

Multi-Year Subscription Agreements

Policy statement

This Policy operates in conjunction with the Totara Alliance Partner Agreement with the Partner (the 'Agreement') with respect to multi-year subscription contracts for fixed price terms (each a 'Multi-Year Subscription'). In the event of a conflict between the terms of this Policy and the terms of the Agreement, the terms of this Policy will apply, but only with respect to the Multi-Year Subscription.

The Policy

On occasion, Totara Partners may request a Multi-Year Subscription on behalf of a customer by outlining the required information and terms for the Multi-Year Subscription in the Subscriptions Portal (or other partner management system as designated by Totara from time to time). If accepted, Totara Learning will issue a Multi-Year Subscription Order (example given below) for the Multi-Year Subscription via DocuSign (or a similar electronic signature tool).

The Multi-Year Subscription will be effective only if the applicable Multi-Year Subscription Order has been signed by both Totara Learning and the Partner.

Multi-Year Subscriptions can be requested for a **maximum of 3 years**. Totara Learning may consider requests for longer Multi-Year Subscriptions on a case-by-case basis.

Multi-Year deals will provide customers a fixed price increase-rate during the agreed term as per the following table.

Year	Price
Year 1	Agreed or current pricing as listed in the Subscription Order
Year 2	Year 1 pricing + 5%
Year 3	Year 2 pricing +5%

Conditions

- Each Multi-Year Subscription will apply to one Production Instance of Totara only.
- The Partner is responsible for full payment of the Subscription Fees during the entire term of the Fixed-Price Contract. For example, if it is a 3 Year Multi-Year Subscription, then Totara will bill for 3 years of subscription fees in yearly increments.
- Cancellations of Multi-Year Subscriptions are not accepted during the Subscription Term and Totara Learning strongly encourages the Partner to ensure that their contracts with customers provide the same protections.
- For the purposes of calculating Subscription Fees due under the Agreement, if the tier of the Plan purchased for the Multi-Year Subscription increases during the Subscription Term in terms of Active User band and/or number of Products, the rates applicable will be the same as the prices in

effect at the time the Multi-year Subscription Order was executed, plus the price rate increase for the relevant year (see above table).

- Where an increase in User Cap and/or the number of Products used occurs during the Subscription Term, the then current 'In-Term Subscription Change' Policy will apply.
- Upon expiry of the initial Subscription Term, the Subscription Fees for any renewals will be based on the prices in effect at the time of the expiration or termination.
- Existing Multi-Year Agreements will not be affected by any changes to this Policy.

Example: Multi-Year Totara Subscription Order

Partner Name:	
Customer Name:	
Product Code:	
Link to the Applicable Pricing Table:	
Subscription Term Start Date: (DD/MMM/YYYY)	
Subscription Term End Date: (DD/MMM/YYYY)	

This Multi-Year Subscription Order (“**Order**”) is entered into pursuant to Totara Learning’s Policy for Multi-Year Subscription Agreements (the “**Policy**”) and is subject to the terms of the Policy as well as the Totara Alliance Partner Agreement between the below parties (the “**Agreement**”).

Signed by on behalf of Totara Learning:	Signed by Partner [Partner Name]:
Name:	Name:
Title:	Title:
Signature:	Signature:
Date:	Date:

Policy change log

Policy version	Change description
August 2022 v1	
August 2023 v2	<ul style="list-style-type: none"> • Design/branding updates • Product SKU changed to Product Code • Added Docusign as process for collecting signatures • Added reference to In-term Subscription change Policy where a tier and/or product change occurs during the Subscription Term
August 2024 v3	<ul style="list-style-type: none"> • Changed title to Multi-Year Policy • Added version numbers to policy document • Reordering of conditions • Moved example DocuSign form to end of the document • Added reference to In-Term Subscription change policy • New fixed rate increases on multi-year agreements and associated rate table • Removed Early Termination Opportunity definition and option • Multi-Year deals now allowed for a maximum of 3 years unless otherwise agreed
August 2024 v4	<ul style="list-style-type: none"> • Removed tier decrease option