



# VCE THIRD PARTY SUPPLIER TERMS

MNFG-TPTY-00-A01

## Third Party Supplier Terms

If components specified in the Bill of Materials ("BOM") to which the Services will apply (collectively, "**Third Party Material**") are separately purchased by, or provided by, Customer from a third party (the "**Third Party Supplier**") (i.e., not purchased by VCE), the following additional terms and conditions apply:

- Customer shall purchase all components identified in the VCE approved BOM from VCE preferred suppliers (a list of which will be provided to Customer upon request). NO DEVIATIONS ARE PERMITTED unless specifically authorized in writing by VCE pursuant to a Project Change Request ("PCR") Form.
- Customer shall, within 10 business days, provide to VCE copies of purchase orders representing materials ordered by Customer per the BOM so that VCE may validate the orders and coordinate receiving the Third Party Material at the Staging Facility (noted in the address below). Each such purchase order shall additionally contain the following information:
  - The VCE Salesforce Opportunity ID associated with the order – adding a suffix of "A", "B", "C" etc. for multiple Vblock systems in an order.
  - The preferred supplier from whom the components are being acquired by Customer.
  - A complete list of what is being shipped with sufficient part numbers (and/ or subcomponent nomenclature) to allow validation and identification.
  - The date that the components will be shipped and the date the delivery is expected to arrive at the Staging Facility.
  - Whether the shipment is a complete or partial shipment.
  - The common carrier engaged to deliver the components to the Staging Facility and all contact information necessary for VCE to coordinate the

shipment (including, address, phone numbers, W&M, pallet count, date/time of delivery), and the tracking number for the shipments must be emailed to the VCE Project Manager.

- All shipments must go to the Staging Facility at the following address:

**VCE Technology Solutions Ltd  
C/O Kuehne & Nagel, Unit 3B  
Lucey Business Park  
Courtstown Industrial Estate  
Little Island  
Co. Cork  
FOB Destination  
Attn: VCE Receiving Dept.  
Opp ID#: <fill in SFDC Opportunity ID>**

- Customer shall ensure that Third Party Material shipped to the Staging Facility is properly and prominently labeled with Customer's name and the VCE assigned Opportunity ID (to be provided by VCE to Customer). This includes such labeling on all boxes and any loose material.
- Customer acknowledges that the delivery and implementation of the Vblock system is subject to delay due to the communication, coordination, and additional non-standard processes required to build the Vblock system using Third Party Material.
- Customer acknowledges that failure to comply with the above requirements will likely cause a substantial delay in the completion of the project.

VCE MAKES NO EXPRESS WARRANTIES, WRITTEN OR ORAL, WITH RESPECT TO THE THIRD PARTY MATERIAL AND ALL OTHER WARRANTIES ARE SPECIFICALLY EXCLUDED, INCLUDING, BUT NOT LIMITED TO THE IMPLIED WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OR NON-INFRINGEMENT, AND ANY WARRANTY ARISING BY STATUTE, OPERATION OF LAW, COURSE OF DEALING OR PERFORMANCE, OR USAGE OF TRADE.

