

# Conditions for the *Tax & Legal Tech Springboard* acceleration program

## 1. What is the Tax & Legal Tech Springboard?

**Tax & Legal Tech Springboard** is an acceleration program for scalable and replicable business technology-based startups for both international tax & legal tech startups and consolidated startups that wish to adapt their technological solution to the Spanish or international tax and legal market. The program includes mentoring, tutoring and specialized advisory service plans under the terms and conditions defined in this document.

## 2. Organizer of Tax & Legal Tech Springboard

The organizer of Tax & Legal Tech Springboard is PricewaterhouseCoopers Tax & Legal, SL (PwC Tax & Legal), holding tax identification number B-80909278 and with registered office at Torre PwC, Paseo de la Castellana 259 B, Madrid, Spain. PwC Tax & Legal is registered with the Madrid Mercantile Registry on page M-131818, sheet 132, volume 8168, section 8.

### About PwC Tax & Legal

PwC Tax & Legal is one of the companies that make up the PwC network, a network of legally independent firms that is present in 155 countries with more than 284,000 professionals committed to offering quality services in audit, tax and legal advisory services, consulting and transactions.

In this first edition of Tax & Legal Tech Springboard, PwC Tax & Legal will be collaborating with MICROSOFT IBÉRICA, SRL (Microsoft), with registered office at Paseo del Club Deportivo 1, Centro Empresarial La Finca - Building 1, 28223 Pozuelo de Alarcón (Madrid), Spain.

Tax & Legal Tech Springboard will be supported by and collaborate with all the companies that make up the PwC Spain Network (PwC).

## 3. Objective of the Tax & Legal Tech Springboard

Tax & Legal Tech Springboard is a project committed to talent and legal innovation.

The main objectives are:

- **To welcome entrepreneurial talent** and provide knowledge, advice and technological tools to facilitate the design, creation and deployment of solutions in the Spanish legal and tax sectors.
- **To guide the design of innovative legal tools** for the rendering of legal and tax services of the highest quality that make the work of professionals more efficient.
- **To create and co-design innovative technology-based solutions** to make legal and tax compliance more accessible and understandable for company professionals and to optimize legal processes that allow more efficient legal or tax management by companies.
- **To offer our clients new innovative trends and solutions** in their sector, as well as the rendering of tax and legal services.
- **To support entrepreneurship and co-create with entrepreneurs** by providing advisory services, tools and specialized mentoring.

The pathway to achieving these objectives leverages PwC Tax & Legal, in collaboration with Microsoft, as a benchmark legal innovator in Spain focused on tax & legal tech and services created using methodological, technology-based legal design, motivated to constantly improve and encourage digital transformation.

## 4. Registration with Tax & Legal Tech Springboard

Tax & Legal Tech Springboard is a scalable and replicable technology-based startup business acceleration program for both international tax & legal tech startups and consolidated startups that wish to adapt their technological solution to the Spanish or international tax and legal markets.

Any active technology-based company from any European Union Country with a scalable and replicable business that is in any of the following situations can register:

1. **International Tax & Legal Tech startups** whose tax or legal solution is at an advanced stage of development and that need to validate the integration and adaptation of their product or service to the Spanish legal or tax sector.
2. **Startups that do not yet offer Tax & Legal Tech solutions** but which have a working technological solution that is not yet adapted to the Spanish or international legal or tax sector, with which to establish at least one use case and co-create a solution that is applicable in the Spanish legal or tax sector, together with PwC Tax & Legal and in collaboration with Microsoft.

We are looking for startups that have a certain history in the market or teams with experience or committed to innovation and the development of the business.

When submitting the application, the directors of the company being registered cannot have an employment or commercial relationship with PwC Tax & Legal, or with Microsoft, or have a criminal record.

The registration period for this initiative and those arising in the future, as well as the website with the necessary form, are indicated in the Tax & Legal Tech Springboard Calendar section of these conditions.

## 5. Selection Criteria

During the proposal analysis and evaluation phase, a committee of experts designated by PwC Tax & Legal and Microsoft will select approximately four companies to participate in the Tax & Legal Tech Springboard program.

The information collected for the selection process through the questions in the registration form, the personal interviews that will be held and the enquiries made by the Committee of Experts will be taken into account.

The selection criteria are as follows:

### I. Level of Innovation

The level of innovation will be assessed in such a way that it represents an appreciable difference compared to existing solutions on the market, having unique characteristics in either the technology or in the business model.

The originality, brand, identity and reputation of the company and, where appropriate, its solution brands will be assessed.

