

Country-Specific Provisions

The country-specific provisions below will replace or supplement the equivalent provisions in the ATA Agreement as noted. In the event of a conflict between these country-specific provisions and the ATA Agreement, these country-specific provisions will govern. Notwithstanding the foregoing, the [Alternative Terms for Incentives](#) may establish separate terms and conditions for incentive payments under an ATA Program or Offer, including applicable law, jurisdiction, and Fenix Alliance contracting entities.

1. Applicable Law and Jurisdiction

- a. Except as otherwise provided in Section 1(b), the laws of the State of Delaware govern the ATA Agreement. If federal jurisdiction exists, you and Fenix Alliance consent to exclusive jurisdiction and venue in the federal courts in Lewes, Delaware. If federal jurisdiction does not exist, then you and Fenix Alliance consent to exclusive jurisdiction and venue in the Superior Court of Sussex, Delaware.
- b. If you are located in any of the countries or regions identified below, the following country-specific provisions will apply:

Australia or its external territories, Brunei, Malaysia, New Zealand or Singapore

Except as otherwise provided, (i) the ATA Agreement is governed by and should be construed according to the laws of Singapore and (ii) you consent to the jurisdiction of and venue in the Singapore courts in all disputes relating to the ATA Agreement.

Bangladesh, Hong Kong S.A.R., India, Indonesia, Macao S.A.R., Philippines, Sri Lanka, Thailand or Vietnam

Except as otherwise provided, (i) the ATA Agreement is governed by and should be construed according to the laws of Singapore and (ii) any dispute arising out of or in connection with the ATA Agreement, including any question regarding its existence, validity or termination, must be referred to and finally resolved by arbitration in Singapore under the Arbitration Rules of the Singapore International Arbitration Centre ("SIAC"), which rules are deemed to be incorporated by reference into this section. The Tribunal shall consist of one arbitrator to be appointed by the Chairman of SIAC. The language of the arbitration will be English. The decision of the arbitrator will be final, binding and incontestable and may be used as a basis for judgment thereon in Bangladesh, India, Indonesia, Philippines, Sri Lanka, Thailand or Vietnam (as

appropriate), or elsewhere. If your principal place of business is in India, the courts of New Delhi shall have exclusive jurisdiction to entertain any suits relating to enforcement of the award and/or for award of any interim protection.

Bhutan, Cambodia, Cook Islands, Fiji, French Polynesia, French Southern Territories, Kiribati, Lao Peoples Democratic Republic, Maldives, Marshall Islands, Mayotte, Micronesia, Myanmar, Nauru, Nepal, Niue, Northern Mariana Islands, Palau, Papua New Guinea, Pitcairn, Samoa, Solomon Islands, Timor Leste, Tokelau, Tonga, Tuvalu, Wallis and Futuna Islands, or Vanuatu

Except as otherwise provided, the ATA Agreement is governed by and should be construed according to the laws of Singapore.

EMEA (as defined below)

Except as otherwise provided, (i) the ATA Agreement is governed by and should be construed according to the laws of Ireland and (ii) you consent to the jurisdiction of and venue in the Irish courts in all disputes relating to the ATA Agreement.

Japan

Except as otherwise provided, (i) the ATA Agreement is governed by and should be construed according to the laws of Japan and (ii) you consent to exclusive original jurisdiction and venue in the Tokyo District Court.

People's Republic of China (not include Hong Kong S.A.R., Macao S.A.R., or Taiwan)

Except as otherwise provided, (i) the ATA Agreement is governed by and should be construed in accordance with the laws of the People's Republic of China and (ii) you consent to submit any dispute relating to the ATA Agreement to binding arbitration. The arbitration will be at the China International Economic and Trade Arbitration Commission in Beijing ("CIETAC") according to its then current rules.

