Acoustic Connect

This Service Description describes Acoustic Connect referred to herein as the SaaS Product. The applicable Order provides pricing and additional details. Terms not defined in this Service Description have the meaning given elsewhere in the Agreement.

1 Definitions

- Access means the right to access functionality of the SaaS Product.
- Addressable Device means a device upon which each application installation is addressable by the SaaS Product.
- Customer Assets means all information, data, and other content, in any form or medium, that is collected, submitted, posted, displayed, downloaded, or otherwise received from or provided, directly or indirectly, by Customer by or through the SaaS Product.
- Audience Record means the collection of fields in a database related to a single recipient row and accessible as a single unit managed or processed by the SaaS Product.
- Organization means access to specific configuration instance of the SaaS Product.
- Application Profile means a reporting entity with associated permissions assignable to Customer. Typically, an Application Profile has a one-to-one mapping with a single application or website.

1.1 Acoustic Connect

Acoustic Connect is a cloud-based all-in-one platform for multichannel marketing, behavior experience and personalized journey orchestration. The SaaS Product uses Customer Assets and individual behaviors, collected from channel delivery, customer websites and app sources, to inform and drive personalized interactions in real time on behalf of the Customer. Acoustic Connect is available on both a subscription and pay-per-use basis and must be paired with licensed channel pre-established volume levels. This SaaS Product offering includes the following functionality:

- Insights and Reporting: Actionable reporting and analytics that help marketers measure their marketing campaign performance and effectiveness across digital channels and customer journeys. Executive dashboards will provide a single view into channels, sites, and apps, as well as channel performance and behavior experience analytics that help Customer understand its customer behavior and intent. Furthermore, aggregated, and detailed reporting for each channel including delivery, opens, clicks, conversions, media engagement, and clickstream data access is available; users can manipulate and customize reports by adding or removing fields, changing metrics, and sorting and reordering columns.
- Behavioral Analytics: Actionable analytics that measure how users and visitors interact with digital channels and experiences in the context of their customers’ journeys. Behavioral analytics help users understand customer expectations, identify opportunities to improve (e.g., optimizing content, messaging and UX), remove friction, and maximize outcomes like conversions, satisfaction, loyalty, revenue, reduced churn, and ROI. Behavior Experience Scoring: Acoustic’s proprietary way of quantifying end users’ experiences with digital applications at both session and page level. Leverage positive scores to deliver more effective experiences and improve on negative scores or abandonment from the journey.
- Data Management: Customer assets, including contact records, profile data, preferences, associated data sets, and integrations can be accessed through the platform for robust segmentation, selection and use in sending and personalizing messaging throughout the SaaS Product. Limited to five million contact records and five relational tables.
- Segment Creation: Use behavioral, profile and preference data, shared with and available throughout the SaaS Product, to query and narrow down a target audience or define rules. Leverage these segments within marketing strategies to deliver highly engaging, personalized content throughout channels within the SaaS Product.
- Multichannel Composing: Modern drag and drop composing experience as a primary way to manage messaging content, editing, and asset management. An intuitive, web-based editor enables Customer to
create and edit content in the application, with point-and-click access to features such as link tracking, personalization, dynamic content, A/B testing and more.

- **Forms & Landing Pages:** Reduce form abandonment and build contact consent profile and preferences within the same modern composing experience with point-and-click access to create campaign-specific pages and custom web forms.

- **Journey Orchestration:** Program automation to create omni-channel marketing campaigns through a visual canvas that automates the sending of individual messages and/or nurture campaigns based on behavioral actions and decision criteria for always-on strategies. Includes programs, automated messaging, and real-time conversational messaging for select channels. Limited to ten automations.

- **Multichannel Marketing, including licensing:** Access to any channel the SaaS Platform delivers with an applicable channel volume agreement.
  - Email Messaging: Create, test, and send emails within a modern composing experience with an ability to include dynamic content that provides specific messages to each customer. When sending more than three million email messages per year, customers will receive one dedicated IP address; otherwise, a shared IP address will be assigned. Email messaging comes with a primary channel volume commitment or a tertiary channel allocation. Setup and Onboarding fees apply.
  - Transactional Emails (Transact): Providing the ability to deliver real-time, custom-branded, one-to-one transactional messages generated by triggers in emails, web forms, landing pages or tele-sales. Transact is a dedicated sending architecture specifically designed for the unique needs of transactional or triggered messages such as receipts, notifications, alerts, and itineraries. It can be connected to an in-house system currently triggering messages and included as added email volume as a primary channel volume commitment or a tertiary channel allocation. Setup and Onboarding fees apply.
  - SMS Messaging: Create, test, and send receive messages via SMS/MMS within a modern composing and journey orchestration experience to accomplish advanced and automated messaging concepts as a primary channel volume commitment or a tertiary channel allocation. Setup and Onboarding fees apply.
  - SMPP SMS Messaging (bring your own gateway): Create, test, and send receive messages via SMS/MMS within a modern composing and journey orchestration experience to accomplish advanced and automated messaging concepts as a primary channel volume commitment or a tertiary channel allocation. Setup and Onboarding fees apply.
  - Group Messaging / WhatsApp: Create, test, send and receive messages via WhatsApp within a modern composing and journey orchestration experience to accomplish advanced and automated messaging concepts as a channel volume commitment only. Setup and Onboarding fees apply.
  - Mobile Push Messaging: This functionality includes the ability to send personalized push notifications with actions that drive engagement within smartphone applications. A software development kit ("SDK") that enables the application to send push notifications as well as register the device and send events to Acoustic. Deliver personalized messages by combining mobile app data with rich consumer profile information as a primary channel volume commitment or a tertiary channel allocation. Setup and Onboarding fees apply.
  - Social Audiences: Social media marketing application that allows Customer to send specific audiences and related ads to social media networks for marketing to the specific audience or to like audiences as a primary channel volume commitment or a tertiary channel allocation. Setup and Onboarding fees may apply.

