

**MEMORANDUM OF COOPERATION**

(Memorandum of Understanding)

concluded by and between:

Ministry of Economy of the Slovak Republic

and

InnoEnergy Central Europe Sp. z o. o. in Kraków

Bratislava, 5 March 2019

concluded in Bratislava, on March 5<sup>th</sup>. 2019 by and between:

the Ministry of Economy of the Slovak Republic, with its registered office at Mlynské nivy 44/a 827 15 Bratislava 212, IČO 00686832, represented by Mr Peter Žiga, Minister of Economy of the Slovak Republic

- hereinafter referred to as the "**Ministry of Economy of the Slovak Republic**"

and

InnoEnergy Central Europe Sp. z o. o. in Krakow, at ul. Wielicka 28, 30-552 Kraków, entered into the Register of Entrepreneurs of the National Court Register by the District Court for Kraków Śródmieście, 11th Commercial Division of the National Court Register under the number KRS 0000409342, REGON: 122437998, NIP: 6772365070, with the share capital in the amount of PLN 202,490.40. (two hundred two thousand four hundred ninety zloty 40/100) represented by: Jakub Miler - President of the Management Board and Grzegorz Kandefer - Member of the Management Board, entitled to joint representation, hereinafter referred to as the "**InnoEnergy Central Europe** "

- hereinafter also referred to individually as the "**Party** " and jointly the "**Parties** "

## **1. Warranties of the Parties:**

1.1. This Memorandum constitutes the expression and effect of the talks that have been held so far between the Parties regarding the establishment and start of cooperation and is based on the following assumptions:

- (1) KIC InnoEnergy SE in Eindhoven was established by European entities and organizations, and the European Institute of Innovation and Technology ("EIT") gave it the status of a Community of Knowledge and Innovation. KIC InnoEnergy SE's activities are supported by the EIT.
- (2) In order to create a fully sustainable energy industry, KIC InnoEnergy SE, Eindhoven together with a subsidiary InnoEnergy Central Europe Sp. z o. o (" **InnoEnergy Central Europe** ") and other subsidiaries from various European countries (including InnoEnergy SE and InnoEnergy Central Europe: " **InnoEnergy** "), set up a pan-European network of business, academic and research partners to establish and consolidate cooperation in the field of exchange of ideas, resources and skills .
- (3) The key activities of the InnoEnergy partnership network, led by InnoEnergy SE, there are activities aimed at sharing the knowledge and experience, in particular by:
  - facilitating establishing contacts between people, opening markets and other activities aimed at creating cooperation on an international scale,
  - presenting products to clients and ideas to their recipients,

- help in filling skills gaps and raising qualifications, as well as increasing the chances of success by indicating market niches ("InnoEnergy Innovation Ecosystem").
- (4) The InnoEnergy Innovation Ecosystem currently brings together about 300 partners, including 25 shareholders of InnoEnergy SE. These partners are the best European industrial companies, research institutes, universities and universities, which play a key role in the energy sector. The InnoEnergy Innovation Ecosystem Network is open to new partners who can contribute to it in the form of the knowledge and skills acquired by them, as well as take advantage of the opportunities it offers.
  - (5) Ministry of Economy of the Slovak Republic is keen to promote innovations in energy, and therefore wishes to undertake cooperation determined by this Memorandum.
  - (6) The scope of the cooperation is going to encompass the execution and the promotion of the Slovak finale of the Power Up competition, which is taking place in the Spring 2019 in Bratislava.
  - (7) The Parties assume that the implementation of their cooperation will take place on the basis of the existing institutional and legal framework of each Party and with respect to the internal regulations of each Party.

## **2. Subject of the Memorandum:**

- 2.1. The Parties confirm that the purpose of concluding this Memorandum is to undertake and conduct their cooperation by combining the existing knowledge and experience as well as exchange of information, views, experience and evaluations, in particular to facilitate the implementation of the intended undertakings of the Parties.
- 2.2. As part of the objective mentioned above, Ministry of Economy of the Slovak Republic obtains access to a number of programs organized and promoted by InnoEnergy, including the following activities and events, including the following scope and areas:
  - (1) local partner days of InnoEnergy Innovation Ecosystem and the events taking place via the Internet,
  - (2) networking events organized by InnoEnergy,
  - (3) discount for participation in expert meetings and seminars organized by InnoEnergy SE,
  - (4) the *Business Booster* event,
  - (5) discount for specialized scientific courses organized by InnoEnergy,
- 2.3. The parties indicate that the benefits referred to in point 2.2. are intended to be a joint initiative based on the experience and knowledge of each Party and as such

do not guarantee or participate in any programs, activities, events, nor do they guarantee that these benefits will achieve or produce tangible results beneficial to either of the Parties, e.g. development of specific products or increase in activity or income.

2.4. The Parties undertake to cooperate openly, fully and constructively, and to develop and search for solutions that can be commonly accepted.

2.5. The parties ensure that they will not take any factual or legal actions that would make their cooperation difficult or impossible.

**3. Other provisions:**

3.1. The Memorandum is only a confirmation of the general intentions of the Parties in terms of their cooperation. Therefore, none of the provisions of the Memorandum can be interpreted or treated as an obligation of the Parties to undertake any actions or make any statements, except for conducting activities aiming at implementing cooperation in good faith. In particular, this Memorandum does not constitute a commitment, promise, offer, preliminary contract, or other binding promise of any of the Parties, nor is it a claimable one.

3.2. The Parties undertake to keep confidential and not disclose to third parties any documents, data or other information regarding the conclusion, content and implementation of the Memorandum and planned cooperation, except when disclosure of this information is necessary for its implementation, including in particular in the context of talks and negotiations.

3.3. Subject to the provisions of point 3.4 below, all terms set out in the Memorandum are only postulated and not definitive deadlines, and therefore their failure to do so raises any claims.

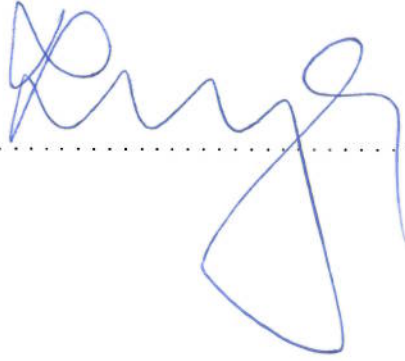
3.4. The Memorandum shall remain in force for a period of one year from the date of its conclusion and shall be automatically renewed for subsequent annual periods, unless it is terminated in writing by either Party with a six-month notice period with effect as of the end of the calendar year.

3.5. The agreement has been signed in accordance with Polish law and will be implemented within its framework. Potential disputes arising in connection with the Memorandum, shall be amicably settled among the Parties. Where that is not possible, the Parties shall submit disputes arising in connection with or at the time of performance of the Memorandum to the competent court in Kraków.

3.6. Amendments to the Memorandum require, under pain of nullity, a written form in the form of an annex signed by both Parties.

3.7. The Memorandum has been signed in two (two) counterparts, one for each of the Parties.

For the Ministry of Economy of the Slovak Republic, Peter Žiga, Minister:

A handwritten signature in blue ink, consisting of several loops and a long tail, positioned above a horizontal dotted line.

For InnoEnergy Central Europe, Jakub Miler, President of the Board:

A handwritten signature in blue ink, appearing as a series of connected loops, positioned above a horizontal dotted line.

For InnoEnergy Central Europe, Grzegorz Kandefer, Member of the Board:

A handwritten signature in blue ink, featuring a long horizontal stroke with several smaller strokes above it, positioned above a horizontal dotted line.