

Service Agreement

Between and

Date:

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By this **agreement** dated

between:

having registered office at (us)

and

having registered office at (you).

Recitals

- A. We refer the agreement dated today's date entered into, amongst others, between us and you relating to the acquisition by us of the Online Business and Assets (**Sale of Business**).
- B. Where the context permits terms defined in the Sale of Business shall have the same meaning in this letter agreement (**this Agreement**).
- C. This is the SF Services Agreement referred to in the Sale of Business.
- D. References in this Agreement to the Employees shall where the context permits be to such of the Employees who remain employed or engaged by you from time to time.

The parties agree as follows:

Agreement for the ongoing provision of services

1 Appointment

We have agreed to engage you to provide the Services and you have agreed to provide the Services to us and other companies in our group in relation to the Businesses on the terms and subject to the conditions set out in this Agreement.

2 Term of appointment

We shall engage you from Completion of the Sale of Business and your appointment shall continue thereafter unless and until terminated by either of us giving to the other not less than three months prior written notice to expire on or after the first anniversary of Completion.

3 Consultancy services

- (a) You shall provide the services of the Employees to advise and assist us in all aspects of our business including, in particular but without prejudice to the generality of the foregoing, in the following (**Services**):
 - (i) overseeing the day to day management of the Businesses;
 - (ii) marketing of the Businesses operated in Australia, via PR, online advertising, and other means;
 - (iii) assistance in finding and negotiating white label/co-branded agreements;
 - (iv) the provision of online customer support to the Businesses and where agreed other businesses in the Group (as defined below):