Oncode for the private benefit, advantage or profit of any person; or
- (c) engage in any conduct that can reasonably be considered to impair or have the potential to impair the Concerned Individual's independence or impartiality in performing the duties of his or her role within Oncode or otherwise to cause or have the potential to cause damage to Oncode or its reputation.)

5. *Bribery and Receipt of things of value*

- 1.** Oncode strictly prohibits any Concerned Individual from offering, promising, authorizing, or giving money or anything of value, including gifts, entertainment, benefits or personal favours to Influential External Persons or any other person or entity with the intention to secure any improper advantage, or to obtain, direct, or retain business.
- 2.** Herein, Influential External Person is defined broadly, and includes any type of government official or his/her family members or any other person that has a close relationship with such government official and any other individual or entity (in the private or public sector) that has the power to decide or influence the performance evaluation or funding of Oncode's activities or efforts.
- 3.** The Concerned Individual is not permitted to accept or solicit for anything of value – including meals, entertainment, favours, gifts, rewards or commissions from organisations or persons the Concerned Individual encounters as part of his or her role within Oncode – if the purpose or appearance of such an item is an improper inducement to make any decision related to their responsibilities.
- 4.** Notwithstanding section 5.3., the Concerned Individual is allowed to offer and accept rewards, gifts or other benefits if such is within the bounds of generally accepted business hospitality.

6. *Fraud*

Oncode has a zero tolerance to fraud and corruption (and has in place control systems designed to prevent and detect, insofar as it is practicable, acts of fraud and to correct their impact, should they occur.)

7. *Respect and integrity of the person*

- 1.** Oncode encourages the respect of the individual, their integrity and their dignity, by ensuring that the working environment and relations between Concerned Individual shall be free of discrimination or harassment.
- 2.** Harassment is an unacceptable behaviour, which is shown, among other things, by words, acts or gestures, which are considered by a person or group of persons to be of a humiliating or contemptuous character.
- 3.** Discrimination and harassment, whether based on race, religion, colour, political convictions, sex, language, pregnancy, ethnic or national origin, civil state, social status, sexual orientation, handicap or age, will not be tolerated in the working environment.
- 4.** Oncode protects Concerned Individuals who believe they are victims of harassment or discrimination. Concerned Individuals should not tolerate discrimination and harassment and should report their complaint. Once informed, Oncode will take all measures required to stop any such behaviour and to deal appropriately with the perpetrator. The matter will be treated with discretion and diligence.

8. *Ethics at work*

Concerned Individuals are expected to demonstrate integrity, honesty and proper ethics in their work. Misconduct will not be tolerated and could lead to disciplinary action. Cases of serious misconduct, e.g.: theft, fraud, violence at work will likely lead to termination of the professional relationship with Oncode.

9. *Internet and social media*

- 1.** Oncode may make available the Oncode internet and e-mail system to Concerned Individuals for business purposes. Concerned Individuals are not permitted to:
 - a) Visit websites that contain pornographic, racist, discriminatory, offensive or abusive content
 - b) Carry out any illegal or unethical activities on the internet
 - c) Send threatening, abusive, sexually-oriented, discriminatory or offensive messages. Oncode reserves the right to monitor the use of the communications tools made available to the employee and to gain access to all (computer) files if there is a reason to do so.
- 2.** A password given to the Concerned Individuals to access Oncode's systems is personal and must not be shared with others. The Concerned Individuals is prohibited from downloading software and applications unless necessary for his or her activities for Oncode. The Concerned Individual is not permitted to download games or pornographic, racist, discriminatory, offensive or abusive content.
- 3.** The Concerned Individuals must ensure that the use of social media does not adversely affect his or her activities for Oncode and that it does not harm (the reputation of) Oncode.

10. *Anti-terrorism*

Concerned Individuals will endeavor and, if they can be reasonably expected to do so, take the precautions necessary to ensure that the Oncode activities, research and/or the results generated from it will not (and will not be able to) contribute to terrorist activities, any violation of human rights or any activities in respect of which the use of illegal materials is not avoided.

11. Compliance

All Concerned Individuals are expected to comply with all of the provisions of this Code of Conduct. The Code of Conduct will be strictly enforced and breaches of it will be taken very seriously by Oncode. Persons found to have breached the Code of Conduct may be subject to corrective and/or disciplinary action, which may, in serious cases, result in dismissal or removal from office. Breaches of the Code of Conduct that involve illegal behaviour will be reported to the appropriate authorities. Any concerns about violations of ethics, laws, rules, regulations or this Code of Conduct by any Concerned Individuals, should be reported promptly to Oncode's confidant person. Any such concerns involving the confidant person should be reported to a member of the Managing Board.

Oncode encourages all Concerned Individuals to report any suspected breaches of this Code of Conduct (or of other laws, rules, regulations or Institute policies) promptly and intends to thoroughly investigate any good faith reports of breaches. An anonymous report should provide enough information about the incident or situation to allow Oncode to investigate properly. All disclosures will be treated confidentially, except as agreed with the Concerned Individual and except as necessary and proper for appropriate resolution. Oncode will regard the Concerned Individual's actions as legitimate if the Concerned Individual has acted in good faith and neither for personal gain nor out of personal motive. Concerned Individuals who speak out and follow the procedure will receive adequate protection. Oncode will support Concerned Individuals and protect them from reprisals and will do everything possible to guarantee confidentiality.

I ACKNOWLEDGE that I have read and considered this Code of Conduct and agree to conduct myself in accordance with the Code of Conduct.

Signature Concerned Individual

Print Name

Dated: _____

Oncode Conflict-of-interest policy

Approved by the Supervisory Board on July 11, 2018

1. Responsibility & scope

1. Members of Boards and Committees, Oncode Researchers and Oncode team members (collectively “Oncode Related Individuals”) are aware of their extraordinary responsibility, social position and exemplary role, and shall not perform duties or neglect responsibilities that damage the interests and reputation of Oncode.
2. It is recognized that Oncode Related Individuals might be engaged with other corporations, organizations, institutions and businesses, and we believe that we can better fulfil our mission by allowing, and encouraging, this involvement. It is expected however that as a result of such involvement outside of Oncode, certain conflicts-of-interest may naturally arise. The purpose of this policy is to provide Oncode Related Individuals with the guidelines necessary to manage in a timely and professional manner the conflicts-of-interest that may arise during their relationship with Oncode.
3. This policy relates in principle to all decision-making procedures for which Oncode is responsible. Decisions within Oncode are taken without bias and without regard to personal interest.
4. Oncode stimulates an open culture in which people can and do broach possible conflicts-of-interest with each other.

2. Conflict-of-interest

1. A conflict-of-interest may occur as a result of involvement based on a personal interest, a personal relationship, a professional relationship and/or an economic interest.
2. Examples of conflicts-of-interest include, but are not limited to, those in the following non-exhaustive list:
 1. Having a **personal interest**, such as: being an applicant within the same funding or evaluation round and/or having been involved in the preparation of an application.
 2. Having a **personal relationship**, such as: a close family relationship with an Oncode Researcher, friendship, a personal conflict.
 3. Having a **professional relationship**, such as:
 - supervising or having supervised the doctoral work of the Oncode Researcher that will be reviewed by the Board/Committee;
 - collaborating with the Oncode Researcher on research projects and/or publications;
 - being colleagues within the same section/department or similar organizational unit;
 - having a hierarchical relationship with the applicant, up to and including the level of a faculty or similar organizational unit;
 - having a consulting relationship;
 - membership on advisory boards or committees;

- a professional conflict.
4. Having an **economic interest**, such as: being in a position to derive some material advantage, personally or professionally, from participating in the decision-making process or from information obtained during that process.

3. *Oncode Boards and Committees*

1. This policy applies to all members of Oncode boards and committees including volunteer appointees, Oncode Researchers and Oncode Team members.
2. Committee members are responsible for reporting conflicts-of-interest, real or perceived, in writing to the Chair of the committee/board or orally at the outset of every meeting where the conflict-of-interest may impact the decision making of the committee/board at that meeting.
3. The Chair, in consultation with the committee/board, shall determine if a conflict-of-interest exists and the appropriate management requirements. These may include:
 - No additional action beyond the full disclosure;
 - The requirement to provide additional details of the conflict-of-interest (perhaps confidentially to the Chair);
 - Recusal of the individual from discussion and voting on the board item related to the conflict;
 - Referral of the conflict-of-interest to the Oncode Managing Director for resolution; or,
 - Other actions as deemed by the Chair to be appropriate in the situation.
4. Each disclosure and its consequences shall be considered individually and the potential for conflict assessed based on, for example, the parties involved, decision-making authority, job duties and responsibilities, position within Oncode, and potential impact on others.
5. The declaration of the conflict-of-interest and associated management plan shall be recorded in writing in the minutes of the meeting.
6. Conflicts-of-interest referred to the Oncode Managing Director for resolution may result in the requirement for the member to:
 - eliminate the conflict-of-interest;
 - temporarily suspend his/her participation on the committee/board;
 - resign his/her position on the committee/board; or
 - Other actions as deemed appropriate by the Oncode Managing Director

The Oncode Managing Director will provide his recommendation in writing to the member. Such written recommendations will be shared confidentially with the Oncode Supervisory Board.

