XTIME PURCHASING AND SIGNATURE POLICY
Effective as of October 1, 2015

POLICY

This Policy\(^1\) establishes the rules for employees of Xtime to determine the: (a) appropriate signatory needed for execution of binding agreements between Xtime and third parties, and (b) level of authority and guidelines for purchasing goods and/or services pursuant to such agreements.\(^2\)

DEFINITIONS

“CAI” means Cox Automotive, Inc.

“Capital Equipment” means a single, physical item (rather than a single invoice covering multiple items) that costs $2,500 or more, is freestanding and has a use life of one year or more, including computers and computer-related items (e.g., software, printers, and monitors).

“Consultants” means individuals who provide professional services: (i) directly to Xtime by entering into a standard Xtime Consulting Agreement; or (ii) to Xtime via a third party temporary placement agency.

“Coupa” means the cloud-based spending management system available for use by Employees to submit and track Purchase Requisitions.

“Employee” means an employee of Xtime.

“Policy” means this Xtime Purchasing and Signature Policy.

“Purchase Requisition” or “Requisition” means an authorization to procure goods or services. Once approved it then becomes a request for a Purchase Order.

“Purchase Order” or “PO” means a document generated once a Requisition is approved. This document is typically issued to the seller of goods or services indicating the terms and conditions, quantity, and price of the sale.

“Xtime” means Xtime U.S. and its subsidiaries.

“Xtime Australia” means Xtime Asia Pacific Pty. Ltd., an Australian proprietary limited company that is a subsidiary of Xtime U.S.

“Xtime Canada” means Xtime Canada Company, a Canadian corporation that is a subsidiary of Xtime U.S.

“Purchase Agreements” means all agreements subject to the Purchasing Guidelines & Limits set

\(^1\) This Policy is subject to the policies and procedures of CAI, and will be updated promptly whenever reasonably required in connection with CAI policy and procedure changes.

\(^2\) Xtime Asia Pacific Pty. Ltd. and Xtime Europe Ltd. have separate purchasing and signature policies.
forth herein.

“Human Resources Agreements” means all documents related to the hiring, interaction, and termination of permanent and temporary employees and Consultants. Human Resources Agreements includes, without limits:

- Employment offer letters
- Consulting agreements with individual Consultants and temporary placement agencies
- Consultant/contractor timesheets
- Recruiting agreements
- Personnel action notices
- Employee and Consultant NDAs and confidential information and invention assignment agreements

“Outbound Agreements” means all agreements pertaining to the licensing or sale of the Xtime Service or consulting services by Xtime to OEMs, Dealership Groups or Dealerships, and any agreements ancillary to such relationships. Outbound Agreements include, without limitation:

- OEM & dealership group MSAs
- RFQ/RFP responses
- Statements of work
- Amendments or other addenda to the above
- Confidentiality agreements and data protection addenda
- Amendments or other addenda to the above

“Business Development Agreements” means all agreements related to the exploration or integration of non-customer, non-vendor business partners with the Xtime Service. Business Development Agreements include:

- Non-disclosure agreements with potential business partners
- Xtime partnership agreements
- XAPI integration agreements
- Data privacy addenda with third party business and integration partners

“Xtime Europe” means Xtime Europe Ltd., an English limited company that is a subsidiary of Xtime U.S.

“Xtime U.S.” means Xtime, Inc., a Delaware corporation that is a subsidiary of CAI.

PURCHASING GUIDELINES AND LIMITS

I. SCOPE/POLICY

This Policy applies to all procurement of goods and services by Employees of Xtime.

II. PURCHASE ORDERS & REQUISITIONS

A. PO Requirement. A PO is required for all purchases of: (i) goods or services over USD $1,000; (ii) non-capital equipment; and (iii) software. Items purchased cumulatively (i.e., multiple orders of the same item) within 3 months shall be calculated in the aggregate as one purchase.

B. Requisitions. A Requisition must be submitted via Coupa for all purchases of goods or services requiring issuance of a PO. The process for submitting a Requisition via Coupa is set forth in
Appendix A, Purchase Order Workflow.

C. **Approval of Requisitions.** Requisitions must be approved in accordance with the Approval Limits set forth in Section V of this Policy.

D. **Procurement of Capital Equipment.** With the exception of authorized Employees in Facilities, Operations and IT, Employees are not authorized to procure Capital Equipment, regardless of the amount.

III. **COMPETITIVE BIDDING**

A. **Competitive Bidding Requirement.** All purchase commitments valued in excess of $100,000 require more than one quote.

B. **Exceptions.** Exceptions to the competitive bidding requirements may be approved by the department Vice President or COO. Any such exception must be documented in the applicable Requisition in Coupa.

IV. **PURCHASE CONTRACTS**

A. **Contract Requirements.** Unless governed solely by Xtime’s standard PO Terms, or an unedited Legal Services pre-approved form of agreement, the following purchases must be documented by a written contract that has been reviewed and designated in Coupa as approved by the Legal Services department:

- Purchases of products with a value or exposure of $10,000 or more;
- All purchases of services, regardless of value;
- All inbound intellectual property licenses, including click-through licenses and EULAs; and
- All online services agreements.

