



ESCROW ARRANGEMENT  
FLOCALTEC

## Escrow arrangement Flocaltec CCS

**FLOCALTEC B.V. (FLOCALTEC) has setup this escrow arrangement with Escrow Alliance. With this escrow arrangement FLOCALTEC assures that the risk of permanent loss of Flocaltec CCS is mitigated. The people of FLOCALTEC thought about your business continuity should something unexpectedly happen to FLOCALTEC.**

### Why an escrow arrangement?

IT is an integral part of today's business operations. But how are the risks limited if the supplier disappears due to, for example, bankruptcy, takeover, or termination of the company? What effect does this have on business continuity? How does one guarantee the uninterrupted use of applications such as FLOCALTEC Calibration Centre Software (FLOCALTEC CCS)

On the other hand, the intellectual property of the supplier must be protected, and it is not desirable that 'source materials' and other knowledge are in the possession of the end user. In the end, these are the 'crown jewels' of the supplier and require adequate protection, both legally and in the handling of these materials.

Escrow Alliance limits these operational IT risks with its arrangements by applying managing the escrow and makes the software user less dependent.

### Flocaltec CCS

#### Structure of escrow arrangement

The escrow arrangement consists of three components:

- Escrow agreement
- Depot
- Verification

#### Escrow Agreement

The escrow agreement is setup between FLOCALTEC and Escrow Alliance. The escrow agreement contains the legal terms as agreed in the context of ensuring the continuity and availability of the application.

#### Verification

Escrow Alliance carries out the integrity test Technical Verification Service Level 1 (TVS Level 1) on each delivery and only after a successful completion of this verification only then will the materials be deposited.

The TVS Level 1 checks for the integrity of the material such as presence of source code and documentation, viruses, passwords, readability, file size and calculates unique hashes for auditing purposes.

#### Depot

The deposit consists of all the materials necessary to ensure continuity in the absence of FLOCALTEC. For example: source code, manuals, and documentation. After a successful deposit, you will receive a confirmation message.

# Escrowregeling FLOCALTEC CCS

## Escrow arrangement for source code

If FLOCALTEC is no longer able to provide or maintain the application, you as the beneficiary will be given access to the necessary materials in deposit at Escrow Alliance to be able to maintain, modify and correct the application for your own business continuity. These materials consist of the source code and the necessary technical documentation make it possible for an experienced engineer to keep the application operational and to grow with the wishes and requirements of the organization.

## In what situation is there a release of the materials?

Materials are only released under strict conditions and based on verifiable facts and must always be in accordance with the terms of the escrow agreement. In short:

- Bankruptcy and the inability to continue maintenance obligations;
- After ceasing the business operations or other obligations;
- After take-over of FLOCALTEC where the acquirer either unreasonable conditions or no longer maintains to the application, or;
- At the moment that in the event of a sale, the buying party does not enter into a new escrow agreement.

## More certainty with comprehensive verification

At any time, you may request a full verification of the material in deposit.

With the full verification, the material is tested, checked, but also fully compiled. That ultimately means a high degree of reliability and you can be sure that all the necessary building blocks are present.

## Would you like to use the escrow arrangement?

If you wish to make use of the escrow arrangement, you may ask FLOCALTEC. Escrow Alliance will then follow up by providing you the beneficiary declaration. By signing the declaration, you agree to the terms and conditions laid down in the escrow agreement. As proof of your participation, you will annually receive the escrow certificate from Escrow Alliance.

## Client Portal

To access any historic information the active agreement or to make changes, you will also receive access to your own portal. This Client Portal holds the escrow, verification reports and other agreement related information.

## Contact



FLOCALTEC B.V  
Nijverheidsweg 32  
7081 AE Gendringen  
The Netherlands  
t. +31 (0) 315 785 522  
e. [info@flocaltec.com](mailto:info@flocaltec.com)



**Escrow Alliance BV**  
Kenaupark 15 2011 MR Haarlem

T: +31 20 30 80 180  
W: [www.escrowalliance.nl](http://www.escrowalliance.nl)

[escrowalliance.com/flocaltecCCS](http://escrowalliance.com/flocaltecCCS)



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