

STANDARD FORM OF AGREEMENT

Prequalification Scheme: Performance and Management Services

AGREEMENT DETAILS

| | |
|-------------------------|---|
| Principal | The Technical and Further Education Commission 35 Bridge St Sydney NSW 2000 ABN 89 755 348 137 |
| Service Provider | The Boston Consulting Group Pty Ltd of Level 52, 101 Collins Street, Melbourne, VIC 3000 ABN 007 347 131 / 70 007 347 131 |
| Item 1: | Services (clause 1.1) Write up components of the work undertaken by BCG as part of its previous engagement on TAFE NSW New Business Model (DEC TAFE 14-87) into a report for publication. The topics agreed to be covered in the public report are: <ul style="list-style-type: none">• Description of NSW VET market, including competitor types, market dynamics, and implications of recent changes• Comparison between TAFE NSW's student offering and competitors'• Comparison between TAFE NSW's commercial position and competitors' |
| Item 2: | Fees (clause 5.3) \$82,500 (excluding GST) |
| Item 3: | Commencement Date (clause 2) Monday 21st March, 2016 |
| Item 4: | Program (clause 4.5(a)) The Service Provider is to work closely with TAFE NSW to draft the report for publication and confirm the items to include. |
| Item 5: | Reports & Deliverables (clause 4.6) Write up components of the work undertaken by BCG as part of its engagement on TAFE NSW New Business Model (DEC TAFE 14-87) into a report for publication. The Service Provider will also provide verbal and written advice to the Managing Director as required during |

the term of the agreement.

Item 6: Service Provider's Representative (clause 4.13)

Chloe Flutter
Partner and Managing Director
P: +61 2 9323 5600
M: [REDACTED] 3(a)(b)
E: [REDACTED] 3(a)(b)

Item 7: Principal's Representative (clause 5.2)

Philip Clarke,
Executive Director, Strategy and Finance
P: 9212 8605
M: 0417 734 145

Item 8: Notices (clause 14)

Philip Clarke,
Executive Director, Strategy and Finance
Technical and Further Education Commission
35 Bridge Street Sydney NSW 2000
P: 9212 8605
M: 0417 734 145
Email: philip.clarke2@det.nsw.edu.au

Service Provider's Name: The Boston Consulting Group Pty Ltd
Address: Level 52, 101 Collins Street, Melbourne, VIC 3000
Facsimile No: 02 9323 5666
Email: [REDACTED] 3(a)(b)
Attention: Chloe Flutter

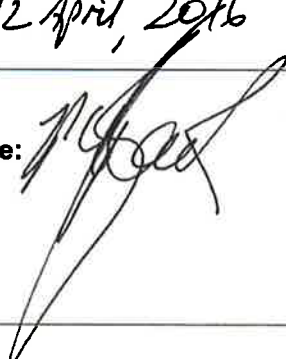
Item 9: Liability of the Service Provider (Clause 10.4)

The liability of the Service Provider in respect of each occurrence giving rise to a cause of action under clause 10 of this Agreement shall be limited to the greater of \$10 million and the total Fees billed by the Service Provider to the Principal up to the date of the occurrence giving rise to the cause of action multiplied by 3. 'Occurrence' means either a single occurrence or a series of occurrences if these are linked or occur in connection with one another from one original cause as the case may be. The date of the occurrence in the case where there are a series of linked or connected occurrences shall be the date in which the first occurrence in the series of linked or connected occurrences happened.

Item 10**Use by the Service Provider of the Contract Material (clause 9.5)**

The Principal grants a worldwide royalty-free licence to the Service Provider to use any Contract Material, subject to the Service Provider using only de-identified versions of the Contract Material. De-identified version of the Contract Material are versions from which the Service Provider has removed any information at any time disclosed (whether in writing or orally) to the service provider in performing the Services, which is by its nature confidential; is designated, or marked, or stipulated as confidential; or the Service provider knows or ought to know is confidential; excluding information which is or becomes public knowledge other than by breach of this Agreement; or is in the lawful possession of the Service Provider without restriction in relation to disclosure before the date of receipt of the information from Principal or a third party.

Agreement Details Acceptance:

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|--|--|
| Organisation Name (Principal): TAFE NSW | |
| Contact Name: Jon Black | Date: 12 April, 2016 |
| Phone: 02 9212 8601 | Signature:  |
| Email: jon.black@tafensw.edu.au | |
| Organisation Name (Service Provider): Boston Consulting Group | |
| Contact Name: Chloe Flutter | Date: 13 April 2016 |
| Phone: <input type="text" value="3(a)(b)"/> | Signature: <input type="text"/> |
| Email: <input type="text" value="3(a)(b)"/> | |



PRIVATE & CONFIDENTIAL

Invoice No: 2016400064

Tax Invoice
ABN 70 007 347 131

29 April 2016

Philip Clarke
Executive Director, Strategy and Finance
Technical and Further Education Commission
35 Bridge Street
Sydney NSW 2000

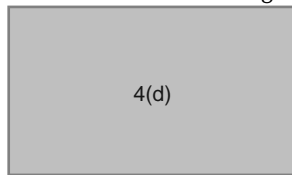
Professional fees and expenses for work undertaken by BCG to draft a report for publication

| | | |
|------------------------------------|-----------|------------------|
| Professional fees and 10% expenses | \$ | 82,500.00 |
| GST | \$ | 8,250.00 |
| TOTAL | \$ | 90,750.00 |

This invoice should be paid within 30 days

Payment should be made to:

Account Name: The Boston Consulting Group Pty Ltd



BSB:
Account No:

Please email remittance to: