

# Guidelines for the spin-off of Companies at ETH Zürich (Spin-off guidelines)

This English version is provided as a translation from German. In the event of any conflict between the two versions, the German version shall prevail.

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# Guidelines for the spin-off of Companies at ETH Zürich (Spin-off Guidelines)

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from January 1, 2023

*The Vice President for Knowledge Transfer and Corporate Relations*

based on Art. 10a para. 4 let. f of the Ordinance Governing the Organisation of ETH Zurich (ETH Zurich Organisation Ordinance)<sup>1</sup>

*issues the following guidelines:*

## 1. Chapter Purpose, Scope and Terms

### Art. 1 Purpose

The present guidelines

- <sup>1</sup> regulate the commercial exploitation of research results generated at ETH Zürich by means of ETH Spin-offs.
- <sup>2</sup> specify the competencies and responsibilities in the process concerning the spin-off of companies from ETH Zürich and thus the commercial exploitation of research results by employees, as well as the associated obligations.
- <sup>3</sup> regulate and specify the steps for the accreditation of ETH Spin-offs and the associated rights and obligations.
- <sup>4</sup> aim to raise awareness among ETH Zürich employees in respect to opportunities, risks and potential conflicts of interest that may arise in connection with ETH Spin-offs.

### Art. 2 Scope

- <sup>1</sup> These guidelines apply to all employees of ETH Zürich.
- <sup>2</sup> These guidelines govern the foundation of ETH Spin-offs.

### Art. 3 Terms

In these guidelines mean:

- <sup>1</sup> Founders: Persons who set up a company on their own account, at their own risk and on their own responsibility, either alone or together with other persons, who exercise a central operational function in the company (e.g. in management) or who assume a strategic role (e.g. on the board of directors or scientific advisory board) and thus make a significant contribution to the foundation and success of the company.
- <sup>2</sup> Employees: Persons who are in an employment relationship with ETH Zürich. As the most important category in the sense of these guidelines, professors are specifically mentioned where appropriate.
- <sup>3</sup> Companies: Legal entities under Swiss private law that are legally independent of ETH Zürich (e.g. public limited companies, limited liability companies, foundations, associations) as well as sole proprietorships entered in the commercial register.

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<sup>1</sup> RSETHZ 201.021

<sup>4</sup> ETH Spin-off: A company spun-off from ETH Zürich as defined in Art. 6.

<sup>5</sup> Accredited ETH Spin-off (Spin-off company of ETH Zürich): An ETH Spin-off that further fulfils the requirements set out in Art. 17 and has been accredited as such by ETH Zürich.

## 2. Chapter General Provisions for ETH Spin-offs

### Art. 4 Basic Principles

<sup>1</sup> The foundation of ETH Spin-offs and the associated financial participations as well as the performing of operational or strategic functions in the bodies of companies offer great opportunities and possible financial gains for the founders. However, they are also associated with legal risks and possible financial losses.

<sup>2</sup> When spinning-off companies from ETH Zürich, the present guidelines, as well as other laws, ordinances and guidelines, in particular the guidelines for conflicts of interest and secondary employment<sup>2</sup> and the exploitation guidelines<sup>3</sup>, must be observed.

<sup>3</sup> The stipulated notification and authorization obligations<sup>4</sup> must be observed.

<sup>4</sup> Technology transfer by means of the foundation of ETH Spin-offs by ETH Zürich employees as private individuals, in their own name, for their own account and on their own responsibility is generally permitted if:

- a. **no ETH Zürich intellectual property** is used by ETH Spin-off that is not licensed by ETH Zürich;
- b. **no support services** are given to the ETH Spin-off that are not regulated, i.e. there are e.g. cooperation agreements, rental and infrastructure agreements;
- c. there is **no real reputational risk** for ETH Zürich.

### Art. 5 Commercial Exploitation of Research Results through ETH Spin-offs

<sup>1</sup> A research result created at ETH Zürich is a technology, software and/or know-how that was created at ETH Zürich in research, teaching or other operations or that is associated with an intellectual property right of ETH Zürich pursuant to Art. 36 para. 2 ETH Act (cf. also Art. 2.1 Exploitation Guidelines), for example:

- a. a property right (patent, patent application, design, trademark, etc.);
- b. a process, concept or device documented by a publication or scientific work;
- c. an unpublished process, know-how or device that is licensed and kept secret as a trade secret;
- d. a functional sample / prototype of a device;
- e. a source or object code of computer programs (including open-source software).

<sup>2</sup> The commercial exploitation of ETH Zürich research results in general and intangible assets in particular, can take place via ETH Spin-offs.

