



Contract No.: NDP.MIR.091019

Merchandising Licensing Agreement

ZAG AMERICA, LLC MERCHANDISE LICENSE AGREEMENT & SCHEDULES

The following are the Merchandise License Agreement Schedules ("**Schedules**") dated July 1, 2019, ("**Effective Date**") between **Zag America, LLC** located at 3002 Main Street, Santa Monica, California 90405, USA ("**Licensor**") and **Fresh Wind LLC** located at Polkovaya street, building 3, floor 4, room I, part of the office 25, Moscow, Russia 127018 ("**Licensee**") as further identified on Schedule A hereto. Capitalized terms used in these Schedules shall have the same meaning as defined within these Schedules or the Agreement, as applicable.

SCHEDULE A – LICENSEE INFORMATION

Licensee Legal Name: Fresh Wind LLC
Attention: Maria Borodacheva
Licensee Address: Polkovaya street, building 3, floor 4, room I, part of the office 25, Moscow, Russia 127018
Licensee Telephone Number: +74957856514
State/Country Licensee Organized: Russia
VAT#: 7713417897

SCHEDULE B – GRANT OF LICENSE; CHANNELS OF DISTRIBUTION

Rights Granted: Non-Exclusive

Permitted Channels of Distribution:

Type of Retailer	Definition and Examples
Airport Stores	Stores that are located within airports.
Automotive / Car Wash	Stores that offer for sale primarily automotive supplies or stores located within car wash/gasoline stations.
Baby Specialty Stores	Stores that offer for sale primarily infant apparel and layette, furniture accessories, and other products specifically designed for babies.
Bookstores	Stores that offer primarily books for sale.
Camera/Photo Specialty Stores	Stores that offer for sale primarily camera equipment and supplies.
Candy/Confectionery Specialty Stores	Stores that offer for sale primarily candy and confectionery products
Card Stores	Stores that sell primarily greeting cards, stationery, and related products such as

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	gifts that are not generally discounted.
Catalogs	Catalogues that offer products for sale directly to consumers.
Coffee Specialty Stores	Stores that offer for sale primarily specialty coffee and related products, such as coffee mugs.
Computer Specialty Stores	Stores that offer for sale primarily computer equipment and supplies.
Convenience Stores	Stores that are usually open 24 hours per day and offer for sale packaged and quick service food products.
Craft Store - Chain	Stores that sell primarily arts and craft, model and hobby supplies.
Craft Store - Independent	Independently owned craft stores that sell primarily craft and hobby supplies.
Discount Stores	Stores that primarily carry brand name merchandise at discounted prices.
Distributors	Any person or entity who sells the products to any person or entity other than the end-user of such products, including, without limitation, distributors, wholesalers, and jobbers.
Dollar and Under Stores	Stores that are value proposition stores that sell "only" product for \$1.00 and under.
Drugstores	Stores that offer prescription and over-the-counter drugs, personal care products, and household care products.
Duty-Free Operators	Stores usually located in transit locations (i.e. airports, in-flight, train, ferry stations, cruise lines and port(s) which offer products for sale to international travelers free of taxes and duties and sales offered to the diplomat shops.
E-retailers	Shops that sell product exclusively over the internet.
Electronic Stores	Stores that offer for sale primarily electronic products.
Fashion Accessory Store	Stores that offer for sale primarily costume jewelry, hair accessories and other fashion accessories.
Florists	Stores or companies that offer for sales primarily flowers
Furniture Stores	Stores that offer for sale primarily furniture.
Gift Stores	Stores that traditionally do not discount and offer related product categories that are widely known as "gifts" in the trade, and that generally have higher rates and offer higher quality than Mid-Tier Department Stores and Mass Market Retailers.
Hardware Stores	Stores that offer for sale a variety of merchandise for the home, auto and outdoor.
High End Department Stores	Stores that carry several high-end product lines, with each line operated as a separate department managed by specialist buyers or merchandisers.
Home Improvement Stores	Stores that offer for sale hardware, lumber and home improvement supplies.
Home Shopping Channels	Television or other broadcast home shopping channels or services.
Home Specialty Stores	Stores that offer for sale primarily bedding, bathroom products, kitchen products, and house wares.
Liquidation Outlets	Stores with extreme value proposition that only offer product that was purchased as a liquidation.
Mass Market Retailers	Retailers with a nationwide distribution that offer products for sale with an emphasis on price rather than aesthetics, in a broad assortment of unrelated product categories.
Mid-Tier Department Stores	Stores that carry several moderately priced product lines, with each line operated as a separate department managed by specialist buyers or merchandisers.
Music/Video Stores	Stores that offer for sale primarily musical recordings, on compact disc, or other

