# ­­Annex ELIGIBILITY AND PARTICIPATION CONDITIONS

*This form needs to be completed by each potential contractor, subcontractor. For entities not carrying out critical or security sensitive activities, as a minimum Section 1 and Section 2.1. below need to be completed.*

*Before filling in this document, please read the instructions in Annex 4b on Eligibility and Participation Conditions.*

*At Section 4 below, the form has to be signed by a legally appointed representative with powers to represent the entity.*

*Section , 5, 6, 7 and 8 provide a template for the request for waivers. The requests for waiver have to be signed by a legally appointed representative with powers to represent the entity (section 7) and the competent authority of the Member State where the entity is established, when relevant (section 8)*

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| 1. ESTABLISHMENT AND EXECUTIVE MANAGEMENT STRUCTURES IN A MEMBER STATE
 |
| * 1. IDENTIFICATION
 |
| Legal name: |  |
| Status of legal entity |   Yes  No |
| PIC (Participant Identification Code): |  |
| Legal registration number: |  |
| Place of establishment: *(country of registration; full address)* |  |
| * 1. **HEADQUARTERS**
 |
| Location of global headquarters/head office: *(full address)* |  |
| Location of the executive management structure: *(if different from the location of global headquarters/head office; full address)**‘Executive management structure’ means a body appointed in accordance with national law, and, where applicable, reporting to the chief executive officer, which is empowered to establish the strategy, objectives and overall direction, and who oversees and monitors management decision-making.* |  |

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| 1. ACTIVITIES
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| * 1. **DESCRIPTION of the ACTIVITIES**

*Provide a short description of the participant’s activities, with an explanation on how it matches its role and tasks described below.*  |
| Insert text |
| * 1. **LIST OF CRITICAL AND SECURITY SENSITIVE ACTIVITIES**

*Please indicate if your activities fall into any of the following categories, or is a subpart of these category* |
| Insert text |

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| **Category A : Subject to Participating conditions**

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| *General category* |  | *Role* |
| Service provision  |  | operation and maintenance of the SST service provision function and all the necessary activities to protect and support this function; |
| Processing functions |  | Operation and maintenance of the SST processing function to process and analyse the SST data at national level to produce SST information and service which will be delivered to the SST service provision function and all required activities to protect and support this function[[1]](#footnote-1); |
| Sensor function |  | operation and maintenance of the SST sensor function consisting of the network of Member State sensors[[2]](#footnote-2) to survey and track space objects and deliver the relevant data to the processing function and all required activities to protect and support these assets; |
| Catalogue  |  | development, operation and maintenance of the SST catalogue of space objects including making part of it available for research purposes, and all required activities to protect and support this function; |
| New service provision functions |  | development, operation and maintenance of new SST service provision functions, in particular space debris mitigation and remediation, and all required activities to protect and support this function. |

Other activities

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| *General category* |  | *Role* |
| other  |  | Activity performed does not fall into any category mentioned above |

*Note : entity not applying to critical or security sensitive activities are not required to fill the rest of the form* |
|  | * 1. **DECLARATION, if applicable, otherwise please provide a waiver request**
 |
| **We hereby** 1. **commit to carry out all relevant activities in one or more Member States,**
2. **confirm that the present declaration is true and sincere,**
3. **declare to list and give details on the location of infrastructure, facilities, assets and resources that will be used for the purpose of carrying out the relevant activities for the implementation SST**

*This includes all infrastructure, facilities (e.g. offices, laboratories, production capabilities), assets and resources (e.g. the technical equipment, tools, software, patents at the disposal of the applicant, personnel’s expertise and know-how in the field covered by the procurement). You will be asked to give their precise location (number, street, city, postal code and country), by using the following:** *for facilities: place of establishment of owner/operating entity*
* *for cloud services: location of the servers + place of establishment of owner/operating entity*
* *for SST sensors : the location of the sensor and the location of the operations*
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| 1. ASSESSMENT OF CONTROL
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| * 1. **Listed, subsidiary or controlled**

*Supporting documents: report/minutes of the last three shareholders meetings, for each of the listed companies.* |
| Are you listed on a stock exchange?  | Yes/No |
| Are you a subsidiary of a listed company? | Yes/No |
| Are you controlled by a listed company? | Yes/No |
| *If the reply is YES to any of these three questions, please provide:* |
| Which stock exchange? |  |
| Legal name of the listed company: |  |
| Share of the float in the total outstanding shares:*‘Floating stock’ is the result of subtracting closely-held shares from the total number of issued shares. It represents the portion available for unrestricted trade on a regulated stock market.*  |  |
| * 1. **Ownership structure and specific rights**

