



Compilation Report

**Annual Financial Statements
as of 31 December 2021**

**SEDIS GmbH
München**

**Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft**

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(Sec. 7 "Liability and Restriction of Liability")

A. ENGAGEMENT

We were engaged by the management of

SEDIS GmbH
München
(hereinafter "SEDIS GmbH" or "Company")

to compile and to report on the annual financial statements as of 31 December 2021.

For the performance of our services and our responsibility, also towards third parties, the provisions of the Mandate and Remuneration Agreement dated 30 May 2016 shall prevail. We expressly refer to Sec. 7 "Liability and Restriction of liability".

The annual financial statements have been compiled in compliance with statutory provisions of German commercial law including the German generally accepted accounting principle as well as the "Principles for the Compilation of Annual Financial Statements (IDW S 7)" of the Institut der Wirtschaftsprüfer in Deutschland e. V. [Institute of Public Auditors in Germany, Incorporated Association (IDW)].

Our engagement was, without any evaluation, to compile the annual financial statements comprising the balance sheet and the income statement as well as compiling the notes on the basis of the documents, accounting records and evidence provided to us in accordance with the information and with the instructions on the accounting policies and measurement methods to be applied, which were given to us by the management.

The annual financial statements compiled by us, consisting of the balance sheet, the income statement as well as the the notes, are attached to this report as Appendices 1 to 3. For further information on other appendices, we refer to the index of appendices.

The Company is considered to be a small corporation within the meaning of § 267 (1) of the German Commercial Code (HGB).

This document is a translation of the German compilation report, which is the solely legally binding version.

B. EXECUTION OF THE ENGAGEMENT

I. Nature and scope of the procedures

We performed our work on the annual financial statements from February until June 2022. The report was subsequently drafted in our office.

In accordance with our engagement, size-related simplifications were made use of where applicable when compiling the annual financial statements.

The basis for our compilation is the annual financial statements as of 31 December 2020.

The subject of the compilation of the annual financial statements was, without any evaluation, to prepare the balance sheet and the income statement as well as to compile the notes on the basis of the accounting records and the inventory documentation submitted under consideration of the information given to us.

We derived the annual financial statements from the documents provided in accordance with legal requirements and in keeping with the client's instructions concerning the exercise of existing options and elective rights.

Nevertheless, the accounting records as well as the inventory documentation and the annual financial statements prepared in accordance with the German commercial regulations are the responsibility of the legal representatives of the Company.

The bases for our compilation were the accounting records provided, the underlying documents, bank statements as well as other accounting-related documents.

Even though no plausibility evaluation was conducted, we reviewed the documents presented to us for obvious misstatements.

All information, explanations and evidence were willingly provided to us by the management and the employees assigned to provide such information.

The Company's legal representatives provided to us a letter of representation by filling out the standard form.

The nature, the scope and the results of our preparation procedures used were documented in our working papers as far as they were not included in this report.

II. Explanations on the accounting

1. Accounting Records

The financial accounting is processed through the company by using the software program Talentia.

The accounting records are properly kept. All books and records of the Company were made available to us.

Evaluating the proper preparation of the accounting was not the subject of our engagement. During the course of our compilation procedures we found no indications of anything in contradiction to the proper preparation of the accounting.

2. Annual financial statements

2.1. Preparation of the annual financial statements

The annual financial statements were prepared in accordance with the provisions of the Third Book of the HGB (§§ 238 et seqq.) and in compliance with the supplementary provisions for corporations.

The annual financial statements opened with the closing balances from the prior year's annual financial statements, which were adopted without any alterations at the shareholders' meeting on 15 September 2021.

According to the written statement made by management, the annual financial statements present all assets, liabilities and risks legally required to be recognised and disclosed.

2.2. Recognition and measurement

According to the information by the management, the required evidence was kept for all assets and liabilities.

With regard to the measurement of the assets and liabilities, the management stated that the provisions of the HGB (§§ 252 to 256[a]^{*1}) and the German generally accepted accounting principles were adhered to.

The measurement principles applied to specific balance sheet items are explained in the notes included in Appendix 3.

2.3. Classification

The classifications used in the balance sheet and the income statement correspond to the provisions stated in §§ 265 to 277 HGB.