4. *Oncode Researchers*

1. As employees/appointees of their home institution (research institute, UMC, university) Oncode Researchers are subject to the policies of their home institution. The Oncode conflict-of-interest policy does not relieve Oncode Researchers of complying with the conflict-of-interest requirements of their home institution.
2. Oncode Researchers that serve on Oncode boards and committees, or that are engaged in external activities shall adhere to obligations set out in those relevant section of this policy.
3. During the conduct of their research or through their participation in valorization activities, Oncode Researchers may be in a conflict-of-interest. Examples of potential conflicts-of-interest include:
 - Serving on the scientific advisory board, managing board or supervisory board of an entity that will engage with Oncode in collaborative research or as a licensee;
 - Providing consulting or management services or directly holding equity in an entity that will engage with Oncode in collaborative research or as a licensee;
4. When a conflict-of-interest is encountered the Oncode Researcher shall make a full and ongoing disclosure to the Oncode Managing Board. The Oncode Managing Board shall work with the Oncode Researcher to develop a plan to manage the conflict-of-interest. Such plan may include:
 - no addition action beyond the full disclosure;
 - the requirement to provide additional details of the conflict-of-interest;
 - eliminate or temporarily withdraw from the external activity that created the conflict-of-interest;
 - temporarily suspend his/her participation in the Oncode activity that created the conflict-of-interest; or,
 - other actions as deemed appropriate by the Oncode Managing Board
5. Each disclosure and it consequences shall be considered individually and the potential for conflict assessed based on, for example, the parties involved, decision-making authority, job duties and responsibilities, position within Oncode, and potential impact on others.

5. *Oncode Team Members*

1. Oncode Team Members include the staff working in the Oncode general support team and valorization team on the basis of an employment agreement, freelance agreement or otherwise.
2. Annually, Oncode Team Members are required to disclose to the Managing Board:
 - all external positions they hold on boards and committees;
 - a summary of all consulting assignments during the past year;
 - direct equity holdings in any entity with business ties to Oncode including service providers, collaborative research partners, licensees or spin-off companies; and,

- any other activities that could reasonably be deemed to present a conflict-of-interest in relation to their Oncode responsibilities.
3. The Managing Board, after review of the annual disclosure from an Oncode Team Member, shall determine if a conflict-of-interest exists and develop a plan with the Oncode Team Member to manage the conflict-of-interest.
 4. Oncode Team Members are expected to make ongoing disclosures of material changes to their annual disclosure as they occur throughout the year.

6. *External Relationships and Activities*

1. It is expected that Oncode Related Individuals will be involved in a wide range of relationships and activities external to Oncode. This includes, for example, participation in boards and committees such as grant selection committees, business or scientific advisory boards, and government task forces.
2. As members of Oncode, Oncode Related Individuals are expected to maintain a high level of integrity by clearly identifying situations where their participation in Oncode creates a conflict-of-interest with regard to their external relationship or activity.
3. In situations where such a conflict-of-interest exists, Oncode Related Individuals shall declare such conflict-of-interest to the relevant organization (board/committee) and comply with that body's conflict-of-interest processes. Such declaration may include the individual's role in Oncode, research and valorization funding received from Oncode.

7. *Compliance and Reporting*

1. Non-compliance with any of the material terms in this policy could have far-reaching consequences, such as the member's removal from the Board/Committee, suspension of the Oncode team member or suspending base research funding for an Oncode Investigator.
2. Annually, the Oncode Managing Board will provide a summary report of conflicts-of-interest to the Oncode Supervisory Board.

Oncode EXTERNAL REVIEWER policy

Approved by the Managing Board on October 24, 2019.

External reviewers

An external reviewer is a professional invited by Oncode to formally assess specific documents and/or processes because of personal, professional and specific expertise in their field.

Conflict of Interest

Upon invitation, a potential reviewer should consider if they are biased in any way in favour or against any of the applications, and if they have any form of involvement with any of the applications or applicants.

Oncode will assume that those who accept the invitation to review can be regarded as an independent. If this is not the case, the invited reviewer needs to inform Oncode as soon as possible so that an alternative reviewer can be identified.

Confidentiality

By accepting the invitation to review, reviewers pledge to observe confidentiality concerning both the content of the applications and the decision-making process regarding them.

The reviewer must not:

- (a) permit his or her role as a reviewer to be used for private benefit, advantage or profit;
- (b) use property, information or opportunities of Oncode for private benefit, advantage or profit;
- (c) disclose or release any confidential or other non-public information relating to Oncode or its affairs unless authorized by Oncode or required by law to do so.

Financial compensation

External reviewers will receive financial compensation with €150 per review. The Oncode Programme manager will arrange the financial compensation upon receipt of the completed review from the external reviewer.

Oncode WHISTLEBLOWER policy

[IN DEVELOPMENT]

Oncode FINANCIAL regulations

[IN DEVELOPMENT – currently SOPs are in place for the most frequent financial operations]

Good Governance Charter

ANNEXES

- A Definitions
- B Articles of Association
- C Supervisory Board profile
- D Managing Board profile

A Definitions

AMC

Academisch Medisch Centrum, with its registered address in Amsterdam

Affiliation Agreement

The affiliation agreement between Oncode and a Partner Institution

Articles

The articles of incorporation of Oncode, as amended from time to time, [annex B](#);

Chair means the chair of the Board or Committee that is referred to in the regulations of this Board or Committee in the Good Governance Charter

Scientific Director

The Scientific Director, being a member of the Managing Board of Oncode, as set out in the Articles

Board(s) and/or Committee(s)

The Supervisory Board, the Managing Board, as well as the advisory boards and committees that are established by the Managing Board. The latter shall be at least the following four (4) advisory boards and committees:

- the International Advisory Board
- the Research Management Committee
- the Valorization Advisory Board
- the Clinical Advisory Board

The composition, tasks and powers of the Boards and Committees will be determined by regulations in the Good Governance Charter.

Contributions

The co-funding of Oncode by one of the funders or Partner Institutions

Director

Each individual appointed to the Managing Board in conformance with provision 4 of the Articles

Expert Members

Members of the Supervisory Board selected on the basis of their specific professional expertise

Founding scientists

- René Bernards (NKI, Amsterdam);
- Anton Berns (NKI, Amsterdam);
- Hans Bos (UMC Utrecht);
- Hans Clevers (Hubrecht Institute / Koninklijke Nederlandse Akademie van Wetenschappen (KNAW) / Prinses Máxima Centrum);

- Jan Hoeijmakers (Erasmus MC, Rotterdam)

Fundamental Research

Experimental or theoretical work undertaken primarily to acquire new knowledge of the underlying foundations of phenomena and observable facts, without any direct commercial application or use in view

Managing Director

The managing director of Oncode as set out in the Articles

Good Governance Charter

The set of rules and regulations governing the Managing Board, Supervisory Board, the advisory boards and committees, and policies related to conflict-of-interest and scientific integrity, as modified from time to time

International Advisory Board

A committee composed of independent experts from abroad to advise on issues intrinsic to Oncode

Investment Advisory Committee

A committee with early stage investment experience representing both investor and company perspectives to recommend on all investments made from the Oncode Oncology Bridge Fund

KWF Stichting Koningin Wilhelmina Fonds voor de Nederlandse Kankerbestrijding (Dutch Cancer Society)

LUMC

Leids Universitair Medisch Centrum (Leiden University Medical Center)

Managing Board

The board of managing directors of Oncode (statutair bestuur) as set out in the Articles of Association

Managing Board Regulations

The rules of procedure of the Managing Board

Ministries

EZ, OCW and VWS collectively

NKI

Stichting Het Nederlands Kanker Instituut-Antoni van Leeuwenhoek Ziekenhuis (Netherlands Cancer Institute)

OCW

Dutch Ministry of Education, Culture and Science

Oncode

Stichting Oncode Institute, incorporated under the laws of the Netherlands

Oncode Investigator(s)

Principal investigator(s) employed by and/or holding a clinical or academic appointment at a Partner Institution, and who are designated as an “Oncode Investigator” by the Managing Board (upon recommendation of the Research Management Committee) in accordance with the appointment procedure agreed upon with the Partner Institutions;

