

Below is a high-level summary of modifications to the Avalara Partner Program General Terms and Conditions, the Avalara for Accountants and Avalara for Consulting Partners Terms and Conditions (formerly the Referral Partner Agreement and the Accounting Partner Agreement), and the Avalara for Technology Partners Terms and Conditions (formerly the Technology Partner Program) (collectively, the “**Avalara Partner Program**”). This summary is provided for reference purposes only and is not a complete list of modifications. You should review the updated Avalara Partner Program for a complete understanding of the modifications.

Modifications to the Avalara Partner Program General Terms and Conditions (effective December 1, 2023, but will not apply to current Partners until the expiration of the 30-day notice period on January 1, 2024):

- Updated defined terms.
- Incorporated by reference the Avalara Partner Portal Terms and Conditions.
- Updated the proprietary rights of both Parties, including restricting Avalara’s right to use Partner Technology, and clarifying each Party’s right to use the other Party’s Marks.
- Clarified the effect of any termination of the Agreement.
- Updated the Parties’ rights and obligations relating to data privacy to comply with applicable laws.
- Added mutual warranty that neither Party is on a list of embargoed or blocked persons.
- Clarified Partner’s obligation to indemnify Avalara.
- Added language disclaiming third-party beneficiaries.

Modifications to the Avalara Partner Program for Accountants and Avalara for Consulting Partners Terms and Conditions (formerly the Referral Partner Agreement and the Accounting Partner Agreement) (effective January 1, 2024):

- Combined the Referral Partner Agreement and the Accounting Partner Agreement into one document and renamed it the Avalara for Accountants and Avalara for Consulting Partners Terms and Conditions.
- Updated defined terms, including changing “Commission” to “Financial Incentive,” “Referral Commission” to “Opportunity Incentive,” and “Co-Selling Commission” to “Partner-Attached Incentive.”
- Incorporated the concept of different Partner Tiers for both Avalara for Accountants and Avalara for Consulting Partners, defined the Partner Tier Requirements that Partner must satisfy to qualify for a given Partner Tier, set forth the benefits associated with each Partner Tier in the linked Avalara Partner Program Guide, and updated the Financial Incentive Rates (formerly Commission Rates) associated with each Partner Tier.
- Provided that Partner may earn Financial Incentives for qualifying purchases of new Services by Existing Customers, not just New Customers.
- Updated the criteria for Financial Incentive eligibility.
- Updated the process to opt out of receiving Financial Incentives and defined the concept of Discount Incentives.
- Imposed a cap on Partner’s Financial Incentive Rate that applies only if the Partner receives additional financial incentives as a Technology Partner at a rate greater than 10% for the same order of Services.
- Updated the definition of Net Revenue and the method for calculating Financial Incentives.
- Allowed that an Avalara Affiliate may make Payments to Partner when the applicable Services are provided to Customers by such Affiliate.
- Updated the Parties’ rights and obligations related to marketing.
- Clarified Avalara’s right to deduct or offset amounts owed by Partner to Avalara from future Financial Incentive payments.

- Updated the Term of Partner’s Program Enrollment and clarified the Parties’ termination rights and the effect of such termination.
- Updated the numbering scheme.
- Updated the list of Services and Service Fees eligible for Financial Incentives.

Summary of Modifications to the Avalara for Technology Partners Terms and Conditions (formerly the Technology Partner Program) (effective December 1, 2023, but will not apply to current Partners until the expiration of the 90-day notice period on March 1, 2024):

- Changed the name of the document from the “Technology Partner Program” to the “Avalara for Technology Partners Terms and Conditions.”
- Updated defined terms, including changing “Commission” to “Connector Incentive.”
- Incorporated the concept of different Partner Tiers, defined the Partner Tier Requirements that Partner must satisfy to qualify for a given Partner Tier, and set forth the benefits associated with each Partner Tier in the linked Avalara Partner Program Guide.
- Clarified the criteria for Connector Incentive eligibility.
- Updated the definition of Net Revenue.
- Extended the period within which Partner’s Connector must achieve Certification.
- Added that Certification expires after three (3) years, at which point Partner’s Connector must be submitted for re-Certification in accordance with then-current guidelines.
- Added that, if Certification expires, Partner shall not earn Connector Incentives for which it would otherwise be eligible. This provision will not be enforced until January 1, 2025
- Removed section addressing the Parties’ rights and obligations related to marketing.
- Updated the process for paying Connector Incentives, including clarifying Avalara’s right to deduct or offset amounts owed by Partner to Avalara from future payments.
- Allowed that an Avalara Affiliate may make Connector Incentive payments to Partner when the applicable Services are provided to Customers by such Affiliate.
- Updated the Term of Partner’s Program Enrollment and clarified the Parties’ termination rights and the effect of such termination.
- Updated the numbering scheme.
- Updated the list of Services and Service Fees eligible for Connector Incentives.