

Port Regulations

1 DEFINITIONS

Port Police Regulations: the Port Police Regulations, as approved by the Flemish Government on 11 September 2020;

Port Authority: Havenbedrijf Antwerpen NV under public law;

Personnel: the persons employed by the authorised service provider within the context of Certified Pick up;

2 GENERAL STIPULATIONS GOVERNING THE PUBLIC PORT SERVICE

The Port Authority concludes a concession agreement with the authorised service provider in application of Article 5.6.2.4. of the Port Police Regulations.

The authorised service provider must provide, manage and support Certified Pick up and the related Certified Pick up Application and services, (1) in accordance with the conditions set out in the Port Police Regulations and these Port Regulations, (2) in accordance with the applicable legislation and regulations and (3) in accordance with the standards and service levels that are both customary and appropriate within the IT sector.

The risk associated with the operation of Certified Pick up and the related Certified Pick up Application and services shall be borne entirely by the authorised service provider.

Antwerp Port Authority shall not be responsible for the operational or technical functioning of Certified Pick up and the related services, but shall supervise implementation thereof in accordance with the Port Police Regulations, the Port Regulations and the Concession Agreement to be concluded for that purpose with the authorised service provider.

3 CONDITIONS RELATING TO THE PROVISION OF SERVICES

3.1 Availability and continuity

The authorised service provider shall ensure that Certified Pick up and the related Certified Pick up Application and services are available on a continuous basis and are deployable for the respective purposes of Certified Pick up, in accordance with the standards and service levels that are both customary and appropriate within the IT sector and in the form in which these are to be specified in SLAs in the CPu terms and conditions.

The operation of Certified Pick up and the related Certified Pick up Application and services may not be suspended by the authorised service provider under any circumstances.

3.2 **Equipment and technical requirements**

(a) ***Security***

The authorised service provider shall take all necessary and useful precautionary measures for the purpose of maintaining a customary and appropriate level of integrity and security, including ICT security, in connection with and during the performance of the concession.

Without in any way detracting from the above, the authorised service provider and its Personnel must act at all times in accordance with the instructions provided by the Port Authority, either in writing or verbally by its appointees, in order to maintain ICT security and the security of container collection and of the port itself.

Without prejudice to the provisions of Article 2.1.3 of the Port Police Regulations (Duty of notification for Port users), the Personnel of the authorised service provider shall, in all cases, draw up a report in the event that an irregularity and/or an incident occurs during the performance of the concession. That report shall be sent to the Harbourmaster and the Port Authority when first requested.

(b) ***Maintenance and evolution***

The authorised service provider undertakes to set up and maintain Certified Pick up and the related Certified Pick up Application and services in accordance with the rules of the art concerning the maintainability, scalability and user-friendliness thereof, taking into account the developments in information technology and any changes in the functionalities or processes of Certified Pick up and in accordance with the objectives and rationale underlying Certified Pick up as set out in Article 5.6.2.1 of the Port Police Regulations.

(c) ***Service levels and management***

The authorised service provider shall submit to the Port Authority a developed and detailed proposal describing the service levels to be fulfilled by Certified Pick up and the related Certified Pick up Application and services, together with details of the mechanisms that will be used in order to measure and report compliance with those service levels.

Once those service levels have been approved by the Port Authority, the authorised service provider shall enact them and shall provide an assurance that Certified Pick up and the related Certified Pick up Application and services will comply with those service levels.

The service levels must comply at all times with the objectives and rationale underlying Certified Pick up as set out in Article 5.6.2.1 of the Port Police Regulations.

3.3 **Non-discrimination**

When providing the service, the authorised service provider must not discriminate between port users.

3.4 Resources and Personnel to be deployed

For the entire duration of the concession, the authorised service provider must deploy sufficient and appropriately skilled Personnel and sufficient and professional (state-of-the-art) equipment in order to ensure the smooth and secure provision of services in accordance with the standards and service levels that are customary and appropriate within the IT sector.

The authorised service provider shall provide the Port Authority with a guarantee of the professional competence of the Personnel it employs. The authorised service provider shall indemnify the Port Authority vis-à-vis third parties in respect of any lack of professional competence and in connection with any costs, consequences and/or liability arising therefrom.

3.5 Fees

1. The fees shall be charged by the authorised service provider directly to the port users at its own expense.

2. The authorised service provider shall submit the fees it wishes to charge to port users to the Port Authority for approval in accordance with Article 5.6.2.4 of the Port Police Regulations.

Changes that the authorised service provider wishes to apply to those fees must be approved in advance by the Port Authority.

3. Upon the entry into force of these Port Regulations, the aforementioned fees will have been respectively determined by the authorised service provider and approved by the Port Authority as follows:

(a) a variable fee per Container, with the exception of empty, shipper-owned containers, to be divided equally between the Sea Transport Organiser, the First Agent in the collection process and the Terminal Operator:

- From 1 January 2021: 1.5 euros;
- From 1 January 2022: 2 euros;
- From 1 January 2023: 2.5 euros.

