

POLICIES, RULES AND PROCEDURES

PARTICIPATING MEMBERS TO THE HUMAN TECHNOPOLE FOUNDATION

Written by: HT Operations / Legal Department
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1 Purpose of this policy

This Policy governs the terms and conditions for natural persons and legal entities to become Participating Members of the Foundation Human Technopole, in accordance with the provisions of the By-laws and the Regulations of the Foundation itself (hereinafter, "HT").

2 Definitions

"Participant": a Participant is:

- a) each of the Founding Members referred to in art. 1, paragraph 117, Law no. 232/2016: the Ministry of Economy and Finance, the Ministry of Health and the Ministry of Education, University and Research (hereinafter referred to as "Founding Members");
- b) subject to the consent of the Founding Members and to the actual interest of the Foundation, natural persons and legal entities that meet the requirements described in paragraph 4 below (hereinafter referred to as "Participating Member" when individually, or as "Participating Members" when collectively).

3 Recipients

This Policy applies to Participating Members, as defined in point 2, letter b) above, and shall be published on the Foundation's website and updated with its subsequent amendments and/or additions.

4 Requirements for Participating Members

Natural persons and legal entities that wish to acquire the status of Participating Member must:

- 1) share the institutional purposes of HT;
- 2) contribute to HT's asset with an annual contribution through payment of monetary amounts that are not less than 0.5 per cent of the annual public sector contribution provided for by the 2017 Budget Law (Law no. 232/2016) and subsequent laws that will determine such allocation¹.
- 3) pay the abovementioned contribution annually, for a period of at least three years;
- 4) meet the appropriate requirements of integrity.

Political parties and associations, foundations or other entities directly/indirectly related to political parties are not allowed to participate to HT. The acceptance of a participation request from suppliers, consultants or other third parties that have relationships or connections or used to have relationships or connections (also indirectly through other subjects to whom they are in any way related) with Fondazione HT will be subject to the

¹ Each January, the Director of HT shall disclose the amount of this minimum contribution on the HT's website.

evaluation, case by case, of the “Consiglio di Sorveglianza” which - at its sole discretion - may refuse admission if it considers that participation inappropriate or contrary to the principles that conform with the HT’s Policies on conflict of interest.

5 Procedure for the admission of Participating Members

- a) The natural person or legal entity that has an interest in obtaining the status of Participating Member must submit a specific application to HT, using the forms attached to this Policy, respectively referred to in "Annex 1", in case of legal entities and "Annex 2", in case of natural persons.

The application must contain:

- the personal details of the applicant (for individuals: Name, Surname, Date and Place of birth, address of residence, Social Security Number, telephone and e-mail numbers and any other reference useful to allow the sending of communications by the Foundation, also enclosing a copy of a valid identity document; for legal entities: Name, Registered name, Registered office, Legal Representative, Tax Code/Vat number, copy of the Chamber of Commerce record and/or of the articles of association or whatever else is necessary to correctly identify the entity, the relative composition of the corporate structure and the natural persons with powers of signature and the directors);
 - the declaration to share HT's institutional purposes and to have read and accepted HT's Regulations and HT's Bylaws and this Policy, in the version in force at the time the application is submitted;
 - the reasons of the application and whether the applicant intends to allocate its contribution to specific projects within the scope of the activities of HT;
 - the amount that the subject intends to pay and the duration of the commitment, without prejudice to the provisions of the Bylaws and the HT’s Regulations and indicated in paragraph 4 above;
 - the commitment for a loyal collaboration in participating to the achievements of the institutional scope of HT.
- b) The “Consiglio di sorveglianza” of HT examines the applications received at its earliest possible meeting and, if necessary, requests any clarifications and additions deemed necessary².
- c) The decision of the “Consiglio di sorveglianza” on the application submitted is final and cannot be challenged.

² The “Consiglio di sorveglianza”, by way of example only and not limited to what follows, reserves the right, at its absolute discretion, not to accept requests from entities or individuals: a) in situations of conflict of interest, even if only potential, with HT; b) if it considers that the admission of the aforesaid subjects is in contrast with the provisions of the HT Regulations or of the HT Bylaws or in any case not consistent with the purposes of HT, taking into account the nature, functions or activities carried out by such subject; c) in case of exiting litigations with HT or contrasts between the activities of the entity or natural person and the institutional purposes of HT.

