

AMENDMENT NO. __ TO PURCHASE AGREEMENT NO. _____ BETWEEN INTEL CORPORATION AND _____

For valuable consideration, the receipt and sufficiency of which the parties hereby acknowledge, Intel Corporation (“Buyer”) and _____ (“Seller”) hereby amend the above referenced Intel Corporation Purchase Agreement No. _____ (the “Agreement”) as set forth below.

- 1. Effective Date.** The Effective Date of this amendment (“Amendment”) shall be _____
- 2. Definitions.** Unless provided otherwise in this Amendment, each term appearing in this Amendment shall have the same meaning as given in the Agreement.
- 3. Catalog-related Services.**
 - A. Each Party agrees to perform the catalog-related services described in Exhibit A to this Amendment (the “Services”), in accordance with the service level requirements described therein.
 - B. Any sales transactions performed via the Services will be governed exclusively by the Agreement. Any other legal terms presented to users in connection with use of the Services will have no effect. Seller agrees that all prices it communicates to Buyer via the Services will be consistent with the prices set forth in the Agreement.
 - C. All information Buyer submits to Seller in connection with the Services will be deemed the Confidential Information of Buyer even if any “marking” or similar requirements are not met. Further, all information that Seller learns about Buyer’s individual users, including information learned by tracking such user’s usage of the Services, will be deemed Buyer’s Confidential Information. Seller will not use any information that personally identifies any individual Buyer user for any purpose other than providing the Services.
- 4. Legal effect on Agreement.** As amended by this Amendment, all provisions of the Agreement shall remain in full force and effect. In the event of a conflict between this Amendment and the Agreement, this Amendment shall take precedence.

INTEL CORPORATION (“BUYER”)

SELLER

BY: _____

BY: _____

NAME: _____

NAME: _____

TITLE: _____

TITLE: _____

DATE: _____

DATE: _____

INTEL CORPORATION and Supplier XXX
B2B Catalog Maintenance
Exhibit A - SERVICE LEVEL AGREEMENT

Overview/Purpose:

To establish a relationship between Intel Corporation and XXXXX (Supplier), providing requirements as it relates to the maintenance of supplier supported/provided external product catalog for and coordination between each group through known points of contacts in support of price identification, site support and catalog maintenance.

Definitions:

Intel Catalog Project Manager = The liaison between the supplier and Intel for a catalog implementation responsible for facilitating the catalog implementation process.

Catalog Administrator = Intel Technical coordinator of a catalog. He or she is responsible for the technical implementation of a catalog.

Supplier Manager/Commodity Manager/ Contract Owner = Content Owner. He or she is the overall commercial and contractual contact, the final decision maker on catalog content, and is responsible for resolving Intel/supplier business issues when escalated.

Commodity Product Manager = Intel Product Manager who determines authorized configurations.

Supplier = A company that Intel has contracted for procurement or products and services via an electronic catalog.

TAC – Intel’s Technical Assistance Center

Catalog content = Item pricing, descriptions, products, pictures (if applicable), etc.

Internal catalog = Catalog is hosted on Intel’s infrastructure

External catalog = catalog is hosted on the supplier’s infrastructure.

Topics of Service Level Agreement (SLA)

- a) [Catalog Content](#)
- b) [Identify and agree of the frequency of scheduled catalog content updates by both Intel and the supplier.](#)
- c) [Process to submit scheduled catalog content updates to Intel.](#)
- d) [Process to submit unscheduled catalog content updates to Intel.](#)
- e) [Manual process to submit scheduled catalog content updates to Intel.](#)
- f) [Process for Intel to submit catalog content updates to the supplier.](#)
- g) [External catalog Downtime Notification](#)
- h) [External Catalog change guidelines](#)
- i) [Internal Catalog change guidelines](#)
- j) [Catalog SLA Summary Table](#)

1. Catalog Content

All products covered by the Agreement will be included in the catalog except as otherwise mutually agreed.

2. Frequency of scheduled catalog content updates:

Catalog content will be updated as indicated below. Factors to consider when selecting the frequency of scheduled catalog content updates include:

- Age of product (New, emerging, mature, declining, etc.)
- Price volatility of the product in the marketplace.
- Resource availability to update catalog content.

Check one:

- Monthly = The supplier will send Intel the catalog updates the last business day of the month.
- Quarterly = The supplier will send Intel the catalog updates the last business day of each quarter.
 - (End of Quarter = March, June, September, and December)
- Bi-Annually = The supplier will send Intel the catalog updates the last business day of June and December.
- Annually = The supplier will send Intel the catalog updates the last business day of the year.

In the case that the scheduled Catalog content update falls on a holiday, the supplier will send the catalog update to Intel by the end of the next business day following the holiday.

3. Process to submit scheduled catalog content update to Intel:

Intel and Supplier will follow the following process in connection with updating of catalog content:

The documented steps below are the process that will be used to update **internal** catalog content. Please click [here](#) to view additional internal catalog change guidelines.

