

REGULATION FOR THE “BRIGHT LABS INCUBATOR” PROGRAM

- 2021 Edition –

Chapter I. The Purpose of the Program

Art. 1. The “Bright Labs Incubator” Program (hereinafter referred to as “**the Program**”) is a program that is organized and carried out by the “MAKE IT IN ORADEA / REUȘEȘTE ÎN ORADEA” association, a non-profit legal person governed by private law, headquartered in the Municipality of Oradea, Piața Rahovei Nr. 1, Camera 1 (Rahova Square no. 1, Room 1) (hereinafter referred to as “**the Association**” or “**MITO**”), founded by Civil Decision no. 2043 / 08.10.2020 delivered by the District Court of Oradea for file no. 10981/271/2020, bearing the tax registration code 43347357, in collaboration with external partners (hereinafter referred to as “**External Partners**”¹) co-opted by the Association into the Program (either through partnership or on a voluntary basis).

The program seeks to stimulate, develop and promote the endogenous potential in the domain of IT&C, to multiply the opportunities for investment in Oradea / Bihor County, to stimulate private initiative and develop entrepreneurial spirit, to promote inventions, innovations and advanced technologies, to support and develop the local entrepreneurial ecosystem of the Municipality of Oradea / Bihor County by discovering, selecting and / or, by case, incubating business projects and / or ideas for innovative businesses with a technological character / which involve the utilization of modern / advanced technologies.

The program is addressed to all who are passionate about technology, who have business ideas in the domain of IT&C, offering them the possibility:

- (i) To test their business idea / project and develop it;
- (ii) To access personalized mentoring programs (in order to develop and implement commercialization tools: strategies for entering the market, strategies for commercialization, presentations for potential clients, testing proposed IT&C solutions, etc.);
- (iii) To obtain access to specialized assistance, such as testing at product / prototype / service level, streamlining the duration of assimilation;
- (iv) To obtain business consultancy such as: developing a business plan, analyses for the viability of a product / service, tendering, entering into partnership deals, strategies for the promotion of a product / service;

Chapter II. The Stages of the Program. Registration.

¹ The List of MITO Partners can be viewed on the website dedicated to the Program: <https://makeitinoradea.ro/>

Art. 2. The 2021 edition of the Program shall be carried out during the reference period of February-September 2021, both online and offline.

Art. 3. The program shall consist of the following 3 (three) stages:

(a) **Stage I_Pre-Selection:** carrying out thematic meetings under the banner of “**Bright Nights Series,**” open to the wide public / natural and legal persons that cumulatively fulfill the registration criteria from this Regulation, in order to offer all who are interested the possibility to present their business ideas / projects, to identify potential collaborators / teammates / mentors, and to be able to access Stage II of the Program.

Participation in Stage I is free of charge (there is no participation tax to pay), and anyone may participate after filling in and sending, until March 31, 2021 at the latest, the registration application online – standard format (hereinafter referred to as “**Registration Application**”), which can be found by accessing the “Registration” section on the website dedicated to the Program: <https://makeitinoradea.ro/>.

In order to register for Stage I of the Program, all interested persons must cumulatively fulfill the following registration criteria (hereinafter referred to as “**Registration Criteria**”):

For natural persons: 1. They are Romanian or foreign citizens who are at least 18 years old on the date that they register in the Program.	For legal persons: 1. They are legal persons, regardless of legal form or nationality, whose shareholder / associate who directly owns the majority of the voting rights is of Romanian nationality.
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Each participant shall be able to register in the Program with a single business idea / project.

The following entities cannot submit applications to register in the Program:

- a) natural or legal persons who are members of the Association or members of the Association’s Board of Directors;
- b) administrators, members of the bodies governing or managing the members of the Association and / or the members of the Association’s Board of Directors;
- c) spouses or first-degree relatives of persons who hold positions within the governing / administration bodies of the members of the Association, respectively the members of the Association’s Board of Directors;
- d) legal persons where members of the Association, respectively members of the Association’s Board of Directors own shares or equity interests;
- e) current employees (i.e. on the date of registration into the Program) of members of the Association and / or of members of the Association’s Board of Directors, in connection to business projects related to the attributions of said employees (as mentioned in the job description);

f) current contractual partners (i.e. on the date of registration into the Program) of members of the Association and / or of members of the Association's Board of Directors, in connection to business projects / ideas related to the object of the contract of said partnership.

