

TERMS AND CONDITIONS

2025 edition

ACCELERATION PROGRAMME CLEAN CITIES SPAIN CLIMACCELERATOR

Universidad Politécnica de Madrid (UPM) (hereinafter an “Accelerator Manager”), open the fifth Call (hereinafter, the “Call”) for its acceleration programme for healthy and clean cities “Clean Cities Spain ClimAccelerator” (hereinafter also referred to as the “programme”), with the support of EIT Climate-KIC and with the purpose to select startups with innovative projects for the renewable energy industry, mobility, green spaces and retrofitting, contributing to more sustainable, healthy and clean cities (hereinafter, the “Start-ups”).

In line with the findings of the future of cities, the Innovate4Cities Agenda and the EIT Climate-KIC - Transformation, in Time strategy, the Clean Cities Spain ClimAccelerator is an accelerator not only for the cities, but by and with the cities, driven by a consortium of challenge owners and enablers with solid experience in the start-up ecosystem. It is an accelerator that catalyzes innovation and collaboration along with city challenges, a demand-led approach, matching demand with supply through systems innovation to transform to a net-zero emissions, resilient future. It is an experimentation and innovation hub for cities, focused on innovative solutions for climate neutrality.

The selection of Start-ups to participate in the Clean Cities Spain ClimAccelerator and to develop solutions for the climate neutrality of cities, will be implemented through a qualification and assessment process that will be governed in accordance with these terms and conditions (hereinafter, the “Terms”). In any case, the Start-ups are advised to read carefully the Clean Cities Spain ClimAccelerator website (see Sec. 1 below) and FAQ before applying.

1. Purpose

The purpose of this Call is to strengthen entrepreneurial businesses in the form of Start-ups in the European Union, rewarding and supporting innovative solutions for tackling the issues of climate change in cities. The Start-ups have to submit a project that aims to resolve one of the challenges specified in the article 4.2. Technology scope.

This initiative aims to help the selected start-ups, pursuant to the criteria they will receive:

- i) Access to a global network of investors, corporations and public institutions;
- ii) Benefit from mentorship and customizable opportunities with a wide range of experts;
- iii) Attendance to training sessions with international speakers specialized in the area of business and sustainability;
- iv) Join the EIT Climate-KIC ecosystem and community; v) international entrepreneurship events;
- v) Access to a tool for assessing the environmental impact of technologies developed by startups;
- vi) Access to international entrepreneurship events.
- vii) Visibility, marketing and individualized communication actions. The Clean Cities Spain ClimAccelerator will also drive local and global exposure and acknowledgement of the selected solutions through web and social media, as appropriate.

2. Application period

The application period will begin on **February 10th, 2025** and end on **April 1st, 2025**, inclusive. The Accelerator Manager reserves the right to shorten or extend this period based on the quantity and quality of the applications received, by means of an announcement that will be published on the programme's Website. Applications must be submitted through the platform accessible from the Clean Cities Spain ClimAccelerator Website.

3. Participation requirements

3.1. Eligibility check

This call is addressed to start-ups in the pre-commercial or early commercial stage with founders maintaining control of the company, that is, the majority of the share capital and voting rights, and therefore leading the startup's financial and business decisions. Start-ups can have their registered office in any European country. It is not necessary to move to any specific country.

Some key eligibility requirements:

- Startups must offer a scalable solution.
- Potential high climate impact or significant climate adaptation.
- Your company must be incorporated (or in the legal process of incorporation) before entering the programme.
- Incorporated not more than 5 years ago.
- Based in the European Union.
- A dedicated team of minimum 2 persons.

3.2. Technology scopes

This programme aims to accelerate start-ups working on any of the following topics (Challenges):

(1) Community retrofit - District renewal systems

Community retrofit and district renewal includes retrofitting buildings to make them more energy-efficient and better at withstanding extreme weather induced by climate change, while also improving amenities for the buildings' occupants. Thermal-energetic upgrades and the optimization of building services are both key to improving energy efficiency.

