Opportunity Registration for Networking Program Rules

CITRIX

Introduction

The Opportunity Registration for Networking Program (Opportunity Registration) has the potential to increase partner success in closing business in a highly competitive space. Partners certified to sell the appropriate networking products can register opportunities with Citrix and, if validated, become eligible for an additional suggested upfront discount of up to 10 percent.

Opportunity Registration may be earned in addition to pricing promotions and other incentives such as:

Suggested Upfront Discounts	Backend Rebates
Net New Partner Sourced: A suggested discount of 7% on opportunities not already in the Citrix pipeline (see Net New Partner Sourced Program Rules)	Citrix Advisor Rewards (CAR): A backend rebate of up to 10% for value-added selling activities (see Citrix Advisor Rewards Program Rules)
Specialist CAR Plus: A suggested discount of 5% exclusively available for Citrix Solution Advisor Specialists (see Specialist Incentives Program Rules)	Specialist CAR Bonus: An additional backend rebate of up to 5% exclusively available for Citrix Solution Advisor Specialists (see Specialist Incentives Program Rules)

This document outlines the Opportunity Registration Program rules. It includes the following terms:

- Opportunity: a potential sale to a current or prospective customer
- Qualified Opportunity: an opportunity with solid confirmation from a new or existing
 customer that the customer is committing appropriate funds to a Citrix solution, has
 engaged a team member with the appropriate decision-making power, has a clear use
 case that will be fulfilled by a Citrix solution, and is seeking to buy a Citrix solution 3-6
 months in the future
- Incentive Registration: a notification to Citrix that the Partner is working on a specific
 qualified opportunity and forecast and wants to receive an Opportunity Registration
 discount if eligible and if the Distributor wishes to participate
- Incentive ID: a unique code (e.g., Rwd-1234567) provided when an Incentive Registration is validated. Reference your Incentive ID when requesting pricing or placing purchase orders for the opportunity via your Distributor.

- Program SRP: Citrix incentives are calculated on the Program Suggested Retail Price (PSRP). Subtract the customer's Volume Licensing discount from the Suggested Retail Price (SRP) to yield the PSRP.
 - Special promotions, sales exceptions, or other discounts may also be applied as appropriate to calculate the PSRP.

Below is the high-level process to earn an Opportunity Registration suggested upfront discount:



If you have any questions about the Program rules in this document, please contact your Account Manager or Distributor.

- The Opportunity Registration for Networking Program ("Opportunity Registration") shall be governed by the terms and conditions contained herein. Any conflicting information contained in any other Program documents in relation to Opportunity Registration is superseded by the terms and conditions in this document. Any provisions prohibited by law shall be null and void. Any additional discounts, rebates or other promotional benefit received by Partner under this program shall not in any way restrict and/or dictate the price at which Partner sells to their end user.
- Citrix Partner resellers shall receive the benefits set forth herein which benefits may be altered, modified, amended, replaced, cancelled or suspended from time to time at Citrix's sole discretion without prior approval from any Citrix Partner. Citrix Partner permits receipt of e-mail concerning such changes.
- Subject to mandatory liability under applicable law, Citrix disclaims any liability for indirect, special, consequential, incidental, multiple, punitive or other damages (including, without limitation, damages for loss of data, loss of income, loss opportunity, lost profits, costs of recovery or any other damages), however caused and on any theory of liability, and whether or not for breach of contract, negligence or otherwise, and whether or not Citrix has been advised of the possibility of such damages.
- These Program rules were last updated 4 April 2017.

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Opportunity Registration Eligibility Criteria

Eligible Partners

Program Types

All Citrix Solution Advisors, Systems Integrators, and Independent Software Vendors are eligible to participate in the Opportunity Registration for Networking Program. All Partners must order through their Distributor to be eligible.

Program Membership Compliance

Citrix Partners must be current and up to date with all requirements set out in the applicable Citrix Partner Membership Agreement and Partner Program Guide. Citrix reserves the right to withhold Opportunity Registration eligibility if a Partner is not meeting the obligations contained in its respective Citrix Partner Member Agreement.

Networking Certification

Partners must have the appropriate Networking certification (SD-WAN requires SD-WAN certification, NetScaler ADC, Gateway and App Firewall requires CCA-N or CCP-N) at the time of quote and order submission. Citrix reserves the right to withhold Opportunity Registration eligibility if a Partner loses the necessary Networking certification.

- If a Partner is not certified in Networking when submitting for Opportunity Registration, the submission will be systematically rejected.
- If the order contains non-networking products, they will not receive an Opportunity Registration discount on those line items of the order.
- Networking certification requirements are available on the <u>Product Authorization and Compliance</u> page in Partner Central, and certification status can be confirmed via <u>Partner Certification Manager</u>.
 - Tip: Complete the <u>Citrix Linking Request Form</u> and Citrix will link your certifications to Partner Central on your behalf, allowing you to easily track and report on them.

Eligible Customer Licensing Programs

Product must be sold through one of the following <u>Citrix Volume Licensing Programs</u>: Easy, ELA 1-6, GELA 0-4, or Education. ELA 7 and GELA 5 are not eligible for Opportunity Registration.

Eligible Products (Resale or Internal Use)

Product being sold must be a networking product. If an order contains virtualization and/or mobility products, those line items of the order will not be eligible for Opportunity Registration for Networking. If an Incentive Registration does not include at least one networking product, Partners will be unable to submit the Incentive Registration through the Leads and Rewards

tool.

Eligible networking products are:

- NetScaler ADC including SDX, MPX, VPX, and all throughputs
- NetScaler AppFirewall including SDX, MPX, VPX, and all throughputs
- NetScaler Gateway including SDX, MPX, VPX, Universal Licenses, and all throughputs
- NetScaler SD-WAN (formerly CloudBridge, BranchRepeater) including SDX, MPX, VPX, and all throughputs
- NetScaler Add-On Packs (i.e., VPX Instances deployed on an SDX appliance)

Cold Spares, Accessories, Media Kits, Eval units, Partner DEMO and USE products, Maintenance Agreements (including Software Maintenance and Appliance Maintenance), and hardware components of hardware split SKUs are not eligible for Opportunity Registration.

Initial purchases, reorders, throughputs, and purchase upgrades are eligible. Product must be sold through your Distributor for resale or internal use. Under no circumstance will any Citrix products qualify for Opportunity Registration if the products were purchased by the Citrix Partner for use in providing hosting or outsourcing services.

Eligible Deal Size

No minimum order amount is required.

Eligible Regions

Opportunity Registration is available in all countries except Japan and Korea.

Submission/Validation Process

How to Submit an Incentive Registration

The system will only allow Partners to apply for Opportunity Registration if at least one networking product is included on the Incentive Registration. Certified Partners may submit an Incentive Registration through the <u>Leads and Rewards tool</u> in one of two ways:

- 1. For a partner-sourced lead, submit a new Incentive Registration.
- 2. For a Citrix-generated lead that was assigned to you, convert the lead to an Incentive Registration.

Note: Citrix is committed to the protection of personal data. For more detailed information, refer to the Legal Notice and Privacy Statement.

Tips:

- Partners must complete all fields and submit in order for Citrix to receive the data. An
 Incentive Registration status of "New" means the Incentive Registration has not yet been
 submitted. See Appendix A for a list of Incentive Registration status types.
- There is no limit to the number of Incentive Registrations a Partner can submit or have validated for different opportunities in the pipeline. However, only one valid Incentive Registration for Opportunity Registration is allowed at each unique Citrix customer name and location (i.e., Org ID.)
- For a single opportunity with multiple networking products on the same order, Partners
 can submit a single Incentive Registration. The fact that the opportunity includes multiple
 products (e.g., NetScaler ADC and NetScaler SD-WAN) has no impact on how the
 incentive should be registered.
- As part of the submission process, partners must include a forecasted amount and a
 forecasted close date. However, Citrix acknowledges that both the amount and date can
 change during the lifecycle of an opportunity. Therefore, please use the best available
 information from the customer when completing those fields and submit in good faith
 (see Appendix B.)

