

**Declaration of intent
for the development of Utrecht Science Park-Bilthoven**

This Declaration of Intent, hereinafter referred to as **Declaration**, is entered into and between on May 11, 2016:

1. Serum Institute of India Pvt. Ltd, represented by Mr. A.C. Poonawalla, CEO and Executive Director, hereinafter referred to as **SII**,
2. Mayor and Aldermen of Municipality of De Bilt, represented by Mr. A.J. Gerritsen, Mayor of De Bilt, hereinafter referred to as **De Bilt**,
3. The Provincial Executive of the Province of Utrecht, represented by Mrs. J. Verbeek-Nijhof, hereinafter referred to as **Province**,
4. Foundation Utrecht Science Park, represented by Mr. F. de Gelder, director, hereinafter referred to as **USP**,

hereinafter referred to individually as Party and Collectively as Parties.

Whereas:

- a. SII, through its full subsidiary Bilthoven Biologicals BV (BBIO), acquired the land, real estate and technical infrastructure of the National Institute of Public Health and the Environment (RIVM), located at the Antonie van Leeuwenhoeklaan 9 Bilthoven.
- b. RIVM is relocating to new offices and lab facilities at the Utrecht Science Park in 2018, leaving its current facilities unoccupied.
- c. BBIO requires part of the land, real estate and technical infrastructure to secure continuation of its production activities.
- d. SII is interested to develop the land, real estate and technical infrastructure not required for the BBIO activities as a science park to attract other life sciences activities and to develop a synergistic life science research & development (R&D) community.
- e. USP is a partnership of research institutes and local governors that aims to attract private investments to build regional economic growth and societal impact. Utrecht Science Park is recognized as a strong reputable brand of an attractive public-private R&D community.
- f. Parties recognize that both locations, Utrecht Science Park and Antonie van Leeuwenhoeklaan 9, are aiming to build a life sciences R&D community and have distinct and complementary profiles. Utrecht Science Park focuses on research, education, entrepreneurship and clinical care, whereas the location of Antonie van Leeuwenhoeklaan 9 is more suitable for product development and production activities.
- g. SII and De Bilt are interested in using the Utrecht Science Park brand and the USP organization to strengthen its research community and attractiveness to private investors and life sciences companies.
- h. USP is interested to further strengthen its Utrecht Science Park brand by extending its profile to include product development and production, which can only be partly facilitated at the Utrecht Science Park.
- i. Parties are interested in a collaboration to jointly build the regional research community and attract private investments under the Utrecht Science Park brand. Parties intend to develop, execute and evaluate a collaboration agreement that sets the terms and conditions of such collaboration. Parties intend to sign this collaboration agreement during a festive event in October, 2016.
- j. This Declaration is intended to confirm the basic understanding of the Parties in respect of the subject matter and does not constitute a binding agreement.

Therefore, Parties declare and agree as follows:

1. Parties will agree on a **collaboration model** that is aimed at combining the profiles of both locations and that will consist of both mutual and distinct features, albeit that activities currently performed in both locations will remain in their current location:
 - a. The anticipated model is a satellite model with two locations: a main location being Utrecht Science Park (hereinafter USP-De Uithof) and a satellite location being A. van Leeuwenhoeklaan 9, Bilthoven (hereinafter USP-Bilthoven)
 - b. The main domain of activities will be similar to both locations and consistent with the current activities in both locations:
 - i. life sciences & health (both locations)
 - ii. sustainability (primarily USP-De Uithof)
 - c. The main types of activities will be distinct and consistent with the current activities in both locations:
 - i. USP-De Uithof: education, research, entrepreneurship, clinical care
 - ii. USP-Bilthoven: product development, production
2. Parties will agree on a joint **marketing** strategy of Utrecht Science Park that is aimed at attracting private investments and that will contain the following features:
 - a. Brand management aimed at building the reputable Utrecht Science Park brand
 - b. Highlighting the Utrecht Science Park brand at the locations' entrances
 - c. Facilitating wayfinding to both locations
 - d. Utilizing the Utrecht Science Park brand in mutual communications
3. Parties will agree on a joint **acquisition** strategy that is aimed at securing private investments and that will contain the following features:
 - a. A value proposition to attract private investments
 - b. An action plan to attract private investments
 - c. Criteria for selection of private investments
 - d. A selection process based on above mentioned criteria defining roles and responsibilities
4. Parties will agree on a joint **account management** strategy that is aimed at retaining the companies that have settled in both locations and that will contain the following features:
 - a. Hosting of company activities in accordance with the prevailing rules and regulations
 - b. Managing facility services
5. Parties will agree on a joint **community building** strategy that is aimed at bringing scientists, entrepreneurs and governors from both locations together and that will contain the following features:
 - a. Organizing joint events at both locations
 - b. Facilitating meeting places
 - c. Facilitating hospitality services
 - d. Facilitating easy connections between both locations
6. Parties will agree on an **organization** structure that is aimed at an effective organization and evaluation of the collaboration and that will contain the following features:
 - a. A project team that is responsible for the progress of the collaboration and that consists of representatives from all Parties

- b. A steering group that is responsible for the governance of the collaboration and that consists of representatives from the governments of all Parties
7. Parties will agree on a **financial** structure that is aimed at an effective execution of the collaboration, that is consistent with the current financial structure of USP and that will contain the following features:
- a. An annual contribution from De Bilt to USP
 - b. An annual contribution from SII to USP
 - c. An annual contribution from the companies located at USP-Bilthoven, for example through the regional business fund to USP
8. Parties will agree on an **evaluation** process of the collaboration agreement that is aimed at ensuring an effective execution of the collaboration and that will contain the following features:
- a. An acquaintance period until the relocation of RIVM to the Utrecht Science Park
 - b. An evaluation meeting by the above mentioned steering group at the time of relocation of RIVM to the Utrecht Science Park
 - c. An interim evaluation meeting by the above mentioned steering group in case any of the Parties wish to terminate the collaboration
 - d. The discontinuation of the use of the Utrecht Science Park brand in case the collaboration is terminated.

In witness whereof Parties have caused this Declaration to be executed in quadruplicate by their respective representatives:

Serum Institute of India Pvt. Ltd
Mr. A.C. Poonawalla, CEO and Executive Director

Mayor and Aldermen of Municipality of De Bilt
Mr. A.J. Gerritsen, Mayor of De Bilt

The Provincial Executive of the Province of Utrecht
Mrs. J. Verbeek-Nijhof

Foundation Utrecht Science Park
Mr. F. de Gelder, director