

The Ashurst logo, featuring the word "ashurst" in a lowercase, sans-serif font. A small copyright symbol (©) is positioned to the left of the letter "a".

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Licensing Agreements

THE LAWYER'S PERSPECTIVE



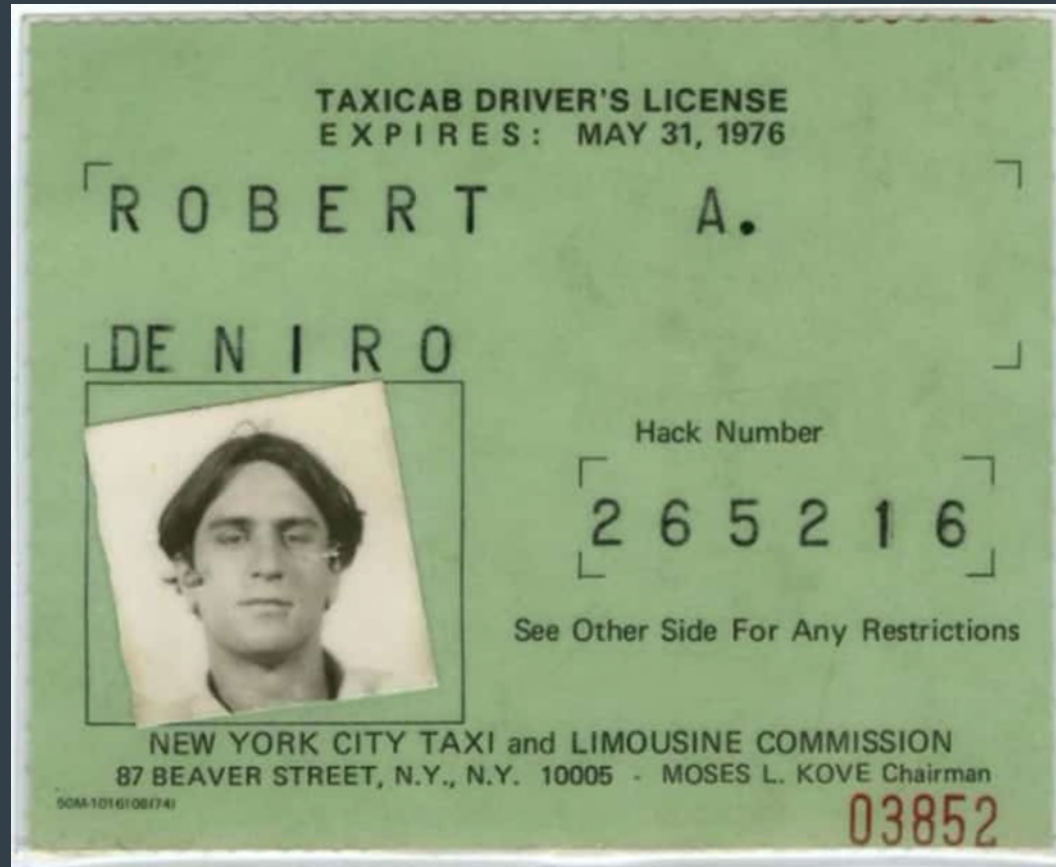
Program

1 **WHY?**

2 **WHAT?**

3 **HOW?**

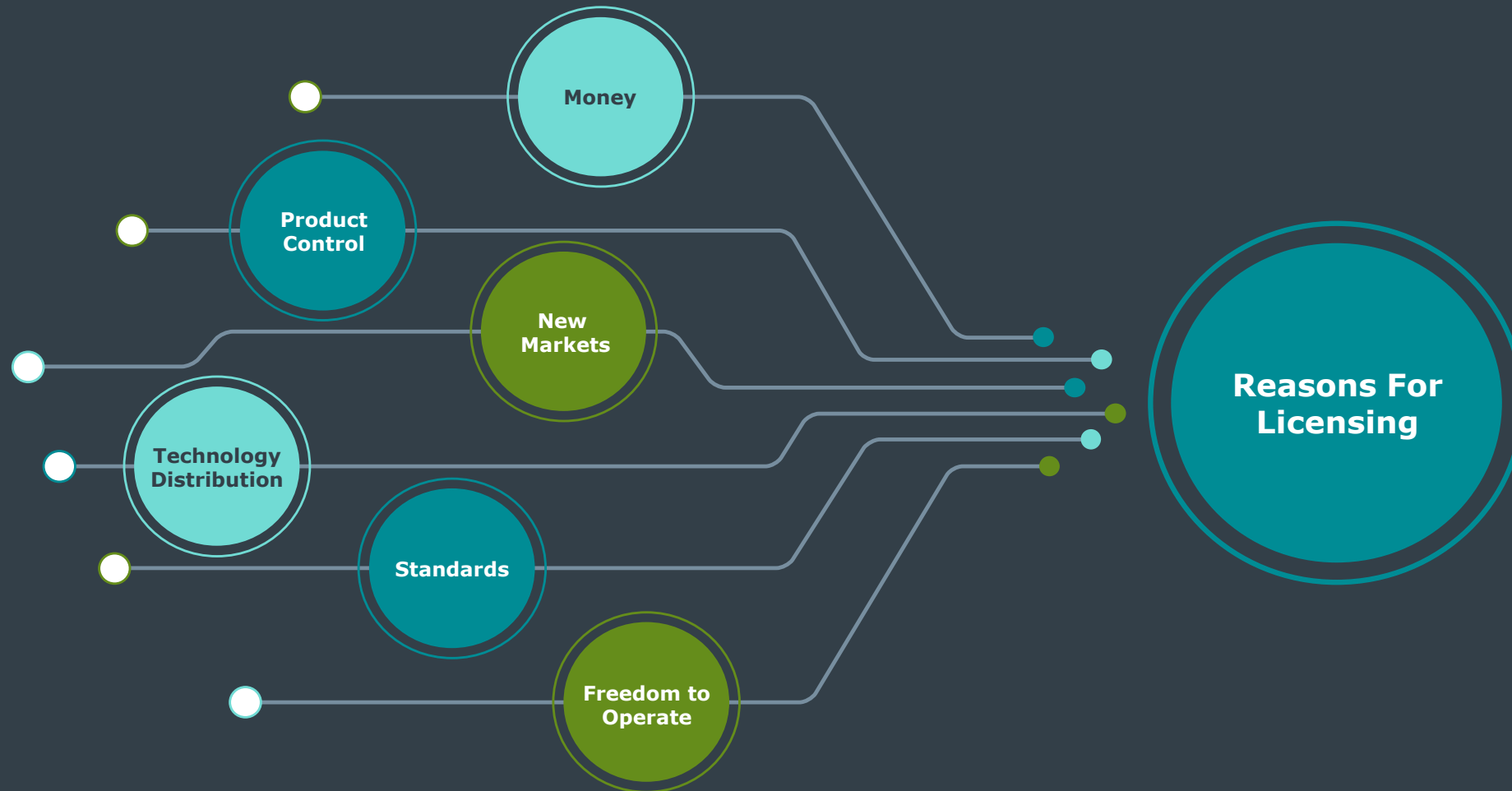
1 The Why of Licensing



