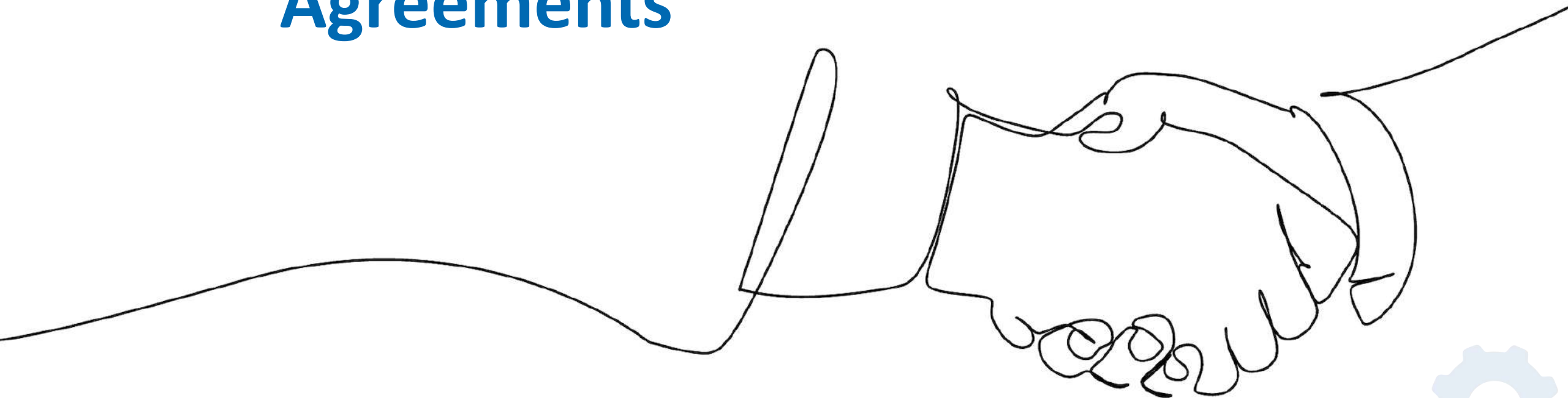


# Agency Agreements



Let us  
Introduce  
Ourselves

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## OUR ASSORTMENT

### STELLOX auto parts



[speautoparts.com/stellox](http://speautoparts.com/stellox)

- The brand Stellox is one of the largest manufacturers of spare parts for passenger cars and trucks (more than 58,000 SKU in 616 product groups).
- They are certified for compliance with ECE R90 and ECER37 standards.
- Stellox parts undergo strict quality control and mandatory testing, parts are manufactured in the same OEM and OES facilities as components for leading car manufacturers.
- The global sales volume amounts to millions of euros annually
- TecDoc premium data supplier
- Fair prices for every part



### Lubricants AREOL

[speautoparts.com/areol](http://speautoparts.com/areol)

- Motor oils and technical fluids - are designed to ensure the continuous efficient and reliable operation of engines, transmissions and other mechanisms in passenger cars and commercial vehicles, motorcycles and other small machinery.
- AREOL lubricants comply with international standards: SAE, API, ACEA, ILSAC.
- Motor oils (ECO Protect 5W-30, ECO Protect 5W-40) are approved by BMW and Mercedes-Benz manufacturers for use in the engines of their vehicles.
- AREOL European oil producers are companies with vast experience and a rich history of more than 100 years in the lubricant industry.



### Batteries EDCON

[speautoparts.com/edcon](http://speautoparts.com/edcon)

- European batteries are manufactured on high-tech automated lines using advanced technologies (Ca-Shield, Ca-Easy Care, Ca-Ultra, Hybrid+). Starter batteries are certified and their quality is confirmed by warranty.
- The eDCon battery range consists of 41 items. These are batteries for passenger cars and commercial vehicles with a capacity of 35-225 Ah and a cold cranking current of 300-1200 Ah.

#### Disclaimer:

This note does not contain a full statement of the law and it does not constitute legal advice. Please contact us if you have any questions about the information set out above.

## Our agreement:

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### 1.1. Who is an agent?

**Agent** is an intermediary involved in making a contract between supplier of products and customer. In sales, there are two kinds of agent; a sales agent and a marketing agent.

**Sales representative** is authorised to enter into contracts with the customer on behalf of the supplier. Thus, a sales representative authorized to bind the supplier by contractual agreement.

→ **Sales agent**, unlike a sales representative, does not have the authority to bind the supplier, but can sale and promote the supplier's products to potential customers. When potential customer wants to make a purchase, the contract is concluded directly with the supplier.

### 1.2. Who is a distributor (target customer)?

Unlike agents, distributors purchase products from a supplier and then resell them to customers through their distribution network in a specific territory for their own expense, thereby controlling prices and profit margins.

