

Nipendo Solution Package Description

Buy-Side B2B Process Automation

This package of software features can be accessed by buyer-side users to manage spend transactions in the order, ship/receipt, invoice and payment processes. Users benefit from cloud-based process automation while using their existing ERP, AP and/or eProcurement systems. Includes seamless connection to Suppliers through their preferred means of communication and for each process addressed in this package.

Subscription Software and Services included in this package

Software Features

Module	Summary of Features
<u>Business Process Features</u>	
Order Management	Purchase Order Process Automation and Collaboration: <ul style="list-style-type: none">- Outbound PO communication/presentation as Supplier Sales Order- Order Confirmation response compliance (timing, line level, lead-time)- Change Order collaboration automation with dispute resolution
Goods Receipt	Buy-side Goods Receipt Process Automation: <ul style="list-style-type: none">- Receipt flip from PO lines or Ship Notices- Receipt compliance and dispute resolution process automation- Returns process automation
Service Receipts	Buy-side Services Receiving Process Automation: <ul style="list-style-type: none">- Service Entry Sheet entry with PO line support- Receipt compliance and dispute resolution process automation
Invoices	Invoice and Credit Submission and Process Automation: <ul style="list-style-type: none">- Draft Invoice flip from PO lines, GRs or SRs for suppliers- Invoice governance and compliance process automation- Invoice dispute resolution and Credit Memo process automation- Invoice Reconciliation status communication to buy & supply side
Payments	Payment Process status communications: <ul style="list-style-type: none">- Reconciled Invoice payment status updates- Payment Advice messages for suppliers- Payment Status dispute resolution workflow and collaboration
AR Financing	Early Payment Options for Suppliers based on AP status: <ul style="list-style-type: none">- Process Automation for agreed-upon early payment terms- Early Payment Offers to suppliers for Invoices already committed

Platform Features

Tasks	Task Management for both buy/supply users: <ul style="list-style-type: none">- task information storage and status- notifications on ownership, due dates, late tasks- links to process objects implicated in tasks
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Module	Summary of Features
Collaboration	Messaging functionality for buyers and suppliers: <ul style="list-style-type: none"> - Open ended messaging service to identified users on both sides - Archiving of all communications for official audit trail - Notifications and Reminders for read/unread messages
Campaigns	Project Management of outreach efforts using email campaigns: <ul style="list-style-type: none"> - Gather targeted users/entities for the campaign (e.g. suppliers) - Manage artifacts to be used in campaign - Status and Analytics for campaign progress
Users	User Administration and Access Control: <ul style="list-style-type: none"> - Manage named users and their levels of access in each module - Administrator access controls
Reporting	Analytics Reports for activity across the Platform: <ul style="list-style-type: none"> - Centralized data repository for reporting on any active modules - Analysis Tools for tabular and cross-tab reporting
Cloud Hosting	Administration of Cloud-based hosted software: <ul style="list-style-type: none"> - 99%+ Uptime to hosted software (see SLAs) - Data Services monitoring - Integrations status and reporting
Workflows	Workflow rules and process guidance: <ul style="list-style-type: none"> - Dynamic forms - Rules based routing for review/approval
AI Toolbox	Artificial Intelligence toolbox: <ul style="list-style-type: none"> - Robotic Process Automation engine - Machine Learning system
Documents	Document Management for file attachments: <ul style="list-style-type: none"> - Secure file storage and transfer with module-specific messages - Document versioning, ownership and status
Integration & Access	Connection methods for buyer and supplier systems and users: <ul style="list-style-type: none"> - Buy-Side ERP or AP System or Procurement System Interface plug-ins - Supply-Side ERP or AR System or CRM System Interface plug-ins - Web portal access for buyer and supplier named users - Mobile apps access for buyer and supplier named users - Toolbox for customized integrations

Services

- Ongoing Services with Service Level Agreement metrics (SLA)
 - o Integration Upgrade Support
 - o Hosting Availability
 - o Customer Support and Issue Resolution
 - o Scheduled Maintenance and Upgrades
- One-Time Services (see details in “One-Time Services” Scope section below)
 - o Nipendo Buy-Side Activation
 - o Packaged Implementation
 - o Post-Implementation Buyer and Supplier Enablement

