



PRODUCT TERMS: MICROSOFT AZURE AND O365

1. Product Terms and definitions.

- 1.1. These Product Terms form part of the Agreement. Unless otherwise expressly defined in these Product Terms, capitalized terms used herein shall have the meaning ascribed to them elsewhere in the Agreement.

2. Microsoft Cloud Agreement

- 2.1. By ordering Microsoft Azure and/or Microsoft Office 365 services (the "Microsoft Self-Managed Cloud Services") and/or Managed Microsoft Azure Services (the "Managed Microsoft Cloud Services") together the "Microsoft Cloud Services", you are required to accept Microsoft's most recent volume licensing terms (herein referred to as Microsoft Cloud Agreement), a copy of which is provided to you.
- 2.2. Under the Microsoft Cloud Agreement Aptum Technologies shall be the authorized Reseller of the Microsoft Cloud Services.

3. Term and Ordering

3.1. Subscriptions

- (a) Subscriptions for Microsoft Self-Managed Cloud Services are self-served and your Order for Microsoft Self-Managed Cloud Services is determined by the items and configuration you select in the Aptum Technologies Marketplace. You are responsible for selecting the required Microsoft Self-Managed Cloud Services and Aptum Technologies shall not be responsible for Microsoft Self-Managed Cloud Services that you order but that are not required by you. It is recommended that Customers use the training and guidance made available for administrators to assist in correctly operating the Microsoft Self-Managed Cloud Services portal(s).
- (b) Subscriptions for Managed Microsoft Cloud Services are also the responsibility of the Customer to some extent: Customer is responsible for ordering or removing the Managed Microsoft Cloud Service from its Aptum Technologies Marketplace account, as well as ensuring Microsoft Azure resources are allocated to the correct subscription (Managed or Self-Managed)

3.2. Services

- (a) For the purposes of determining the Term applicable to your Order, Microsoft Azure Services are consumption based and therefore not subject to a minimum term unless otherwise expressly agreed with Aptum Technologies. Accordingly, you may cancel your Microsoft Azure Services at any time. Microsoft Office 365 licenses can be added and removed as required in the Aptum Technologies Marketplace.

- 3.3. Unless otherwise agreed by Aptum Technologies the Managed Microsoft Azure service carries an initial minimum term of 1 month for the base element of the subscription (not the variable element), after which it has no notice period to cancel.

- 3.4. Customer is responsible for managing its consumption of the Microsoft Self-Managed Cloud Services, including cancellation of any Microsoft Azure services or Microsoft Office 365 licenses through the Aptum Technologies Marketplace.

- 3.5. Aptum Technologies will not retain a copy or back-up of any data after Customer cancels its Microsoft Cloud Services. It is the Customer's responsibility to retain a copy of its data prior to cancelling any Microsoft Cloud Services.

- 3.6. Initial maximum thresholds will apply to Customer. Customer may request these thresholds be raised by Aptum Technologies, such authorization shall be subject to a credit check against the Customer.

4. Pricing and Invoicing

- 4.1. Customer shall be invoiced monthly in arrears for the aggregate consumption of Microsoft Services consumed and the volume of licenses for the previous month. Invoices shall be payable in accordance



with the terms of the Master Services Agreement.

- 4.2. It is Customer's responsibility to keep up to date with payments. Aptum Technologies may suspend your Microsoft Cloud Services, in accordance with the terms of its Master Services Agreement, in the event of non-payment.
- 4.3. The current pricing for the Microsoft Self-Managed Cloud Services is as indicated in the Aptum Technologies Marketplace. Customer can model its likely costs in the Aptum Technologies Marketplace prior to placing an order for Self-Managed Services. Aptum Technologies will endeavor to provide Customer with 30 days' notice of any increase in the standard pricing of the Microsoft Self-Managed Cloud Services.
- 4.4. The current pricing for the Managed Microsoft Cloud Services can be found in the ratecard which is obtainable from your Aptum Technologies Sales Executive. The Aptum Technologies Marketplace does not provide pricing for Managed Microsoft Cloud Services.

There are two pricing elements to the Managed Services:

- (a) Base subscription element – this is billed at a fixed rate per month, for each Azure Managed Service subscription on the account;
- (b) Variable usage element – this is billed as a percentage of the Customer's Azure cloud resource usage spend. The percentage billed is reduced as the overall Azure spend increases, building an automatic volume discount into the price structure.

5. Customer Management Infrastructure (CMI)

- 5.1. A CMI server is required to be active in the Customer's Managed Microsoft account in order to provide access and fulfilled the Identity Management and Monitoring roles required for Aptum Technologies to provide Managed Cloud Services.
 - (a) The CMI server is for the exclusive use of Aptum Technologies for these roles and should not perform any other function.
 - (b) The CMI server will be managed and maintained by Aptum Technologies and will be subject to a regular security and critical update cycle, during which authentication and monitoring services may be temporarily inhibited.
 - (c) The CMI server costs will be charged to the Customer's Managed Microsoft Cloud Services subscription as a consumed resource.

6. Service Description for Managed Microsoft Cloud Services.

The service description should be referenced for full information regarding what is included in the product.

7. Defined Terms Describing Managed Microsoft Cloud Services

- 7.1. Managed Microsoft Azure Consumption - is the total Microsoft Azure cloud services that are consumed by the Customer on the Microsoft Azure Subscription(s) being managed by Aptum Technologies.
- 7.2. Managed Microsoft Azure Service Layer - is the service overlay provided by Aptum Technologies to the Customer in relation to managing certain core services within the Customer's Cloud Services solution (as defined by the Managed Azure Service Guide).