

Annex B

Regular Membership Agreement

PARTIES:

(1) The Current Members; and

(2) _____

whose registered office is at

("New Member")

WHEREAS

The parties to the Zhaga Consortium Agreement (the "Members") have entered into an agreement for the establishment of industry standardized interfaces for interchangeable LED light engines for general illumination which is beneficial for an accelerated adoption of LED light engines (the "Zhaga Consortium"). The Zhaga Consortium Agreement is attached hereto as Schedule A.

It is the intention of the Zhaga Consortium that it should be open for participation by third-party legal entities which agree with, are committed to and can reasonably demonstrate its ability and willingness to contribute to the agreed Objectives of the Zhaga Consortium. Once a third-party has signed this Membership Agreement and it is counter signed by the Secretary General of the Zhaga Consortium, it becomes a Regular Member of the Zhaga Consortium.

By signing the terms of this Regular Membership Agreement, New Member accepts the terms and conditions of the Zhaga Consortium Agreement;

Now It Is Hereby Agreed As Follows:

Interpretation

Words and expressions defined or given a special meaning in the Zhaga Consortium Agreement shall have the same meanings where used herein.

Application Of The Zhaga Consortium Agreement

On and from the Effective Date:

(a) New Member shall be a party to the Zhaga Consortium Agreement as Regular Member and the Zhaga Consortium Agreement shall be incorporated by this reference as an integral part of this Regular Membership Agreement and be binding between New Member and the Members.

(b) New Member may enforce the Zhaga Consortium Agreement as Regular Member against any of the Members, and each of the Members may enforce the Zhaga Consortium Agreement against New Member in all respects.

Duration

This Regular Membership Agreement shall continue from the Effective Date for the duration of the Zhaga Consortium Agreement or until New Member has withdrawn, or was removed, from the Consortium pursuant to Clause 6 of the Zhaga Consortium Agreement.

This Regular Membership Agreement has been entered into on the day this Regular Membership Agreement is signed by both the New Member and the Secretary General on behalf of the current Members. The effective date of this Regular Membership Agreement shall be the date of signing by the Secretary General as shown below (“Effective Date”).

This Regular Membership Agreement has been prepared in two originals of which New Member and the signatory on behalf of the current Members have received one original each.

Representation

The New Member represents and warrants that it has the full power to enter into this Regular Membership Agreement.

Notices

All notices or communications to be given under this Agreement, pursuant to Zhaga Consortium Agreement, shall, with respect to New Member, be addressed to:

name of contact person: _____

address: _____

tel.: _____

e-mail: _____

SIGNED FOR AND ON BEHALF OF NEW MEMBER

SIGNATURE:

NAME: _____

POSITION: _____

Date:

SIGNED FOR AND ON BEHALF OF THE CURRENT MEMBERS

SIGNATURE:

NAME:

POSITION:

Date: