

March 10, 2022

Spreadly, Inc.
300 Morris St, Unit 400
Durham, NC 27701

Re: Request for Consent to Assignment of Service Agreement

Dear Domingo:

Bandcamp, Inc. (the “**Company**” or “**us**”) has entered into an Asset Purchase Agreement (the “**Purchase Agreement**”), dated as of February 24, 2022, pursuant to which, subject to the satisfaction of the conditions set forth therein, Banjo Acquisition LLC (“**Buyer**”), a wholly owned subsidiary of Epic Games, Inc., shall acquire certain assets and assume certain liabilities from the Company (the “**Asset Purchase**”). The Transaction is expected to close on or about March 16, 2022 (the date on which the closing of the Transaction occurs, the “**Closing Date**”).

The Company is party to that certain Service Agreement, dated as of December 23, 2020 (the “**Agreement**”), by and between the Company and Spreadly, Inc. (the “**Counterparty**”).

In connection with the Asset Purchase, the Company intends to assign, transfer and convey the Agreement, including the assignment of all of the Company’s rights, interests and licenses thereunder and the delegation of the performance of all of the Company’s obligations thereunder arising after the Closing Date, to Buyer or an affiliate thereof effective as of the Closing Date (such assignment and delegation, the “**Assignment**”). The Agreement is and shall continue to be in full force and effect in accordance with its existing terms and is not otherwise modified by this letter.


The Company hereby requests your consent to the Assignment in connection with the Asset Purchase. By signing and returning this letter to us pursuant to the instructions provided below, the Counterparty: (i) irrevocably and unconditionally consents to the Assignment and the Asset Purchase; (ii) agrees that the Assignment and the Asset Purchase do not, and will not, result in any breach of or default under the Agreement; (iii) expressly waives any and all rights and remedies the Counterparty may have as a result of the Assignment and the Asset Purchase (including without limitation, any right to amend or terminate the Agreement and any other rights of the Counterparty or obligations of the Company that may be triggered in connection with the Assignment); (iv) acknowledges that that letter satisfies any and all notice or other procedural requirements related to the Assignment and the Asset Purchase set forth in the Agreement; and (v) agrees that, except as provided herein, the Agreement remains in full force and effect.

Please have an authorized representative of the Counterparty execute this letter in the space indicated below and return a pdf copy of the fully-executed document to us at the email address indicated below or an original copy by mail to us at the address indicated below at your earliest convenience. Please do not hesitate to contact us at the email address or phone number below if you have any questions relating to the Assignment.

We appreciate and thank you for your cooperation and prompt attention to this matter.


Sincerely,

Bandcamp, Inc.

DocuSigned by:
By: 
Name: JOSH KIM
Title: COO

Accepted and agreed.

Spredly, Inc.

DocuSigned by:
By: 
Name: Nellie Vail
Title: CFO
Date: 4/12/2022

Send executed document by overnight courier and email and direct inquiries to:

Joshua Kim
COO
Bandcamp, Inc.
1901 Broadway
Oakland, CA 94612
josh@bandcamp.com
415-213-2160