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OUTSOURCING SERVICES AGREEMENT

GLS Solutions Pte Ltd



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THIS AGREEMENT is dated: _____

BETWEEN:

- (1) **[PARTY A]**, a company registered in [Country], with commercial licence number [●] and having its registered office at [●] ("**Customer**"); and
- (2) **[PARTY B]**, a company registered in [Country], with commercial licence number [●] and having its registered office at [●] ("**Provider**"),

(collectively the "**Parties**", and each a "**Party**" to this Agreement).

RECITALS

- A.** The Customer is a [●] and wishes to receive certain Services in connection with its business.
- B.** The Provider is a supplier of the Services that are contemplated under this Agreement.
- C.** The Customer wishes to receive, and the Provider has agreed to provide, the Services, subject to and strictly in accordance with the terms and conditions of this Agreement.

IT IS HEREBY AGREED as follows:

PART A | DEFINITIONS AND INTERPRETATION

1. **DEFINITIONS**
2. **INTERPRETATION**

PART B | TERM & PRECEDENCE

3. **TERM**
4. **PRECEDENCE**

PART C | KEY REQUIREMENTS & ACKNOWLEDGEMENTS

5. **KEY REQUIREMENTS**
6. **BUSINESS CRITICALITY**

PART D | APPOINTMENT

7. **EXCLUSIVITY**

PART E | SERVICES

8. **SERVICES**
9. **THIRD PARTY CO-OPERATION**

PART F | SERVICE VOLUMES

10. **ANTICIPATED FORECAST**
11. **ROLLING FORECAST**
12. **ROLLING FORECAST EXCEEDS PERMITTED BUFFER**

PART G | DELAY

13. **DUTY TO INFORM**



PART H | IMPLEMENTATION PERIOD

14. IMPLEMENTATION PERIOD

PART I | INSTRUCTIONS

15. INSTRUCTIONS

16. REPORTING

PART J | PERSONNEL, SITE ACCESS AND TRANSFERS

17. PERSONNEL

18. TRANSFER OF EMPLOYEES

19. SITE ACCESS

20. TRANSFER OF EQUIPMENT AND ASSUMED CONTRACTS

PART K | SYSTEMS

21. SPECIFICATIONS

PART L | PERFORMANCE ASSURANCES

22. SERVICE LEVELS

23. PERFORMANCE BOND

24. WARRANTIES AND REPRESENTATIONS

PART M | PAYMENT TERMS AND TAXES

25. PAYMENT

26. TAXES

PART N | IMPROVING COST EFFICIENCIES

27. CONTINUOUS IMPROVEMENT

PART O | INDEMNITIES

28. INDEMNITIES

29. CONDUCT OF PROCEEDINGS

PART P | LIABILITY

30. UNLIMITED LIABILITY

31. LIMITED LIABILITY

32. PHYSICAL DAMAGE

PART Q | SUSPENSION, TERMINATION & EXIT

33. MUTUAL TERMINATION

34. CUSTOMER TERMINATION

35. CONSEQUENCES OF TERMINATION



36. EXIT SUPPORT

37. SUSPENSION

PART R | FORCE MAJEURE

38. FORCE MAJEURE

PART S | INSURANCE MATTERS

39. INSURANCE

PART T | AUDIT

40. AUDIT

PART U | BUSINESS CONTINUITY PLAN

41. BUSINESS CONTINUITY PLAN

PART V | INTELLECTUAL PROPERTY RIGHTS

42. EXISTING IPR

43. NEW IPR

44. PART W | DISPUTES

45. DISPUTES

PART W | PRIVACY

46. CONFIDENTIALITY

47. NO ANNOUNCEMENTS, STATEMENTS OR PUBLICITY

48. DATA PROTECTION

PART X | GENERAL PROVISIONS

49. CUMULATIVE RIGHTS

50. CO-OPERATION

51. AUTHORISED REPRESENTATIVES

52. ENVIRONMENTAL PROTECTION

53. ANTI-BRIBERY AND CORRUPTION

54. REPUTATION

55. ENTIRE AGREEMENT AND COUNTERPARTS

56. ASSIGNMENT AND NOVATION

57. SUBCONTRACTING

58. WAIVERS

59. SEVERABILITY AND ILLEGALITY

60. RELATIONSHIP



- 61. THIRD PARTY RIGHTS**
- 62. NOTICES**
- 63. VARIATION**
- 64. FAVOURABLE TERMS**
- 65. LANGUAGE**
- 66. GOVERNING LAW AND JURISDICTION**



PART Y | EXECUTION

EXECUTED as an Agreement on the date and year first above written.

Signed for and on behalf of

[●]

as its duly authorised representative:

^ _____
Signature of authorised representative

^ _____
Signature of witness

^ _____
Name & title of authorised representative (print)

^ _____
Name of witness (print)

Signed for and on behalf of

[●]

as its duly authorised representative:

^ _____
Signature of authorised representative

^ _____
Signature of witness

^ _____
Name & title of authorised representative (print)

^ _____
Name of witness (print)



SCHEDULE 1 | DEFINITIONS

1. DEFINITIONS

- 1.1 In this Agreement (unless the context otherwise requires), the following words and phrases shall have the following meaning:



SCHEDULE 2 | SERVICES

1. **DEFINITIONS**
2. **KEY REQUIREMENTS**
3. **RFP INTER-RELATION**
4. **SCOPE OF SERVICES**
5. **SERVICE LEVELS**
6. **KEY PERSONNEL**
7. **INSTRUCTIONS PROCESS**
8. **SITE**
9. **CONTRACT MANAGEMENT REQUIREMENTS**



SCHEDULE 3 | KEY SERVICE COMPONENTS

1. KEY SERVICE ELEMENTS



SCHEDULE 4 | IMPLEMENTATION PLAN

1. **DEFINITIONS**
2. **IMPLEMENTATION OBJECTIVES**
3. **IMPLEMENTATION PLAN**



SCHEDULE 5 | ANTICIPATED FORECAST

1. ANTICIPATED FORECAST



SCHEDULE 6 | DELAY DAMAGES



SCHEDULE 7 | ACCEPTANCE



SCHEDULE 8 | SERVICE LEVELS

1. **DEFINITIONS**
2. **KEY PERFORMANCE INDICATORS**
3. **REQUIRED SERVICE LEVELS**
4. **MEASUREMENT & REPORTING**
5. **SERVICE CREDITS**
6. **CRITICAL FAILURES**
7. **STEP IN RIGHTS**



SCHEDULE 9 | PAYMENT TERMS

1. **DEFINITIONS**
2. **GENERAL PAYMENT TERMS**
3. **CURRENCY**
4. **INVOICING**
5. **INVOICE SUPPORTING DOCUMENTATION**
6. **DISPUTED INVOICES**
7. **CHARGES**
8. **OTHER PAYMENTS**



SCHEDULE 10 | EXIT SUPPORT PLAN

1. **DEFINITIONS**
2. **PREPARATION OF EXIT SUPPORT PLAN**
3. **EXIT SUPPORT PRINCIPLES**



SCHEDULE 11 | INSURANCE

- 1. DEFINITIONS**
- 2. SPECIFIC INSURANCE OBLIGATIONS**
- 3. ADDITIONAL INSURANCE PROVISIONS**



SCHEDULE 12 | BUSINESS CONTINUITY PLAN

1. **DEFINITIONS**
2. **PREPARATION OF BUSINESS CONTINUITY PLAN**
3. **BUSINESS CONTINUITY PRINCIPLES**



SCHEDULE 13 | PROVIDER'S DATA PROTECTION OBLIGATIONS

1. **DEFINITIONS**
2. **PROVIDER'S DATA PROTECTION OBLIGATIONS**



SCHEDULE 14 | SERVICE PROVIDER'S SECURITY STANDARDS



SCHEDULE 15 | NOTICES

1. ADDRESSES



SCHEDULE 16 | SUPPLIER CODE OF CONDUCT



SCHEDULE 13 | RFP DOCUMENTS



SCHEDULE 14 | PERFORMANCE BOND

- 1. DEFINITIONS**
- 2. SPECIFIC PERFORMANCE BOND OBLIGATIONS**
- 3. FORM OF THE PERFORMANCE BOND**



SCHEDULE 15 | EMPLOYEES

1. **DEFINITIONS**
2. **TRANSFER OF EMPLOYEES TO THE PROVIDER AT THE AGREEMENT DATE**
3. **EMPLOYMENT EXIT PROVISIONS**
4. **EMPLOYEES**



SCHEDULE 16 | PENSIONS

1. **DEFINITIONS**
2. **PENSION MATTERS**



SCHEDULE 17 | ASSUMED CONTRACTS AND EQUIPMENT

1. **DEFINITIONS**
2. **ASSUMED CONTRACTS**