#### I.a.- Differentiation

A favourable view will be taken of the solution being different from those that are already present in the market, that it offers differentiating added value, that it covers a gap in the market, that it substantially improves the provision of a service, that it allows offering products and services through disruptive processes that notably boost efficiency and transparency, that are focused on making regulatory compliance more accessible and understandable by companies, or that present a solution that, by itself or in conjunction with others, is capable of revolutionizing the rendering of legal and tax services in the Spanish market.

### **I.b.- Replicability**

The capacity of each participating startup to implement its solutions in contexts other than those initially contemplated will be favourably viewed.

### **I.c.- Scalability**

The capacity of each startup to grow rapidly in a short period of time and/or with growth in costs that is less than the development of income will be assessed.

Their internationalization or the ability to do so will be evaluated.

## **II. Business potential**

The business potential of the solution will be assessed from two angles: value proposition and business model.

### **II.a.- Value proposition on the product or service**

The value proposition will be assessed, taking into account that it has been created from the perspective of the end user or customer.

Fundamental aspects of the project's own product or service will be assessed, taking into account the specific problems it solves, the risks it takes into account and those that it mitigates, displaces or neutralizes, as well as the proposed solution.

If the solution is entirely owned by the company or if it has third parties to make it functional will also be evaluated.

An assessment will be performed of the risk of interdependence (how it affects other solutions on which it depends or vice versa), dependency factors (how this solution depends on third-party work or software developments in terms of updating or resolving incidents), and obsolescence.

Competitive advantages, lasting over time and defensible against the competition, will be evaluated.

### **II.b.- Business model**

The market perception of the project will be assessed together with the existence of similar projects in the market and their price.

The solution's current pricing model will be assessed.

Whether the startup has any patents or other registered intangible assets will be examined.

## **III. Business potential**

Criteria associated with the history and projects of the candidate startup will be assessed, together with the experience and skills brought by its team.

### **III.a.- History and projects**

The history of the candidate startup, its economic-social impact on the market, the degree of maturity and its local, national or international projection will be assessed.

### **III.b.- Experience and skills**

The experience of the project members will be examined together with their knowledge of the market.

Knowledge of legal or tax aspects applicable to the project or business will be positively viewed but will not be a requirement.

#### **Personal interview:**

After a first selection round, PwC Tax & Legal and Microsoft may hold face-to-face or telephone interviews with some of the candidate startups, in order to better understand the scope of the project.

Details relating to the selection criteria and other associated issues may be discussed during the interviews to allow PwC Tax & Legal and Microsoft to reach a decision about the possibility of offering you access to the Tax & Legal Tech Springboard acceleration program.

The Tax & Legal Tech Springboard is a program intended to invite all companies that are chosen by the Committee of Experts, within the established limit. However, the Risk Management Departments at both PwC Tax & Legal and Microsoft may unilaterally veto, without any obligation to provide an explanation, access to those that do not pass the internal risk assessments that will be carried out.

## **6. What Tax & Legal Tech Springboard offers**

The main advantages arising for the selected companies (Accelerated Startups), are as follows:

#### **- Business mentoring**

Each Accelerated Startup will receive assistance from PwC, in collaboration with Microsoft, to validate the business model through the application of methodologies tested by PwC or Microsoft and the transfer of knowledge and experience.

#### **- Personalized Mentoring** based on the solution offered by the Accelerated Startup:

- **“PoC Model” Mentoring:** Accelerated Startups will be able to test their solutions through PoC (proofs of concept) under the mentoring of professionals from PwC Tax & Legal and Microsoft in order to identify vectors for improvement. Each project will be able to validate its solutions internally with PwC, with Microsoft, or with those PwC Tax & Legal, clients, in collaboration with Microsoft, that accept participation.
- **“Model co-creation of solutions with PwC Tax & Legal and Microsoft” Mentoring:** PwC Tax & Legal (with the collaboration of Microsoft, if appropriate) and the Accelerated Startups will co-create jointly to achieve an MVP (minimum viable product) adapted to a use case within the Spanish legal or tax field.

#### **- Technical, Commercial and Financial Mentoring:** PwC and Microsoft will offer guidance and mentoring on issues related to marketing and the technical and economic feasibility of the solution, through specialized professionals who will assist the Accelerated Startup in this area. Specifically, Microsoft will provide:

- Priority access to the premium Microsoft for Startups program, subject to the program's standard terms and conditions.
- Microsoft will offer "Selected Startups", which are startups that are part of PwC's tax and legal network and have a business-to-business (B2B) product offering, a credit to be used for a Microsoft product or service under independent terms and conditions between Microsoft and each selected startup.

