



HP OEM Z Workstation Long Life Program Terms and Conditions

Overview and General Definitions

These Terms and Conditions (“T&C’s”) set forth the requirements for participating in HP’s OEM Z Workstation Long Life Program (“Program”).

In the Program, HP makes commercially reasonable efforts to provide continuous availability of the configurations of the Products set forth in Exhibit A (“Configurations”) for a certain period of time beyond the Commercial Life of the Product. “Commercial Life” means the period of time during which HP reasonably expects to manufacture the Product in the absence of your participation in the Program. “Products” means the HP products you purchase from HP under your existing OEM agreement with HP.

Program Requirements

To participate in the Program, you must:

1. Submit an executed copy of these T&C’s to your HP sales representative on or before the Latest Sign-up Date, which is set forth in Exhibit A.
2. Submit a twelve (12) month rolling forecast to HP for agreed-upon configurations (“Forecast”) and:
 - a. Use the Forecast template attached to these T&C’s in Exhibit A.
 - b. Provide additional information related to the Forecast upon request by HP to avoid exclusion of certain volumes of Configurations from the Program.
 - c. Provide your first Forecast within fifteen (15) calendar days from the Latest Sign-up Date, and this first Forecast must have an “as-of” date that corresponds with the Latest Sign-up Date. Each subsequent Forecast shall have an “as-of” date that corresponds with the end of each six (6) month period that follows the Latest Sign-up Date, and each of these subsequent Forecasts shall also be due within fifteen (15) calendar days from the respective “as-of” dates.
 - d. If your existing OEM agreement(s) allows your affiliates and/or subsidiaries to purchase Product(s) directly from HP, obtain the necessary Forecast-related information from such affiliates and/or subsidiaries to complete the Forecast template.
3. Place your last order for Configurations by the Last Order Date, which is set forth in Exhibit A. You cannot cancel, revoke, or rescind Configuration orders placed on this Last Order Date, whether in whole or in part, for any reason whatsoever. Any Configuration orders placed after the Last Order Date will not be accepted by HP.

Term and Termination

1. These T&C’s take effect as of the Effective Date and shall continue in full force and effect until the earlier of: (1) [MM/DD/YYYY], or (2) the termination of these T&C’s (“Term”).
2. HP may terminate these T&C’s at any time, with or without cause, and for any reason whatsoever, upon 60 days’ written notice. For the avoidance of doubt, termination of these T&C’s will terminate your participation in the Program.
3. If HP terminates these T&C’s prior to the Last Order Date, then only such Configuration orders placed prior to the effective date of termination shall be accepted by HP.

Pricing

Pricing for orders under the Program shall be as mutually agreed by you and your HP sales representative, provided, however, that only such prices confirmed by your HP sales representative in writing shall apply.

Order of Precedence

In the event of any conflict between the terms of these T&C’s and your existing OEM agreements with HP, the terms of these T&C’s shall control, but only with respect to matters specifically and expressly contemplated in these T&C’s. Any matters not specifically and expressly contemplated in these T&C’s (which include but are not limited to matters related to or arising from HP warranties, HP services, HP Care Packs, each party’s indemnity obligations, and each party’s limitation of liability) shall be governed by the terms of your existing OEM agreements with HP.

I have read, understand and agree to the Terms and Conditions for the HP OEM Z Workstation Long Life Program.

Signature _____

Name and Title _____

Entity Name _____

Date _____

Exhibit A to HP OEM Long Life Program Terms and Conditions

Company (OEM) Name: _____

Contact name(OEM): _____

Contact phone number: _____ email _____

HP Sales Representative: _____

HP phone number: _____ email: _____

Product Platform: _____

Configuration SKU number: _____

Forecast Date (T=0): _____

Key dates:

Latest date to sign up for program: _____

(Latest date by which OEM can sign up for the program)

Last order date: _____

(Latest date by which orders can be placed)

(The Latest Date to sign up and the Last Order Date dates are subject to change at HP's sole discretion. HP shall provide reasonable notice to OEM)

Forecast 1: _____

(At or before Latest Date to Sign up Date)

Forecast 2: _____

Forecast 3: _____

Forecast 4: _____

Forecast 5: _____

Forecast:

Input unit forecast based on where HP will be manufacturing the systems.

	T+1	T+2	T+3	T+4	T+5	T+6	T+7	T+8	T+9	T+10	T+11	T+12
Americas Region												
Europe, Middle East, Africa												
Asia Pacific - Japan												
Asia Pacific - China												
Asia Pacific – Rest of APJ												

OEM shall submit this Forecast to its HP Inc. Sales representative and shall provide a copy of the same to HP's Worldwide OEM Marketing Manager, Barry Bates at barry.bates@hp.com

OEM shall notify its HP Inc. Sales representative immediately if it expects or becomes aware that the actual demand for any month(s) will deviate from the submitted forecast by more than 20%

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