

Olivetti IoT Challenge

RULES AND REGULATIONS

Part I

Premise

Olivetti, a historic Italian brand, is today a key player in the digital evolution and a reference point for TIM Group's digital solutions for business.

Olivetti S.p.A. together with TIM S.p.A. and through TIM WCAP – the TIM Group's Open Innovation Program that promotes and facilitates business and collaboration opportunities with startups, small and medium enterprises (SMEs), and scaleups (“**TIM WCAP**”) - has launched "Olivetti IoT Challenge".

Regulation

In accordance with art. 6, letter a), of the Italian D.P.R. n. 430/2001, the initiative called "Olivetti IoT Challenge" (hereinafter the "**Challenge**"), does not constitute a prize-winning event, as its sole objective is to identify innovative technological solutions that may be integrated into TIM Group's business.

Before participating in the "Olivetti IoT Challenge", please read the following rules carefully. By taking part in the Challenge, Candidates acknowledge that they have read and accepted these Rules and Regulations, and that they meet all the eligibility criteria as below described.

ART. 1 PURPOSE AND CONTENTS

The Challenge is promoted by Olivetti S.p.A. in collaboration with TIM S.p.A. (hereinafter, jointly the "**Organisation**" and singularly "**Olivetti**" and "**TIM**") through TIM WCAP, and aims to identify the best technological solutions to be integrated into the TIM Group's business.

The Challenge will open from April 28 and will close on June 30, 2021.

For any technical and organizational needs, the Organization reserves the right to change the start and end dates of the Challenge by notifying them to the Candidates.

Olivetti IoT Challenge is open to national and international startups, SMEs and scaleups and aims to identify and recruit companies able to support Olivetti in the creation of the Italian IoT digital factory, by promoting the development and growth of a portfolio of innovative products and services.

The rules of the Challenge and the related documentation can be downloaded from the following website: <https://www.wcap.tim.it/it>.

The implementation of the Challenge will be supported by Mind the Bridge Inc. (hereinafter the "**Consultant**"), the company appointed by the Organisation to carry out (i) the scouting and pre-selection of national and international startups, SMEs and scaleups (ii) the screening of the proposals submitted by the Applicants (as defined below) and (iii) the promotion of the Challenge on the Consultant's web and social channels as well as on those of the Organization.

ART. 2 PARTICIPANTS TO THE CHALLENGE

Participants to the Challenge may be national and international companies, small and medium enterprises, and scaleups that meet all the following eligibility criteria:

- must have been established for at least 2 years up to a maximum of 10 years;
- 2020 revenue amounting to € 300,000 or higher;

- introducing an innovative digital project that leverages the company's own digital products or services and that has a level of technological maturity greater than 6 as defined in accordance with the provisions contained in the Technology Readiness Level Annex (hereinafter "**Exhibit 1**").

The companies applying to the Challenge (hereinafter the "**Candidate**" or the "**Candidates**" or "**Company**"/"**Companies**") will upload their project on the website <https://www.wcap.tim.it/it> based on the so-called Vertical chosen from those indicated in Article 4 below (hereinafter the "**Proposal**" or "**Proposals**"). The Proposals submitted must be completed with data and information regarding the Company as set forth in Exhibit 3 below.

ART. 3 ADMISSION CRITERIA AND PARTICIPATION RULES

Registration and participation to the Challenge are completely free of charge.

To register with the Challenge, Candidates must fill in the online form, which can be accessed from the following website: <https://www.wcap.tim.it/it>.

In order to participate to the Challenge, Candidates must (i) accept the Rules and Regulations and the disclaimer on the above-mentioned website, (ii) read the Privacy Policy, and (iii) register as indicated in the Rules and Regulations.

Candidates acknowledge that the information provided at the time of registration is true and that any decision taken by the Organisation will have to be accepted unconditionally.

The Organisation reserves the right to admit Candidates to the Challenge on the basis of their compliance with the requirements contained in Art. 2 above and the adherence to the vertical of the Challenge as defined in Art. 4.

Incomplete and/or incorrect information provided at the time of registration will result in the exclusion of the Candidate from the Challenge.

Should the Company decide not to participate to the Challenge, it must expressly communicate its withdrawal to the following email address: info.timwcap@telecomitalia.it.