The income statement was prepared by applying the total cost method (§ 275 (2) HGB).

2.4. Notes to the annual financial statements

The notes contain all required information and classifications with regard to disclosure, classification and measurement of the items in the balance sheet and in the income statement. Other required information corresponds to statutory requirements.

2.5. Contingent liabilities, off-balance sheet transactions and other financial commitments

According to the information provided to us, no contingent liabilities requiring disclosure as defined by § 251 HGB, no off-balance sheet transactions as defined by § 285 No. 3 HGB, and no other financial commitments as defined by § 285 No. 3a HGB existed at the balance sheet date.

3. Management report

The preparation of a management report was waived as prescribed in the simplification regulation in § 264 (1) sent. 4 HGB.

C. REPORTING IN ACCORDANCE WITH § 321 (1) SENT. 3 HGB

I. Facts materially adversely affecting the development of the Company or jeopardising its existence

During the preparation we noted the following condition or fact that may constitute a developmental impairment:

As of 31 December 2021, the company discloses a "deficit not covered by equity capital" in the amount of KEUR 1,013.

We refer to the information provided by the management in the notes, according to which the legal representatives assume the positive valuation of the Company's going concern

D. SIGNIFICANT CHANGES IN THE LEGAL AND ECONOMIC POSITIONS FROM THE BEGINNING OF THE FINANCIAL YEAR UNTIL CERTIFICATION ISSUANCE

The Corona pandemic, which began in March 2020, has temporarily altered the economic foundations dramatically. Its duration and consequences are not yet foreseeable, but the management expects a positive development of the Company.

E. RESULT OF PROCEDURES AND CERTIFICATION

We have not found any indications for obvious misstatements in the documents submitted and the information provided to us or for any violations of statutory provisions.

According to the written statement made by the management, the balance sheet presents all assets, liabilities and risks that are legally required to be recognised and disclosed.

Upon completion of our engagement, we issue the following certificate for the annual financial statements as of 31 December 2021 of SEDIS GmbH, München, in the version included in this report under Appendices 1 to 3:

Public audit firm's certification of compilation

To SEDIS GmbH, München

In accordance with our engagement, we have compiled the annual financial statements - consisting of the balance sheet, the income statement and the notes - of SEDIS GmbH, München, for the financial year from 01 January 2021 to 31 December 2021 in compliance with the German commercial regulations. The basis for our compilation was the documents, accounting records and evidence submitted to us, which we have not audited as it was not a part of our engagement, as well as the information provided. The accounting records as well as the preparation of the documentation of the inventories and the annual financial statements in accordance with German commercial regulations are the responsibility of the legal representatives of the Company.

We performed our engagement in compliance with the IDW standard "Principles for the Compilation of Annual Financial Statements (IDW S 7)". This included preparing the balance sheet and the income statement as well as the notes on the basis of the accounting records and the inventories documented as well as the guidelines of the recognition and measurement methods to be applied.

Frankfurt am Main, 07 June 2022

Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

In the original German version signed by:

Oliver Theobald
Wirtschaftsprüfer
Steuerberater

Florence Schlensog

Publication or forwarding of the annual financial statements of SEDIS GmbH, München, for the financial year from 01 January 2021 to 31 December 2021 in a version deviating from the certified form again requires our consent if our certification is quoted.

APPENDIX

SEDIS GmbH, München

Local Court München, Trade Register Number HRB 225597

BALANCE SHEET as of 31 December 2021

	Financial Year €	Prior Year €	Financial Year €	Prior Year €
ASSETS				
A. Current assets				
I. Receivables and other assets	103,216.30	307,841.58	25,000.00	25,000.00
II. Cash on hand, central bank balances, bank balances, and checks	66,854.11	95,176.54	-990,658.82	-908,841.71
	<u>170,070.41</u>	<u>403,018.12</u>	-47,599.11	-81,817.11
B. Deficit not covered by equity	1,013,257.93	965,658.82	1,013,257.93	965,658.82
	<u>1,183,328.34</u>	<u>1,368,676.94</u>	0.00	0.00
	<u>1,183,328.34</u>	<u>1,368,676.94</u>	17,513.20	17,100.00
			1,165,815.14	1,351,576.94
			<u>1,183,328.34</u>	<u>1,368,676.94</u>
			<u>1,183,328.34</u>	<u>1,368,676.94</u>
TOTAL EQUITY AND LIABILITIES				

