

REGULATION

PREAMBLE

Mater Dynamics's 1st Open Call (hereafter referred to as "Open Call") is a funding opportunity promoted by Mater Dynamics, Lda (hereafter referred to as "Mater Dynamics") with the goal to support small and medium companies (hereafter referred to as "Participants") whose business activities are related with food production, transportation and commercialization. Mater Dynamics will identify and select up to 05 (five) food-related small and medium companies, who want to innovate their current businesses and sales operations, based on Mater Dynamics's Stamply@ boxes.

Companies aiming to address one of the following challenges are invited to apply:

1. **AVOID COLD TRANSPORTATION COSTS** – Do you want to explore normal transportation instead of cold transportation of your products, while still guaranteeing a safe environment for your cargo?
2. **WIRELESS FARM / PRODUCTION PLANT / WAREHOUSE MANAGEMENT** - Do you want to improve your internal and external logistic processes by having your products reporting to you with no human interaction?
3. **MORE TRANSPARENT INFORMATION FOR YOU AND YOUR CUSTOMERS** - Do you want to provide more information about traceability and quality for more demanding customers?
4. **EXPLOIT E-COMMERCE CHANNELS** - Do you want to explore e-commerce channels to sell more products to new customer segments and geographies?

The Open Call will run from 6th October 2020 to 31st March 2021, with the following planned activities:

1. Phase A – Applications (6th October 2020 to 30th November 2020);
2. Phase B – Selection & Matchmaking (30th November 2020 to 31st December 2020);
3. Phase C – Remote Training (1st January 2021 to 15th January 2021);
4. Phase D – Deployment (15th January 2021 to 30th March 2021), and
5. Phase E – Closing (31st March 2021).

CHAPTER I

General Provisions



Article 1 **(Scope and Application)**

1. This Open Call focus are small and medium companies interested in collaborating with Mater Dynamics in order to deploy Stamply® boxes to solve one of the above mentioned challenges presented in the Preamble of this Regulation, whose business activities are related with food production, transportation or commercialization, if resident in one of the following countries: Portugal, Spain, France, Germany, United Kingdom, Argentina, Brazil, Mexico, Chile, Ecuador and Peru.
2. Participants must indicate a Representative that shall be named for the team, who shall assume the responsibility towards Mater Dynamics, and shall subscribe on behalf of the other members, all of the documentation and information needed to take part in the Open Call and during the Open Call.
3. Participants shall be comprised of members that have the capacity to influence the management of the project and that can represent it before third parties.
4. The following groups are excluded from taking part in the Open Call:
 - a. Mater Dynamics' employees or current employees of existing clients;
 - b. Direct line until second-degree relatives of any Mater Dynamics's employee or existing client's employee;
 - c. Any individual who is part of the team analyzing and evaluating the applications, and any other experts or consultants who took part in the conception, design, and implementation of this Open Call or are called to analyze the applications.
5. The Open Call will run from 6th October 2020 to 31st March 2021.
6. The application period for the Open Call will run from 12:00 h (GMT) of the 6th October 2020 to 23:50h (GMT) of the 30th November 2020.

CHAPTER II **Organization**

Article 2 **(How to Take Part)**

1. The applications shall be made through the form provided at <http://www.materdynamics.com> and shall be filled in English, Spanish or Portuguese language, otherwise will not be considered.



2. All of the fields on the form must be fully filled in and the Terms and Conditions of the Open Call provided in this Regulation must be expressly accepted, otherwise the application will not be accepted.
3. The Representative shall assume by applying:
 - (i) to have the powers to represent and bind the Participant;
 - (ii) that he/she holds co-rights to the Project to be deployed and submitted to the Open Call, and he/she has the capacity to influence the management of the Project and has read and accepted this Regulation.
4. Participants are not required to present a fully developed Project at the application phase. Still, enough information, data or material should be submitted so that the evaluation of the application can be made as thoroughly as possible, according to the evaluation criteria defined in this Regulation.
5. Identification of the Participants shall be made through the data contained on the application form.

