DRAFT NON-BINDING Memorandum of Understanding

This Non-Binding Memorandum of Understanding ("Agreement") is entered into as of the later signature date below and is by and between Microsoft Corporation ("Microsoft") and Università degli Studi di Messina ("Università degli Studi di Messina").

1.   **Purpose.** Exhibit A of this Agreement sets forth the shared goals and vision of both Microsoft and Università degli Studi di Messina regarding guiding principles in the education field and Microsoft tools and services that are available to Università degli Studi di Messina to achieve these goals. Both parties acknowledge that:

- With the sole exception of Section 2 below, this Agreement does not create or evidence any legally binding obligation on any party, but rather is only an expression of their current goals and shared vision. Neither party intends it to create any legal right or obligation for any party, including any requirement that any party must later enter into any binding agreement;
- Nothing in this Agreement obligates a party to, or constitutes a representation by, either party that it will enter into a binding agreement with the other party related to the subject matter hereof; and
- Università degli Studi di Messina acknowledges that only a written licensing, device, online services or services agreement signed by Microsoft can create a binding licensing, device, online services or services agreement between Microsoft and Università degli Studi di Messina.

2.   **Terms and Conditions.**

a.   **Confidentiality**. This Agreement and all related or resulting activities constitute confidential information and neither party may discuss its terms and conditions without the prior written consent of the other party.

b.   **Press Release and Public Statements**. Microsoft and Università degli Studi di Messina may mutually determine a schedule of press releases, blog postings, case studies, testimonials, and other public communications related to the parties' shared goals and vision under this Agreement, as appropriate. Both parties will use commercially reasonable efforts to support the other party's activities under this Section 2.b. Neither party will issue any press release or make any public announcement or statement regarding this Agreement or any aspect of the relationship between the parties without the other party's prior written approval in each instance.

c.   **Relationship of the Parties**. Neither this Agreement, nor any activities described herein, shall be construed as creating a partnership, joint venture, franchise, agency or other such relationship. Neither party shall have the right, power, or authority to obligate or bind the other party in any manner whatsoever, without the other party's prior written consent.

146969227.2

d. **Expenses**. Microsoft and the University of Messina agree that each party pays their own taxes and fees in connection with this Agreement.

e. **Disclaimer of Warranties.** Neither party makes any warranties. To the maximum extent permitted by law, each party and its respective affiliates, agents and representatives expressly disclaim all express, statutory and implied warranties.

f. **Limitation of Liability**.   This Agreement does not require either party to enter into any binding agreements and neither party will be liable for failing to enter into any binding agreements. In addition, neither party will be liable for any direct, consequential, indirect, special, punitive, incidental or other damages arising out of or related to this Agreement.

g. **Term and Termination**. This agreement will have a duration of three years from the last signing of the same. Either party may terminate this Agreement by written notice, with at least thirty days (30) notice. This Agreement may not be modified except by a written Agreement signed by both parties

h. Subscription, Registration and Stamp Duty. This Protocol, drawn up in a single computerized original and digitally signed, is subject to the stamp duty pursuant to art. 2 of the Presidential Decree n. 642/1972 (and subsequent amendments and additions) and art. 2 of the Annex Table A - Part I Rate, which is virtually paid by the University, with proper authorization from the Revenue Agency no. 67760 of 2010. This deed is subject to registration in case of use pursuant to Articles 5, 6, 39, 40 and 4 of the Annex Tariff Part II) of Presidential Decree n. 131/1986 (and subsequent amendments and additions), and any registration fees will be borne by the Party that requests it

ACCEPTED AND AGREED:

UNIVERSITÀ DEGLI STUDI DI MESSINA   MICROSOFT CORPORATION

By:_____   By:_____
        Signature   Signature

Name:_____   Name:_____
        Print   Print

Title:_____   Title:_____

Date:_____   Date:_____

Exhibit A

Statement of Shared Goals

The fourth industrial revolution is fueling accelerated change in society and the workplace. Technology advancements, the rise of cloud computing, socio-economic and demographic changes and increasing job mobility are shifting expectations and placing new demands on society. While these changes hold great promise, education systems and institutions need to respond proactively to prepare students for the future. Today's students need to be empowered with access to tools, experiences, and learning opportunities to build skills necessary to fuel their future opportunities and success. While students still need 21st-century skills like collaboration, communication, critical thinking and creativity, the need for digital skills to thrive in an increasingly hybrid, digital economy has never been more important. By 2025, it is expected that over 149M new technology jobs will become available in areas such as software development, cloud, data, artificial intelligence and security. It is vital that institutions keep pace with these changing environment sand transform education in and beyond the classroom to ensure their students have the talent and training to support these needs and fuel economic future growth.