SEDIS GmbH, München

INCOME STATEMENT for 2021

	€	Financial Year €	Prior Year €
1. Gross profit/loss		238,348.29	232,744.96
2. Personnel expenses			
a) Wages and salaries	0.00		-54,072.04
b) Social security costs and expenses related to pension plans and for support	<u>-340.00</u>		<u>-8,653.78</u>
		-340.00	-62,725.82
3. Depreciation and amortization			
a) Of noncurrent intangible assets and property, plant and equipment		0.00	-648.00
4. Other operating expenses		<u>-285,607.40</u>	<u>-251,188.25</u>
5. Net income/net loss after tax		<u>-47,599.11</u>	<u>-81,817.11</u>
6. Net loss for the financial year		<u><u>-47,599.11</u></u>	<u><u>-81,817.11</u></u>

SEDIS GmbH, München

Notes to the financial year 2021

1. General information

We established the annual financial statements as of 31 December 2021 in accordance with the German generally accepted accounting principles documented in the German Commercial Code (HGB "Handelsgesetzbuch") and the German law concerning limited liability companies (GmbHG).

The company is domiciled in München under registration number HRB 225597 listed in the Commercial Register B of the München local court.

According to Sec. 267 (1) HGB, the company is considered to be a small limited liability corporation. We applied the alleviations due to the size of companies according to Sec. 264 (1), no. 4 HGB, 274a HGB, 288 HGB and 325 ff. HGB.

The classification of accounts of the balance sheet and the profit and loss statement are in accordance with Sec. 266 and 275 HGB. The profit and loss statement has been established following the total cost method.

The valuation principles applied in the previous year have been maintained.

2. Accounting and valuation principles

The valuation of the assets and liabilities are based on the principles of going-concern. Despite the not fully foreseeable economic consequences of Coronavirus for the company, the management expects still the continuation of its business operations (going concern).

Receivables are measured at nominal value and by taking all identifiable risks into account.

Other items of **current assets** and **cash** are capitalized at nominal value.

Other provisions include all identifiable risks and contingent liabilities. They have been recorded in the amount necessary for repayment in accordance with the accounting principle of prudence.

Liabilities are disclosed at the repayment amount.

3. Notes on the financial statements

3.1. Assets

All **receivables** are due within one year.

As of 31 December 2021, the Company discloses a „deficit not covered by equity” in the amount of KEUR 1,013.

There are qualified subordinations of the company's creditors in sufficient amounts so that there is no material over-indebtedness.

3.2. Liabilities

The subscribe capital in the amount of KEUR 25 and is completely paid in.

KEUR 335 of the **payables due to affiliated companies** in the amount of KEUR 1,149 are due to the shareholder Financière C10 S.A.S., Troyes, France.

All **liabilities** are unsecured and have a remaining term of up to one year.

3.3. Profit and Loss statement

Further information referring the profit and loss statement is not required.

4. Additional information

Information on related parties

SEDIS GmbH, Munich is a 100% subsidiary of Financière C10 S.A.S., Troyes, France.

The company's results were included in the consolidated financial statements of Financière C10 S.A.S, Troyes, France (smallest group of consolidated companies).

München, 07 June 2022

The Management

SEDIS GmbH, München

LIST OF ACCOUNTS for the balance sheet as of 31 December 2021

ASSETS

Account	Description	Financial Year €	Prior Year €
Receivables and other assets			
1200	Trade receivables	100,625.04	131,647.72
1210	Trade receivables	0.00	1,128.33
1246	Spec valuatn allowances rem.term 1 yr.	-1,084.56	-1,084.56
1260	Receivables affiliated companies	0.00	110,919.59
1261	Rcvbls affiliated comp rem. term 1 yr.	0.00	32,759.11
1350	Security deposits	2,068.22	2,068.22
1351	Security deposits rem. term 1 yr.	0.00	18,794.86
3300	Trade payables	<u>1,607.60</u>	<u>7,571.52</u>
		103,216.30	303,804.79
1400	Deductible input tax	0.00	11.18
1406	Deductible input tax, 19%	0.00	-378.12
3806	VAT, 19%	0.00	-23.76
3820	VAT prepayments	<u>0.00</u>	<u>4,427.49</u>
		0.00	4,036.79
		<u>103,216.30</u>	<u>307,841.58</u>
Cash on hand, central bank balances, bank balances, and checks			
1800	Bank BNP Frankfurt	1,393.56	2,593.56
1810	Bank SG Frankfurt	<u>65,460.55</u>	<u>92,582.98</u>
		66,854.11	95,176.54
Deficit not covered by equity			
	Deficit not covered by equity	1,013,257.93	965,658.82
		<u>1,183,328.34</u>	<u>1,368,676.94</u>

