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| Policy Owner: | President | | | <div><div>جامعة حمد بن خليفة HAMAD BIN KHALIFA UNIVERSITY</div><div></div><div>عضو في مؤسسة قطر Member of Qatar Foundation</div></div> |
| Responsible Unit: | Office of Innovation and Industrial Relations (OIIR) | | | |
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HBKU SPIN-OUT POLICY

| Ver. | Approval Date | Effective Date | Type of Change | Approved by |
|------|----------------|----------------|-----------------|------------------------|
| 00 | March 10, 2025 | March 10, 2025 | Initial Release | HBKU Board of Trustees |

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1. Purpose

The purpose of the Spin-Out Policy at Hamad Bin Khalifa University (HBKU) is to establish a system for creating and managing Spin-Out companies to advance university innovations and promote entrepreneurship.

2. Scope

This Policy applies to HBKU Faculty, Researchers, Scientists, Students, and Staff who are seeking to start-up their business to commercialize their research outcomes and innovative ideas.


3. Terms, Abbreviations, and Definitions,

| Term/Abbreviation | Definition |
|---|--|
| Co-Founder | An HBKU Member, who co-founds the Spin-Out |
| Entity Head | The head of the entity at the level of Dean, Director or a higher-level authority heading an organizational unit. |
| Founder | An HBKU Member, who founds the Spin-Out |
| HBKU | Hamad Bin Khalifa University |
| HBKU Employee | A person who is under a contract of employment with HBKU including academic, research, technical, administrative, and staff, whether full-time or part-time or on a temporary basis |
| HBKU Entity | An "HBKU Entity" refers to any organizational unit within HBKU, such as Colleges, Research Institutes, Center, or Administrative Departments |
| HBKU Member | HBKU Faculty, Scientists, Researchers, Students, and Staff |
| HBKU R&D Corp. | HBKU Research and Development Corporation |
| HBKU Students | Any individual enrolled in an approved program at HBKU whether fully funded, partially funded, or self-supported, and includes full-time, part-time, and exchange students. |
| HR | Human Resources |
| IP Policy | Intellectual Property Policy |
| Licensing Agreement | An agreement signed between the established HBKU Spin-Out or Third Party with HBKU to use, develop, commercialize HBKU's Intellectual Property, and to generate revenue |
| Non-shareholding Inventor | An HBKU Inventor who have invented IP which is being licensed to the established Spin-Out and does not hold shares in the established Spin-Out |
| OIIR | Office of Innovation and Industrial Relations |
| OVPFA | HBKU Office of Vice-President, Finance and Administration |
| OVPR | HBKU Office of Vice-President, Research |
| President | HBKU President |
| QSTP-LLC. | Qatar Science and Technology Park Limited Liability Company |
| Shareholding Inventor | An HBKU Inventor who have invented IP which is being licensed to the established Spin-Out and at the same time holds shares in the established Spin-Out |
| Spin-Out | A company founded/co-founded by HBKU Members to commercialize their research outcome and innovative ideas |
| SRA (Share Redemption Agreement) | An agreement signed between HBKU Member (Founder/Co-Founder) and HBKU prior to the Spin-Out establishment, detailing terms and conditions between HBKU and the HBKU Member (Founder/Co-Founder). |
| Third Party | Any person or entity other than HBKU Member including funding agencies, sponsors, other research institutions, or a commercial company. |

4. Policy


4.1. General Terms and Conditions

- 4.1.1. Hamad Bin Khalifa University supports and encourages its students and employees including its Faculty, Scientists, Researchers, and Staff to establish Spin-Outs, whether

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on a full-time or part-time basis, utilizing innovative ideas, products, or technologies developed within HBKU.

