

**Exhibit A**  
**Form of Order Form**

Order Form No. P276903  
Order Form Effective Date: 08/05/2025

This Order Form No. P276903 (the “**Order Form**”) is entered into between Deposco, Inc. (“Vendor”) and either (i) United Parcel Service, Inc., an Ohio corporation or (ii) the entity identified on the Jurisdiction-Specific Terms Appendix attached to and incorporated within the General Terms for the applicable Jurisdiction of Client Establishment (“**UPS Customer Solutions**”), is effective as of the date specified above (the “**Order Form Effective Date**”) and governed by that certain Collaboration Agreement dated 09/20/2019 between Client and UPS Customer Solutions (the “**Collaboration Agreement**”).

Jurisdiction of Performance: United States  
Customer Name: Evereve  
Initial Contract Term: 60 months

1. **PROJECT DESCRIPTION:**  
Pursuant to this Order Form, UPS contracts Deposco to perform activities for Evereve (“Client”) with respect to Project Initiation, Analysis & Design, Build & Configure, Training, Client’s testing program, Go-Live & Follow-Up, Project Closure and Overall project management associated with Bright Suite Warehouse Management System for Evereve.
2. **PROJECT COST ESTIMATE AND BUDGET:**  
Project cost based on sixty (60) month subscription as quoted below. Price contingent on full sixty (60) month execution of Order Form which supersedes the Collaboration Agreement Subscription Term.
3. **DEPOSCO SOFTWARE**

Software Services	Subscription Fees
<b>Solution Bundle Total</b>	<b>Year 1: \$180,000/ year*</b> <b>Year 2: \$220,000/year</b> <b>Year 3: \$220,000/year</b> <b>Year 4: \$240,000/year</b> <b>Year 5: \$260,000/year</b>  *Subscription Start Date to commence 90 days after execution of this Order Form. 50% of the year one annual subscription shall be due at signature of this Order Form, the remaining 50% due November 1 <sup>st</sup> , 2025
<b>Deposco Bright Warehouse Application:</b> Includes: <ul style="list-style-type: none"><li>Bright Warehouse Solution</li><li>Users<ul style="list-style-type: none"><li>Unlimited Users for (1) Facility<ul style="list-style-type: none"><li><b>Minnetonka, MN</b></li></ul></li></ul></li></ul>	<ul style="list-style-type: none"><li>Included in solution bundle fees</li><li>Included in solution bundle fees</li></ul>
<b>Deposco Bright Warehouse (Advanced Add-ons):</b> <ul style="list-style-type: none"><li>Rate Shopping</li><li>Carton Optimization</li></ul>	<ul style="list-style-type: none"><li>Included in solution bundle fees</li><li>Included in solution bundle fees</li></ul>

<b>Deposco Bright Socket Application:</b> Includes: <ul style="list-style-type: none"> <li>Bright Socket Solution</li> </ul> <b>Deposco Bright Socket (Socket Connectors):</b> <ul style="list-style-type: none"> <li>Standard Sockets <ul style="list-style-type: none"> <li>Stamps.com (Endicia – USPS): 116 Instances</li> <li>UPS: 116 Instances</li> <li>“Alternate” Carrier: 116 Instances</li> <li>Shopify: 116 Instances</li> <li>Shopify POS: 116 Instances</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Included in solution bundle fees</li> <li>Included in solution bundle fees</li> <li>Included in solution bundle fees</li> <li>Included in solution bundle fees</li> <li>Included in solution bundle fees</li> </ul>
<b>Deposco Bright Order Application:</b> Includes: <ul style="list-style-type: none"> <li>Enterprise Inventory</li> <li>Order Consolidation</li> </ul>	<ul style="list-style-type: none"> <li>Included in solution bundle fees</li> <li>Included in solution bundle fees</li> </ul>
<b>Deposco Bright Store Application:</b> Includes: <ul style="list-style-type: none"> <li>115 Storefronts <ul style="list-style-type: none"> <li>Bright Store operations capabilities</li> </ul> </li> <li>Additional Stores may be added</li> </ul>	<ul style="list-style-type: none"> <li>Included in solution bundle fees</li> <li>Additional \$748/store/year for Initial 5-Year Term <ul style="list-style-type: none"> <li>Store Operations Additional Stores (includes Bright Store operations capabilities and associated supporting socket instances (carriers + Shopify POS Integration)</li> </ul> </li> </ul>
<b>Deposco Bright Performance Application</b> Includes: <ul style="list-style-type: none"> <li>Data Archive</li> <li>Standard Dashboard and Reporting</li> </ul>	<ul style="list-style-type: none"> <li>Included in solution bundle fees</li> <li>Included in solution bundle fees</li> </ul>
<b>Deposco Bright Certification Application</b> Include Licenses: <ul style="list-style-type: none"> <li>Bright Performance: 4 Users</li> <li>Bright Warehouse: 4 Users</li> <li>Bright Order: 4 Users</li> </ul>	<ul style="list-style-type: none"> <li>Included in solution bundle fees</li> <li>Included in solution bundle fees</li> <li>Included in solution bundle fees</li> </ul>