A list of Oncode Investigators – the initial scientific team - is included in the Strategic Plan

Oncode Researcher(s)

All Oncode Investigators and members of such an Oncode Investigator’s research group including but not limited to students, post-doctoral fellows, research technicians, research associates

Originating Members

Members of the Supervisory Board originating from the business or patient community

Partner Institution

A university medical center, university or research institute which is party to an Affiliation Agreement with Oncode

Radboudumc

Radboud Universitair Medisch Centrum

Radboud University

Radboud Universiteit Nijmegen

Research

All research activities undertaken by the Oncode Researchers during the term of the relevant Affiliation Agreement

Research Management Committee

The committee that provides guidance and policy advice to the Managing Board on research related themes. The committee initially exists of the Founding Scientists (including the Chief Scientific Officer), and a senior clinician-scientist

Stakeholders

KWF, the Ministries and Topsector Life Sciences and Health and the Partner Institutions

Strategic Plan

The strategic plan of Oncode (including appendices) as posted on oncode.nl

Supervisory Board

The board of supervisory directors (raad van toezicht) of Oncode as described in the Articles

Supervisory Board Regulations

The rules of procedure of the Supervisory Board

UMC

University Medical Center

UMC Utrecht

Universitair Medisch Centrum Utrecht

Valorization Advisory Board

Advisory board, reporting to the Valorization Director, to advise on development plans, intellectual property issues, critical uncertainties, potential partners and commercialization opportunities. The Valorization Advisory Board will also provide the Managing Board with advice on societal matters, such as affordable health care

Valorization Director

The valorization director of Oncode as set out in the Articles of Association

Vice-Chair

means the deputy chair of the Board or Committee that is referred to in the regulations of this Board or Committee in the Good Governance Charter

VWS

Dutch Ministry of Health, Welfare and Sport

B Articles of Incorporation

NL01-000300.00001/NB16

Continuous text of the Articles of Association of Stichting Oncode Institute with registered office in Utrecht, the Netherlands, as they read after amendment by deed executed on **2 December 2020** before Johannes Schouten, civil-law notary in Amsterdam, the Netherlands.

ARTICLES OF ASSOCIATION

Name and Registered Office

Article 1

1. The foundation bears the name: **Stichting Oncode Institute**.
2. The foundation has its corporate seat in Utrecht, the Netherlands.

Objective

Article 2

1. The foundation has the following objective:
 - a. to bring top scientists together in an independent, world-class cancer research institute whose aim is to provide better treatments for cancer, through an innovative model combining high-quality research with excellent technology transfer; and
 - b. to undertake any activities related to or beneficial to the foregoing in the broadest possible sense, as long as it serves the general welfare, including accessibility of affordable medicines for Dutch patients.
2. To achieve its object, the foundation may perform any act that is related to the foregoing or that may be conducive thereto, all in the widest sense of the word.
3. The foundation explicitly does not aim to make profits or the advocating of commercial interest.

Corporate bodies

Article 3

The foundation shall have the following corporate bodies:

- a. the managing board ("**Managing Board**"); and
- b. the board of supervisory directors ("**Supervisory Board**").

Managing Board: composition, tasks and authorities

Article 4

1. The Managing Board shall consist of two (2) or three (3) directors or such higher number established by, and which directors shall be appointed by, the Supervisory Board. Only natural persons can be appointed as director. The appointed directors shall be attributed the title of Managing Director, Valorization Director and Scientific Director.
2. The directors shall be appointed by the Supervisory Board. In the event of one or more vacancies in the Managing Board, the vacancy/these vacancies will be filled in as soon as possible.
3. The Supervisory Board shall elect the head of the institute ("Head of the Institute") amongst the members of the Managing Board.
4. The Head of the Institute shall be the chairperson.
5. The members of the Managing Board shall be appointed for a term of the lesser of (i) three

years or (ii) the remainder of the agreed term of any financing provided to the foundation or the date of premature termination of any such financing. A director that has resigned or whose membership of the Managing Board was terminated in accordance with the preceding phrase shall be eligible for reappointment immediately.

6. In the event of one or more vacancies in the Managing Board, the other director(s) shall maintain its/their authorization.
7. The Supervisory Board shall determine the remuneration paid to the directors with due observance of the Public and Semi-public Sector Senior Officials (Standard Remuneration) Act (Wet normering topinkomens) or any future act or regulation which at any time may replace it.
8. The Managing Board is charged with the executive management of the foundation.
9. The Managing Board is not authorized to decide to enter into agreements for the acquisition, alienation and encumbrance of registered property, unless such resolution is passed following the prior written approval of the Supervisory Board.
10. The Managing Board is not authorized to decide to enter into agreements by which the foundation binds itself as a surety or joint and several debtor, exerts itself for a third party, or provides security for a debt of a third party, unless such resolution is passed following the prior written approval of the Supervisory Board.
11. The Supervisory Board is authorized to also make subject to its prior written consent other resolutions of the Managing Board. Such resolutions shall be clearly described to the Managing Board in writing.
12. Testamentary dispositions may only be accepted with the benefit of inventory.

Managing Board: meetings

Article 5

1. The Managing Board meetings shall be held in a place in the Netherlands as determined in the convocation notice.
2. Annually, within six (6) months following closing of the financial year, a board of directors meeting (annual meeting) shall be held, in which at any rate the adoption of the annual accounts consisting of the balance sheet and profit and loss statement will be discussed. In addition, a meeting of the Managing Board will be held at least once each calendar quarter.
3. Furthermore, meetings shall be held whenever one of the directors shall convene the meeting.
4. The notice convening the meeting shall be sent at least seven (7) days in advance, not counting the days of the notice and the meeting, by means of convocation notices that may also be dispatched electronically.
5. Said convocation notices shall state, except the place and time of the meeting, the business to be transacted.
6. Meetings shall be chaired by the Head of the Institute. In his absence, those present will see to it that the meeting is chaired.
7. Minutes shall be kept of the meetings by one of the other members of the Managing Board present or another person, who is approached to this end by the chair of the meeting. The minutes containing a list of resolutions shall be approved by the Managing Board and signed by the chair.

Managing Board: resolutions

Article 6

1. The Managing Board can only validly pass resolutions if the majority of the directors holding office are present or represented. One or more members of the Managing Board can be present

at the meeting by remote attendance by phone or by videoconferencing, or any other electronic means of communication.

A director can be represented at the meeting by another director upon submission of a written proxy, to be assessed by the chair of the meeting. A director can only act as a proxy for one single other director.

2. If in a meeting no resolution can be adopted because the required quorum is not present or represented, a second meeting will be held within four (4) weeks following the date of the first meeting and taking into account a convocation period of at least seven (7) days, the date of the convocation and the date of the meeting not included. In this second meeting valid resolutions may be adopted, regardless of the number of members of the Managing Board in attendance or represented.
3. As long as all directors are present or represented at any meeting, valid resolutions may be passed, irrespective of the requirements contained in these articles of association regarding convocation and the holding of meetings have not been taken into account.
4. The Managing Board can also pass resolutions without holding a meeting, provided that all directors have expressed their opinion, either in writing or by any other means of telecommunication. The chair shall take care of a record of a resolution thus passed, including the replies received, which record shall be signed by the Head of the Institute and then added to the register of minutes.
5. Each director shall have the right to cast one vote. As far as these articles of association do not prescribe a larger majority, the Managing Board can only pass valid resolutions by an absolute majority of the votes cast. Notwithstanding the foregoing, the Managing Board shall strive to reach consensus on all proposed resolutions. The chair in particular shall encourage collective decision-making.
6. Each director who has a direct or indirect personal conflict of interest with the foundation shall not participate in the deliberations and the decision-making process concerned in the Managing Board. If as a result thereof no resolution of the Managing Board can be adopted, the resolution will be adopted by the Supervisory Board. The Managing Board shall determine a conflict of interest policy, subject to approval of the Supervisory Board, to provide guidance in these situations.

A conflict of interests shall exist among other things in an event of performance of legal acts that may be valued in money between the foundation and (i) members of the Managing Board and/or its employees; (ii) persons who have a close family relationship or a comparable relationship with the persons mentioned above under (i); and/or (iii) legal persons of which the persons mentioned above under (i) and (ii) are members of the board or of the supervisory board. A director who assumes a legal act of the foundation may qualify as conflict of interest towards himself, shall notify in writing the Head of the Institute as well as its co-directors thereof. The Head of the Institute shall forward the notification to the Supervisory Board. Only in the event of doubt or discussion within the Managing Board on the qualification of a certain transaction as a (possible) conflict of interest, or in the event that the person with respect to whom the Managing Board has established that regarding a certain transaction he has a direct or indirect personal conflict of interest with the foundation, refuses to abstain from the deliberations and/or decision making, the Head of the Institute shall request the Supervisory Board to consider and determine whether such conflict of interest exists.