- 4.1.2. The Innovation Center, under the Office of Innovation and Industrial Relations (OIIR) at HBKU, will be the sole entity at HBKU responsible for administering and supporting the establishment of HBKU Spin-Out companies.
- 4.1.3. Applications for the establishment of Spin-Out companies will be accepted year-round via email or other means as published by the Innovation Center.
- 4.1.4. The Spin-Out application requirements and the evaluation and selection processes of Spin-Out proposals are developed and detailed in the Spin-Out Procedure document associated with this Policy.
- 4.1.5. A Spin-Out Committee, including representatives from OIIR, OVPFA, OVPR, and Provost Office will be established to review Spin-Out applications and provide recommendations to the OIIR Executive Director (ED) for further review and endorsement.
- 4.1.6. The President has approval authority for the establishment of HBKU Spin-Outs.
- 4.1.7. Following the President's approval, successful applicants must sign a formal Share Redemption Agreement (SRA) using HBKU approved agreement templates that shall include provisions for the termination and closure of the Spin-Out company. Such agreements must be subject to a legal review, endorsed by OIIR ED, and approved by the President prior to their signature.
- 4.1.8. After the signing of the SRA, applicants must collaborate with the HBKU Innovation Center to register their companies, either in Qatar or globally and to secure the required certificates, such as temporary work permits, a non-objection letter, and any other necessary government documents and approvals.
- 4.1.9. Upon the company's registration, the Spin-Out must enter into a separate licensing agreement with HBKU. This agreement will outline all terms related to IP ownership and other conditions from the company's establishment through its closure.
- 4.1.10. HBKU R&D Corp will act as the holding company for all HBKU Spin-Outs.
- 4.1.11. HBKU Spin-Outs may have access to a comprehensive suite of support services from HBKU, including networking platforms, funding opportunities, specialized innovation training, workspace, and internet connectivity, all subject to relevant HBKU entity's approval, and the availability of University's facilities and resources.
- 4.1.12. Before having access to and using facilities, equipment, resources, and services of HBKU entities, a Spin-Out must receive prior permission from the head of the relevant HBKU entity.
- 4.1.13. Non-HBKU employees of the Spin-Out are prohibited from using HBKU facilities, equipment and resources including workspace and Internet connectivity unless explicitly approved by the relevant HBKU authority or when covered by an agreement between the Spin-Out and HBKU or the relevant HBKU entity.
- 4.1.14. HBKU Members including Spin-Out Founders and Co-Founders cannot hold full time positions in the Spin-Out company and receive compensation from it while receiving compensation and benefits from HBKU but rather can hold shares of the Spin-Out company for their engagement with the company.

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- 4.1.15. HBKU Members who are not directly affiliated with the Spin-Out may be engaged in roles such as external mentors, consultants, advisors, or other roles. The contribution of HBKU Members excluding students shall be governed by HBKU policies.
- 4.1.16. Unless permitted by written approval from the HBKU R&D Corp., the names "HBKU R&D Corp." and "HBKU" shall not be used except to describe the credentials of the HBKU Members.
- 4.1.17. HBKU R&D Corp. reserves the right to audit newly established Spin-Outs or to request external audits regularly and maintains the right to take any required actions.
- 4.1.18. Spin-Outs must ensure proper confidentiality of proprietary information while adhering to public disclosure rules.
- 4.1.19. Requests to waive any provisions of this Policy must be submitted in writing to the Innovation Center for OIIR ED review and endorsement before communication to the President for review and decision. Requests should clearly identify the provisions to be waived, provide justifications for the waiver, and indicate how the request aligns with HBKU's interests.

4.2. HBKU Spin-Out Model


- 4.2.1. HBKU shall sign an SRA with the Founder/Co-Founders prior to Spin-Out establishment.
- 4.2.2. Once the Spin-Out is established, a separate IP Licensing Agreement must be signed between HBKU R&D Corp. on behalf of HBKU, and the Spin-Out.
- 4.2.3. HBKU Members shall offer HBKU R&D Corp a minimum of 5% equity on an anti-dilution basis or a minimum 15 % equity on fully diluted basis and a minimum 3% royalty as decided in the SRA.
- 4.2.4. All details and conditions about HBKU support to the Spin-Out shall be detailed in the SRA.
- 4.2.5. HBKU Employees involved in the Spin-Out must disclose any potential conflicts of interest and shall comply with HBKU policies.

4.3. Intellectual Property Management for Spin-Outs

- 4.3.1. Any Intellectual Property (IP) developed prior to the establishment of the Spin-Out shall remain the property of HBKU and will be licensed to the newly established Spin-Out under agreed terms and in accordance with the University IP Policy.
- 4.3.2. HBKU reserves the right to terminate any licensing agreement with the Spin-Out in the event of non-compliance with the commercialization milestones.
- 4.3.3. Any IP developed after the establishment of the Spin-Out and specifically for the company by its founders, co-founders, or full-time employees shall be the exclusive property of the Spin-Out.
- 4.3.4. Shareholding Inventors automatically waive their rights on HBKU IP Licensing income.
- 4.3.5. Non-shareholding Inventors' IP Licensing income will be reserved based on HBKU IP Policy.
- 4.3.6. Spin-Out companies must comply with applicable laws and regulations and HBKU Policies and procedures regarding IP management.

4.4. HBKU Members Spin-Outs Engagement Models

- 4.4.1. The engagement models outlined in this Policy apply exclusively to HBKU Employees including Faculty, Scientists, Researchers, and Staff.

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4.4.2. Engagement types will be specified on a case-by-case basis, guided by the following two models:

- **Full-time Engagement:** HBKU may grant Founders and/or Co-Founders of Spin-Out companies entrepreneurial leave of up to one year in accordance with HBKU Policies. This leave can be extended based on recommendations from the Entity Head of the entity with which the concerned individual is affiliated and subject to final approval by the President. During this leave, the Founder or Co-founder may retain their original HBKU benefits, receive compensation as determined by the University, and retain their original HBKU benefits and positions upon their return.

The engagement of Founders and Co-Founders returning from entrepreneurial leave and opting to remain involved with Spin-Outs as mentors, board members, shareholders, or in other roles, will be considered part-time engagement and require approval from both their Entity Head and HBKU HR before their engagement.

- **Part-time Engagement:** HBKU may permit the Spin-Outs' Founders and Co-Founders to engage with the Spin-Out on a part-time basis, provided that this engagement complies and does not conflict with HBKU policies.

Spin-Outs' Founders and Co-Founders can utilize their short-term leave benefits, including annual leave, business trips, and casual leave, for any Spin-Out related activities such as exposure visits, mentorship, networking events, or attending Spin-Out events throughout the year, contingent upon making adequate alternative arrangements to fulfill regular duties and subject to budget availability.

4.4.3. Applications for full-time and part-time engagement of an HBKU Member with a Spin-Out must first be endorsed by the Head of the unit with which the HBKU Member is affiliated, then submitted to HBKU HR for review and then to the relevant executive officer reporting directly to the President for approval.

4.4.4. Spin-Outs' Founders and Co-Founders who are actively involved in Spin-Out related activities, may request a reduction in administrative, service, teaching, and/or research responsibilities beyond the University adopted limits for part-time engagement. Such requests require endorsement from the Entity Head of the entity with which the requesting individual is affiliated and final approval by the President.

4.5. Conflict of Interest

4.5.1. All conflict-of-interest matters will be handled in accordance with the university's Conflict of Interest Policy.


4.5.2. The following are examples of situations where conflicts of interest may arise. The list below is not exhaustive; other situations may also result in conflicts of interest.

4.5.2.1. An HBKU Member is in a position where she/he could potentially make use of HBKU suppliers and service providers for the advantage of her/his company.

4.5.2.2. An HBKU Member is able to potentially circumvent prevailing Policies for making use of HBKU University's facilities for the benefit of his/her own company.

4.5.2.3. An HBKU Member is in a position to potentially procure consultancy assignments or other business in the name of HBKU and outsource them to the Spin-Out in which he/she is an interested person.

4.5.2.4. An HBKU Member is in a position potentially use HBKU students or employees to perform work for the Spin-Out without any compensation when the work is not related in any way to their regular duties or to their academic or research pursuits.

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4.5.2.5. An HBKU Member is neglecting his/her duties and commitments to HBKU for their association with a Spin-Out.

5. Associated Procedures, Guidelines, and Supporting Documents (Optional)

The following procedures are associated with this Policy:

- Spin-Out Procedure

The following supporting documents are associated with this Policy:

- Spin-Out Application Document
- Spin-Out Policy Waiver Form

6. References and Related Policies and Procedures

HBKU Spin-Out Procedure

HBKU Intellectual Property Policy

HBKU Professional Consultancy Policy

HBKU Additional Compensation Policy

HBKU Technology and Knowledge Commercialization Policy

7. Source, Responsible Office, Authority

This Policy was developed by the Office of Innovation and Industrial Relations (OIIR) in collaboration with representatives from the Office of Provost, the Office of VP for Research, and the Office of VP for Finance and Administration. This Policy was reviewed by the University Policy Committee, endorsed by both the OIIR ED and the University Policy Officer, and approved by the President.

The Office of Innovation and Industrial Relations through HBKU Innovation Center is charged with overseeing the implementation and ensuring compliance with this Policy.