

**ORDER FORM #1**

Spreedly, Inc.
 300 Morris Street
 Suite 40
 Durham, NC 27701

To: BMW Canada Inc.
Customer Legal Name: BMW Canada Inc.
Billing Address: 50 Ultimate Drive, Richmond Hill,
 ON L4S 0CB
Sales Rep: John Reed

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 May 15, 2023 (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, or, in the absence of an ESA, the Spreedly Terms of Service located at <https://www.spreedly.com/terms-of-service>.

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 12 months. Thereafter, this Order Form may be renewed for successive 12-month periods upon written confirmation (email acceptable) by the Customer (each, a "Renewal Term"). Each 12 months of service is a "Contract Year".

2) Platform Fees. For each Contract Year, Customer will pay Spreedly an "Annual Platform Fee" which entitles Customer to the services set out in the table below.

Enterprise Pricing Table	
	Year 1
Annual Platform Fee:	\$67,416
Existing Spreedly Endpoints	Unlimited
PCI Compliant Card Storage	Unlimited
Add New Standard PMD Endpoints	Included
Cost per API Call	\$0.00795
Professional Support	Included



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Total Annual Fees	\$67,416
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3) API Usage Fees. In addition to the Annual Platform Fee, Spreedly will bill Customer an "API Usage Fee" monthly in arrears at a rate of \$0.00795 per API call to the Spreedly Platform.

4) Renewal Terms Fees. Except as otherwise agreed by the Parties in writing, the Annual Platform Fee and API Usage Fee will increase by 6% over the prior Contract Year in each successive Renewal Term.

5) Support Services. Customer has selected Professional Support. Upon payment of the applicable fees, Spreedly will provide the technical Support Services in accordance with the Support Service Terms posted at <https://www.spreedly.com/support-services-terms> at the support level specified in this Order Form.

6) Payments. Customer will pay the Total Annual Fees for the first Contract Year in full within thirty (30) days of the Order Form Effective Date. Each subsequent annual payment of the Total Annual Fees will be invoiced thirty (30) days prior to the anniversary of the Order Form Effective Date ("Annual Renewal Date") and will be due and payable prior to the Annual Renewal Date. All payments are subject to the terms prescribed in Section 6 of the Agreement (as amended).

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

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

Receiver: Webster Bank
 ABA/Routing #: 211170101
 SWIFT Code: WENAUS31
 Beneficiary: 0024760830
 Spreedly, Inc.
 300 Morris Street, Suite 400
 Durham, NC 27701
 USA

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

If Customer fails to make any payment when due then, in addition to all other remedies that may be available to Spreedly in the Agreement, Spreedly may charge interest on the past due amount at the rate of 1.5% per month calculated daily and compounded monthly or, if lower, the highest rate permitted under applicable law.

[Signatures on Next Page]



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

Spreedly, Inc.

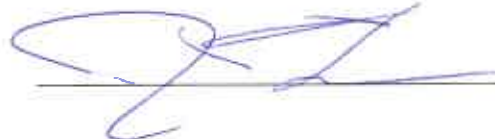
By: 
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Name: Justin Benson

Title: CEO

Date: 5/15/2023


BMW Canada Inc.

By: 

Name: Jonathan Thomson

Title: Director, BMW Brand Management

Date: May 10, 2023

By: 

Name: Ian Sidecco IAN SIDECCO

Title: Secretary

Date: May 11, 2023

