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PART ONE INTRODUCTORY PROVISIONS

Article 1 Basic provisions

- (1) The establishment of legal entities by Tomas Bata University in Zlín (hereinafter referred to as "TBU") as well as TBU's monetary or non-monetary investments in these and other legal entities are governed by Act No. 111/1998 Coll., on Higher Education Institutions and on Alterations and Amendments to Other Acts (hereinafter referred to as the "Higher Education Act") and by the internal regulation of TBU "Rules for the Establishment of Legal Entities and for Monetary and Non-Monetary Investment by TBU in These and Other Legal Entities" (hereinafter referred to as the "Rules").
- (2) The aim of this Rector's Directive is to establish rules, requirements and a uniform procedure for the preparation of a proposal for the establishment or joint co-establishment of a legal entity or the acquisition of a stake in a legal entity (hereinafter referred to as "Proposal") as a means of commercialising TBU's intellectual property through the establishment of spin-offs, and to specify the formal content of the Proposal to be submitted to the Bursar for further action in accordance with the Rules (Articles 3 and 5 of the Rules).

Article 2

Definition of selected basic terms

- (1) Research commercialisation means the process from the identification of a research finding with potential commercial value to its practical application.
- (2) Commercial application means a method of using intellectual property for the purpose of generating financial benefit, including placing a product on the market within a specific territory, and involving the transfer of intellectual property rights, the granting of a licence, joint ownership and use with a partner, or the contribution of a result as an investment in cooperation with a partner.
- (3) A spin-off where TBU has a capital share of 100% is a legal entity established by TBU for the purpose of using and developing TBU's intellectual property, with the result of such action being a product or service applicable on the market. TBU holds a 100% ownership interest in such a spin-off company.
- (4) A spin-off company in which TBU holds an equity stake is a legal entity co-founded by TBU and another legal or natural person for the purpose of utilising and developing TBU's intellectual property to the point where it takes the form of a marketable product or service. TBU holds an equity stake of less than 100% in such a spin-off company. For the purposes of this internal regulation, an existing legal entity in which TBU acquires an ownership interest for the purpose of commercialising its intellectual property, or in which TBU applies or commercialises its intellectual property, shall also be considered a spin-off company with TBU ownership participation.
- (5) For the purposes of this Directive, an Initiative to Establish (Co-establish) a Spin-off Company or Acquire an Ownership Interest in a Legal Entity (hereinafter referred to as the "Initiative") is defined below. The person submitting the Initiative is defined in Article 3 Paragraph 1 of this Directive.
- (6) A Proposal to Establish (Co-establish) a Spin-off Company or Acquire an Ownership Interest in a Legal Entity (hereinafter referred to as the "Proposal", unless otherwise indicated in the text or context) shall be prepared on the basis of the Initiative. The person submitting the Proposal is defined in Article 3 Paragraph 1 of the Rules.

PART TWO

PREPARATION FOR THE ESTABLISHMENT (CO-ESTABLISHMENT) OF A SPIN-OFF COMPANY OR ACQUISITION OF AN OWNERSHIP INTEREST IN ANOTHER LEGAL ENTITY FOR THE PURPOSE OF COMMERCIALISING TBU'S INTELLECTUAL PROPERTY

Article 3

Initiative to Establish (Co-establish) a Spin-off Company or Acquire an Ownership Interest in Another Legal Entity for the Purpose of Commercialising TBU's Intellectual Property

- (1) An Initiative to Establish (Co-establish) a Spin-off Company or Acquire an Ownership Interest in Another Legal Entity for the Purpose of Commercialising TBU's Intellectual Property may be submitted in writing to the Technology Transfer Centre (hereinafter referred to as the "TTC") by:
 - a) the Rector, Vice-Rector, Dean of a Faculty or Director of a component part;
 - b) one or more TBU employees; or
 - c) one or more TBU students; or
 - d) the Intellectual Property Protection Committee by means of a resolution submitted to the TTC; or
 - e) the Commercialisation Council by means of a resolution submitted to the TTC; or
 - f) the TTC on its own initiative; or
 - g) an external entity – another legal entity or natural person (hereinafter referred to as the "Initiative Submitter").
- (2) The Initiative shall contain:
 - a) identification and contact details of the Initiative Submitter;
 - b) a specification of TBU's intellectual property and/or know-how;
 - c) the position/recommendation/statement of the Dean of the Faculty or Director of the component part that created the intellectual property/know-how through its research and development activities;
 - d) other basic information on the proposed commercialisation of the specified intellectual property, in particular a proposal for the scope of activities, information for the preparation of an opening balance sheet (business plan), and information for establishing the personnel structure of the legal entity,
 - e) a proposal for the form of commercialisation.
- (3) Upon receipt of the Initiative, the TTC shall assess and, where appropriate, supplement it with regard to
 - a) the reasons for further development of the Initiative;
 - b) the legal status of the specified TBU intellectual property or know-how;
 - c) the availability of the specified intellectual property or know-how for the proposed purposes;
 - d) the initial amount for the valuation of the intellectual property or know-how (in accordance with its valuation in TBU's assets) and an estimate of the costs of having its value assessed by an independent expert;
 - e) an estimate of the costs of preparing the necessary legal documents for the proposed establishment (co-establishment) of a legal entity or acquisition of an ownership interest in another legal entity.
- (4) Following its professional assessment, the TTC shall, in cooperation with the Initiative

