



LIVING DRUGS

PRECISION THERAPY CLUSTER FOR SAXONY

SaxoCell – How to cooperate

October, 11, 2022

How to cooperate

Agenda & Speaker



- Motivation for cooperation
 - Types and criteria of cooperations
 - Contracts to be considered within cooperations
 - Best practise at academic institutions – expectations from industry
 - How find cooperation partners and how to get in touch with them?
- Only for qualification purposes within SaxoCell®
- Speakers
 - Dorit Teichmann, SaxoCell® HUB, Startup Managerin Life Science dresden | exists
 - Dr. Thomas Tradler, SaxoCell® HUB, Head of Business Development, Fraunhofer IZI

How to cooperate motivation



- Why cooperations?
 - Remember your business idea/ your project aim
 - You can't and won't do everything on your own - you need partners over the course of a development
 - Many reasons to partner
 - partner has expertise in a specific field
 - partner has infrastructure, material,
 - partner has financial means
 - partner has access to a specific network,....
 - ...

How to cooperate motivation

- Whom of you is currently cooperating with partners?
- What did you notice works good in cooperations? Where do you see challenges?

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- What to consider within cooperations?
 - Partners always have their own interests and business models → Check critically how they fit into your plans (complementary works best)
 - How important or specific is a partner for your own goals? How important are you for a specific partner? (negotiation power)
 - Every cooperation needs a legal framework (contract) to avoid unclarity about relevant aspects like work packages, IP, liabilities,....
 - Very often NDAs are signed prior to a cooperation agreement to enable open talks

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Types and criteria of cooperations

Who might be typical partners? Criteria?

- By institution
 - academia / industry
- By tasks
 - Clinical validation, user tests, development steps like prototyping,....
- By type of cooperation
 - joint R&D, contract research (by order)
- What relevance might be involved with different criteria?

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Types and criteria of cooperations

Cooperation with academic partners

- Generally familiar setting – access to state-of-the-art R&D
- Financed by public funding (calls) - Always check calls resp. funding source for conditions (do they fit for your purpose? Strings attached?)
- Collaborations within a consortium can offer access to valuable network – but check conditions and access to IP / avoid unclear IP situations

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Types and criteria of cooperations

- Cooperation with industry
 - Strategic importance of topic for partner
 - SME vs. Big players
 - Time to be considered prior to contract closure (start early with the search for partner)
 - Big companies – are you talking to right decision maker?
 - Business model of company vs. your business model (aspects of exclusivity on IP)

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Types and criteria of cooperations

- Definition of cooperation by a specific task
- Examples for tasks: clinical validation, user tests, development steps like prototyping
- Always clearly define the task to be done by cooperation partner and clearly limit a cooperation to that purpose!
- Scope/Purpose is relevant for all contracts you close (cooperation contract, NDA,...) – all clauses within a contract refer to the scope/purpose
 - Here legal dept. and Techtransfer need precise definitions by the involved PIs/scientists
- How does task fit into business model of partner?

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Types and criteria of cooperations

- By type of cooperation: joint R&D OR contract research (by order)
 - High relevance for access to IP
 - Joint R&D – each partner is keeping access to his own IP
 - Contract research – you pay, you get access to IP
 - Do you want a guaranteed success?
 - Further aspects for service providers
 - Check capacities, references, flexibility, good communication, duration of contracts (check whether longtime commitment with potential partner fits into your business plan)

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Types and criteria of cooperations

How to get to a cooperation plan for your project?

- Think about a 5-year-development plan: What are major tasks to be done?
- What can you do on your own – where do you need partners?
- Sketch a roadmap for the next 5 years and define relevant partners you might need

How to cooperate contracts

- Contracts to be considered within cooperations
 - NDA
 - Cooperation agreements
 - Sometimes additional MTAs (can be covered by cooperation agreement)

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How to cooperate

Confidentiality in cooperations

- Make sure that your idea is protected
- Before talking to partners make yourself aware of confidential information of your idea/technology
- Each cooperation agreement contains privacy rules
- Prior to that often an NDA is agreed

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Confidentiality in cooperations

- Relevant aspects of an NDA/CDA
 - Scope (... in the field of....)
 - Purpose (i.e. for evaluating a possible cooperation...)
 - How is confidential material specified? (oral, written,....)
 - Duration (i.e. 2 years)
 - Governing law (i.e. German)
 - Who is falling under NDA (attention with companies – limit! Often expanded to whole company families)
 - How many partners are sharing information (one-sided/ two-sided?)
 - Signature (check signature regulation in your institution!!)

