

OWNERSHIP CONTROL DECLARATION

(To be filled in by the project participants as part of the application. All declarations must be assembled by the coordinator and uploaded in a single file in the Portal Submission System.

All participants (beneficiaries, affiliated entities, subcontractors and associated partners) must fill out the form. Entities that are validated as public bodies by the Central Validation Service do not have to fill in the form but will automatically be considered as controlled by their country.

Supporting documents do not have to be provided at application stage, but will be requested later on. You will receive a task notification asking you to upload the documents to your PIC account in the Portal Participant Register .

⚠ The supporting documents should reflect the situation at the moment you sign this declaration. Please be aware that additional evidence may also be requested later on, in case there are open questions about your ownership/control status.

⚠ Please note that the information in this declaration may be reused in case you apply to other EU calls that have ownership/control restrictions.)

DECLARATION ON OWNERSHIP AND CONTROL	
Participant	
Legal name:	AS Metrosert
PIC:	994104016
Legal registration number:	10397748
Place of establishment: (country of registration; full address)	Teaduspargi 8, Tallinn, Estonia
Headquarters	
Location of global headquarters/head office: (full address)	Teaduspargi 8, Tallinn, Estonia
Location of the executive management structure: (if different from the location of global headquarters/head office; full address) <i>'Executive management structure' means a body appointed in accordance with national law, and, where applicable, reporting to the chief executive officer, which is empowered to establish the strategy, objectives and overall direction, and who oversees and monitors management decision-making.</i>	Same
Listed, subsidiary or controlled	
Supporting documents: report/minutes of the last three shareholders meetings, for each of the listed companies.	
Are you listed on a stock exchange?	No
Are you a subsidiary of a listed company?	No
Are you controlled by a listed company?	No
If the reply is YES to any of these three questions, please provide:	
Which stock exchange?	
Legal name of the listed company:	
Share of the float in the total outstanding shares: <i>'Floating stock' is the result of subtracting closely-held shares from the total number of issued shares. It represents the portion available for unrestricted trade on a regulated stock market.</i>	

Ownership structure and specific rights

In the table below, detail any owners that:

- *detain, directly or indirectly, at least 5% in the capital or at least 5% of the voting rights, including through any content, understanding, relationship^[1] or/and intermediary*
- *have one or more of the following specific rights in relation to their ownership:*
 - *right to veto a transfer of shares*
 - *pre-emption rights*
 - *right to purchase additional shares or investment subject to conditions*
 - *right to sell shares (only for owners that are not established in eligible countries (i.e. legal entity) or do not have the nationality of one of the eligible countries (i.e. individual) and holding more than 5% of the voting rights).*

Supporting documents:

- *commercial registry extracts, shareholders book or a declaration signed by the legal representative of the organisation and any other relevant document containing clear mention of the shareholders and their percentage of interest/voting rights.*
- *shareholders' agreement, memorandum of understanding among shareholders, statutes, articles of association or other relevant documents regarding the decision-making procedures within the legal entity, investment agreements between the shareholders, etc.*
- *If there are legal persons as shareholders^[2], please provide also a graph describing the different ownership layers/chain of control until the ultimate owners.*

 **The supporting documents must show the complete ownership structure, for the entity and all its layers of ownership, up to the ultimate owners and should reflect the situation at the moment you sign this declaration.**

^[1] This includes voting agreements between shareholders that would together have more than 5% of the voting rights or 5% of the capital.

^[2] Detaining at least 5% in the capital or at least 5% of the voting rights.

Owner name	Country of establishment/ or nationality	How is the ownership/control held		Specific rights attached to shares
		by share [%]	by voting right [%]	
Republic of Estonia (Ministry of Economic Affairs and Communications)	Estonia	By share (100%)		

Corporate governance

Describe briefly:

- *the decision-making bodies, their composition as well as their nationality or place of establishment (where applicable);*
- *the rules regarding election, appointment, nomination or tenure of members of the decision-making bodies or other management positions;*
- *the decision-making procedures, including information regarding the required majority and/or quorum needed for decisions.*

Supporting documents: Documents establishing/describing the decision-making bodies, rules regarding election, appointment, nomination or tenure, decision-making procedures within the legal entity (e.g. articles of association bylaws, reports on corporate governance, etc).

You can refer to specific sections of your supporting documents.

 **The same documents and information should be provided for each intermediate legal entity holding directly or indirectly 5% or more of the capital or voting rights, up to the ultimate owners of all the layers involved.**

The management bodies of AS Metroseret are the general meeting of shareholders, the supervisory board and the management board. All management bodies are located in Estonia. The general meeting establishes the owner's expectations for the company, which determine the strategic and financial objectives. As

Metrosert is owned by the state, the state is represented by the minister in the general meeting of stakeholders.