Automatic Response to a Submission

Within minutes of submission, the system will automatically reject the Incentive Registration if the Partner is not certified in an eligible product line, and/or 2) another Partner already holds a valid Incentive Registration for the same customer account. The system will update the status to "Rejected" and one of the following rejection reasons will display:

- Partner not product certified
- Another validated registration already exists for this account

Unless automatically rejected for one of the above reasons, the Incentive Registration will be automatically "Validated."

Applying for Additional Incentives

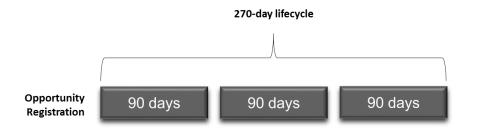
In your initial submission to Citrix, you may apply for up to three incentives. If you have the required information, this is the quickest and easiest way to apply for incentives. However, you may also apply for additional incentives after an Incentive Registration has been validated:

- If you have a valid Incentive Registration with Type "Net New Partner Sourced" and you
 would also like to apply for Opportunity Registration, contact your Citrix Sales
 professional. If Sales confirms your eligibility for Opportunity Registration, the Incentive
 Type will change to Opportunity Registration and the "Net New Partner Sourced Eligible"
 flag will remain Yes. The same Incentive ID (e.g., Rwd-0123456) will apply to both
 Opportunity Registration and Net New Partner Sourced.
- If you have a valid Incentive Registration with Type "Opportunity Registration" and you would also like to apply for Net New Partner Sourced, contact your Citrix Sales professional. If Sales confirms your eligibility for Net New Partner Sourced, the Incentive Type will remain Opportunity Registration and the "Net New Partner Sourced Eligible" flag will change to Yes. The same Incentive ID (e.g., Rwd-0123456) will apply to both Opportunity Registration and Net New Partner Sourced.
- If you have a valid Incentive Registration with Type "Opportunity Registration" or "Net New Partner Sourced," and you would also like to apply for CAR, you may do so through the <u>Leads and Rewards tool</u>. If Sales confirms your eligibility for CAR, you will hold *two* Incentive Registrations, one with Incentive Type "Opportunity Registration" and one with Incentive Type "Citrix Advisor Reward." Each will have its own Incentive ID (e.g., Rwd-0123456 and Rwd-0123457.)

Always include your Incentive ID(s) when requesting a quote or submitting an order to your Distributor.

Resubmitting an Expiring Incentive Registration

Once validated, an Incentive Registration for Opportunity Registration remains valid for 90 days. In the final 30 days of a 90-day Incentive Registration, the status will change to "Expiring." Once in "Expiring" status, it may be resubmitted to Citrix to extend the lifecycle another 90 days from the previous expiration date. An Incentive Registration may be resubmitted twice, for a total 270-day lifecycle:



Event*	Validation + X Days	Status Change	
Original registration is validated	0	From "New" to "Validated"	
Original registration is expiring	61	From "Validated" to "Expiring"	
Either a resubmission is validated or the original registration will expire	90	From "Expiring" to "Validated" OR From "Expiring" to "Expired"	
Resubmission is expiring	151	From "Validated" to "Expiring"	
Either a second resubmission is validated or the first resubmission will expire	180	From "Expiring" to "Validated" OR From "Expiring" to "Expired"	
Second resubmitted registration is expiring	241	From "Validated" to "Expiring"	
Second resubmitted registration expires	270	From "Expiring" to "Expired"	

^{*}At any point during this process, different events will lead to a status. For example, if Partner withdraws their Incentive Registration, status will change to "Partner Closed." See Appendix A for a full list.

Please refer to the Approval History at the bottom of the Incentive Registration to determine how many times it has been submitted.

