

Alternative Terms for Incentives

The Alternative Terms for Incentives below will replace or supplement the equivalent provisions in the Additional Terms for MPN Programs as noted. In the event of a conflict between the Country-Specific Provisions in the MPN Agreement and these Alternative Terms for Incentives, these Alternative Terms for Incentives will govern with respect to incentive payments.

1. Applicability

- a. These Alternative Terms for Incentives apply to the following incentive programs (as defined in the applicable Program Guides): (1) Enterprise, (2) Commercial Distributor, (3) Surface (ADD only)¹, (4) SPLAR, and (5) Subsidiary-managed campaigns to transacting partner¹

¹Programs not available in Brazil.

2. Taxes on Incentive Payments.

If you are located in France, the United Kingdom, Germany, Australia, Austria, Belgium, Denmark, Finland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, or New Zealand, the following alternative terms for incentives will apply:

Taxes. Payments arising out of this Agreement are issued in the form of a Microsoft credit memo (or other normal payment method depending on Company's jurisdiction) based on Microsoft standard practice. The payments Company receives under this Agreement will be exclusive of any applicable goods and services tax, value added tax, sales tax, gross receipts tax, or any other tax that is owed by Microsoft related to the payments. It is recommended that Company consult a tax advisor with any question or concern about the taxes that apply to it in relation to this Agreement.

3. Applicable Law.

Notwithstanding Section 11 of the MPN Agreement, if you are located in Brazil, France, the United Kingdom, Germany, Australia, Austria, Belgium, Denmark, Finland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, or New Zealand, then the parties: (1) agree that the Additional Terms for MPN Programs are governed by and construed according to the laws of the country in which you are located; and (2) for disputes related to the Additional Terms for MPN Programs, consent to the jurisdiction of and venue in the courts of the country in which you are located.

4. Microsoft Contracting Entity.

Notwithstanding Section 11 of the MPN Agreement, if you are located in Brazil, France, the United Kingdom, Germany, Australia, Hong Kong, Austria, Belgium, Denmark, Finland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, or New Zealand, the Microsoft contracting entity with respect to these Additional Terms for MPN Programs shall be the Microsoft entity set forth in the table below from whom the applicable incentive payment was received.

Partner Location	Microsoft Contracting Entity
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Brazil	Microsoft do Brasil Importação e Comércio de Software e Video Games Ltda Avenida Das Nacoes Unidas, 12901 – Torre Norte Andar 27 Parte A Brooklin Paulista, São Paulo SP. CEP: 04578-000
France	Microsoft France SAS
United Kingdom	Microsoft Limited
Germany	Microsoft Deutschland GmbH
Austria	Microsoft Österreich GmbH AM Euro Platz 3, 1120 Wien, Austria
Belgium	Microsoft NV Da Vincilaan 3, Corporate Village, 1935 Zaventem, Belgium
Denmark	Microsoft Danmark ApS Kanalsej 7, 2800 Kongens Lyngby, Denmark
Finland	Microsoft Oy Keilalahdentie 2-4, 02150 Espoo, Finland
Italy	Microsoft Srl Microsoft House, Viale Pasubio 21, 20154 – Milano, Italy
Netherlands	Microsoft BV Postbox 12377, 1100 AJ, Amsterdam, Zuidoost, Netherlands
Norway	Microsoft Norge AS Lysaker torg 45, 1366 Lysaker, Norway
Portugal	MSFT Software Para Microcomputadores, Lda Rua Fogo de Santelmo, Lote 02.07.02, 1990-110 Lisbon
Spain	Microsoft Iberica S.R.L. Paseo Club Deportivo 1, Pq Emp La Finca-Edif. 1 Pozuelo de Alarcon, 28223 Madrid, Spain
Sweden	Microsoft AB Box 27, 164 93 Kista, Sweden
Switzerland	Microsoft Schweiz GmbH Richtistrasse 3, CH-8304 Wallisellen, Switzerland
Incentives for hardware sales in Hong Kong and indirect incentives in Australia and New Zealand	Microsoft Ireland Operations Limited Atrium Building Block B Carmenah Road Sandyford Industrial Estate
Direct incentives in Australia	Microsoft Pty Limited 1 Epping Road, North Ryde, NSW 2113, Australia
Direct incentives in New Zealand	Microsoft New Zealand Limited Microsoft House, Level 5/22 Viaduct Harbour Ave, Auckland, 1010, New Zealand