



| Department/Executive | Initials | Date |
|-------------------------------|----------|------------|
| UK Licensing: Mel Beer | MB | 07/10/2019 |
| UK Finance: Steven Bentwood | DS | 07/14/2019 |
| EU Finance: Joe Hennigan | JH | 07/18/2019 |
| Global Licensing: Barry Morin | BM | 07/18/2019 |

License Agreement

Dealmemo 512001873 **AMSCAN- 44 Cats Partyline and Balloons EMEA**
Deal date 31/05/2019
Licensor Rainbow S.p.A.
Licensee Amscan International Ltd
Property 44 CATS™

Intellectual property, including but not limited to, Trademarks, trade dress, logos, designs, slogans, Copyrights and other similar materials associated with the animated Television Series named "44 Cats" (the "Cartoon"). The Characters therein in any manner howsoever portrayed and all likenesses of all the Characters in the Cartoon in any manner howsoever portrayed and all rights to the Characters which rights include, names, nicknames, abbreviated names, titles, poses, costumes, emblems, powers, characteristic concepts, themes, settings, personalities, modes of expression, phrases, pictorial and written graphics and all other characteristic elements and contexts of the Characters (including those utilized in motion pictures, television films and screenplays and home video versions of any thereof) and any Copyrights, Trademarks, service marks and other intellectual, literary, artistic, design, moral, industrial or commercial property rights and goodwill in connection with the Characters.

General data

Company Header RBW Rainbow
Company in charge of Approval RBW Rainbow
Typology Licensing Deal Memo
Type New Contract
Deal date 31/05/2019
Category Manager CECARINI CARLO
Agent

Contacts

Licensee Name Amscan International Ltd
Address BRUDENELL DRIVE, BRINKLOW,
City MILTON KEYNES, MK10 0DA
Country GB UNITED KINGDOM
Vat Number 443864824
Legal Representative Barry Morin
Contact Melanie Beer
Prefix/Telephone +44 (0)1908 288546
Fax
Contact Email mbeer@amskan-uk.co.uk
Alternative email contact

Main data

| | |
|---------------------------------------|------------|
| Start Date | 01/06/2019 |
| Expiry Date | 31/03/2022 |
| Trade sell in date | 01/09/2019 |
| Products at Retail (on shelf) | 01/01/2020 |
| Language (in each relevant territory) | |
| Sell Off days | 90 |

Territories

| Code | Description | Minimum Guarantee | Currency | Start Date | Expiry Date |
|------|---|-------------------|----------|------------|-------------|
| AL | ALBANIA | | | 01/06/2019 | 31/03/2022 |
| AT | AUSTRIA | | | 01/06/2019 | 31/03/2022 |
| BG | BULGARIA | | | 01/06/2019 | 31/03/2022 |
| CZ | CZECH REPUBLIC | | | 01/06/2019 | 31/03/2022 |
| ES | SPAIN | | | 01/06/2019 | 31/03/2022 |
| HU | HUNGARY | | | 01/06/2019 | 31/03/2022 |
| IL | ISRAEL | | | 01/06/2019 | 31/03/2022 |
| LI | LIECHTENSTEIN | | | 01/06/2019 | 31/03/2022 |
| PL | POLAND | | | 01/06/2019 | 31/03/2022 |
| PT | PORTUGAL | | | 01/06/2019 | 31/03/2022 |
| RO | ROMANIA | | | 01/06/2019 | 31/03/2022 |
| SK | SLOVAKIA | | | 01/06/2019 | 31/03/2022 |
| TR | TURKEY | | | 01/06/2019 | 31/03/2022 |
| ZA | SOUTH AFRICA | | | 01/06/2019 | 31/03/2022 |
| BAL | BALTIC COUNTRIES | | | 01/06/2019 | 31/03/2022 |
| BNL | BENELUX | | | 01/06/2019 | 31/03/2022 |
| EYU | EX YUGOSLAVIAN COUNTRIES | | | 01/06/2019 | 31/03/2022 |
| FRA | FRANCE & ROM-COM-DOM-TOM | | | 01/06/2019 | 31/03/2022 |
| GAS | GAS | | | 01/06/2019 | 31/03/2022 |
| GCM | GREECE, CYPRUS, MALTA | | | 01/06/2019 | 31/03/2022 |
| ITA | Italy, S.Marino, C.Ticino(Switzerland), Vatican | | | 01/06/2019 | 31/03/2022 |
| MAI | MIDDLE EAST-NORTH AFRICA | | | 01/06/2019 | 31/03/2022 |
| RUS | RUSSIA & CIS | | | 01/06/2019 | 31/03/2022 |
| SCA | SCANDINAVIA | | | 01/06/2019 | 31/03/2022 |
| UKE | UK & EIRE | | | 01/06/2019 | 31/03/2022 |