Candidates acknowledge that their participation is free of charge and that they have no right to receive compensation of any kind and/or reimbursement of any expenses.

ART. 4 VERTICAL

The projects submitted may cover the following topics: Industry 4.0, Retail, Smart Cities, as described below:

- **Industry 4.0**
Industrial IoT, digitization of industrial processes aimed at improving the efficiency of industrial facilities management, monitoring performance, and creating services for clients that are natively digital (IoT by construction).
- **Retail**
Digitization of omnichannel points of sale, with the objective of streamlining shop management with ERP, Retail IoT, and digital payment solutions.
Phygital, i.e. marketing services that companies can implement to create an integrated ecosystem in which the physical world and the digital dimension coexist, for example through Internet of Things (IoT) solutions, Social Media, Customer Relationship Management (CRM) solutions, the Web, Smartphones Apps, etc.

- **Smart Cities (Urban)**

Smart Urban Services intended to create digital services that improve the lives of citizens in cities (waste management, mobility, security, parking, pollution and transit monitoring, etc.).

ART. 5 EVALUATION OF PROPOSALS AND AWARD

Candidates' Proposals will be evaluated by a qualified jury composed by Olivetti and TIM managers and external experts (hereinafter the "**Jury**"). The members of the Jury have experience in the world of innovation and ICT.

The Jury shall assess the Proposals submitted by Candidates at its sole and unquestionable discretion, based on the assessment criteria set out in these Rules and Regulations.

Winning Proposals will have the opportunity to negotiate a collaboration agreement with Olivetti and may develop their own project on Olivetti's proprietary infrastructure or other TIM Group companies, integrating it with the services currently available, in order to enter the market with an end-to-end solution accessible to the entire TIM customer base and promoted by the sales network as a partner's solution. It is understood that (i) the definition and signing of the aforesaid agreement is subject to the positive outcome of a due diligence carried out by Olivetti and TIM and (ii) Olivetti and TIM will not under any circumstances be obliged to enter into the aforesaid agreement or any type of collaboration with the selected Companies. The terms and conditions of the collaboration, if any, intellectual property aspects, as well as the consideration, will be defined after the winners have been selected and will be governed by subsequent agreements to be negotiated in good faith between the parties following the project closure.

TIM also reserves the right to assess possible investments in the selected companies through TIM Ventures, its venture capital instrument, where the solution proposed by the selected Companies is significantly consistent with Olivetti's industrial strategy.

ART. 6 INTELLECTUAL PROPERTY, DECLARATIONS OF INDEMNITIES AND WARRANTIES

By participating in the Challenge and accepting these Rules and Regulations, each Candidate

- acknowledges that each submitted Proposal is original and in no way infringes, either in whole or in part, the intellectual or industrial property rights of third parties, and hereby accepts to hold harmless and indemnify TIM, Olivetti and the companies of the TIM Group against any and all responsibilities, liabilities, compensation for damages and/or indemnity claims that may be made by any third party in this regard;

- recognises that each submitted Proposal is fully owned by the Candidate, who assumes full responsibility for protecting such Proposal and its intellectual property and/or original aspects by means provided by the applicable legislation (registration, patent or similar, as applicable);

- grants Olivetti and/or TIM, free of charge, the non-exclusive right to publish the Proposal on the intranet and internet websites of the TIM Group and on social networks where Olivetti and TIM are present with their own web pages. The Candidate also acknowledges that (i) any publication of the Proposal by Olivetti will entail visibility to the entire community and (ii) Olivetti and TIM accept no liability in the event of use and/or abuse of the idea and/or any development and implementation of the same and/or the related project by anyone who may have become aware of it through access to the aforementioned internet sites and social networks, thereby waiving all claims for damages and/or compensation against Olivetti and TIM for any reason and/or cause whatsoever.

PART II

ART. 7 PARTICIPATION STAGES

PROGRAMME

- By April 28: Launch of the Challenge
- From April 28 to June 30: Registration process
- By June 30, Candidates will receive confirmation of their participation in the Challenge by email
- From July 1 to July 29: selection of Candidates
- July 30: Announcement of the winners

The Organisation reserves the right to modify the Rules and Regulations and the programme of the Challenge, by notifying the Candidates with reasonable advance notice.

