

# On-Premises Software

## 1. DEFINITIONS

“Software ” shall mean all qualified Seller software products that are described in the Addendum – Software Subscription Addendum.

“Subscription Program” means any software agent or tool owned or licensed by Seller that Seller makes available to Customer for download as part of the Subscription for purposes of facilitating Seller access to, operation of, and/or use with, the Subscription Program.

## 2. SUBSCRIPTION TERM

The initial term of the Software Subscription shall be for the term as described in the Addendum – Subscription Contract, which begins the date the software key is issued for the Software (Initial Term). Thereafter, the Software Subscription shall automatically renew at Seller’s then effective policies, and current price schedule on an annual basis unless either party provides notice of non-renewal ninety (90) days prior to the end of the Initial Term or any extension thereof.

## 3. TERMINATION

Either party may terminate the Software Subscription Agreement at any time by giving ninety (90) days written notice to the other party. Upon termination of the Software Subscription Agreement, Seller will disable the Software and the Customer must immediately terminate the use of the Software.

## 4. PAYMENT

Terms of payment are net cash within thirty (30) days from date of invoice. Seller may suspend subscription if Customer is in default of payment.

## 5. OWNERSHIP

Customer retains all ownership and intellectual property rights in and to the content and Customer applications. Seller or its licensors retain all ownership and intellectual property rights to the Software, including Seller programs and Subscription Programs, and derivative works thereof, and to anything developed or delivered by or on behalf of Seller under this Agreement.

## 6. CHANGES

Seller reserves the right, at its sole discretion, to change, add or delete portions of the Subscription Program at any time. Seller will post the changes to these Subscription Program on this page and will indicate at the top of this page the date these terms were last revised.

## 7. SUBSCRIPTION MAINTENANCE

The Subscription Program includes Support Plan - Plus 13 x 5 coverage for the duration of the subscription term.