

(United Arab Emirates)

This agreement is entered into daymonthof Year _

Between -

First Party

Innovate Technologies FCO UAE (the Service Provider), with its registered address at Office 1310, SIT Tower, Dubai Silicon Oasis, Dubai, United Arab Emirates

-And-

Second Party

' _____ ' (the Merchant) with its registered address at _____

United Arab Emirates

WHEREAS

The Merchant will be served by the Service Provider in accordance with the terms set forth herein and should there be any change in these terms, the Service Provider will notify the Merchant accordingly.

The Service Provider, has contracted with the Bank to provide the Merchant with the ability to accept electronic commerce transactions in cards not present environment in accordance to the operating regulations of the international Card Associations and in accordance to the terms of this agreement and the e-Commerce Service Provider Agreement the Bank signed with the Service Provider.

The Service Provider may provide the Merchant with additional services outside the scope of this agreement.

1. DEFINITIONS:

The terms used in this Agreement shall have the following meaning:

3D Secure: The "Three-Domain Secure" protocol developed by Visa International Inc. (Visa) as "Verified by Visa" and "MasterCard SecureCode" developed by MasterCard International Inc. (MasterCard), including successive versions thereof and any amendments thereto, is designed to make online shopping transactions safer by authenticating a cardholder's identity at the time of purchase;

Authorization: Means an affirmative response to an Authorisation Request, that a Transaction is within the Cardholder's available credit limit and/or that the Cardholder has not yet reported the Card lost or stolen;

Authorized Person: Means an employee(s) of the Merchant authorized to access any software relating to the Payment Gateway for acceptance of Electronic Commerce Transactions;

AVS: The "Address Verification Service", is a VisaNet service through which a Merchant can verify a cardholder's billing address before completing an e-Commerce transaction;

Bank: MASHREBAN PSC P.O. Box 1250 Dubai, a financial institution incorporated and licensed in the UAE and is a licensee of a Card Association, and that will provide acquiring services for Merchants to enable such Merchants to accept Cards as a payment for merchandise sold and/or leased and/or services provided to Cardholders utilizing services of which is engaged in e-Commerce business and performs services, including