



Rules for Participation to CaixaImpulse Programme & Call 2016

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0. Preamble

Throughout History, scientific research has provided many answers to issues and problems encountered by people and society. Now, more than ever, science is a key factor in human progress and at the same time in collective competitiveness and well-being.

"la Caixa" Banking Foundation, in its commitment to contribute to the progress of people and society, has a main line of action that supports research in life and health sciences and the transfer of the knowledge created, with the aim of applying it directly to society. Currently, "la Caixa" Banking Foundation is a leader in supporting avant-garde research programmes driven by international centres of reference in the areas of Life and Health Sciences, in fields including AIDS, cancer, heart disease and infectious illnesses, Alzheimer's, multiple sclerosis and child diabetes, and has contributed to the creation of scientific knowledge with a high social impact. Similarly, it promotes the application of the new paradigm of Responsible Research and Innovation in its scientific programmes (see www.rri-tools.eu for more information), meaning that all stakeholders work together throughout the entire research and innovation process with the aim of aligning the work and the results with society's values, needs and expectations.

Likewise, Caixa Capital Risc, the venture capital arm of "la Caixa", is an investor that provides equity and convertible loans to innovative companies in their early stages, and support their growth through different specialized vehicles in Healthcare/Life sciences, TIME and Industrial Technology. In addition to the investment activity, it develops an intense activity in supporting entrepreneurs and business creation.

With the CaixaImpulse Programme, "la Caixa" Banking Foundation and Caixa Capital Risc aim to develop a point of reference Programme for Southern Europe by integrating their research support activity, their market knowledge and their ability to drive the future development of businesses, with the objective of generating a favourable environment for adding value to scientific knowledge created by research and innovation centres and contribute to its transfer to the market. More specifically, the CaixaImpulse Programme aims to support university and research projects that wish to transfer a protected or protectable asset resulting from research and innovation, and either by means of a spin-off, a transfer agreement, or any other suitable option to exploit and commercialize the assets that require the validation and development of their value generation proposal. This edition of the CaixaImpulse Programme focuses on the areas of Life, Medical and Health Sciences with a view to gradually including other sector specialities in subsequent editions.

The projects selected will be provided with a grant so that they can define and implement actions for the development of their asset's valorization proposal.

In addition to this grant, participating projects will benefit from a programme to help them develop and assess their Valorization and Commercialisation/Business plans, which includes training, mentoring activities, expert advice and networking activities with industry, investors and other relevant contacts (the "**Programme**").

Those interested in participating in the Programme must submit their application in accordance with the requirements established in these rules for participation (the "**Rules for Participation**").

1. CaixaImpulse Programme

- 1.1. CaixaImpulse is a programme for promoting the creation of services, products or businesses in the area of Life, Medical and Health Sciences.
- 1.2. The CaixaImpulse Programme aims to drive the transformation of scientific knowledge into services, products or businesses that create value in society, reducing existing barriers and facilitating access to markets, contacts and key knowledge.
- 1.3. The CaixaImpulse Programme is promoted by "la Caixa" Banking Foundation (hereinafter "**FBLC**") and Caixa Capital Risc ("**CCR**"), hereinafter the "**Promoters**".
- 1.4. The CaixaImpulse Programme is aimed at projects from university and/or research centres (the "**Centres**"), led by university graduates, professors, doctors and research teams, that wish to transfer a protected or protectable asset resulting from scientific research and/or innovation activities (the "**Assets**"), either by means of a spin-off, a transfer agreement, or any other suitable option to exploit and commercialize the assets (as explained in more detail below), and that require the validation and development of their value generation proposal (the "**Project**").
- 1.5. The Programme offers a support service providing training, mentoring and expert advice as well as networking activities with companies within the sector, investors, entrepreneurs and talent, in order to promote the development of a valorization plan, a Commercialization/Business plan, create cooperation and business opportunities and enable the Assets to access the market. More specifically, the support offered by the CaixaImpulse Programme includes:
 - a. A grant of up to EUR 70,000.- for the implementation of approved Valorization Plans (hereinafter, the "**Valorization Grant**")¹.
 - b. Support from leading mentors in the industry to define the best possible Valorization and Commercialization/Business Plans.
 - c. Contact with businesses, entrepreneurs and investors for monitoring the Valorization and Commercialization/Business Plans, as well as creating collaboration and business opportunities.
 - d. Specialist training and expert monitoring in the fields of project management, technology valorization, license agreement negotiation, business creation and funding.
- 1.6. Valorization Plan and Commercialisation/Business Plan
 - a. The Valorization and Commercialisation/Business Plans are the backbone of the Programme, aimed at creating and retaining the value of the Assets.

¹ Detailed information can be found under Chapter 4

- b. With regards to the Valorization Plan, activities during the first part of the Programme will focus on its definition and optimization, and during the second part the focus will be on its implementation.
- c. With regards to the Commercialization/Business Plan, this will be developed during the second part of the Programme with the aim of defining the business and marketing strategy in line with the Assets.
- d. In order to or develop these plans, in addition to the Valorization Grant, participants will also benefit from Programme resources such as training, mentoring, expert advice and events that facilitate networking.

1.7. The language of the Programme is English.

1.8. The CaixaImpulse Programme will be developed mainly in Barcelona, from 12 December 2016 to July 2017 (end date to be confirmed). Participants will receive 23 days of face-to-face activities in which they will be given around 150 hours of specialist training and workshops. The implementation of the approved Valorization Plans can be carried out up to 12 months after the Programme has concluded.

2. Object of the call for proposals

2.1. The object of this call for proposals is the impulse of Valorization Plans for assets resulting from scientific research, and their transfer to the market, either through a company (spin-off) or through a transfer agreement, which will require the validation and development of their value.

2.2. More specifically, the Programme will support² projects from the areas of Life, Medical and Health Sciences proposed by the Centres, based on assets for which a patent or utility model has been requested or will be requested for, aimed at adding value for their transfer to the market.

2.3. Within the area of Life, Medical and Health Sciences, projects from the following fields will be considered:

- a. Life Sciences: Biomathematics, Cell biology, Human biology, Biochemistry and Molecular biology, Human physiology, Genetics, Immunology, Microbiology and Neurosciences.
- b. Medical and Health Sciences: Clinical sciences, Epidemiology, Forensic medicine, Occupational medicine, Internal medicine, Nutritional sciences, Pathology, Pharmacodynamics, Pharmacology, Preventive medicine, Psychiatry, Public health, Surgery and Toxicology.

² Detailed information regarding the accompaniment activities (Mentorization, Expert Directory, Training and Networking) can be found under the “General Annex” Chapter 3.

3. Programme beneficiaries

- 3.1. We understand the Beneficiary of the Programme to be the non-profit legal entity that owns the Assets resulting from the scientific research and/or innovation activities (the "**Beneficiary**"). Specifically, universities and university foundations, research and transfer centres, technology centres, hospitals and hospital foundations, and non-profit organisations whose main activity is research, located and/or registered in Spain.
- 3.2. In the case of co-owned assets or projects in consortiums, the Acceptance Letter (as this term is defined in section 10 of the Annexes to these Rules for Participation) must be included within the application stating the agreement of all the stakeholders with these Rules for Participation and the appointment of the Beneficiary of the Programme as the representative.

Legal entities from all EU member states can be part of the consortiums as long as the consortium is led by a Spanish legal entity (the Beneficiary of the Programme) that owns or co-owns the asset.

- 3.3. The Beneficiary will be awarded with a grant for the Project, which will be managed according to the conditions established within these Rules for Participation.
- 3.4. The Beneficiary will appoint two individuals in charge of developing the Valorization and Commercialization/Business Plans who will be able to attend the Programme (the "**Participants**"):
- a. The researcher or leader of the Project (the "**Project Leader**").

We understand the Project Leader to be the individual (university graduate, professor or doctor) who leads the Valorization Project and the transfer of the Assets to the market, although he/she may or may not be the researcher or leader of the research project.

The Project Leader must be mainly dedicated to the Project, and may also be supported by a team, in which case, for procedural purposes, the team will not be considered a Beneficiary of the Programme.

Attendance to the Programme activities³ by the Project Leader is mandatory up to 80%. Exceptionally, whenever the Project Leader is unable to attend due to his/her professional tasks, the Project Leader may be represented by a deputy leader. However, replacements by deputy leaders shall not exceed 20% of the total number of mandatory events.

- b. A representative from the Beneficiary (the "**Transfer Team Representative**").

³ It is estimated an attendance of around 150 hours (23 days). These include training, expert advice, mentorship but they do not include the time needed to develop the different deliverables and execution of the Valorization Plan.

We understand the Transfer Team Representative as an individual pertaining to the Beneficiary's transfer office who is directly involved in the Project.

Attendance to the Programme's activities by the Transfer Team Representative is highly recommendable, although not mandatory.

4. Valorization Grants

4.1. The Beneficiaries of the Programme may receive a Valorization Grant for the implementation of the approved Valorization Plan.

4.2. The amount of the grant to be requested is up to 70,000€:

4.2.1. 50.000 € grant should be requested when the application is submitted.

4.2.2. An extra grant up to 20,000€ can be requested and approved after reviewing the Valorization Plan during the first half of the Programme. The extra grant will be approved by CaixaImpulse Executive Committee (as this term is defined in section 4.6 below), based on clear justification of the need of this increase and mentor's feedback.

4.3. The funds pertaining to the Valorization Grant will be transferred to the Beneficiary.

In the case of project in consortiums, the Beneficiary will receive and distribute the project funding among the other consortium members as specified in the valorization agreement. The Beneficiary will be responsible to justify the expenses incurred by all consortium members that execute the Valorization Plan.

4.4. The Valorization Grant must be used solely, exclusively and integrally for the payment of those concepts for which it has been approved.

4.5. In order to obtain the Valorization Grant, the Participants will present their Valorization Plan to a panel of individuals (the "Panel") that will analyse and assess the quality of the Valorization Plan, the course of action for valorization, as well as the cost estimates. The convening of the Panel will take place on the 4th month of the Programme. Up to this date, participants will have had the opportunity to review and improve their original plans with the help of the resources made available by the Programme: mentoring, training and expert advice.

4.6. The CaixaImpulse Executive Committee is a commission formed by representatives of the Promoters, which will be responsible for (i) approving the amounts pertaining to the Valorization Grants and their allocation, (ii) approving the Valorization Plans. A Valorization Grant may be approved for an amount lower than the amount initially requested, in cases in which a Valorization Plan includes: non-eligible concepts within the budget, over-estimated or non-credible budgets or poorly developed or unfocused plans (the "CaixaImpulse Executive Committee").