This fee shall also apply in full in the event that – within the terms of Article 5.6.3.1 of the Port Police Regulations – a third-party application is used.

and

b) an annual fixed fee of 2,500 euros in order to connect their own IT system via API/EDI to the Certified Pick up Application via the underlying platform, to be paid by the Sea Transport Organiser, the Terminal Operator, the First agent and the Transport Organiser within the collection process who are required to enter or receive data via the Certified Pick up Application.

Port users who only make use of the web interface in order to access the Certified Pick up Application in order to fulfil their obligations will only pay a fee of 250 euros.

If a Transport Organiser transports fewer than 25 containers per year from terminals located in the Port of Antwerp, the annual fixed fee for the web interface shall be 125 euros. If the Transport Organiser transports 25 or more, but fewer than 2,000 containers per year from terminals located in the Port of Antwerp, the annual fixed fee for the web interface shall be 250 euros. If the Transport Organiser transports 2,000 or more containers per year from terminals located in the Port of Antwerp, the annual fixed fee for the web interface shall be 500 euros.

No fixed fee shall be owed in the event that a port user – within the terms of Art. 5.6.3.1 of the Port Police Regulations - opts only to use of a third-party application in order to fulfil its obligations under Certified Pick up.

4. The above amounts are not inclusive of VAT.

5. The fees mentioned above can be index-linked in accordance with the Health Index, taking 2020 as the base year.

3.6 Accounting process

If the authorised service provider carries out activities other than the activity for which it is granted this authorisation, the accounts must be organised in such a way that the results of the activity for which the authorisation has been granted can be set apart.

4 OPERATION OF CERTIFIED PICK UP

4.1 General

The authorised service provider shall fulfil a central, coordinating and neutral role in connection with the provision and use of Certified Pick up and the related Certified Pick up Application and services. The authorised service provider shall strive to achieve optimal cooperation and understanding between the various port users and the aforementioned actors.

The authorised service provider shall provide the Port Authority and port users with the information, assistance and advice that are necessary in order to ensure that Certified Pick up and the related Certified Pick up Application and services are used correctly and are fully operational.

The authorised service provider shall ensure that Certified Pick up and the related Certified Pick up Application and services do not in any way harm the reputation of the Port Authority.

4.2 Relationship with port users

The authorised service provider shall conclude a contract with the port users that make use of Certified Pick up and shall keep a copy of each contract available for inspection by the Port Authority on first request.

The authorised service provider shall take the necessary steps to ensure that port users provide the necessary data referred to in Article 5.6.3.1 of the Port Police Regulations in order to guarantee the proper functioning of Certified Pick up and the related Certified Pick up Application and services and their objectives.

The data collected within the framework of Certified Pick up shall be stored for as long as is necessary to achieve the objectives of Certified Pick up, taking into account the legal retention and limitation periods.

5 GOVERNANCE

The authorised service provider and Port Authority shall each designate a "single point of contact" who shall regularly consult one another in connection with the operation and evolution of Certified Pick up and the related Certified Pick up Application and services.

NxtPort shall be obliged to cooperate in a proactive manner in order to ensure that Certified Pick up fulfils its objective. This duty of cooperation implies, among other things, that it will set up a user forum that operates under its management, in which port users can share their suggestions and comments and to which the Port Authority is also invited.

6 REPORTING AND DOCUMENTATION

6.1 Reporting

The authorised service provider shall develop a comprehensive reporting system covering all aspects of the operation of Certified Pick up and the related Certified Pick up Application and services, including full and unambiguous recording (logging) of all transactions carried out via Certified Pick up and the related Certified Pick up Application and services.

6.2 Documentation

The authorised service provider shall ensure that at all times, it is in possession of a complete and up-to-date functional and technical description of Certified Pick up and the related Certified Pick up Application and services and of their operation, and of the way in which this relates to all relevant layers of the computer system and with regard to functional and non-functional requirements, and shall make this available to the Port Authority.

The authorised service provider shall also maintain a backup of the relevant source codes that are essential for the operational continuity of Certified Pick up and the related Certified Pick up Application and services.

7 TRANSITION

For the entire duration of the concession and at the time it comes to an end, the authorised service provider shall at all times and for whatever reason take the necessary measures and provide assistance, when requested by the Antwerp Port Authority, in order to enable a timely and flawless transition of the

concession to the latter or to a third party designated by the latter and shall do so in such a way that the continuity of Certified Pick up and of the related Certified Pick up Application and services is ensured.

8 ACQUIRED RIGHTS AND PERMISSIONS

The authorised service provider guarantees that it is in possession of the necessary rights of ownership, user rights, permits and other authorisations, including intellectual property and confidential information, in order to construct, develop and maintain Certified Pick up and the related Certified Pick up Application and services so it can be used as intended at all times and by all port users.

The authorised service provider shall indemnify the Port Authority and the affected port users against any claim or action by third parties concerning a failure to obtain such necessary rights or permissions.

9 USE OF DATA

The Port Authority shall be entitled to make use of data used or generated in connection with Certified Pick up and the related Certified Pick up Application and services and shall make use of that data in an aggregated manner for the purpose of fulfilling its public tasks and shall in that context be entitled to impose an obligation upon the authorised service provider to provide reports.

10 INSURANCE

The authorised service provider must take out insurance that provides the maximum level of cover for the risks that may be incurred while exercising the concession.