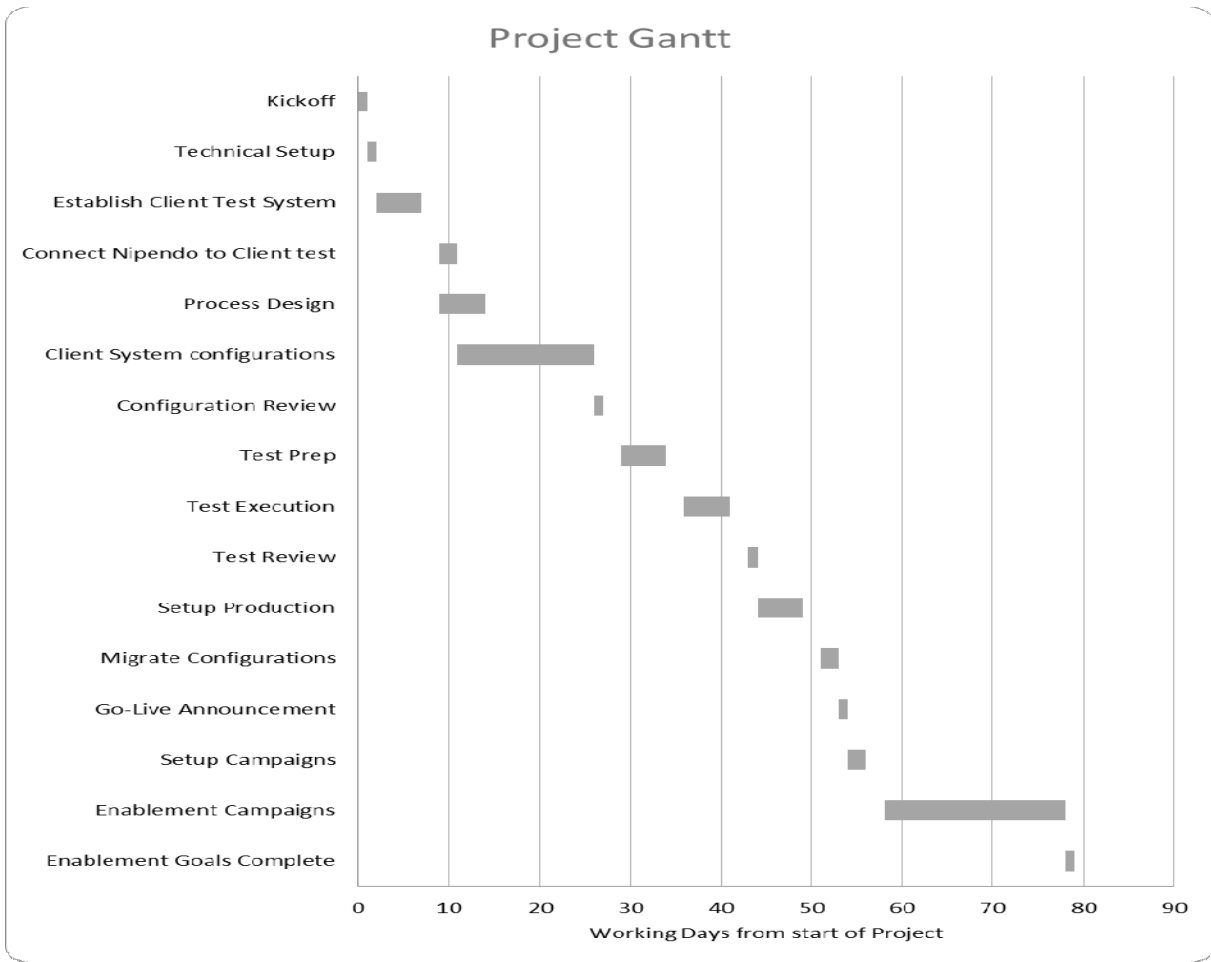
One-Time Services Scope

The following sections describe the one-time services included in this package unless explicitly superseded by a separate Scope of Work agreed upon by both parties. Any change in the specific scope of Deployment Services must be mutually agreed upon by the parties in writing and may be subject to additional fees.

