

CONFIDENTIAL

## MERCHANDISE LICENSE AGREEMENT

THIS MERCHANDISE LICENSE AGREEMENT including its Schedules ("Agreement") is made by and between:

## PARTIES

- (1) [REDACTED] ROVIO ENTERTAINMENT LTD a Finnish limited liability company incorporated and existing under the laws of Finland (business identity code 1863026-2) with an address at Keilaranta 17 C, FI-02150 Espoo, Finland ("Licensor")
- (2) [REDACTED] LLC, Inc. dba FREEZE, (business identity code [13-3359036]) a company incorporated and existing under the laws of New York whose registered office is at 1400 Broadway, 16<sup>th</sup> Floor, New York, NY 10018 ("Licensee")
- (1) - (2) together the Parties and individually a Party.

## WHEREAS

- (A) Licensor and its Affiliates are engaged in the development of games, entertainment content and consumer products and controls the rights to the Property defined in Schedule 1 of this Agreement.
- (B) Licensee wishes to license the Property in accordance with this Agreement for the purposes set out in the Schedules of this Agreement.

IT IS AGREED as follows:

## DEFINITIONS

- Affiliate** of a Party means any legal entity that is (a) directly or indirectly controlling the Party; (b) under the same direct or indirect control as the Party; or (c) directly or indirectly controlled by the Party for so long as such control lasts. Control shall exist through direct or indirect ownership of more than 50 % of the nominal value of the issued equity share capital or more than 50 % of the shares entitling the holders to vote for the election of the members of the board of directors or persons performing similar functions.
- Confidential Information** means any information and material in whatever form disclosed to one Party by the other Party and either marked as confidential or which, from its nature, content or the circumstances in which it is provided, is reasonably deemed to be confidential.
- Distribution Channels** permitted Distribution Channels as specified in Schedule 2.
- Effective Date** as specified in Schedule 1.
- Intellectual Property**



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Rovio Entertainment Ltd. / Freeze Ref. # 1635  
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[Template: Angry Birds Movie + Classic 1.0 [MOVIE Bundle]]