- **Content Management:** Store, reference, and index with modern AI tagging for assets used in messaging that allows for greater understanding of creative performance. Creative asset management within the SaaS Product is limited to one GB of standard asset storage and ten GB of asset rendering for the images used in messaging delivering throughout the SaaS Product before added Content Capacity upgrade.

- **Scoring:** Score contacts based on profile data, demographics, and behaviors such as website visits, form submissions, and message interaction, or on time-based components, including recency and frequency. Based on scores, marketing automation features route customers and prospects for appropriate follow-up. Limited to one Scoring Model before added Strategy Builder upgrade.
• Integration iPaaS solution as a service: Access to TIBCO Scribe subscription service through Acoustic Connect subscription for use with API integration services. Limited to five apps within TIBCO Scribe services before added Integration Connector upgrade.

• Application Programming Interfaces (APIs): The Acoustic API suite utilizes standard web protocols and file formats. Real-time requests and responses are handled via HTTPS and batches of data are handled via SFTP.

• Privacy Access and Erasure: User interface and APIs to assist in complying with privacy regulations’ requirements for consumer access and erasure requests, including the ability to delete Customer Assets.

In summary, included in the subscription fees for this SaaS Product offering are the following:

a. All channels are licensed with additional volume commitment, set-up and onboarding fees apply
b. 2 Organizations (instances) per subscription
c. 10 Application Profiles
d. 1 million monthly events
e. Unlimited Users per Organization
f. Primary and tertiary volume must be selected with subscription
g. 5 million Audience Records
h. 5 Relational Tables
i. 10 active journeys, programs, or automated message groups (in total)
j. 1 GB storage and 10 GB delivery for stored imagery
k. 1 Scoring Model
l. 2 Custom Domains and SSL certificate set-up (sending and custom landing page)
m. 1 associated IP address for sending messages.

n. 1 subscription to iPaaS integration services via TIBCO Scribe (up to 5 Apps)
o. Customers can purchase additional Audience Capacity, Content Capacity, Integration Connector Apps, Brand Builders (Orgs, Application Profiles, Domains, and IP Addresses), Strategy Builders (Automations and Scoring Models), as well as other services mentioned below.

Acoustic Connect base subscriptions can be augmented with the additional add-ons below:

• **Audience Capacity**: Add an additional ten million contacts capacity with an additional five relational tables. Multiples can be ordered for more capacity.

• **Behavioral Analytics**: Add additional capabilities through full Tealif subscription additions. Including:
  o Full Tealif Access up to one million monthly events
  o Additional Events in increments of one million monthly events and 50 thousand monthly sessions
  o Additional Data Export in one million interaction increments monthly
  o Add seven Days Additional Data Retention in one million interaction increments monthly
  o Add seven Days Additional Data Retention

• **Content Capacity**: Add full headless Content Management Service (CMS) capabilities to increase content management storage, delivery, and API access for content management services. Increments of 50 GB asset storage and 500 GB for image delivery data transfer, unlimited users for one production and one non-production tenant, and one configured custom domain. Multiples can be ordered for more capacity.

• **Brand Builder**: Add one additional Organization, ten additional Application Profiles, two custom domains and SSL certificate set-up (sending and custom landing page), and two IP Addresses for sending capacity. Multiples can be ordered for more brands or use cases.

• **Strategy Builder**: Add ten Automations (any combination of programs, automated message groups or journeys) with one additional Scoring Model. Add duplicate message send to receive exact copies of email messages sent to customers including for regulatory, compliance, audit, or other tracking purposes. Duplicate Message Send only applies to email messaging. This provides unlimited duplicate message sends and does not contribute toward email messaging volume. Multiples can be ordered for more strategies or use cases.
• **Add iPaaS Integration Apps:** Add 20 additional Apps to the iPaaS integration subscription via TIBCO Scribe. An app can be a single service of integration, egress, or ingress use of API services. CRM integrations can take up to ten or more Apps. Recommended is this additional service to establish a synchronization of data between Salesforce.com, Microsoft Dynamics, or SugarCRM relationship management systems and Acoustic. Integration is limited to one CRM system instance and one Acoustic Audience.

