



Enterprise License Agreement

Customer Program Guide (August 2020 Update)

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Notice

This document, the Ivanti Enterprise License Agreement Program Guide, provides an overview of the Ivanti Enterprise License Agreement and describes how the agreement works and the specific products included. The program guide is subject to change and clarification without notice. In all cases, the version posted on the [Ivanti Legal](#) web page is the governing version for contractual purposes.

If you have questions about the program or any of the content in this document, please contact your Ivanti sales representative or send an [email](#) to the ELA team.

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1. Executive Summary

The Ivanti Enterprise License Agreement (ELA) is the ideal product licensing solution for enterprise-sized organizations. Now organizations can take advantage of Ivanti's full portfolio to unify their IT and deploy solutions that match their business initiatives without needing additional procurement cycles.

The ELA is a user-based product subscription. Licensing is determined by using the organization's employee count. The employee count (user count) is calculated by adding the number of company employees and any third parties (such as contractors and agents) whose devices will be managed by the organization using Ivanti software.

Participation in the ELA requires a two-year or three-year commitment with payment options for upfront or annual billing.

Included within the ELA are products designed to manage servers and products that are analyst-based. Licensing for these products is calculated based on a user-to-server and user-to-analyst ratio. The ratios used for these entitlements are defined in [Appendix A](#) of this Program Guide.

During the term of the agreement, customers have protection from price increases, and a cap on price increases at the time of renewal. Customers report license usage annually during the True-Forward period. During the True-Forward period, if the customer has deployed additional licenses over the number of licenses initially purchased/reported at the commencement of the agreement or in the previous year, the customer will report any new deployments. The additional licenses will be added to the existing licenses to establish a new user count that will be used to bill customers going forward. **As long as the customer does not increase license deployment more than twenty percent (20%) above the number of licenses already purchased, Ivanti will not bill the customer for retroactive use.** However, at each annual renewal period, the aggregate number of licenses deployed will be used to invoice the customer going forward.

During the term of the agreement, the customer is entitled to generally released software upgrades and updates at no cost. The customer will also receive standard support according to the terms outlined on the Ivanti customer support website.

2. Ivanti Enterprise License Agreement (ELA)

Technology is rapidly changing. Changes in company policy, strategy, direction, and market conditions can all lead to a change in information technology and the management systems that underpin business operations. The more we depend on technology, the faster the rate of change.

Ivanti understands that technology licensing can make change easier or more difficult. That is why the Ivanti Enterprise License Agreement (ELA) was created. With a single SKU, customers can easily purchase a product offering that will equip them with best-of-breed products designed to unify and simplify IT projects and tasks.

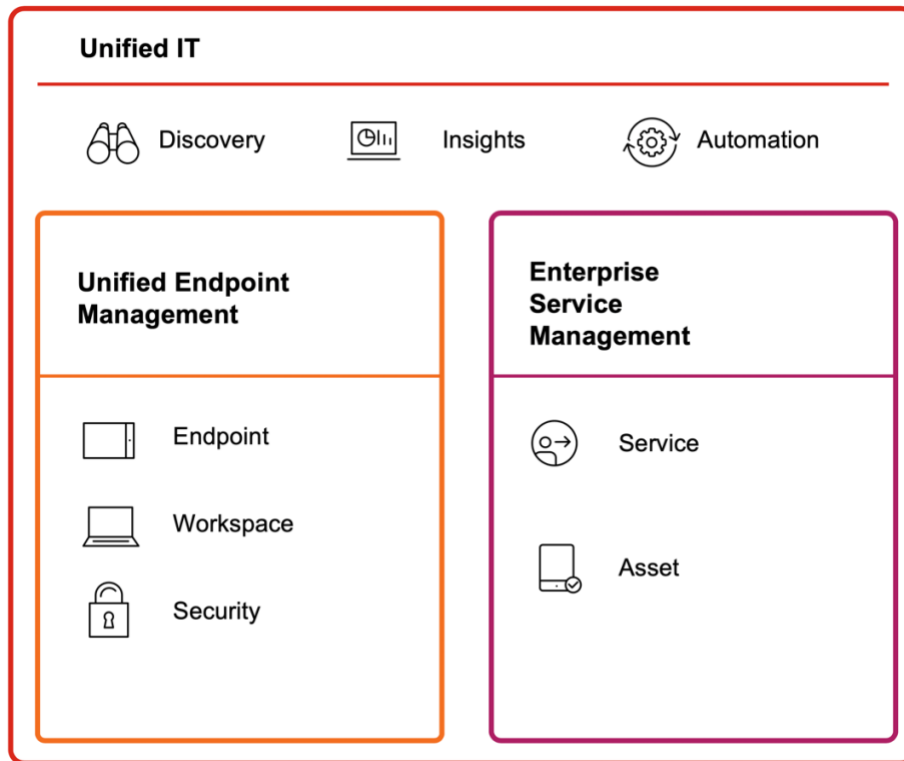
If you're looking to unify IT efforts, stay on top of change, and achieve economies of scale through broadly integrated initiatives or multiple projects, the Ivanti ELA is the program for you.