The subjects of the meetings organized for Stage I_Pre-Selection, respectively the areas of innovation that it centers on are:

1. Students Bright Night by MITO (test edition)

- o Subjects: Tourism, Healthcare & Lifestyle, Smart Cities and Smart Mobility, Digital Education, others
- o Audience: college students

2. Teens Bright Night (test edition)

- o Subjects: Robotics, Lifestyle, others
- o Audience: high school students

3. Tech Professionals Bright Night

- o Subjects: Cybersecurity, Manufacturing & Robotics, Electronic Retail & Commerce, Fintech, Agriculture, SaaS, Tourism, Digital Education, others
- o Audience: professionals from the IT industry, persons who are passionate about technology, businesspeople from the IT industry

4. Creatives Bright Night

- o Subjects: SaaS, Digital Art, others
- o Audience: designers, videographers, photographers, artists, etc.

5. Expats Bright Night

- o Subjects: General
- o Audience: Romanians from abroad or other international teams

6. The Smart City Bright Night

- o Subjects: Smart City, Mobility, Tourism
- o Audience: General

7. Lorem ipsum Bright Night (Optional)

- o Subjects: Cybersecurity, Manufacturing & Robotics, Electronic Retail & Commerce, Fintech, Agriculture, SaaS, Tourism, Digital Education, others
- o Audience: General

(b) **Stage II_Selection / Assessment:** organizing workshops under the banner of “**Boost Day**” that are exclusively meant for projects that were pre-selected at the end of Stage I, in order to prepare them for participation in the “**Demo Night**” event in which the potential of said business projects / ideas is tested.

At the end of Stage II_Selection / Assessment, each of the business projects / ideas that have been declared winners shall be given an award in cash totaling 5,000 (five thousand) euros from the award fund approved by the Association / Organizer for the 2021 edition of the Program. Only one award shall be given to each business project / idea that has been declared a winner, regardless of the number of participants registered in the Program who have proposed and presented the business project / idea that has been declared a winner.

(c) **Stage III_Incubation:** organizing events, courses and meetings for a period of time that does not extend 6 (six) calendar months within which the winning participants from Stage II (Selection / Assessment) can benefit, under the contractual conditions established with the Association through the incubation agreement (hereinafter referred to as “Incubation Agreement”), from incubation services for their business (hereinafter referred to as “Incubation Services”), such as: managerial counseling services, entrepreneurial education, mentoring and networking.

Participation in Stage III is open only to the natural and legal persons whose business projects were awarded at the end of Stage II and who have concluded an Incubation Agreement with the Association, thus becoming interns of the Program’s business incubator.

Participation in Stage III is free of charge (there is no participation tax to pay).

Chapter III. The Pre-Selection Commissions. Attributions and Operation.

Art. 4. In order to carry out Stage I_Pre-Selection, the Program Coordinator shall designate, for each of the eligible activity domains in Stage I, one pre-selection commission (“**Pre-Selection Commission**”) composed of 5 (five) or 7 (seven) members from among the natural persons representing the legal person members from the Association’s Board of Directors and from among the members of the Scientific Senate², each member of the commission having one voting right. The Program Coordinator shall name most of each Commission from among natural persons (experts) in the Scientific Senate, in accordance with the domain of activity for which the business ideas were proposed.

The list of the members of the Association’s Scientific Senate is public and can be viewed on the website dedicated to the Program: <https://makeitinoradea.ro/>.

Art. 5. The attributions of the Pre-Selection Commission in Stage I_Pre-Selection are: the analysis of the business projects / ideas submitted by the participants registered in Stage I of the Program, and pre-selecting, by vote, the participants that will qualify for Stage II of the Program.

Chapter IV. The Assessment Commission. Attributions and Operation.