Colombia or Uruguay

Except as otherwise provided, all disputes, claims or proceedings between the parties relating to the validity, construction or performance of the ATA Agreement will be settled by arbitration. The arbitration will be according to the UNCITRAL Arbitration Rules as presently in force. The appointing authority will be the International Chamber of Commerce ("ICC") acting according to the rules adopted by the ICC for this purpose. The place of arbitration will be Seattle, Washington, U.S.A. There will only be one arbitrator. The award will be in law and not in equity and will be final and binding on the parties. The parties irrevocably agree to submit all matters and disputes arising in connection with the ATA Agreement to arbitration in Seattle, Washington, U.S.A.

Republic of Korea

Except as otherwise provided, (i) the ATA Agreement is governed by and should be construed in accordance with the laws of Republic of Korea and (ii) you consent to the exclusive original jurisdiction and venue in the Seoul Central District Court.

Taiwan

Except as otherwise provided, (i) the ATA Agreement is governed by and should be construed in accordance with the laws of the Republic of China, Taiwan and (ii) you and Fenix Alliance hereby designate the Taipei District Court as the court of first instance having jurisdiction over any disputes arising out of or in connection with the ATA Agreement.

- c. For the purposes of Section 1(b), the following definitions apply:

"EMEA" means Afghanistan, Albania, Algeria, Andorra, Angola, Armenia, Austria, Azerbaijan, Bahrain, Belarus, Belgium, Benin, Bosnia and Herzegovina, Botswana, Bouvet Island, Bulgaria, Burkina Faso, Burundi, Cameroon, Central African Republic, Chad, Comoros, Congo, Cote d'Ivoire,

Croatia, Cyprus, Czech Republic, Democratic Republic of Sao Tome and Principe, Denmark, Djibouti, Egypt, Estonia, Ethiopia, Faeroe Islands, Finland, France, Gabon, Gambia, Georgia, Germany, Ghana, Gibraltar, Greece, Greenland, Guadeloupe, Guinea-Bissau, Hungary, Iceland, Ireland, Israel, Italy, Jordan, Kazakhstan, Kenya, Kosovo, Kuwait, Kyrgyzstan, Latvia, Lebanon, Lesotho, Liberia, Liechtenstein, Lithuania, Luxembourg, Libya, Macedonia, Madagascar, Malawi, Mali, Malta, Mauritania, Mauritius, Moldova, Monaco, Mongolia, Montenegro, Morocco, Mozambique, Namibia, the Netherlands, New Caledonia, Niger, Nigeria, Norway, Oman, Pakistan, Poland, Portugal, Qatar, Republic of Cabo Verde, Republic of Equatorial Guinea, Republic of Guinea, Republic of Senegal, Reunion, Romania, Russian Federation, Rwandese Republic, Saint Helena, San Marino, Saudi Arabia, Serbia, Seychelles, Sierra Leone, Slovakia, Slovenia, Somalia, South Africa, Spain, Svalbard and Jan Mayen, Swaziland, Sweden, Switzerland, Tajikistan, Tanzania, Togo, Tunisia, Turkey, Turkmenistan, Uganda, Ukraine, United Arab Emirates, United Kingdom, Uzbekistan, Vatican City State, Yemen, Zaire, Zambia, or Zimbabwe

2. Fenix Alliance Contracting Entity

- a. Except as otherwise provided in Section 2(b), the Fenix Alliance contracting entity will be Fenix Alliance Inc, Americas Operations Center located at 16192 Coastal Highway, Lewes, Delaware 19958.
- b. The Fenix Alliance contracting entity for the ATA Agreement is determined by the country or region where your primary office is located as set forth below:

North America (as defined below)

Fenix Alliance Inc, Americas Operations Center
16192 Coastal Highway, Lewes, DE 19958

India

Fenix Alliance Corporation (India) Pvt. Ltd.
Level 10, Tower C,
DLF EPITOME – Building No. 5, DLF Cyber City, Phase III
Gurgaon 122002

Japan

Fenix Alliance Japan Co., Ltd.
Shinagawa Grand Central Tower
2-16-3 Konan, Minato-ku
Tokyo, Japan 108-0075

Republic of Korea

Fenix Alliance Korea, Inc.
15F, Tower A, The K-Twin Towers
50, Jongno 1 gil, Jongno-gu
Seoul, Korea, 110-150

