

**CONSUMER PRODUCTS
LICENSE AGREEMENT
BETWEEN**

The Walt Disney Company Limited

and

Procos S.A.

Schedule No. 2

Agreement No. 100-1654083

Schedule No. 2 and its Attachments (if any) together with the Standard Terms and Conditions (and its Exhibits) form the License Agreement dated as of _____ ("**License Agreement**") between **The Walt Disney Company Limited ("Disney")**, with its principal place of business at **3 Queen Caroline Street, Hammersmith, London W6 9PE, United Kingdom** and **Procos S.A. ("Licensee")**, with its principal place of business at **56th klm Paleas Ethnikis Odou Athinon-Halkidas, Inofita Viotias, 320 11, Greece**. The provisions of this Schedule shall be binding on Disney and Licensee upon full execution by both parties of the License Agreement. Capitalised terms in this Schedule are defined in this Schedule and in the Standard Terms and Conditions.

1. The **Term** begins on **1 January 2017** (the "**Effective Date**") and ends on **31 December 2018** (the "**End Date**").

Period 1: From 1 January 2017 to 31 December 2017

Period 2: From 1 January 2018 to 31 December 2018

2. **Territory:**

Territories	Countries
South Africa	Angola, Botswana, Comoros, Kenya, Lesotho, Madagascar, Malawi, Mauritius, Mozambique, Namibia, Nigeria, Seychelles, South Africa, Swaziland, Tanzania, Uganda, Zambia, Zimbabwe
France	France, French Guiana, French Polynesia, French Southern, Guadeloupe, Martinique, Mayotte, Monaco, New Caledonia, Reunion, St Pierre & Miquelon
Italy	Italy, San Marino, Vatican City
UK	Gibraltar, Republic Of Ireland, United Kingdom
Israel	Israel
Greece	Cyprus, Greece, Malta
Turkey	Turkey
Germany, Switzerland & Austria ("GSA")	Austria, Germany, Liechtenstein, Switzerland
North & Central Africa and Middle East ("MENA")	Bahrain, Egypt, Jordan, Kuwait, Lebanon, Oman, Qatar, Saudi Arabia, United Arab Emirates, Yemen, Algeria, Benin, Burkina Faso, Burundi, Cameroon, Central African Republic, Chad, Djibouti, Equatorial Guinea, Ethiopia, Gabon, Ghana, Guinea, Ivory Coast, Liberia, Libya, Mali, Mauritania, Morocco, Niger, Rwanda, Senegal, Sierra Leone, Somalia, The Gambia, The Republic of the Congo, Togo, Tunisia, Western Sahara
Benelux	Belgium, Luxembourg, Netherlands
Iberia	Andorra, Spain, Portugal

Territories	Countries
Nordic & Baltics	Denmark, Faeroe Islands, Finland, Greenland, Iceland, Norway, Sweden, Estonia, Latvia, Lithuania
Central Eastern Europe ("CEE")	Albania, Bosnia and Herzegovina, Croatia, Macedonia, Montenegro, Serbia, Slovenia, Poland, Czech Republic, Slovakia, Moldova, Ukraine, Bulgaria, Romania, Hungary

3. **Properties:**

Spider-Man Classic Styleguide.

Avengers Classic Style Guide.

Guardians of the Galaxy Classic Style Guide.

Marvel Comics Retro Classic Style Guide.

Captain America: Civil War Movie Style Guide.

Expiration date for Captain America: Civil War: Twelve (12) months following the theatrical release date in the applicable Territory, provided such release(s) occurs prior to 31st December 2016.

Note: Spider-Man family characters appearing in the above films shall be excluded from this grant of rights.

Doctor Strange Movie Style Guide.

Expiration date for Marvel's Doctor Strange: Twelve (12) months following the theatrical release date in the applicable Territory, provided such release(s) occurs prior to 31st December 2016. If such theatrical release(s) do not occur prior to 31st December 2016, Licensee shall not be granted any rights in those Properties.

Note: Spider-Man family characters appearing in the above films shall be excluded from this grant of rights.

Guardians of the Galaxy 2 Movie Style Guide.

Expiration date for Marvel's Guardians of the Galaxy 2: Twelve (12) months following the theatrical release date in the applicable Territory, provided such release(s) occurs prior to 31st December 2017. If such theatrical release(s) do not occur prior to 31st December 2017, Licensee shall not be granted any rights in those Properties.

Note: Spider-Man family characters appearing in the above films shall be excluded from this grant of rights.

Thor: Ragnarok Movie Style Guide.