• **Multifactor Authentication:** Use an authentication code as a secondary log-on requirement, in addition to a user's username/password combination, to grant access to an Acoustic Connect account through a web browser.

### 1.2 Services

#### 1.2.1 Acoustic Connect Onboarding Standard

Acoustic Connect Onboarding Standard provides consulting services to enable new Customers on the platform, including the implementation of their selected primary channel and configuration of the Behavioral Analytics functionality.

An active subscription to Acoustic Connect is required.

#### 1.2.2 Acoustic Connect Onboarding Premium

Acoustic Connect Onboarding Premium provides an enhanced Customer Onboarding experience. In addition to the services provided under Onboarding Standard, Onboarding Premium.

  a. Guides Customers in building reputation with a new IP. This service provides 1) a one-hour strategy call with a deliverability consultant, 2) up to 25 hours of remotely delivered Managed Services over a 60-day period to execute ramp up of a single IP address used by Acoustic Connect, and 3) a one-hour debrief call with a deliverability consultant. Up to two noncritical, non-time-sensitive emails are in scope for the purpose of reputation building (self-sustained HTML ready mailing content required). This service does not guarantee white-listing or IP ramp up success.

  b. Delivers one-time review of a Customer’s Infrastructure Review, Reporting and Sending Audit, and Strategic Sending Practice Review resulting in a Recommendations and Monitor phase intended to improve email deliverability. Customers also receive weekly inbox monitoring reports for 60 days from the effective date of an Order, scheduled by the Acoustic team. While there is no guarantee of results, Customers will be presented with best practices and a course of action to build and maintain email reputation. This service is limited to up to two dedicated public IPs or up to two domain/sub-domains on a single Acoustic org.

Additional deliverability needs beyond the 60 days can be addressed via an annual subscription.

This Service is only available for customers who are Onboarding email as a channel.

### Channel Onboarding

#### 1.2.3 Acoustic Connect Onboarding - Email

Acoustic Connect Onboarding - Email provides consulting services for new Customer onboarding, enabling users to fast-track configuration and utilize functionality in the SaaS Product. This remotely delivered service offering provides up to 18 scheduled, one-hour meetings which must be delivered within a 90-day period. This service is required with an initial Connect subscription and begins at the start of the term.

A consultant will guide Customer through transitioning to core Connect topics including provisioning and set up, database and content best practices, email deliverability best practices, email program automation, scoring models, and reporting. In addition, Customer will be able to select additional topics of choice to further explore the SaaS Product, including overviews on UBX, API guidance, Journey Designer, and more. At the end of the service, a consultant will review with Customer goals and objectives, suggestions for future expansion, and transition to ongoing support or services.

An active subscription to Acoustic Connect is required.
1.2.4 Acoustic Connect Onboarding - Existing Customer

This service provides optional consulting services for an existing Customer with new marketing employees to onboard to the SaaS Product. This service will enable users to fast-track training, review the existing configuration, and utilize functionality in the SaaS Product. This remotely delivered service offering provides up to 10 scheduled, one-hour meetings, which must be delivered within a 60-day period.

A consultant will guide Customer’s employees (up to 3 participants) through basic understanding of the current SaaS Product configuration and core Acoustic Connect topics, including database and content best practices, email deliverability best practices, email program automation, scoring models, and reporting. Additional topics of choice related to Acoustic Connect can be covered as time permits.

An active subscription to Acoustic Connect is required.

1.2.5 Acoustic Connect Onboarding - Mobile Push

This service provides provisioning process assistance and product configuration assistance activities to enable the use of Acoustic Connect – Mobile Push (Simple Mobile Push) through the Acoustic interface. This is limited to onboarding activities and does not include consulting hours for data optimization or general architecture. This remotely delivered service offering provides up to 10 scheduled, one-hour meetings, which must be delivered within a 180-day period from the start of the engagement.

The meetings will guide Customers in basic setup and configuration of the push notification services via the following topics: org setup, mobile-push database enablement, introduction to the mobile acoustic sample apps and SDK, and assistance building and sending simple push notifications through the interface.

Topics of choice meetings are available and are limited to out-of-the-box functionality which does not include custom data configuration, custom data architecture, custom code, custom API work, geo-fencing, beacons, or custom development. This standard overview includes use case examples to enable in-app and/or inbox messaging through the Acoustic interface.

1.2.6 Acoustic Connect SMS Onboarding Services

Acoustic Connect SMS Onboarding Services provide onboarding consulting services supporting set up activities for SMS dedicated short code subscriptions that require mobile carrier approval or Customers who desire a more robust onboarding regardless of code type. Acoustic Connect SMS Onboarding Services are designed for implementations that incorporate up to two dedicated short codes provisioned by Acoustic and up to two language delivery set ups for SMS campaigns that require carrier approval. This remotely delivered service offering provides up to twelve scheduled, one-hour meetings, delivered within a six-month period from the start of the engagement. This service is required for all new customers that purchase a dedicated short code with an Acoustic Connect SMS subscription.

