

**This 'macro-enabled' excel file is designed to fill in Annex 1 to the Submission form in a user friendly way.
Make sure you save this file on your computer and enable the macros in order to use the file properly.**

Annex 1 aims at providing all the necessary information to assess the Ownership and Control of your entity

You need to provide with your application:

- the **fully completed Annex 1 saved as an .xlsx file** (will not contain the macro anymore but will still contain attachments). Such .xlsx file will be generated automatically when pressing "Validate Annex 1".

AND

- the **corresponding signed pdf version of the file**. For that purpose you can print the pdf file generated automatically when pressing "Validate Annex 1", sign it, scan the signed document and save it as a pdf file.

Declaration of Ownership and Control (Annex 1)

Note: please be aware that, in addition to the information requested in this Annex, additional evidence may be requested by <the Commission/ESA/EUSPA> after the submission deadline (see relevant section of the tender conditions).

Note: please use the **Validate Annex 1** button above to ensure all the required fields have been filled-in.

Entity

Legal name	
PIC (9 digits)	
National identifying code	
Place of establishment (full address)	

Headquarters

Location of global headquarters/head office (full address)	
Place of establishment of the Executive Management Structure ¹	

Listed company, subsidiary or controlled company

The company is listed on a stock exchange	Yes
The company is a subsidiary of a listed company	No
The company is controlled by a listed company	No

If the reply is yes to any of these three questions, please:

1. Provide

Legal name of the listed company	
Share of the float in the total outstanding shares	

2. Attach the report/minutes of the last three (3) shareholders meetings.

Report/minutes for meeting (1)		Attachment	Name of your attachment	
Report/minutes for meeting (2)		Attachment	Name of your attachment	
Report/minutes for meeting (3)		Attachment	Name of your attachment	

In case you are not able to attach your document directly in Annex 1, please tick the box below and indicate the name of the file that you will provide as a separate supporting document to your proposal.

<input type="checkbox"/>	Name of the separate file:	
<input type="checkbox"/>	Name of the separate file:	
<input type="checkbox"/>	Name of the separate file:	

Ownership structure and specific rights

Firstly, detail at the level of the entity, the owners that:

1. detain, directly or indirectly, at least 5% in the capital or at least 5% of the voting rights in the entity including through any content, understanding, relationship² or intermediary;
2. have one or more of the following specific rights in relation to their ownership:
 - right to veto a transfer of shares
 - pre-emption right
 - right to purchase additional shares or investment subject to conditions
 - right to sell shares [only for owners that are not established in the European Union (i.e. company) or do not have the nationality of one of its Member States (i.e. individual) and holding more than 5% of the voting rights]

#	Company or individual	Name	Country of registration (company) or nationality (individual)	How is the ownership held or control detained		Specific rights attached to shares detained
				By share [%]	By voting right [%]	
1						

Secondly, for each of the above indirect owners³, provide a graph with the different ownership layers up to their ultimate owners, filing the above table with detailed information on the ultimate owners.

Attach shareholders' agreement, Memorandum of Understanding among shareholders, Statutes, Articles of Association or other relevant documents regarding the taking of decisions within the company, or investment agreements between the shareholders.

#	Company name		Attachment	
1			Attachment	Name of your attachment

In case you are not able to attach your document directly in Annex 1, please tick the box below and indicate the name of the file that you will provide as a separate supporting document to your proposal.

<input type="checkbox"/>	Name of the separate file:	
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Corporate Governance

Describe briefly (and/or include detailed reference(s) to the sections/paragraphs of the relevant corporate documentation):

1. The decision-making bodies in the company and their composition;
2. The relevant rules regarding election, appointment, nomination or tenure of members of the decision-making bodies or other management positions;
3. The decision-making procedures, including information regarding the required majority and/or quorum needed for decisions.

Attach Supporting evidences described in paragraph "Assessment of control -> corporate governance"

#	Company name		Attachment	
1			Attachment	Name of your attachment

In case you are not able to attach your document directly in Annex 1, please tick the box below and indicate the name of the file that you will provide as a separate supporting document to your proposal.

<input type="checkbox"/>	Name of the separate file:	
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Commercial or financial links conferring control

The following individuals from third countries and the following companies owned by third countries or by third country entities have an important contractual commercial relationship with the company^{4,5}.

#	Company or individual	Name	Country of registration (company) or nationality (individual)	Contract type ⁶	Indicative amount
1					

The following shareholders/owners and companies directly or indirectly controlled by the same shareholders/owners provide financing to the company:

#	Company or individual	Name	Country of registration (company) or nationality (individual)	Financing type ⁷	Indicative amount
1					

Other sources of control

Please indicate in the box if there is any other mean, process or link ultimately conferring control to a third country or to a third-country entity.

Attestation

I, the undersigned, confirm for [myself][the legal entity I represent] that at the date of signature:

- the present declaration is true and sincere;
- all the information provided regarding ownership and control is accurate and reliable;
- to the best of my knowledge, there are no other arrangements or coordination between shareholders not established in the European Union (i.e. company) or not having the nationality of one of its Member States that would together exercise control;
- to the best of my knowledge, there are no other financial or commercial links with third countries or with third-country entities conferring control;
- [[I][my legal entity] [am][is] not subject to control by a third country third-country entity;
- I am aware that any false declaration will be considered at least as a serious irregularity leading to the cancellation of the grant agreement. Furthermore, the applicant's organisation may be subject to an exclusion up to a maximum duration of 3 years under the provisions of Article 136(1) point c) and 139(1) point b) of the Financial Regulation and/or to a financial penalty of up to 10% of the grant allocated to the applicant's organisation. Such exclusion and/or financial penalty may be published on the internet website of the Commission.

[Date] _____

[Name & Position] _____

[Signature] _____

Confidentiality Clause

Please note that Article 339 of TFEU requires ESA, the Commission, their officials and other servants, even after their duties have ceased, not to disclose information of the kind covered by the obligation of professional secrecy, in particular information about legal entities, their business relations or their components. Further, this information may only be used for the purposes of the evaluation of the tender proposal.

If you believe that your interests would be harmed if any of the information you are asked to supply were to be disclosed, please submit this information clearly marked "Confidential" ⁸ or "Business Secrets". You should also give reasons why this information should be covered by the obligation of professional secrecy.

1 Executive management structure means a body of a legal entity appointed in accordance with national law, and, where applicable, reporting to the chief executive officer, which is empowered to establish the legal entity's strategy, objectives and overall direction, and who oversees and monitors management decision-making

2 This namely includes voting agreements between shareholders that would together have more than 5% of the voting rights or 5% of the capital.

3 Detaining at least 5% in the capital or at least 5% of the voting rights.

4 The contractual relationship must (1) lead to a similar control of the management and the resources of the entity as in the case of ownership of shares or assets and (2) be characterised by a very long duration.

5 Examples also include very important long-term supply agreements or credits provided by suppliers/customers, coupled with structural links

6 Supplier, customer...

7 This includes loans, guarantees, bond subscriptions, conversion of debt into capital or other form of financing.

8 Memorandum of Understanding among shareholders, Statutes, Articles of Association or other relevant documents regarding the taking of decisions within the company, investment agreements between the shareholders

9 For the purpose of this declaration, the term 'confidential' shall not be read as the security classification marking 'confidential' referred to in Commission Decision (EU, Euratom) 2015/444 of 13 March 2015 on the security rules for protecting EU classified information, OJ L 72 of 17.3.2015, p. 53.

Version	Publication Date	Change	Page
v0.1	15-12-2021	initial version	