*In the table below, detail any owners that:** *detain, directly or indirectly, at least 5% in the capital or at least 5% of the voting rights, including through any content, understanding, relationship[1] or/and intermediary*
* *have one or more of the following specific rights in relation to their ownership:*
	+ *right to veto a transfer of shares*
	+ *pre-emption rights*
	+ *right to purchase additional shares or investment subject to conditions*
	+ *right to sell shares (only for owners that are not established in eligible countries (i.e. legal entity) or do not have the nationality of one of the eligible countries (i.e. individual) and holding more than 5% of the voting rights).*

*Supporting documents:* * *commercial registry extracts, shareholders book or a declaration signed by the legal representative of the organisation and any other relevant document containing clear mention of the shareholders and their percentage of interest/voting rights.*
* *shareholders’ agreement, memorandum of understanding among shareholders, statutes, articles of association or other relevant documents regarding the decision-making procedures within the legal entity, investment agreements between the shareholders, etc.*
* *If there are legal persons as shareholders [2], please provide also a graph describing the different ownership layers/chain of control until the ultimate owners.*

*The supporting documents must show the complete* *ownership structure, for the entity and all its layers of ownership, up to the ultimate owners and should reflect the situation at the moment you sign this declaration.* *[1] This includes voting agreements between shareholders that would together have more than 5% of the voting rights or 5% of the capital.**[2] Detaining at least 5% in the capital or at least 5% of the voting rights.* |
| Owner name | Country of establishment/ or nationality  | How is the ownership/control held | Specific rights attached to shares  |
| by share [%] | by voting right [%] |
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| * 1. **Corporate governance**

*Describe briefly:** *the decision-making bodies, their composition as well as their nationality or place of establishment (where applicable);*
* *the rules regarding election, appointment, nomination or tenure of members of the decision-making bodies or other management positions;*
* *the decision-making procedures, including information regarding the required majority and/or quorum needed for decisions.*

*Supporting documents: Documents establishing/describing the decision-making bodies, rules regarding election, appointment, nomination or tenure, decision-making procedures within the legal entity (e.g. articles of association bylaws, reports on corporate governance, etc).* *You can refer to specific sections of your supporting documents.* *The same documents and information should be provided for each intermediate legal entity holding directly or indirectly 5% or more of the capital or voting rights, up to the ultimate owners of all the layers involved.*  |
| Insert text |
| * 1. **Control**
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| * + 1. **Commercial links conferring control**

*List individuals or legal entities with whom you (or your owners, including intermediate layers until the ultimate owners) have a commercial relationship that (1) leads to a similar level of control on management and resources as the ownership of shares or assets and (2) is of very long duration (e.g. very important long-term supply agreements or credits provided by suppliers/customers, coupled with structural links).* *Supporting documents: cooperation agreements with the customer or supplier, etc.*  |
| Name | Country of establishment/ or nationality  | Commercial link type*(Supplier, customer, etc…)* | Indicative amount |
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| * + 1. **Financial links conferring control**

*List individuals or legal entities (including controlling shareholders/owners) from whom you (or your owners) are financially dependent in a way that could allow them to obtain concessions in strategic business areas.**Supporting documents: loan documents, by-laws, documents showing the link; etc.* |
| Name | Country of establishment/ or nationality  | Financial link type | Indicative amount |
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| * + 1. **Other sources of control**

