



E **INSERT**@wellcome.ac.uk Our Ref: «Grant Reference»
T +44 (0)20 7611 **INSERT**
«Current Date»

Private and Confidential

«Lead Applicant With Administering Depart»

«Lead Applicant Salutation»

Innovations' Innovator Award, '«Grant Title»' (the "Project")

Many congratulations on your successful application for an Innovator Award.

I am writing to confirm that Innovations has agreed to make an award of up to «Grant Original Award» over «Grant Duration months» months to «Company» in accordance with the research plans set out in your application for funding and attached as Annex 2 to this award letter. Please find further details of how to manage your award in the attached schedule.

This award letter gives details of the financial composition of the award and explains the administrative steps that need to be taken by you to activate it. It also contains details of our grant conditions and sets out our expectations of all our Grantholders.

Capitalised terms used in this award letter shall have the meanings given to them in this award letter. Capitalised terms not defined in this award letter shall have the meanings given to them in paragraph 12 of our Grant Conditions. If there is any conflict between this award letter and the Grant Conditions, the provisions of this award letter shall prevail.

If you require any further information or assistance please do not hesitate to contact me.

USE IF APPLICABLE (HIGH RISK ORGANISATIONS)

att. Bank letter template; Spend Report template

1. Financial composition of the award

The award is to provide support as follows:

«Contract Cost Table»

Please note:

- The budgets are indicative and we allow movement of funds between budget headings. However, significant transfers of funds between cost headings require our prior approval. Further information about the use of grant funds can be found on our website at www.wellcome.ac.uk/funding/managing-grant/managing-grant-budgets
- Prior permission is required if the funds are needed for any other purpose, i.e. for expenditure under any budget heading not specified above.
- Please note that the award is cash-limited: supplementary funding will only be provided in exceptional circumstances.
- In accordance with paragraph 5.7 of the Grant Conditions we will hold back 10% of the award (the “**Retained Amount**”) until:
 - a) we have received the End of Grant Spend Report and the End of Grant Report; and
 - b) we are satisfied that any research outputs supported in whole or in part by the award comply with our Open Access policy.

Until we release the Retained Amount, you must keep all invoices, receipts, accounts and other relevant documents relating to the award and provide these to us if we ask you.

Please refer to the Grant Conditions for other provisions concerning audit and financial administration. In addition, further information about the financial management of the award can be found on our website at www.wellcome.ac.uk/funding/managing-grant.

2. Project start date and finish date

The start date of the Project shall be [insert date] OR [agreed with Wellcome in writing]. Subject to paragraph 10.1 of the Grant Conditions, the Project must be completed within [insert number of months] of the Project's start date.

3. Award funds

Wellcome will pay the award in tranches as follows:

Tranche	Amount of Advance	Released on
1		Within 20 Business Days of receipt of a countersigned copy of this award letter.
2		Within 20 Business Days of our acceptance of an End of Award Report.
Total		-

4. Acceptance of the award

The Organisation must confirm, in writing, the acceptance of this award on the terms and conditions referred to in this award letter **no later than four (4) months from the date of this award letter** by providing the following to us:

- (i) an original of this award letter countersigned on behalf of the Organisation and including the completion of the Organisation's bank account details below for receiving the award:

Account Name: []

Account No.: []

Bank: []

Sort code: []

SWIFT code: []

Branch: []

Account Currency: []

- (ii) written confirmation from the Organisation that it has sufficient working capital to operate for the duration of the Project.
- (iii) Wellcome will not accept liability for any expenses incurred on the Project or under the award until the confirmations referred to above have been received by us from you.

Copies of this award letter should be forwarded to your Finance Officer.

5. Grant Conditions

Subject to Innovator Award condition C4 below, the details of our standard Grant Conditions that apply to this award can be found at www.wellcome.ac.uk/funding/managing-grant/grant-conditions. We also require Grantholders to comply with our funding policies, which are available on our website at www.wellcome.ac.uk/funding/managing-grant/policy-and-position-statements (the "**Policies and Positions**")

Please read through each of the **Grant Conditions** and the **Policies and Positions** to familiarise yourself with the conditions under which the award is made.

In addition to the standard Grant Conditions and the Policies and Positions, the following **extra Innovator Award conditions (C1 – C8 [C9]) [and general conditions]** apply:

C1 Review

We will review the award against the Deliverables (C2) below, at approximately mid-term by mutual agreement. We shall require a mid-term progress report no later than two (2) weeks prior to the review.

C2 Deliverables

You will be expected to deliver the research plans for the Project as set out in Annex 1 to this award letter. These research plans should not be changed unless otherwise agreed

with Innovations in writing.