7. All voting at the meeting shall be oral, unless one of the directors requests vote by ballot prior

- to the voting. Written votes shall be cast by means of sealed and unsigned ballot.
8. Blank votes shall be considered as not having been cast.
 9. All disputes arising about voting that are not provided for by these articles of association shall be decided upon by the chair of the meeting.
 10. Notwithstanding the provisions elsewhere in these articles of association, the following board resolutions are subject to the approval of the Supervisory Board:
 - a. the adoption of the strategic plan, including the scientific plan, with the long-range budget, and the annual plan with corresponding exploitation budget to be submitted by the Managing Board each year;
 - b. the approval of the annual budget;
 - c. a major change in the strategic plan, including underlying policy plans or long-range plans drawn up for any year or series of years;
 - d. the adoption of and/or amendment to the annual accounts consisting of the balance sheet and profit and loss statement of the Managing Board;
 - e. the employment of employees with an annual gross salary of over one-hundred thousand Euro (€ 100,000.00) (“key employees”), or the adjustment of the gross salary of existing key employees by at least twenty percent (20%) which have not yet been agreed upon in the employment agreement;
 - f. adoption of guidelines for the incorporation and termination of legal entities; the litigation, if the interest of the relevant action exceeds a value of fifty thousand Euro (€ 50,000.00).
 - g. the litigation, if the interest of the relevant action exceeds a value of fifty thousand Euro (€ 50,000.00).
 - h. the providing to any person of loans, advance payments or credit facilities (other than in the ordinary conduct of business);
 - i. the debt structure and loans of the foundation;
 - j. the adjustment of the accounting principles for preparing the annual accounts;
 - k. the adoption of or amendment to the regulations of the Good Governance Charter, as stated in article 16;
 - l. the entering into a legal merger, split-off and amendment to these articles of association;
 - m. the filing of a winding-up petition or application for a moratorium of the foundation;
 - n. the dissolution of the foundation and the establishing of the balance left after winding-up;
 - o. the entering into agreements with or termination of agreements with strategically important contractual relations, including but not limited to important new funders;
 - p. the granting of continuous limited powers of attorney to directors or any officers employed by the foundation as referred to in article 8.3;
 - q. the effecting of other legal transactions as stipulated by the Supervisory Board in advance; and
 - r. the approval of a decision to undertake any action as described in this paragraph 10 adopted by a corporate body of any company in whose capital the foundation owns all issued shares, provided that such decision is subject to the approval of the general meeting of such company, of the meeting of holders of shares in the capital of the company which are held by the foundation or of the foundation.
 11. In the event one of the directors informs the other members of the Managing Board that he disputes a matter he considers of material importance for the foundation’s strategy (“Disputing

Director”), the Head of the Institute shall, within two weeks of receipt of such notice, convene a meeting of the Managing Board at which efforts are made to solve the matter. In case the matter should not be solved at such meeting, the Head of the Institute shall bring the matter at the attention of the Supervisory Board in writing which shall resolve on the matter in a meeting to be held within one month upon receipt of the notice from the Head of the Institute. The members of the Managing Board have the right to attend and speak at such meeting.

Managing Board: End of Managing Board Membership

Article 7

The membership of a director shall cease:

- a. upon his death;
- b. in the event that he loses the right to dispose of his property;
- c. by voluntary resignation;
- d. by his retirement from the Managing Board in conformity with the schedule listed in section 4;
- e. by his dismissal effected by the Supervisory Board;
- f. by his dismissal pursuant to Article 2:298 of the Dutch Civil Code.

Managing Board: Representation

Article 8

1. The Managing Board shall represent the foundation.
2. The authority to represent the foundation shall be vested in two directors acting jointly.
3. The Managing Board may, subject to the approval of the Supervisory Board, grant continuous powers of attorney to directors or any officers employed by the foundation, to represent the foundation within the limits of that power of attorney.

Supervisory Board: composition, duties, responsibilities and powers

Article 9

1. The Supervisory Board consists of a number of at least three (3) and maximally nine (9) natural persons to be appointed by the Supervisory Board.
2. One member of the Supervisory Board is appointed as independent chair, unattached to any of the Stakeholders. The other members of the Supervisory Board are appointed by resolution of the Supervisory Board on the basis of a nomination made as follows or belonging to the communities mentioned below.

Each of the following stakeholders (“**Stakeholders**”) shall have the right to nominate one (1) person to be appointed on one position in the Supervisory Board:

- a. Stichting Koningin Wilhelmina Fonds voor de Nederlandse Kankerbestrijding, registered with the trade register of the Chamber of Commerce under number 41197125;
- b. The Dutch government (*Staat der Nederlanden*) represented by the Ministry of Health, Welfare and Sport, the Ministry of Economic Affairs, and the Ministry of Education, Culture and Science;
- c. The affiliated research institutions (affiliated cancer research institutes, not being an University medical centre, with whom Oncode Institute has entered into an affiliation agreement);
- d. The affiliated University medical centres, with whom Oncode Institute has entered into an affiliation agreement.

The other members of the Supervisory Board shall be selected and appointed by the Supervisory Board, one of them shall have the knowledge and experience in business, and one shall have the knowledge and experience in the foundation’s objectives through personal

experience or as a representative of cancer patients, as further specified in the profile. A Stakeholder shall take the profile of the Supervisory Board's composition and of the vacant position adopted by the Supervisory Board into consideration when making a nomination. The Supervisory Board shall be free to appoint a supervisory director if the relevant Stakeholder fails to make a nomination within two (2) months of the position becoming vacant. A nomination submitted on time shall be binding. However, the Supervisory Board may disregard the nomination in the event such nomination does not comply with the profile of its composition or of the vacant position, if it adopts a resolution to that effect by a positive vote of no less than two-thirds of the members of the Supervisory Board. In such event the relevant Stakeholder can nominate another person. If the second nomination is again rejected, the Supervisory Board shall then be authorised to appoint the new member on the vacant position itself.

3. The expertise and background demanded of a member of the Supervisory Board are by and large determined by the Supervisory Board in a profile, to be detailed in regulations to be drawn up by the Supervisory Board. The Supervisory Board will regularly assess if the profile is still adequate and adjust it, if necessary.
4. The members of the Supervisory Board are appointed for a period of four (4) years. They retire according to a rotation schedule drawn up by the Supervisory Board. Whoever is appointed in an interim vacancy will take the place of his predecessor in the rotation schedule. Members of the Supervisory Board may be reappointed only once for a period of four (4) years, and if relevant after consultation with and a positive evaluation of the Stakeholder which had nominated him to a position in the Supervisory Board.
5. The members of the Supervisory Board are dismissed and suspended by resolution of the Supervisory Board. A member of the Supervisory Board may be dismissed or suspended for dereliction of his duties provided by law, by these articles of association or regulations, for other serious reasons or due to a major change in the circumstances on the basis of which it cannot be reasonably required of the foundation to retain him as a member of the Supervisory Board. A resolution to suspend or dismiss a member of the Supervisory Board is adopted by an absolute majority of the votes cast in a meeting where at least two-thirds of the members of the Supervisory Board are in attendance or represented, the vote of the member concerned not included. The resolution to suspend or dismiss is reasoned. If in this meeting the required number of members of the Supervisory Board is not in attendance or represented, a second meeting will be held within four (4) weeks following the date of the first meeting and taking into account a convocation period of at least ten (10) days, the date of the convocation and the date of the meeting not included. In this second meeting a valid resolution to suspend or dismiss may be adopted by an absolute majority of the votes cast, regardless of the number of members of the Supervisory Board in attendance or represented, the vote of the member concerned not included.

