

Investor Catalyst Hub and Spoke Consortium Membership Agreement (CMA)

Background. The Advanced Research Projects Agency for Health (ARPA-H) selected National Collegiate Inventors & Innovators Alliance, Inc. dba VentureWell as the Consortium Management Firm (CMF) to organize and operate their Investor Catalyst Hub to achieve transition of health innovation in an expedient, safe, cost-effective, accessible, and sustainable manner that reaches all Americans. The Investor Catalyst Hub Consortium is organized and administered to provide a platform on which ARPA-H solutions can receive geographically relevant, commercialization and transition services to ensure ARPA-H projects overcome business challenges, grow their operations through follow-on funding, and bring their products to market.

Cost. Free for Consortium Members to join Investor Catalyst Hub.

Objectives. To meet ARPA-H’s objectives of improving health outcomes for all, it is critical the Investor Catalyst Hub Consortium is well-connected to the health and science community, regionally and nationally, to provide a broad array of health innovation expertise. Members will help performers navigate the complexities of the business, transition, and regulatory landscape and provide resources to help performers bring their ideas to market.

Consideration for Investor Catalyst Hub membership will be given to all companies and organizations that (1) meet the membership obligation criteria, (2) have relevant interests in ARPA-H programs/activities, and (3) could reasonably participate in Investor Catalyst Hub activities. Examples of members and activities include:

| Example Member Types | Example Activities |
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| <ul style="list-style-type: none"> ● Venture Capital and Investment Firms ● Incubators and accelerators ● Manufacturers ● Payers ● Healthcare Companies ● Research Institutions ● Hospital Systems ● Academic Institutions ● Community Health Organizations | <ul style="list-style-type: none"> ● Immersive Experiences ● Business development and networking ● Regulatory and legal support ● Intellectual property protection ● Investor demo or pitch days ● Commercialization services ● Entrepreneurial mentorship and support ● Education and training ● Data Commons |

Membership. While there are no membership dues, Members may terminate membership at any time by written notice to the CMF. Members may be terminated upon written notice to a Member for failure to comply with the Member Obligations contained herein. In addition, ARPA-H may review and negotiate consortium membership to ensure proper alignment with the ARPA-H mission, with the option to remove members as needed. The relationship of the Members established by this Consortium Membership Agreement (CMA) is that of independent contractors to the CMF. Nothing contained herein shall be construed to (i) give any of the Members hereto the power to direct or control the day-to-day activities of another Member hereto, (ii) constitute the Members as partners, joint ventures, co-owners or otherwise as participants in a joint or common undertaking, or (iii) allow any of the Members hereto to create, discharge or assume any obligation on behalf of another Member hereto for any purpose whatsoever. Each Member retains the right to engage in independent research and activities that may compete with, or be contrary to, the goals of the Consortium.

Consortium Obligations. VentureWell shall administer the affairs of the Consortium and is responsible for fulfilling the following obligations:

- Be responsible for the daily management of Investor Catalyst Hub Consortium;
- Promote collaboration with Government customers and other Members related to improved health outcomes, to include potential development projects.
- Provide customer support for Members throughout the lifecycle of the development process (training, guidance and process facilitation of the solicitation, award, project execution phases);
- When appropriate file with the U.S. Attorney General and the Federal Trade Commission changes in membership in accordance with the provisions of the National Cooperative Research Act of 1993;
- Engage in business-development activity to seek opportunities with Federal, State, local and private entities for Consortium Members to conduct research, development, test, evaluation, and manufacturing activities that support the mission of Federal, State, and local agencies related to improved health outcomes.
- Take appropriate steps to manage and avoid organizational conflicts of interest among the Members and to mitigate such conflicts if they cannot be avoided;
- Execute recruitment campaigns, innovation challenges, listening sessions, etc.;
- Once a Project OT has been issued by ARPA-H, execute contract, program, and financial management of project awards issued to Members of the Consortium; and
- Host periodic collaborative, membership meetings.

Member Obligations. The Parties agree that Members have the following obligations:

Investor Catalyst Hub

PART OF THE ARPANET-H
HEALTH INNOVATION NETWORK

- Not be barred or suspended from contracting with or receiving funds from the U.S. Government;
- For Non-U.S. companies, membership eligibility will be decided on a case-by-case basis. Foreign instrumentalities that are substantially owned, controlled, sponsored, commanded, managed, or dominated by a foreign government will not be eligible for membership unless directed by the Government.
- Clearly demonstrate in their membership application that they are capable of contributing to the Consortium areas of improved health outcomes and other relevant subject, technology, and capability domains as may be required in order to fully support the needs of the U.S. Government or funding sponsors;
- Contribute their respective talents and resources to the Consortium for activities such as periodic meeting attendance, committee and subcommittee participation, and other activities as may be appropriate;
- Not transfer membership to any third party;
- Take appropriate steps to manage and avoid organizational conflicts of interest and to mitigate such conflicts if they cannot be avoided;
- Abide by the terms of this Consortium Membership Agreement.

Confirmed and agreed to:

[Signature Blocks]