A consultant will guide Customer through the SMS implementation process for Acoustic Connect SMS in two phases. In the first phase, the consultant will assist Customer in going through the required documentation processes and SMS program build work required for mobile carrier testing for dedicated code approval and code procurement (if applicable). The second phase will include onboarding topics such as mobile database enablement, completing SMS integration, SMS within web forms to capture SMS consent opt-in, legal disclaimer guidance when capturing SMS consent, all SMS programs available, segmenting to the SMS channel, and SMS within automated programs. Optionally, the Acoustic consultant can provide basic recommendations to send transactional SMS messages via API.

1.2.7 Acoustic Connect SMS Light Onboarding Services

Acoustic Connect SMS Light Onboarding Services provide onboarding consulting services supporting set up activities for shared codes, one-way messages leveraging Sender ID codes, one dedicated long code provisioned by Acoustic, or any code(s) provisioned and supplied by Customer’s own gateway partner. Acoustic Connect SMS Light Onboarding Services are designed for implementations with a maximum of two shared codes or two Sender IDs supported through the carrier approval process and up to two language delivery set ups for SMS campaigns.
requiring carrier approval. This remotely delivered service offering provides up to six scheduled, one-hour meetings, delivered within a 90-day period from the start of the engagement. Acoustic Connect SMS Light Onboarding Services are required for all new SMS customers that purchase a Sender ID shared code, or a dedicated long code with an Acoustic Connect SMS subscription. Onboarding topics include mobile database enablement, completing SMS integration, leveraging SMS within web forms to capture SMS consent opt-in, legal disclaimer guidance when capturing SMS consent, all SMS programs available, segmenting to the SMS channel, and SMS within automated programs. Optionally, the Acoustic consultant can provide basic recommendations to send transactional SMS messages via API.

1.2.8 **Acoustic Connect WhatsApp Onboarding Services**

Acoustic Connect WhatsApp Onboarding Services provides onboarding consulting services supporting set up activities for group messaging within the Acoustic Connect platform and using WhatsApp as a communication channel. This remotely delivered service offering provides up to 20 hours of consulting through email, phone appointments, and other required tasks on behalf of the Customer which must be delivered within a 180-day period from the start of the engagement. This service is required for all new Customers with an Acoustic Connect subscription and access to the group messaging module leveraging WhatsApp.

A consultant will guide customer through the WhatsApp channel onboarding process for the Acoustic Connect in two phases.

*Phase 1:*
- Welcome email
- Introduction to onboarding
- Provisioning & WhatsApp Application support
- User login support

*Phase 2:*
- Training and Enablement sessions (Acoustic Org Settings, Program Review, Webforms and Landing Pages, Send Experience, Automated Programs, WhatsApp Testing, Introduction to Reporting)
- 3 topics of Customer’s choice from the list of standard onboarding topics

1.2.9 **Acoustic Connect Managed Services – IP Address Warm Up**

Acoustic Connect Managed Services – IP Address Warm Up is an optional service intended to guide Customers in building reputation with a new IP. This service provides 1) a one-hour strategy call with a deliverability consultant, 2) up to 25 hours of remotely delivered Managed Services over a 60-day period to execute ramp up of a single IP address used by Acoustic Connect, and 3) a one hour debrief call with a deliverability consultant. Up to two noncritical, non-time-sensitive emails are in scope for the purpose of reputation building (self-sustained HTML ready mailing content required). This service does not guarantee white-listing or IP ramp up success, as this is dependent upon many external factors.

1.2.10 **Acoustic Connect Email Single Deliverability Audit**

Acoustic Connect Email Single Deliverability Audit is a one-time review of a Customer’s Infrastructure Review, Reporting and Sending Audit, and Strategic Sending Practice Review resulting in a Recommendations and Monitor phase intended to improve email deliverability. Customers also receive weekly inbox monitoring reports for 60 days from contract signature, scheduled by the Acoustic team. While there is no guarantee of results, Customers will be presented with recommended best practices and a course of action to build and maintain email reputation. This service is limited to up to two dedicated public IPs or up to two domain/sub-domains on a single Acoustic org. This is an introductory offering available to purchase once. Additional deliverability needs beyond the 60 days can be addressed via an annual subscription.

1.2.11 **Acoustic Connect Recurring Email Deliverability Audit – Essentials**

Acoustic Connect Recurring Email Deliverability Audit – Essentials is a recurring review of a Customer’s Infrastructure Review, Reporting and Sending Audit, and Strategic Sending Practice Review resulting in a Recommendations and
Monitor phase intended to improve email deliverability. Customers receive access to inbox monitoring features and reports for the contract term with the ability to run ad hoc reports at will. Customers also receive onboarding to aid them in adoption of inbox monitoring usage provided by Acoustic’s inbox monitoring partner. While there is no guarantee of results, customers will be presented with recommended best practices and a course of action to build and maintain email reputation. This service is limited up to five dedicated public IPs or up to fifteen domain/subdomains on up to two Acoustic orgs. This service can be purchased by a new customer or mid-term for a minimum of three months and can be renewed annually.