- d) Subsequently, the application is forwarded to the Founding Members to obtain their consent according to the actual interest of the Foundation and to consent a participation with regard to the purposes of the Foundation itself, as stated in art. 2 of the HT Regulations and art. 3, paragraph 1, of the Bylaws of HT.
- e) The communication regarding acceptance or rejection of the request to become a Participating Member shall be made by the President of the “Consiglio di sorveglianza” within thirty days of the decision of the Founding Members, referred to in letter d) above mentioned.
- f) In case of acceptance, HT and the legal entity or natural person shall stipulate a convention governing their mutual relationships, lasting at least three years, which may be amended and/or supplemented by mutual written agreement (hereinafter referred to as the "Convention").
- g) The acquisition of the status of Participating Member starts from the signing date of the Convention.

6 Rights and obligations of Participating Members

- 6.1** The Participating Members undertake to fulfil their annual contribution obligation for a period of at least three years and to respect and comply with the obligations set out in the Convention signed with HT.
- 6.2** If the Participating Members pay, even in association with each other, an amount corresponding at least to three percent (3%) of the annual public sector contribution paid³ by the State, they are entitled, on the basis of a joint agreement among themselves, to appoint a member of the Consiglio di sorveglianza, in accordance with the provisions of: art. 4, paragraph 4, of the Regulations of HT; art. 12, paragraph 2, of the Bylaws of HT; the procedure in point 7 below.
- 6.3** The designation of the member of the “Consiglio di sorveglianza” thus appointed shall take place in accordance with the procedures provided for by the HT’s Regulations and the HT’s Bylaws.
- 6.4** The Participating Member shall not participate in, nor be responsible for, the activities of HT, which shall be managed by the Foundation itself in an independent manner, according to its own planning of activities, in compliance with current legislation and its own Rules, policies and internal procedures, which are mandatory.
- 6.5** The status of Participating Member does not determine the acquisition of any right on the Foundation's assets, nor on the exploitation of the intellectual property - and of the relative rights of economic use - generated by HT's research activities, nor does it represent or constitute any form of contribution oriented towards the economic use of the results of the research and, in general, of the activities carried out by HT.

³ Each January, the Director of HT shall disclose the amount of this 3% contribution that is necessary to obtain the right to designate a member of the “Consiglio di sorveglianza” on HT’s website.

7 College of Participating Members - Designation of a member of the Consiglio di sorveglianza

- 7.1** All Participating Members take part, in accordance with the procedures set out in this Policy, to the College of Participating Members, also through permanent delegates.
- 7.2** The College of Participating Members is chaired by a Chairman elected internally by the Participating Members, who is responsible for convening it at least once a year to verify the fulfilment of the conditions set forth in art. 4, paragraph 4 of the HT Regulations and art. 12, paragraph 2, letter. b) of the HT's Bylaws regarding the possibility of appointing a member of the Consiglio di sorveglianza.
- 7.3** The College of Participating Members is validly constituted when at least one third of the Participating Members representing at least one third of the total value of the HT participation contributions have taken part; the resolutions of the College of Participating Members, with the exception of the resolution referred to in point 7.4 below, are taken with the majority of those present.
- 7.4** The resolution of the College of Participating Members concerning the appointment of the member of the "Consiglio di sorveglianza" is taken with the majority of those present, with a number of votes representing at least two thirds of the total value of the shareholdings in HT, each of which is calculated in proportion to the contribution conferred by each Participating Member. In the event that the appointment takes place, pursuant to Article 12, paragraph 2, letter b) of the Bylaws of HT, in the period between September and December, the member of the "Consiglio di sorveglianza" does not have the right to vote for the approval of the financial statements for the current year.
- 7.5** The College of Participating Members may formulate non-binding consultative opinions and proposals on the procedures for the implementation of the Human Technopole scientific project.
- 7.6** The contents of the financial statements and of the budgetary plans for the following year are communicated to the College of Participating Members, with a brief indication of the use of HT resources as well as the accompanying report of the Board of Auditors ("Collegio dei revisori"), in order to allow the Participating Members to verify the actual destination of their contribution to the institutional purpose of HT and to the realization of the scientific project of the Foundation Human Technopole.

7.7 Participation in the College of Participating Members is free of charge for the HT Foundation and therefore does not involve any attendance fees. Functioning cost of the College of Participating Members is borne by the Participating Members themselves.

8 Contribution payment

The entity or natural person who has received the communication of acceptance of its application, must provide for the payment of the annual financial contribution by bank transfer on the HT's current account, within thirty (30) days from the signing of the Convention or its renewal.

9 Duration of participation

9.1 The participation has a minimum duration of three years and can be renewed for a further period of the same duration as that originally foreseen, unless otherwise expressly agreed, without the need to stipulate a new Convention, by sending, at least six months before the expiry date, a communication from the Participating Member stating its will to maintain the qualification, to the e-mail PEC address of HT htechnopole@pec.fondazioneht.it with the indication of the economic contribution that the Participating Member intends to pay.

