



# Eagle & Thistle Ltd — Partner Marketplace Policy (One Page)

Applies to Sales & Product Partners (Individuals and Registered Businesses) • Effective: Aug 11, 2025

## 1) Scope & Eligibility

- Accepts Individuals (certified installers/sales) and Registered Businesses (distributors, OEM reps, resellers, e-commerce).
- All listed products must be power-efficient renewable energy items (PV, inverters, BESS, BOS, efficient appliances) with verifiable quality and warranty.
- Eagle & Thistle (E&T;) is Merchant of Record for marketplace sales.

## 2) Agreement Term & Territory

- Vendor/Reseller Term: 12 months, auto-renew; termination with 30-day notice or immediate for counterfeit/unsafe goods.
- State Sales Representative (SSR) Program: 24 months; non-exclusive by default. Exclusive per state may be granted upon KPI achievement (see §10).

## 3) Fees (One-time & Ongoing)

- Onboarding: Individuals \$50,000; Businesses \$150,000.
- Listing per SKU: \$5,000 (initial); Catalog update per SKU: \$2,000; Optional catalog plan: \$10,000/month (unlimited updates).
- All fees exclusive of applicable taxes; currency localizes by region (GBP/NGN).

## 4) Commissions & Revenue Share

A) Marketplace Product Sales (E&T; is Merchant of Record; % on net item price excl. VAT/ship):

- Panels 8% • Inverters/Hybrid 12% • Batteries/BESS 10% • BOS/Accessories 15%.
- Payment processing 1.5%; reserve 2% for returns/chargebacks (released at payout if clean).

B) State Sales Representative (SSR): 5% of state GMV; 7% tier if ≥ \$50m quarterly GMV.

C) Services/EPC Referral: 3% of contract value; 40% on first client payment, 60% at practical completion.

- Stacking rule: pay the higher of vendor payout vs referral; add +1% referral bonus for verified demand gen when applicable.

## 5) Payment Flow & 60-Day Verification Hold

- T+0: Customer pays E&T; → T+3: Dispatch (48–72h SLA) → T+7: Proof of Delivery → T+30: Return window closes → T+45: DOA/warranty triage → T+60: Vendor payout (net of fees; reserve released if no active claims).

## 6) Compliance & Anti-Counterfeit (Mandatory)

- Individuals: Government ID, TIN, bank proof, competence certs.
- Businesses: CAC/RC, TIN, bank letter, manufacturer authorization (for brand SKUs), IEC/UL test reports as applicable, warranty policy.
- Anti-counterfeit affidavit required. Zero tolerance: immediate termination and forfeiture of unpaid amounts for fake/unsafe goods.

## 7) Onboarding Workflow

Start → Choose Individual/Business & Role(s) (Vendor/Reseller • SSR • Installer) → KYC & document uploads → Product category declarations → Accept T&Cs, Anti-Counterfeit, Payment Hold Policy → Pay onboarding fee → Submit →

Admin review → Approval → List SKUs (pay listing fees) → Admin QA → Live.

## 8) Orders & Fulfillment (Vendors)

Order paid to E&T; → Vendor receives order → Pack & ship (48–72h) → Upload waybill/PoD → Return window (30 days) → Warranty triage → Payout at T+60 (minus fees).

### **9) Returns, Warranty & Disputes**

- Returns: 30-day DOA/defect; RMA via CRM.
- Warranty: vendor/manufacture terms apply; E&T; coordinates.
- Disputes: funds held until resolution; evidence uploaded in CRM tickets.

### **10) SSR KPIs & Exclusivity**

- KPIs per quarter: GMV target, complaint rate < 1.5%, return rate < 3%, response time < 24h.
- Exclusive state rights may be granted after 2 consecutive quarters meeting KPIs (≥ \$50m GMV each), with 60-day cure if missed later.

### **11) No Circumvention & Channel Integrity**

- Partners agree not to bypass E&T; channels for leads/orders originating via E&T; for the Term and 12 months thereafter.

### **12) Contact & Acceptance**

- Portal: [partners.eaglethistle.com](https://partners.eaglethistle.com) (login required). For legal/ops queries: [partners@eaglethistle.com](mailto:partners@eaglethistle.com).
- By applying, paying the onboarding fee, listing products, or accepting orders, Partner acknowledges and accepts this Policy.