

Enterprise Software & Services Agreement

Contract ID: ESA-2026-014

Effective Date: 10 January 2026

1. Parties

This Enterprise Software & Services Agreement ('Agreement') is entered into between ABC Technologies Pvt Ltd ('Service Provider') and XYZ Retail Global Ltd ('Client').

2. Scope of Services

Service Provider agrees to deliver cloud software, analytics services, maintenance, and support services for Client's retail operations across multiple regions.

Services include:

- Cloud platform deployment
- Analytics dashboard setup
- Maintenance and monitoring
- Customer support services

3. Payment Terms

Client shall pay all invoices within Net 45 days of invoice issuance. Late payments may incur interest charges of 1.5% per month. Annual subscription fees apply for platform usage.

4. Limitation of Liability

Except for willful misconduct, Service Provider's total liability under this agreement shall not exceed \$100,000. Liability for indirect or consequential damages is excluded.

5. Termination

Either party may terminate this agreement with sixty (60) days written notice. Immediate termination is permitted in cases of material breach or insolvency.

6. Confidentiality

Both parties agree to maintain confidentiality of proprietary and customer data for five years following contract termination.

7. Data Protection & Compliance

Client data shall be processed according to applicable data protection regulations. Provider shall implement security safeguards, though specific certifications are not mandated.

8. Dispute Resolution

Disputes arising under this agreement shall be resolved through arbitration in Singapore under international commercial arbitration rules.

9. Intellectual Property

All pre-existing intellectual property remains with respective owners. Custom developments funded by Client shall be licensed for internal use only.

Authorized Signatures

Signed for and on behalf of both parties by authorized representatives.