



Global Renewal Policies and Practices

For Maintenance/Support, Subscription, SaaS Renewals

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Introduction

Our customers mean everything to us. Your needs are topmost on our priority list. We want to know if we are providing the product features and support you expect and encourage your participation in our active product communities. Product communities and the Ivanti Product Advisory Council (PAC) have had and will continue to have substantial influence on us; in particular, our product feature roadmap, integration and connectivity, and the service components of our Ivanti Support Offerings that you tell us would help you solve business challenges and make your job more productive.

We are committed to your success. Our Maintenance/Support offerings are designed to help protect and maximize your investment in Ivanti solutions.

This document will guide you through the processes and procedures involved with successfully renewing Maintenance/Support and selecting the Support Offering that is best for your Ivanti on-premise, subscription or SaaS software licenses.

Ivanti may amend this document at any time and shall update it periodically to reflect changes in business practices and policies as we strive to continually add value to the Maintenance/Support offerings we make available to our customers.

Types of Licensing

Ivanti sells its software as perpetual, subscription or SaaS (Software as a Service) license models. Each model varies slightly in terms of the license grant and your usage rights if your annual Maintenance/Support renewal agreement expires. The key differences are explained here:

- **Perpetual:** Many Ivanti software products are licensed on a perpetual basis, in accordance with the license grant set forth in the corresponding license agreement. Maintenance/Support for perpetual licensed software is sold on a fixed term basis; typically, in twelve (12) month increments, renewable on or before the anniversary thereafter.

By renewing Maintenance/Support with Ivanti, you are entitled to receive software updates and upgrades, including patches, fixes, security updates and depending on the product, rights to migrate to a new Ivanti product without additional software license fees on a like-for-like basis (see section 7). Another key feature of all Maintenance/Support is 'issue resolution' with the assistance of our highly trained support engineers through our online portal or via telephone.

Some Ivanti products include content feeds, which are essential to your solution. Examples are Ivanti's Patch Management solutions whereby our software determines vulnerabilities the systems you are patching may have. Ivanti is constantly releasing new content to include new security updates, support for new product families, and more. Without this updated content the value of these solutions would be limited. For this purpose, the cost of providing the content is included in

the Maintenance/Support or Subscription renewal. Continuing to renew maintenance ensures you are receiving these content updates.

If you elect not to renew Maintenance/Support, or do not renew prior to the expiration of an existing Maintenance/Support agreement, at that point, you are no longer entitled to any additional support including future upgrades, migrations or to create support cases via the Self-Service Portal or via telephone. You are permitted to continue using the software.

- **Subscription:** Subscription licenses, also known as ‘term licenses’, for Ivanti software products are typically purchased for a one, two- or three-year period. During an active subscription term, you are entitled to receive software updates and upgrades, including patches, fixes, security updates and depending on the product, rights to migrate to a new Ivanti product without additional software license fees on a like-for-like basis. Another key feature of Maintenance/Support is ‘issue resolution’ with the assistance of our highly trained support engineers through our online portal or via telephone.

However, if you elect not to renew your subscription licenses prior to the expiration of the then-current subscription term, you are no longer permitted to use the software in any capacity and access to your licenses shall cease. Upon any such expiration or termination of the subscription licenses, you also agree to immediately remove and destroy all copies of the subscription license software products, including all back-up copies. In addition, you are no longer entitled to any of the Support Offerings including future upgrades, migrations or create support cases via the Self-Service Portal or via telephone. Therefore, it is important to renew your subscription prior to its expiration to ensure uninterrupted access to both the Licensed Software and Maintenance/Support.

- **SaaS:** SaaS licenses are most often purchased for an initial three- or five-year period initially and frequently a multi-year period at the time of renewal, although a one-year renewal is an option. During an active SaaS Subscription Term, Ivanti will update the SaaS environment on a regular basis, and in doing so, will provide the latest features and fixes to your users as part of the service. Support is included in your SaaS Subscription.

However, if you elect not to renew your SaaS licenses prior to the expiration of the then-current SaaS subscription term, you are no longer permitted to use the software in any capacity and your access to your licenses shall cease upon expiration or termination. In addition, you are no longer entitled to any of the Support Offerings including future upgrades, migrations or create support cases via the Self-Service Portal or via telephone. Therefore, it is important to renew your SaaS subscription prior to its expiration to ensure uninterrupted access to both the licensed software and Maintenance/Support.

Maintenance/Support Offerings Overview

Ivanti has multiple Maintenance/Support options from which to select. Just prior to your renewal is a good time to re-evaluate your support requirements and determine if the same or a different plan would be best for you in the upcoming year, depending on your planned and upcoming projects such as roll-out of the Ivanti solutions to additional locations/users or upgrades to the latest software products.

For details and more information on Maintenance/Support options from Ivanti, go to <https://www.ivanti.com/support/support-programs>.

