



# PURCHASE ORDER

SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters, 7907 Makati Ave., Salcedo Village, Bel-Air, 1209 Makati City

Telefax No. 8818-5330

Supplier : ODILO PHILIPPINES, INC.  
 Address : 8Flr. RCI Building, Rada Street, San Lorenzo Village, Makati City  
 Tel No. : \_\_\_\_\_

P.O. No. : 2023-1-077  
 Date : September 6, 2023  
 Mode of Procurement : NP-SSAWETMS

Gentlemen:  
 Please furnish this office the following articles subject to the terms and conditions contained herein:

Place of Delivery: SEC  
 Date of Delivery: September 9, 2023

Delivery Term: : n/a  
 Payment term: : 30 CD

Item No./ Stock No.	Unit	DESCRIPTION	Qty	Unit Cost	Amount
	lot	Subscription to Digital Library  *****  As per attached supporting documents: a. BAC Resolution No. 2023-037 b. Sales Order and Terms and Conditions c. Signed Notice of Award Forming part of this PO are the Schedule of Requirements Technical Specifications, Terms and Conditions, the bid and Notice of Award issued	1	1,600,000.00	1,600,000.00

(Amount in Words) **One Million Six Hundred Thousand Pesos** **P 1,600,000.00**

In case of failure to make full delivery within the time specified above, a penalty of one-tenth (1/10) of (1%) one percent of the total value of these ORDER for each day of delay shall be imposed.

Very truly yours,

Conforme: *(This also serve as your Notice to Proceed)*

JESUS THOMAS IPANIEL  
 (Signature over printed name)  
9/6/23  
 Date

FILBERT CATALINO F. FLORES III  
 Director, HRAD

Funds Cluster:  
 Funds Available:  
  
DONDIE Q. ESGUERRA  
 Director, FMD

ORS/BURS No.: 02-206442-2023-10-003307  
 Date of the ORS/BURS: Oct. 11, 2023  
 Amount: P 1,600,000.00

**ODILO PHILIPPINES INC.**

8Flr. RCI Building, Rada Street  
San Lorenzo Village  
Makati City  
Philippines  
601224712

**SALES ORDER**

Number: SO\_PH\_2023\_0048  
Date: 08/09/2023

**INVOICE TO:**

Securities & Exchange Commission  
7907 Makati Avenue, Makati City, Metro Manila,  
Philippines  
000-190-308-000

PRODUCTS AND DESCRIPTION	QUANTITY	PRICE (Ut.)	PRICE
<b>Design, development, installation and configuration of exclusive personalized platform</b> For 200 Users --- Language: English --- Months of contract: 12	1	1.428.571,43 ₱	1.428.571,43 ₱
<b>3 customized mobile Apps (IOS, Android, Huawei)</b>	1	0,00 ₱	0,00 ₱
<b>Infinity Library</b>	50	0,00 ₱	0,00 ₱
<b>Intelligent Platform DRM/checkouts Licenses</b>	1	0,00 ₱	0,00 ₱
<b>Accessibility module</b>	1	0,00 ₱	0,00 ₱
<b>Integrated Learning Experience platform</b>	1	0,00 ₱	0,00 ₱
<b>Ability to upload own content. Self managed</b> 10GB Storage, 15GB Streaming	1	0,00 ₱	0,00 ₱
<b>Access to the API of the product for integration with other solutions</b>	1	0,00 ₱	0,00 ₱
<b>Advanced user authentication</b>	1	0,00 ₱	0,00 ₱
<b>Launch content catalogue</b>	1	0,00 ₱	0,00 ₱
<b>Unlimited access to the catalogue of learning experiences created by ODILOCREATE</b>	1	0,00 ₱	0,00 ₱
<b>#UnlimitedLearningChallenge - Contest</b>	2	0,00 ₱	0,00 ₱
<b>Communication plan</b>	1	0,00 ₱	0,00 ₱
<b>LE Creation: Implementation of a customized Learning Experience (LE size: 1h - 10h)</b>	1	0,00 ₱	0,00 ₱
<b>Welcome Email</b>	1	0,00 ₱	0,00 ₱
<b>Welcome Banners</b>	1	0,00 ₱	0,00 ₱
<b>Promotional Video</b>	1	0,00 ₱	0,00 ₱



