



PARTNERS' PROGRAM MUTUAL AGREEMENT

1. TERM AND TERMINATION.

1.1 Term.

This Agreement will be effective from the full year of 2020 and continue for 1 year(s) (the "Term"). Upon expiry of that period, the Term will automatically renew for successive one-year terms.

1.2 Termination.

- a. BICOM SYSTEMS may terminate this Agreement immediately without notice if the Partner breaches one or more condition of the Agreement requirements listed above ("requirements").
- b. Including or excluding a partner into the Partners' Program is the sole responsibility of BICOM SYSTEMS, and the list of requirements and conditions can be amended at any time by BICOM SYSTEMS.
- c. Partners to be excluded of this agreement will be notified by email within thirty (30) days of the decision, with immediate effect.

1.3 Assignment.

This Agreement may not be assigned, transferred or sub-licensed by a Partner, in whole or in part, including by purchase, merger or operation of law, without the prior written consent of BICOM SYSTEMS, which consent shall not be unreasonably withheld, except that BICOM SYSTEMS may assign this agreement, or any portion thereof, if BICOM SYSTEMS engages in an internal or external change of control transaction. Any attempted assignment in violation of this provision is voidable and is a material and incurable breach of this Agreement. This Agreement will inure to the benefit of and bind all permitted successors, assigns, receivers and trustees of each party.

2. LIMITATION OF LIABILITIES.

TO THE MAXIMUM EXTENT PERMITTED BY LAW, IN NO EVENT WILL EITHER PARTY BE LIABLE FOR ANY INDIRECT, INCIDENTAL, CONSEQUENTIAL, PUNITIVE, SPECIAL, OR EXEMPLARY DAMAGES ARISING OUT OF OR THAT RELATE IN ANY WAY TO THIS AGREEMENT OR ITS PERFORMANCE. THIS EXCLUSION WILL APPLY REGARDLESS OF THE LEGAL THEORY UPON WHICH ANY CLAIM FOR SUCH DAMAGES IS BASED, WHETHER THE PARTIES HAD BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER SUCH DAMAGES WERE REASONABLY FORESEEABLE, OR WHETHER APPLICATION OF THE EXCLUSION CAUSES ANY REMEDY TO FAIL OF ITS ESSENTIAL PURPOSE.

The terms of this mutual agreement are meant to be read by the Partner, who should confirm his wish to participate in the program.