- Reimagining supply chains to enable circular construction.
- Assessing the carbon footprint and life cycle of buildings in order to achieve zero-emission buildings.
- Efficient heating/cooling systems.
- Heating/cooling systems based on electricity.

(Please note, the points listed under each topic are examples and not an exhaustive list.)

(2) Green spaces, climate resilience & urban adaptation systems

Investing in nature can help to address climate risks, strengthen public health, and improve community vitality. This can include, but is not limited to, strategic interventions using nature-based solutions in various areas around the city and using new models for engaging citizens.

- Efficient use and management of water in urban environments.
- Nature-based solutions for the physical transformation of public spaces to improve the health and well-being of citizens.
- Urban shade.
- Income-generating activities related to natural spaces in cities (ecosystem services).
- Planning support tools.

(Please note, the points listed under each topic are examples and not an exhaustive list.)

(3) Mobility, logistics, & public space systems

Mobility, logistics, and public space systems are challenging topics for many cities. These topics give rise to important questions such as: How does public space affect the sustainability of urban mobility in contemporary cities? How does facilitating mobility contribute to livability? How can public-private partnerships trigger shifts in commuting and mobility that have a systemic benefit for all?

- Building sustainable infrastructure-physical and digital-that supports innovative mobility solutions.
- Promoting public transportation and discouraging private driving and parking.
- Electric mobility and charging infrastructure.
- Solutions for a “15-minute” city.

(Please note, the points listed under each topic are examples and not an exhaustive list.)

(4) Renewable energy systems

Renewable energy sources, e.g. geothermal energy and low-temperature waste heat, are needed in order to upgrade district heating and increase the share of distributed electricity generation. The use of state-of-the-art technologies, high awareness about environmental and energy issues, and decentralized renewable energy supplies in urban neighborhoods will all play a crucial role in activating private households and local administrations.

- Photovoltaic technology.
- Development of energy communities for the deployment of decentralized renewable energy solutions.
- Tools for verifying the fulfillment of energy efficiency/carbon footprint standards for projects.
- Mapping available building roofs for energy generation.

(Please note, the points listed under each topic are examples and not an exhaustive list.)

(5) Information & data systems

Cities have different strategies for decarbonization that typically involve a combination of different solutions, approaches, and economic sectors. However, information, data, tools, and processes are crucial to achieving their long-term goals. For example, data systems can help municipalities become more efficient, effective, and evidence-based. They could also be used to adapt or fundamentally change processes or regulations that contribute to the acceleration of decarbonization.

- Data management for decarbonization.
- Life cycle and carbon footprint analysis to support urban decarbonization processes.
- Methodologies and tools for carbon absorption assessment.
- Data spaces: Assessment and forecasting systems for the design of environmental policies based on digital capabilities.

(Please note, the points listed under each topic are examples and not an exhaustive list.)

3.3. Applications

The start-ups must register and submit their official application for the Clean Cities Spain ClimAccelerator via the Website between 12:00 noon (CET) on February 10th, 2025 and 12:00 noon (CEST) on April 1st, 2025, although the Accelerator Manager may extend this deadline if they see fit. The application form is intended to help applicants introduce themselves and their ideas or projects, and to gather the contact details required for the candidate selection process.

To strengthen their application, candidates have the option of attaching:

- A pitch deck.
- A link to a video presentation of their project, which should last between one and three minutes.
- Photographs, images, pictures, etc. of your product.
- Any other media and/or audio-visual material related to the project that could be of interest.

3.4. Language

Applications must be submitted in English. Applications submitted in another language will be automatically rejected.

3.5. Geographical scope

The Call is open to start-ups with registered seats and/or (if not registered) regular business addresses in the European Union and additional regions considered by EIT Climate-KIC.

