

## SUMMARY OF RIGHTS/APPROVALS/OBLIGATIONS

The following summary relates to the articles of TM Forum Bylaws Version 9 – April 1, 2023

#	Title	Right/Approval/Obligation
6	Corporate Members	<p>Rights:</p> <ul style="list-style-type: none"> <li>Participate in, comment and vote at the Annual Meeting of Members and Special Meetings.</li> <li>Approve Slate of Trustee candidates.</li> <li>Initiate work to be performed in a Member Project as a sponsor.</li> <li>Provide delegates to participate in and/or chair, and vote in a Member Project.</li> <li>Provide delegates to approve TM Forum Standard Final Deliverables.</li> <li>Vote on all matters requiring Member approval.</li> <li>Other privileges as determined by the Board from time to time.</li> </ul>
	Subsidiary Members	<p>Rights:</p> <ul style="list-style-type: none"> <li>Participate in and comment at the Annual Meeting of the Members and Special Meetings.</li> <li>Initiate work to be performed in a Member Project.</li> <li>Provide delegates to participate in and/or chair, and vote in a Member Project; provided the associated Corporate Member from the Group is not participating in the same Member Project, in which case the delegate from the Corporate Member holds the Group vote.</li> <li>Other privileges as determined by the Board from time to time.</li> </ul>
	Affiliate Members	<p>Rights:</p> <ul style="list-style-type: none"> <li>Participate in and comment at the Annual Meeting of Members and Special Meetings.</li> <li>Provide delegates to participate in and/or chair and vote in a Collaboration Project, if approved under the applicable Project Charter.</li> <li>Other privileges as determined by the Board from time to time.</li> </ul>
9	Member Reserved Decisions	<p>Approval rights:</p> <ul style="list-style-type: none"> <li>Amendment to the Certificate of Incorporation, which requires the approval of 2/3 of all Voting Members.</li> <li>Approval of any change to the Objectives of the Forum.</li> <li>Approval of any dissolution of the Forum and disposal of all or substantially all of its assets, which requires the approval of 2/3 of all Voting Members.</li> <li>Approval of auditors for the Forum.</li> <li>Approval of a plan of merger or consolidation previously adopted by the Board. Such approval requires 2/3 vote of Voting Members, which includes any class of Members which would be entitled to vote under the proposed plan if approved.</li> <li>Approval of any corporate reorganization, petition in bankruptcy or any action involving a bankruptcy, insolvency, debt restructure, or any similar or related action. Such approval requires a simple majority of all Voting Members.</li> <li>Approval of the Slate of Trustees</li> <li>Approval of TM Forum Standard Final Deliverables according to the procedure adopted by the Board.</li> <li>Any matter which under applicable law must be voted on by the voting members of a corporation.</li> </ul>
10	Trustees	<p>Appointment Process:</p> <ul style="list-style-type: none"> <li>The A&amp;GC prepares the Slate</li> <li>The Board approves the Slate</li> <li>The Members ratify the Slate at the AMOM</li> </ul> <p>Vacancies:</p> <ul style="list-style-type: none"> <li>The Board appoints an Interim Trustee to serve until the following AMOM</li> </ul>

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11	Super-Majority Vote (added)	<p>The following acts shall require a Super-Majority Vote of the Board:</p> <ul style="list-style-type: none"> <li>• Approval of a TM Forum plan of merger, consolidation, or dissolution.</li> <li>• Removal of a Trustee from the Board.</li> <li>• Removal of the Board Chair.</li> <li>• Removal of the CEO.</li> <li>• Amendment or modification of these Bylaws or the IPR Policy.</li> <li>• Approval of changes to the Annual Operating Plan and Budget in excess of ten percent (10%).</li> <li>• Expulsion of a Member (excluding the ground under Article 6.8.1 (iii) and (iv)).</li> <li>• Approval of expenditures in excess of ten percent (10%) of annual revenue (but not less than \$2,000,000 USD).</li> <li>• Approval of Special Assessments.</li> </ul>
12	Committees	<p>Committees cannot:</p> <ul style="list-style-type: none"> <li>• Make, alter, or repeal any Bylaw.</li> <li>• Elect, appoint or remove any Trustee or Officer.</li> <li>• Submit to Members any action that requires approval of the Members.</li> <li>• Amend or repeal any resolution previously adopted by the Board.</li> <li>• Distribute any funds.</li> <li>• Except as described in Article 12.4.3, enter any agreements or take any action that shall in any way bind or obligate the Board or the Forum to others, incur any debt or other responsibility for the Board or the Forum.</li> </ul> <p>Appointment Process (would also apply to vacancies)</p> <ul style="list-style-type: none"> <li>• The Board establishes Committees</li> <li>• Committee Chairs are appointed or re-appointed annually by Board resolution and upon recommendation by the Appointments and Governance Committee.</li> <li>• Committee Chairs approve all Trustee and Designee appointments for their respective Committees.</li> <li>• All appointments are re-confirmed annually (unless stated otherwise in the bylaws).</li> </ul>
12	Steering Committees; Ad Hoc Committees; and Councils	<ul style="list-style-type: none"> <li>• Steering Committees and Councils are established by the Board</li> <li>• Steering Committees can establish Ad Hoc Committees</li> </ul>
14	Officers	<p>Appointment process</p> <ul style="list-style-type: none"> <li>• A&amp;GC recommends and the Board confirms.</li> </ul> <p>Vacancies:</p> <ul style="list-style-type: none"> <li>• The Board Chair can be replaced by a Vice Chair or previous Board Chair</li> <li>• Other Officers can be replaced by the Board upon recommendation of the A&amp;GC (except CEO—Super Majority Vote required).</li> </ul>