When you subscribe to one of our tailored product offerings, you receive all the major Ivanti products for the price of about one additional product. No more protracted buying processes for each separate project. With the ELA, all your user, endpoint, security, asset, and service management projects get the green light faster since you already own the technology. ELA product offerings have options designed to fit any organization and any budget.

Unified IT (UIT)

The UIT product offering gives you all the major products in each of our five product families, as well as Ivanti Automation, and Xtraction Enterprise. The complete list of product entitlements is included in [Appendix A](#) of this program guide.

Figure 1 - Unified IT Product Offering



Unified Endpoint Management (UEM)

The UEM product offering gives you all the major products in our Endpoint Management, Workspace Management, and Security product families. Like UIT, the UEM ELA includes Ivanti Automation Enterprise, and Xtraction Enterprise. A complete list of product entitlements is included in [Appendix A](#) of this guide.

Enterprise Service Management (ESM)

The ESM product offering gives you all the major products in our Asset Management, and Service Management product families. Like UIT, the ESM ELA includes Ivanti Automation Enterprise, and Xtraction Enterprise. A complete list of product entitlements is included in [Appendix A](#) of this program guide.

Figure 2 – Pick 2 Product Offering

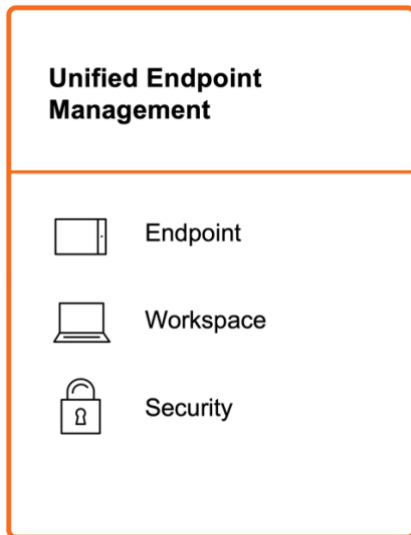


Figure 3 – Pick 2 Product Offering



Pick 1 and Pick 2

The Pick 1 product offering gives you all the major products in one of our product families. Two Pick 1’s can be combined to give you all the major products in two of our product families. When two Pick 1’s are combined, an additional 25% discount will be applied. Both the Pick 1 and Pick 2 ELA include Ivanti Automation, and Xtraction Enterprise. The complete list of product entitlements for each product family is included in [Appendix A](#) of this program guide.