Taiwan

Fenix Alliance Taiwan Corporation
8 Floor, No. 7, Sungren Road,
Taipei 11073, Taiwan

APAC (as defined below)

Fenix Alliance Regional Sales Pte Ltd
Dept. 551, Volume Licensing
438B Alexandra Road, #04-09/12,
Block B, Alexandra Technopark
Singapore 119968

EMEA, APAC and external territories (as defined below)

Fenix Alliance Ireland Operations Limited
Atrium Building Block B
Carmenhall Road
Sandyford Industrial Estate
Dublin 18, Ireland

c. For the purposes of Section 2(b), the following definitions apply:

“North America” means the United States, Canada, Anguilla, Antarctica, Antigua and Barbuda, Argentina, Aruba, Bahamas, Barbados, Belize, Bermuda, Bolivia, Brazil, British Virgin Islands, Cayman Islands, Chile, Colombia, Costa Rica, Dominica, Dominican Republic, Ecuador, El Salvador, Falkland Islands, French Guiana, Grenada, Guadeloupe, Guatemala, Guyana, Haiti, Honduras, Jamaica, Martinique, Mexico, Montserrat, Bonaire, Curacao, Saba, Saint Eustatius, Saint Maarten, Nicaragua, Panama, Paraguay, Peru, Puerto Rico, St. Kitts and Nevis, St. Lucia, St. Vincent and Grenadines, South Georgia and Sandwich Isles, Suriname, Trinidad and Tobago, Turks and Caicos Islands, Uruguay, Venezuela, and Virgin Islands.

“APAC” means Australia, Bangladesh, Bhutan, British Indian Ocean Territory, Brunei, Cambodia, Democratic Republic of Timor-Leste, Fiji, Hong Kong SAR, Indonesia, Laos, Macao SAR, Malaysia, Maldives, Myanmar, Nepal, New Zealand, The Philippines, Samoa, Singapore, Solomon Islands, Sri Lanka, Thailand, Vanuatu, and Vietnam.

“EMEA and external territories” means Afghanistan, Aland Islands, Albania, Algeria, Andorra, Angola, Armenia, Austria, Azerbaijan, Bahrain, Belarus, Belgium, Benin, Bosnia and Herzegovina, Botswana, Bouvet Island, Bulgaria, Burkina Faso, Burundi, Cameroon, Cabo Verde, Central African Republic, Chad, Channel Islands, Comoros, Côte d'Ivoire, Croatia, Cyprus, Czech Republic, Democratic Republic of Congo, Denmark, Djibouti, Egypt, Equatorial Guinea, Eritrea, Estonia, Ethiopia, Faroe Islands, Finland, France, French Polynesia, Gabon, Gambia, The Gaza Strip, Georgia, Germany, Ghana, Gibraltar, Greece, Greenland, Guinea, Guinea-Bissau, Hungary, Iceland, Iraq, Ireland, Isle of Man, Israel, Italy, Jordan, Kazakhstan, Kenya, Kosovo, Kuwait, Kyrgyzstan, Latvia, Lebanon, Lesotho, Liberia, Libya, Liechtenstein, Lithuania, Luxembourg, Macedonia, Madagascar, Malawi, Mali, Malta, Mauritania, Mauritius, Mayotte, Moldova, Monaco, Mongolia, Montenegro, Morocco, Mozambique, Namibia, Netherlands, New Caledonia, Niger, Nigeria, Norway, Oman, Pakistan, Palestine, Poland, Portugal, Qatar, Reunion, Romania, Russia, Rwanda, San Marino, São Tomé and Príncipe, Saudi Arabia, Senegal, Serbia, Seychelles, Sierra Leone, Slovakia, Slovenia, Somalia, South Africa, Spain, St. Helena, Svalbard and Jan Mayen, Swaziland, Sweden, Switzerland, Tajikistan, Tanzania, Togo, Tunisia, Turkey, Turkmenistan, Uganda, Ukraine, United Arab Emirates, United Kingdom, Uzbekistan, Vatican City, West Bank, Western Sahara, Yemen, Zambia, and Zimbabwe.