- 4.7. The valorization agreement is a document to be signed by and between the Beneficiary and the Promoters to set forth, among other, the parties rights and obligations relating to the receipt of the Valorization Grant as well as rules and regulations applicable to the Assets (the “**Valorization Agreement**”).
- 4.8. Payment of the Valorization Grant funds is conditional on (i) the approval of the Valorization Plan by the CaixaImpulse Executive Committee, (ii) the execution of the Valorization Agreement, and (iii) the existence of an application for registration of a patent, a utility model, or any other legally available forms for the protection of creations of the human mind in any jurisdiction. If the Valorization Agreement is not finally entered into, the Participants may continue to be enrolled in the Programme but the Beneficiary will lose its rights to receive the Valorization Grant. Those Projects lacking of an IP Rights' application at the time of the application, the costs and expenses relating to such application may be included within the Valorization Plan for use during the Programme.
- 4.9. The concepts that may be covered by the Valorization Grant, which should be included in the Valorization Plan, are those related to value development actions for the Assets, which may be applied for from the date Valorization Agreement is entered into and up to one year after the Programme has concluded. More specifically:
- a. Expenses for the outsourcing of services for the preparation or improvement of the valorization strategy and the development of business and market viability studies; the development of value generation proposals, business models, or marketing and business plans; protection of the knowledge created by means of any of the legally available forms for the protection of creations of the human mind in any jurisdiction; scientific experiments... Exceptionally and when clearly justified, the recruitment of non-research personnel will be accepted rather than the outsourcing of services.
 - b. Expenses for research personnel (grants and contracts) which are directly related to the valorization actions for the Assets, proof of concept, experiments and actions included in the Valorization Plan.
 - c. Expenses for consumables and materials for experiments or tests.
 - d. Travel and accommodation expenses for the Project Leader associated with the implementation of valorization actions or for the fulfilment of attendance to the Programme⁴.

The following concepts are explicitly excluded:

- a. New contracts, of any kind, for personnel who work on other stages of the Project other than the asset valorization, or those not included in the Valorization Plan.
- b. Allowances.

⁴ Up to 8.000€.

- c. Overhead expenses for the institution where the research is carried out.
 - d. Costs that have already been covered by the institution where the research is carried out, or by other sources, such as private or public grants and aids.
- 4.10. Payments will be made in various instalments, in accordance with the payment plan defined in the Valorization Agreement for each Project.
- 4.11. The Valorization Plan must include, among others, the type and/or options to exploit the Assets, being able to refer to, including but not limited to, one or more of the following:
- a. the assignment, or licence to third parties, of the Assets or of the commercialization rights over one or more of the Products (the "**Licences**"). For these purposes, "Product/s" shall mean any product/s resulting from a direct or indirect execution of the Valorization Plan as well as any intellectual property rights that could result from such product/s.
 - b. the setting up or incorporation of a more legal entity owner, assignor or licensor of the Assets or of the commercialization rights of one or more Products or transfer of any of such rights to an already existing company or companies (the "**Company**").
 - c. Any other suitable option chosen by the Beneficiary to exploit and commercialize the Assets.
- 4.12. The receipt of the Valorization Grant implies granting certain economic rights⁵ over the Assets to the Promoters that will be reinvested in future editions and beneficiaries of the Programme.
- 4.13. The Valorization Grant shall be reimbursed to FBLC, in accordance with the following:
- a. If the exploitation of the Assets is fulfilled through Licences, the corresponding agreements must include, where appropriate, the right (but not the obligation) of FBLC to receive the following amounts until the total amount of the Valorization Grant has been reached that will be reinvested in future editions and beneficiaries of the Programme:
 - i. an amount equal to 1% of the annual net revenues resulting from the total or partial assignment or licence of the Assets or the Product/s to third parties, or from any other way of exploitation including but not limited to (a) the reception of advanced payments or other concepts for the total or partial assignment or licence of the Assets or the Product/s; (b) the rendering of services; or (c) the achievement of objectives, thresholds or milestones by third licensees of the Assets or the Product/s (the "**Licensing Net Revenues**"); plus
 - ii. a canon or royalty equal to 0.5% of the annual net revenues resulting from

⁵ Detailed information can be found under the "General Annex" Chapter 4 .

the commercialization of the Product/s, that is to say, after deducting (a) production and manufacturing costs; (b) costs of commercialization, promotion, marketing, distribution, import, export, transport and sales; and (c) discounts, compensations, bonus, duties, insurance policies and indirect taxes (the "**Net Sales**").