1 The Why of Licensing – Licensing In

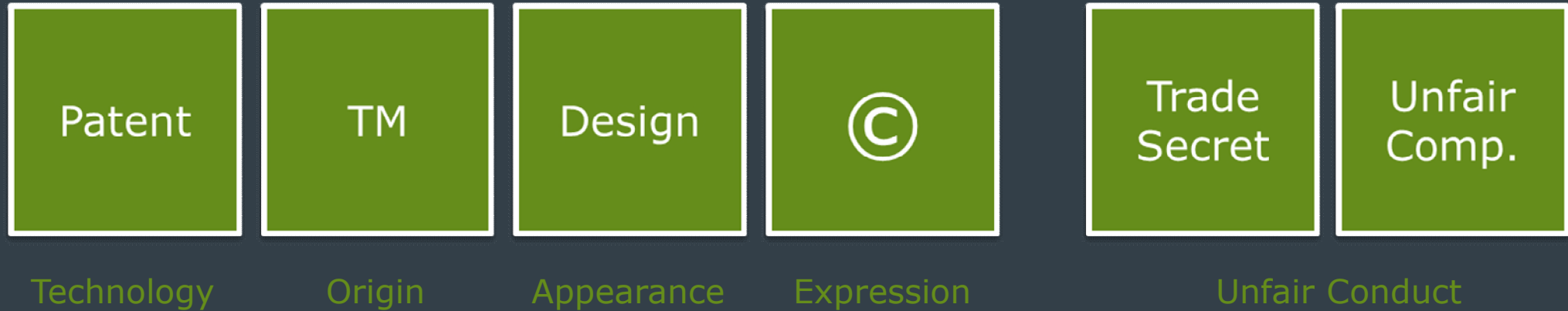


1 The Why of Licensing – Licensing Out



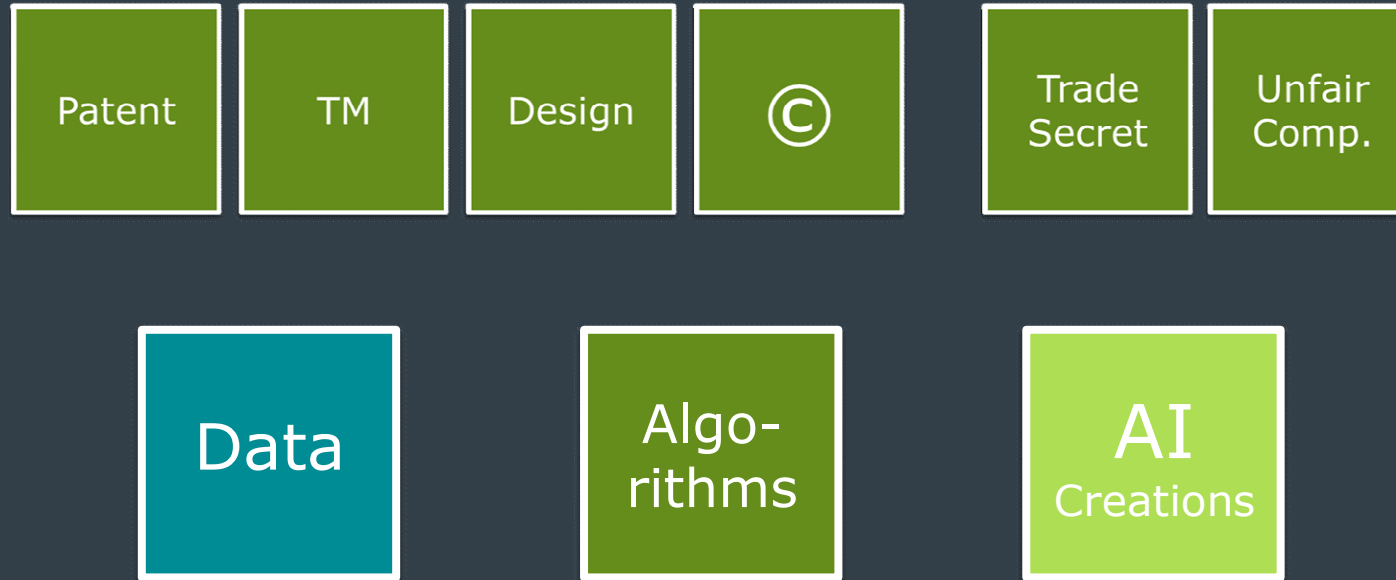
2 The What of Licensing –Licensing Objects

