

Order #3

Account Updater Service

This Order No. 3 ("Order **No. 3**") is incorporated into and made a part of the **Agreement** between Sky CP Limited and Spreedly, Inc., such Services is effective as of the last date of signing below ("Order Effective Date").

ACCOUNT UPDATER SERVICE REQUIREMENTS

If Customer elects to participate in to Spreedly's Account Updater program, Customer agrees to conform to the following requirements:

1. Merchant Qualification

- Merchants designated by Visa as high-risk (High-Risk Acquirer Program with a condition of RED or higher) or on the MasterCard Alert to Control High-risk Merchants (MATCH) system may not participate in Account Updater.
- Third-party payment portfolios must not contain more than 20 percent High-Risk Merchant activity.
- Merchant must not be under any special conditions imposed by Visa Corporate Risk Management.
- Merchants must have been in business a minimum of six months.
- Over the course of six months, the merchant must have at least 1,000 transactions a month or an average of 5,000 transactions over three months.
- The merchant must maintain a chargeback ratio of less than 3 percent.
- Merchants must meet the following risk management criteria:
 - Must not be engaged in business categorized by the following merchant category codes: 5962, 5966, 5967, or 7995.
 - Must not have sales transactions that are predominantly Quasi-Cash, Account Funding, or any combination thereof.

2. Customer Responsibilities.

Customer must:

- Protect the security of the information sent to or received from Account Updater.
- Use the same standard of care to protect and prevent misappropriation or improper disclosure of the confidential information as is used to protect its own confidential information, but in no event less than reasonable care.
- Be in compliance with the network operating regulations.
- Have a valid business need to receive updated account information, including but not limited to:
 - Subscription services
 - Express checkout services
 - Membership (club) services
 - Recurring payment services
- Restrict access to Account Updater data to business need-to-know.
- Request an Account Update for every participating cardholder account in merchant's customer database at least once every 180 calendar days for merchants that bill daily, weekly, monthly, quarterly or bi-annually or at least once every 365 calendar days for merchants that bill annually.
- Submit inquiries only for those customer accounts with which Customer has existing customer relationships and have their account information on file.
- Ensure that information received from Account Updater is properly, completely, and accurately incorporated

3. Prohibited Activities.

Customer must not:

- Request authorization on accounts that have returned a response of "Closed Account".
- Submit inquiries to Account Updater on behalf of any other entity.

If Customer has fraudulently misused Account Updater to obtain account updates, Customer will be removed from the Account Updater service.

Pricing:

Customer shall pay Spreedly the initial Account Updater Fee Prepayment of \$90,000.00, which includes the following:

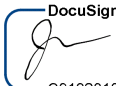
Account Updater Pricing Table	
Rate per Successfully Updated Card	\$0.18
Quantity of Pre-purchased Card Updates	500,000
Account Updater Fee Prepayment	\$90,000

Customer has elected to participate in Spreedly’s Account Updater program at a cost of \$0.18 per successfully updated card. Customer shall prepay \$90,000 for use of the service, and that fee shall be debited each time the account updater service is performed and fees are accrued. Customer shall be invoiced an additional \$90,000 only when the remaining balance falls below \$18,000.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, authorized representatives of the parties have executed this Amendment as of the last date of signature below:

Spreadly, Inc.

By:  DocuSigned by:
C9132818B2F844A...
Name: Justin Benson
Title: CEO
Date: 4/21/2020

Sky CP Limited

By:  DocuSigned by:
5C8C53516540457...
Name: Andrew Akien
Title: Head of Sales & Service
Date: 4/21/2020