



Shopee Philippines, Inc.  
37<sup>th</sup> Floor, Net Park Building  
5<sup>th</sup> Ave., Bonifacio Global City  
Taguig City 1634 Metro Manila

#### SHOPEE ADVERTISING AGREEMENT

<b>Shopee</b> Shopee Philippines, Inc.		<b>Customer</b> Boxtalks, Inc.	
<b>Shopee Address for Notice</b> Address: 37 <sup>th</sup> Floor, Net Park Building 5 <sup>th</sup> Avenue, Bonifacio Global City Taguig City 1634 Metro Manila  Attn: Group General Counsel Email: legal@shopee.com		<b>Customer Address for Notice</b> Address: 56 Mayor Ignacio S. Diaz St., Brgy. San Martin de Porres, Cubao, Quezon City 1109 Metro Manila, Philippines  Attn: Howard Paw Email: howardpaw@digits.ph	
<b>Account Manager</b> mikael.ragos@shopee.com			
<b>Effective Date</b> June 01 2022			
<b>Execution Date</b> June 9 - June 15, 2022			
<b>Term</b> This Agreement begins on the Effective Date and, unless earlier terminated in accordance with the Terms and Conditions, will remain in effect for twelve (12) months after the Effective Date ("Initial Term").			
<b>Campaign</b> 6.15 Payday Sale			
<b>Campaign Package Details</b> As specified in campaign pitch deck, unless otherwise advised by Shopee			
<b>Package Terms</b> <b>Usage</b> Usage of campaign packages is limited to specified campaign, and cannot be activated in the same period as other campaigns.			
<b>Exclusivity</b> Not Applicable			
<b>Payment and Payment Terms</b> <b>Cash Component</b> <b>P10,000.00</b> (the "Cash Component")  Shopee shall issue a billing statement to the Customer for the Cash Component prior to the Execution Date. Customers shall make payment within thirty (30) days from the start of the Execution Date through (a) transfer to the bank account below, or (b) through deduction from the Shopee Wallet. By execution of this Agreement and under any pertinent Insertion Order, the Customer fully authorizes Shopee to make the deduction of the Cash Component from the Customer's Shopee Wallet. Shopee shall issue tax receipts for the Cash Component upon submission by the Customer of proof of registration with the Bureau of Internal Revenue.  In the event Customer does not pay within the agreed period such unpaid amount shall be deducted from the Shopee Wallet of the Customer. If the unpaid amount has not been collected by Shopee, it shall be subject to a late payment penalty interest of 2% per month, based on the gross overdue amount.			
<b>Barter Agreement Terms</b>  Customer shall provide and accomplish values for the items according to the guide below (comprised of "Trade", "Digital Marketing", and "Offline Marketing" Components). Barter details must be submitted at least 20 working days before the campaign start date.  Customer must provide:  1. Proof of spend for digital ads through Shopee Marketing Solutions Portal; AND 2. Proof of execution, through Marketing Solutions Portal. Both items must be submitted no later than 15 days after the campaign.  Only ads that are tagged in Shopee's Marketing Solutions portal shall be recognized towards Customer's barter obligations.			

Marketing Barter				
Cash				
Item	Commitment Type	Value	Service Fee (8%)	Total Amount
Cash	Cash	PHP 0.00		PHP 0.00
Facebook: Seller Ads (Net OM Budget)	CPAS Shopee Managed	PHP 0.00	PHP 0.00	PHP 0.00
Google Ads	Google Ads Shopee Managed	PHP 0.00	PHP 0.00	PHP 0.00
Tiktok	Tiktok Shopee Managed	PHP 0.00	PHP 0.00	PHP 0.00
Shopee Paid Ads - Search Ads, Keywords	Shopee On-Platform Ads (Paid Ads)	PHP 0.00		PHP 0.00
Shopee Paid Ads - Banner Ads	Shopee On-Platform Ads (Paid Ads)	PHP 0.00		PHP 0.00
Affiliate Marketing Solutions	AMS Shopee Managed	PHP 0.00	PHP 0.00	PHP 0.00
Shopee Off-Platform Ads				
Item	Commitment Type	Value		Total Amount
Facebook: CPAS	CPAS by brand	PHP 0.00		PHP 0.00
IG: Boosted Post	Non-CPAS (Boosted Posts)	PHP 0.00		PHP 0.00
IG Stories Ad	Non-CPAS (Boosted Posts)	PHP 0.00		PHP 0.00
KOL Post	Others	PHP 0.00		PHP 0.00
Tiktok	Others	PHP 0.00		PHP 0.00
Teads Ads Programmatic	Others	PHP 0.00		PHP 0.00
Sponsored Viber Messages	Others	PHP 0.00		PHP 0.00
SMS Broadcasts	Others	PHP 0.00		PHP 0.00
Electronic Direct Mailer (EDM)	Others	PHP 0.00		PHP 0.00
YouTube Masthead	Google Ads	PHP 0.00		PHP 0.00
YouTube Bumper	Google Ads	PHP 0.00		PHP 0.00
YouTube Instream	Google Ads	PHP 0.00		PHP 0.00
Google Search Ads	Google Ads	PHP 0.00		PHP 0.00
Google Shopping Ads	Google Ads	PHP 0.00		PHP 0.00
GDN Banners	Google Ads	PHP 0.00		PHP 0.00
GDN Responsive	Google Ads	PHP 0.00		PHP 0.00
Affiliate Marketing Solutions				
Item	Commitment Type	Value		Total Amount
Affiliate Marketing Solutions	AMS by brand	PHP 0.00		PHP 0.00