ART. 7.1 Registration

To take part to the Challenge, it is necessary to register by filling in the online form, which can be accessed from the following website: www.wcap.tim.it, starting from April 28, by entering all the data requested and indicated in Exhibit 3.

Incomplete registrations or registrations containing untrue data will result in the exclusion from the Challenge.

The Organisation reserves the right to extend or close registrations in advance depending on the number of entries received.

The registration does not represent confirmation of participation in the Challenge.

In order to complete the registration process, the Candidate must accept these Rules and Regulations of the Challenge and the disclaimer, by flagging on the dedicated website section and by declaring that they have read the privacy policy.

ART. 7.2 Participation confirmation

Candidates selected according to the criteria indicated in these Rules and Regulations will receive an official confirmation of their participation to the Challenge to the e-mail address provided during the registration process.

ART 7.3 The Challenge

The Challenge will take place between April 28 and June 30, 2021.

ART 7.4 Proposals evaluation

After the closing of the period mentioned under art. 7.3 above, the Jury shall evaluate the Proposals of each Candidate according to the principles described in these Rules and Regulations.

The Jury shall analyse and evaluate all Proposals submitted by the Candidates according to the following evaluation criteria as well as to the Technology Readiness Level set out in Exhibit 1:

- Adherence to the Challenge in accordance with Article 5 of the Rules and Regulations.
- Business potential for TIM and Olivetti
- Innovativeness of the solution, defined as a solution capable of bringing value, combined with high usability and implementation by Olivetti.
- Economic feasibility
- Technical feasibility
- Adherence to modern architectural principles (microservices architecture, scalable, etc.)
- Sustainability: the solution should be designed to be sustainable and/or to produce measurable sustainability benefits in terms of:
 - reduction of GHG emissions, energy savings, eco-efficiency, use of renewable energies; recycling, reuse or reduction of the use of natural resources; recycling, reuse or reduction of the use of materials.

- improvement of the living conditions of a community or a territory while respecting the environment.

ART. 7.5 Processing of personal data

Pursuant to Regulation 2016/679/EU (General Data Protection Regulation - hereinafter referred to as "GDPR"), of the Italian Legislative Decree 196/2003, as amended by the Legislative Decree 101/2018, as well as to further regulations in force regarding the protection of personal data, TIM and OLIVETTI deliver information regarding the processing of personal data provided in order to participate in The Challenge.

ART 7.6 Endnotes

The participation to the Challenge is subject to the rules set out in these Rules and Regulations, that each Candidate declares to accept at the time of registration. The Candidate authorizes the use of personal data and the waiver form for participating in the Olivetti IOT Challenge and for delivering the Proposal as shown in Exhibit 2.

Candidates who do not comply with the provisions of these Rules and Regulations and those who, through fraudulent or unauthorised actions, obstruct and/or attempt to alter the correct functioning of the prize mechanism and, in any case, compromise the success of the Challenge, will be excluded.

Applicants shall further comply with the following rules of conduct:

- to respect other Candidates;
- to refrain from using expressions that incite violence, discrimination, obscenity and/or slander;
- to avoid contents that are offensive, defamatory, vulgar, invasive of personal privacy or contrary to law and advertising content or content with political/ideological and religious content;
- to avoid submitting Proposals that are out of scope;
- not to violate copyrights, trademarks or other reserved rights of any rightsholders;
- to comply with privacy regulations.

EXHIBIT 1

Technology Readiness Level

Technology Readiness Level (TRL) is a metric for assessing the degree of technological maturity of a product or process. It is based on a scale of values from 1 to 9, where 1 is the lowest (basic research) and 9 the highest (first production).

The following table shows the definition of TRL as defined by the European Commission in the document "Technology readiness levels (TRL), HORIZON 2020 - WORK PROGRAMME 2018-2020 General Annexes, Extract from Part 19 - Commission Decision C(2017)7124".