1. The supplier will submit internal catalog content updates to Intel in the Catalog Interchange Format (CIF) file by the agreed upon frequency.
 - a. The supplier will send the CIF file to Intel via Intel's secure file transfer application.
 - i. If the file transfer is rejected, the supplier will call Intel's Catalog Admin to resolve the problem.
 1. Time to resolve issue = **2 days** (close of business 2nd day).
 - ii. Once the problem is resolved, the supplier will resend the CIF file.
2. Intel's staging system then performs 2 levels of testing on the CIF file. The 1st test will be to validate the CIF file's format, required fields, item count, etc. The 2nd test will validate that the UNSPSC and unit of measures are valid and that new, changed or deleted items meet the system's data specifications.
 - a. If the CIF file fails either one of those tests, the system will notify the supplier and content owner. The content owner will then be responsible for contacting the supplier to resolve the issues.
 - i. Time to resolve issue = **2 days** (close of business 2nd day).
 - b. Once the issue(s) are resolved, the supplier will resubmit the CIF file.
3. The content owner will then review and approve the catalog content changes.
 - a. If the content owner rejects the catalog content changes, the content owner will contact the supplier to resolve the issues.
 - i. Time to resolve issue = **2 days** (close of business 2nd day).

- b. The catalog administrator will remove the CIF file from the staging system if the file has not been approved.
- 4. Once approved, the CIF file will be converted and loaded into the production environment
 - a. If the file does not convert and load properly, the catalog administrator will be responsible to resolve the issues.
 - i. Time to resolve issue = **1 day**.
 - 1. Once resolved, the catalog administrator will reload the file into the batch cue.
 - 2. If the batch process is not working, the catalog administrator will perform a manual load of the catalog content to the production environment.
 - a. After the manual update of catalog content to the production environment, the catalog administrator will notify the content owner and the supplier that the production catalog has been updated.
 - b. The system will notify the content owner, supplier, and catalog administrator when the new catalog content changes have been accepted and updated in production.
 - i. The catalog administrator will transfer the previous outdated CIF file from the staging system to an archive system.

The documented steps below are the process that will be used to update **external** catalog content. Please click [here](#) to view additional external catalog change guidelines.

1. The supplier will send the content owner **only** those items that have changed, are new, or are being deleted in a format that easily viewable (i.e. Excel).
2. The content owner will then review and approve the catalog content changes.
 - a. If the content owner rejects the catalog content changes, the content owner will contact the supplier to resolve the issues.
 - i. Time to resolve issue = **2 days**.
 - b. The content owner will then contact the supplier that the changes have been accepted and that they can be updated in production.
 - i. The content owner will save the updated file on their hard drive per audit requirements.
3. The supplier will contact the content owner of that the changes have been updated to production.
 - a. Intel requests that a time stamp be posted on the external site to communicate to the end users the last time a catalog content update has occurred.

3. Process to submit unscheduled catalog content updates:

Unscheduled catalog content updates are not encouraged, but will be accepted in certain situations. Below are two acceptable situations for unscheduled catalog content changes. It is at the content owner's discretion to accept an unscheduled catalog content update.

- Extraordinary event causing supply or demand of the product to dramatically rise or fall.
- New government regulations, taxes, etc., that will affect the product's price or supply/demand.

All price updates have to be approved by the content owner before they are updated to production.

It is at the content owner's discretion to approve updates to catalog content other than price.

An unscheduled catalog content update will follow the same process documented above for either an internal or external catalog.

Click [here](#) to view Internal Catalog change guidelines and [here](#) to view External catalog change guidelines.

4. Manual process to submit scheduled catalog content updates to Intel.

In the event that the secure file transfer process documented above is not functioning, the following process will be used to submit a scheduled internal catalog content update to Intel.

1. The supplier will send the content owner **only** those items that have change, are new, or are being deleted in a format that easily viewable (i.e. Excel).
2. The content owner will then review and approve the catalog content changes.
 - a. If the content owner rejects the catalog content changes, the content owner will contact the supplier to resolve the issues.
 - i. Time to resolve issue = **2 days**.
 - b. The content owner will contact the supplier to inform them that the changes have been approved.
3. The content owner will log into the staging system, manually make the changes and save the changes in the staging system.
4. The system will notify the content owner, supplier, and catalog administrator when the new catalog content changes have been accepted and updated in production.

5. Process for Intel to submit catalog content updates to the supplier.

In some situations, it may be necessary for the content owner to request a change be made to the catalog content. The following process documents how the process will occur for an internal catalog.

1. The content owner will send the supplier **only** those items that have change, are new, or are being deleted in a format that easily viewable (i.e. Excel).
2. The suppliers will then review and approve the catalog content changes.
 - a. If the supplier rejects the catalog content changes, the supplier will contact the content owner to resolve the issues.
 - i. Time to resolve issue = **2 days**.
 - b. The supplier will contact the content owner to inform them that the changes have been approved.
3. The content owner will log into the staging system, manually make the changes and save the changes in the staging system.
4. The system will notify the content owner, supplier, and catalog administrator when the new catalog content changes have been accepted and updated in production.

6. External catalog Downtime Notification

In the event that an external catalog is down, or will be down, for any reason, the supplier must identify an owner to send a message to Intel's email box, lce-SAP.it.tac@intel.com. The Supplier owner will also send an email to lce-SAP.it.tac@intel.com when the site comes up. It is at the discretion of the content (contract) owner if they want to notified at the same time Intel's TAC is notified via a CC email. The email will include the following:

- What is the problem?
- How long will it take to fix the problem?
- What is the manual workaround process (if it exists).
- Does the problem impact "in process" Shopping Baskets?
- Will the problem affect any orders?

Typically, if the external catalog is down the supplier will notify any end users trying to use the catalog that there site is down temporarily via a webpage notification.

Intel's Keep the Business Running (KTBR) team will determine if a communication needs to be sent to internal end users of downtime.

7. External Catalog change guidelines:

When the contract owner makes a request for a change the contract owner will identify the request as level 1, level 2 or level 3, and the supplier will perform the change as set forth below.

1. Catalog Change request Levels:
 - a. Level 1 – Critical (Highest level)
 - i. This request is for a change to be posted within 24 hours
 1. Allowances:
 - a. Quick updates
 - b. Urgent notes to post to templates
 2. Limitations:
 - a. New Skus (Where a supplier will need more than 24 hrs to load a sku into the database and create a template.
 - b. Any reprogramming, cosmetic or other changes that are not considered to hinder the end user from making a purchase.
 - b. Level 2
 - i. This request is for a change to be posted within 24 hours
 1. Allowances:
 - a. Quick updates
 - b. Urgent notes to post to templates
 - c. Minor changes – cosmetic or functional.
 2. Limitations
 - a. New Skus (Where a supplier will need more than 24 hrs to load a sku into the database and create a template.
 - b. Any reprogramming, cosmetic or other changes that are not considered to hinder the end user from making a purchase.
 - c. Level 3
 - i. This request is for a change to be posted within 10 business days or by the next price update.
 1. Allowances
 - a. Quick updates
 - b. Urgent notes to post to templates
 - c. Minor changes – cosmetic or functional.
 - d. New SKUs
 - e. Removal of old SKUs.
 - f. Normal monthly SKU updates
 - g. Major changes cosmetic or functional
 2. Limitations
 - a. Any item considered “to be” a next generation programming issue.
 - b. Any reprogramming, cosmetic or other changes that are not considered to hinder the end user from making a purchase.

8. Internal Catalog change guidelines:

When the contract owner makes a request for a change the contract owner will identify the request as level 1, level 2 or level 3, and the supplier will perform the change as set forth below.

1. Level 1
 - a. This request is for a change to be posted within 24 hours.
 - i. Allowances:
 1. Quick updates:
 - a. Quick Updates where minimal (not to exceed 10-20 items) price or descriptive format is required.
 2. Limitations:
 - a. New Skus (Where a supplier will need more than 24 hrs to load a sku into the database).
 - b. Any reprogramming, cosmetic or other changes that are not considered to hinder the end user from making a purchase.
2. Level 2
 - a. This request is for a change to be posted within 72 hours

- i. Allowances:
 - 1. Quick Updates where minimal (not to exceed 10-20 items) price or descriptive format is required.
 - 2. Minor changes cosmetic or functional.
 - ii. Limitations:
 - 1. New Skus (Where a supplier will need more than 24 hrs to load a sku into the database).
 - 2. Any reprogramming, cosmetic or other changes that are not considered to hinder the end user from making a purchase.
3. Level 3
- a. This request is for a change to be posted within 10 business days or by the next scheduled catalog content update.
 - i. Allowances:
 - 1. Quick Updates where minimal (not to exceed 10-20 items) price or descriptive format is required
 - 2. Urgent notes to post to templates
 - 3. Minor changes cosmetic or functional
 - 4. New SKUs
 - 5. Removal of old SKUs from site
 - 6. Normal monthly SKU updates
 - 7. Major changes cosmetic or functional
 - ii. Limitations:
 - 1. Any reprogramming, cosmetic or other changes that are not considered to hinder the end user from making a purchase.

Catalog SLA Summary Table

<u>Description</u>	<u>Intel</u>	<u>Supplier</u>
Frequency of catalog updates	Drive	Support
Process to submit scheduled catalog content updates to Intel.	Support	Drive
Process to submit unscheduled catalog content updates to Intel.	Support	Drive
Manual process to submit scheduled catalog content updates to Intel.	Support	Drive
Process for Intel to submit catalog content updates to the supplier.	Drive	Support
External catalog Downtime Notification	Support	Drive
Internal catalog change guidelines	Support	Drive
External catalog change guidelines	Support	Drive