Figure 4 - Pick 1 Product Offering



ELA for SMB

The ELA for SMB is a specialized product offering that provides customers with products from all five product families. Think of it as Unified IT tailored for organizations with fewer IT resources. By focusing only on products essential to running an SMB IT shop, we have been able to lower the number of users required to enroll in the ELA while offering substantial savings and high value. The SMB ELA includes Ivanti Automation, and Xtraction Enterprise. The complete list of product entitlements for the ELA for SMB is included in [Appendix A](#) of this program guide.

ELA for Education

The ELA for Education is a variation of the ELA that allows educational institutions, administrative offices, boards of education, public libraries, and museums to purchase the ELA with additional discounts and using full-time equivalent (FTE) user counting. The Education FTE formulas are [here](#). ELA for Education customers receive all the same benefits as commercial customers plus an additional 12.5% discount.

Whichever product offering you choose, the ELA is a simple, high-value, user-based subscription that delivers the versatility required to solve your most significant IT challenges.

3. ELA Feature Definitions

User Count

The ELA is licensed on a per-user basis. Customers are required to calculate and provide Ivanti with a user count when executing the ELA. There are several ways to establish a user count. In most cases, the user count is calculated by adding up the number of employees and any third parties (such as contractors and agents) whose devices are managed by the company using Ivanti products.

Standard methods for arriving at the user count include at least one of the following:

- Users listed in Microsoft Active Directory or similar directory service
- Users listed in Exchange or similar e-mail product
- Users licensed in Microsoft Office 365 or similar productivity suite
- Employee count as listed in official company sources such as:
 - Annual reports
 - SEC filings
 - Company websites
- National Center for Education Statistics or similar government reporting agency

The user count is the number used for determining license entitlements for the products included in the ELA. Ninety (90) days before each anniversary date during the term of the agreement, the customer agrees to provide Ivanti with an updated, accurate user count to reflect any growth, acquisition, and/or additional product deployment. This new user count will become the number used for determining agreement payments for subsequent years.

Ivanti may use independent means for verifying the user count provided by the customer.

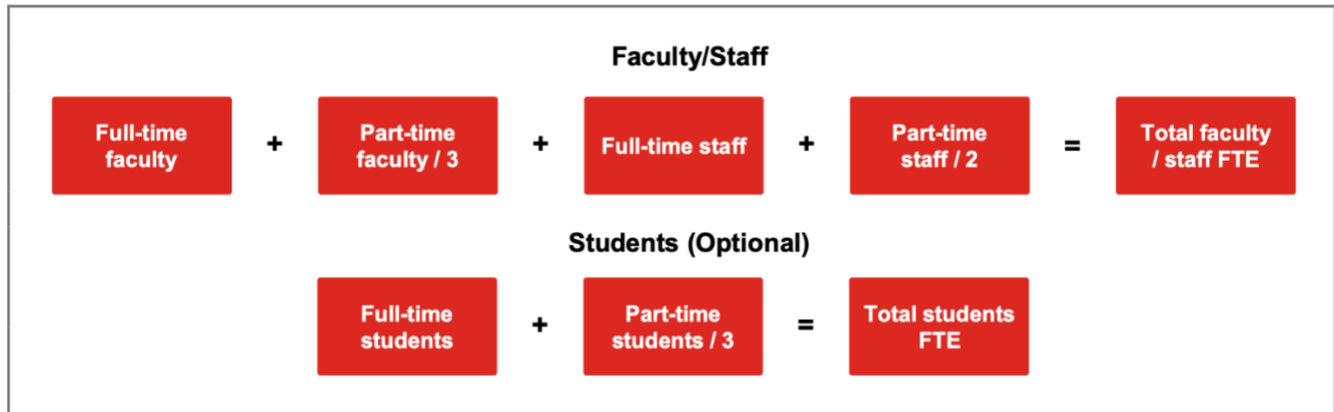
Customers can reduce the user count from year to year during the term of the agreement, but the user count cannot be less than the original amount declared at the beginning of the agreement.

The ELA is designed for organizations with at least 500 users that want to license software for a two- or three-year period. The ELA for SMB is designed for organizations of 100+ users and is also licensed for a period of two or three years.