Maintenance/Support, Subscription, SaaS Renewal Policies and Practices

Ivanti's Maintenance/Support business has been designed to provide a world-class set of Support Offerings to assist you in leveraging your investment in Ivanti solutions. We adhere to a set of renewal practices in order to provide these services to you in a consistent and quality manner, no matter where your business is located.

1. On-Time Renewals

Customers must provide ninety (90) days' written notice of cancellation prior to the end of term of outlined in their quote or as otherwise specified in the EULSA.

As agreed in your End User License and Services Agreement (EULSA) and supplemental support terms, fees for Maintenance/Support, Subscription and SaaS licenses shall be paid in advance of the upcoming renewal term. As a convenience to you, Ivanti offers flexibility in the method of renewal and payment. To ensure continuity of support for you and your users and timely payment and collection of fees due in advance, please choose the approach that works best for you:

Renewal Option 1 - DocuSign: Many of Ivanti's customers prefer the ease of use of DocuSign to renew your Maintenance/Support term. To learn more about DocuSign: [FAQ for DocuSign](#)

Renewal Option 2 - Purchase Order: A purchase order represents a promise to pay. To ensure timely payment, the purchase order is due to Ivanti 30 days in advance of the Maintenance/Support, Subscription or SaaS contract End Date.

Payment Options: Credit card (US only – fees may apply), wire transfer, ACH or check.

Although payment is due by the Maintenance/Support, Subscription or SaaS contract End Date, Ivanti only applies late fees to renewals where payment is not received by the Maintenance/Support, Subscription or SaaS End Date.

2. Cancellation Notice

Customers must provide ninety (90) days' written notice of cancellation prior to the end of term of outlined in their quote or as otherwise specified in the EULSA.

3. Reinstatement Fee Charges

In the unlikely event that your Maintenance/Support or Subscription or SaaS term lapses for any period due to non-renewal or failure to pay applicable fees when due, you will lose your rights to continue using the software (Subscription and SaaS license models), and you will lose all related entitlement to Maintenance/Support (Perpetual, Subscription and SaaS license models).

The rights to continue using the Subscription and SaaS software, and Maintenance/Support may be reinstated, but only upon payment of applicable reinstatement fees and other requirements as described below.

For perpetual based licenses, you may continue to use the software continuously covered under Maintenance/Support according to the policy outlined below in Section 5 – 'All or Nothing Support'.

Maintenance/Support, Subscription, SaaS: You will be required to pay for the lapsed period (also known as Back Maintenance) of Maintenance/Support, Subscription or SaaS plus a reinstatement fee equal to 10% of the total Maintenance/Support, Subscription or SaaS fee. The Start Date will remain the same, which is the day following the End Date of the prior Maintenance/Support, Subscription or SaaS term.

- Example: your annual renewal fee is \$5,000
- Reinstatement fee is 10% of the annual fee: $\$5,000 \times 10\% = \500
- Total Due to complete the renewal: $\$5,500 (\$5,000 + \$500)$

Should the lapsed period extend beyond 3 months, the Start Date will reset to the current date, the annual Maintenance/Support, Subscription or SaaS fee for the coming 12 months will be due, and Back Maintenance and Reinstatement Fee will also be charged.

4. Annual Renewal Fee Increase

Ivanti's renewals pricing practice is to increase all renewals by 5% on an annual basis as outlined in the support terms online at www.ivanti.com/company/legal/support-terms. You should budget for this uplift each year, which will automatically be applied to your renewal quote.

5. Renewal Term Options

Renewals for Ivanti Maintenance/Support, Subscription and SaaS are generally sold in increments of 12 months. You may purchase a renewal in one-year increments or multi-year increments for your Ivanti software products. The duration of a multi-year renewal term will depend on the applicable software product, with up to three years generally available for most of Ivanti's software products.

Note: Availability of Maintenance/Support is subject to the Ivanti End of Life Policy.

Option 1: Pre-paid multi-year renewal: Multi-year renewals, such as a two- or three-year term, where the total fee is paid up front, may reduce or eliminate the annual renewal fee increase during the years of the multi-year renewal term.

Option 2: Multi-year renewal paid on or before the start of each twelve-month period: Multi-year renewals where the fee is paid annually will be considered for a reduction in the standard annual renewal fee increase. The reduction will vary depending on the number of committed renewal years. You are required to provide a PO covering the entire term of the multi-year commitment, but you will be invoiced on an annual basis.

All multi-year commitments are non-cancellable and non-refundable.

6. All or Nothing Support

Maintenance and Support, Subscription, SaaS must be renewed for the total number of licenses of the applicable Ivanti software product(s) owned. Ivanti does not allow the partial renewal of Maintenance/Support, Subscription or SaaS for any Ivanti software product(s).