Before a resolution to suspend or dismiss a member is adopted, the Supervisory Board will allow the person concerned to account for his actions in a meeting of the Supervisory Board. The person concerned may be assisted by a counsel for this purpose.
6. A resolution to suspend a member that is not followed by either dismissal or the lifting of the suspension within two (2) months will end after the lapse of this term.
7. The membership of the Supervisory Board ends through:
 - a. death or the establishment by the Supervisory Board that during a continuous period of three months such member was incapable of performing its function;
 - b. the member's resignation filed to the Supervisory Board;
 - c. dismissal by the Supervisory Board;

- d. retirement by rotation without reappointment;
 - e. appointment as Oncode Investigator;
 - f. entering into an employment agreement with the foundation;
 - g. the placement under guardianship, bankruptcy or administration order of his/her assets.
8. In the event that all members of the Supervisory Board are absent or prevented from discharging their duties the President of the Court of the district where the foundation has been established will appoint a new Supervisory Board, at the request of either a retiring member of the Supervisory Board, or the Managing Board, subject to the provisions in these articles of association.
 9. The Supervisory Board has the duty to supervise the policy of the Managing Board and the general conduct of business in the foundation. It will advise the Managing Board. In fulfilling its duties, the Supervisory Board will represent the interest of the foundation and institutions affiliated thereto. The Supervisory Board is responsible for the employment practice regarding the Managing Board, and will establish the legal status and the employment conditions of the members of the Managing Board.
 10. The Supervisory Board conducts at least annually with each of the members of the Managing Board a conversation concerning their performance. The Supervisory Board and the Managing Board perform annually an evaluation on the mutual operations of both organs related to its own operations and in relation to each other.
 11. The Supervisory Board is responsible for the quality of its own performance. The Supervisory Board evaluates its performing and the performing of its members at least annually without the presence of the Managing Board and informs the Managing Board as well as the Stakeholder(s) on whose nomination the member of the Supervisory Board was appointed afterwards about the outcome of the evaluation.
 12. 12. The Managing Board will duly furnish to the Supervisory Board the data needed for the fulfilment of its duties. The right of the Supervisory Board to receive such information and the time on which and within which such information shall be made available shall be laid down in an information protocol included in regulations.
 13. The Supervisory Board or one or more members to be appointed from its midst has access to all locations of the foundation and is entitled to inspect all files, records and documents.
To this end the Supervisory Board may be assisted by one or more experts, who must be granted access to the entire administration.
 14. Members of the Supervisory Board shall not receive any remuneration for their activities, be it directly or indirectly. A reasonable cost reimbursement for costs the members of the Supervisory Board made in connection with the services to the foundation is allowed.
 15. Upon consultation with the Managing Board, the Supervisory Board is authorised to establish one or more subcommittees, including a remuneration committee and an audit committee, whose composition, tasks and powers will be determined by rules of procedure.

Supervisory Board: Independence and incompatible functions

Article 10

1. Each member of the Supervisory Board is independent. He functions without a mandate and not bound by any instructions.
The Supervisory Board performs its duties independently, in the best interests of the foundation as a whole. The responsibility for the proper performance of its duties is vested collectively in the Supervisory Board.
2. Persons excluded from being a member of the Supervisory Board are persons in respect of whom:

- personally; and/or
- their spouse, registered partner or other life companion, foster-child or relatives by blood or affinity up to and including the second degree,

the following applies:

- a. who are employed by the foundation or who provide services at or for the purpose of the foundation for valuable consideration, not including employees of Stakeholders;
 - b. who in a period of three (3) years prior to the appointment has been employed by the foundation;
 - c. who in the three (3) years prior to the appointment have had an important business relation with the foundation;
 - d. who in a previous period of three (3) years have been manager of the foundation or a member of the Managing Board;
 - e. who as a director is connected to or in service of an organization that is involved in determining the employment conditions of the employees;
 - f. who have such a relation with an active member of the Supervisory Board or of the Managing Board that their independence is at stake;
 - g. who is a member of a municipal board in the field of work of the foundation;
 - h. who is charged with or helps exercise state control of the foundation;
 - i. who is an Oncode Investigator;
 - j. who has such other function that the membership of the Supervisory Board may lead to a conflict with the interest of the foundation, a conflict with this function, to incompatibility or to any potential mixing of interests.
3. Members of the Supervisory Board are not permitted to personally benefit directly or indirectly from contracting, deliveries to or agreements with the foundation.
 4. In all cases in which a member of the Supervisory Board has an interest that is contrary to the interest of the foundation that is of material significance, prior written approval of the Supervisory Board is required.

Supervisory Board: Meetings, convocations, decision-making

Article 11

1. The Supervisory Board appoints a non-aligned chair and appoints a vice-chair from its midst. As long as a vacancy has not been filled definitively, one of the other members of the Supervisory Board may be appointed to deputize for this position for the time being.
2. The Supervisory Board will meet at least four (4) times a year and as often as the chair deems desirable or as often as two (2) members of the Supervisory Board or the Managing Board so request to the chair by stating reasons. The convocations to the meeting are effected by or on behalf of the chair or the vice-chair, who have equal rights to do so, at least ten (10) days in advance, the date of the convocation and the date of the meeting not included, via convocation letters that may also be dispatched electronically. In urgent cases a shorter term may suffice, such at the discretion of the chair.
3. The convocation letters will specify, in addition to the place and time of the meeting, the agenda in which the subjects to be discussed are listed, and if possible, provided with an explanation. Taking into account the efficiency of the decision making of the Supervisory Board, the chair may decide, unless any member of the Supervisory Board prior to such meeting would oppose thereto, that the meeting may be held by phone or by videoconference, or any other electronic means of communication.

Supervisory Board: Decision-making

Article 12

1. The Supervisory Board may only adopt resolutions in a meeting where at least half of the number of members of the Supervisory Board, including at any rate the chair or the vice-chair, is in attendance or represented. Each member of the Supervisory Board may be represented at all times, but only by a co-member of the Supervisory Board with a written proxy. A member of the Supervisory Board may act as an agent only on behalf of one other member of the Supervisory Board.

If not at least half of the number of members of the Supervisory Board is in attendance or represented in the meeting, a second meeting will be held within four (4) weeks following the date of the first meeting and taking into account a convocation period of at least ten (10) days, the date of the convocation and the date of the meeting not included. In this second meeting valid resolutions may be adopted, regardless of the number of members of the Supervisory Board in attendance or represented.
2. Each member of the Supervisory Board is entitled to cast one vote. Insofar as these articles of association do not prescribe a larger majority, all resolutions of the Supervisory Board are adopted by an absolute majority of the votes cast.

In case of a vote on a proposal to suspend or dismiss a member of the Supervisory Board, the relevant member cannot take part in the vote and will not be taken into account in the assessment if two-thirds of the number of members are in attendance or represented.
3. Each member of the Supervisory Board who has a direct or indirect personal conflict of interest with the foundation shall not participate in the deliberations and the decision-making process concerned in the Supervisory Board. If, however, at the same time all members of the Supervisory Board have a direct or indirect personal conflict of interest with the interest of the foundation, all members of the Supervisory Board will remain authorized to participate in the deliberations and the decision-making process relating to the relevant resolution of the Supervisory Board.
4. All voting in the meeting will be effected orally, unless the chair deems a ballot desirable or one of the persons with voting rights demands a ballot prior to the vote. Voting by ballot will be effected by means of sealed and unsigned ballots. Decision-making by acclamation is permitted.
5. Abstentions and votes cast on signed ballots are invalid. If the votes are tied, a second meeting will be held within four (4) weeks following the date of the first meeting and taking into account a convocation period of at least ten (10) days, the date of the convocation and the date of the meeting not included. In this second meeting valid resolutions may be adopted, regardless of the number of members of the Supervisory Board in attendance or represented.
6. Minutes are kept of the business transacted in each meeting by or under the responsibility of the secretary of the Supervisory Board and a list of resolutions is prepared of the resolutions adopted. The minutes and the list of resolutions are dispatched to all members of the Supervisory Board at the latest at the date of the convocation of the next meeting or at a previous date to be determined by the chair and the secretary; the adoption of the minutes and the list of resolutions is adopted in the next meeting of the Supervisory Board. The minutes and the list of resolutions are witnessed by the signatures of the chair and the secretary of the Supervisory Board.
7. The meetings of the Supervisory Board are attended by the members of the Managing Board, unless the chair for meetings other than those referred to in article 6.11 decides otherwise.
8. If a meeting of the Supervisory Board has not been convened in a timely manner or not at all, or if the agenda is missing, the Supervisory Board may nonetheless adopt resolutions on all subjects addressed, on the condition that all members of the Supervisory Board are in attendance or represented in the meeting and the relevant resolutions are adopted

unanimously.

9. The Supervisory Board may adopt resolutions also without holding a meeting, provided that all members of the Supervisory Board declare to be in favour of the proposed resolution in writing. Of a resolution thus adopted the secretary of the Supervisory Board will draw up a signed statement containing the text of the resolution adopted verbatim. The statement is signed by the chair and the secretary of the Supervisory Board and read out in the next meeting of the Supervisory Board.
10. In all disputes concerning voting, not provided for by these articles of association, the chair of the Supervisory Board will decide.

