

CHARTER

European SEMI integrated Packaging, Assembly and Test Special Interest Group (European SiPAT)

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A. NAME

European SEMI integrated Packaging Assembly and Test Special Interest Group
(European SiPAT SIG or European SiPAT Group)

B. MEMBERS

The European SiPAT SIG represents SEMI members who have semiconductor packaging, assembly, or test manufacturing and/or design capabilities and capacities in Europe.

The main goal of the European SiPAT Group is to promote the sustainable development of the Semiconductor Packaging, Assembly and Test industry in Europe.

C. STRUCTURE OF THE GROUP

1. The European SiPAT Group shall be open to SEMI members with active business in the activities described under Section (B).
2. Officers of the European SiPAT Group shall be elected in accordance with the SiPAT Group's charter and bylaws.
3. A SEMI staff member shall act as the SEMI delegate and coordinator for the European SiPAT Group.
4. Meetings of the European SiPAT Group can be scheduled and located as required.

D. PURPOSE OF THE GROUP

To facilitate collective engagement and support the resolution of issues that can be more effectively undertaken as an industry association rather than as individual companies.

These actions may include but are not limited to:

- Developing and maintaining a strong back-end network in Europe
- Increasing mutual awareness between European suppliers and device / packaging manufacturers
- Identifying and reporting capabilities and capacities of European SiPAT members
- Analyzing the gaps in the European back-end supply chain as compared to other regions and communicating this gap to decision makers
- Advocating and lobbying for the EU Packaging, Assembly & Test industry
- Initiating EU-funded project proposals

E. FUNCTIONAL STRUCTURE

An Executive Committee constituted in accordance with the European SiPAT Group charter and bylaws manage the Group.

Subcommittees may be formed to direct activities in areas of mutual member interest such those identified in Section (D).

The subcommittee will be chaired by an European SiPAT Group member, appointed by the Executive Committee and staffed by European SiPAT Group member company representatives. A SEMI staff member will be an Ex-officio member of each subcommittee.

BY-LAWS

European SEMI integrated Packaging, Assembly and Test Group

ARTICLE I

GOVERNING REGULATIONS

These by-laws are subject to the Regulations Governing SEMI Committees, hereinafter referred to as the Regulations, and are in accordance with the by-laws of SEMI. The European SEMI integrated Packaging, Assembly and Test Group will hereinafter be referred to as European SiPAT Group.

All meetings and activities of the European SiPAT Group shall conform to the Antitrust Guidelines attached hereto as Appendix 1 and made part of these by-laws.

SEMI shall support and advise the European SiPAT Group but shall not be responsible for costs incurred by the European SiPAT Group without prior approval by SEMI.

ARTICLE II

SCOPE

The scope of the European SiPAT Group shall include products and issues related to SEMI companies involved in the activities as set forth in Section (B) of the European SiPAT Group's Charter and bylaws.

ARTICLE III

VOTING MEMBERS

European SiPAT Group membership shall be open to all active SEMI members in good standing with interests as stated in Article II.

Any SEMI member desiring membership in the European SiPAT Group shall put forth its interest in writing to the European SiPAT Group Committee or to the SEMI Europe structure, whereupon the European SiPAT Group Committee will submit such request for consideration by the European SiPAT Group. Potential European SiPAT Group members must be eligible as defined by the code of conduct (see Appendix 2). Membership will be confirmed once the European SiPAT executive committee has decided by majority vote to accept the potential European SiPAT Group member.

European SiPAT Group membership will be active once the following requirements have been met: the potential European SiPAT group member has been confirmed by the European SiPAT Group as described here above, the European SiPAT membership fee is paid, the company holds active SEMI membership status.

Annual European SiPAT Group membership dues will cost US\$ 500, payable by March 31.

Each European SiPAT Group member, including its affiliated companies, shall be entitled to one (1) vote.

Each European SiPAT Group member shall appoint one employee as its representative to be the delegate to the European SiPAT Group. The delegate's name and address (including his/her phone number and e-mail address) shall be communicated to the other European SiPAT Group members and updated regularly.

