

TERMINATION AGREEMENT

DATE

2019

PARTIES

- 1 **EXPEDEON AG** a stock incorporation under German law registered with the Commercial Register of the Local Court in Mannheim under no. HRB 335706 and whose registered office is Waldhofer Str. 102, 691203 Heidelberg, Germany ("**Expedeon AG**"); and
- 2 [**Relevant Group Company**] a company incorporated under the laws of [●] (registered number [●]), whose registered office is at [●] (the "**Company**").

BACKGROUND

- A This agreement is made further to the Management Services Agreement.
- B Subject to the terms and conditions of this agreement, the Parties have agreed to terminate the Management Services Agreement with immediate effect.

1 Definitions and interpretation

- 1.1 In this agreement the following words and expressions shall have the following meanings:

Management Services Agreement: the management services agreement (*Unternehmensübergreifende Management-Dienstleistungsvereinbarung*) dated 1 January 2019 between Expedeon AG and the Company; and

Parties: the parties to this agreement and "**Party**" shall be construed accordingly.

- 1.2 In this agreement (unless the context requires otherwise):

1.2.1 any gender or the neuter includes a reference to the other genders and the neuter;

1.2.2 any reference to "persons" includes natural persons, partnerships, companies, corporate bodies, associations, organisations, governments, states, foundations and trusts (in each case whether or not having separate legal personality);

1.2.3 any reference to the background section, a clause or schedule is to the background section, a clause or schedule (as the case may be) of or to this agreement; and

1.2.4 any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

- 1.3 The headings in this agreement are inserted for convenience only and shall not affect the construction or interpretation of this agreement.

2 Termination

- 2.1 In consideration of the mutual release by the Parties, it is hereby irrevocably and unconditionally agreed that the Management Services Agreement and all other collateral or related arrangements, understandings and agreements be and they are hereby terminated with immediate effect and that the Parties are released irrevocably from all obligations and liabilities thereunder and the Parties hereby waive irrevocably with immediate effect all rights arising thereunder or arising from any breach thereof.

2.2 None of the provisions of the Management Services Agreement shall remain in force notwithstanding any provisions in the Management Services Agreement to the contrary.

3 **Confirmation**

Each of the Parties confirms that:

3.1 no rights accruing to it under the Management Services Agreement have been assigned by it to any person who is not a Party; and

3.2 it has not placed any reliance on any representation, warranty, covenant, agreement, undertaking or other obligation save those set out in the Management Services Agreement.

4 **General**

4.1 Each Party shall pay its own costs in relation to the preparation, execution and carrying into effect of this agreement.

4.2 No term of this agreement shall be enforceable by a third party (being any person other than the Parties).

4.3 This agreement may be executed in any number of counterparts each of which when executed and delivered shall be an original but all the counterparts shall together constitute one and the same instrument.

4.4 The Parties confirm that by executing this document they have authorised its delivery on their behalf.

5 **Governing law**

This agreement is governed by and shall be construed in accordance with the laws of Germany.

Executed and delivered on the date set out at the head of this agreement.

SIGNED AND DELIVERED BY EXPEDEON AG

Signatory	[Signatory]
Signature:	Signature:
Name:	Name:
Designation:	Address:
Date:	Date:

SIGNED AND DELIVERED BY [RELEVANT GROUP COMPANY]

Signatory	[Signatory]
Signature:	Signature:
Name:	Name:
Designation:	Address:
Date:	Date: