

Release Order No. 3

DATE: The date on which the Release Order is executed by the last party to do so (the “**Release Order Effective Date**”).

BP reference number: Case 586639

Description: *The purpose of this release order is to capture the scope and deliverables of professional services Spreadly will deliver at BP’s request enabling the addition of two new supported payment methods/card types; BP Synchrony and BP fuel, on the Spreadly platform.*

This Release Order is executed under an agreement (BP reference number CW192660) between BP International Limited and Spreadly, Inc., dated June 1st 2021 (the “Global Agreement”).

Parties:

1 BP INTERNATIONAL LIMITED, a company incorporated in England and Wales (registered no. **00542515**) having its registered office at Chertsey Road, Sunbury on Thames, Middlesex, TW16 7BP, United Kingdom (the “**Global Customer**”);

2 Spreadly, Inc., a company incorporated in the State of Delaware having its principal office at 300 Morris Street, Suite 400, Durham, North Carolina, USA 27701, (the “**Global Supplier**”)

1. This Release Order shall be constructed and interpreted in accordance with clauses 1 and 2 of the Global Agreement.
2. This Release Order incorporates the following Attachments: Attachment 1 (Service Description); Attachment 2 (Pricing and Financial Provisions).
3. This Release Order shall take effect on the Release Order Effective Date and, subject to early termination shall expire upon acceptance of the Services in this Release Order by Customer. The Services shall commence on the Service Commencement Date specified in Attachment 1 (*Service Description*).
4. A notice under or in connection with this Release Order shall be in writing and in English. A notice shall be deemed given when delivered in person, five (5) days after proper mailing to the postal address set out below, or if by electronic mail (absent an error or message indicative of non-delivery or non-receipt of message) at the time of transmission if sent during working hours and on a business day of the receiving party, or at the start of work on the business day immediately after the time of sending an email outside of working hours:

Customer: BP International Limited	Supplier: Spreadly, Inc.
Postal Address: Procurement Contracts Administrator (UK) – Retail Technology Procurement BP, ICBT, Chertsey Road, Sunbury on Thames, Middlesex, TW 16 7LN. UK	300 Morris Street, suite 400, Durham, NC 27701

Customer: BP International Limited	Supplier: Spreadly, Inc.
For the attention of: Category Specialist – Retail Technology	For the attention of: Accounting
Telephone Number:	Telephone Number:
Email address:	Email address: <i>accounting@spreadly.com</i>

5. This Release Order and its Attachments, the General Terms, incorporated Schedules and any other documents referred to in the Release Order constitute the entire agreement between the Parties with respect to the subject matter of the Release Order and (to the extent permissible by law) supersedes all prior representations or oral or written agreements between the Parties with respect to that subject matter, provided that neither Party is attempting to exclude any liability for fraudulent misrepresentations. No conflicting or additional terms or conditions endorsed on, delivered with or contained in any Supplier quotation, acknowledgement of order, delivery note, invoice or other Supplier document shall form part of the Release Order and all such conflicting or additional terms are hereby rejected by the Customer. The Release Order may be entered into in any number of counterparts.

EXECUTED by the Customer and the Supplier

SIGNED by

Andrew Jackson

Market sector procurement downstream

for and on behalf of BP International Ltd

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DocuSigned by:
Andrew Jackson
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August 20, 2021

SIGNED by

Justin Benson

CEO

for and on behalf of Spreadly, Inc.

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DocuSigned by:
Justin Benson
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August 20, 2021

Attachment 1 to the Release Order (Service Description)

1. **Description of Services:** Spreedly will perform the following Services under this Release Order:

Spreedly will be develop functionality to support two new payment methods/card types on the Spreedly platform:

BP Synchrony

- BIN: 700600
- CVV: 3 digits
- Luhn/Card Length: 16 digit

BP Fuel Cards (RouteX)

- BIN: 700676
- Luhn/Card Length: 18 digits when created, 19 digits when used)

2. **Deliverables & Key Milestones:**

- Add new Synchrony Card type and BIN range
- Add new BP fuel Card/RouteX Fuel card type and BIN range

3. **Client Obligations:** In support of the Services that shall be provided by Spreedly hereunder, Company shall fulfil the following obligations and produce and/or provide the following materials, equipment, technology and/or space:

- BP will be responsible for making code level changes within their system to implement usage of the functionality delivered as described in this Release Order
- BP will make available appropriate resources to facilitate UAT of the delivered work product within a timely manner

4. **Timeline:** The project work will commence within two to four weeks of the Release Order Effective Date and is estimated to last for a duration of approximately four weeks in total including testing, QA, and UAT. Breakdown of level of effort by deliverable is detailed below:

- Add new Synchrony Card type and BIN range – 2 weeks development and delivery timeline
- Add new BP fuel Card/RouteX Fuel card type and BIN range – 2 weeks development and delivery timeline

5. **Project Reporting:** Spreedly will provide a weekly project report via Confluence outlining the overall project status, work completed that week, work anticipated in the upcoming week, and note risks and key dependencies.

6. **Acceptance.** When Spreedly has identified a Release Order deliverable as completed, Spreedly shall provide written notification (electronic or otherwise) to Customer of the completion. Customer shall have 30 days in which to determine if the applicable deliverable(s) conform to this Attachment 1 ("Acceptance Period"). Customer shall be deemed to have accepted the deliverable(s) unless, prior to the expiration of the expiration of the Acceptance Period, Customer provides Spreedly with a written notice to the effect that one or more of the deliverables fails to conform to the acceptance test. In the event deficiencies are reported by Customer during the Acceptance Period, Spreedly will supply the appropriate personnel to investigate, and correct, if necessary, non-conformities within 30 days from the date of the correction of identified non-conformities.

Attachment 2 to the Release Order (Pricing and Financial Provisions)

Fees and Payment Terms: As consideration for the performance of the Services under this Release Order, Client shall pay to Spreedly \$26,000.00. \$13,000 invoiceable upon execution of this Statement of Work and \$13,000 invoiceable upon completion of the services described in Attachment 1 of this Release Order.