

DATED 28 November 2022

SKY CP LIMITED

AND

SPREEDLY, INC.

**REINSTATEMENT AND AMENDMENT TO SPECIAL TERMS AND CONDITIONS DATED 15 OCTOBER
2019**



THIS REINSTATEMENT AND AMENDMENT AGREEMENT ("AMENDMENT") is made on

BETWEEN:

- (i) **SKY CP LIMITED** (company number 09513259) whose registered office is at Grant Way, Isleworth, Middlesex, TW7 5QD ("**Sky**"); and
- (ii) **SPREEDLY, INC.** whose registered office is at 300 Morris Street, Suite 400 Durham, NC 27701 ("**Supplier**"),

(each "**Party**" and together the "**Parties**").

WHEREAS:

- (A) Sky and Supplier agreed to Special Terms and Conditions dated 15 October 2019 ("**Special Terms**") which incorporated, subject to variations in the Special Terms, Sky's Standard Terms and Conditions for Software as a Service (as amended by the Amendment to Special Terms and Conditions with an effective date of 14 October 2021) ("**Terms and Conditions**") and Orders #1 and #2 in Schedule 2 of the Special Terms. The Special Terms, together with the Terms and Conditions and Orders #1 and #2 constitute the "**Agreement**";
- (B) The Special Terms expired on 15 October 2022; and
- (C) Sky and Supplier now wish to reinstate and amend the Agreement as set out in section 1 below with effect from 15 October 2022 (the "**Amendment Effective Date**").

IT IS AGREED:

- 1. For good and valuable consideration, receipt of which is hereby acknowledged as received, the Parties agree to vary the Agreement with effect from the Amendment Effective Date as follows:

- 1.1. Clause 9.2 of the Special Terms, is hereby deleted in its entirety and replaced with the following:

"9.2 Clause 9.2 of the Terms and Conditions is amended as follows:

*9.2 Unless otherwise terminated in accordance with this Agreement, this Agreement shall commence on the Effective Date and will continue in full force for a period of twenty-four (24) months (the "**Initial Term**"). The first "year" of the Initial Term shall be twelve (12) months ("**Year One**") and the second "year" of the Initial Term shall be twelve (12) months ("**Year Two**"). After the Initial Term of this Agreement, the term of this Agreement shall extend until October 15, 2023 (the "**Extended Term**"). Following the Extended Term, the term of this Agreement shall only be extended by the mutual agreement of the Parties."*

- 1.2. A new clause 6 is hereby inserted at the end of Schedule 6 (Privacy and Privacy Addendum) as follows:

"6. If required by Sky, this Privacy Addendum shall be amended by the Parties to include any updates to the SCCs, Applicable Laws or European Data Protection Law(s), in each case to the extent necessary to ensure continued compliance arising from changes to Applicable Law,



and Spreadly undertakes to execute any necessary amendments to give effect to such updates."

2. Defined terms and words in the Agreement shall have the same meaning when used in this Amendment.
3. Except for the provisions expressly set forth in this Amendment all provisions of the Agreement shall remain unchanged.
4. This Amendment shall be without prejudice to any right or remedy which may have accrued to either Party prior to this Amendment.
5. This Amendment shall be governed by and construed in accordance with the laws of England and any dispute or claim arising out of or in connection with this Amendment which the Parties cannot settle will be subject to the exclusive jurisdiction of the English Courts.



SPREEDLY, INC.

Signed for and on behalf of

SKY CP LIMITED

DocuSigned by:

Richard Thompson

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Name: Richard Thompson

Position: Director of Group Digital Products

Date: 28 November 2022

Signed for and on behalf of

SPREEDLY, INC.

DocuSigned by:

Nellie Vail

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Name: Nellie Vail

Position: CFO

Date: 28 November 2022

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Director of Group Digital Products

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