



September 4th, 2020

SECOND AMENDMENT TO THE CRY BABIES MAGIC TEARS / BEBÉS LLORONES LÁGRIMAS MÁGICAS LICENSE AGREEMENT

This SECOND AMENDMENT (the "Amendment") to License Agreement (Contract No. CBMT#100-30) dated on March 9th, 2020 (the "Agreement") is entered into by and between IMC Toys, S.A. ("Licensor"), and GRABO S.R.L., ("Licensee").

The Parties intend to amend the Agreement with specific and exclusive reference to the Licensed Territories and to the Advance and Guarantee as agreed in the Specific Terms and Conditions of the License Agreement.

The effective date of the amendment set out in this letter will be 1st August 2020 ("Effective Date")

In consideration of the above, the Parties hereby

AGREE AS FOLLOWS:

1. LICENSED TERRITORY.

The License Territory(ies) provision is hereby amended to further include:

IBERIA: Spain, Portugal, Andorra

FRANCE: France, French Guiana, French Polynesia, French Southern, Guadeloupe, Martinique, Mayotte, Monaco, New Caledonia, Reunion, St. Pierre & Miquelon.

UK: United Kingdom, Republic of Ireland, Gibraltar

BENELUX: Belgium, Luxembourg, Netherlands.

GAS: Austria, Germany, Liechtenstein, Switzerland.

NORDIC: Denmark, Faeroe Islands, Finland, Greenland, Iceland, Norway, Sweden.

CENTRAL & EASTERN EUROPE: Albania, Belarus, Bosnia and Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Hungary, Latvia, Lithuania, Moldova, Poland, Republic of Macedonia, Romania, Russia, Serbia and Montenegro, Slovakia, Slovenia, Ukraine.

Licensee agrees that, with respect to any Licensed Article(s) sold via the Internet, no orders will be accepted or fulfilled from outside the License Territory(ies).

2. ADVANCE & GUARANTEE.

With effect from the Effective Date until the end of the Term your Advance and Guarantee shall be increased by an amount equal to EUR [REDACTED]



payable as set out below. Your Advance and Guarantee will be deleted and replaced as set out below:

- ██████ Euros on Licensee's signature of the Agreement
- ██████ Euros on 1st June, 2020
- ██████ Euros on 1st March, 2021
- ██████ Euros on 1st October, 2021

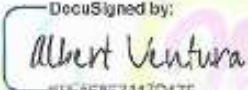
3. INTERPRETATION.

The Parties acknowledge that this amendment constitutes an integral part of the Agreement. All other terms and conditions of the Agreement not specifically amended herein, shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed as of the date written hereunder:

IMC TOYS, S.A. ("Licensor")

GRABO S.R.L ("Licensee")

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| <p>By:  DocuSigned by: Albert Ventura 69F3E5F7417D47E...</p> <p>Name: <u>Albert Ventura</u></p> <p>Title: <u>CEO</u></p> <p>Date: <u>septiembre 23, 2020 4:20 PM CEST</u></p> | <p>By:  DocuSigned by: Giorgio Grassi 20952C461DEC415...</p> <p>Name: <u>Giorgio Grassi</u></p> <p>Title: <u>president</u></p> <p>Date: <u>settembre 23, 2020 4:17 PM CEST</u></p> |
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