Property & TV Series

| | | |
|----------|----|----------|
| Property | QG | 44 CATS™ |
|----------|----|----------|

Tv Series

| Code | Description |
|------|-------------|
| QG1 | 44 GATTI |

The MG is deemed to be cross-collateralizable among the TV series included in the present agreement

Distribution Channel

| Description |
|-------------------------|
| DEPARTMENT STORES |
| MASS MARKET |
| SPECIALTY STORES |
| OWN RETAIL CHAIN STORES |
| BOOKSTORES |
| WHOLESALEERS |
| ONLINE - (GEOBLOCKED) |
| BALLOON VENDORS |

Notes wholesalers means also distributors.

| |
|------------------------|
| Product |
| Paper Lantern |
| Balloons |
| Disposable Cups |
| Disposable Plates |
| Invitations/Thank Yous |
| Letter Banners |
| Loot bag |
| Napkins |
| Party Favors |
| Party Mask |
| Swirl decorations |
| Tablecover |
| Straws |

Notes Party favors means : Favour Pack(24) and Favour Pack(48). Balloons means: Foil Balloons (Standard and/or Speciality) and Latex Balloons

Special Conditions

Cross-coll

| Code | Minimum Guarantee | Currency |
|---|-------------------|------------|
| SCANDINAVIA (SCA) - SLOVAKIA (SK) - TURKEY (TR) - SOUTH AFRICA (ZA) - ALBANIA (AL) - AUSTRIA (AT) - BALTIC COUNTRIES (BAL) - BULGARIA (BG) - BENELUX (BNL) - CZECH REPUBLIC (CZ) - SPAIN (ES) - EX YUGOSLAVIAN COUNTRIES (EYU) - GREECE, CYPRUS, MALTA (GCM) - HUNGARY (HU) - ISRAEL (IL) - Italy, S.Marino, C.Ticino(Switzerland), Vatican (ITA) - LIECHTENSTEIN (LI) - MIDDLE EAST-NORTH AFRICA (MA1) - POLAND (PL) - PORTUGAL (PT) - ROMANIA (RO) - RUSSIA & CIS (RUS) | [REDACTED] | [REDACTED] |

License Term

Exceeding max duration As per agreement with the licensee

MgZero As per agreement with the licensee

ROY/CMF out CMF is not applicable to this agreement

Financial terms

Minimum Guarantee [REDACTED]

Payment Terms

| Date | Value | Currency | Note |
|------------|------------|------------|------------------------|
| | [REDACTED] | [REDACTED] | at long form signature |
| 31/12/2019 | [REDACTED] | [REDACTED] | |
| 30/06/2020 | [REDACTED] | [REDACTED] | |
| 31/12/2020 | [REDACTED] | [REDACTED] | |
| 30/04/2021 | [REDACTED] | [REDACTED] | |

Royalty and CMF Basis

| Royalty and CMF Basis | Royalty Rate | Cmf Rate |
|-----------------------|--------------|------------|
| Wholesale Price | [REDACTED] | [REDACTED] |

Product Info

| | |
|---|------------|
| Required final retail products (free of charge) | 10 |
| Required catalogues (free of charge) | 5 |
| Manufacturing Country | CHINA (CN) |

Manufacturer Name

WebSite

| Product | Models | Variants/colors | MOQ | Trade sell-in date | On-shelf date |
|------------------------|--------|-----------------|-----|--------------------|---------------|
| Balloons | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Disposable Cups | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Disposable Plates | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Invitations/Thank Yous | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Letter Banners | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Loot bag | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Napkins | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Paper Lantern | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Party Favors | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Party Mask | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Straws | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Swirl decorations | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |
| Tablecover | 0 | 0 | 0 | 01/09/2019 | 01/01/2020 |

Sales Projections

| | |
|----------------------------------|------------|
| Target sales - total value | [REDACTED] |
| Target sales - value (yearly) | [REDACTED] |
| Target sales - total quantity | [REDACTED] |
| Target sales - quantity (yearly) | [REDACTED] |
| Max discount applicable | [REDACTED] |

| Product | Wholesale price | Curr. | Suggested retail price | Curr. | Quantity | Roy rate % | Roy Base | Target Sales | Curr. |
|------------------------|-----------------|------------|------------------------|------------|------------|------------|-----------------|--------------|------------|
| Balloons | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Disposable Cups | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Disposable Plates | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Invitations/Thank Yous | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Letter Banners | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Loot bag | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Napkins | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Paper Lantern | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Party Favors | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Party Mask | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Straws | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Swirl decorations | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |
| Tablecover | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | Wholesale Price | [REDACTED] | [REDACTED] |

Notes sales projections and related target sales and quantities are indicative and not binding

Style Guide

Yes

The first style-guide will be provided subject to the payment of the first invoiced installment of the MG.

Artwork

No

Artwork price

0,00 EUR

The holograms are mandatory and will be provided by the Licensor at the cost of [REDACTED]

Notes

holograms are not applicable

Adv&Promo

Licensee will invest a percentage of yearly target sales, or actual yearly Net Sales, whichever is the higher, in ADV & PROMO [REDACTED]

as per detail here below

Notes

Licensee will invest the 2% on Fair/Trade Shows, catalogues, POP/POS material, Internet on actual yearly net sales.

Quality & Testing Standards:

Licensed Products shall be of the highest quality, meet Licensor's standards for approval, and be of substantially the same or better quality as the samples previously submitted by Licensee.

Other Significant Marketing Terms and Conditions:

It is understood that no Licensed Product may be manufactured, sold and/or distributed before signature of the Long Form Merchandising License Agreement. In any case no Licensed Product can be manufactured, sold and/or distributed without Licensor's final approval.

Other Comments:

This deal memo is a binding agreement upon execution by the parties, and shall be governed by the laws of Italy, and any disputes shall be referred to and resolved by the sole competent Court in Ancona, Italy. The parties intend to prepare and sign a more formal long form agreement ("the LF") incorporating these basic terms and otherwise negotiated in good faith having regard to customary industry practices. Until the LF is signed this deal memo will be a binding and valid agreement as between the parties.

Unless otherwise agreed herein, any rights granted herein shall be deemed NON-exclusive.

Licensee expressly undertakes to keep strictly confidential and to not disclose to third parties all and any information received and/or the content, entirely or partially, of the Deal Memo.

Signed on 07/18/2019

Agreed and Confirmed by,

Licensee : Amscan International Ltd

Company stamp and signature

DocuSigned by:

Barry Morin

BB478D8AA621434...

Mr./Ms.

(Position) SVP Global Licensing

For acceptance and formal approval

Licensor : Rainbow S.p.A.

Company stamp and signature

*Mr. IGINIO STRAFFI
PRESIDENT AND CEO*



RAINBOW SpA

Sede Legale: Via Breccce scn
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Tel. +39 071-75067500 Fax +39 071-7501690

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