

**RELATED PARTY TRANSACTION POLICY
OF HUUUGE, INC.**

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INTRODUCTION

This related party transaction policy (the “**Policy**”) governs the rules of approval, disclosure and periodic assessment of Material Transactions (as defined below) by Huuuge, Inc. (the “**Company**”).

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DEFINITIONS AND GENERAL PROVISIONS

1. The capitalized terms used in this Policy shall have the following meaning:
 - (a) “**Audit Committee**” means the Audit Committee of the Board of Directors.
 - (b) “**Board of Directors**” means the Board of Directors of the Company.
 - (c) “**Exempt Material Transaction**” means a transaction entered into by the Company with a Subsidiary, if the Company: (i) is the sole shareholder of that Subsidiary; or (ii) holds indirectly 100% shares in that Subsidiary
 - (d) “**MAR**” means Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.
 - (e) “**Material Transaction**” means:
 - (i) a transaction concluded by the Company with a Related Party; or
 - (ii) a transaction concluded by a Related Party with a Subsidiary,
 - (f) the value of which exceeds 5% of the total assets of the Company’s group based on the latest approved consolidated financial statement of the Company’s group.
 - (g) “**Related Party**” means the Company’s related party within the meaning of international accounting standards adopted under Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards.
 - (h) “**Subsidiary**” means any company directly or indirectly controlled by the Company.
2. If the subject of the Material Transaction is:
 - (i) recurring performances which are to be satisfied based on an agreement concluded for a specified term, the value of such transactions shall be the sum of performances made throughout the term of the agreement;
 - (ii) recurring performances which are to be satisfied based on an agreement concluded for an unspecified term, the value of the transactions shall be the sum of performances provided by the agreement in the first three years following its entry into force.

3. The values of individual transactions concluded by the Company with the same Related Entity, or by the Related Entity with the same Subsidiary, in the preceding 12 months, none of which exceeds the value referred to in §2.1(d), shall be aggregated.
4. No holder of the Company's Common Stock or Preferred Stock (as the case may be) should have preference over other holders of the Company's Common Stock or Preferred Stock (as the case may be) with respect to transactions with Related Parties.

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APPROVAL OF MATERIAL TRANSACTIONS

1. All Material Transactions, other than Exempt Material Transactions (to the extent allowed by law and other applicable regulations,) are subject to the prior consent of the Board.
2. Prior to approval of a Material Transaction, the Board shall receive the opinion of the Audit Committee.
3. In order to achieve the objectives of this Policy, the Audit Committee and the Board may require the Company and/or its Subsidiary to provide necessary information for analysis of a proposed Material Transaction. The Audit Committee and the Board may, if they deem appropriate, seek the opinion of an independent third party with respect to the valuation and economic impact of the proposed Material Transaction. To that end, the Audit Committee and Board may retain the services of external advisors, experts or consultants.

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DISCLOSURE OF MATERIAL TRANSACTIONS

1. The Company shall disclose information on Material Transaction on its website no later than when a given Material Transaction is concluded.
2. The information referred to in §3.1 includes in particular the following items:
 - (i) the business name of the Related Party with which a Material Transaction is concluded (in the case of natural persons, the name and surname);
 - (ii) a description of the relation between the Company and the Related Party with which a Material Transaction is concluded;
 - (iii) the date and value of the Material Transaction; and
 - (iv) information necessary to assess whether the Material Transaction has been concluded on an arm's-length basis and whether it is justified in the interest of the Company and shareholders which are not the Related Parties, including minority shareholders.
3. The disclosure of a Material Transaction pursuant to §3.1 and §3.2 is not required if the relevant information is published pursuant to Art. 17 of the MAR.
4. The following transactions do not need to be disclosed pursuant to §3.1 and §3.2:
 - (i) transactions concluded at arm's length in the ordinary course of the Company group's business;
 - (ii) transactions related to the payment of remuneration to members of the Board of Directors payable in accordance with the Company's remuneration policy; and

- (iii) Excluded Material Transactions

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PERIODIC REVIEW OF MATERIAL TRANSACTIONS

1. The Audit Committee conducts a periodic review to assess whether the Company, or a Related Party concluded Material Transactions, whether they were approved in accordance with this Policy, and whether they were executed on an arm's-length basis in the course of the Company's, or the Related Party's, ordinary business so they do not need to be disclosed on the Company's website.
2. The reviews referred to in §4.1 above are performed once a quarter as part of the auditors' quarterly review and are discussed and approved by the Audit Committee once a quarter.
3. The market terms of the Material Transactions shall be assessed based on the information provided to the Audit Committee by an expert third party or market evidence.
4. In order to achieve the objectives of this Policy, the Audit Committee may require the Company and/or its Subsidiary to provide the necessary information for analysis.
5. In order to perform the duties and obligations resulting from this Policy, the Audit Committee may also retain the services of external advisors, experts or consultants.

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ADOPTION OF A RESOLUTION REGARDING THE PERIODIC REVIEW OR THE INCLUSION OF INFORMATION IN THE ANNUAL REPORT

After the review of the analysis referred to in §4.1 above, the Audit Committee shall adopt a resolution on the periodic review of the Material Transactions conducted in accordance with this Policy or shall include information on the periodic review of the Related Party transactions in the annual report.

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ENTRY INTO FORCE AND EFFECTIVENESS

This Policy is adopted and may be amended or replaced by the Board of Directors of the Company. This Policy becomes effective on the day on which the Third Amended and Restated Bylaws of the Company enter into force.