B. **Timing of Contract Execution.** For all applicable purchases, a Purchase Requisition approval must be issued in Coupa before the contract is signed, and the contract must be signed by Xtime before the products or services are purchased, and before any services commence.

C. **Authority to Execute Contracts.** Contracts may only be executed by Employees who are authorized in accordance to the Signature Guidelines provided below. Any amendment to or extension of an existing contract that increases the commitment by or exposure of Xtime must go through the approval process described in this Policy.

D. **Contract Review & Renewals.** Contracts must be reviewed annually as part of ongoing vendor monitoring and justification. Contracts with renewal or termination provisions should be reviewed by the requesting department no less than 60 days prior to the applicable renewal or termination date. A copy of an existing contract must be attached to any Requisition related to the renewal of such contract.

V. **APPROVAL LIMITS:**

A. **Approval Requirement.** Requisitions submitted under this Policy must be approved subject to the following required approval levels:

<table>
<thead>
<tr>
<th>CONTRACT VALUE*</th>
<th>SPENDING APPROVAL REQUIRED**</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*INDICATES THE VALUE OF THE PURCHASE OR CONTRACT.** INDICATES THE LEVEL OF SPENDING APPROVAL REQUIRED TO APPROVE THE PURCHASE OR CONTRACT.
### THE CONTRACT VALUE

<table>
<thead>
<tr>
<th>Contract Value</th>
<th>Approval Level</th>
</tr>
</thead>
<tbody>
<tr>
<td>Up to $5,000</td>
<td>Director and above, if budgeted</td>
</tr>
<tr>
<td>Up to $25,000</td>
<td>VP and above, if budgeted</td>
</tr>
<tr>
<td>Up to $50,000</td>
<td>SVP and above, if budgeted</td>
</tr>
<tr>
<td>Over $50,000</td>
<td>COO or President</td>
</tr>
</tbody>
</table>

The Contract Value listed above represents the total contract value for procured goods or services under Requisition. Any questions regarding calculation of Contract Value and appropriate approval level may be directed to the Purchasing Manager and Legal Services.

Approvals will be provided in Coupa. Where approval in Coupa is impractical, proxy approval may be provided to the Purchasing Manager by email, and the Purchasing Manager may bypass required approvals in Coupa.

The VP of a department may designate in writing a proxy approver within his or her own department to approve Requisitions on his or her behalf.

### B. Human Resource Requisitions

With respect to Requisitions made by the Human Resources Department, the HR Director may provide VP-level approval.

### C. Approval of International Requisitions

With respect to Requisitions made by Xtime's international subsidiaries (including Xtime Canada, Xtime Australia and Xtime Europe), the Managing Director of the respective subsidiary may provide SVP-level approval.

### D. Software & Non-Capital Equipment

All Requisitions for purchases of software or non-capital equipment must originate from the IT or Engineering Departments, or be expressly approved by an individual with appropriate approval authority within such departments.

### VI. USE OF COMPANY CREDIT CARDS:

Corporate credit cards provided by Xtime to Employees are issued primarily to cover business travel- and entertainment-related ("T&E") expenses. Use of such cards is subject to the Xtime Corporate Credit Policies (June 2013). In the event that an Xtime credit card must be used to make a non-T&E purchase, prior approval must be obtained from the Purchasing Manager.

### SIGNATURE GUIDELINES

### I. SIGNATURE POLICY

All documents that legally bind Xtime must be signed by an authorized Employee pursuant to this Policy.

#### A. Legal Services Annotation

All documents that legally bind Xtime must be approved by Legal Services and annotated by the General Counsel’s stamp or equivalent e-signature. The General Counsel may designate annotation authority to other in-house or outside counsel email.

#### B. Summary of Employees with Signing Authority

The following summarizes which
Employees have authority to execute documents on behalf of Xtime:

<table>
<thead>
<tr>
<th>Agreement Type</th>
<th>Signing Authority</th>
</tr>
</thead>
<tbody>
<tr>
<td>Purchase (Inbound) Agreements</td>
<td>Employee with the highest level of required approval as set forth in Section V of the Purchasing Guidelines &amp; Limits or COO or PRESIDENT</td>
</tr>
<tr>
<td>Human Resource Agreements</td>
<td>HR Director or COO or PRESIDENT</td>
</tr>
<tr>
<td>Outbound Agreements</td>
<td>COO or PRESIDENT</td>
</tr>
<tr>
<td>Business Development Agreements</td>
<td>COO or PRESIDENT</td>
</tr>
<tr>
<td>Other Agreements</td>
<td>COO or PRESIDENT</td>
</tr>
</tbody>
</table>

**Note:** If an Employee with signing authority is unavailable to execute a document, the Employee may authorize the General Counsel to sign on his or her behalf via email.

**EXCEPTIONS**

Exceptions to this Policy will only be made with approval by the President or the COO.

