

SCHEDULE A — COMMERCIALS

⚠️ DRAFT — for review by counsel. Not legal advice. Indicative list pricing; the figures the Parties finally agree are inserted here on signing. Forms part of the MOA (§5). Currency: Philippine Pesos (₱); fees exclusive of VAT unless stated; BIR-compliant invoices issued.

1. Fees (Model A — SaaS + RaaS)

COMPONENT	DESCRIPTION	FEE (LIST)
Setup (one-time)	Stand up the Nakakalocal-branded Marketplace, maker & ops consoles, onboarding of the initial cohort, and branding	₱350,000
Platform Subscription (monthly)	Storefront + maker & HQ consoles + hosting + support; tier per cohort size / features	₱120,000 / month
Delivery — RaaS	Last-mile within NCR; primarily funded by the customer delivery fee at checkout	customer fee ₱79 / order ; optional dedicated branded rider ₱35,000 / rider / month
Share of seller sales (GMV)	bXTRA takes no percentage of seller sales	0%

2. Pilot (initial term)

90-day NCR pilot, 50–100 Partner SMEs: ₱55,000 / month + ₱100,000 setup (setup **waived** on a 12-month commitment). Success criteria: orders/day and on-time delivery %. Converts to Section 1 pricing on successful completion.

3. Discounts & options

- **Annual prepayment:** 2 months free (≈17%).
- **Setup waived** on a 12-month commitment.
- **Volume tiers** as the active-SME count grows (agreed in writing).
- **Co-marketing offset:** agreed Philstar media value may offset fees (non-cash), by separate schedule.

4. Billing & settlement

- **Invoicing:** monthly in arrears (Subscription + Delivery + any agreed item); **Net 30**.
- **Seller settlement:** weekly, within **[3] business days** of cycle close (item value less any Philstar-set seller commission).
- **Merchant of Record:** **[Philstar (or a JV entity) collects customer payment and remits fees to bXTRA]** — recommended; alternative (bXTRA collects & net-settles) by agreement.

5. Taxes

Each Party bears its own taxes; fees are exclusive of VAT unless stated; Sellers are responsible for their own BIR registration and taxes on their sales.

6. Review

Fees reviewed at each renewal; changes on **[60] days'** written notice per MOA §5.4.

7. Alternatives (on request)

Revenue-share (no monthly; agreed % of GMV) or **Hybrid** (lower monthly + small transaction fee).

Agreed figures (to be completed at signing): Setup ₱_____ · Subscription ₱_____ / mo · Delivery fee ₱_____ · Term _____ · Merchant of Record _____.