MIRAKL
CLOUD SERVICES TERMS AND DESCRIPTIONS

These Cloud Services Terms and Descriptions set forth the description of the technical features, the Usage and Pricing Metrics applicable to the Mirakl Cloud Services.

1/ List of Cloud Services and technical features

MMP: Mirakl Marketplace Platform
M1C: Mirakl One-Creditor Platform
MDP: Mirakl Dropship Platform
MCM: Mirakl Catalog Manager
MPS: Mirakl Platform for Services
MPP: Mirakl Payout Platform (Cloud Service connected to the Payment Services)
MAP: Mirakl Ads Platform

MMP, M1C, MDP, MPS, and MCM are collectively defined as "Mirakl Platform Cloud Services".

Technical Features
"Development Environment/Sandbox/Pre-production Environment": means test environment(s) made available to Customer for this sole purpose, as further specified in the Documentation.
"Production Environment": means the only Cloud Services environment that can be used for production purposes (i.e., generate revenue).
"Expansion Unit": is required for the activation of an additional channel (as defined in the Documentation) which allows Customer to expand its use of the Cloud Services.

Mirakl Insights
Mirakl Insights standard edition is included with any subscription to MMP, MDP, and M1C, for four (4) Mirakl Insights users.

2/ Usage Metric Limitations

The Usage Metric limitation set forth in the Order Form represents the maximum quantity of Usage Metrics that Customer can cumulatively use for all Cloud Services subscribed under an Order Form.

For the use of MMP and/or MDP and/or M1C
"Active Product": means a product activated by Customer in Customer's product catalog and for which a Seller is able to propose an offer on the Customer Platform.

For the use of MPS
"Service Offers": means a service activated by Customer in Customer's services catalog and for which a Seller is able to propose an offer on the Customer Platform. Each service item created on MPS is using a service model.

For the use of MCM
"Master Data Sheet (MDS)": means the product data sheet in MCM resulting from the aggregation of the valid content provided by Sellers in the source product data sheets and, if any, the content provided by Customer. There can be only one Master Data Sheet per product.
MCM may only be used for 3P product catalog management in connection with a Mirakl Platform Cloud Service to generate Business Volume within the Customer Platform.

Any excess usage will be billed at a rate of 0.002 USD/EUR per Active Product/Service Offer or MDS, on a monthly basis, in accordance with the billing cycle agreed upon by the parties.

3/ Success Fee definitions

Mirakl Platform Success Fee definition

The "Mirakl Platform Success Fee" shall be calculated monthly based on the Business Volume carried out during the previous calendar month and the percentage set in the Order Form.

"Business Volume (BV)": means, in a given Contract Year, the total amount made up of (i) the total price charged to End Customers as specified on the debit confirmed by Customer, including any shipping costs, taxes, including VATand/or GST, along with any financing charges and interest for instalments and any other costs charged to End Customers via the Cloud Services, and (ii) the subscriptions to the Customer Platform, including taxes, and additional services sold to Sellers by Customer. Returns, refunds, cancellations, or rebates/credits granted by Customer to End Customers will not reduce the BV amount.

"End Customer": means an individual or business entity that purchases products and/or services through the Customer Platform.

"Contract Year": means a one (1) year measurement period which starts on the first day of the calendar month following the Cloud Services Start Date and resets at the end of each twelve-month period.

Mirakl Payout Platform Success Fee definition

The Mirakl Payout Platform Success Fee is charged on the Payout Volume as defined below based on the BPS set forth in the Order Form and includes both the Payment Services fees and the Subscription Fees of the Mirakl Payout Platform.The Mirakl Payout Platform Success Fee is paid automatically to Mirakl on a regular basis based on Customer's billing cycle configuration.

"Payout Volume (PV)": means the total Sellers' funds flowing through the Mirakl Payout Solution.
"Basis Point (BPS)": means a standard unit of measure for interest rates and is equal to 1/100th of 1%, or 0.01%.

Mirakl Ads Platform Success Fee definition

Mirakl Ads Platform Success Fees are charged on the Advertising Business Volume, based on the percentage set forth in the Order Form.

"Advertising Business Volume (ABV)": means the total amount (incl. taxes) spent by the Advertisers on the Mirakl Ads Platform.