#### **- Access to training resources**

Accelerated Startups will be able to participate in informal talks with professionals from PwC Tax & Legal and/or Microsoft, which will allow them to gain knowledge of the operation of legal and financial services or to expand technological knowledge relating to their solution, with the aim of improving their own products or services. They will also be able to hold discussions on different matters of interest with some of the teams from the High Potential Companies area of PwC.

Specifically, with regard to Microsoft, this training resource will consist of two master classes per cohort that will be taught by the Microsoft team. This will be agreed in advance (a minimum of 4 weeks in advance) and will be based on the points of the curriculum to examine the possible topics covering technical, business, market strategies, how to scale with Microsoft, etc.

**- Access to clients**

The Accelerated Startup will have a priority channel to offer its solutions to PwC and/or Microsoft clients, and even to access them in the testing phase during the acceleration period.

**- Possibility of accessing PwC's High Potential Company and Entrepreneurship Area**

This area is designed to help entrepreneurs make their Accelerated Startup an economic reality in order to allow them to reach their maximum potential.

- Through the division Microsoft for Startups, Microsoft will explore business opportunities between startups and Microsoft's network of customers, taking advantage of existing channels and partner programs.

**- Possibility of accessing commercial agreements**

PwC Tax & Legal or Microsoft may observe certain potential in any of the projects, leading to the possibility of reaching preferential collaboration agreements or joint ventures, for which they may propose commercial agreements with the Accelerated Startup.

**-Access to investors**

PwC and/or Microsoft will facilitate or mediate in the presentation of Accelerated Startups to a certain number of investors.

**- Promotional actions**

- Microsoft will promote co-marketing initiatives and events organized jointly with PwC through Microsoft's marketing channels selected at Microsoft's discretion, wherever possible.
- Microsoft will focus on amplifying PwC's message to generate new applications for the program and presenting a strong partnership message to the extent possible.

## **7. Obligations of startups participating in the Tax & Legal Tech Springboard.**

To participate in Tax & Legal Tech Springboard, the Accelerated Startups will have to comply with the obligations indicated in this section. PwC Tax & Legal may decide to remove from the acceleration program those Accelerated Startups that fail to comply with any of the commitments referred to in these conditions.

**Reporting Obligation**

Accelerated Startups must provide a weekly written report to PwC Tax & Legal and Microsoft regarding the status of the project.

**Obligation to remain on the Team.**

Accelerated Startups will have the obligation to maintain a stable team dedicated to carrying out the project agreed with PwC Tax & Legal and with Microsoft during the acceleration program.

**Obligation to have available resources and regulatory compliance**

The Accelerated Startup must have its own equipment and facilities to execute the project in question.

The company must stay current with respect to employment matters, including occupational risk prevention and Social Security payments, as well as with tax liabilities, personal data protection responsibilities and any other regulations that may be applicable.

**Attendance Obligation**

The Accelerated Startup agrees to participate in at least 70% of the Tax & Legal Tech Springboard activities.

Tax & Legal Tech Springboard will attempt to adapt as many activities as possible so that they can be attended remotely. However, participation in some of the Tax & Legal Tech Springboard activities will require the physical presence of at least one representative of the Accelerated Startup.

**Confidentiality Obligation**

The Accelerated Startup will sign a confidentiality agreement with PwC Tax & Legal and, where appropriate, with Microsoft, before the start of the Tax & Legal Tech Springboard activities so that no confidential information or trade secrets to which access is provided are revealed, used or left unprotected.

#### **No-sale Obligation**

Accelerated Startup agrees not to sell the business solution during the acceleration program without the prior express written consent of PwC Tax & Legal.

#### **Trademark Use Prohibition Obligation**

The Accelerated Startup must not use the trademarks pertaining to PwC Tax & Legal or Microsoft, or any other intellectual or industrial property rights held by either (including materials, documentation or information of any kind) unless its owner grants prior, specific and express written consent.

## **8. Rights of PwC Tax & Legal regarding Accelerated Startups in the Tax & Legal Tech Springboard**

To participate in the Tax & Legal Tech Springboard the Accelerated Startups recognize the following rights for PwC Tax & Legal:

#### **Right of first refusal or preferred subscription**

PwC Tax & Legal may participate in the Accelerated Startup's funding rounds that take place during the acceleration program and for two years following completion. PwC Tax & Legal will have preferred subscription rights, under the same conditions as the investors leading each round, up to a maximum of 10% of the Accelerated Startup's share capital.