Financial Year and Annual Accounts

Article 13

1. The financial year of the foundation shall coincide with the calendar year.
2. The Managing Board is obliged to keep records of the financial position of the foundation and of everything concerning the foundation's activities, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the foundation's rights and obligations can be known from them at any time.
The Managing Board shall in that context at any rate prepare an annual policy plan including an annual budget, giving insight in:
 - the work performed by the foundation;
 - the manner in which the foundation attracts funds;
 - the management of the assets of the foundation;
 - the expenses of the foundation;A copy of such policy plan shall be provided to the Supervisory Board.
3. Within six (6) months of the end of each financial year the Managing Board is obliged to draw up annual accounts and profit and loss statement of the foundation and record in writing and subsequently adopt them. The annual accounts and profit and loss statements require the prior approval of the Supervisory Board. In order to do so the adopted documents shall be sent to the Supervisory Board within month following its adoption. The Supervisory Board shall appoint a certified accountant, an accounting consultant or another expert within the meaning of article 2:393 of the Netherlands Civil Code to examine the annual accounts. This expert will issue a report of his findings to the Managing Board and the Supervisory Board.
4. The Supervisory Board is authorized to grant discharge to the members of the Managing Board in respect of the policy conducted by them in the year under review, insofar as this policy is evidenced by the annual report or if that policy has been disclosed to the Supervisory Board.
5. The Managing Board is obliged to keep the records, documents and other data carriers during the period prescribed by law.

Right to indemnification

Article 14

1. To the extent that the law does not provide otherwise, (former) members of the Managing Board and the Supervisory Board are entitled to the following compensation by the foundation:
 - a. the reasonable costs of legal advice and conducting a defense against claims based on acts or omissions in the performance of their duties or any other function they fulfil at the request of the foundation or have completed;
 - b. any damages or fines payable by them as a reason to under a above mentioned acts or omissions;
 - c. the reasonable costs of legal advice regarding and of appearing in other legal

proceedings in which he in his capacity of (former) member of the Managing Board or of the Supervisory Board are involved with the exception of proceedings primarily aimed at pursuing a claim of their own,

actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful or outside of their mandate.

2. There shall be no entitlement to reimbursement as referred to in paragraph 1 if and to the extent that (i) it has been established by the Dutch court in a final judgment that the act or omission of the person concerned may be characterized as seriously personally culpable (*ernstig persoonlijk verwijtbaar*), unless the law provides otherwise or this would lead to unacceptable consequences in the current circumstances taking into account the standards of reasonableness and fairness, or (ii) the costs or financial loss of the person concerned is covered by insurance and the insurer has paid expenses or financial loss.
3. No person shall be personally liable to the foundation for monetary damages for breach of fiduciary duty as a director or as a supervisory director, provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of such individual's duty of loyalty to the foundation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit or (iv) for personal liability which is imposed by Dutch law, as from time to time amended. No amendment, repeal or modification of this Article 14 shall adversely affect any right or protection of any person entitled to indemnification or advancement or expenses under this Article 14 prior to such amendment, repeal or modification.

Advisory boards and committees

Article 15

Subject to the prior approval by the Supervisory Board, the Managing Board is authorised to establish one or more advisory boards and committees, whose composition, tasks and powers will be determined by rules of procedure and this shall be at least the following four (4) advisory boards and committees:

- a. the International Advisory Board;
- b. the Research Management Committee;
- c. the Valorization Advisory Board; and
- d. the Clinical Advisory Board.

Rules and regulations

Article 16

1. The Managing Board has the power to adopt rules and regulations in which the issues are arranged that, in the opinion of the Managing Board, require (further) arrangement. These rules and regulations will be included in the Good Governance Charter.
2. The rules and regulations shall not be contrary to the law or to these articles of association.
3. The Managing Board is authorised at all times to amend or cancel the rules and regulations.
4. Adoption, amendment and termination of the rules and regulations shall be subject to approval of the Supervisory Board.
5. The Good Governance Charter constitutes the regulations of:
 - a. Supervisory Board
 - b. Managing Board
 - c. Research Management Committee
 - d. International Advisory Board

- e. Clinical Advisory Board
 - f. Valorization Advisory Board
 - g. Investment Committee
6. The Good Governance Charter comprehends key policies:
- h. Conflict of interest policy
 - i. Whistle-blower policy
 - j. Financial regulations

Amendment of the articles of association

Article 17

1. The Managing Board shall have the authority to amend the articles of association, upon prior approval by the Supervisory Board.
2. The resolution by the Managing Board to amend the articles of association must be taken unanimously at a meeting in which all members of the Managing Board are represented and provided that the Managing Board does not have any vacant positions. If not all members of the Managing Board are in attendance or represented in the meeting, a second meeting will be held within four (4) weeks following the date of the first meeting and taking into account a convocation period of at least seven (7) days, the date of the convocation and the date of the meeting not included. In this second meeting valid resolutions may be adopted, regardless whether or not the quorum mentioned in the first phrase is met, however always with observance of the quorum provided by article 6 paragraph 1, provided that the Managing Board does not have any vacant positions and that the resolution is unanimously adopted.
3. The resolution by the Supervisory Board to approve the resolution by the Managing Board, when a resolution is taken to amend article 9, shall preferably be taken unanimously, and otherwise by a majority of at least two thirds (2/3) of the votes cast, at a meeting in which all members of the Supervisory Board are in attendance or represented. If not all members of the Supervisory Board are in attendance or represented in the meeting, a second meeting will be held within four (4) weeks following the date of the first meeting and taking into account a convocation period of at least ten (10) days, the date of the convocation and the date of the meeting not included. In this second meeting valid resolutions may be adopted, regardless of the number of members of the Supervisory Board in attendance or represented, provided that the resolution is adopted by the majority prescribed in the first phrase of this paragraph, and provided that at such meeting the quorum required pursuant to article 12.1 for the adoption of any resolution by the Supervisory Board is met.
4. The amendment must be effected by notarial deed on pain of nullity. Each individual director shall be authorized to have the relevant deed executed.
5. The members of the Managing Board are obliged to file a true copy of the deed of amendment with the commercial register.

Dissolution and Liquidation

Article 18

1. The Managing Board shall have the authority to dissolve the foundation, upon prior written approval by the Supervisory Board. The provisions of article 17.1 through 17.3 equally apply.
2. From the surplus remaining after payment of the debts of the dissolved foundation, any potential assets of the foundation shall be distributed to an entity acknowledged as public benefit organization (*Algemeen Nut Beogende Instelling; ANBI*) in conformity with article 5b General Act pertaining to national taxes (*Algemene Wet inzake Rijksbelastingen*) designated by the

Managing Board, of which the statutory purpose is similar to the statutory purpose of the foundation. Such designation by the Managing Board requires the prior written consent of the Supervisory Board.

3. Liquidation of the foundation upon its dissolution shall be done by the Managing Board, unless the resolution decision appoints others in order to do so.
4. After termination of the liquidation, the books and records of the dissolved foundation shall be deposited for the duration of the years prescribed by law with a person to be appointed by the liquidators.
5. The liquidation will further be subject to the requirements of Title 1, Book 2 of the Dutch Civil Code.

Final Stipulations

Article 19

1. In all cases not provided for by law and these articles of association, the Managing Board shall decide.
2. In these articles of association, in writing shall mean any message transferred by a common form of communication, attested in writing, including a message which is transferred electronically and can be read and reproduced, from or directed to such address which has been indicated as such to the foundation.

C Supervisory Board profile

Adopted by the Oncode Supervisory Board – 29 August 2017, updated on 16 January 2018

Role of the Supervisory Board

Oncode Institute is an independent foundation. The Supervisory Board will supervise the Managing Board, the implementation of Oncode's strategy and the general course of affairs related to that strategy. The Supervisory Board provides the Managing Board with advice, requested or not requested. The Managing Board shall be appointed and dismissed by the Supervisory Board.

The supervision of the Managing Board by the Supervisory Board includes: (1) achievement of Oncode's objectives; (2) Oncode's strategy; (3) internal risk management; (4) financial reporting process; (5) compliance with legislation and regulations, including funding agreements; (6) relation with stakeholders; (7) social responsibility issues that are relevant to Oncode; (8) the procedure and the criteria to select the Oncode Investigators.

Members

The Supervisory Board will consist of eight or nine members:

- *An independent chair, unattached to any of the Stakeholders*
- *Nominees (4)*

Each of the following stakeholders per category has the right to nominate a person to be appointed on one position:

- KWF Kankerbestrijding
- Dutch government (Ministry of Economic Affairs, Ministry of Health, Welfare and Sport, Ministry of Education, Culture and Science)
- Affiliated research institutes, not being an UMC, with whom Oncode has entered into an affiliation agreement
- Affiliated UMC's with whom Oncode has entered into an affiliation agreement

- *Other members (2)*

One member shall have knowledge of and experience in business, and one shall have knowledge of and experience in Oncode's objectives through personal experience or as a representative of cancer patients.

