



NUANCE CONNECTIONS PARTNER PROGRAM

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Section One: Nuance Connections Partner Program Overview

Introduction

Nuance is a global leader in customer interaction solutions. Nuance creates solutions that bridge the gap between people and technology. Leveraging industry-leading tools for understanding voice, touch, gesture and other meaningful inputs, Nuance creates solutions that intelligently understand people and seamlessly deliver the exact information, answers and solutions they seek.

The Nuance Connections Partner Program recognizes the important role our partners play in meeting customer needs for end-to-end contact center solutions, and in expanding Nuance's market reach. Its goal is to enable partner success by:

- Supporting partners through tools, training opportunities, support and other resources.
- Rewarding Nuance partners for their commitment and performance.
- Reducing conflict through consistent and transparent sales engagement principles.
- Ensuring that our mutual customers have access to the best end-to-end customer interaction solutions.

Objectives

The Nuance Connections Partner Programs is designed to create new revenue and market opportunities for Nuance partners by developing strong relationships and cooperation that promote mutual growth and profitability. This program allows us to work with partners to market a new generation of innovative customer interaction solutions that blend complementary products, services and technologies from solution innovators and industry leaders around the globe.

Membership

The Nuance partner ecosystem includes a wide variety of partner types whose capabilities enrich and extend Nuance offerings, such as Value Added Resellers, System Integrators, and Service Providers. Participation in the Nuance Connections Partner Program is available to all companies with a current partner agreement with Nuance.

Partners who do not have a direct reseller agreement with Nuance but purchase Nuance technologies and services through an authorized third party may also be eligible for program membership through a simplified partner agreement.

Partners qualify for a rich set of core benefits through compliance with Terms and Conditions of their partner agreement and the Connections Program. Incremental benefits may be made available at Nuance's discretion to partners who reach certain milestones which reflect increased commitment to the partnership.

Member Benefits

In addition to the benefits detailed in this document, from time to time, other opportunities for member promotion and support will be presented. Opportunities such as inclusion in Nuance marketing and sales campaigns, highlights on Nuance internal and external websites and participation in customer events may be offered to partners based on their demonstrated commitment and performance. Connections members will be notified when such benefits become available.

Nuance may add to, modify or discontinue any of the benefits listed in this guide based on member feedback, member usage, benefits availability and feasibility, as well as other business conditions that change over time.

In the following table:

- ✓ Indicates benefits available to all members. \$ Indicates benefit is available to members, but there may be a fee associated with the benefit.
- Indicates incremental benefits which may be made available at Nuance’s discretion to partners who reach certain milestones in revenue, training, and specialization.

BENEFIT	AVAILABILITY
Partner Resource Portal · On-demand access to datasheets, white papers, presentations, demos, etc.	✓
Partner Webinar Briefings and Partner Newsletter · Regular communication of product availability and features, industry updates, Nuance news, product roadmaps, etc.	✓
Sales Training Opportunities · Sales enablement programs delivered through variety of mediums including online, on-demand and face-to-face	✓
Technical Training and Product Certification · Required for resale of select products · Enabling for delivery of first line support · Available through Nuance University	✓ \$
Deal Registration Program · Provides transparent communication between sales teams. See Section 3 of this Program Guide for details	✓
Account Specific Sales Support · Dictated by the Deal Registration Process, may include prospect briefings and presentation support and/or Nuance content for RFI, RFP, other contract vehicles	✓
Partner Locator · Online logo and profile to differentiate partner’s capabilities	✓
Dedicated Account Manager · Dedicated Account Manager to champion the relationship at the sales, executive, and product levels.	•
Joint Business Planning · Cooperative product planning and go-to-market strategy sessions	•
Customized Marketing Support · Communications and sales tools customized to reflect a specific partnership and combined capabilities	•
Awareness and Lead Generation Initiatives · Joint market-facing initiatives including campaigns or joint development of customer success stories	• \$

Member Benefits

All partners will be required to comply with the Connections membership requirements set forth in the table below and as otherwise specified in their contract.