<sup>3</sup> Intellectual property created at ETH Zürich may be used by an ETH Spin-off if a corresponding agreement on the assignment of rights or the granting of rights of use, pursuant to Art. 9 of the Ordinance of the ETH Board on Intellectual Property of the ETH Domain<sup>5</sup>, is in place with ETH Zürich, if required.

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<sup>2</sup> RSETHZ 501.2

<sup>3</sup> RSETHZ 440.4

<sup>4</sup> RSETHZ 501.2

<sup>5</sup> SR 414.172

## Art. 6 Definition ETH Spin-off

<sup>1</sup> An ETH Spin-off is a company that is founded on the basis of research results generated at ETH Zürich in accordance with Art. 5 para. 1 and at least one of the founders is a

- a. current or emeritus professor
- b. current or former employee
- c. student or graduate

of the ETH Zürich.

## Art. 7 ETH Zürich Financing Instruments

<sup>1</sup> While ETH Zürich promotes entrepreneurship and ETH Spin-offs in the sense of technology transfer, it is at the same time obliged to prevent these companies from being favored in a way that distorts the market or conflicts with the legal provisions of ETH Zürich:

- a. According to the Financial Regulations of ETH Zürich, Art. 3 let. g., public funds and resources (infrastructure, materials, personnel) of ETH Zürich may not be misappropriated by employees for ETH Spin-offs or their foundation<sup>6</sup>.
- b. ETH Zürich does not offer any direct instruments for financing but promotes companies through non-cash benefits<sup>7</sup> such as the discounted use of space and infrastructure as well as licensing of intellectual property in accordance with the present guidelines and the exploitation guidelines<sup>8</sup>.
- c. ETH Zürich does not provide any other financial assistance, such as legal or administrative support for the foundation of an ETH Spin-off, beyond the pecuniary advantages mentioned in let. b or Art. 21.

<sup>2</sup> The foundation of ETH Spin-offs and the therewith associated preparation must be financed by the founders from private funds. This includes, for example, incorporation costs, legal fees, share capital and consulting fees in preparation for the incorporation.

<sup>3</sup> ETH Zürich support programs, such as the Pioneer Fellowship, serve to promote individuals and are not investments in an ETH Spin-off.

<sup>4</sup> In accordance with the ETH Board's participation guidelines<sup>9</sup>, ETH Zürich may invest in ETH Spin-offs under certain conditions.

## Art. 8 Conflicts of Interest

<sup>1</sup> Conflicts of interest may arise from a close personal relationship with an ETH Spin-off or from a function on a governing body of the ETH Spin-off. Examples of possible conflicts of interest are board of director mandates, private consulting mandates, ownership of company shares or family ties (e.g. the partner, the brother/sister is a co-founder of an ETH Spin-off) between the research group or the employee and the ETH Spin-off.

<sup>2</sup> In particular, employees report potential conflicts of interest related to their participation in, collaboration with, operational role or board mandate in ETH Spin-offs.

<sup>3</sup> Professors may not align their research to the needs of an ETH Spin-off or deliberately give the ETH Spin-off a competitive advantage through access to unpublished research results that is withheld to other companies. This applies in particular to ETH Spin-offs in which the professors are involved or in which they hold strategic or operational functions.

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<sup>6</sup> RSETHZ 245

<sup>7</sup> Art. 3 para. 2 Federal Act on Financial Aid and Compensation (Subsidies Act) SR 616.1

<sup>8</sup> RSETHZ 440.4

<sup>9</sup> RSETHZ 440

<sup>4</sup> In the event of conflicts of interest, the research contract guidelines<sup>10</sup> and the financial regulations of ETH Zürich<sup>11</sup> provide for special signature regulations.

### 3. Chapter Notification- and Authorization Provisions Concerning Shareholdings

#### Art. 9 General Notification- and Authorization Provisions

<sup>1</sup> With regard to the notification and authorization provisions, a distinction is made between the ownership (e.g. shareholdings) and roles (e.g. scientific advisor, board of director mandates, etc.) of the persons in connection with an ETH Spin-off.

<sup>2</sup> In the case of ETH Spin-offs, all employees are equally obliged to declare or obtain approval for conflicts of interest and potential conflicts of interest between their involvement in the company and their activities at ETH Zürich in accordance with these guidelines and the guidelines for conflicts of interest and secondary employment<sup>12</sup>.

<sup>3</sup> In addition, the notification and authorization requirements of Art. 10 and Art. 11 apply to founders of ETH Spin-offs.

The decision tree of the reporting- and approval obligations of professors and other employees is presented in Appendix 2.

#### Art. 10 Reporting and Authorization Requirements for Professors

<sup>1</sup> The notification and authorization requirements concerning shareholdings for professors also apply to adjunct professors.