- *Expert Members (1-2)*

Members with specific expertise needed for the proper functioning of the Supervisory Board, such as professional financial expertise.

The members of the Supervisory Board will comply to the rules of *good governance* as based on the Dutch Corporate Governance Code and stated in Oncode's Articles of Incorporation,

the Good Governance Charter (including regulations for the Supervisory Board and Managing Board) and other applicable legislation and regulations.

Profile

Independency

The Supervisory Board acts in accordance with the interests of Oncode, taking into account the interests of Oncode's stakeholders. Though several members of the Supervisory Board will be appointed on nomination or recommendation of stakeholders, they shall perform their duties *independently*, in the best interests of Oncode as a whole. The responsibility for the proper performance of their duties is vested collectively in the Supervisory Board. A member of the Supervisory Board can be related to any of the stakeholders as an employee or as a member of a stakeholder's managing board, supervisory board or a similar body. A member of the Supervisory Board cannot be an Oncode Investigator.

Diversity

The composition of the Supervisory Board should reflect a variety of:

- *Experience*
- *Age*
- *Cultural background and nationality*
- *Gender*

The Board will aim for a composition consisting of at least 30% male and at least 30% female members.

General profile for all Supervisory Board members

- *Dedicated to the goals of Oncode*
- *Demonstrated team player*
- *High integrity*
- *(Supervisory) Board experience*
- *Willing to commit enough time to fulfil his role adequately*
- *Willing to sit on Supervisory Board committees*
- *Willing to participate in introduction and training programs (if required)*

Profile of the chairman or chairwoman

- *Charismatic and diplomatic figurehead with a strong ability to align different interests*
- *Passionate about the vision of Oncode*
- *Natural authority with high integrity*
- *Self-reflective, constructive and critically thinker*
- *Extended network within communities that are relevant to Oncode; opening doors*

- *Willing to contribute to the development of the institute and to act as an ambassador*
- *Able to connect with different type of disciplines (scientists, patients, influencers, captains of industry etc.).*
- *Strong experience in chairing (Supervisory) Boards*
- *Willing to commit enough time to fulfil the role adequately*

** The profiles of the chair and vice-chair should be complementary*

** Preferably the vice-chair has specific experience and knowledge of (oncology) research*

Specific knowledge and experience to be combined in the Supervisory Board

- *Fundamental oncological research*
- *Valorization/Technology Transfer*
- *Clinical treatment of cancer*
- *Senior management*
- *Finance/accounting*
- *Legal (preferably private-public partnerships and/or IP)*
- *Patient experience*
- *Industry*
- *Private-public partnership*
- *Communications and public affairs*
- *Personnel and organization*

Term

In general, the members of the Supervisory Board will be appointed for a period of four years with the possibility for renewal for one period of four years.

The *initial* members of the Supervisory Board have been appointed for a term of two to four years. In order to create staggered board renewal, starting in year three, 25% of the original members will be replaced each year by new members. This means that the Supervisory Board will be completely renewed after six years. The choice for the initial two-year period is based on the assumption that skills and experiences to be required of Supervisory Board members may be different in case of a starting enterprise than when a more consolidated situation has been established.

D Managing Board profile

Position Profiles

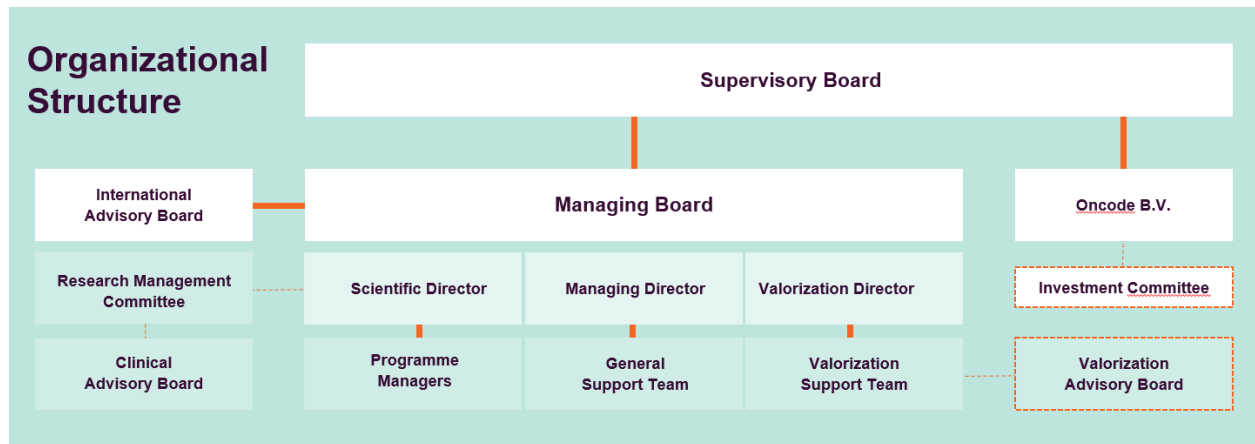
Oncode Scientific Director

Oncode Valorization Director

Oncode Managing Director

December 2019

The organization



Oncode is an independent institute dedicated to understanding cancer and translating research into practice faster. Starting from a deeper understanding of the basics of cancer, Oncode works to accelerate the development of better treatments and improved diagnostics for patient benefit. Oncode was founded in 2017 to bring top oncology scientists together under a single research strategy. As a “virtual” institute, it does not have its own research facilities or research staff but has established a network of over 800 researchers across twelve Dutch research institutions.

Oncode’s vision includes more effective diagnosis, faster development of new medicines and other interventions and more effective treatment tailored to the individual. Scientific excellence, collaboration and valorization excellence are the core of its mission. To date, 61 principal investigators (PIs) from the twelve research institutions from across the Netherlands have joined to form the initial scientific team of Oncode. Each PI has joined Oncode with his/her entire research group and has committed to this institute for at least the first five-year period. The initial scientific team brings together over 800 scientists, along with the corresponding support staff.

Progress in basic research and in translation of research to benefit patients is currently constrained by fragmentation, with excellent researchers working in relative isolation. Oncode counteracts this fragmentation by uniting Netherlands’ most outstanding fundamental oncology researchers into a virtual research institute under a common research strategy, crafted to optimize the combination of talent, resources and opportunities to achieve transformative results. This ensures network-wide access to the new enabling technologies, data and biological tools and help to forge partnerships with leading cancer centers worldwide.

Excellence in valorization is a critical component of Oncode’s unique approach. Oncode has established a dedicated team of valorization professions with responsibility for all business development, intellectual property and entrepreneurial activities resulting from the work of all Oncode’s 800+ research community. The valorization team facilitates the translation of Oncode research into new and/or improved screening tools, diagnostics and therapeutic treatments, accelerate the process of validation, commercial development and adoption and secure the clinical and economic benefits for Dutch society.

Oncode has the financial support of major investors in the Dutch knowledge infrastructure and the scientific support of prominent research institutions. Three Dutch Ministries (Economic Affairs; Health, Welfare and Sport; and Education, Culture and Science) and the Dutch Cancer Society are investing in Oncode. Most of the Dutch university medical centers (AMC, Vumc, Erasmus MC, LUMC, UMC Utrecht, Groningen MC, Radboudumc) and other prominent research institutes (Hubrecht Institute, NKI, Sanquin, Leiden University and Radboud University) participate in Oncode as Partner Institutions.

The Managing Board

The Managing Board consists of the Scientific Director, the Valorization Director and the Managing Director. The Managing Board is responsible for strategy, planning, financing, day-to-day operations and stakeholder relations. The Research Management Committee provides guidance to the Managing Board on research related themes (including appropriation of funds).

The Managing Board is responsible for: (1) achievement of Oncode's objectives; (2) creation and execution of Oncode's strategy (including the scientific strategy and the valorization strategy); (3) coordination of assessment procedures and monitoring results on key performance indicators; (4) decisions on affiliations with PI's and their research groups or concluding such affiliations (both after consultation of the Research Management Committee); (5) internal risk management; (6) financing; (7) compliance with legislation and regulations, including funding agreements; (8) relations with Oncode's stakeholders; (9) social responsibility issues relevant to Oncode or any of its stakeholders (including the deployment of human and capital resources).

Oncode B.V.

Oncode B.V. is a wholly owned subsidiary of Oncode Institute whose purpose is to manage the Oncode Oncology Bridge Fund (a €7.2 million fund established to invest in Oncode related start-ups). The Oncode B.V. Managing Board consists of two directors: the Valorization Director and the Fund Manager.

