



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

SALES ORDER
Number: SO_PH_2024_0005
Date: 07/02/2024

INVOICE TO:

Securities & Exchange Commission
The SEC Headquarters, 7907 Makati Ave., Salcedo Village
Bel-air, 1209 Makati City
000-190-308-000

PRODUCTS AND DESCRIPTION	QUANTITY	PRICE (Uc.)	PRICE
Design, development, installation and configuration of exclusive personalized platform For 200 Users Language: English Months of contract: 12	1	1,714,285.71 ₱	1,714,285.71 ₱
3 customized mobile Apps (IOS, Android, Huawei)	1	0,00 ₱	0,00 ₱
Infinity Library	150	0,00 ₱	0,00 ₱
Intelligent Platform DRM/checkouts Licenses	1	0,00 ₱	0,00 ₱
Accessibility module	1	0,00 ₱	0,00 ₱
Integrated Learning Experience platform	1	0,00 ₱	0,00 ₱
Ability to upload own content. Self managed 10GB Storage, 15GB Streaming	1	0,00 ₱	0,00 ₱
Access to the API of the product for integration with other solutions	1	0,00 ₱	0,00 ₱
Advanced user authentication	1	0,00 ₱	0,00 ₱
Launch content catalogue	1	0,00 ₱	0,00 ₱
Unlimited access to the catalogue of learning experiences created by ODILOCREATE	1	0,00 ₱	0,00 ₱
#UnlimitedLearningChallenge - Contest	2	0,00 ₱	0,00 ₱
Comunication plan	1	0,00 ₱	0,00 ₱
LE Creation: Implementation of a customized Learning Experience (LE size: 1h - 10h)	1	0,00 ₱	0,00 ₱
Welcome Email	1	0,00 ₱	0,00 ₱
Welcome Banners	1	0,00 ₱	0,00 ₱



PRODUCTS AND DESCRIPTION	QUANTITY	PRICE (Uc.)	PRICE
Promotional Video	1	0,00 ₱	0,00 ₱
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 ₱

Notes:	Net Amount	1,714,285.71 ₱
	VAT (12%)	205,714.29 ₱
	Withholding Tax	34,285.71 ₱
	Total	1,920,000.00 ₱



Terms and conditions

I. Particular contracting conditions:

• Service period:

- Contract period: 12 Months
- Service start date : Contracted Dates
- Service dates: 09/09/2024 - 08/09/2025

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: 200 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.

II. General Terms and Conditions: https://cdn.odilo.es/odilo.es/2022/12/GENERAL_CONDITIONS_ENG.pdf

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

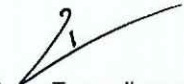
The signature of this sales order implies the acceptance of the general terms and conditions, as well as the acceptance of the processing of personal data in accordance with the provisions of the order contract, both included in the above mentioned links. In case the Customer wants the document signed 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
Director, Human Resources Department
Securities and Exchange Commission


Jesus Tomas Ibanez Isturiz
President
Odilo Philippines, Inc.