

&RQVWUXFWLRQ 6WDQGDUGV IRU 6HFWRQRV WKDW DSSO\ WR KLV :RUN LQFOXGLQJ 'LYLV
FRPSOLDQFH
([FHSW DV PRGLLHG E\ WKLV \$JUHHPHQW WKH :25. VKDOO EH SHUIRUPHG DQG FRPSOHWH
&RQWUDFW 'RFXPHQWV LQFOXGLQJ WKH GUDZLQJV SODQV VSHFLILFDWLRQV ,QG XVWU
7KH &RQWUDFWRU XSRQ H[HFWRQRV RI WKLV DJUHHPHQW VKDOO EH ERXQG WR WKH 2ZQHU
'RFXPHQWV LPSOLFLW WR KLV :RUN
7KH &RQWUDFWRU VKDOO SURYLGH DGHTXDWH FRPSHWHQW DQG H[SHULHQFHG IXOO WLP
W\YH2Z\GHU X\KRLQJWV WRSFUDURDQV B LRUHWL R 25. WRFEMSHUZRUPHG H\KQGMUQW KLV WJUHBR
7KH &RQWUDFWRU VKDOO SURYLGH WHFKQLFDO VHU\LFHV DV UHTXLUH WR HIIHFV WKH RS
IXUQLVKHG XQGHU WKLV \$JUHHPHQW LQFOXGLQJ SHUIRUPDQFH RI VSHFLILF WHVWLQJ LI D
,QVWLWXWH RI 7HFKQRORJ\ V SHUVRQQHO LQ WKH RSHUDWLRQ PDLQWHQDQFH DQG FRQU
\$OO :25. VKDOO EH GRQH WR WKH ILQDO DSSURYDO RI WKH)ORULGD ,QVWLWXWH RI 7HFKQ
SHUIRUPDQFH RI WKH :25. LQ DFFRUGDQFH ZLWK WKH SODQV DQG VSHFLILFDWLRQV DQG WK
WKH SODQV DQG VSHFLILFDWLRQV VKDOO EH ILQDO VXEMHFW WR WKH OLPLWV VWDWHG LQ
7KH &RQWUDFWRU VKDOO SURYLGH VDIH DQG VXIILFLHQW IDFLOLWLHV DW DOO WLPHV IRU L
DQG LW V GHVLJQDWHV DV ZHOO DV &RGH FRPSOLDQFH SHUVRQQHO
&RQWUDFWRU VKDOO ILHOG GLPHQVLRQ WKH :25. LQ DQ\ LQVWDQFH WKDW DFFXUDWH GLPHQ
DUH UHTXLUH WR JXDUDQWHH D FRPSOHWH KLJK TXDOLW\ DQG FRPSDWLEOH LQVWDOOD
UHTXLUH WR PHHW WKH LQWHQW RI &RQWUDFW 'RFXPHQWV DQG GHWDLOV SURYLGHG
7KH &RQWUDFWRU VKDOO FRRUGLQDWH DOO ZRUN DQG XQOHVV RWKHUZLVH H[SUHVVHG RU
:25. FRYHUHG E\ WKLV \$JUHHPHQW DV VRRQ DV WKH 3URMHFW LV UHGD\ IRU VXFK :25. RU L
RU ZULWWHQ QRWLFH E\ WKH 2ZQHU DQG VKDOO FDUU\ RQ VDLG :25. HIILFLHQWO\ DQG DW
LQ WKH SURJUHVV RI WKH ZRUN RI RWKHUV
7KH &RQWUDFWRU VKDOO DW DOO WLPHV VXSSO\ DQG SURPSWO\ SD\ IRU DGHTXDWH WRRO
QXPEHU RI SURSHUO\ VNLOOHG ZRUNHUV DQG D VXIILFLHQW DPRXQW RI PDWHULDOV DQG

3DJH

BSSBDBM/XW Z
7KH &RQWUDFW
&RQWUDFW M

,W LV H[SUHVVO\ DJUHHG WKDW WLPH LV RI WKH HVVHQFH RI WKH \$
FRQGLWLRQHG XSRQ FRPSOHWLRQ RI WKLV \$JUHHPHQW DQG FRPSO
7KH 2ZQHU DJUHHV WR SD\ WKH &RQWUDFWRU IRU WKH :25. WKH DPR
7KH VXP VKDOO EH SDLG E\ WKH 2ZQHU WR WKH &RQWUDFWRU DV IR
SURJUHVVHV DQ DPRXQW HTXDO WR QLQHW\ SHUFHQW RI WKH
WR EH KHOG DV 5HWDLQDJH 6XFK SD\PHQW LV FRQGLWLRQDO X
WZHQR\ ILIWK WK GD\ RU VXFK RWKHU GD\ DV WKH 2ZQHU PD\ VW
D PXWXDOO\ DJUHHG WR HVWLPDWH GHVFULELQJ WKH &RQWUDFWRU
LV UHTXHVWHG 1R UHTXHVW IRU SD\PHQW ZLOO EH SURFHVVHG X
IROORZLQJ \$Q H[HFXWHG VLJQH E\ ERWK 3DUWLHV VXEFQRWU
DSSURYHG E\ WKH)ORULGD ,QVWLWXWH RI 7HFKQRORJ\ :DLYHU RI
VXEFQRWUDFWRUV IRU ZRUN RU PDWHULDOV WKDW DUH LQFOXGHG Z
1R SURJUHVV SD\PHQW XQGHU WKLV \$JUHHPHQW VKDOO EH FRQFOX
LQ ZKROH RU LQ SDUW DQG QR SD\PHQW VKDOO EH FRQVWUXHG DV D
7KH &RQWUDFWRU VKDOO SD\ IRU DOO PDWHULDOV DQG ODERU XVH
WKURXJK WKH SHULRG FRYHUHG E\ SUHYLRXV SD\PHQWV UHFHLYHG
ZKHQ UHTXHVWHG E\ WKH 2ZQHU WR YHULI\ FRPSOLDQFH ZLWK WKH
7KH 2ZQHU DW LWV GLVFUHWLRQ DQG DW WKH SRLQW DW ZKLFK F

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&R WUDFLRG`p0IH•pPU V 7D @Yp•@0DP0pI\ p•@0DIH G•D• G

6DIHW\

UHLPJ ?GLHPHSWR@D GUHFW 7DLP YW LR)OR0À D 7p•0ÀH\ LQ@pGAGDPRR
\$00 FRQWUDFWRUV DQG YHQGRUV GRLQJ EXVLQHVV RQ WKH &DPSXV RI
DOO VDIHW\ VWDQGDUGV UXOHV DQG UHJXODWLRQV UHODWLQJ WR VDI
6WDQGDUGV L H 26+\$ \$16, (3\$ HWF DQG WKH)ORULGD ,QVWLWXWH
RQ\ [KDWHS\ DZSR`R`W`H`H`D`L`M`G`L`O`A`R`Q`D`R`S`R`Q`P`V`U`X`F`A`G`@`B`H`G`R`V`D`Y`U`G`B`Q`F`J`@`H`F`](#)
)O@LGD ±76F@WRHRLR DGGAW&RQDMS ULDFM PDDWIRQpR@d IDLL UH W\ DELGHRJ

&RQWUDFWRUV 9HQGRUV VKDOO LPPHGLDWHO\ VWRS ZRUN DQG WDNH F
RI 7HFKQRORJ\ EHFDXVH RI DQ\ XQVDIH FRQGLWLRQ RU SUDFWLFH ,Q F
7HFKQRORJ\ PD\ GLUHFW &RQWUDF D ,F•@`H K7HUVRQ`•0ÀO @•@KJHVRRU