Art. 6. In order to carry out Stage II_Selection / Assessment, the Program Coordinator shall designate an assessment commission (“**Assessment Commission**”) composed of 9 (nine) members, of which: 5 (five) shall be members of the Scientific Senate and 4 (four) shall be

² The members of the Scientific Senate are experts from the entrepreneurial, academic and economic fields, and are chosen by the Association / Organizer.

chosen from among the natural persons representing the legal person members of the Association's Board of Directors, each member having one voting right.

Art. 7. The attributions of the Assessment Commission in Stage II Selection / Assessment are: assessing the potential of the pre-selected business projects / ideas, and choosing the winners by vote.

Art. 8. The decisions of each Pre-Selection Commission shall be adopted after a two-thirds (2/3) vote in favor from the total number of its members, and the decisions of the Assessment Commission shall be adopted after a two-thirds (2/3) vote in favor from the total number of its members, taking into consideration inter alia:

- 1) the innovative character of the proposed business project (the IT&C solution, implementation, market segment, etc.);
- 2) how each project / idea fits into the main domains of interest of the Program; the degree to which advanced technology is used;
- 3) the chances of success of the business project, the applicability of the business idea in real life and its sustainability;
- 4) the potential social economic impact of the business project;
- 5) the impact of the business project on the labor market (the number of jobs that can be generated).

The summary of the deliberations that took place during the meeting and the result of the vote shall be recorded in a report drawn up by the secretary of the meeting chosen from among the members of said Pre-Selection Commission, respectively from among the members of the Assessment Commission by a simple majority.

Each of the Pre-Selection Commissions, respectively the Assessment Commission can request, from the participants registered in the Program, clarifications and relevant documentation regarding the IT&C solution / business project proposed, such as: business plan, prognoses, test results, prototypes, market studies, etc.

In the event of a vote in favor during Stage I_Pre-Selection, said Pre-Selection Commission shall draw up a note of eligibility concerning the qualification into Stage II of the Program. In the case of a negative vote during Stage I_Pre-Selection, said Pre-Selection Commission shall close the file / application and notify the participant and the Program Coordinator of having done so.

In the event of a vote in favor during Stage II_Selection / Assessment, the Assessment Commission shall communicate its decision to the winning participants and the Program Coordinator, and the name of the winning participants shall be published on the website dedicated to the Program: <https://makeitinoradea.ro/>.

The Program Organizer will not accept appeals from the participants regarding the results of the pre-selection results communicated by the Pre-Selection Commissions, respectively regarding the results of the assessment communicated by the Assessment Commission.

Chapter V. Conflict of Interests.

Art. 9. The members of the Pre-Selection Commission, respectively the members of the Assessment Commission who, during the pre-selection / assessment of a certain business project / idea, find themselves in a conflict of interests are obligated to report this to the Program Coordinator, and also not to take part in any deliberation concerning said business project, and to abstain from voting. In such a case, the member who is in a conflict of interests shall be replaced by a substitute member from the Scientific Senate of the Association, designated by the Program Coordinator.

In the event that one of the members of the Pre-Selection Commission, respectively the Assessment Commission has already financed, directly or indirectly, said business project / idea, before adopting the decision in the commission that they are a part of, that member is obligated to report this to the Program Coordinator, and also not to take part in any deliberation concerning said business project, and to abstain from voting.

Chapter VI. Intellectual Property Rights. Confidentiality.

Art. 10. Registering in the Program does not consequently entail the transfer to the Association of the copyright / intellectual property rights concerning the business projects proposed in the Program or the transfer of the intellectual property rights held in the IP portfolio of the participants registered in the Program.

Art. 11. The Program shall be carried out in a public manner. Registering and participating in the Program entails the consent of the participants, which is freely expressed by filling in the Registration Application for the Program, in what concerns the Association's processing of the participants' personal data for the purposes and under the conditions provided for in this Regulation and in the Registration Application, as well as in order to exercise the Association's right to use online and offline the following for the purposes of promoting the Program: the names of the participants registered in the Program, information / data that they have offered in their registration documentation, photographs or other materials related to the business projects, as well as photographs taken during the events / meetings organized and carried out within the Program. The participants hereby understand and accept that no payment, under any form, shall be owed or made for the use and publication by the Association of this information / data, including images.

