

**ORDER FORM #1**

Spreedly, Inc.
300 Morris Street
Suite 400
Durham, NC 27701

Order Form Issued: May 25, 2022

Customer Legal Name: Brainly sp. z o.o.

Offer Valid Until: June 15, 2022

RUT Number:

Billing Address: Krowoderska, 63B/6, Kraków, 31-158,
Poland

Sales Rep: Don Sellazzo

This Order Form is entered into between the entity identified above as "Customer" and Spreedly, Inc. (each a "Party" and collectively, the "Parties") as of the last day it is signed (the "Order Form Effective Date") and is subject to the Agreement (defined below) which is hereby incorporated by reference. For purposes of this Order Form, "Agreement" means the enterprise services agreement (an "ESA") currently in force between the Parties.

In the event of any conflict between the terms of the Agreement and this Order Form, this Order Form will govern. Capitalized terms used but not defined in this Order Form have the meanings set forth in the Agreement or in the Documentation.

1) Order Form Term. The Initial Term of this Order Form is 24 months. Thereafter, this Order Form will automatically renew for successive one-year periods (each, a "Renewal Term" and, together with the Initial Term, the "Term") unless either party has provided written notice of its intent to not renew this Agreement not less than sixty (60) days prior to the expiration of the then-current Initial or Renewal Term.

2) Pricing. Customer will pay a "Base Annual Fee" consisting of an annual platform fee for each 12-months of services and the number of committed API calls in the amount specified in Table 1 below. Customer is pre-purchasing 45,000,000 API calls at a cost of \$0.006 per call. Spreedly will invoice Customer monthly in arrears at the same rate for any API call consumed more than the initial purchase volume.

Enterprise Pricing		
	Year 1	Year 2
Enterprise Annual Platform Fee	\$102,000	\$102,000
Enterprise Assurance Agreement & SLAs	Included	Included
Existing Spreedly Endpoints	Unlimited	Unlimited
PCI Compliant Card Storage Limit	Unlimited	Unlimited
Tokenization	Included	Included
Network Tokenization	Included	Included
API Commit Usage Fee	\$135,000	\$135,000
Cost per API call	\$0.0060	\$0.0060
Committed APIs during the Initial Term	45,000,000	
Total Base Annual Fees	\$237,000	\$237,000

3) Account updater Fees. Customer has elected to participate in Spreedly's Account Updater service, at a cost of \$0.20 per successfully updated card. Customer will pre-purchase 45,000 card updates for a cost of \$9,000 which amount will be debited each time the account updater service is successfully performed. Customer will be invoiced an additional \$9,000 only when the remaining balance falls below \$900. Customer may cancel participation in the



Account Updater program at any time via a written notification emailed to success@spreedly.com. Due to fees imposed by the card networks and/or third-party service providers, Fees for the Account Updater service are subject to change at any time provided that change is based solely on direct cost increases to Spreedly as implemented by such third-party service providers. Spreedly will notify Customer no less than 90 days' prior to a price change for the Account Updater. Upon termination or expiration of this Order Form, Spreedly will refund any pre-paid but unearned Account Updater fees to Customer within thirty (30) days of such termination or expiration.

Enterprise Account Updater Pricing Table	
Cost per successful updated card transaction	\$0.20
Pre-purchased updates	45,000
Total Fee	\$9,000.00

4) Implementation Services. At Customer's request, Spreedly will provide implementation services at the Fees outlined below. Implementation services must be completed within 6-months of the Order Form Effective Date. Before the Project Kickoff Spreedly and Customer will jointly develop the detailed and final timeline for the Implementation Services.

Scope and Description	One Time Fee
<p>Implementation Services</p> <p>The Spreedly implementation can be completed in as little as a few weeks, but on average takes a few months depending on the complexity of implementation and follows the general process outlined below, which will be led by a dedicated Spreedly Implementation Consultant in conjunction with your Spreedly Success Manager:</p> <p>Project Kickoff (within 5 days of effective date or customer designated date)</p> <ul style="list-style-type: none"> Define project <ul style="list-style-type: none"> Create a project Charter with goals, scope, and KPIs Provide an introduction to implementation process Provide a suggested Implementation Plan for your best time to value <p>Technical Training (week 1 and 2 post Project Kickoff)</p> <ul style="list-style-type: none"> Share best practices for implementation Provide tools to aid in implementation Deep dive into payments flows Provide a Technical Solution Guide documenting your Spreedly use <p>Technical Implementation</p> <ul style="list-style-type: none"> Provide SME support for your teams Weekly check in calls Provide additional product/technical training as needed Configuration/integration with specific PSPs <p>Architecture Review & Testing (2-4 weeks prior to Go Live)</p> <ul style="list-style-type: none"> Support with any testing initiatives you have Review your implementation and provide feedback Migration (depending on your go-to-market approach) <ul style="list-style-type: none"> Work together to establish migration plan Coordinate with our Support team to ensure smooth import of 	<p>\$40,000</p> <p>50% paid upfront</p> <p>Balance paid at completion, subject to section 4 of the ESA</p>



existing payment methods	
Go Live (up to 12 weeks from Project Kickoff)	
<ul style="list-style-type: none"> • Our teams will be on alert to monitor your launch • Provide a retrospective on your Spreedly Implementation and revisit your KPIs (1 week post Go Live) • A dedicated Spreedly Implementation Consultant in conjunction with your Spreedly Success Manager will provide support during the go-live phase'. 	

5) Professional Services. Professional services performed by Spreedly within 12-months of the Order Form Effective Date will be charged at an hourly rate of \$200.

6) Payments: Customer will pay the Base Annual Fee in equal quarterly installments in accordance with the table below, with the first installment due and payable within 45 days of the Order Form Effective Date. Spreedly will invoice Customer for each subsequent quarterly payment 45 days prior to the three, six and nine-month anniversaries of the Order Form Effective Date with such amounts due and payable within 30 days of the invoice date.

Customer will pay fees for the implementation services under 4) in the following installments: 50% before Spreedly commences; and the balance due upon completion.

Base Annual Fee Payment Schedule		
Quarterly Payment Schedule	Year 1	Year 2
Payment #1	\$59,250	\$59,250
Payment #2	\$59,250	\$59,250
Payment #3	\$59,250	\$59,250
Payment #4	\$59,250	\$59,250
Annual Total	\$237,000	\$237,000

Customer may elect to pay all amounts due under this Agreement either by:

(a) ACH payment or wire transfer to the following account:

Receiver: Silicon Valley Bank
 ABA/Routing #: 121140399
 SWIFT Code: SVBKUS6S
 Beneficiary: 3301451580
 Spreedly, Inc.
 300 Morris Street, Suite 400
 Durham, NC 27701
 USA

(b) check delivered to the address specified in the relevant invoice.

[Signatures on Next Page]




CONFIDENTIAL

The Parties have executed this Order Form by their duly authorized representatives in one or more counterparts, each of which will be deemed an original.

Spreedly, Inc.**Brainly sp. z o.o.**

DocuSigned by:
By: Justin Benson
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By: 

Name: Justin Benson

Name: Denise Ho



Title: CEO

Title: Director

Date: 6/15/2022Date: June 15, 2022