Full-Time Equivalent (FTE) User Count

The ELA for Education utilizes a different user counting method called the Full-time Equivalent (FTE) method. Under this method of determining user counts, the qualified organizations need to determine whether they plan to only manage faculty and staff or faculty, staff, and students. Once this decision is made, customers choose the appropriate formula to establish the FTE user count. Regardless of which formula(s) are used, educational institutions may manage institution-owned labs at no additional cost.

Figure 5 – FTE User Count Formulas



License Type

The ELA is a subscription licensing agreement. Customers can use the ELA licensed products for the term of the ELA agreement.

Agreement Term

The term of the ELA will be two or three years.

Enrollment Minimum

ELA

The ELA has a minimum enrollment of 500 users and a minimum purchase of \$50K ACV. Customers must enroll the entire organization to participate in the ELA. Example: If the organization has 5,000 employees, the customer must enroll all 5,000 employees (not just part) to correctly calculate the cost and benefits of the ELA. The ELA is available to all current and new Ivanti customers with 500 or more employees.

ELA for SMB

The ELA for SMB has a minimum enrollment of 100 users and a minimum purchase of \$50K ACV. Customers must enroll the entire organization to participate in the ELA for SMB. The ELA for SMB is available to all current and new Ivanti customers with more than 100 employees.

ELA for Education

The ELA for Education has the same minimums as the commercial product offerings. Customers must enroll the entire organization to participate in the ELA for Education. Enrollment of students is optional. The ELA for Education is available to current and new Ivanti customers that qualify as an academic institution with 500 or more employees.

Products Included in the ELA

As mentioned earlier in the program guide, Ivanti offers customers four ELA product offerings:

1. **Unified IT** – Unified IT includes user subscription licenses for all five product families, including ratio-based server and analyst subscription licenses. Additionally, Unified IT includes Ivanti Automation, Ivanti Xtraction Enterprise, and the 10 most popular Ivanti Xtraction Connectors. Specific product SKU's contained in Unified IT can be found in [Appendix A](#) of this document.
2. **UEM / ESM** – UEM and ESM ELAs include user subscription licenses including ratio-based server and analyst subscription licenses. Additionally, a UEM or ESM ELA includes Ivanti Automation Enterprise, and Ivanti Xtraction Enterprise. Specific product SKU's contained in a UEM or ESM ELA can be found in [Appendix A](#) of this document.
3. **Pick 1 and Pick 2** – Pick 1 and Pick 2 includes user subscription licenses for any one or two product families including ratio-based server and analyst subscription licenses. Additionally, a Pick 1 and Pick 2 includes Ivanti Automation Enterprise, and Ivanti Xtraction Enterprise. Specific product SKU's contained in a Pick 1 or Pick 2 can be found in [Appendix A](#) of this document.

4. **ELA for SMB** – ELA for SMB includes user subscription licenses for all five product families including ratio-based server and analyst subscription licenses. Additionally, ELA for SMB includes Ivanti Automation, and Ivanti Xtraction Enterprise. Specific product SKU's contained in ELA for SMB can be found in [Appendix A](#) of this document. All ELA for SMB agreements must be paid for up front. There is no annual billing option.

Endpoints, Servers, and Analyst Licenses

The ELA offers customers a combination of products designed to manage endpoints, servers, and analyst-based products. The base price of the ELA allows the customer to manage endpoints equal to the user count declared by the customer. If users have multiple devices, all devices for each declared user can be managed for no additional fee. The ELA also includes server and analyst licenses based on a pre-determined ratio set forth in the program. Should the customer require additional server or analyst licenses, these can be purchased at discounted pricing. [Appendix A](#) outlines the standard entitlement.

Ivanti Automation Enterprise

The ELA includes Ivanti Automation Enterprise.

