

AUTHORIZED RESELLERS & SELECTIVE CRITERIA

Distributor may only enter into a Reseller Agreement with Authorized Resellers which meet (or agree to meet, as applicable) and will continue to meet on an ongoing basis the following selective criteria, in Meta's sole determination, that is required of such Authorized Resellers to promote, market, and/or sell Products. To the extent an Authorized Reseller has both B2B and B2C Sales (as defined below), any approval granted to an Authorized Reseller relates solely to its B2B Sales.

1. **Size and Scale:** Authorized Resellers must be of a size and scale to promote and sell the Products to Customers within the Territory.
2. **B2B Focus:** Authorized Resellers must have a demonstrated business focus and expertise on selling and supporting both hardware and software as a service products and/or solutions to other businesses ("**B2B Sales**"). To the extent that an Authorized Reseller also makes sales directly to individual consumers ("**B2C Sales**"), it must be able to demonstrate and ensure on an ongoing basis that its own products, services, and sales channels for businesses and for consumers are clearly distinguished, for example with separate outlets or websites for Customers and individual consumers.
3. **Checks and Controls / Customer Terms:** Authorized Resellers must be able to implement checks or controls (including contractual terms with customers) to ascertain and/or confirm that (i) the Customer intends to make use of products and services they supply only for itself and/or its employees, without redistributing them further; and (ii) if a Customer intends to resell the Products, they are first approved as an Authorized Reseller. Authorized Resellers must agree to pass through the Customer Terms to its Customers by including the applicable links or other documentation as further specified in the Program Policies.
4. **Value-Added Reseller:** An Authorized Reseller must only resell the Products as supplied to it by Distributor. To the extent an Authorized Reseller desires to become a Value-Added Reseller and provide certain Offerings to Customers, the following additional criteria will apply:
 - A. Each Offering provided by Value-Added Reseller must not be detrimental to the brand, image, or reputation of Meta, the Products, or any Meta Affiliate.
 - B. Each Offering provided by Value-Added Reseller must not raise health and safety, privacy, or safeguarding concerns that are not adequately addressed by Value-Added Reseller.
 - C. A Value-Added Reseller must offer a level of customer service to its customers that meets industry standards for similarly situated Offerings and ensure that, once introduced by Meta, relevant members of its staff (as specified in the Program Policies) will and do successfully complete any training program that is required by Meta for Value-Added Resellers within the periods specified in the Program Policies.
 - D. A Value-Added Reseller must have a designated marketing budget and a plan for promotion of the Products and Offerings and must use such budget for the effective promotion of the Products and Offerings.
 - E. A Value-Added Reseller must be willing, on request by Meta (on reasonable notice and no more than once a year), to meet with Meta to review the market(s) for the Products and Offerings and to discuss demand for the Products and Offerings.
5. **Customer Service:** Each Authorized Reseller must offer a level of customer service to Customers that meets industry standards for products and services similar to the Products offered hereunder and ensure that, once introduced by Meta, relevant members of its staff (as specified in the Program Policies) will and do successfully complete any training program that is required by Meta for Authorized Resellers within the periods specified in the Program Policies.
6. **Technical Sales Support:** Authorized Resellers must be able to deploy technical sales support in the Territory at a Customer's site.