Services may not be provided in countries in which the Nipendo Product is not compliant with all applicable local laws and/or in which support is not available.

	Activity	Description	Duration (working days)
Activation	Kickoff	Hand-off from Commercial Discussions Introduction of team members and plan	1 wd
	Technical Setup	Nipendo setup Buy-Side Entity for new Client Assign Admin User(s) Provision Nipendo Products in scope	1 wd
Configuration	Establish Client Test System	Client Establishes Test system for Integration work Nipendo provide advice/guidance	5 wd
	Connect Nipendo to Client test	Nipendo connection of Nipendo Process Automation Services and Integration Plugin Client support for connection	2 wd
	Process Design	Client shares compliance, governance and dispute resolution rules, processes and stakeholders Nipendo captures configuration design for automation.	5 wd
	Client System configurations	Nipendo configure Client system rules, notifications, workflows, test data sets Client support (design questions, technical blocks, etc.)	15 wd
	Configuration Review	Core team review of configs made Testing plan and scheduling	1 wd
Testing	Test Prep	Nipendo Unit Test Connections Nipendo Specific Configuration test scenarios Client team writes their Test scripts from scenarios	5 wd
	Test Execution	Client Execute testing with Core Team Nipendo support for Testing Both report issues and triage for action	5 wd
	Test Review	Core team review of test and revised configs Go-live plan and scheduling	1 wd
Go-Live	Setup Production	Client upgrade Prod System with Tested Configs and Integrations Nipendo provide advice/guidance	5 wd
	Migrate Configurations	Client migrate Configurations from Test to Production Nipendo support migration activities	2 wd
	Go-Live Announcement	Client Announcement of Nipendo Go-Live and Enablement plan Nipendo support announcement	1 wd
Enablement	Setup Campaigns	Nipendo Setup Buy-Side and Supplier-Side Campaign parameters and content Client review and approve campaigns	2 wd
	Enablement Campaigns	Client launch and monitor campaigns Nipendo support Supplier response and follow-through	20 wd
	Enablement Goals Complete	Client approves attainment of enablement goals Nipendo hands-off to Customer Success/Support	1 wd

A sample Gantt chart of the above activities illustrates the duration of the project below.



RESOURCES - Nipendo

Nipendo will provide a team to undertake the deployment activities per the detailed scope described above according to the roles and responsibilities described below.

Role	Description	Responsibilities
Nipendo Account Mgr	Nipendo's main contact for commercial issues and project escalations.	Accountable for handoff from Sales/Contracting process to Deployment Accountable for commercial issues and oversight of deployment success Point of escalation after Deployment lead for any issues not addressable by the Project team (functional or technical)
Nipendo Deployment Lead	Nipendo's lead for project issues	Supports project planning, coordinates Nipendo Deployment Services activities and provide input to status updates. Advises Customer on Nipendo functionality. Advises Customer on Nipendo technology and performs configuration of the Nipendo Products Staffed to Customer project on a part time basis and will support all project activities remotely.
Nipendo Support	Nipendo's team for ongoing support after deployment	Participate in testing (as introduction to the ongoing use of the app) Take over support in the post-deployment stage
Nipendo Dev/Ops	Nipendo's technical team on the deployment	Responsible for platform setup and provisioning of the app Maintain uptime of platform and app(s) post-deployment
Nipendo SecOps	Nipendo's security and platform authority for all deployments and support	Point of contact for questions and issues regarding security and platform infrastructure

Interactions with the Nipendo team outside the scope described above must be scheduled in advance. Nipendo will use commercially reasonable efforts to respond to ad hoc requests, however Customer should not expect an immediate response.

Nipendo resources are available during normal business hours U.S. Eastern (Daylight Savings observed) Monday to Friday excluding recognized holidays, unless otherwise specified.

Customer is responsible for all travel expenses related to the on-site meetings (if applicable) and any other portion of the services performed on-site at Customer location that are mutually agreed upon in advance. Travel expenses (if any) will be billed as incurred.

All Deployment Services and documents will be delivered in English.

RESOURCES - CUSTOMER

Customer commits to provide the following resources:

Role	Description	Responsibilities
Client Users	Direct users of the deployed app(s)	Participate in select User Acceptance Testing as needed Audience for Change Management efforts and documentation
Client Super Users	Lead users of the deployed app(s) who will take some of the Level 1 support and functional admin responsibilities	Become customer technical expert on Nipendo Service. Maintain process templates and other site configurations post Go Live. Administer users, groups, and other master data post Go Live. Serve as Support Contact for Nipendo.
Client Core Team	Client cross-functional team concerned with the specific app(s) deployment project.	Makes or facilitates timely decisions throughout the project. Understands and manages the scope, decisions and impact on departments, systems and content within Customer organization. Confirms that, throughout the duration of the project, adequate resources have been assigned and have sufficient skills, bandwidth, access and authority to complete their tasks. Understands the project plan provided by Nipendo, including dependencies between different activities. Keeps impacted Customer departments informed and supportive of the project. Provides Customer current and future state business processes, policies and requirements. Communicate current pain points and challenges. Keeps all team members and stakeholders aligned on what's expected of them on the project. Keeps entire team up to date on project status. Identifies and tracks issues and risks. Acts as point of contact for overall deployment.
Client Functional	Client's lead for functional issues in the deployment	Attend product features and functionality overview sessions for the Nipendo products. Learn Nipendo product capabilities and configurability. Hold internal meetings and lead activities needed to finalize requirements decisions. Provide business and technical requirements. Provide context and rationale for requirements as necessary. Make design decisions. Verify system configuration documentation. Document all business processes affected by the Nipendo products. Identify, gather, format and load content into the Nipendo test site. Create test plan. Document test use cases and test scripts. Manage the testing. Execute the testing. Triage and Investigate test defects. Raise test defects to Nipendo where appropriate. Include all information necessary to understand and recreate the test defect.
Client Technical	Client's lead for technical issues in the deployment	Determine which integration and authentication methods will be used. Install and configure Customer middleware, if needed, to pass data between the Product and Customer's ERP and other Customer systems. Build and unit test interfaces including error handling and notification functionality into Customer ERP and any other integrated systems.

Role	Description	Responsibilities
Client Sponsor	Provides vision, guidance and senior leadership to the project.	Establishes and communicates overall project vision, business goals and success metrics. Provides senior leadership communication in support of the project. Mandates appropriate change management across leadership of all affected departments. Monitors status reports and timelines. Resolves escalated issues including those which involve Customer resources, lack of participation, or compliance messaging.

Nipendo assumes that assigned resources have the requisite skills and knowledge to complete all listed responsibilities. Customer is expected to staff the project roles per the time allocations recommended by Nipendo based on project scope. In cases where multiple resources are needed for a single role (such as functional leads representing different departments or separate technical leads with knowledge of Customer's ERP and corporate network), Customer should clearly identify the responsibilities of each resource.

If Customer resources are not able to complete the responsibilities as detailed above either due to skill, knowledge or time limitations, project delays may occur. Any extension to project duration due to Customer resource limitations may result in a project change request and additional fees.

ROLES and EFFORT

An estimate of the responsibility matrix (RACI) and effort required by role and activity is below.