C3 Governance

You will ensure that:

- (i) the research is of the highest quality in line with the application for funding and your strategic aims;
- (ii) there is good management of research staff including recruitment at the appropriate levels;
- (iii) the funding is only used for the research purposes stated in the application for funding, unless otherwise agreed with us in writing;
- (iv) the principles of good research practice are followed, including clinical governance, data sharing and preservation in line with our Grant Conditions and the Policies and Positions;
- (v) a research steering committee is established with appropriate input from your Organisation's technology transfer office or intellectual property advisers to oversee the research that has been funded;
- (vi) the award must have its own cost centre status within your Organisation's finance system in order to ensure transparency and to enable an audit trail of the use of the Wellcome funding to be established.

C4 Intellectual Property

Paragraph 8 of the Grant Conditions shall apply, with the exception that Paragraph 8.2 shall be replaced by the following:

Where Wellcome-funded Intellectual Property arises from your award, you must obtain our prior written consent (not to be unreasonably withheld in circumstances where it is an appropriate means of achieving charitable public benefit) before you make any commercial use of, or grant to any third party any exploitation rights over, the Wellcome-funded Intellectual Property. As a condition of granting consent, we will require you to accept the revenue- and equity-sharing agreement for the Innovator Awards (the "RSA") which can be viewed at [\[reference – or insert link\]](#), and set out in summary form below:

Revenue

After identifying the inventive contribution of inventors and any proportionate funding contributions of third parties that may reduce Wellcome's share (see Schedule 1C of the RSA), then Net Income received shall be shared as follows:

Cumulative Income	Organisation's share	Wellcome's share
Up to £500,000	60%	40%**
	** Wellcome may waive this share subject to the Organisation spending it on translational activities in accordance with a written proposal to Wellcome	
£500,001 - £5 million	60%	40%
	parties to enter into a formal revenue sharing agreement	
Over £5 million	parties to enter a formal revenue sharing agreement where Wellcome's share will not be greater than 40%	

Equity

Where the Organisation receives rights to take Equity, the parties shall share any such Equity in the proportions 60:40 (Organisation : Wellcome).

The Organisation must give Wellcome no less than two (2) months' written notice prior to the completion of a financing round where Equity will be issued. The Organisation must also provide Wellcome with copies of the relevant business plan, any proposed or signed term sheet, and any other relevant documentation that is provided to the other proposed shareholders.

For the purposes of this Condition C4, the following definitions apply:

"Direct Costs" means all reasonable patent and legal costs and other incidental expenses that are incurred directly in connection with exploitation of the Wellcome-funded award, including official patent filing, prosecution, maintenance and renewal fees.

"Equity" means the issuing of equity or any other interest (whether as debenture, warrant, security or otherwise) from time to time in any company in consideration of an assignment or the grant of a licence (or a licence option) to such company in respect of any Wellcome-funded Intellectual Property.

"Gross Income" means all cash sums or other monetary consideration actually received in respect of exploitation of the Wellcome-funded Intellectual Property, including licence, signing and option fees, royalties, milestone payments, but excludes any Equity or other interests (whether by way of debenture, warrant, security or otherwise) or monies paid specifically to fund the undertaking of a research programme.

"Net Income" means Gross Income less (i) Direct Costs, and (ii) any applicable taxes on Gross Income or Direct Costs.

"Wellcome-funded Intellectual Property" means any and all rights in inventions, discoveries, materials, technologies, products, data, algorithms, software, know-how, patents, databases, copyright, trademarks, design rights, applications for any of the foregoing, moral rights, and any other intellectual property rights whether or not registered or capable of registration and whether or not subsisting in the UK or in any other part of the world. (But does not include the copyright in artistic works, books, articles, scientific papers, lectures or audio or visual aids to the giving of lectures or teaching).

C5 Publications

The outcomes of the award must be published in accordance with the publication provisions in the Grant Conditions and our Policies and Provisions which include our Open Access policy. You should also consider that the Innovator Awards are translation awards and give due consideration to the timing of publications in the context of your patent strategy.

C6 Press Statements or announcements

You must consult our Media Office before the release of any announcements, press statement or other media presentation concerning the award.

C7 Wellcome's Publicity

Brief details such as the name of the Principal Investigator (and other key researchers), the amount of the award, project title and project summary may be disclosed by Wellcome for the purposes of publishing summary details of awards made (eg on the website or in annual reports). In addition, we have agreed with you that the following description of the research funded by the award may be published:

[insert agreed description]

C8 Post award reporting

We place great importance on monitoring and evaluating the research and other activities that we fund. Monitoring provides us with important insights into how our awards are progressing, and helps us gain greater understanding of the impact of the research. It is a condition of the award that you complete a brief annual report both during and after the award. You will be sent an email from Wellcome Grant Tracker with a link to the new report and instructions on how to complete it.

[C9 Collaborators

[You have told us that you are collaborating with [insert name of collaborating organisation]. A copy of your collaboration agreement is attached at Annex 3]]

THE FOLLOWING PARAGRAPHS TO BE USED/DELETED AS APPROPRIATE:

IF APPLICABLE, INSERT PARAGRAPH RELATING TO EXTRA GRANT CONDITIONS RECOMMENDED BY COMMITTEE

USE IF AWARD HELD AT CORE-FUNDED INSTITUTION

Core funded institutions

This award is made on the condition that it does not replace, or lead to a reduction of, core funding FROM the Francis Crick Institute/other to the award holder.

