

AGREEMENT ON THE TRANSFER OF CONTRACTS

This agreement ("Agreement") was concluded on the day, month and year stated below by and between:

- (1) The Extreme Light Infrastructure ERIC,
with registered seat at: Za Radnicí 835, Dolní Břežany, 252 41,
registration no.: 10974938
represented by: Allen Weeks, Director General
(hereinafter referred to as "ELI ERIC"); and
- (2) Fyzikální ústav AV ČR, v. v. i.,
with its registered office at: Na Slovance 2, Praha 8, PSČ: 182 21,
registration no.: 68378271,
represented by: RNDr. Michael Prouza, Ph.D., director
(hereinafter referred to as "FZÚ").

(ELI ERIC and FZÚ are hereinafter jointly referred to as "Parties" and individually as "Party")

WHEREAS

- (A) ELI ERIC is a European Research Infrastructure Consortium incorporated under the provisions of the Council Regulation No 723/2009 of 25 June 2009.
- (B) FZÚ is a public research institution that is established under the Act no. 341/2005 Coll., on Public Research Institutions.
- (C) On October 18, 2022, Parties concluded a series of agreements, under which a research infrastructure, ELI-Beamlines, located at the address Za Radnicí 835, Dolní Břežany, post code: 252 41, Czech Republic (hereinafter referred to as "**ELI-Beamlines Facility**") is transferred from FZÚ to ELI ERIC.
- (D) As the transfer of the ELI-Beamlines Facility is effective on January 1, 2023, there is a period of time between October 18, 2022 and January 1, 2023, during which new rights and duties related to ELI-Beamlines Facility arise. There are also some rights and duties that have been originally omitted, however these also should be assigned as they belong due to their nature to ELI-Beamlines Facility.
- (E) It is the intention of the Parties that all above mentioned rights and duties are also assigned from FZÚ to ELI ERIC.

(F) Furthermore, in the mutual Agreement on the transfer of the ELI Beamlines facility of October 18th 2022, FZU assigned certain contracts to ELI ERIC that were identified by then available information - by a unique internal TP number and description of performance subject matter. For avoidance of any doubt and for purposes of legal clarity and certainty by entering this Agreement Parties wish to agree and mutually confirm a more detailed identification of some of such contracts.

IT WAS AGREED AS FOLLOWS:

1. CLARIFICATION OF IDENTIFICATION OF CONTRACTS AND THE ASSIGNMENT OF CONTRACTS
 - 1.1 The Parties agree and mutually confirm that contracts listed in Annex 1 (*List of Contracts Already Transferred by TP Code*) are those contracts with the same TP code as listed in Annex 2 to the Agreement on the transfer of the ELI Beamlines facility of October 18th 2022. Parties agree and confirm that such contracts have been duly transferred from FZÚ to ELI ERIC (effective as of 1.1.2023) by the Agreement on the transfer of the ELI Beamlines facility of October 18th 2022.
 - 1.2 FZÚ hereby assigns to ELI ERIC all contracts and agreements listed in Annex 2 (*List of Transferred Contracts*) and ELI ERIC accepts them.
 - 1.3 Parties are aware that in accordance with Section 1895 (1) of the Civil Code, the contractual parties to contracts and agreements listed in Annex 2 (*List of Transferred Contracts*) must consent to the assignment (where the consent has not yet been provided). Both Parties shall endeavour to obtain such consents for each individual case.
 - 1.4 If the contractual party does not give its consent to the assignment within the reasonable amount of time, then the particular contract or agreement shall not be assigned and Parties shall agree in each individual case how to proceed. In particular, the Parties shall consider whether such a contract or agreement shall be terminated or whether it shall be fulfilled by the contractual party. In the latter case, the FZÚ shall conclude a separate contract with ELI ERIC that will ensure that the results of the contract or agreement with the contractual party are transferred to ELI ERIC, if legally possible under the given circumstances of each case.
2. FINAL PROVISIONS
 - 2.1 In the event that ELI ERIC ceases to function for any reason and subject to prior written consent by FZÚ, ELI ERIC undertakes to transfer all assets and liabilities, contracts and agreements, rights and obligations back to FZÚ or its legal successor, in extent, to which it was transferred under this Agreement and to the extent, to which it is objectively possible. In such a case, the Parties are obliged to cooperate to conclude the necessary contracts.

This duty of ELI ERIC shall last for 15 years from the conclusion of this Agreement, unless other agreement stipulates otherwise.

- 2.2 This Agreement was concluded pursuant to section 1746(2) of the Civil Code. It shall be governed by the laws of the Czech Republic.
- 2.3 Neither Party is entitled to transfer its claims against the other Party that shall arise on the basis or in connection with this Agreement on third parties.
- 2.4 Neither Party is entitled to transfer its rights and duties under this Agreement or its part onto third parties.
- 2.5 All modifications and supplements of this Agreement must be in writing.
- 2.6 All its annexes are an integral part of this contract.
- 2.7 If any of provisions of this Agreement are invalid or ineffective, the Parties are bound to change this Agreement in such a way that the invalid or ineffective provision is replaced by a new provision that is valid and effective and to the maximum possible extent corresponds to the intent of the original invalid or ineffective provision.
- 2.8 Parties are aware that this Agreement shall be published in the Register of Contracts within the meaning of the Act no. 340/2015 Coll., on the Register of Contracts.
- 2.9 This Agreement shall be valid on the day, on which it was signed by both Parties. This Agreement shall become effective on January 1, 2023 or on the day, on which it was published in the Register of Contracts, whichever comes later.

IN WITNESS WHEREOF attach Parties their signatures:

ELI ERIC

FZÚ

Signature: _____

Signature: _____

Name: Florian Gliksohn

Name: RNDr. Michael Prouza, Ph.D.

