

EUCLID LABS INC.

COPYRIGHT POLICIES AND PROCEDURES

December, 2021

At Euclid Labs Inc. (“**Euclid Labs**”), we take the rights of intellectual property owners seriously and we respect intellectual property laws. We take precautions to avoid engaging in, facilitating, or becoming involved in infringements of intellectual property rights.

Like many types of third-party service providers, from time to time we may receive communications suggesting that some of our users engage in illegal conduct. Our ability to investigate the accusations is very limited because adjudication of accusations requires investigation of numerous facts to provide context for both the challenged behaviors and the claimed rights. Our ability to have actual knowledge of specific infringements by our users would be extremely rare and unusual.

Although we are confident that our actions and policies would not constitute any form of copyright infringement, and although the safe harbors apply only to infringers, in an abundance of caution we intend to take advantage of the safe harbors from copyright remedies by meeting the qualifications for online service providers under 17 U.S.C. § 512, of the Copyright Act. (That is the Online Copyright Infringement Liability Limitation Act, which became law as part of the Digital Millennium Copyright Act.) Euclid Labs has therefore adopted these policies and procedures.

All Euclid Labs employees with responsibility for Euclid Labs’ services and public communications must read and abide by this document.

If you have any questions or comments regarding Euclid Labs’ copyright policies and related procedures, please contact copyright@magiceden.io, Euclid Labs’ designated agent to receive notifications of claimed infringement at copyright@magiceden.io or (415) 868 3831.

A. **Conditions to Qualify for Safe Harbors**

- 1. Designation of Agent to Receive Notifications of Claimed Infringement.** Euclid Labs has designated an agent with the U.S. Copyright Office to receive notifications of claimed copyright infringement (the “Designated Agent”). Euclid Labs must renew its designation with the U.S. Copyright Office every three years, with the next renewal deadline of December 13th 2024).
- 2. Publication of Designated Agent’s Contact Information.** Euclid Labs shall publish on each of its websites, in a location accessible to the public, the Designated Agent’s contact information, including physical address, email address, and telephone number, to enable copyright owners to send notifications of claimed infringement to Euclid Labs. At the bottom of each page of the websites, Euclid Labs maintains a links that direct users to Euclid Labs’ terms of use, privacy policy, and copyright information, located at <https://magiceden.io/terms-of-service.pdf>, <https://magiceden.io/privacy-policy.pdf> and <https://magiceden.io/copyright.pdf>, respectively ” (the “**Copyright Information Page**”). The Copyright Information Page explains the procedure for copyright owners to notify us of

claims of copyright infringement on our service, system, or network. Copyright owners may send notifications by physical delivery or email to our agent at the contact address we provide. In addition, any written communication related to accusations of copyright infringement that is received by any employee of Euclid Labs should be forwarded immediately to the agent for evaluation or reference to counsel. This includes written communications received through product support, from the company's hosting services, or by mail, courier, or email to any employee of Euclid Labs.

- 3. Action Upon Notifications of Claimed Infringement.** The Designated Agent will check the postal address and email address for the Designated Agent at least once each U.S. business day. Euclid Labs will review and respond to notifications of claimed copyright infringement in accordance with the procedures set forth in Section B of these Copyright Policies and Procedures.
- 4. Knowledge of Infringement Without Notifications of Claimed Infringement.** If Euclid Labs should happen to obtain actual knowledge of infringing material on the service, system, or network, or become aware of facts or circumstances from which infringing activity is apparent, it will take action even without having received a notification of claimed infringement. As we discussed above, however, determination of copyright infringement requires a legal judgment based upon investigation of numerous facts that are not typically within our knowledge. Euclid Labs will consider, for example, information about court rulings involving our customers or credible, authoritative governmental acts such as an indictment or a report based upon government investigation. (Government communications that simply paraphrase accusations by complainants, without active government investigation, are not likely to satisfy this standard.)
- 5. Implementation of Policy for Termination of Repeat Infringers.** Euclid Labs has adopted, will reasonably implement, and will inform holders of its policy to terminate, in appropriate circumstances, the users who are repeat infringers. The policy is described in detail in Section F of these Copyright Policies and Procedures.
- 6. Accommodation of Standard Technical Measures.** Euclid Labs will accommodate and will not interfere with any "standard technical measures" as defined in Section 512(i)(2) of the Copyright Act, to the extent any "standard technical measures" come into existence.

