

## **SCMS Manager Consortium Agreement**

This Agreement is for membership in the SCMS Manager Consortium (“Consortium”) established and maintained by SCMS Manager LLC (“SCMS Manager”). NOTE: Membership in the Consortium does not constitute membership in SCMS Manager LLC.

As used in this Agreement, "you" means the company or entity that is applying for membership. Submission of the application web form will initiate a membership approval process. New members must be approved by the SCMS Manager LLC Core Members at a monthly meeting. After submitting your application, you will be notified at the Business Contact email address provided, with information on the timing of the next Core Member meeting.

By clicking on the "ACCEPT" button on the application form, you are agreeing that you will be bound by and are becoming a party to this Agreement. When an individual enters into this Agreement on your behalf, you will be bound by this Agreement when that individual clicks on the “ACCEPT” button. When they do so, it will also constitute a representation by the individual that s/he is authorized to bind you as a party to this Agreement. If you do not agree to all of the terms of this Agreement, click the "DO NOT ACCEPT" button.

By clicking “ACCEPT” on the application form, the applicant acknowledges and agrees that, upon acceptance by the SCMS Manager as a member, this Agreement represents a binding contract between SCMS Manager and the applicant and commits the applicant to (i) payment of annual membership dues and fees as determined from time to time by SCMS Manager, and (ii) comply with all Consortium guidelines and policies and agreements that SCMS Manager may from time to time adopt on behalf of the Consortium, each as from time to time amended by SCMS Manager (“Governing Documents”). Governing Documents include, without limitation, the (i) SCMS Manager Consortium Member Terms, (ii) SCMS Manager Consortium Member Benefits, (iii) SCMS Manager Standards Board and Ecosystem Audit Committee Policies, Terms and Charters, and (iv) SCMS Manager Antitrust Compliance Policy and Checklist.

Governing Documents are available on SCMS Manager’s public website at the following URL: <https://scmsmanager.org/membership-agreements/>. Applicant acknowledges that it has reviewed copies of each of the Governing Documents and that it understands the contents of each of those documents. Applicant is aware that each of the Governing Documents is subject to revision from time to time by SCMS Manager. SCMS Manager will post all such changes on its publicly accessible website for the Consortium and will notify members that such changes have been posted and the effective date of such changes, which shall not be less than sixty days from the date of notice.

Upon acceptance of your application for membership by SCMS Manager, an invoice will be sent to the Business Contact specified on the application form. Membership rights and privileges will not commence until payment for a full year of membership fees has been received by SCMS Manager. Subsequent annual membership payments are due at the start of the next calendar year. Members who join mid-year will be credited for the pro-rated portion of the annual payment made at the time of joining. Membership renews automatically on January 1 unless SCMS Manager receives notice of non-renewal no later than November 30 of the current membership year. For Observer members, submission of the application form and approval by the Core Members is all that is needed to begin membership.

For Associate membership, please select the appropriate Membership class and dues tier. In calculating the appropriate tier, "Revenues" refers to the total amount of your consolidated revenues as of the end of your last fiscal year for you and your direct and indirect subsidiaries.

This Agreement is effective as of the date of acceptance by SCMS Manager, and is governed by the laws of the Delaware as applied to contracts entered into and wholly performed in Delaware. Any dispute under this Agreement shall be brought in a state or federal court in Delaware.