

POS. CNR N. 403/15

REP. CN. N. 25421

**Start-up Partnership Agreement for EIT RAW MATERIALS Knowledge
Innovation Community**

BETWEEN

1. Aster S. Cons. p.a., set in Bologna, Via P. Gobetti 101 (ASTER)
 2. National Research Council, set in Rome, Piazzale Aldo Moro 7 (CNR)
 3. Alma Mater Studiorum University of Bologna, set in Bologna, Via Zamboni 33 (UNIBO)
- hereinafter referred as Parties relating to the European Institute of Technology (EIT) Knowledge Innovation Community (KIC) entitled EIT RAW MATERIALS.

WHEREAS

- The Parties have already signed a Partnership Agreement dated May 21st 2014, for the participation of ASTER as core partner to the European Institute of Technology Knowledge Innovation Community (EIT KIC) entitled EIT RAW MATERIALS also in the name and on behalf of National Research Council and Alma Mater Studiorum University of Bologna, as ASTER shareholders.
- The EIT RAW MATERIALS, based on the European Commission proposal for a Strategic Innovation Agenda of the European Institute of Technology "Raw Materials" has been approved for funding by EIT Governing Board of the 9th December 2014.
- The EIT RAW MATERIALS is signing the Start-up Grant Agreement (SUGA 2015 EIT RM) with the EIT, beneficiaries are requested to sign the Accession Form before the June 19th 2015.
- The EIT RAW MATERIALS will sign a Framework Partnership Agreement (FPA) for a period of 7 years covering period from the 1st of January 2016 to 31st December 2022

NOW THEREFORE IT IS HEREBY AGREED AS FOLLOWS

1. ASTER will participate as core partner in the EIT KIC RAW MATERIALS on the name and on behalf of the National Research Council and Alma Mater Studiorum University of Bologna.
2. ASTER will sign the Accession Form of the Start-up Grant Agreement (SUGA 2015 EIT RM) attached as Annex 1.
3. By signing this Start-up Partnership Agreement the Parties undertake to use reasonable endeavors to perform and fulfill, promptly, actively and on time all their obligation under the SUGA 2015 EIT RM.
4. As the SUGA 2015 EIT RM lasts until December 31st 2015, this Start-up Partnership Agreement will last until December 31st 2015, provided that any amendment is requested. Any amendments shall be subject to the prior written approval of the Parties. Any of the Parties is free to terminate the Start-up Partnership Agreement provided it gives at least 30 (thirty) days written notice to the other Parties to be sent by registered letter. Once the Start-Up Partnership Agreement will cease its validity, the Parties will have 60 days to negotiate and sign a new agreement for the upcoming operational year. In order to allow a fair and smooth participation to the initiative, each Party is requested to send a written confirmation within 30 days from the end of the validity of the Start-Up Partnership Agreement confirming their ability and willingness to participate to the KIC in the upcoming year

5. ASTER will sign also the Membership application provided by the Central Office as Annex 2 attached approving the Articles of Association and Membership Order and will comply with them once ASTER has become full member of the EIT Raw Materials e.V.
6. ASTER is to sign the attached letter (Annex 3) addressed to Central Office of the KIC LE to inform that that CNR and UNIBO are to be considered its eligible "third party with a legal link" in terms of KAVA and KCA activities, as collaboration was already described in PART C of the successful project proposal and is not limited to the EIT Raw Materials.
7. ASTER as core partner has a seat on the General Assembly (GA) of the EIT RAW MATERIALS e.V.. The selection of ASTER representative to participate at the GA will be made on a rotation basis between the Parties staff (if allowed).
8. The Parties generally undertake to contribute to the EIT RAW MATERIALS yearly operational budget, consisting of KIC Complementary Activities (KCA) and KIC Added Value Activities (KAVA). ASTER as core partner is committed to invest 100kEur in cash per year. The Parties undertake to equally share the annual fee required to core partners, for a percentage of 33,33% each. The share must to be transferred to ASTER before July 31st 2015.
9. ASTER acts as facilitator, coordinator and honest broker of the Parties in the framework of the CLC South, in agreement with the National Research Council and Alma Mater Studiorum University of Bologna. To avoid conflicts of interest and guarantee the free access of the Parties to the EIT RAW MATERIALS opportunities, ASTER will not operate as preferred designer to any KIC Added Value Activities (KAVA). The Parties are free to submit any KIC Added Value Activities (KAVA) according to the EIT RAW MATERIALS rules, through ASTER entry point.
 - a. ASTER will be the beneficiary from the administrative, legal and financial point of view
 - b. The Party being granted for a KAVA will be responsible for the implementation of the KAVA and will be designated as Scientific Contact, with full record of the name of the Party and the affiliation of the researcher
10. ASTER as core partner is committed to report an estimate of KCA for the first year of 900kEur. Parties will report to ASTER KIC Complementary Activities on the basis of the financed KAVA. Should KCAs need to be also provided on a different criteria, the Parties agree to find a common agreement on that.

Moreover:

- ASTER appoints Paolo Bonaretti, General Director, to sign the present Start-up Partnership Agreement and Daniela Sani as contact person to implement it.
- CNR appoints Luigi Nicolais, President, to sign the present Start-up Partnership Agreement and Dino Fiorani as contact person to implement it.
- Alma Mater Studiorum University of Bologna appoints Giuseppe Conti, Director of Research and Technology Transfer Division, to sign the present Start-up Partnership Agreement and Simone Maccaferri as contact person to implement it.

AS WITNESS

The Parties have caused this Start-up Partnership Agreement identified in the header to be duly signed by the undersigned authorized representatives of the Parties.

The document consists of 3 Annexes

Annex 1 - Accession Form of the Start-up Grant Agreement (SUGA 2015 EIT RM)



Annex 2 - Membership application provided by the Central Office approving the Articles of Association and Membership Order and will comply with them once ASTER has become full member of the EIT Raw Materials e.V.

Annex 3 - ASTER linked third parties letter

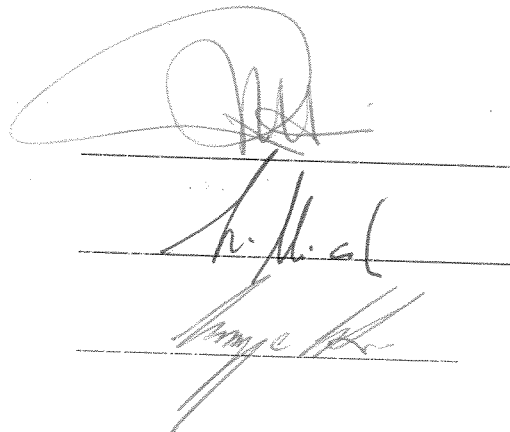
Bologna, 18th June 2015

Document signed in three original copies.

ASTER _General Director Bonaretti

CNR __President Nicolais

UNIBO __Director G. Conti _____

Three handwritten signatures are present on the right side of the page, each written over a horizontal line. The top signature is a large, stylized cursive signature. The middle signature is a smaller, more legible cursive signature. The bottom signature is a cursive signature that is partially obscured by the line below it.