Table of Contents

[1. General provisions 6](#_Toc381182069)

[1.1 Scope of the Agreement 6](#_Toc381182070)

[1.2 Appendices to the Agreement 6](#_Toc381182071)

[1.3 Interpretation – Ranking 7](#_Toc381182072)

[1.4 Changes to the deliverables subsequent to conclusion of the Agreement 7](#_Toc381182073)

[1.5 Option on maintenance and service agreement 7](#_Toc381182074)

[1.6 The representatives of the parties 8](#_Toc381182075)

[2. Delivery of the deliverables 8](#_Toc381182076)

[2.1 Preparations and organisation 8](#_Toc381182077)

[2.1.1 Project and progress plan 8](#_Toc381182078)

[2.1.2 Project organisation 8](#_Toc381182079)

[2.1.3 Project documentation 9](#_Toc381182080)

[2.1.4 Quality assurance – Audit 9](#_Toc381182081)

[2.2 Detailed specification (the Specification Phase) 9](#_Toc381182082)

[2.2.1 Preparation of a detailed specification 9](#_Toc381182083)

[2.2.2 Delivery and approval of the detailed specification 10](#_Toc381182084)

[2.3 Development and installation (the Development Phase) 10](#_Toc381182085)

[2.3.1 Development of the Software 10](#_Toc381182086)

[2.3.2 Interaction with equipment and other software 10](#_Toc381182087)

[2.3.3 Development tools – Development method 11](#_Toc381182088)

[2.3.4 Quality assurance 11](#_Toc381182089)

[2.3.5 Preparation of documentation 11](#_Toc381182090)

[2.3.6 Training 12](#_Toc381182091)

[2.4 Installation preparation 12](#_Toc381182092)

[2.4.1 Installation - Installation date 12](#_Toc381182093)

[2.4.2 Conversion 13](#_Toc381182094)

[2.5 The Customer acceptance test 13](#_Toc381182095)

[2.5.1 Plan for the Customer acceptance test 13](#_Toc381182096)

[2.5.2 Definition of error levels 14](#_Toc381182097)

[2.5.3 Scope of the acceptance test 14](#_Toc381182098)

[2.5.4 Performance of the Customer acceptance test 15](#_Toc381182099)

[2.5.5 Approval of the Customer acceptance test 16](#_Toc381182100)

[2.5.6 Commissioning 17](#_Toc381182101)

[2.6 Approval period and delivery date 17](#_Toc381182102)

[2.6.1 Duration 17](#_Toc381182103)

[2.6.2 Duty to check on the part of the Customer 17](#_Toc381182104)

[2.6.3 Error handling 17](#_Toc381182105)

[2.6.4 Final approval – Delivery date 18](#_Toc381182106)

[2.7 Cancellation – Temporary suspension 19](#_Toc381182107)

[2.7.1 Cancellation in connection with the Specification Phase 19](#_Toc381182108)

[2.7.2 Cancellation after the Specification Phase 19](#_Toc381182109)

[2.7.3 Temporary suspension of the deliverables 19](#_Toc381182110)

[2.7.4 Handover of specifications, etc. 20](#_Toc381182111)

[3. Changes to the DELIVERABLES SUBSEQUENT TO CONCLUSION OF THE AGREEMENT 20](#_Toc381182112)

[3.1 Right to change the contents of the Agreement (change to the deliverables) 20](#_Toc381182113)

[3.2 Change estimate 21](#_Toc381182114)

[3.3 Change orders 21](#_Toc381182115)

[3.4 Documentation of the change 22](#_Toc381182116)

[3.5 Consequences of change orders 22](#_Toc381182117)

[3.6 Dispute concerning the consequences of a change 23](#_Toc381182118)

[3.7 Disagreement as to whether there is a change 23](#_Toc381182119)

[3.8 Disputed change order 23](#_Toc381182120)

[3.9 Dispute resolution – Disputed change order 24](#_Toc381182121)

[4. Warranty period 24](#_Toc381182122)

[4.1 Scope of the warranty 24](#_Toc381182123)

[4.2 Performance level 24](#_Toc381182124)

[4.3 Additional consideration 24](#_Toc381182125)

[5. The duties of the Contractor 25](#_Toc381182126)

[5.1 Responsibility of the Contractor for its deliveries 25](#_Toc381182127)

[5.2 Requirements as to the resources and expertise of the Contractor 25](#_Toc381182128)

[5.3 Use of subcontractors 25](#_Toc381182129)

[5.4 Cooperation with third parties 26](#_Toc381182130)

[5.5 Duties of the Contractor upon the discharge of the Agreement 26](#_Toc381182131)

[5.6 Wages and working conditions 26](#_Toc381182132)

[6. The duties of the Customer 27](#_Toc381182133)

[6.1 The responsibilities and contributions of the Customer 27](#_Toc381182134)