After 270 days, no additional resubmissions are possible. However, you may submit a new Incentive Registration. The new submission will apply the then-current Program rules to the deal, which could impact payout expectations.

Quoting and Ordering Process

Calculating the Suggested Upfront Discount

The suggested Opportunity Registration discount is up to 10 percent of the Program SRP eligible networking line items, depending on the customer's licensing Program/level:

Partner	Easy,	ELA 2-6,	GELA
Type/Level	ELA 1, GELA 0	Education	1-4
All	10%	8%	5%

<u>Example:</u> A Partner orders a Citrix NetScaler SDX Platinum edition (SRP = \$115,000 each) for an ELA 2 customer entitled to a 25% program discount:

- SRP = \$115,000
- Program SRP = \$115,000 25% = \$86,250
- Opportunity Registration (upfront discount) = \$86,250 * .08 = \$6,900

Note:

- The GELA Program is only available in EMEA or LAC.
- ELA-7 orders, and GELA-5 orders in EMEA or LAC, do not qualify for an upfront discount through the Opportunity Registration Program.
- The Partner's actual discount is determined solely by the Distributor pursuant to the Partner's negotiations with the Distributor without Citrix involvement.
- Special pricing or pricing exception requests may require adjustments to available upfront discounts.

Quoting and Ordering through Your Distributor

Partners must submit their valid Incentive ID to their Distributor when requesting a quote from their Distributor and/or submitting a purchase order to their Distributor. If multiple Purchase Orders are submitted, a unique Incentive ID must be provided per Purchase Order.

- Whether you qualify for Opportunity Registration, Net New Partner Sourced, or both, you
 will receive a single ID for the suggested upfront discount(s). When this Incentive ID is
 applied to a quote or order, an upfront discount may be applied by the Distributor at their
 discretion.
- The Partner must be the fulfilling Partner for the order. Therefore, the Partner Org ID on the valid Incentive Registration must match the Partner Org ID on the purchase order to the Distributor.
- The status of the Incentive Registration must be either "Validated" or "Expiring." (Note: an Expiring Incentive Registration can be extended one time for another 90 days; Only two resubmissions will be accepted, for a total of 270 days; see instructions.)

- The Customer's name, location and contact's email domain on the valid Incentive ID must match the Customer's name, location and contact's email domain on the purchase order.
- Only one Incentive ID for Opportunity Registration can be submitted with an order, and only one order can be applied to an Incentive ID for Opportunity Registration.
- If the order includes additional products not originally included in the validated Incentive Registration, all eligible networking products will also be eligible for Opportunity Registration.
- Any subsequent orders for the same Customer and Customer location (i.e., Org ID) will require the Partner to submit a new Incentive Registration.
- Orders in Japan and Korea are not eligible for Opportunity Registration and will not receive any additional upfront discount even if the Partner has a validated Incentive Registration for Opportunity Registration and all Program criteria have been met.

Confirmation by the Distributor

When the Distributor receives an Opportunity Registration Incentive ID with either a request for a quote or a purchase order, the Distributor will click "Incentive Registrations" in Partner Central and enter the Opportunity Registration Incentive ID to confirm:

- The Partner has an Active membership with Citrix.
- The Partner holds an active Networking certification.
- The Incentive Registration is "Validated" or "Expiring."
- The Incentive Registration was submitted before the order.
- The appropriate Opportunity Registration upfront discount, based on the customer's volume licensing Program (e.g., ELA, Education, etc.)

Once confirmed, Distributors may:

- Include an upfront discount on quotes for the Partner.
- Include an upfront discount and the Partner's valid Incentive ID when submitting purchase orders to Citrix.

Citrix does not control Distributor pricing or discounts to Partners, including upfront discounts. As stated above, upfront discounts are only suggested. Any discount extended by Citrix to a Distributor under the Opportunity Registration Program may or may not be passed along to a Partner at the Distributor's sole discretion. Any Partner concerns with the price and discount received from a Distributor should be directed solely to the Distributor.