<sup>2</sup> Direct and indirect participations, e.g. via participations in third-party companies, in ETH Spin-offs of professors must be reported and, if let. d below is fulfilled, they are subject to approval. Professors must report or submit an application to ETH transfer, Spin-off Licensing, Equity and Compliance (SLEC) Team, to the attention of the Vice President for Knowledge Transfer and Corporate Relations prior to the foundation.

- a. The participation of a professor in an ETH Spin-off at the time of its foundation must be limited to a maximum of 20%.
- b. If several professors are involved in an ETH Spin-off, the total participation of the professors at the time of foundation must be limited to a maximum of 30%.
- c. Professors must not be granted any special rights over other founders when founding an ETH Spin-off.
- d. In exceptional and justified cases, such as a reduction in the level of employment, the imminent retirement of a professor or in the case of a professor's company that is exclusively focused on consulting, the Vice President for Knowledge Transfer and Corporate Relations may approve a higher participation in an ETH Spin-off.

<sup>3</sup> If professors wish both, to participate in an ETH Spin-off and to become a member of the board of directors or the executive board in the same ETH Spin-off, the participation and the application for secondary employment must be submitted together. The process is illustrated in the corresponding guidelines.

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<sup>10</sup> RETHZ 440.31

<sup>11</sup> RSETHZ 245

<sup>12</sup> RSETHZ 501.2

## Art. 11 Reporting and Authorization Requirements for Additional Employees

- <sup>1</sup> Direct and indirect participations, such as participations via third-party companies, in ETH Spin-offs by employees must be reported. Employees must report their participation to ETH transfer, Spin-off Licensing, Equity and Compliance (SLEC) Team, for the attention of the Vice President for Knowledge Transfer and Corporate Relations, before the ETH Spin-off is founded.
- <sup>2</sup> ETH employees who are active as founders and have a vested interest and/or a possible conflict of interest may, in principle, for a limited period of up to 2 years after the foundation, hold a part-time position at ETH Zürich and at the same time perform an operational function in their ETH Spin-off (dual employment), taking into account the framework of the personnel law provisions applicable to ETH Zürich and para. 3 below.
- <sup>3</sup> If there are overlaps in the tasks that the founders have for the ETH Spin-off on the one hand and for ETH Zürich on the other, cooperation agreements (Art. 14) and licensing agreements (Art. 12) must be concluded and clear job descriptions for both positions must be drawn up. Both job descriptions are to be sent in written form and signed to ETH transfer and recorded via ETHIS workflow.
- <sup>4</sup> A possible extension of the dual employment beyond the 2 years is only possible within the applicable time limits on the maximum employment at ETH Zürich and only in justified exceptional cases<sup>13</sup>. Corresponding applications are submitted by the responsible HR partner and the budget officer to the Vice President for Knowledge Transfer and Corporate Relations for consideration.

## 4. Chapter ETH Zürich Collaborations with ETH Spin-offs

### Art. 12 Licensing to ETH Spin-offs

- <sup>1</sup> The use of intellectual property or intangible assets of ETH Zürich by ETH Spin-offs requires a license agreement<sup>14,15</sup>. It is irrelevant whether this intellectual property was created by the founders themselves in the context of their employment at ETH Zürich.
- <sup>2</sup> The exploitation of service inventions, computer programs (intangible assets) or other copyrighted and non-protected research results is subject to the guidelines for the commercial exploitation of research results at ETH Zürich<sup>16</sup>.
- <sup>3</sup> The use of intellectual property created at ETH Zürich by ETH Spin-offs without a valid license or other permission from ETH Zürich is not permitted.
- <sup>4</sup> When licensing intellectual property of ETH Zürich to ETH Spin-offs and in the case of collaboration agreements between ETH Zürich and its ETH Spin-offs, licensing conditions will be applied as determined by ETH Zürich, taking into account its liquidity constraints in the first few years after the foundation of the company. Licensing of intellectual property on terms not in line with the market conditions is not permitted<sup>17</sup>. The support services and preferred licensing conditions are therefore limited in time in the respective contract.

The way to the license agreement is shown in Appendix 3

### Art. 13 Participation of ETH Zürich

- <sup>1</sup> ETH Zürich may participate in ETH Spin-offs within the framework of the ETH Domain participation guidelines<sup>18</sup> (Art. 4 - Art. 7) as follows:

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<sup>13</sup> Art. 17b para. 2 ETH Act SR 414.110

<sup>14</sup> Art. 36 para. 2 ETH Act SR 414.110

<sup>15</sup> Cf. Section 2.1 Exploitation Guidelines "Service Inventions"

<sup>16</sup> RSETHZ 440.4

<sup>17</sup> Art. 10 ETH Act

<sup>18</sup> RSETHZ 440

- a. according to the license agreement as part of the license fees or for preliminary investments (e.g. costs incurred for patent applications) in order to reduce upfront payments for the ETH Spin-off.
- b. in the case of special strategic interest of ETH Zürich, as a rule by cash liberalization at nominal value. Cash funds are provided by the Vice President for Knowledge Transfer and Corporate Relations.
- c. in the case of supported projects, e.g. Wyss Zürich projects, from which an ETH Spin-off of ETH Zürich is created.