- b. If the exploitation of the Assets is to be carried out by means of the setting up and/or incorporation of a legal entity, the incorporation public and/or corporate documents must include, where appropriate, the right (but not the obligation) of :
 - i. FBLC to receive a canon or royalty equal to 0.5% of the annual Net Sales until the total amount of the Valorization Grant has been reached that will be reinvested in future editions and beneficiaries of the Programme.
 - ii. CCR (or by another company within the Criteria Group or by FBLC itself) to exercise the right to subscribe, at nominal value, a percentage of up to 1% of the economic and political rights of the Company at the time the Assets are transferred to or begun to be exploited.
 - c. The Beneficiary shall ensure that any individual or legal person acquiring any rights over the Assets or, where appropriate, the Company or the Product, are previously aware of, and expressly accept, the Promoters' rights referred to above and, consequently, adhere to the obligations derived from these Rules for Participation.
 - d. The reimbursement of the Valorization Grant must be carried out, in any case, by the owner of the Assets at the time specified in these Rules for Participation. If there are several owners of the Assets, all of them will be jointly and severally obliged to return the Valorization Grant to FBCL.
 - e. However, the obligation to return the Valorization Grant will not apply when the owners of the Assets can prove, to the entire satisfaction of FBLC, the impossibility and/or lack of exploitation of the Assets due to circumstances beyond their control during the period when the rights over the Assets are protected.
- 4.14. After executing the Valorization Plan, the presentation of a Final Explanatory Report will be required (the "**Final Explanatory Report**"). The Beneficiary and the Project Leader must provide the Promoters with the Final Explanatory Report. The Final Explanatory Report shall give evidence of compliance with the development and execution of the Valorization Plan and will include the following:
- a. The results from the Valorization Plan.
 - b. Economic justification made up of expense accounts and invoices.
- 4.15. For cases where the justified expenses contained in the Final Explanatory Report are less than the Valorization Grant provided, the difference will be reimbursed to the Promoter.

5. Participation requirements

The following requirements should be met:

5.1. Requirements of the Beneficiary of a Valorization Grant:

- a. Non-profit legal entity registered in Spain.
- b. Type of entity: universities and university foundations research and transfer centres, technology centres, hospitals and hospital foundations and non-profit institutions whose main activity is research.
- c. Owner or co-owner of the protected or protectable Assets resulting from the research and subject of the Valorization Plan.
- d. One same Beneficiary may complete more than one application provided that they are associated to different protected or protectable Assets resulting from different research projects.
- e. Established companies are explicitly excluded.

5.2. Requirements of the Project Leader:

- a. Legal person with tertiary qualifications (university graduate, professor or doctor)
- b. His exclusive or main dedication to the validation Project, according to the Promoters criteria, for the business idea or transfer to market is required. Project Leader may not be involved in more than one application.
- c. The Project Leader may or may not be the leader of the research Project that generated the Assets.
- d. He or she must be connected to the Beneficiary either by statute or employment.

5.3. Requirements of the Projects:

- a. Aimed at the valorization and commercialisation of the protected or protectable Assets resulting from the research.
- b. Belong to the areas of Life, Medical and Health Sciences, specifically in the fields given in section 2 of these Rules for Participation.
- c. They may or may not have a patent or utility model pending. If this is not the case, the protection of the Assets must be included in the Valorization Plan and budget, and the patent or utility model must be requested prior to signing the valorization agreement.

5.4. Acceptance of conditions: Participating in the Programme and execution of the Acceptance Letter (as this term is defined in section 10 of the "General Annexes to these

Rules for Participation) implies the acceptance of these conditions in full and the adherence to these Rules for Participation, their interpretation lying within the corresponding jury during each stage of the Programme.

- 5.5. Failure to meet deadlines or procedures established in these Rules for Participation will mean the disqualification of the participants from the Programme.

6. Publication of the call for proposals and presentation of applications

- 6.1. The call for proposals for the Programme and related information will be published on the Programme's website: www.CaixaImpulse.com
- 6.2. The period for the presentation of applications is from 1 April to 15 July 2016 at 12 a.m. The Promoters reserve the right to change the closing date.
- 6.3. Applications must be presented in English by completing the online application form available on the Programme's website (www.CaixaImpulse.com) and providing the required documentation.
- 6.4. Applications in other languages, those that are incomplete, presented on paper or via any other channel, or received outside the established period, will not be accepted.

7. Selection criteria

For the selection of participating Projects the following will be evaluated:

- 7.1. The **Quality of the Science and the Asset** (up to 25 points out of 100):
- a. Level of innovation
 - b. Intellectual property protection
 - c. Level of development
- 7.2. The **Market potential** of the Assets (up to 26 points out of 100):
- a. Identification of the need or problem to be solved
 - b. The value proposition
 - c. Identification of the potential users, clients or market

- d. Close-to-market

7.3. The **Valorization Project** (up to 15 points out of 100)

- a. Correct identification, structure and focus of actions to be carried out in the valorization proposal, cost dimensioning and scheduling
- b. Definition of objectives

7.4. The **Transfer and Implementation capacity** (up to 20 points out of 100)

- a. Profile of the Project Leader and level of technology knowledge
- b. Motivation and commitment of the Project Leader
- c. Existence of a support team and complementarity of the members

7.5. The **Social and responsible innovation potential** (up to 14 points out of 100)

- a. Benefits created in society and direct social application of the Assets and level of contribution to improving the quality of life of citizens, social progress and human development
- b. Research and innovation detected and driven based on society's needs. Mechanisms of participation and involvement of the different social stakeholders involved in the Project
- c. Assessment of the ethical, social, legal and environmental implications

Detailed information regarding selection process can be found on the Programme's website (www.CaixaImpulse.com) and under section 2 of the the “General Annex” to these Rules for Participation.