- Cooperation agreement - Relevant aspects
 - Scope (... in the field of....)
 - Purpose (... evaluating new compounds for ...)
 - Tasks of each partner
 - **Rules on IP** (might be even expanded to license agreement)
 - to be distinguished: Background IP, Foreground IP, sideground IP
 - Governing law (i.e. German), liability aspects

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Some hints on cooperation agreements

- Can vary in scope and depths – but see „relevant aspects“ that are always covered.
- Actually make yourself aware of the topics that are important for you prior to the cooperation.
- Often companies provide „term sheets“ prior to the agreement as a basis for negotiation
- Make yourself aware of „red lines“ (how far you agree on compromises) and communicate them clearly.
- Consider: Contracts take time, prepare early.

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Take home messages

- **Cooperations will be necessary.**

Check which partner you will need for which purpose and choose your partner carefully.

- **Be careful with your know-how and IP.**

Protect your IP and consider what you share and what you don't share (but don't be paranoid).

- **NDA's and cooperation agreements are a necessity in technology transfer.**

- **Contracts take time!**

How to transfer

Agenda & Speaker

- 1. Why to collaborate?
- 2. Ways to collaborate and criteria for partner selection
- 3. Legal aspects
- 4. Best practice examples
- 5. How to identify collaboration partners

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How to collaborate

4. Best practice examples



- Fraunhofer Gesellschaft – Dual business model
 - 1. Service business (contract research, testing, manufacturing – fee for service)
 - 2. Internal/joint R&D and subsequent license deals (incl. spinoffs)
- “Collaboration” is often used w/o differentiating between those (very) different business setups
 - Thus, one example for each business model
- In General: “Collaboration” can mean very different things
- Presentation: Focus on industry partner collaboration

How to collaborate

Best practice example – fee for service business



- Example: Contract manufacturing of Kymriah® for Novartis for clinical trials in Europe
- Partner expectations:
 - In time and high quality mfg of Kymriah® batches in a (very) reliable manner
 - Speedy contract negotiations, general acceptance of (big)pharma specific terms
 - Keeping all confidentiality and PR-related guidelines set by the partner
- Outcome:
 - Multi-year collaboration, revenues in the 8digit range AND substantial gain of technology standards/experience/QC level etc.
 - What helped a lot to acquire projects of similar value from other pharma companies

How to collaborate

Best practice example – joint R&D

- Example: Joint R&D - Development of a POCT device for STD detection with the Estonian company Selfdiagnostics
- Partner expectations:
 - Comprehensive technology and experience input to make an early stage academic idea (2012) becoming reality (2022: market entry planned soon)
 - Acceptable terms regarding foreground IP
 - IZI support to get further funding on board for the joint R&D project(s)
- Outcome:
 - German subsidiary est. 2012 and substantial SAB, BMWi and EU funding for joint R&D projects with IZI acquired*

*In late stage projects IZI got involved as subcontractor

How to collaborate

Do's and don'ts - During the acquisition phase 1



- Prior to start talking with potential partners, make clear to yourself:
 - ...what demonstrable value could result for a partner from collaboration with your institution (1)
 - ...and what differentiates your institution/collaboration offer from that of others (2)
- Don't think (and discuss) about prices only, many further aspects count as well (quality, innovation level, speed, customization etc.)
- Every feedback is valuable, one also can learn from rejected project offers

How to collaborate

Do's and don'ts - During the acquisition phase 2



- When attempting to collaborate with the industry consider different languages and standards
 - Make sure (prior to project start) you get a very clear mutual understanding and agreement of all applicable/expected standards (e.g. GLP)
- Discuss (and agree already on) joint promotional activities, agree on rules regarding the use of project info and partner logo as a reference project, prepare press release etc.