<sup>2</sup> The investments are managed centrally in the area of the Vice President for Knowledge Transfer and Business Relations and listed in the investment monitoring of the Vice President for Finance and Controlling.

<sup>3</sup> The decision on a participation in an ETH Spin-off is made by the Vice President for Knowledge Transfer and Corporate Relations (Art. 6 para. 2 participation guidelines). This person also decides on the sale of these participations.

<sup>4</sup> The use of the proceeds from such participations is governed by ETH Zürich's exploitation guidelines<sup>19</sup>.

## Art. 14 ETH Zürich Research Projects with ETH Spin-offs

<sup>1</sup> In compliance with the present guidelines and the research contract guidelines<sup>20</sup> of ETH Zürich, an ETH Spin-off may jointly carry out projects with ETH Zürich that are relevant both to the research of ETH Zürich and to the research and development work of the ETH Spin-off. These collaborative projects are governed by a research contract<sup>21</sup>, which defines in particular the rights to the project results and their commercial exploitation. In the event of conflicts of interest, the research contract guidelines<sup>20</sup> provide for special signature regulations for such contracts.

<sup>2</sup> In the event of overlapping research and thus possibly an unregulated exchange of know-how, the employees of their ETH Spin-off are obliged to report this and leave the premises of the involved research group at ETH Zürich.

<sup>3</sup> Grant holders from promotion programs such as the Pioneer Fellowship<sup>22</sup>, the Bridge PoC, innovation projects from Innosuisse etc. must adhere to the relevant valid guidelines.

## Art. 15 Confidentiality

<sup>1</sup> ETH Entrepreneurship / ETH transfer employees undertake to treat business start-up plans and business information such as business ideas, business plans, financial plans, licensing conditions, etc. confidentially.

<sup>2</sup> ETH Entrepreneurship / ETH transfer may, however, provide on a confidential basis other organizational units of ETH Zürich, that are directly affected by a company foundation, with the information necessary for the fulfilment of their tasks.

<sup>3</sup> Furthermore, ETH Zürich is obliged to disclose information to higher authorities (e.g. ETH Board) upon request.

<sup>4</sup> ETH Zürich also regularly informs its partner, Venture Incubator Partners (VI Partners), which manages the venture capital fund Venture Incubator (VI), about approved ETH Spin-offs. ETH Spin-offs are neither entitled to funding nor obliged to accept an offer from VI.

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<sup>19</sup> RSETHZ 440.4

<sup>20</sup> RSETHZ 440.31

<sup>21</sup> RSETHZ 440.31

<sup>22</sup> Pioneer Fellowship Guidelines

## 5. Chapter Accredited ETH Spin-offs (Spin-off companies of ETH Zürich)

### Art. 16 Procedure and Decision

- <sup>1</sup> Prior to the foundation, founders must submit an application for accreditation to ETH transfer, Spin-off Licensing, Equity and Compliance (SLEC) Team, to the attention of the Vice President for Knowledge Transfer and Corporate Relations (Art. 10 / Art. 11).
- <sup>2</sup> For evaluation purposes, the founders must submit appropriate documents, for example: application form, business plan, documents related to intellectual property and/or ETH Zürich publications. Information about the budget officer/s of the ETH Zürich organizational unit or professorship from which the technology, software and/or know-how that the company will commercialize originates is required.
- <sup>3</sup> Whether the requirements for accreditation are met will be examined and assessed by ETH transfer, SLEC Team, in accordance with the applicable requirements.
- <sup>4</sup> ETH transfer makes a recommendation to the Vice President for Knowledge Transfer and Business Relations, who decides on the accreditation. There is no legal entitlement to accreditation.
- <sup>5</sup> Accredited ETH Spin-offs benefit from preferential conditions as described in the 2. Section below listed below.

### Art. 17 Accreditation as a Spin-off Company of ETH Zürich

- <sup>1</sup> An ETH Spin-off may apply for accreditation as a Spin-off company of ETH Zürich (Accredited ETH Spin-off) if it further fulfils the requirements in paras. 2 to 5 below.
- <sup>2</sup> The ETH Spin-off has existed for a maximum of 2 years at the time of accreditation, whereby the date of foundation according to the official entry in the commercial register is decisive.
- <sup>3</sup> The founder and the founding team demonstrate entrepreneurial thinking and acting.
- <sup>4</sup> The business plan is coherent and the business model is sustainable.
- <sup>5</sup> Switzerland benefits as an economic region.