Microsoft and Università degli Studi di Messina share a vision to transform education *in and beyond the classroom*, harnessing the power of information communications technology, empowering students, teachers, staff and institution.

Microsoft and Università degli Studi di Messina share a vision to empower students and ensure they have the skills needed to drive innovation today, when they graduate and when they start their careers.

Microsoft and Università degli Studi di Messina wish to make clear that they share these goals and that Università degli Studi di Messina wishes to leverage Microsoft tools and resources to achieve Università degli Studi di Messina's vision.

Microsoft Vision

Microsoft's mission in education is to empower every student on the planet to achieve more. Microsoft is committed to help institutions digitally transform, support educators and prepare students from K-Career to innovate, create and have career success in an increasingly digital world.

Microsoft supports **digital transformation of institutions** providing Microsoft Education Transformation (ETF) Framework for Higher Education as a guide.

The ETF for higher education is built on:

- Decades of research -Research from industry leaders where transformation initiatives have made dramatic improvements.
- Global best practice - The most successful transformation projects globally share a similar approach.

- Real evidence - Examples of what has worked and what hasn't can help steer you on the path to success.

The Microsoft ETF for Higher Education contains four main transformative pillars:

Student Success

Attract students, drive student outcomes, and connect with students in lifelong relationships.

Secure and Connected Campus

Rethink how to configure, optimize and manage your campus resources.

Teaching & Learning

Build a culture that empowers academics to do their best work.

Academic Research

Empower all researchers with the compute they need when they need it.

Microsoft supports **Future-Ready Skills** by focusing on all areas of the institution and by providing access to products and resources for students, educators and staff, either paid or unpaid, such as:

- Providing institutions access to flexible, scalable resources and products across the institution that will impact students now and for years to come
- Providing educators with access to curriculum which they can incorporate into courseware and self-paced online learning paths
- Providing students with access to self-paced online learning paths, career resources, technology tools and certifications in order to advance their skills

Università degli Studi di Messina vision

The University, pursuant to art. 2 of its Statute (paragraphs 2 and 3), "organizes basic and applied didactic and research activities, and promotes their development and their mutual integration by providing the necessary means and services, as well as ensuring the processing, innovation, transfer and enhancement of knowledge for the benefit of individuals and the community, to favor cultural, scientific, economic and social progress ". The University therefore pursues a third mission, that is, it works to encourage the direct application, enhancement and use of knowledge and research to contribute to the social, cultural and economic development of society. One of the fundamental tasks of the University in the context of the third mission is the verification and encouragement of the related activities, as

well as the consolidation and expansion of the forms of interaction with the territory. The enhancement of research - understood as a set of activities through which the knowledge produced with scientific research is actively transformed into productive knowledge, susceptible of economic and commercial applications - takes place through multiple processes, including collaboration with territorial intermediaries, and requires a systematic interaction with different subjects. The University is in fact oriented towards creating and disseminating culture, promoting scientific research in all areas of knowledge and offering continuous quality education to its students and other members of society.

The University's mission is tobe a modern university focused onempowering the skills of every student, teacher and administrative employee, by:

- recognizing the centrality of the student as a flywheel of innovation processes,

- allowing its professors to carry out a free, plural and quality scientific research, characterized by an international projection,

- responding to the expectations of growth and quality training with modern and updated services,

- ensuring the integration and collaboration between teachers and students, both in constant comparison and exchange of experiences with the global training and research system.

In pursing this mission, the University is devoted to operate according to the principles of democracy, participation, impartiality, transparency and efficiency.

The University is thus committed to develop, innovate, transfer and enhance knowledge for the benefit of individuals and the community, and promote cultural and scientific progress, as well as economic, environmental and social sustainability.
The University encourages the continual improvement of its teaching, scientific research and administrative activities by providing the necessary means and services. In this context, the University recognizes the strategic value of information and communication technologies for the purpose of promotion and dissemination of culture and in view of the optimal fulfillment of its institutional tasks.

Microsoft and Università degli Studi di Messina Joint Vision
Microsoft and Università degli Studi di Messina may find opportunities to work together on their common goals of digitally transform and empower students, teachers and staff as well as skilling students to thrive in the digital economy.

Section 1:Microsoft Resources

Microsoft may make the following resources available, and Università degli Studi di Messina may choose to leverage them in order to achieve their vision. The following resources are each governed by separate binding terms and conditions and not by this Agreement. This list is intended to be illustrative only and includes both paid and unpaid services. This Agreement does not obligate Università degli Studi di Messina to use any of the resources listed below or enter into any binding agreement, nor does it obligate Microsoft to offer or continue to offer such services.

