6(59,&($*5((0(17

7+,6 6(59,&($*5((0(17 is made effective as of the _____ day of _____

%(7:((1

    6,021)5$6(5 81,9(56,7<, a Corporation continued under the
    &ROXPELD KDYLQJ RIILF'HULYDWHV %XUQDE\H %ULWWL\VK &ROXPEL
    6 6}8´

$1'   BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB a corporation continued under the laws of
       XQGHUBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB
       KDYLQJ DQ DGGUHVV RIBBBBBBBBBBBBBBBBBBBBBBB&OLHQWBBBBBB

:+(5($6 the Client wished to contract __in the service__ schedule "$" and

:+(5($6 6)8 is willing to provide the service to the Client on

12: 7+(5()25(in consideration of the promises and mutual co
hereto agree as follows

$UWLFOH 2%-(&7,9(

    6)8 shall perform the services in accor__dance__ with the d
    "6HUYLFH" and in accord__allede with it the__ one contained herein

$UWLFOH '(/,9(5$%/(6

    6)8 shall provide to the &l__ient t__he deliverables as de
    __6FKHGX__le "$"

    8QOHVV 6)8 is notified to the contrary by the &lient in
    UHFHLSW RI WK__HVHGHOLYHUDEOHV__ will be deemed accepted

$UWLFOH 35,1&,3$/

    7KH 6HUYLFH shall be carried out under theO__LWVHH__ction c
    'HSDUWPHQW RI BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB DW 6)8

    ,I IRU DQ\ UHDVRQ WKH__RGLOXLHQ FVLKSHDOGHUVYLVXQD__ EDODQFHG RDVXFFHVVRU DF
    &OLH__DQG__ 6)8 FDQQRW EH IRXQG WKLV $JUHHPHQW VKDOO EH WHUP

$UWLFOH),1$1&,$/ 2%/,*$7,216

    7KH &OLHQW ZLOO SD\ 6)8 D ILUP VXP RI &'1 BBBBBBBBBBBBBB IR
    &OLHQW BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB

$Q\ RUDO GLVFORVXUH WKDW LV WR EH NHSW LQ FRQILGHQFH VKD
E\ WKH GLVFORVLQJ SDUW\ DQG IROORZHG E\ D ZULWWHQ PHPRU
RXWOLQLQJ WKH LQIRUPDWLRQ GLVFORVHG DQG LWV FRQILGHQWL

&RQILGHQWLDO LQIRUPDWLRQ VWDOO Q EH RVD IGLXPOSHGEG LQHDFK SD
NQRZ´

%RWK SDUWLHV VKDOO SURWHFW FRQILGHQWLDO LQIRUPDWLRQ I

2EOLJDWLRQV RI FRQILGHQWLDOLW\ VKDOO QRW DSSO\ WR LQIRU

D   ZDV ODZIXOO\ LQ WKH UHFLSLHQW¶V SR VVWHKVVVLGRLRVFORVRQJWS

E   EHFDPH SXEOLF NJKOQGRZEOHUGHDFNWPHRURGWWKEV VJKUHHUHFLSLHQW RU

F   ZDV ODZIXOO\ SURYLGHG WR WKH UHFLSLHQW ZLWKRXW UHV

G   ZDV LQGHSHQGHQWO\ GHYHORSHG E\ WKH UHFLSLHQW RU

H   ZDV ODZIXOO\ GLVFORVHG E\ WKH UHFLSLHQW SXUVXDQW W

8QOHVV RWKHUZLVH DJUHHG WR LQ ZULWHHWLHPLQHQWWKDUHWFRJOGHQGWLF

$OO REOLJDWLRQV RI FRQILSGHHUQWLRGDRILOLW\ VKDOOWKDHXVWYDUPHLQRWLD
$JUHHPHQW

$UWLFOH   38%/,&,7<

7KH &OLHQW DJUHHV VHWWKOHV QODPPHKVDOOQ DOORWRR WWKHD GLHGFHDOUNLRUQJ PD
QDPHV RI DQ\ VWDII PHPEHU RI 6)8 LQ DQ\ DGYHUWLVLQJ RU S
UHSUHVHQWDWLRQ RU VWDWHPHQW LQ UHODWLRQ WR WKH 6HU
HQGRUVHPHQW E\ 6)8 RI DQ\ SURGXFW RU VHUYLFH Z

$UWLFOH   ± 3 8 % / , & $ 7 , 2 1

7KH SDUWLHV DFNQRZOHGJH WKDW LW LV SDUW RI 6)8¶V IXQFW DYDLODEOH IRU WKH SXUSRVH RI VFKRODUVKLS LQFOXGLQJ EXW RUDO DQG ZULWWHQ SUHVHQWDWLRQ WKH GKHFORVXUH WKHUHRI FFJZLOOLQJ PD\ GHVWUR\ LWV FRPPHUFLDO YDOXH