**QUESTIONS**

Please address questions regarding this Policy to the Procurement Manager, VP Finance, Legal Services, or COO, as reasonably required.
I. **POLICY:**
   I. Applies to the procurement of all goods and services by employees of Xtime (“Company”).
   II. Departments (other than Operations and IT) are not authorized to procure capital equipment regardless of the amount. Capital equipment includes computer and related items (software, printers, scanners, monitors, etc.) and must be processed through and approved by the Director of IT or Facilities Manager. **Capital equipment** is defined as a single item (not invoice) that costs $2,500.00 or more, is freestanding and has a use life of one year or more.

II. **PURCHASE REQUISITIONS**
   I. All Non-capital equipment & software purchases require a Requisition.
   II. Requisitions are required for all purchases of goods or services over $1,000. Items purchased cumulatively (i.e. multiple orders of the same item) shall be calculated in the aggregate as one purchase.
   III. All Requisitions must be approved in accordance with Company’s current “Approval Limits” (See Section VI of the Xtime Purchasing and Signature Policy).

III. **PURCHASE CONTRACTS**
   I. Unless covered by a pre-approved contract, all agreements for the purchase of products with a value or exposure of $10,000 or more and all acquisitions of services must be documented by a written contract that has been reviewed and approved by the Legal Department. All contracts (including click-through licenses) must be submitted to the Legal Department, regardless of the value of the contract.
   II. A Requisition approval must be obtained before the contract is signed, and the contract must be signed before the products or services are purchased, and before any services commence.
**Purchase Order Workflow Chart**

**STEP#1:** Submit Requisition into Coupa  
  a. Must be a pre-approved vendor  
  b. Attach supporting documentation: draft SOW/Contract/Quote for Legal review

For Inside Contractor Requisitions please reference separate workflow, on next page

**STEP#2:** Buyer Action is triggered  
  a. Buyer (Purchasing Dept) will confirm all requisition information is correct

**STEP#3:** Buyer Action will be released once Step #3 is completed and sent for approval

**STEP#4:** Once requisition is approved, Purchase Order (PO) will be generated  
Note: Allow 24 hours for each: Legal & FP&A approval of requisition.

**STEP#5:** Buyer will send PO to Legal to process DocuSign  
Exceptions: IT POs  
  a. CDW-Automatic PO transmission to supplier  
  b. Dell/Apple-send to requestor

**STEP#6:** PO is attached to SOW/Contract/Quote and submitted for signature via DocuSign

**NOTE:** INVOICES WILL NOT BE PROCESSED WITHOUT A PO# ON THE INVOICE
**Inside Contractor Purchase Order Workflow Chart**

**STEP#1:** Hiring Manager submits Contractor Request Form to HR

**STEP#2:** HR drafts SOW and sends to Hiring Manager

**STEP#3:** Hiring Manager submits requisition into Coupa
   a. Complete requisition per the attached checklist, on slide 4
   b. Attach supporting documentation: SOW

**STEP#4:** Buyer Action (Andrea) is triggered
   a. Buyer will confirm all requisition information is correct

**STEP#5:** Buyer Action will be released for approval

**STEP#6:** Once requisition is approved, Purchase Order (PO) will be generated
   a. an email confirmation will be sent to requestor once SOW is fully executed
   Note: Please allow 24 hours for FP&A approval

**STEP#7:** Buyer will send PO & SOW to Legal to send DocuSign out for Shivani and Vendors signatures
   a. an email confirmation will be sent to requestor once SOW is fully executed

**PO Timeline: Please allow 5 business days for requisition approvals and signatures of SOW**

**NOTE:** INVOICES WILL NOT BE PROCESSED WITHOUT A PO# ON THE INVOICE
Basic requirements to open requisition/PO:
- Contract and/or statement of work (SOW)
- Details of SOW-HR provides to Hiring Manager
  - Contractor Name
  - Rate of Pay

Mandatory requirements needed to open contractor requisition/PO in Coupa:
- **Justification**: Brief explanation of contractor services being utilized
- **Item**: Contractor position, name, and contract dates
- **Supplier**: Vendor being utilized
- **Commodity**: Either Contractor Expense (Internal or External)
- **Price**: Contractor’s hourly rate
- **Quantity**: Estimate the number of hours contractor will log with Xtime
- **Amount**: Coupa will calculate total value of Requisition/PO (i.e. Hours times Hourly Rate)
- **Billing**: Select appropriate Great Plains billing account number (i.e. 10-820-64400)
  - Pay attention to the 3-digit number. This denotes department.
  - Department number dictates where the costs will be recorded.
  - For Engineering contractors, the Requisition/PO department number MUST align with the department in OpenAir.
New Vendor Checklist

- Vendor Information
- Vendor Name & Address
- Accounting Contact Information: Contact person, phone number and email
- Payment mailing address, if different from main vendor address
- Non-fortune 500 companies: a D&B check must be completed and approved by VP of Finance (for contracts >$25,000)
- Vendor and amount approved in budget year-to be approved by Director of FP&A
- Accounting Documentation: ACH form & W-9, Purchasing Manager will work with vendor to obtain this documentation
- Supporting Documentation: contracts & SOWs needs to be submitted for review by Legal Department and authorized signatory
Andrea Jara, Senior Manager, Facilities & Purchasing

- Phone #: 650.741.7942
- Email: andrea.jara@xtime.com