

BENEFITS

WORLD-CLASS ORGANIZATIONS

Join a 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

Master License Agreement

(grants exclusive public ledger use of hashgraph to Hedera)

Decentralized Network Governance Goals

- 1+ Member from each of the 11 GICS sectors
- 1+ Member who is a top 10 ranked University
- 1+ Member who is a leading international NGO
- 3+ Members from each global region: NA, SA, EMEA, APAC

BOARD OF DIRECTORS

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

Delaware limited liability company, taxed as a corporation

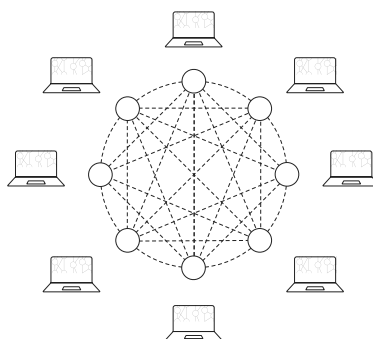


Provides platform software and governs the Hedera network

HEDERA NETWORK

ABOUT THE HEDERA NETWORK:

- Hashgraph is a "base layer" consensus algorithm, sits upon TCP/IP protocol
- Hedera provides multiple network services for developer integrations
- Initial network nodes operated by Hedera Council member companies



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. Please also note that different terms may initially apply (e.g., initial appointment of Members and Board, initial term lengths, etc.).

COUNCIL MEMBERSHIP

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

COUNCIL ECONOMICS

Initial capital contribution	Each Member provides initial capital contribution of US\$100
Add'l capital contributions	Additional capital contribution requires 80% consent; a Member that did not consent to the additional capital contribution may avoid additional obligation by resigning
Member liability	Liability limited to amount of capital contributions
Network pricing	Network pricing rates require majority consent
Distributions	Members do not receive profits distributions or distributions upon a sale or liquidation

COMMITTEES

Committee creation	New committees can be created by majority consent (or by approval of the Board of Directors)
Committee structure	Each committee will propose its structure and charter for approval by majority consent
Committee charters	Amendments require majority consent
Committee membership	Network pricing rates require majority consent
Distributions	Committee membership is open to all Members

BOARD OF DIRECTORS

Board composition	7 voting Board members (incl. CEO, CFO and 1 Swirls appointee); 1 non-voting chair not affiliated with any Member Board members must be natural persons
Nominations	Each Member may nominate one affiliate to the Board
Board elections	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
Board terms	Non-voting chair elected by the voting Board members
Removal of Board member	A Board member may be removed with 2/3rds consent

CORPORATE CHANGES

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