REQUIREMENTS
<p>Valid Agreement</p> <ul style="list-style-type: none"> · All partners must have a current signed partner agreement with Nuance
<p>Assigned Business and Technical Contacts</p> <ul style="list-style-type: none"> · Members must name a business and technical contact in each region covered by our agreements
<p>Technical Competency</p> <ul style="list-style-type: none"> · All members must have staff that can demonstrate competence for the Nuance products/solutions associated with its membership · All members must have sufficient technical competency to provide customer/technical support in each region as stipulated by contract · Training, testing, and certification are available for Connections members through Nuance University · Nuance expects all partners to engage Nuance Professional Services where partners do not have the training and/or experience to deploy a project
<p>Adherence to Sales Engagement Principles</p> <ul style="list-style-type: none"> · Sales engagement principles guide day-to-day activities in the field and ensure clear communication and common understanding of sales responsibilities (see Section 2 for details on Sales Engagement Principles). Partner actions in conflict with such principles will be basis for re-evaluation of the partner membership in the Connections program
<p>Reporting</p> <ul style="list-style-type: none"> · All Connections members must provide royalty reporting as stipulated by contract requirements
<p>Minimum Annual Revenue</p> <ul style="list-style-type: none"> · The Nuance Connections Partner Program runs from October through September of each calendar year. Members are expected to maintain annual revenue of \$40,000 in combined Nuance licenses and services directly to Nuance or through authorized third party in order to access program benefits. Failure to reach minimum annual revenue requirements may be basis for loss of benefits under this program.

Section Two: Sales Engagement Principles

Introduction

Nuance values our partners and strives to provide fair and reasonable business guidelines that optimize opportunities for both Nuance and our partners – while providing the best end-to-end solutions to our joint customers. Sales Engagement Principles between Nuance and its partners are designed to guide day-to-day activities, ensuring clear communications through the sales process and successful partnerships.

These Sales Engagement Principles supplement but do not replace the contractual relationship that exists between Nuance and its partners. It is important to note that deal-specific Sales Engagement Principles only apply when an opportunity is registered as part of Nuance Deal Registration Program (See Section 3 below for more details on deal registration) which alerts Nuance to a partner's interest and intentions within an account.

Nuance reserves the right to modify Sales Engagement Principles as required to reflect partner feedback and address changing business conditions. Partners will be notified in a timely manner of any changes or updates.

Nuance Go-to-Market Coverage Model

Nuance will publish a Nuance Named Account List by region with companies that represent the focus of Nuance direct sales efforts for Enterprise Customer Solutions. Nuance will make this list available to Nuance Connections partners and expects to actively drive discussions and strategy within these accounts. Nuance will likely work with partners to fulfill these accounts, but Nuance reserves the right to work opportunities with these accounts in order to optimize the customer experience.

All business with accounts not on the Nuance Named Account List will be fulfilled through Nuance Connections partners, with Nuance providing deal support as requested. The Nuance sales compensation plan reflects and supports this commitment to fulfill indirectly.

The only exceptions to indirect fulfillment, beyond occasional opportunities within the Named Account list, are as follows:

- When a recent, direct contract between Nuance and the account exists and the identified opportunity is related to or an extension of the existing project.
- When an account wishes to purchase a product not yet available through Nuance Connections partners.
- When Nuance and a partner jointly work to close a deal and the partner requests that the deal should be papered through Nuance.

Nuance will update and publish its Named Account List on an annual basis.

Nuance Deal Registration Overview

In an effort to provide effective and equitable support to partners, and with the intent to ensure open communication and avoid misunderstandings in the field, Nuance provides a mechanism for partners to register opportunities.

By registering an opportunity, a Connections member is eligible for customized Nuance field sales support, as desired, in support of the partner's deal strategy, including sizing, quotes, joint sales calls, etc.

Deal registration ensures that joint Sales Engagement Principles will be strictly adhered to and enforced by Nuance sales management. Nuance also commits not to introduce competing offers or partners into any registered deal. **See Section Three for further details on the deal registration program and process.**

Non-registered opportunities will continue to receive support from the partner management team responsible for promoting and maintaining Nuance Connections partnerships.

Guiding Principles for Nuance/Partner Sales Engagement

In its Named Accounts, Nuance will work with appropriate partners as directed by the customer and will respect the company's decision as to how they wish to purchase Nuance products and services (i.e., directly from Nuance or through a partner). The customer is the final arbiter for such decisions.

- Nuance will work directly with account to optimize opportunity and shorten sales cycle.
- Nuance will lead with Nuance services and broad portfolio of products.
- Nuance will follow account led requirements on fulfillment via authorized 3rd party or direct from Nuance.
- Nuance will work with partners when it is the optimal situation for the account.
- Nuance will not provide 'partner pricing' to the account.
- In a competitive situation, the Nuance partner manager will support partners for Nuance solutions and services, maintaining the confidentiality of partner-specific strategy and information.
- Basic solution information provided by Nuance to partners, such as Nuance list pricing, will be consistent across partners and will not be considered confidential.

How Nuance works with partners on opportunities within companies not on the Named Account list will be determined by the registration of the opportunity and may be impacted by the account's preference and requirements, however fulfillment will always be through a partner.

The following guiding principles articulate how Nuance and its partners will engage collectively to ensure that all customers have an exceptional experience with Nuance products and services – including the ability to engage with focused, highly capable partners – and to drive new revenues for both organizations.