*Indicate if there is any other mean, process or link ultimately conferring control to another country entity (similar level of control on management and resources as the ownership of shares or assets and of long duration).**Supporting documents: documents showing the control* |
| Insert text |
|  | **DECLARATION EU CONTROL** |
| **We hereby confirm that:** 1. our organisation is **NOT subject to control** by a third country or third country entity,
2. the present declaration is true and sincere,
3. the information regarding ownership and control is accurate and reliable,
4. to the best of our knowledge, there are no other arrangements or coordination between shareholders from third countries that would together exercise control,
5. to the best of our knowledge, there are no other financial or commercial links with third countries or third country entities conferring control,
6. we are aware that false declarations may lead to rejection/termination and to administrative sanctions under Articles 135 to 145 of the [EU Financial Regulation 2018/1046](https://eur-lex.europa.eu/legal-content/EN/ALL/?uri=CELEX:32018R1046&qid=1535046024012).
 |
|  | **DECLARATION NON-EU CONTROL** |
| **We hereby confirm that:**1. our organisation is **subject to control** by a third country or third country entity,
2. the present declaration is true and sincere,
3. the information regarding ownership and control is accurate and reliable,
4. if applicable, we attach a request for waiver subject to conditions set out in Section 6
 |
|  | **DECLARATION NO CHANGE IN CONTROL** |
| **We hereby confirm that:**1. An assessment has been performed less than one year prior to the submission of this annex
2. there has been no change in our organisation’s ownership and control situation compared to the last declaration/assessment procedure by the EU services,
3. the present declaration is true and sincere,
4. if applicable, we attach a request for waiver subject to conditions set out in Section 6
 |
| Last declaration/assessment: | [mm/YYYY (date of request of supporting documents by the EU services)] |
| Name and acronym of the previous project/tender/grant/prize subject to assessment: | [Project title] *—* [acronym] |

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| 1. SIGNATURE OF THE AUTHORISED PERSON
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| **Name and function:** | [name NAME], [function] |
| **Date of signature:** | [date] |
| **Signature and stamp:** | [signature and stamp] |

# Request for Waiver forms

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| 1. Waivers on the ESTABLISHMENT AND EXECUTIVE MANAGEMENT IN A MEMBER STATE (critierion a) or on the LOCATION OF THE RELEVANT ACTIVITIES STRUCTURES (critierion b)
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| **Description of the criterion to be waived**  |
|  | **Criterion a:** establishment and executive management in a Member State |
|  | **Criterion b:** location of the relevant activities  |
| **Description of the specific situation to be waived.***For a waiver of criterion a) the necessary information must be provided in section 1 and 2.1 ;**For a waiver on criterion b), please declare in section 2.2 all infrastructure, facilities (e.g. offices, laboratories, production capabilities), assets and resources (e.g. the technical equipment, tools, software, patents at the disposal of the applicant, personnel’s expertise and know-how in the field covered by the participation) that are not located in the EU territory and that are relevant for the activity. You will be asked to give their precise location (number, street, city, postal code and country), by using the following:** *for facilities: place of establishment of owner/operating entity*
* *for cloud services: location of the servers + place of establishment of owner/operating entity*
* *for SST sensors : the location of the sensor and the location of the operations*
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| 1. **Justification of the relevance of the activity performed for the purpose of the grant**
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|  | 1. **DECLARATION ON access to EU classified information**
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| We hereby confirm that no EU classified information will be exchanged with the entity not compliant with criteria a) and b) or will be accessible within infrastructures, facilities,assets or resources that are not established in the territory of the EU. |
| 1. **assurance regarding to the integrity and resilience of the EU SST operations and services.**

*Description of the mechanisms put in place to protect the provision of the services against a breach in integrity or availability of the activity subject to the waiver* |
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1. Waivers on the control by a third country or third country entity. (critierion c)

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| Description of the measures put in place to ensure that1. control over the entity is not exercised in a manner that restrains or restricts its ability to:
2. carry out the activities subject to the subcontract;
3. deliver results, in particular through reporting obligations;
4. the controlling third country or third country entity commits to refrain from exercising any controlling rights over or imposing reporting obligations on the entity in relation to the subcontract;
5. the security of EU SST in light of the confidentiality of the sensitive information, and in particular, if the subcontract involves classified information, information defined as EU Classified Information
6. the robustness of the mechanisms put in place to comply with points a) and b).
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| 1. SIGNATURE OF THE AUTHORISED PERSON
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| **Name and function:** | [name NAME], [function] |
| **Date of signature:** | [date] |
| **Signature and stamp:** | [signature and stamp] |

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| 1. Signature of the MEMBER STATE COMPETENT AUTHORITY

*To be filled by the competent autority in charge of assessing compliance to point 3 of section 5 or the full content of section 6* |
| **Name and function:** | [name NAME], [function]  |
| **Date of signature:** | [date] |
| **Signature and stamp:** | [signature and stamp] |

1. This activity includes in particular the provision of commercial SST data. [↑](#footnote-ref-1)
2. [↑](#footnote-ref-2)