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1. Application requirements

The application must include:

- a. Details of the requesting Organisation (Beneficiary)
- b. General information regarding the Project and the Assets
- c. Details of Project Leader, Transfer Team Representative and the team.
- d. Description of the valorization Project: objectives, valorization actions developed to date and the results; estimate of valorization actions necessary and guide cost; related regulatory aspects; transfer expectations; ethical, social, legal and environmental implications,...
- e. Results: description of the need or problem to be solved; description of the innovative or differentiating component with regard to existing solutions; beneficiaries and potential clients
- f. Initial identification and involvement of the different social agents

1.1. In addition to the application form, the following documentation must be presented:

- a. Patent or utility model application (mandatory if pending)
- b. Valorization Plan (if available)
- c. Project leader's CV (mandatory) (maximum 1 page)
- d. Transfer Team Representative's CV (mandatory) (maximum 1 page)
- e. Other Project team members' CVs (mandatory if they exist) (maximum 1 page)
- f. The most significant related documents and studies (maximum 1 page)
- g. Letters of support or recommendation
- h. Prototypes (maximum 1 page)
- i. 5 most important scientific publications (recommendable)
- j. Certification of data validation (available on the application)
- k. Certificate from the Spanish Tax Agency vouching that the applicant centre has fulfilled its obligations with regard to taxation, valid at the moment of presentation of the Project.
- l. Social Security certificate, in force on the date of presentation of the Project. Attach pdf or jpg. Certificate from the Spanish Social Security vouching that the applicant centre has fulfilled its obligations with regard to employment, valid at

the moment of presentation of the Project.

- m. Copy of the power of attorney certifying the capacity of the representative to act on behalf of the Beneficiary.

2. Selection of applications

- 2.1. The selection of projects will be carried out based on the transfer potential of the Assets and their impact on society. The selection criterion is described in the previous section.
- 2.2. An **Evaluation Committee**, made up of representatives from the Promoters, is responsible, among others, for ensuring the correct development of the selection process and the quality of the same; resolving any doubts as to the eligibility of applications and the application of the rules; selecting the experts-evaluators who will externally rate the applications and assigning them the applications; short-listing the centres to be put forward to the Panel, and resolving conflicts of interests that may arise during the process.
- 2.3. **Verification of eligibility.** Once the application period has closed, the Projects will be reviewed to ensure that the rules of participation have been complied with. Applications that do not comply with the rules will be eliminated from the selection process.
- 2.4. **Initial evaluation (Peer Review).** Applications that pass the verification of eligibility are classified in groups according to the areas of business and science given by the applicant in the application and sent to independent evaluators. Each application is externally evaluated by two independent evaluators, who rate it based on standardised evaluation tables.
- 2.5. **Short-list.** Based on the best scores obtained, the Evaluation Committee will short-list around 30 projects which will continue on to the next stage.
- 2.6. **Interviews (Panel).** The Panel is formed by experts in the area of science, business and financing. None of the members of the Panel may have participated in the initial evaluation stage.

The short-listed Projects are interviewed by the Panel to clarify any aspects regarding the application, and to assess the commitment of the Project Leader. The interviews will be performed based on a guide, in which the members of the Panel will note down their assessments regarding the points determined for evaluation.

Attending the interview is essential for remaining in the selection process.

- 2.7. **Deliberation and final selection.** The final selection of participating Projects in the Programme will be made by an executive board, which will choose, from the Panel-interviewed applications, up to 20 participating Projects and 3 Projects for the waiting list. The results will then be published.

- 2.8. All communication regarding the selection process will be done by email to the contact address given on the application form. The Promoters will not be held responsible for communication problems resulting from errors in the given email addresses.

3. Training, Mentoring and Expert Advice Programmes

- 3.1. The Beneficiaries will be provided with a Programme Manual which includes all the activities offered as well as the calendar which shall detail all the activities and events (either mandatory and voluntary) offered under the mentoring programme: Training, Mentoring and Expert Advice (the "**Mentoring Programme**") and the expert advice programme (the "**Expert Advice Programme**"), stating dates, place and a brief description of the type, content and objectives of each event (the "**Activities and Events Calendar**").
- 3.2. The Beneficiaries will be notified of the changes in the Activities and Events Calendar at least 5 business days in advance.
- 3.3. Description and/or duties of the Mentoring Programme:
- 3.4. The Project Leader shall make its best efforts to attend the maximum number of events scheduled in the Activities and Events Calendar and to attend the mandatory events of the Activities and Events Calendar. Exceptionally, whenever the Project Leader is unable to attend due to his/her professional tasks, the Project Leader may be represented by a deputy leader, whose personal details shall be provided to CCR by the Project Leader prior to the event. However, replacements by deputy leaders shall not exceed 20% of the total number of mandatory events.
- 3.5. Description and/or duties of the Mentoring and the Expert Advice Programme's:
- a. Mentoring Programme:
- i. The Project Leader shall participate in mentoring programme of 21 hours. The Project Leader will be assigned a mentor in charge of advising in the definition and optimization process of the Valorization and Commercialization/Business Plans as well as, where appropriate, the development of the Valorization and Commercialization/Business Plans, which will be actively monitored and supervised throughout the Programme.
 - ii. The Mentoring Programme is considered a mandatory activity to be completed by (a) attending individual and/or group meetings to be held by and between the Project Leader and the mentor, (b) attending training sessions and/or events, or (c) holding meetings freely scheduled by the mentor and the Project Leader following existing needs. .