#### 4. DEPOSCO PROFESSIONAL SERVICES

Professional Services	Service Fees
<b>Professional Services Total</b>	<b>\$151,463.20</b> <ul style="list-style-type: none"> <li>\$125.80/hour applied to the first 1,204 project hours completed</li> </ul>
<b>Professional Services</b> <ul style="list-style-type: none"> <li>Deployment Retainer</li> <li>Ongoing Professional Services</li> </ul>	<ul style="list-style-type: none"> <li><b>\$30,292.64</b> due at signing and will be applied to Implementation Services for the first 240.80 hours. Remaining professional services hours to be billed monthly as incurred.</li> <li>\$125.80/hour applied to professional services completed under a contract post-implementation and for out-of-scope</li> <li>This amount is only an estimate of the Professional Service hours needed and does not include travel expenses, which will be invoiced pursuant to the T&amp;Cs. Travel expenses incurred by UPS or Deposco in connection with Professional Services shall be approved in writing in advance by Evereve.</li> </ul>

	<p>Once the Estimated Implementation Services amount has been fully billed, the post implementation hourly rate will apply. Any out-of-scope work or additional change requests agreed upon by the Parties will be subject to the Post-Implementation and Out-of-Scope Hourly Rate, even if such additional Professional Services are agreed upon during the initial Implementation Services.</p> <ul style="list-style-type: none"> <li>All work determined to be outside of the defined scope of services shall be subject to mutual written agreement. Out-of-scope services shall be invoiced at the post-implementation hourly rate of \$125.80/hour only after approval by UPS through a formal change order.</li> </ul>
--	--

Other Items	Services Free
<b>Other Total</b>	<b>\$0</b>
<b>Deposco Bright Cloud Solution:</b> Includes: <ul style="list-style-type: none"> <li>Tier 2 Solution</li> <li>(2) Tenant Environments: <ul style="list-style-type: none"> <li>(1) Production</li> <li>(1) Sandbox</li> </ul> </li> <li>Disaster Recovery Service</li> </ul>	<ul style="list-style-type: none"> <li>Included with bundle subscription fees</li> <li>Included with bundle subscription fees</li> </ul>
<b>Deposco Support Services:</b> Deposco support services are detailed in Deposco Master Terms and Conditions. <ul style="list-style-type: none"> <li>Standard Deposco Support included in bundled Subscription Fees. Evereve shall also receive additional success services as detailed below:</li> <li>Dedicated Deposco Customer Success Manager</li> <li>24x7 Support</li> </ul>	<ul style="list-style-type: none"> <li>Included with bundle subscriptions fees</li> </ul>

## 5. DEPOSCO SOW DETAILS

### SOW SCOPE – ENTIRE UNDERSTANDING

All Professional Services referenced in this SOW below, including any referenced or incorporated documentation outlining further project details, are the Parties' entire understanding of the scope of this SOW. To the extent Professional Services outside the scope of this SOW are needed, the Parties shall enter into a mutually executed Change Order or SOW.

Delivery Element	Estimated Hours	Total Estimated Amount
Project Management	144	\$26,640
Orientation	12	\$2,220
Design	192	\$35,520
Bright Performance Configuration	50	\$9,250
Bright Socket Configuration	136	\$25,160
Bright Store Configuration	62	\$11,470
Bright Warehouse Configuration	192	\$35,520

Bright Order Configuration	36	\$6,600
Validate	80	\$14,800
Deploy	300	\$55,500
Subtotal:	1204	\$222,740

**Task Management:**

Project Management Task	Estimated Hours	Details
Project Management	144	6 hrs/ week x 24 weeks Internal project meetings Client meetings **Any additional project management time
<b>Subtotal</b>	<b>144</b>	