The Scientific Director

The Scientific Director is the senior leader of Oncode and is appointed as chair of the Managing Board. The Scientific Director has no hierarchic authority over the Valorization Director and the Managing Director, but is charged with some specific responsibilities:

- In coordination with the Valorization Director and Managing Director, responsible for policy-making in general and the development and implementation of Oncode's strategy.
- Responsible for scientific strategy, infrastructure and programmes. Directing the Programme Managers Team. Chair of the Research Management Committee.
- Maintaining effective relations with Oncode funders, Partner Institutions and other stakeholders.

The Scientific Director is Oncode's primary spokesperson on matters not specifically related to the responsibilities of one of the Managing Board members and coordinates and supervises the functioning of the Managing Board as a whole. More specifically, he/she is responsible for such tasks as preparing meetings of the Supervisory Board in consultation with its chair and vice-chair and coordinating the execution of the decisions taken at those meetings. Moreover, he/she has the obligation to inform the Supervisory Board in case of a conflict between the members of the Managing Board.

The Scientific Director has ownership of the ambition and agenda, realizing strategic and tactical goals, making challenges explicit and aligning the parties involved. This requires brinkmanship, persistence, and an adventurous spirit. The Scientific Director cultivates collaboration between the participating scientists, between Oncode and the scientists, and between the partner institutions. As such, the Scientific Director is responsible for ensuring (inter)national recognition of Oncode as a focussed, interactive, and scientifically excellent institute with unique valorization activities.

Lastly, the Scientific Director represents the national and political interests of Oncode across stakeholders such as the Dutch Federation of UMC's (NFU), ministries, and academic partners. It is expected that Oncode will be an influential player in the Dutch and international research landscape, consistently delivering on scientific excellence and valorization opportunities and thus creating value not seen before in the Netherlands.

The Candidate

The ideal candidate will be a seasoned scientist with a track record in scientific leadership positions gained in a high-profile research institute. He/she has affinity with directing innovative scientific programs, balancing freedom to explore novel scientific areas with delivering on the Oncode goal of patient impact. He/she understands how to build a technology infrastructure platform that assures availability of cutting-edge technology to the Oncode scientific community.

The most important competence the candidate needs to exhibit is strong and cohesive scientific leadership. The candidate is able to excite, bind and set into motion other people around a common goal. He or she stands out in the way he or she makes people connect with Oncode's ambitions, with each other and with the unique value proposition of Oncode.

The preferred profile of the candidate would therefore probably include:

- Demonstrated scientific leadership in a research organization, preferably an internationally renowned institute;
- Leadership without being authoritarian, inspiring for the team and the Oncode scientists, driven to bring Oncode to the top;
- International perspective in line with the world-class ambition of Oncode;
- Excellent communication skills, able to represent Oncode at the top national and international levels;
- Understanding of the concept of valorization, affinity with the scientific, public and private worlds;
- Strong ability to align scientists operating in different stages of the scientific chain (fundamental, translational, clinical) and, more in general, to align different interests; and
- Fluent in English and Dutch (written and oral).

Terms and Conditions

The assignment will be subject to a five-year contract, subject to early termination in case of a negative decision on continued funding of the Oncode Institute after December 2022. The remuneration of the members of the Managing Board is determined by the Supervisory Board (subject to the WNT (Wet Normering Topinkomens)).

The Valorization Director

Valorization, the translation of research for social and economic benefit, is one of the key tenets of Oncode. Oncode has established a dedicated team of valorization professionals, supplemented with a strong network of consultants and enabled with dedicated funding for patenting, technology development, clinical proof-of-concept and seed funds. Through agreement with our partner institution, Oncode has been given sole responsibility for the valorization of the research of all 800+ Oncode researchers.

The Valorization Director develops and leads an effective translation/transfer process to ensure that Oncode research results achieve their maximum clinical and economic potential. In addition to the duties associated with his/her roles on the Managing Board on Oncode Institute and Oncode B.V., the Valorization Director is charged with:

- Developing a valorization programme that identifies clinical and commercialization opportunities emerging from Oncode research and enables maximum valorization impact.
- Facilitating engagement between relevant clinical and industrial partners and Oncode researchers with the goal of identifying joint research projects, intellectual property activities with a view to licensing and entrepreneurial opportunities.
- Building and leading the valorization team of 10-12 professionals and efficient execution of all operational aspects of the valorization team including finance, HR, IT and communications.
- Development of external strategic partnerships with companies, investors, and service providers.
- Acting as Oncode's principal contact on all matters related to valorization.
- Serving as fund manager for the Oncode Oncology Bridge Fund.

The Candidate

The ideal candidate will be a seasoned executive with a track record in senior leadership positions gained ideally in a complex setting such as an academic medical centre, a teaching hospital, a venture capital firm with focus on healthcare, a pharmaceutical company or a CRO. He/she has working knowledge of multiple aspects of valorization including: open science, collaborate research, technology transfer and entrepreneurship. He/she has affinity with the start-up phase of an operation and knows how to build a platform into a globally recognized and respected organization.

The most important competence the candidate needs to exhibit is strong and cohesive leadership. The candidate will bring proven ability to excite, bind and set into motion other

people around a common goal. He or she stands out in the way he or she makes people connect with Oncode's ambitions, with each other and with the unique value proposition of Oncode.

The profile of the preferred candidate includes:

- Demonstrated competence in managing a valorization organization, preferably in the life sciences;
- Leadership without being authoritarian, inspiring for the team and the Oncode researchers, driven to bring Oncode to the top;
- International perspective in line with the world-class ambition of Oncode;
- Excellent communication skills, able to represent Oncode at the top national and international levels;
- Respected discussion partner for scientists, knowing and understanding their 'language', preferably having a scientific background;
- Strong network in industry, investors and government agencies.
- The ability to align researchers operating in different stages of the scientific chain (fundamental, translational, clinical) and, more in general, to align different interests; and,
- Fluent in English (written and oral) is required. Fluency in Dutch is an asset.

Terms and Conditions

The assignment will be subject to a three-year contract, subject to early termination in case of a negative decision on continued funding of the Oncode Institute after December 2022. The remuneration of the members of the Managing Board is determined by the Supervisory Board (subject to the WNT (Wet Normering Topinkomens)).

The Managing Director takes responsibility for operational activities including finance, HR, communications, facilities and IT. In addition, under the direction of the Scientific Director, the Managing Director maintains an active interaction with international cancer research institutes initiatives and consortia and positions Oncode in major collaborative cancer research infrastructures and networks:

- The efficient execution of all operational aspects of Oncode, including all programmes, finance, HR, IT and communications.
- Leading the Oncode general support team, which includes the financial manager, the HR manager, the IT manager and the communications manager.
- Maintaining effective relations with international cancer research institutions and positioning Oncode in major international collaborative infrastructures
- Overseeing all general management activities including annual planning and reporting, financing operations, human resources, policy and procedure development, financial management

The Managing Director cultivates collaboration between the participating scientists, between Oncode and the scientists, and between the partner institutions. As such, the Managing Director contributes to ensuring (inter)national recognition of Oncode as a focussed, interactive, and scientifically excellent institute with unique valorization activities.

Lastly, the Managing Director can represent the interests of Oncode across international networks of cancer research institutes and infrastructures. It is expected that Oncode will be an influential player in the international research landscape, consistently delivering on scientific excellence and valorization and thus creating opportunities for extensive

participation in international networks of cancer research. The managing director can represent Oncode in existing networks and will scout global initiatives for potential partnerships.

The Candidate

The ideal candidate will have a track record in a senior leadership positions gained ideally in a complex healthcare setting such as a research institute, an academic medical centre, a teaching hospital, a pharmaceutical company or a CRO. He/she has affinity with the transition of a start-up phase into a high-performance organization and knows how to manage a platform from an operational, HR or finance perspective.

The most important competence the candidate needs to exhibit is strong organizational capabilities and leadership. The candidate is able to excite, bind and set into motion other people around a common goal. He or she stands out in the way he or she makes people connect with Oncode's ambitions, with each other and with the unique value proposition of Oncode.

The profile of the preferred candidate includes:

- Demonstrated competence in managing a research organization, preferably in the life sciences;
- Leadership without being authoritarian, inspiring for the team and the Oncode scientists, driven to bring Oncode to the top;
- Linked to the international cancer research community in line with the international ambition of Oncode;
- Excellent communication skills, able to represent Oncode at the top international levels;
- Respected discussion partner for scientists, knowing and understanding their 'language', preferably having a scientific background;
- Thorough understanding of the concept of valorization, affinity with the scientific, public and private worlds;
- Strong ability to align scientists operating in different stages of the scientific chain (fundamental, translational, clinical) and, more in general, to align different interests; and
- Fluent in English and Dutch (written and oral).