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**SUGGESTV SERVICE AGREEMENT**

**COMMERCIAL TERMS SCHEDULE**

Dated 27th February 2017

These Heads of Terms are made between Suggestv Ltd (**“Suggestv”**), a Company registered in England and Wales (company number 09640099) whose registered address is Orchard House, Hascombe Road, Godalming, Surrey, GU8 4AE; and COMPANY (**“the Publisher”**), a Company registered in England and Wales (company number xxx) whose registered address is ADDRESS, (the **“Parties”**).

The Parties have reached agreement on the following commercial terms, and it is the intention of the Parties to sign a legally binding Publisher Agreement that will cover all Terms of Business between Suggestv and PUBLISHER:

1. **Term**

These terms will commence on the Go Live Date. Unless terminated earlier in accordance with this clause, the agreement shall continue for 3 months commencing on the Go Live Date (Initial Term) and shall automatically extend for 6 months (Extended Term) at the end of the Initial Term and at the end of each Extended Term. Either Party may give written notice to the other no later than 1 month before the end of the Initial Term or the relevant Extended Term, to terminate this agreement at the end of the Initial Term of the relevant Extended Term.

1. **Go Live Date**

March 2017

1. **Suggestv Product**

The Suggestv product will enable relevant video to be served onto every article of a publisher site.

Suggestv will provide the Publisher reasonable technical support in relation to launching and hosting Suggestv on the Designated Website. The Publisher will support all Suggestv specifications and deadlines to ensure proper delivery, display and tracking of all advertising activity.

1. **Content**

Prior to the Go Live Date, the Publisher will be able to specify any content they wish to exclude from the Service. Such parameters may be amended from time to time and the Publisher will provide 7 days advance notice of such changes.

1. **Fees**

The Parties agree that the Publisher will pay £XCPM on video loads generated by the Suggestv semantic product by monthly payment within 14 days of the end of each month. Video Loads are reported from Suggestv’s platform. CPM varies on content, streaming, player usage.

1. **Confidentiality**

The Parties acknowledge that all terms and conditions of this Letter and subsequent Agreements are confidential and should not be disclosed to any third party without prior written consent. This will not apply to information which properly enters into the public domain.

On behalf of Suggestv and the Publisher, I confirm I have read, understand and agree to the terms in this Agreement.

**the Publisher Suggestv Ltd**

**Signature of Director:** **Signature of Director:**

**Name:** **Name:** James Pringle

**Date:**  **Date:**