Appendix A: Opportunity Registration Status Types

An Incentive Registration for Opportunity Registration may have any of the following status types:

- New The Incentive Registration has been partially or fully completed via the Leads and Rewards tool, but has not yet been submitted to Citrix. Submit it via the Leads and Rewards tool to receive a response from Citrix.
- Validated Citrix has systematically validated that another Partner does not already hold a valid Incentive Registration for the same customer account.
- Rejected There are several reasons why an Incentive Registration might have a status of Rejected:
 - The Incentive Registration was systematically rejected shortly after submission because 1) the Partner is not certified in an eligible product line, and/or 2) another Partner already holds a valid Incentive Registration for the same customer account. One of the following rejection reasons will display:
 - Partner not product certified
 - Another validated registration already exists for this account
 - The Incentive Registration was systematically rejected during its 90-day lifecycle because the Partner fell out of compliance with Program rules. The following rejection reason will display:
 - Partner lost product certification or Program membership

Citrix also reserves the right to reject an Incentive Registration in situations such as the following:

- o The Incentive Registration was not completed successfully
- Partner no longer meets the eligibility criteria outlined in this document
- Partners fails to respond within 5 business days to all requests for information on the opportunity
- Expiring The valid Incentive Registration is within 30 days of expiring. The Partner
 must submit an order soon or the Incentive Registration will expire. If needed, the
 Partner can extend an expiring Incentive Registration for another 90 days by
 resubmitting it to Citrix (see instructions.) Only two resubmissions will be accepted, for a
 total of 270 days.
- Paid An order was submitted via a Distributor to Citrix with the Incentive ID of the Incentive Registration, and Citrix gave an upfront discount to the Distributor on record for the Partner (depending on the geography). Opportunity Registration can only be applied

to one order (no follow-on orders), and the discount may be passed on to the Partner at the Distributor's discretion.

- Expired The Incentive Registration has expired because it reached its expiration date before an order was submitted via a Distributor to Citrix. The Partner may submit a new Incentive Registration for the same opportunity.
- Partner Closed The Partner has determined that the opportunity associated with this Incentive Registration is no longer active and does not want it to continue to appear on its list of Incentive Registrations.

Appendix B: Terms and Conditions

- 1. The Opportunity Registration for Networking Program (Opportunity Registration Program) is available for Citrix Partners as defined in the Program Rules with primary headquarters located in the Americas, EMEA, and APAC, excluding Japan and Korea.
- 2. For those eligible, participation in the Opportunity Registration Program is governed exclusively by the terms and conditions establishing their relationship with Citrix (for example, the Citrix Solution Advisor Agreement together with any amendments) (the "Base Agreement") and these Program Rules. In the event of a conflict between these Program Rules and the Base Agreement, these Program Rules shall prevail, insofar as they relate solely to participation in the Opportunity Registration Program.
- 3. Participation in the Opportunity Registration Program is voluntary and is not required by Citrix.
- 4. Participation in the Opportunity Registration Program shall signify the acceptance of these Program Rules, and these terms and conditions contained herein.
- 5. At Citrix's sole discretion, the Opportunity Registration Program (including these terms and conditions) are subject to change or termination by Citrix at any time, with at least thirty days prior notice. At the time of such change or termination, Citrix will communicate the intended changes or end of life plan for this Program.
- 6. Citrix's maximum liability for actual direct damages from any cause whatsoever under the Opportunity Registration Program will be limited to \$25,000USD. This limitation will apply regardless of the form of action, whether in contract or in tort, including negligence. In no event will Citrix be liable for any special, incidental, consequential or punitive damages, lost profits or savings, even if Citrix has been advised of the possibility of such damages. In no event will Citrix be liable for any damages claimed by the Partner based on a third-party claim. Partner agrees not to make Citrix a party to any claim between the Partner and any third party. Nothing in this clause shall limit or exclude either party's liability for death or personal injury.
- 7. If the Base Agreement is subsequently terminated or not renewed, the Partner will no longer be eligible to continue to participate in the Opportunity Registration Program upon the effective date of the termination or expiration.
- 8. Acceptance of any registration is at Citrix's sole discretion even if Partner met the requirements as set forth in these Program Rules. Citrix reserves the right to reject a registration under these Program Rules, or to suspend or disqualify a Partner from participation in the Opportunity Registration Program for noncompliance with these Program Rules. Additionally, Citrix reserves the right to terminate a validated registration for fraudulent or duplicative claims, or the Partner's noncompliance with these Program Rules, in addition to any other rights or remedies Citrix may have at law or equity. At Citrix's sole discretion, such a breach shall also serve as grounds for Citrix to terminate, for cause, the Base Agreement.
- 9. Failure by Citrix to insist upon strict performance or to exercise a right when entitled does not prevent Citrix from doing so at a later time, either in relation to that breach or default or any subsequent breach or default.