### 1.3. What type of agency agreements exist?

An agreement may be described as: exclusive, non-exclusive or sole. These terms need to be determined between the parties in their agreement, but generally the following definitions used to:

**Exclusive rights** do not allow the supplier to actively develop sales in the agent's territory and appoint other agents or distributors in that territory.

**Sole rights** do not allow the supplier to appoint other agents/distributors/resellers in the agent's territory, but they provide possibility for the supplier himself to carry out sales in this territory.

→ **Non-exclusive rights** allow the supplier to appoint additional agents and resellers and actively carry out sales in the agent's territory without agent's confirmation.

# Key terms of the agency agreement

## 2. Sales territory

- 2.1. the countries of active promotion by the agent are fixed in the agency agreement
- 2.2. the agency agreement does not limit the actions of other agents in the countries of the agreement
- 2.3. the clients attracted by the agent are not included in the active client base of the Supplier (client retention)
- 2.4. the agent does not grant exclusive rights to sell the Supplier's products to referred customers


## 3. Form of agreement

- 3.1. agency agreement with a legal entity (B2B)

Note: in order to avoid double taxation, together with signing the agency agreement the foreign agent provides a tax residency certificate.

- 3.2. at that moment co-operation with individuals who are non-residents of Poland is under realization

## 4. The subject matter of the agreement is determined by the cooperation package (description on the next page)

- 4.1 Ensure the planned total volume of invoiced goods from attracted customers
  - 4.2 Search and selection of authorized persons or companies interested in purchasing the goods
  - 4.3 Form the target customer base according to the Supplier's criteria
  - 4.4 Accompany the sales process, carry out full communication between the Client and the Supplier (applications, orders, price lists, targets, crosses, documents, complaints, returns, agreements, surveys)
  - 4.5 Organize and conduct business meetings, including with the participation of the Supplier's representative
  - 4.6 Check the reliability of clients using information from public sources (registers), control the timeliness of payments
  - 4.7 Develop a product promotion strategy in the Supplier's templates (analysing the capacity of the market for spare parts for passenger cars and trucks / Oils and technical fluids / Batteries, market restrictions)
  - 4.8 Analysis of the competitive environment in the assigned territory (list of competitors, price lists and sales statistics of competitors)
  - 4.9 Promotion of the Supplier's products (adaptation of marketing materials to the requirements of the country of sale, translation into the local language, presentation of products and other activities at the request of Supplier)
  - 4.10. Provide regular reporting in the Supplier's templates
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# Packages of co-operation with the sales agent

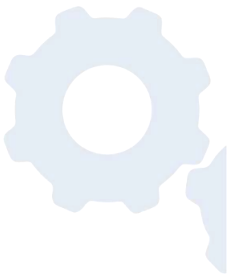
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## Envolvement package

- Active search and attraction of new potential clients
- Submission of a completed questionnaire for a new customer matching the target profile (distributor)
- Organising meetings (online/offline)
- Presentation of the company's products and services to the client
- Receiving the first purchase order from the client

## Development Package

- Active search and attraction of new potential clients
- New customer development
- Meetings (online/offline)
- Client registration in CRM
- Agreeing terms of cooperation with the client
- Supporting the sales process (receiving the customer's request, order confirmation, payment confirmation)
- Support of order shipment
- Payment verification
- Claims, returns
- Document management
- Marketing activities
- Price list and new assortment updating
- Agent activity reporting



## Bonus system

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### 5.1. Commission part

The basis for calculating the commission part is the total volume of all paid invoices excl. VAT, including returns and claims by the clients attracted by the agent

### 5.2. Fixed part

By agreement with the supplier, a fixed fee is possible for the provision of additional services by the external sales agent, such as: the development of product promotion strategy, competitive analysis, market capacity analysis in the supplier's templates, representation of the supplier at trade fairs and seminars, adaptation of marketing materials to the requirements of the sales territory.

### 5.3. Settlement and payment period

5.3.1. the calculation period starts from the date of the first invoice

5.3.2. payment of remuneration is carried out until the 15th day of the month following the reporting month.

5.3.3. if there are overdue accounts receivable of the client engaged by the agent, the payment period is shifted until the overdue debt is paid;

5.3.4. in case the external sales agent does not provide a tax residency certificate, 20% withholding tax is withheld at source (or at the rate stipulated by a bilateral double taxation treaty), with subsequent payment of the tax amount by the 10th day of the following month.

### 5.4. Involvement package

**12 months** from the month of the first invoice - **2%** of the base for calculating the commission part

### 5.5. Development Package

5.5.1. **12 months** from the month of the first invoice - **5%** of the base for calculation of the commission part

5.5.2. from the 13th **to the 24th month** - **2,5%** of the base for calculation of the commission part

5.5.3. **Additional** annual bonus of **1%** of the base for calculation of the commission part for fulfilment of the planned annual amount of the agreement on the attracted clients

# Let us Introduce Ourselves

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## Need some help?

If you require advice on any of the information provided in this quick guide,  
please contact us.

Get in touch

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