B. Evaluation of, and Action upon, Notifications of Claimed Infringement

Upon receipt of a notification of claimed copyright infringement, the Designated Agent should evaluate it for substantial compliance with the requirements for a notification.

Requirements for a notification differ according to the type of online service. For claims that material stored on our network or system at the direction of a user is infringing, a notification of claimed infringement must substantially meet six requirements of Section 512(c)(3)(i)-(vi) of the Copyright Act, which are set forth below. To be a valid notification of claimed infringement, the communication must be in a writing and do the following:

1. Identify the copyrighted work alleged to have been infringed, or, if multiple copyrighted works at a single online site are covered by a single notification, a representative list of such works at that site;

2. Identify the material that is claimed to be infringing or to be the subject of infringing activity and that is to be removed or access to which is to be disabled, and information reasonably sufficient to permit Euclid Labs to locate the material, including, if applicable, the URL of the link where such material may be found;
3. Contain information reasonably sufficient to permit Euclid Labs to contact the complaining party, such as name, address, telephone number, and/or email address;
4. Contain a statement by the complaining party that it has a good faith belief that use of the material in the manner complained of is not authorized by the copyright owner, its agent, or the law;
5. Contain a statement by the complaining party that the information in the notice is accurate and, *under penalty of perjury*, that the complainant is the owner, or authorized to act on behalf of the owner, of an exclusive right under the copyright that is allegedly infringed; and
6. Contain a physical or electronic signature of the owner or the person authorized to act on behalf of the owner of an exclusive right that is allegedly infringed.

If Euclid Labs receives a written communication that does not comply substantially with all six requirements above, but the notice does substantially comply with requirements 1, 2, and 3 above, we will promptly attempt to contact the complainant to seek the complainant's compliance with all six requirements. Exhibit A discusses review of notifications for compliance and correspondence to complainants about defective communications.

For notifications of claimed infringement relating to our referring or linking users to online locations containing infringing material or infringing activity, the same six requirements above apply, except that a notification must identify the reference or link to the material or activity that is claimed to be infringing and contain information reasonably sufficient to permit Euclid Labs to locate that reference or link.

We may, at our discretion, decide to remove allegedly infringing material, or references or links to material or activity that is claimed to be infringing, even if the notification of claimed infringement does not meet the requirements.

When Euclid Labs receives a notification of claimed copyright infringement that substantially complies with the statutory requirements for notifications, we will respond expeditiously to remove, or disable access to, the material or the reference or link to material or activity that is claimed to be infringing. We consider it a Euclid Labs best practice to remove or disable access to this material, or the reference or link to this material or activity, no later than one U.S. business day after the valid and complete notification of claimed infringement is received, although a variety of circumstances may call for a longer time.

C. Notification of User

Following removal of, or disabling access to, material or the reference or link to material under Section B, we will take reasonable steps promptly to send an email notice to the user who submitted the removed or disabled material or reference or link. The notice for initial and later claims of infringement is set forth in Exhibit B and the notice for termination of users is set forth in Exhibit C.

If Euclid Labs receives a substantially compliant counter notification from the user who submitted the removed or disabled material or reference or link, we will promptly provide the complainant with an email in the form of Exhibit D, along with a copy of the counter notification. The

email informs the copyright owner that we will restore or cease disabling access to the material or the reference or link in ten to fourteen business days of Euclid Labs' receipt of the counter notice. After that time, we may (at our option) restore the material or reference or link to our service unless Euclid Labs receives a notification from the complainant that the copyright owner filed a legal action seeking a court order to restrain the allegedly infringing activity within 14 business days of Euclid Labs' receipt of the counter notification. If Euclid Labs receives no notification of a lawsuit by the copyright owner after Euclid Labs received a counter notification, we will not consider the notification of claimed infringement in applying our repeat infringer termination policy.