Expiration date for Marvel's Thor Ragnarok: Twelve (12) months following the theatrical release date in the applicable Territory, provided such release(s) occurs prior to 31st December 2017. If such theatrical release(s) do not occur prior to 31st December 2017, Licensee shall not be granted any rights in those Properties.

Note: Spider-Man family characters appearing in the above films shall be excluded from this grant of rights.

Avengers: Infinity War - Part 1 Movie Style Guide.

Expiration date for Marvel's Avengers: Infinity War - Part 1: Twelve (12) months following the theatrical release date in the applicable Territory, provided such release(s) occurs prior to 31st December 2018. If such theatrical release(s) do not occur prior to 31st December 2018, Licensee shall not be granted any rights in those Properties.

Black Panther Movie Style Guide.

Expiration date for Marvel's Black Panther: Twelve (12) months following the theatrical release date in the applicable Territory, provided such release(s) occurs prior to 31st December 2018. If such theatrical release(s) do not occur prior to 31st December 2018, Licensee shall not be granted any rights in those Properties.

Ant-Man and the Wasp Movie Style Guide.

Expiration date for Marvel's Ant-Man and the Wasp: Twelve (12) months following the theatrical release date in the applicable Territory, provided such release(s) occurs prior to 31st December 2018. If such theatrical release(s) do not occur prior to 31st December 2018, Licensee shall not be granted any rights in those Properties.

Note: Spider-Man family characters appearing in the above films shall be excluded from this grant of rights.

4. **Licensed Products and Product Categories:**

Category 1


All Products included in this Category 1, shall only be 'Children's' Products. For the purposes of this Agreement "Children's" Products shall mean products that are (i) targeted to children and/or tweens, and (ii) only reproduce the following art styles on such Products: computer generated imagery ("CGI") and rendered/airbrush art (as such terms are customarily understood in the industry). Notwithstanding the foregoing, in the event that CGI or rendered/airbrush art style is not an authorised art style included in the style guide provided by Disney to Licensee for a particular Property, Licensee shall be entitled to use the art style that is provided for such Property on Children's Products. For the avoidance of doubt, in the event that any style guide includes CGI or airbrush/rendered art and an alternative art style, Licensee shall not use the alternative art style on the Children's Products and shall only use CGI or rendered/airbrush art as applicable.

Product Categories	Licensed Product Description
Party Goods	Children's paper or plastic loot bags any shape excluding triangular shaped or tote bags. Children's paper crowns, children's party hats, children's tiaras, children's party horns and trumpets, children's flag picks, children's snack buckets, children's door banners in paper or plastic, children's party decoration banners in paper or plastic, children's disposable party plates and bowls paper or plastic, children's glasses (plastic or paper), children's goblets (plastic or paper), children's milkshake cups, lids and straws, children's disposable straws, children's party packs or party boxes containing one or more articles from category 1 and one or more articles from category 2 and/or 3, party packs or boxes containing one or more articles from cat 1, children's decorated party napkins, children's disposable party tablecloths


Product Categories	Licensed Product Description
Latex Balloons	11" one side printed
Party Novelty & Décor	Decoration banners in Spanish
Cake Toppers	Cake decorations (paper), cupcake cases paper, cake stands (paper)
Party Favors	Party Favours activity packs (Packs of minimum 4 items eg yoyos puzzles, stickers, subject to Disney approval) Bubbles allowed in packs of 2.
Party Decoration Banners	Party decoration banners in paper and plastic, Door curtains in paper or/and plastic, hanging decorations, wall decorations, door banners in Paper or plastic.
Party Decoration Streamers	Party Decoration Streamers
Party Trumpets	Adult party horns and trumpets
Party Accessories	Bandana, Disposable placemats, Adult Flag picks, Adult Snack trays, Confetti, Food trays, eye patch, Guest sign, headbands, Paper goody boxes, Paper masks, Pirates "Treasure Hunt Game", Princess " Pin the Tiara Game".
Party Decoration Garlands	Party Decoration Garlands
Party Blow Outs	Party Blow Outs
Tablecloths	Adult Disposable Part Tablecloths.
Napkins	Adult decorated paper napkins.
Disposable Table Accessories (E.G. Napkins, Table Cloths)	Adult's Disposable Plates and Bowls in Plastic or Paper
Disposable Tableware Sets	Adult party packs or Party boxes, party pcks or party boxes containing one or more articlwes from category 1 and/ or category 3 (excluding giftwrap).
Disposable Straws	Adult straws
Disposable Glasses (E.G. Plastic, Paper)	Adult disposable party cups plastic or paper, adult disposable glasses plastic or paper, adult disposable goblets plastics or paper
Disposable Cutlery	disposable cutlery
Category 3	
Gift Wrap Sets (Paper, Tags, etc.)	Gift Wrap Sets (Paper, Tags, etc.)
Gift Wrapping Paper - Sheets	Gift Wrapping Paper - Sheets
Gift Wrapping Paper Bags / Boxes	Gift Wrapping Paper Bags / Boxes
Gift Wrapping Paper - Rolls	Gift wrapping paper- rolls
Cake Candles	Cake Candles
Party Bags (E.G. Piñatas)	2D Pinatas
Invitations/Thank-You Cards	Birthday invitations and thank you cards

IN WITNESS WHEREOF, the Parties hereto have executed and delivered, by their duly authorised representatives, the Standard Terms and Conditions as of the date first written above:

The Walt Disney Company Limited

By: 
Name: Marc Ware
Title: Finance Director
Date: 15/3/17

Procos S.A.

By: 
Name: COSTAS PROCOS
Title: Delegated Director
Date: March 13, 2017



The Walt Disney Company
Europe, Middle East & Africa

2nd June 2017

Procos S.A.
 56th Klm Paleas Ethnikis Odou Athinon-Halkidas
 Inofita Viotias
 320 11
 Greece

Dear Sirs

Amendment No. 1 to License Agreement No. 100-1654083 between The Walt Disney Company Limited ("Disney") and Procos S.A. ("Licensee") (the "License Agreement")

Pursuant to Section 15.1 (Amendments) of the License Agreement, the parties hereby agree to amend the terms of the License Agreement as set out herein. In consideration of the foregoing, the mutual terms, covenants and conditions contained in this amendment, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Disney and Licensee agree as follows:

The effective date of the amendments set out in this letter will be **1st January 2017 ("Effective Date")**.

1. Item 2 of Schedule No. 2: Territory:

Increase of Territory: With effect from the Effective Date the following countries shall be added to the definition of Territory in the License Agreement:

Territories	Countries
Russia	Armenia, Azerbaijan, Belarus, Georgia, Kazakhstan, Kyrgystan, Russia, Tajikistan, Turkmenistan, Uzbekistan

Royalties shall be payable on sales of Licensed Products in the additional Territories at the same Royalty Rates as set out in the applicable Schedule.

2. Item 4 of Schedule No. 2: Licensed Products and Product Categories:

Increase of Licensed Products and Product Categories: With effect from the Effective Date the Licensed Products and Product Categories in bold shall be added to the License Agreement:

Product Categories	Licensed Product Description
Party Goods	Children's paper or plastic loot bags any shape excluding triangular shaped or tote bags. Children's paper crowns, children's party hats, children's tiaras, children's party horns and trumpets, children's flag picks, children's snack buckets, children's door banners in paper or plastic, children's party decoration banners in paper or plastic, children's disposable party plates and

Procos S.A./Agreement No: 100-1654083
The Walt Disney Company Ltd.
 3 Queen Caroline Street, Hammersmith, London W6 9PE, United Kingdom
 Tel: +44 (0) 20 3222 1000
 The Walt Disney Company Limited, Registered office: 3 Queen Caroline Street, Hammersmith, London W6 9PE
 Registered in England and Wales, Registered No. 530051

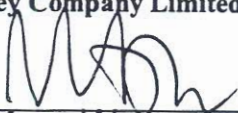
Product Categories	Licensed Product Description
	bowls paper or plastic, children's glasses (plastic or paper), children's goblets (plastic or paper), children's milkshake cups with lids and straws, children's disposable straws, children's party packs or party boxes containing one or more articles from category 1 and one or more articles from category 2 and/or 3, party packs or boxes containing one or more articles from cat 1, children's decorated party napkins, children's disposable party tablecloths, children's disposable food trays, children's disposable snack trays, children's disposable placemats, children's disposable table runners, children's disposable ice cream bowls, children's disposable party cups (plastic or paper), children's disposable popcorn buckets
Latex Balloons	11" one side printed
Party Novelty & Décor	Decoration banners in Spanish, party novelty accessories such as table décor, room sets, party table centrepieces
Cake Toppers	Cake decorations- paper, cupcake cases- paper, cake stands- paper.
Party Trumpets	Adult party horns and trumpets
Napkins	Adult decorated paper napkins, adults disposable paper napkins
Party Favours	Party favours (packs of minimum 4 items e.g. yoyos, puzzles, stickers, subject to Disney approval) Bubbles are allowed to be packed in 2's, party favour activity packs, party stationery packs (erasers, pencils, stickers, notebooks, sticker boxes)
Party Decoration Banners	Door curtains in paper or plastic, hanging decorations, wall decorations, door banners in paper or plastic.
Party Decoration Streamers	Party Decoration Streamers
Party Decoration Garlands	Party Decoration Garlands
Party Accessories	Bandana, Disposable placemats, Adult flag picks, adult snack trays, confetti, food trays, eye patch, guest sign, headbands, paper goody boxes, paper masks, pirates "treasure hunt game", princess "pin the tiara game", honeycomb decorations, adult snack buckets, adult ice-cream bowls, popcorn buckets, door decorations in plastic or paper
Party Blow Outs	Party Blow Outs
Tablecloths	Adult Disposable party tablecloths
Disposable Table Accessories (E.G. Napkins, Table Cloths)	Adult's disposable Plates and Bowls in plastic or paper, disposable table runners, cupcake stands, scene setters
Disposable Tableware Sets	Adult party packs or party boxes, party packs or boxes containing one or more articles from category 2 and/or category 3 (excluding gift-wrap)