**Orientation:**

Orientation Tasks	Estimated Hours	Details
Account Management	2	
Initial Environment	2	
Sales Transition	4	
Professional Services and CS Intro Call	4	
<b>Subtotal</b>	<b>12</b>	

**Design:**

Design Tasks	Estimated Hours	Details
Onsite Design	120	Onsite design - 3 resources for 5 days
Design Document	48	
Internal Design Review	8	
External Design Review	16	
<b>Subtotal</b>	<b>192</b>	

**Bright Warehouse:**

Bright Warehouse Tasks	Estimated Hours	Details
------------------------	-----------------	---------

UI Configuration	12	
Master Data Setup	12	Setup/Config of Data Exchange to support master data imports
Receiving	12	
Returns	8	
Put-Away	12	
Cycle Counting	12	
Replenishment	12	
Outbound Order Management	12	
Pick Wave Management	12	
Picking	24	
Packing & Shipping	24	
Cartonization	8	
Rate Shopping	8	
Transfer Order Support	12	Support for transfer orders across facilities to support DC to Store, Store to Store, Store to DC transfers. TOs to be sent to DEP via API
Transfer Orders	12	
<b>Subtotal</b>	<b>192</b>	

**Bright Performance:**

Bright Performance Tasks	Estimated Hours	Details
Globla Reports	4	
Company Reports / Report Builder	12	Base report builder reports included If additional custom reports are required, CR/SOW may be needed
Reporting Scheduling	2	
Dashboards	12	
Inventory Consolidation Report	4	Configuration of report to guide inventory consolidation moves within warehouse
Store Reporting	16	Setup/configuration of retail store reports
<b>Subtotal</b>	<b>50</b>	

**Bright Order:**

Bright Order Tasks	Estimated Hours	Details
--------------------	-----------------	---------

Enterprise Order Management	12	Setup/ Configuration of base Enterprise Order Management
Order Consolidation	12	
Enterprise Inventory Management	12	
<b>Subtotal</b>	<b>36</b>	

**Bright Store:**

<b>Bright Store Tasks</b>	<b>Estimated Hours</b>	<b>Details</b>
Store Fulfillment	30	Support of fulfillment from retail stores Ship from Store - pick/pack process deployed at store locations. Pickup from Store - will call pickup
Store Receiving	8	Support of transfer order/purchase order receiving at retail stores
Store Returns	8	
Store Counting	16	
<b>Subtotal</b>	<b>62</b>	

