

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

ACTION REQUEST

Subject: Regental Action Under the State of Michigan Conflict of Interest Statute

Action Requested: Authorize Execution of Investment Agreements for the Michigan Biomedical Venture Fund for Arborsense, Inc.

Preamble:

In April 2016, the Board of Regents approved the Michigan Biomedical Venture Fund ("MBVF") and its guidelines. The purpose of the Michigan Biomedical Venture Fund is to provide seed and pre-seed capital to biomedical start-up companies based on underlying technologies from the University of Michigan's College of Engineering and Medical School.

The proposed investment agreements (the "Agreements") fall under the State of Michigan Conflict of Interest Statute because the listed Interested Individual(s) is/are both an employee of the University of Michigan ("University") and a partial owner of Arborsense, Inc. (the "Company"). The law permits such an Agreement provided it is disclosed to the Board of Regents ("Regents") of the University of Michigan and approved in advance by a 2/3 vote.

Background:

Based on recommendations from the Michigan Biomedical Venture Fund Investment Advisory Board ("IAB") and Fund Manager, and in accordance with approved operational procedures and protocols, the Michigan Biomedical Venture Fund is seeking approval for financing agreements up to a total of no more than 10% of the total assets under management in potential investments (through one or more rounds of financing) under MBVF for the below-listed startup. It is understood that, upon approval of this item, MBVF will have no obligation to enter into the Agreements or proceed with any investment in the company.

Arborsense, founded in 2015, and headquartered in Ann Arbor, MI is medical device company focused on building transdermal sensors for healthcare applications. The Company was formed to commercialize the novel technologies developed at the University.

Interested Individual(s):

Xudong Fan, Ph.D. has an appointment at the University of Michigan as Professor of Biomedical Engineering.

Zhaohui Zhong, Ph.D. has an appointment at the University of Michigan as an Associate Professor in the Department of Electrical Engineering and Computer Science.

Mark Ilgen, Ph.D. has an appointment at the University of Michigan as a Professor in the Department of Psychiatry.

Pecuniary Interest:

The pecuniary interests of Drs. Xudong Fan, Zhaohui Zhong, and Mark Ilgen arise from their ownership interest in the Company.

Parties to the Agreement:

The Regents of University of Michigan and Arborsense, Inc.

Agreement Terms Include:

The Michigan Biomedical Venture Fund will execute applicable standard agreements for venture capital investing. The University will receive future equity in the Company, along with the right to purchase more equity.

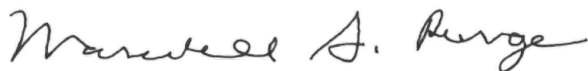
No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreement. Standard disclaimers of warranties and indemnification apply, and the Agreement may be amended by consent of the parties. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.

Recommendations:

We believe state law requirements have been met with the disclosure of the pecuniary interest and formal appointment arrangements with the University of Michigan. Requirements, if any, that may be applicable by the supervisors or designated conflict managers under the Conflict of Interest Policy at the applicable school, college or administrative unit within the University must be analyzed and managed in addition to the foregoing approval process.

I recommend that the Board of Regents authorize execution of agreements between the University of Michigan and Arborsense, Inc. as set forth above.

Respectfully submitted,



Dr. Marschall S. Runge
Executive Vice President for Medical Affairs

September 2024