



December 10, 2021

Justin Benson  
CEO  
Spreadly Inc.  
300 Morris St STE 400, Durham, NC 27701  
justin@spreadly.com / accounting@spreadly.com

**RE: Negotiation Period Notice**

Visa International Service Association ("**Visa**") and Spreadly Inc. ("**Client**") entered into an Incentives Addendum with an Effective Date December 12, 2020 (the "**Addendum**") to Visa Digital Commerce Program Participation Agreement with effective date June 10, 2019 (the "**Agreement**").


All capitalized terms not defined and referenced herein shall have the same meaning as contained within the Addendum or Agreement.

Visa and Client will enter into a 6-month negotiation period as of December 10, 2021 to reassess the objectives and conditions of the Agreement to further strengthen their business relationship (the "**Negotiation Period**"). In order to ensure that negotiations between parties are based on good faith and aligned with the best business interests of both parties, during the Negotiation Period, Client will not have to reimburse Visa any amount under Schedule A, Section 1.1.2.1 of the Agreement.

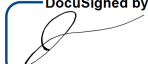
Except as specifically modified in this letter, all terms and conditions under the Agreement, including any annexes, exhibits and appendices, shall remain intact without any change, except as indicated herein. This letter agreement constitutes the entire agreement between the parties with respect to the matters included herein and supersedes any other understandings and/or agreements, oral or written, previously agreed by the parties with respect thereto.

Sincerely,

**ON BEHALF OF VISA**

DocuSigned by:  
  
By: E3B33FCA323147A  
Name: Eduardo Coello  
Title: Regional President LAC  
Date: December 10, 2021  
E-mail: ecoello@visa.com

Acknowledged and agreed to:  
**ON BEHALF OF CLIENT**

DocuSigned by:  
  
By: 602617D61FD4472  
Name: Justin Benson  
Title: CEO  
e-mail: Justin@spreadly.com  
Date: December 10, 2021 | 16:42 PST