CLASSIC IP RIGHTS



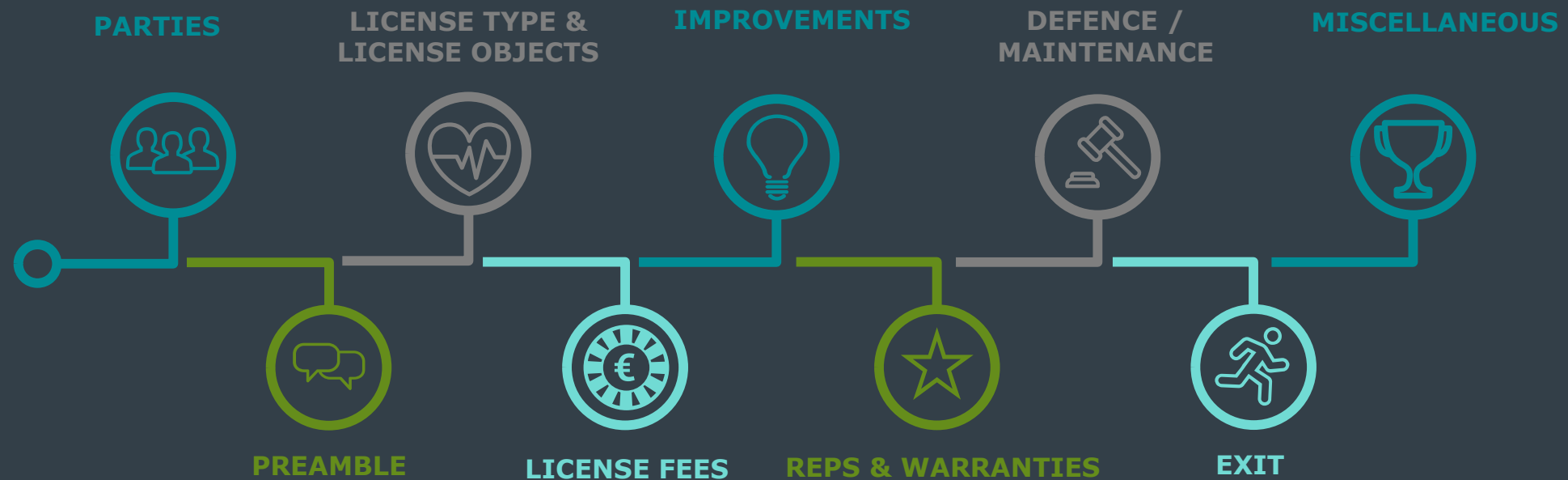
2 The What of Licensing – Licensing Objects

NEW RIGHTS



3 The How Of Licensing

LICENSE AGREEMENT STRUCTURE



3 License Agreements – Specific Provisions



LICENSE TYPE & LICENSE OBJECT

- Exclusive License
- Non-Exclusive License
- General Public License
- Cross License
- R&D License
- List of Licensed IP Rights, other rights
- Content – Field of Use / Allowed Tasks
- Background IP required?
- Transferable?
- Sub-Licensable?
- Time & Territory
- Quality Requirements

3 License Agreements – Specific Provisions



LICENSE FEES

- Determines Market Risk Allocation
- License Scheme
 - Pe Unit License Fee
 - Lump-Sum License Fee
 - % of Turnover
 - ...
- Additional Terms depending on Scheme:
 - Payment Term
 - Recurrence
 - Information Duties
 - Bookkeeping Duties
 - Audit Rights

3 License Agreements – Specific Provisions



IMPROVEMENTS

- Improvements by Licensor
- Improvements by Licensee
 - Allocation of Foreground IP
 - Introduction of Background IP
 - Restrictions (e.g. OSS Black List)