Microsoft Resources examples
A Microsoft contact for communication with institution
Online, self-paced learning delivered through Microsoft Learn
Curriculum aligned to Microsoft certifications to support courseware integration
Microsoft certifications at academic pricing via institution volume license agreement
Preview products/curriculum by Microsoft for early adoption and feedback
Training (may be online, in person or other means) for educators and/or students to support education on Microsoft technologies and certification
Tools for students and educators upon academic validation to enable hands on learning
Microsoft learning or training partners to support institution needs (paid for)
Integration of Microsoft content and learning paths (online/offline) into curriculum
Tools to support students in their career planning and personal profile development
Project and engagement promotion of this Shared Goals Agreement, as agreed to by mutual consent, between both parties
Education Transformation Framework (ETF) as a guiding principle for the digital transformation of institution
Support Università degli Studi di Messina digital transformation efforts by working with companies to integrate and accelerate through training, consulting, and Executive Briefings
Promote sustainable innovation

Section 2: Università degli Studi di Messina Resources

As part of the vision to achieve shared goals, Università degli Studi di Messina may choose to, but is in not required under this agreement to, consider opportunities to further collaborate with Microsoft and share success stories as noted in the Università degli Studi di Messina engagement. This list is intended to be illustrative only. This Agreement does not obligate Università degli Studi di Messina to proceed with any of the activities listed below or enter into any binding agreement, nor does it obligate Microsoft to offer or continue to offer such services outlined in this agreement.

Università degli Studi di Messina Engagement Activity Examples
Università degli Studi di Messina contact to work directly with Microsoft
Incorporate Microsoft resources listed throughout this document into curriculum and systems, as

appropriate
Provide feedback to Microsoft to improve and develop current and future offerings
Projectand engagement promotion of this Shared Goals Agreement, as agreed to by mutual consent, between both parties*
Consider serving asa reference site for Microsoft Future-Ready Skills best practice
Support the development of a comprehensive skilling and talent strategy; with help from Microsoft and its partners, develop a comprehensive, local strategy for developing skilled students, professors, researchers and staff around technologies such as but not limited to AI, IoT, Machine Learning, and Cloud Application development
Collaborate on programs to accelerate adoption of new and innovative technologies leveraging Education Transformation Framework resources as a guiding principle
Promote sustainable innovation

Any use of the Microsoft logo or promotional materials concerning Microsoft are governed by the Microsoft marketing and logo guidelines set forth here:https://www.microsoft.com/en-us/legal/intellectualproperty/trademarks/usage/logo.aspx

Any use of the Unime logo is governed by the provisions relating to the use of the trademark established in the specific University regulations available at the following link: https://www.unime.it/sites/default/files/Regolamento%20marchio%20e%20altri%20segni%20distintivi%20e%20conc.%20patrocinio.pdf

APPENDIX

Microsoft Product/Programs available for Università degli Studi di Messina to leverage or purchase to achieve their vision, each of which are governed by separate binding terms and conditions, and not this Agreement, include:

Microsoft Learn
Microsoft Learn provides self-paced, digital learning resources to build skills and a foundational understanding of technology. Microsoft Learn provides resources to complement existing institution courseware and study materials to best prepare students for in-demand job sand Microsoft industry-recognized certifications. Microsoft Learn provides step-by-step, bite-sized tutorials and engaging modules that are available online and support learners with technology proficiency ranging from beginners to advanced learners. The learning paths have interactive sandbox environments to provide "hands-on"interactions with Microsoft technologies. Learners can create a profile on Microsoft Learn to access additional features such as collections, track progress on learning activities and view personalized recommendations. Università degli Studi di Messina may choose to leverage Microsoft Learn and incorporate into curriculum as desired, as defined via aka.ms/learn for edu

AI Business School

The Microsoft AI Business School is a series of learning paths for nontechnical audiences that share insights and practical guidance from top executives in the industry on how to strategically apply AI in an organization. Course materials include written case studies and guides, plus videos of lectures, perspectives, and talks that students can access as a complementary part of their course. The AI Business School is a great resource for students to learn about applying AI to industry, along with considerations for sales, marketing, culture, and responsible AI application across industries like manufacturing, healthcare, finance, government, retail, and education. UniversitàdegliStudi di Messina may choose to leverage Microsoft Learn AI Business School and incorporate into curriculum as desired, as defined via aka.ms/LearnAIBS

Microsoft Learn Catalog API

The [Microsoft Learn Catalog API](#) provides a public web API enabling an institution to retrieve a list of the modules and learning paths from Microsoft Learn along with the URLs used to access the training. Institutions may also wish to leverage the Microsoft Learn Catalog API aka.ms/LearnCatAPI to build a custom web application, and subsequent LTI aka.ms/LearnLTI, to bring the Microsoft Learn catalog into the institution's LMS.

