

MASTER SERVICE AGREEMENT

Agreement Reference: MSA-2025-CLOUD-001

Date of Execution: January 15, 2025

PARTIES

Service Provider (ICT Third-Party Provider)

- **Legal Name:** NordCloud Systems AG
- **Legal Entity Identifier (LEI):** 529900NORDCLD1234512
- **Registration Number:** HRB 123456 (Germany)
- **Type of Entity:** Legal Person
- **Registered Address:** Friedrichstrasse 123, 10117 Berlin, Germany
- **Country of Headquarters:** Germany (DE)
- **Parent Company:** NordCloud Holdings Ltd (LEI: 549300EXAMPLE123456)

Client (Financial Entity)

- **Legal Name:** EuroFinance Bank AG
- **Legal Entity Identifier (LEI):** 529900ABCDEFGH1234
- **Type of Entity:** Credit Institution
- **Competent Authority:** BaFin (Germany)
- **Registered Address:** Kaiserstrasse 45, 60329 Frankfurt, Germany
- **Country:** Germany (DE)

1. SERVICES

1.1 ICT Services Provided

Service ID	Service Type	Description
SVC-001	Cloud Computing (IaaS)	Virtual server infrastructure hosting
SVC-002	Software as a Service	Core banking platform access
SVC-003	Data Management	Database hosting and management

Service ID	Service Type	Description
SVC-004	Security Services	Managed security operations center

1.2 Service Criticality Assessment

The services under this Agreement support the following critical or important functions:

Function Code	Function Name	Licensed Activity	Criticality	Impact of Discontinuing
CF-001	Payment Processing	Payment Services	Critical	High
CF-002	Customer Data Management	Banking Operations	Important	Medium
CF-003	Regulatory Reporting	Compliance	Critical	High

2. CONTRACT TERMS

2.1 Duration

- **Effective Date:** February 1, 2025
- **Initial Term:** 36 months
- **Expiry Date:** January 31, 2028
- **Auto-Renewal:** Yes, for successive 12-month periods

2.2 Termination

- **Client Notice Period:** 180 days
- **Provider Notice Period:** 365 days
- **Termination for Cause:** 30 days written notice

2.3 Financial Terms

- **Annual Contract Value:** EUR 2,500,000
- **Currency:** EUR
- **Payment Terms:** Quarterly in advance

3. GOVERNING LAW AND JURISDICTION

- **Governing Law:** Laws of the Federal Republic of Germany

- **Jurisdiction:** Courts of Frankfurt am Main
 - **Dispute Resolution:** Arbitration under ICC Rules
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4. DATA HANDLING

4.1 Data Locations

Data Type	Storage Location	Processing Location
Customer PII	Germany (DE)	Germany (DE)
Transaction Data	Germany (DE)	Germany (DE), Netherlands (NL)
Backup Data	Netherlands (NL)	Netherlands (NL)

4.2 Data Sensitivity

- **Classification:** High Sensitivity
 - **Personal Data Processing:** Yes
 - **Special Categories of Data:** No
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5. SUBCONTRACTING

5.1 Approved Subcontractors

Rank	Subcontractor Name	LEI	Services	Country
1	DataCenter Europe BV	549300DCENTER12345	Data center colocation	Netherlands (NL)
2	SecureNet AG	549300SECNET67890	Network security monitoring	Germany (DE)

5.2 Subcontracting Notification

Provider shall notify Client at least 30 days prior to any material subcontracting changes.

6. BUSINESS CONTINUITY

6.1 Service Level Objectives

Metric	Target	Measurement
Availability	99.95%	Monthly
Recovery Time Objective (RTO)	4 hours	Per incident
Recovery Point Objective (RPO)	1 hour	Per incident

6.2 Disaster Recovery

- Primary Site: Frankfurt, Germany
 - Secondary Site: Amsterdam, Netherlands
 - Failover Time: Maximum 4 hours
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7. AUDIT RIGHTS

7.1 Client Audit Rights

- Annual on-site audit with 30 days notice
- Access to SOC 2 Type II reports
- Access to penetration test results

7.2 Last Audit Date

- **Most Recent Audit:** December 15, 2024
 - **Audit Firm:** Big Four Auditor GmbH
 - **Result:** Unqualified opinion
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8. EXIT ARRANGEMENTS

8.1 Substitutability Assessment

- **Substitutability Level:** Medium Complexity
- **Reason:** Proprietary integrations require migration effort
- **Estimated Transition Period:** 6-9 months

8.2 Exit Plan

- **Exit Plan Documented:** Yes
- **Data Return:** Within 30 days of termination
- **Data Deletion:** Within 90 days of data return confirmation

8.3 Reintegration Possibility

- **Assessment:** Difficult
- **Rationale:** Requires significant internal infrastructure investment

8.4 Alternative Providers Identified

- AWS (Amazon Web Services)
 - Microsoft Azure
 - Google Cloud Platform
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SIGNATURES

For NordCloud Systems AG: Name: Dr. Hans Mueller Title: Chief Executive Officer Date: January 15, 2025

For EuroFinance Bank AG: Name: Maria Schmidt Title: Chief Operating Officer Date: January 15, 2025

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