

## CO-BRANDING CONDITIONS

BioActor B.V. ("BIOACTOR") is the owner of the BRAINBERRY® trademark ("TRADEMARK") and the BRAINBERRY® logo (as attached hereto and called hereafter "LOGO"). BIOACTOR has developed and uses the TRADEMARK and LOGO in connection with BIOACTOR's patented brain health product BRAINBERRY® ("BRAINBERRY®").

IAF NETWORK S.p.A. ("PARTNER") wishes to use the TRADEMARK and/or LOGO in connection with its branded YAMAMOTO NUTRITION – CROSSFIT PRE WOD and YAMAMOTO NUTRITION – CROSSFIT MIND & BODY product destined to the consumer market and containing BRAINBERRY® ("PARTNER PRODUCT").

BIOACTOR and PARTNER agree on the following conditions for such use:

1. Subject to full compliance with the conditions set forth hereafter, BIOACTOR hereby grants PARTNER a free, limited, non-exclusive and non-transferable license to use the TRADEMARK and LOGO in connection with the promotion and sale of PARTNER PRODUCT in Italy ("LICENSED MARKET").
2. PARTNER shall obtain its total requirements of BRAINBERRY® from BIOACTOR or from an authorized distributor of BIOACTOR or from a contract manufacturer that obtained BRAINBERRY® from BIOACTOR or an authorized distributor of BIOACTOR.
3. PARTNER shall not use any other berry anthocyanins than BRAINBERRY® in PARTNER PRODUCT or otherwise in connection with the TRADEMARK and/or LOGO. Moreover, PARTNER PRODUCT shall use not less than the daily recommended dose of BRAINBERRY® (=65mg).
4. PARTNER shall not promote or offer for sale PARTNER PRODUCT in conjunction with the TRADEMARK and/or LOGO outside the LICENSED MARKET.
5. PARTNER shall label each PARTNER PRODUCT with the TRADEMARK and/or LOGO, whereby:
  - a. the TRADEMARK is put in capital letters and in the same font as the other text on the label
  - b. the LOGO is used as a secondary trademark, which shall be not bigger in size than 50% of the brand of PARTNER PRODUCT;
  - c. the whole lay-out of the label has been approved in writing by BIOACTOR prior to the promotion and sale of PARTNER PRODUCT.
6. PARTNER shall accompany each use of the TRADEMARK, be it on websites, printed materials or the PARTNER PRODUCT, with the ® symbol and the following sentence at the bottom of the same (web)page or label:  
*"BRAINBERRY® is a trademark of BioActor B.V." .*

7. PARTNER shall accompany each use of the LOGO, be it on websites, printed materials or the PARTNER PRODUCT, with the® symbol and the following sentence at the bottom of the same (web)page or label: “the *BRAINBERRY® logo is property of BioActor B.V.*”
8. PARTNER shall inform BIOACTOR without delay when becoming aware of any infringement of the TRADEMARK and/or LOGO in the LICENSED MARKET.
9. PARTNER shall not directly or indirectly register the TRADEMARK and/or LOGO or attack the validity of the TRADEMARK and/or LOGO.
10. PARTNER shall defend, indemnify and hold BIOACTOR harmless from any claim, liability and cost which may arise in connection with the promotion and sale of the PARTNER PRODUCT.
11. This Agreement and the license granted hereunder shall become effective as of the date of this Agreement written below and shall renew for subsequent periods of one (1) year, unless terminated by either party by six (6) months prior written notice to the other party. Any violation of any of the above conditions shall entitle BIOACTOR to terminate this Agreement and the license forthwith. PARTNER shall cease any use of the TRADEMARK and LOGO when the termination has become effective.
12. This Agreement is governed by Netherlands Law. Any dispute about this Agreement that cannot be amicably resolved may be submitted to the courts of Amsterdam.

This Agreement comes into effect on 20.10.2021

For BioActor B.V.

  
BioActor B.V.  
Caroline Martinolaan 50  
4229 BS Maastricht  
THE NETHERLANDS  


signed by:

Hans van der Saag  
Managing Director

For IAF NETWORK S.p.A.

  
IAF NETWORK S.p.A.  
Sede Legale/Amministrativa:  
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signed by:

Alessandro Coradi  
Legal representative of  
IAF NETWORK S.p.A

BRAINBERRY® LOGO

