



Order Form Supplement 3

Spot Agency Hire

Spot Agency Hire is designed to assist a client's talent acquisition function by addressing unexpected surge hiring needs, without the need to surge internal capacity, and by hiring for hard-to-fill senior roles. While similar to traditional agency hiring, SeekOut aims to deliver higher-quality candidates, faster, and at lower cost than traditional agencies. With Spot Agency Hire, there is no long-term commitment for a specified volume of roles and services are delivered on a contingent placement fee basis, with retainer.

When Client engages SeekOut for a Spot Agency Hire(s), the below terms and the terms of the applicable Order Form apply.

1. **SeekOut-Presented Candidates.** For each active search engaged, candidates that SeekOut presents to Client will be eligible for a Placement Fee (as defined below) if hired, unless Client notifies SeekOut that such candidate is a Client-Sourced Candidate.
2. **Client-Sourced Candidates.** Client will promptly notify SeekOut in writing if a SeekOut-presented candidate is a Client-Sourced Candidate. No Placement Fee will be due for Client-Sourced Candidates.
3. **Candidate Resignation or Termination.** Unless otherwise mutually agreed in the applicable Order Form, if a hired candidate resigns or if Client terminates a hired candidate for cause within ninety (90) days after employment commences, Client will promptly notify SeekOut in writing. Following such notification, SeekOut will, at SeekOut's election, either (i) find a qualified replacement to fill the position; or (ii) provide a pro-rated refund of the applicable Placement Fee.
4. **Retainer Fee.** Client will pay SeekOut a non-refundable retainer fee for each active search engaged (the "**Retainer**"), as set forth in the applicable Order Form. Each Retainer becomes due and non-refundable when SeekOut and Client mutually agree on engagement for an active search.
5. **Placement Fee.** If a candidate introduced by SeekOut accepts a position of employment with Client, then Client will pay SeekOut a fee equal to a percentage of such hired candidate's Initial Base Salary (the "**Placement Fee**"), as set forth in the applicable Order Form. "Initial Base Salary" means the annual salary to be paid to the hired candidate during the first year of employment with Client and will not include any other type of compensation, including, without limitation, bonuses, equity, or employee benefits. When a Placement Fee is due, the Retainer paid for such active search will be credited against the Placement Fee due.
6. **Payment.** SeekOut will invoice Client for the applicable Retainer(s) when Client and SeekOut mutually agree on engagement for an active search(es). SeekOut will invoice Client for the applicable Placement Fee when the hired candidate signs an offer letter with Client. Client will pay the applicable Retainer(s) and/or Placement Fee(s) within thirty (30) days of invoice. All invoices will be paid in U.S. dollars (USD).