SEDIS GmbH, München

LIST OF ACCOUNTS for the balance sheet as of 31 December 2021

TOTAL EQUITY AND LIABILITIES

Account	Description	Financial Year €	Prior Year €
	Subscribed capital		
2900	Subscribed capital	25,000.00	25,000.00
	Accumulated losses brought forward		
2978	Accumlted losses bef apprprt net prft	-990,658.82	-908,841.71
	Net loss for the financial year		
	Net loss for the financial year	-47,599.11	-81,817.11
	Deficit not covered		
	Deficit not covered	1,013,257.93	965,658.82
	Provisions		
3071	Other provisions	17,513.20	17,100.00
	Liabilities		
3300	Trade payables	5,314.35	9,795.69
3401	Liabilities Financiere C10	335,145.82	380,025.71
3402	Liabilities SEDIS SAS	<u>814,411.19</u>	<u>961,755.54</u>
		1,154,871.36	1,351,576.94
1405	Deductible input tax, 16%	-1,114.03	0.00
1406	Deductible input tax, 19%	1,132.21	0.00
3805	VAT, 16%	-126.95	0.00
3806	VAT, 19%	14,525.24	0.00
3820	VAT prepayments	<u>-3,472.69</u>	<u>0.00</u>
		10,943.78	0.00
		<u>1,165,815.14</u>	<u>1,351,576.94</u>
		<u>1,183,328.34</u>	<u>1,368,676.94</u>

SEDIS GmbH, München

LIST OF ACCOUNTS for the income statement for 2021

Account	Description	Financial Year €	Prior Year €
Gross profit/loss			
4125	Tx-xmpt intra-EU dlvr 4 no. 1b UStG	5,487.51	100.00
4340	Revenue, 16% VAT	3,057.96	0.00
4400	Revenue, 19%/16% VAT Merchandises	774,020.43	783,085.29
4450	Freight 19%	9,813.16	7,592.88
4451	Packaging	430.00	215.24
4736	Cash discounts granted, 19% VAT	-8,059.58	-7,697.75
4830	Other operating income	0.36	400.00
4832	Other operating income f. affltd comp.	0.00	7,945.47
4836	Other regular operating income, 19% VAT	24.29	141.22
4849	Revenue from sales of tngbl fxd assets	0.00	8,061.50
4855	Disposals tngbl. fxd assets (book gain)	0.00	-8,061.50
4940	Allocated other non-cash benefits	0.00	4,262.23
4960	Prior - period income	0.00	7,612.89
4972	Refunds AAG	0.00	2,254.00
5425	Intra-EU acqstns, 19% input tax/VAT	<u>-546,425.84</u>	<u>-573,166.51</u>
		<u>238,348.29</u>	<u>232,744.96</u>
Wages and salaries			
6020	Salaries	0.00	-49,000.00
6021	Benefits in kind	<u>0.00</u>	<u>-5,072.04</u>
		0.00	-54,072.04
Social security costs and expenses related to pension plans and for support			
6110	Statutory social security expenses	-340.00	-7,740.02
6120	Contrb. to occup. health/safety agency	<u>0.00</u>	<u>-913.76</u>
		-340.00	-8,653.78
Depreciation and amortization			
Of noncurrent intangible assets and property, plant and equipment			
6220	Depreciation of tangible fixed assets	0.00	-648.00
Other operating expenses			
6300	Other operating expenses	-399.50	-6,271.78
6310	Rent (immovable property)	0.00	-7,173.46
Carried forward		-399.50 238,008.29	-13,445.24 169,371.14