Ivanti Xtraction Enterprise

The ELA includes Xtraction Enterprise Server. The server comes with two analyst licenses. Customers purchasing Unified IT or Pick 2 receive an additional analyst license for every 500 users. The Pick 1 and SMB versions of the ELA receive 2 analyst licenses but can purchase additional licenses if needed.

Xtraction user licenses are concurrent licenses (as opposed to named licenses). Each user that logs into the Xtraction web interface will consume an available license while they are logged in. Once they log out, the user license is released and available for someone else to use. With an Enterprise Xtraction license, only users that have an assigned role (administrator, designer, etc.) require an available license. Users without any roles do not require a user license.

Professional Services

ELA customers, at their option, are encouraged to consider purchasing professional services from Ivanti or Ivanti partners to ensure they have all the resources necessary to successfully deploy their Ivanti ELA products.

Technical Support

ELA customers will receive Standard Ivanti Technical Support according to the terms outlined on the Ivanti customer support website. Customers, at their option, are encouraged to consider purchasing a higher level of support to ensure they have all the resources necessary to successfully deploy and maintain their Ivanti ELA products.

Training

ELA customers, at their option, are encouraged to consider purchasing training services from Ivanti or Ivanti partners to ensure they have all the resources necessary to successfully deploy and maintain their Ivanti ELA products.

4. Financial Definitions

Payment

The ELA is an annual software subscription. Customers have the option of paying for the entire ELA up front or making annual payments equal to the annual subscription cost. Ivanti guarantees a set contract price for products for the initial term of the ELA at a specified user count. Prices will not change for the term of the agreement.

Additionally, Ivanti provides an annual twenty percent (20%) license buffer for the term of the agreement. This buffer allows a customer to use additional licenses (up to twenty percent (20%) of the current user or license count) during the current term of the agreement.

Each year at the anniversary of the agreement, the customer will work with Ivanti to establish the current user count and the number of licenses deployed. This event is called the True-Forward period. Customers will purchase any additional licenses deployed for the upcoming year and will not incur any retroactive billing for the previous excess usage as long as it was less than twenty percent (20%) of the licenses already purchased. License counts that exceed the twenty percent (20%) annual buffer will incur a retroactive cost to be calculated using the contracted prices in the agreement and equal to the count in excess of the twenty percent (20%) buffer. If the excess usage occurs during the year and requires the issuance of additional licenses, the billing for usage in excess of the twenty percent (20%) buffer will occur at that time.

During the annual True-Forward period, the user and license count will be updated to reflect current usage, without regard for the buffer, and that will become the user and license count used for billing purposes going forward.

True-Forward

The True-Forward is an annual process where the customer notifies Ivanti of their current user count and number of licenses deployed. This process will begin ninety (90) days prior to each annual anniversary date of the ELA. The updated user and license count declaration will become the new baseline user and license count for the ELA agreement, and future billings will be based on this amount.

Customers are free to deploy additional licenses at any time. If a product requires a new license to support the excess deployment and the excess is over the twenty percent (20%) buffer, customers will be asked to submit a purchase order for the licenses in excess of the twenty percent (20%) buffer. So long as the user count does not increase by more than twenty percent (20%) of the current baseline amount, customers will not be billed retroactively for this license usage. Customers are not required to declare usage in excess of the twenty percent (20%) buffer prior to the annual True-Forward unless the customer requires new licenses to support the excess deployment.

Customers may reduce the number of users annually at the time of the True-Forward review; however, user counts cannot be reduced below the number of users declared at the time the customer purchases the ELA. This means an increase in the number of users must occur before a subsequent reduction. As an example, if a customer enrolls in an ELA with 2,000 users and then increases to 2,100, they can subsequently reduce the user count by up to 100 users but cannot go below the original 2,000 users. If the customer needs to reduce their user count below the 2,000-user count, they must wait until renewal of the agreement.