<p>Payment via Cheque Deposit (PHP &amp; USD):  Beneficiary Name: Shopee Philippines Inc  Bank Name: CITIBANK N.A.  Bank Account Number:  (For PESO) 757649047  (For USD) 5757649057  Bank Address: 8741 Paseo de Roxas, Makati City, Philippines  Swift Code: CITIPHMX</p> <p>OR</p> <p>Beneficiary Name: Shopee Philippines Inc  Bank Name: MBTC  Bank Account Number:  (for PESO) 492-7-492-00919-5  (for USD) 492-2-492-00447-7  Bank Address: Metrobank – BGC Branch 32nd Ave.,  5th Street, Bonifacio Global City, Taguig City,  Metro Manila  Swift Code: MBTCPHMM</p> <p>Payment via Fund Transfer (PHP only):  Beneficiary Name: Shopee Philippines Inc  Bank Name: CITIBANK N.A.  Bank Account Number:  (For PESO) 757649xxxxxxxxx  Bank Address: 8741 Paseo de Roxas, Makati City, Philippines  Swift Code: CITIPHMX</p>	
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<b>Shopee Bank Account Information</b>	<p>Mode of Payment: PesoNET  [xxxxxxxxx = last 10 digits of your IO reference number]  *Strictly no space or characters in between numbers  **If the Insertion Order (I.O) reference is shorter than 10 digits, please add "0" in the beginning to meet the 10-digit requirement e.g., "0020220103."</p> <p>1. For Individual/ Personal Bank Accounts, they can follow the instructions below:  How to Transfer Money via PESONet  1.Access your bank or e-money issuer's app or official website and log in to your account.  2.Choose to send money using PESONet and provide the required details.  3.Provide the receiver's account information and the amount to be transferred.  4.You will receive a notification once your transaction is successful.</p> <p>2. For Corporate Accounts, they can use their normal Electronic Fund Transfer process when paying via PesoNet.</p> <p>Payment via Fund Transfer (USD):  Beneficiary Name: Shopee Philippines Inc  Bank Name: CITIBANK N.A.  Bank Account Number:  (For USD) 5757649057  Bank Address: 8741 Paseo de Roxas, Makati City, Philippines  Swift Code: CITIPHMX</p> <p>Payment via Paypal:  Recipient email address: sps@garena.com  Payment shall be considered valid only upon submission of proof of payment (e.g., deposit slip with Insertion Order Number clearly indicated) to the Shopee Finance team or upon full and complete deduction from the Shopee Wallet. Contact details are:</p> <p>Email: Nina Galicia - galician@seagroup.com  Jess Niño Dela Cruz - delacruzjn@sea.com  Phone number: +632-8246-0500 loc. 220  Address: 15/F Asian Century Center, 4th Ave., BGC, Taguig City, Metro Manila, Philippines</p>
<b>Order Process</b>	<p>To purchase a Campaign Package, Customer will provide to Shopee the information specified in Section 2.3 of the Shopee Advertising Policy (available at <a href="https://shopee.ph/legaldoc/policies/">https://shopee.ph/legaldoc/policies/</a>). Shopee will then propose a placement solution in an insertion order similar to Attachment 1 ("Insertion Order"). An Insertion Order will only take effect if accepted by Customer in accordance with Section 2.3 of the Shopee Advertising Policy.</p>
<b>Attachments</b>	<p>Attachment 1 – Sample Insertion Order</p>

This Campaign Package Agreement, which consists of this agreement, the Shopee Advertising Policy, the Sample Insertion Order in Attachment 1, and all Insertion Orders executed by the parties in accordance with Section 2.3 of the Shopee Advertising Policy (collectively, this "Agreement"), is entered into as of the Effective Date between Shopee and Customer set forth above.

