

# EXHIBIT 1



December 10, 2018

**CONFIDENTIAL**

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VP, MARKETING & EVENTS

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VP, AUTO FINANCE

REBECCA DARAKHSHAN  
SALES MANAGER

MICHAEL ARCHULETA  
PRODUCTIN MANAGER

SKYAR TAYLOR  
MARKETING MANAGER

—

PUBLISHER OF

NETSOL Technologies, Inc.  
23975 Park Sorrento  
Suite 250  
Calabasas, CA 91302  
Haider.Naqvi@netsoltech.com  
Attention: Haider Naqvi

RE: Multi Year Auto Finance Summit Proposal for NETSOL

Dear Haider,

Royal News Corp., also known as Royal Media Group (“Royal Media” or the “Company”) is proud to continue its long-standing relationship with NETSOL Technologies, Inc. (“NETSOL”) with this comprehensive, multi-year sponsorship agreement (the “Agreement”). Royal Media and NETSOL are sometimes each, referred to herein as a “Party” and, together, as the “Parties.”

This Agreement confirms our understanding regarding NETSOL’s participation in the Auto Finance Summit and Auto Finance Accelerate events, on the terms and subject to the conditions described in this Agreement.

**1. Auto Finance Summit**

NETSOL will assume the sole Diamond Level Sponsorship at the Auto Finance Summit, to be conducted one time during each calendar year (the “Summit Sponsorship”).

The following are the annual Summit Sponsorship deliverables:

- NETSOL listed as Diamond Sponsor with premier logo placement on:
  - Most conference signage
  - Conference Mobile App: Banner ad linked to URL of your choice
  - Conference Website: Premier listing as Diamond Sponsor
  - Marketing postcard: Premier logo placement as Diamond Sponsor
  - AFS promotional print ads: Premier logo placement as Diamond Sponsor
- Twelve (14) Complimentary conference registrations
  - Ten (10) conference registrations, upgraded to Auto Finance VIP
  - Four (4) client registrations
- Opening Cocktail Reception Sponsorship
  - Opening Cocktail Reception Sponsor
  - Cocktail materials printed with NETSOL logo
  - Logo on cocktail reception signage and additional logo placement during reception
  - “Sponsored by” reference on conference schedules – mobile app, conference website, conference placards

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- Innovation Spotlight Session Track Sponsorship
  - Exclusive sponsorship and association to the Innovation Spotlight track session or an equivalent technology track, at Royal's discretion.
  - Welcoming remarks from sponsor company at the kickoff session of sponsored track
  - Sponsor signage placed near the Spotlight tracks room
  - Right to do one (1) promotional item for seat drop during one of the Spotlight sessions
- Premium 20'x20' Island booth in the Exhibition Hall
  - Reserved booth location at entrance of exhibit hall; or
  - First choice of booth location during booth selection process
- NETSOL logo on official conference bag
  - Placed above the two other bag sponsor logos
  - Right to distribute promotional material in the conference bag
- NETSOL has the right to confirm one (1) lender client as a panel participant
- NETSOL logo prominently placed on the step and repeat displayed at the conference
- Appreciation of Diamond Sponsorship in the General Session
- One-time upgrade of any current ad placement to a two-page spread in Auto Finance News.
- One month 300x250 banner advertisement on AutoFinanceNews.net
- Royal Media will send custom invitations to select attendees on behalf of NETSOL for a private after-hours cocktail party, but will not be affiliated as a co-host of the event. Royal Media will coordinate with NETSOL in advance to provide access to the attendee list to select potential invitees and under the direction of NETSOL, send out an invitation to those attendees to participate.
- NETSOL will be announced as Diamond sponsor to Auto Finance News' social media audience (LinkedIn and Twitter) after Agreement has been executed
- A right of first refusal for Auto Finance events in Europe or Asia, as follows: Royal Media is currently considering whether to conduct Auto Finance events in Europe or Asia, but has made no such commitment as of the date of this Agreement, and the fees for the sponsorship of any such event have not been included in the Sponsorship Fees described below. If Royal Media elects, at its sole discretion, to conduct Royal Media Auto Finance event(s) in Europe or Asia during the term of this Agreement, Royal Media will provide NETSOL with a right of first refusal to be the Diamond Sponsor at any such event in Europe and/or Asia, as follows: No later than 180 days prior to such proposed event, Royal Media shall provide NETSOL with a non-binding term sheet with the basic sponsorship rates and terms and give NETSOL no fewer than ten (10) days to agree to such terms. If NETSOL provides Royal Media with written notice within such time period

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that it agrees to such terms, Royal Media and NETSOL will negotiate and enter into a definitive Diamond sponsorship reflecting such terms, together with other provisions that are typical for such a Royal Media event sponsorship. If such definitive agreement cannot be reached within thirty (30) days, despite the parties' respective good faith efforts, the first right of refusal in favor of NETSOL with respect to such event shall terminate and Royal Media shall be free to offer such Diamond sponsorship to other third parties on such terms as acceptable to Royal Media in its sole discretion. Notwithstanding anything herein to the contrary, Royal Media shall be entitled to withdraw from such event in its sole discretion at any time prior to the execution and delivery of the definitive Diamond sponsorship agreement with respect thereto, without any further liability to NETSOL.