Article 3 **(Method of Tabulating Applications)**

All applications submitted at www.materdynamics.com containing correct information and a minimum of 80% completion of the form will be considered and evaluated.

1. Applications to the Open Call shall be subject to prior analysis by a technical committee composed by members of Mater Dynamics and external consultants, to verify the conditions of eligibility and the possible potential of the Project presented.
2. Of the total of the applications validated by the technical committee defined by the Open Call, a maximum of 05 (five) applications will be identified to move forward to Phase C and benefit from the Products and Services offered by the Open Call.
3. Selection shall be made based on the evaluation criteria provided in Article 6 of this Regulation and accordingly to a remote meeting session where each selected Participant shall be interviewed regarding its Project.
4. All selected Participants to be admitted to Phase C to E must be incorporated as a company/legal entity and shall enter into an agreement with Mater Dynamics.



Article 4 **(Disclosure of the Participants)**

The participants selected to advance to Phase C to E will be notified by e-mail until 31st December 2020. A draft of the participation agreement will be forwarded with the invitation to participate on Phase C to E. Phase C to E mandatory requirements must be complied within a month from notification. Failure to comply with this term may imply removal/exclusion from the Open Call, at Mater Dynamics's sole discretion.

Article 5 **(Phases of the Open Call)**

Participation in the Open Call operates in 5 phases:

Phase A – APPLICATIONS: from 6th October 2020 to 30th November 2020

This phase comprises the collection of the proposed Projects under a form format at www.materdynamics.com

Phase B – SELECTION & MATCHMAKING: from 30th November 2020 to 31st December 2020

This phase comprises the following activities:

- Filtering & Evaluation of Applications - Application of a set of filters based on the criteria for selection and evaluation defined in Article 6 of this Regulation to select a maximum of 20 projects that will pass on to the next activity. The selection will be made based on the information presented in the applications.
- Remote Sessions - There will be remote sessions, at a time and date to be communicated by Mater Dynamics, where the selected Participants will be interviewed during 20 minutes via a video call. The jury will then evaluate the Projects, based on the criteria for selection and evaluation defined in Article 6 of this Regulation, and select a maximum of 5 projects that will pass on to the next Phase C.

Phase C – REMOTE TRAINING: from 1st January 2021 to 15th January 2021

The maximum of 5 finalist Participants will have remote training and mentoring from Mater Dynamics, tailored to their needs, which will ensure a full understanding on how to use the technology made available through this Open Call.

Phase D – DEPLOYMENT: from 15th January 2021 to 30th March 2021

This phase will include the following activities:

- **Step 1** | Shipping 5 Stamply® boxes and IT infrastructure creation.
- **Step 2** | Deployment of the solution and performance tracking by the Participant.



Phase E – CLOSING: 31st March 2021

Article 6
(Selection and Evaluation Criteria)

At all times of Selection and Voting, the projects will be classified by a jury according to the 3 (three) evaluation criteria, which shall have the same weighting criteria:

- a. Description of the problem and its potential solution through Mater Dynamics' Stamply® boxes;
- b. Willingness to modernize and digitalize current logistic and commercial operations, and
- c. Potential benefit during the pandemic and post-pandemic era (willingness to pursuit new business models or improved operation that can contribute to the company's resilience).

Article 7
(Jury and Method of Tabulating Finalist Projects)

1. The Open Call's jury shall consist of Mater Dynamics's member and external consultants.
2. On a date and time to be determined by Mater Dynamics, there will be remote sessions where the selected Participants will be invited for an interview with the Jury.
3. On a date and time to be determined by Mater Dynamics, there will be a selection of the Participants invited for Phase C to E.
4. On a date and time to be determined by Mater Dynamics, there will be an event ("Closing Meeting") for final voting on the Projects and election of the Go/ No Go.
5. Voting will be done according to the evaluation criteria provided in this Regulation.
6. Deliberations are made by a simple majority of the votes issued.
7. The votes of each member of the jury are confidential and anonymous.
8. Any of the dates or terms set for this Open Call under this Regulation may be adjusted if needed to accommodate all phases and requirements of the Open Call, and therefore are merely indicative, holding harmless Mater Dynamics from any liability arising therefrom.



