

**ORDER FORM #Q-03580**

**Spreedly, Inc.**  
300 Morris Street  
Suite 400  
Durham, NC 27701

**To:** Juan Ballesteros  
**Customer Legal Name:** Exhibidora Mexicana  
Cinépolis SA de CV  
**Tax ID:** RFC TCI121023F10  
**Billing Address:** Av Cumbre De Naciones 1200,  
Fracc. Tres Marias, Zona De Corporativos, Morelia,  
Michoacán, 58254, Mexico  
**Sales Rep:** Tina Steffey

**Order Form Issued:** March 7, 2024

**Offer Valid Until:** April 6, 2024

This Order Form is entered into between the entity identified above as “Customer” and Spreedly, Inc. effective as of the last day it is signed and is subject to the Agreement (defined below) which is hereby incorporated by reference. For purposes of this Order Form, “Agreement” means the Service Agreement dated March 26, 2019 currently in force between the Parties.

In the event of any conflict between the terms of the Agreement and this Order Form, the 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. **Term.** The Initial Term of this Order Form is 12 months, after which this Order Form will automatically renew for successive 12-month periods (each, a “Renewal Term” and, together with the Initial Term, the “Term”) unless either party has provided written notice of its intent to not renew not less than 60 days prior to the expiration of the then-current Initial or Renewal Term. Each 12 months of service is a “Contract Year”.

2. **Platform Fees.** For each Contract Year, Customer will pay Spreedly the “Annual Platform Fee” in Table 1 which entitles Customer to access and use the services of the Spreedly Platform as set out in the applicable Documentation, including:

- access to Level 1 PCI Compliant Card Storage and Tokenization;
- connections to any of Spreedly’s Supported Gateway integrations;
- use of existing 3DS2 services and gateway Supported Payment Methods; and
- all currently available Payment Method Distribution receiver endpoints.

Table 1		
Gross fees included 11.1111%* tax retention “gross up”		
	Gross	Net
Annual Platform Fee:	U.S.D. \$210,833.36*	U.S.D. \$189,750.05
API Usage Fee:	U.S.D. \$287,999.97*	U.S.D. \$259,200.00
Included API Calls – 90,000,000		
Cost per API Call – \$0.00288		
Professional Support		Included
<b>Committed Annual Fees</b>	<b>U.S.D. \$498,833.33*</b>	<b>U.S.D. \$448,950.05</b>

**API Usage Fees.** In addition to the Annual Platform Fee, Customer is pre-purchasing 90,000,000 API calls to the Spreedly Platform at a cost of \$0.00288 per call (“API Usage Fee”) to be utilized during the Initial Term. If Customer exceeds 90,000,000 API calls in any Contract Year, Spreedly will charge Customer monthly in arrears an overage rate determined by the contract month in which Customer first exceeds the pre-purchased API calls.

- If the overage first occurs in months 1 through 10 of the Contract Year, Spreedly will charge 2 times the rate for the pre-purchased API calls for the remainder of the same Contract Year.

- If the overage first occurs in months 11 or 12 of the Contract Year, Spreedly will charge 1.5 times the rate for the pre-purchased API calls for the remainder of the same Contract Year.

Renewal Fees. Except as otherwise agreed by the Parties in writing, this Order Form will automatically renew as described in Section 1 at the same committed API usage and the Annual Platform Fee and API Usage Fee will increase by 6% over the prior 12-months in each successive Renewal Term.

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.

3. Payments. Customer will pay the Committed Annual Fees in equal quarterly installments, with the first installment due and payable within 60 days of the Order Form Effective Date. Spreedly will invoice Customer for each subsequent quarterly payment 60 days prior to the three, six, and nine, month anniversaries of the Order Form Effective Date (a "Quarterly Payment Date"), with such amounts due and payable prior to the applicable Quarterly Payment Date. For each subsequent Renewal Term, the first quarterly payment of such Renewal Term will be invoiced at least 60 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 the Agreement.

Customer may elect to pay all amounts due under this Order Form 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

or

- (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, 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]

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

**Spreadly, Inc.**

By:

*Justin Benson*  
Name: \_\_\_\_\_

Title:

Date:

**Exhibidora Mexicana Cinépolis SA de CV**

By:

*Alejandro Tejado*  
Name: \_\_\_\_\_

Title:

Date:

By:

\_\_\_\_\_  
Name: \_\_\_\_\_

Title:

Date:

By:

\_\_\_\_\_  
Name: \_\_\_\_\_

Title:

Date:

Alejandra Morales Estrada (amoralese@cinopolis.com) creó el documento - con dirección IP 189.203.5.198	Apr 10, 2024, 16:25:13 CST
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