,Q DQ\ SXEOLFDWLRQ DULVVLQVWDRFHWRKHVKHHU\OFFHQWVKZLOO EH DF &OLHQW UHTXHVWV RWKHUZLVH LQ ZULWLQJ

7KH &OLHQW VKDOO EH SHUPLWWHG WR FRS\ DQG GLVWULEXWH I SURYLGHG WR WKH &OLHQW E\ 6)8

$UWLFOH   , 1 7 (/ / (& 7 8 $ /   3 5 2 3 (5 7 <

)RU JUHDWHU FHUWDLQW\ 6)8SURSHURWXQGREOLFWV ,QWHOOFOHRFSWXRDOZK KHUH KWWS ZZZ VIX FD FR WLHOQ@V GDP VIX SRðÀ`À€` • WKH ³3RðÁ`À6)8 FDQQRW FRQWUDFW RXW RI WKLV 3ROLF\ DV LW LV DQ DUH DQ\ LQFRVLVWHQFLHV$JUHHZHPHQWVHLQDGVWKHVHL\3RWWKHLUZLOO SU

,Q DFFRUGDQFH ZLWK 3RHOFLWLRXOSRQ ORQ86WKXOOHRFUHWHSKWUHLJQGWV WR LQ VH R WKLV $JUHHPHQW WKH &OLHQW ZLOO RZQ DQ\ DQG DOO ULJ UHVXðp`ð0GDZD LQY€WLR0V LPSURY€ HQWV R P0DQ\ RpK€ VSHFLILHG LQ 6FKHGXOH ³$´ ZKHWKHSDWRHQZDEOH RU QRW FUHD

7KH SDUWLHV DFNH WKDW LW LV WKH &OLHQW¶V LQWHQWLR WRX &ðÀH

$UWLFOH   / , $ % , / , 7 < $ 1 '   , 1 ' (0 1 , 7

7KH &ðÀHQW VKDOð LQGHP0I\ GHIH0G D0G VDYH KD5POHVV 6)8 DJH0IURP D0
RWKH IURP WKH XH E WKH &OLHQW LWV
DIILOLDWHV RI D0\WKLQJ SURGSXJUEHHP)H0QW LPFOX
LPIRUPDWLR GH0WLRRUDLFWQLYGHOHFWX

6)8 LWV HPSOR\HHV DJHPWV DJOO IU05F8 5•JHP50 <`0HPL <`0

$UWLFOH   )25&(0$-(85(

   1HLWKHU SDUW\ WR WKLV $JUHHPHQW VKDOO EH OLDEOH IRU DQ\ GHOD\
E\ FLUFXPVWDQFHV EH\RQG LWV LPPHGLDWH FRQWURO LQFOXGLQJ REOLJDWLRQV
XQXVXDOO\ VHYHUH ZHDWKHU RU JRYHUQPHQWDO DFWLRQ

$UWLFOH   (17,5($*5((0(17

   7KLV $JUHHPHQW ZKLFK LQFOXGHV 6FKHGXOHV ³$´ VKDOO VX
ZKHWKHU ZULWWHQ RU YHUEDO EHWZHHQ WKH SDUWLHV UHJDUGL

$UWLFOH   &+2,&(2) /$:

   7KLV $JUHHPHQW VKDOO EH JRYHUQHG E\ DQG LQWHUSUHWHG LQ
&ROXPELD DQG ERWK SDUWLHV UHVSHFWLRQ DW WKH FRXUW
HQIRUFHPHQW WKHUHRI

,1 :,71(66 7+(5(2) WKH SDUWLHV KHUHWR KDYH H[HFXWHG WKLV $JUHHPH HIIHFWLYH DV RI WKH GDWH ILUVW ZULWWHQ DERYH

6,*1(')25 6,021)5$6(5 6,*1(')25 7+(&/,(17 E\
81,9(56,7< E\

1DPH BBBBBBBBBBBBBBBBBBBBBBB 1DPH BBBBBBBBBBBBBBBBBBBBBBB
3RVLWLRQ BBBBBBBBBBBBBBBBBBB 3RVLWLRQ BBBBBBBBBBBBBBBBBBB
'HSDUWPHQW BBBBBBBBBBBBBBBBB &RPSDQ\ BBBBBBBBBBBBBBBBBBBB

'DWH BBBBBBBBBBBBBBBBBBBBBBB 'DWH BBBBBBBBBBBBBBBBBBBBBBB

6FKHG XOH $

6HUYLFH $JUHHPHQW 6XPPDU\

3OHDVH DWWDFK D 6HUYLFH $JUHHPHQW 6XPPDU\ XVLQJ WKH IROORZLQ

6FRSH

7HUPV

'HOLYHUDEOHV

5HVRXUFH

%XGHW