Any European SiPAT Group member's delegate who ceases to be an employee of that company shall cease to be a delegate to the European SiPAT Group.

In the case where an European SiPAT Group member would not meet the code of conduct as stipulated in Appendix 2, a European SiPAT Group member may be removed from the European SiPAT Group by a two-thirds majority vote of the European SiPAT Executive Committee.

ARTICLE IV

NON-VOTING MEMBERS

The Executive Committee may appoint persons to the European SiPAT Group, who may or may not be members as defined in Article III, who may act as:

1. Liaison members between the European SiPAT Group and SEMI Advanced Packaging Committees.
2. Advisory members, as required by the European SiPAT Group.

Liaison and Advisory members shall be non-voting members of the European SiPAT Group.

A designated SEMI staff member shall be an Ex-officio member of the European SiPAT Group.

ARTICLE V

EXECUTIVE COMMITTEE

Six (6) founding members is the minimum number of members that must constitute the European SiPAT SIG. The six (6) European SiPAT Group founding members shall form the first Executive Committee. The Executive Committee will be composed of six (6) to eight (8) members. If one of these members ceases to be a member of the European SiPAT Group, subsequent Executive Committee members (officers) shall be appointed by simple majority of the European SiPAT Group Members as stipulated in Article VIII.

The Executive Committee shall act as the steering committee for the European SiPAT Group and meet at least three (3) times in a calendar year. In the case where important matters must be discussed more immediately, teleconferences should be held ad hoc.

ARTICLE VI

TERM

The European SiPAT Group Chair and Vice Chair should be elected for a period of two (2) years. Under normal circumstances, the Vice Chair will succeed the Chair in order to insure continuity of European SiPAT Group activities.

The term of an European SiPAT Group membership shall not be limited except as stated in Article III. Liaison members and advisors shall be appointed for a two (2) year period.

Liaison and Advisory members may be re-appointed by the Executive Committee.

ARTICLE VII

MEETINGS

The European SiPAT Group shall meet at least three (3) times in a calendar year. The European SiPAT Group shall decide a meeting place and date for the following two (2) meetings. Meetings shall be conducted in the presence of a SEMI staff member.

ARTICLE VIII

QUORUM

A quorum shall consist of at least fifty percent (50%) of the European SiPAT Group's voting members. Members for this purpose are not individual attendees but member companies as defined in Section (B) of the Charter.

Each voting member of the European SiPAT Group as set forth in Article III shall be entitled to one (1) vote.

In the event a quorum is not present, the vote of an absent member may be submitted by telephone or email.

ARTICLE IX

Chair and Vice Chair

The Chair and Vice Chair shall be elected by the Executive Committee. The Chair and Vice Chair are elected for a period of 2 consecutive years by the Executive Committee and can be re-elected 1 time.

The Chair of the board shall, if present, preside at all meetings of the voting members and the Executive Committee, ensure governance according to the European SiPAT Charter, bylaws and Anti-Trust Guidelines and representing the European SiPAT Group to SEMI.

In the event the Chair is unable for any reason to attend or otherwise perform the duties of the office, the Vice Chair shall assume said duties.

ARTICLE X

AMENDMENTS

Amendments of these by-laws may be made by a 50% simple majority vote of the voting members of the Group with prior approval by SEMI Executive Staff.

Appendix 1

Antitrust Reminder

SEMI activities are a coordinated effort among competitors in the semiconductor, photovoltaic, FPD, and related industries and are, therefore, subject to antitrust laws. Although this coordination is perfectly legal under U.S. antitrust laws, we want to make sure that no antitrust risks are raised by the manner in which the SEMI Program is carried out. Accordingly, these guidelines may go somewhat beyond the prohibitions of the law, but that is done in the interest of safety. The penalties for violating antitrust laws can be quite severe, including large fines and even imprisonment of individuals found guilty of illegal conduct. Contrary to the popular belief that the government has relaxed antitrust enforcement, in recent years the Justice Department has recommended jail sentences for the majority of persons convicted of violating antitrust laws. Moreover, the U.S. Supreme Court has ruled that a trade association may be held legally responsible for the unauthorized, as well as authorized, acts of its members. Accordingly, every effort must be made to avoid even the appearance of impropriety.