		Roles and Effort (in hours) for each Activity. Color-coded to denote RACI									
		Duration (working days)	Nipendo Account Mgr	Nipendo Deploymt Lead	Nipendo Support	Nipendo Dev/Ops	Client Super Users	Client Core Team	Client Func- tional	Client Techn- ical	Client Sponsor
Activation	Kickoff	1 wd	1.0 hrs	2.0 hrs				1.0 hrs	1.0 hrs	1.0 hrs	1.0 hrs
	Technical Setup	1 wd	0.5 hrs	1.0 hrs		1.0 hrs					
Configuration	Establish Client Test System	5 wd		2.0 hrs				0.0 hrs		4.0 hrs	
	Connect Nipendo to Client test	2 wd		4.0 hrs						2.0 hrs	
	Process Design	5 wd		20.0 hrs				10.0 hrs	30.0 hrs	4.0 hrs	
	Client System configurations	15 wd		60.0 hrs				4.0 hrs	10.0 hrs	4.0 hrs	
	Configuration Review	1 wd	0.5 hrs	2.0 hrs				2.0 hrs	2.0 hrs	2.0 hrs	1.0 hrs
Testing	Test Prep	5 wd		5.0 hrs				5.0 hrs	5.0 hrs		
	Test Execution	5 wd		10.0 hrs		2.0 hrs	2.0 hrs	5.0 hrs	5.0 hrs	2.0 hrs	
	Test Review	1 wd	0.5 hrs	2.0 hrs	1.0 hrs	1.0 hrs		1.0 hrs	2.0 hrs	2.0 hrs	1.0 hrs
Go-Live	Setup Production	5 wd		5.0 hrs				1.0 hrs		5.0 hrs	
	Migrate Configurations	2 wd		1.0 hrs				0.0 hrs	1.0 hrs	2.0 hrs	
	Go-Live Announcement	1 wd	0.5 hrs	1.0 hrs	1.0 hrs	0.5 hrs	0.5 hrs	1.0 hrs	1.0 hrs	1.0 hrs	0.5 hrs
Enablement	Setup Campaigns	2 wd		5.0 hrs	1.0 hrs			1.0 hrs	2.0 hrs	1.0 hrs	
	Enablement Campaigns	20 wd		15.0 hrs	1.0 hrs		1.0 hrs	8.0 hrs	2.0 hrs	1.0 hrs	
	Enablement Goals Complete	1 wd	1.0 hrs	1.0 hrs	1.0 hrs	0.5 hrs	0.5 hrs	1.0 hrs	1.0 hrs	1.0 hrs	0.5 hrs
Effort per Role			4.0 hrs	136.0 hrs	5.0 hrs	5.0 hrs	4.0 hrs	40.0 hrs	62.0 hrs	32.0 hrs	4.0 hrs
Headcount per Role			1	1	1	1	5	2	1	1	1
Total Effort			4.0 hrs	136.0 hrs	5.0 hrs	5.0 hrs	20.0 hrs	80.0 hrs	62.0 hrs	32.0 hrs	4.0 hrs
(by team)			150.0 hrs				198.0 hrs				
RACI Legend			Responsible		Accountable		Consulted		Informed		

DEPLOYMENT SCOPE ASSUMPTIONS

The key assumptions regarding features and functionality configured as part of the Deployment Services are set forth below. Optional features may be configured for Customer during the deployment timeline for no additional fees. The selected features in scope must be defined, and mutually agreed to, within one (1) week of the commencement of the project. Thereafter, any changes to the optional features in scope must be mutually agreed upon by the parties in writing and may be subject to additional scoping, time, and fees.

The Nipendo Deployment Lead will assist the Customer regarding allocation of Users and Authorized Users

per rules as defined in the Cloud Services Terms. Note: Customer is responsible for User Management configuration for alert settings.

The sample Gantt timeline will be modified by mutual consent of all parties based on availability of resources, agreed-upon start time and project calendar. Such resulting timeline must be mutually agreed to within one (1) week of contract signature.

Post-deployment support is offered for a maximum of two (2) weeks commencing upon Enablement. Upon conclusion of such two (2) weeks of post-deployment Support, the Nipendo Delivery team will formally exit the project, and from this time, Customer will be supported by Nipendo Support.

Any change in the specific scope of Deployment Services must be mutually agreed upon by the parties in writing and may be subject to additional fees.

The Deployment Services set forth herein are designed to support one single production system Go Live in one designated data center as mutually agreed by Nipendo and Customer, and will be performed accordingly, unless explicitly stated otherwise in the Order Form and subject to any additional terms and fees set forth therein. For clarity, support for additional production system Go Lives (for example multiple Go Lives to accommodate a phased roll-out, additional regions, multiple divisions, change in data center location, etc.) must be mutually agreed upon by the parties in writing in advance and may result in additional fees.

Integration, beyond explicitly stated data connections, to external systems (third party) is not part of the One-Time Services scope. Support for integration services are available for an additional fee.

