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**Process Guide**

The guide, which comes in a table-format gives you an overview of the internal agreement process between the partner companies that will form the final consortium and guides you through the essential steps and relevant recommended legal documents to be signed.

***Important Information***

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| **Agreements**  | **Questions and clarifications** | **Section ref. in agreement** | **Supplier 1** | **Supplier 2** | **Challenges/ proposal for a solution**  |
| Preparation of NDA  | Questions and clarification in order to enable the Parties to discuss and assess the business opportunity. |  | Answers/comments | Answers/comments |  |
|  | Your business opportunity – purpose of the Project? | (1) NDA |  |  |  |
|  | Your interest in the Project? |  |  |  |  |
|  | Are there any prerequisites that you and your future partners should be aware of in relation to initiation of the Project? |  |  |  |  |
|  | Most suitable timing for you for participating in the Project? |  |  |  |  |
|  | Are you willing to ensure confidentiality? | (3) NDA |  |  |  |
|  | What is the minimum penalty amount in case of breach of confidentiality? | (11) NDA |  |  |  |
|  | Name of authorised signatory? | (13) NDA |  |  |  |
|  | Need for further clarification, information/material before signing the NDA? |  |  |  |  |
| **Signing of NON-Disclosure Agreement (NDA)** |
| Next step -preparation of LoI/LoU | Questions and clarification in order to summarise Parties’ understanding of the future collaboration and their mutual obligations in relation to the Project. | (1) LoI |  |  |  |
|  | Main lines of the Project? | (1) LoI |  |  |  |
|  | Your key areas of expertise? | (2) LoI |  |  |  |
|  | Likely deliverables to the customer? | LoU |  |  |  |
|  | Please outline relevant tasks in relation to your contribution to the Project? | (2) LoI |  |  |  |
|  | Name of contact person / representative? | (2) LoI |  |  |  |
|  | Do you need or do you require exclusivity in relation to the supplier?  | (4) LoI |  |  |  |
|  | Do you agree that each party shall bear its own costs and expenses until further agreements are agreed upon (i.e. legal and professional costs). Or should a different split between the Parties be decided upon? | (6) LoI |  |  |  |
|  | Name of authorised signatory? | (10) LoI |  |  |  |
| **Signing of Letter of Intent (LoI) /or Letter of Understanding (LoU)** |
| Next step - preparation of MoU | Questions and clarification in order to enter into binding agreement concerning the Project. | (2.1) MoU |  |  |  |
|  | Outlining of the Project including your contributions (man hours etc.) and key deliverables of the Project and milestones (possibly received from the responsible Project Coordinator). | (1) MoU |  |  |  |
|  | What are the next relevant agreements to be entered into by the Parties? (e.g. co-Development agreement, co-operation agreement or consortium agreement)If relevant, the key terms of such agreements? | (2) MoU |  |  |  |
|  | Your key contributions and milestones related hereto? | (3) MoU |  |  |  |
|  | Who is appointed as Coordinator of the Project or who do you suggest as Coordinator in relation to the Project? | (4) MoU |  |  |  |
|  | Who do you appoint as your key contact person responsible for the overall communication between the Parties in relation to the Project? | (4) MoU |  |  |  |
|  | Other requests in relation to the Project organization? | (4) MoU |  |  |  |
|  | Can you agree to mutual exclusivity until termination of the MoU:* In relation to supplier?
* In relation to customer?
 | (5) MoU |  |  |  |
|  | Amendments to the allocation of costs until further agreements are agreed upon? (each party shall bear its own cost and expenses) | (8) MoU |  |  |  |
|  | Name of authorised signatory? | (12) MoU |  |  |  |
|  | Need for further clarification, information/material before signing the MoU? |  |  |  |  |

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| **Signing of** **Memorandum of Understanding (MoU)** |
| Preparation of CDA | Questions and clarification in order to collaborate to achieve mutual Development Project and produce a Project plan detailing the tasks to be undertaken by each Party.If no further mutual project development is needed – then go to section regarding COA. | (2.2) CDA |  |  |  |
|  | Name of the person responsible for outlining the Project plan in detail? | (1) CDA |  |  |  |
|  | Name of the person who is responsible for outlining the Development Project Plan? | (1) CDA |  |  |  |
|  | Name of contact person / representative? | (2) CDA |  |  |  |
|  | Need for testing/Development internally between the suppliers before customer delivery can be described? | (2) CDA |  |  |  |
|  | * If yes, describe the subject matter and the objectives of Development Project and the success criteria by which a successful completion should be measured, and the manner in which this will be able to achieve the deliverable under the Project.
 | (2) CDA |  |  |  |
|  | Who is/are the appointed individual(s) to represent the Party in the Project Management Group? | (2) CDA |  |  |  |
|  | What are the costs in connection with your contribution to the Development Project?How could it be financed? | (3) CDA |  |  |  |
|  | Do you want to have the opportunity to sell the joint developed to other customers in cooperation with other suppliers? | (5) CDA |  |  |  |
|  | * Should the other suppliers have similar possibility?
 | (5) CDA |  |  |  |
|  | Name of authorised signatory? | (13) CDA |  |  |  |
|  | Need for further clarification, information/material before signing the CDA? |  |  |  |  |