Renewal Cap

To help provide customers with predictable costs at renewal time, Ivanti is offering a cap on annual fee increases as part of the ELA. The renewal fee cap will be limited to a five percent (5%) price increase per license per year. As an example, if a customer has a three (3)-year agreement, Ivanti will not increase prices at renewal more than fifteen percent (15%). If additional products are added to the ELA offering during the term of the customer's agreement, any applicable cost adjustment may also be added at the time renewal calculations are made.

Partners

All Ivanti partners will be eligible to sell the ELA. Established partner discounts and registration (if applicable) will be in effect when selling the ELA. No additional discounting or special pricing will be available.

5. Appendix A – Product Entitlement

IVANTI SKU	PRODUCT NAME	UNIFIED IT	SMB	UEM	P1 UWM	P1 ENDPOINT	P1 SECURITY	ESM	P1 SERVICE	P1 ASSET	USER RATIOS
UEM-S	Unified Endpoint Manager	✓	✓	✓		✓					3:1
DN SUB 12 F	Ivanti File Director	✓		✓	✓						3:1
EM SUB 12 F	Ivanti Environment Manager	✓	✓	✓	✓						3:1
PM SUB 12 F	Ivanti Performance Manager	✓		✓	✓						3:1
AM SUB 12 F	Application Control – Named User	✓	✓	✓	✓		✓				3:1
AC LIC 00 SVR	Application Control – Server	✓	✓	✓	✓		✓				1:5
ISEC-P-SV-S	Security Controls – Servers	✓	✓	✓			✓				1:5
ISEC-P-WS-S	Security Controls - Workstations	✓	✓	✓			✓				3:1
LDSS-L-LDMS	Endpoint Security	✓	✓	✓			✓				3:1
LDSS-S	Security Suite	✓	✓	✓			✓				3:1
LDVCSA-L	Virtual Cloud Services Appliance	✓	✓	✓		✓					1:3000
S-PSCCM-S	Patch for SCCM	✓					✓				3:1
SM-SMAMCU-L	Service Manager w/ Asset Manager		✓								1:50
UEM-DISC-S	Endpoint Discovery							✓	✓	✓	3:1
AM-AMP-S1	Asset Manager	✓						✓		✓	1
AM-AMP-ADD-10K-L	Asset Manager Add 10K Pack	✓						✓		✓	1:2000
ITAM-LOC-S	License Optimizer – Clients	✓						✓		✓	3:1
ITAM-LOS-S	License Optimizer - Servers	✓						✓		✓	1:10
SM-SM-CONC-L	Ivanti Service Manager	✓						✓	✓		1:50
SM-VOICE-AGENT-L	Voice Automation Agent	✓						✓	✓		1:50
SM-VOICE-BU-L	Voice Backup	✓						✓	✓		1
SM-VOICE-PORT-L	Voice and Routing Port	✓						✓	✓		1:50
SM-VOICE-SUP-L	Voice Automation Supervisor	✓						✓	✓		1:50
SM-VOICE-WSU-L	Voice Web Stats	✓						✓	✓		1:5
AUTO-DS-P-L	Automation for Datacenter Server	✓	✓	✓	✓	✓	✓	✓	✓	✓	2
XTRENTSVR-S	Xtraction Enterprise Server	✓	✓	✓	✓	✓	✓	✓	✓	✓	1
XTRANALYST-L	Xtraction Enterprise Analyst	✓		✓	✓	✓	✓	✓	✓	✓	1:500
XTRCMSSCCM-S	Xtraction Connector – MS SCCM	✓		✓		✓	✓				1
CONNECTORS	Top 10 Ivanti Xtraction Connectors	✓									1

Notes:

The following product SKUs are part of the respective entitlements for ELA bundles. All user-based SKUs will be issued three licenses per user as declared in the agreement license count. UEM-S includes Data Analytics. Additional add-on SKUs are available for purchase to complement any ELA bundle. Customers are encouraged to purchase Ivanti Neurons in addition to an ELA.