



## HeroDevs Partner Program | Referral Program

Partner, as a participant of Program, Partner desires to become a referral partner, in accordance with the terms of the (a) HeroDevs Partner Agreement (the "Agreement") for which HeroDevs and Partner entered into and (b) this Referral Program (the "Program"). Capitalized terms not defined under this Program shall have the meaning as set forth under the Agreement.

### 1. DEFINITIONS

- 1.1. "Gross Sale" or "Booking" means the annual fees paid by a Referral Client to HeroDevs for the Subscription Services, as agreed to in an Order Form or other transaction document. If Partner is paid a Referral Fee, it will not be eligible for any other payments, discounts, or fees pursuant to any other programs with respect to the same transaction.
- 1.2. "HeroDevs Customer" means any existing customer, or otherwise known potential customer, of HeroDevs, as evidenced by HeroDevs' internal customer relationship management system or such other tool as may be used by HeroDevs for such purposes.
- 1.3. "HeroDevs Sourced" means any sales opportunity which originated from HeroDevs.
- 1.4. "Partner Program Resources" means the materials, including Promotional Material, provided by HeroDevs to Partner, as part of this Program, to assist Partner in marketing and referring to the HeroDevs Subscription Services.
- 1.5. "Referral" means a notification made by Partner to HeroDevs, in accordance with this Program, of its desire to introduce to HeroDevs a Referral Client for the purposes of purchasing the Subscription Services.
- 1.6. "Referral Client" means an End User that Partner has introduced, or wishes to introduce, to HeroDevs. For purposes of this definition, a HeroDevs Customer may not qualify as a Referral Client.
- 1.7. "Referral Fee" means the amount HeroDevs pays Partner upon (a) HeroDevs' approval of Partner's submission of a referral, (b) HeroDevs successfully transacting with such Referral Client, and (c) Referral Clients payment of associated fees, as subject to this Program.

### 2. REFERRALS

- 2.1. Partner shall complete a referral submission by submitting the details of a Referral via email to one (1) of the applicable email addresses on the PAD, or as otherwise agreed upon (each, a "Submission"). HeroDevs will provide a written response to either (a) approve or (b) reject such Submission. If HeroDevs does not provide a written response to a Submission within fifteen (15) days from the date of submission, that Submission shall automatically be deemed rejected. HeroDevs may also reject a Submission for any reason.
- 2.2. If HeroDevs approves a Submission, Partner will facilitate, to the extent requested by HeroDevs, an introduction to the applicable Referral Client to explore a purchase of Subscription Services by the Referral Client.
- 2.3. Partner acknowledges and agrees that HeroDevs will pay one (1) Referral Fee for each transaction related to Subscription Services purchased by a Referral Client.

### 3. REFERRAL COMPENSATION

- 3.1. Referral Fees shall be based upon the Gross Sale value, and subject to Partner's level of participation under the HeroDevs Partner Program Benefits and Tiers and during the applicable fiscal year. The HeroDevs Partner Program Benefits and Tiers may be found here: [docs.herodevs.com/legal/benefits-and-tiers](https://docs.herodevs.com/legal/benefits-and-tiers).
- 3.2. This section notwithstanding, HeroDevs may provide Partner with a Referral Fee in specific situations of introduction with a Referral Client (prior to the approval of any

Submission). This Referral Fee shall be solely at HeroDevs' discretion and shall disqualify Partner from receiving any other referral fees with respect to the respective Referral Client.

#### **4. INVOICING**

Referral Fees are payable net forty-five (45) days following the conclusion of HeroDevs' respective fiscal quarter for which HeroDevs receives payment from the Referral Client, in accordance with the HeroDevs Partner Program Benefits and Tiers. HeroDevs will provide a summary detailing the Referral Fees owed and paid by HeroDevs with all payments made to Partner under this Program.