Reduction of License Use Exception Policy

- Ivanti reserves the right to and will on an exception basis accept a business agreement for a partial reduction of licenses under Maintenance/Support.
- The business agreement will state that your organization may not utilize the licenses that are not currently under Maintenance/Support. In addition, this business agreement will provide Ivanti with rights to audit of license usage to ensure compliance with this business agreement.
- If it is found that your organization is using licenses that are not covered by the current Maintenance/Support, you are required to pay the Back Maintenance Fee for the period of lapsed support of such licenses plus a reinstatement fee.
- If the quantity of software product(s) is being reduced on a renewal, then Ivanti will increase the base unit price for Maintenance/Support for all remaining licenses since the original discount is no longer applicable.

If you desire to utilize the dropped licenses at a future date, you will be required to pay applicable Back Maintenance Fees plus Reinstatement Fees, and to purchase Maintenance/Support, Subscription or SaaS for at least one additional year from the date of re-activation for those licenses.

7. Co-Termination of End User License and Services Agreements

If you have purchased Ivanti software products with Maintenance/Support or purchased SaaS and Subscription licenses at different times resulting in multiple EULSA's or quotes with different end dates, it may be possible to align terms to a single renewal date for ease of future renewals. This process is referred to as "co-termination." Your Ivanti Renewal Account Manager will co-term your renewals at

the first renewal of the calendar year unless instructed otherwise. Please contact your Renewal Account Manager for more information.

8. Migrations/Upgrades

One of the important entitlements that is inherent in your Maintenance/Support, Subscription, SaaS is the right to new versions of the Ivanti software product you have licensed. If Ivanti has two different products with similar functionality and purpose, Ivanti may permit you to migrate to the other product; like-for-like without paying a license fee.

9. Quote Currency Changes

Ivanti does not permit changing of currency due to Foreign Exchange Rate (FX) preference. Changes for other business reasons must be reviewed and approved by the Global VP of Ivanti Renewals.

Renewal Practices

We want you to have an uninterrupted experience with your Ivanti Software products, so your organization and users always have the benefits of Ivanti Maintenance/Support, Subscription, SaaS. There are a few easy steps that you should follow for a simple, on time renewal (listed below).

1. Around 90-120 days prior to the End Date of your current Maintenance/Support, Subscription or SaaS term, you will receive a quote which includes:
 - a. Maintenance/Support for the Ivanti licensed software products or Subscription and SaaS for Ivanti licenses software product(s) currently expiring.
 - b. Co-termination for all applicable renewals.
 - c. Term Start and End dates for the current term; and
 - d. The renewal pricing including the annual increase.
2. The renewal quote will provide pricing for at least a 12-month Maintenance/Support, Subscription or SaaS Subscription period. If you prefer multi-year renewal, please contact your Renewal Account Manager.
3. Timely response when you receive a new quote for the upcoming renewal activity
4. Provide a credit card, ACH wire transfer, or PO prior to the current period's expiration.
5. Ensure payment is made on or before the End Date of the current term.

Definitions

Maintenance/Support: Product software upgrades, updates, minor enhancements, corrections, fixes and patches, and technical support provided per your Ivanti Software license(s) according to the Ivanti End User License and Services Agreement. More detailed support terms may be found at www.ivanti.com/company/legal/support-terms.

1. **Start Date:** The date on which your Maintenance/Support, Subscription or SaaS term begins, as indicated in your End User License and Services Agreement or renewal quote.
2. **End Date:** The date on which your Maintenance/Support, Subscription or SaaS term expires, as indicated in your End User License and Services Agreement or renewal quote.
3. **End of Life (EOL):** The beginning of the process of winding down of distribution and Maintenance/Support and other services for a release of Ivanti software issued prior to the current shipping version. Ivanti's strategy is to support its customers as long as you continue to renew Maintenance/Support. There are times, however, especially when a third party declares 'end of life' for its products that are embedded in the Ivanti software product(s) and Ivanti is not able to provide Maintenance/Support.
4. **Ivanti End User License and Services Agreement or EULSA:** The agreement that contains the terms and conditions which govern your (i) rights to use/access any Ivanti software products, and (ii) entitlement to receive Maintenance/Support. The EULSA may be found at www.ivanti.com/company/legal/eula.
5. **Co-Terming Maintenance/Support Contracts:** To align multiple Maintenance/Support, Subscription and SaaS contracts with different end dates to a single common end date thereby enabling easier renewal management.
6. **Reinstatement Fee ("out of support fee"):** A fee applied to an expired or lapsed Maintenance/Support, Subscription or SaaS agreement.
7. **Back Maintenance Fees:** Fees usually associated with an annual Maintenance/Support, Subscription, SaaS fee for lapsed support that were not paid by the expiration date of a renewal contract. May also be associated with usage not covered by a license agreement but identified during a license review.

You are Important to us

Your business is important to us. Thank you for being our customer. We would like to hear from you if you have suggestions to further improve our interaction with you, or the Maintenance/Support and their associated service components. *If you have any questions or queries, please contact your Ivanti Renewal Account Manager.*