PRODUCTS AND DESCRIPTION	QUANTITY	PRICE (U.t.)	PRICE
Admin Training	1	0,00 ₱	0,00 ₱
Online Basic Training: Discover your unlimited learning ecosystem	1	0,00 ₱	0,00 ₱
Upload own content	1	0,00 ₱	0,00 ₱
Personalized promotional campaign	1	0,00 ₱	0,00 ₱
Online Advanced Training: How to create learning experiences	1	0,00 ₱	0,00 ₱
Online Employees training	1	0,00 ₱	0,00 ₱
Unlimited Learning Coach (ULC)	1	0,00 ₱	0,00 ₱
Advanced Stats	1	0,00 ₱	0,00 ₱
Branded User Guide	1	0,00 ₱	0,00 ₱
Personalized Training Pills	1	0,00 ₱	0,00 ₱
End-user support	1	0,00 ₱	0,00 ₱
Community Management	1	0,00 ₱	0,00 ₱
Press Release	1	0,00 ₱	0,00 ₱
Social Media Post	1	0,00 ₱	0,00 ₱
Content update	1	0,00 ₱	0,00 ₱
Poster	1	0,00 ₱	0,00 ₱
Engagement promotional campaigns	1	0,00 ₱	0,00 ₱
Challenges Management	1	0,00 ₱	0,00 ₱
Onboarding Plan	1	0,00 ₱	0,00 ₱
Linkage with existing external databases in OPAC. Only databases links. One-time.	1	0,00 ₱	0,00 ₱

<b>Notes:</b>	Net Amount	1.428.571,43 ₱
	VAT (12%)	171.428,57 ₱
	Withholding Tax	28.571,43 ₱
	<b>Total</b>	<b>1.600.000,00 ₱</b>



## Terms and conditions

### I. Particular contracting conditions:

#### • Service period:

- Contract period: 12 Months
- Service start date : Contracted Dates
- Service dates: 09/09/2023 - 08/09/2024

The agreement shall be valid from the date of signature. The duration of the Service shall be established from the date of commencement of the Service. The duration of 12 months from the date of commencement of the Service shall be binding on both parties. After the expiration of this period, this duration shall be automatically extended for full periods of twelve (12) months at the price corresponding to the annual price, unless otherwise denounced by either party, which must be reliably informed to the contact details of the other party, at least thirty (30) days prior to the termination of the period or any of its extensions.

#### • Service renewal

The renewal of the Service after the end of the term, in the event that neither party expresses its intention to terminate the agreement, will be subject to an annual increase equivalent to the inflation rate of the contract currency for technology upgrades and service infrastructure cost upgrades.

#### • Service implementation time:

In the event that the Service was not implemented prior to the signing of this Sales Order, ODILO undertakes to implement and make accessible all the services of the unlimited learning ecosystem requested by the Customer as soon as possible after the signing of the Sales Order and receipt of the data necessary for the implementation. In the event that the payment of a prepayment is needed to start the implementation of the Service, ODILO will not start the implementation work until receiving the payment of this amount.

#### • Sales order validity:

This sales order shall be valid for 30 calendar days from the date of issue

#### • Resolution:

Once the sales order has been signed, it will become effective and in case of cancellation, 100% of the amount of the sales order must be paid

#### • Invoicing terms:

Currency: PHP  
Prepayment: No  
Prepayment % : 0% (Over the total price)  
In case of prepayment, ODILO will invoice 0% of the total amount of the sales order as prepayment in a single invoice and its payment will be required to start the necessary work for the implementation of the Service  
Billing reference to : Contracted Dates  
Billing Frequency: Yearly No Prepayment  
The remaining price after payment of the prepayment if any, will be invoiced according to the agreed billing frequency

#### • Payment terms:

Payment of the invoices must be made by bank transfer within Net 30 days from the date of issue of the invoice

#### • Users:

Contracted users: 150 users.  
The monthly cost of each additional user to be contracted by the customer will be calculated by dividing the total price of the Service by the number of current users and the number of months remaining to the ending of the contract period.



• **Data privacy:**

In view of compliance with the European regulation 2016/679 on Data Protection (RGPD) we inform you that the processing of the data provided will be the responsibility of ODILO TID S.L. for the purpose of maintaining a business relationship on the basis of a contractual relationship, in accordance with art. 6.1.b) of the RGPD. The data will be kept for the time necessary to maintain the purpose of treatment or as long as there are legal requirements that dictate their conservation. You have the rights of access, rectification, cancellation, opposition, portability and limitation that can be exercised against the responsible. More info. on our website [www.odilo.es](http://www.odilo.es).

**II. General Terms and Conditions:** [https://cdn.odilo.es/odilo.es/2022/12/GENERAL\\_CONDITIONS\\_ENG.pdf](https://cdn.odilo.es/odilo.es/2022/12/GENERAL_CONDITIONS_ENG.pdf)


**III. Data processing Agreement:** <https://www.odilo.es/odilo-legal-framework/>

The signature of this sales order implies the acceptance of the general terms and conditions, as well as the acceptance of the processing of personal data in accordance with the provisions of the order contract, both included in the above mentioned links. In case the Customer wants the document signed by ODILO, he/she can download it by clicking on the indicated link.

**HEREBY DECLARE THAT:**

- (i) I act as a signatory authorized by the Customer to proceed with the signature of this document;
- (ii) I have read and accepted the particular and general conditions included in the sales order, as well as those related to the treatment of personal data;
- (iii) By signing this sales order I am entering into a legally binding contract.

**SIGNATURE:** 

  
Mr. Filbert Catalino F. Flores III  
Identity Document:  
Director, Human Resource and Administrative Department  
Securities and Exchange Commission

  
Tomás Ibañez Isturiz  
ODILO PHL