Contract with ADP

CLOUD PAYROLL SERVICE AGREEMENT – Marcus J. Vance (IT Security Lead)

THIS AGREEMENT is made and entered into on 2025-07-13 (the "Effective Date") by and between Umbrella Holdings plc ("Client") and ADP ("Supplier").

1. Scope of Service

Supplier shall provide the services identified as: Cloud Payroll & Tax Compliance Platform – Annual Enterprise Plan under Commodity Code 84111600 – Payroll processing services. The Material Group classification is PAYROLL.

QUOTATION

Supplier: ADP

Quotation ID: Q-ADP-7218

Product/Service Description: Cloud Payroll & Tax Compliance Platform – Annual Enterprise Plan

Quantity: 1

Total Price: $18,750.00

2. Quantity and Pricing

Client shall procure a total of 1 annual subscription unit at a flat price of $18,750.00 USD.

3. Guaranteed Spend

Client agrees to a guaranteed minimum spend of $18,750.00 for the duration of this Agreement, from 2025-07-13 to 2026-07-13. Payment is due irrespective of usage under the agreed plan.

4. Payment Terms

Supplier shall invoice Client based on payment terms of 30 days. Invoices must reference Purchase Requisition Number PR-149444 and Supplier ID BP-ADP001.

5. Service Period and Delivery

The service will be active from 2025-07-13 to 2026-07-13. The system shall be configured for Client's U.S. operations under Plant ID US02, and source of supply is Global SaaS.

6. Discounts and Adjustments

The applied discount rate for the annual subscription is 10%. Adjustments may apply based on SLA compliance.

7. Tax and Compliance

Applicable tax code for this Agreement is TX003. Supplier agrees to meet all IRS and DOL compliance standards regarding payroll data.

8. Cancellation Policy

Either party may terminate with 60 days written notice. Early termination may require shortfall settlement to meet Guaranteed Spend.

9. Contract Reference and Status

This Agreement is internally tracked as Contract Reference CTR-2025-ADP-001 and is currently in status: Active.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement through their authorized representatives:

Signed for and on behalf of Umbrella Holdings plc:

Name: Marcus J. Vance (IT Security Lead)

Signature: _____

Signed for and on behalf of ADP:

Name: _____

Signature: _____