SEDIS GmbH, München

LIST OF ACCOUNTS for the income statement for 2021

Account	Description	Financial Year €	Prior Year €
Brought forward		238,008.29 -399.50	169,371.14 -13,445.24
	Other operating expenses		
6325	Gas, electricity, water	0.00	-1,921.08
6400	Insurance premiums	-4,877.90	-2,966.24
6420	Contributions	-1,000.00	0.00
6450	Building repairs and maintenance	0.00	-45.38
6520	Motor vehicle insurance	-1,441.08	0.00
6540	Motor vehicle repairs	-1,092.98	-14,107.70
6560	Operating leases (motor vehicles)	-13,125.78	-22,257.43
6644	Non-deductible entertainm. expenses	0.00	-61.60
6650	Employee travel expenses	0.00	-870.43
6805	Telephone	-458.22	-1,251.74
6815	Office supplies	0.00	-27.50
6825	Legal and consulting expenses	-71.60	-140.00
6827	Period-end closing and audit costs	0.00	-25,294.71
6829	Relocation cost of salaries	-203,898.49	-155,680.20
6830	Bookkeeping expenses	-18,733.41	-7,400.00
6855	Incidental monetary transaction costs	-40,508.44	-3,396.81
6895	Disposals tngbl fxd ass. net carr. amnt.	0.00	-1,667.50
6923	Transfer spec. valuatn allownc rcvbls	0.00	-296.08
6960	Prior-period expenses	0.00	-358.61
		<u>-285,607.40</u>	<u>-251,188.25</u>
	Net loss for the financial year	<u>-47,599.11</u>	<u>-81,817.11</u>

GESELLSCHAFTERBESCHLUSS
der

SHAREHOLDERS' DECISION
of

**SEDIS GmbH,
München**

Die unterzeichnenden alleinigen Gesellschafter der vorgenannten Gesellschaft fassen hiermit unter Verzicht auf sämtliche gesetzlichen und satzungsmäßigen Form- und Fristvorschriften folgenden Beschluss:

The shareholders of the company, renouncing from the observation of the form and time-limit stipulated by the articles of association, hereby take the following resolution:

- | | |
|---|--|
| <p>1. Der Jahresabschluss für das Geschäftsjahr vom 1. Januar 2021 bis 31. Dezember 2021 wird festgestellt und genehmigt.</p> | <p>1. The annual financial statements for the financial year from 1 January 2021 to 31 December 2021 have been adopted by the shareholders.</p> |
| <p>2. Der in der Gewinn- und Verlustrechnung für das Geschäftsjahr vom 1. Januar 2021 bis 31. Dezember 2021 ausgewiesene Jahresfehlbetrag von EUR 47.599,11 wird auf neue Rechnung vorgetragen.</p> | <p>2. The annual net loss of the financial year from 1 January 2021 to 31 December 2021 amounting to EUR 47,599.11, as shown in the income statement, will be carried forward.</p> |
| <p>3. Der Geschäftsführung der Gesellschaft wird für das Geschäftsjahr vom 1. Januar 2021 bis 31. Dezember 2021 Entlastung erteilt.</p> | <p>3. The management of the company has been granted a discharge for the financial year from 1 January 2021 to 31 December 2021.</p> |

DATUM/DATE

GESELLSCHAFTER/SHAREHOLDERS

Roever Broenner Susat Mazars

penses supplémentaires ou des dommages subis à cause du client, même si le client ne fait pas usage de son droit de résiliation.

5. Communication électronique par e-mail

5.1 Le client consent à ce que la communication avec le prestataire s'effectue également par e-mail. Le client confirme avoir été informé et être conscient du fait que toute communication par e-mail comporte des risques importants dans la mesure où les e-mails peuvent se perdre sans que cela ne se remarque ou être lus voire falsifiés par des tiers. Ceux-ci peuvent également comporter des virus. En outre, il ne peut être garanti complètement que les e-mails ont bien été envoyés par l'expéditeur indiqué. Ceci peut causer des dommages considérables. En cas de désaccord du client ou/et dans le cas où ce dernier souhaite mettre en place des procédures de signature et/ou de cryptage, il est prié de le signaler au prestataire.

