

Dante AVIO Promotion Program Brief – Reseller Guidelines

1. **Overview:** In 1H-CY2024, Audinate Pty Ltd ACN 120 828 006 (**Audinate**) will be sponsoring a worldwide promotion for end customers to receive a bonus Bluetooth AVIO Adapter (**Bonus Adapter**) at no charge with any Qualifying Purchase of an Eligible Product from participating Resellers (**Promotion**). This document provides Resellers with the main guidelines for participation in the Promotion. A Reseller's participation in the Promotion constitutes deemed acceptance of these guidelines.
2. For the purposes of these guidelines, the following terms apply:
 - 2.1. **"Eligible Product"** refers to any Dante AVIO Adapter. The list of AVIO adapters is as follows:
 - Audinate ADP-DAO-AU-0X2 - Dante AVIO 2 Channel Output Adapter
 - Audinate ADP-DAO-AU-0X1 - Dante AVIO 1 Channel Output Adapter
 - Audinate ADP-DAI-AU-2X0 - Dante AVIO 2-Channel Input Adapter
 - Audinate ADP-DAI-AU-1X0 - Dante AVIO 1 Channel Input Adapter
 - Audinate ADP-USB-AU-2X2 - Dante AVIO USB Adapter
 - Audinate ADP-USBC-AU-2X2 - Dante AVIO USB-C Adapter
 - Audinate ADP-BT-AU-2X1 - Dante AVIO Bluetooth Adapter
 - Audinate ADP-AES3-AU-2X2 - Dante AVIO AES3 Adapter
 - 2.2. **"Qualifying Purchase"** refers to end customer's purchase of four (4) Eligible Products from a participating Reseller in a single order.
 - 2.3. **"Reseller"** refers to registered channel partners, distributors and/or resellers of Audinate that sell Dante AVIO adapters to end customers.
 - 2.4. **"End customer"** refers to the person or organization that makes a Qualifying Purchase of an Eligible Product from a participating Reseller.
3. **Promotion Offer (to end customers):** "Buy any 4 Dante AVIO adapters in a single order, get a bonus Bluetooth AVIO adapter for free."
4. **Promotional Dates:** Initial promotional window is April 1st 2024 through May 31st 2024. Promotion may be extended and/or modified after these dates depending on response rate.

5. **Promotion Process for Resellers:** Resellers must follow the steps outlined below to receive the Promotion benefits from Audinate as a “**participating Reseller**”.
 - 5.1. Participating Reseller must advertise the Promotion for all or a portion of the promotional window.
 - 5.2. Participating Reseller must implement the promotional offer in a manner that allows for an auditable way to track the Qualifying Purchases and Bonus Adapters provided (i.e. unique promotion code, shopping cart logic, etc.).
 - 5.3. Participating Reseller must fulfill the Bonus Adapter for Qualifying Purchases from their existing stock (see reimbursement process next item).
 - 5.4. Participating Reseller will be reimbursed for all Bonus Adapters given away during the promotional window at original dealer cost using the latest invoices via a credit memo to be issued by Audinate after the Promotion ends. To qualify for the credit memo, participating Resellers must provide proof that the participating Reseller ran the Promotion during the promotional window (i.e. sample advertising, email, physical flyer or catalog, etc) and an auditable report showing how many Bonus Adapters were given away as part of Qualifying Purchases during this window. All reports must clearly indicate the Qualifying Purchases for which the corresponding Bonus Adapters were shipped.
 - 5.5. Completed evidence and reports must be received by Audinate by June 21, 2024 to be considered valid, and credit memos will be processed within 30 days of receipt. Credit memos can be used against the purchase of any future AVIO skus.
 - 5.6. Participating Resellers are encouraged to order additional stock of Bluetooth AVIOs to fulfill the Promotion and account for additional uplift. If a participating Reseller does not have enough stock to fulfill the Promotion, the participating Reseller must order additional stock from Audinate to fulfil the Promotion.
 - 5.7. Participating Reseller is responsible for all shipping charges, including shipments of new AVIO products from Audinate to participating Reseller, and shipments from participating Reseller to end customer, notwithstanding any additional shipping promotions that participating Reseller may offer to end customers.

5.8. All AVIO products purchased by the participating Reseller that are associated with the Promotion are non-refundable.

6. Audinate Marketing Support: Audinate will assist participating Resellers with the Promotion as follows:

6.1. Audinate will provide marketing material for participating Resellers to use to publicize the Promotion, including sample digital ads, html emails, images and messaging. Marketing material in support of the promotion can be found here: <https://www.audinate.com/company/partner-with-audinate/avio-marketing>.

6.2. Participating Resellers must make reasonable and lawful terms and conditions for the Promotion available to end customers before or at the point of purchase.

6.3. Audinate will be publicizing the Promotion to our expansive database of Dante users through email and social media campaigns, and via an advertising campaign with AV publications globally. All promotional and advertising campaigns will direct customers to participating Resellers, but to be included in the advertising and/or landing pages resellers must notify us 2 weeks before the start of the Promotion if they plan to participate, and for what dates.

7. General:

7.1. If the Promotion is interfered with in any way or is not capable of being conducted as reasonably anticipated due to any reason beyond the reasonable control of Audinate, Audinate reserves the right, to the fullest extent permitted by applicable law, to modify, suspend, terminate or cancel the Promotion, as appropriate.

7.2. Participating Reseller agrees that provisions relating to compliance with applicable laws, limitation of liability and governing law as set out in Participating Reseller's distribution agreement with Audinate apply to these guidelines as if set out in full herein (with the necessary changes as to detail).

7.3. For all queries about this Promotion, including submission of proof of promotion for credit memos, please contact your sales account manager.