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Do's and don'ts – During project conduct 1

- Ensure optimal transparency towards your collaboration partner, inform about mistakes, failures and unwanted results early and frankly
 - Most partners can deal with failed experiments and (slightly) increased costs as well as project delays but generated mistrust can become a serious problem
- Depending on the project type, expect your industry partner strongly fearing serious legal or business consequences for themselves in case of misconduct of the academic collaboration partner (e.g. unreported deviations, GLP/GMP issues, reporting standards not kept etc.)
 - Always keep contractually agreed standards – and make sure you know in detail what your partners expects you to deliver

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Do's and don'ts – During project conduct

- Excursus (industry perspective - personal opinion of TT about the most frequently occurring industry headaches experienced in collaboration with academics):
 - Massive project delays and information loss/inefficiency due to staff losses, frequently changing contact persons etc. caused by short dated work contracts and high staff fluctuation
 - Reporting standards and agreements not kept (due time, reporting quality, rather research paper outlines than contract research reports)
 - Quality standards and timelines promised (and contractually agreed on) that could not be upheld during the entire project

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Do's and don'ts – After project completion

- Keep the contact with your project partner for future reference (and further project opportunities)
 - And report (within the agreed contractual limits) about the successful project completion towards the public
- Keep confidentiality obligations from terminated CDAs/NDAs in mind (“Nachlaufzeit”, sometimes 5yrs or longer)

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How to find transfer partners

Market analysis – Useful information sources



- How to „know“?
 - Review articles, general newsletters* and newsletters published by inter-trade organizations**, attending talks at area-specific conferences (e.g. ARM and ISCT meetings, BIOs)
 - Market reports offered by many companies (very expensive, ~ 5k€ - but often publish free of charge abstracts)
 - Commercial databases (e.g. Global Data, very expensive, 10-15K€ p.a. for basic modules – but very useful if one can afford)
 - Statista (basic account free of charge)
 - Unternehmensregister*** and company filings search at SEC****

* E.g. Fierce Biotech; ** E.g.: VfA, Biosaxony, ARM, ISCT etc.; *** [www. unternehmensregister.de](http://www.unternehmensregister.de);

****<https://www.sec.gov/edgar/searchedgar/companysearch.html>

How to find transfer partners

Mrkt. Channels - Scientific publications/conferences



- Scientific publications effectively support marketing efforts
 - Research-oriented companies usually follow the state of research in their respective technology area closely – thus they should become aware your technology based on publications in high-ranking journals
- Even more promising are talks given at relevant scientific meetings
 - Most of the larger conferences enjoy substantial industry participation, at least at technology scout level
 - Good channel for assets and high-tech based service offers



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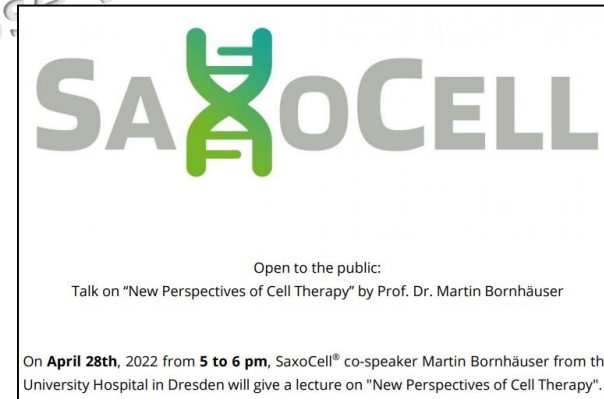
WORLDVACCINE
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How to find transfer partners

Marketing channels - Press/social media



- Generally helpful to facilitate transfer by creating public awareness – but pretty much depending on the type of activity and kind of asset/service offer:
 - Printed media
 - Web presence
 - Newsletters
 - Press articles
 - Social media
- Requires close collaboration between scientists, TTOs and local press offices!