Nipendo Services, including, for example, on-site Consulting Services, are available for an additional fee.

The project activities associated with features and/or Nipendo products that are not covered in this Solution Package Description or in related Documentation are Customer's responsibility. Customer may purchase supplemental Nipendo Services for assistance with performance of any portion of the scope of work left to Customer, under a separate agreement for an additional fee.

The following Nipendo services are outside the scope of this Section: consulting program management, business process consulting, functional consulting, change management services, additional Nipendo training services and end user documentation and training.

Add-On Software and Services

The following list briefly describes Add-On features and services NOT included unless explicitly called out in the relevant Order Form. These Add-Ons can be included by adding them to the original order form or in subsequent order forms. Inclusion of these Add-Ons may change the scope of the Packaged Implementation Services defined above.

Module	Summary of Features
Supplier Information Management	Collaborative maintenance of supplier information: <ul style="list-style-type: none"> - corporate name, address, tax IDs, contacts, banking information - Workflow assist for supplier registration process in buy-side ERP - Change and Update request process automation - Policy compliance, regulatory governance and dispute resolutions
RFX and Proposals	RFP, RFI, RFQ Posting and Proposal Management: <ul style="list-style-type: none"> - RFP/RFI/RFQ Communication to Suppliers (new and updates) - Supplier RFX receipt acknowledgements - Regulated Communication during Tendering Process - Supplier Proposal process automation
Catalog Management	Pricelist and Requisitioning Catalog Collaboration support: <ul style="list-style-type: none"> - Master Catalog maintenance for buy-side pricelist and requisitions - Supplier Catalog submissions/updates regulated by process automation - Pricing policy compliance and analytics - Process Automation for price, UOM, MOQ and other conversions
Forecast	Supplier Visibility and Response for Customer production forecasts: <ul style="list-style-type: none"> - Summarized view of MRP output Forecasts by supplier, plant and part - Automation for Supplier response based on previous responses, current lead-time and exceptions highlighted - Response compliance enforcement and exception escalation
Order Scheduling	Scheduled Agreement Process Automation and Collaboration: <ul style="list-style-type: none"> - Outbound Scheduled Agreement communication to Suppliers - Line level Scheduled response compliance by Suppliers - Split/Partial governance and dispute resolution
Shipping Notifications	Supplier Shipping Notification Management: <ul style="list-style-type: none"> - Multiple modes for Supplier to create Advanced Shipping Notices and Shipping Notices as required by Buy-side process agreements - ASN and SN compliance, governance and dispute resolution automation - Ship Notice detailed metadata presented for action by buy-side systems - Shipping Document and Logistics information management
Pro-Forma Invoice/Customer Bill	Invoicing Support for Pro-Forma and Customer Billing processes: <ul style="list-style-type: none"> - Pro-Forma Invoice creation and submission for suppliers - Customer Bill process automation with compliance and governance - Workflow and dispute resolution for approval of Pro-Forma Invoices
Evaluated Receipt Settlement (ERS)	Process Automation for self-billing against Goods Receipt: <ul style="list-style-type: none"> - ERS flip from GR based on compliance and governance rules - Status updates to buyers and suppliers for ERS transactions

Module	Summary of Features
Service	Service Bureau for manual Invoice handling: <ul style="list-style-type: none"> - PO based invoice capture and reconciliation processes - non-PO invoice capture and reconciliation processes (pricing depends on specific mix of invoices and sources)
Invoice Capture (OCR)	Emailed or Scanned Invoice Digitization service: <ul style="list-style-type: none"> - Conversion of email or scanned invoice image into discrete data - Presentation of Digitized email to Suppliers (or buyers) for verification - Update of supplier-specific template for improved automation (pricing depends on volume and origin of manual invoices)
Invoice Governance	Country Specific Invoice Archival and Reporting Compliance: <ul style="list-style-type: none"> - Archiving per requirements of country of invoice regulations - Reporting of invoice details per requirements of country of invoice (pricing depends on specific countries in scope)
General Ledger	Synchronization of General Ledger accounts for key suppliers: <ul style="list-style-type: none"> - GL Accounts mirrored to suppliers - Supplier GL Account conversion tables