



PARTICIPATING ADDENDUM TO CLOUD SERVICES AGREEMENT

This Participating Addendum dated October 8, 2020 (“**Addendum Effective Date**”), by and between AppDynamics LLC (“**AppDynamics**”) and RainFocus, Inc. (“**Supplier**”) (the “**Addendum**”), supplements the Cloud Services Agreement (the “**Agreement**”), as amended, dated April 28, 2017, by and between RainFocus, Inc. (the “**Supplier**”) and Cisco Systems, Inc. and its Affiliates (“**Cisco**”).

WHEREAS, Cisco, the parent company of AppDynamics, entered into the Agreement to procure an application and service for hosting on a Supplier Cloud Platform from Supplier;

WHEREAS, AppDynamics, a wholly-owned subsidiary of Cisco, a party to the Agreement, wishes to also procure an application and service for hosting on a Supplier Cloud Platform from Supplier in connection with AppDynamics’ rights as an Affiliate of Cisco; and Supplier hereby acknowledges that (i) AppDynamics is a wholly owned subsidiary of Cisco, a party to the Agreement; and

WHEREAS, AppDynamics and Supplier wish to enter into this Addendum to: (i) facilitate AppDynamics’ purchases of Services under the Agreement and (ii) include certain additional rights and obligations on the parties.

Therefore, the parties agree as follows:

1. Addendum Terms and Conditions.

- 1.1. Generally. Capitalized terms not otherwise defined herein shall be deemed to have the meanings set forth in the Agreement. The term “[t]his Agreement” shall mean the Agreement as amended by this Addendum.
- 1.2. Applicability. Supplier hereby acknowledges that (i) AppDynamics is an Affiliate pursuant to Section 1.1 of the Agreement; (ii) and at all times for which the Agreement is deemed to be a separate agreement between Supplier and AppDynamics, such separate Agreement shall fully incorporate the changes set forth in this Addendum. For clarity, nothing in this Addendum will amend the Agreement as between Supplier and Cisco, or such parties’ rights and obligations thereunder.
- 1.3. Amendment. The Agreement is hereby amended as follows:
 - 1.3.1. The term “Cisco” throughout the Agreement shall be a reference to “AppDynamics.”
 - 1.3.2. Subsection 9.5 (Existing NDA) of Section 9. Confidential Information is deleted in its entirety.
 - 1.3.3. Subsection 16.1(a) of Section 16 is deleted and replaced in its entirety with:

16.1 a) This Agreement shall commence on the Effective Date and will continue until terminated pursuant to this Section 16.
 - 1.3.4. The following subsection is added to Section 20. Nature of this Agreement:

20.3 Cisco Affiliates may enter into one or more Statements of Work to purchase Services from Supplier. By entering into a Statement of Work with Supplier, a

Cisco Affiliate agrees to be bound by the terms and conditions of this Agreement as if it were an original party hereto, unless otherwise amended by the parties, and the terms of this Agreement that apply to Cisco shall apply to the Cisco Affiliate.

1.3.5. With respect to Section 21.5, AppDynamics address for notice shall be the following:

AppDynamics LLC
303 Second Street, North Tower, Eighth Floor
San Francisco, CA 94107
USA

- 1.4. Conflicts. In the event of a conflict between the terms of this Addendum and the Agreement, the terms of this Addendum shall govern. Except as expressly modified herein, the terms of the Agreement shall remain in full force and effect.
- 1.5. Authority. The person signing this Addendum for each party represents that s/he is duly authorized by all necessary and appropriate corporate action to enter into this Addendum on behalf of such party.
- 1.6. Law and Jurisdiction. The parties agree that this Addendum and any dispute arising hereunder shall be governed by the laws of the State of California to settle any dispute or claim (whether contractual or non-contractual) that arises out of or in connection with this Addendum or its subject matter or formation.

IN WITNESS WHEREOF, the parties hereto have executed this Addendum as of the Addendum Effective Date.

RainFocus, Inc.:

Signature: _____

Name: Mike Olson

Title: CFO

Date: October 8, 2020

DocuSigned by:

Michael Olson

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AppDynamics LLC:

Signature: _____

Name: _____

Title: _____

Date: _____

DocuSigned by:

George Karamanos

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George Karamanos

General Counsel

October 8, 2020