

## MEMORANDUM OF UNDERSTANDING

Dated as April 2009 by and between

**TelematicsPRO e.V.**, with registered office in address European Telematics Factory Helmholtzstr. 2-9, "Torhaus", 10587 Berlin, Germany (hereinafter referred to as "**TelematicsPro**")

on the one side and

**Polish Association of Transport Telematics** (Polskie Stowarzyszenie Telematyki Transportu) with registered office in address 5/3 Józefa Gallusa Str. 40594 Katowice, POLAND (hereinafter referred to as **PSTT**)

on the other side

**TelematicsPro and PSTT** will be hereinafter collectively referred to as the "**Parties**".

Whereas:

**TelematicsPRO e.V.** – The German Telematics association is the national branch for Telematics (<http://www.telematicspro.de>). The association offers suppliers and customers an open platform for complex and integrative Telematics services and products. Events, meetings, participation at fairs are the options to promote member activities. Currently, the association has 88 member companies in Germany. Large members of the Telematics initiative with its expert forums are Siemens Building Technologies, T-Systems. TelematicsPRO is member of different networks like TelematicsValley (Sweden), BitKOM (Germany), Beecham Research (UK, USA, Italy), Machmer International Consulting (Italy) and Beijing Inform.Assoc. (China).

**The Polish Association of Transport Telematics** is the Non Profit Organization who has been registered in district court Katowice in 19 March 2007. The main activities, according to the statute, are promoting science and technique, building forum of the information exchange in the scope of science and technology. Also an information activity of TELEMATYKA.PL vortal are one of the goals of new called Association.

The Parties have agreed to enter into this **Memorandum of Understanding** (hereinafter referred to as the "**MOU**") setting up a collaboration on mutual benefit aimed at growing up both businesses in Europe, enriching also the database of both organizations. Both parties are willing to promote a mutual collaboration with in the field of Telematics.

## **1. THE CONTENTS AND NATURE OF THIS MOU**

Without prejudice to the above premises, which constitute a substantial part of this document, this MOU has the purpose of defining the principal terms so far agreed between the Parties in relation to the scheduled cooperation.

## **2. THE STRUCTURE OF THE COOPERATION**

On the basis of the information currently available, the Parties have envisaged that the cooperation will be organized as follows:

- 2.1. **TelematicsPro** and **PSTT** are two independent international organizations with a bundle of various business networks.
- 2.2. Both associations will share their knowledge and expertise joining their forces to be successful in Europe.
- 2.3. Target Clients: The Parties offer their business-to-business services, in accordance with the Parties' statutes, to Telematics companies in any size and in any location and do aim at addressing the intelligent transport systems in Germany, Poland and in all over Europe.

## **3. MISSION AND SERVICES**

The mission of this cooperation is to respond constant to member companies' needs, to guarantee more and more services and to ensure information, communication, implementation and results. The priority of this cooperation is the development of intelligent transport systems in both countries and in Europe. The Parties will support each other in organizing of training workshops, seminars and international conferences with an intensive cross promotion and marketing activity.

## **4. FIELDS OF COOPERATION:**

The partnership does focus on the following fields of cooperation:

- Cooperation in consultancy in the field of Telematics in Europe, in particular in Poland and Germany
- Targeted exchange of companies' requests and their processing on the assigned market
- Collaboration in organizing international conferences, workshops, seminars in Poland, Germany and all over Europe
- Publishing of both logos as partners, press releases and news on the websites [www.telematicspro.de](http://www.telematicspro.de) and [www.telematyka.pl](http://www.telematyka.pl)
- Editing of a common newsletter English language to send regularly to potential new members, partners & institutions
- Involvement in Telematics projects with commons interests
- Research of new potential member companies & partners

**4.1. Future ideas:**

The ideal conception would be the continuance of this collaboration aimed at connecting the European Telematics-world.

**5. CONFIDENTIALITY OBLIGATION**

- 5.1. Save as required by law, no public announcement or other publication regarding the subject of this MOU or the cooperation shall be made, either directly or indirectly, by any of the Parties, without the prior written consent of the other Party; provided however that, upon subscription by the recipients of confidentiality agreement, the Parties shall have the right to transmit copies of this MOU to their trusted outside advisers.
- 5.2. The Parties undertake to: Keep strictly confidential all information exchanged between them in relation to the common activities, and to disclose such information only to such of their officers, employees and outside advisers who in each case need to know such information for the purpose of evaluating and negotiating any such possible operation, provided that such disclosees agree to treat such information confidentially.

**6. TERMINATION**

- 6.1. This agreement shall terminate and cease to be effective after receiving a written notice, concluding all current and agreed projects.
- 6.2. This agreement will be effective by 11<sup>th</sup> May 2009 and in case of a successful and beneficial cooperation it stipulates from this date on an annual renewal.

**7. THE SIGNATURES OF THE PARTIES**



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TelematicsPro  
Michael Sandrock  
President



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PSTT Telematyka  
Jerzy Mikulski  
President