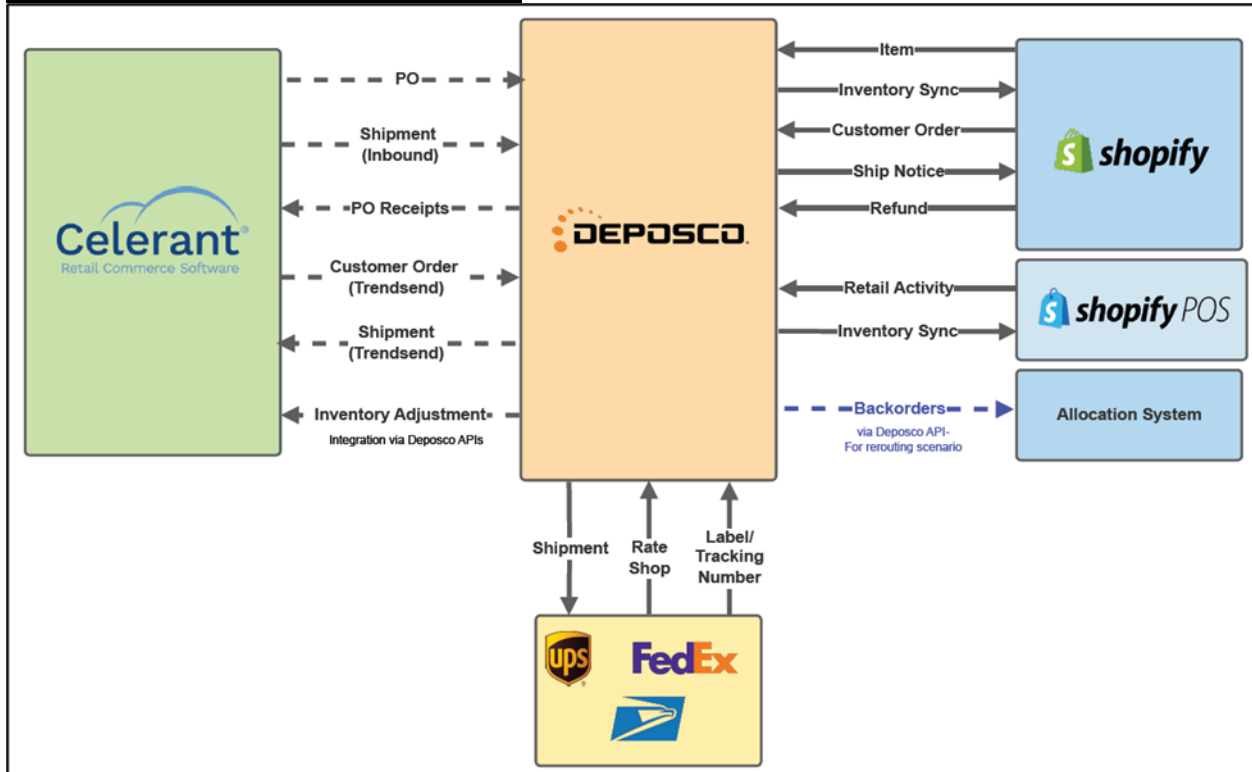
**Bright Socket:**

<b>Bright Socket Tasks</b>	<b>Estimated Hours</b>	<b>Details</b>
Shopify	32	Setup/Configuration of Shopify socket for ecommerce -Item Pull -Customer Order Pull -Inventory Push -Ship Notice Push
Shopify POS	40	Shopify POS Socket configuration Testing & Training -POS Sale/ return -Inventory Sync
API Support	40	Support for use of Deposco APIs for integration between Deposco & Celerant
UPS	8	
USPS	8	
“Alternate Carrier”	8	
<b>Subtotal</b>	<b>136</b>	

<b>Validate Tasks</b>	<b>Estimated Hours</b>	<b>Details</b>
Shopify	48	Onsite UAT support – 2 resources for 3 days
Shopify POS	32	2 resources for 2 days
<b>Subtotal</b>	<b>80</b>	

<b>Deploy Tasks</b>	<b>Estimated Hours</b>	<b>Details</b>
Operational Go Live (Warehouse)	80	Warehouse go live - 2 resources for 5 days
Post Go-Live Support	40	
Operational Go-Live (Stores)	120	Anticipated go live support for initial 10 store rollout.
Store Rollout Support	60	Anticipated support for rollout of subsequent retail stores after go live of initial 10 locations.  **Any additional store rollout support will be subject to CR/SOW
<b>Subtotal</b>	<b>300</b>	

## 6. DEPOSCO INTEGRATION DIAGRAM



## 7. SOFTWARE SUBSCRIPTION AND SERVICES INVOICING

### Implementation:

- Due at signing (May 2025) - \$30,292.64
  - 20% Implementation Retainer
- Remaining Implementation hours are billed monthly as consumed: \$121,170.56

### Subscription:

- Year 1 (50% Due at signing + 50% due November 1<sup>st</sup>, 2025) - \$180,000
  - May 2025 - \$90,000
  - November 2025 - \$90,000
- Year 2
  - Annually on Subscription Start Date Anniversary of (August 2026) - \$220,000
- Year 3
  - Annually on Subscription Start Date Anniversary of (August 2027) - \$220,000
- Year 4
  - Annually on Subscription Start Date Anniversary of (August 2028) - \$240,000
- Year 5
  - Annually on Subscription Start Date Anniversary of (August 2029) - \$260,000

All payments are due: Forty-five (45) days from invoice date per Collaboration Agreement

Capitalized terms not defined in this Order Form have the same meanings ascribed in the Client Agreement. The parties agree that any change to this Order Form must be agreed to in writing by the parties pursuant to a change order. For avoidance of doubt, any software licensed to Client pursuant to the Client Agreement will not be considered a "Deliverable" under any agreement between the parties. The parties hereto confirm their express agreement that this Order Form, and all documents and agreements directly or indirectly relating hereto, be drawn up in the English language.



IN WITNESS WHEREOF, UPS Customer Solutions and Client have so agreed as of the date written above:

<div>Vendor: Depose, Inc. By: <i>Bill Gibson</i> E47E7EB5F68E4BE... Name: Bill Gibson Title: CEO Date: 5/25/2025   5:55 AM PDT</div>	<div>UNITED PARCEL SERVICE, INC., an Ohio corporation By: <i>Chris Staples</i> 315B04E411C54F5... Name: Chris Staples Title: President Date: 5/27/2025   6:51 AM PDT</div>
--	--