



September 23, 2022

Justin Benson

CEO

**Spreedly Inc.**

300 Morris St STE 400, Durham, NC 27701

[justin@spreedly.com](mailto:justin@spreedly.com) and [accounting@spreedly.com](mailto:accounting@spreedly.com)

**RE: First Amendment**

Visa International Service Association ("**Visa**") and Spreedly Inc. ("**Client**") entered into an Incentives Addendum with Effective Date December 12, 2020 (the "**Addendum**") to the 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.

As of the signature date of this document, Visa and Client agree to amend the Agreement as follows:

1. Replace **Table 1** in **Section 1.1.** of **Schedule A** of the Agreement with the following Table 1:

Payment	Number of Tokenized Transaction	Tokenized Transactions Incentive
First	500,000	\$125,000
Second	1,000,000	\$125,000
Three	15,000,000	\$125,000
Fourth	30,000,000	\$125,000

2. Modify **section 1.1.2.1** of **Schedule A** of the Agreement as follows:

***"1.1.2.1** Client must achieve the Number of Tokenized Transactions for the First Payment and Second Payment as provided in Table 1 and complete the Technical Integration before the end of June 2023. If Client does not comply with this condition, Client must reimburse Visa the Prepayment, within thirty (30) days after Jun 30, 2023, ."*


Except as specifically modified in this Letter of Agreement, all terms and conditions under the Addendum or 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: Eduardo Coello  
Name: Eduardo Coello  
Title: Regional President LAC  
e-mail: ecoello@visa.com  
Date: septiembre 23, 2022 | 10:09 PDT

Acknowledged and agreed to:

**ON BEHALF OF CLIENT**

DocuSigned by:  
  
By: Justin Benson  
Name: Justin Benson  
Title: CEO  
e-mail: Justin@spreadly.com  
Date: September 23, 2022 | 09:11 PDT