Università degli Studi di Messina may choose to leverage the Microsoft Learn Catalog API to build a custom web application or the LTI as an open source app on GitHub to integrate the Microsoft Learn Catalog into their learning management system.

Microsoft Learn for Educators

Microsoft Learn for Educators takes the best of Microsoft [Learn](#) online learning paths and supporting instructor-led training materials into the classroom. Eligible educators and faculty members can access Microsoft ready-to-teach curriculum and teaching materials aligned with industry-recognized Microsoft certifications. Microsoft Learn for Educators provides access to a curriculum consisting of Official Microsoft Learning Products for Microsoft Azure, Azure Data, Azure AI, and Power Platform fundamentals. Each course covers Microsoft Certification exam objectives with lessons based on real-world scenarios and practice exercises. Supporting resources for the Fundamentals courses include:

- Microsoft Official Curriculum: Full course, module content (including lab components where available), and Trainer Guide
- Course datasheet: Course overview, outline, and learning objectives
- Educator teaching guide: General course information to prepare for teaching delivery

Università degli Studi di Messina may choose to leverage the Microsoft Learn for Educators via the Microsoft Learn website. Educators will need to register and validate as an educator with their education email for access to the downloadable materials. Aka.ms/LearnforEdu

Microsoft Certifications

Microsoft certifications help validate students' knowledge of technology and potential to perform in technology industry jobs. Microsoft has developed entry-level productivity certifications aligned to Microsoft Office Suite, Fundamental Certifications, as well as Role-

Based Certifications. These exams are regularly updated to reflect the pace of change and set the path for continuous learning opportunities once certified. Microsoft provides academic pricing and bulk procurement of Microsoft certifications via volume licensing. These are available in multi-exam packs to allow institutions to self-serve when choosing different types of certifications to make available for members of their entire community (students, educators, staff).The volume license SKUs provide a great way to procure exam vouchers in bulk and take advantage of convenient, flexible, discount pricing features of volume licensing for exams. Università degli Studi di Messina will have the opportunity to add Microsoft Certification SKU to current Microsoft volume license agreement, leveraging academic discounted pricing. aka.ms/LearnCert

Microsoft Learn Student Ambassadors

Microsoft gives students the opportunity to apply to join the [Learn Student Ambassador](#) Community, a structured program to help them learn and lead to make a difference and empower others. Students gain access to free tools, events, earn badges for activities and contributions and unlock exclusive benefits through learning. Applications remain open throughout the year with multiple rounds of intakes.

Università degli Studi di Messina will have the opportunity to promote Microsoft Learn Student Ambassador program to students as an open opportunity to participate in a Microsoft global community via https://studentambassadors.microsoft.com/

UNIVERSITÀ DEGLI STUDI DI MESSINA

Azure for Students

Students today are eager to get hands-on with technology and build for the future. With Azure for Students, eligible students aged 18 and over can start building apps, explore AI, and make the most of big data with access to more than 25 free Azure services plus $100 in Azure credit, renewable annually without the need for a credit card. Learn more at Università degli Studi di Messina will have the opportunity to promote Azure for Students to their students who can access the benefits upon validation of their student credentials via aka.ms/AzureForStudents

Azure Dev Tools for Teaching

Azure Dev Tools for Teaching is a benefit of Microsoft Volume License Agreements which provides access to tools commonly used in STEM programs, including professional developer and designer tools available to both faculty members and students. In addition to these tools, users also have access to beta releases, new releases, and technical support. Azure Dev Tools for Teaching is available to institutions with volume license agreements Università degli Studi di Messina can activate or renew Azure Dev Tools for Teaching using the institution Volume License Agreement number viaaka.ms/ADT4T

Azure Lab Services

Azure Lab Services enables educators to set up and provide on-demand access to preconfigured virtual machines (VMs) to support classroom scenarios in Higher Education. Through these virtual class rooms educators can teach a class, train professionals, run a hackathon or a hands-on lab, and more. UniversitàdegliStudi di Messina can get started and set up labs in the cloud today using existing Azure subscription or by creating a new account viaaka.ms/azlabs

Enterprise Skills Initiative

The Enterprise Skills Initiative (ESI) program aims to provide the structure and resources to expand technical skill sets and grow business. The ESI program is designed to support Università degli Studi di Messina to build their employee's technical expertise on selected Microsoft technologies, offering combinations of self-paced learning, virtual training events, instructor-led training, and industry-recognized certifications. ESI's mission is to help organizations identify, build, and certify Microsoft skills that align to their strategic objectives so they can achieve greater success with their projects and initiatives.