9.2 Renewal of the Convention is subject to the prior consent of the Founding Members, who will be notified of the intention to renew by the Participating Member.

9.3 If, at the end of the minimum period of three years or of the different period of Participation indicated in the Convention, the Participating Member does not wish to renew its participation, renouncing its qualification, or intends to change the duration of its participation, it must notify HT in writing, with at least three months' notice before the expiry of the Convention, to be communicated through e-mail PEC.

9.4 At the end of the three years or of the different period of Participation indicated in the Convention, the Participating Member may, however, freely withdraw with a written notice of at least three months to be communicated by e-mail PEC, in accordance with the provisions of art. 24 of the Civil Code, remaining in any case obliged to fulfil the obligations assumed towards the HT Foundation until the end of the financial year to that in which the withdrawal is exercised.

The declaration of withdrawal must be sent to the President of the "Consiglio di sorveglianza" by PEC to the following HT e-mail pec address htechnopole@pec.fondazioneht.it.

10 Suspension and termination of participation

- 10.1** In the event of non-fulfilment of the annual contribution obligation or in the event of partial contributions made for less than the minimum amount or in the event of behavior incompatible with the commitment of loyal collaboration for the pursuit of the aims of the HT Foundation, participation in HT is suspended until the position of the Participating Member is brought into compliance.
- 10.2** If the affected Participating Member does not fulfil his/her/its own obligations within two months after the date of notice to perform given by the President, the Consiglio di sorveglianza declares that the Participating Member's *status* is terminated.
- 10.3** Termination of Participating Member's *status* does not entitle the holder to a refund of contributions paid.
- 10.4** The termination of the *status of* Participating Member is also declared: i) in the event of a conflict of interest in its relations with HT, established in accordance with the provisions of point 11 below; ii) in the event of conduct of the Participating Member that is incompatible or in conflict with HT Regulations or HT Bylaws or with HT institutional purposes; iii) for entities, the exclusion may take place subject to a resolution of the "Consiglio di sorveglianza" in case of: transformation, merger and demerger; transfer, for whatever reason, of the control package or its variation; opening of liquidation procedures and, by right, in the event of extinction, bankruptcy and/or opening of bankruptcy procedures, including those that are out of court; iv) in any further case in which the "Consiglio di sorveglianza" considers that the necessary requirements for maintaining the *status of* Participating Member do not recur anymore.
- 10.5** The loss of Participating Member *status* during the year shall not affect the contribution obligation for the current year, except in any case as provided for in paragraph 11 below.

11 Procedure of ascertaining of conflicts of interest

- 11.1** If, after becoming a Participating Member, a conflict of interest situation arises, HT will send to the Participating Member a letter of complaint stating and informing the Participating Member of the elements and reasons that give ground to the possibility that a conflict of interest exists, giving the Participating Member a timeline of no less than twenty (20) days to submit his/her/its own observations and arguments with said complaint.
- 11.2** Once that deadline for submitting observations and arguments expires, the "Consiglio di sorveglianza" shall take its final decision on the existence of the conflict of interest and the possibility for the Participating Member to maintain his/her/its own participation in the HT, having regard to the observations and arguments proposed in due time.
- 11.3** If, after that process, the "Consiglio di sorveglianza", finds that there is a conflict of interest incompatible

with maintaining membership in the Foundation, it shall declare the termination of the participation. That resolution may incorporate any agreements reached during the process between the HT Foundation and the Participating Member concerning publication of the supervening conflict of interest and its incompatibility with the *status* of Participating Member.

11.4 If no agreement is reached with respect to the procedures for publishing news of the Participating Member's termination in that *status* due to the supervening conflict of interest, HT and the Participating Member shall guarantee forms of communication that will limit and contain the prejudicial effects of the termination resolution on the reputation of the parties involved.

11.5 In accordance with point 10, in any case, the termination of the participation does not entitle the holder to any refund of the contributions paid.

12 Final provisions

12.1 This Policy shall enter into force on the day following the date of approval by the "Consiglio di sorveglianza" of the HT Foundation.

12.2 The HT Foundation reserves the right to modify this Policy at any time, notifying to Participating Members, according to the procedures set out in point 3 above.

Appendix

- 1) Admission Form for legal entities;
- 2) Admission Form for natural persons.

