

PURCHASE AGREEMENT

INTRODUCTION

THIS PURCHASE AGREEMENT is made and entered into as of the 30th day of June, 2016 (the “Effective Date”), by and among [REDACTED]stro Holdings LLC, a Delaware limited liability company (the “Seller”) and [REDACTED]ger [REDACTED]al Media Group Inc., a Delaware corporation (the “Purchaser”).

RECITALS:

WHEREAS, the Seller is the legal and beneficial owner of all of the issued and outstanding Equity of [REDACTED]ek LLC, a Delaware limited liability company (the “Acquired Company”); and

WHEREAS, the Seller desires to sell to the Purchaser all of the issued and outstanding Equity of the Acquired Company (the “Purchased Equity”) and the Purchaser desires to purchase the Purchased Equity from the Seller on the terms and subject to the conditions of this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions. For purposes of this Agreement, the following terms shall have the following respective meanings:

“2016 Statement of Contribution” has the meaning ascribed thereto in Section 2.4(b).

“Acquired Company” has the meaning ascribed thereto in the Recitals.

“Acquired Company Contracts” has the meaning ascribed thereto in Section 4.12(a).

“Acquired Company Governmental Authorizations” has the meaning ascribed thereto in Section 4.18(a).

“Acquired Company Intellectual Property” means all Intellectual Property that is owned, used or held for use by the Acquired Company.

“Acquired Company Policies” has the meaning ascribed thereto in Section 4.14(a)(i).

“Action” means any action, suit, hearing, litigation, proceeding, arbitration, investigation or audit, whether civil, criminal, administrative, judicial, investigative or otherwise, whether formal or informal, whether public or private. For purposes of this Agreement, Actions “pending” include demands, claims, notices of violations and demand letters.