- Infrastructure Review – Annually
- Reporting and Sending Audit – Quarterly/Monthly
- Strategic Sending Practice Review – Quarterly
- Recommendations and Monitor - Quarterly

1.2.12 **Acoustic Connect Recurring Email Deliverability Audit – Standard**

Acoustic Connect Recurring Email Deliverability Audit - Standard is a recurring review of a Customer’s Infrastructure Review, Reporting and Sending Audit, and Strategic Sending Practice Review resulting in a Recommendations and Monitor phase intended to improve email deliverability. Customers receive access to inbox monitoring features and reports for the contract term with the ability to run ad hoc reports at will. Customers also receive onboarding to aid them in adoption of inbox monitoring usage provided by Acoustic’s inbox monitoring partner. While there is no guarantee of results, customers will be presented with recommended best practices and a course of action to build and maintain email reputation. This service is limited up to five dedicated public IPs or up to fifteen domain/subdomains on up to two Acoustic orgs. This service can be purchased by a new customer or mid-term for a minimum of three months and can be renewed annually.

- Infrastructure Review – Annually
- Reporting and Sending Audit – Quarterly/Monthly
- Strategic Sending Practice Review – Quarterly
- Recommendations and Monitor - Quarterly
1.2.13 **Acoustic Connect Flex Services**

Acoustic Connect Flex Services provides access to Acoustic service team members to support the entire Customer journey from developing marketing strategy to best practice configuration, system health, and Managed Services. 15% of hours should be estimated for project management.

These hours can be purchased in buckets of 25 hours. These hours can be used for tasks to include onboarding, product configuration and expansion, education, best practices, custom application development, or project management. These hours can be transferred to perform Managed Services using a conversion formula (Consulting Hours x 1.2 = Managed Service Hours) or Strategic Services using a conversion formula (Consulting Hours x 0.80 = Strategic Service Hours). Managed Service hours can be used for tasks such as warm up of a new IP, migrating email templates for use in Acoustic Connect, or building and executing outbound campaigns in production. Strategic Service hours can be used for building a strategic marketing roadmap, marketing industry best practices and overall organizational health assessments. Acoustic will determine whether tasks are Managed Services or Strategic Services.

The service is provided remotely and must be consumed within 365 days of project kickoff.

1.2.14 **Acoustic Connect Product Consulting – 1 Hour**

Acoustic Connect Product Consulting is a remotely delivered service used to plan an implementation, design an Acoustic solution, manage an Acoustic project, or configure an Acoustic product. Minimal order of 30 hours is required and can be combined with other packaged service hours to meet the minimum hour requirement.

1.2.15 **Acoustic Connect Account Direction – 1 Hour**

Acoustic Connect Account Direction is a remotely delivered service where hours can be used to build a strategic marketing roadmap, apply marketing industry best practices, conduct an overall organizational health assessment, or just work directly with Customers to determine specific strategic focus within a Customer’s use of Acoustic solutions and their extended ecosystems. Minimal order of 30 hours is required and can be combined with other packaged service hours to meet the minimum hour requirement.

1.3 **Acceleration Services**

1.3.1 **Value Accelerate**

Acoustic’s Value Accelerate programs are targeted at providing Customers with a customized engagement that aligns to the Customer’s organizational goals and strategy to accelerate time to value and deliver a roadmap for success in the first year. Customers can purchase either Acoustic’s Standard or Premium Value Accelerate program.

A. Value Accelerate Standard – this program has the following structured outcomes;
   a. Design Thinking Workshop
   b. Cross-departmental strategic plan, which aligns to Customer’s organizational values
   c. Performance review vs plan and further recommendations
   d. Up to two follow up calls to review performance vs plan and provide further recommendations
   e. Up to two advanced feature product walk through sessions

B. Value Accelerate Premium - this program has the following structured outcomes;
   a. Design Thinking Workshop
   b. Cross-departmental strategic plan, which aligns to Customer’s organizational values
   c. Performance review vs plan and further recommendations
   d. Up to two follow up calls to review performance vs plan and provide further recommendations
   e. Up to two advanced features walk through sessions of the Connect product
   f. Up to four advanced feature product walkthroughs
   g. One automated program build (4 touch)

The service is provided remotely and must be consumed within 365 days of project kickoff.

1.3.2 **Acoustic Connect Partner – Essentials**
Acoustic Connect Partner – Essential is intended to ride along a customer’s use of the Acoustic Connect solution, providing valued strategic direction through continued review cycles, performance analysis, and solutions guidance. This service is a remotely delivered service. The services will be provided as set forth in the Customer’s Order and pro-rated to align with the Customer’s subscription term. The services will have the following delivery structure:

- **Assessment & Reviews** - Initial assessment and monthly revisitations to a strategic set of Acoustic Connect project topics, not to exceed 25 topics in total. Project topics can include, but are not limited to, the review of Acoustic ecosystem or up to 3 Point of View (POV) informative and recommendation summaries.
- **Performance & Analysis** - Monthly dashboard and established KPIs, Monthly Connect readout & executive summary.
- **Connect Guidance** - Deep dive into aligning strategies with feature functionality, general guidance, up to 1 topic per month, up to 12 topics in total.