Situation 1: Partner led - Opportunity discovered, registered and being worked by partner

- Nuance will provide support, as requested, to partner(s) that register the opportunity, including coverage by the applicable geography sales rep and access to Nuance resources.
- Nuance will provide support to all partners that register an opportunity but commits not to introduce competing offers or partners into any registered deal.

- If multiple partners register the same opportunity, Nuance will enforce confidentiality of any and all partner-specific strategy and information.
- Basic solution information provided by Nuance to partners, such as Nuance list pricing, will be consistent across partners and will not be considered confidential.
- Nuance will work directly with partner to optimize the opportunity and shorten the sales cycle.
- Nuance will follow partner lead and collaboratively work with partner and account.

Situation 2: Nuance led - Opportunity discovered & developed by Nuance

- Nuance will work with account to determine partner preference.
- If the company does not have a preferred vendor, Nuance will review the list of partners in a region and align skills and certification to the opportunity, giving the lead to the Connections partner that Nuance determines can optimize the opportunity and shorten the sales cycle.
- In Nuance-originated opportunities, Nuance reserves the right to have partner include Nuance services in the proposal to the account.
- Partner agrees not to introduce competitive solutions into Nuance-led opportunities or accounts.

Situation 3: Partner led - Opportunity registered and being worked by partner but account requests Nuance work with a partner that did not register the opportunity

- Nuance will work directly with partner who has registered the opportunity to optimize the opportunity and shorten the sales cycle.
- Nuance will not introduce another partner, but will provide support to all partners including the partner that the account has requested as their preference, as long as that partner registers the opportunity.
- Nuance will enforce confidentiality of any and all partner-specific strategy and information.
- Basic solution information provided by Nuance to partners, such as Nuance pricing, will be consistent across partners and will not be considered confidential.
- Nuance will follow partner lead and collaboratively work with partner and the account.
- Nuance will only provide services as requested by partner.

Situation 4: Partner led – Opportunity discovered and registered by partner, but account is requesting direct pricing, quotes, or terms from Nuance without partner's involvement

- Nuance will request that the customer explain its rationale.
- Nuance will advise the account of the partner's good standing with Nuance, Nuance support for the partner, and Nuance's indirect fulfillment policy.
- Nuance will notify the Partner Manager of the account's interest/request within 2 business days
- Nuance will team with the partner to set up a joint call with the account and participate as appropriate to support the partner and resolve any issues.
- If not successful, Nuance will require the customer to communicate directly to partner reasons for termination of the relationship.

- Nuance will not provide the account with pricing, product information and/or terms unless requested/approved by the partner.

Situation 5: Partner led – Account requests partner to remove Nuance solutions from partner proposal/deployment

- Partner will request that the customer explain its rationale.
- Partner will notify the Nuance Partner Manager of the account's request within 2 business days.
- Partner will attempt to resolve issues between customer and Nuance.

Resolution of Conflict with Sales Engagement Principles

The Sales Engagement Principles are intended to cover the vast majority of standard situations encountered in the field. In the event opportunities fall outside of these guidelines the Nuance and partner account teams will jointly discuss and come to decision on the best solution to deliver to the customer.

Engagement conflicts, disagreements or concerns that cannot be resolved by the joint account teams will be brought to the attention of the appropriate Nuance Partner Manager who will mediate. If unable to resolve concerns or disagreements at that level, the Partner Manager will escalate and form a resolution team with the appropriate partner sales leader and Nuance field sales leader. The resolution team will work together to address the dispute and jointly decide how to deliver to the customer.

Customer preference will be the deciding factor in cases which cannot be otherwise resolved.

**Section Three:
Deal Registration Guidelines and Processes****Introduction**

The Sales Engagement Principles are intended to cover the vast majority of standard situations encountered in the field. In the event opportunities fall outside of these guidelines the Nuance and partner account teams will jointly discuss and come to decision on the best solution to deliver to the customer.

Engagement conflicts, disagreements or concerns that cannot be resolved by the joint account teams will be brought to the attention of the appropriate Nuance Partner Manager who will mediate. If unable to resolve concerns or disagreements at that level, the Partner Manager will escalate and form a resolution team with the appropriate partner sales leader and Nuance field sales leader. The resolution team will work together to address the dispute and jointly decide how to deliver to the customer.

Customer preference will be the deciding factor in cases which cannot be otherwise resolved.

Registration Requirements

Nuance will approve all new opportunity registrations as long as they meet the registration guidelines.

In order to register a deal, the partner will be required to supply:

- Customer name and corporate address.
- Customer contact (name and title).

- Specific opportunity (division, project name and description, etc.).
- Timelines (opportunity must be scheduled for a decision in the next 12 months).
- Opportunity size.
- Last contact with the customer (date, context).