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	media for home use by consumers.
Party Stores	Stores that specialize in the sale of party goods.
Regional Stores	Stores that offer products for sale in a broad assortment of unrelated product categories and that have a regional distribution.
Souvenir Stores	Stores that offer for sale primarily souvenirs.
Supermarket / Grocery Stores	Stores that offer for sale primarily packaged food products.
Toy Store - Chain	Stores that offer for sale primarily toys.
Toy Store - Specialty	Stores with small scale distribution that offer for sale primarily toys.
Value Discount Stores	Stores with extreme value proposition offering low prices on everyday consumables.
Wall Decor Stores	Stores that offer for sale primarily wall decor products.
Licensee Website	Main web site of the Licensee used to market and sell the Licensed Products directly to consumers.
Third-Party Websites of Other Approved Outlets	The websites of each of the other Channels of Distribution.
Third-Party Websites - All	All websites
OTHER (Specify)	

SCHEDULE C-PROPERTY

Property: Miraculous® is a registered trademark in the United States and may be registered in foreign jurisdictions (Animated TV Series Title and Trademark) – Tales of Ladybug & Cat Noir

Copyright and Trademark Notice: © 2019 ZAGTOON™ – METHOD™ – ALL RIGHTS RESERVED.

Motion Picture: In the event that an animated Motion Picture release (defined below) featuring the Property is scheduled to occur in the Territory during the Term, Licensee's rights to the Property (and associated Licensed Products) shall not include any rights to any such Motion Picture, unless such rights are specifically granted herein. A Motion Picture is defined as animated content exceeding one (1) hour in length in any format.

Licensor shall provide Licensee with timely notice of such Motion Picture release, and if Licensee has not been granted rights to the Motion Picture herein, and Licensee desires to secure such Motion Picture rights, Licensor, in its sole discretion, may: negotiate with Licensee on the securing of such Motion Picture rights, subject to mutual written agreement; and/or temporarily discontinue the Licensee's sale of the Licensed Products featuring the Property for a proscribed period before and after the Motion Picture.

Live Action:

Where a Live Action release (defined below) featuring the Property is scheduled to occur in the Territory during the Term, Licensee's rights to the Property (and associated Licensed Products) shall not include rights to any such release, unless such rights are specifically granted herein. A Live Action release is defined as any content

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that includes non-animated content in any format or duration.

The above may be revised at any time in Licensor's sole discretion, and Licensor will determine the final strategy.

SCHEDULE D – LICENSED PRODUCTS

Party goods	Licensed Product	Description/or Restriction
	Sub Category	
	Hats	Boys/Girls
	Masks (cardboard)	Boys/Girls
	Happy birthday and Congratulations garlands	Boys/Girls
	Invitation cards, greeting cards	Boys/Girls
	Cupcake decorations, cupcake holders	Boys/Girls
	Gift Wrapping Paper	Boys/Girls
	Tablecloth (paper and PVC)	Boys/Girls
	Napkins	Boys/Girls
	Balloons	Boys/Girls
	Cake candles	Boys/Girls
	Party popper	Boys/Girls
	Drinking straws	Boys/Girls
	Blowouts	Boys/Girls
	Party glasses	Boys/Girls
	Stickers	Boys/Girls
	Magnets	Boys/Girls
	Cocktail umbrella	Boys/Girls

Due to the exclusive nature of the Master Toy Agreement, Licensed Products shall not include standalone articulated figural products unless separately pre-approved in writing by Licensor.

MARKETING INTRODUCTION DATES (U.S. FORMAT)

Marketing Introduction Date: Ongoing (Ref. – Section 7)

On-Shelf Date: Ongoing (Ref. – Section 7)

If Marketing Introduction Dates or On-Shelf Dates vary based on the Licensed Products, parties agree to define in writing, the Licensed Products On-Shelf dates by Sub Category as defined in Schedule M below.

SCHEDULE E – PLACE OF MANUFACTURE

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Licensee shall provide the following information for each manufacturer of Licensed Products.

For each additional manufacturer, Licensee shall complete the same block of required information.

FACTORY COMPLIANCE:

All Factories must be compliant under Industry Standards and each factory must fill out the factory compliance forms included in Exhibit C attached herein.

SCHEDULE F - TERRITORY

Territory: Belarus, Kazakhstan & Russia

Product Language(s): Russian

SCHEDULE G – TERM OF AGREEMENT

Commencement Date: July 1, 2019 (Ref. – Section 7)

Expiration Date: June 30, 2021 (Ref. – Section 7)

SCHEDULE H – GUARANTEED ROYALTIES

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth above.

LICENSOR
Zag America, LLC

By: _____

Name: Jeremy Zag

Title: CEO

Date: 12/4/19

LICENSEE
Fresh Wind LLC

By: Byf

Name: Zueva Olga

Title: General director

Date: 28.10.19