- Discounted registration rate for additional conference participants
- Pre- and Post- Conference attendee list (excel file)

### **1. Auto Finance Accelerate**

NETSOL will assume the sole Diamond Level Sponsorship at Auto Finance Accelerate (the "Accelerate Sponsorship"). Auto Finance Accelerate shall be comprised of three (3) Elements: the Auto Finance Innovation Summit, the Auto Finance Risk Summit and the Auto Finance Sales & Marketing Summit. Royal Media currently intends to hold its Auto Finance Accelerate in its current iteration one time annually. However, in the event that Royal Media elects, in its sole and absolute discretion, to cancel any annual Auto Finance Accelerate event, Royal Media shall reduce the next succeeding scheduled Sponsorship Fee(s) due hereunder in the aggregate amount of \$40,000. Royal Media shall have no further liability to NETSOL for any such cancellation.

If Royal Media chooses to hold Auto Finance Accelerate with different or a reduced number of Elements, NETSOL shall have the right to elect, in its sole and absolute discretion, to cancel any forthcoming Auto Finance Accelerate Sponsorship, whereup Royal Media shall reduce the next succeeding scheduled Sponsorship Fee(s) due hereunder in the aggregate amount of \$40,000. Royal Media shall have no further liability to NETSOL for any such cancellation.

The following are the annual Accelerate Sponsorship deliverables:

- Exclusively listed as Diamond level sponsor on all relevant marketing, on-site materials and signage for Auto Finance Accelerate, including all marketing, signage and materials for:
  - Auto Finance Sales & Marketing Summit
  - Auto Finance Innovation Summit
  - Auto Finance Risk Summit
- Ten (10) Complimentary conference registrations
  - Five (5) complimentary conference registrations for the entire 4-day series
  - Five (5) complimentary client registrations for each individual event.
- Exclusive opening cocktail reception sponsor of Auto Finance Accelerate

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- Cocktail materials printed with NETSOL logo
- Logo on cocktail reception signage and additional logo placement during reception
- “Sponsored by” reference on conference schedules – mobile app, conference website, conference placards
- Premier placement of ‘8x10’ Exhibit space setup in the registration foyer throughout the entire 4-day Auto Finance Accelerate event series for premium branding and networking.
- Rights to distribute one (1) promotional item in the conference bag
- Banner ad displayed in Auto Finance Accelerate mobile app, linked to URL of sponsor’s choice
- Appreciation in general session of all three events
- Exclusive logo listing as events title sponsor on select pre-conference marketing material to include: print ads, emails and event postcard for Accelerate as well as the three individual events. (time sensitive, February 15, 2019)
- Discounted registration rate for additional conference participants
- Pre- and Post- Conference attendee list (excel file)

Except as otherwise set forth In the Royal Media Exhibitor-Sponsor Terms and Conditions referenced below, in the event that errors are made by Royal Media in providing to NETSOL the deliverables described herein, Royal Media shall correct such errors at its sole cost and expense, but shall not be liable in any event for any consequential, special, punitive or exemplary damages or lost profits on account of such error.

## 1. TERMS AND CONDITIONS

**(a) Content of Events.** Content of all Royal Media events shall be determined solely by Royal Media in its sole and absolute discretion, and all decisions with respect to such content shall be made exclusively by Royal Media.

**(b) Intellectual Property Rights.** NETSOL hereby grants to Royal Media a limited, non-exclusive, non-transferable, royalty-free license to use the name “NETSOL”, the NETSOL logo and other trademarks or service marks of NETSOL during the Term solely for purposes of advertising and promoting the events sponsored by NETSOL hereunder. Royal Media recognizes that all NETSOL trademarks and service marks possess substantial goodwill and economic value, and expressly agrees to not use any NETSOL trademarks other than as described above without NETSOL’s prior written consent. Royal Media further agrees that it will not: (1) represent that is has any ownership rights or seek to obtain or register any rights in any NETSOL trademark or service mark; or (2) use or attempt to register, any trademark or mark in conjunction with any NETSOL trademark or service mark, or any trademark or mark confusingly similar to any NETSOL trademark or service mark.

**(c) Payment Terms and Conditions.**

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