Acoustic Connect Partner Services – Essential will provide continued strategic advice and direction in support of short and long-term goals and business objectives. This service is intended for a twelve-month term, should the initial order run shorter than twelve months, delivery will be prorated.

Acoustic will develop and maintain a strategic project matrix with direct reference to monthly work efforts aligned within the above framework. Travel expenses will be paid by the Customer and will be authorized through a Change Order Process.

### 1.3.3 Acoustic Connect Partner – Standard

Acoustic Connect Partner Services – Standard is intended to ride along a Customer’s use of the Acoustic Connect solution, providing valued strategic direction through continued review cycles, performance analysis, and solutions guidance. This service is a remotely delivered service. The services will be provided as set forth in the Customer’s Order and pro-rated to align with the Customer’s subscription term. The services will have the following delivery structure:

- **Assessment & Reviews** - Initial assessment, quarterly, and monthly revisitations to a strategic set of Acoustic Connect project topics, not to exceed 50 topics in total. Project topics can include, but are not limited to, the following: review of the ecosystem connected to Acoustic, not to exceed 3 solutions; up to 6 POVs informative and recommendation summaries; and up to 2 categorical creative reviews, with analysis.
- **Performance & Analysis** - Monthly dashboard and established KPIs, monthly Acoustic Connect readout & executive summary.
- **Acoustic Connect Guidance** - Deep dive into aligning strategies with feature functionality, general guidance, not to exceed 2 topics per month and 25 topics in total.

The Acoustic Connect Partner Services – Standard will provide continued strategic advice and direction in support of short and long-term goals and business objectives. This service is intended for a twelve-month term, should the initial order run shorter than twelve months, delivery will be prorated.

Acoustic will develop and maintain a strategic project matrix with direct reference to monthly work efforts aligned within the above framework. Travel expenses will be paid by the Customer and will be authorized through a Change Order Process.

### 1.3.4 Acoustic Connect Partner – Premium

The Acoustic Connect Partner Service – Premium is intended to ride along a Customer’s use of the Acoustic Connect solution, providing valued strategic direction through continued review cycles, performance analysis, and solutions guidance. This service is a remotely delivered service. The services will be provided as set forth in the Customer’s Order and pro-rated to align with the Customer’s subscription term. The services will have the following delivery structure:

- **Assessment & Reviews** - Initial assessment, quarterly, and monthly revisitations to a strategic set of Acoustic Connect project topics, not to exceed 75 topics. Project topics can include, but are not limited to, the following: review of entire marketing ecosystem; up to 9 POVs informative and recommendation summaries; and up to 3 categorical creative reviews, including competitive and consultative analysis. Acoustic Connect team governance and oversight topics are also covered.
• Performance & Analysis - Monthly dashboard and KPIs, Monthly Acoustic Connect readout & executive summary.
• Acoustic Connect Guidance - Deep dive into aligning strategies with feature functionality and general guidance, not to exceed 4 topics per month, and 50 topics in total.

The Acoustic Connect Partner Services – Premium will provide continued strategic advice and direction in support of short and long-term goals and business objectives. This service is intended for a twelve-month term, should the initial order run shorter than twelve months, delivery will be prorated.

Acoustic will develop and maintain a strategic project matrix with direct reference to monthly work efforts aligned within the above framework. Travel expenses will be paid by the Customer and will be authorized through a Change Order Process.

1.3.5 Acoustic Connect Managed Services
Acoustic Connect Managed Services provides up to 150 hours of remotely delivered Managed Services, per annum, including, but not limited to, list and mailing import, segmentation management, scoring model creation, asset preparation/configuration, campaign deployment, reporting, and other in-product activities on behalf of the Customer. Turnaround for Managed Services is typically five business days for standard single mailing events. Some activities may require longer production cycles.

This service is intended for a twelve-month term but may be purchased for the duration of the contract and delivery will be prorated based on the month.

SERVICE LEVELS & ADDITIONAL TERMS

2 Service Levels

2.1 Service Level Agreement
Customer is provided with the following availability service level agreement (SLA). The highest applicable compensation based on the cumulative availability of the SaaS Product as shown in the table below will be applied. The availability percentage is calculated as the total number of minutes in a contracted month, minus the total number of minutes of Service Down in the contracted month, divided by the total number of minutes in the contracted month. The Service Down definition, the claim process and how to contact us regarding service availability issues are the SaaS Product support handbook at acoustic.com/acoustic-terms/.

<table>
<thead>
<tr>
<th>Availability</th>
<th>Credit (% of monthly subscription fee*)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Less than 99.95%</td>
<td>2%</td>
</tr>
<tr>
<td>Less than 99.0%</td>
<td>5%</td>
</tr>
<tr>
<td>Less than 98.0%</td>
<td>10%</td>
</tr>
<tr>
<td>Less than 97.0%</td>
<td>20%</td>
</tr>
</tbody>
</table>

* The subscription fee is the contracted price for the month which is subject to the claim.

3 Charge Metrics

The following Charge Metrics apply to this SaaS Product:

Messaging Events means an occurrence of one of the following processed by the SaaS Product: a message sent to an individual recipient (an email message send or transactional send) or device (mobile push notifications), and a Social Audience Contact Event. SMS messages sent and received are included if Customer’s Order indicates a SMS Code. In the case of SMS, depending on the country of the acquired code and on the type of SMS selected.
a. Email messages sent (via either marketing or transactional methods) include any message sent through scheduling, automating, or triggering an email message sent via targeting stored within Audience / contact record management or via testing. Customers sending email will have a specified messaging event rate.

b. A Contact Event is defined as the syndication (adding, replacing, or removing) of a unique contact record by Social Audiences to a destination channel as part of a unique custom audience. For Social Audiences, a Contact Event will be counted each time a contact is syndicated as part of a custom audience regardless of whether the contact is matched in the destination channel. Customers syndicating social audiences will have a specified messaging event rate.

c. Mobile Push Notification Events include simple push notifications, in-app notifications, data only notifications, and inbox notifications. Simple push notifications, in-app notifications, simple push only and inbox only notifications are counted as 1 Messaging Event per device at the time of sending. When a simple push is sent together with an inbox notification, this is counted as 2 Messaging Events per send.

d. Calculation of Messaging Events related to mobile push notifications shall include the number of mobile push notifications sent to devices which have opted to suppress mobile push notifications and the number of mobile push notifications sent to devices after the application was uninstalled. Customer is responsible for determining the subscription volume for Messaging Events, which includes push notifications. Customers sending mobile push Notification Events will have a specified messaging event rate.

e. SMS messages sent are counted as Messaging Events at the point of delivery to a SMS gateway (Acoustic partner gateway or Customer’s independent gateway) and not at the point of delivery to a mobile device. Acoustic does not provide assurance that the outbound SMS can be successfully delivered to Customer’s end users. Customer is responsible for any accidentally triggered SMS messages. Customer is responsible for all messages suppressed by Acoustic partner gateway due to the end-user being on a local suppression list, or these messages were sent outside the allowed hours in the intended country. Customer is also responsible for all messages rejected by the Acoustic partner gateway.

f. Customers sending SMS messages with a United States Dedicated Short Code (either random or vanity), will have a specified Messaging Event rate.

g. Customers sending SMS messages with a United States 10-digit long code (10DLC), will have a specified Messaging Event rate.

h. Customers sending SMS messages with an independent SMS gateway (regardless of the country of origin) will have a specified Messaging Event rate.

i. SMS message rates are based on the point of delivery. Customer is responsible for registering all number(s) as set forth above. If a SMS message is not sent from a locally acquired code, Customer will be charged the international send rate based on point of delivery to a mobile device where the Customer’s end user is located.

4 Additional Terms

4.1 Enabling Software

Acoustic Connect contains the following Enabling Software:

<table>
<thead>
<tr>
<th>Enabling Software</th>
<th>Applicable License Terms (if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mobile Push – IOS software</td>
<td><a href="https://github.com/Acoustic-Mobile-Push/iOS/blob/master/license/license.txt">https://github.com/Acoustic-Mobile-Push/iOS/blob/master/license/license.txt</a></td>
</tr>
<tr>
<td>development kit (&quot;SDK&quot;)</td>
<td></td>
</tr>
<tr>
<td>Mobile Push – Android SDK</td>
<td><a href="https://github.com/Acoustic-Mobile-Push/Android/blob/master/docs/license/license.txt">https://github.com/Acoustic-Mobile-Push/Android/blob/master/docs/license/license.txt</a></td>
</tr>
<tr>
<td>Mobile Push – Cordova SDK</td>
<td><a href="https://github.com/Acoustic-Mobile-Push/Cordova/blob/master/license/license.txt">https://github.com/Acoustic-Mobile-Push/Cordova/blob/master/license/license.txt</a></td>
</tr>
</tbody>
</table>
4.2 **Unpermissioned Contacts**

Customer will not populate any Audience/Contact record with the SaaS Product that include persons who have not given permission to be included on such list for the purpose of receiving communications specifically from the Customer unless the Customer has an existing business or personal relationship with such persons. Use of lists or data generated through affiliate marketing practices is expressly prohibited in all cases. Customer is required to include a valid opt-out mechanism in each message. Customer’s listing on or blocking by any email industry monitoring organization or Internet Service Provider, including but not limited to Spamhaus, CloudMark, SpamCop, or Barracuda, will be considered a material breach of the Agreement.

4.3 **ISO Certifications**

Acoustic Connect provides annual ISO 27001, 27017 and 27018 Certifications except for SMS messaging that leverages a gateway with mGage LLC or Celmedia SA.