To be valid, a counter notification must substantially include the following information:

1. Identification of the material or the reference or link to the material that has been removed or to which access has been disabled and the location at which the material or reference or link appeared before it was removed or access to it was disabled;
2. A statement from the user under penalty of perjury that the user has a good faith belief that the material or reference or link to the material was removed or disabled because of mistake or misidentification of the material or reference or link to the material to be removed or disabled;
3. The user's name, address, and telephone number, and a statement that the user consents to the jurisdiction of the Federal District Court of the United States for the judicial district in which the submitter's address is located, or if outside of the United States, for any judicial district in which Euclid Labs may be found, and that the user will accept service of process from the complainant who provided Euclid Labs with notification of the alleged infringing nature of the removed materials or reference or links or an agent of such complaining party; and
4. The physical or electronic signature of the user.

If Euclid Labs receives a counter notification that does not substantially comply with the above requirements, Euclid Labs may, in its discretion, contact the user or to take other steps to assist in the receipt of a valid counter notification, but it need not do so.

D. Record Keeping

The Designated Agent will maintain (1) copies of all notifications of claimed copyright infringement and counter notifications received by Euclid Labs; (2) records of the dates of receipt of such notifications and counter notifications, the senders, the identified materials or references or links to materials, the action(s) taken in response to the notifications and counter notifications, and the dates of those actions; (3) an index or database linking the information to specific users, specific copyright claimants, and specific copyright owner agents; (4) records of actions to remove or disable access to material or activities for other reasons; and (5) records of terminations of users for copyright-related reasons.

E. Removal of Materials without Dedicated Notice

We may also make an administrative decision to remove material (including removal of certain

categories or types of material) even if we have no specific indications that infringement is present, especially when we believe that removal may reduce the potential for controversy.

F. Repeat Infringer Termination Policy

It is Euclid Labs' policy to terminate the users whose actions or material have been the subject of numerous notifications of claimed infringement that suggest a persistent disregard of copyright rights. Euclid Labs is not in a position to adjudicate claims of infringement; that requires investigation and legal analysis (which are not part of our business) and knowledge of facts that are rarely available to us. We cannot easily articulate in advance what evidences a pattern of behavior that suggests persistent disregard of copyright law, and some complainants use strategies to exaggerate claims. Nevertheless, we will not require strict proof of copyright infringement before we take action: it will be enough for us if we determine that a user has caused an inordinate amount of controversy involving copyright infringement accusations against the user.

We will consider the source of the accusation (both the claimant of the copyright rights and any agent transmitting the complaint) for credibility, taking into account public information about the source of the complaint and the context of the complaint. For example, a major motion picture studio is likely to be considered credible. On the other hand, a government official complaining about a user of a political campaign or a dissident organization may not be considered credible. We will tend to act on complaints from credible sources, and we may not act on complaints from sources that lack credibility.

We will look at the facts in the accusation to determine whether they suggest a pattern of repeated conduct evidencing violations of, or disregard of, copyright law. It is also our policy to provide the user notice before terminating a user. Our considerations and practices may include:

- *Different* alleged infringements occurring at *different times spaced apart* may suggest a pattern of repeated conduct.
- Accusations of copyright violations from passive behavior or from a static condition likely *do not* suggest a persistent disregard of copyright rights.
- Responses by a user that call into question the accuracy or good faith of a notification of claimed infringement, whether or not the responses are formal counter notifications, may be taken into account.
- *First action*: Where we receive a complaint that reasonably alleges an episode of infringement, we will notify the individual about the complaint, remind the person that we have a policy of terminating repeat infringers, and demand that the person halt, and avoid in the future, all actions that infringe upon others' rights. This is a "first warning."
- *Termination after a further complaint regarding continuing alleged misconduct*: Where we receive a further complaint that reasonably alleges a new episode of infringement more than 14 days after the date of our "first warning" resulting from an earlier complaint, we will terminate the user without further warning. This provision applies independently of other warning provisions below; in other words, this may be stricter than other provisions.
- Our policy allows a user 14 days from the date of a warning to "clean up" any activities that have prompted an accusation, because multiple complaints regarding a single 14-day period may really pertain to a single episode of behavior and do not necessarily suggest repeated and persistent wrongdoing.