### Art. 18 Spin-off Label and Logo

- <sup>1</sup> After accreditation as a Spin-off company of ETH Zürich by the Vice President for Knowledge Transfer and Corporate Relations, the company is entitled to use the ETH Spin-off label "A Spin-off Company of ETH Zürich" as an addition to the company name and to use the ETH Spin-off logo, as long as the reference in accordance with Art. 17 exists and the company is still recognizable as an entity.
- <sup>2</sup> If the accredited ETH Spin-off is taken over by another company and adopts the name of the acquiring company, the right to use the ETH Spin-off label and logo expires.
- <sup>3</sup> The ETH Spin-off logo may be used by the accredited ETH Spin-off in general communication (e.g. on the company's website, in a company brochure, etc.), but not in the promotion of individual products (e.g. product advertising, product label, product description, etc.).
- <sup>4</sup> The Spin-off logo in its current form is provided by ETH transfer, Spin-off Licensing, Equity and Compliance (SLEC) Team.
- <sup>5</sup> ETH Zürich expects its accredited ETH Spin-offs to use their ETH Spin-off label and logo and to advertise their connection to ETH Zürich in lectures, presentations, digital and printed media.
- <sup>6</sup> ETH Spin-offs that have not been accredited by ETH Zürich may not use the ETH Spin-off label or the logo.



## Art. 19 Name and Logo "ETH Zürich"

- <sup>1</sup> Use of the ETH Zürich logo without approval is not permitted. Any use of the "ETH Zürich" logo must be applied for in advance and explicitly approved by the university communications.
- <sup>2</sup> The accredited ETH Spin-off may use the name "ETH Zürich", but not the logo, only in connection with a reference to a development contribution by or a concrete collaboration with ETH Zürich that can be documented in writing.

## Art. 20 Withdrawal of Accreditation

- <sup>1</sup> In the event of gross disregard of these guidelines, non-compliance with ETH Zürich contracts, deliberate withholding of information regarding conflicts of interest<sup>23</sup> in accordance with Art. 6 or other business conduct that damages the reputation, the Vice President for Knowledge Transfer and Corporate Relations may withdraw accreditation by registered letter from the accredited ETH Spin-off after prior notification and granting a reasonable grace period to remedy the circumstance. The right to use the logo and label in accordance with Art. 18 and the support according to the 2. Section below shall cease immediately in this case.

## 2. Section Temporary Support

### Art. 21 Basic Principles

- <sup>1</sup> ETH Zürich can support its accredited ETH Spin-offs in the start-up phase, which for the founders often represents a smooth transition from employment at ETH Zürich to economic independence, through various contractually regulated in kind benefits for a limited period of up to 3 years. These include a.o.:
  - a. Renting of offices and laboratories.
  - b. Communication and IT services (such as internet and telephony).
  - c. Use of infrastructure (such as specialized equipment) on special terms.

ETH Zürich is not permitted to support accredited ETH Spin-offs beyond the limited period of 3 years after the company was founded.

### Art. 22 Renting Space and Rental Conditions at ETH Zürich

- <sup>1</sup> Accredited ETH Spin-offs may rent office and laboratory space within ETH Zürich (including external locations such as Technopark Zürich) during the first 3 years after their foundation, subject to availability; an extension is not possible. There is no entitlement of an accredited ETH Spin-off to an office or laboratory rental from ETH Zürich.
- <sup>2</sup> The space rented by an accredited ETH Spin-off within the research groups is limited to the area for a maximum of 3 person equivalents.
- <sup>3</sup> The rent is based on the tariff for customer group 2 of the ETH Zürich rental model<sup>24</sup>, but includes ancillary costs, cleaning costs and basic furnishings.
- <sup>4</sup> As of foundation, each accredited ETH Spin-off with its domicile at ETH Zürich is obliged to conclude a rental agreement with ETH Zürich and to pay rent to ETH Zürich. The accredited ETH Spin-off or the founders (if the company has not yet been founded) shall submit a corresponding application to the responsible office at least 2 months before the start of the rental. The process and corresponding responsibilities are described in the Appendix 4.
- <sup>5</sup> If an accredited ETH Spin-off grows and requires additional space, it must apply for the additional space requirement to the competent office at least 2 months in advance so that the rental

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<sup>23</sup> RSETHZ 501.2

<sup>24</sup> In accordance with the executive board decision of 14.12.2010, rental model for rentals to partner organisations of ETH Zurich and to external parties

agreement and the amount of rent for the space used can be adjusted accordingly. Increased occupancy of room space without prior adjustment of the rental agreement is not permitted. The process and corresponding responsibilities are described in Appendix 4.