4.4 **SMS Messaging Specific Terms**

4.4.1 **Customer Obligations**

**General**

Customer agrees that:

1. Its use of Acoustic Connect, SMS is in compliance with all applicable rules, regulations, directives, statements, codes of practice, industry guidelines, and applicable campaign application form commitments made during the provisioning process relative to use of Acoustic Connect SMS services, including (as applicable), but not limited to, Mobile Marketing Associations Consumers best practices guidelines, Cellular Telecommunications & Internet Association (CTIA) guidelines and agreements, and telephone carrier content and use standards (available upon request).

**Information and Independencies:**

Acoustic will not:

1. Allow Customer to access information and systems that are normally within Acoustic's exclusive control;
2. Review or approve the content of Customer's messages;
3. Provide Customer with contact lists, customer lists, telephone numbers, or any other information regarding actual or potential recipients of Customer's messages;
4. Investigate telephone numbers to determine their ownership, use, or validity;
5. Dial telephone numbers; or
6. Monitor Customer's compliance with applicable industry guidelines and applicable campaign application form commitments made during the provisioning process.

Customer will not allow Acoustic to:

1. Access information and systems that are normally within Customer's exclusive control;
2. Approve the content of Customer's messages;
3. Review or approve any of Customer's contact lists, customer lists, telephone numbers, or any other information regarding actual or potential recipients of Customer's messages; or
4. Investigate telephone numbers to determine their ownership, use, or validity.

4.4.2 **Mobile Message Partners Fee Changes or Corrections**

Acoustic Connect SMS relies on third party providers, including major wireless operators and mobile network and application providers (collectively, "Mobile Messaging Partners"), to send SMS messages.

Solely, if and to the extent necessary, in response to the Mobile Messaging Partners’ right to increase pricing or fees at any time, the price charged to Customer pursuant to the Agreement shall be increased accordingly. Acoustic will notify Customer of any such changes as soon as reasonably possible after it receives a notice thereof from a Mobile Messaging Partner, and the price changes will go into effect immediately upon going into effect by the applicable Mobile Messaging Partner(s).
In the event of a billing error by a Mobile Messaging Partner, Acoustic may invoice Customer for under-billed Digital Messages.

### 4.4.3 Mobile Messaging Partners Policy Changes

The SaaS Product relies on Mobile Messaging Partners’ policies supporting the types of SMS messages that may be sent in an entitled country. If a Mobile Messaging Partner modifies its policy in a manner that impacts the cost of Customer’s purchased SaaS Products, then Acoustic may pass through the increased cost from the Mobile Messaging Partner. If a Mobile Messaging Partner modifies its policy in a manner that prohibits Acoustic from being able to fulfill its obligations under the contract using the SMS code type ordered by Customer, Acoustic may continue to provide Acoustic Connect SMS using an alternative code type and Acoustic may pass through the increased cost of the alternative code type from the Mobile Messaging Partner. For example, Mobile Messaging Partners may stop supporting a shared code in an entitled country, requiring Acoustic to procure a dedicated code in the entitled country. Acoustic does not guarantee equivalent SMS throughput if an alternative code type much be supplied.

### 4.4.4 International Messages

Wireless operators will make commercially reasonable attempts to deliver SMS messages outside the entitled countries. Customer will be invoiced for those messages that are not successfully delivered or that are delivered using a code different from Customer’s subscription.

### 4.4.5 Provisioning

Wireless operators typically take 8-12 weeks to activate/migrate a code after the completed activation/migration form(s) are submitted to the wireless operator. Actual time may vary and is at the sole discretion of the wireless operator. Any updates needing activation/migration form(s) will restart the provisioning period.

Customer will be charged as documented in the Order once Acoustic notifies Customer of its access to Acoustic Connect. Completed activation or migration of a code does not start Customer’s subscription.

Customers waiting for access to a dedicated short code may request access to a shared code for testing purposes if Acoustic has a shared code available in Customer’s entitled SMS country. Volume sent over the shared code for testing may not exceed 250 Digital Messages for the entire period of access to the shared code. Access to the shared code is strictly for testing. Once Customer has received access to their own dedicated long or short code, Customer must remove the shared test code (as well as associated keywords) from Acoustic Connect SMS.

### 4.4.6 Dedicated Codes

In the event Customer elects to run a competition campaign, Customer must have its code configured and approved for contest/sweepstakes use by the wireless operators.

### 4.4.7 Shared Codes

Acts or omissions by any other Acoustic customer or Acoustic’s partners’ customers sharing the same code may adversely affect the availability of the code. Acoustic shall not be liable to Customer for any interruption in the Acoustic Connect SMS service associated with the shared code arising out of such acts or omissions of any other customer simultaneously using the shared code.

### 4.4.8 Bring Your Own Gateway

If Customer leverages an independent SMS gateway with Acoustic’s SMPP technology, Acoustic’s responsibility terminates once an outbound SMS is handed to the Customer’s gateway. Acoustic is not responsible for successful delivery of a SMS to a mobile device.