

RESELLER GUIDELINES

Dante AVIO Promotion Program Brief

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Dante AVIO Promotion Program Brief – Reseller Guidelines

1. **Overview:** In November and December, 2024, Audinate Pty Ltd ACN 120 828 006 (Audinate) will be sponsoring a promotion for end customers in certain territories to purchase a pre-defined bundle of AVIO adapters at a special promotion price (Promotion Price) with each Qualifying Purchase of an Eligible Product Bundle from participating Resellers (Promotion). This document provides Resellers with the main guidelines for participation in the Promotion. A Reseller's participation in the Promotion constitutes deemed acceptance of these guidelines.
2. **For the purposes of these guidelines, the following terms apply:**
 - 2.1. "Eligible Product Bundle" refers to a reseller-configured bundle of three specific Dante AVIO adapters. The bundle will be referred to as the "Dante AVIO Essentials Pack" for all marketing purposes. The three AVIO adapters that must be configured by Resellers into one sellable bundle for this Promotion are as follows:
 - Audinate ADP-DAO-AU-0X2 - Dante AVIO 2-Channel Analog Output Adapter
 - Audinate ADP-DAI-AU-2X0 - Dante AVIO 2-Channel Analog Input Adapter
 - Audinate ADP-USB-AU-2X2 - Dante AVIO USB Adapter
 - 2.2. "Qualifying Purchase" refers to end customer's purchase of one or more Eligible Product Bundles from a participating Reseller in a single order.
 - 2.3. "Reseller" refers to channel partners, distributors and/or resellers of Audinate that have a current binding agreement with Audinate to resell Dante AVIO adapters to end customers in the territories of United States of America, Canada, European Union, United Kingdom, Australia and/or Japan.
 - 2.4. "End customer" refers to the person or organization that makes a Qualifying Purchase of an Eligible Product from a participating Reseller.
3. **Promotion Offer (to end customers):** "Buy a Dante AVIO Essentials Pack for 30% off MSRP." For this promotion, the Eligible Product Bundle shall be offered at pricing as follows: Promotion Price USD\$495 (standard MSRP USD\$727). Resellers outside of the United States of America shall convert the Special Price to their local currency.
 - 3.1. United States of America Resellers only: Temporary reduction of MAP: During the promotion window, the MAP for the Eligible Product Bundle is reduced to MAP USD\$495 (normally USD\$557). The MAP for the bundle will immediately return to the currently published price at the end of the Promotion.
4. **Promotional Dates:** The promotional window is November 4, 2024 through December 13, 2024. Promotion may be extended and/or modified after these dates at the sole discretion of Audinate.
5. **Promotion Process for Resellers:** Resellers must follow the steps outlined below to receive the Promotion benefits from Audinate as a "Participating Reseller".
 - 5.1. Participating Reseller must advertise the Promotion for all or a portion of the promotional window.
 - 5.2. Participating Reseller must implement the promotional offer in a manner that allows for an auditable way to track the Qualifying Purchases and Promotion Prices provided (i.e. unique promotion code, shopping cart logic, etc.).
 - 5.3. Participating Reseller must fulfill the Qualifying Purchases from their existing stock (see reimbursement process next item).
 - 5.4. Participating Reseller will be reimbursed USD\$92.00 for each Eligible Product Bundle sold at the Promotion Price to End customers during the promotional window. Reimbursement will be provided via a credit memo to be issued by Audinate after the Promotion ends. To qualify for the credit memo, participating Resellers must provide the following:
 - 5.4.1. Proof that the Participating Reseller ran the Promotion during the promotional window (i.e. sample advertising, email, physical flyer or catalog, etc.)

- 5.4.2. An auditable report showing each Promotion Price that was provided as part of each Qualifying Purchase during the promotional window. All reports must clearly indicate the Qualifying Purchases for which the corresponding Promotion Prices were provided and shipped.
 - 5.4.3. Inventory stock count for each of the AVIO adapters in the Eligible Product Bundle before and after the promotional window.
 - 5.5. Completed evidence and reports must be received by Audinate by January 15, 2025 to be considered valid, and credit memos will be processed within 30 days of receipt. Credit memos can only be used against the purchase of any future AVIO skus and are not redeemable for cash.
 - 5.6. Participating Resellers are encouraged to order additional stock of Dante AVIO adapters prior to the commencement of the Promotion to allow for additional uplift in orders by End customers.
 - 5.7. Participating Reseller is responsible for all shipping charges, including shipments of new AVIO products from Audinate to participating Reseller, and shipments from participating Reseller to end customer, notwithstanding any additional shipping promotions that participating Reseller may offer to end customers.
 - 5.8. All AVIO products purchased by the participating Reseller that are associated with the Promotion are non-cancellable and non-refundable.
6. **Audinate Marketing Support:** Audinate will assist participating Resellers with the Promotion as follows:
- 6.1. Audinate will provide marketing material for participating Resellers to use to publicize the Promotion, including sample digital ads, html emails, images and messaging. Marketing material in support of the promotion can be found here: <https://www.getdante.com/products/adapters/dante-avio-marketing-resources/>.
 - 6.2. Participating Resellers must make reasonable and lawful terms and conditions for the Promotion available to end customers before or at the point of purchase.
 - 6.3. Audinate will be publicizing the Promotion to our expansive database of Dante users through email and social media campaigns. All promotional and advertising campaigns will direct customers to participating Resellers, but to be included in the advertising and/or landing pages resellers must notify us 2 weeks before the start of the Promotion if they plan to participate.
7. **General:**
- 7.1. If the Promotion is interfered with in any way or is not capable of being conducted as reasonably anticipated due to any reason beyond the reasonable control of Audinate, Audinate reserves the right, to the fullest extent permitted by applicable law, to modify, suspend, terminate or cancel the Promotion, as appropriate.
 - 7.2. Participating Reseller agrees that provisions relating to compliance with applicable laws, limitation of liability and governing law as set out in Participating Reseller's distribution agreement with Audinate apply to these guidelines as if set out in full herein (with the necessary changes as to detail).
 - 7.3. For all queries about this Promotion, including submission of proof of promotion for credit memos, please contact your sales account manager.