SCHEDULE 1
PROGRAM DISCOUNTS

This Schedule 1 is posted at www.rackspace.com/information/legal/pespascheduleone. Pursuant to Section 4 of the Agreement, Rackspace may update Schedule 1 by way of updating the aforementioned website. As such, in case of any conflict between this Schedule 1 and the aforementioned website, the terms and conditions of the aforementioned website shall prevail.

1. ELIGIBLE SERVICES.

TYPES OF ELIGIBLE SERVICES	ELIGIBLE SERVICES EXAMPLES
Private Cloud	Dedicated, Dedicated Exchange, VMWare, VMWare Private, Microsoft Private, OpenStack Private
Managed Private Cloud Services	Rackspace Email, Rackspace Public Cloud, Object Rocket (Data Stores), Pivotal Cloud Foundry, Rackspace Application Services
Managed Third Party Cloud Services*	Third party cloud support services (e.g. AWS, Azure, Google, O365)*
Managed Add-On Services	Rackspace Managed Security Services
Colocation Services	
Third-Party Licenses	O365
Rackspace Government Services**	Rackspace Government Cloud on VMware, Rackspace Government Cloud on AWS (support services only), RISC Advisory Services, RISC Gap Assessment, RISC Workshop
* Support services only. ** Available on a case by case basis only.	

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2. DISCOUNTS.

2.1. Preferred Up-Front Pricing.

Rackspace shall provide Preferred Up-Front Pricing to each Portfolio Company that enters into a New Contract for Managed Public Cloud Service Blocks for an initial term of at least six (6) months in accordance with the Preferred Up-Front Pricing in the table below.

		Managed Public Cloud Service Blocks			
		Platform Essentials[1]	**Platform Essentials Fortified at Business Support[2]**	**Manage & Operate[3]**	**Architect & Deploy[4]**
Monthly MPC Infrastructure Spend Tier (USD)	**$0* - $4,999**	10.0%	16.50%	28.0%	17.0%
	$5,000 – $14,999	9.0%	18.50%	28.0%	10.0%
	$15,000 - $ 24,999	7.5%	14.50%	20.0%	9.0%
	$25,000 – $49,999	7.0%	12.50%	18.5%	8.0%
	$50,000 - $99,999	7.0%	8.60%	18.0%	7.0%
	$100,000 – $199,999	7.0%	8.50%	17.0%	6.0%
	$200,000 – $349,999	7%	7.50%	10.2%	5.0%
	$350,000 - $499,999	6.0%	5.00%	8.0%	4.0%
	$500,000 - $999,999	5.0%	4.50%	7.5%	3.0%
	$1,000,000+	3.0%	4.25%	7.0%	2.0%

[1] The minimum monthly fee for Platform Essentials is $500.
[2] The minimum monthly fee for Platform Essentials Fortified at Business Support is $1,100.
[3] The minimum monthly fee for Manage & Operate is $1,000.
[4] The minimum monthly fee for Architect & Deploy is $850.

Preferred Up-Front Pricing percentages are based upon: (A) the type of Managed Public Cloud Service Block purchased under the New Contract; and (B) the Monthly MPC Infrastructure Spend Tier.

(A) "**Managed Public Cloud Service Block**" means either: (i) Platform Essentials, (ii) Platform Essentials Fortified at Business Support, (iii) Manage & Operate, or (iv) Architect & Deploy.

(B) "**Monthly MPC Infrastructure Spend Tier**" means the tier that the Monthly MPC Infrastructure Spend falls within, and the "**Monthly MPC Infrastructure Spend**" means the sum of each Portfolio Company's Monthly Recurring Fees on the third-party public cloud infrastructure (AWS, Azure, GCP) that is managed by Rackspace.

The Managed Public Cloud Service Block pricing table above is based on a waterfall structure, for which a companion calculator can be provided. For example, if a Portfolio Company has a Monthly MPC Infrastructure Spend of $150,000 (during January 2021), Rackspace would charge Strategic Partner the following for Platform Essentials during the month of January 2021:

10% of the first $4,999 spent (i.e. $499.90)
9.0% of the following $9,999 spent, (i.e. $899.91)
7.5% of the following $9,999 spent, (i.e. $749.93)
7.0% of the following $24,999 spent, (i.e. $1,749.93)
7.0% of the following $49,999 spent (i.e. $3,499.93), and
7.0% of the following $50,000 spent (i.e. $3,500.00)

Total: $10,899.60 (for Platform Essentials in January 2021) Portfolio Company would also be entitled to a 10% Volume Credit (off of the Platform Essentials monthly fee) in accordance with Section 2 below.

2.2. Volume Credits.

Rackspace shall provide a monthly recurring credit ("**Volume Credit**") to each Portfolio Company that enters into a New Contract. Volume Credits will be issued no later than ninety (90) days after Rackspace issues the Portfolio Company an invoice for the corresponding services under the New Contract.

(A) Tiered Volume Credits.

Tier	Monthly Spend	Volume Credits Private Cloud and Managed Private Cloud Services
1	$1,500,000+	19%
2	$1,000,000 - $1,499,999	18%
3	$700,000 - $999,999	17%
4	$450,000 - $699,999	16%
5	$0 - $449,999	15%

Tiered Volume Credits percentages are based upon the Monthly Spend Tier.

"**Monthly Spend Tier**" means the tier that the Monthly Spend falls within, and "**Monthly Spend**" means the sum of all of Strategic Partner's Portfolio Companies' monthly recurring fees on Private Cloud and Managed Private Cloud Services within a month, which expressly excludes any non-recurring amounts such as set up fees, professional services fees, one-time licensing fees, bandwidth overages, credits, sales taxes or like charges of governmental entities.

At the end of each calendar quarter, Rackspace shall calculate the average Monthly Spend for that calendar quarter. If the quarterly audit reflects a change in the Monthly Spend Tier, then Rackspace shall communicate such change to Strategic Partner. Any New Contracts entered into after such communication will be subject to the Volume Credit percentages corresponding to the change. Any New Contract entered into prior to such communication remains subject to the previously-applicable Volume Credit percentages (if any). For the avoidance of doubt, any Upgrades after such communication are not subject to the previously-applicable Volume Credit percentages (if any).

(B) Flat Rate Volume Credits.

Types of Eligible Services	Volume Credits
Managed Third Party Cloud Services*	10%
Managed Add-on Services	10%
Colocation Services	10%
Third Party Licenses	3%
*** Support Services Only**	

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