#### **Right of first refusal and preferred acquisition of the business**

PwC Tax & Legal will have the right of first refusal with respect to the acquisition of the specific business related to the solution developed by the Accelerated Startup, if it wishes to transfer or sell the business, for 2 years following the completion of the acceleration program.

#### **Testing Right**

During the acceleration program and for the following two years, PwC Tax & Legal has the right to a free trial of the complete solutions developed by each of the Accelerated Startups. The trial will be for a maximum of 12 months and a maximum of 2% of the total licences that could be necessary for PwC Tax & Legal will be granted so that it may test and validate the solution and decide whether to acquire licenses.

#### **Right to a price reduction on the acquisition of licenses**

During the acceleration program and for two years following its completion, PwC Tax & Legal may acquire rights to use the Accelerated Startup's solutions at a market price, with a 20% discount.

#### **Right to a fee for any sale mediation**

When the sale of a solution by any of the Accelerated Startups is achieved by the direct management of PwC Tax & Legal or through the presentation of a buyer by PwC Tax & Legal, and when legally possible, a 5% fee will accrue to PwC Tax & Legal applied to the sale price of the solution (base price, excluding VAT) for that party, for the following 24 months.

#### **Right to Investment fees**

When an investment in an Accelerated Startup is achieved through the direct management of PwC Tax & Legal, a 5% fee will be applied to the amount of the investment obtained by the Accelerated Startup.

#### **Right to advertise the solutions of the Accelerated Startups**

The Accelerated Startup grants PwC Tax & Legal, free of charge and for the maximum time allowed by Law, a global and non-exclusive right to advertise on its websites, profiles, social media pages and in press releases to third-parties and journalists, summaries of the projects or the solutions developed, including the associated trademarks, names and the image and name of the directors of the Accelerated Startup, regarding the fact that they participate in the Tax & Legal Tech Springboard due to the relationship they have with PwC Tax & Legal, or as a means of making them known.

## 9. Miscellaneous: applicable regulations, limitations, reservations, etc.

### Personal data protection clause

The personal data regarding the representatives of the companies that register for the Tax & Legal Tech Springboard selection process will be processed by PwC Tax & Legal to manage the application. The legitimate reasons for handling this data are the acceptance of the signing party and the legitimate interest of PwC Tax & Legal to enter into a contractual relationship with the present and future directors and representatives of those companies. Upon the request or express authorization of the candidate company, PwC Tax & Legal may send you advertising or promotional communications regarding products and services offered by the companies in the PwC Spain network.

The personal data referred to above will be reported to Microsoft for the sole purpose of performing the activities set out in these conditions, as well as to the companies pertaining to the PwC Spain network, as described at <https://www.pwc.es/es/who-we-are/responsible-site.html>, as necessary for the indicated data treatment or for administrative processes. Under no circumstances will the personal data be subjected to automated decisions. The assignee of the data will offer the interested parties from which the data is received the pertinent information regarding the processing of personal data as defined by Article 14 of the General Data Protection Regulation.

The data will be kept for as long as necessary to fulfil the purposes for which they were collected and once completed, the data will be kept blocked for as long as possible liabilities deriving from the processing may be claimed and only until the relevant statute of limitations elapses.

Any treatments other than those referred here that must be carried out during, or as a result of, the application to or the participation in the Tax & Legal Tech Springboard's activities will be reported to the parties concerned in due time so that, where appropriate, they may provide appropriate authorization or sign the relevant agreements.

The person concerned may exercise their data protection rights with PwC Tax & Legal by contacting the Firm's data protection officer ([data.protection.office@pwc.com](mailto:data.protection.office@pwc.com)) or obtain further information as indicated in the PwC Tax & Legal privacy notice, which may be accessed at [pwc.es](http://pwc.es). This is also the case with Microsoft, as is indicated in the Microsoft privacy notice, which may be accessed at [microsoft.es](http://microsoft.es). In any event, the applicant may file a complaint with the Spanish Data Protection Agency [aepd.es](http://aepd.es).

### Intellectual and industrial property rights

A company that registers with the Tax & Legal Tech Springboard guarantees that it is the owner of the appropriate rights over the works, patents, utility models and other content that will form part of its solution. The participating companies or Accelerated Startups will hold PwC Tax & Legal and Microsoft harmless from any claims for any violation of third party rights, including the breach of intellectual and industrial property rights.

The Accelerated Startup will not have to grant any intellectual and industrial property rights to PwC Tax & Legal or Microsoft, with the qualifications indicated in these conditions regarding the advertisement of the Accelerated Startup's solutions, the possibility of obtaining a limited number of licenses on a trial basis, the right of first refusal and preferred acquisition rights to the business or solutions, or advantages in the sale or purchase of licenses.