[6.2 Use of a third party 27](#_Toc381182135)

[7. Duties of the Customer and the Contractor 28](#_Toc381182136)

[7.1 Meetings 28](#_Toc381182137)

[7.2 Responsibility for subcontractors and third parties 28](#_Toc381182138)

[7.3 Confidentiality obligation 28](#_Toc381182139)

[8. Consideration and payment TERMS 29](#_Toc381182140)

[8.1 Consideration 29](#_Toc381182141)

[8.2 Invoicing 29](#_Toc381182142)

[8.3 Late payment interest 30](#_Toc381182143)

[8.4 Payment default 30](#_Toc381182144)

[8.5 Price adjustments 30](#_Toc381182145)

[9. EXTERNAL Legal requirements, data protection and security 30](#_Toc381182146)

[9.1 General provisions on external legal requirements and measures 30](#_Toc381182147)

[9.2 Personal data 31](#_Toc381182148)

[9.3 Electronic communication and processing requirements 31](#_Toc381182149)

[9.4 Security-classified materials 31](#_Toc381182150)

[10. Copyright and right of ownership 32](#_Toc381182151)

[10.1 Rights relating to software developed pursuant to this Agreement 32](#_Toc381182152)

[10.1.1 The rights of the Customer 32](#_Toc381182153)

[10.1.2 The rights of the Contractor 32](#_Toc381182154)

[10.1.3 Evolvement of the Customer's software into new standard components 33](#_Toc381182155)

[10.1.4 Rights upon the discharge of the Agreement 33](#_Toc381182156)

[10.2 Right of disposal of standard software 33](#_Toc381182157)

[10.3 Free software 33](#_Toc381182158)

[10.3.1 General provisions pertaining to free software 33](#_Toc381182159)

[10.3.2 The Contractor's responsibility for the overall functionality of the deliverables when using free software 34](#_Toc381182160)

[10.3.3 The Customer's rights in relation to the parts of the deliverables that are based on free software 34](#_Toc381182161)

[10.3.4 Effects of distributing free software to others 34](#_Toc381182162)

[10.3.5 The Contractor's responsibility for defects in title to free software 34](#_Toc381182163)

[10.3.6 Liability of the Customer if it requires the use of free software 35](#_Toc381182164)

[11. Breach of contract on the part of the Contractor 35](#_Toc381182165)

[11.1 What is deemed to constitute breach of contract 35](#_Toc381182166)

[11.2 Notification obligation 36](#_Toc381182167)

[11.3 Extension of the time limit 36](#_Toc381182168)

[11.4 Cure 36](#_Toc381182169)

[11.5 Remedies for breach of contract 36](#_Toc381182170)

[11.5.1 Withheld payment 36](#_Toc381182171)

[11.5.2 Liquidated damages in the case of delay 37](#_Toc381182172)

[11.5.3 Price reduction 37](#_Toc381182173)

[11.5.4 Termination for breach 37](#_Toc381182174)

[11.5.5 Damages 37](#_Toc381182175)

[11.5.6 Limitation of damages 38](#_Toc381182176)

[12. Breach of contract on the part of the Customer 38](#_Toc381182177)

[12.1 What is deemed to constitute breach of contract 38](#_Toc381182178)

[12.2 Notification obligation 38](#_Toc381182179)

[12.3 Curtailment of the right of retention on the part of the Contractor 38](#_Toc381182180)

[12.4 Termination for breach 39](#_Toc381182181)

[12.5 Damages 39](#_Toc381182182)

[13. Infringement of the intellectual property rights of third parties (defect in title) 39](#_Toc381182183)

[13.1 The risks and responsibilities of the parties in relation to defects in title 39](#_Toc381182184)

[13.2 Third party claims 39](#_Toc381182185)

[13.3 Termination for breach 40](#_Toc381182186)

[13.4 Indemnification of loss resulting from a defect in title 40](#_Toc381182187)

[14. Settlement upon termination for breach 40](#_Toc381182188)

[15. Other provisions 40](#_Toc381182189)

[15.1 Risk 40](#_Toc381182190)

[15.2 Insurance policies 41](#_Toc381182191)

[15.3 Assignment of rights and obligations 41](#_Toc381182192)

[15.4 Bankruptcy, composition with creditors, etc. 41](#_Toc381182193)

[15.5 Duty of care in relation to exports 42](#_Toc381182194)

[15.6 Force majeure 42](#_Toc381182195)

[16. Disputes 42](#_Toc381182196)

[16.1 Governing law 42](#_Toc381182197)

[16.2 Negotiations 42](#_Toc381182198)

[16.3 Independent expert 42](#_Toc381182199)

[16.4 Mediation 43](#_Toc381182200)

[16.5 Joint rules for independent expert and mediation 43](#_Toc381182201)

[16.6 Litigation or arbitration 44](#_Toc381182202)