Other requirements:

- The submitted opportunity must be for new business or a new project utilizing Nuance products and/or services.
- The opportunity must be a minimum of \$20,000 in combined Nuance services and licenses.
- The partner must be in good standing within the Nuance Connections Partner Program.
- Partners must submit the opportunity via the Nuance Deal Registration Program guidelines.
- If the end-user is a public entity, the partner must have a valid agreement to sell to that entity.
- Before registering a deal, the partner must have made reasonable pre-sales efforts, such as meeting with decision-makers, qualifying the deal, helping the account to quantify the project budget and/or define basic project requirements to include Nuance products or services.
- The partner must provide sufficient information when registering the deal to allow Nuance to determine if the partner is well positioned to service the deal.
- Nuance may choose not to approve registration of an opportunity within a Nuance Named Account if that opportunity was discovered and led by Nuance. In such a case, no information from the partner provided during the registration process will be shared with any member of the Nuance direct sales team.

Deal Registration Process

The partner must submit the deal for review using the deal registration form located at www.nuance.com/connections-partner.

If a deal registration is approved, Nuance will notify the partner by email within 5 business days.

If a deal registration is declined, Nuance will notify the partner by email within 5 business days and will include the reason(s) for such decision.

Registration of Multiple Partners

Up to three partners may register the same opportunity. Nuance will provide support to all partners that register an opportunity but commits not to introduce competing offers or partners into any registered deal.

If multiple partners register the same opportunity, Nuance will commit to the confidentiality of any and all partner-specific strategy and information, including the identity of any other partners who may have registered the same opportunity.

Basic solution information provided by Nuance to partners, such as Nuance list pricing, will be consistent across partners and will not be considered confidential.

In the case of public RFP's, Nuance reserves the right to approve deal registration for more than three partners.

Deal Registration Approval Period

A partner must close the registered deal prior to the expiration of the Approval Period which is 12 months in length. Partners may request one extension per deal. At its discretion, Nuance may extend the Approval Period if sufficient justification exists.

Deal Registration Benefits

Deal registration allows Nuance to provide effective and equitable support to partners, and ensures open communication while avoiding misunderstandings in the field.

By registering an opportunity, a Connections partner is eligible for customized Nuance field sales support, as desired, in support of the partner's deal strategy, for example:

- Support from Nuance Account Team for on-site customer meetings as needed.
- Support from Nuance Technical Team for on-site customer meetings as needed.
- Content for RFP, RFI vehicles.
- Assistance with ROI and business case tools.
- Adherence to agreed-upon roles and Sales Engagement Principles specific to opportunity.

Deal registration is also a baseline requirement for consideration of deal-specific discounts or special pricing.

Deal registration ensures that Nuance will not engage in direct contract efforts for that deal and that Sales Engagement Principles will be strictly adhered to and enforced by Nuance sales management. Nuance also commits not to introduce competing offers or partners into any registered deal.

If an approved deal registration is granted by Nuance to a Connections Partner, and that partner closes the deal, Nuance will not independently engage in direct-sales efforts, for a period of 12 months, for any other deal with the same customer that is directly related to the deal for which the Partner received such approved deal registration.

Notwithstanding the foregoing, Nuance may send marketing and other promotional materials regarding its products and services to the applicable customer account.

Exceptions

Nuance may deny or terminate the partner's approved registration status in the following scenarios:

- If the partner is not actively working the deal or has been inattentive to the account's needs (for example, by failing to respond to the account's or Nuance's communications).
- If the partner does not lead with or quote the Nuance products or services identified in its registration form.
- If the partner is not able to fulfill the deal or provide support for the account (for example, by failing to have sufficient credit available for the deal, if the account refuses to work with the partner, or if the partner doesn't possess the required security clearances).
- If the account chooses to fulfill its bid requirements under a contract vehicle which is not held by the registering partner, or in a manner that prevents the registering partner from being able to fulfill such requirements.

Exclusive Remedy

If a Nuance sales representative knowingly violates the terms of these Deal Registration Guidelines or Sales Engagement Principles in connection with a deal, the Nuance sales representative will be subject to forfeiture of his or her commission for that deal.

If a partner operates in a manner contrary to the principles of engagement, such actions will be basis for re-evaluation of the partner relationship and loss of benefits under this program.

About Nuance

Nuance Communications (NASDAQ: NUAN) is a leading provider of voice and language solutions for businesses and consumers around the world. Its technologies, applications and services make the user experience more compelling by transforming the way people interact with information and how they create, share and use documents. Every day, millions of users and thousands of businesses experience Nuance's proven applications and professional services. For more information, please visit www.nuance.com. ■

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