**FORM TO REQUEST THE ADMISSION AS PARTICIPATING MEMBER
LEGAL ENTITIES**

The undersigned, (name) _____ (surname) _____
Social Security Number _____ resident
in _____ Street _____ n° _____ City _____
_____ Province _____ ZIP Code _____
Born in _____ Identity document type
_____ issued by _____ on the _____ E-mail _____ tel.
fax. _____

IN HIS/HER CAPACITY OF LEGAL REPRESENTATIVE:

of : _____
With registered office in _____
n. _____
Tax code _____ VAT number _____

Requires admission, as Participating Member of HT Foundation and for such a purpose declares:

- ✓ to undertake to fulfil the annual contribution obligation to pay the amount of € per _____ year (at least three years);
- ✓ to share HT's institutional purposes and to have read and accepted HT's Regulations and HT's Bylaws and the Policy for Participating Members, in the version in force at the time the application is submitted;
- ✓ that the reasons for the application for admission are the following _____;
- ✓ that the entity intends to allocate its contribution to the following specific projects _____ falling within the scope of the activities of HT;
- ✓ to commit itself to collaborating loyally with HT in the pursuit of the latter's institutional aims;
- ✓ to meet the appropriate requirements of integrity, which are object of the self-declaration on page 2.

SELF-CERTIFICATION OF ABSENCE OF CRIMINAL CONVICTIONS
(art. 46 of Presidential Decree no. 445 of December 28, 2000)

I, the undersigned, born _____
and¹ _____ resident in _____
via _____ tel. _____

aware of the provisions of art. 76 of Presidential Decree no. 445 of 28/12/2000 on the criminal liability that may be incurred in the event of false statements, pursuant to and for the purposes of art. 46 of the aforementioned Presidential Decree no. 445/2000 and under their own personal responsibility

DECLARATION OF

- [1] not being convicted of any crime;
- [2] not to be the addressee of measures concerning the application of preventive measures, civil decisions and administrative measures entered in the criminal record in accordance with the legislation in force;
- [3] not be aware that they are being prosecuted in criminal proceedings.

ATTACHMENT:

- 1) a copy of a valid identity document;
- 2) a copy of the chamber of commerce record and/or the articles of association or whatever else is necessary to correctly identify the body, the relative composition of the corporate structure and the natural persons with powers of signature and the directors.

Declares to be informed that, pursuant to and for the purposes of the European Regulation, no. 679/2016 (GDPR) the personal data provided by me will be processed, including by electronic means, exclusively in the context of the process for which this declaration is made.

(place and date)

The declarant

(signature in full and legible)

¹ This self-certification must be signed by the Legal Representative of the applicant.

**REQUEST FOR ADMISSION AS PARTICIPATING MEMBER
NATURAL PERSONS**

The undersigned, (name) _____ (surname) _____
Social Security Number _____ resident
in _____ Street _____ n° _____ City _____
_____ Province _____ ZIP Code _____
Born in _____ Identity document type _____
_____ issued by _____ on the _____ E-mail _____ tel.
fax. _____

Requires admission as Participating Member of HT Foundation and for such a purpose declares:

- ✓ to undertake to fulfil the annual contribution obligation to pay the amount of € per _____ year (at least three years);
- ✓ to share HT's institutional purposes and to have read and accepted HT's Regulations and HT's Bylaws and the Policy for Participating Members, in the version in force at the time the application is submitted;
- ✓ that the reasons for the application for admission are the following _____;
- ✓ that he/she intends to allocate its contribution to the following specific projects _____ within the scope of the activities of HT;
- ✓ to commit his/her self to collaborating loyally with HT in the pursuit of the latter's institutional aims;
- ✓ to meet the appropriate requirements of integrity, which are object of the self-declaration on page 2.

**SELF-CERTIFICATION OF ABSENCE OF CRIMINAL CONVICTIONS
(art. 46 of Presidential Decree no. 445 of December 28, 2000)**

I, the undersigned, born _____
and _____ resident in _____
via _____ tel. _____

aware of the provisions of art. 76 of Presidential Decree no. 445 of 28/12/2000 on the criminal liability that may be incurred in the event of false statements, pursuant to and for the purposes of art. 46 of the aforementioned Presidential Decree no. 445/2000 and under their own personal responsibility

DECLARATION OF

- [1] not being convicted of any crime;
- [2] not to be the addressee of measures concerning the application of preventive measures, civil decisions and administrative measures entered in the criminal record in accordance with the legislation in force;
- [3] not be aware that they are being prosecuted in criminal proceedings.

ATTACHMENT:

- 1) a copy of a valid identity document.

Declares to be informed that, pursuant to and for the purposes of the European Regulation, no. 679/2016 (GDPR) the personal data provided by me will be processed, including by electronic means, exclusively in the context of the process for which this declaration is made.

(place and date)

The declarant

(signature in full and legible)