How to find transfer partners

Marketing channels - Trade fairs

- Examples: MEDICA, BIOTECHNICA, ACHEMA, LABVOLUTION etc.
 - Having a booth at a trade fair can be very expensive (>10k€) – cost/benefit ratio (costs/number of generated high value contacts) sometimes rather bad
- Some of these trade fairs are very big (e.g. MEDICA 6k exhibitors) – thus think of how you would like to differentiate from all the other booths, to attract enough attention for your booth
 - Important role of items/exhibits – sometimes difficult for pharma assets



How to find transfer partners

Marketing channels - Partnering conferences 1



- Examples: BIO conference series (several events, global event + events focusing on specific regions), BioFIT (France, Europe), JPM/Biotech Showcase (global and US)
- Specific conference format in life sciences/pharma which is dedicated towards bringing offerers and potential customers/partners together efficiently
 - Many conference models, often combined with exhibition/lecture program
 - New: „partnering track“ at scientific conferences (e.g. ARM, ISCT AM)
- **Not really cheap but in optimal case best cost/benefit ratio at all – no other conference type can deliver so many qualified contacts and sales pitches**
- Requires in-depth preparation as well as labor-intensive conduct and follow-up



J.P.Morgan

**BIOTECH
SHOWCASE™**



How to find transfer partners

Marketing channels - Partnering conferences 2



- „Partnering“ – pre-scheduled 30min meeting with a potential partner

- Process:

- 1. [*~2m PTE*] Enter company/offer profile in partnering DB
- 2. [*starting 2m PTE*] Send meeting requests
 - 2.1. Other participants will contact you in case of interest
 - 2.2. Go through the other profiles contact potential partners too
- 3. [*starting 1m PTE*] Meetings scheduled automatically
- 4. [*at the conference*] Attend meeting, introduce your asset
 - Exchange contact data (business cards), agree on meeting follow-up
- 5. [*starting after the conference*] Meeting follow-up (e.g. answer questions, provide further info, send CDA draft)



Cell & Gene Meeting on the Mediterranean 2022

CELL GENE
MEETING ON THE MEDITERRANEAN

SaxoCell®
Fraunhofer IZI

CONTACT SHEET

I
Partner: Incoming: Outgoing:

Time: Wednesday, April 20
 Thursday, April 21
 Tuesday, April 26
 Wednesday, April 27

Location:

Background:

Conversation Notes:

How to find transfer partners

Marketing channels - Partnering conferences 3



- Things to be aware of:
 - Not every asset is well-suited at BIO level – prepare your portfolio carefully
 - Maintain high communication standards (avoid spam-type messages)
 - Learn to deal with difficult meeting partners
 - Plan enough staff and time resources to allow professional preparation
 - A substantial share of meetings won't directly result in project closure – stay on the ball*, and take advantage of negative meetings as well (every feedback is valuable)
 - Give comprehensive feedback to your scientists – positive and negative
 - Quality, speed & partner orientation of the follow-up are key success factors
- Partnering conferences might be more suitable for BD/TTO people (combining several assets of their respective organization in one portfolio) **but can be a valuable experience and time invest for scientists too**

* There are project examples at IZI where the deal finally got closed > 4 years after the initial contact

How to find transfer partners

SaxoCell® offer



- The SaxoCell® HUB team is going to attend several partnering conferences, trade fairs and other events 2022 – 2024



- We`ll be happy to introduce your CGT-related assets, platform technologies and services there towards potential customers, partners and investors → Please contact us in case you`re interested

How to find transfer partners

Marketing channels - Direct contact

- Definition: Sales pitch with a potential partner who has never interacted with the sales person before → But differentiate from standard „cold calling“ = „unerwünschte Telefonanrufe“
- Typical process:
 - Market analysis to identify potential customers/partners
 - Selection of target population, contact data research
 - Send inquiry to selected partners (e.g. Email, contact form, LinkedIn), Follow-up
- Always keep ethical questions, employer branding and legal limits in mind → use business-related contact addresses only (e.g. company BD contacts, relevant social networks) → Can be a very efficient marketing channel, then



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How to find transfer partners

Network

- Can be a valuable source of potential customer contacts
- Use every chance to expand your network
 - Implement work-related routine processes, e.g. get used to invite people you met at a conference the same day
- But care the network quality too (carefully select whom to invite)
- Important role of social networks:



Well-suited for tech transfer matters but focused on German contacts

International professional network

Best suited for private area or in order to reach (wide/broad) public



Thank you for your attention!

For any questions and further information on technology transfer or just for discussing new ideas for transfer please contact your local HUB transfer person:

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