Submitter, supplement the Initiative with the following information:

- a) a list of documents necessary for the preparation of the Proposal in accordance with the requirements set out in Article 5 of this Rector's Directive, including an estimate of the costs of obtaining such documents;
 - b) a timetable for the steps required to prepare the Proposal;
 - c) a proposed arrangement of legal relations with the legal entity to be established (co-established), or with the legal entity in which TBU intends to acquire an ownership interest, including legal relations concerning intellectual property.
- (5) If, in assessing the Initiative pursuant to Paragraph (3) the TTC concludes that the Initiative cannot be developed further because:
- a) the legal protection of the specified intellectual property has not been resolved; or
 - b) its disposal is restricted by another legal relationship; or
 - c) other forms of internal use or commercialisation of the specified intellectual property would be more economically advantageous for TBU,

the TTC shall notify the Initiative Submitter of this in writing, stating the obstacles relating to the intellectual property and, where appropriate, recommending another form of its use or commercialisation. At the same time, the TTC shall provide this information, together with its professional statement, to the Dean of the Faculty or Director of the component part that created the intellectual property/know-how through its research and development activities. The professional statement shall contain a description of the legal grounds restricting the disposal of the specified intellectual property in the form of commercialisation proposed in the Initiative, or a description of the economic grounds where the TTC recommends another form of commercialisation.

Article 4

Assessment of the Initiative by the Intellectual Property Protection Committee

- (1) The Initiative, supplemented in cooperation with the Initiative Submitter and the Faculty/component part that created the intellectual property/know-how through its research and development activities, shall be submitted by the TTC to the Intellectual Property Protection Committee together with a professional assessment prepared in cooperation with other relevant professional units at TBU.
- (2) The Intellectual Property Protection Committee shall assess the completeness of the Initiative and, where necessary, request:
 - a) further information or documentation from the TTC within a specified scope; and/or
 - b) a statement or further information or documentation from another relevant professional unit at TBU within a specified scope; and/or
 - c) an assessment of the Initiative by an external entity.
- (3) The Intellectual Property Protection Committee shall issue a statement on the Initiative and submit the complete documentation to the Rector for a decision. If the Initiative is approved, the Rector shall also decide on the financial resources to be used to cover

the costs associated with the preparation of the Proposal, either from the Innovation Fund or from the financial resources of the Faculty/component part that created the intellectual property/know-how through its research and development activities. The Rector shall notify the TTC of these decisions, and the TTC shall inform the Initiative Submitter of the approval.

- (4) If the Initiative is not approved, the TTC shall also receive the Rector's statement and shall forward it to the Initiative Submitter.

Article 5

Preparation of the Proposal to Establish (Co-establish) a Spin-off Company or Acquire an Ownership Interest in Another Legal Entity for the Purpose of Commercialising TBU's Intellectual Property

- (1) The person submitting the Proposal to Establish (Co-establish) a Legal Entity or Acquire an Ownership Interest in a Legal Entity within the meaning of Article 3 Paragraph 1 of the Rules shall be the Vice-Rector, Bursar or Dean of the Faculty/Director of the component part that created the intellectual property/know-how through its research and development activities.
- (2) In addition to the requirements arising from the Rules, the specific requirements of the Proposal to establish (co-establish) a spin-off company as a legal entity shall include:
- a) a proposal for the legal form and contractual relations between TBU and the legal entity to be established (co-established);
 - b) a proposal for the bodies of the legal entity;
 - c) a specification of the scope of activities of the legal entity to be established;
 - d) the amount and form of the contribution (monetary, non-monetary or a combination thereof);
 - e) a financial forecast for the first three financial years;
 - f) a risk analysis and proposed risk mitigation measures;
 - g) a draft founding document or deed of incorporation containing the information required for registration in the public register.
- (3) In addition to the requirements arising from the Rules, the specific requirements of the Proposal to acquire an ownership interest in another legal entity shall include:
- a) a proposal for updating the structure and composition of the bodies of the legal entity;
 - b) the amount and form of TBU's contribution (monetary, non-monetary or a combination thereof);
 - c) an analysis of the legal and economic implications of all aspects of TBU's ownership interest in the other legal entity;
 - d) a financial forecast for the first three financial years;
 - e) a risk analysis and proposed risk mitigation measures;

- f) a draft amendment to the founding document or deed of incorporation containing the information required for registration in the public register.
- (4) The TTC shall coordinate the preparation of the Proposal to establish a legal entity, with ongoing support from the Initiative Submitter. In individual areas, according to their respective areas of responsibility, the TTC shall actively cooperate with other relevant professional units at TBU, particularly in relation to legal services, economic matters, etc., with the aim of making effective use of internal capacities.
- (5) The TTC shall submit the completed Proposal to the Bursar of TBU in accordance with the Rules.
- (6) Further procedures shall be governed by the Rules.

Article 6

Final provisions

This Rector's Directive repeals and replaces Rector's Directive No. SR/24/2022.

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17 August 2026	01	Legal Services	Creation of document

This English version of the internal regulation is provided for informational purposes only and is not legally binding. It may not fully correspond to the Czech version of the document.