- <sup>6</sup> Every accredited ETH Zürich Spin-off renting at ETH Zürich is obliged to take out a public liability insurance and is responsible for complying with the relevant safety regulations. The Safety, Security, Health and Environment (SSHE) department can support the accredited ETH Spin-off in this regard.
- <sup>7</sup> Accredited ETH Spin-offs that are rented at ETH Zürich are subordinate to the SSHE department of ETH Zürich and are responsible for the compliance with legal requirements in the area of safety, security, health and environment. The founders may request advice from the SSHE department and are obliged to notify the SSHE department of a responsible person for safety issues.
- <sup>8</sup> Accredited ETH Spin-offs that are rented at ETH Zürich can deliver hazardous waste to the ETH hazardous waste disposal points. The costs for the use of this service are regulated in the rental agreement and charged in addition to the rent.

## Art. 23 Domicile at ETH Zürich

- <sup>1</sup> For company addresses at ETH Zürich ("c/o ETH Zürich"), the commercial registry office requires a declaration of acceptance of domicile from ETH Zürich, with the exception of addresses at Technopark Zürich and Bio-Technopark Schlieren. ETH Zürich will issue such a declaration of acceptance of domicile in the name of the company if required. The declaration of acceptance of domicile is issued by the head of legal services of ETH Zürich at the request of ETH transfer. This is only possible prior to the signing of a rental agreement and/or the founding of a company if the ETH Spin-off has been accredited by ETH Zürich in accordance with Art. 17 and the following bodies agree:
  - a. For rooms within an institute of ETH Zürich, the head of the institute and the head of the department are responsible.
  - b. For rooms in the Entrepreneurship Lab, in Wyss Zürich or in an ETH Center (e.g. AI Center), the head of ETH Entrepreneurship, Wyss Zürich or the Center is responsible.
  - c. For all other rooms, the ETH real estate portfolio management department is responsible.
- <sup>2</sup> Companies that are promoted or supported by Wyss Zürich but are not an accredited ETH Spin-off can still have their domicile in the Wyss Building of ETH Zürich (WEH). For these companies (including Spin-off companies of the University of Zürich or "Associated Projects" after the foundation of their companies) the same conditions apply as for accredited ETH Spin-offs (rent, duration, etc.). ETH Zürich (portfolio management of the ETH real estate department) as the contracting party, claims the rent.
- <sup>3</sup> Further administrative details of the rental can be arranged between ETH Entrepreneurship, the ETH real estate department and any other units concerned.

## Art. 24 Communication and Information Technology Services

- <sup>1</sup> Accredited ETH Spin-offs that are rented at ETH Zürich pursuant to Art. 21 para. 1, must make use of the "Internet Connection" service provided by ETH Zürich's IT department during their rental period. Software and other infrastructure licensed and provided by ETH Zürich for research and teaching purposes may not, as a rule, be used by accredited ETH Spin-offs. The costs for the internet connection are not included in the rental price of the premises and will be charged additionally. If network services are provided for the accredited ETH Spin-off, all users of the company are subject to the Acceptable Use Policy for Information and Communications Technology (BOT)<sup>25</sup>.
- <sup>2</sup> A responsible contact person of the accredited ETH Spin-off for the IT Services shall be appointed by the company and notified to the IT Services. The accredited ETH Spin-off must use external telephone numbers and its own domain name (name of the accredited ETH Spin-off) in its

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<sup>25</sup> RSETHZ 203.21

appearance and in its communication with third parties, even if it is rented at ETH Zürich and obtains network services from the IT Services. The IT Services shall regulate the details in separate contracts with the accredited ETH Spin-off with the involvement of ETH Entrepreneurship.

## Art. 25 Use of Infrastructure

- <sup>1</sup> The use of infrastructure (equipment, facilities, etc., but not spaces and communication- and IT services or IT infrastructure) assigned to an ETH Zürich professorship is regulated by ETH Entrepreneurship by means of an infrastructure usage agreement.
- <sup>2</sup> Financial compensation for the shared use of the infrastructure will be invoiced to the accredited ETH Spin-off by the ETH Zürich organizational unit. Half of this income is credited to the responsible organizational unit and half to the executive board.
- <sup>3</sup> Service-oriented technology platforms of ETH Zürich, which also offer services to external companies (e.g. EPIC, FGCZ, FIRST, NEXUS, ScopeM), treat accredited ETH Spin-offs in principle equivalent to external companies. The platforms are free to grant benefits to accredited ETH Spin-offs for 3 years from the date of foundation, but these benefits must then apply equally to all accredited ETH Spin-offs.

