

THE SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

MEMORANDUM OF AGREEMENT
(regarding: USING IMAGES OF PRODUCTS)

Today, date...month ...year, both parties include:

Party A:

Representative: Position:
Address:
Phone:
Email:
Website/facebook:

Party B: BABEENI CO., LTD

Representative: Mrs. Duong Thi Phuong Hien (Marry) Position: CEO/owner
Address: 66 Viet Hung Street, Long Bien District, Hanoi city, Vietnam
Mobile phone: +84.983776668
Email: marry@babeeni.com
Website: <http://babeeni.com>

In respect of cooperation and mutual understanding on both parties' rights and benefits, we agree with the followings:

Article 1. Objects, scope and purpose of using photos

- + Party B is an exclusive company in investing, creating and possessing all images of products that have been designed by the Software and Design Department of BABEENI CO., LTD.
- + All products' images that have been created by BABEENI CO., LTD are intellectual property of Party B. Party B agrees to allow Party A to use these images for purpose of sales on Party A's website, and then Party A shall order at Party B.
- + Party A shall NOT provide any third party or other suppliers with all of the images that are designed by Party B without consent of Party B.

Article 2. Rights and Duties

2.1. Rights and Duties of Party A

- Party A has the right to use FREE images of products designed by Party B and posted them on Party A's advertising and sales websites.
- Party A shall NOT transfer images, allow the third party or other suppliers to use the images of Party B unless Party B agrees in writing.

2.2. Rights and Duties of Party B

- Party B has the right to request Party A to remove its own products' images. If investigating out Party A does not follow duties, use wrong scope or break purpose of usage, Party B has the right to stop providing party A with products' images, other editing and designing services.
- Party B has the right to request Party A to compensate for damages caused by that Party A uses Party B's images for wrong or bad purposes, affecting reputation and brand name of Party B or causing financial loss to Party B.

Article 3. Dispute settlement

- In case the parties have a dispute or issues related to this agreement, both of the parties shall together discuss and resolve through negotiation and conciliation to ensure rights and benefits of both parties.
- Within 60 days since the date of arising dispute, in case the parties fail to negotiate and conciliate the disputes related to this agreement, one party or both parties shall claim a lawsuit at the Court where Party B's headquarter locates.
- The losing party has to pay for all court fees, other fees of hiring a lawyer, expertise, travelling expenses and all other dispute costs. If the winning party has paid in advance, the losing party has to reimburse the winning party for the above expenses.

Article 4. Agreement's Validity

- This agreement comes into effect since the date of signing. This agreement shows the whole content that is agreed by both of the parties.
- Both parties commit to strictly execute the articles of the agreement.
- This Agreement is made into 02 copies, each party keeps one copy and has the same legal validity.

Party A

Party B