The participants in the Program shall be held accountable for the accuracy of the content provided throughout the course of the Program, including, but not limited to creative ideas, suggestions and feedback / information related to the proposed products and services, market analyses, surveys, business plans, commercial prognoses, partnerships, know-how, etc. (hereinafter referred to as "**Content**"). Each of the Program's participants shall declare and guarantee that they are the author and owner of the Content provided as participant in the Program and / or that they otherwise have the capacity to give the Organizer the rights to use said Content for the purposes of carrying out the Program.

Art. 12. The Association, as Organizer of the Program, respectively the External Partners of the Program, cannot be held accountable for any damages that may be generated as a result of accessing and / or processing any information, data, business initiatives / ideas or documents from the Content provided by the Program's participants, with the exception of cases where the Association, respectively the External Partner has expressly assumed a confidentiality obligation to this end. By registering in the Program, the participants declare that they have been informed by the Organizer that any Content that is sent, posted or presented, throughout the course of the Program, to the Organizer can become accessible to the other participants in the Program, the Pre-Selection Commission, the Assessment Commission, and External Partners, and such Content is and will be considered and treated as non-confidential and not owned by the Organizer.

The content of the web page <https://makeitinoradea.ro/> (such as images, texts, files, etc.) is the property of the Association and cannot be published or reproduced, either wholly or in part, nor can it be used for commercial purposes.

Chapter VII. The Sudden Suspension / Cancellation of the Program

Art. 13. The Program can be suspended or cancelled at any point before its full implementation by decision from the Association's Board of Directors, which will be published on the Program's website <https://makeitinoradea.ro/>, in case of a force majeure event or in situations where it is impossible for the Association, for reasons independent of its will, to ensure that the Program can be carried out in optimal conditions in accordance with this Regulation.

Also considered as such are acts of public power delivered by a competent court of justice or any other competent public authority which prevents the Program from being carried out according to this Regulation. In the event that the suspension / cancellation situations mentioned in this chapter occur, the Association no longer holds any obligation towards the participants registered in the Program, and does not owe them any sum of money as compensation.

Chapter VIII. The Protection of Personal Data

Art. 14. The Association shall process the personal data collected via the Registration Applications for the Program, under the terms and conditions provided for in this Regulation and in the information note included in the Registration Application for the Program. By registering in the Program, the participants confirm that they are aware of the provisions of this Regulation and thereby give their express consent in what concerns their implementation, and they also confirm that they have read and understood the information note concerning the processing of personal data [included in the Registration Application for the Program] and that they have thereby adequately expressed consent for the processing activities.

Art. 15. Registering in the Program constitutes the participants' consent concerning the processing of their personal data (i.e. name, surname, e-mail address, domicile, phone number, PIN, bank account) directly by the Association or through an empowered person, under the terms and conditions provided for in the information note concerning data processing [included in the Registration Application for the Program].

Chapter IX. The Income Tax on Winnings

Art. 16. As shall be applicable according to the Romanian Tax Code, the calculation, retention, declaration and payment of the income tax on the awards given to natural persons within the Program shall be carried out by the Association, in their capacity as payer of this income.

Chapter X. Litigations and the Applicable Legislation

Art. 17. This Regulation shall be interpreted and governed by Romanian law. Any dispute between the Association and / or any of the participants registered in the Program shall be settled amicably; if this is not possible, the litigations shall be settled by the competent Romanian courts of justice in Oradea / Bihor County.

Chapter XI. Annexes to the Regulation

Art. 18 The following annexes are an integral part of this Regulation:

Annex no. 1 – The Registration Application for the Program, including the Information Note on Personal Data Processing;

Annex no. 2 – The List of the Members of the Jury;

Annex no. 3 – The List of External Partners.

Organizer: THE MAKE IT IN ORADEA / REUȘEȘTE ÎN ORADEA ASSOCIATION