The supervisory board consists of three to five members. The number of supervisory board members and the members of the supervisory board are determined by the general meeting. Currently there are four members of the supervisory board (Ege Metsandi, Madis Raukas, Sven Mats, Sigrid Rajalo). The supervisory board gives directions for the development of the company, organizes the management of the company and supervises the activities of the management board. The supervisory board approves the strategy of the company, including the financial plan and the annual budget, based on the owner's expectations established by the general meeting. The quorum needed for decisions of the supervisory board is more than a half of the supervisory board.

The company is managed and represented by the management board. The board consists of one to three members according to the decision of the supervisory board of the company. Currently, AS Metrosert has three management board members (chairman Aigar Vaigu, Kristel Tumm, Indrek Tulp).

Control

Commercial links conferring control

List individuals or legal entities with whom you (or your owners, including intermediate layers until the ultimate owners) have a commercial relationship that (1) leads to a similar level of control on management and resources as the ownership of shares or assets and (2) is of very long duration (e.g. very important long-term supply agreements or credits provided by suppliers/customers, coupled with structural links).

Supporting documents: cooperation agreements with the customer or supplier, etc.

Name	Country of establishment/ or nationality	Commercial link type (Supplier, customer, etc...)	Indicative amount
Republic of Estonia (Ministry of Economic Affairs and Communications)	Estonia	Superior governing organisation	N/a

Financial links conferring control

List individuals or legal entities (including controlling shareholders/owners) from whom you (or your owners) are financially dependent in a way that could allow them to obtain concessions in strategic business areas.

Supporting documents: loan documents, by-laws, documents showing the link; etc.

Name	Country of establishment/ or nationality	Financial link type	Indicative amount

Other sources of control

Indicate if there is any other mean, process or link ultimately conferring control to another country entity (similar level of control on management and resources as the ownership of shares or assets and of long duration).

Supporting documents: documents showing the control



DECLARATION (control)

We hereby confirm that:

- 1) our organisation is **subject to control** by an ineligible country or ineligible country entity
- 2) the present declaration is true and sincere
- 3) the information regarding ownership and control is accurate and reliable
- 4) if needed, we will provide guarantees to prove compliance with the requirements set out in the call conditions.

**DECLARATION (no control)****We hereby confirm that:**

- 1) our organisation is **NOT subject to control** by an ineligible country or ineligible country entity
- 2) the present declaration is true and sincere
- 3) the information regarding ownership and control is accurate and reliable
- 4) to the best of our knowledge, there are no other arrangements or coordination between shareholders from ineligible countries that would together exercise control
- 5) to the best of our knowledge, there are no other financial or commercial links with ineligible countries or ineligible country entities conferring control
- 6) we are aware that false declarations may lead to proposal rejection/grant termination and to administrative sanctions under Articles 135 to 145 of the [EU Financial Regulation 2018/1046](#).

**DECLARATION (no change)****We hereby confirm that:**

- 1) there has been no change in our organisation's ownership and control situation compared to the last declaration/assessment procedure by the EU services
- 2) the present declaration is true and sincere
- 3) if needed, we will provide guarantees to prove compliance with the requirements set out in the call conditions.

Last declaration/assessment: [N/a]

Project name and acronym: Estonian Chips Competence Centre for Knowledge transfer in Innovative Integrated circuits and Processes — KIIP

SIGNATURE OF THE AUTHORISED PERSON

Name and function: Indrek Tulp, member of the management board

Date of signature: 30.09.2024

Signature and stamp:

GUARANTEES

(Guarantee declaration to be filled in and signed by the controlled participants (beneficiaries, affiliated entities, associated partners and subcontractors involved in the action).

Approval to be filled in and signed by the competent authority..

All documents must then be assembled by the coordinator and uploaded in a single file, either in the Portal Submission System as part of the application or during grant agreement preparation.

⚠ *For HE actions, approval is also a requirement, but applicants do not need to submit it as part of their documents; submission of the guarantee declaration is sufficient. Where approval is needed, the granting authority will contact the competent authorities. If the competent authorities are not in a position to approve the guarantees, the participants cannot participate.*

⚠ *For some CEF Digital topics, guarantees are required for all participants, independently of their ownership control situation. These topics are identified in the CEF Digital Work Programme and in the Call document.)*

GUARANTEES	
Participant:	AS Metrosert
PIC number:	994104016
Project name and acronym:	Estonian Chips Competence Centre for Knowledge transfer in Innovative Integrated circuits and Processes — KIIP
EU funding programme:	Digital Europe (DEP)
MEASURES PUT IN PLACE	
<i>Provide a short description to substantiate the measures put in place in order to ensure that your involvement does not contravene the EU security, defence or public order interests or the objectives of the EU programme, and in particular that :</i> – control over the participant is not exercised in a manner that: – restrains, restricts or compromises its capacity to carry out the action and to deliver results – imposes restrictions concerning infrastructure, facilities, assets, resources, intellectual property or knowhow needed for the action – access by ineligible countries/ineligible country entities to sensitive information relating to the action is prevented and the employees or other persons involved in the action have adequate security clearance, where appropriate – ownership of the intellectual property arising from, and the other results of, the action: – remain within the participant during and after the end of the action – are not subject to control or restriction by the ineligible countries/ineligible country entities – are not transferred/exported from outside the eligible countries or by ineligible entities without the approval of the eligible country in which the participant is established and in accordance with the objectives of the EU funding programme – <i>for CEF Digital:</i> the cybersecurity requirements that apply in the Member State with the strictest rules (compared to the other Member States where infrastructure is deployed) are complied with.	
Control	
Metrosert is a 100% state-owned company that fulfils several functions of a governmental body, such as the role of National Metrology Institute of Estonia and Applied Research Center.	

Access to sensitive information

Access only to the information revealed by other participating parties, regulated by Grant Agreement, Consortium Agreement and NDA signed between parties (if applicable)

IPR/results of the action

Background and Foreground IP and ownership of rights is defined in Consortium Agreement

Cybersecurity (for CEF Digital)

N/a

GUARANTEE DECLARATION**We hereby confirm that:**

- 1) our involvement will not contravene
 - the following interests, as described in the call conditions:
 - for DEP: security or EU strategic autonomy
 - for HE: strategic interests of the EU and its Member States
 - for EDF: security and defence interests of the EU and its Member States in the framework of the CFSP pursuant to Title V TEU
 - for CEF Digital: security
 - the objectives of the EU funding programme
- and that
- 2) we have put in place all necessary measures to avoid issues such as concerning control, access to sensitive information and results, including IPR, as set out in the call conditions
- 3) for EDF: the guarantees comply with Articles 20 and 23 of the EDF Regulation.

SIGNATURE OF THE AUTHORISED PERSON

Name and function:	Indrek Tulp, Member of the Management Board
Date of signature:	30.09.2024
Signature and stamp:	

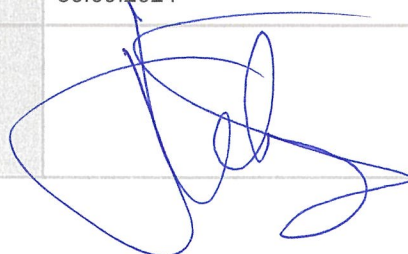
COMPETENT AUTHORITY	
Competent authority:	Ministry of Economic Affairs and Communications
Department:	Secretary General, Area of Secretary General
Contact person:	Ahti Kuningas
Legal address:	Suur-Ameerika 1, Tallinn 10122 Estonia Phone: +372 625 6468 info@mkm.ee
APPROVAL OF THE GUARANTEES	
Name of the project for which the approval is requested:	Estonian Chips Competence Centre for Knowledge transfer in Innovative Integrated circuits and Processes — KIIP
Participant:	AS Metrosert
On the basis of the guarantees provided, we can confirm that: 1) the involvement of the participant would not contravene: – the following interests, as described in the call conditions: – for DEP: security or EU strategic autonomy – for HE: strategic interests of the EU and its Member States – for EDF: security and defence interests of the EU and its Member States in the framework of the CFSP pursuant to Title V TEU – for CEF Digital: security - or – the objectives of the EU funding programme and that 2) they have put in place the necessary measures to avoid issues such as concerning control, access to sensitive information and results, including IPR, as set out in the call conditions 3) for EDF: the guarantees comply with Articles 20 and 23 of the EDF Regulation.	
Comments <i>Justify why you consider that the guarantees fulfil the necessary standards..</i> Estonian Ministry of Economic Affairs and Communications approves and certifies the guarantees as the representative of the State.	
Additional comments (optional)	

SIGNATURE OF THE AUTHORISED PERSON**Name and function:**

Ahti Kuningas, Secretary General, Ministry of Economic Affairs and Communications

Date of signature:

30.09.2024

Signature and stamp:


HISTORY OF CHANGES		
VERSION	PUBLICATION DATE	CHANGE
1.0	15.07.2021	Initial version (new MFF)
1.1	18.08.2021	Exemption for entities validated as public bodies (instructions).
2.0	01.05.2022	Template aligned with new guidance document. Extension of the obligation to associated partners for EDF. New declaration on no changes. New templates for guarantees and approvals.