4. The Acceleration programme

4.1. Communication to selected start-ups

The selected startups to join this programme will receive an email, the one indicated in the candidature, notifying them that they are admitted. After confirmation from the startup side, the list of start-ups selected to join the Clean Cities Spain ClimAccelerator will be published on the Clean Cities Spain ClimAccelerator social media profiles. If they are not selected, the start-ups will be sent an email to thank them for taking part.

4.2. Acceleration period

The programme will run from May to December 2025 (the “Acceleration Period”), structured in different stages. The Accelerator Manager reserves the right to modify these dates according to the needs of the programme. The start-ups selected for the first stage two-month acceleration programme according to Sec. 6 below, will receive diagnostic, training and networking. In this stage, the programme is both localized and online, which means that the start-ups can receive these activities depending on the nature of the event by having to move to another city or country and online. Start-ups can focus their efforts on expanding their business, attending events, training and networking. Afterwards, the start-ups (as selected by the Accelerator Manager according to Sec. 6 below) will move on to the second stage four-month accelerator programme focused on investment readiness, scalability and internationalization options.

4.3. Financial contribution

Start-ups admitted will not receive any grant. To receive the services in each stage, start-ups must sign an agreement document (Award Letter).

4.4. Climate-SAFE Investment (optional service)

The **Climate-SAFE** has been designed as a founder-friendly, and efficient means for Climate-KIC to invest in Europe’s most exciting Climate-tech companies. The **Climate-SAFE** is a simple agreement for future equity - a convertible investment.

The key terms of the **Climate-SAFE** are:

- €50,000 value.
- 24 month long-stop date.
- No valuation cap.
- 20% discount rate.
- No most-favored nation clause.

The **Climate-SAFE** is structured as a cash + services investment and grants access to the following package of support:

- Carbon Impact Forecasting, Modeling and Validation.

- Access to the ClimateHIVE community.
- Fundraising support & connections to Climate-KIC investor network.
- Commercialisation Opportunities.
- EU Policy & Affairs support.
- A dedicated portfolio manager.

If you have any questions about this, please contact the Climate-KIC Investment team on investments@climate-kic.org

4.5. Start-ups maturity

This programme is ideal for start-ups that are close to reaching the market or they have reached the market with innovative technology and/or business model solutions that have already been sufficiently demonstrated in any controlled environment.

4.6. Work Plan

Clean Cities Spain ClimAccelerator will request admitted start-ups a work plan with objectives, schedule and milestones to be met during the stage acceleration period (hereinafter, the "Work Plan"). The fulfillment of the Work Plan will be a commitment formally acquired by the start-ups selected in the Clean Cities Spain ClimAccelerator Grant Award Letter defined in the following section as well as an essential requirement to receive the grants.

4.7. Regulatory Agreement

Entry into the programme will be subject to the signing of an agreement between the selected start-ups and the organization that will regulate the rights and obligations for each of the parties (hereinafter, the "Clean Cities Spain ClimAccelerator Grant Award Letter"). Selected start-ups that ultimately do not sign the Clean Cities Spain ClimAccelerator Award Letter will lose their right of admission to the programme. Failure to comply with the terms and conditions set forth in the Clean Cities Spain ClimAccelerator Award Letter, as well as any other breach of the commitments assumed by the selected start-ups, will be cause for suspension of the acceleration and/or resolution of the Clean Cities Spain ClimAccelerator Award Letter. Notwithstanding the foregoing, taking into account the legal nature of the contributions made by Clean Cities Spain

ClimAccelerator, it reserves the right to suspend, exclude and / or terminate the acceleration of any of the Start-ups selected for justified reasons other than the above.

4.8. Dedication of the start-up team

Startups admitted to the programme must have at least two people with dedication to the development of the programme. Those people must be able and authorized to report to the Accelerator Manager the required information during the Acceleration Period and to report the documentation (deliverables, KPIs, etc.). Start-ups must have the necessary human resources to comply with the Clean Cities Spain ClimAccelerator training, events and activities and therefore, to attend all the sessions listed in the timeline.

