

## BENEFITS

### WORLD-CLASS ORGANIZATIONS

Join a public network owned and operated by leading organizations spread across industries and geographies. Work alongside peers to foster and govern a stable, decentralized network designed for real world applications.

### DRIVE THE FUTURE

Oversee the direction and codebase of the network to represent your industry and ensure your organization's requirements are heard. Manage the network's treasury to foster the growth and development of the network.

### BREAKTHROUGH TECHNOLOGY

Underlying the Hedera network is hashgraph. The novel consensus algorithm created by Hedera's co-founder, Dr. Leemon Baird, allows for scalable, high-throughput transactions with guaranteed finality unmatched by blockchain alternatives.

## GOVERNING COUNCIL MEMBERS



CREATOR OF HASHGRAPH, PERMANENT MEMBER

### BOARD OF DIRECTORS

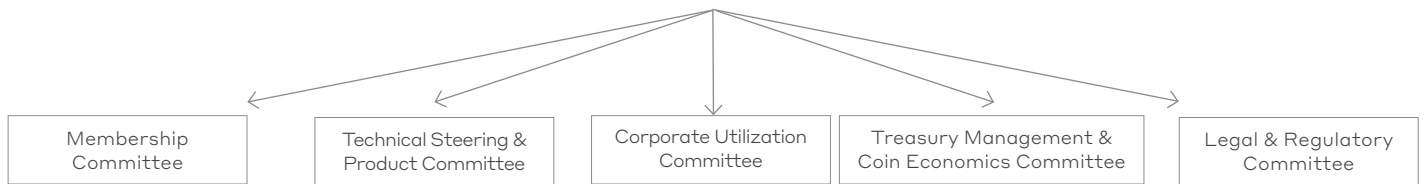
- 7 voting members, 1 non-voting chair
- Elected by the Council to 2-yr terms
- Appoints officers
- Responsible for corporate governance

### Decentralized Network Governance Goals

- 1+ member from each of the 11 Global Industry Classification Standard (GICS) sectors; companies in Fortune 500 for their region
- 1+ members that are universities ranked in top 10 for their region (either overall or for computer science or economics)
- 1+ members that are leading international NGOs
- 3+ members from each global region: NA, SA, EMEA, APAC



(Delaware limited liability company)

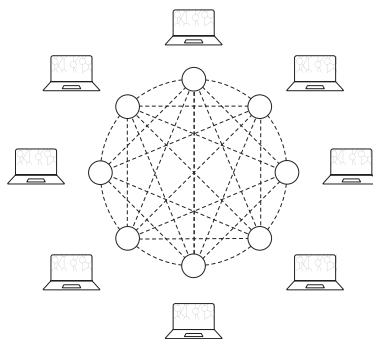


Provides platform software and governs the Hedera network

## HEDERA NETWORK

### ABOUT THE HEDERA NETWORK:

- Hashgraph is a "base layer" consensus algorithm, sits upon TCP/IP protocol
- Hedera is a public network that anyone can use or build applications on
- Hedera provides multiple network services for developer integrations
- Initial network nodes operated by Hedera Council member companies, but plan is to move towards permissionless node operation



### TATA COMMUNICATIONS

*"We joined the Hedera Governing Council to have a seat at the table and help shape what we believe is the next-generation of public internet infrastructure that will touch nearly every industry."*

**Ankur Jindal**  
VP, Global Head Corporate Venturing & Innovation

## GOVERNANCE DECISIONS

Major decisions of the Council will be determined by votes of the Members. Below is a summary of the Member consent thresholds for certain matters. For more information, see Hedera's LLC Agreement.

### COUNCIL MEMBERSHIP

<b>Membership criteria</b>	Objective criteria to be determined by Membership Committee and approved by majority consent
<b>Council terms</b>	3-year terms, with up to two consecutive terms; former Member may re-join after a 3-year waiting period
<b>Council elections</b>	Vacancies filled by nominees who receive the most votes, as long as nominee receives votes from at least 1/3rd of the Members
<b>Renewal terms</b>	Members may be re-elected for a renewal term with 2/3rds consent
<b>Member removal for cause</b>	If Board recommends removal of a Member for cause, Members may vote to retain such breaching Member with 2/3rds consent
<b>Member removal generally</b>	A Member may be removed with 2/3rds consent

### COUNCIL ECONOMICS

<b>Initial capital contribution</b>	Each Member provides initial capital contribution of US\$100, which is returned when the Member departs the Council
<b>Add'l capital contributions</b>	Additional capital contribution requires 80% consent of the Members; a Member that did not consent to the additional capital contribution may avoid additional obligation by resigning
<b>Member liability</b>	Liability limited to amount of capital contributions
<b>Network pricing</b>	Network pricing rates set by the Treasury Management & Coin Economics Committee
<b>Distributions</b>	Members do not receive profits distributions or distributions upon a sale or liquidation

### COMMITTEES

<b>Committee creation</b>	New committees can be created by majority consent
<b>Committee charters</b>	Each committee will propose its structure and charter for approval by majority consent of the Members
<b>Committee membership</b>	Committee membership is open to all Members

### BOARD OF DIRECTORS

<b>Board composition</b>	7 voting Board members; 1 non-voting chair not affiliated with any Member Board members must be natural persons, but do not need to be affiliated with a Council Member
<b>Nominations</b>	Each Member may nominate any individual to the Board
<b>Board elections</b>	Elected by the Members (vacancies filled with applicants who receive the most votes, and at least 1/3rd of votes cast) Non-voting chair elected by the voting Board members
<b>Board terms</b>	Board members serve two-year terms, which may be extended for a 3rd year upon majority consent of the Members
<b>Removal of Board member</b>	A Board member may be removed with 2/3rds consent

### CORPORATE CHANGES

<b>Change tax structure</b>	Changing the Council's tax structure requires 3/4ths consent
<b>Sale, change of control, dissolution</b>	A sale, change of control, or dissolution of the Council requires 3/4ths consent