

**Trademark Statutes  
of ZEG Zweirad-Einkaufs-Genossenschaft eG  
Cologne**

- hereinbelow briefly referred to as "Cooperative Association" -

**Article 1 - General**

The present trademark Statutes form part of the Statutes of the Cooperative Association as adopted from time to time. The provisions of the Statutes of the Cooperative Association, particularly with regard to its name and registered Office, powers of representation, purpose and object of the enterprise, and membership in the Cooperative Association shall apply by extension to these Trademark Statutes to the extent to which they are applicable to regulating the use of a collective trademark. The provisions currently in force with regard to the name, registered office, purpose and power of representation of the Cooperative Association are set forth in the following articles.

**Article 2 - Name and registered office**

(1) The Cooperative Association trades under the name

ZEG

Zweirad-Einkaufs-Genossenschaft eG

(2) The Cooperative Association has its registered Offices in Cologne.

**Article 3 - Purpose and object**

(1) The purpose of the Cooperative Association is to promote the economic interests of, and provide support to, its members.

(2) The object of the Cooperative Association is to

(a) trade wholesale in all goods, raw materials, machines, equipment, tools, furnishings and other ancillary items required for the members' operations;

(b) maintain installations and Systems for the purpose of

promoting the objectives of and provide economic advice to its members, engaging in advertising activities, and rendering other services;

- (c) conclude brokered transactions and associated business activities, with and without acting as a del credere agent or provider of central debt collection services.

#### **Article 4 - Organs of the Cooperative Association, Management and Representation**

##### **I. The Cooperative Association has the following organs:**

- A) the Managing Board
- B) the Supervisory Board
- C) the General Assembly

##### **II. Management of the Cooperative Association**

- (1) The Managing Board manages the Cooperative Association on its own responsibility.
- (2) The Managing Board shall manage the business of the Cooperative Association in accordance with the law, specifically the provisions of the Cooperative Associations Act, the Statutes, and the Managing Board's rules of procedure.
- (3) The Managing Board represents the Cooperative Association in and out of court subject to Article 15 of the Statutes.

##### **III. Representation**

- (1) Any two members of the Managing Board shall have the power, acting jointly, to sign for and thereby legally bind the Cooperative Association, or to make legally binding declarations of intent on its behalf. The Cooperative Association may also be thus legally represented by one member of the Managing Board acting jointly with an officer of the Cooperative Association holding general commercial power of representation.

- (2) The grant of powers of attorney shall be permissible; details concerning representation for the purposes of legal transactions shall be set forth in the Rules of Procedure to be adopted per Article 16 (c) of the Statutes.

#### **Article 5 - Eligibility for membership**

Membership is open to

- a) operators of medium-sized specialized dealerships trading in cycles (two-wheeled vehicles) throughout the entire year on a stationary retail basis, provided that
- they maintain adequate inventory for said purpose;
  - they meet the prerequisites for benefiting from the Cooperative Association's facilities and services;
  - their interests (or, in the event of a partnership or corporation, the interests of the respective partners or shareholders) are compatible with the objectives, functions and affairs of the Cooperative Association.
- b) persons whose membership is in the interests of the Cooperative Association.

#### **Article 6 - The collective Trademark**

The Trademark of the Cooperative association is shown below:



**Article 7 - Legitimate users and conditions for use**

Each member of the Cooperative Association is entitled to use the collective trademark for the purpose of identifying any product, machine, equipment, tool, furnishing or other ancillary item which such member has obtained directly or indirectly from the Cooperative Association and sells to others or uses in his own workshops in order to perform repairs or to provide other services.

The members of the Cooperative Association shall furthermore be entitled to use the collective trademark on their vehicles, printing matters, company papers, letterheads, invoices and product packaging; to display them on their business premises; and to attach them to their Company sign.

The members of the Cooperative Association shall not use the collective trademark for products not put into circulation by the Cooperative Association, nor for products which have become defective or exhibit faulty workmanship.

**Article 8 - Misuse**

Any member of the Cooperative Association who infringes the conditions for use of the collective trademark may be reprimanded and/or fined a penalty, such penalty to inure to the benefit of the Cooperative Association. The amount of such penalty shall not exceed DM 2,500 (€ 1278,--) in respect of any one case of infringement.

A member guilty of repeated infringements may be excluded from the Cooperative Association subject to the provisions of Article 9.

**Article 9 - Trademark supervision**

The Managing Board of the Cooperative Association shall supervise the lawful and proper use of the collective trademark by its members. The Managing Board has the Obligation to stop any misuse of the trademark that has come to its attention, and shall be entitled to issue a reprimand per Article 8 and impose a penalty against a member.

**Article 10 - Maintenance and Defence**

It shall be the duty of the Cooperative Association to maintain and defend the collective trademark. The Managing Board shall initiate any measures required for that purpose.

**Article 11 - Duties of the parties in the case of infringement of the collective trademark**

The Cooperative Association has the Obligation to seek third parties for any infringement of the trademark and to defend the collective trademark against any interference with its use by members. The costs incurred for such activities shall be borne by the Cooperative Association.

Each member shall report trademark infringements by third parties to the Managing Board without delay, and shall support the Managing Board with the tasks of securing evidence and pursuing prosecution at law.

**Article 12 - Loss of rights of use**

A member loses its right to use the trademark upon leaving the Cooperative Association (Articles 4 - 10 of the Statutes of the Cooperative Association).

**Article 13 - Assignability of rights of use**

A member's right to use the collective trademark shall not be assignable to third parties, irrespective of whether such third-party is a natural person, partnership or Corporation.

First signed in its binding German language version on 25 July 2001 in Cologne by the chairman of the board, Georg Honkomp..

Cologne, this day of

27.01.2011

Georg