Trademark Sublicensing Agreement – AdBlue®

Entered into action in Kędzierzyn-Koźle on …….

by and between **Grupa Azoty Zakłady Azotowe Kędzierzyn S.A (GA ZAK SA)** a company established and registered under Polish law, with headquarter and address at ul. Mostowa 30A, 47-220 Kędzierzyn-Koźle, skr. poczt. 163,, Poland, register KRS number 0000008993 in Opole, BDO 000023850, share and paid capital 285.064.300,00 PLN, represented by :

1. *…….*
2. *……*

and

T A M TRANS SPEDITION S.R.O.
SAROVCE 545
935 52 SAROVCE
SLOVAKIA
VAT nr. SK 2020404782

Represented by:

1 *…….*
2. *……*

WHEREAS:

a) GA ZAK SA is a leading European manufacturer of 32,5% *aqueous urea solution* (AUS 32) intended for catalytic reduction of flue gases from Diesel engines in accordance with the standards EURO 4 and EURO 5,

b) GA ZAK SA have entered into a licensing agreement for AdBlue with Verband der Automobilindustrie e.V. (hereinafter referred to as „VDA"); according to said agreement, GA ZAK SA have the right to use the trademark AdBlue in the territory of the European Economic

c) Area (covering the European Union, Norway, Iceland and Liechtenstein) for AUS 32 solution compliant with the standard ISO 22241-1 (previously DIN 70070),

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ul. Mostowa 30 A, skr. poczt. 163
47-220 Kędzierzyn-Koźle
t: +48 77 481 20 00
f: +48 77 481 29 99

Sąd Rejonowy w Opolu
VIII Wydział Gospodarczy
KRS: 0000008993, REGON: 530544497
NIP: PL 749-00-05-094, BDO: 000023850
Kapitał zakładowy i wpłacony:
285 064 300 PLN

www.grupaazoty.com

d) The licensing agreement with VDA stipulates that GA ZAK SA may sublicense the trademark AdBlue (hereinafter referred to as the „Mark”),

e) The licensing agreement with VDA places on each user of the AdBlue trademark an obligation to ensure AUS 32 quality in compliance with the standards ISO 22241 subject to revocation of the license/sublicense,

f) Now, therefore, GA ZAK SA and Sublicensee have entered into the Agreement for the supply and distribution of AUS 32 in the territory of European Economic Area (covering the European Union, Norway, Iceland and Liechtenstein).

The parties hereto have jointly agreed as follows:

Article 1 - Grant of Sublicense

GA ZAK SA grant to the Sublicensee a non-exclusive sublicense for the trademark AdBlue® on conditions stipulated herein. The Sublicense allows the use of the Mark in the territory of European Economic Area (covering the European Union, Norway, Iceland and Liechtenstein). Sublicensee can not grant any further licenses/sublicenses for the Mark. The scope of the Sublicense is bounded by the scope of the main license stipulated in the Contract between GA ZAK SA and VDA. A copy of the License Contract is an attachment the Trademark Sublicensing Agreement – AdBlue® (Attachment number 1).

Article 2 – Sublicensee's rights and obligations

1. Sublicensee is entitled to use the Mark solely provided that he shall meet his obligations stipulated in this Agreement, the Supply and Distribution Agreement, and the obligations imposed by the licensing agreement with VDA, related to the grant of sublicense rights.

2. Sublicensee undertakes to maintain the quality of AUS 32 solutions marked AdBlue in full compliance with the requirements provided in ISO 22242–1 standard, subject to withdrawal of the license. Additionally, Sublicensee shall ensure necessary means and procedures to maintain the compliance with CEFIC guidelines of 12.09.2005 concerning quality assurance of AUS 32 solutions.

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3. In particular, Sublicensee undertakes that the marketed AUS 32 solution received from GA ZAK SA shall have quality not worse than that at the date of reception from GA ZAK SA or at the date of supply by GA ZAK SA.

4. Sublicensee undertakes to allow for taking samples of AUS 32 by authorized representatives of GA ZAK SA or independent experts hired by VDA to monitor the observance of quality requirements.

5. In case that the AUS 32 solution in Sublicensee's possession does not meet the requirements of ISO 22241-1, Sublicensee shall immediately inform GA ZAK SA thereof and withhold the sale of any and all non-complying lots, after which GA ZAK SA and Sublicensee shall jointly inquire the problem and apply appropriate corrective means. Any costs and expenses borne in connection with the above corrective means shall be charged entirely to the Party found liable for the impaired quality. If such impaired quality is found by VDA or experts hired by VDA, then within 60 days from the receipt of VDA's notice to that effect the Parties shall endeavor to restore proper quality, after which GA ZAK SA shall supply to VDA samples of AUS 32 solution for testing.

6. Sublicensee shall inform GA ZAK SA of any illegal use of designations identical or confusingly similar to AdBlue by third parties.

7. Sublicensee herewith confirms that he has received and read a copy of the licensing agreement between GA ZAK SA and VDA, in particular his obligations there under.
8. The parties agree that the charge for granting a sub-license is included in the price of the product.

Article 3 – Term

This Agreement shall remain in force for as long as GA ZAK SA and Sublicensee are bound with an agreement for supply and distribution of AdBlue.

Article 4 – Termination

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Notwithstanding the stipulations of Article 3, each Part may terminate this Agreement in case of a serious breach of the Agreement by the other Party. Such a breach may be, in particular, failure to observe quality requirements specified in ISO 22241-1, failure to meet a deadline for restoring proper quality, and a breach of the GA ZAK SA -VDA agreement resulting in the revocation of license by VDA. Agreement could be cancelated within 30 days.

Article 5 – Disputes, governing law

1. The Parties to this Agreement shall make every effort to amicably resolve any disputes arising under this Agreement. Any disputes which can not be settled amicably, shall be settled by a court of competent jurisdiction for GA ZAK SA.
2. This Agreement shall be governed by and construed according to the laws of the Republic of Poland.

Article 6 – Miscellaneous

1. Any changes to and modifications of this Contract are null and void unless made in writing and signed by authorized representatives of both Parties.
2. This Agreement has been prepared and signed in two identical original counterparts of whom each Party has received one.

Sublicense is valid till 31.12.2021 with possible to extension if both parties agree.

On behalf of

T a M trans spedition, s.r.o.

On behalf of

Grupa Azoty Zakłady Azotowe Kędzierzyn SA

Signed by / Podpisano przez: Sławomir Lipkowski
Date / Data: 2021-02-18 10:00

Signed by / Podpisano przez: Artur Rafał Kamiński
Date / Data: 2021-02-18 09:19

Attachments:

1/ Copy of the License Contract

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Attachment number 1 to the Trademark Sublicensing Agreement – AdBlue®

Copy of the License Contract

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Konrad Mikołajów
radca prawny
Elektronicznie podpisany przez gkkadwokaci.zak
DN: cn=gkkadwokaci.zak, email=gkkadwokaci.zak@grupaazoty.com
Data: 2021.02.11 16:16:05 +01'00'