REPS & WARRANTIES

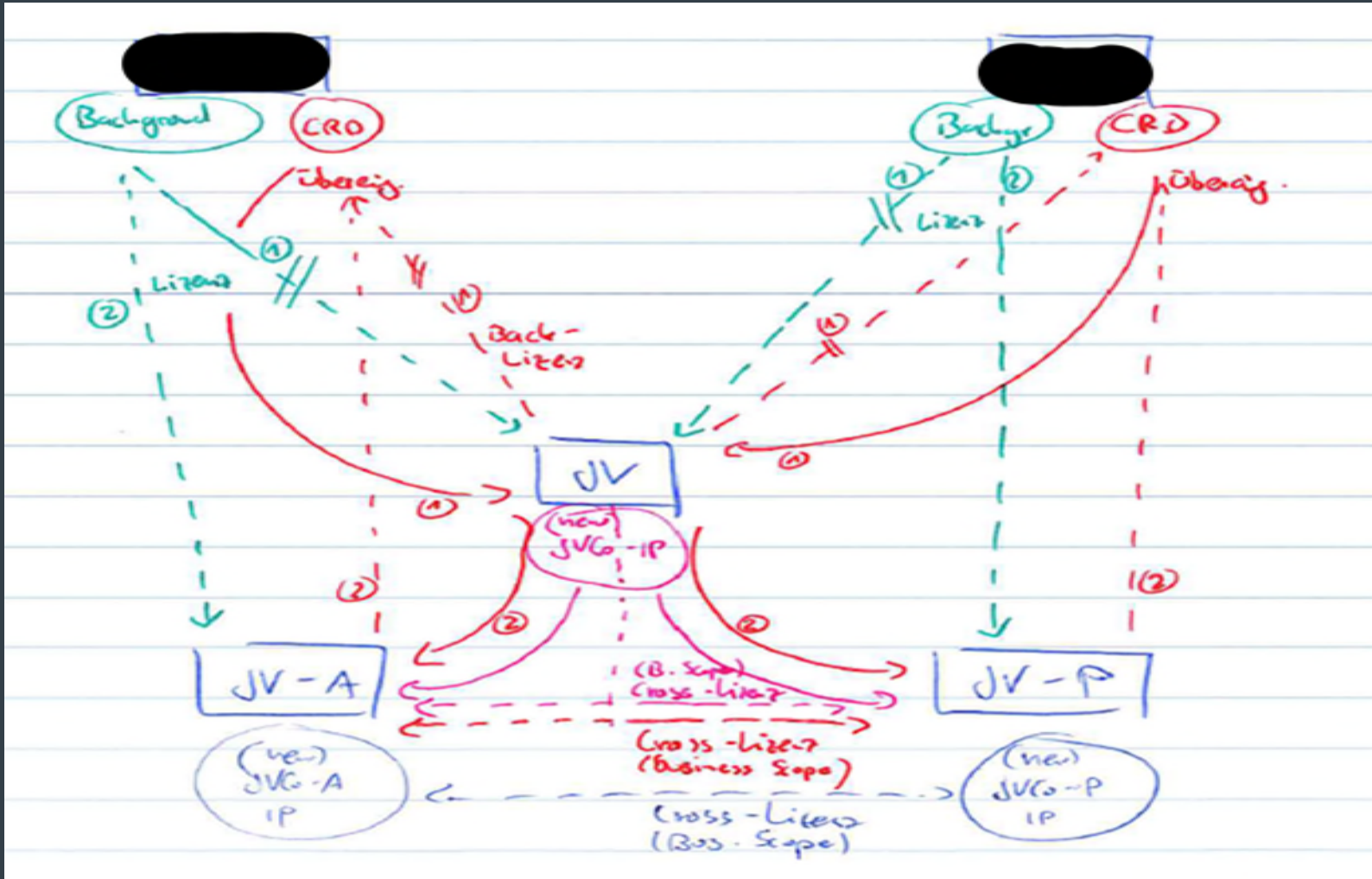


- Free from third party rights
 - Impossible, esp. with Software
 - Remedies?
- Product Liability
 - Market Surveillance
 - Responsibility re Approval

3 License Agreements – Pitfalls



3 License Agreements – In Practice



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**THANK
YOU!**

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GET IN TOUCH



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