Successful completion of the program requires a minimum of 80% attendance at all scheduled sessions and participation in at least one in-person event.

5. Selection of the Applications

The applicants grant each Accelerator Manager the right to evaluate the applications by the evaluators and judges it may appoint. The selection will take place in April 2025. A jury composed by experts and partners (the "Jury") will review the applications. If needed, eligible applicants would be invited to a short online presentation (incl. Q&A). The Jury will evaluate the Start-ups using the following criteria:

- Content of the application document (please, review the Criteria section in the Clean Cities Spain ClimAccelerator Website or the FAQ (if applicable) to learn more about the criteria selection).
- Potential impact that participation in the accelerator may have on the start-up.
- Clarity and quality of Q&A replies.
- Dynamism of the presentation.
- Structure and narrative.

Finally, the Jury will choose the start-ups admitted to the ClimAccelerator based on these criteria selection items. The Jury may decide to leave the call void when it considers that the applications submitted do not meet the expectations and/or objectives of Clean Cities Spain ClimAccelerator. Decisions of the Jury are final and binding upon the start-ups and are unappealable.

6. Industrial and Intellectual Property

Clean Cities Spain ClimAccelerator will not claim, nor do the applicants grant, any right over any intellectual property of the applicants for participating in this programme.

6.1. Intellectual property regarding the material submitted for presenting the project

As stated in section 4.3 of these terms and conditions for participation documents, start-ups may optionally submit videos, photographs and other audio-visual materials to enhance their application ("Material" or "Materials"). By submitting the materials, the representative of the start-up ("Representative") accepts and guarantees that:

- The representative and/or the start-up, as the case may be, is the sole proprietor of the same.
- The material does not infringe any third-party rights (including intellectual property rights).
- Any third party appearing in the material has given proper consent to the representative to be photographed or filmed and used as permitted according to this document.
- All the information supplied by the representative in this document is true and accurate.
- The material does not involve any defamation or libel against any person, company and/or association.
- It does not contain any prohibited components, such as viruses or spam, or links to the same.

The representative, in a personal capacity, and the start-ups are solely responsible for the material submitted and hold Clean Cities Spain ClimAccelerator and its partners blameless against any claims (judicial or extrajudicial) that arise or may arise as a result of using it.

6.2. Branding and distinguishing signs

The start-up will authorize Clean Cities Spain ClimAccelerator to publicly disclose any content belonging to the start-up that it may submit for its application for the call, particularly enterprise logos, brands and/or registered trademarks as well as other trade signs and industrial property rights used by the start-up, which may be published by the Accelerator Manager on websites and social media to publicize the programme in general as well as the results of the selection process.

For this purpose, the start-up states and guarantees that it is the sole owner of the intellectual and industrial property rights for the content provided or is fully entitled and authorized to make use of all rights regarding it. The start-up will indemnify and hold Clean Cities Spain ClimAccelerator harmless against any claim or complaint of third parties arising from a breach of the terms of this clause.

7. Communication of the support of Clean Cities Spain ClimAccelerator

Applicants expressly authorize each Accelerator Manager to disseminate, through any internal and/or external media it deems appropriate, the names of the start-ups if they are admitted to the programme, without being entitled to any compensation whatsoever, even before admission is formally granted. The publication of the names of the start-ups in the case indicated in the previous paragraph will not generate any legal rights, since admission to the programme is subject to the formalization of the subsequent Clean Cities Spain ClimAccelerator Award Letter. The dissemination of the selected start-ups via social media and websites (from Clean Cities Spain ClimAccelerator, Accelerator Manager or EIT Climate-KIC, among others) will mention the name of each of the selected start-ups, a brief description of their selected project, names of the team members, logos and links to their website and social media profiles. The decision concerning the final selection in each stage may lead to the organization of various communication activities for announcing the results of the call and for promoting and publicizing the selected start-up projects. In particular, with respect to the use of image, the candidate start-ups state:

- i. That they are familiar with the terms and conditions of this call.
- ii. That, pursuant to the above, they authorize Clean Cities Spain ClimAccelerator to use the image of all and any members of the selected start-ups (the "Image"), their appearance, names and surnames and any statements and interpretations they may make (the "Statements"), for the purposes of exploitation, and, especially, the rights to reproduce, distribute, publicly announce and transform them, wholly or partially, in any format or medium and via any system, procedure or model known at the present time or that may be developed in the future, either internally or externally, including, but not limited to, the following types of exploitation:
 - a) Advertising exploitation, i.e. the right to use the image and/or the statements to promote the call.

- b) Printed edition, i.e. the right to publish the image and/or the statements on paper for distribution in magazines, brochures, postcards, books or any other format that allows them to be disseminated on paper or similar by distributing copies.
- c) Video exploitation, i.e. the right to exploit and distribute the image and/or the statements for non-commercial viewing by consumers via video systems, where the consumers are free to control when and how often they wish to view the material.
- d) Online exploitation, i.e. the right to distribute the image and/or the statements via computer networks integrated through the use of any protocol, whether currently known or developed in the future, including, but not limited to, "Internet" protocol, or any successive or similar technology used to access those computer networks and view the image on any viewing device, including Clean Cities Spain ClimAccelerator social media profiles.
- e) That the rights referred to in the preceding section are transferred with no receipt of any compensation whatsoever and that, therefore, they waive any claim for the same and release Clean Cities Spain ClimAccelerator and any of the Accelerator Manager from any liability in relation to any claims concerning transfer of rights that may be submitted by the owners of the rights or by third parties.

8. Confidentiality

Clean Cities Spain ClimAccelerator undertakes, except in the case of a judicial or administrative authority requirement, not to disclose the information provided and expressly designated as confidential by the participants in this Call (hereinafter, the "Confidential Information"). Participants in the call authorize Clean Cities Spain ClimAccelerator to share the confidential information with collaborators of the programme as evaluators, judges or mentors. In this case, all collaborators will be asked to sign a confidentiality agreement.

9. Data Protection

Participation in this call is voluntary. The call requires processing of personal data supplied by the applicants. The purpose of the following data processing information is to inform the applicants to this call about the practice concerning control of personal data, the related rights of the applicants

and the possibilities available for enforcing these rights, in line with EU General Data Protection Regulation:

- Responsible parties: the Accelerator Manager.
- Data to be processed: all data supplied by applicants, as well as those derived from their participation in this call.
- Purpose: the accomplishment of necessary tasks for the development of the Call, including contacting the applicants and the publication of the list of the admitted applicants in any internal and/or external media.
- Legitimate basis of treatment: your consent expressly manifested in the application process.
- Data recipients: those deemed necessary according to the law, and the suppliers of services responsible for carrying out data processing.
- Rights of the interested parties: access, rectification, opposition, suppression, limitation to treatment, portability and to withdraw the consent provided. These rights may be exercised through a communication to the address of Clean Cities Spain ClimAccelerator: accelerator.climate@upm.es. In addition, a claim to the supervisory authority can be filed at any time.
- Duration of data processing: during the time of the call and, once finished, for the period of prescription of civil, trade, criminal and/or administrative responsibilities.
- Additional information: for detailed information about the regulation of personal data applicable to this Call, please read the Privacy Policy on the Clean Cities Spain ClimAccelerator's Website at <https://cleancities-accelerator.com>.

10 Branding

10.1 EIT Branding

As a recipient of the service's programme, start-ups are required to be compliant with the EIT branding rules and must guarantee that the EIT Climate-KIC logo and EU flag are well represented according to EIT Climate-KIC Brand Guidelines.