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| **Signing of Co-Development Agreement (CDA)** |
| Preparation of COA | Questions and clarification in order to formalize the Parties continued cooperation and determine the long-term framework in relation to the participation in the Project. | (Preamble) COA  |  |  |  |
|  | Will you aim for entering into a binding cooperation with the present Project’s suppliers or do you need other/additional suppliers? | (Preamble) COA |  |  |  |
|  | Further detailed outlining of the Project including your contributions (man hours etc.) and key deliverables of the Project and milestones received from the responsible Project Coordinator. | (1) COA |  |  |  |
|  | Name of authorised signatory? | (21) COA |  |  |  |
|  | Need for further clarification, information/material before signing the COA? |  |  |  |  |
| **Signing of Co-Operation Agreement (COA)** |
| Preparation of CA | Questions and clarification in order to jointly fulfil and submit a tender offer including the framework of cooperation between the Parties. | (Preamble) CA |  |  |  |
|  | Are you ready to enter into a consortium agreement in order to fulfil the customer’s requirement of sole supplier? |  |  |  |  |
|  | * Or do you prefer one supplier with sub-suppliers?
 |  |  |  |  |
|  | * In relation hereto, do you prefer to be a consortium participant, supplier or sub-supplier?

If you are the *supplier or consortium participant*, go to **question 45**.If you are a *sub-supplier*, go to **question 56**. |  |  |  |  |
|  | Further detailed outlining of the Project and key deliverables of the Project and milestones received from the responsible Project Coordinator. | (Preamble) CA |  |  |  |
|  | Who represents the Consortium and carries out the mutual decisions? | (2) CA |  |  |  |
|  | How often are consortium meetings held?And with how many days of notice? | (3) CA |  |  |  |
|  | Your Project works in relation to the customer including your contribution (man hours etc.), calculation and deliverables? | (4) CA |  |  |  |
|  | Project schedule and milestones for your contributions to the Project? | (7) CA |  |  |  |
|  | Suggested payment and other costs in relation to your Project work? | (8) CA |  |  |  |
|  | Do you have any sub-contractors?Describe who and their contributions? | (10) CA |  |  |  |
|  | The Parties are each liable towards the client on a joint and several basis unless otherwise agreed with the client in writing.* If you do not agree, what is your suggestion in order to fulfil the customer’s demand of a mutual liability between the suppliers or sole liability as a main supplier (further payments, costs related to insurance etc.)?
 | (12) CA |  |  |  |
|  | Name of authorised signatory? | (21) CA |  |  |  |
|  | Need for further clarification, information/material before signing the CA? |  |  |  |  |
|  | Do you have other suggestions to a further agreement process? |  |  |  |  |
| **Signing of** **Consortium Agreement (CA)** |
| Preparation of SSA  | Questions and clarification in order to submit a tender offer including the sub-supply scope. | (Preamble) SSA |  |  |  |
|  | Further detailed outlining of the Project and key deliverables of the Project and milestones received from the responsible Project Coordinator. | (1) SSA |  |  |  |
|  | To whom do you act as a sub-supplier? | (1) SSA |  |  |  |
| 1.
 | Description of your work as sub-supplier? | (2) SSA |  |  |  |
|  | Your Project works in relation to sub-supplier including your contribution (man hours etc.), calculations and deliverables? | (2) SSA |  |  |  |
|  | Suggested payment and other costs in relation to your Project work? | (3) SSA |  |  |  |
|  | Project schedule and milestones for your contributions to the Project? | (4) SSA |  |  |  |
|  | Name of authorised signatory? | (14) SSA |  |  |  |
|  | Need for further clarification, information/material before signing the SSA? |  |  |  |  |
| **Signing of****Sub-supply Agreement (SSA)** |