- 10. If ownership of the Partner's business changes, Citrix reserves the right to terminate the validated registration.
- 11. Citrix Partner represents and warrants that all activities under the Opportunity Registration Program shall be conducted at all times in accordance with the Program Rules, the principals set out in the then current Citrix Code of Conduct and are subject to compliance with all applicable laws, statues, regulations and codes relating to anti-bribery and anti-corruption (including but not limited to the US Foreign Corrupt Practices Act of 1977 and the UK Bribery Act of 2010). The Citrix Partner warrants that it shall not exert or attempt to exert any improper influence or seek to improperly obtain or reward favorable treatment in connection with any sales opportunity.
- 12. In addition, by forecasting any sale of Citrix Products to a U.S. Federal, state or local government customer organization ("Government Opportunity"), the Citrix Partner represents it is acting in the capacity of a bona fide selling agent and warrants to Citrix:
 - a. That the Citrix Partner is not prohibited under the terms and conditions of such Government Opportunity or applicable laws or regulations, from accepting rewards or participating in the Program;
 - b. That the Citrix Partner has not been engaged to provide independent advice and recommendations to any government customer organization, and that any additional suggested discounts will be earned solely in accordance with the terms and conditions of the Opportunity Registration Program;
 - That the Citrix Partner has fully disclosed to the government customer organization that it is an authorized selling agent of Citrix Products and that it may receive an incentive from Citrix in connection with such Government Opportunity;
 - d. That the Citrix Partner has not sought or received access to any source selection information, confidential or proprietary contractor bid or proposal information, or other nonpublic information relating to such Government Opportunity, and has otherwise complied with the Procurement Integrity Act and other applicable laws and regulations that apply when selling to any U.S. Federal, state or local Government customer; and
 - e. That the Citrix Partner has properly accounted for any incentives received in connection with a Government Opportunity, to the extent required under the terms and conditions of such Government Opportunity or applicable laws or regulations.
- 13. The Citrix Partner acknowledges and agrees that the foregoing representations and warranties are a material part of the Opportunity Registration Program. Any breach of or misrepresentation in connection with these representations and warranties is a material breach and will constitute grounds for the immediate termination of the Citrix Partner's rights under the Opportunity Registration Program including, but not limited to, forfeiture of the Citrix Partner's right to receive any incentive, which was obtained as the direct or indirect result of a violation of the terms and conditions of the Program Rules. The Citrix Partner further agrees to indemnify and hold harmless Citrix and its officers, employees and agents from any and all liabilities, including attorney's fees, for any breach of, or misrepresentation in connection with, these representations and warranties.

- 14. These Program Rules and the Base Agreement set out the complete and exclusive agreement between the Partner and Citrix relating to the Partner's participation in the Opportunity Registration Program and, as such, supersede all proposals or other prior agreements, oral or written, and all other communications relating to the Partner's participation in the Opportunity Registration Program.
- 15. These Guidelines are governed by governing law and choice of venue as set out in the Partner's Base Agreement.