10.2 Clean Cities Spain ClimAccelerator Branding

Start-ups are required to be compliant with the Clean Cities Spain ClimAccelerator branding rules and must guarantee that the Clean Cities Spain ClimAccelerator logo is well represented according to Clean Cities Spain ClimAccelerator Brand Guidelines.

10.3 Accelerator Manager Branding

Start-ups are required to be compliant with the UPM branding rules and must guarantee that the UPM logo is well represented according to UPM Brand Guidelines.

11. EIT KPIs and Reporting

As a participant, start-ups will have and expressly agree to:

Contribute to KPIs of the programme:

- Products (goods or services) or processes launched on the market/ invoiced.
- Investment attracted by Start-ups supported by KICs.
- Success stories submitted to and accepted by EIT.
- Start-ups supported by KICs.

Report their performance and respond to the surveys when required to fulfill the achievement of KPIs and reporting.

12. Loss of status as selected Start-up

The start-ups may be excluded from this call at any time and, if they are selected, their added value services may be withdrawn, if they are affected by any of the following situations:

- Conflicts for any legal reason or involved in judicial proceedings or any other situations that could potentially damage the Clean Cities Spain ClimAccelerator and its partners' reputation.
- Start-ups that do not fulfill the programme's participation requirements, including attending at least 80% of scheduled sessions and at least one in-person event, will no longer be considered 'selected start-ups' and will forfeit associated benefits.
- No longer complying with Clean Cities Spain ClimAccelerator values, as the start-up may not perform any actions that are contrary to these values.

Non-compliance with the above obligations may entail the candidate's expulsion from the Call and the compulsory refund to Clean Cities Spain ClimAccelerator of any expenses it has already incurred.

13. Applicant Declaration

By submitting their applications, start-ups expressly declare and guarantee to Clean Cities Spain ClimAccelerator:

- a) That the applications presented are originals of their authors and/or that they have the free disposition of any ideas, images or any other elements incorporated in their presentation.
- b) That they have the consent of all third parties whose personal data they provide in their applications.
- c) That the information provided does not contain own or third-party confidential information or industrial secrets or, where appropriate, that they have the authorizations and licenses that allow their communication within the framework of this call.
- d) That they have full legal capacity and the capacity to take part in the call, and that their participation does not violate any regulations of any kind.
- e) That they shall bear any taxes that may arise from participation in this call, as well as from the eventual reception of any of the anticipated financial contributions of the programme.
- f) That Accelerators managers shall not be held liable for any damages, losses, costs and/or claims that applicants may incur or that these may suffer as a result of submitting their applications.

14. Acceptance of the terms and conditions

Participation in this call entails compliance with, and full acceptance of, these terms and conditions. Clean Cities Spain ClimAccelerator reserves the right to amend the terms and conditions for this call at any time, and even to cancel the call, although it undertakes to announce the new term and conditions, or the definitive cancellation of the call, with sufficient notice.

Decisions by the jury, the organization and other parties involved will be final, and must be accepted by all candidates.

15. Law and dispute resolution

This call, as well as any relationships arising from it between the applicant(s) and Clean Cities Spain ClimAccelerator, shall be governed by applicable European legislation in force. Additionally, this call is subject to Spanish Law as regards any claim that may arise (Ley 39/2015, de 1 de octubre, del Procedimiento Administrativo Común de las Administraciones Públicas).

16. Acceptance of the Terms and Conditions

Participation in this Call implies full and unconditional acceptance of these Terms and Conditions without exception. The Accelerator Manager, duly justified way, reserve the right to modify during the period when this call is open, the conditions of this Call, including its possible cancellation, committing to publish the new Terms or, where appropriate, the definitive cancellation of the Call through an announcement on the website of Clean Cities Spain ClimAccelerator (<https://cleancities-accelerator.com>) hereinafter, the "Clean Cities Spain ClimAccelerator Website" or the "Website".

Clean Cities Spain ClimAccelerator

February 2025