<p><b>Customer</b>      Boxtalks, Inc.</p> <p><b>Signature:</b>    </p> <p><b>Name:</b>          Howard Paw</p> <p><b>Title:</b>            Corporate Secretary</p>	<p><b>Shopee Philippines, Inc.</b></p> <p><b>Signature:</b>    _____</p> <p><b>Name:</b>          Jan Frederic L. Chiong</p> <p><b>Title:</b>            Authorized Representative</p>
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Attachement 1  
Insertion Order

Insertion Order

<b>Insertion Order No.</b>	PD-06012022-001					
<b>Insertion Order Date:</b>	June 01 2022					
<b>Execution Date:</b>	June 9 - June 15, 2022					
<b>Campaign:</b>	6.15 Payday Sale					
<b>Agreement</b>	Shopee Advertising Agreement entered into by and between Shopee and Customer as of June 01 2022 (the "Agreement").					
<b>Customer</b>	Boxtalks, Inc.					
<b>Advertiser (if different from Customer)</b>	Beyond the Box					
<b>Advertisement Title</b>	Beyond the Box 6.15 Payday Sale June 9 - June 15, 2022			<b>Advertising Materials Submission Deadline</b>	(if not specified, no later than one week before the Advertisement Launch Date)	
<b>Cash Component</b>	<b>Commitment</b>	<b>Type</b>	<b>Qty</b>	<b>Pricing per Qty (PHP)</b>	<b>Total Media Pricing</b>	<b>Advertising Launch Date</b>
		Cash	1	-	-	June 9 - June 15, 2022
		Paid Ads	1	10,000.00	10,000.00	June 9 - June 15, 2022
		Seller Ads	1	-	-	June 9 - June 15, 2022
<b>Media, Pricing (PHP) and Advertising date</b>	<b>Barter Type</b>	<b>Media</b>	<b>Qty</b>	<b>Pricing per Qty (PHP)</b>	<b>Total Media Pricing</b>	<b>Advertising Launch Date</b>
	Digital Marketing Barter	CPAS	1	15,000.00	15,000.00	June 9 - June 15, 2022
		Non-CPAS	1	-	-	June 9 - June 15, 2022
		GSA	1	10,000.00	10,000.00	June 9 - June 15, 2022
		AMS	1	-	-	June 9 - June 15, 2022
		Others (Tiktok, KOL posts)	1	-	-	June 9 - June 15, 2022
		Trade	1	-	-	June 9 - June 15, 2022
		Offline	1	-	-	June 9 - June 15, 2022
		PR	1	-	-	June 9 - June 15, 2022
<b>Other Commercial Terms</b>	The settlement modes include (1) the Cash Component; (2) the Trade Barter Component; and (3) the Barter Component. The value of settlement should be agreed to the pricing as stipulated in this Insertion Order. Shopee and the Customer will issue tax invoice(s) for the Cash Component plus applicable VAT, if any.					
<b>Total Cash Amount (1)</b>	<b>Trade Barter Component (2)</b>		<b>Marketing Barter (Digital and Traditional) Component (3)</b>			
10,000.00	0.00		25,000.00			
<b>CASH COMPONENT</b>			<b>BARTER COMPONENT</b>		<b>BILLED AMOUNT</b>	
<b>Advertising Fees</b>	<b>Services Charge (8%)</b>	<b>VAT (12%)</b>	<b>Total Barter (2 + 3)</b>	<b>Total Cash Amount (1) A + B + C</b>	<b>Payment Due Date</b>	
A	B	C				
8,928.57	0.00	1,071.43	25,000.00	10,000.00	July 09, 2022	

Method of Payment: Please select the pertinent mode of payment ☒ Bank Deposit ☐ Deduction from Shopee Wallet

This Insertion Order forms part of the Agreement and the relevant terms of use and policies associated with the Media selected above. Except as otherwise specified in this Insertion Order, all capitalized terms will have the same meanings ascribed to them in the Agreement.

<b>Customer</b>	Boxtalks, Inc.	<b>Shopee Philippines, Inc.</b>
<b>Signature:</b>		<b>Signature:</b> _____
<b>Name:</b>	Howard Paw	<b>Name:</b> Jan Frederic L. Chiong
<b>Title:</b>	Corporate Secretary	<b>Title:</b> Authorized Representative
<b>Date:</b>		