Position: Executive Director

Position: Director

Annexes

TP/ FZU Contract number	Subject-matter	Supplier	Date of conclusion	Value (excl. VAT)	FZU Contract number
Annex 1 - List of Contracts Already Transferred by TP Code					
TP22_036b	Optomechanics II	MIT, spol. s r.o.	22.11.2022	46 000 EUR	S22/175E
TP22_018	Ion sputterer	EDLIN, s.r.o.	06.10.2022	47 700 EUR	S22/147E
TP22_032	High performance optics for chirped mirror compressor	UltraFast Innovations GmbH	22.09.2022	68 000 EUR	S22/141E
TP22_035	SW licences and FortiNet remote assistance renewal 2023	TOTAL SERVICE a.s., Id. No. 25618067	02.09.2022	1 623 635 CZK	S22/136E
TP22_036d	Optics & Optomechanics miscellaneous items	MIT, spol. s r.o.	22.11.2022	52 000 EUR	S22/177E
SP22_004	Spare set of Yb:YAG crystals for the L2 pump laser	CRYTUR, spol. s r.o.	31.10.2022	1 548 000 CZK	S22/170E
TP22_005	Hollow core fiber compressor	few-cycle Inc.	12.09.2022	75 518 EUR	S22/137E
TP22_031	Central heating and cooling services 2021 - 2025	INSTALACE Praha, spol. s r.o.	19.11.2022	1 950 000 CZK	S22/185E
TP22_034	BT L2 Turbomolecular pumps	Atlas Copco Services s.r.o.	22.09.2022	1 992 000 CZK	S22/142E
TP22_016	820 nm deformable mirror	MIT, spol. s r.o.	29.10.2022	78 300 EUR	S22/167E
TP22_020a	Chambers CH12 and CH13 for BT in E1	ALCA TECHNOLOGY S.R.L.	29.10.2022	154 450 EUR	S22/169E
TP22_030	OAP for counter-propagation	APERTURE OPTICAL SCIENCES INC.	11.11.2022	185 000 USD	S22/183E
TP22_020b	New MAC focusing chamber	ALCA TECHNOLOGY S.R.L.	30.10.2022	70 800 EUR	S22/169E
TP22_029	Multilane X-ray optics for Gammatron Beamline	AXO DRESDEN GmbH	26.09.2022	144 260 EUR	S22/145E

**FZU**Fyzikální ústav
Akademie věd
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TP22_042	Construction works and installation of comfort/alarm technologies	INSTALACE Praha, spol. s.r.o.	19.10.2022	5 894 973 CZK	S22/159E
	Construction works and installation of comfort/alarm technologies II	INSTALACE Praha, spol. s.r.o.	01.12.2022	2 680 058 CZK	S22/193E
TP22_036c	Optics	OptiXs, s.r.o.	22.11.2022	210 000 EUR	S22/176E
TP22_043	Uncoated mirrors for L2BT	Manx Precision Optics limited	28.11.2022	196 250 EUR	S22/190E
TP22_036a	Optomechanics I.	OptiXs, s.r.o.	22.11.2022	280 000 EUR	S22/174E
TP22_011	L2 BT vacuum chambers incl. supporting frames	STREICHER, spol. s.r.o. Plzeň	20.09.2022	10 220 000 CZK	S22/140E
TP22_010	Manufacture of Pulse Compression Diffraction Gratings	Lawrence Livermore National Security, LLC	15.09.2022	2 435 571 USD	S22/138E
Annex 2 - List of Transferred Contracts					
S22/054E	Duha OPCPA Crystals TP21_064	OptiXs, s.r.o.	14.04.2022	114 765 USD	
S22/148E	Externally Sponsored Studentship Agreement	THE QUEEN'S UNIVERSITY OF BELFAST	07.10.2022	89 927 GBP	
S22/149E	Externally Sponsored Studentship Agreement	THE QUEEN'S UNIVERSITY OF BELFAST	07.10.2022	27 000 GBP	
S22/150E	Research Studentship	University of Southampton	10.10.2022	10 000 GBP	
S22/151E	Letter of intent	Focused Energy GmbH	09.10.2022	N/A	
S22/152E	Services provision contract	Dräger Safety s.r.o.	10.10.2022	186 845 CZK/ year	
S22/182E	Employee accomodation contract 022-U-5155/22	Středisko společných činností AV ČR	31.10.2022	N/A	
VS-2022/15	Memorandum on cooperation	Státní ústav radiační ochrany, v.v.i.	12.07.2022	N/A	
VS-2022/22	Memorandum of Understanding	Technische Universität Ilmenau	10.11.2022	N/A	
VS-2017/16	Memorandum of Understanding	Uppsala University	28.07.2017	N/A	

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VS-2017/17	Addendum to the MoU on the femtosecond laser placement	Uppsala University	16.09.2019	N/A	
S21/212E	Closed loop deformable mirror system for L3 to the Gammatron beamlines	MIT spol. s r.o.	21.12.2021	727 100 EUR	
S20/155E	Veeam Backup SW maintenance purchase	TOTAL SERVICE s.r.o.	11.09.2020	1 865 887,20 CZK	
S22/202E	Uncoated focussing OAP for L3 in P3 TP22_033	APERTURE OPTICAL SCIENCES, INC.		100 000 USD	
S22/203E	Hexapod for TREX Diffractometer TP22_045	SYMETRIE		37 994 EUR	
S22/204E	Installation of optical communication infrastructure of the Measurement and Regulation building system TP22_058	SYNONYM, s. r. o.		2 299 182 CZK	
S22/205E	Reconstruction and modernisation of metallic support network infrastructure of the Measurement and Regulation building system TP22_059	SYNONYM, s. r. o.		5 054 812 CZK	