In the event that the Accelerated Startup and PwC Tax & Legal or, where appropriate, Microsoft, agree to carry out collaborative work to jointly design or co-create solutions, they will establish the terms relating to intellectual property and industrial rights and the marketing of the resulting solution in a separate document.

### Expenses and costs

The registered startups will be responsible for all registration and associated expenses incurred.

PwC Tax & Legal and Microsoft will bear the cost of the Tax & Legal Tech Springboard's activities.

Accelerated Startups will be responsible for all expenses, such as travel, per diems, overnight stays, materials, etc., that may be necessary to participate in the Tax & Legal Tech Springboard's activities.

### **Applicable Legislation**

By enrolling in the program, the candidate company is unconditionally accepting these conditions, with which it must fully comply and will be enforceable by PwC Tax & Legal, which is the only entity that is legally liable as the organizer of the program. These conditions do not constitute any link between the company and Microsoft or any other entity with which PwC Tax & Legal collaborates.

These conditions are entirely and completely governed by Spanish legislation. These conditions are written and interpreted in the Spanish language.

These conditions will be accessible on the Tax & Legal Tech Springboard website only for the duration of the program covered by this invitation, so we suggest you download them if you want a local copy.

In the event of any dispute regarding these conditions, you should contact PwC Tax & Legal for resolution. Although any company registering for the program agrees to submit any dispute related to these conditions to the Courts and Tribunals of the City of Madrid, mediation may be proposed as a means of resolution.

## **10. Acceleration Program Schedule**

Tax & Legal Tech Springboard has established the following schedule for each of the phases of the program. In the event that new opportunities arise that require the dates or the content of the phases to be changed, PwC Tax & Legal, in collaboration with Microsoft, will report this in a timely manner through the Tax & Legal Tech Springboard website and to the Accelerated Startups via email.

### **Calendar of the first acceleration period:**

#### **Phase 1.- Launch of the invitation and presentation of projects**

The registration period begins on 7th April, 2021 and ends on 7th May, 2021 (GMT +1).

Companies that register after that deadline will be taken into account for a later edition of the acceleration program that PwC Tax & Legal may schedule. PwC Tax & Legal will send you the conditions for the edition for which your registration is valid and will publish them on the program's website for transparency purposes.

The registration website is indicated at the end of this document.

#### **Phase 2.- Project analysis and selection**

The analysis period begins on 7th April, 2021 and ends on 14th May, 2021 (inclusive) (GMT +1).

During this period, PwC Tax & Legal, in collaboration with Microsoft, may call any of the registered startups to attend interviews to better understand the scope of the projects.

On April 16, 2021, PwC Tax & Legal, in collaboration with Microsoft, will publish the selected projects that will be able to participate in the Tax & Legal Tech Springboard program.

#### **Phase 3.- Tax & Legal Tech Springboard Program Activities (Tutoring and mentoring)**

The activities will take between 17th Mayo, 2021 and 15th October (inclusive) (GMT +1).

To participate in the Tax & Legal Tech Springboard, each selected project must sign a specific agreement separate from these conditions containing general and specific conditions. The selected projects that sign the agreement will become Accelerated Startups.

**Phase 4.- Presentation to investors**

During the month of October projects will be presented to investors and the Tax & Legal Tech Springboard program will end. Accelerated Startups may participate in rounds coordinated by PwC Tax & Legal or by Microsoft.

**Phase 5.- Tax & Legal Tech Springboard Meeting**

During the weeks following the end of the acceleration program, a Tax & Legal Tech Springboard Meeting will take place at which Accelerated Startups will be able to demonstrate their solutions to PwC Tax & Legal and/or Microsoft clients.

From that time onward, Accelerated Startups will be able to maintain continuous collaboration with PwC Tax & Legal and, where appropriate, with Microsoft, for projects and with respect to the design and co-creation of innovative legal-tech solutions for the Spanish legal and tax sector.

## 11. Contact and resolution of consultations

Tax & Legal Tech Springboard is a program open to innovation and is deeply committed to tax & legal tech entrepreneurship.

You can contact PwC Tax & Legal to resolve your doubts, as well as to give us your impressions, or to propose improvements, by sending a message to the email address [es\\_tax-legalspringboard@pwc.com](mailto:es_tax-legalspringboard@pwc.com)

Official website of Tax & Legal Tech Springboard (URL): [pwc.es/springboard](http://pwc.es/springboard)