## Art. 26 Founders Community and Media Presence

- <sup>1</sup> Founders of accredited ETH Spin-offs gain access to the ETH Founders Community and benefit from the following advantages:
  - a. The accredited ETH Spin-off receives media exposure by being listed on the ETH website.
  - b. The accredited ETH Spin-off is portrayed and mentioned via printed and digital media channels, in articles, contributions, etc. of ETH Zürich.
  - c. The founders of accredited ETH Spin-offs can take part in exclusive ETH Zürich founder events by invitation, e.g. Spin-off dinner, 3Pi Competition, etc.
  - d. The founders receive access to the exclusive LinkedIn social network for ETH Zürich founders.

## Art. 27 Laboratory Shops, ASVZ and other Services

- <sup>1</sup> Accredited ETH Spin-offs can purchase consumables from the internal laboratory shops (shops of D-BIOL, D-BSSE, D-CHAB and D-PHYS) during the first 3 years from the date of foundation. Order processing and purchase are governed by the respective services and conditions offered by the individual shops. After the expiry of the 3 years, purchasing from the laboratory shops is no longer permitted.
- <sup>2</sup> Founders as well as all employees of accredited ETH Spin-offs have the opportunity to make use, up to 3 years after the foundation, from an ASVZ membership according to the category "ETH employees".
- <sup>3</sup> Other services, such as the use of a workshop service, require an agreement between the accredited ETH Spin-off and the respective organizational unit of ETH Zürich. Service providers are free to grant benefits to accredited ETH Spin-offs for 3 years from the date of foundation, but these must then apply equally to all Spin-offs.

# 6. Chapter Entry into Force

These guidelines enter into force on January 1, 2023 and replace the Guidelines for the spin-off of companies at ETH Zürich (Spin-off Guidelines) dated December 1, 2019.

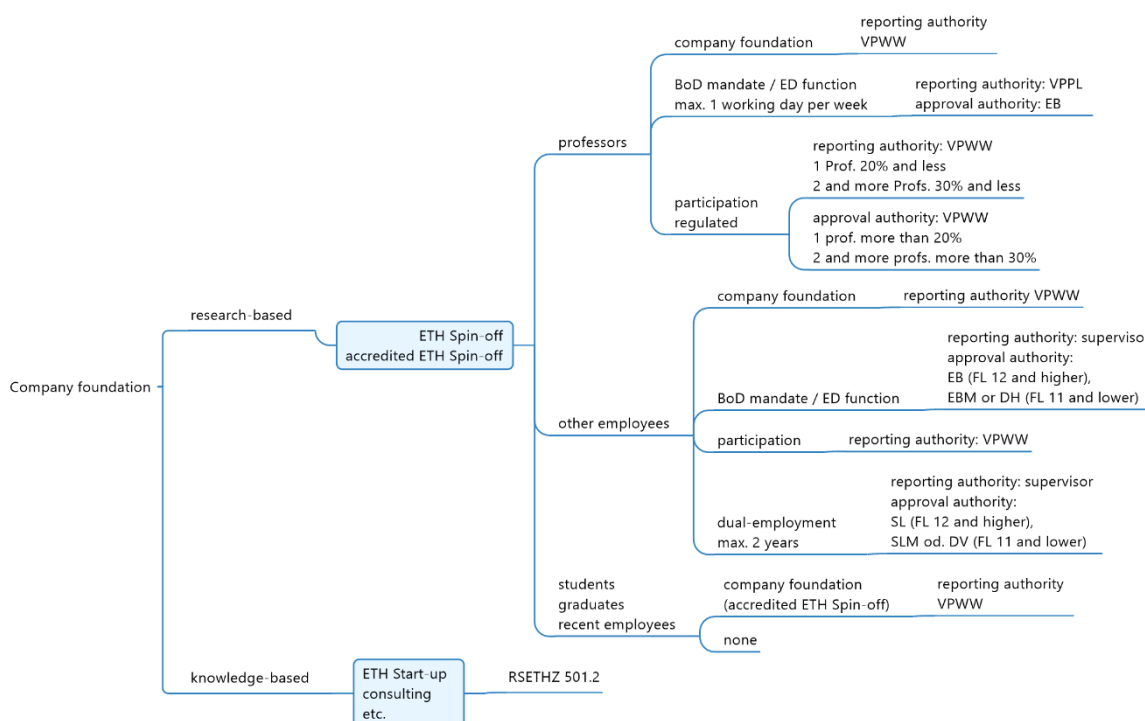
Prof. Dr. Vanessa Wood  
Vice President for Knowledge Transfer and Corporate Relations

