**CONSENT TO SUB-LICENSE**

This Consent to Sub-License (the “Agreement”) takes effect on [DATE],

**BETWEEN: [PROGRAMMER NAME]** (the "Programmer"), a company organised and existing under the laws of the [Province] of South Africa, with its head office located at:

 [YOUR COMPLETE ADDRESS]

**AND: [YOUR COMPANY NAME]** (the "Developer"), a company organised and existing under the laws of the [Province] of South Africa, with its head office located at:

 [COMPLETE ADDRESS]

**AND: [SUB-DEVELOPER NAME]** (the "Sub-Developer"), a company organised and existing under the laws of the [Province] of South Africa, with its head office located at:

 [COMPLETE ADDRESS]

# EXECUTION COPY

WHEREAS [YOUR COMPANY NAME] as Programmer and [DEVELOPER NAME] as Developer, have entered into a licence Agreement dated as of [DATE], pursuant to which [YOUR COMPANY NAME] has licenced [DESCRIBE SCOPE OF LICENSE] to Developer;

WHEREAS [DEVELOPER NAME] has sub-licensed to [SUB-DEVELOPER], a [NATIONALITY] entity with the following interests:

(i) [DESCRIBE WHAT IS BEING SUB-LICENSED]

WHEREAS [DEVELOPER NAME] and [SUB-DEVELOPER] wish to document [YOUR COMPANY NAME]’s consent to such sub-license;

NOW THEREFORE, the parties hereto acknowledge that:

1. [YOUR COMPANY NAME] hereby confirms its consent to the sub-license by [DEVELOPER NAME] to [SUB-DEVELOPER NAME] for all purposes of the sub-license agreement provided however that it is agreed between [YOUR COMPANY NAME] and [DEVELOPER NAME] that [SUB-DEVELOPER NAME] shall for all intents and purposes deal only with [DEVELOPER NAME] as Developer and that the present Consent does not in any way relieve [DEVELOPER NAME] of its obligations under the licence Agreement.

2. The parties hereto acknowledge that no fees pursuant to [SECTION] of the licence Agreement shall be charged by [YOUR COMPANY NAME] to [SUB-DEVELOPER NAME] and that the fees payable by [SUB-DEVELOPER NAME] pursuant to the Sub-License Agreement shall commence only upon the lease, licence or sale to or making available of the licenced material, as per the terms and conditions of said licence Agreement.

1. Subject to the terms and conditions hereof, [SUB-DEVELOPER NAME] shall enjoy the same rights and be bound by the same obligations and subject to the same restrictions as those conferred upon [DEVELOPER NAME] pursuant to the licence Agreement.IN WITNESS WHEREOF, each party to this agreement has caused it to be executed at [PLACE OF EXECUTION] on the date indicated above.

This Agreement shall be governed by the laws of the [Province] of South Africa.

IN WITNESS WHEREOF, each party to this agreement has caused it to be executed at [PLACE OF EXECUTION] on the date indicated above.

## PROGRAMMER DEVELOPER

Authorized Signature Authorized Signature

Print Name and Title Print Name and Title

## SUB-DEVELOPER

Authorized Signature

Print Name and Title