

ANNEX 1: DEFINITIONS

Intellectual Property: All creations of the mind -technical, artistic, or commercial-whether or not legally protected. This includes inventions, patents, designs, trademarks, software, methods, and artistic works.

Invention: A new idea, concept, or solution that provides a significant contribution to a specific field, potentially protectable by intellectual property rights.

Inventor: Any member of the UM6P community who is the originator or co-originator of an invention or creative work arising from university research or innovation activities.

Spin-out: A company commercializing technology or Intellectual Property developed within UM6P, independent but linked to UM6P or its affiliates through minority equity shares.

Spin-in: A company created, co-owned and controlled by UM6P or its subsidiaries or affiliates to exploit internal technologies/innovations or meet internal/strategic needs.

Equity: the ownership share held by shareholders, granting rights over profits and strategic decisions of the company.

Licensing: An agreement allowing a company to use UM6P-owned intellectual property in exchange for financial compensation.

Licensing and Valorization Committee: is the institutional body responsible for validating technology transfer pathways and designating the entity/person authorized to carry the project and exploit the technology. The Committee is composed of representatives from, Transformation, Innovation & Impact (TI²) Office, the Entrepreneurship & Venturing Department (DEV), Research Office & *Direction de Gestion des Participations et des Partenariats* (DGPP). If IP is co-owned, max two representatives of the co-owner will be invited. External experts or partners may be invited to participate in deliberations in an advisory capacity when specific technical, market, venturing or legal expertise is required.

ANNEX 2: DECISION CRITERIA

The Licensing and Valorization Committee evaluates each innovation disclosure using clear and objective criteria:

| Evaluation Area | Key Criteria | Guiding Questions |
|--------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Intellectual Property and Readiness | Ownership status, level of protection, and stage of development | Is the intellectual property owned or co-owned by UM6P? Is it protected through patents, copyright, or know-how? At what TRL is the technology currently? TRL 1-3: concept development and early validation; TRL 4-6: Proof-of-concept to validation; TRL 7-9: Prototype and near-market technologies. What additional steps are needed to reach commercialization readiness? |
| Market Potential | Unmet needs, competing solutions, and potential applications | What market problem does the technology solve? Are there existing or competing solutions? What are the possible market applications and their scale? |
| Commercial Feasibility | Pathway to market sustainability | For mature technologies, what are the expected development or production costs, and can the market sustain them? For mid-TRL (4–6) projects, is there a credible pathway or support mechanism to advance toward market viability? |
| Industry engagement and Adoption Potential | Industry interest and readiness to collaborate or license | Is the industry receptive to licensing or adopting this type of technology? Are there potential partners willing to co-develop or invest? What is the expected time-to-market and adoption potential? |
| Strategic Relevance, Governance & Ethics | Contribution to UM6P's strategic priorities or potential to create new areas of impact, while ensuring ethical compliance | Does the project align with or complement UM6P's research and innovation priorities, or demonstrate potential to generate new institutional, societal, or economic value? Are there any ethical or conflict-of-interest issues that must be addressed in developing or commercializing this technology? |

In addition to determining the most suitable technology transfer pathway, the Licensing and Valorization Committee evaluates the entity or individual designated to carry the project:

| Evaluation Area | Key Criteria | Guiding Questions |
|--------------------------------------------|----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| Technical and Managerial Capacity | Experience, expertise, and commitment of the proposed project holder | Does the project holder have the technical, managerial, and entrepreneurial capabilities required to develop and commercialize the technology? |
| Operational and Financial Readiness | Access to resources, infrastructure, and funding | Does the project holder have, or can he secure the operational means and financial support necessary to sustain development and market entry? |

ANNEX 3: SPIN-OUTS CREATION PROCESS

| Step | Phase | Main Actions |
|------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 01 | Initiation and Validation | <p>If applicable,</p> <ul style="list-style-type: none"> The inventor contacts the Technology Transfer Office (TTO) once the invention reaches a sufficient maturity level. The TTO assesses patentability, ownership, and commercialization potential. |
| 02 | Maturity and Market Assessment | <ul style="list-style-type: none"> UM6P venture building program evaluates technological maturity and market readiness, identifies project holder and supports him in preparing the case to be presented for validation Commercial feasibility and investment potential are analyzed to determine the best strategy for market entry. The Licensing and valorization Committee validates the spin-out route and confirms eligibility for licensing. Initiation of the project as an intrapreneurial initiative with dedicated team under the supervision of the project holder during maximum one year. |
| 03 | Licensing and Legal Structuring | <ul style="list-style-type: none"> Formal creation of the entity at the relevant jurisdiction to facilitate fundraising opportunities and market access. An exclusive and free licensing option agreement is signed between UM6P and the new company for two years. |