Article 8 (Benefits)

1. The Participants invited for Phase C to E of the Open Call and that have complied with the Phase C Mandatory Requirements shall have the following benefits:
 - a) Certification as "Winner of a Mater Dynamics' Grant";
 - b) Training in how to use Mater Dynamics' Stamply® boxes;
 - c) Monitoring, mentoring and curatorship of the Project by Mater Dynamics's expert team (Up to 25 hours)
 - d) 05 (Five) Stamply® boxes;
 - e) 12 (Twelve) months of free REST API service under a Basic plan format; and
 - f) Disclosure of the Project and public recognition in internal & external means of communication under the supervision and pre-authorization of Mater Dynamics.
2. The Open Call jury reserves the right not to attribute any of the certificates and benefits projected if it considers that the Projects do not meet the criteria established.

Article 9 (Disclosing the Results)

1. The Projects selected and the Winners of the Open Call shall be disclosed.
2. Disclosure shall be made individually, by e-mail, within 05 (five) working days after the decision of the jury.

Article 10 (Rights and Obligations of the Participants)

1. The participants shall maintain the copyrights and industrial property rights of the Projects they have developed.
2. Each participant agrees to take the necessary measures to confirm that its project does not infringe copyrights, trademarks, rights to privacy, advertising, or other intellectual property rights of other third-party rights.
3. Participants must be incorporated into a legal entity and execute an agreement with Mater Dynamics to be agreed by the Parties.
4. Participants hereby authorize the use of their image, voice, photograph, and video, gathered during the course of the Open Call and/or at events held under the Open Call, for purposes of promotion and disclosure of the ideas and applications developed. They



also authorize their insertion in the disclosure and promotional materials of Mater Dynamics, in association with the Open Call.

Article 11 (Reasons for Excluding Participants)

1. The adoption of the following conducts or behaviors by the Participants shall be considered reason for their exclusion from the Open Call and/or non-attribution of the benefits enumerated in Article 8 of this Regulation:
 - a) Failure to comply with any of the obligations established in this Regulation, and failure to take part in the events and/or to present the Projects;
 - b) Non-compliance with the Project requirements, and non-compliance by the Participant with any requirement of the Regulation that is considered relevant;
 - c) Violation of any applicable legal or regulatory provisions;
 - d) Verification of indications of restrictive competition practices;
 - e) Verification of any attempt to harm the normal operation of the Open Call, namely through fraudulent or illegal acts;
 - f) Non-compliance with the decisions of the jury of the Open Call;
 - g) Verification of impediments and/or conflicts of interest by the Participant;
 - h) A deep change of the Project as it was presented in the applications phase, namely that affect the selection criteria established in Article 6 of this Regulation;
 - i) The establishment of commercial agreements, for sponsorship or any other context with any direct competitor of any of Mater Dynamics, during the lifetime of the Open Call;
 - j) Any other situation that Mater Dynamics considers as a foundation for exclusion and/or non-attribution of the benefits, such as noncompliance or falsifying information provided in the application.

2. Notwithstanding the rights of Mater Dynamics in each of the situations provided in the sections of the previous paragraph, namely, indemnifications if the behavior described occurs after attribution of the benefits, the Participant shall return any and all amounts received from Mater Dynamics within 15 working days counting from the date they were made aware of the fact.

FINAL PROVISIONS

Article 13 (Cancellation of the Programme)

1. Mater Dynamics reserves the right to change or cancel the Open Call at any time, through



e-mail notification sent to the participants.

2. This Open Call may also be cancelled in the event of major force, if any restrictive competition practices are found and/or if insufficient registrations have been presented to allow the Open Call to proceed.
3. The cancellation of the Open Call under the terms set forth above shall not confer the right to interested parties and/or candidates to any indemnification for this fact.

Article 14 (Exclusion of Liability)

1. Participants shall be responsible for protecting any potential copyrights and industrial property rights related to their registration and the documents included therein, e.g., through trademark, patent, design, industrial models, or others.
2. Mater Dynamics shall not be responsible for any costs arising from losses, damages, accidents, expenses, or liabilities responsibilities attributed to the participants, regarding any failure to properly protect any copyrights and/or industrial property rights resulting from participation in this Open Call.

Article 15 (Data Protection and Confidentiality)

1. The personal data entered on the application form, which is mandatory, will be used exclusively to process and manage the participation of candidates in the Open Call and will be eliminated at the end of the same. Candidates may access their data, and correct it, by contacting Mater Dynamics through support@materdynamics.com
2. It is guaranteed that the information related to the Participant will only be used for the purposes specified in this Regulation and undertakes not to misuse any document or information contained in the application.
3. Upon consent, the personal data provided will be used to manage their participation in the Open Call, and will be stored for the necessary period to fulfil this purpose, as well as to comply with any other legal obligations, required by the applicable legislation.
4. Applicants may withdraw consent for the processing of their personal data at any time, according to the applicable legislation, without affecting the lawfulness of the processing based on consent before its withdrawal. Withdrawal of consent may result



in the impossibility to participate in the Open Call.

5. Failure to supply the personal data required will result in the impossibility to participate in this Open Call. Also, absence of consent will determine the impossibility to process the Project data, and therefore, to participate in the Open Call.
6. With respect to the processing of personal data involved, Mater Dynamics shall act as the data controller. Team members can contact the data controller regarding the processing of their personal data through e-mail to: support@materdynamics.com. Mater Dynamics undertakes to ensure that the Participants' personal data shall be processed only for the purposes described above and implements the relevant measures to ensure the security of personal data and respect for data protection rules, according to the applicable legislation.
7. Mater Dynamics may disclose personal data to other entities exclusively for the purposes of this Open Call.
8. Mater Dynamics ensure that Participants can exercise their rights in respect to their personal data at all times, according to the applicable legislation. Namely, Participants are entitled the right of access, to rectification, to erasure of their data, to restriction of processing, to the portability of their data, and the right to object to the processing of their data.
9. Participants can file a complaint with the Portuguese Data Protection Committee (*Comissão Nacional de Proteção de Dados - CNPD*) should they believe Mater Dynamics is not complying with applicable legislation regarding the protection of personal data.
10. The Participants shall not disclose directly or indirectly any document relating to the Open Call, as well as information regarding to other Participants without their prior permission.
11. Each Participant hereby declares and guarantees the confidentiality of its participation and to neither copy nor disclose, by any means and in any manner, the Projects and Mater Dynamics's technological solution encountered through the Open Call, including contracts, documents and any form of information under penalty of indemnification to Mater Dynamics.

Article 16 **(General Conditions)**

1. Participation in the Open Call is conditioned on the full acceptance of this Regulation,



with the changes, attachments, and amendments that at any time and without the need for previous notice, may be introduced by Mater Dynamics.

2. This Regulation may be changed during the lifetime of the Open Call, which, in that event, will be notified to the Participants by e-mail.
3. In the event of litigation in the context of the Open Call that cannot be resolved under the terms of this Regulation and in the event of omissions in this Regulation, that cannot be resolved by mutual agreement, the court for the District of Oeiras (Portugal) shall have jurisdiction, with express renunciation of any other.
4. Should you have any questions, please contact us:
 - By e-mail: support@materdynamics.com