- iii. Failure to attend to the meetings shall entail a loss of hours that shall not be recoverable unless the Project Leader (a) notifies CCR in writing, at least 10 business days in advance, the impossibility to attend, and (b) the mentor is capable of rescheduling the meeting.

3.6. Expert Advice Programme:

- i. The Expert Advice Programme offers an expert advisors directory in different fields of knowledge both from public and private organizations in order to assist participants in specific queries that will emerge while developing and executing their Valorization and Commercialization/business Plans. The Expert Advice Programme guided by experts in different areas of specialization, who will advise the Project Leader and provide support to define, optimize and develop the Project as well as the Valorization and Commercialization/Business Plans.
- ii. The Expert Advice Programme Directory is an optional tool made available to the Project Leader, with a maximum of 12 hours of expert advice / 3 hours per expert.
- iii. For the use of the Expert Advice Programme the Project Leader shall notify CCR stating the specific field, among those available in the Programme, for which he/she requires advice. CCR will contact the expert and, as soon as possible after his/her acceptance of the request, arrange the meeting with the Project Leader.
- iv. The meetings may be held in person, via videoconference or by any other means allowing a multidirectional interconnection between the Project Leader and the expert.

- 3.7. For the purposes of monitoring the use by the Beneficiaries of the resources made available by the Programme, as well as to obtain the Project Leader's opinion and assessment, CCR will (i) organize at least 3 mandatory follow-up meetings with the Beneficiaries, and (ii) send online questionnaires, at the end of each weekly activity, which the Project Leader shall complete within 2 working days as of reception.

4. Intellectual property rights. Conservation and maintenance of the Assets.

Under no circumstances may this call for proposals be interpreted as the assignment or transfer of any industrial and/or intellectual property rights held by the beneficiaries prior to the implementation of the Projects, or of any other industrial and/or intellectual property rights created during the implementation of the Project.

Notwithstanding the abovementioned, as stated in these Rules for Participation, the award of the Valorization Grant may imply the grant of certain rights over the Assets in favour of the Promoters. Therefore, all intellectual property rights over the Assets shall be held by the Beneficiary and, where appropriate, the co-owner, without prejudice to the rights that may be awarded to FBLC and/or CCR in accordance with these Rules for Participation.

In addition, the Beneficiary and, where appropriate, the co-owner(s) of the Assets (or, if appropriate, the licensor of the Assets) will make their best efforts to conserve and maintain the Assets through the fulfilment of the following actions:

- (a) Monitor the registration process, as well as keep and maintain the rights protected by the Assets within the necessary or recommended national territory and before any official institution.
- (b) Undertake the defence and protection of the rights protected by the Assets:
 - i. if there is a breach or alleged breach of the rights protected by the Assets by third parties; and/or
 - ii. when a third party has filed a claim for an alleged breach of a patent with a prior date.
- (c) If there is a breach or alleged breached of the rights protected by the Assets by a third party (the "**Third Party Breach**"):
 - i. to immediately inform the other parties of such Third Party Breach, identifying the known facts as well as the details of the individual or legal person that has committed said Third Party Breach;
 - ii. to request and subsequently deliver to FBLC, in due time and form, the relevant reports on the viability and convenience of carrying out any legal actions, notices, legal proceedings and/or any procedures that are applicable in the relevant jurisdiction in order to defend its interests; and
 - iii. to assume, as the case may be, the organization and management of the proceedings and disburse any applicable costs and fees within the exercise of its rights.
- (d) If a third party initiates a proceeding as a result of a breach or alleged breach of its priority rights (the "**Third Party Claim**"):
 - (i) to immediately inform the other parties of such Third Party Claim, attaching a copy of the Third Party Claim and identifying any other known facts always before half of the term required to provide the relevant answer has elapsed;.
 - (ii) to request and subsequently deliver to FBLC, in due time and form, the relevant reports on the viability and convenience of initiating legal actions, legal proceedings and/or any procedures that are applicable in

the relevant jurisdiction in order to defend its interests; and

- (iii) to assume, as the case may be, the organization and management of the proceedings and disburse any applicable costs and fees within the exercise of its rights for the defence against the Third Party Claim.

5. Participation Obligations, infringements and liability

5.1. The following obligations should be met within the framework of the Programme:

The Beneficiary will be obliged to:

- a. During a period of 5 years after the Project's conclusion: custody, undertaking to make available to the Promoters, all of the necessary original documentation to justify the expenses incurred.
- b. Comply with all obligations and duties pursuant to these Rules for Participation.
- c. Use the entire amounts of the Valorization Grant to execute the Valorization Plan always in accordance to these Rules for Participation.
- d. Manage the Valorization Grant with the diligence of a respectable businessman, monitor the task carried out by the Project Leader and his/her team, and inform the Promoters on the progress and results achieved by the Project.
- e. Respect and comply with the expenses justification submitted within the execution of the Valorization Plan.
- f. Comply with the internal regulations of the Beneficiary and with these Rules for Participation.
- g. Assume the social and ethical implications of the research and develop the research Project in accordance with the research personnel's ethical code, also taking into account the gender issue.
- h. Indicate the support received from the Programme through materials, publications and dissemination activities developed within the framework of the Project.
- i. Prepare the required periodic reports on the development of the Project with regard to the approved Valorization Plan (progress reports).
- j. After the execution of the Valorization Plan, deliver to The Promoters, the Final Explanatory Report.

