

Order Form

CALL-OFF REFERENCE: CCSO21A40

THE BUYER: Crown Commercial Service (CCS)

BUYER ADDRESS 10 South Colonnade, Canary Wharf, London. E14

THE SUPPLIER: Softcat plc

SUPPLIER ADDRESS: Solar House, Fieldhouse Lane, Marlow,
SL7 1LW, England

REGISTRATION NUMBER: 02174990

DUNS NUMBER: 397,333,253

APPLICABLE FRAMEWORK CONTRACT

This Order Form is for the provision of the Call-Off Deliverables and dated 17/01/2022. It's issued under the Framework Contract with the reference number RM6194 for the provision of Back Office Software.

CALL-OFF INCORPORATED TERMS

The following documents are incorporated into this Call-Off Contract. Where numbers are missing we are not using those schedules. If the documents conflict, the following order of precedence applies:

1. This Order Form including the Call-Off Special Terms and Call-Off Special Schedules.
2. Joint Schedule 1(Definitions and Interpretation) RM6194
3. The following Schedules in equal order of precedence:

- Joint Schedules for **RM6194**
 - Joint Schedule 2 (Variation Form)
 - Joint Schedule 3 (Insurance Requirements)
 - Joint Schedule 4 (Commercially Sensitive Information)
 - Joint Schedule 6 (Key Subcontractors)
 - Joint Schedule 7 (Financial Difficulties)
 - Joint Schedule 9 (Minimum Standards of Reliability)
 - Joint Schedule 10 (Rectification Plan)
 - Joint Schedule 11 (Processing Data)

(Order Form and Call-Off Schedules)

Crown Copyright 2021

- Joint Schedule 12 (Supply Chain Visibility)
- **Call-Off Schedules for RM6194**
 - Call-Off Schedule 1 (Transparency Reports)
 - Call-Off Schedule 2 (Staff Transfer)
 - Call-Off Schedule 3 (Continuous Improvement)
 - Call-Off Schedule 5 (Pricing Details)
 - Call-Off Schedule 7 (Key Supplier Staff)
 - Call-Off Schedule 8 (Business Continuity and Disaster Recovery)
 - Call-Off Schedule 9 (Security)
 - Call-Off Schedule 10 (Exit Management)
 - Call-Off Schedule 14 (Service Levels)
 - Call-Off Schedule 15 (Call-Off Contract Management)
 - Call-Off Schedule 16 (Benchmarking)
 - Call-Off Schedule 20 (Call-Off Specification)
- 4. CCS Core Terms (version 3.0.10)
- 5. Joint Schedule 5 (Corporate Social Responsibility) RM6194
- 6. Call-Off Schedule 23 (Supplier-Furnished Terms)
- 7. Call-Off Schedule 4 (Call-Off Tender) as long as any parts of the Call-Off Tender that offer a better commercial position for the Buyer (as decided by the Buyer) take precedence over the documents above.

No other Supplier terms are part of the Call-Off Contract. That includes any terms written on the back of, added to this Order Form, or presented at the time of delivery.

CALL-OFF SPECIAL TERMS

The following Special Terms are incorporated into this Call-Off Contract:

Special Term 1	<p>Add new Clause 2.11 in CCS Core Terms:</p> <p>‘The Supplier shall in the event where there is any conflict between Schedule 23 (Supplier Furnished Terms) and CCS Joint and other Call Off schedules, accept that the CCS schedules as listed in Framework Schedule 6 (Order Form Template and Call Off schedules) take precedence’.</p>
----------------	---

CALL-OFF START DATE: 28th January 2022

CALL-OFF EXPIRY DATE: 27th January 2027

CALL-OFF INITIAL PERIOD: 5 Years

CALL-OFF DELIVERABLES

(Order Form and Call-Off Schedules)

Crown Copyright 2021

See details in Call-Off Schedule 20 (Call-Off Specification) at the following section/
clause:

5.3 – Mandatory Requirements

6. – Volumes

MAXIMUM LIABILITY

The limitation of liability for this Call-Off Contract is stated in Clause 11.2 of the Core Terms.

CALL-OFF CHARGES

See details in Call-Off Schedule 5 (Pricing Details)

The total contract value (ex VAT) is £6,254,326.85.

All changes to the Charges must use procedures that are equivalent to those in Paragraphs 4, 5 and 6 (if used) in Framework Schedule 3 (Framework Prices)

REIMBURSABLE EXPENSES

Recoverable as stated in the Framework Contract.

PAYMENT METHOD

The payment method for this Call Off Contracts is Invoice and Purchase Order (PO).

BUYER'S INVOICE ADDRESS:

Crown Commercial Service

9th Floor, Capital Building, Old Hall Street, Liverpool, L3 9PP

BUYER'S AUTHORISED REPRESENTATIVE

REDACTED

10 South Colonnade, Canary Wharf, London. E14

BUYER'S ENVIRONMENTAL POLICY

Appended at Call-Off Schedule Joint Schedule 5 – Corporate Social Responsibility

BUYER'S SECURITY POLICY

Appended at Call-Off Schedule 9 - Security

SUPPLIER'S AUTHORISED REPRESENTATIVE

REDACTED

Softcat plc, Fieldhouse Lane, Marlow, Bucks, SL7 1LW

SUPPLIER'S CONTRACT MANAGER

REDACTED

Universal Building, Devonshire Street, Manchester, M12 6JH

(Order Form and Call-Off Schedules)

Crown Copyright 2021

PROGRESS REPORT FREQUENCY

Quarterly on the first Working Day of each calendar month

PROGRESS MEETING FREQUENCY

Quarterly on the first Working Day of each quarter

KEY STAFF

REDACTED

KEY SUBCONTRACTOR(S)

REDACTED

Village 9, Floor 26, Salesforce Tower, 110 Bishopsgate, London, UK, EC2N 4AY

COMMERCIALLY SENSITIVE INFORMATION

Without prejudice to the Authority's and/or the Customer's obligation to disclose Information in accordance with FOIA or Clause 24.4 (Freedom of Information), the Authority and/or Customer will, in its sole discretion, acting reasonably, seek to apply the relevant exemption set out in the FOIA to the following Information:

Item(s)	Duration of Confidentiality
Any detail around pricing or commercial models	In perpetuity
Any detail around Softcat facilities, personnel or resources	In perpetuity
Any detail around business processes	In perpetuity
Any detail around business IT systems employed	In perpetuity
Any detail around our named sub-contracting partners	In perpetuity
Any reference to third parties such as clients, vendors and partners	In perpetuity

SERVICE CREDITS

Service Credits will accrue in accordance with Call-Off Schedule 14 (Service Levels).

ADDITIONAL INSURANCES

(Order Form and Call-Off Schedules)

Crown Copyright 2021

Not applicable

GUARANTEE

Not applicable

SOCIAL VALUE COMMITMENT

The Supplier agrees, in providing the Deliverables and performing its obligations under the Call-Off Contract, that it will comply with the social value commitments in Call-Off Schedule 4 (Call-Off Tender)

For and on behalf of the Supplier:		For and on behalf of the Buyer:	
Signature:		Signature:	
Name:		Name:	
Role:		Role:	
Date:		Date:	

(Order Form and Call-Off Schedules)
Crown Copyright 2021