

## MEMORANDUM OF UNDERSTANDING

DATE: 20<sup>th</sup>, February 2020

BETWEEN :

<b>PATHE FILMS S.A.S</b> Address: 2, rue Lamennais, 75008 Paris, France Phone Number: (33) 1 71 72 33 00 VAT Number: FR 38780077921 R.C.S: 780 077 921  Contact: <a href="mailto:mayalen.dc@pathe.com">mayalen.dc@pathe.com</a>  Hereinafter " <b>Licensor</b> "	and	<b>Keano LLC</b>     Hereinafter " <b>Distributor</b> "
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Collectively referred to as the "**Parties**"

### Commercial Terms

1. **FILM TITLE** (provisional): **RENDEZ VOUS CHEZ LES MAILAWAS**

**DIRECTOR**: James Huth

2. **TERRITORY** :

For all rights exclusive ; **CIS** (i.e. Armenia, Azerbaijan, Belarussia, Kazakhstan, Kyrgyzstan , Russia, Abkhazia and South Ossetia, Tajikistan, Turkmenistan, Uzbekistan, Georgia, and Ukraine).

For Television Rights non exclusive : **Moldova**

3 **AUTHORIZED LANGUAGE** : Original French dubbed or subtitled in **Russian and other official language of the Territory.**

Subject to restrictions advised by Licensor in due time, Distributor agrees to clear the Authorized Version for worldwide use in all media and for the duration of copyright protection and shall give Licensor access to such Authorized Language Version, free of access fee.

4 **TERM** :

Commencing on execution of the Distribution Agreement and ending **12 (twelve) years** after the date of the Notice of Availability (as defined below).

- 9 **RIGHTS** : Rights defined below are licensed to Distributor on an exclusive basis and if not licensed to Distributor below are reserved to Pathe for its unrestricted use and disposition.

	<b>RIGHTS licensed Yes/No</b>
Theatrical/ Non Theatrical	yes
Home Video (Sell-thru / Rental .	yes
Television Pay and Free (including Catch Up <sup>tv</sup> and hotels)	yes

On Demand (including Video on Demand for rental (DTR) or sell-thru (EST / DTO) , Subscription Video on Demand (SVOD), Advertising Video on Demand Rights	yes
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For avoidance of doubt:

- (i) Ancillary Rights (including airlines, trains, shipping and Commercial Clip Rights) are reserved to Licensor for its unrestricted use and disposition;
- (ii) Advertising Video on Demand Rights are Licensed to Distributor but may not be exploited by the Distributor until Licensor has approved the Distributor's business model for exploitation of such rights; and
- (iii) Free Video on Demand Rights are not licensed to Distributor but shall not be exploited by Licensor in the Territory during the Term.
- (iv) Distributor may undertake or authorize Catch-Up TV Use of the Picture for a period not exceeding thirty (30) days following each Television transmission of the Picture.
- (v) If during the Term, broadcasters in the Territory make their broadcasts simultaneously available on the Internet ("**Simultaneous Retransmission**" or "**IPTV use**"), then Distributor may exploit or authorize the exploitation of such practice provided that Internet availability will only occur simultaneously with a Broadcast of the Picture and be limited to the Territory.

# **11 Allied Rights**

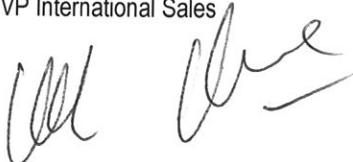
The rights licensed to Distributor also include:

- the right to advertise, publicize and promote the Film in any and all media now known or hereafter devised in the Territory only
- the right of Distributor to include or permit to include the trailers, bonus materials and commercials before or after the end of Picture subject to the legislation of the Licensed Territory on advertising;
- the right to add, at its sole cost and expenses (recoupable), its credits and logos describing itself as the distributor of the Film in the Territory before the main titles (i.e., first card) of the Film and/or at the end of the end titles (i.e., last card), in trailers and in all advertising and publicity for the Territory.
- the right of Distributor to interrupt, or permit to interrupt, the broadcasting by commercials and TV news and to include banners as it is customary in the Territory when broadcasting a Film subject to the legislation of the Licensed Territory on advertising;

page above.

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For and on behalf of  
Licensor

By : Marie-Laure Montironi  
EVP International Sales



  
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For and on behalf of  
Distributor