

## Software Content Provider Agreement

- IDENTIFICATION OF THE PARTIES
- PREAMBLE
- OBJECT
  - Services
  - Deadline for Providing the Services
- CONSIDERATION
  - Price of the Services
  - Performance Bonus
  - Expenses Incurred
  - Physical or Electronic Invoicing Address
  - Terms and Conditions of Payment
- SPECIFIC PROVISIONS
  - Representatives of the Parties
  - Electronic Communications
  - Obligations of the Developer
  - Obligations of the Contributor
  - Intellectual Property
    - Definitions
    - Respect of Third Party Intellectual Property (By the Contributor)
    - Respect of Third Party Intellectual Property (By the Developer)
    - Information Elements Provided by the Developer
    - Employees, Suppliers, Associates and Subcontractors of the Contributor
    - Background Technology Developed by the Contributor
    - Background Technology Developed by a Third Party
    - Software Content Designed by the Contributor
    - Contributor's Residual Rights
    - References to Intellectual Property Rights and Credits
    - Protection of Intellectual Property Rights Vested in the Developer
  - Confidentiality and Non-Disclosure Undertaking
  - Exclusivity of the Contributor's Services
  - Reciprocal Undertaking Not to Solicit Personnel
  - Useful Information
  - Performance Methods
  - Relationship Between the Parties
  - Subcontracting
  - Verification, Testing and Approval Process
  - Modifications Requested During the Course of the



- Agreement
  - Additional Services
  - Backup Copy of the Software Content
  - Representations and Warranties of the Contributor
  - Training Provided by the Contributor
  - Limitation of Warranty
  - Limitation of Liability
  - Security Deposit
  - Interests
  - Change of Tax Rates or New Taxes
  - Collection Costs
  - Suspension of Services in the Event of Failure to Pay
  - Termination of the Agreement (by the Developer)
  - Termination of the Agreement (by the Contributor)
  - No Intermediary
  - Professional Fees Relating to this Agreement
  - Interests
- GENERAL PROVISIONS
  - "Force majeure"
  - Severability
  - Notices
  - Headings
  - Schedules
  - No Waiver
  - Cumulative Rights
  - Entire Agreement
  - Amendments
  - Number and Gender
  - No Right to Transfer
  - Calculating Time Periods
  - Currency
  - Governing Law
  - Election of Domicile
  - Counterparts
  - Successors
  - Joint and Several Liability
  - Elapsed Time
  - Language
- EFFECTIVE DATE
- TERMINATION
- ACKNOWLEDGEMENT BY THE PARTIES
- SIGNATURES OF THE PARTIES
- SCHEDULE: SPECIFICATIONS