

## Schedule C

### Service Specific Terms and Conditions:

#### HR Consulting Services

The following terms apply to any engagement for the provision of HR Consulting Services.

##### Scope of Services

Vialto will provide the services necessary to respond to the matters presented to Vialto by Client relating to HR consulting queries or matters Vialto brings to the attention of Client for which Client agrees Vialto should provide assistance (“**HR Consulting Services**”).

*This engagement explicitly excludes the provision of any services that are legally required to be performed by a licensed lawyer in the jurisdiction where the services are being performed.*

Vialto may in the context of providing HR Consulting Services be requested to provide advice, answers to questions and/or guidance in areas related to:

- employee engagement and employment, locally and internationally;
- employee management throughout employment, including reward, compensation & benefits;
- employment termination (both individual and collective), including termination calculations, termination advice & assistance and termination agreements;
- employee organization and organizational development, including drafting and implementing employment related policies and (individual and collective) labour agreements;
- general national employment related rules and legislation;
- assistance with audit and (HR) compliance issues.

##### Limitations

Vialto’s advice is not binding upon any authority or the courts and there is no assurance that any relevant authority will not successfully assert a contrary position.

The information provided by Vialto is for general guidance only and does not constitute regulated legal advice. The information is not a substitute for obtaining regulated legal advice as required from a licensed lawyer.

##### Client Responsibilities

- The Client shall provide the HR consultant with access to all relevant HR policies, procedures, and records required for the engagement.
- The Client shall be responsible for providing accurate and up-to-date information related to their organization, employees, and business objectives.
- The Client shall promptly respond to any requests for information or clarification from the HR consultant, and shall provide all necessary resources and support to ensure the success of the project.

- The Client shall inform the HR consultant of any changes to their business objectives or HR policies that may impact the scope or timeline of the project.
- The Client shall ensure that all employees are informed of the HR consulting project and understand the role of the HR consultant in the project.
- The client shall be responsible for implementing any recommendations or changes proposed by the HR consultant in a timely and effective manner.

### **Reliance and Use**

Vialto is providing its HR Consulting Services and Deliverables solely for Client's use and benefit and pursuant to a client relationship exclusively with Client.

The performance of Vialto's HR Consulting Services and amount of Vialto's fees is based on the assumption that Vialto will receive complete and timely information and assistance from Client. In accordance with Vialto's professional responsibilities and related regulatory requirements, Vialto will rely in good faith on the information provided to Vialto. While Vialto will exercise Vialto's normal due diligence and make reasonable inquiries where warranted, Vialto is not responsible for verifying, analyzing, auditing, collating or reconciling the information provided by Client. If Vialto believes that the HR Consulting Services cannot be prepared based on the information provided to Vialto, Vialto will promptly notify Client of such and propose remedial measures, including additional services and fees required. Vialto will have no obligation to prepare such services if mutual consent on remedial measures is not reached between Vialto and Client.