5.2 Vu que la protection pénale en matière d'e-mails est actuellement limitée, les moyens de recours légaux sont réduits. Par conséquent, le prestataire ne peut assumer aucune responsabilité quant à la sécurité des données et des informations transmises et n'assume aucune responsabilité envers le client en cas de dommages éventuels.

6. Coopération au sein du groupe Mazars ainsi que de l'alliance Praxity

6.1 Le prestataire est membre du groupe Mazars ainsi que de l'alliance Praxity et entretient une coopération étroite avec d'autres sociétés du groupe et de l'alliance en tant qu'entité indépendante. Le prestataire informera le client s'il juge utile de coopérer avec une autre société du groupe ou de l'alliance sur un dossier. Si le client souhaite une telle coopération, celle-ci fera l'objet d'une convention de mandat séparée entre le client et l'autre société.

6.2 Le prestataire est autorisé à favoriser le recours à d'autres sociétés du groupe Mazars ou de l'alliance Praxity pour l'exécution de missions. Les limitations de responsabilité indiquées dans cette convention de mandat et d'honoraires s'appliquent également aux sociétés du groupe Mazars ou de l'alliance Praxity sollicitées pour lesdites missions.

6.3 Le prestataire est libéré de l'obligation de garder le secret envers les sociétés du groupe Mazars ou de l'alliance Praxity à condition que lesdites sociétés soient elles-mêmes liées au secret professionnel.

7. Responsabilité et limitation de la responsabilité

7.1 En cas de sinistre résultant d'une ou – en cas de dommage commun – de plusieurs fautes ou négligences lors de l'exécution d'une mission, la responsabilité du prestataire est limitée à un montant de 4 millions d'Euro. La limitation de la responsabilité ne s'applique qu'à la simple négligence et non aux cas de négligence grave et d'action fautive délibérée. De même, la responsabilité relative aux tâches légales réservées aux commissaires aux comptes allemands et comptables assermentés selon l'art. 323 du Code de Commerce allemand (HGB) n'est pas affectée. Les limitations de responsabilité ne s'appliquent pas à

Roever Broenner Susat Mazars

d'éventuelles revendications en cas de dommages mettant en danger la vie, l'intégrité corporelle et la santé de personnes.

7.2 A la demande et aux frais du client, le montant de la responsabilité peut être augmenté en contractant une assurance complémentaire. Le prestataire s'engage à informer expressément le client de cette possibilité dans le cas où le risque de dommages prévisible menace de dépasser le montant de la responsabilité. Si, d'autre part, le client est de cet avis, il doit immédiatement en informer le prestataire.

7.3 La limitation de la responsabilité s'applique à l'ensemble des missions réalisées par le prestataire pour le client, en particulier à toutes les prestations de conseil actuelles et futures du prestataire sans qu'un nouvel accord sur la limitation de la responsabilité ne soit nécessaire.

7.4 La limitation de la responsabilité s'applique dès le commencement de la relation client-prestataire. Elle se répercute donc sur chaque nouvelle mission. Le prestataire atteste n'avoir connaissance d'aucun recours en responsabilité au moment de la signature de cette convention de mandat et d'honoraires.

7.5 La limitation de la responsabilité s'applique également à des tiers dans la mesure où ces derniers sont couverts par la relation de mandat. Il ne peut être dérogé à l'art. 334 BGB.

7.6 La limitation de la responsabilité s'applique également aux employés et sous-traitants du prestataire.

7.7 Tout contrat individuel de limitation de responsabilité prévaut sur la limitation de la responsabilité prévue dans la présente convention de mandat et d'honoraires, mais n'affecte pas – sauf accord contraire explicite – l'efficacité de la présente limitation de la responsabilité.

8. Résiliation de la convention de mandat et d'honoraires

8.1 Cette convention de mandat et d'honoraires est conclue pour une durée indéterminée. Elle ne prend fin ni suite au décès ou à l'incapacité du client à exercer son activité, ni suite à une succession voire transmission universelle ou à une dissolution.

8.2 Cette convention de mandat peut être résiliée par écrit au 31 décembre de chaque année avec un préavis de trois mois. Elle se prolonge automatiquement si elle n'est pas résiliée dans les délais fixés. Elle peut être résiliée pour la première fois au 31 décembre 2017. La résiliation doit intervenir par écrit.