- k. Provide any information that the Promoters require in order to promote, publish and/or divulge the Programme, in particular those transactions that, as result of their nature, may be object of coverage by the media, and consequently give coverage to the Beneficiaries' results and/or results achieved by any of its participants, for instance: research and development activities, marketing, transaction and turnover results, securing investments, either own resources (share capital or reserves) or transfer of shares, participations, securities or rights to purchase and subscribe shares, participations or securities, etc. However, the information provided shall be threatened as confidential information upon express request of the Beneficiary.

The Project Leader will be obliged to:

- a. Respect and comply with all obligations and duties pursuant to these Rules for Participation.
- b. Attend at least 80% of the mandatory events programmed in the Mentoring and Expert Advice Programmes.
- c. Use the whole amounts of the Valorization Grant to execute the Valorization Plan always in accordance to these Rules for Participation.

The Promoters will be obliged to:

- a. Provide the Beneficiary with the amounts corresponding to the Valorization Grant in accordance with these Rules for Participation.
- b. Assist the Beneficiary and the Project Leader by providing them with the information and documentation related to the Program that they may reasonably need to execute the Valorization Plan.

5.2. Representations and Warranties

From the Beneficiary

The Beneficiary represents and warrants that it is an entity that has been incorporated and lawfully exists in accordance with the laws of Spain, and is duly authorized to apply for this Programme and carry out the obligations set out in these Rules for Participation.

From the Beneficiary and the Project Leader

The Beneficiary and the Project Leader represent and warrant that these Rules for Participation: (i) are a legal and valid obligation which bind them and are enforceable in all its terms and conditions. (ii) its application, execution and compliance does not contravene any contract, documents or agreements, verbal or in writing, of which they are party or to which they are bound, nor does it infringe any laws or regulations of any courts, governmental or administrative entities or any other body that has jurisdiction over them.

5.3. Breach of these Rules for Participation

In the event of breach by the Beneficiary and/or the Project Leader of the obligations and/or representations and warranties contained in these Rules for Participation, the Promoters shall notify the breaching party, requesting the latter to amend the infringement within a maximum period of 30 days following the receipt of such notification.

If following the referred 30 days period no remedy has been provided, the Promoters will be entitled to choose between demanding forced compliance or terminating these Rules for Participation, having the right, in both cases, to claim for the corresponding compensation for the damages caused by the infringement.

Notwithstanding the foregoing, in case that the Promoters determine that the Beneficiary has not used the Valorization Grant in accordance with the specified purposes contemplated in these Rules for Participation, the owner/s of the Assets at that time must return the 100% of the Valorization Grant, without any penalty being applicable. Likewise, in case that the expenses justification submitted within the framework of the Valorization Plan were less than the amount of the Valorization Grant received, the Beneficiary will be obliged to return the difference between both concepts.

5.4. Liability

The Beneficiary and the Project Leader will, on a joint and several basis and with the limit of Valorization Grant, hold the Promoters harmless in relation to any costs, damages and/or expenses (including reasonable legal fees) that could result from breach or defective compliance of their obligations under these Rules for Participation.

Notwithstanding the above, the Beneficiary will be solely responsible before the Project Leader and the Promoters for any costs, damages and/or expenses (including reasonable attorneys' fees) resulting from breach of the Beneficiary's obligation to use the amounts of the Valorization Grant received for the execution of the Valorization Plan.

6. Duration of these Rules for Participation

The rights and obligations set out in these Rules for Participation shall: (i) start on the date of acceptance and adherence by the Beneficiary to these Rules for Participation which shall be formalised through the execution of the Acceptance Letter (as this term is defined in section 10 of this document) (the "**Effective Date**"); and (ii) automatically terminate once any of the following events occur:

- a. Mutual written agreement by the parties.

- b. Failure to comply with the duties regarding conservancy and maintenance of the Assets set out in section 4 of these Annexes to the Rules for Participation.
- c. Reimbursement of the Valorization Grant to FBLC.
- d. Sufficient evidence, to the entire satisfaction of FBLC and CCR, of the following:
 - i. failure to execute the Valorization Plan, unless such failure is attributable to the Beneficiary, in which case sections 5.3 and 5.4 of these Annexes to the Rules for Participation shall apply; and/or
 - ii. failure to exploit the Assets, unless such failure is attributable to the Beneficiary, in which case sections 5.3 and 5.4 of these Annexes to the Rules for Participation shall apply.

Without prejudice of the above, the following sections shall be valid during the 25 years following the termination of the Rules for Participation: 4 (Intellectual property rights. Conservation and maintenance of the Assets), section 7 (Confidentiality and Data Protection), section 8 (Publicity about participation on the Programme) and section 9 (Miscellaneous).

7. Confidentiality and data protection

Confidentiality

- 7.1. The confidentiality of the applications presented is guaranteed throughout the entire process. In any case, the general characteristics of the applications may be disseminated and, in due course, the name of accepted Projects (and logo if applicable), a brief description, the Beneficiary and its logo, the name of the Project Leader And his/her photo, may be published through, without limitation, press releases, emailing, brochures and websites to communicate the CaixaImpulse Programme.

The information content and the results of the Project, as well as any other information and documentation exchanged within the framework (including information and documentation regarding other Project participants) of the Programme, shall be considered confidential information (the "**Confidential Information**").

- 7.2. The Promoters, the Beneficiary, and the Project Leader and any person attending the activities shall undertake, unless prior authorization in writing is received from the other parties, to:
- a. keep the Confidential Information strictly confidential and not disclose it to any Third Parties;
 - b. not use the Confidential Information for any purpose other than the development

of the Project;

- c. restrict access to the Confidential Information exclusively to those employees, collaborators and/or professional advisers that, under the obligation of confidentiality, need to access the confidential Information strictly for the development of the Project; and
- d. return the Confidential Information without keeping any copies or summaries when the Programme is terminated.

7.3. The confidentiality obligations described in section 7.2 above, shall not be applied to the Confidential Information if:

- a. the information is in the public domain before or at the moment in which it is received or obtained and it is in the public domain by no fault or negligence of the receiving party;
- b. the information is obtained without being subject to any confidentiality obligation; and
- c. the disclosure of the information is required by law or judicial order, in which case said disclosure request must be previously notified, in advance, to the other party, so that the latter can implement the actions it considers necessary to prevent or limit the disclosure.

7.4. The obligations and commitments set out in this section 7 shall extend to information to which the Parties have had access as a result of their participation in the activities and events carried out within the framework of the Programme, including but not limited to, the activities and events, both mandatory and voluntary, offered under the Mentoring and Expert Advice Programmes.

Data protection

7.5. In accordance with the terms of Article 5 of Organic Law 15/1999, of 13 December, on Personal Data Protection, the personal information provided by the applicants will be included in two files owned respectively by FBLC (with registered offices at Avda. Diagonal, 621-629, 08028 – Barcelona, España) and CCR (with registered offices at Avda Diagonal, 613, 3ª Planta. 08028- Barcelona, España). The information will be used to assess the candidacy of the applicants, to manage, execute and control the Programme and to send information on activities and services provided by FBLC and CCR related to contributing to the progress of people and society and financial services respectively.

7.6. The user may at any time exercise his/her right to access, rectify, cancel and, where necessary, oppose to the handling of his/her personal data, subject to the terms and conditions set out in the Organic Law on Personal Data Protection, at FBLC, in Barcelona, Avda. Diagonal, 621-629, Communication Department (when the user wants to exercise such rights before FBLC), or at CCR, in Barcelona, Avda. Diagonal, 613, 3ª planta, (when the user wants to exercise such rights before CCR). Similarly, FBLC and CCR may release

the data to companies of "la Caixa" group that are involved in organising the Programme or to enable them to send information about products and services provided by said companies, except in cases in which the users have not expressly given their authorisation.

8. Publicity about participation on the Programme

The Promoters may make dissemination of results of the participant's Project where relevant, in international, national and/or regional media considered to be the most suitable and on all those platforms where examples of excellence and good practice in the area of innovation are required. For this purpose, the general characteristics of the applications may be disseminated and, in due course, the name of accepted Project, a brief description, the Beneficiary and the name of the Project Leader, may be published through, without limitation, press releases, emailing, brochures, and websites. For the avoidance of doubt, FBLC and CCR will not be required in any case to pay any compensation to participants for the dissemination and publication of their Project's results.

The Project Leader and the Beneficiary must, in due course, provide FBLC with information regarding communication and dissemination actions, materials, events and activities that they develop in relation to the Project during their participation in the Programme, so that it is duly notified and/or represented and can request changes and/or approval of brands and logotypes.

These actions, materials, events and activities, must use the Programme logotypes and mention, wherever possible, that it is a project "sponsored by FBLC. The correct citation for tweets is @FundlaCaixa or @CaixaCiencia.

Specifically, for any scientific papers that are published as a result of participation in the Programme, the following must be stated: "The research leading to these results has received funding from the "la Caixa" Banking Foundation". And in the case of patents resulting from participation on the Programme, the following must be stated "The research leading to this invention has received funding from the "la Caixa" Banking Foundation".

9. Miscellaneous

9.1. Assignment:

The Beneficiary may not assign, subrogate or delegate, totally or partially, the rights derived from the Programme, without the prior written consent of the other of the Promoters.

9.2. Business ethics:

The Beneficiary and the Project Leader shall be responsible for ensuring strict compliance with the regulations that are applicable to the activities carried out while developing the Project, undertaking to expressly indemnify and hold the Promoters harmless in the event of a claim.

In the fulfilment of its obligations by virtue of these Rules for Participation, the Beneficiary, including their employees and representatives, and the Project Leader shall carry out their activity in accordance with business ethics principles and in accordance with all laws applicable in Spain, in particular, with anticorruption regulations issued in Spain (Criminal Code), the European Union, the OECD and the European Council, and which may be applied to said activities.

9.3. Applicable Law and Jurisdiction:

These Rules for Participation shall be governed by the Laws of Spain.

Any dispute arises in relation to the interpretation or execution of these Rules for Participation will be submitted to the Courts of Barcelona, renouncing the Beneficiary and the Project Leader to their jurisdiction.

10. Acceptance of conditions

Participating in the Programme and execution of the Acceptance Letter implies the acceptance of these conditions in full and the adherence to these Rules for Participation, their interpretation lying within the corresponding jury during each stage of the Programme.

Failure to meet deadlines or procedures established in these Rules for Participation will mean the disqualification of the participants from the Programme.