TRL 1 – basic principles observed

TRL 2 – technology concept formulated

TRL 3 – experimental proof of concept

TRL 4 – technology validated in lab

TRL 5 – technology validated in relevant environment (industrially relevant environment in the case of key enabling technologies)

TRL 6 – technology demonstrated in relevant environment (industrially relevant environment in the case of key enabling technologies)

TRL 7 – system prototype demonstration in operational environment

TRL 8 – system complete and qualified

TRL 9 – actual system proven in operational environment (competitive manufacturing in the case of key enabling technologies; or in space)

EXHIBIT 2

Waiver for the participation and delivery of the Proposal for the Challenge

I, the undersigned _____ born on _____

Resident in _____,

Tax identification number:

WHEREAS

- I am aware of the criminal liability in the event of false declarations pursuant to and for the purposes of Articles 47, 48 and 76 of the Italian Presidential Decree no. 445 dated 28/12/2000 (which provides, amongst others, that the issue of false declarations, the formation or use of false documents are punishable under the Italian Criminal Code and related special laws);
- I have read the Privacy Policy and the Rules and Regulations of the "Olivetti IoT Challenge" contest (hereinafter the "Challenge") and I accept them in full;

Provided all of the above

DECLARE

1. that the Proposal submitted for the Challenge has been drafted in compliance with every provision of law in force, including but not limited to Italian law no. 633 of 1941 on copyright and subsequent amendments and additions, as well as in compliance with the provisions in force on the protection of trademarks and patents;
2. to have the ownership and/or the legitimate and full availability of the Proposal submitted as well as to be the holder of all the relevant exploitation rights, having carried out an original creation in good faith and without using the works of third parties;
3. that the Proposal does not infringe any distinctive sign, intellectual, industrial or other property right of any third party (including, without limitation, the right of image), or any existing laws or regulations, and that the information contained therein is lawful and correct to the best of my knowledge, does not cause offence to any person or entity, and complies with the principles of public order and morality;
4. to undertake to hold harmless and indemnify Olivetti/TIM against any third-party claim, cost, direct or indirect damage, loss, burden or prejudice, however arising from the use of the Proposal sent;
5. to be able to legitimately grant Olivetti/TIM the rights and privileges referred to in this declaration insofar as it has not signed agreements or assumed obligations with third parties that are in conflict or incompatible with what is agreed to herein;
6. to have read the Privacy Policy Statement contained in the Rules and Regulations, to accept it in full and to give explicit consent to the processing of its data;
7. to have read the Privacy Policy set out in the Rules and Regulations, to accept it in full and to consent to the processing of one's own data in accordance with what is indicated in the Policy and in this Disclaimer;

8. to accept without reservation, by signing this form, all the provisions that regulate participation in the Challenge contained in the Rules and Regulations, declaring that they have read them and ascertained them in their entirety, expressly approving, also pursuant to and for the purposes of articles 1341 and 1342 of the Italian Civil Code, every single clause.

Place _____

Date _____

Signature of the Company representative

EXHIBIT 3

- Name
- One Line Pitch
- Logo
- Short description
- Company Type
- Corporate Form
- Date of incorporation
- Locations
- Organization Type
- Iscrizione alla sezione speciale al registro imprese (for Italian Companies only)
- Company Size headcount
- Markets
- Website
- Facebook
- LinkedIn
- Twitter
- Instagram
- You Tube
- Product Hunt
- Blog
- Contact Email
- Phone Number
- Full Description
- Founders
- Manager 1... 2... 3...
- Advisor
- Patent
- Patent description
- Development Stage
- Incubation program
- Awards
- Solution name
- Solution description
- Solution type
- Technology Stack
- Technology description in deep
- Pitch
- Business model
- Problem
- Reference Market
- Reference customer
- Go to market strategy
- Revenue Model
- Competitors
- Competitive Advantage
- Business plan
- Traction

- TRL
- Product Status
- Fund raised
- Cap table
- Expected round
- Use of proceed
- Revenues
- % growth
- EBITDA
- Capex
- Headcount
- Cashflow
- What was the turnover of your Company in 2020?
- Financial statement
- Certificate of Incorporation
- Visura Camerale (for Italian companies only)
- For which sector are you proposing your solution?
- Can your solution be integrated with other services?
- How do you plan to collaborate with Olivetti?
- TIM has chosen to make a difference on 11 Sustainable Development Goals (SDGs). Indicate at least one relevant to your startup, SME or scaleup