# Appendices

## Appendix 1 Responsibilities ETH Transfer / ETH Entrepreneurship

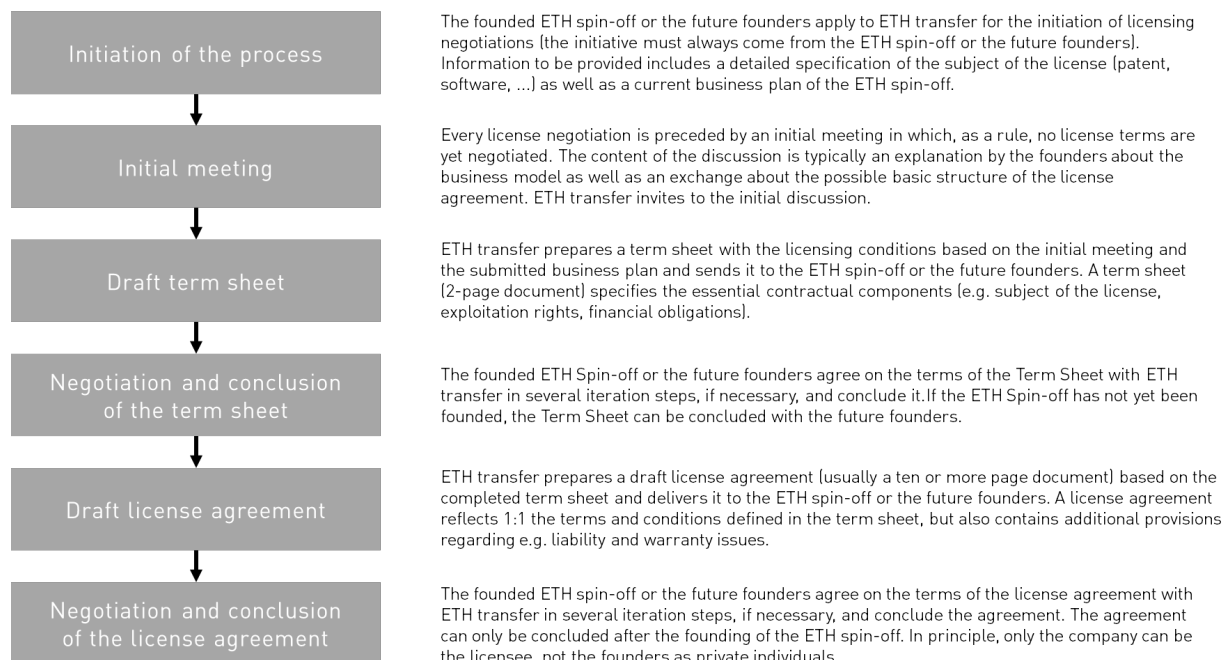
1. ETH transfer, Spin-off Licensing, Equity and Compliance (SLEC) team, within the Vice Presidency for Knowledge Transfer and Corporate Relations, is responsible for the accreditation, licensing, equity and compliance of ETH Spin-offs.
2. ETH Entrepreneurship, within the Vice Presidency for Knowledge Transfer and Corporate Relations, offers support and advice to founders and all ETH Zürich students and employees interested in starting a business.

## Appendix 2 Overview of notification- and authorization provisions



**Abbreviations:**  
 BoD - Board of Directors  
 EB - Executive Board  
 EBM - Executive Board Member  
 ED - Executive Director  
 DH - Department Head  
 FL - Function Level  
 VPPL - Vice-Presidency for Personnel Development and Leadership  
 VPWW - Vice-Presidency of Knowledge Transfer and Corporate Relations

## Appendix 3 The journey to a license agreement (Intellectual Property Rights of ETH Zurich)



## Appendix 4 Initial rental and extension to accredited ETH Spin-offs

1. The company or the founder (if the company has not yet been founded) submits a rental application to ETH Entrepreneurship. Special wishes and agreements with the professorship and/or the institutes etc. can be taken into account. The founder must obtain the approval of the institute and the department. Conversions for accredited ETH Spin-offs cannot be considered.
2. If the company wishes to use a workspace at ETH Entrepreneurship, the Wyss Zürich or the AI Center, the founder must first obtain the approval of the relevant head.
3. The person responsible at ETH Entrepreneurship notifies the real estate department of the space or room requirements and at the same time confirms that the founder or the company is entitled to rent the corresponding rooms as an accredited ETH Spin-off.
4. The real estate department concludes a rental or joint use agreement with the accredited ETH Spin-off. It also issues corresponding rental invoices. Departments, institutes or professorships do not receive any share of the rental income, even if the rented rooms are allocated to a corresponding area.