Product Categories	Licensed Product Description
Disposable Straws	Adult straws
Disposable Glasses (E.G. Plastic, Paper)	Adult disposable party cups plastic or paper, adult disposable glasses plastic or paper, adult disposable goblets plastic or paper, adult milkshake cups with lids and straws
Disposable Cutlery	Disposable Cutlery
Disposable Tableware	Placemats
Party Novelty & Decor	Party Decoration Flags
Category 3	
Cake Candles	Cake Candles
Party Bags (E.G. Piñatas)	2D piñatas, 3D piñatas, candy bags, decoration bags
Invitations/Thank-You Cards	Birthday invitations and thank you cards
Gift Wrap Sets (Paper, Tags, etc.)	Gift Wrap Sets (Paper, Tags, etc.)
Gift Wrapping Paper - Sheets	Gift Wrapping Paper - Sheets
Gift Wrapping Paper Bags / Boxes	Gift Wrapping Paper Bags / Boxes
Gift Wrapping Paper - Rolls	Gift Wrapping Paper - Rolls

Accepted and Agreed to:

The Walt Disney Company Limited

By: 
Name: Marc Ware
Title: Finance Director
Date: 13/6/17

Procos S.A.

By: 
Name: COSTAS PROCOS
Title: Delegated Director
Date: June 2, 2017



The **WALT DISNEY** Company
Europe, Middle East & Africa

05 July 2019

Procos S.A.

56th Klm Paleas Ethnikis Odou Athinon-Halkidas
Inofita Viotias
320 11
Greece

Dear Sirs

Amendment No. 5 to License Agreement No. 100-1654083 (as amended) between The Walt Disney Company Limited ("Disney") and Procos S.A. ("Licensee ") (the "License Agreement")

Pursuant to Section 15.1 (Amendments) of the License Agreement, the Parties hereby agree to amend the terms of the License Agreement as set out herein. In consideration of the foregoing, the mutual terms, covenants and conditions contained in this amendment, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Disney and Licensee agree as follows:

The effective date of this amendment will be **30 June 2019 ("Effective Date")**.

With effect from 1 July 2019 your License Agreement No. 100-1654083 has changed to **100-1900007598**. All future correspondence between the parties should reference the new License Agreement No. **100-1900007598** including but not limited to amendments, invoices and royalty statement submissions.

For the avoidance of doubt this does not alter the Licensee's obligation to keep and maintain complete and accurate books and records of all transactions relating to the License Agreement in accordance with Section 8 of the License Agreement.

1. **Item 1 of Schedule No. 2: Term:**

Extension of Term: With effect from the Effective Date the Term of the License Agreement shall be extended by **2 (two) years** and the End Date of 30 June 2019 shall be deleted and replaced with a new End Date of **30 June 2021**.

Procos S.A./Agreement No: 100-1654083

The Walt Disney Company Ltd.

3 Queen Caroline Street, Hammersmith, London W6 9PE, United Kingdom

Tel +44 (0) 20 8222 1000

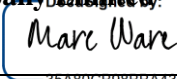
The Walt Disney Company Limited. Registered office: 3 Queen Caroline Street, Hammersmith, London W6 9PE

Registered in England and Wales. Registered No. 530051

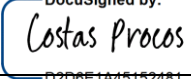
Both Parties have agreed to sign this electronically.

Accepted and Agreed to:

The Walt Disney Company Limited:

By: 
35A80CB98BBA430...
Name: Marc Ware
Title: Finance Director
Date: 8/28/2019

Procos S.A.

By: 
D2D6E1A45152481...
Name: Costas Procos
Title: Delegated Director
Date: 8/22/2019

X