- *Further complaints regarding new misconduct:* Where we receive a further complaint that reasonably alleges new and different episode of infringement by the same user occurring more than 14 days, but less than 180 days, after the date of a “first warning,” we will issue a “second warning.”
- *Termination after a further complaint regarding new alleged misconduct.* Where we receive a further complaint that reasonably alleges new and different episode of infringement by the same user occurring more than 14 days, but less than 180 days, after the date of our second warning, we will terminate the user without further warning.
- *180-day “lifetime” of warnings:* Where we receive no complaint about activities of a user for a 166-day period that begins 14 days after a warning, the process restarts.
- Our focus is on the dates that the episode of infringement occurred, not necessarily on the reporting date or date of detection. This prevents complainants from gaming the system to create the illusion of repeated and persistent alleged infringements.

Euclid Labs informs users through its Copyright Information Page that it may terminate the users repeatedly accused of infringement.

G. Responding to Subpoenas

If any employee of Euclid Labs receives a subpoena regarding a user or activity or material associated with that user, the employee should forward the subpoena to the Designated Agent.

The Designated Agent will review the subpoena and will consult with counsel if necessary regarding the validity of the subpoena.

While Euclid Labs cooperates fully with any intellectual property owner seeking to enforce its intellectual property rights, we also recognize that there are user privacy issues involved. Accordingly, upon receipt of a subpoena, Euclid Labs will notify the user prior to responding that we have received the subpoena and let them know that we will respond by the due date unless we receive a valid court order instructing us not to respond.

H. Informing Users

It is Euclid Labs’ policy to inform users regarding their obligations to comply with copyright law and our policy of terminating repeat infringers in appropriate circumstances. To that end, we have implemented the following steps:

1. Posted our Copyright Information on a page that can be found through the Legal link included in the footer of every page of the websites.
2. Included language in the terms and conditions, which must be accepted to use Euclid Labs’ Services, that the user indicates that she or he has all necessary rights, including copyrights, to use in Euclid Labs’ services, system, or network and recognizes our policy of terminating repeat infringers in appropriate circumstances and in our discretion.
3. Communicate through Euclid Labs’ Community Forums in a manner that discourages posting of materials that infringe others’ copyrights and reminds users about the Copyright

Information Page. Euclid Labs cannot monitor all user postings or its Global Customer Care, Support Forums, or Support Community Forums to ensure that non-conforming postings or discussions do not take place. Euclid Labs cannot guarantee that non-conforming matter does not appear.

I. Other Notices

Exhibit D sets forth a notice that Euclid Labs can send in response to notifications of claimed infringement.

ACKNOWLEDGMENT

I certify that I have read these Euclid Labs Copyright Policies and Procedures and that I will abide by them.

Name:
Title:
Date:

Exhibit A

Determining whether Notification of Claimed Infringement Satisfies Requirements and Appropriate Response

A. Notifications of Claimed Copyright Infringement

A copyright owner or the owner’s agent (“**Notification Sender**”) must provide a notification of claimed infringement that satisfies the requirements of 17 U.S.C. §512(c)(3). We need not provide legal advice to Notification Senders, but we may direct them to the statutory requirements at that section. We will review notifications for compliance with those requirements, and on certain occasions we will ask Notification Senders to cure defects in their notifications of claimed infringement.

Copyright Information

Last Updated [insert date]

Euclid Labs (“***Euclid Labs***”) respects the intellectual property rights of others and expects its users to do the same.

[It is Euclid Labs’ policy, in appropriate circumstances, to terminate users who are repeat infringers.](#)

Notifications of claimed infringement should meet the requirements of 17 U.S.C. §512(c)(3), and we encourage copyright holders to consult an attorney regarding those requirements if they are unfamiliar with them.

[Euclid Labs has designated its agent to receive notifications of claimed infringement as follows:](#)

[Euclid Labs Designated Agent for Copyright Complaints](#)

[\[Insert Euclid Labs Address, Email Address, Fax Number, Telephone Number\]](#)

B. Incomplete Notifications of Claimed Infringement

Upon receiving a communication containing a complaint or accusation of copyright infringement, we will determine whether the notification of claimed infringement is substantially complete.