| Step | Phase | Main Actions |
|------|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | <ul style="list-style-type: none"> UM6P retains IP ownership and typically holds a minority equity share (20%), directly or through its affiliates, to maintain institutional linkage. The Legal Affairs Department and advisors supports the legal set-up and shareholder agreements. |
| 04 | Launch and Financing | <ul style="list-style-type: none"> At initiation phase and before formal creation of the spin-out company, the intrapreneurial project may benefit from financial support from UM6P or its affiliates or venture building programs. The spin-out may access early-stage funding through internal vehicles or raise external investment. The future spinout operational team may keep their UM6P position during maximum one-year transition phase before deciding on full-time engagement, at the formal creation of the company |
| 05 | Operation and Evaluation | <ul style="list-style-type: none"> The spin-out develops and validates its technology in real conditions. The Venture building program+TTO support the initiative and the project holder. They also monitor performance, licencing compliance, and business progress and reports to the Licencing & Valorization Committee. Every 6 months during first year, a formal review assesses viability. One other formal review will be done before the end of the free licencing period. If sustainable, the company continues under venture programs and negotiate licencing agreement; otherwise, UM6P support ends. |

ANNEX 4: SPIN-IN CREATION PROCESS

| Step | Phase | Main Actions |
|------|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 01 | Initiation and Validation | <p>If applicable:</p> <ul style="list-style-type: none"> The inventor contacts the Technology Transfer Office (TTO) once the invention reaches a sufficient maturity level. The TTO assesses patentability, ownership, and commercialization potential. |

| Step | Phase | Main Actions |
|------|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 02 | Maturity and Market Assessment | <ul style="list-style-type: none"> • UM6P venture building program evaluates technological maturity and market readiness, identifies project holder and supports him in preparing the case to be presented for validation • Commercial feasibility and investment potential are analyzed to determine the best strategy for market entry. • The Licensing and valorization Committee validates the spin-in route and confirms eligibility for licensing. • Identification of the UM6P/OCP entity that will support and control the spin-in initiative. The entity will enter in contact with TTO to negotiate Licensing agreement. • Initiation of the project as an intrapreneurial initiative with dedicated team under the supervision of the project holder during maximum one year. |
| 03 | Licensing and Legal Structuring | <ul style="list-style-type: none"> • Formal creation of the entity within the relevant UM6P/OCP entity. • UM6P retains IP ownership and the interested UM6P/OCP entity typically holds a majority equity share (minimum 80%); The Legal Affairs Department and advisors support the legal setup and shareholder agreements. |
| 04 | Launch and Financing | <ul style="list-style-type: none"> • At initiation phase and before formal creation of the spin-out company, the intrapreneurial project may benefit from financial support from UM6P or its affiliates or venture building programs. • All further financial support will be held by the company that controls the spin-in |
| 05 | Operation and Evaluation | <ul style="list-style-type: none"> • The spin-in develops and validates its technology in real conditions. • The Venture building program+TTO may support the initiative and the project holder. During the first year, they also monitor performance, licensing compliance, and business progress and reports to the Licensing & Valorization Committee. • Every 6 months during first year, a formal review assesses viability. |

ANNEX 5: DIRECT LICENSING PROCESS

| Step | Phase | Main Actions |
|------|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 01 | Disclosure and Validation | <ul style="list-style-type: none"> The inventor or research team declares the innovation to the Technology Transfer Office (TTO). The TTO verifies that the intellectual property (IP) is owned by UM6P and ensures appropriate legal protection. The Licensing and Valorization Committee validates the direct licensing pathway. |
| 02 | Assessment and Partner Identification | <ul style="list-style-type: none"> The IP commercialization and business development teams conduct market scouting to identify potential licensees among internal or external partners. A preliminary licensing strategy is prepared, specifying the intended scope, exclusivity, and commercialization objectives. |
| 03 | Negotiation and Agreement Structuring | <ul style="list-style-type: none"> The TTO, in coordination with the Legal Affairs Department, engages in discussions with the selected licensee to define rights, obligations, and performance requirements. Key terms are drafted, including license scope, duration, reporting obligations, and value-sharing mechanisms. The agreement structure is defined case-by-case, including exclusivity terms, sublicensing rights, and confidentiality clauses. Draft agreements are reviewed and approved by relevant UM6P authorities prior to signature. |
| 04 | Implementation and Monitoring | <ul style="list-style-type: none"> The licensee begins commercial or industrial exploitation of the licensed technology according to the agreement terms. The TTO, IP commercialization and business development teams monitor performance against contractual milestones, ensuring proper reporting, payment, and ethical use of UM6P intellectual property. Progress reports are submitted periodically to the Licensing and Valorization Committee. |
| 05 | Evaluation and Renewal | <ul style="list-style-type: none"> The TTO conducts comprehensive evaluation of the licensing outcomes, including financial returns, market performance, and compliance with obligations. Based on the evaluation, UM6P may renew, amend, or terminate the agreement. |