

Innovative Health Initiative Joint Undertaking
56 – 60 Avenue de la Toison d'Or
Brussels
Belgium

To be transmitted via formal notification

[Date]

Re: Project Name: [Project Name]
Project Number: [Project Number]

Request to the Innovative Health Initiative Joint Undertaking ('IHI JU') to waive its right to object regarding the transfer and/or exclusive licensing of project results to designated entity(ies) in a non-EU country not associated with Horizon Europe.

Dear Sir, madam

Reference is made to the IHI project entitled '[project name]' (the '**Action**') in which [beneficiary name] of [registered address] is a Beneficiary.

Pursuant to Article 40(4) of the Regulation (EU) 2021/695 of the European Parliament and of the Council of 28 April 2021 establishing Horizon Europe ('**HE Regulation**'), Article 24(3) of the Council Regulation (EU) 2021/2085 of 19 November 2021 establishing the Joint Undertakings under Horizon Europe ('**SBA**'), and Annex 5 of the Horizon Europe Model Grant Agreement ('**HE MGA**'), IHI JU maintains a right to object to transfers of ownership, or the exclusive licensing, of results (the '**RtO**').

This objection may be raised if:

- a) The transfer takes place, or an exclusive licence is granted to a legal entity established in a non-EU country not associated to Horizon Europe, and;
- b) IHI JU considers that the transfer or licensing is not in line with EU interests.

Pursuant to Article 40(4) of the HE Regulation and Annex 5 of the HE MGA, those beneficiaries that 'intend to transfer ownership or grant an exclusive licence' must formally notify the IHI JU before the intended transfer or licensing takes place and provide details of the planned transfer/licensing.

Further, a beneficiary that intends to transfer or exclusively licence results to specifically identified third party(ies), may request that IHI JU formally waive the right to object with respect to those results of the action.

Therefore, in accordance with the procedure established in the IHI Guide for Applicants¹, [beneficiary name] hereby wishes to request the IHI JU to formally waive its RtO, in relation to the below defined 'Results to be Transferred', to the below defined 'Affiliates'.

The envisaged **transfer in ownership or otherwise exclusively license** relates to the specific (anticipated and unanticipated) results, including the deliverables associated therewith, arising from the following Tasks under the Action (hereinafter '**Results to be Transferred**') [identify tasks as described in the specific Action's annex I (description of action) and the results generated therefrom].

¹ See "IHI Guide for Applicants", version 1.5, Annex I

to the following legal entities that are under the direct or indirect control of [beneficiary name], or under the same direct or indirect control as [beneficiary name], or that are directly or indirectly controlling [beneficiary name], in each case located in non-EU countries or countries not associated with Horizon Europe (hereinafter the 'Affiliates')²:

- [Affiliated transferee(s)/licensee(s)]

The reason for such transfer is to allow [beneficiary name] to [motivation for the beneficiary to request the waiver from the IHI JU programme office and description of the proposed appropriate measures to be taken to safeguard EU interests³].

It is clear the nature and content of the above defined 'Results to be Transferred', read together with the envisaged and approved Description of the Action, do not comprise EU interest, and because the entity to which the Results are Transferred is an Affiliate of [beneficiary name], appropriate safeguards are in place.

This waiver request by [beneficiary name], and IHI JU's subsequent written reply, will be included in the results ownership list in the final report of the Action.

Please acknowledge receipt of this notification and confirm by written reply whether the IHI JU agrees to waive its RtO with respect to the transfer of the aforementioned Results to be Transferred.

Yours faithfully,

Name

Title

Date

ENC:

CC:

2 Control may, in particular, take either of the following forms:

a) the direct or indirect holding of more than 50 % of the nominal value of the issued share capital in the legal entity concerned, or of a majority of the voting rights of the shareholders or associates of that entity;

b) the direct or indirect holding, in fact or in law, of decision-making powers in the legal entity concerned.

For the definition of control, please refer to article 3 of the Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings (the EC Merger Regulation) where it states that 'Control is acquired by persons or undertakings which:

(a) are holders of the rights or entitled to rights under the contracts concerned; or

(b) while not being holders of such rights or entitled to rights under such contracts, have the power to exercise the rights deriving therefrom'.

³ See "IHI Guide for Applicants", version 1.5, Annex I.