1. If the Communication Fails to Meet the Threshold Requirements of a Notification of Claimed Infringement. If a communication from a Notification Sender fails to furnish the information identified by section 512(c)(3)(A)(ii), (iii), and (iv), we may in our discretion refuse to process the communication or ask the Notification Sender to provide a new and compliant notification of claimed infringement or to consult a knowledgeable professional. (We may use the form of communication in the next section if we exercise our discretion to request a complete notification.)

2. If the Communication Meets the Threshold Requirements, but Not All Requirements, of a Valid Notification of Claimed Infringement. If a Notification Sender supplies at least the information identified by section 512(c)(3)(A)(ii), (iii), and (iv), we will ask the Notification Sender to provide a new

notification of claimed infringement containing the missing or defective elements of a valid notification. Upon the Notification Sender's reasonably prompt provision of a new notification of claimed infringement with all the elements, we will process the notification. Here is a form of response to an invalid communication:

Thank you for communicating to Euclid Labs an accusation of copyright infringement regarding material or activity on its network or system. Euclid Labs respects the intellectual property rights of others and expects its users to do the same.

Your communication does not contain *all* the necessary elements of a valid notification of claimed infringement. Please consult 17 U.S.C. § 512(c)(3)(A)(i)-(vi) or a professional regarding the necessary elements. We will process the new communication if it is valid as a notification of claimed infringement with *all* the necessary elements.

Yours very truly,

[Euclid Labs Designated Agent for Copyright Complaints](#)

Email: [insert email address]

C. Complete Notifications of Claimed Infringement

When a Notification Sender sends a communication with all the elements of a valid notification of claimed infringement, we will generally process the notification expeditiously by removing or disabling access to the challenged material or activity.

If some aspect of the communication suggests bad faith or a material falsehood by the Notification Sender, we may briefly pause processing it in order to consult with counsel. We anticipate that these instances will be rare: we are not in a position to engage in routine adjudication of accusations of infringement, and our default action will be to remove or disable access to the challenged material or activity promptly.

Exhibit B

First and Second Infringement Notice

Dear Euclid Labs user:

We have received [further] notification(s) of claimed infringement regarding the following material on our system or network:

[Identify material or references or links]

We have therefore removed or disabled access to the material.

You may wish to consult an attorney regarding copyright law and regarding notifications and possible counter notifications.

Euclid Labs has adopted a policy of terminating, in appropriate circumstances, users who are repeat infringers. In accordance with that policy, if we receive additional notifications of claimed infringement related to your activity, we may terminate you without further notice.

If you believe that the accusation of copyright infringement was improper, you may send us a counter notification under 17 U.S.C. § Section 512(g)(3)(A)-(D) at the address below. If you send a valid and timely counter notification, we may process it as provided in 17 U.S.C. §512(g)(2). A counter notification should be sent to the following agent we have designated to receive notifications and counter notifications:

[Euclid Labs Designated Agent for Copyright Complaints](#)

[Insert Euclid Labs Address, Email Address, Fax Number, Telephone Number]

Very truly yours,

Euclid Labs

Exhibit C

Notice of Termination

Dear Euclid Labs user:

As we previously informed you, Euclid Labs has implemented a policy of terminating users in response to our receipt of multiple notifications of claimed infringement. Because of the claims of infringement we have received regarding you, we have disabled and permanently terminated your access to Euclid Labs' Services and have banned you from using our service, network, or system. We forbid you from accessing our network or system, and we may pursue legal remedies if you attempt to circumvent the ban or technology we use to enforce it.

Very truly yours,

Euclid Labs

Exhibit D

Notice to Copyright Owner of Actions Taken by Euclid Labs

You recently sent us one or more notifications of claimed infringement regarding a user on our service.

[Note for Euclid Labs: Please choose as applicable from the bullets below.]

- We have removed or disabled access to the material or activity that you identified by the following URL(s) in the notification(s):

[insert URLs]

- We could not locate material or activity that you identified at the following URL(s):

[insert URLs]

This may be because (a) the user had already removed the material or ceased the activity or (b) the URL(s) you furnished may not have been accurate. Please check the URL(s).

Very truly yours,

Euclid Labs