Lawful activities

As a basic premise, the goals of SEMI are clearly lawful. The proposed activities, if properly conducted, will not be found to violate the antitrust laws because they will not have an adverse effect on the competitive market place. SEMI relies heavily on the judgment of SEMI staff members to see that topics which may give an appearance of an agreement that would violate antitrust laws are not discussed at SEMI meetings. The presence of a SEMI staff member at a meeting, however, should not invite probing to determine how far a discussion can proceed before it becomes apparent that it is improper and is cut off. Each SEMI member has the responsibility in the first instance to avoid raising improper subjects for discussion. This reminder has been prepared to ensure that participants in SEMI meetings are aware of this obligation.

Unlawful activities

The most common violations of the antitrust laws are agreements among competitors to fix prices or allocate customers. As for SEMI, the most important thing to keep in mind is that its purpose is to promote the semiconductor equipment and materials industry, sponsor education and training, and promote industry standards. SEMI does not market particular semiconductor equipment or materials products. Accordingly, it is not the business of SEMI to consider or discuss matters relating to product development, marketing, purchasing, or pricing decisions of individual companies.

The Do's and Don'ts presented below highlight only the most basic antitrust principles. Participants in SEMI meetings should consult counsel in all cases involving specific situations, interpretations, or advice.

Don't

1. DON'T IN FACT OR APPEARANCE, discuss or exchange information regarding:
 - (a) Individual company current or projected prices, price changes, price differentials, markups, discounts, allowances, terms and conditions of sale, including credit terms, etc., or data that bear on prices, including profits, margins or cost.
 - (b) Industry pricing policies, price levels, price changes, differentials, or the like.
 - (c) Changes in industry production, capacity, or inventories.
 - (d) Individual company bids or intentions to bid for particular products, procedures for responding to bid invitations, or specific contractual arrangements.
 - (e) Plans of individual companies concerning the design, characteristics, production, distribution, marketing, or introduction dates of particular products, including proposed territories or customers.
 - (f) Matters relating to actual or potential individual suppliers that might have the effect of excluding them from any market or of influencing the business conduct of firms toward such suppliers or customers.
 - (g) Individual company current or projected cost of procurement, development, or manufacture of any product.
 - (h) Individual company market shares for any product or for all products.
2. DON'T discuss or exchange information regarding the above matters during social gatherings incidental to SEMI-sanctioned meetings, even in jest.

Do

1. Adhere to prepared agendas for all SEMI meetings.
2. Insist that meeting minutes be prepared and distributed to all participants, and object whenever meeting minutes do not accurately reflect the matters which transpired.
3. Understand the purposes and authority of each SEMI committee or other group in which you participate.
4. Consult with SEMI's legal counsel or your company counsel on all antitrust questions related to SEMI meetings.
5. Protest against any discussions or meetings which appear to violate the antitrust laws, disassociate yourself from any such discussions or activities, leave any meeting in which they continue and report the activity to the SEMI Executive Director so that similar conduct can be avoided in the future. SEMI's policy is to discuss thoroughly with legal counsel any proposed programs or policy decisions before they are implemented. If any participant has a question as to the legality of a proposed course of action, the matter should be immediately referred to the SEMI Executive Director who will discuss it with legal counsel. In this manner, SEMI can ensure continued pursuit of its legitimate objectives with maximum protection for its participants.

Appendix II

Code of Conduct

- 1.** Members of the Executive Committee are supposed to personally attend the Executive Meetings. A member who does not show up for two consecutive meetings will be excluded from the Executive Committee.
- 2.** A Group Member will be removed from membership for unsound mind, breaching the charter or the antitrust law the by order of court or felony.
- 3.** A Group Member will be excluded in case of non compliance with the eligibility of being in a leading management position in a packaging, assembly and test organization or any related activities that is to be considered as a key enabler for back end technology and supply in Europe

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