MEMORANDUM OF UNDERSTANDING (MOU)

between

SIEMENS SA, ECUADOR

and

UNIVERSIDAD DE LAS FUERZAS ARMADAS – ESPE, Ecuador

I. Purpose and Scope

The purpose of this MOU is to clearly identify the roles and responsibilities of Siemens S.A. and Universidad de las Fuerzas Armadas - ESPE in regards to the implementation and administration of the Siemens Mechatronic Systems Certification Program (hereafter referred to as SMSCP) and to foster a cooperation between their students and faculty.

II. Background

The Siemens Mechatronic Systems Certification Program (SMSCP) is an international certification program that is focused on mechatronic systems, integrated technology, and automation. SMSCP offers professional certifications at 3 levels- Mechatronic Systems assistant, associate, and professional. SMSCP is not a Siemens product certification program. Instead SMSCP stresses technical competency within the context of troubleshooting and technical problem-solving related to mechatronic systems. SMSCP is offered through a global network of selected partner colleges and schools.

Partner schools are selected based on their commitment to Mechatronics-related technical education, a willingness to implement the SMSCP's "System Approach" educational methods and technical competency areas into their curriculum, a willingness to promote SMSCP certification exams, and their ability to meet the following criteria:

- Having 2 SMSCP-certified Instructors on staff, who have been certified at one of the SMSCP Levels;
- Having a fully operational Mechatronic Training System that meets the SMSCP Hardware requirements;
- Having a written agreement regarding SMSCP implementation between the educational institution and Siemens S.A.
- Payment of the Annual License Fee per year.

SMSCP is an international program of the Siemens Technik Akademie (STA) Berlin. The STA Berlin is a member school of Siemens AG's higher level engineering education colleges within its German education and training system. It is recognized by the German government as an accredited state '*Berufschule*' (technical college).

Universidad de Las Fuerzas Armadas - ESPE is a higher education institution with legal personality, financial and administrative autonomy. Its main headquarter in the city of Sangolqui. ESPE is governed by the Constitution of the Republic of Ecuador and the Higher Education legal frame of Ecuador.

III. Roles and Responsibilities under this MOU

Under this agreement, Siemens S.A. shall:

- Recognize Universidad de las Fuerzas Armadas - ESPE as a SMSCP-certified partner school on their Website, the SMSCP website and in all relevant marketing materials.

- Grant Universidad de las Fuerzas Armadas - ESPE the right to offer Siemens Level certification exams to their students and workforce participants.
- Provide via the STA Berlin, regular access to relevant SMSCP educational support materials housed on the VCAT online learning platform.
- Provide general marketing and promotional support for the SMSCP and Mechatronics-related education locally and nationally, including providing appropriate partner-related marketing/promotion materials to Universidad de las Fuerzas Armadas - ESPE.
- Provide general technical assistance support regarding SMSCP implementation and operations together with the STA Berlin, SMSCP team.

Under this agreement, Universidad de las Fuerzas Armadas - ESPE shall:

- Fully implement SMSCP into its relevant technical curriculum, including but not limited to, integrating SMSCP teaching methods and certification exam-related technical topics into the appropriate courses.
- Actively promote SMSCP and SMSCP Level certification exams, within its relevant academic and workforce development programs and/or customers, and to make a good faith effort to regularly increase the number of SMSCP-certified students.
- Maintain its adherence to the aforementioned partner school eligibility criteria, including payment of the annual license fee on its yearly due date (effective September 1,2012)
- Adhere to all general SMSCP program policies and regulations.

Additionally, this agreement provides for mutually beneficial collaboration opportunities (when such opportunities are feasible for both parties) such as joint projects, the exchange of research and curriculum, and the establishment of learning exchange programs for students and faculty.

The purpose of these activities shall be to enhance research and educational processes, and thereby expand the fields of knowledge and cultural awareness among the parties. The implementation of any of the aforementioned activities shall be separately negotiated by the parties of the agreement.

When appropriate, individual efforts shall be made by the parties to find the financial resources, necessary to carry out the activities mentioned herein.

IV. Modification and Termination

It is mutually understood and agreed by and between the parties of this agreement that:

- Nothing in this agreement shall diminish the full autonomy of the individual parties.
- Modification of this agreement is allowable with the written consent of both parties.
- This MOU is a nonbinding agreement that both parties have entered into in good faith. Either party may terminate this agreement without penalty by so notifying the other party of the intention to terminate. Written notice shall be sent no later than thirty (30) calendar days prior to the desired termination.

V. Effective Date and Signature

This MOU shall be in effect upon the receipt of all related approvals and the signature of the relevant authorized officials at Siemens SA and Universidad de las Fuerzas Armadas - ESPE By their signatures, the parties indicate their agreement with this MOU.

Quito, April 24th 2015

General of Brigade Roque Moreira
Universidad de las Fuerzas Armadas - ESPE

Eng. Edwind Chavez Zavala
SIEMENS Ecuador (General Manager)

Eng. Fabián Salgado
SIEMENS Ecuador (Special Representative)

i.V. Stephan Szuppa

Dr. Stephan Szuppa
Head Siemens Technical Academie
Honor Witnesses