USE IF APPLICABLE (HIGH RISK ORGANISATIONS) AND ONLY AFTER CONSULTATION WITH FINANCE

Extra financial conditions

You must provide Wellcome with a copy of your published, audited accounts, in English, within a timeframe to be agreed between the Organisation and Wellcome, for each year that funding is received from us, together with a management letter from the auditors.

Only required if opening a separate bank account: delete square brackets and text as appropriate: You must open (a) separate bank account(s) (both) in the currency of the award (and your local currency), for the sole purpose of administering the award. You must ensure that all transfers and withdrawals from such bank accounts require at least two signatories, one of which shall be the Grantholder.

Only required if a bank confirmation letter is required. Letter template to be provided by finance: You must ensure that the relevant bank authorities release information to us confirming the details of the account into which our funds will be paid (either a new account or an existing account) and the bank mandate (names of delegated signatories and account limits) and bank statements. To do this, you must send the attached letter to the bank and notify us of the contact details at the bank.

You must ensure that any interest accrued on award funds is used solely for the purposes of the Grant Activities.

You must submit a Quarterly Spend Report for us to assess your need for future payments. A template report, and guidance, is attached. If we require it, you must designate a finance staff member to review the financial information before you send it to us, and work with the Grantholder to prepare the Spend Reports.

Tailored spend report template to be provided by finance

Research involving rhesus macaques

This award is subject to the condition that the rhesus macaques funded on the award will be purchased from the Centre for Macaques at Porton Down. If you have not already done so, please contact staff at the Centre for Macaques, CFM, (cfm.info@headoffice.mrc.ac.uk) immediately to inform them of your successful award and to finalise details of your animal requirements and the time-lines for supply.

Research involving non-human primates

You are required to contact us immediately if any serious difficulties arise in the conduct of experiments on non-human primates (for example, training or recruitment of researchers or technical staff whose roles are critical to animal welfare). You must notify us of any changes to the information given about the individuals appointed to the post(s) involving the handling of and research on non-human primates in your application form.

DELETE SECOND SENTENCE IF NO STAFF ARE PROVIDED ON THE GRANT

Clinical trials

Where a Wellcome-funded clinical trial involves activities to be undertaken by a third party, the host organisation must ensure that a formal contract with the third party is in place prior to any such activity being carried out. The terms of such formal contract must comply with the Grant Conditions and this award letter, unless we agree otherwise in writing. We reserve the right to request copies of any such contract or contracts.

Please note our expectations of Grantholders in relation to the post-award governance framework for clinical trialists and the requirement for all trials to be registered: www.wellcome.ac.uk/funding/funding-clinical-trials.

6. Expectations of Innovator Award holders

In addition to the above conditions, we have the following expectations of our award holders.

(a) Reporting

As part of your award conditions we require you to provide us with regular reports on the progress and outcomes of your research. **You will be contacted with information about how and when to do this.** Please note that we will not process any further applications for funding if the End of Grant Report is overdue.

(b) Peer review

The Wellcome awards process relies on the co-operation of the scientific and academic community in providing referees' comments on proposals, and success with applications is in part due to the goodwill of fellow scientists/academics in providing comments. Our Grantholders are expected to undertake review of research proposals submitted to us when requested.

(c) Branding

Grantholders are encouraged to use Wellcome 'endorsement logos', available on our website at www.wellcome.ac.uk/funding/managing-grant/logo-usage.

(d) Public engagement

We encourage our Grantholders to make images, animation or other visual media arising from their research available under a CC-BY licence to encourage dissemination and re-use with appropriate attribution.

We also encourage our Grantholders to interact and collaborate, build networks and engage with people about their research. Whether you are new to public engagement or already have expertise, we can help. Details can be found at www.wellcome.ac.uk/what-we-do/our-work/public-engagement or please contact us at engage@wellcome.ac.uk.

If you would like to discuss any administrative issues regarding the award, please contact **[Wellcome contact to be completed]** (contact details above).

Yours sincerely

.....

Name:

Position:

**FOR AND ON BEHALF OF THE
WELLCOME TRUST LIMITED AS
TRUSTEE OF THE WELLCOME
TRUST**

By countersigning this award letter, [insert name of company] agrees to be bound by the provisions of this award letter, the Grant Conditions and the Policies and Positions in relation to the above-mentioned award and Project:

.....

Name:

Position:

Date:

For and on behalf of XXX

.....

Name:

Position:

Date:

For and on behalf of XXX.
[confirm whether 2 signature blocks
required]

Annex 1: Deliverables

Annex 2: Organisation's application for funding

[Annex 3: Collaboration Agreement]

Innovator Template